

**Village of Commercial Point
Special Council Meeting
April 18, 2016**

Mayor Joiner called the meeting to order. Administrative Assistant Baldwin took roll call with the following members present: Mr. Laxton, Mr. Geiger, Mr. Sadler, Ms. Evans, and Mr. O'Neil. Mr. Townsend was absent. Solicitor Hess and Engineer Grosse were also in attendance.

Mr. Geiger made a motion, seconded by Mr. Laxton to suspend the procedural rules. All members approved. The motion passed.

Mayor Joiner said he and Mr. O'Neil talked and Mr. O'Neil made a good point about this economic development with regard to the agreement between the Village and Frost Brown to change the heading from contract to read Letter of Engagement. He said he hopes everyone had an opportunity to read it as it was sent out last week. He said there are a lot of questions regarding the TIF. He said Frost Brown will go out and gather all of the information the Council is wondering about and bring it back in a nice package. He said it is not about the vote saying we are going to enter into a TIF, it is about the vote saying we are going to pay Frost Brown \$250 per hour for them to go and obtain all of the information needed and provide it to council. Mayor Joiner said then the council and make a good informed decision on whether or not to move forward with the TIF. Solicitor Hess said the Mayor is correct, basically giving the Mayor authority to sign the Letter of Engagement, we are saying we will pay them \$250 per hour to engage in their service. He said we can cut that service off at any time. He said the Mayor is correct, we do not have to go through the TIF process. Solicitor Hess confirmed we would be hiring Frost Brown to bring whatever information is needed to help decide if a TIF is in this Communities best interest. He said if we are inclined we need to have a motion to amend **Resolution 05-2016** to supplement the term Engagement Letter for the term Contract, then we would need a vote on amending it and if that would pass then we go through the normal process of voting. Ms. Evans asked if we have an estimate on the amount of hours they are thinking? Solicitor Hess said no, when Mr. Kelly was here he could not be a number on that. He said if he would stop on collecting data only, maybe less than 10 hours. He said if it a full blown TIF then he would have a tougher time estimating that. He said depending on how long the TIF would go and what percentage, that would dictate the level of expertise. Mr. O'Neil asked on page 4 of the engagement letter, number 6 under the termination category, what are they talking about ("We are entitled to reasonable compensation for our services if you obtain recovery in this case)? Solicitor Hess said he thinks that is more for litigation and probably doesn't fit for an agreement we are going into. Mayor Joiner said reading through this letter is seemed like more of a template used. Solicitor Hess said most engagement letters are a form where you plug in names and rates. Mayor Joiner asked Solicitor Hess from a professional standpoint, some people feel \$250 per hour is high. He feels in today's market; it is relatively low. Solicitor Hess said he just engaged a law firm for another Village for an EPA issue, \$500 per hour. He said for the expertise Frost Brown has, \$250 is certainly competitive for this type of representation. Mr. O'Neil asked if we are going to pay them \$250 per hour for paralegals also? Solicitor Hess said \$250 per hour is the attorney pay, typically paralegals are not paid at the same rate. Mr. O'Neil asked if the bill will differentiate between the two. Solicitor Hess said yes. Mr. O'Neil stated if the paralegals do some of the work then our bill would be less than \$250 per hour. Solicitor Hess said yes if the paralegals do the research. He said they will have an itemized statement as to who did the work and how

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many hours. Mayor Joiner said Solicitor Hess is our Point of Contact with them. Solicitor Hess asked Engineer Grosse if he felt \$250 per hour is out of line? Engineer Grosse said he would like to say it is too high, but this is the rate you are seeing. He said this is a noted firm, qualified firm that will give good advice. He said this is a big decision and you want to make sure you have all of the information in front of you. Mayor Joiner asked for a motion to amend the language in the Letter of Engagement from contract to engagement. Mr. O'Neil asked Solicitor Hess if this is the best way to proceed or should we cancel this Resolution and create another one. Solicitor Hess said this is a way to amend the language, this is the proper way to do it.

Resolution 05-2016 A RESOLUTION AUTHORIZING AND DIRECTING THE VILLAGE ADMINISTRATOR AND/OR MAYOR OF THE VILLAGE OF COMMERCIAL POINT TO ENTER INTO A CONTRACT EFFECTIVE IMMEDIATELY AND CONTINUE THROUGH DECEMBER 31, 2017 WITH GENE HOLLINS AND HIS LAW FIRM FOR SERVICES AS THEY RELATE TO TIF DISTRICTS (TAX INCREMENT FINANCING) AND DECLARING AND EMERGENCY.

Mr. O'Neil motioned to amend **Resolution 05-2016** to remove the word contract and replace with Letter of Engagement. Seconded by Mr. Sadler. Administrative Assistant Baldwin took a roll call: Mr. Geiger-yes; Mr. Sadler-yes; Ms. Evans-yes; Mr. Laxton-yes; Mr. O'Neil-yes. Motion passed.

Mr. O'Neil motioned to suspend the three readings for **Resolution 05-2016**. Seconded by Mr. Laxton. Administrative Assistant Baldwin took a roll call: Mr. Geiger-yes; Mr. Sadler-yes; Ms. Evans-yes; Mr. Laxton-yes; Mr. O'Neil-yes. Motion passed.

Mr. Sadler motioned to approve **Resolution 05-2016**. Seconded by Mr. O'Neil. Administrative Assistant Baldwin took a roll call: Mr. Geiger-yes; Mr. Sadler-yes; Ms. Evans-yes; Mr. Laxton-yes; Mr. O'Neil-yes. Motion passed.

Solicitor Hess said he will contact Frost Brown tomorrow and indicate we have an agreement and see what the next steps will be. He confirmed that this body would like to see what the dollars generated will be. Mayor Joiner said they would like to see the dollars generated as well as the impact on other entities. Mr. O'Neil said he would like to see how much it will cost us. Mr. Sadler and Mr. Geiger would like to see the benefits.

Mr. O'Neil made a motion to adjourn. Seconded by Mr. Laxton. All in favor. Meeting adjourned.