

THE OAKS AT SHADY CREEK COMMUNITY DEVELOPMENT DISTRICT

December 19, 2014 Minutes of Special Organizational Meeting

Minutes of Special Organizational Meeting

The Special Organizational Meeting of The Oaks at Shady Creek Community Development District was held on **Friday, December 19, 2014 at 10:00 a.m.** at the Offices of Lennar Homes, located at 4600 W. Cypress Street, Suite 200, Tampa, Florida 33607.

Appointed Supervisors Present and Constituting a Quorum at the onset of the meeting:

Laura Coffey
Brady Lefere
Ben Gainer
Anthony Palmisano

Staff Members Present:

Brian Lamb District Manager, Meritus
Brian Howell Meritus
Jimmy Paleveda Meritus
Todd Amaden Interim District Engineer
John Vericker District Counsel

Donna Feldman Via Speakerphone
Steve Sanford Via Speakerphone

1. CALL TO ORDER

A. Overview of Meeting Decorum

Mr. Lamb called the Special Organizational Meeting of The Oaks at Shady Creek Community Development District to order on **Friday, December 19, 2014 at 10:00 a.m.** and identified the four appointed supervisors constituting a quorum.

2. ADMINISTER OATHS OF OFFICE TO BOARD ASSIGNED IN PETITION

Mr. Lamb administered the Oaths of Office to the Board members.

3. SEAT NEW BOARD MEMBERS

A. Overview of Forms, Sunshine Amendment, Code of Ethics, Supervisor Responsibilities

Mr. Vericker went over the forms, etc. with the Board.

4. APPOINTMENT OF OFFICERS - RESOLUTION 2015-01

A. Chairman

MOTION TO:	Nominate Brady Lefere as Chairman.
MADE BY:	Supervisor Coffey
SECONDED BY:	Supervisor Gainer
DISCUSSION:	None Further
RESULT:	4/0 Called to Vote: motion PASSED

B. Vice Chairman

MOTION TO:	Nominate Laura Coffey as Vice Chairman.
MADE BY:	Supervisor Gainer
SECONDED BY:	Supervisor Lefere
DISCUSSION:	None Further
RESULT:	4/0 Called to Vote: motion PASSED

C. Secretary

D. Treasurer

E. Assistant Secretaries

MOTION TO:	Adopt Resolution 2015-01 with Brady Lefere as Chairman, Laura Coffey as Vice Chairman, Brian Lamb as Secretary, Robert Rios as Treasurer, Brian Howell as Assistant Secretary, and the remaining Board members as Assistant Secretaries.
MADE BY:	Supervisor Lefere
SECONDED BY:	Supervisor Coffee
DISCUSSION:	None Further
RESULT:	4/0 Called to Vote: motion PASSED

5. APPOINTMENT OF CONSULTANTS

A. Consider Appointment of District Manager/Financial Advisor/Investment Representative – Resolution 2015-02

Mr. Lamb reviewed Resolution 2015-02 with the Board.

MOTION TO:	Approve Resolution 2015-02 subject to the ability of the Chair and Meritus Districts to finalize the formal agreement.
MADE BY:	Supervisor Coffey
SECONDED BY:	Supervisor Gainer
DISCUSSION:	None Further
RESULT:	4/0 Called to Vote: motion PASSED

B. Designation of Registered Agent/Office – Resolution 2015-03

Mr. Lamb went over Resolution 2015-03 with the Board.

MOTION TO:	Adopt Resolution 2015-03.
MADE BY:	Supervisor Lefere
SECONDED BY:	Supervisor Gainer
DISCUSSION:	None Further
RESULT:	4/0 Called to Vote: motion PASSED

95
96 **C. Consider Appointment of District General Counsel – Resolution 2015-04**
97

98 Mr. Lamb went over Resolution 2015-04 with the Board.
99

100 MOTION TO:	Approve Resolution 2015-04 subject to finalization by the
101	Chair of the referenced engagement letter.
102 MADE BY:	Supervisor Coffey
103 SECONDED BY:	Supervisor Palmisano
104 DISCUSSION:	None Further
105 RESULT:	4/0 Called to Vote: motion PASSED

