

CLERKS DULY NOTIFIED..... JUNE 10, 2015  
AGENDA PACKAGES/CDS SENT TO MEMBERS ..... JUNE 10, 2015  
LEGAL AD PUBLISHED..... JUNE 15, 2015

**MINUTES**  
**FMPA BOARD OF DIRECTORS MEETING**  
**FLORIDA MUNICIPAL POWER AGENCY**  
**8553 COMMODITY CIRCLE**  
**ORLANDO, FL 32819**  
**THURSDAY, JUNE 18, 2015**  
**9:30 A.M.**

**MEMBERS PRESENT** Roland Davis, Alachua (via telephone) \*  
Brad Hiers, Bartow (via telephone)  
Bruce Hickle, Bushnell  
Danny Williams, Clewiston (via telephone)  
Clay Lindstrom, Fort Pierce  
David Beaulieu, Gainesville (via telephone)  
Bob Page, Green Cove Springs (via telephone)  
Howard McKinnon, Havana  
Barbara Quinones, Homestead (via telephone)  
Allen Putnam, Jacksonville Beach  
Lynne Tejada, Key West \*\*  
Grant Lacerte, Kissimmee (Larry Mattern arrived after Item 7b)  
Alan Shaffer, Lakeland (via telephone)  
Patrick Foster, Leesburg  
Charles Revell, Mount Dora (via telephone)  
Bill Conrad, Newberry  
Sandra Wilson, Ocala  
Randy Old, Vero Beach

\*arrived after the Consent Agenda.  
\*\*arrived after the Action Items.

**OTHERS PRESENT** Paul Jakubczak, Fort Pierce  
George Forbes, Jacksonville Beach  
Mike Poucher, Ocala  
David Anderson, Ocala  
Craig Dunlap, Dunlap & Associates, Inc.  
David Thornton, Wells Fargo Bank  
Steven Stein, nFront Consulting  
Wayne Bertsch, Wilson & Associates  
Tim Zorc, Indian River County Commissioner (via telephone)

**STAFF PRESENT** Nick Guarriello, General Manager and CEO  
Fred Bryant, General Counsel  
Jody Finklea, Assistant General Counsel and Manager of  
Legal Affairs

Frank Gaffney, Assistant General Manager, Power Resources  
Mark McCain, Assistant General Manager, Member Services, Human  
Resources and Public Relations  
Mark Larson, Assistant General Manager, Finance and Information  
Technology and CFO  
Sue Utley, Executive Asst./Asst. Secy. to the Board  
Michelle Pisarri, Power Resources Secretary II  
David Schumann, Generation Fleet O & M Manager  
Janet Davis, Treasury Manager  
Tom Richards, Executive Consultant

### **ITEM 1 - CALL TO ORDER, ROLL CALL AND DECLARATION OF QUORUM**

Chairman Bill Conrad, Newberry, called the Board of Directors Meeting to order at 9:32 a.m. on Thursday, June 18, 2015 at the Florida Municipal Power Agency, 8553 Commodity Circle, Orlando, Florida. The roll was taken and a quorum was declared with 16 members present representing 27.5 votes out of a possible 48.5. Roland Davis, Alachua, joined via telephone after the roll call bringing the total members present to 17 representing 29 votes out of a possible 48.5

### **ITEM 2 – Recognition of Guests**

None

### **ITEM 3 – PUBLIC COMMENTS (Individual Public Comments Limited to 3 Minutes)**

Chairman Conrad, welcomed Tom Richards, FMPA's new Executive Consultant.

### **ITEM 4 – SET AGENDA (by vote)**

**MOTION:** Howard McKinnon, Havana moved approval of the agenda as presented. Allen Putnam, Jacksonville Beach, seconded the motion. Motion carried 29-0.

### **ITEM 5 – REPORT FROM THE GENERAL MANAGER**

Mr. Guarriello reported on the termination of the three remaining Taylor Swaps, the Credit Agreement and the possibility of an All-Requirements Project refinancing. He thanked the team that worked on this item. From the FMPA staff, Mark Larson, Janet Davis, Ed Nunez and Vickey Bidwell; from the General Counsel's office, Fred Bryant, Jody Finklea and Amanda Swindle; also our Financial Advisor, Craig Dunlap.

Fred Bryant gave an overview of the transaction and thanked all involved including Wells Fargo and Bank of America/Merrill Lynch.

## **ITEM 6 – Consent Agenda**

- a. Approval of Minutes – Board of Directors Meeting held May 21, 2015
- b. Approval of the Projects' Financials as of April 30, 2015
- c. Approval of the Treasury Reports as of April 30, 2015

**MOTION:** Grant Lacerte, Kissimmee, moved approval of the Consent Agenda as presented. Bill Conrad, Newberry, seconded the motion. Motion carried 27.5-0.

## **ITEM 7 – ACTION ITEMS**

### **a. Approval of FMPA – ECG Alliance Agreement – Services Confirmation Document**

Sharon Smeenck, Member Services Manager, presented the details of the services confirmation.

**MOTION:** Howard McKinnon, Havana, moved approval of the ECG Service Confirmation document providing the ECG FY '16 budget. Grant Lacerte, Kissimmee, seconded the motion. Motion carried 29-0. <<MY NOTES SHOW CHARLES REVELL MADE THE SECOND>>

### **b. Approval of New Credit Card Policy and Procedures – Auditor General Finding No. 11**

Nicholas Guarriello and Mark Larson presented the revised Credit Card Policy and Procedures to the Board.

**MOTION:** Grant Lacerte, Kissimmee, moved approval of the FMPA Credit Card Policy (Attachment A) and have it replace the FMPA Credit Card Policy in the FMPA Policy and Employee Manual, approve the initial Credit Card Procedures (Attachment B) **with the Credit Card Administrator to ensure that all FMPA Managers sign off on their employees' monthly credit card statements**, and Credit Card Use Agreements (Attachment C), and grant authority to the General Manager and CEO to update the Procedures and the use agreements as may be necessary or advisable in the future. Howard McKinnon, Havana, seconded the motion. Motion carried 27-2. Green Cove Springs voted nay.

**\*Verbiage in red was added to Staff's recommended motion.**

### **c. Approval of Questioned Expenditures – Auditor General Finding No. 8**

Nicholas Guarriello, Mark Larson and Mark McCain presented the details of the questioned expenditures and the Public Purpose Determination and updated FMPA Policy.

**MOTION:** Bruce Hickle, Bushnell, moved approval of the FMPA Public Purpose Policy (Attachment A) and to incorporate it into the FMPA Policy and Employee Manual, approve the initial Public Purpose Determination Procedure (Attachment B), and grant authority to the General Manager and CEO to update the Procedure as may be necessary or advisable in the future. Howard McKinnon, Havana, seconded the motion. Motion carried 29-0.

**ITEM 8 – INFORMATION ITEMS**

a. Update on Auditor General Finding No. 9 – Competitive Selection


Nicholas Guarriello and Mark Larson presented this information item.


**ITEM 9 – MEMBER COMMENTS**

None

**ITEM 10 – ADJOURNMENT**

There being no further business, the meeting was adjourned at 10:34 a.m.

  
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Bill Conrad  
Chairman, Board of Directors

  
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Lynne Tejada  
Secretary

Approved: July 24, 2015  
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