



Montgomery County Transportation Improvement District Minutes of the January 14, 2019 Board Meeting

The two hundred and eighteenth meeting of the Montgomery County Transportation Improvement District (TID) Board of Trustees was convened in Room 1002 of the Montgomery County Administration Building in Dayton, Ohio on January 14, 2019.

Mr. Meyer called the meeting to order at 2:04 PM.

VOTING BOARD

Art Meyer
Stephanie Singer
Walt Hibner
Tom Tatham

STAFF

Steve Stanley, Executive Director
Crystal Corbin, Deputy Director
Sean Fraunfelder, Finance Director
Linda Gum, Project Manager
Bev Shillito, General Counsel
Mike Eddy, Project Manager
Veronica Hull, Administrative Assistant
Betty Hull, Rasor Marketing Communication

EXCUSED ABSENCE

David Bills

OTHERS IN ATTENDANCE

Paul Gruner, Montgomery County Engineer
Mike Norton-Smith, Montgomery County C&ED
Vanessa Glotfelter, Barge Design Solutions
Nathan Fisher, Woolpert
Andy Shahan, LJB
David Seagraves, IBI Group
Paul Butt, O.R. Colan Associates
Kelly Everett, American Structurepoint

Mr. Meyer asked that everyone in attendance introduce himself or herself. Self-introductions followed.

■ Minutes of December 10, 2018 & December 17, 2018 {Resolution 2018-01}

Mr. Meyer referred the Board members to Resolution 2019-01 and the minutes of the December 10, 2018 and December 17, 2018 TID Board meetings, copies of which were included in the Board Packet.

Mr. Tatham directed the Board to the list of luncheon attendees listed on the December 10, 2018 minutes and noted that he was in attendance for the meeting but not for the luncheon.

Following discussion and response to Board questions and comments, adoption of Resolution 2019-01, approving the minutes of the December 10, 2018 and December 17, 2018 TID Board meeting, as corrected, was moved by Ms. Singer, seconded by Mr. Hibner, and unanimously approved.

■ Financial Reports: December 2018 {Resolution 2019-02}

Mr. Meyer referred the Board to Resolution 2019-02 and the Financial Report for December 2018, copies of which were included in the Board Packet.

Mr. Fraunfelter directed the Board to Page 2 of the report for the Austin Road Fund (#702). He explained that the TID received reimbursement from the City of Miamisburg in the amount of \$37,540 for the Lower Miamisburg Road Project. Mr. Fraunfelter also highlighted receipts and payments related to debt service for the local share of the Austin Interchange Project. He explained that the debt service payment had been made in November.

Mr. Fraunfelter referred the Board to Page 19 of the report for the I-70/I-75 Development Fund (#707). He reminded the Board that the TID was responsible for receiving all of the TIF Revenue generated by Proctor & Gamble's Dayton Mixing Center in the City of Union and making all debt services payments related to the project from those revenues.

Mr. Fraunfelter also noted corresponding revenues and expenditures of \$104,396.73, which he explained were related to the federal share of the 70/75 Airport Logistics Access Project. He explained that the payments for the federal share had been made directly by ODOT to IBI for the firm's engineering and environmental work; however, they needed to be reflected in the TID's accounts for audit purposes.

Mr. Fraunfelter referred the Board to the Fairgrounds Project Fund (#709) on Page 27 and explained that the listed expenses were related to the AT&T costs for the Infirmary Road Project.

Mr. Fraunfelter also referred to Page 28 of the report which showed an entry of \$130,000 for "Other funds available for operating." He reminded the Board that the entry reflected the first year pro-rated release from the \$650,000 debt reserve created for Miamisburg financing in connection with the sale of the "Big Dig" storm water easement to the City.

Following discussion and response to Board questions and comment, adoption of Resolution 2019-02, approving the December 2018 Financial Report, was moved by Mr. Tatham, seconded by Ms. Singer, and unanimously approved.

■ December 2018 Bills & Expenses {Resolution 2019-03}

Mr. Meyer referred the Board to Resolution 2019-03 and the summary of bills and expenses for December 2018, copies of which were included in the Board Packet.

Mr. Stanley highlighted a few bills and expense:

- (1) He noted that the \$135,113.90 entry under the "Wetland Mitigation" heading should have been placed under the "I70/I75 Logistics" heading.
- (2) He explained that the Infirmary Road Project had been completed and that the payment of \$50,243.77 to AT&T reflected the original estimate and agreement with AT&T.

