

MINUTES OF MEETING
VILLAMAR
COMMUNITY DEVELOPMENT DISTRICT

The Organizational Meeting of the Board of Supervisors of the VillaMar Community Development District was held on Wednesday, December 5, 2018 at 10:15 a.m. at 346 E Central Ave, Winter Haven, Florida.

Present and constituting a quorum were:

Rennie Heath	Chairman
Lauren Schwenk	Vice Chairman
Phillip Allende	Assistant Secretary

Also, present were:

Jill Burns	District Manager
Sarah Sandy	District Counsel
Bob Gang	Bond Counsel by phone
Dennis Wood	Interim District Engineer
Roy Van Wyk	Hopping, Green & Sams by phone

The following is a summary of the discussions and actions taken at the December 5, 2018 VillaMar Community Development District's Organizational Meeting.

FIRST ORDER OF BUSINESS

Introduction

A. Call to Order

Ms. Burns called the meeting to order and noted that a quorum was established.

B. Public Comment Period

(Speakers will fill out a card and submit it to the District Manager prior to beginning of the meeting)

Ms. Burns stated that there were no members of the public present.

C. Oath of Office

Ms. Burns stated that she handed the Board Members a new member packet containing the Oath of Office, a Form 1 financial statement, and a W9. Ms. Burns recited the Oath of Office

and swore in Lauren Schwenk, Rennie Heath, and Phillip Allende. The remaining two Supervisors will be sworn in at the next meeting.

SECOND ORDER OF BUSINESS

Organizational Matters

A. Confirmation of Notice of Meeting

Ms. Burns noted that the proof of meeting notice was included in the package.

B. Information on Community Development Districts and Public Official Responsibilities and Florida Statutes Chapter 190

Ms. Sandy explained the Sunshine Law and the Public Records Requirements. Ms. Burns also explained that no communication about items that will come before the Board is allowed.

C. Election of Officers

1. Resolution 2019-01 Appointing Officers

Ms. Burns asked for nominations for the Board. Ms. Schwenk nominated Mr. Heath as Chairman and Ms. Schwenk was nominated as the Vice Chairman. The remaining three Board Members were named as Assistant Secretaries. Ms. Burns will be named Secretary and George Flint with GMS will be named as Assistant Secretary.

On MOTION by Mr. Heath, seconded by Mr. Allende, with all in favor, Resolution 2019-01 Appointing Rennie Heath as Chairman, Lauren Schwenk as Vice Chairman, and Phillip Allende, Andrew Rhinehart, Joel Adams, and George Flint as Assistant Secretaries, and Jill Burns as Secretary, was approved.

2. Resolution 2019-2 Appointing Treasurer and Assistant Treasurer

Ms. Burns stated that Ariel Lovera and Jill Burns of GMS would be named as Treasurer and Assistant Treasurer.

On MOTION by Mr. Heath, seconded by Mr. Allende, with all in favor, Resolution 2019-02 Appointing Treasurer and Assistant Treasurer, was approved.

THIRD ORDER OF BUSINESS

Retention of District Staff

A. Consideration of Resolution 2019-03 Appointing a District Manager

Ms. Burns noted this is the same agreement the Board has seen at previous Districts and the fees are the same. Mr. Heath asked if it was the same fee structure and Ms. Burns answered yes, nothing had changed.

On MOTION by Mr. Heath, seconded by Mr. Allende, with all in favor, Resolution 2019-03 Appointing a District Manager, was approved.

B. Consideration of Appointment District Counsel

1. Resolution 2019-04 Appointing District Counsel

Ms. Burns stated that attached to the resolution was the fee agreement from Hopping Green and Sams. Ms. Sandy offered to answer any questions the Board had.

On MOTION by Mr. Heath, seconded by Mr. Allende, with all in favor, Resolution 2019-04 Appointing District Counsel, was approved.

C. Consideration of Resolution 2019-05 Selection of Registered Agent and Office

Ms. Burns stated that this resolution would name Roy, of Sarah's office, as the registered agent and the office as the Hopping Green and Sams office.

On MOTION by Ms. Schwenk, seconded by Mr. Allende, with all in favor, Resolution 2019-05 Appointing a Registered Agent and Office, was approved.

D. Consideration of Resolution 2019-06 Appointing Interim District Engineer

Ms. Burns stated that a fee schedule was included in the agenda package. Ms. Burns stated that this resolution would appoint Dennis Wood Engineering as the interim District Engineer.

