

Monday, October 29, 2018
6:00 pm



Town Hall Commission Chambers
247 Edwards Lane
Palm Beach Shores, FL 33404

**SPECIAL CALLED TOWN COMMISSION
MEETING AGENDA**

Mayor Myra Koutzen
Vice Mayor Roby DeReuil

Commissioner Gil Gilgallon
Commissioner Bob Stanton
Commissioner Brian Tyler

Town Attorney Keith Davis
Town Clerk Evyonne Browning
Assistant Clerk Gaudy Quesada

1. **CALL TO ORDER**

- a. Pledge of Allegiance
- b. Roll Call

2. **APPROVAL OF MEETING AGENDA**

3. **ORDINANCES AND RESOLUTIONS**

- a. Resolution R-11-18: *(Presented by Danny Brannon)*
A RESOLUTION OF THE TOWN COMMISSION OF THE TOWN OF PALM BEACH SHORES, FLORIDA, FORMALLY ACCEPTING THE BINDING COST ESTIMATE “WR #7477345 – APPLICANT TO PERFORM ALL UG WORK” PROVIDED BY FLORIDA POWER & LIGHT COMPANY FOR COMPLETION OF THE TOWN OF PALM BEACH SHORES UNDERGROUND UTILITY INITIATIVE; AUTHORIZING THE MAYOR OF PALM BEACH SHORES TO EXECUTE SAME; PROVIDING AN EFFECTIVE DATE; AND FOR OTHER PURPOSES.
- b. Resolution R-12-18: *(Presented by Mark Raymond)*
A RESOLUTION OF THE TOWN COMMISSION OF THE TOWN OF PALM BEACH SHORES, FLORIDA; AUTHORIZING A LOAN IN THE AMOUNT OF \$500,000.00; AUTHORIZING THE EXECUTION OF A PUBLIC SERVICE TAX REVENUE NOTE AND A LOAN AGREEMENT; PROVIDING A SEVERABILITY CLAUSE, A CONFLICTS CLAUSE AND AN EFFECTIVE DATE; AND FOR OTHER PURPOSES.
- c. Resolution R-13-18: *(Presented by Mark Raymond)*
A RESOLUTION OF THE TOWN COMMISSION OF THE TOWN OF PALM BEACH SHORES, FLORIDA, AMENDING AND SUPPLEMENTING RESOLUTION NO. R-6-17; AUTHORIZING A LOAN IN THE AMOUNT OF \$5,500,000.00; AUTHORIZING THE EXECUTION OF A GENERAL OBLIGATION BOND AND A LOAN AGREEMENT; PROVIDING A SEVERABILITY CLAUSE, A CONFLICTS CLAUSE AND AN EFFECTIVE DATE; AND FOR OTHER PURPOSES.

d. Resolution R-14-18: *(Presented by Danny Brannon)*

A RESOLUTION OF THE TOWN COMMISSION OF THE TOWN OF PALM BEACH SHORES, FLORIDA, AWARDED A CONTRACT TO VIKING UTILITY, INC. FOR THE CONSTRUCTION OF THE TOWN'S UTILITY UNDERGROUNDING INITIATIVE PROJECT, PROJECT NUMBER 2018-50; AUTHORIZING THE MAYOR OF PALM BEACH SHORES TO SIGN AN AGREEMENT WITH VIKING UTILITY, INC. FOR SAID CONSTRUCTION; PROVIDING AN EFFECTIVE DATE; AND FOR OTHER PURPOSES.

4. **ADJOURNMENT**

PLEASE TAKE NOTICE AND BE ADVISED, that if any interested person desires to appeal any decision made by the Town Commission with respect to any matter considered at this meeting or hearing, such interested person will need a record of the proceedings, and for such purpose may need to insure that a verbatim record of the proceedings is made, which record includes the testimony and evidence upon which the appeal is based. The meeting/hearing will be continued from day to day, time to time, place to place, as may be found necessary during the aforesaid meeting.

IN ACCORDANCE WITH THE PROVISIONS OF THE AMERICANS WITH DISABILITIES ACT (ADA), THIS DOCUMENT CAN BE MADE AVAILABLE IN AN ALTERNATE FORMAT (LARGE PRINT) UPON REQUEST AND SPECIAL ACCOMODATIONS CAN BE PROVIDED UPON REQUEST WITH THREE (3) DAYS ADVANCE NOTICE. FOR HEARING ASSISTANCE: If any person wishes to use a hearing device, please contact the Town Clerk.

