

Midtown Improvement District

3501 Quadrangle Boulevard, Suite 270, Orlando, FL 32817; Phone: 407-723-5900

The following is the proposed agenda for the upcoming Meeting of the Board of Supervisors for the Midtown Improvement District ("District"), scheduled to be held at **3:30 p.m. on Tuesday, April 18, 2023, at Courtyard Orlando Lake Nona, 6955 Lake Nona Blvd., Orlando, FL 32827**. A quorum will be confirmed prior to the start of the meeting.

District Staff, please use the following information to join via the computer or the conference line:

Phone: 1-844-621-3956

Computer: pfmgroup.webex.com

Participant Code: 796 580 192#

BOARD OF SUPERVISORS' MEETING AGENDA

Organizational Matters

- Roll Call to Confirm Quorum
- Public Comment Period
- 1. **Consideration of the Minutes of the March 21, 2023, Board of Supervisors' Meeting**

Business Matters

2. **Review of Fiscal Year 2024 Operations & Maintenance Budget**
3. **Ratification of Payment Authorization Nos. 75 – 78**
4. **Recommendation of Work Authorization/Proposed Services (*if applicable*)**
5. **Review of District's Financials**

Other Business

- A. Staff Reports
 1. District Counsel
 2. District Manager
 3. District Engineer
 4. Construction Supervisor
 5. Landscape Supervisor
 6. Irrigation Supervisor
- B. Supervisor Requests

Adjournment



Midtown Improvement District

**Minutes of the March 21, 2023,
Board of Supervisors' Meeting**

**MIDTOWN IMPROVEMENT DISTRICT
BOARD OF SUPERVISORS' MEETING MINUTES**

FIRST ORDER OF BUSINESS

Roll Call to Confirm a Quorum

The Board of Supervisors' Meeting for the Midtown Improvement District was called to order on Tuesday, March 21, 2023, at 3:37 p.m. at the Courtyard Orlando Lake Nona, 6955 Lake Nona Blvd., Orlando, FL 32827.

Present:

Richard Levey	Chairman
Brent Schademan	Assistant Secretary
Damon Ventura	Assistant Secretary
Julie Salvo	Assistant Secretary

Also Attending:

Jennifer Walden	PFM	(via phone)
Lynne Mullins	PFM	
Amanda Lane	PFM	(via phone)
Jorge Jimenez	PFM	(via phone)
Tucker Mackie	Kutak Rock	
Jeffrey Newton	Donald W. McIntosh Associates	
Larry Kaufmann	Construction Supervisor	(via phone)
Matt McDermott	Construction Committee Member	
Samantha Sharenow	Berman	
Katie Harmer	Berman	

SECOND ORDER OF BUSINESS

Public Comment Period

Ms. Mullins called for public comments. There were no public comments.

THIRD ORDER OF BUSINESS

**Consideration of the Minutes of the
February 21, 2023, Board of
Supervisors' Meeting**

The Board reviewed the minutes of the February 21, 2023, Board of Supervisors' Meeting.

On motion by Mr. Schademan, seconded by Ms. Salvo, with all in favor, the Board of Supervisors for the Midtown Improvement District approved the Minutes of the February 21, 2023, Board of Supervisors' Meeting.

FOURTH ORDER OF BUSINESS

Ratification of Payment Authorization Nos. 72 – 74

Ms. Mullins noted that these Payment Authorizations have been approved and need to be ratified by the Board.

On motion by Mr. Schademan, seconded by Mr. Ventura, with all in favor, the Board of Supervisors for the Midtown Improvement District ratified Payment Authorization Nos. 72 – 74.

FIFTH ORDER OF BUSINESS

Recommendation of Work Authorization/Proposed Services

Mr. Kaufmann stated there were no Work Authorizations.

SIXTH ORDER OF BUSINESS

Review of District's Financials

Ms. Mullins noted these are the financials through the end of February. The District has spent \$120,500.00 of the budget of just under \$500,000.00, so the District has spent 24% of the adopted budget so far.

SEVENTH ORDER OF BUSINESS

Staff Reports

District Counsel – No report.

District Manager – No report.

District Engineer – Mr. Newton reviewed the Construction Status Memorandum (Minutes Exhibit A).

For Centerline Drive Segment F, the project is complete and has the final lift of asphalt. The City should provide the certificate of completion by mid-April. There are a couple Change Order requests which are being presented to the Poitras East CDD for this project.

For Centerline Drive Segments C & D, the Developer has asked the District to proceed with construction. It was previously bid but the District ended up rejecting all the bids as the Developer was not ready at that time. The current plans and permits encompass Segments B, C & D. The rebid would be limited only to Segments C & D and the turn lane improvements in Laureate Boulevard. Once the construction begins, there will be a construction plan revision to the City and permit modifications to DEP to remove Segment B from that work. Mr. Newton asked for authorization from the Board to direct District staff to advertise an invitation to bid for Centerline Drive Segments C & D.

On motion by Mr. Ventura, seconded by Ms. Salvo, with all in favor, the Board of Supervisors for the Midtown Improvement District approved District staff to advertise an invitation to bid for Centerline Drive Segments C & D.

Construction Supervisor – No report.

Landscape Supervisor – No report.

Irrigation Supervisor – No report.

EIGHTH ORDER OF BUSINESS

Supervisor Requests

There were no Supervisor requests.

NINTH ORDER OF BUSINESS

Adjournment

On motion by Mr. Schademan, seconded by Mr. Ventura, with all in favor, the March 21, 2023, Meeting of the Board of Supervisors for the Midtown Improvement District was adjourned.

Secretary/Assistant Secretary

Chair/Vice Chair



MEMORANDUM

**DONALD W. MCINTOSH
ASSOCIATES, INC.**

DATE: March 21, 2023
TO: Midtown Improvement District
Board of Supervisors
FROM: Donald W. McIntosh Associates, Inc.
District Engineer
RE: Construction Contract Status

Dear Board Members,

Please accept this correspondence as a current summary of our construction contract status. Listed below by project is a brief summary of recent contract activity.

