

MINUTES OF MEETING  
WILFORD PRESERVE COMMUNITY DEVELOPMENT DISTRICT

The meeting of the Board of Supervisors of the Wilford Preserve Community Development District was held on Thursday, June 21, 2018 at 1:30 p.m. at the Plantation Oaks Amenity Center, 845 Oakleaf Plantation Parkway, Orange Park, Florida 32065.

Present and constituting a quorum were:

Khaled Oweis	Supervisor
Linda Richardson	Supervisor
Bois Farrar	Supervisor

Also present were:

Daniel Laughlin	District Manager
Wes Haber	District Counsel
Glynn Taylor	District Engineer (by phone)
Jim Perry	GMS
George Smith	Bryant Miller Olive
Rhonda Mossing	MBS Capital Markets

**FIRST ORDER OF BUSINESS**

**Call to Order**

Mr. Laughlin called the meeting to order at 1:45 p.m.

**SECOND ORDER OF BUSINESS**

**Public Comment**

There being none, the next item followed.

**THIRD ORDER OF BUSINESS**

**Affidavits of Publication**

Copies of the affidavits were included in the agenda package.

**FOURTH ORDER OF BUSINESS**

**Consideration of Financing Matters for B Bonds – Phase 1**

**A. Supplemental Engineer's Report**

Mr. Haber stated by way of background, the Board has already approved a Master Engineer's Report. This Engineer's Report is being reviewed and approved for purposes of the marketing of the bonds. It breaks down improvements that will be financed for the bonds and by the developer. Costs have been updated based on actual proposals that we have received and awarded and then the report gives an estimate for phase three which we don't have proposals

for yet. Ultimately we're looking for this to be approved in substantial form and authorizing your Chair to approve any changes that your financing team may have to include in any marketing documents for the bonds.

On MOTION by Ms. Richardson seconded by Mr. Farrar with all in favor the supplemental Engineer's report was approved in substantial form with the Chairman authorized to approve any subsequent changes.

**B. Supplemental Assessment Report**

Mr. Haber stated you've already gone through the assessment hearing and a master assessment lien has been levied. This describes how the assessments will be levied for purposes of securing the first issuance of bonds. There are a few minor things we want to note on the record with respect to the methodology. Namely, that the number of acres reference in the methodology as 264.56 is actually less than that. That number, we think, includes Chestwick Avenue, which is outside the boundaries of the District so the actual number of acres is 256.01. That reduction in the number of acres will also result in an increase in the number of dollars per acre in the true-up section of that methodology. Lastly, the methodology references that it is anticipated that the 2018 B Bonds will be refinanced with the issuance of replacement bonds and we do not think that is the case. There will be a subsequent issuance of long-term bonds, but those long-term bonds will not be used to replace the B Bonds. Instead, the B Bonds will remain outstanding and will be paid off as homes as sold where the A Bonds will stay with those homes. We will make those changes. My recommendation is that you approve in substantial form and authorize your Chair to sign off on any additional changes that may be necessary.

On MOTION by Ms. Richardson seconded by Mr. Farrar with all in favor the supplemental assessment report was approved in substantial form with the Chairman authorized to approve any subsequent changes.

**C. Delegation Resolution 2018-17**

**1. First Supplemental Trust Indenture**

- 2. Bond Purchase Agreement**
- 3. Preliminary Limited Offering Memorandum**
- 4. Continuing Disclosure Agreement**

Mr. Smith stated I am with Bryant, Miller, Olive. We are your bond counsel and we have attorney-client relationship with the District and represent the District. The delegation resolution that you have before you approves several forms of documents that will be used to market the bonds and to act as the bond's contract. It has a form of the supplemental trust indenture which will lay out your contract with the trustee on disbursement and control of the bond proceed funds as well as depositing the assessments with the trustee to make the debt service payments on the bonds after they're issued. It also has a form of a preliminary offering memorandum. That will be finalized and used by the underwriters to market the bonds as well as comply with the requirements of the FCC. It also contains a form of continuing disclosure agreement which is required by the FCC and requires that on an annual basis and quarterly basis update the offering memorandum so that investors on the secondary market can get updated information on the District and make a decision on whether to invest in District bonds. The bond purchase agreement will allow the Chair to sign an agreement to issue the bonds with MBS Capital Markets as the underwriter as long as the principal amount doesn't exceed \$6,230,000 and the interest rate doesn't exceed the 20-year bond index. Your underwriter's discount can be no greater than 2% with a maturity date of May 1, 2028. Finally, there is not optional call so these bonds will remain outstanding until May 1, 2028. The proceeds will be used to construct the 2018 B projects and it confirms that US Bank will be your trustee for this transaction. That is the heart of the resolution. I will point out two minor revisions that were made after it was put into the agenda package. One was to authorize the bonds to be issued on bank-qualified purpose. Since we're under the \$10 million cap that will hopefully give you a bit of diversity and perhaps lower your interest rate. The other change was technical authority to issue the bonds per DTC, which is a mechanism that helps facilitate the placement of those bonds.

Mr. Haber stated Supervisor Richardson brought to my attention roman numeral four on page two in the fourth whereas clause where it talks about the continuing disclosure agreement, it references DreamFinders Homes, LLC and I think the property is owned by a different entity named DFC Wilford, LLC. Assuming the continuing disclosure agreement

would go with the landowner, not the broader developer but we want to make sure that's the case and if so, the recommendation would be to approve the resolution with that revision.

