

**MINUTES OF MEETING
SCENIC TERRACE SOUTH
COMMUNITY DEVELOPMENT DISTRICT**

The Organizational meeting of the Board of Supervisors of the Scenic Terrace South Community Development District was held Wednesday, **October 13, 2021** at 1:00 p.m. at 346 E. Central Avenue, Winter Haven, Florida.

Present and constituting a quorum:

Lauren Schwenk	Chairman
Justin Frye	Vice Chair
Patricia Brewer-Hudson	Assistant Secretary

Also present were:

Jill Burns	District Manager, GMS
Sarah Warren <i>via Zoom</i>	KE Law Group
Deb Sier <i>via Zoom</i>	KE Law Group
Bob Gang <i>via Zoom</i>	Greenberg Traurig
Ashton Bligh <i>via Zoom</i>	Greenberg Traurig
Rey Malave <i>via Zoom</i>	Dewberry
Molly Banfield <i>via Zoom</i>	Dewberry

FIRST ORDER OF BUSINESS

Introduction

A. Call to Order

Ms. Burns called the meeting to order and called the roll. Three 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 three Supervisors: Ms. Lauren Schwenk, Mr. Justin Frye, and Ms. Patricia Brewer-Hudson. Ms. Burns asked that all forms be completed and turned in to her.

SECOND ORDER OF BUSINESS

Organizational Matters

A. Confirmation of Notice of Meeting

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

C. Election of Officers

1. Resolution 2022-01 Appointing Officers

Ms. Burns stated that the Board is required to elect officers and they needed to name a Chair and a Vice-Chair, she asked that she be named Secretary, Mr. George Flint be named Assistant Secretary, and the other three Supervisors as Assistant Secretaries. The Board nominated Ms. Lauren Schwenk as the Chair, Mr. Justin Frye as the Vice Chair, and Ms. Patricia Brewer-Hudson as an Assistant Secretary.

On MOTION by Ms. Brewer-Hudson, seconded by Ms. Schwenk, with all in favor, Resolution 2022-01 Appointing Officers with Ms. Lauren Schwenk as Chairman, Mr. Justin Frye as Vice Chairman, Ms. Patricia Brewer-Hudson as Assistant Secretary along with Mr. George Flint as Assistant Secretary, and Ms. Jill Burns as Secretary, was approved.

2. Resolution 2022-02 Appointing Treasurer and Assistant Treasurer

Ms. Burns stated that the Board is required to elect officers and asked that Mr. George Flint be named the Treasurer, and Ms. Katie Costa as Assistant Treasurer.

On MOTION by Ms. Schwenk, seconded by Ms. Brewer-Hudson, with all in favor, Resolution 2022-02 Appointing Treasurer and Assistant Treasurer with Mr. George Flint as Treasurer, and Ms. Katie Costa as Assistant Treasurer, was approved.

THIRD ORDER OF BUSINESS Retention of District Staff

A. Consideration of Contract for District Management Services

i. Resolution 2022-03 Appointing District Manager

Ms. Burns reported that this resolution would appoint GMS as the District Manager. She noted the fee schedule and contract was attached in the agenda package for the Board to review.

On MOTION by Ms. Schwenk, seconded by Mr. Frye, with all in favor, Resolution 2022-03 Appointing GMS as the District Manager, was approved.

B. Consideration of Contract for District Counsel Services

i. Resolution 2022-04 Appointing District Counsel

Ms. Burns stated that this resolution will appoint KE Law Group as District Counsel. She noted that Ms. Warren was available for any questions and that the Board could find the fee schedule and contract in the agenda package.

On MOTION by Ms. Schwenk, seconded by Ms. Brewer-Hudson, with all in favor, Resolution 2022-04 Appointing KE Law Group as District Counsel, was approved.

C. Resolution 2022-05 Selection of Registered Agent and Office

Ms. Burns stated that it is required by the state to have a registered agent and to designate the office of the agent. Ms. Burns noted that she would be named the registered agent and that the registered office be her office in Orlando.

On MOTION by Ms. Schwenk, seconded by Mr. Frye, with all in favor, Resolution 2022-05 Selecting Ms. Burns as the Registered Agent and her office as the Registered Office, was approved.

