

**MINUTES OF MEETING
WILDBLUE
COMMUNITY DEVELOPMENT DISTRICT**

The Board of Supervisors of the WildBlue Community Development District held Multiple Public Hearings and a Regular Meeting on Thursday, January 24, 2019 at 10:00 a.m., at Barraco and Associates, 3271 McGregor Boulevard, Suite 100, Fort Myers, Florida 33901.

Present at the meeting were:

Russell Smith	Chair
Barry Ernst	Assistant Secretary
Chris Johnson	Assistant Secretary
David Caldwell	Assistant Secretary

Also present were:

Craig Wrathell	District Manager
Cindy Cerbone	Wrathell, Hunt and Associates, LLC
Jonathan Johnson (via telephone)	District Counsel
Carl Barraco	District Engineer
Steve Coleman	Barraco and Associates, Inc.
Lauren Colarusso	Barraco and Associates, Inc.
Camile Evans (via telephone)	Bond Counsel - Greenberg Traurig, P.A.
Courtney Wilson (via telephone)	Bond Counsel - Greenberg Traurig, P.A.
Jon Kessler (via telephone)	FMSbonds, Inc.
Don Schrottenboer	Private Equity Group

FIRST ORDER OF BUSINESS

Call to Order/Roll Call.

Mr. Wrathell called the meeting to order at 10:06 a.m. Supervisors Smith, Caldwell, Ernst and Johnson, were present, in person. Supervisor Hasty was not present.

SECOND ORDER OF BUSINESS

Public Comments

There being no public comments, the next item followed.

THIRD ORDER OF BUSINESS

Public Hearing to Consider the Adoption of an Assessment Roll and the Imposition of Special Assessments Relating to the Financing and Securing of Certain Public Improvements

A. Affidavit/Proof of Publication

Mr. Wrathell presented the affidavit of publication, the last page, located behind Tab 3B, rather than 3A.

B. Mailed Notice to Property Owner(s)

Mr. Wrathell presented a copy of the Mailed Notice to Property Owners and the corresponding certified mail receipts.

C. Presentation of Master’s Engineer’s Report (*for informational purposes*)

Mr. Wrathell stated that the Master’s Engineer’s Report was provided for informational purposes and approved at the last meeting.

Mr. Barraco stated the Final Master Engineer’s Report was the one dated December 20, 2018. He reported the following:

- Corrections to the Stock Development Ownership exhibit were made during the draft process and Ms. Zare’s comments were incorporated into the Report, which he believed did not change the intent or substantial information; however, he would address those later.
- This Report assumes processing the Boundary Amendment and, at Mr. Ernst’s request, includes informational items, such as location maps, noted in Exhibit 1A showing the District’s current boundaries and Exhibit 1B, showing the District’s amended boundaries, once the Amendment is approved.
- The remainder of the Report was similar to the one presented in the past.

Mr. Wrathell referred to Table 3, on Page 15, Distribution of Costs, which outlines \$34,790,000 for the Capital Improvement Plan (CIP). Mr. Barraco stated the Table lists all CDD fundable items, if the CDD funded 100% of the infrastructure; however, the District does not have to fund the full amount. No action is necessary as a Resolution that includes all Reports will be presented later in the meeting.

D. Presentation of Master Special Assessment Methodology Report (*for informational purposes only*)

Mr. Wrathell stated there were no changes to the Master Special Assessment Methodology Report. He noted the following:

- The financial modeling and Methodology Report assumes the District would finance 100% of the improvements; however, the amount funded would likely be less.
- Page 6, Section 5.3 – Assigning Bond Assessment: Since the boundary amendment was underway and, after conferring with Mr. Kessler, the gross acreage assigned to the District was

based on the District's property, existing within the boundaries of the District, with the addition of the ponds and minus the commercial property.

- Page 10, Table 2 – CIP: Reflects \$34,790,000 in improvements.
- Page 11, Table 3 – Bond Proceeds: Reflects the Preliminary Sources and Uses of the bond funds and Cost of Issuance.
- Page 12, Table 5 – CIP Cost Allocation: Lists the assessment caps, the maximum annual debt assessment figure if the District financed 100% of the improvements. These figures are well below what is in the Supplemental Special Assessment Methodology Report.
- Exhibit A reflects the properties that comprise the boundaries of the District.

