

**MINUTES OF MEETING
FOREST LAKE
COMMUNITY DEVELOPMENT DISTRICT**

An Organizational meeting of the Board of Supervisors of the Forest Lake Community Development District was held Wednesday, **December 17, 2019** at 12:30 p.m. at 346 E. Central Ave. Winter Haven, Florida.

Present and constituting a quorum:

Rennie Heath
Lauren Schwenk
Matthew Cassidy
Patrick Marone
Andrew Rhinehart

Chairman
Vice Chairman
Assistant Secretary
Assistant Secretary
Assistant Secretary

Also present were:

Jill Burns
Michelle Rigoni
Ashton Bligh *via phone*
Dennis Wood *via phone*

District Manager, GMS
Hopping Green & Sams
Greenberg Traurig
Wood & Associates Engineering

FIRST ORDER OF BUSINESS

Introduction

A. Call to Order

Ms. Burns called the meeting to order and called the roll. All members were present, constituting a quorum.

B. Public Comment Period

There were no members of the public present for the meeting.

C. Oath of Office

Ms. Burns swore in the five supervisors listed above at the meeting as a group. An information packet on board procedures and rules was provided for them. Ms. Burns clarified the procedure for completing forms and signatures.

SECOND ORDER OF BUSINESS Organizational Matters

A. Confirmation of Notice of Meeting

This meeting was advertised in the newspaper and the affidavit of publication was included in the agenda package.

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

C. Election of Officers

1. Resolution 2020-01 Appointing Officers

Ms. Burns stated that Rennie Heath was appointed Chairman and Lauren Schwenk was appointed Vice Chairman. The remaining supervisors Patrick Marone, Matthew Cassidy and Andrew Rhinehart were elected Assistant Secretaries along with George Flint. Jill Burns was appointed Secretary.

On MOTION by Mr. Heath, seconded by Mr. Rhinehart, with all in favor, Resolution 2020-01 Appointing Officers, was approved.

2. Resolution 2020-02 Appointing Treasurer and Assistant Treasurer

Ms. Burns asked that Ariel Lovera be appointed as Treasurer and Jill Burns as the Assistant Treasurer.

On MOTION by Mr. Heath seconded by Mr. Rhinehart, with all in favor, Resolution 2020-02 Appointing Treasurer and Assistant Treasurer, was approved.

THIRD ORDER OF BUSINESS Retention of District Staff

A. Consideration of Contract for District Management Services

i. Resolution 2020-03 Appointing District Manager

Ms. Burns stated that in the agenda package is a contract with Governmental Management Services to provide District Management Services. The fee schedule is included in the package as discussed. Ms. Burns stated this outlines the fees previously discussed.

On MOTION by Mr. Heath, seconded by Mr. Rhinehart, with all in favor, Resolution 2020-03 Appointing District Manager, was approved.

B. Consideration of Appointment of District Counsel Services

i. Resolution 2020-04 Appointing District Counsel

Ms. Burns stated that the fee agreement has been included in the agenda package.

On MOTION by Mr. Heath, seconded by Mr. Rhinehart, with all in favor, Resolution 2020-04 Appointing District Counsel, was approved.

C. Resolution 2020-05 Selection of Registered Agent and Office

Ms. Burns stated this names Roy Van Wyk as the registered agent and designates Hopping Green & Sams as the registered office.

On MOTION by Mr. Heath, seconded by Ms. Schwenk, with all in favor, Resolution 2020-05 Selecting Roy Van Wyk and Hopping Green & Sams as the Registered Agent and Office, was approved.

D. Resolution 2020-06 Appointing Interim District Engineer

Ms. Burns stated this would appoint Wood & Associates as the Interim District Engineer. The resolution was included in the packet.

On MOTION by Mr. Heath, seconded by Mr. Cassidy, with all in favor, Resolution 2020-06 Appointing Wood & Associates Engineering as the Interim District Engineer, was approved.

E. Consideration of Interim District Engineering Agreement

Ms. Burns stated this agreement included in the agenda packet is for Interim District Engineering services, naming Wood & Associates Engineering as the Interim District Manager. The fee sheet was attached.

On MOTION by Mr. Heath, seconded by Mr. Rhinehart, with all in favor, the Interim District Engineer Agreement with Wood & Associates Engineering, was approved.

F. Request Authorization to Issue RFQ for Engineering Services

Ms. Burns suggested the due date as Monday, January 20th at 12:00 p.m.

