AGENDA

Board of Commissioners Meeting
98880 Overseas Highway
Key Largo, FL 33037

CALL TO ORDER

PLEDGE OF ALLEGIANCE

ROLL CALL

BOARD MEMBERS:
Stephen Gibbs Chairman
Andrew Tobin Vice Chairman
Robert Majeska Commissioner
Norman Higgins Commissioner
David Asdourian Commissioner

DISTRICT STAFF:
Paul Christian General Manager
Margaret Blank General Counsel
Ray Giglio Deputy Clerk
Melissa Cornelison

MISSION STATEMENT:
"The Mission of the Key Largo Wastewater Treatment District is to preserve and protect the delicate ecosystem of the Florida Keys while providing exceptional customer service."
Please Mute Cell Phones

1. Recognize District Staff – Paul Christian

APPROVAL OF AGENDA

PUBLIC COMMENT

BULK ITEMS

2. Approval of Bulk Items
   - Minutes of October 21, 2014

GENERAL MANAGER’S REPORT


4. Administrative Office Building – Rob BULKiewicz

LEGAL COUNSEL REPORT

5. Islamorada Salinity Update – Ray Giglio

COMMISSIONER’S ITEMS / ROUNDTABLE

ADJOURNMENT

PLEASE TAKE NOTICE AND BE ADVISED, that if any interested person desires to appeal any decision of the KLWTD Board, with respect to any matter considered at this meeting, such interested person will need a record of the proceedings, and for such purpose, 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. Persons with disabilities requiring accommodations in order to participate in the meeting should contact the District Clerk at 305 451-4019 at least 48 hours in advance to request accommodations.
Key Largo Wastewater Treatment District
Board of Commissioners Meeting
Agenda Item Summary

Meeting Date: November 5, 2014
Agenda Item Type: Information / Presentation
Department: General Manager
Subject: Recognize District Staff
Summary of Discussion: Reviewed / Approved

Operations: 
Administration: 
Finance: 
District Counsel: 
District Clerk: 
Engineering: 

Financial Impact
Operations: $ 
Finance: Funding Source:
District Counsel: 
District Clerk: Budgeted: N/A
Engineering: 

Agenda Item Scope: Review / Discussion
Recommended Action: Discussion

Sponsor: Paul Christian

Approved By: General Manager
Date: 10/31/2014
Key Largo Wastewater Treatment District
Board of Commissioners Meeting
Agenda Item Summary

Meeting Date: November 5, 2014

Agenda Item Type: Bulk

Agenda Item Scope: Bulk

Recommended Action: Action: Approval

Department: Legal

Sponsor:

Subject: Minutes of October 21, 2014

Summary of Discussion:

Reviewed / Approved
Operations: 
Administration: 
Finance: 
District Counsel: 
District Clerk: 
Engineering: 

Financial Impact
$ 
Funding Source: 
Budgeted: N/A

Attachments
Minutes of October 21, 2014

Approved By: 
Date: 10/31/2014

General Manager
The Key Largo Wastewater Treatment District Board of Commissioners met for a Commission Meeting at 4:00 PM. Present were Chairman Stephen Gibbs, Commissioners Norman Higgins, Robert Majeska, and David Asdourian. Also present were General Manager Paul Christian, Chief Information Officer Rob Bulkiewicz, General Counsel Ray Giglio, Finance Manager Connie Fazio, Operations Manager Dan Saus, Ed Castle with Weiler Engineering, Acting Deputy Clerk Mariela Montedeoca, and other appropriate District Staff.

General Manager Paul Christian led to the Pledge of Allegiance.

APPROVAL OF AGENDA
Commissioner Higgins added an item to discuss the purchase of a new building. Commissioner Tobin added an item to discuss the presentation Margaret Blank gave to the Board of Realtors.

Motion: Commissioner Asdourian made a motion to approve the agenda as amended. Commissioner Higgins seconded the motion and the motion passed without objection.

PUBLIC COMMENT
Name & Address
Frank Veltri
Subject
Small Commercial Unique Program

BULK ITEMS
Minutes of October 14th 2014 were approved.

Motion: Commissioner Asdourian made a motion to approve the minutes. Commissioner Higgins seconded the motion and the motion passed without objection.

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<th>Member</th>
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<th>No</th>
<th>Other</th>
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<tbody>
<tr>
<td>Commissioner Higgins</td>
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<td>Commissioner Tobin</td>
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<td>Chairman Gibbs</td>
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Motion passed 5 to 0
GENERAL MANAGER’S REPORT

OPERATIONS REPORT
Operations Manager Dan Saus gave a presentation about PLC programming. He indicated that the proposed programming will ensure that the system is always performing as needed, without the requirement of an operator.

