

Minutes of TIFA LLC Meeting
February 25, 2016
11:00 a.m.
City of Titusville Water Resources
Mourning Dove Water Plant
2836 Garden Street
Titusville, Florida 32796

Persons in Attendance

Mike Brown, Miami Corporation, TIFA Management Committee Member
Jim Ball, City of Titusville, TIFA Management Committee Member
Sean Stauffer, City of Titusville, Water Resources Director
Richard Broome, City of Titusville, City Attorney
Andrew Jantzer, City of Titusville, Water Resources Deputy Director
David Fuechtman, Farmton Water Resources (by telephone)
Barbra Goering, Farmton Water Resources (by telephone)
Susan Pattock, Farmton Water Resources (by telephone)
Pat Gagliardi, Farmton Water Resources (by telephone)
Helen Hutchens, Miami Corporation (by telephone)
Jim Perry, GMS LLC

Jim Perry conducted the meeting.

Action Items

I. Approval of the Minutes of the TIFA LLC Meeting of January 28, 2016

Member Brown moved to approve the minutes of the January 28, 2016 meeting. Member Ball concurred and the motion passed.

II. Approve Updated Information for Northern Trust Credit Card

Ms. Gagliardi stated, this is to remove Dwight Severs from the credit card and add Jim Ball. One person needs to be named as owner of the company for the credit card and the city manager has traditionally been the owner for this purpose.

Member Brown moved to approve the updated information for the Northern Trust credit card. Member Ball concurred and the motion passed.

III. Approve Retention of CJN&W, Certified Public Accountants, P.A. to Prepare Tangible Personal Property Tax Returns

Member Brown moved to approve retention of CJN&W to prepare tangible personal property tax returns for a fee between \$2,800 to \$3,200. Member Ball concurred and the motion passed.

IV. Approve Updated Authorization Signers to Northern Trust Checking Accounts

Member Brown moved to approve the updated authorization signers to the Northern Trust checking accounts. Member Ball concurred and the motion passed.

Financial Items and Reports

V. Ratification of Expenses Paid from Operating Account and Request for Reimbursement

Member Brown moved to ratify the expenses paid from the operating account and request for reimbursement in the total amount of \$2,626.93. Member Ball concurred and the motion passed.

Staff Reports/Informational Items

VI. Area IV Phase 2 Update

Mr. Stauffer stated, at the last meeting there was a lengthy discussion on the wellhead assembly issues, following that meeting there was a meeting between city staff and CPH to discuss the issues then an email was sent to Felix on February 4th detailing our concerns, including pictures and proposed resolutions. We have not heard from Felix, yesterday CPH sent another email to Felix asking for an update and expectation of when we would receive a response. As soon as we hear something we will go through that and get back to the parties. We expect to have something to review and discuss at our next meeting of March 17th.

Mr. Broome asked is there any urgency to send a follow-up letter if we don't hear anything in the next week or two?

Mr. Stauffer stated, currently all the wells are operating and we are receiving 2.75 MGD, all the equipment is operating. I would expect some urgency on Felix's part because there is \$320,000 outstanding on their contract but if we don't hear anything in a week or two we should send an official letter.

Mr. Fuechtman stated if it gets to March 4th and a month since the initial email we should figure out the next step to take.

Member Ball asked CPH is the consulting engineer representing TIFA in terms of final inspection and signoff on construction?

Mr. Stauffer stated, yes.

Member Ball asked is that a lengthy contract?

Mr. Stauffer stated, the value was \$700,000.

Member Ball asked is the scope defined as to when they are finished?

Mr. Stauffer stated, yes.

Member Ball stated, I would like to be familiar with that contract. I want to understand CPH's scope and obligations under the contract.

Mr. Stauffer stated, we will provide that to you.

Update on Rail Trail Projects

Mr. Stauffer stated, we should add to the agenda an update on the rail trail projects. It is a project affecting the city's pipeline and appurtenances and will in the future affect TIFA's portion as well.

Mr. Jantzer stated, the construction of that project is broken by FDOT into two phases, Phase 1 is the southern phase, Phase 2 is the northern phase and that is going to directly affect the raw water main and the TIFA wellfields. There has only been construction activity and drawing reviews for Phase 1 so far and we are seeing that the engineering drawings are lagging behind and construction is pushing ahead. We are watching to make sure that construction does not advance past the area where city infrastructure is located before final approval of the drawings occurs. The last round of reviews we did was on 100% drawings for the southern phase, we found 25 city utility appurtenances that were not shown on the drawings so we gave them an inventory of that and they also blew a vertical datum pretty badly there. We are providing comments but the construction drawings are lagging behind the work but it appears the overall concept design is not really changing the grade a whole lot so there is not a lot of risk to city and TIFA facilities unless they do meet with some storm pipe installations where they could be at the level of our utilities. We are waiting for the northern phase to go forward that is still under concept design and environmental permitting so it is not going to be released any time soon.

