

**GULF BREEZE CITY COUNCIL
REGULAR MEETING**

OCTOBER 4, 2010
MONDAY, 6:30 P.M.
COUNCIL CHAMBERS

1. Roll Call
2. Invocation and Pledge of Allegiance
3. Approval of Minutes of September 21, 2010 (Regular Meeting)
4. Resolution No. 22-10: Declaring Saturday, October 30, 2010, as Halloween Day In the City of Gulf Breeze

Resolution No. 23-10: Approving Issuance of Capital Trust Agency Bonds, Aviation Facilities

Resolution No. 24-10: Approving Amendment No. 14-A to the Interlocal Agreement Between the City of Gulf Breeze and The Town of Century Relative to the Miami FX Project
5. **CONSENT AGENDA ITEMS:***
 - A. Discussion and Action Regarding Eagle Foundation Project at Andrews Institute
 - B. Discussion and Action Regarding Resolution No. 22-10, Designating Saturday October 30, 2010 as Halloween Evening to Trick or Treat in the City of Gulf Breeze (COVERED UNDER RESOLUTION SECTION ABOVE)
 - C. Discussion and Action Regarding Resolution No. 23-10, Issuance of Capital Trust Agency Bonds, Aviation Facilities (COVERED UNDER RESOLUTION SECTION ABOVE)
 - D. Discussion and Action Regarding MediaCom and Fuel TV Screening Event
 - E. Discussion and Action Regarding Energy Performance Contractor/Consultant Selection
 - F. Discussion and Action Regarding Smoke and Tobacco Free Workplace Amendment to City's Personnel Manual (WITHDRAWN)

***These are items considered routine in nature and will be considered by one (1) motion. If any citizen wishes to voice an opinion on one of the items, you should advise the Council immediately.**

6. ACTION AGENDA ITEMS:

- A. Discussion and Action Regarding Draft Landscaping Plans, FDOT Grant for U.S. Highway 98
- B. Discussion and Action Regarding Energy Efficiency Block Grant
- C. Discussion and Action Regarding New Contract with Fraternal Order of Police (FOP) 2010 – 2011

NEW BUSINESS: DISCUSSION AND ACTION REGARDING SPECIAL EVENT, SATURDAY, OCTOBER 23, 2010, "BRAS ACROSS THE BRIDGE

NEW BUSINESS: DISCUSSION AND ACTION REGARDING GULF BREEZE HIGH SCHOOL HOMECOMING

NEW BUSINESS: DISCUSSION AND ACTION REGARDING RESOLUTION NO. 24-10, APPROVING AMENDMENT NO. 14-A TO THE INTERLOCAL AGREEMENT BETWEEN THE CITY OF GULF BREEZE AND THE TOWN OF CENTURY RELATIVE TO THE MIAMI FX PROJECT (COVERED UNDER RESOLUTION SECTION ABOVE)

If any person decides to appeal any decisions made with respect to any matter considered at this meeting or public hearing, such person may need to insure that a verbatim record of the proceedings is made, which record includes the testimony and any evidence upon which the appeal is to be based.

The public is invited to comment on matters before the City Council upon seeking and receiving recognition from the Chair.

**MINUTES OF THE REGULAR MEETING OF THE
CITY COUNCIL OF THE CITY OF GULF BREEZE, FLORIDA**

The 1,160th regular meeting of the Gulf Breeze City Council, Gulf Breeze, Florida, was held at the Gulf Breeze City Hall on Tuesday, September 21, 2010, at 6:30 p.m.

Upon call of the roll the following Councilmen were present: Dana Morris, J. B. Schluter, Joseph Henderson and Mayor Beverly Zimmern. Councilman Richard Fulford was out of town.

APPROVAL OF MINUTES:

Councilman Schluter moved for approval of the minutes for the regular meeting held on Tuesday, September 7, 2010. Councilman Morris seconded. The vote for approval was 4 - 0.

Councilman Morris moved for approval of the minutes for the Community Redevelopment Agency meeting held on Tuesday, September 7, 2010. Councilman Henderson seconded. The vote for approval was 4 - 0.

**RESOLUTION NO. 19-10: APPROVING A PLAN OF FINANCE FOR MIAMI FX,
LLC, INCLUDING ISSUANCE OF UP TO \$35,000,000
IN CAPITAL AGENCY BONDS**

The Resolution was read by title only by the City Clerk. Councilman Henderson moved for approval. Councilman Schluter seconded. The vote for approval was 4 - 0.

**PUBLIC HEARING: RESOLUTION NO. 20-10: APPROVING A MILLAGE RATE OF
1.90 MILLS**

The Resolution was read by title only by the City Clerk. The Mayor opened the Public Hearing for public comments. There were no comments made and the Public Hearing was closed. Councilman Schluter moved for approval of the Resolution. Councilman Henderson seconded. The vote for approval was 3 - 1, with Councilman Morris dissenting.

**PUBLIC HEARING: RESOLUTION NO. 21-10: ADOPTING THE BUDGET FOR
FISCAL YEAR 2011**

The Resolution was read by title only by the City Clerk. The Mayor opened the Public Hearing for public comments. There were no comments made and the Public Hearing was closed. Councilman Henderson moved for approval of the Resolution. Councilman Schluter seconded. The vote for approval was 3 - 1, with Councilman Morris dissenting.

ACTION AGENDA ITEMS:

A. SUBJECT: DISCUSSION AND ACTION REGARDING QUARTERLY AWARDS - BEATIFICATION COMMITTEE

Reference: Request by Beatification Committee

Ms. Ellie Ackley was out of town and Ms. Julie Brill started the beautification award presentation with her district: DISTRICT 1 - Julie Brill: 5 McLane - Victor Wallace; DISTRICT 2 Debbie Cederquist - 207 Camelia Street - Barbara Garbell; DISTRICT 3 - Tricia Briska - 131 Russ Drive - Vickey Kaston and 115 Russ Drive - Meriel Schooley; DISTRICT 4 - Lorie Menke - 281 Plantation Hill - Tim and Marguerite Burr; DISTRICT 5 - Shirley Brougham - 703 Stonewall Drive - James and Kimberly Foster; and DISTRICT 6 - Ellie Ackley - 23 North Sunset Boulevard - Stephen and Rebecca Echsner.

B. SUBJECT: DISCUSSION AND ACTION REGARDING PROCLAMATION THANKING THE PALL CORPORATION FOR THEIR SUPPORT DURING THE OIL SPILL CRISIS

Reference: Proclamation

Mayor Zimmern presented a proclamation to two representatives from the Pall Corporation extending the City Council and citizens' appreciation to the Pall Corporation for their help in protecting the local beaches from the effects of the Gulf Oil Spill. The Pall Corporation contributed over 6,000 pounds of leftover polypropylene membrane from its manufacturing operation to the City and the employees helped the citizens construct oil absorbent booms for the community.

CONSENT AGENDA ITEMS:

RECOMMENDATION:

**That the City Council approve the following Consent Agenda Items:
A, B, C, D, E, F, G and H:**

A. SUBJECT: DISCUSSION AND ACTION REGARDING DEVELOPMENT REVIEW BOARD REFERRAL

1. Dudley "Bill" Greenhut - 2095 Highway 97S Cantonment
Request to Construct a 196 Square Foot dock with an Uncovered

Boat Lift and an Approximately 1,120 feet long Seawall on his
Property Located at 112 Highpoint Drive

RECOMMENDATION:

That the City Council approve the project as presented contingent upon receipt of the appropriate permits.

- B. SUBJECT: DISCUSSION AND ACTION REGARDING DAVID AND CYNTHIA COPE VS CITY OF GULF BREEZE REGARDING EFFORTS TO PROTECT DEADMAN'S ISLAND**

Reference: City Manager memo dated September 9, 2010

RECOMMENDATION:

That the City Council authorize expenditure of an amount not to exceed \$15,000 in legal expenses to secure an FDEP permit to place fill near Deadman's Island and to plant grasses in the locations specified.

- C. SUBJECT: DISCUSSION AND ACTION REGARDING SPECIAL EVENTS REQUEST FROM CALVARY CHAPEL FOR FALL FESTIVAL TO BE HELD SATURDAY, OCTOBER 30, 2010, 2:00 - 6:00 P.M. AT RECREATION CENTER**

Reference: Deputy Police Chief memo dated August 31, 2010

RECOMMENDATION:

That the City Council approve the application for the Calvary Chapel to hold their Fall Festival on Saturday, October 30, 2010, 2:00 - 6:00 p.m.

- D. SUBJECT: DISCUSSION AND ACTION REGARDING FISHING PIER DECONSTRUCTION CONTRACT AWARD**

Reference: Director of Finance memo dated September 8, 2010

RECOMMENDATION:

That the City Council accept the bid of Virginia Wrecking as the winning bid and instruct staff to issue formal notice of award to Virginia Wrecking.

- E. SUBJECT: DISCUSSION AND ACTION REGARDING PERMISSION TO SEEK BIDS FOR SOFTBALL CONCESSION/RESTROOM FACILITY**

Reference: Parks and Recreation Director memo dated September 9, 2010

RECOMMENDATION:

That the City Council direct staff to proceed with the solicitation of competitive bids for the construction of the softball Concession facility.

- F. SUBJECT: DISCUSSION AND ACTION REGARDING PUBLIC HEARING FOR 3% UTILITY RATE INCREASE FOR SSRUS SEWER CUSTOMERS AND 3% INCREASE FOR BOTH WATER AND SEWER RATES INSIDE CITY - PUBLIC HEARING SCHEDULED FOR NOVEMBER 1, 2010, 6:30 p.m.**

Reference: Assistant Public Services Director memo dated September 8, 2010

RECOMMENDATION:

That the City Council authorize a public hearing on November 1, 2010 for the SSRUS sewer customers and City Water and Sewer customer rate increases with the following advertising schedule: (1) Authorization to advertise - September 15, 2010; (2) Advertise Cycle 4 - September 27, 2010; (3) Advertise Cycle 1 October 1, 2010; (4) Advertise Cycle 2 October 10, 2010; (5) Advertise Cycle 3 - October 17, 2010; (6) Hearing Date November 1, 2010; (7) Effective Date - November 2, 2010.

- G. SUBJECT: DISCUSSION AND ACTION REGARDING ANNUAL POPULATION ESTIMATE**

Reference: Assistant City Manager memo dated September 8, 2010

RECOMMENDATION:

That the City Council accept the City's population estimate for 2010 as 5,751.

H. SUBJECT: **DISCUSSION AND ACTION REGARDING DECLARING THE WRECKED 2002 FORD CROWN VICTORIA POLICE INTER-SCEPTOR AS "SALVAGE" AND ACCEPTING AN OFFER FROM AUTO OWNERS INSURANCE COMPANY OF \$8,110.**

Reference: Deputy Police Chief memo dated September 9, 2010

RECOMMENDATION:

That the City Council deem the wrecked Police Cruiser as salvage and accept the offer from the Auto Owners Insurance Company of \$8,110.

Councilman Morris moved for approval of Consent Agenda Items A - H. Councilman Henderson seconded. The vote for approval was 4 - 0.

NEW BUSINESS: DISCUSSION AND ACTION REGARDING REPLACEMENT OF DAVID LANFAIR ON THE DEVELOPMENT REVIEW BOARD

Reference: City Manager memo dated September 16, 2010

RECOMMENDATION:

That the City Council appoint Mr. Lee M. Brown, 83 Shoreline Drive, to replace Mr. David Landfair on the Development Review Board and remove Mr. Brown from the Board of Adjustment, contingent upon Mr. Brown's understanding and accepting the conditions of how it might affect his business.

