IN THE MATTER OF:

WAYNE COUNTY BUILDING AUTHORITY MEETING

WEDNESDAY, SEPTEMBER 20, 2017 - 10 o'clock A.M.

500 GRISWOLD - 6TH FLOOR

DETROIT, MICHIGAN

COURT REPORTER: Theresa L. Roberts, CSR-4870

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AGENDA:

CALL TO ORDER AND ROW CALL 3

APPROVAL OF THE AGENDA 3

APPROVAL OF AUGUST 16, 2017 MINUTES 4

OLD BUSINESS (None)

NEW BUSINESS

ACTION ITEMS

1. Miller Canfield Contract Modification 5

ADJOURNMENT 22

Detroit, Michigan

Wednesday, September 21, 2017

(At about 10:08 A.M.)

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MR. HOFFMAN: It's 10:08 and I call the meeting of the Wayne County Building Authority to order. Again, I'm Fred Hoffman, Acting Chair. Our chair is excused, Eileen DeHart, and in her absence we will continue. I understand that Jim Saros is also excused for purposes of the minutes.

The clerk will call the roll.

MS. GRANDISON: Frederick Hoffman.

MR. HOFFMAN: Here.

MS. GRANDISON: Frank Vaslo.

MR. VASLO: Here.

MS. GRANDISON: Sam Hussein.

MR. HUSSEIN: Here.

MS. GRANDISON: Eileen DeHart and Jim Saros have been excused today.

MR. HOFFMAN: A quorum being present, we will proceed.

The second item on the agenda is the approval of the agenda, and can I get a motion to approve the agenda as presented?

MR. HUSSEIN: Motion to support.

MR. VASLO: Second.

MR. HOFFMAN: Okay, it's been moved and supported that the agenda be approved as submitted. Are there questions? Hearing none, I'll call the question. All those in favor say "aye."

MEMBERS: Aye.

MR. HOFFMAN: All those opposed? The agenda is approved.

The next item on the agenda is the approval of the August 16, 2017 minutes which you have all received by E mail. And if there are questions, now would be the time to raise them. Is there a motion to approve the minutes?

MR. VASLO: They seem to be accurate. I support their acceptance.

MR. HUSSEIN: Support.

MR. HOFFMAN: It has been moved and supported that the minutes be approved as submitted. Are there any further questions?

MR. VASLO: No.

MR. HOFFMAN: Hearing none, I'll call the question on the motion to approve the minutes of the August 16, 2017 authority meeting. All those in favor say "aye."

MEMBERS: Aye.

MR. HOFFMAN: All those opposed, same sign? The motion is approved and the minutes are approved.

Item 4 is old business, and we have no items of old business listed. Are there any that the members would like to bring to the floor?

I have asked Zeena, under informational items, to talk a little bit about where we are on the process, so we will do that at that time.

If not, we'll move on to new business, and we have posted one item that is an action item, and that is the contract modification for the Miller Canfield legal contract. And, Zeena, will you speak to that?

MS. ELHASAN: Zeena Elhasan, Director of Corporation Counsel.

Before you is a request to approve a $30,000 modification to an existing contract with Miller Canfield, namely Attorney Jeff McHugh, who's been working with us on both the IRS audit that took place last year and concluded in December, and the continuation of services related to a -- what started off as a request for a private letter ruling from the IRS for, in particular, use of the 2010 jail bonds at an alternative site to construct the

jail project. I believe it was a few months ago, and the last status update on the IRS issue, I did inform you that the IRS opted against providing a letter ruling because, according to them, they didn't feel that it would be a positive finding.

To that end we had some discussions with the IRS, and they recommended that we go through what is referred to as VCAP, the Voluntary Closing Agreement Process Program. And for the last few months we have been working with an IRS agent who has been assigned to this matter in trying to come up with a closing agreement that works to both the benefit of the county, the Building Authority and certainly the project.

What that will ultimately result in is what is deemed to be some form of penalty. Certainly the county takes the position that a penalty has to be not cost prohibitive to the project. The IRS agent that's assigned has been advised that this is one of the barriers to getting a project done. Regardless of what the decision that the IRS makes, obviously we're going to look to see what is in the best interest of the county.

There are no numbers that exchanged just yet as it relates to what the penalty will be. I

don't know if it's in the hundreds of thousands, I don't know if it's in the millions. Certainly we recognize what the exposure, the full exposure could potentially be, essentially a pay-back of the credits that had already been paid to the county and both prospective, retrospective, but we are taking the position that we believe the IRS regulations are supportive of the county utilizing the jail bonds at a different project that is very much in close proximity to the existing project and that that shouldn't impact really the credits that the county received on the jail bonds.