On MOTION by Ms. Schwenk, seconded by Mr. Allende, with all in favor, Resolution 2019-06 Appointing an Interim District Engineer, was approved.

E. Consideration of Interim District Engineering Services Agreement

Ms. Burns stated that the Interim Engineer Services Agreement was also included in the agenda package.

On MOTION by Mr. Heath, seconded by Mr. Allende, with all in favor, the Interim District Engineering Agreement, was approved.

F. Request Authorization to Issue RFQ for Engineering Services

Ms. Burns stated that the District is subject to procurement laws, which requires the District to use an RFQ to select a District Engineer. Ms. Burns directed the Board to review the last page containing the evaluation criteria. The RFQ is due January 7th at 12:00.

On MOTION by Ms. Schwenk, seconded by Mr. Allende, with all in favor, the Request Authorization to Issue RFQ for Engineering Services, was approved.

FOURTH ORDER OF BUSINESS

Designation of Meetings and Hearing Dates

A. Consideration of Resolution 2019-07 Designation of Regular Monthly Meeting Date, Time and Location for Fiscal Year 2019

Ms. Burns suggested the second Wednesday of each month at 3:15 p.m. might be a good time, and that was in between the Highland Meadows II and Highland Meadows West meetings.

On MOTION by Mr. Heath, seconded by Ms. Schwenk, with all in favor, Resolution 2019-07 Designating the Second Wednesday of the month at 3:15 p.m. for the monthly meeting, was approved.

B. Consideration of Resolution 2019-08 Designation of Landowner’s Meeting Date, Time and Location

Ms. Burns suggested setting the meeting for January 16th at 3:15 p.m.

On MOTION by Ms. Schwenk, seconded by Mr. Heath, with all in favor, Resolution 2019-08 Designating January 16, 2019 at 3:15 p.m. at this location as the Landowner’s Meeting Date and Time, was approved.

C. Designation of Date of Public Hearing to Adopt Rules of Procedure in Accordance with Section 120.54, Florida Statutes

1. Consideration of Resolution 2019-09 Setting a Public Hearing to Consider the Proposed Rules of the District

Ms. Burns suggested setting the date as January 16th at 3:15 p.m.

On MOTION by Mr. Heath, seconded by Mr. Allende, with all in favor, the Designation of January 16, 2019 at 3:15 p.m. at this location, as the Date of Public Hearing to Adopt Rules of Procedure in Accordance with Section 120.54, Florida Statutes, was approved.

D. Designation of Dates of Public Hearing on the Budget for Fiscal Year 2019

1. Consideration of Resolution 2019-10 Setting the Public Hearing and Approving the Proposed Fiscal Year 2019 Budget

Ms. Burns noted the total budget amount is \$91,248 and it will be developer funded and paid out as they occur. Ms. Burns suggested the date of February 13th at 3:15 for the public hearing. Mr. Heath asked who prepared the budget, and Ms. Burns answered that GMS prepared the budget and it was all administrative. She noted they did not anticipate any landscaping or maintenance items going on between now and October.

On MOTION by Ms. Schwenk, seconded by Mr. Heath, with all in favor, Resolution 2019-10 Setting the Public Hearing for February 13, 2019 at 3:15 p.m. at this location, and Approving the Proposed Fiscal Year 2019 Budget, was approved.

2. Approval of the Fiscal Year 2018/2019 Developer Funding Agreement

Ms. Burns stated that the funding agreement can be revised, at the public hearing it will be officially adopted. Ms. Burns asked the Board for questions about the funding agreement.

On MOTION by Mr. Heath, seconded by Mr. Allende, with all in favor, the Fiscal Year 2018/2019 Developer Funding Agreement, was approved.

E. Resolution 2019-11 Setting Date of Public Hearing Expressing the District’s Intent to Utilize the Uniform Method of Levying, Collecting and Enforcing Non-Ad-Valorem Assessments in Accordance with Section 197.3632, Florida Statutes

Ms. Burns noted that they would send this resolution to the County and it will allow them to use the tax roll to collect District Assessments. Ms. Burns suggested the public hearing be held on January 16th at 3:15.

