

**MINUTES OF MEETING
MIDTOWN MIAMI
COMMUNITY DEVELOPMENT DISTRICT**

The Midtown Miami Community Development District's Board of Supervisors held a Regular Meeting on Tuesday, December 11, 2018 at 3:00 p.m., at the offices of the CDD, Shops at Midtown Miami, 3401 N. Miami Avenue, 2nd floor parking garage, Suite 132, Miami, Florida 33127.

Present and constituting a quorum were:

Joseph Padula	Chair
Alberto Vadia	Vice Chair
Angelo Masarin	Assistant Secretary
Michelle Jorge	Assistant Secretary

Also present were:

Cindy Cerbone	District Manager
Ginger Wald	District Counsel
Deborah Samuel	Operations Manager

FIRST ORDER OF BUSINESS

Call to Order/Roll Call

Ms. Cerbone called the meeting to order at 3:00 p.m. Supervisors Vadia, Padula, and Masarin were present, in person. Supervisor Jorge was not present at roll call.

Ms. Cerbone stated that incumbent Supervisors Padula and Miranda and new Supervisor Alberto Vadia were elected in the General Election.

SECOND ORDER OF BUSINESS

Public Comments

This item was presented following the Third Order of Business.

THIRD ORDER OF BUSINESS

Administration of Oath of Office to Newly Elected Supervisors, Joseph Padula [SEAT 1], Alberto Vadia [SEAT 2] and Alex Miranda, [SEAT 3]

Ms. Cerbone, a Notary of the State of Florida and duly authorized, administered the Oath of Office to Mr. Joseph Padula and Mr. Alberto Vadia. She provided a packet containing information for new Supervisors and briefly explained the items, including the Sunshine Law, Financial Disclosure and other forms, records retention, keeping a separate email address and computer and hard copy files for CDD business, etc.

Ms. Jorge arrived at the meeting at 3:35 p.m.

▪ **Public Comments**

This item, previously the Second Order of Business, was presented out of order.

There being no public comments, the next item followed.

FOURTH ORDER OF BUSINESS

**Consideration of Resolution 2019-01,
Electing the Officers of the Midtown Miami
Community Development District, Miami-
Dade County, Florida**

Ms. Cerbone presented Resolution 2019-01. Mr. Padula nominated the following slate of officers:

Chair	Joseph Padula
Vice Chair	Alberto Vadia
Secretary	Craig Wrathell
Assistant Secretary	Alex Miranda
Assistant Secretary	Angelo Masarin
Assistant Secretary	Michelle Jorge
Assistant Secretary	Cindy Cerbone
Treasurer	Craig Wrathell
Assistant Treasurer	Jeff Pinder

No other nominations were made.

On MOTION by Ms. Jorge and seconded by Mr. Vadia, with all in favor, Resolution 2019-01, Electing the Officers of the Midtown Miami Community Development District, Miami-Dade County, Florida, as nominated, was adopted.

FIFTH ORDER OF BUSINESS

**Consideration of a Float Host Agreement
between OBE Power Networks 1 LLC, and
Midtown Miami CDD**

Ms. Samuel stated that, now that Tesla dropped out, she located a company that can provide charging stations to service all varieties of electric cars. The original OBE Power Networks 1 LLC (OBE1) contract included a penalty fee of \$22,000 if the District cancelled the contract; however, after several efforts the cancellation fee was eliminated and was replaced with a \$2,000 disposition fee. Two designated parking spaces were identified in the garage.

Ms. Wald stated the OBE1 contract in the agenda package was in substantial form. Before this Agreement can be finalized, the following legal issues needed to be discussed:

- Host Obligations - Section 4.6: Need to confirm that there is no conflict with the District's current commercial occupancy of the garage regarding where the charging station may be located and that the District is not violating any multiple Construction Operation & Reciprocal Easement Agreements (COREAs), already in place with some business owners.
- Use of Property and EV Charging - Section 5.1: Add caveat that all related signage is in accordance with all governmental laws and ordinances.
- Exclusivity/Right of First Negotiation/Non-competition – Section 7(c): Additional caveat and verbiage stating that any previously entered agreements by the Host, which is the District, to ensure the District is staying in compliance with their COREAs.
- Term and Termination – Section 9.1: This section was highlighted to note that, when the Contract expires, if OBE1 does not remove the equipment, they are then donating the equipment to the Host, meaning the District, which will then be responsible to decide whether to keep equipment or pay costs to remove. Ms. Samuel believed the cost of removing the equipment was the \$2,000 Disposition Fee, noted in Exhibit C.
- Term and Termination - Section 9.4: Highlighted that the \$2,000 Disposition Fee is effective in Years 3, 4 and 5.
- Insurance – Section 10.1 and 10.2: Both sections refer to the indemnity clause and insurance clause in which OBE1 is requesting reciprocal indemnity and to be designated as an additional insured on the District's insurance policy. The Board would have to decide whether to allow that as, typically, Ms. Wald, does not recommend having any reciprocity included in

the District’s contracts, since they are self-insured and OBE1 is providing services to the property and not the other way around.

Ms. Wald stated that, after further research and discussions with Bond Counsel, she confirmed that the District was able to agree with the request for exclusivity; however, she informed OBE1 that their request for a buy back fee was not possible and, in response, they eliminated the buyback but added the Disposition Fee.

Ms. Samuel confirmed, as part of Section 6.1, that the District would install a separate meter, in order to bill OBE1 monthly for electrical use.

A Board Member felt that, since the District is not sharing in the revenues it should not expend costs; hence, the Disposition Fee in Exhibit C should be removed.