So far I can't say with absolute certainty or a guarantee that it will be favorable, monetarily favorable to the county, but it appears to me that we've had some very good progress with the IRS agent that's been assigned. He's been very receptive to our, quote, arguments and our position on how those jail bonds should be utilized and what sort of penalty the county should pay in order to move forward with the project at a different site. We hope that a decision or at least some substantive information will be provided in the next few weeks. As everyone knows, we are obviously trying to get something solidified well in -- I say well in

advance. We only have a few months left before the end of the year, but certainly between October and November we'd like to get some things finalized with Rock. And so a ruling or a decision, I should say, on a finalized closing agreement from the IRS would be beneficial, I would say, in the next few weeks. If it's delayed much further beyond that, it puts the county certainly in a complicated position of delaying final decision on the project, and so that's where we're at.

So the request that's being made today is for additional funding to make sure that we have some flexibility for Jeff McHugh to finish his negotiations with the IRS. I don't know how much of that will be utilized, if it will be fully. I will say that the last quote we gave to Rock on the costs associated with both the letter ruling and the VCAP process, because we sort of took those out from the total 100 -- what will be after today's hopeful approval, a total of $150,000 contract. The last we checked today, it's between 60 and 70,000 that has been attributed solely to the letter ruling request and the VCAP process. And as you know we have asked for, and Rock has, in their unsolicited proposal, indicated that they would pay the costs associated

with trying to get some decision from the IRS that would allow us to use those bonds at an alternative site. So they've made no issue thus far of paying those outstanding amounts back to the county obviously on a reimbursement basis.

MR. HOFFMAN: Thank you, Counselor. A couple of questions from the chair. What is the maximum exposure the county has on the bonds?

MS. ELHASAN: I'm not going to say this with absolute certainty, but the numbers that have been discussed in the past have been anywhere from 70 to a hundred million dollars, so a hundred seventy million dollars or something along those lines, but we're talking about significant.

MR. HOFFMAN: Which obviously would skew the entire project.

MS. ELHASAN: Absolutely. It will be decisive for the county if that's the sort of penalty we're looking for. It would be cost prohibitive.

MR. HOFFMAN: And secondly if there is an agreement with the agent and a voluntary closing, is that appealable by any government agency or is that final?

MS. ELHASAN: I believe that is final.

MR. HOFFMAN: The final determination?

MS. ELHASAN: That's final determination because it's really an agreement that is negotiated --

MR. HOFFMAN: So you can rely on that --

MS. ELHASAN: Correct.

MR. HOFFMAN: -- as a final agreement?

MS. ELHASAN: Correct.

MR. HOFFMAN: Then thirdly do you have any sense of what the window would be for that amount of penalty that you'd be looking at?

MS. ELHASAN: I don't know the window simply because the IRS has not, during the course of the last few months, ever suggested a number. And it's only been from the county's perspective to suggest something in the lower hundreds of thousands, not even reaching up to a million. Certainly that's been our position. That's not to say that they've been receptive to that position or are in agreement with that position. So until we have a sort of dialogue about what that number is, I wouldn't really know what the window is. I just know from our perspective what we are willing to do and what would be reasonable based on the arguments that we've made, based on the position that we've

taken and based on the fact that we don't want it to be cost prohibitive. You know, we've made it very clear that the IRS should not really be dictating how this project proceeds one way or another, and this could impact that. So they're well aware of that.

MR. HOFFMAN: If that number hits whatever the magic line is, it could potentially change the decision in terms of --

MS. ELHASAN: Absolutely.

MR. HOFFMAN: -- an agreement with Rock --

MS. ELHASAN: Absolutely.

MR. HOFFMAN: -- versus agreement with Walsh?

MS. ELHASAN: Yes.

MR. HOFFMAN: Okay. Any other questions from members?

MR. HUSSEIN: I just had a quick question. I see the maximum compensation is not to 100 and -- not to exceed 150,000. Do you have any idea where we are at with them right now as far as legal expenses?

MS. ELHASAN: I believe without this $30,000 they are very close to having spent the full

120,000 is the last modification. There are no outstanding invoices as I understand that. So if I could -- if I remember correctly, I think the last balance on the existing contract modification prior to today's was a few thousand dollars, maybe between five and 6,000. So that's why we wanted to make sure that we got a modification before you so that it didn't go above what's already been approved.

MR. HUSSEIN: Thank you.

MR. VASLO: How many times have we modified this contract now?

MS. ELHASAN: Four. But keep in mind it was modified, I say four times, simply because the modifications were low. When we wanted to conclude the IRS audit, we thought that was done, and then we started talking about this new project, and obviously the scope changed.

MR. HOFFMAN: And clearly the attorney and the firm have special --

MS. ELHASAN: He does.

MR. HOFFMAN: -- skills dealing with this particular issue.

MS. ELHASAN: He does.

MR. HOFFMAN: So it would be very difficult to start anew with someone else.

