

**MINUTES OF MEETING
WILDBLUE
COMMUNITY DEVELOPMENT DISTRICT**

An Organizational Meeting of the Board of Supervisors of the WildBlue Community Development District was held on Wednesday, November 29, 2017 at 1:30 p.m., at the offices of PEG, located at 12800 University Dr., Suite 275, For Myers, Florida 33907.

Present at the meeting were:

Don Schrotenboer	Chair
Carol Douglas	Vice Chair
Mark Price	Assistant Secretary
Michelle Preiss	Assistant Secretary

Also present were:

Craig Wrathell	District Manager
Cindy Cerbone	Wrathell, Hunt & Associates, LLC
Jonathan Johnson	District Counsel
Vaishali Desai (<i>via telephone</i>)	Hopping Green & Sams, P.A.
Camille Evans (<i>via telephone</i>)	Bond Counsel, Greenberg Traurig, P.A.
Carl Barraco	Interim District Engineer
Brett Sealy	MBS Capital Markets, LLC
Amanda Kuman (<i>via telephone</i>)	US Bank

FIRST ORDER OF BUSINESS

Call to Order/Roll Call

Mr. Wrathell called the meeting to order at 1:32 p.m. Mr. Wrathell stated that this is the Organizational Meeting for the WildBlue Community Development District; a newly established District, effective November 9, 2017. Accordingly, five individuals were named to the initial Board and the Oath of Office must be administered.

Mr. Schrotenboer, Ms. Douglas, Mr. Price and Ms. Preiss, were present, in person. Mr. Morris was not present.

SECOND ORDER OF BUSINESS

Public Comments

This item was not addressed.

GENERAL DISTRICT ITEMS

THIRD ORDER OF BUSINESS

Administration of Oath of Office to Initial Board of Supervisors *(the following to be provided in a separate package)*

Mr. Wrathell, a Notary of the State of Florida and duly authorized, administered the Oath of Office to Mr. Don Schrottenboer, Mr. Mark Price, Ms. Michelle Preiss and Ms. Carol Douglas. The Oath of Office would be administered to Mr. Greg Morris at a later time.

Mr. Wrathell provided and briefly explained the following items:

- A. Guide to Sunshine Amendment and Code of Ethics for Public Officers and Employees**
- B. Membership, Obligations and Responsibilities**
- C. Chapter 190, Florida Statutes**
- D. Financial Disclosure Forms**
 - i. Form 1: Statement of Financial Interests**
 - ii. Form 1X: Amendment to Form 1, Statement of Financial Interests**
 - iii. Form 1F: Final Statement of Financial Interests**
- E. Form 8B: Memorandum of Voting Conflict**

Mr. Wrathell briefly explained the Sunshine Law and stated that all District documents and communications would become public record. Outside communications between Board Members pertaining to Board-related matters must cease, as well as discussions of any other sensitive information concerning the District. Mr. Wrathell suggested that Board Members utilize a separate email account for Board-related matters. Mr. Wrathell and Mr. Johnson should be copied on all Board-related communications, emails, etc. Management would always retain all communications, should Board-related emails and documents be needed, or for the benefit of a public records' request, which Mr. Wrathell's office would handle. Public records requests should be sent directly to Mr. Wrathell with a copy to Mr. Johnson. Form 1 must be mailed to the Supervisor of Elections' Office, in the Board Members' County of residence, no later than 30 days from today, to avoid a fine. He suggested sending Form 1, via Certified Mail. Board Members may be paid \$200 per meeting but no more than \$4,800 per annum.

FOURTH ORDER OF BUSINESS

Consideration of Resolution 2018-01, Electing and Designating the Officers of the District and Providing for an Effective Date

Mr. Wrathell presented Resolution 2018-01. He explained each position and the duties that would be required by them.

Ms. Douglas nominated the following slate of officers:

Don Schrottenboer	Chair
Carol Douglas	Vice Chair
Craig Wrathell	Secretary
Craig Wrathell	Treasurer
Mark Price	Assistant Secretary
Michelle Preiss	Assistant Secretary
Greg Morris	Assistant Secretary
Cindy Cerbone	Assistant Secretary
Jeff Pinder	Assistant Treasurer

No other nominations were made.

On MOTION by Mr. Schrottenboer and seconded by Mr. Price, with all in favor, Resolution 2018-01, Electing and Designating the Officers of the District and Providing for an Effective Date, as nominated, was adopted.

****Ms. Evans arrived at the meeting, via telephone, at approximately 1:45 p.m.****

ORGANIZATIONAL MATTERS

FIFTH ORDER OF BUSINESS

Consideration of the Following Organizational Matters:

- A. Resolution 2018-02, Appointing and Fixing the Compensation of the District Manager; Appointing Methodology Consultant; and Providing for an Effective Date: *Wrathell, Hunt and Associates, LLC***

Mr. Wrathell presented Resolution 2018-02. The proposed Agreement for Management Services outlined the scope of services and associated fees for Wrathell, Hunt and Associates, LLC (WHA), to serve as District Manager for the District.

