

WINDWARD
COMMUNITY DEVELOPMENT DISTRICT

The organizational meeting of the Board of Supervisors of the Windward Community Development District was held Thursday, April 27, 2017 at 10:00 a.m. in the West Osceola Branch Library, 305 Campus Street, Kissimmee, Florida.

Present and constituting a quorum were:

John Kassik	Chairperson
Jimmy Clark	Vice Chairman
Jeremy Ickovic	Assistant Secretary
Walter Beeman	Assistant Secretary
Thomas Franklin	Assistant Secretary

Also Present were:

Jason Showe	District Manager
Andrew d'Adesky	District Counsel
Mike Williams	Akerman
David Kelly	Poulos & Bennett
Brett Sealy	MBS Capital Markets

FIRST ORDER OF BUSINESS

Introduction

A. Call to Order

Mr. Showe called the meeting to order.

B. Public Comment Period

There being none, the next item followed.

C. Oath of Office

Mr. Showe being a notary public of the State of Florida administered the oath or office to Messrs. Beeman, Franklin and Clark.

Mr. Showe stated we have two vacancies on the Board. Are there any nominations to fill those seats?

On MOTION by Mr. Franklin seconded by Mr. Beeman Mr. Kassik and Mr. Ickovic were appointed to fill the two vacancies.

Mr. Showe being a Notary Public of the State of Florida administered the Oath of Office to Messrs. Ickovic and Kassik.

Mr. Showe stated behind the Oath of Office form is other information and should you choose to accept compensation as a member of the Board and we will have that discussion as part of the meeting today there are W-4 and I-9 forms that need to be filled out and if you choose not to accept compensation you do not have to fill out those forms. Next is the Form 1 financial disclosure statement and this needs to be turned in to the Supervisor of Elections in the county in which you reside within 30 days from today. We recommend when you turn in that form that you get a stamped copy of it or some form of confirmation that it was turned in. Behind that is a Form 1F that is a final financial statement of interests and that is included for your information and in the event you were to leave the Board you will be required to fill out one of those as well. We will send that form to you at the end of your term or if you resign. There is a conflict memo and if you believe you have a conflict of interest on any item that comes before the Board there is a form that you need to fill out. If you think you have a conflict of interest you can talk to me or District Counsel and we can help you with that.

Mr. d'Adesky stated now that everybody is appointed to the Board I will distribute to you by email our electronic package that has Chapter 190, Florida Statutes, memos on conflicts, sunshine law and public records. As you know this is a government entity and you are subject to both public records and sunshine, which are probably the two most onerous things. Sunshine means essentially don't talk outside a meeting on CDD business and public records means that your communications, which includes your emails, text messages and other things can be subject to public records requests, they are rare but they do happen sometimes. If you have any questions you can always feel free to speak with District staff. The biggest thing to avoid is just don't hit reply to all to emails because that can create sunshine issues.

Mr. Showe stated when we send out emails from our office we put on the bottom "do not reply to all" as a reminder. You are not required to keep any of the records from these meetings that is our job as District Manager. If you do keep records we recommend you keep those in a separate file so if there is a public records request your personal records are not intermingled with CDD business.

SECOND ORDER OF BUSINESS Organizational Matters

A. Confirmation of Notice of Meeting

A copy of the published notice of meeting was provided in the agenda package.

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

Information of Community Development Districts, a copy of Chapter 190, F.S., and information on public official responsibilities were included in the agenda package.

D. Election of Officers

1. Election of Chairman – Resolution 2017-01

On MOTION by Mr. Beeman seconded by Mr. Clark with all in favor Resolution 2017-01 electing Mr. Kassik as Chairman was approved.

2. Election of Vice Chairman – Resolution 2017-02

On MOTION by Mr. Kassik seconded by Mr. Beeman with all in favor Resolution 2017-02 electing Mr. Clark as Vice Chairman was approved.

