

MINUTES OF MEETING
WILFORD PRESERVE COMMUNITY DEVELOPMENT DISTRICT

The organizational meeting of the Board of Supervisors of the Wilford Preserve Community Development District was held on Friday, April 14, 2017 at 11:00 a.m. at the Plantation Oaks Amenity Center, 845 Oakleaf Plantation Parkway, Orange Park, Florida 32065.

Present and constituting a quorum were:

Batey McGraw	Chairman
Nick Powell	Vice Chairman
Khaled Oweis	Supervisor
Greg Murell	Supervisor

Also present were:

Jim Perry	District Manager
Wes Haber	District Counsel
Glenn Taylor	District Engineer
Patrick Metcalf	Dream Finders Homes
Daniel Laughlin	GMS

FIRST ORDER OF BUSINESS **Roll Call**
Mr. Perry called the meeting to order at 11:00 a.m.

SECOND ORDER OF BUSINESS **Public Comment**
There being none, the next item followed.

THIRD ORDER OF BUSINESS **Organizational Matters**

A. Oath of Office for Newly Elected Supervisors

Mr. Perry administered an oath of office to Mr. Batey McGraw, Mr. Nick Powell, Mr. Khaled Oweis and Mr. Greg Murell.

B. Review of Chapter 190, Florida Statutes

Mr. Perry stated included in your agenda package is a copy of Chapter 190, Florida Statutes.

C. Review of Guide to the Sunshine Amendment and Code of Ethics for Public Officers and Employees

Mr. Perry stated included in the agenda package is a copy of the Guide to the Sunshine Amendment and Code of Ethics for Public Officers and Employees. You are a public official. In order to conduct business in regards to the CDD, it must be at a public meeting. As supervisors you can't talk outside of a public meeting in regards to something that may come before the board. All of your documents are subject to public records requests. We keep copies of all of these documents. If you do decide to keep your own copies of the documents, we ask that you segregate them, that way if there is ever a public records request, you can go to your file and it's all there.

Mr. Haber stated to supplement, under the Sunshine Law the word discuss is defined very broadly by the law. It's not just verbal discussions. That would include emails, texts, nor can you ask me to ask your fellow board member what he thinks about something and then have me communicate it back to you. You can't use someone as a conduit. Florida is pretty strict about enforcement of that.

Mr. McGraw stated we specifically selected people from our company that either wouldn't work on things related to the District or would do so in a capacity where it wouldn't cause a conflict. Nick is a Development Manager for the company but he won't work on this project. Greg is in our purchasing department so the only thing he would do related to this project would be the home building piece. Kal is an accountant in our County department so maybe there's a little bit of correspondence so we will just have to be cognizant of that.

Mr. Haber stated the only other thing I would add is the public records applies to hard copies as well as electronic copies. Probably the most frequent public records request you see is for emails. Sometimes you'll see, "I want to see all emails between this date and this date from every board member" so in addition to keeping your physical records separate, sometimes board members will create new email addresses just for CDD business so you can certainly do that. At a minimum I would recommend that you create a folder in your inbox and put any of your CDD emails in there.

D. Resolution 2017-01, Election of Officers

Mr. Perry stated we would ask the board consider on that list of officers, to enable us to manage the District and do the administration, that under Secretary would be myself, Treasurer

would be James Oliver out of my office. Myself would be an Assistant Treasurer and Dave deNagy out of my office would be an Assistant Secretary.

On MOTION by Mr. McGraw seconded by Mr. Powell with all in favor Resolution 2017-01 Election of Officers was approved.

FOURTH ORDER OF BUSINESS Consideration of Administrative Resolutions

A. Appoint District Manager, Resolution 2017-02

1. District Management Agreement

Mr. Perry stated included in your agenda package is a copy of the proposed agreement with GMS to serve as your District Manager. Before we move on, there was one thing I just remembered in regards to organizational matters. Just for the record, the supervisors aren't eligible for compensation by Florida Statutes. I don't know if there was a desire for that or not.

