SUNDIAL UTILITIES OF MILTON, INC.
Regular Meeting Agenda

June 5, 2023
5:30 PM
6738 Dixon Street
Milton, FL 32570

1. **Call Meeting to Order**
2. **Approval of Minutes**

   Item # 2023-1535
   Approval of Minutes from May 1, 2023 meeting
3. **Financial Report**

   Item # 2023-1575
   Sundial Financial Report
4. **Other Business**

   Item # 2023-1537
   Sundial Articles of Incorporation and Bylaws
5. **Persons to Appear**
6. **Adjournment**

Pursuant to the provisions of the Americans with Disabilities Act, any person requiring special accommodations to participate in this meeting is asked to advise the City at least 48 hours before the meeting by contacting City Hall, 6738 Dixon Street, Milton, or by calling 983-5410.

"If any person decides to appeal any decision made by the board, agency, or commission, with respect to any matter considered at such meeting or hearing, he or she will need a record of the proceedings, and that for such purpose, he or she may need to ensure that a verbatim record of the proceedings is made, which record includes the testimony and evidence upon which the appeal is to be based." FS 286.0105

Approval of Minutes from May 1, 2023 meeting

MEETING DATE	PREPARED BY
June 5, 2023	Clerk's Office Dawn Molinero, City Clerk

SUNDIAL UTILITIES OF MILTON, INC.
Regular Meeting Minutes

May 1, 2023
5:30 PM
6738 Dixon Street
Milton, FL 32570

1. Call Meeting to Order

The meeting was called to order at 5:31 PM.

Members Present:

Mayor Heather Lindsay
Council Member, Ward IV, Seat I Jason Vance
Council Member Ward I, Seat II Matt Jarrett
Council Member Ward IV, Seat II Casey Powell
Council Member, Ward III, Seat I Gavin Hawthorne
Council Member Ward III, Seat II Jeff Snow
Council Member, Ward II, Seat I Marilynn Farrow
Council Member Ward II, Seat II Roxanne Meiss
Council Member, Ward I, Seat I Mike Cusack

Members of the Public in Attendance

Christa Waite, Bill Marquardt, Orrin Smith, Astrid Levins, Linda Sanborn, Renee Neugent, Pam Mitchell, Brian McGuire, Jean Samples, David Samples, Jerry Mitchell, Gwen Sachar, Al Brewton, Warren Gilmore, Angie Carte, Linda White, Frank White, David Farrow, Jimmy Messick, Shannon Rice, Joanna Johannes, Donna Long, Lauren Cooper, William Wright

Staff in Attendance

City Manager, Randy Jorgenson
City Attorney, Alex Andrade (via TEAMS)
City Clerk, Dawn Molinero
IT Director, William Meloy
IT Systems Analyst, Hunter Green
IT Systems Analyst, Ashley Johnston
Public Information Officer, Bethany Anderson
Current Planner/Zoning Officer, Jacob Hullett
Director of Economic Development, Ed Spears
Public Works Director, Joe Cook
Events Coordinator, Jay Conrad
Chief of Police, Tony Tindell

2. Approval of Minutes

Item # 2023-1438
Approval of Minutes from April 3, 2023 meeting

ACTION: Motion to Approve by Marilynn Farrow; second by Casey Powell;

	Motion passed - 8:0
YEAS:	Matt Jarrett, Roxanne Meiss, Jeff Snow, Casey Powell, Mike Cusack, Marilynn Farrow, Gavin Hawthorne, Jason Vance
NAYS:	None
ABSTAIN:	None

3. Financial Report

Item # 2023-1496
Sundial Financial Report April 2023

ACTION:	Motion to Approve by Jeff Snow; second by Jason Vance;
	Motion passed - 8:0
YEAS:	Matt Jarrett, Roxanne Meiss, Jeff Snow, Casey Powell, Mike Cusack, Marilynn Farrow, Gavin Hawthorne, Jason Vance
NAYS:	None
ABSTAIN:	None

4. Persons to Appear

No persons to appear.

5. Adjournment

The meeting adjourned at 5:33 PM.