- (3) He noted that the “Fairgrounds Redevelopment” expenses were related to the signage project. Mr. Stanley provided a brief update on the progress of the signage installation at the driveway entrance to the Montgomery County Fairgrounds.

Following discussion and response to Board questions and comments, adoption of Resolution 2019-03, approving the payment of bills and expenses for December 2018, as corrected, was moved by Mr. Hibner, seconded by Mr. Tatham, and unanimously approved.

■ Annual Appropriation for Calendar Year 2019 {Resolution 2019-04}

Mr. Meyer referred the Board to Resolution 2019-04 and the Annual Appropriation for Calendar Year 2019, copies of which were included in the Board Packet.

Ms. Shillito noted that the “Miamisburg Release of Escrow” amount should be \$130,000 as reported on Page 28 of the December 2018 Financial Reports. Mr. Fraunfelter agreed.

Mr. Fraunfelter briefly walked through the Operating Fund (#700) and the anticipated budgeting breakdown by project for the 2019 calendar year. He explained that the TID is required by the Ohio Revised Code to adopt an annual appropriation for its operations during each fiscal year and that the Resolution would amend the appropriation for the calendar year 2019 that was originally adopted as in mid-2018 to reflect revenues and expenditures currently anticipated for the year.

Mr. Meyer asked if we would be approving the budgetary statements throughout the year. Mr. Stanley explained that the statements are available every month as part of the Reports so that the Board could review specific revenues and expenses by project on a monthly basis. He added that the annual appropriation would be amended in December and likely at least one other time during the year.

Ms. Singer asked for clarification on the Revenues for Fund #703 as the calculation for “Total Funds Available” of \$875,199 for the Final 2018 Budget did not appear to be calculated accurately. Mr. Fraunfelter agreed and indicated that the amount should be \$401,575. He committed to make the correction.

Following discussion and response to Board questions and comments, adoption of Resolution 2019-04, approving the Annual Appropriation for Calendar Year 2019, as corrected, was moved by Ms. Singer, seconded by Mr. Tatham, and unanimously approved.

■ Mike Eddy 2019 Professional Services Agreement {Resolution 2019-05}

Mr. Meyer referred the Board to Resolution 2019-05 and the 2019 Professional Services Agreement (“PSA”) with Michael Eddy, copies of which were included in the Board Packet.

Ms. Corbin explained that Mr. Eddy had successfully assisted the TID with project management for the past two years and that she recommended continuing Mr. Eddy’s services. Ms. Corbin referred the Board to Exhibit A of the agreement that outlined a list of specific projects for 2019. She also pointed out a chart that summarized the application of Mr. Eddy’s hours over past two years. Ms. Corbin explained that the proposed agreement would be for a total not to exceed \$20,000 with the same hourly rate as 2018.

Mr. Stanley commented that the hours authorized by the agreement could be adjusted as additional projects were initiated in 2019.

Following discussion and response to Board questions and comments, adoption of Resolution 2019-05, approving the 2019 Professional Services Agreement with Michael Eddy for project management support to the TID, as presented, was moved by Mr. Hibner, seconded by Mr. Tatham, and unanimously approved.

■Rasor Marketing Communication 2019 Professional Services Agreement {Resolution 2019-06}

Mr. Meyer referred the Board to Resolution 2019-06 approving an Amendment to the 2019 Professional Services Agreement (“PSA”) with Rasor Marketing Communication, copies of which were included in the Board Packet.

Ms. Corbin reminded the Board that in June of 2018 they accepted and authorized a PSA with Rasor Marketing Communication for a six-month trial period with a monthly retainer of \$2,000 and that the collaboration has been successful. She reported that she had been working with Betty Hull to refine the TID’s future public information and communication program. Ms. Corbin recommended approval of the proposed new agreement with Rasor for the entire year of 2019 at the current monthly rate of \$2,000.

Following discussion and response to Board questions and comments, adoption of Resolution 2019-06, approving Rasor Marketing Communication’s proposal for public information and communications support to the TID and authorizing the 2019 Professional Services Agreement with Rasor at a retainer cost of \$2,000 per month for a twelve-month period commencing January 2019 and terminating December 2019, as presented, was moved by Mr. Tatham, seconded by Ms. Singer, and unanimously approved.

Lower Miamisburg Road Project

■Civil Solutions Associates Proposal & Change Order {Resolution 2019-07}

Mr. Meyer referred the Board to Resolution 2019-07 approving the Civil Solutions Associates (“CSA”) Proposal and Change Order for the Lower Miamisburg Road (“LMR”) Project, copies of which were included in the Board Packet.