E. Consideration of Supplemental Special Assessment Methodology Report

Mr. Wrathell stated the purpose of the Supplemental Special Assessment Methodology Report was to include it in the offering documents; however, if necessary, adjustments can be made.

Mr. Smith stated that it may not be possible to formally adopt this item, as it is based on everyone paying \$30 per linear foot and the clause in the Developer's Agreement indicates a \$3,000 per lot assessment cap; the issue presents itself with the 140' lots. Mr. Wrathell suggested modifying the Report by including infrastructure donations to lower the annual debt assessment that would bring it down to the \$3,000 cap. To prevent further delays in the bond process, the Board could adopt the Supplemental Report, with the idea that the infrastructure donations would reduce the amount.

Ms. Evans stated the Delegation Resolution that would be presented later in the meeting has language dealing with the bonding issues. The Board has the authority, if they choose, to bring the Supplemental Methodology Report and Engineer's Report necessary to bring in line with the execution of the issuance of the bonds.

Mr. Smith asked how much flexibility the Board has to make changes to the Supplemental Assessment Methodology Report after this meeting, if the Resolution is adopted today. Ms. Evans confirmed that the Delegation Resolution provides language that allows the Board to modify the Reports, as necessary; however, they need to be mindful, before approving it, of the latitude to confirm there are no other issues, once the changes are made, that the figures match. Mr. Wrathell noted the only Product Type affected is the 140' lots, with a \$4,200 debt assessment. Mr. Kessler stated the only thing to do was have the Developer Contribution embedded into the Supplemental Report to align the assessments based upon the business

deal; they are currently collecting data to prepare the prospectus to be completed within the next ten days.

In response to Mr. Smith's question of the next step, Mr. Kessler stated that, once the Delegation Resolution authorizing the issuance of the bonds is adopted today, the next step would be to mail the prospectus, price the bonds, hold another meeting for the pre-close, ratify all documents, execute the documents and close on the bonds. To comply with the Sunshine Law, once the entities determine to lower the assessments for the 140' lots, adjustments can be made to the Reports, with a revised version of the Report circulated to the Board, and each Board Member could then direct any concerns or questions to Management only.

Mr. Caldwell asked if the debt assessments of any lots other than the 140' lots would be affected. It was noted that the issue was because the Development Agreement includes a clause stating the debt obligations will be \$30 per front foot of the lot and not to exceed \$3,000; this is only an issue for the 140' lots. Mr. Wrathell stated the Developer's would need to approve infrastructure donations to reduce the cap, which is common. Language is built into the Bond Resolution in which, typically, the Master Developer or Developer "Stock" is obligated for DELTA contributions, since the District is issuing bonds to fund a portion of the CIP.

Mr. Caldwell asked if "Class A" Bonds were being considered in the Assessment Methodology Report. Mr. Smith confirmed no short-term bonds were being considered.

Mr. Wrathell reviewed Tables 1 through 5, on Pages 10 through 12, as follows:

- Page 10, Table 1 - Development Plan: Reflects product mix.
- Page 10, Table 2 – CIP: Reflects \$34,790,000 in improvements.
- Page 11, Table 3 – Bond Proceeds: Reflects the sources and uses of the bond funds.
- Page 11, Table 4 – Equivalent Residential Unit (ERU) Weights: Reflects the various product types.

Page 12, Table 5 – CIP Cost Allocation: Reflects the benefit allocation for each product types and the Developer Contributions. The 140' lot figures will change to reflect an increase to the Developer Contribution so that the Debt Service per unit cost, under Table 6, decreases to align with the \$3,000 not to exceed figure noted in the Development Agreement.

A Resolution will be presented later in the meeting reflecting the adjustments to this Report.

