

MINUTES OF MEETING GREEN CORRIDOR PACE DISTRICT

A meeting of the Board of Directors of the Green Corridor PACE District was held on Friday, November 16, 2018 at 10:00 a.m., at the Offices of Ygrene Energy Fund Florida, 3390 Mary Street, Suite 124, Coconut Grove, Florida.

Present and constituting a quorum were:

Mayor Cindy Lerner	Pinecrest - Chairperson
Mayor Peggy Bell	Cutler Bay - Vice Chairman
Mayor Philip Stoddard	South Miami - Assistant Secretary
Commissioner Vince Lago	Coral Gables - Assistant Secretary
Mayor Karyn Cunningham	Palmetto Bay
Vice Mayor Sean Brady	Miami Shores

Also present were:

Paul Winkeljohn	Executive Director/District Manager
Chad Friedman, Esq.	District Counsel
Crystal Crawford	Ygrene Energy Fund Florida, LLC
Ben Taube	Ygrene Energy Fund Florida, LLC
Paul Makowski	Ygrene Energy Fund Florida, LLC
Ed Silva	Town Manager - Palmetto Bay
Lourdes Abadin	Estrada Hinojosa

FIRST ORDER OF BUSINESS

Roll Call

Mayor Lerner called the meeting to order and Mr. Winkeljohn called the roll, stating that there was a quorum.

SECOND ORDER OF BUSINESS

Approval of the Minutes of the September 18, 2018 Meeting

Mayor Lerner asked for any additions, corrections or deletions to the September 18, 2018 minutes.

On MOTION by Mayor Bell seconded by Commissioner Lago with all in favor, the Minutes of the September 18, 2018 Meeting as amended were approved.

THIRD ORDER OF BUSINESS Public Comments

Mayor Lerner asked if there were any public comments from the general public, there being none, the next item followed.

FOURTH ORDER OF BUSINESS Discussion and Action Items

A) Ratification of Engagement Letter with Grau & Associates to perform the Audit for Fiscal Year ending September 30, 2017

Mayor Lerner asked for a motion to ratify the engagement letter with Grau & Associates to perform the audit.

Mr. Winkeljohn commented that the auditing firm was selected by the Board for multiple years as presented in their proposal and each year the engagement letter is brought back to be ratified by the Board. In addition, he stated that the second late audit was turned in from 2015, and the 2016 audit was well underway with a deadline to the state of December 31st. The auditor has everything he needs and should be done well within that deadline.

On MOTION by Commissioner Lago seconded by Mayor Bell with all in favor, ratifying the engagement letter with Grau & Associates to perform the audit for Fiscal Year ending September 30, 2017 was approved.

FIFTH ORDER OF BUSINESS Staff Reports

A. Attorney Report

Mr. Friedman gave a brief summary on the uptick of litigations on foreclosures, bankruptcies and people who wanted to get out of the program after receiving the improvement. He stated it would be a good idea for the District to have a joint defense agreement which allows for Ygrene and the District to have attorney-client privilege

meetings during litigation.

Mayor Lerner asked about the foreclosures, how many there were, and where they were coming from.

Mr. Friedman stated approximately 15 foreclosures were served, and all had been dismissed except for one that was put on hold by the bank but, there were about 6 or 7 bankruptcies that had been filed in the last 6 weeks mainly in Broward and Dade Counties.

(At this point a brief Q&A session took place between the Board and District staff relating to the foreclosures and bankruptcies)

B. Third-Party Administrator Report

- 1. Consideration of Resolution #2019-01 Supplementing and Amending Bond Documents**
- 2. Consideration of Resolution #2019-02 Amending the District Program Guidelines; Providing for Conflicts; and Providing for an Effective Date**
- 3. General Operations Update**

Ms. Crawford presented resolution #2019-01 stating the resolution would supplement and amend the bond documents to adjust the increments of the basis points for interest rate percentages. Some members of the Board suggested to defer both resolutions to the next meeting when bond counsel could attend to provide a more detailed explanation of the resolutions, and therefore resolution #2019-02 was not presented at this time.

(At this point a lengthy Q&A session took place between the Board, Ms. Crawford and staff relating to the resolutions)

On MOTION by Mayor Bell seconded by Mayor Stoddard with all in favor, Resolutions #2019-01 and #2019-02 were tabled to address these items with Bond Counsel at the next meeting was approved.

Ms. Crawford then gave brief update on the general operations report.

(At this point Ms. Crawford introduced Ben Taube and Paul Makowski from Ygrene, who introduced themselves to everyone and gave brief updates on their projects - There was a lengthy Q&A session after the updates relating to the operations report)

C. Manager Report

Mr. Winkeljohn stated he had a couple of items under the manager's report, which were not listed on the agenda. One of them is an annual process and Lourdes' firm has renewed their agreement, and asked the Board for a motion to approve that renewal contract at the same price.

On MOTION by Commissioner Lago seconded by Vice Mayor Brady with all in favor, accepting the renewal contract as stated above was approved.

Mr. Winkeljohn stated the second item was to get some kind of direction or approval from the Board for the District website modeled after the state requirement for basic information plus the new ADA requirement. The Board agreed to have staff move forward with the project.

SIXTH ORDER OF BUSINESS

Financial Reports

- A. Summary of Invoices**
- B. Balance Sheet**

Mayor Lerner asked for any questions or comments on the financial reports or a motion to approve them.

On MOTION by Vice Mayor Brady seconded by Commissioner Lago with all in favor, the November 16, 2018 Summary of Invoices were approved.

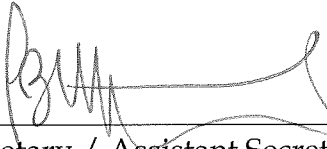
SEVENTH ORDER OF BUSINESS Board Member Requests

Mayor Lerner requested time on the next agenda to talk about future steps from Rebuilding Together, and stated she would like to do some further brainstorming on how to address some of the needs of the community relating to the extreme heat to provide more opportunities for A/C for people who have none, or can't afford PACE.

EIGHTH ORDER OF BUSINESS

**Recess to Reconvene at 12:00 p.m.
at Peacock Garden Bistro 2889
McFarland Road, Coconut Grove,
FL 33133**

Mayor Lerner recessed the meeting.



Secretary / Assistant Secretary



Chairperson / Vice Chairman