Councilman Henderson moved for approval. Councilman Schluter seconded. The vote for approval was 4 - 0.

OPEN FORUM:

Ms. Cheryl Kelsch, 311 Andrew Jackson Trail, spoke to the Council regarding an organization in which she belongs that encourages individuals to stop using plastic bags and use alternative bags when shopping and ask businesses to offer customers alternative bags and encourage their customers not to use plastic bags. She asked for the City's support in this endeavor and if the organization could use the City logo when sending out information.

The City Attorney asked that Ms. Kelsch write a letter to the City stating how the organization would be using the City logo and what kind of support it would like from the City. Ms. Kelsch indicated she will meet with the City Manager and provide the information as requested.

M. INFORMATION ITEMS

ADJOURNMENT:

The Mayor adjourned the City Council meeting at 7:00 p.m.

CITY CLERK

MAYOR



City of Gulf Breeze

RESOLUTION 22-10

A RESOLUTION OF THE CITY COUNCIL OF THE CITY OF GULF BREEZE, FLORIDA DECLARING SATURDAY, OCTOBER 30, 2010 AS HALLOWEEN DAY IN THE CITY OF GULF BREEZE.

WHEREAS, October 31st is the traditional date for the observance of "All Hallow Eve; and,

WHEREAS, many small children dress in costumes to visit their neighbors as spooks and goblins in the traditional observance of this date; and,

WHEREAS, October 31, 2010, occurs on Sunday; and,

WHEREAS, most young children must start their school day early in order to meet bus schedules and morning classes,

**NOW, THEREFORE, BE IT RESOLVED BY THE CITY COUNCIL OF
THE CITY OF GULF BREEZE, FLORIDA DOES HEREBY PROCLAIM
SATURDAY, OCTOBER 30, 2010 AS**

"HALLOWEEN DAY"

For the observance of this annual event throughout the City of Gulf Breeze and urges all vehicle operators to be alert to the many children waling in the evening hours so that this annual day will be "accident free".

**PASSED AND ADOPTED BY THE CITY COUNCIL OF THE CITY OF
GULF BREEZE, SANTA ROSA COUNTY, FLORIDA on this _____ day of
_____, 2010.**

ATTEST

Mayor

City Clerk

RESOLUTION 23-10

A RESOLUTION OF THE CITY COUNCIL OF THE CITY OF GULF BREEZE, FLORIDA, APPROVING A PLAN OF FINANCE FOR THE COSTS OF FINANCING OR REFINANCING THE COSTS OF ACQUISITION, EXPANSION, REHABILITATION, CONSTRUCTION AND EQUIPPING OF CAPITAL PROJECTS CONSISTING OF AVIATION FACILITIES TO BE LOCATED AT THE AIRPORTS IN TALLAHASSEE, FLORIDA (TLH), HOUSTON, TEXAS (HOU) AND GULFPORT, MISSISSIPPI (GPT); APPROVING THE ISSUANCE FROM TIME TO TIME OF NOT EXCEEDING \$76,000,000 CAPITAL TRUST AGENCY REVENUE BONDS FOR THE PURPOSE OF FINANCING A LOAN PROGRAM TO ASSIST IN FINANCING OR REFINANCING SUCH FACILITIES; PROVIDING FOR REPEAL OF CONFLICTING PROVISIONS; AND PROVIDING AN EFFECTIVE DATE.

WHEREAS, the City of Gulf Breeze, Florida (the "City"), a municipal corporation of the State of Florida, has heretofore adopted Resolution 14-99 dated as of July 19, 1999 (the "Original Resolution"), and entered into an Interlocal Agreement between the City and the Town of Century, Florida, dated as of August 2, 1999, as amended by Amendment No. 1 through No. 25 (collectively, the "Enabling Agreement"), approving the creation of the Capital Trust Agency (the "Agency"), a public agency of the State of Florida, organized and existing under the provisions of Chapter 163, Part I, and Chapter 159, Part II, Florida Statutes, Chapter 617, Florida Statutes, Ordinance 05-97, as amended, of the City, and its Articles of Incorporation, as amended (its "Charter") and other applicable provisions of law (collectively the "Act"), to enable public, private and not-for-profit organizations to obtain public assistance in financing or refinancing certain beneficial projects or programs that benefit, enhance and/or serve a public purpose; and

WHEREAS, pursuant to the Act and in accordance with the provisions of the Original Resolution, the Agency did on March 4, 2009 and on June 24, 2010, take official action by adopting its preliminary resolutions (collectively, the "Agency Resolution") indicating its intent to authorize the issuance of its revenue bonds (the "Bonds") for a loan program for the purpose, among other things, of financing or refinancing the acquisition, construction, furnishing, and equipping of some or all of the Projects described on Schedule "1" attached hereto (collectively, the "Projects"); and

WHEREAS, the City has been advised that the Agency desires to issue not exceeding \$76,000,000 of the Bonds for projects on behalf of Million Air Interlink, Inc., a

Texas corporation (the "Corporation"), or one or more of its affiliate companies, including, without limitation, REW Investments, Inc. ("REW"), or subsidiaries of the Corporation or REW (collectively, the "Borrower") to fund the loan program herein described (the "Plan of Finance"). The Borrower has requested the Agency to issue its revenue bonds and loan the proceeds thereof to the Borrower or its affiliates for the purpose, of financing the Projects. The Projects will be owned and operated by the Borrower or other affiliate company of the Borrower; and

WHEREAS, Section 147(f) of the Code, requires public approval of certain revenue bonds by an applicable elected representative or governmental unit on behalf of which such bonds are to be issued, following a public hearing; and

WHEREAS, as required pursuant to Section 147(f) of the Code notice of such public hearing was given in the form required by the Code by publication more than fourteen (14) days prior to such public hearing in the *Pensacola News Journal* on September __, 2010, the Bonds and the Plan of Finance have been submitted to a public hearing held on behalf of the City Council of the City of Gulf Breeze, Florida on Monday, October 4, 2010; and

WHEREAS, the City Manager has conducted the public hearing on behalf of the City Council and provided reasonable opportunity for all interested persons to express their views, both orally and in writing and diligently and conscientiously considered all comments and concerns expressed by such individuals, if any; and

WHEREAS, the City Council desires to approve the Bonds and the issuance and sale thereof pursuant to the Plan of Finance and Section 147(f) of the Code, to express its approval of the action taken by the Agency and its officials pursuant to the Agency Resolution, and to grant all other approvals required in connection with the issuance and sale of the Bonds;

NOW THEREFORE, BE IT RESOLVED BY THE CITY COUNCIL OF THE GULF BREEZE, FLORIDA:

SECTION 1. PUBLIC HEARING NOTICE AND REPORT APPROVED.

The City Council hereby approves the form of and the manner of publication of the Notice of Public Hearing (the "Notice") published in the *Pensacola News Journal*, a newspaper of general circulation in the jurisdiction of the City Council on September __, 2010. The City Council hereby approves the report of the public hearing conducted by the City Manager, a copy of which is attached as Exhibit "A" hereto. Such Notice and other means and methods utilized by the City to give notice of purpose, time and

date of the public hearing provided reasonable notice sufficient to inform residents of the City of the proposed Bonds.

SECTION 2. BONDS AND PLAN OF FINANCE APPROVED.

The City hereby approves the Plan of Finance described herein, and the Bonds to be issued from time to time in the aggregate principal amount not exceeding \$76,000,000. The Agency and its officers, employees, agents and attorneys are hereby authorized from time to time to take all action, to execute and deliver such authorizations, approvals, certificates and documents, and to enter into, on behalf of the Agency, such interlocal agreements, interest rate swap or hedge transactions, investment agreements, repurchase agreements, bond credit or insurance agreements, waivers, reimbursement agreements, and other agreements or instruments deemed necessary or convenient to effect or implement the Plan of Finance, the issuance of the Bonds and the purposes for which the Bonds are to be issued. No obligation of the Agency under any such agreement shall constitute an obligation of the City except to the extent the same may be expressly approved by the City. The Bonds shall be limited and special obligations of the Agency, and shall not constitute a pledge of the faith and credit or taxing power of or constitute an obligation of the City.

SECTION 3. AMENDMENT TO THE ENABLING AGREEMENT.

Pursuant to the Enabling Agreement, there is hereby approved an amendment to the Enabling Agreement to effect the approvals set forth in Section I hereof. Such amendment shall be in substantially the form attached hereto as Exhibit "B," and the Mayor is authorized to execute and deliver the same on behalf of the City, with such changes not inconsistent herewith as the Mayor shall approve, his execution thereof to conclusively establish such approval.

SECTION 4. TEFRA APPROVAL.

After diligent and conscientious consideration of the views expressed by the persons appearing at the public hearing, the City Council hereby approves the Agency's Plan of Finance, and the issuance by the Agency of not exceeding \$76,000,000 revenue bonds for the purposes of Section 147(f) of the Code.

SECTION 5. REPEALING CLAUSE.

All resolutions or parts thereof of the City in conflict with the provisions herein contained are, to the extent of such conflict, hereby superseded and repealed.

SECTION 6. EFFECTIVE DATE.

This resolution shall take effect immediately upon its adoption this _____ day of _____, 2010.

**GULF BREEZE, FLORIDA
CITY COUNCIL**

(SEAL)

By: _____
Beverly Zimmern, Mayor

ATTEST:

By: _____
Its: City Clerk

EXHIBIT "A" TO RESOLUTION

REPORT OF HEARING OFFICER

This instrument shall constitute the official report of the undersigned official of the City of Gulf Breeze, Florida (the "City"), a municipal corporation of the State of Florida, with respect to a public hearing scheduled and held by the City on Monday, October 4, 2010, for and on behalf of the Capital Trust Agency (the "Agency"), a legal entity duly created under Chapters 163, Part I, and 617, Florida Statutes and a public agency of the State of Florida established and empowered by the provisions of Chapter 159, Part II, Florida Statutes, Chapter 163, Part I, et seq., Chapter 166, Part II, Florida Statutes, and Chapter 617, Florida Statutes, in connection with the proposed issuance of the Agency's not exceeding \$76,000,000 revenue bonds (the "Bonds") on behalf of Million Air Interlink, Inc., a Texas corporation (the "Corporation"), or one or more of its affiliate companies, including, without limitation, REW Investments, Inc. ("REW"), or subsidiaries of the Corporation or REW (collectively, the "Borrower"), whose principal place of business is 8501 Telephone Road, Houston, Texas 77061, and its affiliates to fund the loan program herein described (the "Plan of Finance"). The Borrower has requested the Agency to issue its revenue bonds and loan the proceeds thereof to the Borrower or its affiliates for the purpose, of financing or refinancing the capital projects described on the attached Exhibit 1 (the "Projects"). The Projects will be owned and operated by the Borrower. The public hearing was duly advertised in the *Pensacola News Journal* on September __, 2010, a newspaper of general circulation in the jurisdiction of the City. The proof of publication was presented to me at such hearing, and a copy is attached hereto as Exhibit "2" (the "Notice").

The hearing commenced at the time and location stated in the Notice. At such hearing, interested individuals were afforded reasonable opportunity to express their views, both orally and in writing, on all matters pertaining to the plan of finance and the financing of the Projects. Information about the proposed Bonds, the locations of the Projects, and the proposed use of the proceeds were presented. When the information had been presented, opportunity was given for members of the public in attendance to give their input. No such interested parties were in attendance. It was noted that no written communications had been received. The undersigned then concluded the hearing.

No person presenting views at the public hearing opposed the issuance of the Bonds.

