



## Montgomery County Transportation Improvement District Minutes of the December 12, 2016 Board Meeting

The one hundred and eighty-seventh meeting of the Annual Montgomery County Transportation Improvement District (TID) Board of Trustees Meeting was convened in the Back Door Room of Jay's Seafood Restaurant in Dayton, Ohio on December 12, 2016.

Chairman Meyer called the meeting to order at 12:05 PM.

### VOTING BOARD

Art Meyer  
Eric Cluxton  
Tom Tatham  
David Bills  
Stephanie Singer

### STAFF

Steve Stanley, Executive Director  
Crystal Corbin, Deputy Director  
Linda Gum, Project Manager  
Bev Shillito, General Counsel

Mr. Meyer noted that the meeting agenda called for an immediate recess to executive session. Mr. Cluxton moved that the Board recess to executive session in order to discuss the Executive Director's employment agreement. Mr. Bills seconded the motion. Mr. Cluxton voted for the motion. Ms. Singer voted for the motion. Mr. Bills voted for the motion. Mr. Tatham voted for the motion. Mr. Meyer voted for the motion.

The Board recessed to executive session at 12:06 PM. Mr. Stanley and Ms. Shillito joined the Board in executive session.

The Board returned to open session at 12:55 PM. Mr. Meyer suspended the conduct of the business meeting and the Board broke for lunch with TID staff and invited guests. Lunch attendees were Mr. Meyer, Ms. Singer, Mr. Cluxton, Mr. Bills, Mr. Tatham, Mr. Stanley, Ms. Corbin, Ms. Gum, Ms. Shillito, Michael Colbert, Erik Collins, Paul Gruner, Lynne Nischwitz, Andy Shahan, and Jeff Koehn.

At the conclusion of lunch, Mr. Meyer announced that the Board would re-convene to conduct its regular monthly business meeting and called the meeting to order at 2:18pm.

### VOTING BOARD

Art Meyer  
Eric Cluxton  
Tom Tatham  
David Bills  
Stephanie Singer

### STAFF

Steve Stanley, Executive Director  
Crystal Corbin, Deputy Director  
Linda Gum, Project Manager  
Bev Shillito, General Counsel  
Sean Fraunfelter, Finance Director

## EXCUSED ABSENCE

## OTHERS IN ATTENDANCE

Erik Collins, Montgomery County C&ED  
Paul Gruner, Montgomery County Engineer  
Lynne Nischwitz, Kleingers Group  
Andy Shahan, LJB, Inc.  
Jeff Koehn, IBI Group  
Jay Hamilton, Mead & Hunt  
Joe Espelage, CT Consultants

Mr. Meyer asked that everyone in attendance introduce themselves. Self-introductions followed.

## Business Meeting

### ■ Minutes: November 14, 2016 {Resolution 2016-61A}

Mr. Meyer referred Board members to minutes of the November 14, 2016 TID Board Meetings.

Following further discussion and response to Board questions and comments, adoption of Resolution 2016-61-A, approving the November 14 2016 TID Board Meeting minutes, was moved by Mr. Cluxton, seconded by Ms. Singer, and unanimously approved.

### ■ Financial Report: November 2016 {Resolution 2016-62}

Mr. Meyer referred the Board to Resolution 2016-62 and the financial reports for November 2016 that were included with the board packet.

Mr. Fraunfelter directed the Board to Fund 700 (Operating Fund) on Page 1 of his report and explained that the amount of \$52,200 listed as a transfer was the net amount of the administrative fees paid to date to the TID under the terms of the Austin Interchange Cooperative Financing Agreement which he had previously classified as a restricted resource in Fund 702 (Austin) but now agreed should be classified as an unrestricted resource in Fund 700.

Mr. Fraunfelter then directed the Board to Page 2 of his report and explained that revenue entries from Miami Township (\$587,875), Miamisburg (\$240,054), and Springboro (\$216,376) reflected required debt service payments for the Austin Interchange financing. He also explained that an expenditure entry of \$95,953 on the same page for debt service interest reflected a short-term advance from eligible TID bond funds to pay debt service on the RZ bonds issued for the Phase 1 Austin Landing Project. He noted that the advance was for a short term until an IRS payment was received for a portion of the interest included in the debt service payment.

Mr. Fraunfelter directed the Board to Fund 707 (70/75 Development) on Page 17 and explained that the entry for \$107,629 reflected an ODOT SIB reimbursement for improvements to Old Springfield Road in connection with Project Walnut. He also explained that revenue entries from ODOT (\$414,006), the 629 grant (\$351,442), and the City of Dayton (\$1,250,000) were payments related to the Air Cargo Access Improvements Project. He also noted expenditure entries for Debt Service Principal (\$499,567) and Debt Service Interest (\$182,075) and explained that they related to payment of debt service on the ODOT SIB loan for Project Walnut.

