

**MINUTES OF MEETING  
WESTSIDE HAINES CITY  
COMMUNITY DEVELOPMENT DISTRICT**

The Organizational meeting of the Board of Supervisors of the Westside Haines City Community Development District was held Monday, **March 29, 2021** at 2:30 p.m. at 346 E. Central Avenue, Winter Haven, Florida.

Present and constituting a quorum:

Rennie Heath	Chairman
Lauren Schwenk	Vice Chairman
Patrick Marone	Assistant Secretary
Justin Frye	Assistant Secretary
April Payeur	Assistant Secretary

Also present were:

Jill Burns	District Manager, GMS
Roy Van Wyk	Hopping Green & Sams
Bob Gang <i>by Zoom</i>	Greenberg Traurig
Rey Malave <i>by Zoom</i>	Dewberry

**FIRST ORDER OF BUSINESS**

**Introduction**

**A. Call to Order**

Ms. Burns called the meeting to order and called the roll. Five Board members were present constituting a quorum.

**B. Public Comment Period**

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

**C. Oath of Office**

Ms. Burns swore in five Supervisors: Mr. Rennie Heath, Ms. Lauren Schwenk, Mr. Patrick Marone, Mr. Justin Frye, and Ms. April Payeur.

**SECOND ORDER OF BUSINESS**

**Organizational Matters**

**A. Confirmation of Notice of Meeting**

Ms. Burns noted that the meeting was advertised in the newspaper in accordance with the statutes.

**B. Information on Community Development Districts and Public Official Responsibilities and Florida Statutes Chapter 190**

Ms. Burns reminded all Supervisors that as members of the Board of Supervisors they are public officials of the State of Florida and are subject to the Sunshine Law and Public Records laws. As Ms. Payeur is the only official who has not served on a Board, she will go over the law in more detail with her after the meeting.

**C. Election of Officers**

**1. Resolution 2021-01 Appointing Officers**

Ms. Burns stated that the Board is required to elect officers and it could be handled individually or as a slate. The Board decided to elected officers and appoint the Treasurer and Assistant Treasurer as a slate. The officers will be Rennie Heath as Chairman, Lauren Schwenk as Vice Chair, Patrick Marone, Justine Frye, and April Payeur as Assistant Secretaries, Jill Burns as Secretary, and George Flint as Treasurer.

On MOTION by Mr. Heath, seconded by Ms. Schwenk, with all in favor, Resolution 2021-01 Appointing Officers as slated above, was approved.

**2. Resolution 2021-02 Appointing Treasurer and Assistant Treasurer**

Ms. Burns that in the previous resolution the Board appointed George Flint as the Treasurer and asked that the Board consider appointing Katie Costa from the GMS office as Assistant Treasurer.

On MOTION by Mr. Heath, seconded by Ms. Payeur, with all in favor, Resolution 2021-02 Appointing George Flint as Treasurer and Katie Costa as the Assistant Treasurer, was approved.

**THIRD ORDER OF BUSINESS                      Retention of District Staff**

**A. Consideration of Agreement for District Management Services**

**i. Consideration of Resolution 2021-03 Appointing District Manager**

Ms. Burns reported that there is a contract with GMS included in the agenda package that shows the base prices that are consistent with the other Districts that GMS manages.

On MOTION by Ms. Schwenk, seconded by Mr. Heath, with all in favor, Resolution 2021-03 Appointing GMS as the District Manager, was approved.

**B. Consideration of Agreement for District Counsel Services**

**i. Consideration of Resolution 2021-04 Appointing District Counsel**

Ms. Burns stated that this resolution appoints District Counsel and a contract with Hopping, Green & Sams could be found in the agenda package and they are seeking a motion to approve the resolution and the contract.

On MOTION by Mr. Heath, seconded by Ms. Payeur, with all in favor, Resolution 2021-04 Appointing Hopping, Green & Sams as District Counsel, was approved.

**C. Consideration of Resolution 2021-05 Selection of Registered Agent and Office**

Ms. Burns reported that this resolution would name Roy Van Wyk from Hopping, Green & Sams as the registered agent and Hopping, Green & Sams office as the registered office.

On MOTION by Mr. Heath, seconded by Mr. Frye, with all in favor, Resolution 2021-05 Selecting Hopping, Green & Sams as the Registered Agent and Office, was approved.

