

## MINUTES OF MEETING GREEN CORRIDOR PACE DISTRICT

A meeting of the Board of Directors of the Green Corridor PACE District was held on Friday, March 11, 2016 at 10:00 a.m., at the offices of Ygrene Energy Fund Florida, 3390 Mary Street, Suite 124, Miami, Florida.

Present and constituting a quorum were:

Mayor Cindy Lerner	Pinecrest
Commissioner Herta Holly	Miami Shores
Commissioner Vince Lago	Coral Gables
Mayor Peggy Bell	Cutler Bay

Also present were:

Chad Friedman, Esq.	District Counsel
Joe Spector	Ygrene Energy Fund Florida, LLC
Kate Wesner	Ygrene Energy Fund Florida, LLC
Paul Winkeljohn	Executive Director/District Manager

### **FIRST ORDER OF BUSINESS**

### **Introduction and Call to Order**

Mr. Winkeljohn called the meeting to order and called the roll.

### **SECOND ORDER OF BUSINESS**

### **Audience Comments**

Mr. Winkeljohn explained the audience comments rule for Districts which allows audience comments. There were no audience comments at this time.

Mr. Winkeljohn gave a quick overview and thanked the board members for hiring GMS as District Manager and Executive Director.

### **THIRD ORDER OF BUSINESS**

### **Consideration of Resolution #2016-01 Designation of Officers**

Mr. Winkeljohn introduced resolution #2016-01 designation of officers and gave a brief explanation of why officers are designated and what the different positions signify.

Commissioner Lago stated that Mayor Stoddard was not present at the meeting and suggested the discussion should be tabled for the next meeting. There was some discussion between Commissioner Holly and Commissioner Lago as to when each of their individual term limits would expire. Commissioner Holly also asked Mayor Bell when her term would expire, and Mayor Lerner stated her term would end November, 2016. District Counsel, Chad Friedman stated that Mayor Stoddard was elected for 2 years last month. Commissioner Holly commented that they would probably want to choose somebody who's going to be here for awhile. District Counsel stated that if it's the will of the board to defer the item until more of the board is represented that would be fine.

Mr. Winkeljohn advised that some sort of a decision should be made today, specifically for the treasurer and to elect a chairman for today's meeting.

District Counsel suggested that perhaps Commissioner Lago chair the meeting for today, and defer any vote on the chairman and vice chairman, but at least designate the treasurer and secretary, and then bring it up again at the next meeting.

Commissioner Lago stated that Mayor Lerner should be chairperson over the next year until her term expires November, 2016.

Mayor Bell agreed and said it would probably be the very best choice, especially because it's Mayor Lerner's last year, and also suggested that she, herself be vice chairperson.

On MOTION by Commissioner Lago seconded by Commissioner Holly with all in favor, Resolution #2016-01 Designation of Officers, electing Mayor Cindy Lerner as chairman, Mayor Peggy Bell as vice chairman, and all other remaining board members as assistant secretaries. Also electing Patti Powers as treasurer, Rich Hans as a secretary and Paul Winkeljohn as an assistant secretary was approved.

Mr. Winkeljohn asked Mayor Lerner as chairperson if it would be appropriate for him to continue with the next item. Mayor Lerner had no objection.

**FOURTH ORDER OF BUSINESS**

**Consideration of Resolution #2016-02 Selection of Registered Agent and Office**

Mr. Winkeljohn introduced resolution #2016-02, selection of registered agent and office, and explained briefly what this particular item does.

District Counsel, Chad Friedman stated the board could designate his firm, Weiss Serota, Helfman, Cole & Bierman as registered agent or choose another company if they so desire. There was a discussion among the board relating to this item and Mayor Lerner asked for a motion.

On MOTION by Mayor Bell seconded by Commissioner Lago with all in favor, Resolution #2016-02 selection of registered agent and office as Chad Friedman with Weiss Serota, Helfman, Cole & Bierman, at 2525 Pone de Leon Blvd., Suite 700, Coral Gables, FL 33134 was approved.