F. Public Comment and Testimony

- *Hear testimony from the affected property owners as to the propriety and advisability of making the improvements and funding them with special assessments on the property*

On MOTION by Mr. Smith and seconded by Mr. Caldwell, with all in favor, the 170 Public Hearing, related to Resolution 2019-05, was opened.

No members of the public spoke.

On MOTION by Mr. Smith and seconded by Mr. Ernst, with all in favor, the 170 Public Hearing, related to Resolution 2019-05, was closed.

G. Equalization of Assessments

- **Thereafter, the governing authority shall meet as an equalizing board to hear any and all complaints as to the special assessments on a basis of justice and right**

H. Consideration of Resolution 2019-05, Authorizing District Projects for Construction and/or Acquisition of Infrastructure Improvements; Equalizing, Approving, Confirming, and Levying Special Assessments on Property Specially Benefited by Such Projects to Pay the Cost Thereof; Providing for the Payment and the Collection of Such Special Assessments by the Methods Provided for by Chapters 170, 190 and 197, Florida Statutes; Confirming the District's Intention to Issue Special Assessment bonds; Making Provisions for Transfer of Real Property to Homeowners Associations, Property Owners Associations and/or Governmental Entities; Providing for the Recording of an Assessment Notice; Providing for Severability, Conflicts and an Effective Date

Mr. Wrathell presented Resolution 2019-05 and read the title.

Mr. Jonathan Johnson stated that, once this Resolution is adopted, the lien would be in place to allow the District to proceed with the bond issuance and the District is under no obligation to pay the lien until the bonds are actually issued. Additional documents will be presented after the pricing of the bonds.

On MOTION by Mr. Ernst and seconded by Mr. Caldwell, with all in favor, Resolution 2019-05, Authorizing District Projects for Construction and/or Acquisition of Infrastructure Improvements; Equalizing, Approving, Confirming, and Levying Special Assessments on Property Specially Benefited by Such Projects to Pay the Cost Thereof; Providing for the Payment and the Collection of Such Special Assessments by the Methods Provided for by Chapters 170, 190 and 197, *Florida Statutes*; Confirming the District’s Intention to Issue Special Assessment Bonds; Making Provisions for Transfers of Real Property to Homeowners Associations, Property Owners Associations and/or Governmental Entities; Providing for the Recording of an Assessment Notice; Providing for Severability, Conflicts and an Effective Date, was adopted.

FOURTH ORDER OF BUSINESS

Public Hearing Confirming the Intent of the District to Use the Uniform Method of Levy, Collection and Enforcement of Non-Ad Valorem Assessments as Authorized and Permitted by Section 197.3632, Florida Statutes; Expressing the Need for the Levy of Non-Ad Valorem Assessments and Setting Forth the Legal Description of the Real Property Within the District’s Jurisdictional Boundaries that May or Shall Be Subject to the Levy of District Non-Ad Valorem Assessments; Providing for Severability; Providing for Conflict and Providing for an Effect Date

A. Affidavit/Proof of Publication

Mr. Wrathell presented the affidavit of publication.

B. Consideration of Resolution 2019-06, Expressing its Intent to Utilize the Uniform Method of Levying, Collecting, and Enforcing Non-Ad Valorem Assessments Which May Be Levied By the WildBlue Community Development District in Accordance with Section 197.3632, Florida Statutes; Providing a Severability Clause; and Providing an Effective Date

Mr. Wrathell presented Resolution 2019-06 and read the title. This Resolution enables the assessments to be placed on the tax bill, utilizing the Property Appraiser and Tax Collector.

On MOTION by Mr. Johnson and seconded by Mr. Caldwell, with all in favor, the Public Hearing was opened.

No members of the public spoke.

On MOTION by Mr. Caldwell and seconded by Mr. Ernst, with all in favor, the Public Hearing was closed.

On MOTION by Mr. Ernst and seconded by Mr. Johnson, with all in favor, Resolution 2019-06, Expressing its Intent to Utilize the Uniform Method of Levying, Collecting, and Enforcing Non-Ad Valorem Assessments Which May Be Levied By the WildBlue Community Development District in Accordance with Section 197.3632, Florida Statutes; Providing a Severability Clause; and Providing an Effective Date, was adopted.