106
107 **D. Consider Appointment of Interim District Engineer – By Motion**

108 **i. Authorize RFQ for District Engineer**
109

110 MOTION TO:	Hire Landmark Engineering.
111 MADE BY:	Supervisor Coffey
112 SECONDED BY:	Supervisor Gainer
113 DISCUSSION:	None Further
114 RESULT:	4/0 Called to Vote: motion PASSED

115
116 **6. BUSINESS MATTERS**

117 **A. Approve Notice of Establishment – Resolution 2015-05**
118

119 Mr. Lamb went over this with the Board.
120

121 MOTION TO:	Adopt Resolution 2015-05.
122 MADE BY:	Supervisor Lefere
123 SECONDED BY:	Supervisor Palmisano
124 DISCUSSION:	None Further
125 RESULT:	4/0 Called to Vote: motion PASSED

126
127 **B. Consider Policy of Compensation for Board Members – By Motion**
128

129 Mr. Lamb explained to the Board that they had a choice of accepting \$200.00 per meeting not to exceed
130 \$4800.00 a year or that they could waive compensation for being on the Board.
131

132 MOTION TO:	Waive compensation.
133 MADE BY:	Supervisor Coffey
134 SECONDED BY:	Supervisor Lefere
135 DISCUSSION:	None Further
136 RESULT:	4/0 Called to Vote: motion PASSED

137

C. Consider Fiscal Year 2015 Regular Meeting Schedule and Location – Resolution 2015-06

Mr. Lamb went over Resolution 2015-06 with the Board. The proposed date of January 30, 2015 for a landowner's election worked for the Board. The next required meeting will be February 27, 2015. Then the balance of the meetings would be approximately the 3rd Friday of the month at 10:00 a.m.

MOTION TO:	Accept Resolution 2015-06 with the change to Exhibit A to reflect the new February 2015 meeting date.
MADE BY:	Supervisor Coffey
SECONDED BY:	Supervisor Palmisano
DISCUSSION:	None Further
RESULT:	4/0 Called to Vote: motion PASSED

D. Consider Landowner's Meeting Date, Time and Location – Resolution 2015-07

Mr. Lamb went over this Resolution with the Board.

MOTION TO:	Approve Resolution 2015-07 with January 30, 2015 as the date.
MADE BY:	Supervisor Lefere
SECONDED BY:	Supervisor Gainer
DISCUSSION:	None Further
RESULT:	4/0 Called to Vote: motion PASSED

E. Consider Proposed FY 2015 Annual Budget & Set Public Hearing

a. Consider Developer's Funding Agreement

Mr. Lamb went over the proposed operating budget with the Board and went over setting the Public Hearing.
Mr. Lamb went over the Developer's Funding Agreement as well.

MOTION TO:	Approve Resolution 2015-17 to adopt the proposed budget as shown and set the Public Hearing for February 27, 2015.
MADE BY:	Supervisor Lefere
SECONDED BY:	Supervisor Coffey
DISCUSSION:	None Further
RESULT:	4/0 Called to Vote: motion PASSED

F. Set Public Hearing for Uniform Methodology

G. Consider Rules of Procedure & Setting Public Hearing

Mr. Lamb went over this with the Board and informed them that it requires a public hearing as well.

MOTION TO:	Approve Resolution 2015-18 Consider Rules of Procedure and Setting Public Hearing and setting the date for February 27, 2015.
MADE BY:	Supervisor
SECONDED BY:	Supervisor
DISCUSSION:	None Further
RESULT:	4/0 Called to Vote: motion PASSED

H. Consider Policy Re: Support & Legal Defense for Board & Staff – Resolution 2015-08

MOTION TO:	Approve Resolution 2015-08.
MADE BY:	Supervisor Coffey
SECONDED BY:	Supervisor Gainer
DISCUSSION:	None Further
RESULT:	4/0 Called to Vote: motion PASSED

I. Authorization to obtain General Liability and Public Officers Insurance – By Motion

MOTION TO:	Authorize Meritus to obtain insurance.
MADE BY:	Supervisor Coffey
SECONDED BY:	Supervisor Gainer
DISCUSSION:	None Further
RESULT:	4/0 Called to Vote: motion PASSED

J. Consider Designation of a Qualified Public Depository – Resolution 2015-09

Mr. Lamb and the Board discussed fees associated with Wells Fargo and/or Suntrust.