RESOLUTION NO. R-11-18

A RESOLUTION OF THE TOWN COMMISSION OF THE TOWN OF PALM BEACH SHORES, FLORIDA, FORMALLY ACCEPTING THE BINDING COST ESTIMATE “WR #7477345 – APPLICANT TO PERFORM ALL UG WORK” PROVIDED BY FLORIDA POWER & LIGHT COMPANY FOR COMPLETION OF THE TOWN OF PALM BEACH SHORES UNDERGROUND UTILITY INITIATIVE; AUTHORIZING THE MAYOR OF PALM BEACH SHORES TO EXECUTE SAME; PROVIDING AN EFFECTIVE DATE; AND FOR OTHER PURPOSES.

WHEREAS, the Town of Palm Beach Shores, working with its consulting engineers, has obtained a binding cost estimate from Florida Power & Light Company (FPL) for re-locating overhead utilities underground in lieu of FPL undertaking the exercise of hardening its above ground facilities; and

WHEREAS, FPL has provided a binding cost estimate to the Town for the Town (through a properly procured contractor) to perform the work; and

WHEREAS, the Town of Palm Beach Shores, working with its consulting engineers, has properly procured a contractor to perform the work, and upon acceptance of the binding cost estimate by this resolution and the approval of all necessary financing, intends to award the contract for performance of the work; and

WHEREAS, after thorough Town Commission discussion, and the receipt and consideration of public input, it is the desire of the Town Commission to hereby accept the FPL binding cost estimate “WR# 7477345 – Applicant to Perform All UG Work” in order to proceed with the underground utility initiative which will serve the public health, safety and welfare, and in the strong belief of the Town Commission, will serve the public interest.

NOW, THEREFORE, BE IT RESOLVED BY THE TOWN COMMISSION OF THE TOWN OF PALM BEACH SHORES, FLORIDA, THAT:

Section 1: The Town Commission of the Town of Palm Beach Shores, a municipal corporation, hereby formally accepts the binding cost estimate of Florida Power & Light, “WR# 7477345 – Applicant to Perform All UG Work” attached hereto as Exhibit “A” as if fully incorporated herein and authorizes the Mayor of Palm Beach Shores to execute same.

Section 2: This Resolution shall take effect immediately upon adoption.

PASSED AND ADOPTED this 29th day of October 2018.

TOWN OF PALM BEACH SHORES

MYRA KOUTZEN, MAYOR

ATTEST:

EYVONNE BROWNING, TOWN CLERK

(SEAL)

RESOLUTION NO. R-12-18

A RESOLUTION OF THE TOWN COMMISSION OF THE TOWN OF PALM BEACH SHORES, FLORIDA; AUTHORIZING A LOAN IN THE AMOUNT OF \$500,000.00; AUTHORIZING THE EXECUTION OF A NOTE AND A LOAN AGREEMENT; PROVIDING A SEVERABILITY CLAUSE, A CONFLICTS CLAUSE AND AN EFFECTIVE DATE; AND FOR OTHER PURPOSES.

BE IT RESOLVED BY THE TOWN COMMISSION OF THE TOWN OF PALM BEACH SHORES, FLORIDA (the "Town"):

Section 1. Definitions. The following words and phrases shall have the following meanings when used herein:

"Authorized Signatory" means the Mayor or Vice-Mayor of the Town, and in their absence or inability to act, any Town Commissioner of the Town.

"Bank" means CenterState Bank, N.A.

"Loan Agreement" means the Loan Agreement between the Town and the Bank.

"Loan Amount" means \$500,000.00.

"Note" means the Public Service Tax Revenue Note in the form attached to the Loan Agreement as Attachment 1.

"Project" means the placing the electric, cable television and telephone utility facilities that serve the town and its inhabitants underground and paying all costs necessary and incidental thereto, all as may be determined by subsequent proceedings of the Town Commission.

Section 2. Authorization of Transaction. In order to obtain funds to finance the Project, the Town is hereby authorized to obtain a loan (the "Loan") from and borrow from the Bank, in the amount of the Loan Amount. Because of the characteristics of the transaction and the need for immediate funding, it is in the best interest of the Town to obtain the loan through negotiation with the Bank. The Town issued a request for proposals for the Loan, and the response of the Bank was the most favorable response.

Section 3. Loan Agreement and Promissory Note. The Town is authorized to execute the Loan Agreement and to make and deliver the Note to the Bank. The forms and terms of the Loan Agreement and Note shall be as set forth on Exhibit A hereto, with such changes as may be approved by the Authorized Signatory, such approval to be conclusively evidenced by the execution thereof by the Authorized Signatory. The Authorized Signatory is authorized and directed to execute the Loan Agreement and Note and to deliver the same to the Bank in exchange for the proceeds of the Loan in the amount of \$500,000.00.