CIVIL ENGINEERS

Centerline Drive Segment F – Jr. Davis Construction Company, Inc.:

(Note: this construction project is being managed by Poitras East CDD)

LAND PLANNERS

SURVEYORS

Construction Status: Project is substantially complete. The final lift of asphalt has been placed, storm repair videos have been received, and final project completion is currently anticipated by mid-April pending receipt of as-builts and other closeout documentation from the Contractor.

Change Order (C.O.) Status: As an informational item, the Contractor has submitted to the Poitras East CDD a change order request for diesel fuel price adjustments for October 2022 through March 2023 and for Segment E Asphalt Repairs, \$14,948.83 of which is applicable to Centerline Drive Segment F (\$9,398.83 for diesel fuel and \$5,550.00 for asphalt repair). This amount will be applied to the Midtown Improvement District's pay application for Centerline Drive Segment F. No action is required by this board.

Recommended Motion: None.

Centerline Drive Segments C & D:

Construction Status: The developer has asked that the District proceed with construction of Centerline Drive Segments C & D. This project was previously bid but the developer requested the District at that time delay construction, so all bids were rejected. The current plans and permits encompass Centerline Drive Segments B, C, & D. A rebid would be specifically limited to Segments C & D and the related turn lane improvements in Laureate Boulevard, and the plans and permits would be modified after construction commencement to remove the work related to Segment B, allowing for proper project inspection and closeout.

Change Order (C.O.) Status: None.

Recommended Motion: Authorize district staff to advertise an invitation to bid for Centerline Drive Segments C & D.

2200 Park Ave. North

Winter Park, FL

32789-2355

Fax 407-644-8318

407-644-4068

Memorandum

*Re: Midtown Improvement District
Construction Contract Status*

March 21, 2023

Page 2

Should there be any questions, please do not hesitate to call.

Thank you.

c: Larry Kaufmann
Matt McDermott
Chris Wilson
Dan Young
Hudson Larson
Tarek Fahmy

Midtown Improvement District

**Fiscal Year 2024
Operations and Maintenance Budget**

Midtown Improvement District

Budget Item Descriptions

FY 2023 – 2024

Revenues

Developer Contribution

Funding from the Developer.

General & Administrative Expenses

Supervisor Fees

Chapter 190 of the Florida Statutes allows for a member of the Board of Supervisors to be compensated for meeting attendance and to receive up to \$200.00 per meeting plus payroll taxes. The amount for the Fiscal Year is based upon all supervisors attending the meetings.

Public Officials' Liability Insurance

Supervisors' and Officers' liability insurance.

Trustee Services

The Trustee submits invoices annually for services rendered on bond series. These fees are for maintaining the district trust accounts.

Management

The District receives Management and Administrative services as part of a Management Agreement with PFM Group Consulting, LLC. These services are further outlined in Exhibit "A" of the Management Agreement.

Engineering

The District's engineer provides general engineering services to the District. Among these services are attendance at and preparation for monthly board meetings, review of invoices, and all other engineering services as requested by the district throughout the year.

Disclosure

When bonds are issued for the District, the Bond Indenture requires continuing disclosure, which the District Manager provides to the trustee and bond holders.

Property Appraiser

Cost incurred for a copy of the annual parcel listing for parcels within the District from the county.

Midtown Improvement District

Budget Item Descriptions

FY 2023 – 2024

District Counsel

The District's legal counsel provides general legal services to the District. Among these services are attendance at and preparation for monthly board meetings, review of operating and maintenance contracts, and all other legal services as requested by the District throughout the year.

Assessment Administration

The District can levy a Non-Ad Valorem assessment on all the assessable property within the District in order to pay for the operating expenditures during the Fiscal Year. It is typically collected via the Tax Collector. The District Manager submits an Assessment Roll to the Tax Collector annually by the deadline set by the Tax Collector or Property Appraiser.

Reamortization Schedules

When debt is paid on a bond series, a new amortization schedule must be recalculated. This can occur up to four times per year per bond issue.

Audit

Chapter 218 of the Florida Statutes requires a District to conduct an annual financial audit by an Independent Certified Public Accounting firm. Some exceptions apply.

Arbitrage Calculation

To ensure the District's compliance with all tax regulations, annual computations are necessary to calculate an arbitrage rebate liability.

Travel and Per Diem

Travel to and from meetings as related to the District.

Telephone

Telephone and fax machine services.

Postage & Shipping

Mail, overnight deliveries, correspondence, etc.

Copies

Printing and binding Board agenda packages, letterhead, envelopes, and copies.

Legal Advertising

The District will incur expenditures related to legal advertising. The items for which the District will advertise include, but are not limited to, monthly meetings, special meetings, and public hearings for the District.

Midtown Improvement District Budget Item Descriptions FY 2023 – 2024

Bank Fees

Bank fees associated with the services the District uses with the bank (e.g. remote deposit capture, positive pay, wire transfers, ACH payments, monthly maintenance, etc.).

Miscellaneous

Other general & administrative expenses incurred throughout the year.

Meeting Room

Fee associated with renting a meeting room for monthly Board meetings.

Office Supplies

General office supplies associated with the District.

Property Taxes

Ad Valorem taxes on District property that is not tax-exempt.

Web Site Maintenance

Website maintenance fee.

Holiday Decorations

District decorations for the holidays.

Dues, Licenses & Fees

The District is required to pay an annual fee to the Department of Economic Opportunity.

Field Operations Expenses

Electric Utility Services

Electric

The District pays for electric meters used on District-owned roads.

Water-Sewer Combination Services

Water Reclaimed

Water used for irrigation

Midtown Improvement District
Budget Item Descriptions
FY 2023 – 2024

Other Physical Environment

General Insurance

General liability insurance.