On MOTION by Mr. Heath, seconded by Mr. Rhinehart, with all in favor, Authorization of Staff to Issue an RFQ for Engineering Services, was approved.

FOURTH ORDER OF BUSINESS

Designation of Meetings and Hearing Dates

A. Consideration of Resolution 2020-07 Designation of Regular Monthly Meeting Date, Time and Location for Fiscal Year 2020

Ms. Burns stated as previously discussed the suggestion would be for the third Tuesday of the month at 1:30 p.m. at the same location they were currently at. A calendar invite will be sent out to everyone from Ms. Burns' office.

On MOTION by Mr. Heath, seconded by Mr. Rhinehart, with all in favor, Resolution 2020-07, Designating the Regular Board Meetings for the Third Tuesday of the Month at 1:30 p.m. at 346 E. Central Ave., Winter Haven, FL, was approved.

B. Consideration of Resolution 2020-08 Designation of Landowner's Meeting Date, Time and Location

Ms. Burns suggested January 29th at 1:15 p.m., at the same location and time.

On MOTION by Mr. Heath, seconded by Mr. Rhinehart, with all in favor, Resolution 2020-08 Designating the Landowners Meeting as January 29th at 1:15 p.m. at 346 E. Central Ave., Winter Haven, FL, was approved.

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

i. Consideration of Resolution 2020-09 Setting a Public Hearing to Consider the Proposed Rules of the District

A. Rules of Procedure

Ms. Burns stated the rules and procedures are included in your package. Ms. Burns suggested January 29th, 2020 at 1:15 p.m., at the same location. Discussion of the actual rules and procedures can be discussed prior to the public hearing or board members can reach out to the District Counsel.

On MOTION by Mr. Cassidy, seconded by Mr. Heath, with all in favor, the 2020-09 Resolution Setting a Public Hearing to Adopt the Rules of Procedure as January 29th at 1:15 p.m. at 346 E. Central Ave., Winter Haven, FL, was approved.

D. Designation of Dates of Public Hearing on the Budget for Fiscal Year 2020

1. Consideration of Resolution 2020-10 Setting the Public Hearing and Approving the Proposed Fiscal Year 2020 Budget

Ms. Burns presented Resolution 2020-09 and noted that a copy of the proposed budget was in the agenda package. Ms. Burns suggested the public hearing date for March 17th, 2020 at 1:30 p.m. at the same location, which will be the regular monthly meeting.

On MOTION by Mr. Heath, seconded by Mr. Rhinehart, with all in favor, Resolution 2020-10 Setting a Public Hearing Date to Approve the Fiscal Year 2020 Budgets for March 17th, 2020 at 1:30 p.m. at 346 E. Central Ave., Winter Haven, FL, was approved.

2. Approval of the Fiscal Year 2020 Developer Funding Agreement

Ms. Burns stated the Funding Agreement was in the package for review. This is the agreement where the developer will agree to fund the operation of the District. The Agreement was amended to approve JMBI Real Estate, LLC.

On MOTION by Ms. Schwenk, seconded by Mr. Rhinehart, with all in favor, the Funding Agreement for the Fiscal Year 2020 Budget as amended with JMBI Real Estate, LLC as the Developer, was approved.

E. Resolution 2020-11 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 suggested January 29th at 1:15 p.m. at the current location.

On MOTION by Mr. Heath, seconded by Mr. Rhinehart, with all in favor, the Resolution 2020-11 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 as January 29th at 1:15 p.m. at 346 E. Central Ave., Winter Haven, FL, was approved.

FIFTH ORDER OF BUSINESS

Other Organizational Matters

A. Resolution 2020-12 Designating a Qualified Public Depository

Ms. Burns recommended approving SunTrust Bank as the district's public depository.

On MOTION by Mr. Heath, seconded by Mr. Cassidy, with all in favor, Resolution 2020-12 Designating SunTrust Bank as the District Depository, was approved.

B. Resolution 2020-13 Authorization of Bank Account Signatories

Ms. Burns asked that the signatories be herself and George Flint as signers for the District allowing them to sign checks and process invoices.

On MOTION by Mr. Heath, seconded by Mr. Rhinehart, with all in favor, Resolution 2020-13 Authorizing Jill Burns and George Flint as Bank Account Signatories, was approved.