The obligations of the Town pursuant to the Loan Agreement and Bond will be payable and secured as provided in the Loan Agreement and Note.

Section 4. Severability. If any provision of this Resolution shall be held or deemed

to be or shall, in fact, be illegal, inoperative or unenforceable in any context, the same shall not affect any other provision herein or render any other provision (or such provision in any other context) invalid, inoperative or unenforceable to any extent whatever.

Section 5. Applicable Provisions of Law. This Resolution shall be governed by and construed in accordance with the laws of the State of Florida.

Section 6. Authorizations. All officials and employees of the Town are authorized and empowered, collectively or individually, to take all action and steps and to execute all instruments, documents, and contracts on behalf of the Town that are necessary or desirable in connection with the completion of the Loan.

Section 7. Repealer. All resolutions or parts thereof in conflict herewith are hereby repealed.

Section 8. Effective Date. This Resolution shall become effective immediately upon its passage.

DULY PASSED AND ADOPTED this 29th day of October, 2018.

ATTEST:

Myra Koutzen, Mayor

Evyonne Browning, Town Clerk

(SEAL)

RESOLUTION NO. R-13-18

A RESOLUTION OF THE TOWN COMMISSION OF THE TOWN OF PALM BEACH SHORES, FLORIDA, AMENDING AND SUPPLEMENTING RESOLUTION NO. R-6-17; AUTHORIZING A LOAN IN THE AMOUNT OF \$5,500,000.00; AUTHORIZING THE EXECUTION OF A GENERAL OBLIGATION BOND AND A LOAN AGREEMENT; PROVIDING A SEVERABILITY CLAUSE, A CONFLICTS CLAUSE AND AN EFFECTIVE DATE; AND FOR OTHER PURPOSES.

BE IT RESOLVED BY THE TOWN COMMISSION OF THE TOWN OF PALM BEACH SHORES, FLORIDA (the "Town"):

Section 1. Definitions. Terms used herein in capitalized form that are not otherwise defined have the meanings ascribed thereto in Resolution No. R-6-17. In addition, the following words and phrases shall have the following meanings when used herein:

"Authorized Signatory" means the Mayor or Vice-Mayor of the Town, and in their absence or inability to act, any Town Commissioner of the Town.

"Loan Amount" means \$5,500,000.00.

Section 2. Supplemental Resolution. This Resolution is amendatory and supplemental to Resolution No. R-6-17. The Loan Agreement and Bond referred to in Section 4 shall have the characteristics described therein, herein and in Resolution No. R-6-17. To the extent of any conflict between the terms of the Loan Agreement and Bond and the terms of Resolution No. R-6-17, the Loan Agreement and Bond shall supersede Resolution No. R-6-17.

Section 3. Amendments to Resolution No. R-6-17.

1. Section 6 of Resolution No. R-6-17 is amended as follows:

Paragraph A. is amended and restated to provide: "The Bonds shall be issued in one or more Series as determined by subsequent proceedings of the Governing Body."

Paragraphs B through J are deleted and Paragraph K is re-designated as Paragraph B.

2. Section 11 of Resolution No. R-6-17 is amended and restated to provide:

"This Resolution may be modified and amended by the Town from time to time prior to the issuance of the Bonds. Thereafter, no modification or amendment of this Resolution or of any resolution amendatory hereof or supplemental hereto may be made without the consent in writing of the owners of all of the Bonds affected thereby."

Section 4. Authorization of Transaction. In order to obtain funds to finance the Project, the Town is hereby authorized to obtain a loan (the "Loan") from and borrow from CenterState Bank, N.A. (the "Bank"), in the amount of the Loan Amount. Because of the characteristics of the transaction and the need for immediate funding, it is in the best interest of

the Town to obtain the loan through negotiation with the Bank. The Town issued a request for proposals for the Loan, and the response of the Bank was the most favorable response.

Section 5. Loan Agreement and Promissory Note. The Town is authorized to execute a Loan Agreement with the Bank and to make and deliver the Bond to the Bank. The Bond constitutes the entire issue of the Bonds authorized by Resolution No. R-6-17. The forms and terms of the Loan Agreement and Bonds shall be as set forth on Exhibit A hereto, with such changes as may be approved by the Authorized Signatory, such approval to be conclusively evidenced by the execution thereof by the Authorized Signatory. The Authorized Signatory is authorized and directed to execute the Loan Agreement and Bond and to deliver the same to the Bank in exchange for the proceeds of the Loan in the amount of \$5,500,000.00.

