

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

The Board of Supervisors of the Midtown Miami Community Development District held a Public Hearing and Regular Meeting on September 13, 2019 at 10:30 a.m., at the offices of the CDD, Shops at Midtown Miami, 3401 N. Miami Avenue, 2<sup>nd</sup> floor parking garage, Suite 132, Miami, Florida 33127.

**Present and constituting a quorum were:**

Joseph Padula	Chair
Angelo Masarin	Assistant Secretary
Alex Miranda	Assistant Secretary
Michelle Jorge	Assistant Secretary

**Also present were:**

Craig Wrathell	District Manager
Cindy Cerbone	Wrathell, Hunt and Associates, LLC
Ginger Wald	District Counsel
Deborah Samuel	Operations Manager
Alex Vadia	Property Owner
Richard Perez	Holland & Knight

**FIRST ORDER OF BUSINESS**

**Call to Order/Roll Call**

Ms. Cerbone called the meeting to order at 10:40 a.m. Supervisors Padula, Miranda, Masarin and Jorge were present, in person. Supervisor Vadia was not present.

**SECOND ORDER OF BUSINESS**

**Public Comments**

There being no public comments, the next item followed.

**THIRD ORDER OF BUSINESS**

**Discussion and Consideration of Amended and Restated Construction, Operation and Reciprocal Easement Agreement-Shoppes at Midtown Miami, South Block South**

Ms. Wald presented the Amended and Restated Construction, Operation and Reciprocal Easement Agreement (COREA), related to the Shoppes at Midtown Miami, South Block South, known as the former Walmart site, and noted the significant changes compared to the Agreement presented four years ago.

**On MOTION by Mr. Padula and seconded by Mr. Miranda, with all in favor, the Amended and Restated Construction, Operation and Reciprocal Easement Agreement, of the Shoppes at Midtown Miami, South Block South, in substantial form, was approved**

**FOURTH ORDER OF BUSINESS**

**Update: M Park**

Ms. Samuel stated that, as requested by the Department of Environmental Resources Management (DERM), soil samples were taken at the M Park site. The tests revealed arsenic levels that are higher than acceptable industry standards but not dangerous levels. She presented proposals to remediate the child and green space sections in the park recommended by the Consultant to satisfy DERM’s criteria.

The Park Rules would be noticed, with the public hearing on November 12, 2019.

**On MOTION by Mr. Padula and seconded by Mr. Masarin, with all in favor, authorizing expenditures for environmental work related to M Park, in a not-to-exceed amount of \$110,000, was approved.**

**FIFTH ORDER OF BUSINESS**

**Update: TIF (TIR) Surplus**

**A. Second Amendment to the Interlocal Agreement, Interlocal Agreement, First Amendment to the Interlocal Agreement**

Ms. Cerbone referred to Page 2 of the Second Amendment to the Interlocal Agreement, and read verbiage referring to Tax Increment Revenues (TIR), also known as Tax Increment Funds (TIF), which describes how surplus funds would be redistributed once there was no longer a shortfall and provided to property owners of record, at the time of the distribution, in proportion to the applicable assessments.

**B. TIF Summary and Projection**

Ms. Cerbone presented the “Midtown Miami-TIF Summary and Projection” worksheet. After further review of the language in the Interlocal Agreements and discussions with District Counsel and Bond Counsel, the Worksheet reflected Management’s recommendation to begin providing property owners assessment credits each year, starting with Fiscal Year 2020, in an appropriate amount, through the life of the bonds (18 years), rather than fluctuating assessment levels annually.

Mr. Padula asked why the TIF surplus funds were not being returned to the previous property owners since they were assessed for the bonds. Ms. Cerbone read the language in the document and stated Bond Counsel’s legal opinion agreed with Management’s recommendation in how the surplus would be dispersed. Mr. Wrathell explained the difficulty and impracticality of refunding original property owners and, if not applied correctly, it could result in a class action lawsuit. In a call previous to the meeting, he informed Mr. Alex Vadia of the recommendation that would be presented to the Board and invited him to this meeting to address any concerns. He stated Bond Counsel agreed with Management’s interpretation of the verbiage in the Interlocal Agreements, which described that the year in which the TIF surplus is generated, the property owners of record could be credited and how it provides Management the ability to apply the credit on a go forward basis with future assessments.

