

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

The regular meeting of the Board of Supervisors of the Westside Haines City Community Development District was held Monday, **July 15, 2021** at 10:00 a.m. at 346 E. Central Avenue, Winter Haven, Florida.

Present and constituting a quorum:

Lauren Schwenk	Vice Chairman
Patrick Marone	Assistant Secretary
Justin Frye <i>via Zoom</i>	Assistant Secretary
April Payeur	Assistant Secretary

Also present were:

Jill Burns	District Manager, GMS
Roy Van Wyk	Hopping Green & Sams
Rey Malave <i>via Zoom</i>	Dewberry
Ashton Bligh	Greenberg Traurig

FIRST ORDER OF BUSINESS

Introduction

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

SECOND ORDER OF BUSINESS

Public Comment Period

Ms. Burns noted no members of the public were present in person or via Zoom.

THIRD ORDER OF BUSINESS

**Approval of Minutes of the June 17, 2021
Board of Supervisors Meeting**

Ms. Burns presented the June 17, 2021 board of supervisors meeting minutes. She asked if there were any questions, comments, or changes, and hearing none asked for a motion to approve.

On MOTION by Ms. Schwenk, seconded by Ms. Payeur, with all in favor, the Minutes of the June 17, 2021 Board of Supervisors Meeting, were approved.
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FOURTH ORDER OF BUSINESS

**Presentation of Supplemental Assessment
Methodology for Assessment Area One**

Ms. Burns reviewed the tables in the Supplemental Assessment Methodology for the Board. She stated that the only change was that this was updated to reflect the final pricing that was circulated for the term of the bonds.

Mr. Van Wyk asked Ms. Burns if the Supplemental Assessment Methodology was consistent with the Master Methodology report. Ms. Burns confirmed that it was. Mr. Van Wyk also asked if the properties that were subject to the assessment were receiving benefits greater than or equal to the assessment in Ms. Burns opinion. Ms. Burns said yes. Mr. Van Wyk then asked if the assessments were fairly and reasonably proportioned across the various product types within the District. Ms. Burns replied with yes.

On MOTION by Ms. Schwenk, seconded by Ms. Payeur, with all in favor, Supplemental Assessment Methodology for Assessment Area One, was approved.

FIFTH ORDER OF BUSINESS

**Consideration of Resolution 2021-35
Supplemental Assessment Resolution
(Series 2021)**

Ms. Burns stated that this resolution sets forth the terms of the bonds issued by the District. Ms. Burns said that it applied to the Assessment Methodology of the project that is going to be completed.

On MOTION by Ms. Schwenk, seconded by Ms. Payeur, with all in favor, Resolution 2021-35 Supplemental Assessment Resolution, (Series 2021), was approved.

A. Consideration of Notice of Lien of Special Assessments (Series 2021)

Ms. Burns stated that they are looking for a motion to authorize counsel to record this notice.

On MOTION by Ms. Schwenk, seconded by Ms. Payeur, with all in favor, the Notice of Lien of Special Assessments (Series 2021) and Authorizing Counsel to Record, was approved.

SIXTH ORDER OF BUSINESS

**Consideration of Developer Agreements
for Series 2021 (AA1)**

A. Lennar

i. True-Up Agreement

Ms. Burns stated that the landowner would confirm their intention and obligation if required to make the True-Up payments related to the Assessment Area One Special Assessments.

ii. Declaration of Consent

Ms. Burns stated that the landowner confirms or agrees that the assessments have been adopted by the Board and all proceedings that were taken by the Board are in accordance with Florida law and that the District has taken all action necessary to levy and impose the Assessment Area One special assessments.

On MOTION by Ms. Schwenk, seconded by Ms. Payeur, with all in favor, the True-Up Agreement and the Declaration of Consent Agreement for Series 2021 (AA1), was approved.

B. GLK Real Estate

i. True-Up Agreement

Ms. Burns stated that the landowner would confirm their intention and obligation if required to make the True-Up payments related to the Assessment Area One special assessments.

ii. Acquisition Agreement

Ms. Burns stated that the landowner and District will agree to the agreement set forth for the process by which the District can acquire work and property.

iii. Completion Agreement

Ms. Burns said that the landowner requested that the District limit the amount of assessments imposed on the Assessment Area One project, allowing the landowner to directly fund a portion of those expenses. The landowner has agreed to provide the funds to the District to complete that portion of the Assessment Area One project.

iv. Declaration of Consent

Ms. Burns said the landowner confirms for this agreement that the assessments have been adopted by the Board, and all proceedings that are taken by the District have been in accordance with the Florida law, and that the District has taken all action necessary to levy and impose the Assessment Area One special assessments.

v. Collateral Assignment Agreement

Ms. Burns said that in the event of a defaulted payment of the Assessment Area One Special Assessment, the landowner will sign certain development rates to the District to allow the District to complete the project or enable a third party to complete it.