Mr. McGraw stated no, we're good.

On MOTION by Mr. McGraw seconded by Mr. Powell with all in favor Resolution 2017-02 Appointing GMS as the District Manager was approved.

B. Appoint District Counsel, Resolution 2017-03

1. District Counsel Agreement

Mr. Haber stated included in the agenda is a cover letter explaining who our firm is and what our qualifications are. Also included is a copy of our fee agreement that just goes through the terms and conditions of the proposed relationship between the District and our firm. My firm represents close to 180 districts throughout the state. This is more or less the same agreement we have at the vast majority of those districts.

On MOTION by Mr. McGraw seconded by Mr. Powell with all in favor Resolution 2017-03 Appointing Hopping Green & Sams as the District Counsel was approved.

C. Designate Registered Agent and Registered Office, Resolution 2017-04

Mr. Perry stated typically the District will approve the District Counsel as the registered agent.

Mr. Haber stated essentially that means there are certain filings that need to be made annually.

On MOTION by Mr. McGraw seconded by Mr. Powell with all in favor Resolution 2017-04 Designating Hopping Green & Sams as the Registered Agent & their Office at 119 South Monroe Street, Suite 300, Tallahassee, Florida 32301 was approved.

D. Designate Local District Records Office, Resolution 2017-05

Mr. Perry stated we have to have that designated in Clay County. I would just suggest that we use the Double Branch CDD office. It's staffed and it's here in Clay County.

Mr. McGraw stated our office is in Clay County but I think it would be better that it went to your staff.

On MOTION by Mr. McGraw seconded by Mr. Powell with all in favor Resolution 2017-05 Designating the Local District Records Office to be the Double Branch Amenity Center, 370 Oakleaf Village Parkway, Orange Park, Florida 32065 was approved.

E. Designate Public Comment Period, Resolution 2017-06

Mr. Perry stated this probably won't come into play early but eventually it may be an issue with the District.

Mr. Haber stated essentially when residents start showing up, often times meetings can get out of hand and they want to make a comment on everything so this establishes a level of decorum where you as a board will have the right to limit resident input to three minutes and make sure that you're able to hold and organized meeting.

On MOTION by Mr. McGraw seconded by Mr. Powell with all in favor Resolution 2017-06 Designating a Public Comment Period was approved.

FIFTH ORDER OF BUSINESS Consideration of Organization Resolutions

A. Consideration of Travel Reimbursement Policy, Resolution 2017-07

Mr. Perry stated again, this probably won't come into play but this is a standard resolution that will allow reimbursement for certain travel expenses if the board wants to go that route for supervisors.

Mr. Haber stated it covers both supervisors and staff.

On MOTION by Mr. McGraw seconded by Mr. Powell with all in favor the Travel Reimbursement Policy, Resolution 2017-07 was approved.

B. Consideration of Prompt Payment Policies, Resolution 2017-08

Mr. Perry stated this is standard for most districts. It goes through the prompt payment policies and procedures and this is consistent with Florida Statutes.

Mr. Haber stated we are required under Florida Law to make payments within certain times that's statutorily provided. What's not provided is how you handle a dispute so what it says is that each unit of government will adopt their own method of handling disputes so that's provided in this policy as well.

On MOTION by Mr. McGraw seconded by Mr. Powell with all in favor the Prompt Payment Policies, Resolution 2017-08 was approved.

C. Consideration of Resolution 2017-09, Setting Forth District Policy for Legal Defense of Board Members and Officers

1. Public Officers Liability Insurance

Mr. Perry stated this provides that the District will defend the supervisors in regard to any legal actions that may come before them as members of the board.

Mr. Haber stated it provides a policy under which the district would defend you, taking advantage of the insurance policy that Jim referenced.

On MOTION by Mr. McGraw seconded by Mr. Powell with all in favor Resolution 2017-09 Setting Forth District Policy for Legal Defense of Board Members and Officers was approved.