Property & Casualty Insurance

Insurance to protect property and cover casualty.

Other Insurance

Insurance to protect the District not otherwise covered under D&O, General, or Property & Casualty.

Irrigation Repairs

Inspection and repair of irrigation system.

Landscaping Maintenance & Material

Contracted landscaping within the boundaries of the District.

Tree Trimming

Trimming of trees on District property.

Flower & Plant Replacement

Purchase of materials and labor to replace flowers and plants within the District.

Contingency

Other Field Operations expenses incurred throughout the year.

Pest Control

Pest control services.

Interchange Maintenance Expenses

IME – Aquatics Maintenance

Pond maintenance as it relates to the Interchange. The District is responsible for only a portion of the cost. Boggy Creek Improvement District, Greenway Improvement District, and Myrtle Creek Improvement District each chip in for the remainder.

IME – Irrigation Repair

Irrigation repairs as they relate to the Interchange. The District is responsible for only a portion of the cost. Boggy Creek Improvement District, Greenway Improvement District, and Myrtle Creek Improvement District each chip in for the remainder.

Midtown Improvement District

Budget Item Descriptions

FY 2023 – 2024

IME – Landscaping

Landscaping services as they relate to the Interchange. The District is responsible for only a portion of the cost. Boggy Creek Improvement District, Greenway Improvement District, and Myrtle Creek Improvement District each chip in for the remainder.

IME – Landscape Improvements

Landscape improvement services as they relate to the Interchange. The District is responsible for only a portion of the cost. Boggy Creek Improvement District, Greenway Improvement District, and Myrtle Creek Improvement District each chip in for the remainder.

IME – Lighting

Lighting services as they relate to the Interchange. The District is responsible for only a portion of the cost Boggy Creek Improvement District, Greenway Improvement District, and Myrtle Creek Improvement District each chip in for the remainder.

IME – Miscellaneous

Other interchange expenses as they relate to the Interchange. The District is responsible for only a portion of the cost. Boggy Creek Improvement District, Greenway Improvement District, and Myrtle Creek Improvement District each chip in for the remainder.

IME – Water Reclaimed

Water reclaimed services as they relate to the Interchange. The District is responsible for only a portion of the cost. Boggy Creek Improvement District, Greenway Improvement District, and Myrtle Creek Improvement District each chip in for the remainder.

Road & Street Facilities

Entry and Wall Maintenance

Maintenance of entrance(s) and walls within the District.

Hardscape Maintenance

Purchase or maintenance of hard, yet “movable,” parts of landscape, such gravel, paving, and stones.

Streetlights

Streetlighting expenses within the District.

Accent Lighting

Accent lighting expenses within the District.

Parks & Recreation

Personnel Leasing Agreement

The lease of outside personnel per signed agreement.

Midtown Improvement District
Budget Item Descriptions
FY 2023 – 2024

Reserves

Infrastructure Capital Reserve

Funds reserved for infrastructure capital repairs/maintenance/replacement. These funds are kept in a separate bank account.

Interchange Maintenance Reserve

Funds reserved for interchange maintenance/repairs. These funds are kept in a separate bank account.

Other Income (Expense)

Interest Income

Income from interest earnings.

Midtown Improvement District
FY 2024 Proposed O&M Budget

	Actual Through 03/28/2023	Anticipated 04/2023 - 09/2023	Anticipated Total FY 2023	FY 2023 Adopted Budget	FY 2024 Proposed Budget
<u>Revenues</u>					
Developer Contributions	\$ 249,761.24	\$ 45,308.84	\$ 295,070.08	\$ 499,522.46	\$ 542,653.73
Net Revenues	\$ 249,761.24	\$ 45,308.84	\$ 295,070.08	\$ 499,522.46	\$ 542,653.73
<u>General & Administrative Expenses</u>					
Legislative					
Supervisor Fees	\$ 400.00	\$ 1,200.00	\$ 1,600.00	\$ 4,800.00	\$ 4,800.00
Financial & Administrative					
Public Officials' Liability Insurance	2,419.00	-	2,419.00	2,700.00	2,700.00
Trustee Services	-	-	-	7,500.00	7,500.00
Management	17,500.02	17,499.98	35,000.00	35,000.00	35,000.00
Engineering	1,071.02	1,071.00	2,142.02	10,000.00	10,000.00
Disclosure	-	-	-	5,000.00	5,000.00
Property Appraiser	-	-	-	2,000.00	2,000.00
District Counsel	3,899.12	3,899.10	7,798.22	30,000.00	30,000.00
Assessment Administration	-	-	-	7,500.00	7,500.00
Reamortization Schedules	-	-	-	250.00	250.00
Audit	-	3,800.00	3,800.00	6,000.00	6,000.00
Arbitrage Calculation	-	-	-	500.00	500.00
Travel and Per Diem	-	150.00	150.00	300.00	300.00
Telephone	-	-	-	25.00	25.00
Postage & Shipping	2.40	2.40	4.80	1,000.00	1,000.00
Copies	-	-	-	1,500.00	1,500.00
Legal Advertising	1,429.50	1,429.50	2,859.00	7,500.00	7,500.00
Bank Fees	-	-	-	360.00	360.00
Miscellaneous	300.00	300.00	600.00	5,000.00	5,000.00
Meeting Room	32.13	32.16	64.29	400.00	800.00
Office Supplies	-	-	-	250.00	250.00
Property Taxes	-	-	-	1,000.00	-
Web Site Maintenance	640.00	2,480.00	3,120.00	3,250.00	3,250.00
Holiday Decorations	400.00	-	400.00	2,000.00	500.00
Dues, Licenses, and Fees	175.00	-	175.00	250.00	175.00
Total General & Administrative Expenses	\$ 28,268.19	\$ 31,864.14	\$ 60,132.33	\$ 134,085.00	\$ 131,910.00