Respectfully submitted,

By: _____
Edwin Eddy, City Manager
City of Gulf Breeze, Florida

EXHIBIT 1 TO REPORT OF HEARING OFFICER

THE PROJECTS

TALLAHASSEE, FLORIDA PROJECT:

The construction of a maintenance and repair facility to be subleased to Honda Jet Center or its affiliates, located at 3226 Capital Circle SW Tallahassee, Florida 32310, at Tallahassee Regional Airport and the acquisition of certain existing fixed based operation facilities and the improving, remodeling, expanding and equipping of such facilities, all of which are located at 3254 Capital Circle SW, Tallahassee, Florida, at Tallahassee Regional Airport owned and operated by the City of Tallahassee, Florida.

HOUSTON, TEXAS PROJECT:

The upgrading, reconditioning, improving and beautification of existing fixed based operation facilities currently owned by the Sponsor and the construction and equipping of additional hangars and office space, all of which are located or to be located at 8501 Telephone Road (except that the upgrade to the fuel farm is located at 8233 Travelair Street), Houston, Texas, at the William P. Hobby International Airport owned and operated by the City of Houston, Texas.

GULFPORT, MISSISSIPPI PROJECT:

The acquisition of certain existing fixed based operation facilities and the improving, remodeling and equipping of such facilities, all of which are located at 1100 Hangar Street, Gulfport, Mississippi, 39503, at the Gulfport-Biloxi International Airport.

EXHIBIT 2 TO REPORT OF HEARING OFFICER

PROOF OF PUBLICATION

**EXHIBIT "B" TO RESOLUTION
AMENDMENT NO. 26
OF THE ENABLING AGREEMENT**

SCHEDULE I TO RESOLUTION

THE PROJECTS

TALLAHASSEE, FLORIDA PROJECT:

The construction of a maintenance and repair facility to be subleased to Honda Jet Center or its affiliates, located at 3226 Capital Circle SW Tallahassee, Florida 32310, at Tallahassee Regional Airport and the acquisition of certain existing fixed based operation facilities and the improving, remodeling, expanding and equipping of such facilities, all of which are located at 3254 Capital Circle SW, Tallahassee, Florida, at Tallahassee Regional Airport owned and operated by the City of Tallahassee, Florida.

HOUSTON, TEXAS PROJECT:

The upgrading, reconditioning, improving and beautification of existing fixed based operation facilities currently owned by the Sponsor and the construction and equipping of additional hangars and office space, all of which are located or to be located at 8501 Telephone Road (except that the upgrade to the fuel farm is located at 8233 Travelair Street), Houston, Texas, at the William P. Hobby International Airport owned and operated by the City of Houston, Texas.

GULFPORT, MISSISSIPPI PROJECT:

The acquisition of certain existing fixed based operation facilities and the improving, remodeling and equipping of such facilities, all of which are located at 1100 Hangar Street, Gulfport, Mississippi, 39503, at the Gulfport-Biloxi International Airport.

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AMENDMENT NO. 26 TO INTERLOCAL AGREEMENT

This **AMENDMENT NO. 26 TO INTERLOCAL AGREEMENT** (this "Amendment No. 26") is made and entered into as of the 1st day of September, 2010, by and among the **CITY OF GULF BREEZE, FLORIDA**, a municipal corporation of the State of Florida ("Gulf Breeze") and the **TOWN OF CENTURY, FLORIDA**, a municipal corporation of the State of Florida ("Century") who may collectively be referred to herein as the "Parties,"

WITNESSETH:

WHEREAS, the Parties hereto have, by Interlocal Agreement, dated as of August 2, 1999, as amended by Amendments No. 1 through No. 25 (collectively, the "Enabling Agreement"), heretofore provided for the creation of the Capital Trust Agency (the "Agency"), to enable public, private and not-for-profit organizations to obtain public assistance in financing certain projects or programs that benefit, enhance and/or serve a public purpose; and

WHEREAS, Million Air Interlink, Inc., a Texas corporation (the "Corporation"), or one or more of its affiliate companies, including, without limitation, REW Investments, Inc. ("REW"), or subsidiaries of the Corporation or REW (collectively, the "Borrower") have represented that they currently engage in the development and operation of aviation facilities; and

WHEREAS, on March 4, 2009, the Agency initially approved a request by the Borrower that the Agency issue its revenue bonds in an amount not to exceed \$30,000,000, and on June 24, 2010, the Agency approved the request that the Agency increase the authorized amount of bonds to an amount not to exceed \$76,000,000 (the "Bonds") in one or more series and loan the net proceeds thereof to the Borrower or its affiliates for the purpose of financing or refinancing the capital projects set forth on the attached Schedule "I" (collectively, the "Projects").. The Projects will be owned and operated by the Borrower or other affiliate of the Borrower; and

WHEREAS, the Agency will issue its Bonds on a case-by-case basis after review by the Agency, to provide financing for individual projects or groups of projects, or eligible financing programs, based upon the credit pledged therefor from one or more of the projects, the Borrower, a credit enhancement facility, if any, or from the revenues of any such programs; and

WHEREAS, Section 7 of the Enabling Agreement requires that as a condition precedent to the Agency issuing the Bonds, the Agency must obtain the prior written approval, evidenced by resolution, from the governing bodies of Century and Gulf Breeze approving such issuance and approving an amendment to the Enabling Agreement specifically authorizing such issuance. Such approval evidenced by appropriate resolutions has been obtained authorizing the execution and delivery of this Amendment to the Enabling Agreement with respect to the financing herein described; and

WHEREAS, the Parties desire to amend the Enabling Agreement to permit and authorize the Agency to issue the Bonds herein described; and

NOW, THEREFORE, the Parties hereby agree as follows:

SECTION 1. ENABLING AGREEMENT AMENDED FOR PROJECTS.

This Amendment is entered into pursuant to Section 7 of the Enabling Agreement for the purpose of authorizing the Agency to issue the Bonds and to finance projects of the type and character of the Projects.

SECTION 2. BONDS, PROGRAM, PLAN OF FINANCE APPROVED.

The Parties do hereby approve and authorize the Agency's plan of finance for the Projects and the Bonds, and the issuance of Bonds from time to time, in an aggregate principal amount not exceeding \$76,000,000.00. Each installment or issue of such Bonds shall be designated by series, in such manner as the Agency shall determine, so as to separately identify each such installment or issue. The Agency and its officers, employees, agents and attorneys are hereby authorized to enter into, on behalf of the Agency, from time to time, interlocal agreements, cash management agreements, interest rate swap or hedge transactions, investment agreements, repurchase agreements, bond credit or insurance agreements, waivers, reimbursement agreements, security documents and other agreements or instruments deemed necessary or convenient to effect or implement the issuance of the Bonds and the purposes and programs for which the Bonds are to be issued and to conform the purposes stated in the Articles of Incorporation of the Agency to authorizations herein contained. No obligation of the Agency under any such agreement or instrument shall constitute an obligation of Century or of Gulf Breeze. The Bonds shall be limited and special obligations of the Agency, payable solely from the revenues or receipts of the programs or projects, payments by the Borrower, or other sources relating to the purpose for which they are issued, all in the indentures for the Bonds. The Bonds shall not constitute a pledge of the faith and credit or taxing power of or constitute an obligation of Century or of Gulf Breeze.

SECTION 3. ADMINISTRATIVE FEES AND EXPENSES FOR THE TOWN OF CENTURY.

Upon the issuance of each series or installment of Bonds, Century shall be paid by either the Agency or Gulf Breeze, solely from amounts received from the Borrower the sum specified on Schedule 2 attached hereto.

SECTION 4. ENABLING AGREEMENT CONTINUED.

The Enabling Agreement, as amended hereby, is hereby ratified, confirmed and approved and shall otherwise continue in full force and effect. Nothing in this Amendment shall be deemed to adversely affect the authorizations in the Enabling Agreement as it existed prior to the effective date of this Amendment, or to adversely affect the interests of the holders of any Bonds issued or to be issued pursuant to such authorizations. Except as and only to the extent specifically amended hereby, such Enabling Agreement is hereby incorporated by reference.

SECTION 5. INDEMNITY.

To the extent permitted by law, the Agency and Gulf Breeze shall indemnify and defend Century and hold Century harmless against any and all claims, losses, liabilities or damages to property or any injury or death of any person or persons occurring in connection with the issuance of the Bonds pursuant hereto, or in connection with the acquisition or operation of any Projects, or for any liability any way growing out of or resulting from the Enabling Agreement, as amended, this Amendment, the financing agreements and/or bond indentures executed in connection with the Bonds or the Bonds, including, without limitation, all costs and expenses of Century, including reasonable attorney's fees, incurred in the performance of any activities of Century in connection with the foregoing or the enforcement of any agreement of the Agency herein contained. Any such obligation of Gulf Breeze or the Agency shall be payable solely from the amounts available to them for such purposes under the Bond financing or any other plan of finance heretofore or hereafter undertaken by the Agency, and shall not constitute a general obligation or a pledge of the faith and credit of Gulf Breeze or the Agency, or an obligation to pay the same from any sources other than such amounts available to them for such purposes under the Bond financing.

SECTION 6. SEVERABILITY OF INVALID PROVISIONS.

If any one or more of the covenants, agreements or provisions herein contained shall be held contrary to any express provisions of law or contrary to the policy of express law,

though not expressly prohibited, or against public policy, or shall for any reason whatsoever be held invalid, then such covenants, agreements or provisions shall be null and void and shall be deemed severable from the remaining covenants, agreements or provisions and shall in no way affect the validity of any of the other provisions hereto.

SECTION 7. COUNTERPARTS.

This Amendment may be simultaneously executed in several counterparts, each of which shall be an original and all of which shall constitute but one and the same instrument.

SECTION 8. EFFECTIVE DATE; AMENDMENTS.

This Amendment shall take effect when duly executed by the Parties and filed in accordance with law. This Amendment may be amended only by written instrument signed by authorized representatives of Century and of Gulf Breeze; provided, however, that no such amendment which would adversely affect the rights of the holders or owners of any then outstanding Bonds of the Agency or of any other member shall take effect until such time as all necessary consents or approvals with respect to such Bonds shall have been obtained, in the case of the rights of bondholders, or the consents and approvals of the affected members, in the case of the rights of members.

IN WITNESS WHEREOF, the Parties have caused this Amendment to Enabling Agreement to be executed by their duly authorized officers as of the date first above written.

CITY OF GULF BREEZE, FLORIDA

[SEAL]

By: _____
Beverly Zimmern
Mayor

ATTEST:

By: _____
Marita Rhodes
City Clerk

TOWN OF CENTURY, FLORIDA

[SEAL]

By: _____
Mayor

ATTEST:

By: _____
Town Clerk

SCHEDULE I

THE PROJECTS

TALLAHASSEE, FLORIDA PROJECT:

The construction of a maintenance and repair facility to be subleased to Honda Jet Center or its affiliates, located at 3226 Capital Circle SW Tallahassee, Florida 32310, at Tallahassee Regional Airport and the acquisition of certain existing fixed based operation facilities and the improving, remodeling, expanding and equipping of such facilities, all of which are located at 3254 Capital Circle SW, Tallahassee, Florida, at Tallahassee Regional Airport owned and operated by the City of Tallahassee, Florida.

HOUSTON, TEXAS PROJECT:

The upgrading, reconditioning, improving and beautification of existing fixed based operation facilities currently owned by the Sponsor and the construction and equipping of additional hangars and office space, all of which are located or to be located at 8501 Telephone Road (except that the upgrade to the fuel farm is located at 8233 Travelair Street), Houston, Texas, at the William P. Hobby International Airport owned and operated by the City of Houston, Texas.

GULFPORT, MISSISSIPPI PROJECT:

The acquisition of certain existing fixed based operation facilities and the improving, remodeling and equipping of such facilities, all of which are located at 1100 Hangar Street, Gulfport, Mississippi, 39503, at the Gulfport-Biloxi International Airport.

