

**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 Tuesday, **November 7, 2023** at 10:46 a.m. at the Holiday Inn – Winter Haven, 200 Cypress Gardens Blvd., Winter Haven, Florida.

Present and constituting a quorum:

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| Rennie Heath | Chairman |
| Lauren Schwenk <i>joined late</i> | Vice Chairperson |
| Bobbie Henley | Assistant Secretary |
| Rob Bonin <i>by Zoom</i> | Assistant Secretary |
| Eric Lavoie | Assistant Secretary |

Also present were:

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| Jill Burns | District Manager, GMS |
| Lauren Gentry | Kilinski Van Wyk, District Counsel |
| Corey Roberts | Kilinski Van Wyk, District Counsel |
| Rey Malave <i>by Zoom</i> | District Engineer, Dewberry |
| Joel Blanco | Field Manager, GMS |
| Clayton Smith | Field Manager, GMS |
| Ashton Bligh <i>via Zoom</i> | Greenberg Traurig, P.A., Bond Counsel |

FIRST ORDER OF BUSINESS

Roll Call

Ms. Burns called the meeting to order and called the roll. Three Board members were present in person constituting a quorum and one Board member joining via Zoom.

SECOND ORDER OF BUSINESS

Public Comment Period

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

THIRD ORDER OF BUSINESS

Organizational Matters

A. Administration of Oaths to Office to Newly Elected Board Members (Seat #3, Seat #4, and Seat #5)

Ms. Burns stated that they held a Landowners' election this morning. At the Landowners' election Eric Lavoie, Bobbie Henley and Rob Bonin were reelected to their seats. She swore in

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Mr. Lavoie and Ms. Henley. She noted that she will swear in Mr. Bonin later because he was not currently present in person.

B. Consideration of Resolution 2024-01 Canvassing and Certifying the Results of the Landowners' Election

Ms. Burns reviewed the results of the Landowners' election stating that Eric Lavoie received 211 votes, Bobbie Henley received 211 votes, and Rob Bonin received 210 votes. Mr. Lavoie and Ms. Henley will serve 4-year terms and Mr. Bonin will serve a 2-year term.

On MOTION by Mr. Heath, seconded by Ms. Henley, with all in favor, Resolution 2024-01 Canvassing and Certifying the Results of the Landowners' Election, was approved.

C. Election of Officers

Ms. Burns explained that after they hold a Landowners' election, they reelect officers.

D. Consideration of Resolution 2024-02 Electing Officers

Ms. Burns presented Resolution 2024-02 stating that previously Mr. Heath was Chairman, Ms. Schwenk was Vice Chairman, and the other three Supervisors were Assistant Secretaries. Ms. Burns was Secretary and Mr. Flint was an Assistant Secretary. The Board decided to keep the officers the same.

On MOTION by Ms. Henley, seconded by Mr. Lavoie, with all in favor, Resolution 2024-02 Electing Officers as slated above, was approved.

FOURTH ORDER OF BUSINESS

Approval of Minutes of the October 3, 2023 Board of Supervisors Meeting and the October 11, 2023 Continued Board of Supervisors Meeting, and the October 19, 2023 Board of Supervisors Meeting

Ms. Burns presented the October 3, 2023 Board of Supervisors meeting minutes, the October 11, 2023 Continued Board of Supervisors meeting minutes, and the October 19, 2023 Board of Supervisors meeting minutes. She asked if there were any questions, comments, or changes. Hearing no changes, she asked for a motion to approve.

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On MOTION by Ms. Henley, seconded by Mr. Lavoie, with all in favor, the Minutes of the October 3, 2023 Board of Supervisors Meeting, October 11, 2023 Continued Board of Supervisors Meeting, and the October 19, 2023 Board of Supervisors meetings, were approved.

FIFTH ORDER OF BUSINESS

Presentation and Approval of Engineer's Report dated October 26, 2023

Ms. Burns stated that they had a version that was sent yesterday that was in front of the Board, but there were changes that were made. Ms. Gentry explained that there was a version circulated earlier this morning that had corrections to the legal description and the maps attached to the report to reflect the most recent Boundary Amendment that they completed on October 3rd and had been updated. She pointed out that it also updates the title of the report and the date of the report to the second amended and restated Engineer's Report dated November 7, 2023.