Mayor Lerner indicated to Mr. Winkeljohn to move forward with the next item.

**FIFTH ORDER OF BUSINESS**

**Request Authorization to Issue RFP for Audit Services**

Mr. Winkeljohn presented this item as another housekeeping item to move forward and explained the procedures for a RFP for auditing services.

On MOTION by Mayor Bell seconded by Commissioner Lago with all in favor, authorizing staff to issue the RFP for auditing services was approved.

**SIXTH ORDER OF BUSINESS**

**Designation of Regular Monthly Meeting Date, Time and Location**

Mr. Winkeljohn presented and explained the designation of a regular monthly meeting date, time and location and suggested the board may want to set the meetings either quarterly or 12 per year and to hold the meetings only if needed.

Mr. Friedman concurred, and stated he had gotten a few calls asking how often does the board meet and is there a schedule? He stated that the board was currently meeting on a quarterly basis and said it may be helpful to staff and to the board members to start getting the dates on the calendar.

Mr. Winkeljohn suggested blocking out the 2nd Friday of every month as the Green Corridor monthly meeting, and also sending notices out to every city, and just hold the meetings on an as-needed basis.

Mr. Friedman suggested it was important to begin with Mayor Stoddard because his calendar previously dictated the meetings due to his teaching schedule. At that point there was a lengthy discussion among the board members and Mr. Friedman regarding this item.

Mr. Winkeljohn stated he was open to the idea and agreed to proceed in this manner. He also commented that perhaps the quarterly meetings would work for now, and that would work from him as well.

On MOTION by Commissioner Lago seconded by Mayor Bell with all in favor, designating the regular monthly meeting date, time and location as quarterly meetings on the 2nd Friday of the month at 10:00 a.m. at 3390 Mary Street, Suite 124, Coconut Grove, FL subject to Mayor Stoddard's teaching schedule as stated on the record was approved.

**SEVENTH ORDER OF BUSINESS**

**Consideration of Resolution #2016-03 Approving the Proposed Fiscal Years 2016 & 2017 Budget and Setting the Public Hearing**

Mr. Winkeljohn presented resolution #2016-03, approving the proposed fiscal years 2016 & 2017 budget and setting a public hearing date. He commented on how he created the "straw" budget and how he had sent it out under separate cover via email. Mr. Winkeljohn suggested the board just get a budget on the books and then re-adjust it

as necessary. He then asked the board for a motion to approve the proposed budgets for 2016 & 2017 and set the public hearing for the next quarterly meeting.

Mr. Friedman stated that under Florida Law for this District there isn't clear direction on what the fiscal year should be but, since this is a quasi-governmental entity, so we should try to follow the typical standard government process.

Mr. Winkeljohn concurred with District Counsel's statement.

On MOTION by Commissioner Lago seconded by Commissioner Holly with all in favor, Resolution #2016-03 approving the proposed Fiscal Years 2016 & 2017 Budget and setting the Public Hearing for the upcoming quarterly meeting date to be determined, at 10:00 a.m. at 3390 Mary Street, Suite 124, Coconut Grove, Florida was approved.

**EIGHTH ORDER OF BUSINESS**

**Approval of the Minutes of  
the November 13, 2015  
Meeting**

Mr. Winkeljohn presented the summarized minutes from the November 13, 2015 meeting and stated that often the minutes are done in a more verbatim fashion. He asked the board for direction on which way they would prefer the minutes to be done, and it was decided to keep the minutes in summarized format for now. There not being any changes Mayor Lerner asked for a motion to approve the minutes.

On MOTION by Commissioner Holly seconded by Commissioner Lago with all in favor, the Minutes of the November 13, 2015 Meeting were approved.