Mr. Schrottenboer stated that he, Mr. Price and Mr. Morris, solicited proposals from Management companies and WHA’s fees were in line, if not below, other competitors.

Mr. Wrathell stated that the District’s Fiscal Year runs October 1, 2017 through September 30, 2018 but, since this is technically the first Board meeting and the beginning of a new month, he will treat December 1, 2017 as the new financial life of the District. He would not charge for his services until December 1, 2017, although the work on behalf of the District began ahead of that time.

On MOTION by Mr. Schrottenboer and seconded by Ms. Douglas, with all in favor, Resolution 2018-02, Appointing Wrathell, Hunt and Associates, LLC and Fixing the Compensation of the District Manager; Appointing Methodology Consultant; and Providing for an Effective Date, was adopted.

B. Resolution 2018-03, Appointing Legal Counsel for the District; Authorizing Its Compensation and Providing for an Effective Date: *Hopping, Green & Sams, PA*

Mr. Wrathell presented Resolution 2018-03. The proposed Retainer Agreement for Hopping, Green & Sams, PA (HGS), who will serve as District Counsel for the District, was attached.

Mr. Johnson stated, for the record, that he represented Alico East Fund, LLC (Developer/Landowner) in the creation of the District; however, he does not have any further ongoing relationship with the Developer/Landowner that constitutes any type of conflict. The rates contained in the Retainer Agreement are consistent with the rates that he has been charging.

On MOTION by Mr. Schrottenboer and seconded by Ms. Douglas, with all in favor, Resolution 2018-03, Appointing Hopping, Green & Sams, PA Legal Counsel for the District; Authorizing Its Compensation and Providing for an Effective Date, was adopted.

C. Resolution 2018-04, Appointing an Interim District Engineer; Authorizing its Compensation and Providing for an Effective Date: *Barraco and Associates, Inc.*

Mr. Wrathell presented Resolution 2018-04. An Engagement Letter and Rate Schedule from Barraco and Associates, Inc., (Barraco) to serve as District Engineer, were included in the agenda. If the District Engineer's expenses would exceed \$30,000 per year, the District must undertake the Request for Qualifications (RFQ) process; therefore, Mr. Wrathell asked the Board to authorize advertisement of the RFQ. Barraco would be hired on an interim basis. Mr. Wrathell explained the RFQ process.

On MOTION by Mr. Schrottenboer and seconded by Ms. Douglas, with all in favor, Resolution 2018-04, Appointing Barraco and Associates, Inc., as Interim District Engineer; Authorizing its Compensation and Providing for an Effective Date, was adopted.

D. Authorization of RFQ for District Engineering Services

Mr. Wrathell stated that the District must go through the RFQ process for District Engineering Services, as previously discussed.

On MOTION by Mr. Schrottenboer and seconded by Ms. Douglas, with all in favor, authorizing the District Manager to advertise a Request for Qualifications for District Engineering Services, was approved.

E. Board Member Compensation: 190.006 (8), F.S.

Mr. Wrathell stated that the Board was eligible to receive compensation of \$200, per meeting, with a maximum of \$4,800, per year.

On MOTION by Mr. Schrottenboer and seconded by Ms. Preiss, with all in favor, electing not to receive Board Member compensation, was approved.

F. Resolution 2018-05, Designating a Registered Agent and Registered Office of the District; and Providing for an Effective Date

Mr. Wrathell presented Resolution 2018-05. Mr. Wrathell recommended that Mr. Jonathan Johnson, of HGS, be the Registered Agent and that Mr. Johnson's office be the Office of Record for the District.

On MOTION by Mr. Schrotenboer and seconded by Ms. Douglas, with all in favor, Resolution 2018-05, Designating Mr. Jonathan Johnson as the Registered Agent and the Offices of Hopping Green & Sams, P.A., 1119 South Monroe Street, Suite 300, Tallahassee, Florida 32301, as the Office of Record, was adopted.

G. Resolution 2018-06, Designating the Primary Administrative Office and Principal Headquarters of the District; Designating the Location of the Local District Records Office; and Providing an Effective Date

Mr. Wrathell presented Resolution 2018-06. Statutorily, the District is required to have a local Office of Record in Lee County, although Mr. Wrathell's office handles all the administrative responsibility of the office. Should there be a records' request, Mr. Wrathell's office, similar for other Districts, can provide a flash drive containing the District's records. If there is a records' request and the District needs to put that information on its computer, the information is limited to the information on that flash drive.

Mr. Johnson stated that, almost all the information will be on the District's website.