D. Resolution 2022-06 Appointing Interim District Engineer

Ms. Burns noted the District would be working with the engineers from Dewberry and that the agreement and fees are included in the agenda package for the Board to review. The Board having no questions, she asked for a motion of approval. She stated that Mr. Malave was on the line if they had any questions.

E. Consideration of Interim District Engineering Agreement

On MOTION by Ms. Schwenk, seconded by Mr. Frye, with all in favor, Resolution 2022-06 Appointing Dewberry Engineering as the Interim District Engineer and Approving the District Engineering Agreement, was approved.

F. Request Authorization to Issue RFQ for Engineering Services

Ms. Burns stated Dewberry would be the District Engineer until they go through the RFQ process to solicit proposals for a District Engineer as required by the statutes. She asked that the Board authorize staff to issue the RFQ.

On MOTION by Ms. Brewer-Hudson, seconded by Ms. Schwenk, with all in favor, the 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 2022-07 Designation of Regular Monthly Meeting Date, Time, and Location for Fiscal Year 2021/2022

Ms. Burns stated the District is required to develop a meeting schedule. She proposed the third Wednesday of each month at 2:30 p.m.

On MOTION by Ms. Schwenk, seconded by Ms. Brewer-Hudson, with all in favor, Resolution 2022-07 Designating the Regular Monthly Meeting Date as the third Wednesday at 2:30 p.m., was approved.

B. Consideration of Resolution 2022-08 Designation of Landowner's Meeting Date, Time, and Location

Ms. Burns recommended that the Landowner meeting be held on November 17, 2021 at 2:30, which is the date and time for the regularly scheduled meeting for that month.

On MOTION by Mr. Frye, seconded by Ms. Brewer-Hudson, with all in favor, Resolution 2022-08 Designation of Landowner's Meeting for November 17, 2021 at 2:30 p.m., 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 2022-09 Setting a Public Hearing to Consider the Proposed Rules of the District

a. Rules of Procedure

Ms. Burns noted the Rules of Procedure were included in the agenda package and are standard rules that District counsel has prepared. The proposed date for the public hearing is November 17 at 2:30 p.m.

On MOTION by Mr. Frye, seconded by Ms. Schwenk, with all in favor, Resolution 2022-09 Setting the Public Hearing to Consider the

Proposed Rules of the District for November 17, 2021 at 2:30 p.m., was approved.

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

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

Ms. Burns noted this was included in the agenda package and that the 2021 budget was only a prorated version of the 2022 budget. She suggested the meeting be set for December 15 at 2:30 p.m.

On MOTION by Ms. Brewer-Hudson, seconded by Ms. Schwenk, with all in favor, Resolution 2022-10 Setting the Public Hearing for December 15, 2021, at 2:30 p.m. and Approving the Proposed Fiscal Year 2021/2022 Budget, was approved.

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

Ms. Burns presented the Budget Funding Agreement with Atlantic Blue Capital, LLC. They agree to fund on the 2022-2022 budget that was just approved.

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

E. Resolution 2022-11 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 stated that this will allow the District to use the Polk County tax bill to collect on assessments and suggested the public hearing be held on November 17, 2021 at 2:30 p.m.

On MOTION by Mr. Frye, seconded by Ms. Brewer-Hudson, with all in favor, Resolution 2022-11 Setting Date of Public Hearing for November 17, 2021 at 2:30 p.m., 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.

A. Resolution 2022-12 Designating a Qualified Public Depository

Ms. Burns stated that generally SunTrust, also known now as Truist, is used at all the Districts.

On MOTION by Ms. Schwenk, seconded by Mr. Frye, with all in favor, Resolution 2022-12 Designating SunTrust Bank (Truist) as the District Depository, was approved.

B. Resolution 2022-13 Authorization of Bank Account Signatories

Ms. Burns asked that the signatories be herself, George Flint, and Katie Costa.

On MOTION by Ms. Schwenk, seconded by Ms. Brewer-Hudson, with all in favor, Resolution 2022-13 Authorizing Jill Burns, George Flint and Katie Costa as Bank Account Signatories, was approved.

C. Consideration of Resolution 2022-14 Relating to Defense of Board Members

Ms. Burns noted that this resolution outlines that the District will provide legal representation to defend any Board Member or staff in the event that there is a civil lawsuit.

