

**GULF BREEZE CITY COUNCIL
REGULAR MEETING AGENDA**

AUGUST 5, 2013
MONDAY, 6:30 P.M.
COUNCIL CHAMBERS

1. Roll Call
2. Invocation and Pledge of Allegiance
3. Approval of Minutes of July 15, 2013 (Regular Meeting)
Approval of Minutes of July 31, 2013 (Special Meeting)
4. Resolution No. 11-13: Approving the Florida-Alabama Transportation Planning Organization Membership Reapportionment Plan for the Pensacola Florida Alabama Urbanized Area.
5. Resolution No. 12-13: Approving a Plan of Finance for Hills-Citrus Holdings-Alzheimer's/Elderly Care Facilities.
6. **CONSENT AGENDA ITEMS:***
 - A. Discussion and Action Regarding Traffic Safety - Gulf Breeze Parkway
 - B. Discussion and Action Regarding Natural Gas Service to Portofino Tower and Lifestyle Spa
 - C. Discussion and Action Regarding Natural Gas Pipeline Base Map for Pensacola Beach
 - D. Discussion and Action Regarding Fire Hydrant Replacements
 - E. Discussion and Action Regarding Purchase of Thermal Imaging Camera for Fire Department
 - F. Discussion and Action Regarding Purchase of Self Contained Breathing Apparatus for Fire Department
 - G. Discussion and Action Regarding Tiger Point Staff – City Payroll
 - H. Discussion and Action Regarding Landscape Maintenance Contract - Community Center

- I. Discussion and Action Regarding Private Attorney-Client Session, Catawba Right-of-Way

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

ACTION AGENDA ITEMS:

None

7. New Business
8. Open Forum
9. Adjournment

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 the recognition from the Chair.

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

The 1,228th regular meeting of the Gulf Breeze City Council, Gulf Breeze, Florida was held at the Gulf Breeze City Hall on Monday July 15, 2013 at 6:30 p.m.

Upon call of the roll the following Councilmen were present: Cherry Fitch, Mayor Pro Tem J. B. Schluter, Joseph Henderson and Mayor Zimmern. Councilman David G. Landfair was out of town.

APPROVAL OF MINUTES:

Councilman Fitch moved for approval of the minutes for the regular meeting held on Monday, March 5, 2012. Councilman Schluter seconded. The vote for approval was 4 - 0.

CONSENT AGENDA ITEMS:

RECOMMENDATION:

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

A. SUBJECT: DISCUSSION AND ACTION REGARDING DEVELOPMENT REVIEW BOARD RECOMMENDATIONS OF JULY 3, 2013

Reference: DRB Minutes of July 3, 2013

- (1) Randy and Heather Reese - 90 Fairpoint Drive
Request to construct an addition to the existing pier behind their residence

RECOMMENDATION:

That the City Council approve the project as submitted.

B. SUBJECT: DISCUSSION AND ACTION REGARDING ADDITIONAL ICE MAKER FOR TIGER POINT GOLF CLUB

Reference: Parks and Recreation Director memo dated June 26, 2013

RECOMMENDATION

That the City Council authorize the purchase of a new ice maker and storage bin from Gulf Ice Systems, Inc., at the Florida Government Contract price of \$6,669.91.

C. SUBJECT: DISCUSSION AND ACTION REGARDING REPLACEMENT CARPET FOR TIGER POINT GOLF CLUB

Reference: Parks and Recreation Director memo dated June 20, 2013

RECOMMENDATION:

That the City Council authorize the purchase and installation of carpet tiles in the first floor of the Tiger Point Clubhouse from Blue Water Flooring at their quoted price of \$15,012.50.

d. SUBJECT: DISCUSSION AND ACTION REGARDING CHANGE ORDER FOR TIGER POINT GOLF CLUB MAIN BUILDING

Reference: Parks and Recreation Director memo dated June 27, 2013

RECOMMENDATION:

That the City Council authorize the change order in the total amount of \$38,887.60, increasing the total project cost to \$102,887.60.

E. SUBJECT: DISCUSSION AND ACTION REGARDING CHANGE ORDER FOR INSTALLATION OF LED LIGHTING

Reference: City Manager memo dated July 3, 2013

RECOMMENDATION:

That the City Council approve change orders 1, 2, and 4 for work done at City Hall and change order 3 for lighting at Tiger Point Golf and Country Club.