Discussion ensued regarding the Local District Records Office and the e-version of records.

This item was deferred.

H. Resolution 2018-07, Setting Forth the Policy of the District Board of Supervisors with Regard to the Support and Legal Defense of the Board of Supervisors, Officers and Staff; and Providing for an Effective Date

Mr. Wrathell presented Resolution 2018-07. This Resolution sets forth the policy of the District with regard to the legal defense of the Board of Supervisors, Officers and Staff. If an individual Board Member was sued while performing their duties as related to the District, the person would be defended under the District's policy, unless the person did something wrong.

Mr. Johnson referred to Section 8, of the Resolution, and stated that, ultimately, there will be Directors' and Officers' Liability Insurance. In order to ensure that the District can avail

itself to that insurance protection, to the extent that the District or its Officers receive a Complaint and/or Demand Letter, he or Mr. Wrathell should be notified quickly so they can notify the insurer to avoid missing any required deadlines. Notice must be provided within 14 days of receipt.

On MOTION by Mr. Schrotenboer and seconded by Ms. Douglas, with all in favor, Resolution 2018-07, Setting Forth the Policy of the District Board of Supervisors with Regard to the Support and Legal Defense of the Board of Supervisors, Officers and Staff; and Providing for an Effective Date, was adopted.

I. Resolution 2018-08, Providing for the Public's Opportunity to be Heard; Designating Public Comment Periods; Designating a Procedure to Identify Individuals Seeking to be Heard; Addressing Public Decorum; Addressing Exceptions; and Providing for Severability and an Effective Date

Mr. Wrathell presented Resolution 2018-08. The Resolution provided for the opportunity for public comment and outlined the associated procedures. This would be the public's opportunity to address items on the agenda. The second public comment section would be for comments of a general nature. Public comments will be limited to three minutes, per speaker.

Mr. Johnson stated that there was a statutory change that requires governmental bodies to give the public an opportunity to be heard before every action the Board takes and that is why it is on the beginning of the agenda. It also provides a safe harbor by having this policy so if the event is missed or a mistake is made, there is a policy in place that limits the liability.

On MOTION by Mr. Price and seconded by Ms. Preiss, with all in favor, Resolution 2017-08, Providing for the Public's Opportunity to be Heard; Designating Public Comment Periods; Designating a Procedure to Identify Individuals Seeking to be Heard; Addressing Public Decorum; Addressing Exceptions; and Providing for Severability and an Effective Date, was adopted.

J. Resolution 2018-09, Providing For the Appointment of a Records Management Liaison Officer; Providing the Duties of the Records Management Liaison Officer; Adopting a Records Retention Policy; and Providing for Severability and an Effective Date

Mr. Wrathell presented Resolution 2018-09. This Resolution will designate the District Manager as having the responsibility of being the Records Management Liaison Officer.

On MOTION by Mr. Price and seconded by Mr. Schrotenboer, with all in favor, Resolution 2017-09, Providing For the Appointment of a Records Management Liaison Officer; Providing the Duties of the Records Management Liaison Officer; Adopting a Records Retention Policy; and Providing for Severability and an Effective Date, was adopted.

K. Resolution 2018-10, Granting the Chair and Vice Chair the Authority to Execute Real and Personal Property Conveyance and Dedication Documents, Plats and Other Documents Related to the Development of the District's Improvements; Approving the Scope and Terms of Such Authorization; Providing a Severability Clause; and Providing for an Effective Date

Mr. Wrathell presented Resolution 2018-10. This Resolution would grant authority to the Chair and Vice Chair to work with the District Manager, District Engineer, District Counsel and Staff and execute documents in between Board meetings.

On MOTION by Mr. Price and seconded by Ms. Preiss, with all in favor, Resolution 2018-10, Granting the Chair and Vice Chair the Authority to Execute Real and Personal Property Conveyance and Dedication Documents, Plats and Other Documents Related to the Development of the District's Improvements; Approving the Scope and Terms of Such Authorization; Providing a Severability Clause; and Providing for an Effective Date, was adopted.

L. Resolution 2017-11, Approving the Florida Statewide Mutual Aid Agreement; Providing for Severability; and Providing for an Effective Date

Mr. Wrathell presented Resolution 2017-11. The State has a program whereby participating local governments can request assistance during catastrophic events, such as

hurricanes, etc. It is not free help; the District will have to compensate them for providing help. If some nearby City of County has equipment that can help this District, or something similar, assistance can be obtained. Typically, Mr. Wrathell would recommend this; however, in the beginning, when the Developer is controlling the land, there is not much to request assistance with. In his 20 years doing this type of work, none of his Districts needed this assistance.

Discussion ensued. This item was deferred.

M. Resolution 2018-12, Ratifying, Confirming and Approving the Recording of the Notice of Establishment

Mr. Wrathell presented Resolution 2018-12. This Resolution confirms, ratifies and approves that District Counsel already recorded the Notice of Establishment for the District.

