

**TOWN OF CARLTON LANDING
REGULAR MEETING OF THE CARLTON LANDING ECONOMIC DEVELOPMENT TRUST**

Location: 10B Boulevard, Carlton Landing, Oklahoma, also known as
the Carlton Landing Academy Cafeteria
Saturday; November 16, 2019, 8:00 a.m.

MINUTES

1. Call to Order

The meeting was called to order at 8:01 a.m. with Mayor Chinnici presiding.

2. Roll Call

PRESENT: A roll call reflected that Trustees Chinnici, Myrick, Mai, Brule, Clerk-Treasurer, Summers, Town Attorney, Kay Wall and Town Administrator, Greg Buckley were present.

ABSENT: Chapman

Consent Items

3. Approval of Minutes:

a. Regular Meeting of the CL Economic Development Trust of October 19, 2019

4. Acknowledge receipt of Claims and Purchase Orders Report

MOTION: A motion was made by Chinnici and seconded by Mai to approve the consent agenda as presented.

AYE: Chinnici, Myrick, Mai, Brule

NAY: None

5. Items Removed from Consent Agenda.

6. Consider, discuss and approve Funding Eligibility Agreement(s) submitted by Humphreys Partners 2009, LLC. to reimburse eligible costs of project(s) completed by HP09 as allowed under the Master Development Agreement for Town Square and Future Courtesy Docks, or take any other appropriate action.

The Carlton Landing Economic Development Project Plan and Increment District No.1 provide for reimbursement of eligible Developer development and project cost. The Developer has submitted the following projects for reimbursement: The amounts have been amended to:

Town Square - \$30,621.00
Future Courtesy Docks - 139,419.09

As part of the discussion the Developer offered that only the direct project cost would be submitted for reimbursement. While some of these projects took several years to complete and or submit for reimbursement there is no added interest. The Developer is waiving any interest he incurred related to these projects.

Also, the updated the process for future projects and reimbursements, the Developer will submit FEAs of completed projects on or by June 30 of each year for the previous twelve months projects/ expenses. This will assist the Town in balancing its financial obligations and the Developer in not carrying projects on his books without knowledge of the Town.

MOTION: A motion was made by Chinnici and seconded by Mai to approve Funding Eligibility Agreement(s) submitted by Humphreys Partners 2009, LLC. to reimburse eligible costs of project(s) completed by HP09 as allowed under the Master Development Agreement for Town Square and Future Courtesy Docks.

AYE: Chinnici, Myrick, Mai, Brule

NAY: None

7. Consider, discuss, and possible action to approve **Resolution 2019-40-T** accepting the responsibilities as designated to the Carlton Landing Economic Development Trust (the "Authority") by the Town of Carlton Landing, Oklahoma (the "Town") pursuant to the Carlton Landing Economic Development Project Plan adopted by the Town; authorizing the Authority to issue its Tax Increment Revenue Note, Taxable Series 2019 (the "Note") in the aggregate principal amount of not to exceed \$1,500,000.00; waiving Competitive Bidding and authorizing the Note to be sold on a negotiated basis; approving and authorizing the execution of a Series 2019 Supplemental Note Indenture, as it amends that certain General Bond Indenture, as previously supplemented and amended (collectively, the "Indenture") authorizing the issuance and securing the payment of the Note; approving and authorizing execution of a Security Agreement by and between the Town and the Authority pertaining to a pledge of certain Ad Valorem Tax Increment Revenue; providing that the organizational document creating the Authority is subject to the provisions of the Indenture; approving the use of assistance in development financing; authorizing and directing the execution of the Note and other documents relating to the transaction; and containing other provisions relating thereto, or take any other appropriate action.

Chris Gander of BOK reviewed the financial Analysis and G.O. Bond proposal.

The TIF Committee met on October 11, 2019 to discuss recommending a 2019 TIF Revenue Note. Part of the meeting included review existing TIF Notes, projects and outstanding Funding Eligibility Agreements with the Developer. The Committee recognized two current projects from previous Revenue Notes were still a high priority for the community – Alley Beautification and Town Hall- Lincoln Square. The Committee is also sensitive to the needs of the Town to be fiscally prudent along with the desire of the Developer to be reimbursed for projects paid by the developer in accordance with the Master Development Plan. The TIF Committee recommends the Carlton Landing Economic Development Trust and Board of Trustee issue a 2019 TIF Revenue Note with the proceeds to first pay off all approved and outstanding Funding Eligibility Agreement(s) owed to the Developer as of December 1, 2019. Any balance, if any, from the proceeds of the 2019 TIF Revenue Note up to \$50,000 should be used toward a Bathhouse/Bathroom and utility infrastructure in or near the camping area. Any funds, if any, after should be used toward the Nature Facility/Community Center project.

Trustees reviewed letter of recommendation from the TIF Committee (attached).