F. SUBJECT: DISCUSSION AND ACTION REGARDING FEMA 2013 PILOT PROGRAM

Reference: Finance Director memo dated July 2, 2013

RECOMMENDATION:

That the City Council empower the Mayor and/or City Manager, in the event of a declared disaster, to authorize election of any or all of the 2013 FEMA Pilot Programs that they deem in the best interest of the City at that time.

G. SUBJECT: DISCUSSION AND ACTION REGARDING BUDGET WORKSHOP AND SETTING OF A SPECIAL MEETING

Reference: Assistant City Manager memo dated July 3, 2013

RECOMMENDATION:

That the Executive Meeting scheduled for July 31, 2013 be set as a Special Meeting to accomplish "TRIM" requirements; that the Tentative Budget Hearing date for adopting the Resolution for Tentative Ad Valorem and budget and regular Council meeting be set for Wednesday, September 4, 2013, 6:30 p.m. at Gulf Breeze City Hall; and that the Council set Tuesday, September 17, 2013, 6:30 p.m. at Gulf Breeze City Hall as the date for the final millage, budget public hearing.

Councilman Henderson moved for approval of Consent Agenda Items A, B, C, D, E, F, and G. Councilman Fitch seconded. The vote for approval was 4 - 0.

ACTION AGENDA ITEMS:

A. SUBJECT: DISCUSSION AND ACTION REGARDING AGREEMENT WITH JIM LINN OF LEWIS, LONGMAN AND WALKER OF TALLAHASSEE, FLORIDA, REGARDING THE POLICE PENSION FUND

Reference: City Manager memo dated July 12, 2013

RECOMMENDATION:

That the City Council approve a Letter of Engagement with Jim Linn of Lewis, Longman and Walker for legal assistance with the Police Pension Fund and authorize the City Manager to sign the letter.

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

OPEN FORUM:

The following individuals spoke during Open Forum: Ms. Ellie Ackley, 7 North Sunset Boulevard - spoke regarding beautification of Gulf Breeze; ending eye sores around the City; parking of vehicles, commercial vehicles, RV's, boats and utility trailers on front lawns;

Ms. Marilyn Lazear, 1245 Tall Pine Trail - spoke regarding empty lot next to her, owners live out of town and clean the lot once or twice a year - what can be done about the situation?

Mr. George Brinkman, 203 Loruna Drive - commended City Council on taking care of the City. Great Police Department, great Fire Department, nice Recreational facilities. Time for citizens to step up and take care of areas around their homes;

Orvin Johnson, Barrineau Park, spoke regarding construction of the new Pensacola Bay Bridge;

Ms. Mary Todd, 82 Highpoint Drive - ask why Gulf Breeze could not have restrictions in Grand Pointe?

Ann Belleau, 204 Laura Lane - ask about cars parking on street, hard to see.

Joseph Walsh, 404 Bear Drive - stated that people have the right to their own property and to be left alone. Should keep neat. Also asked about expenses of the golf course. The City Manager stated he would meet with Mr. Walsh to answer his questions.

ADJOURNMENT: The Mayor adjourned the meeting at 6:50 p.m.

CITY CLERK

MAYOR

**MINUTES OF A SPECIAL MEETING BY THE
CITY COUNCIL OF THE CITY OF GULF BREEZE, FLORIDA**

A Special Meeting by the Gulf Breeze City Council, Gulf Breeze, Florida, was convened at the Gulf Breeze City Hall on Wednesday, July 31, 2013, at 6:35 p.m.

The following Councilmen were present: J. B. Schluter, David Landfair, Joseph Henderson, Cherry Fitch and Mayor Beverly Zimmern .

- A. SUBJECT: Discussion and Action Regarding the establishment 2.10 mills as the millage rate to be provided to the Property Appraiser for notification to property owners to accomplish "TRIM" requirements. The Property Appraiser must also be advised of the "roll back rate", "maximum millage" rate and the date and time of the Tentative Budget Hearing.**

RECOMMENDATION:

That the City Council establish 2.0 mills as the millage rate to be provided to the Property Appraiser for notification to property owners to accomplish "TRIM" requirements; that the Tentative Budget Hearing date for adopting the Resolution for Tentative Ad Valorem and Budget and regular Council meeting be set for Wednesday, September 4, 2013, 6:30 p.m. at Gulf Breeze City Hall and that the Council set Tuesday, September 17, 2013, 6:30 p.m. at Gulf Breeze City Hall as the date for the final millage/budget public hearing.

Councilman Landfair moved for approval. Councilwoman Fitch seconded. The vote for approval was 5 - 0.