Midtown Improvement District
FY 2024 Proposed O&M Budget

	Actual Through 03/28/2023	Anticipated 04/2023 - 09/2023	Anticipated Total FY 2023	FY 2023 Adopted Budget	FY 2024 Proposed Budget
<u>Field Operations</u>					
Electric Utility Services					
Electric	\$ 288.79	\$ 288.78	\$ 577.57	\$ 4,560.00	\$ 4,560.00
Water-Sewer Combination Services					
Water Reclaimed	1,508.11	1,508.10	3,016.21	19,000.00	19,000.00
Other Physical Environment					
General Insurance	2,956.00	-	2,956.00	3,300.00	3,300.00
Property & Casualty Insurance	220.00	-	220.00	250.00	250.00
Other Insurance	-	-	-	100.00	100.00
Irrigation Repairs	4,859.88	4,859.88	9,719.76	20,900.00	20,900.00
Landscaping Maintenance & Material	52,234.92	52,234.92	104,469.84	176,315.00	206,315.00
Tree Trimming	-	3,799.98	3,799.98	7,600.00	10,500.00
Flower & Plant Replacement	11,100.70	4,099.30	15,200.00	15,200.00	15,200.00
Contingency	760.05	760.08	1,520.13	9,000.00	20,000.00
Pest Control	-	1,200.00	1,200.00	1,200.00	1,200.00
Interchange Maintenance Expenses					
IME - Aquatics Maintenance	601.14	601.14	1,202.28	1,272.00	1,272.00
IME - Irrigation Repairs	317.22	317.22	634.44	1,200.00	1,200.00
IME - Landscaping	16,524.36	16,524.36	33,048.72	33,048.72	34,455.00
IME - Landscape Improvements	-	2,400.00	2,400.00	4,800.00	4,800.00
IME - Lighting	140.85	140.88	281.73	480.00	480.00
IME - Miscellaneous	247.79	247.80	495.59	2,400.00	2,400.00
IME - Water Reclaimed	118.07	118.08	236.15	600.00	600.00
Road & Street Facilities					
Entry and Wall Maintenance	440.00	439.98	879.98	1,140.00	1,140.00
Hardscape Maintenance	-	750.00	750.00	1,500.00	1,500.00
Streetlights	14,332.26	14,332.26	28,664.52	37,500.00	37,500.00
Accent Lighting	-	379.98	379.98	760.00	760.00
Parks & Recreation					
Personnel Leasing Agreement	6,839.94	6,839.94	13,679.88	13,680.00	13,680.00
Reserves					
Infrastructure Capital Reserve	-	8,436.00	8,436.00	8,436.00	8,436.00
Interchange Maintenance Reserve	-	1,195.73	1,195.73	1,195.73	1,195.73
Total Field Operations Expenses	\$ 113,490.08	\$ 121,474.41	\$ 234,964.49	\$ 365,437.46	\$ 410,743.73
Total Expenses	\$ 141,758.27	\$ 153,338.55	\$ 295,096.82	\$ 499,522.46	\$ 542,653.73
Income (Loss) from Operations	\$ 108,002.97	\$ (108,029.71)	\$ (26.74)	\$ -	\$ -
<u>Other Income (Expense)</u>					
Interest Income	\$ 13.36	\$ 13.38	\$ 26.74	\$ -	\$ -
Total Other Income (Expense)	\$ 13.36	\$ 13.38	\$ 26.74	\$ -	\$ -
Net Income (Loss)	\$ 108,016.33	\$ (108,016.33)	\$ -	\$ -	\$ -

Midtown Improvement District

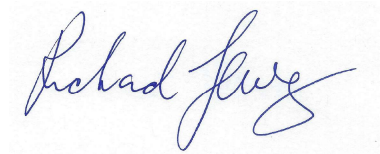
Payment Authorizations Nos. 75 – 78

MIDTOWN IMPROVEMENT DISTRICT

Payment Authorization #075

3/10/2023

Item No.	Payee	Invoice Number	General Fund
1	Boggy Creek Improvement District February ICM Expenses	ICM2023-05	\$ 3,121.16
2	BrightView Landscape Services March Landscaping	8303543	\$ 5,554.98
3	OUC Acct: 5032993173 ; Service 02/01/2023 - 03/01/2023	--	\$ 3,368.60
TOTAL			\$ 12,044.74



Chairperson

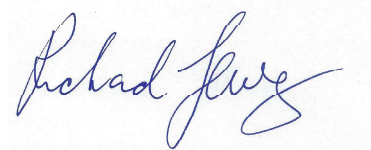


MIDTOWN IMPROVEMENT DISTRICT

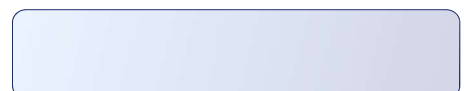
Payment Authorization #076

3/17/2023

Item No.	Payee	Invoice Number	General Fund
1	Donald W McIntosh Associates Engineering Services Through 02/24/2023	43899	\$ 508.52
2	Kutak Rock General Counsel Through 02/28/2023	3194544	\$ 977.00
3	PFM Group Consulting DM Fee: March 2023	DM-03-2023-30	\$ 2,916.67
TOTAL			\$ 4,402.19



Chairperson

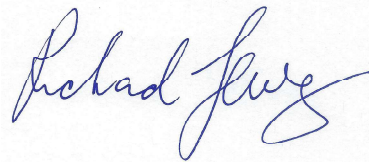


MIDTOWN IMPROVEMENT DISTRICT

Payment Authorization #077

3/23/2023

Item No.	Payee	Invoice Number	General Fund
1	Supervisor Fees - 03/21/2023 Meeting Richard Levey	--	\$ 200.00
TOTAL			\$ 200.00