MOTION: A motion was made by Chinnici and seconded by Mai to approve **Resolution 2019-40-T** accepting the responsibilities as designated to the Carlton Landing Economic Development Trust (the "Authority") by the Town of Carlton Landing, Oklahoma (the "Town") pursuant to the Carlton Landing Economic Development Project Plan adopted by the Town; authorizing the Authority to issue its Tax Increment Revenue Note, Taxable Series 2019 (the "Note") in the aggregate principal amount of not to exceed \$1,500,000.00; waiving Competitive Bidding and authorizing the Note to be sold on a negotiated basis; approving and authorizing the execution of a Series 2019 Supplemental Note Indenture, as it amends that certain General Bond Indenture, as previously supplemented and amended (collectively, the "Indenture") authorizing the issuance and securing the payment of the Note; approving and authorizing execution of a Security Agreement by and between the Town and the Authority pertaining to a pledge of certain Ad Valorem Tax Increment Revenue; providing that the organizational document creating the Authority is subject to the provisions of the Indenture; approving the use of assistance in development financing; authorizing and directing the execution of the Note and other documents relating to the transaction; and containing other provisions relating thereto.

AYE: Chinnici, Myrick, Mai, Brule

NAY: None

8. Consider, discuss and approve re-allocating a portion of the 2018 TIF Revenue Note from Marina Center - Road Access, \$90,000.00, and Town Hall - Phase 1, \$281,200.00, projects to payment of outstanding Funding Eligibility Agreements and allocate or rename the Town Hall - Lincoln Square to Nature Facility/Community Center, or take any other appropriate action.

The TIF Committee met on October 11, 2019 to discuss recommending a 2019 TIF Revenue Note. Part of the meeting included review existing TIF Notes, projects and outstanding Funding Eligibility Agreements with the Developer. The Committee recognized two current projects from previous Revenue Notes were still a high priority for the community - Alley Beautification and Town Hall- Lincoln Square. The Committee is also sensitive to the needs of the Town to be fiscally prudent along with the desire of the Developer to be reimbursed for projects paid by the developer in accordance with the Master Development Plan. The TIF Committee recommends the Carlton Landing Economic Development Trust and Board of Trustee issue a 2019 TIF Revenue Note with the proceeds to first pay off all approved and outstanding Funding Eligibility Agreement(s) owed to the Developer as of December 1, 2019. Any balance, if any, from the proceeds of the 2019 TIF Revenue Note up to \$50,000 should be used toward a Bathhouse/Bathroom and utility infrastructure in or near the camping area. Any funds, if any, after should be used toward the Nature Facility/Community Center project.

In Addition, the TIF Committee recommended reallocating a portion of the 2018 TIF Revenue Note from the Marina Center - Road Access, \$90,000.00, and Town Hall - Phase 1, \$281,200.00, to go toward payment of outstanding Funding Eligibility Agreements, Also, allocate or rename the Town Hall - Lincoln Square to Nature Facility/Community Center. Other upcoming priority projects include relocating the Marina and Bathhouse facilities for camping area.

MOTION: A motion was made by Mai and seconded by Brule' to approve Resolution

2018 TIF Revenue accepting the responsibilities as designated to the Carlton Landing Economic Development Trust (the "Authority") by the Town of Carlton Landing, Oklahoma (the "Town") pursuant to the Carlton Landing Economic Development Project Plan adopted by the Town; authorizing the Authority to issue its Tax Increment Revenue Note, Taxable Series 2019 (the "Note") in the aggregate principal amount of not to exceed \$1,500,000.00; waiving Competitive Bidding and authorizing the Note to be sold on a negotiated basis; approving and authorizing the execution of a Series 2019 Supplemental Note Indenture, as it amends that certain General Bond Indenture, as previously supplemented and amended (collectively, the "Indenture") authorizing the issuance and securing the payment of the Note; approving and authorizing execution of a Security Agreement by and between the Town and the Authority pertaining to a pledge of certain Ad Valorem Tax Increment Revenue; providing that the organizational document creating the Authority is subject to the provisions of the Indenture; approving the use of assistance in development financing; authorizing and directing the execution of the Note and other documents relating to the transaction; and containing other provisions relating thereto.