C. Consideration of Resolution 2020-14 Relating to Defense of Board Members

Ms. Burns noted that this resolution will allow the district to provide legal support to board members and staff outlined in the resolution, when acting in their capacity, and in good faith, as board members.

On MOTION by Mr. Heath, seconded by Mr. Rhinehart, with all in favor, Resolution 2020-14 Relating to Defense of Board Members, was approved.

D. Consideration of Resolution 2020-15 Authorizing District Counsel to Record in the Property Records of Polk County the “Notice of Establishment” in accordance with Chapter 190.0485, Florida Statutes

1. Notice of Establishment

Ms. Burns stated Resolution 2020-15 is in the board package for review and it authorizes District Counsel to record the notice of establishment in the County.

On MOTION by Mr. Marone, seconded by Mr. Rhinehart, with all in favor, Resolution 2020-15 Authorizing District Counsel to Record in the Property Records of Polk County the Notice of Establishment in Accordance with Chapter 190.0485, Florida Statutes, was approved.

E. Consideration of Resolution 2020-16 Adopting Investment Guidelines

Ms. Burns stated the statute requires the board to adopt an investment policy that outlines the four options if there are excess funds to invest. Any public funds that are in excess amounts from the operating expenses and have outlines as to where they can invest those funds.

On MOTION by Mr. Cassidy, seconded by Mr. Rhinehart, with all in favor, Resolution 2020-16 Adopting Investment Guidelines, was approved.

F. Consideration of Resolution 2020-17 Authorizing Execution of Public Depositor Report

Ms. Burns stated this resolution would authorize the District Manager or Treasurer to execute and file the public depositor report.

On MOTION by Ms. Schwenk, seconded by Mr. Cassidy, with all in favor, Resolution 2020-17 Authorizing Execution of Public Depositor Report, was approved.

G. Consideration of Resolution 2020-18 Designating a Policy for Public Comment

Ms. Burns stated this outlines a public comment policy, speaking time limits, and how to deal with procedures if they have members of the public present.

On MOTION by Mr. Heath, seconded by Mr. Rhinehart, with all in favor, Resolution 2020-18 Designating a Policy for Public Comment, was approved.

H. Consideration of Resolution 2020-19 Adopting a Travel and Reimbursement Policy

Ms. Burns stated this is in line with Florida Statutes on the fees and rates at which they can reimburse. Exhibit 'A' is the Travel Policy.

On MOTION by Mr. Cassidy, seconded by Mr. Rhinehart, with all in favor, Resolution 2020-19 Adopting a Travel and Reimbursement Policy, was approved.

I. Consideration of Resolution 2020-20 Adopting Prompt Payment Policy

Ms. Burns presented Resolution 2020-20 and noted that it is in line with Florida Statutes to timely pay vendors and contractors that provide services to the District.

On MOTION by Mr. Heath, seconded by Mr. Rhinehart, with all in favor, Resolution 2020-20 Adopting Prompt Payment Policy, was approved.

J. Consideration of Resolution 2020-21 Adopting a Records Retention Policy

Ms. Burns stated Resolution 2020-21 has a report from Hopping Green & Sams outlining two options. Ms. Burns suggested Option 1.

On MOTION by Mr. Heath, seconded by Mr. Rhinehart, with all in favor, Resolution 2020-21 Adopting Records Retention Policy Option #1, was approved.

K. Consideration of Compensation to Board Members

Ms. Burns stated this was covered earlier in discussion of forms and does not need further discussion. No motion was needed. The board elected to receive compensation.

L. Resolution 2020-22 Selecting District Records Office Within Polk County

Ms. Burns suggested selecting the address of the current office at 346 E. Central Ave., Winter Haven, Florida, as the local records office.

On MOTION by Mr. Heath, seconded by Mr. Rhinehart, with all in favor, Resolution 2020-22 Selecting the Local District Records Office Within Polk County as 346 E. Central Ave., Winter Haven, FL, was approved.

M. Resolution 2020-23 Designating the Primary Administrative Office and Principal Headquarters of the District

Ms. Burns stated the primary Administrative Office would be her office in Orlando at 219 E. Livingston, Orlando, FL. The Principal Headquarters office will be the current office, at 346 E. Central Ave. Winter Haven, FL.

On MOTION by Ms. Schwenk, seconded by Mr. Cassidy, with all in favor, Resolution 2020-23 Designating the Primary Administrative Office as 219 E. Livingston, Orlando, FL and the Principal Headquarters of the District as 346 E. Central Ave. Winter Haven, FL, was approved.

