

**CITY OF OPA-LOCKA**  
**"The Great City"**

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**CLERK'S ACTION SUMMARY MINUTES**  
**SPECIAL COMMISSION MEETING**

**November 26, 2013**

**12:00 P.M.**

**City Commission Chambers at Sherbondy Village**  
**215 President Barack Obama (Perviz) Avenue**  
**Opa-locka, FL 33054**

**1. ROLL CALL:**

Vice Mayor Joseph L. Kelley called the meeting to order at 12:50 p.m. on Tuesday, November 26, 2013 in the City Commission Chambers, Sherbondy Village, 215 President Barack Obama (Perviz) Avenue, Opa-locka, Florida.

The following members of the City Commission were present: Commissioner Dorothy Johnson, Commissioner Timothy Holmes and Vice Mayor Joseph L. Kelley. Also in attendance were: City Manager Kelvin L. Baker, Sr., City Attorney Joseph S. Geller, and City Clerk Joanna Flores.

**2. INVOCATION:**

The Invocation was delivered by Vice Mayor Joseph L. Kelley.

**3. PLEDGE OF ALLEGIANCE:**

The Pledge of Allegiance was recited in unison.

**4. RESOLUTIONS:**

a) A RESOLUTION OF THE CITY COMMISSION OF THE CITY OF OPA-LOCKA, FLORIDA, APPROVING THE CITY'S POST ISSUANCE COMPLIANCE GUIDE FOR TAX-EXEMPT BONDS; AND PROVIDING FOR AN EFFECTIVE DATE. *Sponsored by C.M.*

The above resolution was read by title by Attorney Geller.

It was moved by Commissioner Holmes, seconded by Commissioner Johnson to discuss the resolution.

Commissioner Johnson asked Manager Baker for clarification as to where the funding is coming from.

Manager Baker responded that the funds will come from the financial market, the specific financial institution will be chosen when the RFP is released and the best interest rate and terms are determined.

Commissioner Johnson asked her colleagues who was the person that made a recommendation to the commission on a prior financial bid.

Commissioner Holmes and Vice Mayor Kelley could not remember the specific person. There was a Financial Advisor who did make recommendations a few years back.

Commissioner Johnson asked Manager Baker if there was a Financial Advisor currently in place, separate from the city.

Manager Baker responded, yes, there is a Financial Advisor and that person is present at the meeting.

Commissioner Johnson asked who the Financial Advisor is for the record.

Lakshmi McGrath of First Southwest Company came forward and said the previous Financial Advisor was Ed Marquez, from the same company. Mr. Marquez left the company and is currently the Deputy Mayor and Finance Director at Miami-Dade County. She was his partner in the firm.

Commissioner Johnson asked Manager Baker if an agreement has been made with the city for the Financial Advisor to serve in this capacity.

Manager Baker said yes, an agreement is in place.

Commissioner Johnson asked if the information was approved through legislation from the commission.

Manager Baker said that is correct.

There being no further discussion, the resolution passed by a 3-0 vote.

Commissioner Johnson	Yes
Commissioner Santiago	Not present
Commissioner Holmes	Yes
Vice Mayor Kelley	Yes
Mayor Taylor	Not present

b) A RESOLUTION OF THE CITY COMMISSION OF THE CITY OF OPA-LOCKA, FLORIDA, APPROVING AN ENGAGEMENT LETTER FOR BOND COUNSEL SERVICES WITH GREENSPOON MARDER, P.A.; AND PROVIDING FOR AN EFFECTIVE DATE. *Sponsored by C.M.*

The above resolution was read by title by Attorney Geller.

It was moved by Commissioner Holmes, seconded by Commissioner Johnson to discuss the resolution.

Commissioner Johnson asked Attorney Geller why the city was giving a separate engagement letter for Bond Counsel services since the firm already provides legal counsel for the city.

Attorney Geller said Bond Counsel, Denise Ganz of Greenspoon Marder, P.A. is present. Bond Counsel is specialized services and in the past someone has served in this capacity. Bond Counsel is required; it is not regular work within the services he provides. He is not Bond Counsel. The city has always retained Bond Counsel to serve when there are such transactions and that has been the pattern.

Commissioner Johnson asked Manager Baker what the cost is for Bond Counsel services and where the funding is coming from to pay for the services.

Manager Baker said the Bond Counsel services have a cost not to exceed forty thousand (\$40,000) dollars. That amount will be factored in the financing.

