

**MINUTES OF MEETING
ASTONIA
COMMUNITY DEVELOPMENT DISTRICT**

An Organizational meeting of the Board of Supervisors of the Astonia Community Development District was held Thursday, **January 9, 2020** at 1:03 p.m. at 1925 Bartow Road, Lakeland, FL.

Present and constituting a quorum:

Reggie Baxter	Chairman
Brian Walsh	Vice Chairman
Milton Andrade	Assistant Secretaries
Halsey Carson	Assistant Secretary

Also present were:

Jill Burns	District Manager, GMS
Michelle Rigoni	Hopping Green & Sams
Ashton Bligh <i>via phone</i>	Greenberg Traurig
Bob Gang <i>via phone</i>	Greenberg Traurig
Dennis Wood <i>via phone</i>	Wood & Associates Engineering

FIRST ORDER OF BUSINESS

Introduction

A. Call to Order

Ms. Burns called the meeting to order and called the roll. There were four members present, constituting a quorum. Brent Elliott was not in attendance and will be sworn in at the next regular meeting.

B. Public Comment Period

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

C. Oath of Office

Ms. Burns swore in the four 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. Ms. Burns clarified that these forms are to go to

the County and her office did not need a copy. The forms must be sent in within 30 days. Each year you will be mailed a form from the Supervisor of Elections and there is a fine if they are not returned by the deadline. The Florida Sunshine Law was explained to all members. The biggest issue is the discussions of items that come before the board, they can only be discussed at a publicly noticed meeting. Social media and emails are also important parts of the Sunshine Law, and you cannot reply to “all”. Separate emails are recommended for each member. The financial disclosure is part of complying with the Ethics Law, Chapter 112.

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

The board appointed Reggie Baxter as Chairman and Brian Walsh as Vice Chairman. The remaining supervisors Milton Andrade, Halsey Carson, and Brent Elliott were elected Assistant Secretaries along with George Flint. Jill Burns was appointed as Secretary.

On MOTION by Mr. Walsh, seconded by Mr. Andrade, 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. This allows the office to process checks and pay invoices that the district incurs.

On MOTION by Mr. Andrade, seconded by Mr. Walsh, with all in favor, Resolution 2020-02 Appointing Ariel Lovera as Treasurer and Jill Burns as 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. This agreement, as well as the standard fee schedule, is included in the package as discussed.

On MOTION by Mr. Baxter, seconded by Mr. Walsh, with all in favor, Resolution 2020-03 Appointing GMS as the District Manager, was approved.

B. Consideration of Appointment of District Counsel Services

i. Resolution 2020-04 Appointing District Counsel

Ms. Burns stated this would appoint Hopping Green and Sams as the District Counsel, and that the fee agreement was included in the agenda package, along with hourly rates.

On MOTION by Mr. Baxter, seconded by Mr. Walsh, with all in favor, Resolution 2020-04 Appointing Hopping Green and Sams as District Counsel, was approved.

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

Ms. Burns stated this will name Roy Van Wyk with Hopping Green and Sams, as the registered agent, and designates Hoping Green & Sams as the registered office.

On MOTION by Mr. Baxter, seconded by Mr. Walsh, with all in favor, Resolution 2020-05 Selecting Roy 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 Engineering as the Interim District Engineer. The resolution was included in the packet.

On MOTION by Mr. Baxter, seconded by Mr. Andrade, 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 as the Interim District Manager. The fee sheet was attached.

On MOTION by Mr. Baxter, seconded by Mr. Walsh, 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 stated this needed to be bid through an RFQ process that is mandated by Florida statues so an ad would need to be placed in order to hire a District Engineer. This ad would solicit qualification statements, and Ms. Burns suggested the due date of Wednesday, February 12th at 12:00 p.m.

On MOTION by Mr. Andrade, seconded by Mr. Walsh, 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 2nd Wednesday of the month at 1:00 p.m. A different location was discussed with Mr. Wood, and it was suggested to hold the meeting at 4900 Dundee Road in Winter Haven, FL 33884. A calendar invite will be sent out to everyone from Ms. Burns' office.

