

**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, **March 18, 2024**, at 9:00 a.m. at 346 E. Central Ave., Winter Haven, Florida.

Present and constituting a quorum:

Rennie Heath	Chairman
Lauren Schwenk	Vice Chairperson
Bobbie Henley	Assistant Secretary
Eric Lavoie	Assistant Secretary

Also present were:

Jill Burns	District Manager, GMS
Lauren Gentry	District Counsel, Kilinski Van Wyk
Chace Arrington <i>by Zoom</i>	Dewberry, District Engineer
Joel Blanco	Field Manager, GMS
Bob Gang <i>by Zoom</i>	Greenberg Traurig, P.A., Bond Counsel
Ashton Bligh <i>by Zoom</i>	Greenberg Traurig, P.A., Bond Counsel
Chuck Cavaretta	

FIRST ORDER OF BUSINESS

Roll Call

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

SECOND ORDER OF BUSINESS

Public Comment Period

Ms. Burns noted there were no members of the public present in person nor joining via Zoom.

THIRD ORDER OF BUSINESS

Approval of Minutes of the February 6, 2024 Board of Supervisors Meeting and February 14, 2024 Continued Board of Supervisors Meeting

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Ms. Burns presented the minutes from the February 6, 2024 Board of Supervisors meeting and the minutes from the February 14, 2024 continued meeting. She asked if there were any questions, comments, or changes. Hearing no changes, she asked for a motion to approve.

On MOTION by Ms. Henley, seconded by Mr. Lavoie with all in favor, the Minutes of the February 6, 2024 Board of Supervisors Meeting and the Minutes from the February 14, 2024 Continued Meeting, were approved.

FOURTH ORDER OF BUSINESS

Presentation and Approval of Second Amended and Restated Engineer’s Report dated March 18, 2024

Mr. Arrington stated there are a few tables breaking down the land use, lots per phase and lot type breakdown per phase. There is an explanation of all of the various points of the capital improvements plan. Past that is a table of permits. The only permits missing is for Wynnstone which should be later in the development and on page 45 a cost breakdown of all various capital improvements along with their estimation which will be based off of 2024 costs and they believe should be satisfactory to complete the construction. He noted he would answer any questions if the Board had any. Ms. Gentry noted this can be approved in substantial form subject to confirming the correct legal descriptions in Phase 3 townhomes.

On MOTION by Ms. Schwenk, seconded by Ms. Henley, with all in favor, the Amended and Restated Engineer’s Report dated March 18, 2024, was approved in substantial form.

FIFTH ORDER OF BUSINESS

Presentation and Approval of Master Assessment Methodology Report for Assessment Area Two dated March 18, 2024

Ms. Burns stated when they did the master levy across the whole property when the District was first established that was originally done in the Master Engineer’s Report. The costs have increased over time so there was a revised Engineer’s Report that Chase just reviewed. Because the amounts of the cost increased, they want to issue more than what they previously noted in the master levy that they did several years ago. They are starting a new assessment process on Assessment Area Two with the updated costs. This report included in the agenda package is a

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Master Report for Assessment Area Two only. Table 1 shows the development plan for this phase with a total of 1,406 lots. Table 2 shows the cost estimate for each of the phases which were the figures in the Engineer's Report for Brentwood Phase 2, 3, 4 & 5, Cascades 3, Wynnstone 1A and 1B. Table 3 shows the estimated bond sizing of \$85,935,000. Table 4 shows the improvement cost per unit. There are 3 product types, a townhome, single family 40 and single family 50. Table 5 shows the par debt per unit. This would be the most that they would issue on those product types. For the townhome it's \$47,165, single family 40 is \$62,887, single family 50 is \$78,609. Table 6 breaks down the net and gross annual debt assessment per unit that would be paid annually on the Polk County Tax Bill. The gross annual debt assessment per unit for the townhome is \$3,829.75, single family 40 is \$5,106.34, and single family 50 is \$6,382.92. Table 7 shows the preliminary assessment roll for Assessment Area Two. All of the parcels' IDs within this assessment are listed. Total acreage of the assessment area is listed as 342.68 acres. The legal descriptions are attached.

On MOTION by Ms. Schwenk, seconded by Mr. Heath, with all in favor, the Master Assessment Methodology Report for Assessment Area Two dated March 18, 2024, was approved.