MOTION TO:	Approve Resolution 2015-09 as presented with Suntrust as the Qualified Public Depository.
MADE BY:	Supervisor Gainer
SECONDED BY:	Supervisor Palmisano
DISCUSSION:	None Further
RESULT:	4/0 Called to Vote: motion PASSED

K. Authorization of Signatories – Resolution 2015-10

Mr. Lamb explained this Resolution to the Board.

MOTION TO:	Approve Resolution 2015-10.
MADE BY:	Supervisor Coffey
SECONDED BY:	Supervisor Gainer
DISCUSSION:	None Further
RESULT:	4/0 Called to Vote: motion PASSED

L. Authorization to Disburse Funds for Expenses – Resolution 2015-11

MOTION TO:	Approve Resolution 2015-11.
MADE BY:	Supervisor Lefere
SECONDED BY:	Supervisor Palmisano
DISCUSSION:	None Further
RESULT:	4/0 Called to Vote: motion PASSED

M. Consider Adoption of Investment Policy – Resolution 2015-12

MOTION TO:	Approve Resolution 2015-12.
MADE BY:	Supervisor Coffey
SECONDED BY:	Supervisor Gainer
DISCUSSION:	None Further
RESULT:	4/0 Called to Vote: motion PASSED

N. Consider Approval of Florida Statewide Mutual Aid Agreement – Resolution 2015-13

Mr. Lamb explained the Florida Statewide Mutual Aid Agreement to the Board.

MOTION TO:	Approve Resolution 2015-13.
MADE BY:	Supervisor Coffey
SECONDED BY:	Supervisor Lefere
DISCUSSION:	None Further
RESULT:	4/0 Called to Vote: motion PASSED

O. Consider Plat Approval

Ms. Feldman stated she received the revised plat from the engineer on 4:00 the previous day. She suggested to the Board to approve in substantial form.

MOTION TO:	Approve in Substantial Form subject to final approval from the Counsel for Lennar and the CDD.
MADE BY:	Supervisor Lefere
SECONDED BY:	Supervisor Gainer
DISCUSSION:	None Further
RESULT:	4/0 Called to Vote: motion PASSED

7. PRELIMINARY REPORT PRESENTATION – ASSESSMENTS/BONDS

A. Preliminary Report of Engineer

Mr. Amaden went over the preliminary report in depth with the Board. Ms. Feldman requested the revised copy for Lennar. Mr. Sanford requested the revised version as well.

MOTION TO:	Approve the preliminary report of engineer with caveat of the latest version of the report dating it for today (12/19/14) and note that it is subject to comments from Bond Counsel, Developer's Counsel, and staff collectively.
MADE BY:	Supervisor Coffey
SECONDED BY:	Supervisor Gainer
DISCUSSION:	None Further
RESULT:	4/0 Called to Vote: motion PASSED

B. Preliminary Special Assessment Allocation (Methodology) Report

Mr. Paleveda went over this report in detail with the Board.

MOTION TO:	Approve the preliminary special assessment allocation (methodology) report in substantial form but subject to comments from Bond Counsel, Developer's Counsel, and staff collectively.
MADE BY:	Supervisor Lefere
SECONDED BY:	Supervisor Palmisano
DISCUSSION:	None Further
RESULT:	4/0 Called to Vote: motion PASSED

C. Consider Appointment of Bond Counsel

MOTION TO:	Accept Engagement Letter of Bond Counsel.
MADE BY:	Supervisor Coffey
SECONDED BY:	Supervisor Lefere
DISCUSSION:	None Further
RESULT:	4/0 Called to Vote: motion PASSED

D. Consider Appointment of Investment Banker

MOTION TO:	Accept Engagement Letter of Investment Banker.
MADE BY:	Supervisor Coffey
SECONDED BY:	Supervisor Palmisano
DISCUSSION:	None Further
RESULT:	4/0 Called to Vote: motion PASSED

E. Authorizing Issuance of Bonds/Filing of Validation Complaint – Resolution 2015-14

Bond Counsel reviewed and discussed this with the Board.