Motion: Commissioner Asdourian made a motion to purchase Siemens PLC Programming. Commissioner Majeska seconded the motion and the motion passed without objection.

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Motion passed 5 to 0

SMALL COMMERCIAL UNIQUE PROGRAM
Frank K Veltri gave a Public Comment on this item. He stated that he was very happy with this proposed project.

The Board directed staff to think about the many different variables of cost and usage. Commissioner Tobin indicated that he wants a mechanism that works for all.

LEGAL COUNSEL REPORT
Ray Giglio confirmed that Key Colony Beach, Key West, and Layton have all received their asked-for and expected allocations of FWQIP grants from the Army Corps of Engineers. He recommended that the Board approve and adopt the Interlocal Agreement between the District, Islamorada, and Marathon for the distribution of the remaining FWQIP funding.

Motion: Commissioner Asdourian made a motion to approve and adopt the Interlocal Agreement for Distribution of Funding. Commissioner Tobin seconded the motion and the motion passed without objection.

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<td>Chairman Gibbs</td>
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Motion passed 5 to 0
COMMISSIONER'S ITEMS/ROUNDTABLE
The Board gave Paul Christian the green light to negotiate a mutually acceptable termination of the Hibiscus Marketing Contract. Mr. Christian indicated that he wants to keep a working relationship with Hibiscus and that he might use them on a project-by-project basis in the future.

The Board gave direction to staff to begin the process of looking for a building for the District’s Administrative Offices.

Commissioner Tobin talked about the presentation Margaret Blank gave to the Board of Realtors at the Key Largo Holiday Inn. He noted that the audience was not fully engaged in the presentation, in large part because Ms. Blank was unable to utilize her electronic visual aids due to system incompatibility. He did not know how many people were in attendance, but indicated that Ms. Blank was well received.

ADJOURNMENT
The KLWTD Board adjourned the Board Meeting at 5:33 PM.

The KLWTD meeting minutes of October 21, 2014 were approved on November 5, 2014.

_________________________
Chairman Gibbs

_________________________
Melissa Cornelison Deputy Clerk
Key Largo Wastewater Treatment District  
Board of Commissioners Meeting  
Agenda Item Summary

Meeting Date: November 5, 2014  
Agenda Item Type: Information / Presentation  
Agenda Item Scope: Review / Discussion  
Recommended Action: Action: Approval

Department: General Manager  
Sponsor: Paul Christian

Subject: Nabors Giblin & Nickerson Engagement Letter

Summary of Discussion:

Reviewed / Approved  
Financial Impact  
Attachments

Operations:  
Administration:  
Finance:  
District Counsel:  
District Clerk:  
Engineering:  

$ 7,500.00  
Expense  
Engagement Letter

Funding Source:  
Rate Revenue  
Budgeted:  
Yes

Approved By: General Manager  
Date: 10/31/2014
October 31, 2014

VIA ELECTRONIC MAIL

Paul Christian  
General Manager  
Key Largo Wastewater Treatment District  
98880 Overseas Highway  
Key Largo, Florida 33037

Re: Key Largo Wastewater Treatment Interlocal Agreement with Monroe County, Florida

Dear Paul:

We are providing this letter to confirm our role and responsibilities in connection with the above-referenced interlocal agreement between the Key Largo Wastewater Treatment District (the "District") and Monroe County (the "County") relating to the allocation of state grant funds from the District to the County in exchange for the County agreeing to pay certain sums to the District over time (the "Interlocal Agreement"). Nabors, Giblin & Nickerson, P.A. ("NG&N") currently serves as bond counsel to the District and the County and you have requested NG&N to assist the District as its bond counsel for this transaction. Such services include consultation with District staff, participating in conference calls or meetings upon request, identifying potential issues, reviewing drafts of documents prepared by counsel to the District and the County, advising the District as to existing District bond document requirements, any necessary research regarding same, travel and attending any District meetings, if necessary and providing other legal counsel as needed and requested by the District.

Since it is not possible to predict the number of hours to provide the above support services, we propose to bill on an hourly basis at the rates set forth below. However, we would not incur more than $7,500 in fees without first notifying the District in writing as to the nature of the additional time required.

| Shareholder | $250 |
| Associate   | 200  |
In addition to the above fees, we would be reimbursed for all actual out-of-pocket expenses, including travel costs, photocopying at $0.20 per page, deliveries, long distance telephone charges, filing fees, and other necessary office disbursements. Our firm bills hourly engagements on a monthly basis and provides details with each invoice identifying the date each service was performed, a brief description of the service performed, the employee at the firm who performed the service, the number of hours billed, the rate charged per hour, and the total fee. To the extent a formal opinion is requested during the transaction, we would discuss any additional opinion fee at that time and would only charge such additional fee with the consent of the District.