On MOTION by Mr. Baxter, seconded by Mr. Walsh, with all in favor, Resolution 2020-07, Designating the Regular Board Meetings for the 2nd Wednesday of the Month at 1:00 p.m. at 4900 Dundee Road, Winter Haven, FL 33884, was approved.

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

Ms. Burns stated there would be several public hearings set today and she suggested March 11, 2020 at 1:00 p.m. which would give them 30 days for notice. This meeting will be held at 4900 Dundee Road, Winter Haven, FL 33884. This would be the regular monthly meeting in March.

On MOTION by Mr. Baxter, seconded by Mr. Walsh, with all in favor, Resolution 2020-08 Designating the Landowners Meeting as March 11, 2020 at 1:00p.m. at 4900 Dundee Road, Winter Haven, FL 33884, 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 of procedure are included in your package for your review and are standard protocol that are issued by the attorney’s office. Ms. Rigoni stated this sets out operational procedures taken from the statutory requirements that they need to follow and adds in some flexibility for the board. This sets out provisions regarding makeup and governance of the board, procedures, noticing and holding board meetings and public hearings, etc.

Ms. Burns suggested, March 11, 2020 at 1:00 p.m., at 4900 Dundee Road, Winter Haven, FL 33884, which would be the regular monthly meeting. Discussion of the actual rules and procedures can be discussed prior to the meeting or board members can reach out to the District Counsel with any questions.

On MOTION by Mr. Andrade, seconded by Mr. Walsh, with all in favor the 2020-09 Resolution Setting a Public Hearing to Adopt the Rules of Procedure on March 11, 2020 at 1:00 p.m. at 4900 Dundee Road, Winter Haven, FL., 33884, 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. This is a general administrative budget only. It is not assessed, but developer funded only. This budget is a guideline on expectations of expenses. Ms. Burns suggested the public hearing date for March 11, 2020 at 1:00 p.m. at the same location, which will be the regular monthly meeting.

On MOTION by Mr. Baxter, seconded by Mr. Andrade, with all in favor, Resolution 2020-10 Setting a Public Hearing Date to Approve the Fiscal Year 2020 Budget for March 11, 2020 at 1:00 p.m., was approved.

2. Approval of the Fiscal Year 2019/2020 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 directly fund the operation of the District. The entity would be Ernie Caldwell Properties, LLC.

On MOTION by Mr. Baxter, seconded by Mr. Andrade, with all in favor, the Funding Agreement for the Fiscal Year 2020 Budget, with Ernie Caldwell Properties, 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 stated this allows the District to send to the county tax collector the assessment so that they can utilize the uniform method at the time. It does not obligate them to use the tax bill this year, but they can when they are ready. Ms. Burns suggested March 11, 2020 at 1:00 p.m. at the current location.

On MOTION by Mr. Baxter, seconded by Mr. Walsh, with all in favor, the Resolution 2020-11 Setting Date of Public Hearing on March 11, 2020 at 1:00p.m. for 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 2020-12 Designating a Qualified Public Depository

Ms. Burns recommended approving SunTrust Bank as the district’s public depository. Ms. Burns clarified that her office needed to make deposits regularly.

On MOTION by Mr. Baxter, seconded by Mr. Walsh, 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. Baxter, seconded by Mr. Walsh, 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 good faith in their capacity as board members.

On MOTION by Mr. Baxter, seconded by Mr. Walsh, 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. Baxter, seconded by Mr. Walsh, 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. Baxter, seconded by Mr. Walsh, 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 Mr. Baxter, seconded by Mr. Walsh, 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. Andrade, seconded by Mr. Walsh, 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 State Statutes on the fees and rates at which they can reimburse.

On MOTION by Mr. Baxter, seconded by Mr. Walsh, 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. Baxter, seconded by Mr. Andrade, 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 that Districts have to keep all records, which her office will handle as the records management liaison. Resolution 2020-21 has two options. Ms. Burns suggested Option 1, which allows them to do timely disposal of records.