AYE: Chinnici, Myrick, Mai, Brule
NAY: None

9. Reports

- a. Financial Reports: None
- b. Town Administrator Report

November 16, 2019

- Met with reviewed Building Permit Process with Jim Hassenbeck
- Met with the Builders on Notice of Sales /Use Tax
- Had conversations/ answered questions with Utility providers on the Utility Tax Ordinance
- Had conversation with Crawford and Associates and Anne Elfrink regarding Audit, change to GAAP financial reporting
- Demo with Municode on their Self-Publishing program for Codification, received/reviewed proposal
- Conversations with Daryl N. and Corps of Engineers – camping/glamping project
- Amended Budget – financials, worksheets, Resolution – also spoke with Crawford on proper action for Board to approve new Budget/ Amended Budget
- Met with Mike Kearney and Johnson and Associates on Alley paving project, performed a walk through with them
- Met with Gail Rose on building permit process, Town projects
- Followed up with Pittsburgh County Commissioner on Interlocal Agreement for Entrance Road.
- Met with Grant H – FEA's, School property, Entrance Road Drainage Easement,
- TIF 2019 Revenue Note – prepared recommendation letter and project worksheet for TIF Committee, visited with Chris Gander, Financial Advisor; Leslie Batchelor, Attorney; John Williams, Attorney; Nate Ellis, Bond Attorney
- GO Bond 2020 – visited with John Williams, Attorney, on possible projects, Resolution; Chris Gander, Financial Advisor
- Web Demo – Municipal Financial Software, review proposals

- Volunteer Fire Department status- visited with Jeremy, Daryl, and Mayor about Department going dormant. Jeremy will be providing a written report.

c. Legal Reports, Comments, and Recommendations to the Governing Body

Kay Wall reported attending and Oklahoma Municipal League conference and an Oklahoma Municipal Assurance Group training.

10. Recognize Citizens wishing to comment on non-Agenda Items
Under Oklahoma Law, Trustees are prohibited from discussing or taking any action on items not on today's agenda. Citizens wishing to address the Board on items not on the agenda are required to sign-up no later than five (5) minutes prior to the scheduled start time of the meeting. The sign-in sheet will contain space for citizens name, address, phone number, and topic to discuss. In this way, staff will be able to follow-up on any issues presented, if necessary. Citizens will be provided three (3) minutes.
None
11. Comments and questions by Governing Body members regarding items for future consideration. None
12. Adjournment

There being no further business, a motion was made and seconded to adjourn the meeting at 8:50 a.m., November 16, 2019

Mayor

Attest:

Town Clerk

November 11, 2019

On October 11, 2019, the TIF Committee (the "Committee") met to review planned projects, goals, and objectives of the Town of Carlton Landing (the "Town") and to formulate a recommendation for the Town. As described in the Master Development Agreement, the Committee is charged with the duty of advising the Town on how monies related to the Town's TIF District shall be apportioned.

Over the past years, the Developer has provided funding for several projects which are eligible for reimbursement according to the Master Development Agreement. These costs have not yet been reimbursed and are or will accrue interest if left unreimbursed. The Committee also reviewed plans for the construction and management of primitive and premier camp sites, including the creation of a bath house and restroom facilities, which are to be located on federal land under the Town's lease with the Corps of Engineers. The development and management of said improvements would be further defined under a Concessionaire Agreement between the vendor and the Town. The provision of this public amenity is part of the Town's required performance under the Development Plan with the Corps Lease.

The Committee reviewed a report from the Town's Financial Advisor regarding the issuance of debt through a Revenue Bond offering. Following a review of the Town's Estimate of Needs, to cover existing debt obligations, the Financial Advisor has recommended that the Town can support the issuance of a \$1,455,000 Revenue Note. Fees related to the issuance of the note will cost \$50,000, leaving \$1,405,000 to fund qualified projects. The Committee agrees with the Financial Advisor and recommends issuance of the Revenue Note as recommended by the Town's Financial Advisor.

It is the recommendation of the Committee that proceeds from said Revenue Note first be used to reimburse the Developer for projects described in the attached Exhibit "A". Doing so will minimize the interest due related to these projects. The Committee further recommends that any remaining monies, after reimbursing the projects listed in Exhibit "A", be used to fund infrastructure and facilities related to primitive and public camping facilities under the Corps Lease. Additionally, the Committee recommends re-allocation of some of the 2018 and 2018B Revenue Note proceeds from previously planned projects to Developer reimbursement. Specifically, the Committee recommends re-allocation of \$90,000 from the Marina Road Access project and \$281,000 from the Town Hall Phase 1 project to Developer reimbursement. The Committee continues to support the ongoing projects for the Nature Center/Community Facility and Alley Beautification.

Under the Master Development Agreement, the Committee does not have a duty related to the Town's issuance of General Obligation Bonds. However, for the good of the order, the Committee agrees with the Financial Advisor's recommendation that the Town issue \$100,000 in General Obligation Bonds. Doing so will increase the Town's local tax levy, ensuring continued growth of revenue for the TIF District. Issuance of the bond will keep the overall Tax Levy average within the desired range of 16% to 18% and allow the Town to forgo another G.O. Bond issuance for possibly three to four years. The Committee recognizes a real need for street lighting in Carlton Landing. Proceeds from the G.O. Bond issuance, less issuance cost, could be used to acquire property, provide infrastructure, and construct street lighting fixtures.

Respectfully Submitted

The TIF Implementation Committee
The Town of Carlton Landing, Oklahoma