As you are aware, our firm also serves as bond counsel to the County. During the course of the above transaction, the firm, with Steve Miller as lead counsel, would also act as bond counsel to the County. The duties associated with that role are outlined on the attached letter to Bob Shillinger as County Attorney to the County.

The Florida Bar Rules of Professional Conduct state that the firm may not knowingly represent a person in the same or a substantially related matter in which that lawyer (or a firm with which the lawyer was associated), represents a client whose interests are directly adverse to another client. However, the Rules do allow such representation if certain conditions specific in the Rules are satisfied and each affected client gives informed consent, confirmed in writing. We reasonably believe that NG&N will be able to provide competent and diligent representation to the District and the County with respect to this matter. I have attached relevant provisions of the Rules of Professional Conduct in the event you wish to review them.

We also note that in validating the proposed Interlocal Agreement, NG&N likely will be representing both the County and the District. Because the County and the District each desire to obtain a successful validation, we are not aware of any unique risks in connection with such a dual representation. Both the County and the District should enjoy reduced costs and a more efficient effort with NG&N jointly representing them in the validation.

The purpose of this letter is to confirm (1) that we may represent the District as bond counsel in the manner described above, and (2) that the District has agreed to waive any conflict of interest arising out of, and that the District will not object to, our representation of the County as described herein and the attached letter to the County.

If you need to edit the terms of this letter, or wish to discuss any related issues, please contact me at your earliest convenience. I have also provided a copy of this letter to Ray Giglio, as general counsel to the District so that you may seek his consultation as well. If there are additional questions
that the District may have, I would be happy to discuss this matter at any time. Once you and the
District are satisfied, please have the District representative sign and return the enclosed copy of this
letter.

We look forward to working with the District on this matter.

NABORS, GIBLIN & NICKERSON, P.A.

By: 

Christopher M. Traber, Shareholder

Accepted and Approved:

KEW LARGO WASTEWATER TREATMENT
DISTRICT

By: ____________________________
Name: __________________________
Title: __________________________

Date: __________________________

cc: Ray Giglio, General Counsel
Key Largo Wastewater Treatment District
Board of Commissioners Meeting
Agenda Item Summary

Meeting Date: November 5, 2014

Agenda Item Type: Information / Presentation

Agenda Item Scope: Review / Discussion

Recommended Action: Discussion

Department: General Manager
Sponsor: Rob Bulkiewicz

Subject: Administrative Building

Summary of Discussion:

At the Board’s direction, staff has researched 3 properties that could serve as a possible future home for the District’s Administrative offices.

Exhibit A 103355 Overseas Hwy | Key Largo, FL | 33037 | (Old Schwartz Office)
Exhibit B 101961 Overseas Hwy | Key Largo, FL | 33037 | (Ninehouser Building)
Exhibit C 100410 Overseas Hwy | Key Largo, FL | 33037 | (Across from Plant)

Financial Impact

$ Expense
Funding Source: Loans / Other Debt
Budgeted: No

Attachments

A. 103355 Overseas Hwy
B. 101961 Overseas Hwy
C. 100410 Overseas Hwy

Approved By: [Signature]
General Manager
Date: 10/31/2014
### 103355 Overseas Highway | Key Largo, FL

**Key Largo Wastewater Treatment District**

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<table>
<thead>
<tr>
<th>Feature</th>
<th>Details</th>
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<tbody>
<tr>
<td><strong>Asking Price</strong></td>
<td>$750,000</td>
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<tr>
<td><strong>Interior Working Space</strong></td>
<td>4,320 Square Feet</td>
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<tr>
<td><strong>Lot Size</strong></td>
<td>15,446 Square Feet</td>
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<td><strong>Listing Status</strong></td>
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<td><strong>Listing Date</strong></td>
<td>10/2/14</td>
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<tr>
<td><strong>Work Needed To Move In</strong></td>
<td>Moderate - Requires Remodel</td>
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<td><strong>Current Occupancy</strong></td>
<td>Vacant</td>
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*Adjacent Commercial Property also available as a possible Annex*
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<tr>
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<td>Lot Size</td>
<td>27,000 Square Feet</td>
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<td>Listing Date</td>
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<tr>
<td>Work Needed To Move In</td>
<td>Substantial - Requires Demo and Remodel</td>
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<tr>
<td>Current Occupancy</td>
<td>Occupied</td>
</tr>
</tbody>
</table>
100410 Overseas Highway | Key Largo, FL

Key Largo Wastewater Treatment District

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**Asking Price**: $1,500,000  
**Interior Working Space**: 5,664 Square Feet  
**Lot Size**: 20,275 Square Feet  
**Listing Status**: Unlisted  
**Listing Date**: NA  
**Work Needed To Move In**: Completely Unfinished - Frame Only  
**Current Occupancy**: Vacant
Key Largo Wastewater Treatment District
Board of Commissioners Meeting
Agenda Item Summary