- B. SUBJECT: Discussion and Action Regarding the Master Plan.**

RECOMMENDATION:

That the City Council adopt the Master Plan and that comments made during the process be appended to the plan and that the Council revisit the Master Plan within a year

Councilman Landfair moved for approval. Councilman Schluter seconded. The vote for approval was 4-1 with Councilman Henderson Dissenting.

ADJOURNMENT:

The Mayor adjourned the Special Meeting at 7:00 p.m.

CITY CLERK

MAYOR

Councilman Present: Joseph Henderson, Mayor Pro Tem J.B. Schluter, David Landfair, Mayor Beverly Zimmern and Cherry Fitch.

ACTION AGENDA ITEMS:

A. SUBJECT: DISCUSSION AND ACTION REGARDING LAW ENFORCEMENT AND DUI CHALLENGES.

Reference: Chief of Police memo dated July 25, 2013

RECOMMENDATION:

THAT THE CITY COUNCIL RECOGNIZE SERGEANT STEFF NEFF AND SERGEANT KERSTAN TATRO FOR THEIR EFFORTS IN HELPING KEEP THE CITY OF GULF BREEZE A SAFER PLACE FOR RESIDENTS, COMMUTERS, AND VISITORS.

B. SUBJECT: DISCUSSION AND ACTION REGARDING TRAFFIC SAFETY – GULF BREEZE PARKWAY

Reference: City Manager memo dated July 25, 2013

RECOMMENDATION:

THAT THE CITY COUNCIL APPROVE THE EVALUATION OF THE TRAFFIC SAFETY ISSUES LISTED IN THE DESCRIBED MEMO BY FDOT AND STAFF.

C. SUBJECT: DISCUSSION AND ACTION REGARDING NATURAL GAS SERVICE TO PORTOFINO TOWER.

Reference: Director of Public Services memo dated July 17, 2013.

RECOMMENDATION:

THAT THE CITY COUNCIL AUTHORIZE PAYMENT OF \$15,905.80 TO UTILITY SERVICE COMPANY FOR THE INSTALLATION 882' OF 2" GAS MAIN TO PORTOFINO TOWER #4 AND LIFESTYLE SPA.

D. SUBJECT: DISCUSSION AND ACTION REGARDING NATURAL GAS PIPELINE BASE MAP FOR PENSACOLA BEACH.

Reference: Director of Public Services memo dated July 17, 2013.

RECOMMENDATION:

THAT THE CITY COUNCIL AUTHORIZE THE INCLUSION OF MAPPING SERVICES IN FEMA ALTERNATIVE PROJECT #5 AT A COST OF \$8,600 AND AUTHORIZE BASKERVILLE DONOVAN TO PROVIDE THE REQUIRED SERVICES.

E. SUBJECT: DISCUSSION AND ACTION REGARDING APPRAISAL SERVICES FOR 801 GULF BREEZE PARKWAY.

Reference: Director of Public Services memo dated July 25, 2013.

RECOMMENDATION:

THAT THE CITY COUNCIL MEET AS THE COMMUNITY REDEVELOPMENT AGENCY AT THE REGULAR CITY COUNCIL MEETING ON AUGUST 5, 2013 AND APPROVE THE EXPENDITURE OF \$5,300 FOR APPRAISALS OF 801 GULF BREEZE PARKWAY.

F. SUBJECT: DISCUSSION AND ACTION REGARDING McCLURE DRIVE SIDEWALK AND PAVING CHANGE ORDER.

Reference: Assistant Director of Public Services memo dated July 25, 2013.

RECOMMENDATION:

THAT THE CITY COUNCIL MEET ON AUGUST 5, 2013 AS THE BOARD OF DIRECTORS FOR THE COMMUNITY REDEVELOPMENT AGENCY AND APPROVE AN INCREASE OF \$28,222.51 TO ROADS, INC. OF NORTHWEST FLORIDA FOR THE ADDED WORK ON THE McCLURE DRIVE SIDEWALK AND PAVING PROJECT.

G. SUBJECT: DISCUSSION AND ACTION REGARDING FIRE HYDRANT REPLACEMENTS.

Reference: Assistant Director of Public Services memo dated July 25, 2013.

RECOMMENDATION:

THAT THE CITY COUNCIL APPROVE WARRINGTON UTILITY AND EXCAVATING TO REPLACE TWO FIRE HYDRANTS WITHIN THE CITY AT A COST OF \$15,000.