Mr. Smith asked what is their relationship again?

Ms. Richardson responded originally DreamFinders Homes was the contract purchaser for the property, however at acquisition it was acquired by a different entity that is called DFC Wilford, LLC so that is the legal landowner.

Mr. Smith stated I would agree with that so we're happy to make the revision to the resolution.

On MOTION by Mr. Farrar seconded by Ms. Richardson with all in favor Resolution 2018-17 was approved with the Chairman authorized to finalize and approve with changes as noted.

**FIFTH ORDER OF BUSINESS                      Public Hearing to Adopt Rules of Procedure**

**A.    Consideration of Resolution 2018-18**

On MOTION by Mr. Oweis seconded by Ms. Richardson with all in favor the public hearing was opened.

Mr. Haber stated this is a public hearing that was set a while ago and it is for the purpose of adopting the rules that are included in the agenda package. The rules largely deal with the organizational matters regarding the meeting, what you need for a quorum, how you need to notice, etc. Really one of the bigger things the document does is goes over how contracts need to be publicly procured and what steps you need to follow to award a contract to engineers, architects, construction etc.

On MOTION by Mr. Oweis seconded by Mr. Farrar with all in favor Resolution 2018-18 was approved.

On MOTION by Mr. Farrar seconded by Ms. Richardson with all in favor the public hearing was closed.

**SIXTH ORDER OF BUSINESS                      Public Hearing to Adopt the Uniform Method**

**of Collection**

**A.    Consideration of Resolution 2018-19**

On MOTION by Ms. Richardson seconded by Mr. Farrar with all in favor the public hearing was opened.

Mr. Haber stated the District has two methods of collecting its assessments. It can send a bill directly to a landowner and if they don't pay that, the enforcement mechanism is to foreclose on that property; or the District can send a tax roll to Clay County Tax Collector, the County will put the amounts on the tax bill and it will be collected with the ad valorem taxes. If those don't get paid you go through the tax certificate process. In order to use that second mechanism, it's called the uniform method of collection. Per Chapter 197 Florida Statutes you have to hold this public hearing and adopt this resolution. This public hearing and resolution puts the world on notice that the CDD intends on taking advantage of that collection method. It doesn't obligate you to take advantage of it but it gives you the option to. Once you plat lots and are collecting the long-term assessments, that is the way you will do it usually. The bond documents will mandate that the District collect the assessments that way.

On MOTION by Mr. Farrar seconded by Mr. Oweis with all in favor Resolution 2018-19 was approved.

On MOTION by Mr. Farrar seconded by Mr. Oweis with all in favor the public hearing was closed.

**SEVENTH ORDER OF BUSINESS**

**Acceptance of the Audit Committee's Recommendation**

Mr. Laughlin stated I just need a motion to accept the scoring and allow staff to issue an intent to award letter.

On MOTION by Ms. Richardson seconded by Mr. Farrar with all in favor the audit committee's recommended scoring for the ranking of the audit proposals was accepted.

**EIGHTH ORDER OF BUSINESS**

**Consideration of Proposal from Taylor & White, Inc for Professional Civil Engineering Services**

Mr. Haber stated you've already ranked Glynn's company as the engineer that you want to contract with. What we typically do is enter into a broad contract that just provides for

Glynn to serve as the continuing engineer and to provide engineering services and then that contract will have what are called work authorization where he will identify specific projects for him to do. I think this proposal would be considered a work authorization to that contract. If you want it further scrutinized you can approve it in substantial form and authorize your Chair to give final sign off on it. My recommendation would be that you approve the District to enter into a contract and approve this as a work authorization to that contract with your Chair given authority for final negotiation and sign-off.

On MOTION by Mr. Farrar seconded by Mr. Oweis with all in favor this proposal was treated as a work authorization with a broader agreement approved in substantial form with the Chairman authorized to finalize negotiations.

**NINTH ORDER OF BUSINESS**

**Staff Reports**

**A. District Counsel**

Mr. Haber stated at our next meeting we will be looking to issue the bonds so that meeting will be especially important because there will be a supplemental assessment resolution that will be necessary before the bonds will be issued and we will hold a pre-closing after that meeting. Try to make sure your calendars are clear for that meeting if we want to get the bonds in place shortly thereafter.

**B. District Engineer**

There being none, the next item followed.

**C. District Manager**

There being none, the next item followed.

**TENTH ORDER OF BUSINESS**

**Consideration of Financial Reports**

**A. Balance Sheet & Income Statement**

**B. Funding Request No. 4**

Mr. Laughlin stated the financial reports are in your agenda package.

Mr. McGraw asked is our fiscal year on a calendar year?

Mr. Laughlin responded no, October 1<sup>st</sup> through the end of September.

On MOTION by Ms. Richardson seconded by Mr. Farrar with all in favor funding request number four was approved.

**ELEVENTH ORDER OF BUSINESS**

**Supervisors' Requests and Audience Comments**

There being none, the next item followed.

**TWELFTH ORDER OF BUSINESS**

**Next Scheduled Meeting – July 19, 2018 at 1:30 p.m. at the Plantation Oaks Amenity Center**

Mr. Laughlin stated our next meeting is going to be on July 19th at 1:30.

**THIRTEENTH ORDER OF BUSINESS**

**Adjournment**

On MOTION by Mr. Farrar seconded by Ms. Richardson with all in favor the meeting was adjourned.

  
Secretary/Assistant Secretary

  
Chairman/Vice Chairman