

MINUTES OF MEETING

Board of Supervisors

Reedy Creek Improvement District

February 22, 2023

9:30 a.m.

President Hames called the regular meeting of the Reedy Creek Improvement District Board of Supervisors to order at 9:30 a.m. on Wednesday, February 22, 2023, at the Administrative Offices of the District, 1900 Hotel Plaza Boulevard, Lake Buena Vista, Florida.

Those present were President Larry Hames, Jane Adams, Leila Jammal and Don Greer, constituting a quorum of the Board of Supervisors. Others in attendance included; John Classe, District Administrator; Tina Graham, District Clerk; Tracy Borden, Assistant Clerk; and Ryan Conrad, Administration; Samarth Thomas, Technology Services; Chris Quinn, Heidi Powell, and Susan Higginbotham, Finance; Chief Richard LePere, Tracy Austin and Tanya Naylor, RCFD; Ed Milgrim and Ilana Perras, Milgrim Law Group, Jason Middleton, Human Resources; Katherine Luetzow, Planning & Engineering; Mike Rickabaugh, Building & Safety; Erin O'Donnell and Eryka Washington, Communications; Mike Crikis, Environmental Sciences; Craig Sandt, Facilities; Mark Swanson, RCES; Jessica Kelleher, Communications Intern; Holly Hagans, RCFD Emergency Management Intern; David Rich, RCFD Retiree; Melissa Rich, David's spouse and Richard Bilbao, OBJ;. Those participating via teleconference were: Michele Dicus and Kimberley Ferretti, Human Resources; Kerry Satterwhite, Facilities; Lexy Wollstadt, Finance; Joel Edwards and Eric Ferrari, RCFD; Jason Herrick, Anthony Kasper and Lisa Mears, RCES; Bruce Jones, Procurement and Jeff Holland, Environmental Sciences.

President Hames asked the attendees to please stand for the Pledge of Allegiance.

SAFETY MINUTE

Mr. Classe presented the safety instructions for the Administration Building. Mr. Classe identified the locations of the first aid supplies, AED's, emergency exits as well as the evacuation procedures. Mr. Classe advised that there are fire alarm pull stations and fire extinguishers located near the exits to use in case of an emergency.

APPROVAL OF MINUTES

Minutes from the February 8, 2023 BOS Meeting were approved and accepted as presented.

The District Clerk recorded proof of publication of the meeting notice.

REPORTS

Mr. Classe announced that we have a special celebration to recognize David Rich, Fire Inspector from the Fire Department, who retired on January 31, 2023 with 32 years of service. Mr. Classe asked Chief Richard LePere to come up and say a few words and present Mr. Rich with a plaque. Chief LePere announced that Mr. Rich had been working for the District for 10 years as a Fire Fighter/EMT before he came to the District. Mr. Rich became a Fire Inspector for 7 years before retiring. One of the many accomplishments performed by Mr. Rich was to identify battery storage locations in buildings within the District and that information will be useful to first responders in an emergency situation. Chief LePere thanked Mr. Rich for his years of service as well as his wife Melissa, for her support throughout his career.

Mr. Classe announced that the week of February 19th through February 25th is Engineer's Week. Throughout this week, we are celebrating and recognizing the numerous engineers at the District.

Mr. Classe reported that on February 3rd, 12 employees from the District team volunteered at Second Harvest Food Bank and packed over 1000 meal boxes. The District has been volunteering at Second Harvest Food Bank for a number of years. Mr. Classe stated that he has participated and it is a fulfilling activity. Mr. Classe thanked the District staff that volunteered this month.

CONSENT AGENDA

President Hames proceeded to the Consent Agenda and advised that the Consent Agenda exists of general administrative items and items under a specific cost threshold. Any item could be pulled from the Consent Agenda for further discussion, if requested. Consent Agenda items are shown below:

Item 6A – District-Wide Fiber/DMS Project – Amendment of Design-Build Agreement

CONSIDERATION of Request for Board approval to amend the existing Design-Build Services Agreement with **Design Communications LTD**, in the Not-To-Exceed amount of **\$30,097.00** for additional installation services in support of the District-Wide Fiber/DMS project. Funding for this request will be derived from the RCID 2016-2024 Transportation Projects Ad Valorem Bonds.