**D. Consideration of Resolution 2021-06 Appointing Interim District Engineer**

Ms. Burns stated the next two resolutions can be considered together and this would appoint Dewberry Engineer's as the interim District engineer. The District will go through an RFQ process to appoint an engineer and until then, Dewberry will fill the position.

**E. Consideration of Interim District Engineering Agreement**

Ms. Burns review the agreement for the Board.

On MOTION by Mr. Frye, seconded by Mr. Marone, with all in favor, Resolution 2021-06 Appointing Dewberry as the Interim District Engineer and Approving the Interim District Engineering Agreement, was approved.

**F. Consideration of Proposal from Dewberry Engineering to Provide Professional Consulting Services**

Ms. Burns stated that this was their form of Board authorization that Dewberry includes for any fees that need to be handled and there is an attached estimate that can be found in the agenda package.

On MOTION by Mr. Heath, seconded by Mr. Frye, with all in favor, the Proposal from Dewberry Engineering to Provide Professional Consulting Services, was approved.

**G. Request Authorization to Issue RFQ for Engineering Services**

Ms. Burns noted that there is a form of ad included in the agenda package. They will set a due date as May 7, 2021 which will give the District enough time to get the proposal in front of the Board prior to the May meeting.

On MOTION by Ms. Schwenk, seconded by Mr. Heath, with all in favor, the Request Authorization for Staff to Issue an RFQ for Engineering Services, was approved.

**FOURTH ORDER OF BUSINESS**

**Designation of Meetings and Hearing Dates**

**A. Consideration of Resolution 2021-07 Designation of Regular Monthly Meeting Date, Time and Location for Fiscal Year 2021**

Ms. Burns stated the District is required to develop a meeting schedule. Ms. Burns suggested holding meetings on the third Thursday of the month at 11:00 a.m. Ms. Schwenk suggested meeting at 10:00 a.m. and the rest of the Board agreed that that would work.

On MOTION by Mr. Marone, seconded by Mr. Heath, with all in favor, Resolution 2021-07 Designation of Regular Monthly Meeting Date, Time, and Location for Fiscal Year 2021, was approved.

**B. Consideration of Resolution 2021-08 Designation of Landowner's Meeting Date, Time and Location**

Ms. Burns stated the District is required to hold an initial Landowner election within 90 days of formation. She suggested they hold the meeting at the regular May meeting, which would be May 20, 2021 10:00 a.m.

On MOTION by Ms. Schwenk, seconded by Ms. Payeur, with all in favor, Resolution 2021-08 Designation of Landowner's Meeting Date, Time, and Location, was approved.

**C. Designation of Dates of Public Hearing to Adopt Rules of Procedure in accordance with Section 120.54, Florida Statutes**

**1. Consideration of Resolution 2021-09 Setting a Public Hearing to Consider the Proposed Rules of the District**

**A. Rules of Procedure**

Ms. Burns stated that the rules of procedure are included in the agenda package for review. These are standard rules that are drafted by Hopping, Green & Sams. She suggests the public hearing date for May 20, 2021 at 10:00 a.m.

On MOTION by Mr. Heath, seconded by Mr. Frye, with all in favor, Resolution 2021-09 Setting a Public Hearing to Consider the Proposed Rules of the District, was approved.

**D. Designation of Dates of Public Hearing on the Budget for Fiscal Year 2021 and 2022**

**1. Consideration of Resolution 2021-10 Setting the Public Hearing and Approving the Proposed Fiscal Year 2021 and 2022 Budgets**

Ms. Burns noted that copies of the budget were included in the package. There are no field expenses at this time, only expenses for admin. They are prorated for Fiscal Year 2021 and shows the full year for 2022. There is a need of at least 60 days to send them to the county prior to the adoption date. She suggests setting the public hearing date for June 17, 2021 at 10:00 a.m. which is the regular June meeting date.

On MOTION by Ms. Schwenk, seconded by Mr. Heath, with all in favor, Resolution 2021-10 Setting the Public Hearing and Approving the Proposed Fiscal Year 2021 and 2022 Budgets, was approved.

**2. Approval of the Fiscal Year 2021-2022 Developer Funding Agreement**

Ms. Burns noted because there will be no levying an O & M assessment the District will enter into an agreement with the Developer which is GLK Real Estate, LLC and they will fund the expenses of the District.