Chairperson



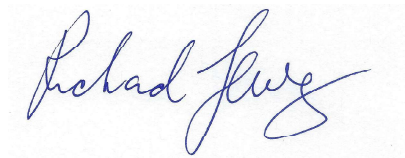
MIDTOWN IMPROVEMENT DISTRICT

Payment Authorization #078

3/31/2023

Item No.	Payee	Invoice Number	General Fund
1	Orlando Sentinel Legal Advertising on 03/13/2023 (Ad: 7392446)	OSC69997280	\$ 223.25

TOTAL \$ 223.25



Chairperson



Midtown Improvement District

Work Authorization/Proposed Services
(if applicable)



**DONALD W. MCINTOSH
ASSOCIATES, INC.**

April 10, 2023

Midtown Improvement District

3501 Quadrangle Boulevard

Suite 270

Orlando, FL 32817

Subject: Public Facilities Report 2023
DWMA Job No. 21505 (004)

Pursuant to your request, Donald W. McIntosh Associates, Inc. (DWMA) is pleased to submit for your consideration this Letter Agreement to provide professional engineering services to Midtown Improvement District ("DISTRICT" or "CLIENT") for preparation of a Public Facilities Report 2023 ("Project"). The scope of this proposal includes Services related to preparation of a Public Facilities Report for the DISTRICT meeting the requirements of Section 189.08 Florida Statutes. DWMA agrees to provide the following Basic Services for the itemized fees and expenses set forth below, subject to this Letter Agreement and its Attachments, which are incorporated herein by reference. The Attachments consist of Basis of Proposal and Client Responsibilities. DWMA will provide these services pursuant to our current contract with Midtown Improvement District dated July 7, 2021 ("Engineering Agreement") as follows:

CIVIL ENGINEERS

LAND PLANNERS

SURVEYORS

I. Scope of Work

- A. PUBLIC FACILITIES REPORT PREPARATION - DWMA will prepare a Public Facilities Report for the DISTRICT meeting the requirements of Section 189.08 Florida Statutes for submittal to the City of Orlando.

FEE SCHEDULE

Contract Item	Billing Item	Description	Fee
A.	007	Public Facilities Report Preparation	\$7,500.00

II. Compensation

Midtown Improvement District will compensate Donald W. McIntosh Associates, Inc., pursuant to the hourly rate schedule contained in the Engineering Agreement and/or the lump sums listed above. The District will reimburse Donald W. McIntosh Associates, Inc., all direct costs, which include items such as printing, drawings, travel, deliveries, et cetera, pursuant to the Agreement.

2200 Park Ave. North

Winter Park, FL

32789-2355

Fax 407-644-8318

407-644-4068

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Midtown Improvement District
Public Facilities Report 2023
DWMA Job No. 21505 (004)
April 10, 2023
Page 2 of 4

This proposal, together with the Engineering Agreement, represents the entire understanding between the Midtown Improvement District and Donald W. McIntosh Associates, Inc. (Engineer) with regard to the referenced work authorization.

If you wish to accept this Work Authorization, please sign where indicated and return a complete copy to our office (executed electronic scanned copies are acceptable). Upon receipt, we will promptly schedule our services.

Sincerely,

Donald W. McIntosh Associates, Inc.

Jeffrey J. Newton, PE
President

JJN/lis

APPROVED AND ACCEPTED

By: _____
Authorized Representative of
Midtown Improvement District

Date: _____

**PURSUANT TO FLORIDA STATUTE 558.0035, AN
INDIVIDUAL EMPLOYEE OR AGENT OF DONALD W.
MCINTOSH ASSOCIATES, INC. MAY NOT BE HELD
INDIVIDUALLY LIABLE FOR NEGLIGENCE.**



BASIS OF PROPOSAL AND CLIENT RESPONSIBILITIES

Our Agreement is also based on the following conditions and limitations:

BASIS OF PROPOSAL

CLIENT has performed the necessary due diligence research to confirm that the site is suitable for the intended purpose.

The CLIENT is advised that concurrency management and comprehensive plan consistency will impact the land development process. Regulations regarding concurrency and consistency vary according to governmental jurisdiction. The status of concurrency, consistency and, if applicable, vested rights must be addressed for all projects within the State of Florida. DWMA presumes the CLIENT is aware of the issues and resultant impacts described. DWMA disclaims responsibility for delays that may be encountered due to failure on the part of the CLIENT to address concurrency and consistency issues prior to initiation of Services proposed herein. DWMA is **not** responsible for changes to the approved plans that may alter the concurrency vesting status or for noncompliance on the part of the property owner with regard to the performance terms and conditions established in the vesting certificate.

DWMA will not be responsible for any circumstances, acts, errors, omissions or events, of any type, beyond its control including, without limitation, construction costs, the acts or failures to act of any governmental or judicial agency, or the existence of hazardous waste of any type associated with the Project. No Services associated with hazardous waste of any type are included in any way in this Agreement.

Without limitation, architectural, traffic engineering (e.g., studies, signalization), structural engineering (e.g., retaining walls, bridges, docks), mechanical engineering (e.g., fire pumps), fire protection engineering (e.g., dedicated fire lines beyond the point of service), electrical engineering, geotechnical engineering and testing, environmental assessment, landscape and irrigation design, non-civil utility engineering (e.g., power, gas, telephone, cable television, site lighting) and any other professional or consultant services required by CLIENT and not undertaken by DWMA, shall be retained separately by the CLIENT. **No Services are included in this Agreement other than those specifically listed herein.**

DWMA may be mandated by regulatory authorities to incorporate findings, requirements and details of design in their construction plans that are prepared by professional geotechnical engineers and not by DWMA. In doing so, DWMA assumes no responsibility or liability for the design, construction or operation of geotechnical engineering components which may include, but not be limited to, underdrains, ground stabilizers, backfills, embankments, etc. CLIENT must also recognize that some of these systems (i.e., underdrains, etc.) usually require extensive field supervision during construction and certification after construction. These systems are subject to damage by other activities during or after infrastructure

construction such as other utility installations (power, telephone, cable, gas, etc.). DWMA assumes no liability for damages to any design element caused by the improper design, construction, operation or maintenance of improvements designed by others.