Sundial Financial Report

MEETING DATE	PREPARED BY
June 5, 2023	Administration Department Heidi Sroka, Budget Coordinator

Sundial Utilities of Milton, Inc.

P. O. Box 909, Milton, FL 32572

Profit & Loss Statement

For the months as listed
and Fiscal Year to Date (FYTD)

	March 2023	April 2023	May 2023	FYTD
CUSTOMER COUNT	870	867	865	
Income				
*Sewer Revenue	$ 41,991	$ 42,074	$ 42,045	$ 325,641
Service Connect	$ 8,861	$ 17,721		$ 176,719
Other Revenues	$ 8,704	$ 11,082	$ -	$ 36,411
Other Sources (Transfers)	$ -	$ -	$ -	$ -
Total Income	**$ 59,556**	**$ 70,877**	**$ 42,045**	**$ 538,771**
Expenses				
Professional Svcs.	$ -	$ -	$ -	$ -
Legal Counsel	$ -	$ -	$ -	$ -
Accounting & Auditing	$ -	$ -	$ -	$ 1,136
Bad Debt	$ 108	$ 116	$ 242	$ 2,495
Communication Services	$ -	$ -	$ -	$ -
Postage and Shipping	$ 169	$ 170	$ 169	$ 1,204
Utilities-Wastewater	$ 4,951	$ 84	$ 3,296	$ 20,979
Insurance & Bonds	$ 2,692	$ -	$ -	$ 8,007
Repair & Maintenance-Wastewater	$ 120	$ 1,498	$ 614	$ 10,417
Repair & Maint. Lift Station	$ -	$ -	$ -	$ -
Repair & Maint. Damage Claim Repairs	$ -	$ -	$ -	$ -
Advertising/Promotional	$ -	$ -	$ -	$ -
Misc. Expenditures	$ -	$ 31	$ -	$ 31
Landfill Tipping Fee	$ 2,248	$ 769	$ 422	$ 15,577
Pipes, Valves & Fitting	$ -	$ -	$ -	$ -
Laboratory Service	$ 566	$ -	$ 1,154	$ 4,532
Bank Charges	$ -	$ -	$ -	$ -
IT Expense	$ -	$ -	$ -	$ 6,934
Billing & Admin Fees	$ 23,414	$ -	$ 23,414	$ 46,828
Fire Assessment Fees	$ -	$ -	$ -	$ 2,102
*W&S Fund Labor Fees	$ -	$ -	$ -	$ -
Office Supplies	$ -	$ -	$ -	$ 35
Operating Supplies-Wastewater	$ 7,844	$ 1,017	$ 11,436	$ 28,145
Lift Station Improvements	$ -	$ -	$ -	$ 67,750
WWTP Upgrade & Improve	$ 1,200	$ -	$ -	$ 63,281
Sewer Infrastructure	$ -	$ 18,505	$ -	$ 18,505
Machinery & Equipment / Misc.	$ -	$ -	$ 734	$ 20,734
*Debt Costs	$ 17,500	$ 17,500	$ -	$ 122,500
Interest Expense	$ 1	$ 1	$ -	$ 12
Total Expenses	**$ 60,813**	**$ 39,691**	**$ 41,481**	**$ 441,204**
Profit/(Loss)	**($1,257)**	**$31,186**	**$564**	**$ 97,567**

*Debt Costs are $17,500 (1/12 of Annual Debt Payment of $210,000)
**Lift Station Improvements are costs for payments to BDI for engineering/design work on Sundial WWTP expansion project
***$20,000 Misc Fee is Labor cost for fee to run Sundial billed by the City of Milton

Sundial Articles of Incorporation and Bylaws

MEETING DATE	PREPARED BY
June 5, 2023	Clerk's Office Dawn Molinero, City Clerk

AMENDED

ARTICLES OF INCORPORATION

OF

SUNDIAL UTILITIES OF MILTON, INC.

(a Florida corporation not-for-profit)

ARTICLE I: NAME.

The name of the Corporation shall be SUNDIAL UTILITIES OF MILTON, INC.