SCHEDULE 2
PAYMENT TO TOWN OF CENTURY

\$350.00 per million principal amount of each issue, upon issuance thereof, but not less than \$2,500.00.

NOTICE OF PUBLIC HEARING

For the purpose of Section 147(f) of the Internal Revenue Code of 1986, as amended, notice is hereby given that the City of Gulf Breeze, Florida, will hold a public hearing at 10:00 a.m., on Monday, October 4, 2010, in the City Council Chambers, located at 1070 Shoreline Drive, Gulf Breeze, Florida 32561, to consider a plan of finance for the costs of financing or refinancing the acquisition, rehabilitation, construction and equipping of the following capital projects:

TALLAHASSEE, FLORIDA PROJECT -The construction of a maintenance and repair facility to be subleased to Honda Jet Center or its affiliates, located at 3226 Capital Circle SW Tallahassee, Florida 32310, at Tallahassee Regional Airport and the acquisition of certain existing fixed based operation facilities and the improving, remodeling, expanding and equipping of such facilities, all of which are located at 3254 Capital Circle SW, Tallahassee, Florida, at Tallahassee Regional Airport owned and operated by the City of Tallahassee, Florida.

HOUSTON, TEXAS PROJECT - The upgrading, reconditioning, improving and beautification of existing fixed based operation facilities currently owned by the Sponsor and the construction and equipping of additional hangars and office space, all of which are located or to be located at 8501 Telephone Road (except that the upgrade to the fuel farm is located at 8233 Travelair Street), Houston, Texas, at the William P. Hobby International Airport owned and operated by the City of Houston, Texas.

GULFPORT, MISSISSIPPI PROJECT - The acquisition of certain existing fixed based operation facilities and the improving, remodeling and equipping of such facilities, all of which are located at 1100 Hangar Street, Gulfport, Mississippi, 39503, at the Gulfport-Biloxi International Airport.

(collectively, the "Projects"), for Million Air Interlink, Inc., a Texas corporation (the "Corporation"), whose principal place of business is 8501 Telephone Road, Houston, Texas 77061, or one or more of its affiliate companies, including, without limitation, REW Investments, Inc. ("REW"), or subsidiaries of the Corporation or REW (collectively, the "Borrower"). The plan of finance includes a proposal by the Capital Trust Agency, a public agency of the state of Florida (the "Agency"), on behalf of itself and other public agencies of the State of Florida and other states, to issue in respect of such Projects not exceeding \$76,000,000 of its revenue bonds (the "Bonds"), in one or more installments or series to provide funds for such purposes. The plan of finance will be funded through the issuance from time to time of tax exempt bonds by the Agency on behalf of itself and other public agencies of the State of Florida to pay all or a portion of the costs of the Projects. The Bonds proposed to be issued on behalf of the improvements to the Projects are in conjunction with additional bonds to finance airport facilities owned or managed by the Company. To

achieve the economies of scale and enhance the credit standing of the projects, the Agency is being asked to issue the bonds under one program benefitting all locations of the Projects. The Projects will be owned and operated by the Borrower or a limited liability company or subsidiary owned by the Borrower (collectively, the "Company"). The initial operator or manager of the Tallahassee Project is Tallahassee Aviation Partners, LLC, d/b/a Million Air - Tallahassee. The initial operator or manager of the Houston Project is _____ . The initial operator or manager of the Gulfport Project is Gulfport Aviation Partners LLC.

The Bonds, when issued, will be special, limited obligations payable solely out of the revenues derived from financing agreements with the Company. The Bonds and interest thereon shall never constitute the debt or indebtedness of the Agency or of the City of Tallahassee, Florida, the City of Houston, Texas, the City of Gulfport, Mississippi, the State of Florida or any political subdivision or municipality thereof within the meaning of any provision or limitation of the statutes or Constitution of the State of Florida.

At the time and place fixed for said public hearing all who appear will be given an opportunity to express their views for or against the proposal to approve said bonds and the plan of finance, including the projects described above. Prior to said public hearing, written comments may be delivered to the City Manager of the City of Gulf Breeze, Florida at 1070 Shoreline Drive, Gulf Breeze, Florida 32561. All persons are advised that, if they decide to appeal any decision made at this meeting, they will need a record of the proceedings, and for such purpose, they may need to ensure that a verbatim record of the proceedings is made, which record includes the testimony and evidence upon which the appeal is to be based. All interested persons are invited to present their comments at the time and place set forth above.

In accordance with the Americans With Disabilities Act, persons needing a special accommodation to participate in the proceeding should contact the City Manger's Office no later than seven (7) days prior to the proceeding located at the above noted address; Telephone: (850) 934-5135.

Legal No. _____
_____, 2010

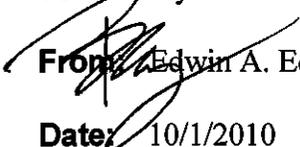


City of Gulf Breeze

OFFICE OF THE CITY MANAGER

Memorandum

To: Mayor and City Council

From:  Edwin A. Eddy, City Manager

Date: 10/1/2010

Subject: Resolution No. 24-10, Approving Amendment No. 14-A to the Interlocal Agreement Between the City of Gulf Breeze and the Town of Century Relative to the Miami FX Project

On September 21, 2010, The City Council adopted Resolution No. 19-10 approving a plan of finance for the Aero Miami FX program. This plan included the refinancing of previously issued bonds. Resolution No. 19-10 did not include approval of an amendment to the Interlocal Agreement between the City and Century as is our usual practice with programs that involve the issuance of new bonds.

It is recommended that another Resolution be adopted by the Council on October 4, 2010 that will authorize an amendment to the agreement to cover this refinancing as such refinancing is also issuance of "New Bonds".

RECOMMENDATION:

THAT THE CITY COUNCIL ADOPT RESOLUTION 24-10 APPROVING AMENDMENT 14-A TO THE INTERLOCAL AGREEMENT BETWEEN THE CITY OF GULF BREEZE AND THE TOWN OF CENTURY RELATIVE TO A PLAN OF FINANCING FOR THE AERO MIAMI FX PROJECT.

RESOLUTION ____-10

A RESOLUTION OF THE CITY COUNCIL OF THE CITY OF GULF BREEZE, FLORIDA, APPROVING AMENDMENT NO. 14-A TO THE INTERLOCAL AGREEMENT BETWEEN THE CITY AND THE TOWN OF CENTURY CREATING THE CAPITAL TRUST AGENCY; PROVIDING AN EFFECTIVE DATE.

WHEREAS, the City of Gulf Breeze, Florida (the "City"), a municipal corporation of the State of Florida, has heretofore adopted Resolution 14-99 dated as of July 19, 1999 (the "Original Resolution"), and entered into an Interlocal Agreement between the City and the Town of Century, Florida, dated as of August 2, 1999, as amended by Amendment No. 1 through No. 25 (collectively, the "Enabling Agreement"), approving the creation of the Capital Trust Agency (the "Agency"), a public agency of the State of Florida, organized and existing under the provisions of Chapter 163, Part I, and Chapter 159, Part II, Florida Statutes, Ordinance 05-97 of the City, and its Articles of Incorporation, as amended (its "Charter") and other applicable provisions of law (collectively the "Act"), to enable public, private and not-for-profit organizations to obtain public assistance in financing or refinancing certain beneficial project or programs that benefit, enhance and/or serve a public purpose; and

WHEREAS, pursuant to the Act and in accordance with the provisions of the Original Resolution, and the Enabling Agreement, as amended, the City, the Town of Century and the Agency have heretofore approved a program (the "Program") to enable public, private and not-for-profit organizations to obtain public assistance in financing certain projects or programs that benefit, enhance and/or serve a public purpose; and

WHEREAS, pursuant to Amendment No. 14 to the Enabling Agreement, the Agency has previously issued its \$25,185,000 Adjustable Rate Air Cargo Revenue Bonds, Series 2004A (Aero Miami FX, LLC Project) (the "Prior Senior Bonds") and its \$2,080,000 Subordinate Fixed Rate Air Cargo Revenue Bonds, Series 2004B (Aero Miami FX, LLC Project) (the "Prior Subordinate Bonds," and together with the Prior Senior Bonds, the "Prior Bonds"), the proceeds of which were loaned to Aero Miami FX, LLC (the "Borrower") and used to finance the cost of acquiring, constructing and equipping an air cargo warehouse and distribution facility located at the Miami International Airport, Miami, Florida, and to pay certain related expenses (the "Prior Project").

WHEREAS, the Borrower has requested that the Issuer convert, remarket and sell not exceeding \$30,000,000 Fixed Rate Air Cargo Revenue Refunding Bonds (Aero Miami FX, LLC Project), Series A and convert, remarket, refund and sell not exceeding \$5,000,000 Fixed Rate Air Cargo Revenue Refunding Bonds (Aero Miami FX, LLC Project), Series B (collectively, the "Bonds"), the proceeds of which will be used to purchase and repay the Prior Senior Bonds and purchase, pay or refund the Prior Subordinate Bonds; and

WHEREAS, pursuant to the Act and in accordance with the provisions of the Original Resolution, the Agency did on September 7, 2010, take official action by adopting its resolution (the "Agency Resolution") authorizing the issuance of its revenue bonds (the "Bonds") for the purpose, among other things, of converting the financing or refinancing, in the case of the Series B Bonds, to a fixed rate of interest for the Prior Project for the Borrower; and

WHEREAS, on September 21, 2010, the City adopted its Resolution No. 19-10 approving the plan of finance for the Prior Project and approving the issuance of not exceeding \$30,000,000 of the Bonds for the Prior Project and the loan of the proceeds thereof to the Company for the purpose of financing or refinancing the Prior Project; and

WHEREAS, the City desires to approve Amendment No. 14-A to the Enabling Agreement setting forth its agreements with the Town of Century with respect to the issuance of the Bonds;

NOW THEREFORE, BE IT RESOLVED BY THE CITY COUNCIL OF THE GULF BREEZE, FLORIDA:

SECTION 1. IMPLEMENTATION OF THE ENABLING AGREEMENT.

Pursuant to the Enabling Agreement, there is hereby approved the execution and delivery of Amendment No. 14-A to the Enabling Agreement to effect the approvals granted in Resolution No. 19-10. Such Amendment shall be in substantially the form attached hereto as Exhibit "A," and the Mayor is authorized to execute and deliver the same on behalf of the City, with such changes not inconsistent herewith as the Mayor shall approve, his execution thereof to conclusively establish such approval.

SECTION 2. REPEALING CLAUSE.

All resolutions or parts thereof of the City in conflict with the provisions herein contained are, to the extent of such conflict, hereby superseded and repealed, to the extent of such inconsistency.

SECTION 3. EFFECTIVE DATE.

This resolution shall take effect immediately upon its adoption this 4th day of October, 2010.