On MOTION by Mr. Baxter, seconded by Mr. Andrade, 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 if elected to receive, board members would receive \$200 for serving on the board. Ms. Burns stated she had W-9 forms if needed and it can be done at a later date. No motion was needed. No board member elected compensation at the meeting.

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

Ms. Burns suggested selecting the address of the current office at 4900 Dundee Road, Winter Haven, Florida, as the local records office. Ms. Burns noted that a file would be needed at this location of all approvals that are sent to her office. Dorothy Mobley will be the local contact.

On MOTION by Mr. Baxter, seconded by Mr. Walsh, with all in favor, Resolution 2020-22 Selecting the Local District Records Office Within Polk County as 4900 Dundee Road., Winter Haven, FL 33884, 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 32801. The Principal Headquarters office will be the current office, at 4900 Dundee Road, Winter Haven, FL.

On MOTION by Mr. Baxter, seconded by Mr. Walsh, with all in favor, Resolution 2020-23 Designating the Primary Administrative Office as 219 E. Livingston, Orlando, FL 32801 and the Principal Headquarters of the District as 4900 Dundee Road, Winter Haven, FL 3384, was approved.

N. Consideration of Website Services Agreement

Ms. Burns stated there was a one-time rate of \$2,575 with a new proposal, which she did not have yet. This will set up the ADA compliance website. Ms. Burns' office will maintain a compliant website.

On MOTION by Mr. Baxter, seconded by Mr. Walsh, with all in favor, the Website Services Agreement, was approved, subject to HGS preparation.

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 in Polk 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. Baxter, seconded by Mr. Walsh, 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. This is their standard fee.

On MOTION by Mr. Baxter, seconded by Mr. Andrade, 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 disclosure is also included in the agenda package for review.

On MOTION by Mr. Baxter, seconded by Mr. Andrade, 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 a standard agreement from US Bank to serve as the Trustee. This is a standard form of agreement and fees are outlined. This was in line with what is seen in other districts.

On MOTION by Mr. Andrade, seconded by Mr. Walsh, 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 list Ernie Caldwell Properties, LLC as the funding source.

On MOTION by Mr. Baxter, seconded by Mr. Walsh, with all in favor, the Bond Financing Team Funding Agreement with Ernie Caldwell Properties, LLC, was approved.

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

Ms. Burns stated this is in the packet with some dates outlined. This bid package is set to pick up next Friday, January 17, 2020, and questions will be due Friday, February 7, 2020, and Monday, February 17, 2020 is the due date. Mr. Wood will then review and rank these and review them at the March meeting. A board member asked if a contractor could be in place sooner than that. Mr. Wood replied that they are stuck with this process and timeline and this is a county permitting situation. Ms. Rigoni stated we could set a special meeting to consider the proposal as

soon as we received bids. Mr. Wood stated he used a certain ranking form and is very specific. Ms. Burns stated they did have to advertise for bid pickup and could call the special meeting. A possible change was discussed, and the total contract scale. Ms. Burns stated there are a couple of dates of when the Project Manual will be available.

On MOTION by Mr. Baxter, seconded by Mr. Andrade, 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

Mr. Wood explained the Engineer's report is always prepared for the district and it addresses the capital improvements of the District which is roads, streets, utilities, amenity center and other things like that. They address each item within the report, and they do an identification of boundary limits. The most important part of the whole report is a table where they identify the construction costs. The construction cost is what they base everything off of in reference to bonds and everything else. Mr. Wood suggested that the board review the Engineer's Report because the amounts are based on current projects and they are typically pretty uniform. Ms. Rigoni asked Mr. Woods if the costs estimates were reasonable for the project of this size and scope. Mr. Woods replied yes. Ms. Rigoni also asked if there was any reason to believe that the district cannot carry out this project at this time. Mr. Woods replied no.