Member Brown asked, is there anything on some of those low crossings we have on the north end on our side? I would presume with that being a bike trail and horse trail they are going to want to bridge that and those pilings could cause a problem.

Mr. Jantzer stated, I think earlier designs had some bridges going up through there but we haven't seen any real design information.

Mr. Stauffer stated, the last thing we heard is rather than what you think of as a standard bridge they were looking at building up with earth and you have the water courses and box culvert, that may alleviate some issues with driving pilings and conflicts. It all depends on where they set the box culverts.

Member Brown stated, how many and how large?

Mr. Stauffer stated, I think they are going to have quite a hurdle during the permitting of the northern section because it was tough for us to get a pipeline through there that was underground.

Other Business

Member Ball stated, I want to thank Andy for taking me out yesterday. I had an opportunity to get out and spend a couple hours on the property and see the wellfields.

Mr. Broome asked on the signing authority I understand there are two signers and I think the intent was to have one representative of each member sign. As clarification either the manager or alternate manager to sign for either member but the two managers for one member would not sign.

Ms. Gagliardi stated, more from an internal control than a banking perspective that is how we have historically signed our checks, one member from our side and one member from the city's side. Also on the banking information the second page of the resolution we did strike the language that would allow for ATM cards. Once all the documentation for both checking accounts has been sent to Northern Trust and we have received acknowledgement that they have accepted it then we will be able to proceed with Jim Ball signing checks moving forward and signing the wire authorizations.

Mr. Ball asked wouldn't that be outlined in the operating agreement for the LLC?

Ms. Gagliardi stated, I don't know that it is detailed in the operating agreement. Some of it is more of an accounting internal control and how we set up the process. The operating agreement was created when TIFA was formed. I don't know that it includes many of the internal controls.

Ms. Goering stated, I don't know that it says specifically relating to checks but actions on behalf of TIFA have to be 50/50.

Mr. Broome stated if there is concern I suggest a letter that goes with the resolution advising that it would have to be the manager or their alternate and not two of the same members signing.

Ms. Goering stated, the bank forms don't allow us to say one or the other. Are you asking us to put something in writing for the file for TIFA that it is not in our operating agreement that we would only allow the managing agent or the alternate to sign along with the other. I want to make sure we understand because I know the bank will not check that.

Mr. Broome stated, I know this is all check and balance and I wanted to know if there was a way to preserve that check and balance at the bank level on the resolution where it says 2 if you put in parenthesis next to the 2, A or D or B or C, clarify one of the two is going to be either the city's manager, alternate manager and the other one of the two is either TIFA.

Ms. Goering stated that is something that bank will not allow it is just who are the signers and how many signers but that is the extent of what we can provide to them. It is more of an internal control from TIFA's perspective than from the bank.

Mr. Broome stated, if they don't allow the form then I suggest a letter and we also memorialize that in our file.

Ms. Goering stated, if you want to draft something and send it around we will look at it. I just wanted you to know the bank will not control that on our behalf it is more of an internal control as long as there are two signers they are going to accept it. If there is one signer they are not going to accept it. Originally we only had two signers then everybody wanted an alternate to be on there as well just in case.

Mr. Broome stated, I suggest amending the motion approving the resolution to clarify that in approving this they are authorizing either Mike or Glen to sign as one and authorize Jim or Tom to sign as the other and will have that approved in our motion in the minutes.

Ms. Gagliardi stated, that would be fine.

Member Ball moved to amend the motion approving the updated signatures on the bank resolution such that Mike Brown or his alternate be able to sign on behalf of Miami Corp. and Jim Ball or his alternate to be able to sign on behalf of the city therefore, one party from either side of the partnership would have to sign the checks. Member Brown concurred and the motion passed.

Public Comment

Next Scheduled Meeting

The next meeting will be held Thursday, March 17, 2016 at 11:00 a.m.

Open Items

Adjournment

Member Brown moved to adjourn the meeting at 11:30 a.m. Member Ball concurred and the meeting adjourned.