On MOTION by Ms. Schwenk, seconded by Mr. Allende, with all in favor, Resolution 2019-11 Setting the date of the Public Hearing for January 16, 2019 at 3:15 p.m. at this location, Expressing the District’s Intent to Utilize the Uniform Method of Levying, Collecting and Enforcing Non-Ad-Valorem Assessments in Accordance with Section 197.3632 Florida Statutes, was approved.

FIFTH ORDER OF BUSINESS

Other Organizational Matters

A. Resolution 2019-12 Designating a Qualified Public Depository

Ms. Burns stated that GMS generally uses SunTrust. Ms. Burns told the Board that they would be happy to use anyone else if they had a preference.

On MOTION by Mr. Allende, seconded by Ms. Schwenk, with all in favor, Resolution 2019-12 Designating SunTrust as a Qualified Public Depository, was approved.

B. Resolution 2019-13 Authorization of Bank Account Signatories

Ms. Burns requested that herself and George Flint should be filled into the blanks authorizing them to sign checks.

On MOTION by Mr. Heath, seconded by Mr. Allende, with all in favor, Resolution 2019-13 Authorizing Ms. Burns and Mr. Flint of GMS as Bank Account Signatories, was approved.

C. Consideration of Resolution 2019-14 Relating to Defense of Board Members

Ms. Burns noted that this resolution evidences the District’s intent to provide legal defense to Board Members and staff.

On MOTION by Mr. Heath, seconded by Mr. Allende, with all in favor, Resolution 2019-14 Relating to Defense of Board Members, was approved.

D. Consideration of Resolution 2019-15 Ratifying the Recording of the Notice of Establishment in the Public Records of Osceola County in accordance with Chapter 190.0485, Florida Statutes

Ms. Burns stated that this notice must be filed within 30 days of establishment.

On MOTION by Ms. Schwenk, seconded by Mr. Allende, with all in favor, Resolution 2019-15 Authorizing District Counsel to Record the Property Records of Polk County the "Notice of Establishment" in accordance with Chapter 190.0485, Florida Statutes, was approved.

E. Consideration of Resolution 2019-16 Adopting Investment Guidelines

Ms. Burns explained that this resolution outlines conservative investment requirements for the District that directs how the District's excess funds can be invested.

On MOTION by Mr. Heath, seconded by Mr. Allende, with all in favor, Resolution 2019-16 Adopting Investment Guidelines, was approved.

F. Consideration of Resolution 2019-17 Authorizing the Execution of Public Depositor Report

Ms. Burns stated that this resolution allows the District Manager or Treasurer to execute the Depositor Report and send it to the Treasurer of the state of Florida.

On MOTION by Mr. Allende, seconded by Mr. Heath, with all in favor, Resolution 2019-17 Authorizing Execution of Public Depositor Report, was approved.

G. Consideration of Resolution 2019-18 Designating a Policy for Public Comment

Ms. Burns stated that this resolution is required by Florida Statute that outlines the procedures on how members of the public are able to comment at our meeting. Ms. Burns explained that there will be public comment at the beginning and at the end of the meetings, and the resolution outlines how the Board can deal with public decorum issues that might come up during meetings.

On MOTION by Mr. Heath, seconded by Mr. Allende, with all in favor, Resolution 2019-18 Designating a Policy for Public Comment, was approved.

H. Consideration of Resolution 2019-19 Adopting a Travel and Reimbursement Policy

Ms. Burns stated that this resolution establishes standard travel reimbursement rates, procedures, and limitations to public officers and employees who are traveling and paid for by the District.

On MOTION by Mr. Heath, seconded by Ms. Schwenk, with all in favor, Resolution 2019-19 Adopting a Travel and Reimbursement Policy, was approved.

I. Consideration of Resolution 2019-20 Adopting a Prompt Payment Policy

Ms. Burns noted Florida Statutes require timely payment to vendors and contractors to provide goods to the District. The policy is attached as Exhibit A and outlines those policies.

On MOTION by Mr. Heath seconded by Mr. Allende, with all in favor, Resolution 2019-20 Adopting a Prompt Payment Policy, was approved.

J. Consideration of Resolution 2019-21 Adopting a Records Retention Policy

Ms. Burns addressed two memos that outlined option A and option B. Ms. Burns explained that option A allows the District to timely destroy records as outlined with State and Federal laws and explained that option B did not allow the District to destroy any records. Ms. Burns stated staff recommendation is option A and explained that after 5 years they destroy records.