315
316
317
318
319
320
321
322
323

MOTION TO:	Approve Resolution 2015-14.
MADE BY:	Supervisor Lefere
SECONDED BY:	Supervisor Coffey
DISCUSSION:	None Further
RESULT:	4/0 Called to Vote: motion PASSED

324
325
326
327
328
329
330
331
332

i. Appointment of Trustee

333
334
335
336
337
338
339
340
341
342
343
344
345
346
347
348
349

MOTION TO:	Authorize Staff and the Chair to negotiate the final form of agreement with Wells Fargo as Trustee.
MADE BY:	Supervisor Lefere
SECONDED BY:	Supervisor Gainer
DISCUSSION:	None Further
RESULT:	4/0 Called to Vote: motion PASSED

350
351
352
353
354
355
356
357
358
359

ii. Master Trust Indenture

Mr. Lamb informed the Board they had a copy of the Master Trust Indenture in their meeting books.

F. Consider Declaring Special Assessments {FS 170.03} – Resolution 2015-15

Mr. Lamb informed the Board that he was looking at setting the date of January 30, 2015 to have the assessment hearing. Mr. Vericker went over Resolution 2015-15 with the Board.

350
351
352
353
354
355
356
357
358
359

MOTION TO:	Approve Resolution 2015-15 in substantial form subject to review of Bond Counsel and subject to changes mentioned.
MADE BY:	Supervisor Coffey
SECONDED BY:	Supervisor Lefere
DISCUSSION:	There was additional discussion regarding the amount of the bonds. Mr. Paleveda will have to modify his report.
RESULT:	4/0 Called to Vote: motion PASSED

G. Set Public Hearing for Special Assessments – Resolution 2015-16

Mr. Lamb went over this Resolution with the Board. They discussed having the hearing on January 30, 2015

350
351
352
353
354
355
356
357
358
359

MOTION TO:	Adopt Resolution 2015-16 and setting the public hearing for January 30, 2015 at 10:00am.
MADE BY:	Supervisor Lefere
SECONDED BY:	Supervisor Gainer
DISCUSSION:	None Further
RESULT:	4/0 Called to Vote: motion PASSED

H. Other Matters Relating to Financing

360
361 **8. ADMINISTRATIVE Matters**

362 A. Request for Working Capital – By Motion
363

364 **9. STAFF REPORTS**

365 A. District Counsel

366 i. Development Acquisition Agreement
367

368 Mr. Vericker went over this with the Board in detail.
369

370 MOTION TO:	Approve Development Acquisition Agreement and authorize
371	Chair to sign the documents that will be prepared at a later
372	date.
373 MADE BY:	Supervisor Coffey
374 SECONDED BY:	Supervisor Gainer
375 DISCUSSION:	None Further
376 RESULT:	4/0 Called to Vote: motion PASSED

377
378 ii. Promissory Note
379

380 B. District Manager

381 C. District Engineer
382

383 **10. BOARD MEMBERS COMMENTS**
384

385 **11. PUBLIC COMMENTS**
386

387 **12. ADJOURNMENT**
388

389 MOTION TO:	Adjourn.
390 MADE BY:	Supervisor Lefere
391 SECONDED BY:	Supervisor Gainer
392 DISCUSSION:	None Further
393 RESULT:	4/0 Called to Vote: motion PASSED

394

395 **Please note the entire meeting is available on disc.*

396
397 **These minutes were done in a summary format.*

398
399 **Each person who decides to appeal any decision made by the Board with respect to any matter considered*
400 *at the meeting is advised that person may need to ensure that a verbatim record of the proceedings is made,*
401 *including the testimony and evidence upon which such appeal is to be based.*

402 Meeting minutes were approved at a meeting by vote of the Board of Supervisors at a publicly noticed
403 meeting held on Jan 30, 2015

404
405
406 Signature

407
408
409 Printed Name

410
411 Title:

412 ☒ Chair

413 ☐ Vice Chair

404
405
406 Signature

407
408
409 Printed Name

410
411 Title:

412 ☒ Secretary

413 ☐ Assistant Secretary

414
415 Recorded by Records Administrator

416
417 Signature

418
419 Feb. 2, 2015

420
421 Date