SIXTH ORDER OF BUSINESS

Consideration of Amended Resolution 2024-05 Amending and Supplementing Delegation Resolution 2024-03

Ms. Bligh stated the Board previously adopted a delegation resolution on November 7, 2023 and in the meantime, there has been an expansion of the project scope. Some updates have been made to that delegation resolution to reflect the expansion of the project scope. This resolution is actually doing a couple of things. It is amending sections 1 & 5 of the original delegation resolution to increase the NTE amount of bonds authorized by the District for what is called the Assessment Area Two project from \$10M to \$45M. They are also amending section nine of the original Delegation Resolution to clarify the scope of further action that the chair or designated member may take in connection with the issuance of the Assessment Area Two bonds. They also attached the correct project cost estimate table as schedule 1 which was pulled from the Engineer's Report presented this morning. This is the Amending Resolution. She noted she would be happy to answer any questions otherwise requesting a motion to approve Resolution 2024-05.

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On MOTION by Mr. Heath, seconded by Ms. Henley, with all in favor, Amended Resolution 2024-05 Amending and Supplementing Delegation Resolution 2024-03, was approved.

SEVENTH ORDER OF BUSINESS

**Consideration of Resolution 2024-08
Declaring Amended Master Special
Assessments**

Ms. Burns noted this will kick off the assessment process for the master levy on Assessment Area Two.

On MOTION by Mr. Heath, seconded by Ms. Henley, with all in favor, Resolution 2024-08 Declaring Amended Master Special Assessments, was approved.

EIGHTH ORDER OF BUSINESS

**Consideration of Resolution 2024-09
Setting a Public Hearing on the Imposition
of Amended Special Assessments**

Ms. Burns stated they are proposing April 17th at 2:30 p.m. which is a date that a meeting is already scheduled so should line up. The mailed notices will be sent today as that is exactly 30 days from today.

On MOTION by Ms. Schwenk, seconded by Mr. Heath, with all in favor, Resolution 2024-09 Setting a Public Hearing for April 17th at 2:30 p.m. on the Imposition of Amended Special Assessments, was approved.

NINTH ORDER OF BUSINESS

**Presentation and Approval of Preliminary
Supplemental Assessment Methodology –
Assessment Area Two dated March 18,
2024**

Ms. Burns noted this is the supplement report for the upcoming bond issuance and based on the most recent bond sizing provided by FMS. Table 1 shows the development plan with 3 product types, the townhome, single family 40 and single family 50. There are some notes listed that shows developer contributions later. Table 2 shows the capital improvement plan estimate that was originally reviewed by Chase in the Engineer’s Report, total cost estimate is \$64,893.640. Table 3 shows an estimated bond sizing of \$35,500,000. Table 4 breaks down the improvement

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cost per unit for each of the 3 product types. Table 5 shows par debt. Townhome units \$21,017, townhome unit recognizing a developer contribution that is \$16,262, single family 40 that is \$33,380 and two other single family product types listed showing different contribution amounts, one at \$27,575 and the other at \$19,090. The single family 50 par debt of \$33,380 showing a contribution to bring that to the same amount as the 40 ft debt assessment. Two other product types as well for the 50's at \$27,575 and \$19,090. Table 6 shows the gross annual debt assessment collected on the Polk County Tax Bill. Table 7 shows preliminary assessment roll which allocates the debt by acre to all of the parcels within the community and the legal descriptions that are attached.

On MOTION by Ms. Schwenk, seconded by Mr. Heath, with all in favor, the Preliminary Supplemental Assessment Methodology – Assessment Area Two Dated March 18, 2024, was approved.

TENTH ORDER OF BUSINESS

Consideration of District Counsel Representation Letter for Series 2024 Bond Issuance

Ms. Gentry noted given the number of iterations for this and the increased ancillary agreements, deeds, and various things with this issuance, they are proposing an increased issuers counsel fee of \$60,000. Ms. Schwenk asked if that is an increase of \$60,000. Ms. Gentry noted it is an increase to \$60,000 from the standard between \$40,000 and \$45,000.

On MOTION by Ms. Schwenk, seconded by Mr. Heath, with all in favor, the District Counsel Representation Letter for Series 2024 Bond Issuance, were approved.

ELEVENTH ORDER OF BUSINESS

Ratification of Quit Claim Deed for Wynnstone

Ms. Gentry stated this is property that was deeded originally from the county. It was right of way tracts that were deeded back to the District. They should never have been to the county. The District is then conveying those to GLK Real Estate so that portions of that property can be conveyed to whoever they need to be conveyed too.

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On MOTION by Mr. Heath, seconded by Ms. Henley, with all in favor, the Quit Claim Deed for Wynnston, was ratified.