DWMA, in and through its review and/or use of design and calculations prepared by others, is not responsible for or liable for error or omissions in the design and permitting services provided by others. CLIENT's consultants will provide DWMA with permission to utilize and rely upon their work product as the basis of DWMA's design. Certain elements designed by others may be shown in DWMA construction plans for context only.

DWMA's performance and work product quality is dependent upon the timely provision of services from CLIENT-selected and contracted third-party consultants, including but not limited to geotechnical engineer, environmental consultant, transportation engineer, landscape/hardscape/irrigation designer and/or legal consultant whose services, while coordinated to the extent possible, are beyond the scope of responsibility of DWMA.

If locating underground utilities is expressly included in the Services, DWMA will locate such underground utilities as may be marked by a utility locating service retained by CLIENT. DWMA shall not be liable for showing any utility lines not marked by the locating company. DWMA cannot and does not guarantee or warranty that unidentified utilities will not be encountered.

Any opinion of construction cost prepared by DWMA represents its judgment as a design professional and is supplied for the general guidance of the CLIENT only since DWMA has no control over the cost of labor and material or over competitive bidding or market conditions. DWMA does not warrant or guarantee the accuracy of such opinions.

No permit applications or negotiations with regulatory agencies or permitting authorities are included other than those specifically listed herein.

If construction services or observation of construction are included herein, the Services included by DWMA will be to conduct periodic visits and observations to determine that the Work generally conforms or will conform to the applicable contract documents in relation to DWMA's engineering Services. DWMA's Service shall not include determining, supervising, implementing, or undertaking the responsibilities of the contractor, subcontractors or others, regarding means, methods, techniques, sequences and procedures of construction, nor for job conditions, safety precautions or programs. Construction phase services for systems designed and permitted by others are not included.

Construction phase retesting resulting from failures or no-shows, and therefore requiring additional site visits, shall be additional services and is not included in the scope of this agreement. Such services will be invoiced separately on an hourly basis for back-charge to the contractor by CLIENT.



Midtown Improvement District

BASIS OF PROPOSAL AND CLIENT RESPONSIBILITIES

DWMA Job No. 21505 (004)

April 10, 2023

Page 4 of 4

CLIENT's contractor and/or surveyor will provide certified as-built surveys prepared by a Florida-licensed surveyor for DWMA's use and reliance in preparing project certifications and/or record drawings. Any as-built surveys required to be performed by DWMA due to failure of contractor's surveyor to provide accurate and complete survey data will be invoiced separately on an hourly basis for back-charge to the contractor by CLIENT.

Federal Emergency Management Agency (FEMA) Map revisions or amendments which may be required by regulatory agencies or lenders are not included unless specifically listed in Basic Services.

Provision of customized digital data files to CLIENT, CLIENT's consultants and/or CLIENT's contractor is not included. DWMA work product will be prepared digitally in AutoCAD Civil3D® 2018 or later.

CLIENT RESPONSIBILITIES

The CLIENT, or his representative, shall be available to meet with DWMA and provide decisions in a timely manner throughout the course of the Project.

The CLIENT will provide DWMA with plans and other pertinent information which may be necessary to properly survey or engineer the Project.

Prior to initiation of preliminary or final design, an approved site plan and final dimensioned building footprint(s) will be provided to DWMA by CLIENT, which will be complete with final geometry, and will be relied upon by DWMA.

The CLIENT will engage a professional geotechnical engineer to provide necessary hydrogeologic design support, relevant construction specifications for earthwork items and required construction inspection and certification. CLIENT's geotechnical engineer shall be responsible for final certification of all flexible and rigid pavement. DWMA has the CLIENT's authority to rely on this professional information as a basis for its design Services and certifications.

The CLIENT will engage a professional environmental consultant to provide jurisdictional determinations and necessary design and permitting support for wetland and special species issues.

The CLIENT will engage a professional environmental firm or firms who specialize in all matters relating to "hazardous" or "special" materials wastes, deposits, soils, contamination, etc., as may be required to support permitting or construction of the Project.

The CLIENT will engage a professional landscape architect to provide landscape and irrigation design related to the development of the property as intended by CLIENT.

The CLIENT will engage a professional architect to perform all architectural services including, without

limitation, incorporation of the work product of DWMA, and compliance with local, state or federal laws, regulations, codes and Americans with Disabilities Act ("ADA") requirements.

The CLIENT will engage a professional transportation consultant to provide analysis related to development of the property as intended by CLIENT, including but not limited to traffic studies, determination of turn lane requirements, traffic signal design, Maintenance of Traffic (MOT) plans and roundabout geometry, striping and signage design.

The CLIENT will engage a professional legal counselor to provide legal services related to development of the property as intended by CLIENT.

The CLIENT will engage a professional state licensed hydrogeologist for completion of hydrologic data required in support of a Consumptive Use/Water Use Permit.

The CLIENT will engage a professional archaeologist to provide archaeological analysis related to development of the property as intended by CLIENT.

The CLIENT agrees that DWMA shall have no responsibility for the accuracy of information provided by, or for any portion of the Project designed by the CLIENT or CLIENT's other consultants, or for compliance with local, state or federal ADA requirements. DWMA shall not be required to check or verify the CLIENT's or other consultants' work product, information, or construction documents and shall be entitled to rely on the accuracy and completeness thereof, as well as the compliance of such documents with applicable laws, codes, statutes, ordinances, and regulations, including, without limitation, ADA requirements. The CLIENT also agrees to require all other consultants engaged by the CLIENT to coordinate their design or construction documents or reports with the work product of DWMA, to promptly report any conflicts or inconsistencies to DWMA and to cooperate fully in the resolution of those conflicts or inconsistencies. The CLIENT further agrees, to the fullest extent permitted by law, to indemnify and hold harmless DWMA from any claims, damages, liabilities or costs, including reasonable attorney's fees and defense costs, arising out of or relating to false, inaccurate, or non-compliant information provided by CLIENT or its other consultants, or the services performed by other consultants engaged by the CLIENT.