On MOTION by Mr. Heath, seconded by Ms. Schwenk, with all in favor, Fiscal Year 2021-2022 Developer Funding Agreement, was approved.

**E. Consideration of Resolution 2021-11 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 noted that this will allow the District when they are ready to collect assessments on the Polk County tax bill. She suggested setting the public hearing for May 20, 2021 at 10:00 a.m.

On MOTION by Mr. Heath, seconded by Ms. Payeur, with all in favor, Resolution 2021-11 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, was approved.

**FIFTH ORDER OF BUSINESS**

**Other Organizational Matters**

**A. Resolution 2021-12 Designating a Qualified Public Depository**

Ms. Burns stated that SunTrust is typically used at the other District’s and that’s who she suggests this District use as well.

On MOTION by Ms. Schwenk, seconded by Mr. Heath, with all in favor, Resolution 2021-12 Designating SunTrust as the Qualified Public Depository, was approved.

**B. Resolution 2021-13 Authorization of Bank Account Signatories**

Ms. Burns asked that the signatories be herself, George Flint, and Katie Costa to enable them to sign District checks.

On MOTION by Ms. Payeur, seconded by Mr. Heath, with all in favor, Resolution 2021-13 Authorization of Bank Signatories, was approved.

**C. Consideration of Resolution 2021-14 Relating to Defense of Board Members**

Ms. Burns noted that this resolution sets forth the District's intent to provide the benefit of defense and legal support to Board Members, Officers, and staff when they are acting in the capacity of Board Members or staff.

On MOTION by Mr. Heath, seconded by Ms. Payeur, with all in favor, Resolution 2021-14 Relating to Defense of Board Members, was approved.

**D. Consideration of Resolution 2021-15 Authorizing the 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 reported that the Notice of Establishment is a statutory requirement. The Board had no questions.

On MOTION by Ms. Schwenk, seconded by Ms. Payeur, with all in favor, Resolution 2021-15 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 established.

**E. Consideration of Resolution 2021-16 Adopting Investment Guidelines**

Ms. Burns noted that the District may invest in any of the four options listed in the agenda package when there are excess funds that are able to be invested.

On MOTION by Ms. Schwenk, seconded by Mr. Heath, with all in favor, Resolution 2021-16 Adopting Investment Guidelines, was approved.

**F. Consideration of Resolution 2021-17 Authorizing Execution of Public Depositor Report**

Ms. Burns reported that this authorizes the District manager or the Treasurer to execute the public depositor report.

On MOTION by Ms. Schwenk, seconded by Mr. Heath, with all in favor, Resolution 2021-17 Authorizing Execution of Public Depositor Report, was approved.

**G. Consideration of Resolution 2021-18 Designating a Policy for Public Comment**

Ms. Burns noted that there were no members of the public present at the meeting but that this sets forth guidelines, rules, and policies for the District's opportunity to be heard at public meetings.

On MOTION by Mr. Heath, seconded by Ms. Schwenk, with all in favor, Resolution 2021-18 Designating a Policy for Public Comment, was approved.

**H. Consideration of Resolution 2021-19 Adopting a Travel and Reimbursement Policy**

Ms. Burns stated that Florida Statute establishes standard travel reimbursement rates and procedures and limitations applicable to all public officers and employees. This resolution adopts those standard procedures.

On MOTION by Ms. Payeur, seconded by Mr. Heath, with all in favor, Resolution 2021-19 Adopting a Travel and Reimbursement Policy, was approved.

**I. Consideration of Resolution 2021-20 Adopting Prompt Payment Policy**

Ms. Burns noted that Florida Statute requires timely payment to vendors and contractors that are providing goods or services to the District. This adopts those policies.

On MOTION by Ms. Schwenk, seconded by Ms. Payeur, with all in favor, Resolution 2021-2- Adopting Prompt Payment Policy, was approved.



**J. Consideration of Resolution 2021-21 Adopting a Records Retention Policy**

Ms. Burns stated that there is a memo included from Hopping, Green & Sams that outlines the two options available to the District. The first option would allow the District to destroy records based on outline retention schedules that follow federal law. The second option requires the District to keep all records. Ms. Burns suggested that the District consider the first of the two options.