3. Election of Secretary – Resolution 2017-03

On MOTION by Mr. Beeman seconded by Mr. Franklin with all in favor Resolution 2017-03 electing George Flint as secretary was approved.

4. Election of Treasurer – Resolution 2017-04

On MOTION by Mr. Beeman seconded by Mr. Franklin with all in favor Resolution 2017-04 electing Ariel Lovera as treasurer was approved.

5. Election of Assistant Treasurer – Resolution 2017-05

On MOTION by Mr. Beeman seconded by Mr. Franklin with all in favor Resolution 2017-05 electing Teresa Viscarra as Assistant Treasurer was approved.

6. Election of Assistant Secretary(s) – Resolution 2017-06

On MOTION by Mr. Beeman seconded by Mr. Franklin with all in favor Resolution 2017-06 electing Mr. Ickovic, Mr. Franklin, Mr. Beeman and Mr. Showe as Assistant Secretaries was approved.

THIRD ORDER OF BUSINESS

Retention of District Staff

A. Consideration of Contract for District Management Services

Mr. Showe stated we have prepared an agreement from GMS to serve as District Manager and all the services provided are in Exhibit A to the agreement and we are proposing management, administrative and accounting services as well as assessment administration.

Mr. d’Adesky stated this is their standard agreement and I have reviewed it in advance.

On MOTION by Mr. Beeman seconded by Mr. Franklin with all in favor a contract for District management services with Governmental Management Services – Central Florida was approved.

B. Consideration of Appointment of District Counsel

Mr. Showe stated Latham Shuker Eden & Beaudine has provided their proposal.

Mr. Beeman asked how many Districts do you work with?

Mr. d’Adesky stated we have 16 now.

On MOTION by Mr. Beeman seconded by Mr. Ickovic with all in favor an engagement letter from Latham, Shuker, Eden & Beaudine, LLP to serve as District Counsel was approved.

C. Selection of Registered Agent and Office – Resolution 2017-07

Mr. Showe stated you are required to select a registered agent and we recommend District Counsel.

On MOTION by Mr. Beeman seconded by Mr. Franklin with all in favor Resolution 2017-07 designating Jan Carpenter as the District's registered agent and her office address of Latham, Shuker, Eden & Beaudine, LLP, 111 North Magnolia Avenue, Suite 1400, Orlando, Florida 32801 as the agent's registered office was approved.

D. Request Authorization to Issue RFQ for Engineering Services

Mr. Showe stated we have to do a competitive bid process for engineering services and we provided an RFQ that we would like to send out if the Board is amenable.

On MOTION by Mr. Clark seconded by Mr. Franklin with all in favor staff was authorized to issue a request for qualifications for engineering services.

FOURTH ORDER OF BUSINESS

Designation of Meeting and Public Hearing Dates

A. Designation of Regular Monthly Meeting Date, Time and Location

On MOTION by Mr. Beeman seconded by Mr. Ickovic with all in favor the monthly Board meetings will be held on the third Wednesday of each month at 2:00 p.m. in the same location.

B. Designation of Landowners' Meeting Date, time and Location

Mr. Showe stated the Landowners' Meeting has to be held within 90 days and we can set that for your June meeting. It will be a separate meeting from the regular meeting and we need a landowner representative to cast the ballots.

On MOTION by Mr. Ickovic seconded by Mr. Beeman with all in favor June 21, 2017 at 2:00 p.m. at the same location was selected as the landowners meeting date, time and location.

C. Designation of Date of Public Hearing to Adopt Rules of Procedure in Accordance with Section 120.54, Florida Statutes

Mr. Showe stated as part of your agenda package we included Resolution 2017-08 designating the time, date and location of the hearing to consider adoption of the Rules of Procedure.

Mr. d'Adesky stated I have reviewed these and the main thing this helps us on is when we trigger the \$195,000 requirement on construction projects you have to go out for a formal bid and we have that bid process memorialized so if there is ever a bid challenge we have an established procedure to deal with that and we also have certain services that don't qualify for that.

