

MINUTES OF MEETING
WESTWOOD/OCC
COMMUNITY DEVELOPMENT DISTRICT

The Regular meeting of the Board of Supervisors of the Westwood/OCC Community Development District was held Tuesday, October 8, 2019 at 3:05 p.m. at the Offices of GMS-CF, LLC 135 W. Central Blvd., Suite 320, Orlando, Florida.

Present and constituting a quorum were:

Randall Greene
Duane Owen
Dutch Holt
Tom Franklin
Andrew Gorrill

Chairman
Vice Chairman
Assistant Secretary
Assistant Secretary
Assistant Secretary by phone

Also present were:

George Flint
Michelle Rigoni

District Manager
District Counsel by phone

FIRST ORDER OF BUSINESS

Roll Call

Mr. Flint called roll and a quorum was present.

SECOND ORDER OF BUSINESS

Public Comment Period

Mr. Flint: For the record there are no members of the public here to provide comment.

THIRD ORDER OF BUSINESS

**Approval of Minutes of the September 10,
2019 Board of Supervisors Meeting and
Acceptance of Minutes of the September
10, 2019 Landowners' Meeting**

Mr. Flint: Did the Board have any comments on either of those meeting minutes? Hearing none,

On MOTION by Mr. Holt seconded by Mr. Greene with all in favor, the Minutes of the September 10, 2019 Board of Supervisors Meeting were approved and the Minutes of the September 10, 2019 Landowners' Meeting were accepted.

FOURTH ORDER OF BUSINESS

Review of Proposals for Professional Engineering Services and Selection of a Contractor

Mr. Flint: The Board originally issued an RFQ and did not receive any responses. At the last meeting you directed us to re-advertise. As a result, we did receive one response from Dewberry Engineering. Ray Malave submitted the proposal and they do represent other community development districts in the state, so they have experience providing the services. I think they also have some knowledge of the project. Any discussion or questions from the Board?

Mr. Franklin: I read through it and it looked pretty standard. Normally they put an hourly rate if there are any hourly charges. They weren't on there.

Mr. Flint: The Board can only make a decision based on qualifications. We can't actually ask for any cost information as part of the RFQ process. If you select them, then we negotiate a contract with them. Theoretically, if you had more than one response you would rank them and then negotiate with the number one. If that didn't work then move to the number two.

Mr. Franklin: Does it get kind of common that you're not getting too many here?

Mr. Flint: With CDDs it's not unusual to only receive one. A lot of times it's the design engineer that's most familiar with the project that may submit.

Mr. Owen: Did we do a ranking last meeting?

Mr. Flint: No, we didn't receive any responses.

Mr. Franklin: Are you all familiar with them?

Mr. Greene: I am, yes.

Mr. Flint: Yes, Ray lists Lake Ashton CDD, Covington Park CDD, Liquid Ranch. He's also involved with the Narcoossee CDD as well as the Deer Run CDD.

Mr. Franklin: Just for a matter of disclosure, our company had been partners with them on a project and also accounting, but that project is finished and gone.

Mr. Flint: Okay. Their rates are fairly standard. If you are comfortable with them, you can select them and then delegate authority to the Chairman to sign off on the final agreement. We will bring the agreement back to the Board for approval at a future meeting. So, if there's any concerns about the rates, we can deal with that at that point.

On MOTION by Mr. Franklin seconded by Mr. Greene with all in favor, Selection of Dewberry Engineering to Provide Professional Engineering Services, was approved.

FIFTH ORDER OF BUSINESS

Public Hearings

A. Rules of Procedure

i. Consideration of Resolution 2020-01 Adopting the District's Rules of Procedure

On MOTION by Mr. Greene seconded by Mr. Franklin with all in favor, the Public Hearing was Opened.

Mr. Flint: The public hearing is open. Michelle, do you want to present the rules to the Board?

Ms. Rigoni: This is a standard set of Rules of Procedure that we recommend that each of our Districts that we work with adopt. It gives rules on how to operate in an efficient manner. It sets out rules for we vote as a Board, how the District's officers hold offices and for how long. It also sets up procedures for competitive purchase maintenance contract and things of that nature. The latest provisions have already been incorporated into the set of rules you see today. If there aren't questions for me, then I would just be asking for a motion to adopt the rules.

