

**SEMINOLE COUNTY PORT AUTHORITY
MINUTES OF THE REGULAR BOARD MEETING
APRIL 19, 2023**

The regular Board Meeting of the Seminole County Port Authority was held in the Board Room of the Administration Building at the Port of Sanford on April 19, 2023.

Michael Caraway called the meeting to order at 4:01 p.m. with the following Directors constituting a quorum: Michael Caraway, Treasurer; Bill Spivey, Secretary; Dana McBroom, Member; Cliff Miller, Member; Harry Ellis, Member; and Amy Guilfoyle, Member.

Members Absent: Matthew Criswell, Chairman; Susan Sherman, Vice-Chair; and Andria Herr, BCC Member.

Staff present: Andrew Van Gaale, Administrator; and Jennifer Sykes, Business Office Manager.

Also present: Steve Coover, SCOPA Attorney; and Rob Kimelman, CPA.

An invocation was given by Michael Caraway followed by the pledge to the Flag.

Michael Caraway welcomed guests and opened the floor for corrections or additions to the minutes of the February 15, 2023.

MOTION WAS MADE BY DANA MCBROOM, SECONDED BY HARRY ELLIS, TO APPROVE THE MINUTES OF THE FEBRUARY 15, 2023, BOARD MEETING.

MOTION CARRIED UNANIMOUSLY.

The Administrator presented the Balance Sheet and Budget Statement for the month of March 2023. Revenues for the month of March were over budget by \$121,807. Revenues for the year-to-date are over budget by \$417,090. Expenses for the month of March were under budget by \$163,808 and under budget by \$919,111 for the year-to-date. The Administrator reported that occupancy had remained at 100%. There were no questions on the March 2023 financial statements.

The Administrator explained that due to a lack of quorum, the rescheduled March meeting was cancelled. There were some recurring bills and aged payables that the Treasurer signed off on, however, those bills still need to be ratified by the Board. The Administrator presented the March 15th and April 1st bills for ratification. There were no questions.

MOTION WAS MADE BY DANA MCBROOM, SECONDED BY HARRY ELLIS TO RATIFY THE MARCH 15TH AND APRIL 1ST BILLS AS PRESENTED. THE LIST OF BILLS APPROVED IS ATTACHED AND MADE A PART OF THESE MINUTES.

MOTION CARRIED UNANIMOUSLY.

The Administrator then presented the Outstanding Bills for April and checks due on May 1st explaining several items. Item #7, the \$17,821.00 payment to CPH, Inc., represents engineering work on the 1500 Dolgner Place redevelopment and the 1601 Dolgner Place roof design. Item #8, the \$4,686.75 payment to Greene, Dycus & Co., which represents the outstanding balance on the fiscal year 2021-2022 audit. Item #14, the \$20,295.00 payment to Public Risk Management, represents the quarter insurance premium. Item #21, the \$4,250.00 payment to All County Fence Contractors, represents the removal and refencing of the property affected by the land sale to FDOT. The Administrator noted that FDOT estimated the fencing at \$7,200.00 in the Agreement, but he was able to get the work done for \$4,250.00. Item #24, the \$8,782.49 payment to Brightview Landscape Services, represents tree trimming and additional plantings. Item #26, the \$224,928.30 payment to Cathcart Construction Co., represents the first draw on the 1500 Dolgner Place site redevelopment. He explained that \$25,000 of that payment represents reimbursement of utility and site permit fees that Cathcart paid. The Administrator then presented the standard first of the month checks for May. He noted that the credit for the employee health overpayment was applied to the April 1st payment. There were no questions on the April 19th or May 1st bills.

MOTION WAS MADE BY DANA MCBROOM, SECONDED BY CLIFF MILLER TO APPROVE THE APRIL 19TH AND MAY 1ST BILLS AS PRESENTED. THE LIST OF BILLS APPROVED TO BE PAID IS ATTACHED AND MADE A PART OF THESE MINUTES.

MOTION CARRIED UNANIMOUSLY.