MS. ELHASAN: And as a matter of fact, he has worked with this agent in the past, and so he's very well aware of not only the process, but the people that are involved.

MR. VASLO: Well, it doesn't seem like it's doing us any good.

MR. HOFFMAN: Yet.

MS. ELHASAN: Well, no, let me respond to that. Let's not forget that we got a favorable decision in December regarding the IRS audit. That was a very tedious process of collecting every bond document, every payment that had been made, every cost that had been utilized from the bonds. They looked at every single detail related to those jail bonds over the course of the last five years and ultimately made a decision in the favor of the county. That happened in December, and that was as a consequence of the representation.

MR. VASLO: You know, that sounds like a bookkeeping thing that, you know, a $350 an hour attorney could do what was essentially a bookkeeping issue. Wouldn't you call and say give me the expenses for this?

MS. ELHASAN: I wouldn't say that's a bookkeeping issues. Our credits would have been

compromised. We would have paid back in the millions if there was not a favorable ruling. That is not a bookkeeping issue.

MR. HOFFMAN: Let me just ask one more question. Are there any political alternatives to resolving the issue, an act of Congress or an executive order or any other opportunity to solve this issue absent this ruling or absent this voluntary agreement?

MS. ELHASAN: The codes are obviously the law that is being discussed with respect to how we come up with a solution or a resolution. From a political standpoint, if I could only say that -- and my preference is to not go down that route because we are working well with the IRS. They've been very responsive to our request and to our summaries and to our position. But if it gets to the point where it could be cost prohibitive, when we talk about talking to legislatives, that's where that may make an impact to say, you know, do we really want an agency making or dictating what sort of decisions where the county jail for the next 50 years will be simply because the ultimate decision by the IRS was cost prohibitive. That's the only thing I would say that would be.

MR. HOFFMAN: Thank you, Counselor. So the issue narrowly is our person at the table and whether or not we want to extend the contract in order to do that.

Let me ask the clerk, we have a motion on the table or did we not get a motion on the table?

MR. VASLO: No.

MS. GRANDISON: We didn't have one.

MR. HOFFMAN: Okay, let me entertain a motion to approve the amendment to the Miller Canfield contract as specified. Is there a motion?

MR. VASLO: Motion to support.

MR. HOFFMAN: It's been moved. Is there support? The chair will support. So the motion is on the table. So all those -- oh, are there any further questions to the motion? Hearing none, I'll call the question. All those in favor, indicate by saying "aye."

MEMBERS: Aye.

MR. HOFFMAN: All those opposed?

MR. VASLO: Aye.

MR. HOFFMAN: So the motion is not approved because we do not have a majority. Although let me ask the parliamentary and slash counsel, is it a majority of those present or a

majority of those seated that reflects a majority vote?

MS. ELHASAN: I thought it was present.

MS. GRANDISON: Present.

MS. ELHASAN: I thought it was present, not seated.

MR. HOFFMAN: Majority of those present?

MS. ELHASAN: Yeah, but I'd have to refer back to the --

MS. GRANDISON: It's present.

MS. ELHASAN: It's present.

MR. HOFFMAN: Okay. So the ruling of the counselor parliamentarian is that the motion is approved based on the fact that we have a majority of those present.

MS. ELHASAN: Yeah, because you have a quorum today.

MR. HOFFMAN: We do have a quorum. So unless there are challenges to the ruling of the parliamentarian, we will rule that the motion has been approved. Okay.

The next item on the agenda is information items, and, Zeena, can you just bring us up on where we are overall on the process and negotiations and likely time table?

MS. ELHASAN: So we've probably had hundreds of hours of plan review with all of the -- I hate to say stakeholders because the question -- it begs the question who are the stakeholders. But with the prosecutor's office, sheriff's office, courts, clerks, going over in very significant detail what the proposed plans would look like, what the programming would look like for the new facilities. As a matter of fact, that's one of the meetings I left to come down here for. We are currently meeting with the court and clerk staff to go over the programming and the layout, those plans.

We have worked very closely with Rock representatives' legal counsel to come up with a definitive agreement. We're still working out the details of that, reviewing outline specifications which are a significant portion of the definitive terms of that contract, looking at FF and E and breaking that down and whose responsibilities those aspects of the project are. Still looking at significantly parking in the surrounding area and in close proximity to the structure that's being built. Looking at acquiring the parcels that are necessary in order to build the project at that site.

We will hopefully be submitting to the

commission in the next couple weeks, I think, some of those agreements for their approval and certainly to this body for their approval as well. So that's where we're at.

With respect to time line, we hope to have a definitive agreement that is ready to be submitted for approval. Maybe I'm being a little bit optimistic, but I hope by the end of October, early November. And with respect to moving forward, I imagine that once we have a definitive agreement, they'll have to solidify their design documents and their plan documents and whatnot. That will take, I imagine, a few months, and so construction will likely occur, assuming everything pans out, probably next year or early part of next year I should say.

