

**GWINNETT PLACE COMMUNITY IMPROVEMENT DISTRICT (CID)  
REGULAR BOARD MEETING  
Gwinnett Place Marriott, Georgia Ballroom  
April 27, 2005**

Attendees

Board Members:

Tom Wheeler	Mark Williams	Scott Rolston
Casey Coffey	Glenn Wisdom	Leo Wiener

Absent: Bruce Williams

Staff: Dave Rosselle, Executive Director  
Lynn Rainey, Legal Counsel

Special Guest: Van Stephens, Chief Assistant Gwinnett County attorney

Call to Order

Van Stephens, Chief Assistant Gwinnett County Attorney called the inaugural meeting of the Gwinnett Place Community improvement District Board of Directors to order at 7:20 pm.

MINUTES

Action Items

A motion to approve use of Roberts Rules of Order to govern all Board meetings was unanimously approved.

A motion to ratify the election of Board members as noted in the minutes of the Caucus of Electors of April 27, 2005 was unanimously approved.

*Election of Chairman* - By acclamation the Board elected Tom Wheeler as the Board Chairman and the meeting was turned over to Mr. Wheeler.

*Election of Vice Chairman* - Mark Williams motioned to elect Bruce Williams, seconded by Mr. Casey - unanimously approved.

*Election of Secretary/Treasurer* - Following discussion of combined roles, Mr. Coffey motioned to elect Dave Rosselle, seconded by Mr. Wisdom - unanimously approved.

*Tax millage rate proposal* - A motion was made by Mr. Rolston to advertise a proposal in the Gwinnett County public organ to adopt a 5 mill tax rate at the May Board meeting, seconded by Mr. Mark Williams - unanimously approved.

*Financial policy* - Mr. Rosselle requested that Board members review the Highway 78 CID's financial policy and consider adopting a similar policy at a later Board meeting. Mr. Wheeler suggested as an interim policy that all CID checks have two signatures. Mr. Rosselle recommended that an ATM card be issued to the Executive Director for Petty Cash with a \$250 daily limit. Mr. M. Williams motioned to approve the 2 signature requirement and ATM card as recommended and that the Board members to be included

on the account signature card be Messrs. Wheeler, Rolston, Wisdom and Casey, seconded by Mr. Casey – unanimously approved.

*Interim funding* – Mr. Rainey reviewed the Resolution (attached) to open a \$250,000 Line of Credit with Homestead Bank to obtain interim funding until tax revenues are received. Following discussion, Mr. Mark Williams motioned for adoption of the Resolution, seconded by Mr. Wisdom - unanimously approved.

*Disposition of organizing team funds - Chamber account* – tabled for May Board meeting  
*Liability Insurance* – Following discussion, Mr. Rainey proposed to draft an indemnification agreement for the District to enter into with individual Board members, Mr. Mark Williams motioned to approve, seconded by Mr. Casey - unanimously approved. Following Mr. Rosselle's review of work in progress to obtain D&O insurance, Mr. Wheeler motioned that the Board give himself and Mr. Rosselle the authority to bind a competitively priced D&O policy and Commercial Liability policy, seconded by Mr. Wiener - unanimously approved.

*Loan disposition, CID organizing team* – It was proposed that all loans to the CID organizing team be reimbursed as expenses of the CID in developing the District. Mark Williams motioned that the expenses shown on the balance sheet provided by the Chamber of Commerce be ratified and reimbursed, seconded by Mr. Wisdom – unanimously approved.

*Designation of Legal Counsel* – Mr. Mark Williams motioned that Lynn Rainey be retained by the CID for legal counsel, seconded by Mr. Casey – unanimously approved.

*Landscape Maintenance project (initial cleanup)* – Mr. Rolston discussed the proposal to have CES, Inc. conduct the initial roadway ROW mowing and trimming project to include trash pickup. Following discussion, a motion was made by Mr. Coffey, seconded by Mr. Rolston and unanimously approved to have CES, Inc. conduct the initial maintenance project at a cost of \$3,200 and to allow Messrs. M. Williams, Rolston, Wiener and Rosselle develop an ongoing maintenance proposal and retain a qualified contractor to do the work. Mr. Rainey advised that a permit should be executed with GDOT before maintenance work is contracted or conducted on the I-85 ROW.

*Board Meeting venue & date/times* – Mr. Rolston motioned that the May, 2005 Board meeting be held at the Gwinnett Marriott, Georgia Ballroom on Thursday, May 19<sup>th</sup> beginning at 9 am, seconded by Mr. Coffey – unanimously approved. Following discussion, Mr. M. Williams motioned to hold all future Board meetings on the second Wednesday of the month beginning at 9 am, seconded by Mr. Wiener – unanimously approved.

#### **Chairman's remarks**

Mr. Wheeler stated that the issue of the CID's relationship with the Chamber of Commerce is still under review, but it would be in the CID's best interest to move forward by selecting Mr. Rosselle as the Executive Director under the following provisions: (commencing 5/1/05) retain Mr. Rosselle at the pleasure of the Board until further notice as an independent contractor, fee of \$5,000 per month to include normal transportation and cell phone with business meals and expenses to be reimbursed separately, one day of vacation for each month of service. Mr. M. Williams motioned to approve, seconded by Mr. Wiener – unanimously approved.

**Discussion Items**

*Needs Assessment* – Following brief discussion, Mr. M. Williams suggested that this issue be included in the May meeting agenda.

*CID office venue* –Mr. Wheeler stated that no immediate action was required. Class “A” office space is preferred to support the effective marketing and promotion of the CID’s projects and programs. Mr. Wheeler will peruse negotiations with the owners of the Gwinnett Commerce Center.

*Chamber of Commerce relationship* – An initial proposal from the Chamber of Commerce is under review.

**Public Comments**

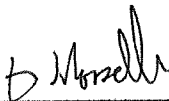
*Anne Williams, local HOA leader* – Mrs. Williams stated that the CID office should be located within the district.

*Mr. Larry Johnson, CFO, Gwinnett Chamber of Commerce* – Mr. Johnson requested a meeting with the Chairman before the next Board meeting to discuss and negotiate the Chamber’s proposal to assume responsibility for CID leadership, administration and financial matters.

**Adjournment**

By acclamation, the meeting was adjourned at 8:20 pm.

Approved by the Board this  
19<sup>th</sup> day of MAY, 2005

  
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Secretary