Mr. Tatham asked how interest earnings were allocated among various funds. Mr. Fraunfelter explained that he allocated interest earnings proportionate to year-end fund balances. He noted that interest earnings were reported in individual project reports. Mr. Collins asked about a prior expense entry of \$16,462 in the "Logistics" line item on Page 17. Mr. Fraunfelter explained that the entry reflected payments made in connection with the 70/75 Logistics Project and updating the St. Onge study.

Mr. Fraunfelter directed the Board to the Bank Reconciliation on Page 25 and explained that, with the exception of the first two highlighted lines, highlighted line items reflected payments that the TID expected to receive in 2016, improving the TID's unrestricted cash balance.

Following discussion and response to Board questions and comments, adoption of Resolution 2016-62, approving the November 2016 Financial Report, as presented, was moved by Mr. Tatham, seconded by Mr. Bills, and unanimously approved.

#### **■ November 2016 Bills & Expenses {Resolution 2016-63}**

Mr. Meyer referred the Board to Resolution 2016-63 and the summary of bills and expenses for November 2016 included in the Board packets.

Mr. Stanley highlighted a payment of \$742,093 to R.B. Jergens for the Air Cargo Access Improvements Project and noted that all listed payments were for routine project expenses.

Following discussion and response to Board questions and comments, adoption of Resolution 2016-63, approving the payment of bills and expenses for November 2016, as presented, was moved by Ms. Singer, seconded by Mr. Cluxton, and unanimously approved.

#### **■ Amendment of 2016 TID Appropriation {Resolution 2016-64}**

Mr. Meyer referred the Board to Resolution 2016-64 and the Amendment of the 2016 TID Appropriation, included in the Board packets.

Mr. Stanley explained that the proposed resolution would approve an amendment to the TID's annual appropriation to align final anticipated revenues and expenses for 2015. He noted that the Board had considered and approved similar resolutions during the December Board meeting in prior years.

Mr. Fraunfelter briefly reviewed the initial 2015 budget and noted that, as had been the case in prior years, the TID had been engaged to implement several projects not anticipated at the beginning of 2016 which altered both revenues and expenses and needed to be reflected in the final 2016 appropriation.

Following discussion and response to Board questions and comments, adoption of Resolution 2016-64, approving the Amendment of 2016 TID Appropriation, as presented, was moved by Mr. Cluxton, seconded by Mr. Tatham, and unanimously approved.

## Austin Interchange Project

### ■ Austin Center JEDD Enhancement Services Agreement {Resolution 2016-65} and Miami Township Austin Center Enhancements Management Agreement {Resolution 2016-66} and Reject Bids & Authorize Negotiation for Phase 2 Austin Enhancements {Resolution 2016-67}

Mr. Meyer requested that Mr. Stanley address all three resolutions together since they were interrelated.

Mr. Stanley reminded the Board that the TID had contracted with the Austin JEDD to manage the maintenance and improvement of landscaping and other enhancements in the public right-of-way around the Austin Interchange and noted that all three resolutions were related to that responsibility. He referred the Board first to Resolution 2016-65 which would extend the term of the Austin Center JEDD Enhancement Services Agreement between the TID and the Austin JEDD through 2017. He commented the TID was under no obligation to extend the contract beyond its current termination at the end of 2016 but that he concurred with Ms. Corbin's recommendation that the TID continue to manage the enhancement maintenance and improvement project for an additional year in order to make sure the Phase 2 Enhancement Project was completed and integrated into the continuing maintenance program.

Mr. Stanley referred the Board to Resolution 2016-66. He reminded the Board that Miami Township was under contract with the TID to supervise all day-to-day enhancement maintenance activities. He commented that Miami Township's Public Works Director, Dan Mayberry, had done an excellent job of working with Ms. Corbin and, T.R. Gear, the TID's maintenance contractor. He recommended approving the resolution which would extend the agreement with Miami Township through 2017 and increase the Township's compensation by \$4,000.

Mr. Stanley referred the Board to Resolution 2016-67. He explained that the Board had previously authorized the solicitation of bids for construction of the Phase 2 Austin Enhancement Project. He introduced Lynne Nischwitz with the Kleingers Group and explained that she had been the primary landscape architect that had designed the proposed Phase 2 Enhancement Project. He explained that three firms had been invited to submit bids for the project. The results of the bid process, he reported, were that one of the three firms did not submit a bid, another firm submitted only a partial bid, and the third firm submitted a complete bid that was well beyond the project's budget. As a result, Mr. Stanley recommended that the TID Board approve the proposed resolution which would formally reject all bids and authorize him and Ms. Corbin to initiate negotiations with any or all of the bidders to obtain an agreement with would allow the project to be constructed within its budget. He noted that Ms. Corbin had already met with the bidder that had submitted a complete bid and that, if authorized, negotiations would begin with that firm.