On MOTION by Mr. Schrottenboer and seconded by Mr. Price, with all in favor, Resolution 2018-12, Ratifying, Confirming and Approving the Recording of the Notice of Establishment, was adopted.

N. Authorization of RFP for Annual Audit Services

- **Designation of Board of Supervisors as Audit Committee**

Mr. Wrathell recommended that the Board establish itself as the Audit Selection Committee and authorize Management to advertise a Request for Proposals (RFP) for audit services. The audit will not start until after the conclusion of this Fiscal Year, through September 30, 2018. In most instances, the auditors who will respond will be the auditors that Mr. Wrathell has already worked with.

On MOTION by Mr. Price and seconded by Ms. Douglas, with all in favor, designating the Board of Supervisors as the Audit Selection Committee and authorizing Management to advertise a Request for Proposals for annual audit services, were approved.

In response to Ms. Douglas' question, Grau & Associates, Berger Toombs, or Carr Riggs, are the usual three major respondents. All three are pretty cost effective and will get the job done timely. If pricing is locked in now, pricing will be more competitive. In response to Ms. Douglas' question, bonds will be issued; therefore, an independent audit is required.

O. Resolution 2018-13, Designating a Date, Time and Location for Landowners' Meeting, and Providing for an Effective Date

Mr. Wrathell presented Resolution 2018-13.

Discussion ensued regarding a date for the Landowners' Meeting. Wednesday January 24, 2018 at 1:30, at this location was set for the Landowners' Meeting.

Mr. Johnson explained to the Board Members that they were all Interim Board Members appointed by the Lee County Board of Commissioners to a 90-day term, which began on November 9, 2017. The Landowner will elect a Board that will then have two and four-year, staggered terms, based on the number of votes; it is on a one vote, one acre basis. Some will serve two-year terms while others will serve four-year terms, until the time when there are 250 registered voters residing in the District. At that time, the residents will start to elect the Board.

Mr. Wrathell stated that, for the purpose of the Landowner's Meeting, Mr. Schrottenboer will be able to cast the ballots at the meeting, which will make it easier. A list of parcels with the acres will be brought to the meeting to aid in the election process.

On MOTION by Mr. Price and seconded by Mr. Schrottenboer, with all in favor, Resolution 2018-13, Designating Wednesday, January 24, 2018 at 1:30 p.m., at this location for the Landowners' Meeting, and Providing for an Effective Date, was adopted.

P. Resolution 2018-14, To Designate Date, Time and Place of Public Hearing and Authorization to Publish Notice of Such Hearing for the Purpose of Adopting Rules of Procedure; and Providing an Effective Date

- i. Rules of Procedure**
- ii. Notices**
 - **Notice of Rule Development**
 - **Notice of Rulemaking**

Mr. Wrathell presented Resolution 2018-14. The Rules of Procedure set forth the general operating procedures of the District. This Resolution will allow Staff to advertise the Notice of Rule Development, Notice of Rulemaking and to set the Public Hearing date. Approximately 35 to 40 days was necessary to meet the advertising requirements.

On MOTION by Mr. Schrottenboer and seconded by Ms. Douglas, with all in favor, Resolution 2018-14, To Designate Date, Time and Place of Public Hearing for Wednesday, January 24, 2018 at 1:30 p.m., at this location, and Authorization to Publish Notice of Such Hearing for the Purpose of Adopting Rules of Procedure; and Providing for an effective date, was adopted.

Mr. Schrottenboer stated that the Board was going out to bid for work that will eventually be either reimbursed or conducted by the District and wanted to know if there was anything special that must be done in preparation for that.

Mr. Johnson replied that it depended on what the ultimate plan was. If the Board was going to procure the contract and build the improvements and the District would pay the Developer for them, the answer is no. Mr. Barraco will have to sign off that the pricing is reasonable. If it is structured that the District is without bond money today but the Board wanted the District to assume or accept assignment of the contract, when the District has bond money, then the answer is yes. He would want the Board to proactively comply with some of the notice requirements for procuring that contract. He will want to put some forms in that contract to make assignment easier, since it would be going from private lien rights to public lien rights, etc. If that is the ultimate goal, he will walk the Board through it, as makes a difference whether the Developer is going to commit to the project or assign it.

Mr. Wrathell stated that, mechanically, the funds usually start when the bonds are issued and then requisitions will be submitted. When submitting requisitions and when buying the improvements, all payments must be justified with proof of payments so, when preparing the requisitions, Mr. Barraco will have the proof of payments attached to the actual requisition. If the improvements will be purchased from the District there needs to be proof of the payments that were made and were documented. If doing an Assignment of the Master Construction Contract to the District, the District can pay bills directly. Under that scenario and, if water, sewer piping, etc., were purchased, potentially, the District's Sales Tax Exemption can be applied to perhaps save money.