ARTICLE II: PRINCIPAL PLACE OF BUSINESS.

The principal place of business and mailing address of the corporation shall be 6738 Dixon Street, Milton, Florida 32570.

ARTICLE III: CORPORATE PURPOSES AND POWERS.

The Corporation is organized exclusively for the charitable, non-profit purposes of relieving the burdens of government by assisting in the financing of the acquisition, construction, development, equipping, maintenance, operation and/or promotion of certain facilities, intangibles and Capital Projects, which term shall mean wastewater utilities, public buildings, capital improvement constituting a "project" as defined in Chapter 159, Part II, Florida Statutes, and any and all real or personal property in connection with the same, which promote the public health, education and/or welfare; which significantly increase opportunities for employment; which preserve and/or enhance economic prosperity and tax base; which reduce the burdens of public welfare, and other burdens of government, including those emanating from unemployment and underemployment; and/or which improve the quality of life and attractiveness of an area to additional new industries. In order to assist in carrying out its purposes, the Corporation shall have the power to borrow the necessary funds to pay for acquisition, construction, renovation and/or other improvements of Capital Projects, the indebtedness for which borrowed money may be evidenced by securities or obligations of the Corporation of any kind or character issued from time to time, which may either be unsecured or secured by any mortgage, deed of trust, or other lien upon any part or all of the funds, properties and assets, at any time then or thereafter acquired by the Corporation, and to provide (or arrange for the provision of) services necessary for acquisition, construction, renovation, other improvement, operation, management, and maintenance of such projects.

Subject to the limitations otherwise set forth in these Articles of Incorporation, the Corporation shall have all of the powers, privileges and rights necessary or convenient for carrying out the purposes for which the Corporation is formed and all the benefits, privileges, rights and powers created, given, extended or conferred by the provisions of all applicable laws of the State of Florida pertaining to not-for-profit corporations and any additions or amendments thereto.

ARTICLE IV: MEMBERSHIP.

The Corporation shall have no members.

ARTICLE V: INITIAL REGISTERED AGENT.

The name and street address of the initial registered agent is Roy V. Andrews, 5218 Willing Street, Milton, Florida 32570.

ARTICLE VI: DIRECTORS.

The directors of the Corporation shall be the elected City Council (the "City Council") of the City of Milton, Florida.

The names and addresses of the initial directors of the Corporation, who shall hold offices as provided above, are as follows:

Guy Thompson, Mayor	6738 Dixon Street Milton, FL 32570
Dewitt Nobles, City Clerk	6738 Dixon Street Milton, FL 32570
Wes Meiss	6738 Dixon Street Milton, FL 32570
Buddy Jordan	6738 Dixon Street Milton, FL 32570
Clayton White	6738 Dixon Street Milton, FL 32570
Patsy Lunsford	6738 Dixon Street Milton, FL 32570
Marilyn Jones	6738 Dixon Street Milton, FL 32570
Grady Hester	6738 Dixon Street Milton, FL 32570
Lloyd Hinote	6738 Dixon Street Milton, FL 32570
R. L. Lewis	6738 Dixon Street Milton, FL 32570

ARTICLE VII: BYLAWS.

Bylaws of the Corporation shall be adopted by the Directors and may be altered, amended or rescinded by the Directors in the manner provided in the Bylaws; provided, however, that after the issuance of any securities or obligations of the Corporation no such amendment shall take effect until a certified copy of a resolution or other official proceeding of the City Council approving such amendment shall have been filed with the Secretary of the Corporation.

ARTICLE VIII: AMENDMENTS.

These Articles of Incorporation may be amended or repealed, in full or in part, by a majority vote at any duly organized meeting of the Board of Directors; provided, however, to the extent permitted by applicable law, after the issuance of any securities or obligations of the Corporation and while any such securities or obligations may be outstanding, the powers, restrictions and limitations set forth herein may not be amended or rescinded unless necessary to comply with the requirements of applicable law, and no other amendment shall take effect until a certified copy of a resolution or other official proceeding of the City Council approving such amendment shall have been filed with the Secretary of the Corporation.