The obligations of the Town pursuant to the Loan Agreement and Bond will be payable from and secured solely by the sources provided for in Resolution No. R-6-17, provided, that the pledge of the Public Service Tax Revenues shall be junior and subordinate to the pledge thereof given to secure the payment of the Town's Public Service Tax Revenue Promissory Note being issued by the Town on the same date as the Bond is being issued.

The obligations of the Town pursuant to the Loan Agreement and Bond will also be secured by any unspent proceeds of the Bond, provided, however, that in the absence of an Event of Default (as defined in the Loan Agreement), there shall be no restriction on the ability of the Town to expend such proceeds on the Project.

Section 6. Severability. If any provision of this Resolution shall be held or deemed to be or shall, in fact, be illegal, inoperative or unenforceable in any context, the same shall not affect any other provision herein or render any other provision (or such provision in any other context) invalid, inoperative or unenforceable to any extent whatever.

Section 7. Applicable Provisions of Law. This Resolution shall be governed by and construed in accordance with the laws of the State of Florida.

Section 8. Authorizations. All officials and employees of the Town are authorized and empowered, collectively or individually, to take all action and steps and to execute all instruments, documents, and contracts on behalf of the Town that are necessary or desirable in connection with the completion of the Loan.

Section 9. Repealer. All resolutions or parts thereof in conflict herewith are hereby repealed.

Section 10. Effective Date. This Resolution shall become effective immediately upon its passage.

DULY PASSED AND ADOPTED this 29th day of October, 2018.

ATTEST:

Myra Koutzen, Mayor

Evyonne Browning, Town Clerk

(SEAL)

RESOLUTION NO. R-14-18

A RESOLUTION OF THE TOWN COMMISSION OF THE TOWN OF PALM BEACH SHORES, FLORIDA, AWARDED A CONTRACT TO VIKING UTILITY, INC. FOR THE CONSTRUCTION OF THE TOWN'S UTILITY UNDERGROUNDING INITIATIVE PROJECT, PROJECT NUMBER 2018-50; AUTHORIZING THE MAYOR OF PALM BEACH SHORES TO SIGN AN AGREEMENT WITH VIKING UTILITY, INC. FOR SAID CONSTRUCTION; PROVIDING AN EFFECTIVE DATE; AND FOR OTHER PURPOSES.

WHEREAS, the Town of Palm Beach Shores has advertised an Invitation to Bid for its Utility Undergrounding Initiative, Project 2018-50; and

WHEREAS, the lowest responsible, responsive bidder for the Town's Utility Undergrounding Initiative, Project 2018-50, was Viking Utility, Inc.; and

WHEREAS, the Town has obtained and closed upon the necessary financing for the Utility Undergrounding Initiative Project and has determined to proceed with the construction of the Utility Undergrounding Initiative; and

WHEREAS, the Town Commission desires to enter into a contract with Viking Utility, Inc. pursuant to the terms and conditions contained in the bid documents for Project 2018-50 and Viking Utility, Inc.'s bid response thereto; and

WHEREAS, Viking Utility, Inc., is willing and able to construct the Town's Utility Undergrounding Initiative, Project 2018-50 pursuant to the terms contained in its bid and pursuant to the terms and conditions contained in the bid documents which form the contract for such work; and

WHEREAS, it is the belief of the Town Commission, following more than two (2) years of study, that proceeding with the construction of the Utility Undergrounding Initiative Project is in the best interest of the Town and will serve to enhance the health, safety and welfare of its residents, businesses and guests.

NOW, THEREFORE, BE IT RESOLVED BY THE TOWN COMMISSION OF THE TOWN OF PALM BEACH SHORES, FLORIDA, THAT:

Section 1: The Town Commission of the Town of Palm Beach Shores hereby awards the contract for the construction of the Town's Utility Undergrounding Initiative Project to Viking Utility, Inc.

Section 2: The Town Commission of the Town of Palm Beach Shores hereby authorizes the Mayor of Palm Beach Shores to execute the contract for the construction of the Town's Utility Undergrounding Initiative Project with Viking Utility, Inc., which contract is attached hereto as Exhibit "1".

Section 3: This Resolution shall take effect immediately upon adoption.

PASSED AND ADOPTED this 29th day of October 2018.

TOWN OF PALM BEACH SHORES

MYRA KOUTZEN, MAYOR

ATTEST:

(SEAL)

Evyonne Browning, Town Clerk