The following changes were made to the Agreement:

Exhibit C Disposition Fee: Change “\$2,000” to “\$0”, for Years 3, 4, and 5

Insurance – Section 10.1 and 10.2: Delete “all references to the District providing OBE1, reciprocal indemnity coverage and reciprocal insurance coverage.

On MOTION by Mr. Padula and seconded by Mr. Masarin, with all in favor, the aFloat Host Agreement between OBE Power Networks 1 LLC, and Midtown Miami CDD, in substantial and final form with the discussed changes, subject to final legal review, was approved.

SIXTH ORDER OF BUSINESS

Consideration of Resolution 2019-02, Relating to the Amendment of the Annual Budget for the Fiscal Year Beginning October 1, 2017, and Ending September 30, 2018

Ms. Cerbone presented Resolution 2019-02. Budget amendments are typical and standard practice for governmental entities, when expenses exceed budget. She explained why changes to the “Irrigation”, “Midtown community park”, “Hurricane expense” and “Contingencies” line items were necessary.

On MOTION by Mr. Padula and seconded by Mr. Vadia, with all in favor, Resolution 2019-02, Relating to the Amendment of the Annual Budget for the Fiscal Year Beginning October 1, 2017, and Ending September 30, 2018, was adopted.

SEVENTH ORDER OF BUSINESS

Approval of Unaudited Financial Statements as of October 31, 2018

Ms. Cerbone presented the Unaudited Financial Statements as of October 31, 2018. Revenue and expenditures were minimal, as it was the first month of the new fiscal year.

Ms. Cerbone distributed information pertaining to why the insurance premium expense increased significantly over the amount originally budgeted for the General Fund and the Parking Garage Proprietary Fund. The Insurance Agent rewrote the policy after DDR Miami Avenue, LLC (DDR) informed them that the District was required to provide \$20 million in general liability coverage, rather than the \$10,000 million in prior years, per the COREA.

On MOTION by Mr. Padula and seconded by Ms. Jorge, with all in favor, the Unaudited Financial Statements as of October 31, 2018, were approved.

EIGHTH ORDER OF BUSINESS

Approval of October 9, 2018 Regular Meeting Minutes

Ms. Cerbone presented the October 9, 2018 Regular Meeting Minutes.

On MOTION by Mr. Padula and seconded by Mr. Masarin, with all in favor, the October 9, 2018 Regular Meeting Minutes, as presented, were approved.

NINTH ORDER OF BUSINESS

Staff Reports

A. Operations Manager: *Deborah Samuel*

i. Monthly Report

Ms. Samuel reported the following:

- Wayfinding: Added temporary digital Wayfinding machines to high traffic areas.

- Miami Christmas Lights: She is very happy with the results of changing vendors and received positive feedback. The company was less expensive than last year and provided better service with fewer outages.
- Sprinkler System: Phase 1 upgrade to digital was completed and will prevent future irrigation costs to exceed budget.
- High Traffic Areas and Planters: Currently sealing the areas where muriatic acid was used.
- Fiscal Year 2019 Capital Projects: South Block Garage exterior façade and North Block Garage 2nd floor walls and ceiling painting will commence after the holidays. North Block 3rd and 4th floor balcony re-bar repair and replacements should be completed by December 31st.
Midtown Community Park: Final design consists of a children’s park and a dog-friendly open space with various levels but will not include dog equipment or fencing around it until later. The City requests that the District hire a General Contractor to perform the work. Ms. Wald’s recommendation was to authorize the Operations Manager to purchase the equipment for the children’s park directly, which is approximately \$70,000, since the District does not pay sales tax, and to retain a General Contractor for the project previously agreed to and performing those services in phases, so that it does not exceed the statutory thresholds. Ms. Cerbone confirmed that \$200,000 was budgeted in the Fiscal Year 2019 budget for this project. Ms. Samuel will present an overview for each phase of the project at the next meeting.

On MOTION by Mr. Padula and seconded by Mr. Masarin, with all in favor, authorizing the Operations Manager to retain the services of a General Contractor and to obtain proposals to complete the Midtown Miami Community Park, in phases, was approved.

- Resolved one of two issues with MPA; last remaining issue is to work with them on designating a central location for Uber drivers to pick up and drop off customers.
- Provided Midtown 3 ongoing Punch-list items.
 - ii. **Parking Information**
 - **Executive Summary**

- Transient Parking Year Over Year Comparison
- Revenue By Lane Report

iii. Update: Enterprise Fund Major Projects

These items were provided for informational purposes.

B. District Counsel: *Billing, Cochran, Lyles, Mauro & Ramsey, P.A.*

There being no report, the next item followed.

C. District Engineer: *Alvarez Engineers, Inc.*

There being no report, the next item followed.

D. District Manager: *Wrathell, Hunt and Associates, LLC*

i. NEXT MEETING DATE: January 8, 2019 at 3:00 P.M.

The next meeting was scheduled for January 8, 2019.

On MOTION by Mr. Masarin and seconded by Mr. Vadia, with all in favor, authorizing the District Manager to cancel the January 8, 2019 scheduled Regular Meeting, was approved.

The next meeting will be held on February 12, 2019 at 3:00 p.m.

TENTH ORDER OF BUSINESS

Audience Comments/Supervisors' Requests

There being no audience comments or Supervisors' requests, the next item followed.

ELEVENTH ORDER OF BUSINESS

Adjournment

There being no further business to discuss, the meeting adjourned.

On MOTION by Mr. Padula and seconded by Mr. Vadia, with all in favor, the meeting adjourned at 3:49 p.m.



Secretary/Assistant Secretary



Chair/Vice Chair