Mr. Stanley reminded the Board that it had approved accepted a proposal from CSA in October 2018 to complete the structural design and construction of retaining walls needed for the LMR Project. He noted that the design/build contract with the firm fixed responsibility with one party for the relatively specialized work of stabilizing landslide conditions before repairing the roadway itself. He added that CSA had also agreed to manage the construction of the roadway repair that had been designed by Barge Design Solutions for a 12% mark-up that included construction management and insurance.

Mr. Stanley explained that the proposed change order would increase the CSA contract by \$667,824 which included Brumbaugh Construction's lowest & best roadway repair bid, CSA's 12% fee, and \$10,000 for a performance bond for the whole project.

Following discussion and response to Board questions and comments, adoption of Resolution 2019-09, approving Change Order #1 in the amount of \$667,824 to the design and construction contract with Civil Solutions Associates for the Lower Miamisburg Road Project, as presented, was moved by Ms. Singer, seconded by Mr. Hibner, and unanimously approved.

Five Rivers Metro Parks

■ Deed's Point Pedestrian Bridge PMFA {Resolution 2019-08}

Mr. Meyer referred the Board to Resolution 2019-08 approving a Project Management and Financing Agreement ("PMFA") for the Deed's Point Pedestrian Bridge Project with Five Rivers Metro Parks, copies of which were included in the Board Packet.

Mr. Stanley reported that the TID has worked with Five Rivers Metro Parks in the past, including discussion of filling-in significant gaps in the Regional Bikeway Network. He explained that Five Rivers had recently requested the TID's assistance with the Deed's Point Pedestrian Bridge. Mr. Stanley explained that Five Rivers was one of the original "River Partners" that collaborated to construct public amenities in connection with the 200th Anniversary of the Celebration Flight. He added that the Deed's Point Bridge was one of those amenities.

Mr. Stanley reported that the County Engineer's Office had recently inspected the bridge and recommended that it be closed due to rapid deterioration of the tubular trusses that support it. He explained that the trusses were rusting from the inside out due to infiltration of water sprayed from nearby fountains at the confluence of the Mad and Great Miami Rivers. He added that Five Rivers had closed the bridge in late 2018.

Mr. Stanley briefly reviewed the proposed terms of the PMFA, noting that it conformed to the typical 2-phase structure of most TID agreements. He explained that, during Phase 1 of the agreement, the TID would assist Five Rivers with (1) evaluating the alternatives for removing the bridge or replacing it and (2) developing financing plans for those alternatives. Mr. Stanley noted that the agreement anticipated that the TID would manage the design and construction of the selected alternative, if the agreement was amended to advance to Phase 2.

Ms. Shillito referred to a "Disclaimer of Warranties/Limitation of Liability" on page 5 of the PMFA. She explained that she and Mr. Stanley had agreed to provisions that deviated somewhat from the TID's standard terms. She explained that, since the provisions applied only to Phase I of the agreement, which did not contain substantial design or engineering services, the TID would not be exposed to excess liability. Ms. Shillito pointed out that the terms of the agreement specifically anticipated negotiating over those terms for Phase 2 of the project where significant design, construction, and engineering services would be required.

Following discussion and response to Board questions and comments, adoption of Resolution 2019-08, approving the Five Rivers Metro Parks Project Management & Financing Agreement for the Deed's Point Pedestrian Bridge Project, as presented, was moved by Mr. Hibner, seconded by Mr. Tatham, and unanimously approved.

Lightner Road

■ Ohio Development Services 629 Grant & ODOT Jobs & Commerce Grant {Resolution 2019-09}

Mr. Meyer referred the Board to Resolution 2019-09 authorizing the acceptance of the Ohio Development Services 629 Grant and the Ohio Department of Transportation ("ODOT") Jobs & Commerce Grant for the Lightner Road Project, copies of which were included in the Board Packet.

Mr. Stanley explained that the Resolution would accept the receipt and grant conditions of (1) an Ohio Development Services 629 Grant for \$450,000, and (2) an ODOT Jobs & Commerce Economic Development Grant for \$100,000 for the Lightner Road Project. He explained with the TID had already received and entered into a grant agreement for a \$250,000 grant for the project from ODOT's TID Competitive Grant Program. He added that the total available for constructing the Lightner Road Project we would total of \$800,000 for roadway improvements in connection with the location of the Chewy facility surplus Dayton International Airport property. Mr. Stanley explained the improvements to the roadway would be limited to available funding from the various grants.