Mr. Flint: Any questions on the rules? In most aspects they follow Florida Statutes. For the record, we will note that there are no members of the public here to provide comment.

On MOTION by Mr. Franklin seconded by Mr. Greene with all in favor, Resolution 2020-01 Adopting the District's Rules of Procedure, was approved.

On MOTION by Mr. Owen seconded by Mr. Franklin with all in favor, the Public Hearing was Closed.

B. Uniform Method of Collection

i. Consideration of Resolution 2020-02 Expressing the District's Intent to Utilize the Uniform Method of Collection

On MOTION by Mr. Greene seconded by Mr. Owen with all in favor, the Public Hearing was opened.

Mr. Flint: Again, we will note that there are no members of the public here to provide comment or testimony. Under Chapter 197, the District has the ability to utilize the uniform collection method for collecting the District's non ad valorem and O&M debt assessments. To do that, we have to through this public hearing process. This is not something that we need right now, but we typically like to do it early on when the Districts form, then we don't have to worry about

it later. Once you actually impose assessments it is already taken care of. You have the Resolution in your agenda. Are there any questions on it?

Ms. Rigoni: George, on that note will you just confirm for the record that the publications and the notices have been made in accordance with the Florida law?

Mr. Flint: Yes, they have.

Mr. Franklin: The legal description, is that the total acreage of this project?

Mr. Flint: Yes, it's 20.001 acres. This legal description came from the petition that created the District. So, it should be accurate.

On MOTION by Mr. Franklin seconded by Mr. Holt with all in favor, Resolution 2020-02 Expressing the District's Intent to Utilize the Uniform Method of Collection, was approved.

On MOTION by Mr. Holt seconded by Mr. Greene with all in favor, the Public Hearing was Closed.

C. Fiscal Year 2018/2019-2020 Budget

i. Consideration of Resolution 2020-03 Adopting the Fiscal Year 2018/2019 & 2019/2020 Budgets and Relating to the Annual Appropriations

On MOTION by Mr. Owen seconded by Mr. Franklin with all in favor, Opening the Public Hearing Regarding Resolution 2020-03, was approved.

Mr. Flint: Again, there is no public here to provide comment. You have Resolution 2020-03. It has the proposed budget for the FY2019 which just ended on September 30th and FY2020 which started on October 1st. It's contemplated that the District would fund this through the Developer Funding Agreement. That agreement has already been provided to the developer and executed. So, any questions on the proposed budgets for the FY19 or FY20?

Mr. Owen: Do you have enough contingency there? I didn't see the numbers.

Mr. Flint: We don't really have any contingency. It's developer funded, if there are additional expenses we would amend the budget. There's no Supervisor Fees, we'll be over budget on that line item. But we are likely going to be under in some of the others. If you want to adopt it contingent upon us modifying the budget to include the Supervisor Fee you can.

Mr. Greene: I would do that.

Mr. Flint: You want to do that?

Mr. Greene: Please.

Mr. Flint: Okay, we will assume that all five Board Members will get paid for twelve meetings which would be \$12,000. We will add that. So, it will be a \$1,000 a meeting, \$12,000 total. Is there a motion to approve Resolution 2020-03 with the amendment of adding Supervisor Fees?

Ms. Rigoni: George, have you already confirmed for the record that the publications for the hearing have been made?

Mr. Flint: Yes, we have made the publications.

Ms. Rigoni: Thank you.

On MOTION by Mr. Greene seconded by Mr. Holt with all in favor, Resolution 2020-03 Adopting the Fiscal Year 2018/2019-2020 Budgets and Relating to the Annual Appropriations with noted change, was approved.

On MOTION by Mr. Greene seconded by Mr. Owen with all in favor, the Public Hearing was closed.

