

**MINUTES OF MEETING
MIAMI WORLD CENTER
COMMUNITY DEVELOPMENT DISTRICT**

The Board of Supervisors of the Miami World Center Community Development District held a Regular Meeting on Wednesday, January 16, 2019 at 11:00 a.m., at the offices of Greenberg Traurig, P.A., 333 S.E. 2nd Ave., 44th Floor, Room 44-008, Miami, Florida 33131.

Present at the meeting were:

John Chiste	Chair
Cora DiFiore	Vice Chair
Joseph DiCristina	Assistant Secretary
Peter Brown (via telephone)	Assistant Secretary

Also present were:

Craig Wrathell	District Manager
Cindy Cerbone	Wrathell, Hunt and Associates LLC
Christine Cardelle	Wrathell, Hunt and Associates LLC
Ginger Wald	District Counsel
Aaron E. Buchler	District Engineer
Hank Fishkind (via telephone)	Fishkind & Associates, Inc.
Glenn Fidje	Square Edge Inc.
Bibiana Tabares	Construction Manager

FIRST ORDER OF BUSINESS

Call to Order/Roll Call

Mr. Wrathell called the meeting to order at 11:06 a.m. Supervisors Chiste, DiCristina and DiFiore were present, in person. Supervisor Brown was attending via telephone. Supervisor Colamarino was not present.

SECOND ORDER OF BUSINESS

Public Comments

There being no public comments, the next item followed.

▪ **Consideration of Supplemental Special Assessment Methodology Report**

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

Dr. Hank Fishkind, of Fishkind & Associates, presented the Supplemental Special Assessment Methodology Report dated January 9, 2019, and stated that there has been no change to the Land Use Plan (LUP) or the Engineer's Report relating to the Capital Infrastructure, since the issuance of the Series 2017 bonds. He described the information found on each page, noting that the Supplemental Methodology updates and clarifies the current situation. Mr. Wrathell asked if it was possible that the total number of Equivalent Residential Units (ERUs) could be greater than the originally expected amount and what would happen if that occurred. Dr. Fishkind stated that it is possible that there could be more total ERUs than expected and, if that occurs, the per unit assessments would be reduced pro-rata based on the higher number of units. If the contrary occurred and there were fewer ERUs than expected, then a true-up payment would be required. Mr. Chiste asked if there was a significant shift between the assessed debt amounts to the different tracts. Dr. Fishkind replied no; there was not much change because the LUP has not changed and the articulation of various Tax ID numbers changes frequently in this project but those allocations are primarily still on an acreage basis which can be tracked. Discussion ensued regarding the ERUs, the debt, operations and maintenance (O&M) assessments, debt assessment paydowns or prepayments, the CDD and the Master Developer. In response to a question, Ms. Cerbone stated that the first principal payment is due in November 2020.

On MOTION by Mr. Chiste and seconded by Mr. DiCristina, with all in favor, the Supplemental Special Assessment Methodology Report dated January 9, 2019, as presented, was approved.

THIRD ORDER OF BUSINESS**Ratification of Coastal/Tishman Change Orders (*support documentation available upon request*)**

- A. Number 025
- B. Number 026
- C. Number 027
- D. Number 028
- E. Number 029

Mr. Wrathell stated that Mr. Chiste previously executed Coastal/Tishman Change Orders 025 through 029.

On MOTION by Mr. DiCristina and seconded by Mr. Chiste, with all in favor, Coastal/Tishman Change Orders Numbers 025, 026, 027, 028 and 029, were ratified.

FOURTH ORDER OF BUSINESS

Ratification of Recommendation(s) to Award (*support documentation available upon request*)

Mr. Wrathell presented the Coastal/Tishman Recommendation to Award (RTA), which Mr. Chiste previously executed.

On MOTION by Mr. DiCristina and seconded by Ms. DiFiore, with all in favor, RTA No. 011 Revision R5, for Coastal/Tishman to award the installation of the CDD Site Security & Command Center scope, was approved.

FIFTH ORDER OF BUSINESS

Consideration of Supplemental Special Assessment Methodology Report

This item was presented following the Second Order of Business.