**C. FY2020 Budget Reflecting TIF Surplus Distribution**

This item was presented following item 5Dii.

**D. Correspondence with Bond Counsel**

- i. TIF Surplus Distribution Process**
- ii. Applicable Property Owners for TIF Surplus Distribution**

Ms. Cerbone provided an overview of the email communications between her and Bond Counsel, which agreed with Management’s Worksheet, and the process of dispersing and applying TIF surplus funds by crediting assessments to current property owners.

▪ **FY2020 Budget Reflecting TIF Surplus Distribution**

**This item, previously Item 5C, was presented out of order.**

Ms. Cerbone presented the proposed Fiscal Year 2020 budget with the TIF distribution.

**Mr. Miranda left the meeting at 11:44 a.m.**

- E. **Consideration of Resolution 2019-07, Relating to the Credit of Tax Increment Revenue Surplus Against Future Assessments Pursuant to the Interlocal Agreement Dated May 28, 2004, as Amended on June 30, 2005, As Further Amended on September 23, 2008 Between City of Miami, Miami-Dade County and Midtown Miami Development District; Providing for Severability; and Providing for an Effective Date**

This item was presented following the Seventh Order of Business.

**SIXTH ORDER OF BUSINESS**

**Consideration of Resolution 2019-08, Amending Resolution 2019-04, Rescheduling and Resetting the Date of the Public Hearing to Receive Public Comment on and to Consider the Adoption of the Fiscal Year 2019/2020 Budget**

Ms. Cerbone presented Resolution 2019-08.

**On MOTION by Mr. Padula and seconded by Mr. Masarin, with all in favor, Resolution 2019-08, Amending Resolution 2019-04, Rescheduling and Resetting the Date of the Public Hearing to Receive Public Comment on and to Consider the Adoption of the Fiscal Year 2019/2020 Budget, was adopted.**

**SEVENTH ORDER OF BUSINESS**

**Public Hearing on Adoption of Fiscal Year 2019/2020 Budget**

- A. **Proof/Affidavit of Publication**

The affidavit of publication was included for informational purposes.

- B. **Consideration of Resolution 2019-09, Relating to the Annual Appropriations and Adopting the Budget for the Fiscal Year Beginning October 1, 2019, and Ending September 30, 2020; Authorizing Budget Amendments; and Providing an Effective Date**

The proposed Fiscal Year 2020 budget with TIF distribution would be considered, rather than the version behind Resolution 2019-09, as it did not contemplate TIF distribution.

**On MOTION by Mr. Masarin and seconded by Ms. Jorge, with all in favor, the Public Hearing was opened.**

No members of the public spoke.

**On MOTION by Mr. Masarin and seconded by Ms. Jorge, with all in favor, the Public Hearing was closed.**

Ms. Cerbone presented Resolution 2019-09. Exhibit A would be the Fiscal Year 2020 budget behind Tab 5C that includes TIF distribution, rather than the version behind the Resolution in the agenda package.

**On MOTION by Mr. Masarin and seconded by Mr. Padula, with all in favor, Resolution 2019-09, Relating to the Annual Appropriations and Adopting the Budget for the Fiscal Year Beginning October 1, 2019, and Ending September 30, 2020; Authorizing Budget Amendments; and Providing an Effective Date, was adopted.**

- **Consideration of Resolution 2019-07, Relating to the Credit of Tax Increment Revenue Surplus Against Future Assessments Pursuant to the Interlocal Agreement Dated May 28, 2004, as Amended on June 30, 2005, As Further Amended on September 23, 2008 Between City of Miami, Miami-Dade County and Midtown Miami Development District; Providing for Severability; and Providing for an Effective Date**

**This item, previously Item 5E, was presented out of order.**

Ms. Wald presented Resolution 2019-07.