On MOTION by Mr. Heath, seconded by Mr. Allende, with all in favor, Resolution 2019-21 Adopting Records Retention Policy Option A, was approved.

K. Consideration of Compensation to Board Members

Ms. Burns explained that the Florida Statutes allow payment of up to \$200 per meeting for Board Members if they choose to receive compensation. All three Board members present accepted compensation.

L. Resolution 2019-22 Selecting District Records Office Within Polk County

Ms. Burns suggested the office 346 East Central Ave. Ms. Schwenk designated Phillip Allende as a point person to coordinate with Jill Burns for storing records.

On MOTION by Ms. Schwenk, seconded by Mr. Allende, with all in favor, Resolution 2019-22 Selecting 346 East Central Ave., Winter Haven, Florida 33880 as the District Records Office Within Polk County, was approved.

M. Resolution 2019-22 Designation the Primary Administrative Office and Principal Headquarters of the District

Ms. Burns explained that the District’s primary administrative office would be the GMS office in Orlando at the address 135 West Central Boulevard, Suite 320, Orlando, FL 32801. Ms. Burns stated that the principal headquarters for establishing the venue needs to be located within Polk County, she suggested the address 346 East Central Ave., Winter Haven, FL 33880.

On MOTION by Mr. Allende, seconded by Mr. Heath, with all in favor, Resolution 2019-23 Designating the Primary Administrative Office at 135 West Central Boulevard, Suite 320, Orlando, FL 32801, and the Principal Headquarters of the District at 346 East Central Ave., Winter Haven, FL 33880 was approved.

N. Consideration of Website Services Agreement

Ms. Burns noted the price had changed from \$1,500 to \$2,000 for the one-time fee.

On MOTION by Mr. Heath, seconded by Mr. Allende, with all in favor, the Website Services Agreement, was approved.

O. Authorization to Prepare Public Facilities Report in Accordance with Chapter 189.08 Florida Statutes to Coincide with Special District Filing Date of August 1st for Polk County

Ms. Burns noted that there was no backup for this item.

On MOTION by Ms. Schwenk, seconded by Mr. Allende, with all in favor, the Authorization to Prepare Public Facilities Report in Accordance with Chapter 189.08 Florida Statutes to Coincide with Special District Filing Date of August 1st for Polk County, was approved.

SIXTH ORDER OF BUSINESS

Capital Improvements

A. Appointing of Finance Team

1. Bond Counsel

Ms. Burns noted that under tab 1 was an agreement from Bond Counsel Greenberg Traurig.

On MOTION by Mr. Heath, seconded by Mr. Allende, with all in favor, the Bond Counsel Agreement with Greenberg Traurig, P.A. was approved.

2. Investment Banker

Ms. Burns noted under tab 2 was the agreement for Underwriting Services and the G17 disclosure from FMSbonds.

On MOTION by Ms. Schwenk, seconded by Mr. Allende, with all in favor, the Investment Banker Agreement with FMSbonds, Inc. was approved.

3. Assessment Administrator

Ms. Burns noted tab 3 appoints GMS as the Assessment Administrator that was previously approved in the management agreement they have.

On MOTION by Ms. Schwenk, seconded by Mr. Heath with all in favor, the Assessment Administrator Agreement with GMS was approved.

4. Trustee

Ms. Burns noted under tab 4 is the agreement from US Bank, provided by Stacey Johnson for them to serve as Trustee.

On MOTION by Mr. Heath, seconded by Mr. Allende, with all in favor, the Trustee Agreement with US Bank was approved.

B. Approval of Financing Team Funding Agreement

Ms. Burns noted the previous entity Paint Creek, LLC was listed and would be changed to Highland Cassidy, LLC. Ms. Burns explained this agreement states the developer will provide funds to the District to enable them to commence the financing program and make all money necessary to allow the District to move forward in issuing bonds.

On MOTION by Mr. Heath, seconded by Mr. Alexander, with all in favor, the Bond Financing Team Funding Agreement was approved.