FIFTH ORDER OF BUSINESS

Update: Boundary Amendment Process

Mr. Wrathell stated a funding request was recently sent to Mr. Smith, for fees to pay the County for the Boundary Amendments. Mr. Jonathan Johnson stated the remaining items necessary to proceed with the Boundary Amendment were the fee and consent documents from Mr. Smith. Mr. Smith stated he would expedite the check to Mr. Wrathell who would forward the consent documents and payment to Mr. Jonathan Johnson to submit to the County.

SIXTH ORDER OF BUSINESS

Consideration of Resolution 2019-07, Authorizing the Issuance of Not Exceeding \$25,000,000 WildBlue Community Development District, Special Assessment Revenue Bonds, Series 2019 (the "Bonds") to Finance Certain Public Infrastructure Within the District; Determining the Need for a Negotiated Limited Offering of the Bonds and Providing for a Delegated Award of Such Bonds; Appointing the Underwriter for the Limited Offering of the Bonds; Approving The Form of and Authorizing the Execution and Delivery of a Bond Purchase Contract With Respect to the Bonds; Approving the Form of and Authorizing the Execution and Delivery of a First Supplemental Trust Indenture Governing the Bonds; Approving the Form of and Authorizing the Distribution of a

Preliminary Limited Offering Memorandum; Approving the Execution and Delivery of a Final Limited Offering Memorandum; Approving the Form of and Authorizing the Execution of a Continuing Disclosure Agreement, and Appointing a Dissemination Agent; Approving the Application of Bond Proceeds; Authorizing Certain Modifications to the Assessment Methodology Report and Engineer’s Report; Making Certain Declarations; Providing for the Registration of the Bonds Pursuant to the DTC Book-Entry Only System; Authorizing the Proper Officials to do All Things Deemed Necessary in Connection with the Issuance, Sale and Delivery of the Bonds; and Providing for Severability, Conflicts and an Effective Date

Ms. Evans presented Resolution 2019-07. She provided an overview of the attachments.

On MOTION by Mr. Caldwell and seconded by Mr. Smith, with all in favor, Resolution 2019-07, Authorizing the Issuance of Not Exceeding \$25,000,000 WildBlue Community Development District, Special Assessment Revenue Bonds, Series 2019 (the “Bonds”) to Finance Certain Public Infrastructure Within the District; Determining the Need for a Negotiated Limited Offering of the Bonds and Providing for a Delegated Award of Such Bonds; Appointing the Underwriter for the Limited Offering of the Bonds; Approving The Form of and Authorizing the Execution and Delivery of a Bond Purchase Contract With Respect to the Bonds; Approving the Form of and Authorizing the Execution and Delivery of a First Supplemental Trust Indenture Governing the Bonds; Approving the Form of and Authorizing the Distribution of a Preliminary Limited Offering Memorandum; Approving the Execution and Delivery of a Final Limited Offering Memorandum; Approving the Form of and Authorizing the Execution of a Continuing Disclosure Agreement, and Appointing a Dissemination Agent; Approving the Application of Bond Proceeds; Authorizing Certain Modifications to the Assessment Methodology Report and Engineer’s Report; Making Certain Declarations; Providing for the Registration of the Bonds Pursuant to the DTC Book-Entry Only System; Authorizing the Proper Officials to do All Things Deemed Necessary in Connection with the Issuance, Sale and Delivery of the Bonds; and Providing for Severability, Conflicts and an Effective Date, was adopted.

Ms. Evans and Ms. Wilson left the meeting at 10:36 a.m.

Mr. Jonathon Johnson stated that the prospectus must be put in order and some information should be forthcoming; he would work with the Landowners and the Board to get the offering documents in final form. It was noted that Mr. Ernst and Mr. Barraco were working on the prospectus, and a status meeting to review it was scheduled for Monday, after their regular staff meeting. Mr. Ernst was asked and stated he has received responses from most of the marketing staff.

SEVENTH ORDER OF BUSINESS

Approval of Unaudited Financial Statements as of December 31, 2018

Mr. Wrathell presented the Unaudited Financial Statements as of December 31, 2018.