Discussion ensued regarding the Developer managing the Construction Contract, etc., and the District acquiring completed improvements versus an Assignment of the Construction Contract.

******Mr. Schrottenboer left the meeting at 2:44 p.m.******

BUDGETARY MATTERS

SIXTH ORDER OF BUSINESS

Consideration of the Following Budgetary Matters:

A. Resolution 2018-15, Approving the Proposed Budget for Fiscal Year 2017/2018; and Setting a Public Hearing Thereon Pursuant to Florida Law and Providing for an Effective Date

Mr. Wrathell presented Resolution 2018-15. The Fiscal Year started on October 1, 2017 and would run through September 30, 2018; however, since this District was just established on November 9, 2017, the life of the District started at that point but he was treating the financial history of the District starting from this point forward. He presented the Fiscal Year 2018 Proposed Budget.

***** Mr. Schrottenboer returned to the meeting at 2:46 p.m. *****

Mr. Wrathell stated that, after today’s meeting and going forward, funding requests will be sent and a Management needed to know who to send them to. Ms. Douglas volunteered to receive the funding requests. Mr. Wrathell stated that the District is Developer-funded. The intent was to develop a budget that is conservative and the District should be at, or below the budget, when done. A Public Hearing must be set for 60 or more days from today; the proposed date was Thursday, February 22, 2018 at 10:00 a.m.

On MOTION by Mr. Schrottenboer and seconded by Mr. Price, with all in favor, Resolution 2018-15, Approving the Proposed Budget for Fiscal Year 2017/2018; and Setting a Public Hearing Thereon Pursuant to Florida Law for Thursday, February 22, 2018 at 10:00 a.m., at this location and Providing for an Effective Date, was adopted.

▪ Amend Resolution 2018-13 to Change Date of Landowners’ Meeting

*****This item was an addition to the agenda.*****

Mr. Wrathell stated that an amendment to Resolution 2018-13 was required to change the date of the Landowners’ Meeting from Wednesday, January 24, 2018 at 1:30 p.m., to Thursday, January 25, 2018 at 10:00 a.m., at this location.

On MOTION by Ms. Douglas and seconded by Ms. Preiss, with all in favor, amending Resolution 2018-13, changing the Landowners' Meeting to Thursday, January 25, 2018 at 10:00 a.m., at this location, was approved.

****Mr. Price left the meeting.****

- **Amend Resolution 2018-14 to Change Date of Public Hearing for the Purpose of Adopting Rules of Procedure**

****This item was an addition to the agenda.****

Mr. Wrathell stated that an amendment to Resolution 2018-14 was required to change the date of the Public Hearing for the Purpose of Adopting Rules of Procedures from Wednesday, January 24, 2018 at 1:30 p.m., to Thursday, January 25, 2018 at 10:00 a.m., at this location.

On MOTION by Mr. Schrottenboer and seconded by Ms. Preiss, with all in favor, amending Resolution 2018-14, changing the Public Hearing for the Purpose of Adopting Rules of Procedures to Thursday, January 25, 2018 at 10:00 a.m., at this location, was approved. [3-0, Mark Price stepped out]

- **Authorization to Advertise for a Regular Meeting Schedule**

****This item was an addition to the agenda.****

Mr. Wrathell asked for a Motion to advertise a Regular Meeting Schedule for the fourth Thursday of each month, at 10:00 a.m., at this location.

On MOTION by Mr. Schrottenboer and seconded by Ms. Douglas, with all in favor, authorizing the District Manager to advertise a Regular Meeting Schedule for the fourth Thursday of each month, at 10:00 a.m., at this location, was approved. [3-0, Mark Price stepped out]

B. Fiscal Year 2017/2018 Budget Funding Agreement

Mr. Wrathell presented the Fiscal Year 2017/2018 Budget Funding Agreement. This Funding Agreement is in conjunction with the budget. Two entities were parties to this Agreement; the District and the Developer.

Mr. Johnson recommended approving the Resolution subject to the Developers' review in case the Developer had any changes to address.

****Mr. Price returned to the meeting.****

On MOTION by Ms. Douglas and seconded by Mr. Schrottenboer, with all in favor, the Fiscal Year 2017/2018 Budget Funding Agreement, subject to the Developers' review, was approved.

C. Resolution 2018-16, Designating a Public Depository for Funds of the District and Providing an Effective Date

Mr. Wrathell presented Resolution 2018-16. Mr. Wrathell recommends designating SunTrust Bank, which is a Qualified Public Depository (QPD) and FDIC insured.

On MOTION by Ms. Douglas and seconded by Mr. Price, with all in favor, Resolution 2018-16, Designating SunTrust Bank as the Public Depository for Funds of the District and Providing an Effective Date, was adopted.