ARTICLE IX: RESTRICTIONS AND LIMITATIONS.

1. No dividends shall be paid by the Corporation and no part of the net earnings of the Corporation shall enure to the benefit of or be distributable to its directors, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the provisions set forth in Article III hereof. All net profits of the Corporation shall enure to the benefit of the City of Milton, Florida.

2. No compensation of any nature whatsoever may be paid to or for the benefit of any officer or director, nor shall any compensation or other remuneration be paid to any one as consideration or in exchange for any services rendered to or for the benefit of the Corporation

by any officer or director. The foregoing notwithstanding, the Corporation shall be authorize and empowered to reimburse an officer or director for actual, reasonable out-of-pocket expenses incurred by an officer or director while acting in his official capacity on behalf of the Corporation.

3. No securities or obligations of the Corporation shall be issued unless there shall have been filed with the Secretary of the Corporation a certified copy of a resolution or other proceedings of the City Council approving the issuance of such securities or obligations.

4. The Corporation shall not carry on propaganda or attempt to influence legislation as a substantial part of its activities nor shall it participate or intervene to any extent (including the publishing or distribution of statements) in any political campaign for or against any candidate for public office.

5. In the event of dissolution, the residual assets of the Corporation shall be distributed to the City of Milton, Florida, for public purposes, and none of the assets shall be distributed to any officer or director of the corporation.

6. The Corporation shall not, without the affirmative vote of 100% of the members of its Board of Directors:

(a) Institute a proceeding to be adjudicated insolvent, or consent to the institution of any bankruptcy or insolvency case or proceeding against it, or file or consent to a petition under any applicable federal or state law relating to bankruptcy, seeking the Corporation's liquidation or reorganization or any other relief for the corporation as debtor, or consent to the appointment of a receiver, liquidator, assignee, trustee, custodian or sequestrator (or other similar official) of the corporation or a substantial part of its property, or make any assignment for the benefit of creditors, or admit in writing its inability to pay its debts generally as they become due, or take any corporate action in furtherance of any such action;

(b) Amend, alter, change or repeal Article III hereof or this Article IX;

(c) Engage in any business or activity other than as expressly authorized by Article III hereof; or

(d) Consolidate with or merge into any other entity or convey, transfer or lease its properties or assets substantially as an entirety to another entity, or permit any entity to merge into the Corporation or convey, transfer or lease its properties and assets substantially as an entirety to the Corporation.

____
ROY V. ANDREWS

STATE OF FLORIDA
COUNTY OF SANTA ROSA

SWORN TO AND SUBSCRIBED before me this ______ day of June, 2013, by ROY V. ANDREWS who is personally known to me.

____
NOTARY PUBLIC

CERTIFICATE OF DESIGNATION OF

REGISTERED AGENT/REGISTERED OFFICE FOR

SUNDIAL UTILITIES OF MILTON, INC.

Pursuant to the provisions of Section 617.0501, Florida Statutes, SUNDIAL UTILITIES OF MILTON, INC., a corporation not-for-profit organized under the laws of the State of Florida, submits the following statement in designating the registered agent/registered office in the State of Florida.

1. The name of the corporation is SUNDIAL UTILITIES OF MILTON, INC.

2. The name and address of the registered agent and office is:

Roy V. Andrews
5218 Willing Street
Milton, FL 32570

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby certify the appointment as the registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Dated this _______ day of June, 2013.

____
ROY V. ANDREWS
Lindsay & Andrews, P.A.
521 Willing Street
Milton, FL 32570

BYLAWS OF

SUNDIAL UTILITIES OF MILTON, INC.

(a Florida corporation not-for-profit)

ARTICLE I

MEMBERS

SECTION 1. Membership: There shall be no members of the corporation.

ARTICLE II

DIRECTION AND MANAGEMENT OF THE CORPORATION; BOARD OF DIRECTORS

SECTION 1. Management. All corporate powers shall be exercised by and under the authority of, and the business and affairs of the corporation shall be managed under the direction of, the Board of Directors.