On MOTION by Mr. Heath, seconded by Ms. Schwenk, with all in favor, Resolution 2021-21 Adopting a Records Retention Policy Option that allows the District to destroy records based on outline retention schedules, was approved.

**K. Consideration of Compensation to Board Members**

Ms. Burns reviewed the subject of Board compensation of \$200 per meeting and all Board members elected to receive compensation. For the record, every Board Member did elect to receive payment.

**L. Resolution 2021-22 Selecting District Records Office Within Polk County**

Ms. Burns suggested using the address 346 E. Central Ave. as the District records office within Polk County.

On MOTION by Mr. Heath, seconded by Ms. Payeur, with all in favor Resolution 2021-22 Selecting District Records Office Within Polk County as 346 E. Central Ave., was approved.

**M. Resolution 2021-23 Designating the Primary Administrative Office and Principal Headquarters of the District**

Ms. Burns suggested that the primary administrative office be her office in Orlando at 219 E. Livingston St, Orlando, FL. and the principal headquarters of the District that establishes the venue would be in Polk County and would be the current meeting address at 346 E. Central Ave., Winter Haven, FL.

On MOTION by Mr. Heath, seconded by Ms. Schwenk, with all in favor, Resolution 2021-23 Designating the Primary Administrative Office and Principal Headquarters of the District, was approved.

**N. Consideration of Website Services Agreement**

Ms. Burns stated this is with Realign Web Design which is a newer company they have chosen to use with other Districts. The cost is a one-time fee of \$1,750 which will create an ADA compliant website.

On MOTION by Mr. Heath, seconded by Mr. Marone, with all in favor, the Website Agreement with Realign Web Design, was approved.

**O. Authorization to Prepare Public Facilities Report in Accordance with Chapter 189.08 Florida Statutes to Coincide with Special District Filing Date of August 1<sup>st</sup> for Polk County**

Ms. Burns asked for a motion to direct staff to file the public facilities report.

On MOTION by Mr. Heath, seconded by Ms. Payeur, with all in favor, Authorization for staff to prepare a Public Facilities Report in Accordance with Chapter 189.08 Florida Statutes to Coincide with Special District Filing Date of August 1st in Polk County, was approved.

**SIXTH ORDER OF BUSINESS**

**Capital Improvements**

**A. Appointment of the Financing Team**

**1. Bond Counsel**

Ms. Burns reported that the first agreement in the package is for bond counsel from Greenberg and it is consistent with their prior agreements the Board has seen.

On MOTION by Mr. Heath, seconded by Mr. Marone, with all in favor, the Agreement with Greenberg Traurig to Serve as Bond Counsel, was approved.

**2. Investment Banker**

Ms. Burns presented the agreement from the underwriter FMS Bonds. It includes the form of agreement and their G17 disclosure.

On MOTION by Mr. Heath, seconded by Ms. Payeur, with all in favor, the Agreement with FMS Bonds to Serve as the Underwriter, was approved.

**3. Assessment Administrator**

Ms. Burns stated the fee is covered under the GMS contract that was previously approved, so she is just looking for a motion to appoint GMS as the assessment administrator.

On MOTION by Mr. Heath, seconded by Ms. Payeur, with all in favor, the Appointment of GMS as Assessment Administrator, was approved.

**4. Trustee**

Ms. Burns stated they have an agreement from US Bank to serve as the Trustee. This was in line with what is seen in other Districts. The Board had no questions.

On MOTION by Mr. Heath, seconded by Ms. Payeur, with all in favor, the Proposal from US Bank to Serve as the Trustee, was approved.

**B. Approval of Financing Team Funding Agreement**

Ms. Burns stated this agreement is with GLK Real Estate, LLC and the entity will advance the fees for the financing team or any cost associated with the bond issuer which will then be reimbursed from the proceeds of the capital bond financing.

On MOTION by Mr. Heath, seconded by Ms. Payeur, with all in favor, the Financing Team Funding Agreement, was approved.

**SEVENTH ORDER OF BUSINESS**

**Financing Matters**

**A. Consideration of Engineer’s Report**

Mr. Malave went over the engineer’s report for the Board. The report provides a description of the property and the District boundaries. He reviewed descriptions of some of the facilities and how they are included in the capital improvements for the District as well as some of the amenities and parks. They have provided an engineering certification which provides for the facilities of the District and who will be operating and owning each one of the facilities. In addition,

they have provided a cost estimate of proposed engineering construction costs. He believes the costs are based on reasonable numbers and are consistent with other Districts. He also believe the cost will provide a benefit to the property and residents proposed to be living withing the District in the future. The total number of units for the project is 2,752 lots.