SIXTH ORDER OF BUSINESS

Consideration of Square Edge Proposal for Property Management Services

Mr. Wrathell stated that the District must consider the addition of O&M-related contracts. The only maintenance agreement that requires immediate action is related to security services, which will be considered during the Seventh Order of Business. The security company that will be considered is the same entity that the District uses for its construction-related security and the proposed fee and rate schedules, etc. are the same.

Mr. Wrathell presented the Square Edge Inc. (SEI) Proposal for Property Management Services, with a total annual fee of \$207,480

Mr. Glenn Fidje, of SEI, highlighted the following items regarding the proposal:

- Since Ms. Tabares and Mr. Zapata handle the development management of the construction, SEI felt it appropriate and cost-effective to start transitioning a portion of Staff's time from development and new construction to operations.
- The goal is to keep Ms. Tabares on site full time.

Mr. Chiste voiced his opinion that the total annual fee should be \$103,000, not \$207,480. Mr. Fidje acknowledged that there was an error; the contract would be modified. Mr. Chiste suggested accepting the proposal, as drafted through the current fiscal year, and revisiting it when the project is further along and the Fiscal Year 2020 budget is being discussed. Mr. Fidje stated that would be perfectly fine; SEI would be there to help facilitate a transition, if the Board chooses. Mr. Chiste motioned to accept the proposal, as modified relative to that period. Mr. Wrathell stated that the proposal would be modified to \$69,159 for coverage through September 30, 2019. Regarding indemnity, Mr. Wrathell stated that District Staff would substitute the language with its own indemnity language. Ms. Wald stated that there are a few missing items in the agreement; therefore, she would prepare a new agreement with the proposal attached, with the changes discussed during the meeting, and adding the indemnification language and the required CDD statutory language. Mr. Fidje was asked to revise the fee schedule to run through September 30, 2019. Discussion ensued regarding the reimbursable expenses.

On MOTION by Mr. Chiste and seconded by Mr. DiCristina, with all in favor, the Square Edge Inc., Proposal for Property Management Services, in substantial form, to run through September 30, 2019, with a fixed amount for the reimbursable items, and authorizing District Counsel to prepare a Form of Agreement and for the Chair and Vice Chair to execute, were approved.

SEVENTH ORDER OF BUSINESS**Consider Authorization of District Manager to Enter Into Agreements for Maintenance of Completed Improvements**

Mr. Wrathell reiterated that only Item 7B, the security services agreement and proposal, would be considered during today's meeting.

A. Janitorial Services Agreement with Interstate Cleaning Corporation

This item was deferred to the next meeting.

B. Security Services Agreement with Beau Security & Investigations Inc.

Referencing a sketch, Ms. Tabares outlined the areas in Phase 1 that are expected to be conveyed to the CDD by February 1. The contractor is already on site and will charge the CDD for six hours per day but the service will be for 24 hours. In response to a question, Ms. Tabares confirmed that the areas to be covered are blocked in red and are in the public right-of-way (ROW). As part of the support documentation, she is attaching the quote from the Agreement that the contractor currently has with the Developer and, if a quote with the agreement is desired, one could be added to give the Board a better understanding of the contractor's proposal with the Developer and the rate. An invoice will be attached to show what was billed for the contract and the allocation. This will be for Phase 1 and, by June, Phase 2 will be added to the completed areas and the contractor will still be on site; the current term of the contract is from February 1, 2019 through June 30, 2019. Mr. Wrathell stated that this contract could remain open-ended, in the amount of \$756 per week or \$3,024 per month, until the end of June, after which, Staff will present an updated contract or go out to bid. If the District will exceed the bidding threshold and it is necessary to go out to a formal bid, preparations should commence sooner rather than later. In response to Ms. Wald's question regarding the terms of the agreement, Mr. Wrathell suggested keeping it from February 1 through September 30, 2019 and modifying it if needed. In response to a Board Member's question regarding securing a new building on First and Miami Avenues, Mr. Fidje stated that security is being provided by the same firm, who is currently patrolling the area in question; there is an overlap between the previous contractor and what the CDD is doing on the outside.