H. SUBJECT: DISCUSSION AND ACITON REGARDING THERMAL IMAGING CAMERA FOR FIRE DEPARTMENT.

Reference: Fire Chief memo dated July 25, 2013

RECOMMENDATION:

THAT THE CITY COUNCIL AUTHORIZE FIRE DEPARTMENT STAFF TO PURCHASE TWO SCOTT EAGLE ATTACK TIC'S FROM MES FIRE FOR A PURCHASE PRICE OF \$13,844.00.

I. SUBJECT: DISCUSSION AND ACTION REGARDING SELF CONTAINED BREATHING APPARATUS FOR FIRE DEPARTMENT.

Reference: Fire Chief memo dated July 25, 2013.

RECOMMENDATION:

THAT THE CITY AUTHORIZE STAFF TO PURCHASE THE SCBA'S AHEAD OF SCHEDULE FROM THE SOLE SOURCED BID FROM MES FIRE FOR A PROJECT COST OF \$86,666.58.

J. SUBJECT: DISCUSSION AND ACTION REGARDING TIGER POINT STAFF – CITY PAYROLL.

Reference: Director of Parks and Recreation memo dated July 25, 2013.

RECOMMENDATION:

THAT THE CITY COUNCIL AUTHORIZE THE CONVERSION OF TWENTY-ONE FULL TIME TIGER POINT EMPLOYEES TO THE CITY'S PAYROLL.

K. SUBJECT: DISCUSSION AND ACTION REGARDING TIGER POINT – GOLF CART LEASE.

ITEM WITHDRAWN FROM THE AGENDA

L. SUBJECT: DISCUSSION AND ACTION REGARDING TIGER POINT – WEST COURSE RENOVATION.

ITEM WITHDRAWN FROM THE AGENDA

M. SUBJECT: DISCUSSION AND ACTION REGARDING TIGER POINT GOLF CLUB NEW ON-COURSE RESTROOMS.

ITEM WITHDRAWN FROM THE AGENDA

N. SUBJECT: DISCUSSION AND ACTION REGARDING COMMUNITY CENTER – LANDSCAPE MAINTENANCE CONTRACT.

Reference: Director of Parks and Recreation memo dated July 25, 2013.

RECOMMENDATION:

THAT THE CITY COUNCIL AWARD A CONTRACT TO KEN GRIFFIN LANDSCAPE CONTRACTORS FOR THE ROUTINE CARE AND MAINTENANCE OF THE COMMUNITY CENTER'S NEW LANDSCAPE AND IRRIGATION SYSTEM, IN THE ANNUAL AMOUNT OF \$16,478.12.

O. SUBJECT: DISCUSSION AND ACTION REGARDING RESOLUTION NO. 12-13, APPROVING A PLAN OF FINANCE FOR HILLS-CITRUS HOLDINGS – ALZHEIMER'S/ELDERLY CARE FACILITIES.

Reference: City Manager memo dated July 26, 2013.

RECOMMENDATION:

THAT THE CITY COUNCIL ADOPT RESOLUTION NO. 12-13 APPROVING A PLAN OF FINANCE FOR HILLS-CITRUS HOLDINGS, LLC.

P. SUBJECT: DISCUSSION AND ACTION REGARDING REAPPORTIONMENT PLAN, TRANSPORTATION PLANNING.

Reference: City Manager memo dated July 25, 2013.

RECOMMENDATION:

THAT THE CITY COUNCIL DIRECT STAFF TO PREPARE A RESOLUTION FOR ADOPTION ON AUGUST 5, 2013 APPROVING THE REAPPORTIONMENT PLAN FOR THE FLORIDA – ALABAMA TPO.

NEW BUSINESS:

A. SUBJECT: DISCUSSION AND ACTION REGARDING A PRIVATE ATTORNEY-CLIENT SESSION.

Reference: Verbal Report from the City Attorney

RECOMMENDATION:

THAT THE CITY COUNCIL CONVENE IN A PRIVATE ATTORNEY-CLIENT SESSION CONFINED TO SETTLEMENT NEGOTIATIONS OR STRATEGY SESSIONS RELATED TO LITIGATION EXPENDITURES IN CONNECTION WITH A LAWSUIT BROUGHT AGAINST THE CITY BY LANCE REESE AND PETE AND MITZI PETERS DURING THE REGULAR CITY COUNCIL MEETING ON MONDAY, AUGUST 19, 2013.

ADJOURNMENT: 7:28 P.M.