Item 6B – World Drive North Phase 3 – Non-Exclusive Temporary Easement Agreement

CONSIDERATION of Request for Board approval and District Administrator authorization to sign a Non-Exclusive Temporary Easement Agreement (TCE) between the Reedy Creek Improvement District (RCID) and **Palm Hospitality Company** to allow RCID and its contractors to perform work related to the expansion of the right-of-way of Floridian Way, which includes, among other things, utility, driveway and roadway construction. The TCE will be in substantially similar form as attached hereto as **EXHIBIT A** with such changes as the District Administrator reasonably approves.

Item 6C – World Drive North Phase 3 – Non-Exclusive Temporary Easement Agreement

CONSIDERATION of Request for Board approval and District Administrator authorization to sign a Non-Exclusive Temporary Easement Agreement (TCE) between the Reedy Creek

Improvement District (RCID) and **Walt Disney Parks and Resorts U.S., Inc. (WDPR)** to allow RCID and its contractors to perform work related to the expansion of the right-of-way of Floridian Way, which includes, among other things, utility, driveway and roadway construction. The TCE will be in substantially similar form as attached hereto as **EXHIBIT B** with such changes as the District Administrator reasonably approves.

Item 6D – Assignment of Non-Exclusive Easement Agreement

CONSIDERATION of Request for Board approval and District Administrator authorization to sign a Assignment of Non-Exclusive Easement Agreement between the Reedy Creek Improvement District (RCID) and **Peoples Gas System**, associated with the easement agreement document 96-106229 and document 2012059081 listed in the Assignment. The Assignment will be in substantially similar form as attached hereto as **EXHIBIT C** with such changes as the District Administrator reasonably approves.

Item 6E – Assignment of Non-Exclusive Easement Agreement

CONSIDERATION of Request for Board approval and District Administrator authorization to sign a Assignment of Non-Exclusive Easement Agreement between the Reedy Creek Improvement District (RCID) and **Peoples Gas System**, associated with the easement agreement document 20150618807 listed in the Assignment. The Assignment will be in substantially similar form as attached hereto as **EXHIBIT D** with such changes as the District Administrator reasonably approves.

Item 6F – Assignment of Non-Exclusive Easement Agreement

CONSIDERATION of Request for Board approval and District Administrator authorization to sign a Assignment of Non-Exclusive Easement Agreement between the Reedy Creek Improvement District (RCID) and **Peoples Gas System**, associated with the easement agreement document 20140345059 listed in the Assignment. The Assignment will be in substantially similar form as attached hereto as **EXHIBIT E** with such changes as the District Administrator reasonably approves.

Item 6G – Assignment of Non-Exclusive Easement Agreement

CONSIDERATION of Request for Board approval and District Administrator authorization to sign a Assignment of Non-Exclusive Easement Agreement between the Reedy Creek Improvement District (RCID) and **Peoples Gas System**, associated with the easement agreement document 2014098440 listed in the Assignment. The Assignment will be in substantially similar form as attached hereto as **EXHIBIT F** with such changes as the District Administrator reasonably approves.

Item 6H – Amendment to Amended and Restated Labor Service Agreement

CONSIDERATION of Request for Board approval and District Administrator authorization to sign an amendment to the Amended and Restated Labor Service Agreement between the Reedy Creek Improvement District (RCID) and **Reedy Creek Energy Services (RCES)**. The amendment confirms RCID's obligation associated with RCES's use of RCID vehicles, buildings

and equipment necessary for RCES to provide its services to RCID. The Amendment will be in substantially similar form as attached hereto as **EXHIBIT G** with such changes as the District Administrator reasonably approves.

Item 6I – First Amendment to License Agreement – Sector 6 Substation Main Office

CONSIDERATION of Request for Board approval and District Administrator authorization to sign the First Amendment to the License Agreement between the Reedy Creek Improvement District (RCID) and **Orange County** associated with the Sector 6 Substation Main Office. The Amendment will be in substantially similar form as attached hereto as **EXHIBIT H** with such changes as the District Administrator reasonably approves.

Item 6J – First Amendment to License Agreement – Orange County Sheriff

CONSIDERATION of Request for Board approval and District Administrator authorization to sign the First Amendment to the License Agreement between the Reedy Creek Improvement District (RCID) and **Orange County** associated with the Sheriff's Office in the Orange Garage. The Amendment will be in substantially similar form as attached hereto as **EXHIBIT I** with such changes as the District Administrator reasonably approves.