On MOTION by Mr. Chiste and seconded by Ms. DiFiore, with all in favor, the Security Services Agreement between Miami World CDD and Beau Security & Investigations Inc., in substantial form, and authorizing District Counsel to prepare a Form of Agreement, were approved.

C. Landscape and Irrigation Maintenance Services Agreement

This item was deferred to the next meeting.

D. Purchase and Pest Control Services Agreement

This item was deferred to the next meeting.

EIGHTH ORDER OF BUSINESS**Approval of Unaudited Financial Statements as of November 30, 2018**

Mr. Wrathell presented the Unaudited Financial Statements as of November 30, 2018. Regarding the Advanced Funding Agreement, Management has not received the deposit from the Developer; Ms. Tabares will coordinate with Management to request regular funding from the Developer to keep the streetlights on. As to how much is still pending from the Developer, Mr. Wrathell replied \$275,000; a portion is owed by other owners but it is mostly owed by the Developer. Discussion ensued regarding updating the Florida Power & Light (FPL) Agreement, the streetlights and the commencement date.

On MOTION by Ms. DiFiore and seconded by Mr. Chiste, with all in favor, the Unaudited Financial Statements as of November 30, 2018, were approved.

NINTH ORDER OF BUSINESS**Approval of November 28, 2018 Regular Meeting Minutes**

Mr. Wrathell presented the November 28, 2018 Regular Meeting Minutes.

On MOTION by Mr. DiCristina and seconded by Ms. DiFiore, with all in favor, the November 28, 2018 Regular Meeting Minutes, as presented, were approved.

TENTH ORDER OF BUSINESS**Staff Reports****A. District Counsel: *Billing, Cochran, Lyles, Mauro & Ramsey, P.A.***

There being no report, the next item followed.

B. District Engineer: *Kimley-Horn and Associates, Inc.*

There being no report, the next item followed.

C. District Manager: *Wrathell, Hunt and Associates, LLC***i. NEXT MEETING DATE: February 20, 2019 at 11:00 A.M.**

The next meeting will be held on February 20, 2019 at 11:00 a.m.

ELEVENTH ORDER OF BUSINESS

Board Members' Comments/Requests

A Board Member pointed out an error in the Notice of Fiscal Year 2019 Meetings, behind the Staff Reports tab. The following change was made:

First Paragraph: Change "3:00 p.m." to "11:00 a.m."

TWELFTH ORDER OF BUSINESS

Public Comments

There being no public comments, the next item followed.

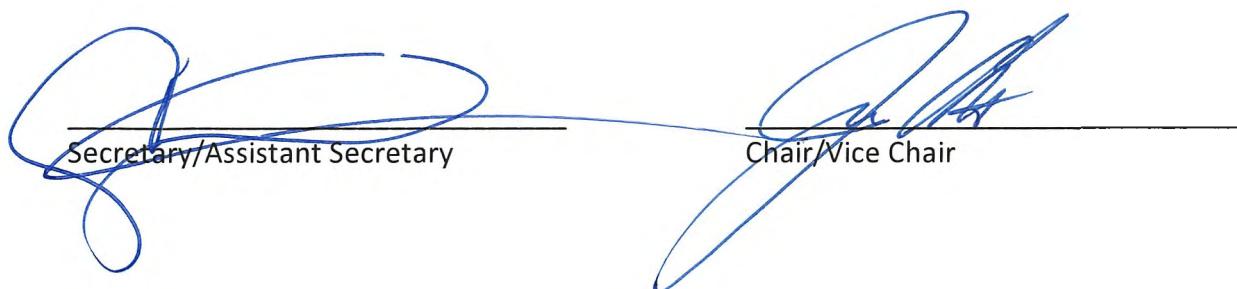
THIRTEENTH ORDER OF BUSINESS

Adjournment

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

On MOTION by Ms. DiFiore and seconded by Mr. Chiste, with all in favor, the meeting adjourned at 11:51 a.m.

[SIGNATURES APPEAR ON THE FOLLOWING PAGE]



Secretary/Assistant Secretary

Chair/Vice Chair