On MOTION by Mr. Ernst and seconded by Mr. Caldwell, with all in favor, the Unaudited Financial Statements as of December 31, 2018, were approved.

EIGHTH ORDER OF BUSINESS

Consideration of December 6, 2018 Regular Meeting Minutes

Mr. Wrathell presented the December 6, 2018 Regular Meeting Minutes.

On MOTION by Mr. Johnson and seconded by Mr. Ernst, with all in favor, the December 6, 2018 Regular Meeting Minutes, as presented, were approved.

NINTH ORDER OF BUSINESS

Staff Reports

A. District Counsel: *Hopping, Green & Sams, P.A.*

There being no report, the next item followed.

B. District Engineer: *Barraco and Associates, Inc.*

Mr. Barraco stated construction within the District was going nicely. It includes infrastructure that the Developer is funding, to date, and he expected that the Developer would begin submitting pay requisitions when funding becomes available. Some of the public utilities are being conveyed to the District and the District would then dedicate them to the appropriate utility entity. Mr. Smith asked if promissory notes were needed if the District takes ownership of those utilities and subsequently dedicates them to the County before bond funds become

available to reimburse the District. To prevent delays, Mr. Jonathan Johnson recommended fast tracking the Acquisition Agreement and authorizing the Chair to execute it between meetings.

On MOTION by Mr. Smith and seconded by Mr. Caldwell, with all in favor, authorizing the Chair to execute the Acquisition Agreement, was approved.

C. District Manager: *Wrathell, Hunt and Associates, LLC*

The Board agreed to Mr. Wrathell’s request to change the start time of the meetings from 11:00 a.m., to 10:00 a.m. Mr. Wrathell agreed to pay the cost to advertise the amended Fiscal Year 2019 Meeting Schedule.

On MOTION by Mr. Smith and seconded by Mr. Johnson, with all in favor, changing the meeting time on the Fiscal Year 2019 Annual Meeting Schedule from 11:00 a.m., to 10:00 a.m., and authorizing the District Manager to advertise, accordingly, was approved.

- **NEXT MEETING: February 7, 2019 at 11:00 A.M.**

The next meeting will be held on February 7, 2019 at 10:00 a.m., rather than 11:00 a.m.

TENTH ORDER OF BUSINESS

Board Members’ Comments/Requests

Mr. Caldwell asked how many platted lots were expected to be placed on the 2019 Property Appraiser’s tax assessment rolls this fall. Mr. Wrathell stated platted lots sold under a different name than the Master Developer typically appear as on-roll assessments on the Property Appraiser tax rolls in June. The District typically direct bills the Master Developer for unplatted lots, as off-roll assessments. He would confirm whether the Trust Indenture allows for platted, unsold lots assigned to various Developers, to be placed on the tax rolls, as on-roll assessments. Management could coordinate placing on the tax bill Lennar’s platted lots that were being sold and had closed and were not yet reflected by the Property Appraiser.

Mr. Smith suggested that, during budget season, consideration be given to placing Capital Assessments and Operations and Maintenance Assessments on platted lots. During the appropriate time, he requested that the Financing Team email the Board asking whether they

want the Developer platted lots to be placed on the tax bill. Mr. Smith believed certain savings were involved in direct-billing. Mr. Wrathell replied stating direct billing the Developer was beneficial to the Developer, with regard to cash flow, because their payments are timed, and scheduled quarterly before the call date. Mr. Wrathell will confirm whether the verbiage in the Trust Indenture allows for all platted lots, owned by the Development Partners, to be placed on the tax bill.

ELEVENTH ORDER OF BUSINESS

Public Comments

There being no public comments, the next item followed.


TWELFTH ORDER OF BUSINESS


Adjournment

There being nothing further to discuss, the meeting adjourned.

On MOTION by Mr. Ernst and seconded by Mr. Smith, with all in favor, the meeting adjourned at 10:51 a.m.

[SIGNATURES APPEAR ON THE FOLLOWING PAGE]


Secretary/Assistant Secretary


Chair/Vice Chair