On MOTION by Ms. Brewer-Hudson, seconded by Ms. Schwenk, with all in favor, Resolution 2022-14 Relating to Defense of Board Members, was approved.

D. Consideration of Resolution 2022-15 Authorizing the District Counsel to Record in the Property Records of Polk County the “Notice of Establishment” in in accordance with Chapter 190.0485, Florida Statutes

1. Notice of Establishment

Ms. Burns reported that this is a statutory requirement. The Board had no questions on the resolution.

On MOTION by Ms. Brewer-Hudson, seconded by Ms. Schwenk, with all in favor, Resolution 2022-15 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 approved.

E. Consideration of Resolution 2022-16 Adopting Investment Guidelines

Ms. Burns stated that the District would adopt this resolution in order to outline where, as a governmental entity, they may invest any excess funds that are needed outside of the current operating expenses.

On MOTION by Ms. Brewer-Hudson, seconded by Ms. Schwenk, with all in favor, Resolution 2022-16 Adopting Investment Guidelines, was approved.

F. Consideration of Resolution 2022-17 Authorizing Execution of Public Depositor Report

Ms. Burns stated that this would authorize her office to execute the public depositor's report.

On MOTION by Ms. Schwenk, seconded by Ms. Brewer-Hudson, with all in favor, Resolution 2022-17 Authorizing Execution of Public Depositor Report, was approved.

G. Consideration of Resolution 2022-18 Designating a Policy for Public Comment

Ms. Burns noted that Florida statute sets forth guidelines and rules for the public's opportunity to be heard at public meetings.

On MOTION by Mr. Frye, seconded by Ms. Brewer-Hudson, with all in favor, Resolution 2022-18 Designating a Policy for Public Comment, was approved.

H. Consideration of Resolution 2022-19 Adopting a Travel and Reimbursement Policy

Ms. Burns stated that the Florida statute establishes standard travel and reimbursement rates and procedures that apply to all public officers or employees that are authorized on behalf of the public agency for their travel.

On MOTION by Ms. Schwenk, seconded by Ms. Brewer-Hudson, with all in favor, Resolution 2022-19 Adopting a Travel and Reimbursement Policy, was approved.

I. Consideration of Resolution 2022-20 Adopting Prompt Payment Policy

Ms. Burns noted Florida statutes require timely payment to vendors and contractors and this policy outlines the terms attached as Exhibit 'A'.

On MOTION by Ms. Brewer-Hudson, seconded by Ms. Schwenk, with all in favor, Resolution 2022-20 Adopting Prompt Payment Policy, was approved.

J. Consideration of Resolution 2022-21 Adopting a Records Retention Policy

Ms. Burns stated that there was an attached memo from District attorney at KE Law Group with two options available to the District. Option one allows the District to destroy records based on statute requirements and option two states that the District can never destroy records. Staff recommends that the Board approves option one allowing them to destroy documents in accordance with the proper statute and schedule. The Board had no objections.

On MOTION by Ms. Schwenk, seconded by Ms. Brewer-Hudson, with all in favor, Resolution 2022-21 Adopting a Records Retention Policy, Option 1, was approved.

K. Consideration of Compensation to Board Members

Ms. Burns reviewed the subject of Board compensation of \$200 per meeting. All Supervisors elected to receive compensation.

L. Resolution 2022-22 Selecting District Records Office Within Polk County

Ms. Burns stated the District office would be the current office within Polk County.

On MOTION by Mr. Frye, seconded by Ms. Brewer-Hudson, with all in favor, Resolution 2022-22 Selecting District Records Office Within Polk County as 346 E. Central Avenue, Winter Haven, FL., was approved.

M. Resolution 2022-23 Designating the Primary Administrative Office and Principal Headquarters of the District

Ms. Burns stated the primary administrative office would be GMS's office in Orlando at 219 East Livingston Street. The principal headquarters for establishing a venue would be 346 E. Central Avenue.

On MOTION by Mr. Frye, seconded by Ms. Brewer-Hudson, with all in favor, Resolution 2022-23 Designating the Primary Administrative Office in Orlando, and Principal Headquarters of the District as 346 E. Central Avenue, was approved.