RESOLUTION 12-13

A RESOLUTION OF THE CITY COUNCIL OF THE CITY OF GULF BREEZE, FLORIDA, APPROVING A PLAN OF FINANCE FOR THE COSTS OF THE ACQUISITION, REHABILITATION AND REFURBISHING OF ASSISTED LIVING FACILITIES TO BE LOCATED IN THE STATE OF FLORIDA; APPROVING THE ISSUANCE OF APPROXIMATELY \$34,500,000 CAPITAL TRUST AGENCY REVENUE BONDS FOR THE PURPOSE OF FINANCING A LOAN PROGRAM TO ASSIST IN FINANCING SUCH FACILITIES; PROVIDING FOR REPEAL OF CONFLICTING PROVISIONS; AND PROVIDING AN EFFECTIVE DATE.

WHEREAS, the City Council (the “City Council”) of Gulf Breeze, Florida (the “City”), a municipal corporation of the State of Florida, has heretofore adopted Resolution No. 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. 37 (including Amendments No. 14-A, 23-A, 24-A and 37-A) (collectively, the “Enabling Agreement”), approving the creation of the Capital Trust Agency (the “Agency”), a separate legal and administrative 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 No. 05-97 of the City, as amended, and its Articles of Incorporation, as amended 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 June 27, 2013, take official action by adopting its preliminary resolution (the “Agency Resolution”) indicating its intent to authorize the financing or refinancing of the hereinafter described project, and the issuance from time to time of revenue bonds in one or more series (collectively, the “Bonds”) by the Agency to finance a loan program for the purpose, among other things, of acquiring, rehabilitating and refurbishing of assisted living facilities for the elderly described on the attached Schedule “I”, each facility to be located in the counties of the State of Florida also described on Schedule “I” (collectively, the “Series 2013 Project”); and

WHEREAS, the City has been advised that the Agency desires to issue an approximately \$34,500,000 aggregate principal amount of Bonds (the exact amount to be determined by the appropriate official of the Agency, as being the amount required to fund the financing program herein authorized), to finance the Series 2013 Project on behalf of Hills-Citrus Holdings LLC, a limited liability company of the State of Delaware authorized to transact business in the State of Florida, or one or more its affiliates (as applicable, the “Borrower”) and to fund the loan program herein described (collectively, 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, 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 by the Enabling Agreement, as amended and the Original Resolution in connection with the issuance and sale of the Bonds;

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

SECTION 1. BONDS AND PLAN OF FINANCE APPROVED.

For purposes of the Act, the City hereby approves the Plan of Finance described herein, and the issuance of the Bonds. 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, reimbursement agreements, and other agreements, approvals or instruments deemed necessary or convenient to effect, implement, maintain and continue the Plan of Finance, the financing or refinancing of the Series 2013 Project through the issuance from time to time 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. AMENDMENT NO. 38 TO THE ENABLING AGREEMENT RATIFIED.

Pursuant to the Enabling Agreement, there is hereby approved the execution and delivery of an amendment to the Enabling Agreement (the "Amendment") to effect the approvals set forth in Section 1 hereof. 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 Council, with such changes not inconsistent herewith as the Mayor shall approve, her execution thereof to conclusively establish such approval.

[REST OF PAGE INTENTIONALLY LEFT BLANK]

SECTION 3. 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.

[Remainder of This Page Intentionally Left Blank]

SECTION 4. EFFECTIVE DATE.

This resolution shall take effect immediately upon its adoption this 5th day of August, 2013.

**GULF BREEZE, FLORIDA
CITY COUNCIL**

(SEAL)

By: _____
Beverly H. Zimmern, Mayor

ATTEST:

By: _____
Leslie Guyer, City Clerk

EXHIBIT "A"
AMENDMENT NO. 38
OF THE ENABLING AGREEMENT

[Follows]

SCHEDULE "I"

The projects herein described consist of the acquiring, rehabilitation and refurbishing of the following assisted living facilities for the elderly:

- (1) 61 unit facility to be known as Delaney Creek Lodge ALF, located at 320 South Lakewood Drive, Brandon, Florida 33511 in Hillsborough County, Florida;
- (2) 60 unit facility to be known as Nature Coast Lodge ALF, located at 279 North Lecanto Highway, Lecanto, Florida 34461; and
- (3) 69 unit facility to be known as West Winds ALF, 37411 Eiland Boulevard, Zephyrhills, Florida 33542.