Item 6K – First Amendment to License Agreement – Sheriff's Office in Disney Springs

CONSIDERATION of Request for Board approval and District Administrator authorization to sign the First Amendment to the License Agreement between the Reedy Creek Improvement District (RCID) and **Orange County** associated with the Sheriff's Office in Disney Springs. The Amendment will be in substantially similar form as attached hereto as **EXHIBIT J** with such changes as the District Administrator reasonably approves.

Item 6L – Radio Tower Lease Agreement

CONSIDERATION of Request for Board approval and District Administrator authorization to sign the Lease Agreement between the Reedy Creek Improvement District (RCID) and **Orange County** for a radio tower site off Hartzog Road. The Lease Agreement will be in substantially similar form as attached hereto as **EXHIBIT K** with such changes as the District Administrator reasonably approves.

Item 6M – Amendment to Right of Entry Agreement

CONSIDERATION of Request for Board approval and District Administrator authorization to sign an amendment to the Right of Entry Agreement between the Reedy Creek Improvement District (RCID) and **Walt Disney Parks and Resorts U.S., Inc. (WDPR)**. The amendment to the original agreement effective on October 15, 2015, clarifies the requirements for RCID to provide reasonable prior notice before accessing Disney property or facilities. The Amendment will be in substantially similar form as attached hereto as **EXHIBIT L** with such changes as the District Administrator reasonably approves.

Item 6N – Ground Lease Agreement

CONSIDERATION of Request for Board approval and District Administrator authorization to

sign the Ground Lease Agreement between the Reedy Creek Improvement District (RCID) and **Walt Disney Parks and Resorts U.S., Inc. (WDPR)** for the operation of a kennel facility and care of other animals in the South Service Area. The Ground Lease will be in substantially similar form as attached hereto as **EXHIBIT M** with such changes as the District Administrator reasonably approves.

REGULAR AGENDA

Item 7A – World Drive North Phase 3 – Initial Project Budget Revision

Mr. Classe request Board approval to revise the budget for the World Drive North Phase 3 Extension Capital Improvement Project from the amount of **\$101,500,000.00** to **\$176,000,000.00**. The project involves the construction of approximately 1.6 miles of four lane roadway, four lane vehicular bridge, , three round-a-bouts, utility protection structure; the relocation of various underground utility conveyance systems, including potable and reclaimed water, wastewater, chilled water lines, electrical power, optical fiber facilities and natural gas piping, underground stormwater conveyance systems and associated structures, roadway lighting, directional and regulatory signing, pavement marking, and landscaping and landscape irrigation systems. The request includes Board authorization to direct staff to proceed with the southern portion of the project with a budget of \$110,000,000.00 and to explore and present options to secure the remaining project funds within the next 18 months. Funding for this request will be derived from the RCID 2016-2024 Transportation Projects Ad Valorem Bonds, 2018-1 Utility Revenue Bonds, 2021-2 Utility Revenue Bonds and future sources of funds. Mr. Classe advised that this project started in 2015 with Phase 1 and this request for Phase 3 is the final phase, which is to complete the gap between Phase 2 and Floridian Place, creating a four-lane divided roadway along the Palm and Magnolia golf courses, the Polynesian Resort, the Wedding Chapel and the Grand Floridian. President Hames asked if there were any public comments on this request and there were none. Upon motion by Ms. Adams and duly seconded, the Board unanimously approved the request.

Item 7B – World Drive North Phase 3 – Construction Services Agreement

Mr. Sandt requested Board approval to award a Lump-Sum Fixed-Price Agreement for Construction Services in the amount of **\$74,253,965.00** to the lowest responsive bidder, **Southland Construction, Inc.**, for construction of the World Drive North Phase 3 project. The request includes Board authorization for RCID's direct purchase of certain materials included in the contract amount. Staff also requests Board authorization for the District Administrator to execute change orders up to an aggregate amount of **5%** of the contract amount. Funding for this request will be derived from the RCID 2016-2024 Transportation Projects Ad Valorem Bonds and the Series 2021-2 Utility Revenue Bonds. Mr. Sandt advised that bids were extended a few times due to other projects taking place in the Central Florida area. This project received six bids; three were post bid, which resulted in recommending the award to the lowest bidder, Southland Construction. President Hames asked if there were any public comments on this request and there were none. Upon motion by Mr. Greer and duly seconded, the Board unanimously approved the request. **(EXHIBIT N)**