On MOTION by Mr. Franklin seconded by Mr. Beeman with all in favor Resolution 2017-08 setting June 21, 2017 at 2:00 p.m. at the same location for the rule hearing was adopted.

D. Designation of Dates of Public Hearing on the Budget for Fiscal Year 2017

1. Consideration of Resolution 2017-09 Setting the Public Hearing and Approving the Proposed Fiscal Year 2017 Budget

Mr. Showe stated we included are two resolutions, the first one is Resolution 2017-09 approving the proposed budget for Fiscal Year 2017 and setting the public hearing for adoption.

On MOTION by Mr. Beeman seconded by Mr. Franklin with all in favor Resolution 2017-09 approving the Fiscal Year 2017 budget and setting the public hearing for May 17, 2017 at 2:00 p.m. in the same location was approved.

2. Consideration of Resolution 2017-10 Setting the Public Hearing and Approving the Proposed Fiscal Year 2018 Budget

Mr. Showe stated Resolution 2017-10 approves the Fiscal Year 2018 budget and sets the public hearing.

On MOTION by Mr. Beeman seconded by Mr. Ickovic with all in favor Resolution 2017-10 approving the Fiscal Year 2018 budget and setting the public hearing for July 19, 2017 at 2:00 p.m. in the same location was approved.

3. Approval of the Fiscal Year 2016/2017 Developer Funding Agreement

Mr. Showe stated we have included a Fiscal Year 2017 funding agreement with the developer that will be signed by the District and the developer.

On MOTION by Mr. Beeman seconded by Mr. Ickovic with all in favor the Fiscal Year 2017 developer funding agreement with K. Hovnanian, LLC was approved.

E. Designation of 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

Mr. Showe stated as part of the assessment process we have to designate a date for the public hearing expressing the District's intent to utilize the uniform method of levying, collecting and enforcing the District's non-ad valorem assessments.

On MOTION by Mr. Beeman seconded by Mr. Franklin with all in favor June 21, 2017 was set for the 197 public hearing.

FIFTH ORDER OF BUSINESS

Other Organizational Matters

A. Selection of District Depository

On MOTION by Mr. Beeman seconded by Mr. Clark with all in favor SunTrust Bank was designed as the District's depository.

B. Authorization of Bank Account Signatories

Mr. Showe stated next is authorization of bank account signatories and we recommend George Flint and Ariel Lovera in our office.

On MOTION by Mr. Ickovic seconded by Mr. Beeman with all in favor Mr. Flint and Mr. Lovera were authorized to be the District signatories.

C. Consideration of Resolution 2017-11 Relating to Defense of Board Members

Mr. d'Adesky stated if any challenge or legal action is instituted against the Board or an individual on the Board based on their role as a Board member the District has a duty to defend

them. It is a standard resolution that covers the reasonable costs and fees arising out of that. If it is something you are engaging in on behalf of the developer that doesn't have to do with Board business the Board isn't going to defend you from that but if is related to a CDD contract the CDD is going to take care of that.

On MOTION by Mr. Beeman seconded by Mr. Franklin with all in favor Resolution 2017-11 was approved.

D. Consideration of Resolution 2017-12 Approving and Ratifying District Counsel Recording in the Property Records of Osceola County the "Notice of Establishment" in Accordance with Chapter 190.0485, Florida Statutes

Mr. d'Adesky stated we are required to record this notice of establishment within a certain amount of days so we just go ahead and record it to get it on the books so that everyone is on notice.

On MOTION by Mr. Beeman seconded by Mr. Franklin with all in favor Resolution 2017-12 was approved.

E. Consideration of Resolution 2017-13 Adopting Investment Guidelines

On MOTION by Mr. Beeman seconded by Mr. Franklin with all in favor Resolution 2017-13 was approved.