D. Resolution 2018-17, Authorizing the District Manager to Establish a Checking Account on behalf of the District and to Designate the Authorized Signatories for the District's Operating Bank Account(s); and Providing for an Effective Date

Mr. Wrathell presented Resolution 2018-17. The Chair, Treasurer and Assistant Treasurer are designated as authorized signatories for the operating bank account(s) of the District. His office would only pay expenses as related to the budget and what has been funded and approved by the Developer.

On MOTION by Mr. Schrottenboer and seconded by Ms. Douglas, with all in favor, Resolution 2018-17, Authorizing the District Manager to Establish a Checking Account on behalf of the District and to Designate the Authorized Signatories for the District's Operating Bank Account(s); and Providing for an Effective Date, was adopted.

E. Resolution 2018-18, Adopting the Alternative Investment Guidelines For Investing Public Funds in Excess of Amounts Needed to Meet Current Operating Expenses, in Accordance With Section 218.415(17), Florida Statutes; Providing an Effective Date

Mr. Wrathell presented Resolution 2018-18. In response to Ms. Douglas' question, Mr. Wrathell replied that, right now, this is for funds that are in the checking account, which is an operational checking account. If there is ever enough cash built, a money market, or other type of account will be opened. Statutorily, when governmental entities invest monies, liquidity, must be ensured, along with the priority of preservation of capital.

On MOTION by Mr. Price and seconded by Ms. Preiss, with all in favor, Resolution 2018-18, Adopting the Alternative Investment Guidelines For Investing Public Funds in Excess of Amounts Needed to Meet Current Operating Expenses, in Accordance With Section 218.415(17), Florida Statutes; Providing an Effective Date, was adopted.

F. Authorization to Obtain General Liability and Public Officers' Insurance

Mr. Wrathell recommended \$1 million in coverage.

On MOTION by Ms. Douglas and seconded by Mr. Price, with all in favor, Authorization to Obtain General Liability and Public Officers' Insurance, in the amount of \$1 million, was approved.

G. Resolution 2018-19, Authorizing the Disbursement of Funds for Payment of Certain Continuing Expenses Without Prior Approval of the Board of Supervisors; Authorizing the Disbursement of Funds for Payment of Certain Non-Continuing Expenses Without Prior Approval of the Board of Supervisors; Providing for a Monetary Threshold; and Providing for an Effective Date

Mr. Wrathell presented Resolution 2018-19.

On MOTION by Ms. Douglas and seconded by Mr. Price, with all in favor, Resolution 2018-19, Authorizing the Disbursement of Funds for Payment of Certain Continuing Expenses Without Prior Approval of the Board of Supervisors; Authorizing the Disbursement of Funds for Payment of Certain Non-Continuing Expenses Without Prior Approval of the Board of Supervisors; Providing for a Monetary Threshold; and Providing for an Effective Date, was adopted.

H. Resolution 2018-20, Adopting a Policy for Reimbursement of District Travel Expenses; and Providing for Severability and an Effective Date

Mr. Wrathell presented Resolution 2018-20. In response to Ms. Douglas' questions, Mr. Johnson replied that reimbursement of District travel expenses are State-specified amounts, not IRS amounts and, in some cases, are lower than what the IRS allows. Mileage is updated every couple of years by the legislature.

On MOTION by Mr. Price and seconded by Mr. Schrottenboer, with all in favor, Resolution 2018-20, Adopting a Policy for Reimbursement of District Travel Expenses; and Providing for Severability and an Effective Date, was adopted.

I. Resolution 2018-21, Adopting Prompt Payment Policies and Procedures Pursuant to Chapter 218, Florida Statutes; Providing a Severability Clause; and Providing an Effective Date

Mr. Wrathell presented Resolution 2018-21. "Prompt Payment" would mean making payments within 30 days, provided funds were available. All invoices and payment requests must be in proper form as outlined on Page 5 of the District's Prompt Payment Policies and Procedures. A suggested change is recommended on Page 4, regarding emailing invoices; references to emailing invoices on the last sentence in Section V would be removed.

On MOTION by Mr. Price and seconded by Ms. Preiss, with all in favor, Resolution 2018-21, Adopting Prompt Payment Policies and Procedures, as amended, Pursuant to Chapter 218, Florida Statutes, as amended; Providing a Severability Clause; and Providing an Effective Date, was adopted.

Ms. Douglas asked if she would be breaking the Sunshine Law if, for instance, she received an unanticipated invoice and Mr. Wrathell called her to discuss the same and her response to Mr. Wrathell was that she did not know about the invoice and she wanted to run it by Mr. Schrotenboer. Mr. Johnson replied, yes.