D. Authorizing the Filing of Notice of Establishment, Resolution 2017-10

Mr. Haber stated this resolution ratifies the filing because the Notice of Establishment is a document that needs to be recorded within 30 days of the establishment of the district so our office went ahead and did that to make sure that we comply with the statute. It includes the legal description of the district and sets forth on the public record that a district has been established.

On MOTION by Mr. McGraw seconded by Mr. Powell with all in favor to Ratify Resolution 2017-10 Authorizing Filing of the Notice of Establishment.

E. Adopt Records Retention Schedule, Resolution 2017-11

Mr. Perry stated this follows Florida Statutes in regards to records retentions of the District.

On MOTION by Mr. McGraw seconded by Mr. Powell with all in favor Resolution 2017-11 Adopting the Records Retention Schedule was approved.

F. Consideration of Retention of Interim Engineer

Mr. Perry stated that is Taylor & White, Inc. Mr. Taylor is here if there are any questions.

On MOTION by Mr. McGraw seconded by Mr. Powell with all in favor Retention of Taylor & White, Inc. as the Interim Engineer was approved.

G. Authorize RFQ for District Engineer

Mr. Perry stated included in your package is a copy of that request and also the criteria weighting in regards to reviewing of those proposals. This is standard form.

On MOTION by Mr. McGraw seconded by Mr. Powell with all in favor to Authorize the RFQ for District Engineer was approved.

H. Authorizing Chairman to Execute Plats, Permits, and Conveyances, Resolution 2017-12

Mr. Perry stated included in your agenda package is Resolution 2017-12. This is authorizing the Chairman to execute plats, permits, and conveyances.

On MOTION by Mr. McGraw seconded by Mr. Powell with all in favor Resolution 2017-12 Authorizing Chairman to Execute Plats, Permits, and Conveyances was approved.

SIXTH ORDER OF BUSINESS

Designation of Meeting and Hearing Dates Resolutions

A. Consideration of Establishment of Audit Committee

Mr. Perry stated you are required to have an annual audit each year and you have to go through the audit selection process for independent auditors. We ask that you consider appointing the board of supervisors as the audit committee. At our next meeting the audit

committee will agree on the criteria for those future proposals that come in and then eventually you will meet as a committee and review those proposals.

On MOTION by Mr. McGraw seconded by Mr. Powell with all in favor to Establish the Audit Committee of the Entire Board of Supervisors was approved.

B. Consideration of Resolution 2017-13, Designating a Date, Time and Location for a Landowners' Meeting

Mr. Perry stated we were looking at doing the next meeting on May 16th at 11:00 a.m. if that works for the board and then we can do the landowners' meeting at that time which would be a landowners' election. Typically at that landowners' election the current roles of the supervisors are elected and appointed by the landowner.

Mr. Haber stated I have a conflict on that date. While we're looking at the calendar, it's my understanding there are multiple landowners. The way this election works it is one vote per acre but you can get a proxy.

Mr. McGraw stated right now there's one landowner and it's not us.

Mr. Haber stated that landowner is going to be able to vote who is on the board at this election we're scheduling. If you're able to get a proxy from them then the proxy will name a representative. It can be any of you.

Mr. McGraw stated we can do Friday, May 19th.

On MOTION by Mr. Powell seconded by Mr. McGraw with all in favor Resolution 2017-13 Designating a Date, Time and Location for a Landowners Meeting, Friday May 19, 2017 at 11:00 a.m. at the Plantation Oaks Amenity Center was approved.

C. Designate Regular Meeting Dates, Time and Location, Resolution 2017-14

Mr. Perry stated this resolution designates a regular meeting schedule. We will set the dates for the third Friday of every month at 11:00 a.m. at this location.

On MOTION by Mr. Powell seconded by Mr. McGraw with all in favor Resolution 2017-14 Designating Regular Meetings to be held on the Third Friday at 11:00 a.m. at the Plantation Oaks Amenity Center, 845 Oakleaf Plantation Parkway, Orange Park, Florida 32065 was approved.