Mr. Meyer asked if the City of Dayton or the City of Vandalia would be contributing additional funds. Mr. Stanley answered that the TID would be improving the roadway at the request of Dayton's Aviation Director under the terms of a recently amended Projects Management & Financing Agreement with the City of Dayton. He added that Dayton had committed to fund only the design for upgrading the roadway and the TID's fee for managing the project. He concluded by noting that he did not anticipate receiving a contribution from Vandalia.

Following discussion and response to Board questions and comments, adoption of Resolution 2019-09, authorizing the Executive Director to accept the Ohio Development Services 629 Grant and the ODOT Jobs & Commerce Grant for the Lightner Road Project, as presented, was moved by Mr. Tatham, seconded by Ms. Singer, and unanimously approved.

Lyons Road Pedestrian Access Project

■ R. B. Jergens Change Order #2 {Resolution 2019-10}

Mr. Meyer referred the Board to Resolution 2019-10 and R.B. Jergens Change Order #2, copies of which were included in the Board Packet.

Mr. Eddy provided the Board with a brief progress report concerning the Lyons Road Pedestrian Access Project. He reported that the retaining wall had been completed ahead of schedule and that R.B. Jergens would return in the spring for the next phase of the project.

Mr. Eddy reported that the proposed change order would add \$16,216.31 to R.B. Jergens' contract to provide concrete barriers for traffic safety during construction of the retaining wall and labor costs related to the identification of an AT&T Vault not identified on any available plans. He recommended approval of Change Order #2.

Following discussion and response to Board questions and comments, approving the R.B. Jergens Change Order #2 for additional work necessary for the completion of the Lyons Road Pedestrian Access Project and increasing the contract by \$16,216.31, as presented, was moved by Ms. Singer, seconded by Mr. Hibner, and unanimously approved.

Medlar Sewer Extension

■ R.B. Jergens Change Order #7 {Resolution 2019-11}

Mr. Meyer referred the Board to Resolution 2019-11 and the R.B. Jergens Change Order #7, copies of which were included in the Board Packet.

Mr. Stanley explained that Change Order #7 for \$4,000 related to the Medlar Sewer Project and the removal of a concrete slab left in Montgomery County's sewer easement. He explained that DP&L had removed its transformer from the slab after the lift station (previously serviced by the transformer) was removed from the County's easement. The slab remained, he reported, since its removal was not in the TID's scope and Montgomery County typically would not spend the money to remove it.

Mr. Stanley reported that a neighboring residential property owner had complained to Miamisburg and the TID that the slab was an eyesore and that it should be removed. He explained that there were sufficient reserves still available from the original project budget to accommodate having R.B. Jergens—the original contractor—remove the slab. He noted that the Miamisburg City Engineer had agreed.

Following discussion and response to Board questions and comments, adoption of Resolution 2019-11, approving the R.B. Jergens Change Order #7, as presented, was moved by Mr. Tatham, seconded by Mr. Hibner, and unanimously approved.

■ Public Comments

There were no public comments.

■ Next Meeting

Mr. Meyer confirmed that the next regular Montgomery County TID Board Meeting would be held in room 1002 on the 10th floor of the Montgomery County Administration Building on February 11, 2019 at 2:00 PM.

■ Executive Session

Mr. Meyer suggested that the Board recess to executive session. Mr. Stanley explained that the executive session would be necessary to discuss economic development projects in northern Montgomery County, including projects with the Dayton International Airport and City of Dayton, and in southern Montgomery County, including projects connected to the City of Miamisburg and Miami Township and the creation of the Joint Economic Development District to service the new Montgomery County Fairgrounds.

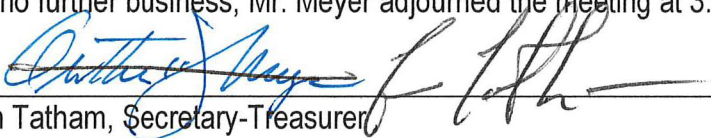
Mr. Tatham moved that the Board recess to executive session for the purposes indicated by Mr. Stanley. Mr. Hibner seconded the motion. Mr. Tatham voted for the motion. Ms. Singer voted for the motion. Mr. Meyer voted for the motion, Mr. Hibner voted for the motion.

The Board recessed to executive session at 2:54 PM. Mr. Stanley, Ms. Corbin, Mr. Eddy, Mr. Fraunfelder, Ms. Shillito, and Ms. B. Hull joined the Board in executive session.

The Board returned to open session at 3:40 PM.

■ **Adjourn**

With no further business, Mr. Meyer adjourned the meeting at 3:41 PM.



Tom Tatham, Secretary-Treasurer

02/11/2019

Date