Commissioner Johnson stated to Attorney Geller if that is the case, she would prefer it to be part of the legislation. Going forward this type of information should be in an ordinance so that it can have input from the citizens. She does not feel comfortable with a resolution that has no input from the citizens. She is also uncomfortable with the short time period. She would like to know where the information is in the package provided to the commission.

Attorney Geller said behind the resolution is the engagement letter; the resolution says "*the attached engagement letter*" and the letter itself is attached. It is addressed to Manager Baker and it is signed by Denise Ganz, who is present and available to answer any questions the commission may have. The letter specifies the amount and the terms. The city has in the past and is legally obligated to retain Bond Counsel to represent the city in bond transactions and to work with the Financial Advisor on the legal requirements to ensure that the transactions stay tax-exempt, which is a requirement of the financial institution. Bond Counsel also works with the Financial Advisor to negotiate with the financial institution and to review all of the documentation that they generate.

Commissioner Johnson said she believes that the city needs a law firm that is diversified in its portfolio as well as the ability to provide multiple services. She is concerned with the payment for multiple services.

Vice Mayor Kelley said he does see the Bond Counsel information in the package. He asked for further information on Bond Counsel services.

Attorney Geller said this is a highly specialized form of work. All municipalities engage Bond Counsel. His firm happens to have Red Book qualified Bond Counsel.

Vice Mayor Kelley said he would like to accommodate Commissioner Johnson's request to incorporate the Bond Counsel cost into the resolution.

Attorney Geller said yes, it can added to the end of the sentence of Section one (1). It says "the engagement letter attached hereto as Exhibit A is hereby approved." Then he will add the engagement letter language and read "*with fixed Bond Counsel fees in the*

*amount of forty thousand (\$40,000) dollars payable from legally available funds to the city and or proceeds of the bonds”.*

Commissioner Johnson said that the letter included in the package is drafted by the law firm and not the city, so she wants legal sufficiency by adding the language into the resolution.

It was moved by Commissioner Johnson, seconded by Commissioner Holmes to amend the resolution adding the Bond Counsel cost incorporating the language above provided by the City Attorney.

There being no further discussion, the amendment to the resolution passed by a 3-0 vote.

Commissioner Johnson	Yes
Commissioner Santiago	Not present
Commissioner Holmes	Yes
Vice Mayor Kelley	Yes
Mayor Taylor	Not present

There being no further discussion, the resolution passed by a 3-0 vote.

Commissioner Johnson	Yes
Commissioner Santiago	Not present
Commissioner Holmes	Yes
Vice Mayor Kelley	Yes
Mayor Taylor	Not present

Attorney Geller said there is revised resolution provided to the commission and this is the correct language to be considered.

c) A RESOLUTION OF THE CITY COMMISSION OF THE CITY OF OPA-LOCKA, FLORIDA, APPROVING THE DISSEMINATION BY THE CITY MANAGER OF A REQUEST FOR PROPOSALS; SOLICITING PROPOSALS FROM QUALIFIED FINANCIAL INSTITUTIONS TO MAKE A LOAN WITH RESPECT TO THE CITY’S PROPOSED CAPITAL IMPROVEMENT REVENUE NOTE, SERIES 2013, SUBJECT TO CERTAIN CONDITIONS SET FORTH THEREIN; AND PROVIDING FOR AN EFFECTIVE DATE. *Sponsored by C.M.*

The above resolution was read by title by City Attorney Geller.

It was moved by Commissioner Holmes, seconded by Commissioner Johnson to discuss the resolution.

Commissioner Johnson asked her colleagues to ask whether or not there is any citizen present that would like to comment on the resolution. This is loan that is a liability for tax payers and she would like to be comfortable that they have the opportunity to do so.

Vice Mayor Kelley asked Attorney Geller if that was within the purview of the commission.

Attorney Geller said that it is within the commission's purview.

Vice Mayor Kelley said that any citizen that would like to speak on item 4(c) can come forth.

Alvin Burke, 2928 NW 132<sup>nd</sup> Street, Apt 328, Opa-locka, Florida came forward and asked if this is regarding building the New City Hall.

Vice Mayor Kelley responded, yes.

Mr. Burke said he was in favor of it. This would be great for the city and the city needs it.

There being no further discussion, the revised resolution passed by a 3-0 vote.