D. Consideration of Proposed Budget FY 2017 for Submission to County and Set Date, Time, Place for Public Hearings, Resolution 2017-15

1. Consideration of Funding Agreement for FY 2017

Mr. Perry stated included in your agenda package is a working budget for the District. Keep in mind that the budget is developer funded which basically means that the actual costs are flowed through to the developer funding at this time. Included in a separate column is a proposed budget for Fiscal Year 2018.

Mr. McGraw asked the legal advertising is for meeting notices?

Mr. Haber responded it's for meeting notices and there are public hearings we're going to have to hold to levy assessments, to adopt the budget. There are all types of things that have to be published in the newspaper initially.

Mr. Perry stated you'll see it drops almost in half for the following year.

Mr. McGraw asked when do the management fees start?

Mr. Perry responded this month.

Mr. Haber stated included with the budget is a funding agreement. A district can fund itself two ways. It can levy assessments or it can enter into an agreement whereby the developer funds.

On MOTION by Mr. McGraw seconded by Mr. Powell with all in favor Resolution 2017-15 to consider the Proposed Budget for FY 2017 & Designating the Public Hearing Date for the Budget to be held June 16, 2017 at 11:00 a.m. at the Plantation Oaks Amenity Center, 845 Oakleaf Plantation Parkway, Orange Park, Florida 32065 was approved.

On MOTION by Mr. McGraw seconded by Mr. Powell with all in favor the Funding Agreement for FY 2017 was approved.

On MOTION by Mr. McGraw seconded by Mr. Powell with all in favor to amend the prior motion to approve the Funding Agreement subject to language being added providing that to the extent the District is dissolved, any funds that are no longer necessary to complete dissolution will be returned to the developer.

E. Set Date, Time and Place to Authorize Publication of Notice of Public Hearing on Rules of Procedure, Resolution 2017-16
1. Discussion Regarding Draft Rules and Notices

Mr. Perry stated these are standard rules that are in place at every district.

On MOTION by Mr. McGraw seconded by Mr. Powell with all in favor Resolution 2017-16 to Set June 16, 2017 at 11:00 a.m. at the Plantation Oaks Amenity Center, 845 Oakleaf Plantation Parkway, Orange Park, Florida 32065 as the Date of the Public Hearing for the Rules of Procedure was approved.

F. Set Date, Time and Location and Authorize Publication of Notice of Public Hearing on Uniform Method of Collecting, Resolution 2017-17

Mr. McGraw asked how far in advance are you making the public notice?

Mr. Haber responded they vary.

Mr. McGraw stated I just want to know when those costs are incurring.

Mr. Perry stated they will start right away.

Mr. McGraw stated I just want to know what we need to project for cash flow.

On MOTION by Mr. McGraw seconded by Mr. Powell with all in favor Resolution 2017-17 to Set June 16, 2017 at 11:00 a.m. at the Plantation Oaks Amenity Center, 845 Oakleaf Plantation Parkway, Orange Park, Florida 32065 as the Date of the Public Hearing on the Uniform Method of Collecting was approved.

SEVENTH ORDER OF BUSINESS Resolutions Relating to Banking

A. Select District Depository, Resolution 2017-18

Mr. Perry stated we will establish an operating account for the District. We typically use Wells Fargo unless the board wants to utilize another institution.

Mr. McGraw asked any reason why you use Wells Fargo?

Mr. Perry stated we've used them for years and they understand CDDs so it's been a little easier working with them rather than some of the local banks.

Mr. McGraw asked do they charge you fees for the bank accounts?

Mr. Perry responded they are very minimal.

Mr. McGraw stated this US Bank letter, trustee services, is that separate?

Mr. Perry responded that is separate. They would be the trustee for the bond issue.

On MOTION by Mr. McGraw seconded by Mr. Powell with all in favor Resolution 2017-18 Selecting Wells Fargo as the District's Depository was approved.