Mr. Meyer asked if the scope would be affected if the project could not come in under budget. Ms. Corbin explained that she was confident, after having a brief discussion with the firm that had submitted a complete bid, that the project scope should not be compromised as a result.

Following discussion and response to Board questions and comments, adoption of (1) Resolution 2016-65, approving the Austin Center JEDD Enhancement Services Agreement, (2) Resolution 2016-66 approving the Miami Township Austin Center Enhancements Management Agreement, and (3) Resolution 2016-67 rejecting all bids and authorizing the Executive Director to undertake negotiations for the construction of the Phase 2 Austin Enhancement Project, as presented, was moved by Ms. Singer, seconded by Mr. Cluxton, and unanimously approved.

## **Market Street Extension Project**

### **■ Phase 2 Amendment to Brookville Market Street Agreement {Resolution 2016-68}**

Mr. Meyer referred the Board to Resolution 2016-68 and the Project Management & Financing Agreement with the City of Brookville.

Mr. Stanley explained that the Brookville Market Street Extension Project Management & Financing Agreement (PMFA) contained the standard two-phase structure found in most TID project agreements. He reminded the Board that Brookville had requested that the TID undertake turnkey development of a roadway and related infrastructure that would service the development of a new fire station and an industrial park in the City by the end of the 2017 construction season. He added that the PMFA provided that the Project would only proceed to Phase 2 if both parties agreed to advance construction of the Project. Mr. Stanley explained that the TID had engaged Barge, Waggoner, Sumner, & Cannon to design the project and that the firm had completed Stage I design and that the City desired to advance to Phase 2 of the project, consistent with the budget and financing terms of the revised SIB Loan application. He recommended that the Board approve the resolution to amend the PMFA to advance to Phase 2 of the project.

Following discussion and response to Board questions and comments, adoption of Resolution 2016-68, approving the Phase 2 Amendment to the Brookville Market Street Project Management and Financing Agreement, as presented, was moved by Mr. Bills, seconded by Mr. Tatham, and unanimously approved.

## **Air Cargo Access Improvements Project**

### **■ R.B. Jergens Change Order #1 {Resolution 2016-69}**

Mr. Stanley referred the Board to Resolution 2016-69, approving R.B. Jergens Change Order #1 for the Air Cargo Access Improvements Project.

Mr. Stanley directed the Board to an exhibit attached to the proposed resolution that listed all changes proposed to the RB Jergens contract. He explained that he and Ms. Corbin had reviewed all the proposed changes with the Aviation Director and his staff and that all parties agreed they were legitimate. He added that the contingency budget for the Air Cargo Project was \$300,000 and that the proposed change order would be well within that budget. He explained that he expected the presentation of one additional change order for consideration during the January meeting.

Mr. Tatham asked Ms. Shillito if there would be a conflict of interest due to the mention of DP&L within one item included in the proposed change order. Mr. Stanley clarified that the line item was not a payment to DP&L, but for directional drilling performed at the Airport's request in order to allow DP&L service to be installed under US 40. Ms. Shillito suggested that Mr. Tatham recuse himself as a precautionary action.

Following discussion and response to Board questions and comments, adoption of Resolution 2016-69, approving R.B. Jergens Change Order #1 for the Air Cargo Access Improvements Project, as presented, was moved by Ms. Singer and seconded by Mr. Bills. Mr. Tatham recused himself from voting on the resolution. The motion was unanimously approved.

## Annual Meeting

### ■ Election of Officers 2017 {Resolution 2016-70} and 2017 Meeting Schedule {Resolution 2016-71}

Mr. Stanley referred the Board to Resolution 2016-70, approving the election of officers and Resolution 2016-71, approving the 2017 Meeting Schedule, both of which were included in the Board packets.

After a brief discussion, the Board agreed to elect Art Meyer (Chairperson), Stephanie Singer (Vice Chairperson) and Eric Cluxton (Secretary-Treasurer) as Officers for calendar year 2017.

With no additional comments or questions, adoption of Resolution 2016-70, approving the election of officers for 2017, and 2016-71, approving the 2017 meeting schedule as presented, was moved by Mr. Cluxton, seconded by Mr. Bills and unanimously approved.

### ■ Public Comments

There were no public comments.


### ■ Next Meeting

Mr. Meyer confirmed that the next Montgomery County TID Board Meeting would be held on January 9, 2017 at 2:00 PM at the Montgomery County Administration Building, 10<sup>th</sup> Floor--Room 1002.

Mr. Meyer thanked the Board and TID Staff for a successful 2016 and noted that he looked forward to 2017. Mr. Stanley thanked the Board for their continued support and dedication, to which he attributed the TID's success.

### ■ Adjourn

With no further business, Mr. Meyer adjourned the meeting the meeting at 2:53 PM.

  
Eric Cluxton, Secretary-Treasurer

3-13-17  
Date