The Administrator presented the Aged Receivables List to the Board for review with only two tenants having outstanding rents. He explained that F4W Strike Team, Inc., is ninety days past due. After no response to the standard three-day notice, the file has been turned over to SCOPA Attorney Steve Coover to begin a distress for rent and eviction. The Administrator responded to questions explaining that it was a 1,400 square foot warehouse with an additional 1,100 square feet of office. He explained that F4W Strike Team was involved in disaster response communication systems. They had occupied the unit for a long time, and he was not sure of the condition of the interior. He stated that the tenant occupying the other three-quarters of the building has expressed interest in taking over the space. Bill Spivey inquired what the eviction process includes. Steve Coover explained that SCOPA will sue in County court for rent and damages and pursue the personal guarantor. He stated that there is no self-help in landlord repossessions unless the tenant surrenders the leasehold in writing. After further discussion of concerns, Steve Coover advised the Administrator to enter the premises and check it out.

He stated that was within SCOPA's rights. The Administrator agreed to do so and report back at the next meeting.

The Administrator explained that Paul Newman's Dazzling Detailing made a partial payment on their small land lease. He recommended not renewing the current land lease and look to redeveloping the site the future. He referenced the property behind the administration building consisting of one acre that currently looks like a junk yard with a few hundred dollars of revenue each month. Dana McBroom requested the Administrator have a diagram or aerial photograph for the Board to be able to see the property in question.

OLD BUSINESS

Greene, Dycus & Co., PA, CPA, Engagement Letter and Addendum – Michael Caraway turned the floor over to Rob Kimelman. He explained that there were two items to discuss. He stated the first item, the February 23, 2023, engagement letter for the fiscal years 2023, 2024, and 2025, is a matter of housekeeping and has no added costs associated. He explained that at the last meeting there was conversation about clearing up the footnotes in the annual audit and what it would take to remove those findings. Rob Kimelman explained that he has researched the matter and found that it would require two steps. The first would require Jennifer to maintain the monthly books on a full accrual basis for consistency with the year-end audited financial statements. The second step would be to have a separate independent CPA involved in the preparation of the financials in association with the auditors. He pointed out the second item on the Engagement Addendum dated February 23, 2023, stating that the cost for the additional work required to remove the audit footnote would be \$4,000 the first year and \$3,000 thereafter. Rob Kimelman explained that the first item on the Engagement Addendum dated February 23, 2023, was relative to the new investment policy and procedures with an estimate of \$2,000 to \$3,000 the first year and \$500-\$1,000 thereafter. He pointed out the listed work that would be performed. Discussion ensued.

Dana McBroom inquired about the hourly billing rate being used for the second item on the Addendum. She asked what Tom Reilly was charging and if there was someone else with a lower hourly rate that could assist with the monthly statements. Rob Kimelman responded that he would be helping Jennifer because initially she would need assistance, but would not need help going forward. He stated that Tom Reilly's fee is \$300 per hour and would initially take eight to ten hours. Dana McBroom expressed concern regarding the price considering Jennifer should only require a few months of assistance. Michael Caraway asked if the estimated \$4,000 included Tom Reilly's fees and Rob Kimelman confirmed that it did. Bill Spivey asked if the work required a CPA and both Rob Kimelman and Dana McBroom responded affirmatively. The Administrator reminded the Board that the additional work included in the second item of the Addendum is not required. He explained that the note in the audit has been there with no problem for twenty years if not more. Rob Kimelman clarified that the Board would need to maintain the current

practice of reviewing and approving the bills each month. He explained that the cost is to establish a redundancy with a second person reviewing the financial statements. He reminded the Board that the second item on the Addendum is not required and was provided in response to the inquiry about removing the audit comments. The first item is required due to the new investments and investment policy. Rob Kimelman explained that there are no testing requirements on the money market fund, but there are some associated with SCOPA's recent LGIP investing. Harry Ellis asked if the Addendum could be written on an hourly rate basis with a not to exceed maximum of \$4,000. Discussion continued.

MOTION WAS MADE BY BILL SPIVEY, SECONDED BY CLIFF MILLER, TO APPROVE THE GREENE, DYCUS & CO., FEBRUARY 23, 2023, ENGAGEMENT ADDENDUM.

MOTION WAS MADE BY HARRY ELLISE, SECONDED BY DANA MCBROOM TO TABLE THE GREENE, DYCUS & CO., FEBRUARY 23, 2023, ENGAGEMENT ADDENDUM.

MOTION CARRIED UNANIMOUSLY.