**GULF BREEZE, FLORIDA
CITY COUNCIL**

(SEAL)

By: _____
Beverly Zimmern , Mayor

ATTEST:

By: _____
Its: City Clerk

EXHIBIT "A"

FORM OF AMENDMENT NO. 14-ATO INTERLOCAL AGREEMENT

EXHIBIT A

AMENDMENT NO. 14-A TO INTERLOCAL AGREEMENT

This **AMENDMENT NO. 14-A TO INTERLOCAL AGREEMENT** (this "Amendment No. 14") is made and entered into as of the 1st day of October, 2010, by and among the **CITY OF GULF BREEZE, FLORIDA**, a municipal corporation of the State of Florida ("Gulf Breeze") and the **TOWN OF CENTURY, FLORIDA**, a municipal corporation of the State of Florida ("Century") who may collectively be referred to herein as the "Parties,"

WITNESSETH:

WHEREAS, the Parties hereto have, by Interlocal Agreement, dated as of August 2, 1999, as amended by Amendments No. 1 through No. 26 (collectively, the "Enabling Agreement"), heretofore provided for the creation of the Capital Trust Agency (the "Agency"), to enable public, private and not-for-profit organizations to obtain public assistance in financing certain projects or programs that benefit, enhance and/or serve a public purpose; and

WHEREAS, Aero Miami FX, LLC, a Delaware limited liability company (the "Borrower"), an affiliate of Cargo Acquisition Company LLC, a Delaware limited liability company qualified to do business in the State of Florida, and its affiliates have represented that they currently engage in the development and operation of aviation-related transfer point facilities for the transportation industry; and

WHEREAS, pursuant to Amendment No. 14 to the Enabling Agreement, the Agency has previously issued its \$25,185,000 Adjustable Rate Air Cargo Revenue Bonds, Series 2004A (Aero Miami FX, LLC Project) (the "Prior Senior Bonds") and its \$2,080,000 Subordinate Fixed Rate Air Cargo Revenue Bonds, Series 2004B (Aero Miami FX, LLC Project) (the "Prior Subordinate Bonds," and together with the Prior Senior Bonds, the "Prior Bonds"), the proceeds of which were loaned to the Borrower and used to finance the cost of acquiring, constructing and equipping an air cargo warehouse and distribution facility located at the Miami International Airport, Miami, Florida, and to pay certain related expenses (the "Prior Project").

WHEREAS, the Borrower has requested that the Issuer convert, remarket, reissue, refund and sell not exceeding \$35,000,000 Fixed Rate Air Cargo Revenue Refunding Bonds (Aero Miami FX, LLC Project) (the "Bonds"), the proceeds of which will be used to fund the loan program herein described (the "Program"), to purchase and repay the Prior Senior Bonds and purchase, pay or refund the Prior Subordinate Bonds; and

WHEREAS, on September 7, 2010, the Agency took official action by adopting its resolution (the "Agency Resolution") authorizing the Bonds for the purpose, among other things, of converting the financing or refinancing, to a fixed rate of interest for the Prior Project for the Borrower; and

WHEREAS, Section 7 of the Enabling Agreement requires that as a condition precedent to the Agency issuing the Bonds, the Agency must obtain the prior written approval, evidenced by resolution, from the governing bodies of Century and Gulf Breeze approving such issuance and approving an amendment to the Enabling Agreement specifically authorizing such issuance. Such approval evidenced by appropriate resolutions has been obtained authorizing the execution and delivery of this Amendment to the Enabling Agreement with respect to the financing herein described; and

WHEREAS, the Parties desire to amend the Enabling Agreement to permit and authorize the Agency to issue the Bonds herein described; and

NOW, THEREFORE, the Parties hereby agree as follows:

SECTION 1. ENABLING AGREEMENT AMENDED FOR PRIOR PROJECT.

This Amendment is entered into pursuant to Section 7 of the Enabling Agreement for the purpose of authorizing the Agency to issue the Bonds for the purpose of refinancing, refunding, conversion, remarketing and issuance of the Prior Bonds issued for the Prior Projects.

SECTION 2. BONDS, PROGRAM, PLAN OF FINANCE APPROVED.

The Parties do hereby approve and authorize the refinancing, refunding, conversion, remarketing and issuance of the Prior Bonds as Bonds in the aggregate principal amount not exceeding \$35,000,000 to fund the Program. Each installment or issue of such Bonds shall be designated by series, in such manner as the Agency shall determine, so as to separately identify each such installment or issue. The Agency and its officers, employees, agents and attorneys are hereby authorized to enter into, on behalf of the Agency, from time to time, interlocal agreements, cash management agreements, interest rate swap or hedge transactions, investment agreements, repurchase agreements, bond credit or insurance agreements, reimbursement agreements, security documents and other agreements or instruments deemed necessary or convenient to effect or implement the issuance of the Bonds and the purposes and programs for which the Bonds are to be issued and to conform the purposes stated in the Articles of Incorporation of the Agency to authorizations herein contained. No obligation of the Agency under any such agreement or instrument shall constitute an obligation of Century or of Gulf Breeze. The Bonds shall be limited and special obligations of the Agency, payable from the revenues or receipts of the programs or projects, payments by the Borrower, or other sources relating to the purpose for which they are issued, all in the indentures for the Bonds. The Bonds shall not constitute a pledge of the faith and credit or taxing power of or constitute an obligation of Century or of Gulf Breeze.

SECTION 3. ADMINISTRATIVE FEES AND EXPENSES FOR THE TOWN OF CENTURY.

Upon the issuance of each series or installment of Bonds, Century shall be paid by either the Agency or Gulf Breeze, solely from amounts received from the Borrower the sum specified on Schedule 1 attached hereto.

SECTION 4. ENABLING AGREEMENT CONTINUED.

The Enabling Agreement, as amended hereby, is hereby ratified, confirmed and approved and shall otherwise continue in full force and effect. Nothing in this Amendment shall be deemed to adversely affect the authorizations in the Enabling Agreement as it existed prior to the effective date of this Amendment, or to adversely affect the interests of the holders of any Bonds issued or to be issued pursuant to such authorizations. Except as and only to the extent specifically amended hereby, such Enabling Agreement is hereby incorporated by reference.

SECTION 5. INDEMNITY.

To the extent permitted by law, the Agency and Gulf Breeze shall indemnify and defend Century and hold Century harmless against any and all claims, losses, liabilities or damages to property or any injury or death of any person or persons occurring in connection with the issuance of the Bonds pursuant hereto, or in connection with the acquisition or operation of the Prior Projects, or for any liability any way growing out of or resulting from the Enabling Agreement, as amended, this Amendment, the financing agreements and/or bond indentures executed in connection with the Bonds or the Bonds, including, without limitation, all costs and expenses of Century, including reasonable attorney's fees, incurred in the performance of any activities of Century in connection with the foregoing or the enforcement of any agreement of the Agency herein contained. Any such obligation of Gulf Breeze or the Agency shall be payable solely from the amounts available to them for such purposes under the Bond financing or any other plan of finance heretofore or hereafter undertaken by the Agency, and shall not constitute a general obligation or a pledge of the faith and credit of Gulf Breeze or the Agency, or an obligation to pay the same from any sources other than such amounts available to them for such purposes under the Bond financing.

SECTION 6. SEVERABILITY OF INVALID PROVISIONS.

If any one or more of the covenants, agreements or provisions herein contained shall be held contrary to any express provisions of law or contrary to the policy of express law, though not expressly prohibited, or against public policy, or shall for any reason whatsoever be held invalid, then such covenants, agreements or provisions shall be null and void and shall be deemed severable from the remaining covenants, agreements or provisions and shall in no way affect the validity of any of the other provisions hereto.

SECTION 7. COUNTERPARTS.

This Amendment may be simultaneously executed in several counterparts, each of which shall be an original and all of which shall constitute but one and the same instrument.

SECTION 8. EFFECTIVE DATE; AMENDMENTS.

This Amendment shall take effect when duly executed by the Parties and filed in accordance with law. This Amendment may be amended only by written instrument signed by authorized representatives of Century and of Gulf Breeze; provided, however, that no such amendment which would adversely affect the rights of the holders or owners of any then outstanding Bonds of the Agency or of any other member shall take effect until such time as all necessary consents or approvals with respect to such Bonds shall have been obtained, in the case of the rights of bondholders, or the consents and approvals of the affected members, in the case of the rights of members.

IN WITNESS WHEREOF, the Parties have caused this Amendment to Enabling Agreement to be executed by their duly authorized officers as of the date first above written.

CITY OF GULF BREEZE, FLORIDA

[SEAL]

By: _____
Beverly Zimmern
Mayor

ATTEST:

By: _____
Marita Rhodes
City Clerk

TOWN OF CENTURY, FLORIDA

[SEAL]

By: _____
Evelyn Hammond
Mayor

ATTEST:

By: _____
Dorothy Sims
Town Clerk

SCHEDULE 1
PAYMENT TO TOWN OF CENTURY

\$350.00 per million principal amount of each issue, upon issuance thereof, but not less than \$2,500.00.

RESOLUTION 19-10

A RESOLUTION OF THE CITY COUNCIL OF THE CITY OF GULF BREEZE, FLORIDA, APPROVING A PLAN OF FINANCE FOR THE PURPOSE OF FINANCING OR REFINANCING A PRIOR PROJECT FOR MIAMI FX, LLC AT FIXED INTEREST RATES; APPROVING THE ISSUANCE FROM TIME TO TIME OF NOT EXCEEDING \$35,000,000 CAPITAL TRUST AGENCY REVENUE BONDS FOR THE PURPOSE OF FINANCING A LOAN PROGRAM TO ASSIST IN FINANCING OR REFINANCING SUCH PRIOR PROJECT; PROVIDING FOR REPEAL OF CONFLICTING PROVISIONS; AND PROVIDING AN EFFECTIVE DATE.

WHEREAS, the City of Gulf Breeze, Florida (the "City"), a municipal corporation of the State of Florida, has heretofore adopted Resolution 14-99 dated as of July 19, 1999 (the "Original Resolution"), and entered into an Interlocal Agreement between the City and the Town of Century, Florida, dated as of August 2, 1999, as amended by Amendment No. 1 through No. 25 (collectively, the "Enabling Agreement"), approving the creation of the Capital Trust Agency (the "Agency"), a public agency of the State of Florida, organized and existing under the provisions of Chapter 163, Part I, and Chapter 159, Part II, Florida Statutes, Chapter 617, Florida Statutes, Ordinance 05-97, as amended, of the City, and its Articles of Incorporation, as amended (its "Charter") and other applicable provisions of law (collectively the "Act"), to enable public, private and not-for-profit organizations to obtain public assistance in financing or refinancing certain beneficial projects or programs that benefit, enhance and/or serve a public purpose; and

WHEREAS, pursuant to Amendment No. 14 to the Enabling Agreement, the Agency has previously issued its \$25,185,000 Adjustable Rate Air Cargo Revenue Bonds, Series 2004A (Aero Miami FX, LLC Project) (the "Prior Senior Bonds") and its \$2,080,000 Subordinate Fixed Rate Air Cargo Revenue Bonds, Series 2004B (Aero Miami FX, LLC Project) (the "Prior Subordinate Bonds," and together with the Prior Senior Bonds, the "Prior Bonds"), the proceeds of which were loaned to Aero Miami FX, LLC (the "Borrower") and used to finance the cost of acquiring, constructing and equipping an air cargo warehouse and distribution facility located at the Miami International Airport, Miami, Florida, and to pay certain related expenses (the "Prior Project").

WHEREAS, the Borrower has requested that the Issuer convert, remarket and sell not exceeding \$30,000,000 Fixed Rate Air Cargo Revenue Refunding Bonds (Aero Miami FX, LLC Project), Series A and convert, remarket, refund and sell not exceeding

\$5,000,000 Fixed Rate Air Cargo Revenue Refunding Bonds (Aero Miami FX, LLC Project), Series B (collectively, the "Bonds"), the proceeds of which will be used to purchase and repay the Prior Senior Bonds and purchase, pay or refund the Prior Subordinate Bonds; and

WHEREAS, pursuant to the Act and in accordance with the provisions of the Original Resolution, the Agency did on September 7, 2010, take official action by adopting its resolution (the "Agency Resolution") authorizing the issuance of its revenue bonds (the "Bonds") for the purpose, among other things, of converting the financing or refinancing, in the case of the Series B Bonds, to a fixed rate of interest for the Prior Project for the Borrower; and

WHEREAS, the City has been advised that the Agency desires to remarket or reissue not exceeding \$35,000,000 of the Bonds for the purpose of financing or refinancing the Prior Project on behalf of the Borrower, and to fund the loan program herein described (the "Plan of Finance"); and

WHEREAS, the City Council desires to approve the Bonds and the issuance and sale thereof pursuant to the Plan of Finance and to express its approval of the action taken by the Agency and its officials pursuant to the Agency Resolution, and to grant all other approvals required in connection with the reissuance, conversion, refunding, issuance and sale of the Bonds;

NOW THEREFORE, BE IT RESOLVED BY THE CITY COUNCIL OF THE GULF BREEZE, FLORIDA:

SECTION 1. BONDS AND PLAN OF FINANCE APPROVED.