Mr. Malavé stated that the report was now stated as a second amended and restated Engineer's Report with the November 7th date. He explained that it provides contraction of a parcel as per the approved ordinance and they provided the same description of all the infrastructure for the previous reports and elimination of some of the lot numbers that were eliminated. He added that in addition, they updated their cost estimate to reflect current 2023 costs and to show the phasing of those costs on Exhibit 7 and per the three different types of projects, Brentwood, Cascade, and Wynnstone. He noted that the number of new units was modified to 2702 based on the current layouts and to certify that those costs should be adequate to build the project as noted and stated in the Engineer's Report. He was happy to answer any questions. Hearing none,

On MOTION by Mr. Heath, seconded by Mr. Lavoie, with all in favor, the Second Amended and Restated Engineer's Report dated November 7, 2023, was approved in substantial form.

SIXTH ORDER OF BUSINESS

Presentation and Approval of Preliminary Supplemental Assessment Methodology for Assessment Area Two dated November 7, 2023

Ms. Burns stated that there would be changes to this report because of the acreage that was noted in the Engineer's Report, but the numbers and the assessments should be the same. She gave

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a brief description of this report. She explained that this report allocates debt to the parcels and the Assessment Area Two that benefit from the Capital Improvement Plan that Mr. Malave just noted. She reviewed the tables attached starting with table 1, which shows their development plan, and they have a total 590 units in this assessment area. Table 2 shows the Capital Improvement Plan cost estimates, and the cost estimate total was \$17,443,750. Table 3 shows an estimated bond sizing of \$8,570,000, which is the most current estimate that they have from FMS. Table 4 outlines their improvement costs per unit. Table 5 shows the par debt per unit for each of those product types. Table 6 breaks down the net and gross annual debt assessment per unit. Table 7 includes the preliminary assessment roll, and this is what will be updated because this references the acres. This will be updated to reflect the new acreage and boundary that was provided in the Engineer's Report that was circulated this morning.

On MOTION by Mr. Heath, seconded by Mr. Lavoie, with all in favor, the Preliminary Supplemental Assessment Methodology for Assessment Area Two dated November 7, 2023, was approved in substantial form.

SEVENTH ORDER OF BUSINESS

Consideration of Resolution 2024-03 Delegation Resolution for Series 2023 Assessment Area Two Bonds

Ms. Bligh stated that this was Delegation Resolution 2024-03 and was the supplemental resolution contemplated when the Board adopted the original bond resolution in March of 2021. She explained that this delegation resolution contains documents as exhibit to sell one series of bonds, the primary purpose of providing funds to pay all or a portion of the costs of the public infrastructure for 590 residential units. She noted that they were referring to this project as the Assessment Area Two project, which is also described as Schedule One. She pointed out that late yesterday, they sent a revised delegation resolution, which reflects the updated title of the consultant reports, the date of the consultant reports as well as an updated Schedule One, which includes the probable cost table from the Engineer's Report. She added that the forms of documents attached to this resolution were listed on page three and they include a Second Supplemental Trust Indenture, a Bond Purchase Contract, a Preliminary Limited Offering Memorandum, a Rule 15c2-12 certificate as well as a Continuing Disclosure Agreement. She pointed out in Sections Four and Five that Florida law requires certain findings, so they don't have to do a public offering. She

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explained that those findings were listed under Section Four. She added that Section Five lists the parameters for the bonds, which include any optional redemption of the bonds to be determined at pricing. The interest rate on Assessment Area Two bonds shall not exceed the maximum rate allowed by Florida law. The aggregate principal amount of the Assessment Area Two bonds shall not exceed \$10,000,000. The Assessment Area Two bonds shall have a final maturity no later than the maximum term allowed by Florida law, which is currently 30 years of principal amortization. Also, the price at which the Assessment Area Two Bonds shall be sold to the Underwriter shall not be less than 98.0% of the aggregate face amount of the Assessment Area Two Bonds, exclusive of original issue discount. She was happy to answer any questions.