**NINTH ORDER OF BUSINESS**

**Public Hearing Expressing the District's Intent to Utilize the Uniform Method of Levying, Collecting and Enforcing Non Ad Valorem Assessments**

**A. Motion to Open the Public Hearing**

Mr. Winkeljohn explained the reason for the public hearing was to formalize the assessment process, and give permission to levy and collect the assessments through the various jurisdictions of the different cities the board members represent. Mr. Winkeljohn then asked for a motion to open the public hearing.

Mr. Friedman made an additional comment that this process has already been done before, but in order to ensure some additional safeguards for the program it should be done once again because the law hasn't caught up to the new PACE program as of yet.

There was a question from Mayor Lerner as to whether this process has to be updated each time the District is expanded.

Mr. Friedman replied that the advertisement notice which cost approximately \$3,000 to \$4,000 would cover local governments in the future, and any additional local governments that joined in. He again stated that the law has not caught up to these programs yet, and it would be very inefficient and very expensive to keep doing the advertisement every time.

Mayor Lerner commented that it's very important that these comments and the advice of counsel be so noted in the minutes.

Mr. Winkeljohn concurred with the statement made by Mayor Lerner, and also stated that when Mr. Friedman first presented the idea he was very clear that the resolution, and the advertisement would be a "blanket" over all of them. Mr. Winkeljohn again asked the board for a motion to open the public hearing.

On MOTION by Commissioner Lago seconded by Mayor Bell with all in favor, opening the Public Hearing was approved.

**B. Public Comment and Discussion**

Mr. Winkeljohn stated that at this time we would take comments from the public to discuss the process on the record and noted there were no members of the public in attendance for any public comments. Mr. Winkeljohn then asked for a motion from the board to close the public comment portion of the hearing.

On MOTION by Mayor Bell seconded by Commissioner Lago with all in favor, closing the public comment and discussion portion of the public hearing was approved.

**C. Adoption of Resolution #2016-04 Expressing the District's Intent to Utilize the Uniform Method of Levying, Collecting and Enforcing Non Ad Valorem Assessments**

Mr. Winkeljohn stated that resolution #2016-04 was previously explained but for today's hearing it would be to utilize the District's uniform method of levying, collecting and enforcing the Non Ad Valorem Assessments. Mr. Winkeljohn asked if there were any questions relating to the resolution, and also stated that the resolution authorizes the need to execute the agreements with any of the counties and so there would be no need to schedule another meeting just for that purpose. He also stated that Non Ad Valorem Assessments are timed once a year, and most counties have a cutoff date for accepting those agreements, and so it would be in the best interest as part of the resolution to authorize that as well.

Mr. Friedman made a few comments at this point and stated that every time they go to a different county, they would need to enter into an agreement with that county to put the assessments on the tax rolls. He also stated that the Tax Collector charges a fee for that service, and that these are formal agreements that cannot be negotiated, so the authorization would be for Mr. Winkeljohn to execute those agreements on behalf of the District. He went on to say, that the Florida Supreme Court said that PACE has to have the process of utilizing the uniform tax collection method to collect the fees in the program and so will have to enter into these agreements.

On MOTION by Mayor Bell seconded by Commissioner Lago with all in favor, Resolution #2016-04 expressing the District's intent to utilize the uniform method of levying, collecting and enforcing Non Ad Valorem Assessments was approved.

**D. Motion to Close the Public Hearing**

Mr. Winkeljohn stated that concluded all the items under the public hearing and asked the board for a motion to close the public hearing.

On MOTION by Commissioner Lago seconded by Mayor Bell with all in favor, closing the Public Hearing was approved.

**TENTH ORDER OF BUSINESS**

**Consideration of District Depository**

Mr. Winkeljohn presented the item of the District Depository and stated the District's current bank is unusual in that it doesn't allow for electronic processing. He explained that it is usual and customary to use a mainframe type of accounting system which gives ironclad evidence of all financial transactions, and stated that the majority of Districts use Wells Fargo Bank because they allow for the treasurer to process everything on behalf of the District electronically, and it also allows the District to meet all their financial requirements in a timely manner. Mr. Winkeljohn then recommended authorizing the transfer of the District depository from the current bank to Wells Fargo Bank, and also suggested authorizing GMS to conduct business on behalf of the District which would allow for all financial business to be more efficient.

