

MIAMI CROSSING JEDD
BOARD OF DIRECTORS SPECIAL MEETING
MINUTES
SEPTEMBER 27, 2018

Call to Order

Chairman Tracy Williams called the Miami Crossing JEDD meeting to order at 3:04 p.m. The following members of the board were present:

Present:

- Tracy Williams
- Emily Christian
- Clay McCord
- Chris Fine
- Chris Snyder

Nick Endsley, Sebaly, Shillito + Dyer; Steve Stanley and Crystal Corbin, Montgomery County TID; and Susan Davis, Miami Township; were in attendance.

Approval of Minutes

Emily Christian motioned to approve the minutes as presented from the September 11, 2018 meeting. Clay McCord seconded the motion. Mr. Williams aye, Ms. Christian aye, Mr. McCord aye, Mr. Fine aye, and Mr. Snyder aye.

Discuss Conflict of Interest Waiver Letter

Nick Endsley explained the advantages and disadvantages of having Sebaly, Shillito + Dyer represent the TID and the Miami Crossing JEDD with respect to the negotiation of an agreement on mutually-acceptable terms regarding the framework of the transaction to design, construct, and finance the improvements of the I75/SR 725 Interchange. Mr. Endsley said it is a requirement for legal counsel to obtain informed consent to be sure the TID and the JEDD Board understands the benefits and risks of dual representation.

If a dispute should arise between the two clients concerning the transaction, Sebaly, Shillito + Dyer would withdraw representing either party, resulting in additional expense and inconvenience that might not have incurred had each client been represented, from the onset, by separate legal counsel. The attorney-client privilege does not attach; when one client shares information, that information is shared with the other client. Mr. Endsley said his firm views dual representation as seeking harmonious results for both clients and indicated the consent letter will need to be signed by both clients if they are agreeable after full consideration of the consequences. Mr. Stanley commented he was satisfied with the waiver as a letter of intent for the resolution.

Tracy Williams stated items 9 and 10 in the waiver letter are safety clauses to terminate representation at any time and each client has the right to seek separate counsel to obtain independent advice relative to the transaction. Mr. Williams said the Miami Crossing JEDD has a mutually supportive relationship with the TID and asked if board

members and both jurisdictions would be comfortable in signing the conflict waiver letter.

Mr. Williams further stated, if there is any hesitancy by having dual representation, by either jurisdiction, then we should not move forward. The board discussed and asked Mr. Endsley several questions regarding dual representation and the conflict of interest waiver letter. The board reached a consensus and felt comfortable in signing the letter as it relates to the resolution.

Chris Fine motioned to (1) authorize Tracy Williams to sign the conflict waiver letter on behalf of the Miami Crossing JEDD, recognizing that the JEDD may choose to seek outside legal counsel for any additional agreement(s); and (2) to further authorize Mr. Williams to revoke the conflict waiver letter at that time; and (3) waive the conflict allowing Sebaly Shillito + Dyer to represent the TID in conjunction with the transaction. Chris Snyder seconded the motion. Mr. Williams aye, Ms. Christian aye, Mr. McCord aye, Mr. Fine aye, and Mr. Snyder aye.

Discuss Resolution #2-2018 to Support and Pledge Funds for Pedestrian and Bikeway Safety Improvements to the I75/SR 725 Interchange

Mr. Stanley presented the board with the background of the pedestrian and bikeway safety improvement project at the I75/SR 725 Interchange and the potential funding mechanism. ODOT District 7 obtained a safety grant which will pay for all the upfront engineering costs resulting in \$400,000 worth of local savings to the township, city and JEDD. The total cost for improvements, with contingencies, is \$6,885,000. The sources and uses breakdown show local funds from the city and the JEDD of \$429,000; TID grant of \$250,000 available only to registered transportation improvement districts; ODOT safety dollars \$3,740,000; ODOT District 7 dollars \$350,000 and CMAQ funding of \$2,116,000. The deadline to apply for CMAQ funding is October 10, 2018.

The local commitment is not needed until 5 years from now, but we need to have it in place to allow MVRPC to give this project high scoring points. The board discussed the resolution with a 70% share from the city and a 30% share from the district, and decided it was best to wait until after Miamisburg City Council meets on Tuesday for direction moving forward. Emily Christian motioned to table Resolution #2-2018. Chris Fine seconded the motion. Mr. Williams aye, Ms. Christian aye, Mr. McCord aye, Mr. Fine aye, and Mr. Snyder aye. The JEDD board will meet on Wednesday, October 3, 2018 to again discuss pledging local funds to the pedestrian and bikeway safety improvements to the I75/SR 725 Interchange.

Mr. Fine stated there needs to be a bigger discussion, outside of the resolution in consideration, of how the JEDD board funds future projects, who determines what the percentage will be and does this project set the precedence of 30%.

Mr. Williams thanked Ms. Corbin and Mr. Stanley for their work and expressed gratitude that ODOT has taken the initiative to commit substantial dollars to this long overdue project.

Issues from Around the Table

Mr. Fine asked if the budget reflects setting aside 25% or .5% of income tax revenues reserved for long-term maintenance. Mr. McCord said he would check the formula and report back. Mr. Fine recommended that we set aside 25% for long-term maintenance

to be reserved for future projects. Mr. Endsley advised the mandatory long-term maintenance amount is .5%, but the JEDD can always retain more than the .5%.

Public Comments

None

Next Meeting Date

The next special meeting is Wednesday, October 3, 2018 at 2:00 p.m. at Miami Township Government Center.

Next Agenda Items

- Discuss Supporting and Pledging Funds for Pedestrian and Bikeway Safety Improvements to the I75/SR 725 Interchange

Adjourn

Mr. Williams adjourned the meeting at 4:00 p.m.