On MOTION by Ms. Schwenk, seconded by Ms. Payeur, with all in favor, the GLK Real Estate Agreements for Series 2021 (AA1), were approved.

SEVENTH ORDER OF BUSINESS

Consideration of Assignment Packages for:

A. Cascades Phase 1A

Ms. Burns stated this was with QGS and was with the contract from GLK to the District. She offered to answer any questions about it but there were none.

On MOTION by Ms. Schwenk, seconded by Ms. Payeur, with all in favor, Cascades Phase 1A Assignment Package, was approved.

B. Cascades Phase 1B

Ms. Burns stated this contract was with Tucker Paving and would be the contract from GLK to the District. There were no questions.

On MOTION by Ms. Schwenk, seconded by Ms. Payeur, with all in favor, Cascades Phase 1B Assignment Package, was approved.

EIGHTH ORDER OF BUSINESS

Discussion and Consideration of Form of Temporary Construction and Access Easement Agreements for:

- A. Cascades Phase 1A**
- B. Cascades Phase 2B**
- C. Brentwood Phase 1**
- D. Cascades Phase 2**

Mr. Marone said there are multiple landowners and that they didn't have all of their names yet, but that they would like to get the Board to approve this form of easement and to allow the Chairman to execute each one that is necessary for each one of the construction areas.

On MOTION by Ms. Schwenk, seconded by Ms. Payeur, with all in favor, the Form of Temporary Construction and Access Easement Agreements for Cascades Phase 1A, Cascades Phase 2B, Brentwood Phase 1, Cascades Phase 2, and Authorization for the Chairman to sign, was approved in substantial form.

NINTH ORDER OF BUSINESS

Consideration of Construction Funding Agreement with GLK Real Estate, LLC

Ms. Burns stated that GLK Real Estate, LLC would agree to fund the construction expenses for the following Phases: Cascades Phase 1A, Cascades Phase 2B, Brentwood Phase 1, Cascades Phase 2. Ms. Burns also followed up that this would be reimbursed out of the bond issuance.

On MOTION by Ms. Schwenk, seconded by Ms. Payeur, with all in favor, the Construction Funding Agreement with GLK Real Estate, LLC, was approved.

TENTH ORDER OF BUSINESS

Consideration of Resolution 2021-36 Direct Purchase Resolution

Ms. Burns stated this was a resolution stating that the District determines that directly purchasing construction materials will provide construction cost reduction and savings that are in the best interest of the District. This appoints the District Manager and District Engineer as the purchasing agent.

On MOTION by Ms. Schwenk, seconded by Ms. Payeur with all in favor, Resolution 2021-36 Direct Purchase Resolution, was approved.

ELEVENTH ORDER OF BUSINESS

Staff Reports

A. Attorney

Mr. Van Wyk stated that he did not have anything further to report to the Board.

B. Engineer

Mr. Malave added that there was a question asked about the comparing of construction costs that came in through the bid and about their estimate shown in the Engineer's Report. Mr. Malave followed up that when the phases were added in along with the offsite development of the three construction pieces, the estimate came to about \$21.5 million. He stated that the estimate was

very comparable and that the conclusion was that what was in the Engineer’s Report for costs collates to the actual construction costs closely. Mr. Malave offered to elaborate on any other questions for the Board. Hearing none, the next item followed.

C. District Manager’s Report

i. Approval of Check Register

Ms. Burns stated that the current check register was \$29,967.66 and that it was through July 7, 2021.

On MOTION by Ms. Schwenk, seconded by Ms. Payeur, with all in favor, the Check Register totaling \$29,967.66 through July 7, 2021, was approved.

ii. Balance Sheet and Income Statement

Ms. Burns had nothing new to report to the Board. She stated that Financial Statements were included in the Board’s package through the month of June. There was no action needed.

TWELTH ORDER OF BUSINESS

Other Business

Ms. Burns stated there was no other business to discuss.

THIRTEENTH ORDER OF BUSINESS

Supervisors Requests and Audience Comments

There being none, the next item followed.

FOURTEENTH ORDER OF BUSINESS

Adjournment

Ms. Burns adjourned the meeting.

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


Secretary/Assistant Secretary


Chairman/Vice Chairman