Harry Ellis stated that Rob Kimelman should turn in an invoice for the hours he has already worked out of our consulting budget. The Administrator asked what the Board wants to see next month to facilitate a decision. Steve Coover stated the Board needs to decide if they want to spend the additional money to get rid of the clause in the audit. Harry Ellis stated that the Addendum was too vague, and he would like to see the actual costs so it can be budgeted. Dana McBroom stated that typically accountants do not normally use an hourly rate in an engagement letter and asked Rob Kimelman if that was something he would be comfortable providing. He responded that normally he does not but that he would for SCOPA. Bill Spivey suggested he provide a not to exceed amount in the Addendum. Harry Ellis agreed stating that if given a range, he wants to know the hourly rate and specifics affecting the potential price difference. The Administrator asked the Board to go ahead and approve the separate Engagement Letter which does not include any additional costs.

MOTION WAS MADE BY DANA MCBROOM, SECONDED BY HARRY ELLIS TO APPROVE GREENE, DYCUS & CO.'S FEBRUARY 23, 2023, ENGAGEMENT LETTER FOR THE EXAMINATION OF COMPLIANCE OF INVESTMENT OF PUBLIC FUNDS FOR FISCAL YEARS 2023, 2024, AND 2025.

MOTION CARRIED UNANIMOUSLY.

NEW BUSINESS

Leases – The Administrator presented the following leases for approval:

1. Lease Renewal - Bennett and Sons Air Conditioning, LLC; 1962 Dolgner Place; 1-year Lease Addendum; term Apr. 1, 2023 - Mar. 31, 2024; at the budgeted rate of \$926.10/mo. (1,500 sq.ft. warehouse @rate of \$7.91/sq.ft./yr.) Personal guarantee
2. Lease Renewal - Freeport Fountains, LLC; 1510 Kastner Place, Suite 3; 1-year Lease Addendum; term Apr. 1, 2023 - Mar. 31, 2024, with existing 60-day termination clause; with the budgeted 5% rate increase to \$1,949.00/mo. (1,375 sq.ft. office @ a rate of\$17.79/sq.ft./yr.) Personal guarantee.
3. Lease Renewal - R.C. Cabinets, Inc.; 4421 Schilke Way, Suite 108; 1-year Lease Addendum; term Apr. 1, 2023 - Mar. 31, 2024; with the budgeted 5% rate increase to \$1,083.56/mo. (1,928 sq.ft. warehouse w/ 72 sq.ft. office @ a rate of \$6.89/sq.ft./yr.) Personal guarantee.
4. Lease Renewal - Rampart Gun Works, Inc.; 1450 Kastner Place, Suite 104; 1-year Lease Addendum; term Apr. 1, 2023 - Mar. 31, 2024; at the budgeted rate of \$972.40/mo. (1,356 sq.ft. warehouse w/ 144 sq.ft. office@ a rate of \$8.38/sq.ft./yr.) Personal guarantee.
5. Lease Renewal - Seminole Fleet, LLC; 1481 Kastner Place, Suite 113; 1-year Lease Addendum; term Apr. 1, 2023 - Mar. 31, 2024; with the budgeted 5% rate increase to\$3,190.70/mo. (7,500 sq.ft. warehouse @ a rate of \$5.42/sq.ft./yr.) Personal guarantee.
6. Lease Renewal - Air One of Central Florida, LLC; 1980 Dolgner Place, Suite 1016; 1-year Lease Addendum.; term May 1, 2023-Apr. 3(), 2024; with the budgeted 5% rate increase to\$1,050.00/month (1,500 sq.ft. warehouse@ \$8.92/sq.ft./yr.) Personal guarantee.
7. Lease Renewal - Matthew Bauer; 1509 Dolgner Place; 1-year Lease Addendum; term May 1, 2023-Apr. 30, 2024, with existing 90 termination clause; at the budgeted rate of\$926.10/month (1,500 sq.ft. warehouse w/ 500 sq.ft. office @ a blended rate of\$5 .90/sq.ft./yr.)
8. Lease Renewal - Ce11tral Florida Window & Door, LLC; 1413 Dolgner Place; 1-year Lease Addendum; term May 1 2023-Apr. 30 2024; with the budgeted 5% rate increase to\$1,050.00/month (1,084 sq.ft. warehouse w/ 192 sq.ft. office @ a blended rate of \$9.90/sq.ft./yr.) Personal guarantee.

9. Lease Renewal - Fiberglass Plus Supplies and Restoration Corp.; 1543 & 1547 Dolgner Place; 1-year Lease Addendum; term May 1, 2023-Apr. 30, 2024; with the budgeted 5% rate increase to \$1,620.68/month (4,000 sq.ft. warehouse @ a rate of \$5.16/sq.ft./yr.) Personal guarantee.