SECTION 2. Meetings:

(a) The annual meeting of the Board of Directors shall be held in September of each year at a date established by the Board of Directors or at such other time as the Board of Directors may determine.

(b) Special meetings of the Board of Directors may be called by the Chairperson or by a majority of the Directors by giving two days written notice of the time and purpose of the meeting to all members of the Board of Directors.

(c) Annual and special meetings of the Board of Directors shall be held at the principal place of business of the Corporation or, upon giving public notice, at such other places as may be designated by the person or persons giving notice or otherwise calling the meeting.

SECTION 3. Quorum and Voting: A majority of the number of Directors then serving shall constitute a quorum for the transaction of business at any meeting of the Board of Directors. The actions of a majority of those Directors present at a meeting at which a quorum is present shall be the actions of the Board of Directors, unless otherwise provided herein or in the Articles of Incorporation.

SECTION 4. Notice to Board of Directors: Notice of each meeting of the Board of Directors shall be delivered within the time and pursuant to the manner required by law. Notice of a meeting of the Board of Directors need not be given to any director who signs a waiver of notice either before or after the meeting. Attendance of a director at a meeting shall constitute a waiver of notice of that meeting and a waiver of any and all objections to the place and time of the meeting and the manner in which the meeting was called, except if a director states, at the beginning of the meeting, such director's objection to the transaction of business at the meeting on the grounds that the meeting was not lawfully called.

SECTION 5. Organization: The elected Mayor of The City of Milton, Florida, shall serve as Chairperson and The Mayor Pro tem shall serve as Vice Chairperson. The Clerk of the City of Milton shall serve as Secretary. The Secretary shall record, or cause to be recorded, the minutes of the meetings. In the absence of the Secretary, the Chairperson may appoint any person to act as Secretary for the meeting.

ARTICLE III

OFFICERS

SECTION 1. Officers: The officers of the Corporation shall consist of President, Vice President, and Secretary.

SECTION 2. Chairman: Subject to the restrictions and limitations set forth herein and in the Articles of Incorporation, the duties of the Chairman or the Vice-Chairman in the absence of the Chairman shall be as follows:

(a) Subject to orders of the Board of Directors, to act as Chief Executive Officer of the Corporation and to have all power and duties which are customarily vested in the office of President of a corporation;

(b) To sign checks, vouchers or other orders drawn upon any bank or other depository in which the funds and securities of the Corporation are deposited, except as herein otherwise provided, and to sign on behalf and in the name of the Corporation all other papers, documents and writings requiring the signature of this Corporation except as herein otherwise provided;

(c) To see that the orders of the Board of Directors are carried out promptly and to advise the Board of Directors if its orders are not carried out; and

(d) To perform such other duties as may be prescribed by the Board of Directors.

SECTION 3. <u>Secretary</u>: Subject to the restrictions and limitations set forth herein and in the Articles of Incorporation, the duties of the Secretary shall be as follows:

(a) To attend all meetings of the Board of Directors;

(b) To keep, or cause to be kept, accurate minutes of the proceedings of all meetings of the Board of Directors and to preserve, or cause to be preserved, the same in the minutes book of the Corporation;

(c) To keep, or cause to be kept, on record a copy of the Articles of Incorporation of the Corporation and a copy of the Bylaws, as they may be amended from time to time, and to have custody of, and maintain, all corporate records (except financial records) of the Corporation;

(d) To join with the President in signing the name of this Corporation to all papers, documents and writings requiring the signature of the Corporation;

(e) To countersign checks, vouchers or other orders drawn upon any bank or other depository in which the funds and securities of the Corporation are deposited, except as herein otherwise provided, and to attest on behalf and in the name of the Corporation all other papers, documents and writings requiring the signature of this Corporation except as herein otherwise provided;

(f) To keep the seal of the Corporation and affix the seal to such official documents, records and papers as may be required;

(g) To give such bond for the faithful performance of the Secretary's duties as the Board of Directors may require; and

(h) To perform such other duties as may be prescribed by the Board of Directors or the President.