B. Authorize Bank Account Signatories, Resolution 2017-19

Mr. Perry stated we will list the Chair, Vice-Chair, Secretary, Assistant Secretary and Treasurer as authorized signatories. We sign all the checks internally but we do have all those other supervisors and officers listed in case there is an emergency check.

On MOTION by Mr. McGraw seconded by Mr. Powell with all in favor Resolution 2017-19 Authorizing the List of Bank Account Signatories was approved.

C. Approve Disbursement for Expenses, Resolution 2017-20

Mr. Perry stated those are items that are paid during the normal course of business. We submit all the payments to the board for ratification and approval for checks that have been processed and we do have budget authority in regards to levels of expenditures that the District Manager can do without board approval.

Mr. McGraw asked what is that number?

Mr. Perry stated \$5,000.

Mr. Powell asked during a board meeting those expenses do get reviewed, correct?

Mr. Perry stated yes, documentation is provided to the board.

On MOTION by Mr. McGraw seconded by Mr. Powell with all in favor Resolution 2017-20 Disbursement for Expenses was approved.

EIGHTH ORDER OF BUSINESS

Consideration of Funding and Expense Issues

A. Funding Request No. 1

Mr. Perry stated Funding Request No. 1 is to establish the General Fund Operating Account. It is for a total of \$15,000. Our insurance policy we will pay right away. That's already been issued. It's a prorated policy for this year. We anticipate close to \$5,000 in advertising costs for all of these public hearings, etc. Operating capital is for short term payments of things between board meetings.

Mr. Oweis asked in the event of a catastrophic situation we dissolved the District and there are funds in the account, would we be able to get those funds back?

Mr. Haber stated yes. What the law provides as far as dissolution of a CDD is that as long as it doesn't have any debts owed and as long as it doesn't own any assets, we can petition the County to dissolve the District. If there are more than enough funds in the account then yes, the District would give those funds back to whoever funded it because it's going away. You have that form of funding agreement, we could put a provision in there that says if the District is ever dissolved any funds in excess of what is necessary to fully dissolve the District shall be refunded back to the developer.

Mr. McGraw stated we should probably have that language just so it's crystal clear. We're still quite a ways from acquiring the land and there is an outside chance that we don't even use the District. We don't anticipate it, I just want to make sure the money wasn't going to go to the state or something.

Mr. Haber stated I'll add that provision in.

On MOTION by Mr. McGraw seconded by Mr. Powell with all in favor Funding Request No. 1 was approved.

NINTH ORDER OF BUSINESS

Consideration of Bond Issuance Matters

A. Appointment of Financing Team

1. Consideration of Financing Team Funding Agreement

Mr. Haber stated the first funding agreement relates to operations and maintenance type expenses. This funding agreement relates entirely to the bond issue. The biggest distinction being you can get reimbursed out of the bond issue for the expenses incurred under this agreement.

On MOTION by Mr. McGraw seconded by Mr. Powell with all in favor the Financing Team Funding Agreement was approved.

2. Consideration of Appointing Bond Counsel, Resolution 2017-21

Mr. Perry stated that's an agreement with Bryant, Miller & Olive, P.A.

On MOTION by Mr. McGraw seconded by Mr. Powell with all in favor Resolution 2017-21 Appointing Bryant Miller Oliver as the Districts Bond Counsel was approved.

3. Consideration of Appointing Investment Banker, Resolution 2017-22

a. Agreement with MBS Capital Markets, LLC

On MOTION by Mr. McGraw seconded by Mr. Powell with all in favor Resolution 2017-22 Appointing MBS Capital Markets, LLC as the Districts Investment Banker was approved.

4. Consideration of Assessment Methodology Consultant

Mr. Perry stated that would be Governmental Management Services and that was included in our proposal. We don't incur any costs unless the bonds are issued.