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| On MOTION by Mr. Heath, seconded by Mr. Lavoie, with all in favor, Resolution 2024-03 Delegation Resolution for Series 2023 Assessment Area Two Bonds, was approved. |
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EIGHTH ORDER OF BUSINESS**Consideration of Ancillary Documents for Series 2023 Assessment Area Two Bonds****A. True-Up Agreement**

Ms. Gentry explained that this agreement sets forth the terms whereby the developer would be required to make a true-up payment.

B. Collateral Assignment Agreement

Ms. Gentry explained that this agreement was whereby the developer would agree in the event of a default to collaterally assign all development rights to the District, if needed to complete the project.

C. Completion Agreement

Ms. Gentry explained that this agreement was where the developer agrees to complete the Assessment Area Two Project that is funded with these bonds to the extent that the cost of the project exceeds the amount of available bonds.

D. Acquisition Agreement

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Ms. Gentry explained that this agreement sets forth the terms whereby the District may acquire infrastructure improvements, work product or real-estate from the developer that is funded prior to the issuance of the bonds.

E. Declaration of Consent

Ms. Gentry explained the declaration of consent whereby the developer consents to various proceedings and the jurisdiction of the District in connection with the issuance of the bonds and the levy of the assessments.

F. Notice of Special Assessments

Ms. Gentry explained the notice of special assessments would be completed, filled in and recorded after the bonds are issued.

On MOTION by Mr. Heath, seconded by Ms. Henley, with all in favor, the Ancillary Documents for Series 2023 Assessment Area Two Bonds, was approved in substantial form.

NINTH ORDER OF BUSINESS

Ratification of Notice of Boundary Amendment

Ms. Burns stated that this has already been executed and recorded to outline the new boundary of the District after the Boundary Amendment was approved.

On MOTION by Mr. Heath, seconded by Mr. Lavoie, with all in favor, the Notice of Boundary Amendment, was ratified.

TENTH ORDER OF BUSINESS

Staff Reports

A. Attorney

Ms. Gentry had nothing further to report.

B. Engineer

Mr. Malave had nothing further to report.

C. Field Manager's Report

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Mr. Smith introduced Joel Blanco who is new to their team and will be assisting at Westside Haines City as far as field matters go. Mr. Smith presented the Field Manager's Report stating that one of the big things that they had done was that they had a lot of the palms pruned at all the front entrances. He explained that the palms were establishing well, but they wanted to get them pruned. Before the executive visit a few weeks ago, everything was mowed, beds detailed, palms trimmed, and they sent out their maintenance crew to deal with some things as far as some staining on the monuments, etc. He pointed out that one thing they have noticed was the well system has a lot of iron in it and was spraying the iron all over the monuments and the sidewalks. He noted that it might be beneficial to them to look into a water softener system. He stated that they were continuing to monitor the progress at the amenity. Ms. Burns stated that they were relaying to residents Summer 2024 as the estimate timeline. He explained that all the contracts were approved, and they currently have vendors working on the site. He offered to answer any questions. It was asked if he could get some quotes for the softener. The response was that this quote will be brought back to the next meeting. Ms. Burns asked about a sign at the entry and if it was a requirement. The sign at the entry will be investigated further.

D. District Manager's Report

i. Approval of Check Register

Ms. Burns presented approval of the check register from September 23rd to October 27th with a total amount of \$83,781.53. She asked for any questions on that, otherwise looking for a motion to approve.

On MOTION by Ms. Henley, seconded by Mr. Heath, with all in favor, the Check Register for \$83,781.53, was approved.

ii. Balance Sheet & Income Statement

Ms. Burns stated that financial statements were included in the Board's package for review. There was no action needed.

**Lauren Schwenk joined the meeting at this time.*

ELEVENTH ORDER OF BUSINESS

Other Business

There being no comments, the next item followed.

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TWELFTH ORDER OF BUSINESS

**Supervisors Requests and Audience
Comments**

There being no comments, the next item followed.

THIRTEENTH ORDER OF BUSINESS

Adjournment

Ms. Burns adjourned the meeting.

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

Jill Burns

Secretary/Assistant Secretary

DocuSigned by:

Rennie Heath

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Chairman/Vice Chairman