AMENDMENT NO. 38 TO INTERLOCAL AGREEMENT

This **AMENDMENT NO. 38 TO INTERLOCAL AGREEMENT** (this “Amendment No. 38”) is made and entered into as of the 1st day of August, 2013, 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”). Gulf Breeze and Century 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. 37 (including Amendments No. 14-A, 23-A, 24-A and 37-A) (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, Hills-Citrus Holdings LLC, a limited liability company of the State of Delaware authorized to transact business in the State of Florida, or one or more its affiliates (as applicable, the “Borrower”), is engaged in, among other things, acquiring, constructing, developing, furnishing, equipping, owning, and operating assisted living facilities for the elderly; and

WHEREAS, on June 27, 2013, the Agency approved a request by the Borrower that the Agency issue its revenue bonds in a principal amount of approximately \$34,500,000 (the exact amount to be determined by the appropriate official of the Agency, as being the amount required to fund the financing herein authorized), in one or more series from time to time (collectively, the “Bonds”) and loan the net proceeds thereof to the Borrower, for the purpose, among other things, of financing and refinancing the acquisition, rehabilitation and refurbishing of the assisted living facilities described on the attached Schedule “I”, each to be located in the State of Florida (collectively, the “Series 2013 Project”); and

WHEREAS, the Agency will issue its Bonds on a case-by-case basis after review by the Agency, to provide financing and refinancing from time to time 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, the Sponsor, 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 No. 38 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 loan the proceeds to the Borrower in order to provide financing and refinancing for the Series 2013 Project;

NOW, THEREFORE, the Parties hereby agree as follows:

SECTION 1. ENABLING AGREEMENT AMENDED FOR SERIES 2013 PROJECT.

This Amendment No. 38 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 Series 2013 Project.

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

The Parties do hereby approve and authorize the Bonds, and the issuance of Bonds from time to time, in one or more series, in an aggregate principal amount determined by an appropriate official of the Agency to be sufficient to enable the financing of the Series 2013 Project. 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, escrow agreements, reimbursement agreements, security documents and other agreements, approvals or instruments deemed necessary or convenient to effect or implement the financing and refinancing of the Series 2013 Project through 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, the Sponsor, 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 "II" 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 No. 38 shall be deemed to adversely affect the authorizations in the Enabling Agreement as it existed prior to the effective

date of this Amendment No. 38, 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 project, or for any liability any way growing out of or resulting from the Enabling Agreement, as amended, this Amendment No. 38, the financing agreements and/or bond indentures executed in connection with 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 No. 38 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 H. Zimmern, Mayor

ATTEST:

By: _____
Leslie Guyer
City Clerk

TOWN OF CENTURY, FLORIDA

[SEAL]

By: _____
Freddie W. McCall, Sr., Mayor

ATTEST:

By: _____
Leslie Gonzalez, Town Clerk

SCHEDULE 1

SCHEDULE "I"

The projects herein described consist of the acquiring, rehabilitation and refurbishing of the following assisted living facilities for the elderly:

- (1) 61 unit facility to be known as Delaney Creek Lodge ALF, located at 320 South Lakewood Drive, Brandon, Florida 33511 in Hillsborough County, Florida;
- (2) 60 unit facility to be known as Nature Coast Lodge ALF, located at 279 North Lecanto Highway, Lecanto, Florida 34461; and
- (3) 69 unit facility to be known as West Winds ALF, 37411 Eiland Boulevard, Zephyrhills, Florida 33542.

SCHEDULE "II"
PAYMENT TO TOWN OF CENTURY

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

**COMMUNITY REDEVELOPMENT AGENCY
BOARD OF DIRECTORS**

AUGUST 5, 2013
MONDAY, 6:30 P.M.
COUNCIL CHAMBERS

THIS MEETING WILL BE HELD AT THE END
OF THE REGULAR CITY COUNCIL MEETING

- A. Discussion and Action Regarding Appraisal Services for 801 Gulf Breeze Parkway.
(Future CNG Compression Station)
- B. Discussion and Action Regarding McClure Drive Sidewalk and Paving Change
Order.

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 the recognition from the Chair.



City of Gulf Breeze

TO: Edwin A. Eddy, City Manager

FROM: Vernon L. Prather, Director of Public Services *V.L.P.*

DATE: July 25, 2013

RE: Appraisal Services for 801 Gulf Breeze Pkwy
(Future CNG Compression Station)

The City Council established the CNG compression station as FEMA Alternative Project #13 with a budget of \$820,000 for purchase of equipment and storage vessels. Staff has reviewed several potential sites over many months on which to locate the station.

The desired location with high visibility and applicable zoning is 801 Gulf Breeze Pkwy, which was formerly a B.P. gas station and later re-opened briefly as K.C.'s Beach Stop.