Commissioner Johnson	Yes
Commissioner Santiago	Not present
Commissioner Holmes	Yes
Vice Mayor Kelley	Yes
Mayor Taylor	Not present

## **5. FIRST READING ORDINANCES:**

a) AN ORDINANCE OF THE CITY COMMISSION OF THE CITY OF OPA-LOCKA, FLORIDA PROVIDING FOR THE ISSUANCE, IN ONE OR MORE SERIES, OF THE CITY'S CAPITAL IMPROVEMENT REVENUE OBLIGATIONS; PROVIDING THAT SUCH OBLIGATIONS SHALL NOT CONSTITUTE AN INDEBTEDNESS OF THE CITY WITHIN THE MEANING OF ANY CONSTITUTIONAL OR STATUTORY PROVISION OR LIMITATION, OR A PLEDGE OF THE CITY'S FULL FAITH AND CREDIT, BUT SHALL BE SECURED BY AND PAYABLE FROM PLEDGED FUNDS CONSISTING OF (I) THE PUBLIC SERVICE TAX REVENUES DERIVED FROM THE LEVY AND COLLECTION BY THE CITY OF A PUBLIC SERVICE TAX AND (II) THE COMMUNICATIONS SERVICES TAX REVENUES DERIVED FROM THE LEVY AND COLLECTION BY THE CITY OF A COMMUNICATIONS SERVICES TAX; PROVIDING FOR THE ISSUANCE OF THE FIRST SERIES OF SUCH OBLIGATIONS IN AN AGGREGATE PRINCIPAL AMOUNT NOT EXCEEDING EIGHT MILLION FIVE HUNDRED THOUSAND DOLLARS (\$8,500,000), TO BE DESIGNATED AS THE CITY OF OPA-LOCKA, FLORIDA CAPITAL IMPROVEMENT REVENUE NOTE, SERIES 2013, FOR THE PRINCIPAL PURPOSE OF PROVIDING FUNDS, TOGETHER WITH OTHER LEGALLY AVAILABLE FUNDS, TO FINANCE THE COST OF ACQUISITION OF A SITE WITHIN THE CITY AND THE ACQUISITION, CONSTRUCTION, IMPROVEMENT AND EQUIPPING OF A CITY ADMINISTRATION BUILDING AND RELATED FACILITIES ON SUCH SITE, ALL AS SHALL BE MORE FULLY SET FORTH IN A SERIES ORDINANCE; PROVIDING FOR THE ISSUANCE OF ADDITIONAL OBLIGATIONS AND REFUNDING OBLIGATIONS UNDER CERTAIN CONDITIONS; PROVIDING FOR THE CREATION OF CERTAIN FUNDS AND ACCOUNTS; PROVIDING FOR SEVERABILITY; PROVIDING AN EFFECTIVE DATE. *Sponsored by C.M.*

The above ordinance was read by title by Attorney Geller.

It was moved by Commissioner Holmes, seconded by Commissioner Johnson to discuss the ordinance.

Vice Mayor Kelley asked Manager Baker or present Bond Counsel, with regard to the pledging of the Communications Services Tax and the Public Service Tax, are they primary?

Manager Baker said that is correct.

Vice Mayor Kelley said he has been made aware in a taxation meeting in Orlando that Governor Scott is looking at cutting taxes and wanted to know if Manager Baker or present Bond Counsel was aware if either of these taxes were being considered. He is going to assume that this legislation would precede any cuts that take place.

Manager Baker said, yes.

Denise Ganz, Greenspoon Marder, P.A., came forward and said she will serve as Bond Counsel. She further stated that Vice Mayor Kelley is correct; the Public Service Tax as far as she is aware, has not had any legislation introduced to change it. It has been around for many years and many cities in the state depend on it. The Communications Services Tax was broken off of the Public Service Tax several years ago. There have been a number of legislative proposals to either abolish it or change it. There is tension between pro-tax and anti-tax proponents. The Governor created a task force and had a study done. The result was a recommendation to have a replacement mechanism. Nothing has been done as this is a complicated issue. She believes there may be change in the future with regard to this source of revenue. Presumably it will be revenue neutral to the cities and counties, but this is not known for sure. In response to this, there were two things done in the bond ordinances that will be considered. The first ordinance being considered is the master document that tracks the revenues and says if the city ever issues bonds, notes or obligations that are secured by those revenues; they will have to follow the terms and conditions of the master ordinance. The way the two (2) pledged revenues are defined would include a successor to the current statutes. That way, investors will have some assurance that there is a revenue source. She also had the Financial Advisor insert a paragraph into RFP, which is included in the commission's package, which basically is a disclosure that states that there have been attempts to change the Communications Services Tax and there is no assurance that there will be no changes in the future. This was also done for the Public Services Tax.

Vice Mayor Kelley said he thinks the city will be in a good position as this is being considered now. These taxes will have to stay on the city's radar for future changes. He concurred with the Bond Counsel's assessment.