N. Consideration of Website Services Agreement

Ms. Burns stated there was a new rate of \$2,375 with a new draft agreement. The board chose Option #1 for the website creation only.

On MOTION by Mr. Heath, seconded by Mr. Rhinehart, with all in favor, the Amended 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 in Hillsborough County

Ms. Burns stated Chapter 189 of the Florida Statutes requires the District to prepare a Public Facilities Report and file it with the County. This authorizes staff to prepare that report.

On MOTION by Mr. Heath, seconded by Mr. Rhinehart, with all in favor, the Public Facilities Report in Accordance with Chapter 189.08 Florida Statutes to Coincide with Special District Filing Date in Polk County, was approved.

SIXTH ORDER OF BUSINESS

Capital Improvements

A. Appointment of the Financing Team

1. Bond Counsel

Ms. Burns stated the proposal in the agenda package is an agreement letter from Greenberg Traurig to provide Bond Counsel services. Ashton Bligh and Bob Gang were both available via phone for any questions.

On MOTION by Ms. Schwenk, seconded by Mr. Cassidy, with all in favor, the Agreement with Greenburg Traurig to Serve as Bond Counsel, was approved.

2. Investment Banker

Ms. Burns presented the agreement with FMS Bonds for underwriting services. Ms. Burns stated their G17 Disclosure is also included in the agenda package for review.

On MOTION by Mr. Heath, seconded by Mr. Schwenk, with all in favor, the Agreement with FMS Bonds, was approved.

3. Assessment Administrator

Ms. Burns stated this was covered in GMS's management contract, no motion was needed since it was already approved.

4. Trustee

Ms. Burns stated they have an agreement from US Bank to serve as the Trustee. This was in line with what is seen in other districts.

On MOTION by Mr. Heath, seconded by Mr. Rhinehart, with all in favor, the Proposal from US Bank to Serve as the Trustee, was approved.

B. Approval of Bond Financing Team Funding Agreement

Ms. Burns stated this agreement was to be amended listing JBMI as the funding source.

On MOTION by Mr. Heath, seconded by Mr. Marone, with all in favor, the Bond Financing Team Funding Agreement as amended with JBMI Real Estate, LLC, was approved.

C. Consideration of Notice of Request for Proposals and Evaluation Criteria for Phase 1 Construction Bid

Ms. Burns stated this is the agreement where the developer will fund the needs of the district in order to move forward with the bond issuance and they will then be reimbursed from the bond proceeds once they are issued. Ms. Burns stated there are a couple of dates of when the Project Manual will be available. Dates were set for the Project Manual pickup date to be due on Monday, January 6 at 8:00 a.m. The bids are due Friday, February 7 at 3:00 p.m. The Questions are due Friday, January 24. Ms. Burns asked if everyone was okay with the evaluation criteria that was listed as well. The board had no changes to the criteria.

On MOTION by Mr. Heath, seconded by Mr. Rhinehart, with all in favor, the Consideration of Notice of Request for Proposals and Evaluation Criteria for Phase 1 Construction Bid, was approved.

SEVENTH ORDER OF BUSINESS

Financing Matters

A. Consideration of Engineer's Report

Ms. Burns asked for Mr. Wood with Wood & Associates to give an overview of the Engineer's report. Mr. Wood explained the Engineer's report is for the Forest Lake Community Development District. It is North of Forest Lake Dr. and East of Holly Hill Rd. It is approximately 117.5 acres and considered a 574 single family lot. Mr. Wood plans to have 3 Phases to the project. Phase 1 consists of 203 lots at \$4,988,500. Phase 2 is 185 lots at \$3,938,000. Phase 3 is 186 lots at \$4,248,200 for a total of 574 lots and \$13,174,700. Ms. Rigoni asked Mr. Wood if all estimates outlined were reasonable for a project of this size and scope. Mr. Wood answered yes. Ms. Rigoni

asked if there was any reason to believe the District could not carry out the project. Mr. Wood answered no.

On MOTION by Mr. Heath, seconded by Mr. Rhinehart, with all in favor, the Engineer's Report, was approved.