TWELFTH ORDER OF BUSINESS

Consideration of Amendment to Construction Funding Agreement (Brentwood Phase 4 and 5 – Private Lots)

Ms. Gentry noted this is an amendment to the construction funding agreement just to recognize that Brentwood Phase 4 and 5 construction contains some work related to private lot grading and that will not be reimbursed with bonds and funded entirely by the developer.

On MOTION by Ms. Schwenk, seconded by Mr. Heath, with all in favor, the Amendment to Construction Funding Agreement (Brentwood Phase 4 and 5 – Private Lots), was approved.

THIRTEENTH ORDER OF BUSINESS

Consideration of Cost Share Agreement and Assignment of Construction Management Contract *(to be provided under separate cover)*

Ms. Gentry noted this is an agreement that Roy has been working on with Kevin. They are recognizing that GLK Real Estate has engaged Cassidy Land Development to provide onsite project management services for West Side Haines City including a portion of the Districts Assessment Area Two project recognizing that bonds have been delayed. The District has not had the ability to extend funds on this itself and GLK has been funding that. GLK also has completion obligations and a contract with the District for delivering the Assessment Area Two project recognizing the value of cost savings of having the District portion of these services completed under the existing agreement. GLK Real Estate is willing to contract with the District to provide those project management services through the CLD which makes it more efficient both operationally and cost effective wise. She noted she has drafted a cost share agreement that would allow the CDD to benefit from piggybacking off the existing GLK contract such that the District would pay GLK or have the option of paying CLD directly for the CDD parts of the project related to that public infrastructure. Any non-CDD project costs would still be funded by GLK and would not come from bond proceeds. They are still working on the details of the agreement. She asked that this be approved in substantial form. She recognizes there are developer representatives on the Board and as such she does have form 8B which allows you to declare a business relationship with

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either of these parties. She recommended Lauren abstain from voting on this issue. Board members associated with CLD may still vote but she recommends they declare that affiliation and fill out form 8B to be filed. She noted her understanding is that Bobby, Rennie and Eric are affiliated with CLD so asked them to state that they have a business relationship with CLD for the record. She stated Bobby, Rennie and Eric, it is my understanding that each of you is affiliated with CLD so can you state that you have a business relationship with CLD for the record. Mr. Heath stated he has a business relationship with CLD. Ms. Henley stated she has a business relationship with CLD. Mr. Lavoie noted she has a business relationship with CLD. She asked Lauren to state that she has a business relationship with GLK. Ms. Schwenk noted she has a business relationship with GLK and will be abstaining. Mr. Heath asked if the District should be paying CLD direct or go through the owner first. Ms. Gentry noted the agreement is framed where the payment would go to GLK directly from the District. The initial discussions required for an option to pay CLD directly. She recommended payments go to GLK from the District. He asked why the other portion would be in there if that is her recommendation. Ms. Gentry noted that was part of some discussions that Roy had with Kevin. He noted they worked out years ago that it needs to go through the owner.

Ms. Schwenk abstained from voting in the motion below.

On MOTION by Mr. Heath, seconded by Mr. Lavoie, with Mr. Heath, Mr. Lavoie, and Ms. Henley in favor, and Ms. Schwenk abstaining from voting, the Cost Share Agreement and Assignment of Construction Management Contract, was approved in substantial form.

FOURTEENTH ORDER OF BUSINESS

Staff Reports

A. Attorney

Ms. Gentry had nothing further to report.

B. Engineer

Mr. Arrington had nothing further to report.

C. Field Manager's Report

Mr. Blanco presented the field manager report consisting of pond reviews, pond debris cleanup, landscape good shape, erosion at FDC Grove restored, completed restoration at entrance on Masee Rd., gopher mounds leveled and treated with gopher scram – will monitor, dry pond

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hole repair completed and monitored, monitoring amenity area, dead sable palms were removed and replaced, iron filtration systems have been installed and are being tested.

D. District Manager’s Report

i. Approval of Check Register

Ms. Burns presented approval of the check register from January 24th through February 23rd totaling \$140,003.73. She asked for any questions on that, otherwise looking for a motion to approve.

On MOTION by Ms. Henley, seconded by Mr. Lavoie, with all in favor, the Check Register for \$140,003.73, was approved.

ii. Balance Sheet & Income Statement

Ms. Burns stated that financial statements were included in the Board’s package for review. No action needed.

FIFTEENTH ORDER OF BUSINESS

Other Business

There being no comments, the next item followed.

SIXTEENTH ORDER OF BUSINESS

Supervisors Requests and Audience Comments

There being no comments, the next item followed.

SEVENTEENTH 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