District Counsel asked for the record if Mr. Malave thought there was any reason why the District would be unable to complete the project as described in the report and Mr. Malave answered no. Mr. Van Wyk then asked if all the public improvements are necessary for the development of the lands located within the District and Mr. Malave answered yes. Mr. Van Wyk then asked if the costs that are included in the report are reasonable costs with the type of work that will be performed, and he answered yes.

On MOTION by Mr. Heath, seconded by Ms. Payeur, with all in favor, the Engineer's Report, was approved in substantial form.

**B. Consideration of Assessment Methodology**

Ms. Burns stated the Assessment Methodology Report was included in the package and outlines the benefit that will be distributed to the properties in the District and this will be supplemented by one or more supplemental reports that will outline the actual terms of the bond. The Board further discussed the options and pricing.

Mr. Van Wyk asked for the record if it is Ms. Burns opinion that the cost as apportioned to the varying types of units is fair and reasonable, and Ms. Burns answered yes. Mr. Van Wyk asked if it is her professional opinion that the benefit received by the property is at least equal to the burden placed on it by the assessment, and she answered yes.

On MOTION by Ms. Schwenk, seconded by Mr. Heath, with all in favor, the Assessment Methodology, was approved in substantial form

**C. Consideration of Resolution 2021-24 Authorizing the Issuance of Bonds and Authorizing the Commencement of Validation Proceedings**

Mr. Gang reported that this is the first step to going to the market in regard to bonds. They have to approve a Master Trust Indenture and authorize an outside amount in order for District counsel and bond counsel can proceed to validate bonds in court. The assessment report assumed

the cost at a maximum of \$88 million. Because the bonds will be issued over a number of years, the underwriter is recommending that they validate for \$110 million that will provide a comfortable cushion in case of unforeseen increases in cost and delays. The resolution names US Bank as the trustee. The bonds are able to be sold either publicly or privately, but any additional details will be brought before the Board at a later date. The schedule attached to the resolution coincides with the engineer’s report. The Board had no questions.

On MOTION by Mr. Heath, seconded by Ms. Schwenk, with all in favor, Resolution 2021-24 Authorizing the Issuance of Bonds and Authorizing the Commencement of Validation Proceedings, was approved.

**D. Consideration of Resolution 2021-25 Declaring Special Assessments and Approval of Assessment Methodology**

Ms. Burns reported that this resolution finds that the District believes that it is in the best interest to finance the cost of the improvements by special assessments.

On MOTION by Mr. Heath, seconded by Ms. Payeur, with all in favor, Resolution 2021-25 Declaring Special Assessments and Approval of Assessment Methodology, was approved.

**E. Consideration of Resolution 2021-26 Setting a Public Hearing for Special Assessments**

Ms. Burns suggests that the Board holds the public hearing on May 20, 2021 and 10:00 a.m. along with the other public hearings.

On MOTION by Ms. Payeur, seconded by Ms. Schwenk, with all in favor, Resolution 2021-26 Setting a Public Hearing for Special Assessments, was approved.

**EIGHTH ORDER OF BUSINESS**

**Other Business**

**A. Staff Reports**

**i. Attorney**

Mr. Van Wyk stated that they plan on filing for validation tomorrow.

**ii. Manager**

There being none, the next item followed.

**B. Supervisors Requests**

There being none, the next item followed.

**C. Approval of Funding Request No. 1**

Ms. Burns added that they need approval of Funding Request No.1 for \$35,000. These are costs associated with paying for ads that need to be placed for the public hearings, getting the District insurance, and establishing a checking account.

On MOTION by Mr. Heath, seconded by Ms. Payeur, with all in favor, Funding Request No. 1 for \$35,000, was approved.

**NINTH ORDER OF BUSINESS**

**Adjournment**

Ms. Burns adjourned the meeting.

On MOTION by Mr. Heath, seconded by Ms. Payeur, with all in favor, the meeting was adjourned.

  
Secretary/Assistant Secretary

  
Chairman/Vice Chairman