Meeting Date: November 5, 2014

Agenda Item Type: Information / Presentation
Agenda Item Scope: Review / Discussion
Recommended Action: Discussion

Department: Legal
Sponsor: Ray Giglio

Subject: Islamorada Salinity Update

Summary of Discussion:

Reviewed / Approved
Operations: 
Administration: 
Finance: 
District Counsel: 
District Clerk: 
Engineering: 

Financial Impact
Operations: $ 
Finance: Funding Source: 
District Counsel: 
District Clerk: Budgeted: 
Engineering: 

Attachments
Email to Doug Manson

Approved By: [Signature]
Date: 10/31/2014

General Manager
Hi Doug,

I would like to arrange a conference call between you, me, and Paul Christian (the District’s new General Manager), at your convenience, to discuss your interpretation of a couple of the sections of the District’s Wastewater ILA with Islamorada. However, before we talk, I thought it would be useful to give you a heads up about the matters in question.

The **first issue** involves Section 8 (h) of the ILA.

8. **CUSTOMER’S WASTEWATER QUALITY REQUIREMENTS.**
(h) Customer understands and acknowledges that the infiltration of material amounts of fresh or saltwater into the System may cause the capacity of District to treat Wastewater to be diminished and may create problems with District’s ability to treat and dispose of Wastewater. Customer agrees that at the Point of Connection to the District’s System, salinity levels shall not exceed the local limit established for salinity in the District’s Policies and this Agreement, unless such salinity levels are due to extreme natural disaster or Acts of God (i.e. hurricane, tropical storm event, etc.) or Force Majeure events beyond the reasonable control of the Customer. In the event Customer’s Wastewater salinity levels exceed 4.0 parts per thousand at any time during the day to be measured at a point just upstream of the Point of Connection prior to discharge into the System for thirty (30) days in any given rolling consecutive twelve (12) month time period, Customer shall pay the Salinity Surcharge pursuant to section 13.(a) iv. for each day beyond the thirty (30) days within the specified consecutive twelve (12) month period. ****

As you can see, Section 8 (h) provides for a multiplier to be applied to Islamorada’s Flow Charge if Islamorada’s Wastewater salinity levels exceed 4.0 parts per thousand at any time during the day, for 30 days in any given rolling consecutive 12 month time period.

This section states that Islamorada is obligated to pay the Salinity Surcharge “for each day beyond the thirty (30) days within the specified consecutive twelve (12) month period.”

This language could be interpreted different ways. It could mean that if Islamorada’s Wastewater salinity levels exceed 4.0 parts per thousand for 30 days in any given rolling consecutive 12 month time period, then after the 30 days, the multiplier will be applied to Islamorada’s Flow Charge, either:

• Each day of every month until Islamorada has been below 4.0 parts per thousand for 12 consecutive months.

[or]

• Each day (i.e. only on those days) that the salinity levels exceed the threshold of 4.0 parts per thousand at any time during the day, until Islamorada has been below 4.0 parts per thousand for 12 consecutive months.

The second issue involves section 13.(a) iv. of the ILA.

13. RATES AND CHARGES.

iv. Salinity Surcharge. This component shall be computed and measured as follows: The surcharge will be assessed as a multiplier applied to the Flow Charge after thirty (30) days in a rolling twelve (12) consecutive month period that the salinity exceeds 4.0 parts per thousand at any time during that day.
to be measured at a point just upstream of the Point of Connection prior to discharge into the System. The multiplier will be calculated according to the formula: Multiplier = (1 + (Ns/35))^3 where Ns is the peak diurnal salinity measured in parts per thousand.

Our question involves the statement that "The multiplier will be calculated according to the formula: Multiplier = (1 + (Ns/35))^3 where Ns is the peak diurnal salinity measured in parts per thousand."

Again, this language could be interpreted in different ways. It could be interpreted to mean that after 30 days in a rolling 12 consecutive month period that the salinity exceeds 4.0 parts per thousand, the multiplier will be based upon the "peak diurnal salinity measured" during this 12 month period, and that this "peak" multiplier is to be applied to Islamorada's Flow Charge for:

- Each day of every month until Islamorada has been below 4.0 parts per thousand for 12 consecutive months.

  [or]

- Only to the day measured. (i.e. Each day's multiplier will be based upon that day's readings.)

Please advise when it would be convenient to discuss these matters. Your recollections, interpretations, and opinions would be greatly appreciated.

Kindest regards,

Ray Giglio
General Counsel

(305) 340-9198
ray.giglio@klwtd.com