The City hereby approves the Plan of Finance described herein, and the Bonds to be reissued, refinanced, remarketed or refunded from time to time in the aggregate principal amount not exceeding \$35,000,000. The Agency and its officers, employees, agents and attorneys are hereby authorized from time to time to take all action, to execute and deliver such authorizations, approvals, certificates and documents, and to enter into, on behalf of the Agency, such interlocal agreements, interest rate swap or hedge transactions, investment agreements, repurchase agreements, bond credit or insurance agreements, waivers, reimbursement agreements, and other agreements or instruments deemed necessary or convenient to effect or implement the Plan of Finance, the issuance of the Bonds and the purposes for which the Bonds are to be issued. No obligation of the Agency under any such agreement shall constitute an obligation of the City except to the extent the same may be expressly approved by the City. The Bonds

shall be limited and special obligations of the Agency, and shall not constitute a pledge of the faith and credit or taxing power of or constitute an obligation of the City.

SECTION 2. REPEALING CLAUSE.

All resolutions or parts thereof of the City in conflict with the provisions herein contained are, to the extent of such conflict, hereby superseded and repealed.

SECTION 3. EFFECTIVE DATE.

This resolution shall take effect immediately upon its adoption this 21st day of September, 2010.

**GULF BREEZE, FLORIDA
CITY COUNCIL**

(SEAL)

By: *Beverly H. Zimmern*
Beverly Zimmern, Mayor

ATTEST:

By: *Marita Rhodes*
Its: City Clerk

Councilman Present: Dana Morris, J. B. Schluter, Richard Fulford, Joseph Henderson and Mayor Beverly Zimmern

A. SUBJECT: DISCUSSION AND ACTION REGARDING APPROVAL OF ANDREWS-PAULOS EAGLE FUND – WARRIOR CONTINUUM PROGRAM

Reference: Presentation by Alex Lincoln, Andrews Institute

RECOMMENDATION:

No Council action necessary at this time. Item to be placed on the next executive Session to be held on Wednesday, October 13, 2010 for further discussion and action.

B. SUBJECT: DISCUSSION AND ACTION REGARDING RESOLUTION NO. 23-10, ISSUANCE OF CAPITAL TRUST AGENCY BONDS, AVIATION FACILITIES

Reference: City Manager memo dated September 20, 2010

RECOMMENDATION:

That the City Council direct staff to place a Resolution approving the plan of finance for Million Air Interlink, not to exceed \$76,000,000, on the agenda for the October 4th regular meeting for approval.

C. SUBJECT: DISCUSSION AND ACTION REGARDING RESOLUTION NO. 22-10, DESIGNATING SATURDAY, OCTOBER 30, 2010 AS HALLOWEEN EVENING TO TRICK OR TREAT IN THE CITY OF GULF BREEZE

Reference: City Manager memo dated September 23, 2010

RECOMMENDATION:

That the City Council, in concert with the City of Milton and the Santa Rosa County Commission, designate Saturday, October 30, 2010, as the evening to trick or treat in the City of Gulf Breeze.

D. SUBJECT: DISCUSSION AND ACTION REGARDING MEDIACOM FUEL TV SCREENING EVENT

Reference: Parks and Recreation Director memo dated September 21, 2010

RECOMMENDATION:

That the City Council approve the use of the outdoor basketball court and skate park for a special event on October 9, 2010, 7:30 p.m. to 10:30 p.m (Council also recommended that a police officer be present to help with traffic control.)

E. SUBJECT: DISCUSSION AND ACTION REGARDING DRAFT LANDSCAPING PLANS, FDOT GRANT FOR U.S. 98

Reference: City Manager memo dated September 24, 2010

RECOMMENDATION:

That the City Council approve the plans for landscaping of U.S. 98 as modified, subject to Florida Department of Transportation approval and final design.

F. SUBJECT: DISCUSSION AND ACTION REGARDING PRESSURE WASHING THE GULF BREEZE PEDESTRIAN OVERPASS RAMPS

Reference: Assistant City Manager memo dated September 23, 2010

RECOMMENDATION:

That the City Council meet Monday, October 4, 2010, as the Community Redevelopment Agency and approve and direct staff to schedule pressure Washing of the pedestrian overpass and the project to be paid from CRA funds.

G. SUBJECT: DISCUSSION AND ACTION REGARDING MEMBERSHIP DUES, FLORIDA REDEVELOPMENT ASSOCIATION

Reference: City Manager memo dated September 24, 2010

RECOMMENDATION:

That the City Council meet Monday, October 4, 2010 as the Board of Directors of the Community Redevelopment Agency and Approve payment of \$595 for annual membership in the Florida Redevelopment Association.

H. SUBJECT: DISCUSSION AND ACTION REGARDING EXTENSION OF DECORATIVE FENCE

Reference: City Manager memo dated September 24, 2010

RECOMMENDATION:

That the City Council meet on October 4, 2010 as the Board of Directors of the Community Redevelopment Agency and approve funding in the amount of \$21,302 for extension of the decorative fence.

I. SUBJECT: DISCUSSION AND ACTION REGARDING TRANSMITTAL OF CITY COMPREHENSIVE PLAN TO DCA

Reference: Assistant City Manager memo dated September 24, 2010

RECOMMENDATION:

That the City Council meet Monday, October 4, 2010, as the Community Redevelopment Agency and approve and direct staff to employ the services of Peggy Fowler to complete the Comprehensive Plan Amendments, deliver them to DCA by September 29, 2010 at a cost of \$3,000, and CRA funds used to pay for her services.

J. SUBJECT: DISCUSSION AND ACTION REGARDING ENERGY EFFICIENCY BLOCK GRANT

Reference: City Manager memo dated September 24, 2010

RECOMMENDATION:

That the City Council authorize staff and Energy System Group to proceed with an investment grade audit as part of an energy efficiency block grant, at a cost not to exceed \$25,000, and authorize Mayor Zimmern to sign the grant.

K. SUBJECT: DISCUSSION AND ACTION REGARDING ENERGY PERFORMANCE CONTRACTOR/CONSULTANT SELECTION

Reference: Assistant Public Service Director memo dated September 23, 2010

RECOMMENDATION:

That the City Council approve Energy Services Group, Inc., as the primary Energy performance contractor for the Energy Efficiency and Conservation Block Grant. We also recommend that the City use the Trifecta Team for Other energy audits or energy saving projects not related to the EECBG.

L. SUBJECT: DISCUSSION AND ACTION REGARDING SMOKE AND TOBACCO FREE WORKPLACE AMENDMENT TO CITY'S PERSONNEL MANUAL

Reference: Assistant City Manager memo dated September 23, 2010

RECOMMENDATION:

That the City Council table this item at this time. To be considered at a future meeting.

M. SUBJECT: DISCUSSION AND ACTION REGARDING NEW CONTRACT WITH FRATERNAL ORDER OF POLICE (FOP) 2010 – 2013

Reference: City Manager memo dated September 23, 2010

RECOMMENDATION:

That the City Council direct the City Attorney and staff to make the Necessary changes to the City's contract with the Fraternal Order of Police and that the amended contract be approved as of October 1, 2010.

N. INFORMATION ITEMS

ITEM TO BE ADDED TO REGULAR AGENDA MONDAY, OCTOBER 1, 2010:
DISCUSSION AND ACTION REGARDING APPROVING
CERTAIN ACTIVITIES FOR THE OCTOBER 8, 2010
GULF BREEZE HIGH SCHOOL HOMECOMING
FOOTBALL GAME

Reference: City Manager verbal report

RECOMMENDATION:

That the City Council place the following new item on the agenda for the regular meeting to be held on Monday, October 1, 2010: Approving Certain activities for the Gulf Breeze Homecoming Football Game.



City of Gulf Breeze

OFFICE OF THE CITY MANAGER

Memorandum

To: Mayor and City Council

From:  Edwin A. Eddy, City Manager

Date: 10/1/2010

Subject: Design of Recreation Center Expansion

Staff met with Bay Design yesterday. We continued planning for public input meetings relative to the expansion and renovation of the Rec Center. Attached is a recap of our meeting. We plan to invite the groups listed to the first meeting as well as open the meeting to the public. When we have a list of desirable features from these primary users and the interested citizens, we will hold a second meeting to present and modify the list of needs for the project.

Edwin Eddy

From: Steve Jernigan [Steve@baydesign.com]
Sent: Thursday, September 30, 2010 3:48 PM
To: Edwin Eddy; Ron Pulley
Cc: Kelly Wieczorek
Subject: Meeting today re community input process
 Buz/Ron – let me know if you want to edit

Meeting with Buz Eddy (GB City Mgr.), Ron Pulley (GB Recreation Director), Kelly Wieczorek (BDA), Steve Jernigan (BDA)

Planned community input meetings for October 20th and November 9th (both at 6 p.m.) at Gulf Breeze Recreation Center in multi-purpose room. First meeting for targeted community groups, second for at-large citizens (to be notified in water bills being mailed around end of October). Purpose: to gather community input for wants/needs assessment for Recreation Center renovation/addition project program.

Targeted community groups discussed:

Gulf Breeze City Council
 City Staff / Rec Center Staff
 Gulf Breeze Schools (Elementary, Middle, High)
 Gulf Breeze Sports Association
 Gulf Breeze Chamber of Commerce
 City Churches (Baptist, Methodist, Catholic, Presbyterian, Episcopalian)
 Poffs Taekwondo
 Jazzercise
 ShoreFit
 Tennis
 Rotary
 Optimists
 Sertoma
 Historical Society
 Gulf Breeze Hospital/Andrews Institute
 Publix
 Garden Clubs
 All city-related boards (ARB, DRB, BOA, Parks, Capital Trust Agency, SSRU)
 Homeowner's Associations (Deer Point, Peake's Point, Plantation Hill, Chanteclair)
 Major Businesses (AppRiver?)

Steve Jernigan, AIA, LEED AP

Bay Design Associates Architects, PL
 720 Bayfront Parkway, Suite 200
 Pensacola, FL 32502
 p: 850.432.0706 ext. 102
 f: 850.433.0508
 email: steve@baydesign.com



City of Gulf Breeze

OFFICE OF THE CITY MANAGER

Memorandum

To: Mayor and City Council

From:  Edwin A. Eddy, City Manager

Date: 10/1/2010

Subject: Special Event, Saturday October 23, 2010 "Bras Across the Bridge"

Radio station 94.1, the Gulf Breeze Area Chamber of Commerce and Baptist Hospital are planning a special event fund raiser called "Bras Across the Bridge". The event will be held on the Sikes Bridge from Gulf Breeze to Pensacola Beach between 7:00 a.m. and 10:00 a.m. on Saturday, October 23rd.

Participants will either drop off \$5.00 and a bra at certain drop off points or bring both to the event. The bras will be tied together and, hopefully, stretched across the bridge.