N. Consideration of Website Services Agreement

Ms. Burns stated the agreement with Realign Web Design is to create the District’s ADA compliant website. The one-time fee is \$1,750. The Board had no questions.

On MOTION by Mr. Frye, seconded by Ms. Schwenk, with all in favor, the Website Services Proposal 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 1st for Polk County

Ms. Burns stated this will authorize staff to prepare a Public Facilities Report to be filed in Polk County.

On MOTION by Ms. Brewer-Hudson, seconded by Mr. Frye, 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. Consideration of Resolution 2022-24 Appointing Bond Counsel

Ms. Burns reported that the first agreement in the package is for bond counsel from Greenberg Traurig and the form of agreement is attached to the resolution. The Board had no Questions.

On MOTION by Ms. Schwenk, seconded by Ms. Brewer-Hudson, with all in favor, Resolution 2022-24 Appointing Greenberg Traurig to Serve as Bond Counsel, was approved.

2. Consideration of Resolution 2022-25 Appointing Investment Banker

Ms. Burns presented the agreement for underwriting services with FMS Bonds and it was included in the agenda package. She also stated their disclosure is included in the agenda package for review.

On MOTION by Ms. Brewer-Hudson, seconded by Mr. Frye, with all in favor, the Agreement with FMS Bonds to Serve as the Underwriter, was approved.

3. Assessment Administrator

Ms. Burns stated this was already outlined in the agreement with the GMS contract that was approved.

On MOTION by Mr. Frye, seconded by Ms. Schwenk, with all in favor, Appointing GMS as the Assessment Administrator, was approved.

4. Trustee

Ms. Burns stated they have an agreement from US Bank to serve as the Trustee.

On MOTION by Ms. Brewer-Hudson, seconded by Ms. Schwenk, with all in favor, the Agreement from US Bank to Serve as the Trustee, was approved.

B. Approval of Financing Team Funding Agreement

Ms. Burns stated this agreement is with Atlantic Blue Communities II, LLC and they agree to fund expenses relate to the bond issuance and once the bonds are issued that will be reimbursed from the bond closings.

On MOTION by Ms. Schwenk, seconded by Ms. Brewer-Hudson, with all in favor, the Financing Team Funding Agreement with Atlantic Blue Capital, LLC., Subject to the Verification of Entity Name, was approved.

SEVENTH ORDER OF BUSINESS

Financing Matters

A. Consideration of Engineer's Report

October 13, 2021

Scenic Terrace ^{South}~~North~~ CDD

Ms. Burns asked Rey Malave, District Engineer, to review the report. Mr. Malave presented the Engineer's Report providing the basic information needed to show what the capital improvement projects are for the District. The total acreage of the property is 206.56 acres with a total of 744 units to be proposed. He went over the included infrastructures and other improvement descriptions including the amenities that can be found in the table at the end of the report. Total cost estimate for the project's capital improvements to the best of their knowledge and based on reasonable current costs and that is approximately \$32,825,460. The Board had no questions for the engineer and Ms. Burns asked for a motion of approval. Ms. Warren asked if the costs were reasonable and proper in his professional opinion and Mr. Malave said yes. Mr. Malave also stated that he was not aware of any reason that the District could not undertake this project.

On MOTION by Ms. Schwenk, seconded by Ms. Brewer-Hudson, with all in favor, the Engineer's Report, was approved.

B. Consideration of Assessment Methodology

Ms. Burns stated that this assessment report allocates a debt to the properties within the District based on those special benefits that each receive from the capital improvement program that the engineer went over in the previous motion. This is the master report that sets the cap amount needed for bond validation purposes. Ms. Burns went over the individual tables with the Board to give a brief review of the numbers. The report can be found in the agenda package.

Ms. Warren asked Ms. Burns if the benefit received by the properties from the improvements are at least equal to or greater than the burden placed upon the units by the imposition of special assessments and her answer was yes. He then asked if it was of her opinion that based on the prepared methodology that the assessments are fairly and reasonably apportioned across the various product types within the District, and she answered yes.

There being no other questions from the Board, Ms. Burns asked for a motion of approval.

On MOTION by Ms. Brewer-Hudson, seconded by Mr. Frye, with all in favor, the Assessment Methodology, was approved.