MR. HOFFMAN: So what will you likely be bringing to the commission you said in a few weeks?

MS. ELHASAN: We have an agreement with Detroit Public Schools for one of their parcels that is in the surrounding areas. So that's one of the agreements that I think will require their review and approval because it's acquiring land. And then there's also a stipend agreement that we're amending with Walsh. You may recall, as part of the discussion to proceed with the Rock proposal, we

entered into a stipend agreement with Walsh so that they could provide a proposal to the county for an alternate, which was at the Gratiot site.

The original stipend agreement called for a payment to Walsh in the amount of a half million dollars. It was staggered based on how much work was completed. That would have been due on September 28th. Because the stipend agreement required us to make a decision on accepting or not accepting the proposal within 90 days of when they submitted the proposal, which would put it at September 28th. We've agreed with Walsh to extend that time period to December 1st just because we don't know where the IRS issue stands, we don't know about acquiring the properties. Some of those barriers that prevented us from moving forward on Rock, we want to make sure we solidify all of those issues. But in the event that something happens and we can't, we certainly don't want to be making a stipend payment and then proceeding with Walsh, having already paid them that half million dollars. And so we've extended that to December 1st, and that agreement will go before the commission for approval, I'm hoping, before the end of the month.

MR. HOFFMAN: Have conversations begun

with the City of Detroit on the bus terminal?

MS. ELHASAN: Yes, yes, they have.

MR. HOFFMAN: But that agreement --

MS. ELHASAN: We're working on that agreement.

MR. HOFFMAN: -- that won't be brought up in the same --

MS. ELHASAN: It will not come before the Building Authority.

COURT REPORTER: I'm sorry, you're both talking at the same time, so would you repeat your question and then you answer it? We're working on that agreement what?

MR. HOFFMAN: With the City of Detroit Transportation Department on the relocation of the bus terminal?

MS. ELHASAN: And my response was that we are working with the City of Detroit. We do have a draft agreement in place for that property.

MR. HOFFMAN: Any other questions on status, Sam?

MR. HUSSEIN: No.

MR. HOFFMAN: Frank?

MR. VASLO: No.

MR. HOFFMAN: Okay. Anything else that

we didn't ask you that we should be asking you?

MS. ELHASAN: I only answer questions that are asked. No, I think we've covered, I think we've covered it.

MR. HOFFMAN: Well, I learned a long time ago that you don't know what you don't know.

MS. ELHASAN: I think we've covered it.

MR. HOFFMAN: So we probably at the next meeting will have some documents that will deal with this issue and then probably not until meeting after or even afterwards a final agreement.

MS. ELHASAN: I don't know about the October meeting for you to have substantive documents to consider. I don't think it will -- anything will be ready by then. So if anything happens, it may have to be an early November meeting. All depending on what we have to be submitted obviously and when the commission can meet. I know that this body usually likes to have that in close proximity to the commission meeting if not the same day. So I'm sure we can work out those details on those meeting.

MR. HOFFMAN: We do have a November 16th meeting date -- the 15th meeting date set.

MR. HOFFMAN: It's usually November when

you meet. So it may be necessary, again, depending on when we finalize things. If timing is relevant, we may have to move that up in earlier November.

MR. HOFFMAN: For my benefit, that will be fine because I'm going to be gone that week, but I will be here the week before, so that would work for me. Anything further?

MS. ELHASAN: No.

MR. HOFFMAN: Anything further from the staff? Board members?

MR. VASLO: No.

MR. HOFFMAN: If not, I'll entertain a motion to adjourn.

MR. VASLO: So moved.

MR. HUSSEIN: Support.

MR. HOFFMAN: It's been moved and supported that the meeting be adjourned. It's not debatable. All those in favor say "aye."

MEMBERS: Aye.

MR. HOFFMAN: All those opposed? The meeting is adjourned, the time being 10:30.

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CERTIFICATE OF NOTARY PUBLIC - COURT REPORTER

I do certify that the attached proceedings were taken before me in the above-entitled matter; that the witnesses were first sworn to testify the truth; that the testimony contained herein was by me reduced to writing in the presence of the witness by means of stenography, and afterwards transcribed upon a computer. The attached pages are a true and complete transcript of the testimony and proceedings.

I do further certify that I am not connected by blood or marriage with any of the parties, their attorneys or agents, and that I am not an employee of either of them, nor interested, directly or indirectly, in the matter of controversy.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my notarial seal at West Bloomfield, Michigan, County of Oakland, this 21st day of September 2016.



Theresa L. Roberts, CSR
Certified Shorthand Reporter - CSR-4870
Notary Public - Oakland County, MI
My commission expires 10-4-2020

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