The funds raised will be donated to Baptist Health Care to promote awareness of breast cancer and to fund mammogram screening for indigent or uninsured patients.

All the details for this event are not finalized. Pending completion of all the details to staff's satisfaction, we recommend approval of this special event/fund raiser.

RECOMMENDATION:

THAT THE CITY COUNCIL APPROVE THE BRAS ACROSS THE BRIDGE EVENT FOR SATURDAY, OCTOBER 23, 2010 PENDING FINALIZATION OF DETAILS TO STAFF'S SATISFACTION.

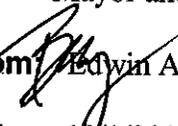


City of Gulf Breeze

OFFICE OF THE CITY MANAGER

Memorandum

To: Mayor and City Council

From:  Edwin A. Eddy, City Manager

Date: 10/1/2010

Subject: Special Event: Gulf Breeze High School Homecoming

Gulf Breeze High School will celebrate Homecoming on Friday, October 8, 2010. This event is held each fall around this time and usually involves various special events. Most of these have little or no impact on City services.

As has been the practice for the past few years, fire works will be part of the program. This process is monitored closely by the Fire Department. This year, the Quarterback Club also plans to have one or more parachutists drop into the stadium. The Police and Fire Department have been involved in the review of this request with the Federal Aviation Agency. All have approved the drop.

RECOMMENDATION:

THAT THE CITY COUNCIL APPROVE THE SPECIAL EVENTS ASSOCIATED WITH GBHS HOMECOMING ON OCTOBER 8, 2010.

**COMMUNITY REDEVELOPMENT AGENCY
BOARD OF DIRECTORS
SPECIAL MEETING**

OCTOBER 4, 2010
MONDAY, 6:30 P.M.
COUNCIL CHAMBERS

**THIS SPECIAL MEETING OF THE COMMUNITY REDEVELOPMENT
AGENCY – BOARD OF DIRECTORS – WILL CONVENE AT THE
CONCLUSION OF THE REGULAR CITY COUNCIL MEETING**

CONSENT AGENDA ITEMS:

- A. Discussion and Action Regarding Pressure Washing the Gulf Breeze Pedestrian Overpass Ramps
- B. Discussion and Action Regarding Membership Dues, Florida Redevelopment Association
- C. Discussion and Action Regarding Extension of Decorative Fence
- D. Discussion and Action Regarding Transmittal of City Comprehensive Plan to Department of Community Affairs

ACTION AGENDA ITEMS:

- A. Discussion and Action Regarding Change Orders 3 and 4, Decorative Fence

If any person decides to appeal any decisions made with respect to any matter considered at this meeting or public hearing, such person may need to insure that a verbatim record of the proceedings is made, which record includes the testimony and any evidence upon which the appeal is to be based.

The public is invited to comment on matters before the City Council upon seeking and receiving recognition from the chair.



City of Gulf Breeze

MEMORANDUM

TO: Edwin A. Eddy, City Manager
FROM:  David J. Szymanski, Assistant City Manager
DATE: September 23, 2010
SUBJECT: Gulf Breeze Pedestrian Overpass Ramps

During the spring of 2010, the City has been in communication with the Florida Department of Transportation concerning the repair and maintenance of the pedestrian overpass. The only portion of the overpass that is not part of the repair and maintenance process is the fencing on the overpass ramps and the overpass fence panels.

At the May 17th City Council Meeting, Council directed staff to explore the possibility of replacing all the fencing on the pedestrian overpass with new fencing coated in black vinyl. Funds to pay for the fencing would come out of the CRA..

As with all remodeling projects, you start repairing one segment of the project and the remaining parts(which are old) look rather shabby. At the September 7th City Council meeting, Council directed staff to look into pressure washing or staining the ramp walkways. Staff has scheduled the pressure cleaning for after the completion of the vinyl fencing install. If pressure cleaning fails to produce the desired affect, then we will try staining. All funding for this ramp refurbishment will come out of the CRA. Pressuring washing should cost less than \$1,000.

RECOMMENDATION: That the City Council meet Monday, October 4, 2010 as the Community Redevelopment Agency and approve and direct staff to schedule pressure washing of the pedestrian overpass and the project to be paid from CRA funds.



City of Gulf Breeze

OFFICE OF THE CITY MANAGER

Memorandum

To: Mayor and City Council

From:  Edwin A. Eddy, City Manager

Date: 9/24/2010

Subject: Membership Dues, Florida Redevelopment Association

Attached is an invoice for annual dues for membership in the Florida Redevelopment Association. With an annual gross budget of about \$843,000 in the City's Community Redevelopment agency, we owe \$595 in dues.

The FRA is a beneficial resource for best practices in other CRA's around the state and to answer questions from time to time.

RECOMMENDATION:

THAT THE CITY COUNCIL MEET MONDAY, OCTOBER 4, 2010 AS THE BOARD OF DIRECTORS OF THE COMMUNITY REDEVELOPMENT AGENCY AND APPROVE PAYMENT OF \$595 FOR ANNUAL MEMBERSHIP IN THE FLORIDA REDEVELOPMENT ASSOCIATION.

Florida Redevelopment Association
P. O. Box 1757
Tallahassee, FL 32302-1757
(850) 222-9684
www.redevelopment.net

RECEIVED
SEP 17 2010
BY: _____

2010 – 11 Annual Membership Renewal Invoice

Thank you for your continued support of the FRA. Please pay the amount that would be applicable to your agency based on the budget amounts listed below and return a copy of this invoice with payment. Please make any necessary corrections or additions to your contact information directly below. If you need assistance please contact Jan Piland at jpiland@frcities.com. Thank you!

Membership Number: 52

Primary Contact: Edwin Eddy, City Manager
Email: eaeddy@ci.gulf-breeze.fl.us

Second Contact: Dave Szymanski, Assistant City Manager
Email: dszymans@ci.gulf-breeze.fl.us

Third Contact:
Email:

Fourth Contact:
Email:

Organization: CRA, City of Gulf Breeze
Address: P. O. Box 640
Gulf Breeze, FL 32562-0640

Phone: (850) 934-5115
Fax: (850) 934-5114

Organization Website: _____ (please add)

<u>Operating/Gross Budget*</u>	<u>Annual Dues Amount</u>
\$75,000 and Under	\$195
\$75,001 - \$100,000	\$295
\$100,001 - \$300,000	\$395
\$300,001 - \$600,000	\$495
\$600,001 - \$1,000,000	\$595
\$1,000,001 - \$2,000,000	\$695
\$2,000,001 - \$3,000,000	\$795
\$3,000,001 - \$4,000,000	\$895
\$4,000,001 - \$5,000,000	\$995
\$5,000,001 - \$7,500,000	\$1,495
\$7,500,001 - \$10,000,000+	\$1,995
Individual/Academic	\$295
Main Street Member	\$195

Please make checks payable to the FRA. Dues are based on an annual basis for FY October 1 through September 30. Payments to the FRA are not deductible as charitable contributions for federal income tax purposes. However, they may be deductible under other provisions of the Internal Revenue Code. 43% of dues payments may be expended on lobbying activities.

*Business members' dues are capped at \$1,000, and based upon gross annual budget.
*Government, non-profit and agency members' dues are based upon annual operating budget.

Check (Payable to FRA) Visa MasterCard

Credit Card Number _____

Expiration Date _____ Security Code ____

Card Holder's Name _____

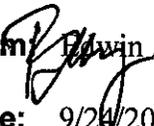


City of Gulf Breeze

OFFICE OF THE CITY MANAGER

Memorandum

To: Mayor and City Council

From:  Edwin A. Eddy, City Manager

Date: 9/24/2010

Subject: Extension of Decorative Fence

At the September 21st meeting, The City Council approved the extension of the decorative fence on almost a right angle away from U.S. 98 near the pedestrian overpass on an easterly direction toward the stadium ticket booth. This extension amounts to 115 feet of fence, four columns and footers and gates.

The contractor maintained the price for these changes as provided in the original bid. The total cost approved by the Council was \$21,302. It will be necessary to add this item to the agenda for the October 4th meeting of the Board of Directors of the CRA to authorize payment from CRA funds.

RECOMMENDATION:

THAT THE CITY COUNCIL MEET ON OCTOBER 4, 2010 AS THE BOARD OF DIRECTORS OF THE COMMUNITY REDEVELOPMENT AGENCY AND APPROVE FUNDING IN THE AMOUNT OF \$21,302 FOR EXTENSION OF THE DECORATIVE FENCE.

Biggs-Green Construction Services, Inc.

Summary: Addition of 115' of Fencing and Associated Footers and Columns to Extend the East Side Fence to the Football Ticket Office

Change Order Request #2

This change order request is for the addition of approximately 115' l.f. of additional fencing that would tie the east side fencing into the Gulf Breeze High School Football ticket booth.

In Specific:

Addition of 115 l.f. of additional fencing; three each matching gates (2 each will create a 20' vehicular access point to the football practice field in the same location and size as what is now existing and the other (3rd) gate will be for human access as they pass through the ticketing booth); 4 each new footers, columns and column caps; and, necessary drafting for inclusion of the requested changes with the record drawings.

Labor

Supervision	0 Hours	@	\$23.50 /hr	=	\$0.00
Labor	0 Hours	@	\$15.48 /hr	=	\$0.00
Total Labor this item:					<u>\$0.00</u>

Sub/Materials

Footers	4	@	\$966.00	=	\$3,864.00
Masonry Columns	4	@	\$1,085.00	=	\$4,340.00
Column Caps	4	@	\$583.81	=	\$2,335.24
Fencing 115' (incl. 3ea gates)	1	l.s.	\$10,388.00	=	\$10,388.00
Total Sub/Materials this item:					<u>\$20,927.24</u>

Other

Drafting	1	l.s.	\$375.00	=	\$375.00
Total Other this item:					<u>\$375.00</u>

RECAP:	
Labor	\$0.00
Materials	\$20,927.24
Other	\$375.00
<hr/>	
Sub-Total	\$21,302.24
10% OH/P	\$0.00
<hr/>	
TOTAL CHANGE REQUEST #2:	\$21,302

The costs within this change mirror those costs identified, submitted and approved as the Schedule of Values for this project. If there should be any questions or clarification needed please feel free to contact me at your convenience. Our price as provided includes all labor, materials, subcontract costs, insurances, taxes and any other required costs of our contract to perform the work identified.

Accepted:

Respectfully Submitted:

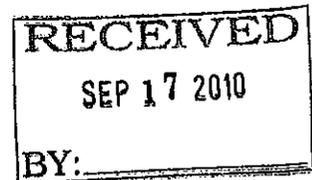
Rejected:

By: _____

Jonathan D. Green, President
Biggs-Green Construction Services, Inc.

Date: _____

Florida Redevelopment Association
P. O. Box 1757
Tallahassee, FL 32302-1757
(850) 222-9684
www.redevelopment.net



2010 – 11 Annual Membership Renewal Invoice

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Membership Number: 52

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Email: eaeddy@ci.gulf-breeze.fl.us

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Email: dszymans@ci.gulf-breeze.fl.us

Third Contact:
Email:

Fourth Contact:
Email:

Organization: CRA, City of Gulf Breeze
Address: P. O. Box 640
Gulf Breeze, FL 32562-0640

Phone: (850) 934-5115
Fax: (850) 934-5114
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*Government, non-profit and agency members' dues are based upon annual operating budget.