C. Consideration of Resolution 2022-26 Authorizing the Issuance of Bonds and Authorizing the Commencement of Validation Proceedings

Ms. Bligh stated that this resolution is the first step in the bond issuance process. It is authorizing the issuance of not-to-exceed \$42,000,000 in aggregate principal amount of bonds for the District. Ms. Bligh reviewed the resolution for the Board and stated that Chapter 190 requires that any debt that a CDD issues with a term greater than five years must be validated in a court proceeding in Polk County. This resolution also directs District counsel and bond counsel to proceed with filing for validation. The Board having no questions, Ms. Burns asked for a motion of approval.

On MOTION by Ms. Schwenk, seconded by Ms. Brewer-Hudson, with all in favor, Resolution 2022-26 Authorizing the Issuance of Bonds and Authorizing the Commencement of Validation Proceedings, was approved.

D. Consideration of Resolution 2022-27 Declaring Special Assessments and Approval of Assessment Methodology

Ms. Burns stated that this will kick off the assessment process. She also noted that the resolution outlines findings from the methodology and engineer's report that were just approved. This information was included in the agenda package. There being no questions there was a motion of approval.

On MOTION by Mr. Frye, seconded by Ms. Schwenk, with all in favor, Resolution 2022-27 Declaring Special Assessment and Approval of Assessment Methodology, was approved.

E. Consideration of Resolution 2022-28 Setting Public Hearing for Special Assessments

Ms. Burns suggested the public hearing on November 17, 2021 at 2:30 p.m.

On MOTION by Ms. Schwenk, seconded by Ms. Brewer-Hudson, with all in favor, Resolution 2022-28 Setting the Public Hearing for Special Assessments for November 17, 2021 at 2:30 p.m. at 346 E. Central Avenue, Winter Haven, FL 33880, was approved.

F. Consideration of Resolution 2022-29 Authorizing the Disbursement of Funds

Ms. Burns noted that this resolution allows the District manager and the Chair to authorize non continuing expenses not to exceed \$5,000 without prior approval of the Board. This allows basic business to continue without approval of every expense.

On MOTION by Ms. Schwenk, seconded by Ms. Brewer-Hudson, with all in favor, Resolution 2022-29 Authorizing the Disbursement of Funds, was approved.

EIGHTH ORDER OF BUSINESS

Other Business

A. Consideration of Resolution 2022-30 Granting the Chairperson and Vice Chairperson the Authority to Execute Plats and Documents Related to the Development of the District's Improvements

Ms. Burns noted that this has been included on all the organizational meeting agendas. The resolution is authorization to not have to wait for a Board meeting for things regarding plats or permits.

On MOTION by Ms. Brewer-Hudson, seconded by Mr. Frye, with all in favor, Resolution 2022-30 Granting the Chairperson and Vice Chairperson the Authority to Execute Plats and Documents Related to the Development of the District's Improvements, was approved.

B. Consideration of Resolution 2022-31 Direct Purchase Resolution

Ms. Burns stated that this resolution allows the District to directly purchase construction materials which is a savings to the District. The resolution outlines the procedures to name the District Engineer and District Manager the purchasing agents to sign off on those purchase orders. She offered to answer any questions.

On MOTION by Ms. Schwenk, seconded by Mr. Frye, with all in favor, Resolution 2022-31 Direct Purchase Resolution, was approved.

C. Staff Reports

i. Attorney

Ms. Warren stated that she did not have anything specific to discuss.

ii. Manager

October 13, 2021

Scenic Terrace ^{South} ~~North~~ CDD

There being none, the next item following.

D. Supervisors Requests

There being none, the next item followed.

E. Approval of Funding Request No. 1

Ms. Burns noted Funding Request No.1 was in the package and will be the funds to open the account and handle the legal advertising for all public hearings and get insurance for the District.

On MOTION by Ms. Schwenk, seconded by Ms. Brewer-Hudson, with all in favor, Funding Request No. 1, was approved.

NINTH ORDER OF BUSINESS

Adjournment

Ms. Burns adjourned the meeting.

On MOTION by Mr. Frye, seconded by Ms. Brewer-Hudson, with all in favor, the meeting was adjourned.


Secretary/Assistant Secretary


Chairman/Vice Chairman