Mayor Bell asked District Counsel what would be the oversight which would not be connected to the management company?

Mr. Friedman responded that he was not sure if the signatories on the accounts could be changed at the present time because a resolution was previously adopted that identified who the signatories were, which are Mayor Lerner and Mayor Bell. He also stated that under that resolution Mr. Winkeljohn does have authority as the District Manager to open up another bank account, however the resolution specifies who the



signatories have to be but the signatories could be changed at the next meeting if the board so desires. He went on to say that the only checks that were issued so far were dealing with property appraisals when funds from the Tax Collector or Property Appraiser were directed inadvertently to the District instead of to the trustee, and the District had to send a check to the trustee which may have happened a couple of times, so as far as oversight, there really wouldn't be any other oversight.

Mr. Winkeljohn stated the oversight would be two steps, one would be the professionally prepared financials from GMS, and then the second step would be that the District would hire an independent auditor who validates all the finances and expenses through the mainframe process.

On MOTION by Commissioner Lago seconded by Mayor Bell with all in favor, authoring staff to proceed with the steps to transfer to Wells Fargo Bank as the District Depository as stated on the record was approved.

**ELEVENTH ORDER OF BUSINESS**

**Staff Reports**

**A. Third Party Administrator - Monthly Report**

- 1) **Consideration of Resolution #2016-05 Approving Pasco County**
- 2) **Consideration of Resolution #2016-06 Approving Pinellas County**
- 3) **Discussion of Third Party Agreement**

Mr. Winkeljohn introduced the next item of staff reports and deferred to Mr. Spector for is monthly report.

Mr. Spector thanked Mr. Winkeljohn for taking care of many of the administrative items which should have been done a long time ago. He also stated that the City of Miami just deferred so the District is now no longer on the agenda which is nothing that hasn't been heard before. Mr. Spector then gave an updated presentation on the monthly application growth report showing the numbers of the different cities and counties and where the District stands at the present time. He also stated that many of the Broward County municipalities have joined the program as well, and gave some additional statistics related to the program. A question and answer session between the board and Mr. Spector followed the presentation. Mr. Spector then concluded with a couple of

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announcements and introduced Kate Wesner who would be handling governmental relations around the State of Florida, and also mentioned Liza Gomez who is the marketing manager for Ygrene and would be working with the cities on special events and activities. Mr. Spector also stated one issue with the new cities coming on board is the Third Party Agreement between Green Corridor and Ygrene is very much out of date. It was originally created and signed way before the program ever launched, and now has inaccurate information as it stands which will need to be updated, so a redlined version will be passed out for review before the next meeting takes place.

Mr. Spector asked the board to consider resolutions #2016-05 & #2016-06 approving Pasco and Pinellas Counties, and stated that Pasco County and Pinellas County commissioners have not yet voted, however, Pinellas County did a RFP and selected Ygrene as their administrator. The original intention was for both counties to set up their own Districts, but that would take approximately 2 years to launch a program, and is now no longer being considered. Both counties are now moving towards joining Green Corridor. They have their own guidelines and will be negotiating those, so they will be controlling their own programs using Ygrene as their vehicle. Pinellas and Pasco Counties are now at the point where they are ready to join. The District requested that Ygrene come back and ask permission for municipalities outside of the specified areas so Pinellas and Pasco Counties are ready to sign an interlocal agreement with Green Corridor.

Mr. Winkeljohn stated that unless District Counsel objects, one motion for both resolutions would be fine.

Mr. Friedman responded since they are separate resolutions they should probably have separate motions because they will probably ask for that. Mr. Friedman also stated, the resolution is unclear as it is currently written because it just says, "to join as a member" and if this board desires them to join as a non-voting member or a member that needs to be stated accurately.