**On MOTION by Mr. Padula and seconded by Mr. Masarin, with all in favor, Resolution 2019-07, Relating to the Credit of Tax Increment Revenue Surplus Against Future Assessments Pursuant to the Interlocal Agreement Dated May 28, 2004, as Amended on June 30, 2005, As Further Amended on September 23, 2008 Between City of Miami, Miami-Dade County and Midtown Miami Development District; Providing for Severability; and Providing for an Effective Date, was adopted.**

**EIGHTH ORDER OF BUSINESS**

**Consideration of Resolution 2019-10, Making a Determination of Benefit and Imposing Special Assessments for Fiscal Year 2019/2020; Providing for the Collection and Enforcement of Special Assessments; Including But Not Limited to Penalties and Interest Thereon; Certifying an Assessment Roll; Providing for Amendments to the Assessment Roll; Providing a Severability Clause; and Providing an Effective Date**

Ms. Cerbone presented Resolution 2019-10.

**MOTION by Mr. Padula and seconded by Mr. Masarin, with all in favor, Resolution 2019-10, Making a Determination of Benefit and Imposing Special Assessments for Fiscal Year 2019/2020; Providing for the Collection and Enforcement of Special Assessments; Including But Not Limited to Penalties and Interest Thereon; Certifying an Assessment Roll; Providing for Amendments to the Assessment Roll; Providing a Severability Clause; and Providing an Effective Date, was adopted.**

**NINTH ORDER OF BUSINESS**

**Acceptance of Unaudited Financial Statements as of July 31, 2019**

Ms. Cerbone presented the Unaudited Financial Statements as of July 31, 2019. The Federal Emergency Management Agency (FEMA) documents were being finalized and closed out, as no additional funds were expected, aside from the amount already received.

**On MOTION by Mr. Masarin and seconded by Ms. Jorge, with all in favor, the Unaudited Financial Statements as of July 31, 2019, were accepted.**

**TENTH ORDER OF BUSINESS**

**Approval of July 9, 2019 Regular Meeting Minutes**

Ms. Cerbone presented the July 9, 2019 Regular Meeting Minutes.

On MOTION by Mr. Padula and seconded by Mr. Masarin, with all in favor, the July 9, 2019 Regular Meeting Minutes, as presented, were approved.

## ELEVENTH ORDER OF BUSINESS

## Staff Reports

### A. Operations Manager: *Deborah Samuel*

#### i. Monthly Report

Ms. Samuel presented the Operations Manager's Report and highlighted the following:

- Due to flooding, City inspectors instructed Contractors to remove construction debris from the drains.
- After inspecting the storm drain on 29<sup>th</sup> Street, the City was considering implementing other options to alleviate flooding.
- Elevator Inspections: All elevators passed inspection except one, which was due to water getting into the pit during a heavy rain. Another proposal for the repairs was pending.
- M Park sign: Midtown Miami's new "branding" sign was installed across from the park.
- All capital improvement projects were completed.
- Punch List items for Midtown 3, 8 and 6 were ongoing and would be removed as the tasks are completed. The "Miscellaneous" punch list related to various utilities, with six different projects occurring simultaneously. Requiring utility companies to provide a surety bond had helped tremendously. A Representative of the Zoning Department notified All Aboard that new permits would not be issued until they repair Midtown.

#### 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.*

#### • Consideration of Adjustment to District Counsel Fee Structure

Ms. Wald presented District Counsel's proposed fee increase; fees had not increased since 2003 and the fees were below the Consumer Price Index.

On MOTION by Mr. Padula and seconded by Mr. Masarin, with all in favor, the adjustment to District Counsel Fee Structure, effective October 1, 2019, was approved.

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

There being no report, the next item followed.

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

Ms. Cerbone stated the next meeting will be held November 12, 2019, as the October meeting would most likely be cancelled.

**TWELFTH ORDER OF BUSINESS**

**Audience    Comments/Supervisors'  
Requests**

Ms. Jorge requested compensation for attending the last meeting via telephone and noted there were technical difficulties in connecting.

On MOTION by Mr. Padula and seconded by Mr. Masarin, with all in favor, authorizing compensation to Ms. Jorge for attending the July meeting, via telephone, was approved.

**THIRTEENTH ORDER OF BUSINESS**

**Adjournment**

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

On MOTION by Mr. Padula and seconded by Mr. Masarin, with all in favor, the meeting adjourned at 12:01 p.m.

[SIGNATURES APPEAR ON THE FOLLOWING PAGE]



  
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Secretary/Assistant Secretary

  
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Chair/Vice Chair