SIXTH ORDER OF BUSINESS

Consideration of Resolution 2020-04 Extending Terms of Office to Coincide with the General Election

Mr. Flint: Because the District was created in an odd number year, the statutes allow you to shift the term of the Board Members either forward or backwards so they correspond with an even year. Typically, you would see them shifted forward which basically gives you another year of control under the Landowner Election. That's what this does. It just shifts all of the terms one year so that they come up in even numbered years. Seats 3, 4, and 5 would come up in November 2022 instead of November 2021. Then Seats 1 and 2 would come up in 2024 rather than 2023.

On MOTION by Mr. Greene seconded by Mr. Owen with all in favor, Consideration of Resolution 2020-04 Extending Terms of Office to Coincide with the General Election, was approved.

SEVENTH ORDER OF BUSINESS

Financing Matters

A. Consideration of Agreement for Bond Counsel

Mr. Flint: In an effort to move forward with the financing, a couple of things, one we need a way to pay for it. Also, we need to engage Bond Counsel. So, the first item is an agreement with Bryant, Miller, and Olive's Ken Artin. Based on the nature of the District and the types of improvements, I believe the recommendation is that the District utilize Ken Artin as Bond Counsel. He's familiar with commercial Districts and the financing of things like parking garages and that type of stuff. He's typically compensated out of the cost of issuance from the bond issue. He's got a proposed fee in here with connection with that. I believe he only gets compensated if we issue bonds. You have other members of the financing team that eventually we will engage. Some get paid as we go and most get paid once you actually issue. The Financing Team Funding Agreement covers the District in the event you don't actually issue bonds and some of the professionals have to be compensated.

Mr. Greene: Somebody has to do the underwriting and stuff like that.

Mr. Flint: Yes, the Underwriter doesn't get paid unless you issue. Bond Counsel doesn't. We usually, on our methodology, we would not get paid unless you issue. District Counsel and District Engineer would get paid whether you issue or not. Sometimes they will hold their fees and get paid at the time you issue bonds. Sometimes they want to be paid as you go.

Mr. Greene: Now, there's about a 99.999% chance we are moving this forward. Everybody's going to paid.

Mr. Flint: So, that first item then would be the agreement with Bryant, Miller, and Olive.

On MOTION by Mr. Greene, seconded by Mr. Owen, with all in favor, the Consideration of Agreement for Bond Counsel with Bryant, Miller, Olive, was approved.

B. Consideration of Bond Team Financing Agreement

Mr. Flint: In the event for some reason we don't close on the bonds and the professionals have to paid, this provides the District with the ability to do that. Also, some professionals get paid as we go and this would also provide that. Any questions on the funding agreement?

On MOTION by Mr. Greene, seconded by Mr. Franklin, with all in favor, the Consideration of Bond Team Financing Agreement, was approved.

A. Attorney

Mr. Flint: Michele, do you have any other report for the Board?

Ms. Rigoni: I do not.

B. Engineer

Mr. Flint: We don't have any reports for engineering. We will reach out to Dewberry and get with Counsel to send them an agreement. That will be on your next agenda to be approved.

C. District Manager's Report

i. Balance Sheet and Income Statement

Mr. Flint: You have the unaudited financials through September 30th. We did get funding. You can see we've got \$11,864 in the Operating Account.

ii. Ratification of Funding Request #3

Mr. Flint: This was to bind liability insurance for 2020 budget year. District management fees, district counsel, and Board fees.

Mr. Greene: What's the next amount on the development?

Mr. Flint: We do funding requests. So, as the invoices come in, we submit. We typically do it monthly.

Mr. Greene: Okay.

Mr. Flint: This is ratification of funding request #3 which was dated September 25th. It has already been submitted. We're just asking the Board to ratify it.

On MOTION by Mr. Greene, seconded by Mr. Owen, with all in favor, Funding Request #3, was ratified.

NINTH ORDER OF BUSINESS

Supervisors' Requests & Audience Comments

There being none, the next item followed.

TENTH ORDER OF BUSINESS

Adjournment

On MOTION by Mr. Greene seconded by Mr. Holt, with all in favor,
the meeting was adjourned.



Secretary/Assistant Secretary

Chairman/Vice Chairman