This property is currently listed for sale. In order to establish the market value, we are required to obtain two (2) appraisals since the property could exceed \$500,000 in cost. The appraisal firms were selected from an approved list and submitted the following quotes:

Fruitticher Appraisal Group	\$ 2,500.00
Real Estate Appraisal Corp	\$ 2,800.00

These appraisals establish a baseline for future negotiations and identify other considerations for the City's review.

Since the property is located in the CRA District, these costs are an eligible expense.

RECOMMENDATION: City Council meet as the Community Redevelopment Agency at the Regular City Council meeting on August 05, 2013 and approve the expenditure of \$5,300 for appraisals of 801 Gulf Breeze Pkwy.



RE: Appraisal of 801 Gulf Breeze Parkway

Tom Fruitticher <tom@flag1.net>
To: Vernon Prather <vprather@gulfbreezefl.gov>

Fri, Jul 19, 2013 at 9:53 AM

Hi Vernon,

I can provide you with a narrative, self contained appraisal report of this property for a fee of \$2,500 and can have it completed within a 2 week time frame. The appraisal would be completed in the same format as the work I do for the state of Florida and would also meet all of their standard appraisal criteria. Thank you for this opportunity and I look forward to hearing back from you soon.

Tom Fruitticher, MAI

Fruitticher - Lowery Appraisal Group

3000 Langley Ave., Suite 402

Pensacola, Florida 32504

Phone - 850-477-0419 Fax - 850-477-7931

From: Vernon Prather [mailto:vprather@gulfbreezefl.gov]
Sent: Friday, July 19, 2013 9:38 AM
To: Tom@flag1.net
Cc: Thomas Lambert
Subject: Appraisal of 801 Gulf Breeze Parkway

Mr. Fruitticher,

The City desires an appraisal of 801 Gulf Breeze Parkway. This property consists of two (2) parcels:

04-3S-29-0000-04000-0000

04-3S-29-0000-04004-0000

Please advise us of your required fee and estimated time for completion.

Best Regards,

Vernon L. Prather

Director of Public Services

Mr. Prather – As per our telephone conversation of this afternoon, we can complete an appraisal of this property as land only for a fee of \$2,800. We can complete the work within 3 weeks. Please let me know if you wish for us to proceed with this assignment. Kind regards, -Shawn

R. Shawn Brantley, MAI, CCIM

Brantley & Associates Real Estate Appraisal Corp.

Mailing: POB 12505, Pensacola, FL. 32591

Overnight: 100 N. Spring St., Pensacola, 32502

Phone: 850-433-5075

Fax: 850-438-0617

----- Forwarded message -----

From: **Vernon Prather** <vprather@gulfbreezefl.gov>
Date: Fri, Jul 19, 2013 at 9:27 AM
Subject: Appraisal of 801 Gulf Breeze Parkway
To: brantleyassociates@brantleyassociates.com
Cc: Thomas Lambert <tlambert@gulfbreezefl.gov>

Mr. Brantley,

The City desires an appraisal of 801 Gulf Breeze Parkway. This property consists of two (2) parcels:

04-3S-29-0000-04000-0000

04-3S-29-0000-04004-0000

Please advise us of your required fee and estimated time for completion.

Best Regards,

Vernon L. Prather

Director of Public Services

PLEASE NOTE: Florida has very broad public records law. All e-mail communication with the City of Gulf Breeze is archived and may be subject to public disclosure.

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City of Gulf Breeze

MEMORANDUM

TO: Edwin A. Eddy, City Manager
FROM: Thomas E. Lambert, Assistant Director of Public Services
DATE: July 25, 2013
RE: McClure Drive Sidewalk and Paving Change Order

The contract for the McClure Drive Sidewalk and Paving contemplated that the final price would be adjusted for actual in place quantities. The actual quantities of base and asphalt placed were more than originally estimated. The portion of McClure that was to be milled and overlaid did not have enough asphalt to only mill. The asphalt was completely removed as well as some base material, then two layers of asphalt were installed instead of just the one overlay.

Also, the design for this project was the Department of Transportation's design, and they had reduced the size of the driveway for the storage facility. Staff authorized the contractor to restore the driveway to the current state instead of reducing the size.

This will be funded from the CRA. The current contract amount is \$159,966.50, the increase of \$28,222.51 will change the price to \$188,189.01. The City is expecting a reimbursement of \$20,000 from the Department of Transportation for the sidewalk.

RECOMMENDATION: That the City Council meet on August 5, 2013 as the Board of Directors for the Community Redevelopment Agency and approve an increase of \$28,222.51 to Roads, Inc. of Northwest Florida for the added work on the McClure Drive Sidewalk and Paving Project.