B. Consideration of Master Assessment Methodology

Ms. Burns stated the methodology allocates the debt to the parcels that benefit from the capital improvements based on the benefits they received. Ms. Burns referred to the tables attached. The number of units is broken down by phase for a total of 574 units that are all similar size so they will have the same ERU of 1. The capital improvement plan costs provided by Mr. Wood are included in Table 2. Table 3 is the bond sizing with a total of \$17,250,000 in order to generate the construction funds outlined in the Capital Improvement Plan. Table 4 has an allocation of the improvement costs per unit. Table 5 has an allocation of the total par debt for each unit at \$30,052 per unit. Table 6 shows the net and gross annual assessments per lot with a net assessment of \$2,183 and a gross assessment of \$2,348. That has been grossed up to include the collection costs and early payment discount offered by the Polk County tax bill. Table 7 is the preliminary assessment roll. Ms. Rigoni asked if the assessments are fairly and reasonably allocated to the lots, in proportion with the benefits received by the lots. Ms. Burns answered yes. Ms. Rigoni also asked if the land where the assessments will be levied will receive special benefits equal to, or in excess of, the assessments levied. Ms. Burns answered yes. The board had no questions on the methodology.

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

C. Consideration of Resolution 2020-24 Authorizing the Issuance of Bonds and Authorizing the Commencement of Validation Proceedings

Mr. Gang presented Resolution 2020-24 and noted that it is the first step in the bond issuance process. It was noted this resolution authorizes an amount not to exceed \$17,500,000 in special assessment bonds in one or more series to pay for certain projects. Certain sections of the bond resolution were outlined, Chapter 75 requires that any bonds with a maturity beyond 5 years must be validated. Under section 8, Chapter 190 requires any bonds to be secured by a trust

agreement. The projects related to the District's capital improvement plan described in the Master Engineer's report were covered. District Counsel and Bond Counsel to the district are authorized and directed to proceed with validation in court. Section 190 is also required. Under Section 7 the district appoints US Bank to be the Trustee on any series of bonds. It directs Bond Counsel to validate the bonds and requires the board to approve the issuance of the first series of bonds.

On MOTION by Mr. Heath, seconded by Mr. Rhinehart, with all in favor, the Resolution 2020-24 Authorizing the Issuance of Bonds and Authorizing the Commencement of Validation Proceedings, was approved.

D. Consideration of Resolution 2020-25 Declaring Special Assessments and Approval of Assessment Methodology

Ms. Rigoni noted this was the first step in the process for imposing the Master Assessment liens and sets the amount of the cap that can be levied on the property to secure repayment of any bonds that are issued by the district. The resolution declares the district's intent to levy a Master Assessment lien to secure repayment of the bonds that may be issued by the District to fund the improvements that are outlined in the Engineer's report. This resolution adopts the Preliminary Master Assessment Methodology and provides that the method for allocating is fair and reasonable manner for the allocation, and that the benefit provided by the improvements exceeds the amount of special assessments to be levied. This puts in place the cap highest amount of assessments that could be placed on the property at the time that bonds are actually issued, staff will come back and they will do a supplemental assessment resolution which will impose the exact amount of assessments that are necessary to repay the bonds actually issued.

On MOTION by Ms. Schwenk, seconded by Mr. Heath, with all in favor, the Resolution 2020-25 Declaring Special Assessment and Approval of Assessment Methodology, was approved.

E. Resolution 2020-26 Setting Date of Public Hearing for Special Assessments

Ms. Burns suggested the public hearing to be January 29, 2020 at 1:15 p.m.

On MOTION by Mr. Heath, seconded by Mr. Rhinehart, with all in favor, Resolution 2020-26 Setting Public Hearing for Special Assessments as January 29th, 2020 at 1:15 p.m. at 346 E. Central Ave., Winter Haven, FL, was approved.

EIGHTH ORDER OF BUSINESS

Other Business

A. Staff Reports

i. Attorney

Ms. Rigoni had nothing further to report.

ii. Manager

There being none, the next item following.

B. Supervisors Requests

There being none, the next item followed.

C. Approval of Funding Request No. 1

Ms. Burns asked for approval of Funding Request #1.

On MOTION by Mr. Heath, seconded by Mr. Rhinehart, with all in favor, the Funding Request No. 1, was approved.

NINTH ORDER OF BUSINESS

Adjournment

Ms. Burns adjourned the meeting at 12:58 p.m.

On MOTION by Mr. Rhinehart, seconded by Mr. Heath, with all in favor, the meeting was adjourned at 12:58 p.m.


Secretary/Assistant Secretary


Chairman/Vice Chairman