On MOTION by Mr. McGraw seconded by Mr. Powell with all in favor to Retain GMS as the Districts Assessment Consultant was approved.

5. Consideration of Selection of Trustee

Mr. Perry stated we had a proposal from Zion Bank and US Bank. US Bank probably does about 90% of all of the trustee work in regards to Community Development Districts in the state of Florida.

Mr. McGraw asked any problems with them? Except for maybe Durbin Crossing.

Mr. Perry responded for the record we're involved with that issue but we work with them on 99 other districts in the state of Florida.

On MOTION by Mr. McGraw seconded by Mr. Powell with all in favor to Select US Bank as the Trustee of the District was approved.

B. Consideration of Engineer's Report

Mr. Haber stated B, C, D, E and F all relate to the potential bond issue. They will be necessary to kick off the assessment process. There's a resolution in here where you approve the Engineer's report and you approve the methodology. That will result in an ad being published in the newspaper as well as a mailed notice going to the property owner that the District intends on levying assessments on the property. We will then hold a public hearing and formally adopt the Engineer's report and a methodology that will result in a lien against the property. There will be no obligation to make any payments until you issue bonds and allocate debt to that lien. Given where you are and the different property owner, I just want to make sure you understand what these steps are.

Mr. McGraw stated I don't think we're ready to take those steps. We very well may be at the next meeting.

Mr. Haber stated the one thing I discussed with Patrick is even though you may want assessments on property, sell that property and then issue bonds in the future, which you can do but you'll need to take these steps before you ever start selling property.

Mr. McGraw stated one reason I think we're not ready is because the Engineer's report needs to be reassessed based upon bids we've received from contractors. Should we be looking at those numbers again?

Mr. Taylor responded yes.

Mr. McGraw stated although we have the right to create the District and levy the assessments, I think we need to be confident we're moving forward before we do that.

Mr. Haber stated it's one of the most expensive notices so unless you're confident that you're going to want to hold this public hearing, it does make sense to hold off. Within 90 days we do need to hold the landowners' election so make sure you keep that on your calendar. It does not require the board, it just requires one representative who holds that proxy.

C. Consideration of Assessment Methodology

This item was tabled.

D. Consideration of Resolution 2017-23, Declaring Special Assessments

This item was tabled.

E. Consideration of Resolution 2017-24, Setting a Public Hearing Date

This item was tabled.

F. Consideration of Resolution 2017-25, Authorizing the Issuance of Bonds, Approving the Form of an Indenture, and Authorizing the Commencement of Validation Proceedings

This item was tabled.

TENTH ORDER OF BUSINESS

Staff Reports

A. District Counsel

There being none, the next item followed.

B. Interim Engineer

There being none, the next item followed.

C. District Manager

Mr. Perry stated in regards to meetings, the Recording Secretary will send out an invitation to attend the meeting. Until we get quorum they will probably bombard you with emails. If you've got a conflict or can't attend the meeting, just tell her up front.

Mr. McGraw asked is joining the meeting via telephone considered making the meeting?

Mr. Perry stated it's making the meeting but it doesn't count as quorum.

Mr. Haber stated we need at least three of you physically present. You can still vote and actively participate but we need at least three of you in the room.

Mr. McGraw asked does corresponding with the District Engineer fall under the Sunshine Law as well?

Mr. Haber responded no, he's not subject to the Sunshine Law. Two of you couldn't meet with the Engineer.

ELEVENTH ORDER OF BUSINESS

Supervisor's Requests and Audience Comments

There being none, the next item followed.

TWELFTH ORDER OF BUSINESS

Next Scheduled Meeting – TBD

Mr. Perry stated our next meeting is going to be May 19, 2017 at this location at 11:00 a.m.

THIRTEENTH ORDER OF BUSINESS

Adjournment

On MOTION by Mr. Powell seconded by Mr. McGraw with all in favor the Meeting was adjourned.

April 14, 2017

Wilford Preserve CDD



Secretary/Assistant Secretary



Chairman/Vice Chairman