The CLIENT or CLIENT's contractor shall obtain the required National Pollutant Discharge Elimination System (NPDES) permit for the Project.

The CLIENT will provide DWMA with all applicable operation and maintenance budgets and budget reserve estimates for all gated communities prior to submittal of the final plat to satisfy local jurisdiction requirements.

Midtown Improvement District

District's Financials

Midtown Improvement District
Statement of Financial Position
As of 3/31/2023

	General Fund	Capital Projects Fund	Total
<u>Assets</u>			
<u>Current Assets</u>			
General Checking Account	\$117,886.11		\$117,886.11
Infrastructure Capital Reserve	8,436.59		8,436.59
Interchange Maintenance Reserve	1,195.83		1,195.83
Accounts Receivable - Due from Developer		\$508,569.31	508,569.31
Total Current Assets	<u>\$127,518.53</u>	<u>\$508,569.31</u>	<u>\$636,087.84</u>
Total Assets	<u><u>\$127,518.53</u></u>	<u><u>\$508,569.31</u></u>	<u><u>\$636,087.84</u></u>
<u>Liabilities and Net Assets</u>			
<u>Current Liabilities</u>			
Accounts Payable	\$223.25		\$223.25
Due To Other Governmental Units	2,947.22		2,947.22
Accounts Payable		\$508,569.31	508,569.31
Deferred Revenue		508,569.31	508,569.31
Total Current Liabilities	<u>\$3,170.47</u>	<u>\$1,017,138.62</u>	<u>\$1,020,309.09</u>
Total Liabilities	<u><u>\$3,170.47</u></u>	<u><u>\$1,017,138.62</u></u>	<u><u>\$1,020,309.09</u></u>
<u>Net Assets</u>			
Net Assets - General Government	\$16,331.73		\$16,331.73
Current Year Net Assets - General Government	108,016.33		108,016.33
Net Assets, Unrestricted		(\$8,081.76)	(8,081.76)
Current Year Net Assets, Unrestricted		(500,487.55)	(500,487.55)
Total Net Assets	<u><u>\$124,348.06</u></u>	<u><u>(\$508,569.31)</u></u>	<u><u>(\$384,221.25)</u></u>
Total Liabilities and Net Assets	<u><u>\$127,518.53</u></u>	<u><u>\$508,569.31</u></u>	<u><u>\$636,087.84</u></u>

Midtown Improvement District
Statement of Activities
As of 3/31/2023

	General Fund	Capital Projects Fund	Total
<u>Revenues</u>			
Developer Contributions	\$249,761.24		\$249,761.24
Developer Contributions		\$461,869.84	461,869.84
Total Revenues	<u>\$249,761.24</u>	<u>\$461,869.84</u>	<u>\$711,631.08</u>
<u>Expenses</u>			
Supervisor Fees	\$400.00		\$400.00
Public Officials' Liability Insurance	2,419.00		2,419.00
Management	17,500.02		17,500.02
Engineering	1,071.02		1,071.02
District Counsel	3,899.12		3,899.12
Postage & Shipping	2.40		2.40
Legal Advertising	1,429.50		1,429.50
Miscellaneous	300.00		300.00
Meeting Room	32.13		32.13
Web Site Maintenance	640.00		640.00
Holiday Decorations	400.00		400.00
Dues, Licenses, and Fees	175.00		175.00
Electric	288.79		288.79
Water Reclaimed	1,508.11		1,508.11
General Insurance	2,956.00		2,956.00
Property & Casualty	220.00		220.00
Irrigation	4,859.88		4,859.88
Landscaping Maintenance & Material	52,234.92		52,234.92
Flower & Plant Replacement	11,100.70		11,100.70
Contingency	760.05		760.05
IME - Aquatics Maintenance	601.14		601.14
IME - Irrigation	317.22		317.22
IME - Landscaping	16,524.36		16,524.36
IME - Lighting	140.85		140.85
IME - Miscellaneous	247.79		247.79
IME - Water Reclaimed	118.07		118.07
Entry and Wall Maintenance	440.00		440.00
Streetlights	14,332.26		14,332.26
Personnel Leasing Agreement	6,839.94		6,839.94
Engineering		\$16,454.06	16,454.06
District Counsel		203.00	203.00
Legal Advertising		303.75	303.75
Contingency		945,396.58	945,396.58
Total Expenses	<u>\$141,758.27</u>	<u>\$962,357.39</u>	<u>\$1,104,115.66</u>
<u>Other Revenues (Expenses) & Gains (Losses)</u>			
Interest Income	\$13.36		\$13.36
Total Other Revenues (Expenses) & Gains (Losses)	<u>\$13.36</u>	<u>\$0.00</u>	<u>\$13.36</u>
Change In Net Assets	\$108,016.33	(\$500,487.55)	(\$392,471.22)
Net Assets At Beginning Of Year	<u>\$16,331.73</u>	<u>(\$8,081.76)</u>	<u>\$8,249.97</u>
Net Assets At End Of Year	<u>\$124,348.06</u>	<u>(\$508,569.31)</u>	<u>(\$384,221.25)</u>