SECTION 4. Manager: The Board of Directors may by majority vote appoint a manager of the corporation to perform such duties as assigned. Any manager will serve at the pleasure of the Board of Directors and may be removed at any time with or without cause. Compensation, if any, for the Manager shall be as approved by majority vote of the Board of Directors.

SECTION 5. General: In the event of the absence, inability or refusal to act of any of the officers of the Corporation, the Board of Directors may appoint any person meeting the requirements of Article III, Section 1, above, to perform the respective duties of such officer or officers.

ARTICLE IV

FISCAL MANAGEMENT

SECTION 1. Depository: The depository of the Corporation shall be such banks or financial institutions as shall be approved depositories by the Board of Directors, and in which the monies and investments of the Corporation shall be deposited. Withdrawal of monies shall be only by checks or drafts signed or approved by persons as are authorized by the Board of Directors.

SECTION 2. Fiscal Year: The fiscal year for the Corporation shall commence on October 1 of each year and shall end on the following September 30.

SECTION 3. Safekeeping: The investments of the Corporation, including but not limited to stocks, bonds, other securities and evidence of indebtedness, shall be kept in safekeeping only in such places and only under such security as shall be approved for investments of the Board of Directors.

SECTION 4. Audit: An audit of the financial accounts and funds of the Corporation shall be made annually in accordance with Generally Accepted Audited Standards. The audit shall be completed within ninety (90) days from the end of the Corporation's fiscal year. Within thirty (30) days of completion of the annual audit, the Chairman shall cause a complete copy thereof, together with all notes and comments of the auditors, to be furnished by mail or personal delivery to each member of the Board of Directors.

SECTION 5. Fidelity Bonds: Fidelity bonds may be required by the Board of Directors from all persons handling or responsible for the Corporation's funds or investments. The amount and form of such bonds and the issuers thereof shall be approved by the Board of Directors and the premiums shall be an expense of the Corporation.

SECTION 6. Annual Budget; Quarterly Reports:

(a) At each annual meeting, the Board of Directors shall adopt a comprehensive annual budget for the next fiscal year of the Corporation, which shall include projected balance sheets and income statements, each set forth on a quarterly basis, and a narrative description of the Corporation's anticipated goals and actions (the "annual budget"). The Secretary shall be responsible for preparing, or causing the preparation of, a proposed annual budget and delivering a copy thereof to each Director at least thirty (30) days prior to the annual meeting of the Board of Directors.

(b) Within forty-five (45) days after the end of each quarter following the fiscal year, the Secretary shall deliver or cause to be delivered to each member of the Board of Directors a quarterly report showing a comparison between the annual budget and the actual results of the operations of the Corporation. This statement shall include a brief narrative explaining any material discrepancies between the annual budget and the actual results of operations.

(c) The Secretary shall be available to respond to questions from any of the members of the Board of Directors with respect to any proposed annual budget or any quarterly report.

(d) Within forty-five (45) days following the end of the Corporation's fiscal year, the Treasurer shall deliver or cause to be delivered to each member of the Board of Directors a complete financial report of actual receipts and expenditures for the previous twelve (12) months. The report shall show the amounts of receipts by accounts and receipt classification and shall show the amounts of expenses by accounts and expense classifications.

ARTICLE V

BOOKS AND RECORDS

The Corporation shall keep correct and complete books and records of accounts and shall keep minutes of the proceedings of the Board of Directors.

ARTICLE VI

INDEMNIFICATION

The Corporation may indemnify, and may insure, its officers, directors, employees and agents to the fullest extent permitted by law.

ARTICLE VII

AMENDMENTS

These Bylaws may be altered, amended, rescinded or repealed at any annual or special meeting of the Board of Directors by the affirmative vote of a majority of the Board of Directors, provided that notice thereof is given in accordance with these Bylaws and is otherwise required by law.

THESE BYLAWS ARE ADOPTED DURING THE ORGANIZATIONAL MEETING OF SUNDIAL UTILITIES OF MILTON, INC., HELD ON ____________________, 2013. (See attached Organizational Meeting Minutes)