J. Consideration of Strange Zone, Inc. Quotation #M17-1010 for District Website

Mr. Wrathell presented Strange Zone, Inc. Quotation #M17-1010 for establishment of the District's website. Posting on the website in a timely manner was essential. He anticipated that the District's website will be set up within the next 30 days. In response to Mr. Schrotenboer's question, Mr. Johnson replied that the District has one year to establish its website.

On MOTION by Ms. Douglas and seconded by Mr. Price, with all in favor, Strange Zone, Inc. Quotation #M17-1010, for establishment of a District website, was approved.

BOND FINANCE RELATED MATTERS

SEVENTH ORDER OF BUSINESS

Consideration of the Following Bond Financing Related Matters:

A. Bond Financing Team Funding Agreement

Mr. Wrathell presented the Bond Financing Team Funding Agreement. This enables reimbursement to the District, once bonds are issued, for items that were paid up front.

On MOTION by Ms. Douglas and seconded by Ms. Preiss, with all in favor, the Bond Financing Team Agreement, was approved.

B. Engagement of Bond Financing Professionals

i. Underwriter/Investment Banker: *MBS Capital Markets, LLC*

Mr. Sealy presented an Agreement for Underwriting Services. The underwriting fee for the sale of placement of the bonds will be 2% of the par amount of bonds issued, which is standard for the industry.

On MOTION by Mr. Schrottenboer and seconded by Ms. Douglas, with all in favor, the MBS Capital Markets, LLC, Agreement for Underwriting Services, was approved.

ii. **Bond Counsel: *Greenberg Traurig***

Mr. Wrathell presented Greenburg, Traurig's Engagement Letter from Mr. Warren Bloom, as Bond Counsel for the District.

Ms. Evans stated that her firm has done a large amount of Community Development District work throughout Florida, over the last 15 years, together with MBS Capital Markets, LLC (MBS) and Mr. Wrathell.

Ms. Douglas inquired how the Board would typically work with Ms. Evans and her firm.

Ms. Evans replied that, usually, in the context of trying to structure a Financing Plan, she or her firm are hopefully in communication on a very regular basis. As the Board is figuring out its Development Plan, figuring out what is going to be a part of the Engineer's Report, how the Board will do the Assessment Methodology, what projects the District can fund on a tactical basis, she and her firm would be engaged with the Board, the District and its professionals, on a very regular basis, until those issues become resolved and the Financial Plan becomes settled. In order to bring the financing to fruition, she can help with the following:

- The initial authorizations
- Assist with the validation and the preparation of documents and actual closing of whatever bond or debt transactions that the District pursues
- Even after the District closes she and her firm are still engaged to ensure that any post issues or compliance issues, are addressed
- Any questions that arise can be answered
- Ms. Evans usually will not attend the Board Meetings unless there is a reason or request for her to be there
- Insight can be given, prior to the Board making decisions and that she is well versed and involved in the conversations that may require some sort of input from a tax, bond, financing and structure standpoint

On MOTION by Mr. Price and seconded by Ms. Preiss, with all in favor, the Bond Counsel Agreement with Greenberg Traurig, P.A., was approved.

*****Ms. Evans left the meeting.*****

**C. Consideration of Fee Schedule for Trustee, Paying Agent and Registrar Services:
*U.S. Bank, N.A.***

Mr. Wrathell presented the Fee Schedule for US Bank, as Trustee. The \$1,750 Acceptance Fee, will get paid out of the bond cost of issuance once the bonds get issued as well as, the estimated Closing Expenses of \$250 and the Trustee Counsel's fee of \$5,250. The Trustee, Paying Agent, Registrar and Transfer Agent fees and ongoing out-of-pocket expenses, will be expenses that have been budgeted accordingly.

On MOTION by Mr. Schrottenboer and seconded by Mr. Price, with all in favor, the U.S. Bank, N.A Fee Schedule for Trustee, Paying Agent and Registrar Services., was approved.

D. Presentation of Engineer's Report: *Barraco and Associates, Inc.*

Mr. Wrathell stated that Mr. Barraco worked on Items 7D, 7E, 7F, 7G and 7H. Mr. Barraco required a bit more time to complete the Final Engineer's Report; therefore, those items will be deferred until the December 13, 2017 meeting.

Mr. Barraco presented the draft Engineer's Report, which was about 95% complete.

Mr. Johnson set a final date to have the Engineer's Report completed by the December 13 meeting, since the goal is to start the assessment process, which results in a Public Hearing being set. Changes can be made all the way up to the time of the Public Hearing.

Mr. Barraco did not think the timing of the Final Engineer's Report will be an issue and He gave an overview of the draft Engineer's Report.