SEVENTH ORDER OF BUSINESS**Financing Matters****A. Consideration of Engineer's Report**

Ms. Burns stated that the Engineer's Report was circulated and suggested that the Board approve the report in substantial form in case revisions were necessary. Ms. Schwenk and Mr. Wood discussed a question regarding Cherry Blossom on Exhibit 1. Mr. Wood clarified the map is correct. Mr. Wood went through the improvement in the Engineer's Report as well as the costs. Mr. Wood noted there are three phases consisting of 642 lots total. Phase 1 is 206 lots with a price of \$5,833,625. Phase 2 is 234 lots with a price of \$6,262,000. Phase 3 is 202 lots with a cost of \$5,132,000. The total price for all 642 lots is \$17,227,625. Ms. Sandy noted that is for offsite improvements, stormwater management, utilities, roadways, entry feature and signage, and park and recreational facilities contingency. Mr. Wood clarified that was correct.

Ms. Sandy asked Mr. Wood a series of questions based on his professional experience:

- Are the costs reasonable and proper? Mr. Wood answered yes.
- Do you have any reason to believe the project cannot be carried out by the District?
Mr. Wood answered no.

Discussion between Mr. Van Wyk and Mr. Wood ensued regarding phase 3. Mr. Wood noted that Exhibit 7 would be revised to reallocate the costs for offsite improvements to all 3 phases. Ms. Burns noted a revised exhibit will be sent out.

Mr. Wood, who was attending the meeting via phone, left the meeting.

On MOTION by Ms. Schwenk, seconded by Mr. Allende, with all in favor the Engineer's Report was approved, in substantial form.

B. Consideration of Assessment Methodology

Ms. Burns stated this Assessment Methodology Report contemplates the cost of the capital improvement plan outlined in the Engineer's Report of \$17,227,625. They would need a total amount of bonds of \$22,250,000 to finance those. Ms. Burns summarized the tables in the assessment methodology for the Board.

Ms. Sandy asked Ms. Burns a series of questions based on her professional opinion;

- Do the lands that will be subject to the assessments receive a special benefit from the project? Ms. Burns answered yes.
- Are the special assessments reasonably apportioned? Ms. Burns answered yes.

- Are the special benefits to the lands equal to or in excess of the special assessments that they will receive? Ms. Burns answered yes.

On MOTION by Mr. Heath, seconded by Mr. Allende, with all in favor, the Assessment Methodology, was approved.

C. Consideration of Resolution 2019-24 Authorizing the Issuance of Bonds and Authorizing the Commencement of Validation Proceedings

Mr. Gang went over Resolution 2019-24 with the Board. The Board did not have any questions for Mr. Gang.

On MOTION by Mr. Heath, seconded by Mr. Allende, with all in favor, Resolution 2019-24 Authorizing the Issuance of Bonds and Authorizing the Commencement of Validation Proceedings, was approved.

D. Consideration of Resolution 2019-25 Declaring Special Assessments and Approval of Assessment Methodology

Ms. Burns noted the Board had already reviewed both items in Resolution 2019-25. Ms. Sandy noted this resolution evidences the District’s intent to begin the assessment levy process.

On MOTION by Mr. Heath, seconded by Mr. Allende, with all in favor, Resolution 2019-25 Declaring Special Assessments and Approval of Assessment Methodology, was approved.

E. Consideration of Resolution 2019-26 Setting the Public Hearing for Special Assessments

Ms. Burns suggested the public hearing date of January 16th at 3:15 at the Board’s current location.

On MOTION by Ms. Schwenk, seconded by Mr. Allende, with all in favor, Resolution 2019-26 Setting the Public Hearing for Special Assessments on January 16, 2019 at 3:15 p.m. at this location, was approved.

EIGHTH ORDER OF BUSINESS

Other Business

A. Staff Reports

1. Attorney

Ms. Sandy stated she had nothing additional for the Board.

2. Manager

The next item followed.

3. Interim Engineer

The next item followed.

B. Supervisors Requests

Mr. Heath noted that his address had changed and the people living at his old address received mail addressed to him. He gave Ms. Burns his new address.

C. Approval of Funding Request No. 1

Ms. Burns noted the funding requested totaled \$20,000 allowing them to open the account, place all the ads that were approved prior in the meeting, and start issuing checks. Ms. Burns and Ms. Schwenk agreed to send the funding to Sheila directly.

On MOTION by Ms. Schwenk, seconded by Mr. Heath, with all in favor, Funding Request No. 1 for \$20,000, was approved.

NINTH ORDER OF BUSINESS

Adjournment

On MOTION by Mr. Heath, seconded by Mr. Allende, with all in favor, the meeting was adjourned.


Secretary/Assistant Secretary


Chairman/Vice Chairman