Item 7C – World Drive North Phase 3 – Professional Services Agreement

Mr. Sandt requested Board approval to award an Agreement for Professional Services to **CONSOR Engineers, LLC**, in the total Not-To-Exceed amount of **\$4,999,911.94** for construction management, engineering, inspection and material testing services in support of the World Drive North Phase 3 project. The total amount is comprised of a fee in the amount of **\$4,821,123.23** and reimbursable expenses in the amount of **\$178,788.71**. Staff also requests Board authorization for the District Administrator to execute change orders up to an aggregate amount of **10%** of the contract amount. Funding for this request will be derived from the RCID 2016-2024 Transportation Projects Ad Valorem Bonds. Mr. Sandt advised that we received four proposals and two firms were short-listed. CONSOR has done work on property in the past and is now finishing the World Drive North Phase 2 project. President Hames asked if there were any public comments on this request and there were none. Upon motion by Ms. Adams and duly seconded, the Board unanimously approved the request. **(EXHIBIT N)**

Item 7D – World Drive North Phase 3 - Utility System Improvements RCES Soft Costs

Mr. Sandt requested Board approval of an additional amount Not-To-Exceed **\$1,611,623.00** for RCES engineering and construction support, including survey, submittal review and project inspection costs for the World Drive North Phase 3 project. This request includes Board authorization for RCID's and/or RCES's direct purchase of miscellaneous goods and ancillary professional services as necessary for the project. Funding for this request will be derived from the RCID 2016-2024 Transportation Projects Ad Valorem Bonds and the Series 2021-2 Utility Revenue Bonds. Mr. Sandt advised that this request would support the District for a 2-year period. President Hames asked if there were any public comments on this request and there were none. Upon motion by Ms. Jammal and duly seconded, the Board unanimously approved the request. **(EXHIBIT N)**

Item 7E – World Drive North Phase 3 – Design Services

Ms. Luetzow requested Board approval to amend the existing Professional Services Agreement with **TLP Engineering Consultants, Inc.**, in the Not-To-Exceed amount of **\$652,422.00** for post design services. These services shall include attendance at construction meetings, field visits, shop drawing review, responses to contractor's requests for additional information, any necessary plan revisions and the production of record drawings. Staff also requests Board authorization for the District Administrator to execute change orders up to an aggregate amount of **10%** of the contract amount. Funding for this request will be derived from the RCID 2016-2024 Transportation Projects Ad Valorem Bonds. President Hames asked if there were any public comments on this request and there were none. Upon motion by Ms. Jammal and duly seconded, the Board unanimously approved the request. **(EXHIBIT N)**

Item 7F – Roadway Expansion Land Dedication and Reimbursement Agreement

Mr. Classe requested Board approval and District Administrator authorization to sign the Roadway Expansion Land Dedication and Reimbursement Agreement between the Reedy Creek Improvement District (RCID) and **Walt Disney Parks and Resorts U.S., Inc. (WDPR)** and **Palm Hospitality Company (Palm)**. The Agreement is associated with the World Drive North Phase 3 project and provides for the purchase of the land necessary for the road right-of-way and for the payment from RCID to WDPR and Palm for specific impacts caused by the roadway expansion project. The Agreement will be in substantially similar form as attached hereto as **EXHIBIT O** with such changes as the District Administrator reasonably approves. Funding for this request will be derived from the RCID 2016-2024 Transportation Projects Ad Valorem Bonds and future sources of funds. Mr. Classe advised that there are impacts caused by expanding the existing roadway from two-lanes to four-lanes. This project agreement includes the costs for right-of-way acquisition and reimburses the third parties for impacts to the golf course, parking lots, Seven Seas Drive as well as points of access to the properties along the project. President Hames asked if there were any public comments on this request and there were none. Upon motion by Ms. Adams and duly seconded, the Board unanimously approved the request.

OTHER BUSINESS

President Hames then asked if there was any further business to discuss.

Mr. Classe advised that today's Final Thought is from Hillary DePiano, Playwright, fiction and non-fiction writer; "*You can get excited about the future. The past won't mind.*"

There being no further business to come before the Board, the meeting was adjourned at 10:03 a.m.

Laurence C. Hames
President, Board of Supervisors

ATTEST

John H. Classe, Jr.
Secretary, Board of Supervisors