Mr. Spector stated that the interlocal agreement they will be signing will specify that they are non-voting members but agreed with Mr. Friedman that the resolution should be changed.

On MOTION by Mayor Bell seconded by Commissioner Lago with all in favor, Resolution #2016-05 approving Pasco County as amended and stated on the record was approved.

Mr. Winkeljohn then asked for a separate motion for resolution #2016-06.

On MOTION by Commissioner Lago seconded by Commissioner Holly with all in favor, Resolution #2016-06 approving Pinellas County as amended and stated on the record was approved.

Mayor Lerner made a few comments on the record relating to the anticipated growing revenues and stated that a determination needs to be made about where to focus those revenues to create some kind of framework for very low income subsidized housing units, or affordable housing units for very low income residents so they would be able to benefit from this or in some way provide resources for them, and that some research should be done on this issue to see how to move forward with this item.

Commissioner Lago suggested this item should be put on the agenda for a future meeting to have a full discussion on the specifics when Mayor Stoddard will be in attendance since he did have some particular thoughts on this also.

Mr. Winkeljohn suggested starting off with a list of a mission or a philosophy of this board in terms of how to use those funds, and maybe generate 3 or 4 ideas and discuss on how to prioritize those ideas, and then find programs and technical processes that match that philosophy.

Mayor Bell stated she did not agree with the idea that Mayor Stoddard brought up last time because she felt these monies are generated by everyone who joins the program, and they all deserve something for what they are putting into the pot. She also

commented that it should be more of a public use for everyone rather than something that is only geared towards people who often get a lot of help from the government and the middle class are really the ones who are the suffering entity and are the people who are spending the most money to put into the program, so all possibilities should be looked at.

**B. Attorney - Consideration of Appointment of District Counsel**

Mr. Winkeljohn stated there were two more items on the agenda and one of the items was the appointment of District Counsel.

Mr. Friedman stated that his firm has been District Counsel for a couple of years but it had never been discussed any further on how the board wanted to proceed and if the board wanted to retain new counsel they could, or keep Weiss Serota as District Counsel. Mr. Friedman went on to say that he disclosed to the board previously that he represents Cutler Bay, Pinecrest, and this board, and had also done some work for Ygrene outside of the District, and there has never been any issues with that arrangement. However, on the third party agreements, he wouldn't feel comfortable representing the District in a negotiation with those cities over that agreement, so Mr. Friedman stated he would need to bring somebody else in to represent the District for those negotiations. He stated that it was up to the board to consider new legal counsel or if they wished to keep the current legal counsel they could do that also.

There was some discussion among the board members and Mayor Lerner stated she felt the discussion should continue when Mayor Stoddard is available to attend the meeting. Commissioner Lago concurred with Mayor Lerner's statement. Mayor Bell also agreed that all members of the board should be able to weigh in on this decision. Commissioner Lago suggested this item be deferred to the next meeting. Mayor Lerner agreed with Commissioner Lago.

On MOTION by Commissioner Lago seconded by Mayor Bell with all in favor, deferring the appointment of District Counsel to the next meeting was approved .
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**C. Manager – Discussion of Website**

Mr. Winkeljohn stated the last item referred to a Florida Statute which states a District has to have a public website, so he suggested he would put one together for the District unless there were any objections. There were no objections from the board.

**TWELVTH ORDER OF BUSINESS**

**Board Members Requests**


Mr. Winkeljohn asked the board members for any requests. There were no requests at this time.

**THIRTEETH ORDER OF BUSINESS**

**Adjournment**

Mayor Lerner asked for a motion to adjourn the meeting.

On MOTION by Commissioner Lago seconded by Mayor Bell with all in favor, the Meeting was adjourned.

  
Secretary / Assistant Secretary  
Chairman / Vice Chairman