Discussion ensued regarding adding security to the perimeters and guard house, impact fees that can be paid for by the District for water and sewer, what the bond will cover, controversial items and pairing it down, allocating funds, advantage of pumping up the amount of the bonds for improvements, getting a first round of numbers and discussing the same, charging for irrigation as a revenue source, certain items not funding with bonds, anticipating construction during the 1st quarter of 2018, particular Acceptance Certificates for utilities, working with the team on cost estimates, funding components when funds are inadequate and inserting verbiage that there are integrated systems of improvements for the benefit of the Methodology, pursuant to Mr. Wrathell's request.

This item was deferred to the extent that a final or nearly completed Engineer’s Report will be officially presented at the December 13, 2017 meeting.

- E. Presentation of Master Special Assessment Methodology Report: *Wrathell, Hunt and Associates, LLC***

This item was deferred.

- F. Resolution 2018-22, Designating a Date, Time, and Location of a Public Hearing Regarding the District’s Intent to Use the Uniform Method for the Levy, Collection, and Enforcement of Non-Ad Valorem Special Assessments as Authorized by Section 197.3632, Florida Statutes; Authorizing the Publication of the Notice of Such Hearing; and Providing for an Effective Date**

This item was deferred.

- G. Resolution 2018-23, Declaring Special Assessments Indicating the Location, Nature and Estimated Total Cost of Those Infrastructure Improvements Whose Cost is to Be Defrayed by the Special Assessments; Providing the Portion of the Estimated Cost of the Improvements to be Defrayed by the Special Assessments; Providing the Manner in Which Such Special Assessments Shall Be Paid; Designating Lands Upon Which the Special Assessments Shall Be Levied; Providing for an Assessment Plat; Adopting a Preliminary Assessment Roll; Providing for Publication of this Resolution**

This item was deferred.

- H. Resolution 2018-24, Setting a Public Hearing for the Purpose of Hearing Public Comment on Imposing Special Assessments on Certain Property Within the District in Accordance With Chapters 170, 190 and 197, Florida Statutes**

This item was deferred.

EIGHTH ORDER OF BUSINESS

Staff Reports

- A. District Counsel: *Hopping, Green & Sams PA***
- B. District Engineer: (Interim): *Barraco and Associates, Inc.***
- C. District Manager: *Wrathell, Hunt and Associates, LLC***

There being no Staff reports, the next item followed.

NINTH ORDER OF BUSINESS

Board Members’ Comments/Requests

There being no Board Members' comments or requests, the next item followed.

TENTH ORDER OF BUSINESS

Public Comments

There being no public comments, the next item followed.

ELEVENTH ORDER OF BUSINESS

Adjournment

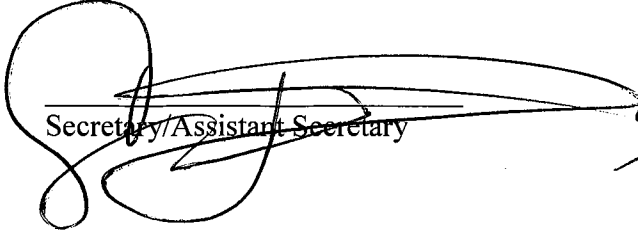
Mr. Johnson suggested continuing the meeting until December 13, 2017 at 10: 00 a.m., at this location, in the event there was an advertising failure. In response to Mr. Wrathell's question, Mr. Johnson replied that there will be no requirement to advertise the continued meeting or give notice that the meeting was continued.

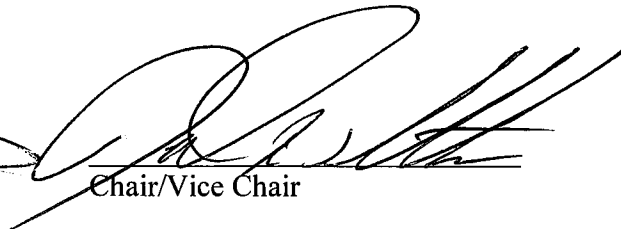
Ms. Douglas stated that she is an Officer of Alico East Fund, LLC (Alico) and she is on the Board. As an Officer of Alico, she is very interested in what the Board is doing. She wanted to know if she can converse in the office, as an Officer of Alico, about matters that would be brought up by this District's Board, without creating a problem. Mr. Johnson advised Ms. Douglas that she cannot. She can converse with others but not with anyone else on the Board. She can talk with Howard and OJ and she can talk to other Board members about other projects and developments not related to this District.

Ms. Douglas asked, if she can have conversations about what things are funded by the District and what things are funded by the Developer. Mr. Johnson advised Ms. Douglas against that, since the Board was heading up to approving the Engineer's Report that addresses those.

On MOTION by Mr. Schrottenboer and seconded by Mr. Price, with all in favor, the meeting recessed at 3:53 p.m., and was continued to December 13, 2017 at 10:00 a.m., at this location.

[SIGNATURES APPEAR ON THE FOLLOWING PAGE]


Secretary/Assistant Secretary


Chair/Vice Chair