Midtown Improvement District
 Budget to Actual
 For the Month Ending 3/31/2023

	Actual	Budget	Variance	FY 2023 Adopted Budget	Percentage Spent
<u>Revenues</u>					
Developer Contributions	\$ 249,761.24	\$ 249,761.23	\$ 0.01	\$ 499,522.46	50.00%
Net Revenues	\$ 249,761.24	\$ 249,761.23	\$ 0.01	\$ 499,522.46	50.00%
<u>General & Administrative Expenses</u>					
Legislative					
Supervisor Fees	\$ 400.00	\$ 2,400.00	\$ (2,000.00)	\$ 4,800.00	8.33%
Financial & Administrative					
Public Officials' Liability Insurance	2,419.00	1,350.00	1,069.00	2,700.00	89.59%
Trustee Services	-	3,750.00	(3,750.00)	7,500.00	0.00%
Management	17,500.02	17,500.00	0.02	35,000.00	50.00%
Engineering	1,071.02	5,000.00	(3,928.98)	10,000.00	10.71%
Disclosure	-	2,500.00	(2,500.00)	5,000.00	0.00%
Property Appraiser	-	1,000.00	(1,000.00)	2,000.00	0.00%
District Counsel	3,899.12	15,000.00	(11,100.88)	30,000.00	13.00%
Assessment Administration	-	3,750.00	(3,750.00)	7,500.00	0.00%
Reamortization Schedules	-	125.00	(125.00)	250.00	0.00%
Audit	-	3,000.00	(3,000.00)	6,000.00	0.00%
Arbitrage Calculation	-	250.00	(250.00)	500.00	0.00%
Travel and Per Diem	-	150.00	(150.00)	300.00	0.00%
Telephone	-	12.50	(12.50)	25.00	0.00%
Postage & Shipping	2.40	500.00	(497.60)	1,000.00	0.24%
Copies	-	750.00	(750.00)	1,500.00	0.00%
Legal Advertising	1,429.50	3,750.00	(2,320.50)	7,500.00	19.06%
Bank Fees	-	180.00	(180.00)	360.00	0.00%
Miscellaneous	300.00	2,500.00	(2,200.00)	5,000.00	6.00%
Meeting Room	32.13	200.00	(167.87)	400.00	8.03%
Office Supplies	-	125.00	(125.00)	250.00	0.00%
Property Taxes	-	500.00	(500.00)	1,000.00	0.00%
Web Site Maintenance	640.00	1,625.00	(985.00)	3,250.00	19.69%
Holiday Decorations	400.00	1,000.00	(600.00)	2,000.00	20.00%
Dues, Licenses, and Fees	175.00	125.00	50.00	250.00	70.00%
Total General & Administrative Expenses	\$ 28,268.19	\$ 67,042.50	\$ (38,774.31)	\$ 134,085.00	21.08%

Midtown Improvement District
Budget to Actual
For the Month Ending 3/31/2023

	Actual	Budget	Variance	FY 2023 Adopted Budget	Percentage Spent
<u>Field Operations</u>					
Electric Utility Services					
Electric	\$ 288.79	\$ 2,280.00	\$ (1,991.21)	\$ 4,560.00	6.33%
Water-Sewer Combination Services					
Water Reclaimed	1,508.11	9,500.00	(7,991.89)	19,000.00	7.94%
Other Physical Environment					
General Insurance	2,956.00	1,650.00	1,306.00	3,300.00	89.58%
Property & Casualty Insurance	220.00	125.00	95.00	250.00	88.00%
Other Insurance	-	50.00	(50.00)	100.00	0.00%
Irrigation Repairs	4,859.88	10,450.00	(5,590.12)	20,900.00	23.25%
Landscaping Maintenance & Material	52,234.92	88,157.50	(35,922.58)	176,315.00	29.63%
Tree Trimming	-	3,800.00	(3,800.00)	7,600.00	0.00%
Flower & Plant Replacement	11,100.70	7,600.00	3,500.70	15,200.00	73.03%
Contingency	760.05	4,500.00	(3,739.95)	9,000.00	8.44%
Pest Control	-	600.00	(600.00)	1,200.00	0.00%
Interchange Maintenance Expenses					
IME - Aquatics Maintenance	601.14	636.00	(34.86)	1,272.00	47.26%
IME - Irrigation Repairs	317.22	600.00	(282.78)	1,200.00	26.44%
IME - Landscaping	16,524.36	16,524.36	-	33,048.72	50.00%
IME - Landscape Improvements	-	2,400.00	(2,400.00)	4,800.00	0.00%
IME - Lighting	140.85	240.00	(99.15)	480.00	29.34%
IME - Miscellaneous	247.79	1,200.00	(952.21)	2,400.00	10.32%
IME - Water Reclaimed	118.07	300.00	(181.93)	600.00	19.68%
Road & Street Facilities					
Entry and Wall Maintenance	440.00	570.00	(130.00)	1,140.00	38.60%
Hardscape Maintenance	-	750.00	(750.00)	1,500.00	0.00%
Streetlights	14,332.26	18,750.00	(4,417.74)	37,500.00	38.22%
Accent Lighting	-	380.00	(380.00)	760.00	0.00%
Parks & Recreation					
Personnel Leasing Agreement	6,839.94	6,840.00	(0.06)	13,680.00	50.00%
Reserves					
Infrastructure Capital Reserve	-	4,218.00	(4,218.00)	8,436.00	0.00%
Interchange Maintenance Reserve	-	597.87	(597.87)	1,195.73	0.00%
Total Field Operations Expenses	\$ 113,490.08	\$ 182,718.73	\$ (69,228.65)	\$ 365,437.46	31.06%
Total Expenses	\$ 141,758.27	\$ 249,761.23	\$ (108,002.96)	\$ 499,522.46	28.38%
Income (Loss) from Operations	\$ 108,002.97	\$ -	\$ 108,002.97	\$ -	
<u>Other Income (Expense)</u>					
Interest Income	\$ 13.36	\$ -	\$ 13.36	\$ -	
Total Other Income (Expense)	\$ 13.36	\$ -	\$ 13.36	\$ -	
Net Income (Loss)	\$ 108,016.33	\$ -	\$ 108,016.33	\$ -	