Check (Payable to FRA) Visa MasterCard

Credit Card Number _____

Expiration Date _____ Security Code _____

Card Holder's Name _____



City of Gulf Breeze

MEMORANDUM

TO: Edwin A. Eddy, City Manager

FROM:  David J. Szymanski, Assistant City Manager

DATE: September 24, 2010

SUBJECT: Transmittal of City Comprehensive Plan to DCA

The City Council held two public hearings on the redraft of our Comprehensive Plan as required by law prior to transmittal of the new plan to the State Department of Community Affairs. The final element to have been considered was the Future Land Use Element. The City Council approved the FLUE at a public hearing on June 21, 2010 for transmittal.

The City severed ties with our original consultant just before the June 21st hearing. This necessitated staff putting together all the documents that make up the complete submission package to DCA. Since the information was almost ready to present to DCA, staff looked for someone locally to help in completing the package. Staff contacted Ms. Peggy Fowler, an urban, and regional planning and design consultant. Ms. Fowler is most familiar with the City of Gulf Breeze. Ms. Fowler has been employed as a consultant by Land Design Innovations on a number of projects concerning the City. Projects as : CRA Plane update, Design and Guideline standards, and the FDOT Landscaping grant. Also, Ms Fowler was a staff planner for the City of Ft. Walton Beach, responsible for their comprehensive plan and CRA. She is quite familiar with the comprehensive plan process.

After discussions with Ms. Fowler, it was determined that she could quickly finish up our comprehensive plan amendments process and hand deliver it to DCA by September 29, 2010. Staff feels that this is a reasonable timetable. Staff negotiate a price of three thousand dollars to complete the process. This expense can be paid from the CRA.

RECOMMENDATION: That the City Council meet Monday, October 4, 2010 as the Community Redevelopment Agency and approve and direct staff to employ the services of Peggy Fowler to complete the Comprehensive Plan Amendments, deliver them to DCA by September 29, 2010 at a cost of \$3,000, and CRA funds used to pay for her services.

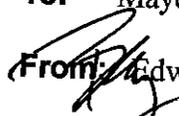


City of Gulf Breeze

OFFICE OF THE CITY MANAGER

Memorandum

To: Mayor and City Council

From:  Edwin A. Eddy, City Manager

Date: 10/1/2010

Subject: Change Orders 3 and 4, Decorative Fence

Attached are copies of the change orders listed above. Change Order No. 3 is for \$2,539. It covers two (2) items.

1. Asphalt Repair: The plan for the fence and columns on the west side of U.S. 98 at the elementary school did not, when the job was priced, involve installation of the columns in the asphalt driveway. Once the contract was awarded, comments were received from FDOT which required the columns to be moved into the asphalt. The contractor prepared for this effort by cutting the pavement. We then prevailed upon FDOT to allow the columns to be outside the paved drive.
2. Irrigation Line Repairs: The contractor agreed to make minor repairs to the irrigation system as column excavation required. However, any relocation of main lines was to be an added cost.

Total Change Order No. 3. \$2,539.00

Change order 4 involves an extension of the decorative fence by 22 feet and one more column at the elementary school drive to match up with the location of a gate that crosses the driveway perpendicular to U.S. 98. This change will provide for a better termination point than previously achieved and removal of the remaining chain link fence along U.S. 98.

Total Change Order No. 4. \$4,852.00

Total Expenditure \$7,391.00

RECOMMENDATION:

THAT THE CITY COUNCIL MEET ON MONDAY, OCTOBER 4, 2010 AS THE BOARD OF DIRECTORS OF THE COMMUNITY REDEVELOPMENT AGENCY AND APPROVE CHANGE ORDERS 3 AND 4 AND AUTHORIZE EXPENDITURE OF \$7,391.00 FROM CRA FUNDS.

EXHIBIT "G"

CHANGE ORDER

CHANGE ORDER NO.: 003

CONTRACT NO.: DATED MARCH 31, 2010

TO: CITY OF GULF BREEZE
% BUZ EDDY
1070 SHORELINE DRIVE
GULF BREEZE, FL 32561

DATE: 9/28/10

PROJECT NAME: HWY 98 FENCE

PROJECT NO.: N/A

Under our AGREEMENT dated 31 MARCH 2010

You hereby are authorized and directed to make the following change(s) in accordance with terms and conditions of the Agreement:

- ALL WORK IDENTIFIED BELOW IS FOR THE WEST SIDE OF HWY 98 & INCLUDES:
• SAWCUTTING & FILLING OF SAWCUTS ON/IN THE ASPHALT DRIVE IN FRONT OF MIDDLE SCHOOL
• SPRINKER LINE & SPRINKLER HEAD RELOCATIONS

FOR THE (Additive) (Deductive) Sum of: TWO THOUSAND FIVE HUNDRED THIRTY EIGHT & 99/100
(\$ 2538.99)

Table with 2 columns: Description and Amount. Rows include Original Agreement Amount (\$279,556.00), Sum of Previous Changes (\$25,797.00), This Change Order (Add) (Deduct) (\$2,538.99), and Present Agreement Amount (\$307,891.99).

This time for completion shall be (increased/decreased) by — (—) calendar days due to this Change Order. Accordingly, the Contract Time is now — (—) calendar days and the final completion date is ASAP by CONTRACTOR. Your acceptance of this Change Order shall constitute a modification to our Agreement and will be performed subject to all the same terms and conditions in our Agreement indicated above, as fully as if the same were repeated in this acceptance.

The adjustment, if any, to this Agreement shall constitute a full and final settlement of any and all claims arising out of or related to the change set forth herein, including claims for impact and delay costs.

Accepted: _____

By: _____

By: _____

Biggs-Green Construction Services, Inc.

Summary: Rerouting of underground sprinkler lines, footer offset & asphalt drive sawcuts and patching

Change Order Request #3

Location: West side of US Highway 98 (in front of schools)

Change Order #3 - re-routing of underground sprinkler lines that were in conflict with column footer locations; the layout and excavation of an offset footer (eventually not used per city direction) and the layout, sawcutting and sawcut repair of footers in the asphalt drive (eventually not used per city direction)

Detail:

Sprinkler Relocation: Sprinkler lines were in the location (and in the way of) column footings that were placed in locations as indicated by approved project plans.

Footer Offset & Asphalt Sawcutting: In following with the direction of the approved project plans, this contractor excavated a footer that was to offset the fencing in order to achieve alignment of the fencing that was to run along a portion of an asphalt drive and the physical layout and sawcutting of the asphalt in locations that were to receive footers and fencing columns. Per the direction of the City of Gulf Breeze, and with the approval of DOT, the fence location was moved outside of the asphalt drive therefore rendering the offset footer and asphalt sawcuts not longer needed.

Labor					
Supervision	40 Hours	@	\$23.50 /hr	=	\$940.00
Labor	32 Hours	@	\$15.48 /hr	=	\$495.36
	Total Labor this item:				<u>\$1,435.36</u>

Materials/Equip					
Sprinkler Materials	Plumbing	Lowes	7/28/2010		\$294.89
	Plumbing	Pens. Hdwr	8/4/2010		\$4.77
	Plumbing	Lowes	8/2/2010		\$45.20
	Plumbing	Lowes	8/11/2010		\$14.36
	Plumbing	Ace	9/2/2010		\$79.91
Asphalt / Asph. Related	Asphalt Saw	RSC Rental	8/13/2010		\$283.68
	Asphalt Patch	Pens. Hdwr	9/20/2010		
	Total Material/Equipment this item:				<u>\$722.81</u>

Other						
Drafting			1 l.s.	\$150.00	=	\$150.00
	Total Other this item:					<u>\$150.00</u>

RECAP:	
Labor	\$1,435.36
Materials	\$722.81
Other	\$150.00
	<hr/>
Sub-Total	\$2,308.17
10% OH/P	\$230.82
	<hr/>
TOTAL CHANGE REQUEST #2:	\$2,538.99

The work of this Change Order #3 have already been expended and were at the direction of the City of Gulf Breeze. We have included any and all backup tickets and/or contractor daily reports for verification of time and expenditures.

Accepted:

Rejected:

By: _____

Date: _____

Respectfully Submitted:

Jonathan D. Green, President
Biggs-Green Construction Services, Inc.

EXHIBIT "G"

CHANGE ORDER

CHANGE ORDER NO.: 4

CONTRACT NO.: DATED; 31 MAR, 2010

TO: Buz EDDY
c/o CITY OF GULF BREEZE, FL
1070 SHORELINE DRIVE
GULFBREEZE, FL 32561

DATE: 9/28/10

PROJECT NAME: HWY 98 FENCE

PROJECT NO.: N/A

Under our AGREEMENT dated 31 MARCH 2010

You hereby are authorized and directed to make the following change(s) in accordance with terms and conditions of the Agreement:

ONE ADDITIONAL COLUMN
ONE ADDITIONAL COLUMN FOOTER
ONE ADDITIONAL COLUMN CAP
APPROXIMATELY 22 LF OF ORNAMENTAL FENCE
EXISTING CHAIN LINK GATE RETROFIT
* ALL ON THE WEST SIDE OF HWY 98 @ MIDDLE SCHOOL

FOR THE (Additive) (Deductive) Sum of: FOUR THOUSAND, EIGHT HUNDRED
FIFTY-TWO DOLLARS & .32/100
(\$ 4,852.32)

Original Agreement Amount	\$ <u>279,556.00</u>
Sum of Previous Changes	\$ <u>28,335.99</u>
This Change Order (Add) (Deduct)	\$ <u>4,852.32</u>
Present Agreement Amount	\$ <u>312,744.31</u>

This time for completion shall be (increased/decreased) by 0 (0) calendar days due to this Change Order. Accordingly, the Contract Time is now N/A (N/A) calendar days and the final completion date is N/A OR ASAP. Your acceptance of this Change Order shall constitute a modification to our Agreement and will be performed subject to all the same terms and conditions in our Agreement indicated above, as fully as if the same were repeated in this acceptance.

The adjustment, if any, to this Agreement shall constitute a full and final settlement of any and all claims arising out of or related to the change set forth herein, including claims for impact and delay costs.

Accepted: _____

By: _____

By: _____

Biggs-Green Construction Services, Inc.

Summary: This change order request #4 is for the addition of a masonry column and associated fencing on the West side of Hwy 98.

Change Order Request #4

In Summary:

This change order request #4 is for the addition of one (1) each concrete footer, masonry column, column cap, approximately 22' l.f. of steel fencing and retrofitting of the existing driveway swing gate. This work additionally includes the tie-in of existing fencing/gates into the new fencing/columns as necessary.

Labor

Supervision	0 Hours	@	\$23.50 /hr	=	\$0.00
Labor	0 Hours	@	\$15.48 /hr	=	\$0.00
Total Labor this item:					<u>\$0.00</u>

Sub/Materials

Footers	1	@	\$966.00	=	\$966.00
Masonry Columns	1	@	\$1,085.00	=	\$1,085.00
Column Caps	1	@	\$583.81	=	\$583.81
Retrofit Gate /					
Fencing approx. 22'	1	@	\$1,776.39	=	\$1,776.39
Total Sub/Materials this item:					<u>\$4,411.20</u>

Other

Drafting	0	l.s.	\$0.00	=	\$0.00
Total Other this item:					<u>\$0.00</u>

RECAP:	
Labor	\$0.00
Materials	\$4,411.20
Other	\$0.00
<hr/>	
Sub-Total	\$4,411.20
10% OH/P	\$441.12
<hr/>	
TOTAL CHANGE REQUEST #2:	\$4,852.32

The costs within this change mirror those costs identified, submitted and approved as the Schedule of Values for this project. If there should be any questions or clarification needed please feel free to contact me at your convenience. Our price as provided includes all labor, materials, subcontract costs, insurances, taxes and any other required costs of our contract to perform the work identified.

Accepted:

Respectfully Submitted:

Rejected:

Jonathan D. Green, President
Biggs-Green Construction Services, Inc.

By: _____

Date: _____