Commissioner Johnson said she wanted to give kudos to Attorney Geller regarding the disclosure.

There being no further discussion, the ordinance passed first reading by a 3-0 vote.

Commissioner Holmes	Yes
Commissioner Santiago	Not present
Commissioner Johnson	Yes
Vice Mayor Kelley	Yes
Mayor Taylor	Not present

b) A SERIES ORDINANCE OF THE CITY COMMISSION OF THE CITY OF OPA-LOCKA, FLORIDA PROVIDING FOR THE ISSUANCE, PURSUANT TO AN ORDINANCE OF THE CITY PREVIOUSLY ENACTED, OF OBLIGATIONS IN AN AGGREGATE PRINCIPAL AMOUNT NOT EXCEEDING EIGHT MILLION FIVE HUNDRED THOUSAND DOLLARS (\$8,500,000), TO BE DESIGNATED AS THE CITY OF OPA-LOCKA, FLORIDA CAPITAL IMPROVEMENT REVENUE NOTE, SERIES 2013, FOR THE PURPOSE OF PROVIDING FUNDS, TOGETHER WITH OTHER LEGALLY AVAILABLE FUNDS, TO FINANCE THE COST OF ACQUISITION OF A SITE WITHIN THE CITY AND THE ACQUISITION, CONSTRUCTION, IMPROVEMENT AND EQUIPPING OF A CITY ADMINISTRATION BUILDING AND RELATED FACILITIES ON SUCH SITE, FUNDING A RESERVE ACCOUNT FOR THE SERIES 2013 NOTE, IF DEEMED NECESSARY, AS PROVIDED HEREIN, AND PAYING COSTS OF ISSUANCE OF THE SERIES 2013 NOTE; PROVIDING FOR THE TERMS AND PAYMENT OF SUCH SERIES 2013 NOTE; PROVIDING FOR THE RIGHTS, SECURITY AND REMEDIES OF THE LENDER WITH RESPECT THERETO; MAKING CERTAIN COVENANTS AND AGREEMENTS IN CONNECTION THEREWITH; DESIGNATING A REGISTRAR AND PAYING AGENT FOR THE SERIES 2013 NOTE; DELEGATING AUTHORITY TO THE CITY MANAGER, IN CONSULTATION WITH THE CITY'S FINANCIAL ADVISOR, TO SELECT A QUALIFIED FINANCIAL INSTITUTION PURSUANT TO A COMPETITIVE PROPOSAL PROCESS TO MAKE A LOAN TO THE CITY EVIDENCED BY THE SERIES 2013 NOTE, SUBJECT TO CERTAIN PARAMETERS AND OTHER MATTERS SET FORTH IN THIS SERIES ORDINANCE; AUTHORIZING THE EXECUTION AND DELIVERY OF AN AGREEMENT WITH THE LENDER TO SET FORTH ADDITIONAL COVENANTS OF THE CITY AND MATTERS RELATING TO THE SERIES 2013 NOTE AS MAY BE REQUIRED BY THE LENDER; AUTHORIZING CITY OFFICIALS TO DO ALL THINGS DEEMED NECESSARY IN CONNECTION WITH THE ISSUANCE, SALE AND DELIVERY OF THE SERIES 2013 NOTE; PROVIDING FOR SEVERABILITY; PROVIDING AN EFFECTIVE DATE. *Sponsored by C.M.*

The above ordinance was read by title by Attorney Geller.

It was moved by Commissioner Holmes, seconded by Commissioner Johnson to discuss the ordinance.

Commissioner Johnson asked Attorney Geller if there is a need for disclosure.

Attorney Geller said he would like to defer to Bond Counsel to answer her question.

Attorney Ganz said the disclosure is not in the ordinance because it is not the appropriate place for it. Basically, the ordinance is a living document that gives terms and conditions under how the obligations get issued. That is why it is included in the RFP.

There being no further discussion, the ordinance passed first reading by a 3-0 vote.

Commissioner Holmes	Yes
Commissioner Santiago	Not present
Commissioner Johnson	Yes
Vice Mayor Kelley	Yes
Mayor Taylor	Not present

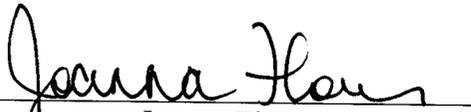
**6. ADJOURNMENT:**

There being no further business to come before the Commission, it was moved by Commissioner Johnson, seconded by Commissioner Holmes to adjourn the meeting at 1:16 p.m.

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Joseph L. Kelley  
Vice Mayor

ATTEST:

  
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Joanna Flores  
City Clerk