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

B. Consideration of Master Assessment Methodology

Ms. Burns stated the assessment report will allocate the debt that the district incurs based on the capital improvement plan and based on the benefit that the properties within the district receive from those improvements. This will be supplemented by one or more reports. Table 1 shows the ERU which is basis for their assessment. Some emails were sent out looking for our product type. This is set up with all similar size. Ms. Burns asked if they were going to have various lot sizes. Board member stated lot sizes, and Ms. Burns stated they would need a listing stating out of the 681, how many are 40's, and how many are 50's. Ms. Burns stated they would need to approve this, subject to incorporating the development plan based on the two different lot types.

They will assign an ERU to the 40' lots, and an ERU to the 50' lots. It was stated there were 289 40' lots and 392 50' lots. That will be a total of 681. Ms. Burns stated that they will update the tables to separate out the two different product types. Table 2 will not change because that is the total amount of the capital improvement plan in Mr. Wood's report. Table 3 will not change because the bond sizing is based on the total amount of construction. The next couple of pages will change because they are going to change the ERU based on the product types. Table 4 will show the improvement costs per unit and there will be one cost for the 40' lots, and one costs for the 50' lots. This will be the max and they will go to bond validation based on the numbers here. They will send a notice to do a master lien in that amount, and then when they issue the district will do a supplemental report with the actual interest rates that they are getting at that time. Table 4, 5, and 6 are going to be amended to separate out the product type. So, the amounts are going to change some. Table 7 shows all the landowners and the debt per acre. Those amounts will not change. Ms. Burns asked for any questions.

Mr. Wood clarified that he would need to change his Engineer's Report to reflect the two product types and he clarified the numbers of each lot size. Ms. Rigoni stated this was typically in the Engineer's Report. It was clarified that both product types were 150' deep.

On MOTION by Mr. Baxter, seconded by Mr. Walsh, with all in favor, the Master Assessment Methodology subject to updating the Product Types, was approved.

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

Ms. Bligh presented Resolution 2020-24 and noted that it is the first step in the bond issuance process. Chapter 190 requires any bonds to be secured by a Trust Agreement. Under Section 7 the district is appointing US Bank as the Trustee under the Trust Agreement. Chapter 75 requires any bonds maturing up to 5 years to be validated. Section 8, authorizes and directs District Counsel and Bond Counsel to proceed with filing for validation.

On MOTION by Mr. Baxter, seconded by Mr. Andrade, 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. Burns noted this was included in the board package. This will kick off the assessment process and outlines how the assessments are going to be allocated to the properties that benefit from the Capital Improvement Plan. Section 4 will be \$12,764,000 from the Engineer’s Report. Section 5 will be \$16,750,000. That’s the total amount in the Assessment Report. Ms. Rigoni noted this is the maximum level of assessments levied on the land at this time.

On MOTION by Mr. Baxter, seconded by Mr. Walsh, 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 be held on March 11, 2020 at 1:00 p.m., which will be the regular monthly board meeting.

On MOTION by Mr. Baxter, seconded by Mr. Walsh, with all in favor, Resolution 2020-26 Setting Public Hearing for Special Assessments for March 11, 2020 at 1:00 p.m., 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. This is requesting funds to open the account, so they have an operating account to fund the district. This will fund insurance for the

year, as well as, all ads that need to be placed for the public hearings, and regular district invoices incurred. The total amount generally requested to open the account is \$20,000.

Mr. Baxter asked if it's correct that they can't get reimbursement for engineering and other things until it's funded. Ms. Rigoni explained that certain costs are reimbursable from the bond proceeds. Ms. Burns stated that advertising and other such things are not reimbursed. It was clarified that there could not be spending until bonds are closed.

On MOTION by Mr. Baxter, seconded by Mr. Walsh, with all in favor, the Funding Request No. 1 for \$20,000, was approved.

NINTH ORDER OF BUSINESS

Adjournment

Ms. Burns adjourned the meeting at 2:00 p.m.

On MOTION by Mr. Baxter, seconded by Mr. Andrade, with all in favor, the meeting was adjourned at 2:00 p.m.


Secretary/Assistant Secretary


Chairman/Vice Chairman