CONTINUATION SHEET

Project Name: McClure Dr Sidewalk and Paving Project

Page (2) of (2)

Applic. #: 13-014-3
 Applic. Date: 7/10/2013
 Period to: 6/30/2013
 Roads Project #: 13-014

Roads, Inc. of NWF
 106 STONE BLVD.
 CANTONMENT, FL 32533
 PH: 850-968-0991

#	Description	Est. Qty.	Unit	Unit \$	Estimated Amount	Quantity Prev.Period	\$ Prev.Period	Quantity This Period	\$ This Period	Work Complete To Date		Balance to Complete	% Comp.	Retainage
										Qty. Comp.	\$ Total			
1	Mobilization	1	LS	8550.00	-8550.00	1	8550	0	0.00	1.00	8550.00	0.00	100%	855.00
2	Maintenance of Traffic	1	LS	5700.00	5700.00	1	5700	0	0.00	1.00	5700.00	0.00	100%	570.00
3	Inlet Protection System	1	EA	187.00	187.00	1	187	0	0.00	1.00	187.00	0.00	100%	18.70
4	Cleaning & Grubbing	1	LS/AC	6739.74	6739.74	1	6739.74	0	0.00	1.00	6739.74	0.00	100%	673.97
5	Excavation Regular	709	CY	10.00	7090.00	709	7090	0	0.00	709.00	7090.00	0.00	100%	709.00
6	Embankment	14	CY	14.20	198.80	14	198.8	0	0.00	14.00	198.80	0.00	100%	19.88
7	Stabilization Type B	2815	SY	2.51	7065.65	2905	7291.55	0	0.00	2905.00	7291.55	-225.90	103%	729.16
8	Finish Soil Layer (Grassing)	1280	SY	3.40	4352.00	0	0	1280	4352.00	1280.00	4352.00	0.00	100%	435.20
9	Base Optional	1892	SY	18.30	34623.60	1982	36270.6	0	0.00	1982.00	36270.60	-1547.00	105%	3627.06
10	Turnout Construction	122	SY	12.30	1500.60	122	1500.6	0	0.00	122.00	1500.60	0.00	100%	150.06
11	Milling Exist Asphalt	2140	SY	1.04	2225.60	2230	2319.2	0	0.00	2230.00	2319.20	-93.60	104%	231.92
12	Supergave Asphaltic Conc (Traffic B)	535.5	TN	96.00	51408.00	809	77664	0	0.00	809.00	77664.00	-26256.00	151%	7766.40
13	Manhole, Adjust	4	EA	345.02	1380.08	0	0	4	1330.08	4.00	1380.08	0.00	100%	138.01
14	Valve Box, Adjust	3	EA	63.51	190.53	0	0	3	190.53	3.00	190.53	0.00	100%	19.05
15	Sidewalk Conc (6" Thick)	546	SY	36.64	20005.44	546	20005.44	0	0.00	546.00	20005.44	0.00	100%	2000.54
16	Performance Turf	587	SY	1.32	774.84	0	0	587	774.84	587.00	774.84	0.00	100%	77.48
17	Performance Turf (Sod)	693	SY	2.00	1386.00	0	0	693	1386.00	693.00	1386.00	0.00	100%	138.60
18	Single Post Sign (F&I)	2	AS	260.00	520.00	0	0	2	520.00	2.00	520.00	0.00	100%	52.00
19	Retiro-Reflective Pavement Markers	58	EA	5.17	299.86	0	0	58	299.86	58.00	299.86	0.00	100%	29.99
20	Thermoplastic, Standard, White, solid 6"	1	NM	1653.94	1653.94	0	0	1	1653.94	1.00	1653.94	0.00	100%	165.39
21	Thermoplastic, Standard White solid 12"	188	LF	5.32	1000.16	0	0	188	1000.16	188.00	1000.16	0.00	100%	100.02
22	Thermoplastic, Standard, White, solid 24"	171	LF	8.77	1499.67	0	0	171	1499.67	171.00	1499.67	0.00	100%	149.97
23	Thermoplastic, Standard, Yellow solid 6"	0.42	NM	3809.52	1600.00	0	0	0.42	1600.00	0.42	1600.00	0.00	100%	160.00
24	Thermoplastic Remove	3	SF	5.00	15.00	0	0	3	15.00	3.00	15.00	0.00	100%	1.50
Totals						159,966.51	173,516.93		14,672.08		188189.01	-28222.50		18818.90