MOTION WAS MADE BY DANA MCBROOM, SECONDED BY CLIFF MILLER, TO APPROVE THE LEASES AS PRESENTED.

MOTION CARRIED UNANIMOUSLY.

Invitation to Negotiate: Attorney Services (ITN) – The Administrator presented the Invitation to Negotiate (ITN) for Attorney Services. He stated that staff had reviewed other RFPs and Florida Statutes and prepared the ITN which Steve Coover then reviewed and approved. Steve Coover explained that whenever there is a statutory mandate you must do it. Therefore, he dug through the Florida Statutes, which had been amended. Previously attorneys were lumped in with other professionals in the CCNA process like engineers. However, he did not find any process requirements for attorney services. Utilizing other invitations from other municipalities as a template, staff tailored it to fit SCOPA’s requirements. The Board can review the submittals, pick out the ones that they want to meet with, and then select the one that the Board feels would best meet SCOPA’s needs. He stated that one item of importance before selecting a firm is making sure which attorney will be consistently attending Board meetings. Steve Coover explained that he has seen situations where a senior partner makes the pitch, but the firm sends the newest attorney to the meetings. He said other than that it is important to make sure that the attorney is proficient in the areas of law listed. Dana McBroom asked if Mr. Coover would review the submittals. He responded that he would participate in the process as much as the Board wants him to. The Administrator reminded the Board that a subcommittee was already created, and they could narrow it down. Steve Coover inquired if the Board had considered narrowing it down to a Seminole County firm. Dana McBroom expressed concern about limiting the ITN to Seminole County recommending that could be part of the evaluation and negotiation processes. Michael Caraway agreed. Steve Coover stated that it was important because firms will bill for drive time explaining that an Orlando firm would not only be attending the board meetings but also driving up for anything legal action at the courthouse. The Administrator explained that the ITN will be advertised in the Orlando Sentinel and posted on VendorLink. Mr. Coover confirmed that the ITN was ready to go out.

1500 Dolgner Place Conceptual Architectural Designs – The Administrator presented conceptual architectural designs for the buildings the 1500 Dolgner Place redevelopment site. Bill Spivey asked if the offices were going to be pre-planned and built out. The Administrator explained that the offices did not have to be built out but need to include utility stub outs. He pointed out that the design was based off the successful design used for the Dynamic Aspects buildout at 1490 Kastner Place. The Administrator stated that the plans needed some changes, but wanted to be sure the Board agreed with the

direction in which the project was proceeding. Bill Spivey asked about the exterior materials. The Administrator confirmed that it was split face block and metal. He commented that he would love to do tilt up concrete walls, but it is not cost effective on a project this size. Dana McBroom asked the Administrator to get Matthew Criswell's input on the conceptual design since he was absent. The Administrator explained that with budget season coming it was important that we have preliminary plans to get cost estimates from. Jennifer Sykes pointed out that the proposed buildings include translucent panels with the top of the vertical walls rather than in the roof.

ATTORNEY REPORT

Steve Coover stated that he had nothing else to report.

ADMINISTRATOR'S REPORT

The Administrator reported that the 1500 Dolgner Place redevelopment was well under way and recommended the Board drive by when leaving. He informed the Board that the land sale to FDOT for the Ultimate I-4 Project had closed. Finally, he provided an update on the restaurant down at the marina finally got their permits and are hoping to open by Memorial Day.

Budget Committee for Fiscal Year 2023-2024- The Administrator reminded the Board that the SCOPA approved budget is due to Seminole County by July and requested volunteers for the budget committee. Michael Caraway, Dana McBroom, and Bill Spivey volunteered to participate on the fiscal year 2023-2024 budget committee. Discussion was had on an additional member in case someone is unable to attend, and Matthew Criswell was nominated.

The Administrator thanked the members for their time and stated that he was going to have to speak with some members regarding attendance. Dana McBroom stated that she thought there was an attendance policy in place stating that a member could not miss more than three meetings in a row. Cliff Miller agreed. The Administrator told the Board that he has asked some of the inconsistent attendees if they would like for him to seek a replacement and they have declined.

There being no further business, the meeting was adjourned at 5:13 p.m. by Michael Caraway.

Matthew Criswell, Chairman

Bill Spivey, Secretary