F. Consideration of Resolution 2017-14 Authorizing Execution of Public Depositor Report

On MOTION by Mr. Franklin seconded by Mr. Beeman with all in favor Resolution 2017-14 was approved.

G. Consideration of Resolution 2017-15 Designating a Policy for Public Comment

Mr. Showe stated as a public Board you are required to have a period of public comment and enclosed in the agenda package is a copy of the resolution.

On MOTION by Mr. Beeman seconded by Mr. Franklin with all in favor Resolution 2017-15 was approved

H. Consideration of Resolution 2017-16 Adopting a Travel and Reimbursement Policy

On MOTION by Mr. Beeman seconded by Mr. Ickovic with all in favor Resolution 2017-16 was approved.

I. Consideration of Resolution 2017-17 Adopting a Records Retention Policy

A copy of the resolution and policy were provided in the agenda package.

On MOTION by Mr. Beeman seconded by Mr. Ickovic with all in favor Resolution 2017-17 was approved.

J. Consideration of Compensation to Board Members

Mr. Showe stated as a Board member you are eligible to receive up to \$200 per meeting and you can individual agree to receive the compensation or waive it.

Mr. Franklin accepted compensation.

Mr. Beeman accepted compensation.

Messrs. Kassik, Clark and Ickovic waived compensation.

K. Selection of District Records Office within Osceola County

Mr. Showe stated we recommend the District's records retention office be at 1350 Reunion Boulevard, Kissimmee, Florida 34747.

On MOTION by Mr. Beeman seconded by Mr. Clark with all in favor the District's records office location will be 1350 Reunion Boulevard, Kissimmee, Florida 34747.

L. Consideration of Interlocal Agreement with Osceola County, Florida to Provide Additional Disclosure Notices

Mr. d'Adesky stated this interlocal agreement was a condition of the petitioner's agreement, which is a new requirement of Osceola County. They are trying to make sure they get the right notices such as the notice of establishment, budget notice, notice of meetings.

On MOTION by Mr. Beeman seconded by Mr. Clark with all in favor the interlocal agreement with Osceola County, Florida was approved.

M. 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 Osceola County

Mr. Showe stated it is required by the statute to have a public facilities report filed and we are asking the Board to authorize the preparation of that report so that it is in place by the August 1st deadline.

On MOTION by Mr. Beeman seconded by Mr. Franklin with all in favor staff was authorized to prepare the public facilities report and to meet the August 1st deadline.

SIXTH ORDER OF BUSINESS

Capital Improvements

A. Appointment of Financing Team

1. Bond Counsel

Mr. Williams stated I am with the Akerman Senterfitt law firm and have had the privilege of working with Mr. Beeman on several CDDs in the past and with both Andrew and Jason's companies. I serve as Bond Counsel in excess of 200 community development Districts starting in 1990.

On MOTION by Mr. Beeman seconded by Mr. Franklin with all in favor the engagement letter with Akerman Senterfitt to serve as Bond Counsel was approved.

2. Interim Engineer

On MOTION by Mr. Beeman seconded by Mr. Ickovic with all in favor Poulos & Bennett was appointed as the Interim Engineer.

3. Investment Banker

Mr. Sealy stated I am a managing partner of MBS Capital Markets and I and my partners have been involved in about \$12 Billion of CDD financings for about 400 CDDs in the State of Florida in almost 1,000 separate transactions. We would be very interested in serving in the capacity of underwriter to the District. Our role primarily would be to structure, market and sell bonds. Our fee is included within the letter and is standard for a new money transaction similar to do this we do work on a contingency basis so we don't get paid unless we deliver.

Mr. Beeman asked when are you looking to sell bonds?

Mr. Sealy responded our understanding in working with the developer/landowner we need to be selling bonds as soon as the validation process is complete so it will be quickly.

Mr. Beeman asked is construction already going on at the project?

Mr. Ickovic stated yes.

Mr. Beeman asked would we be buying those assets once the bonds are sold?

Mr. Sealy stated yes.

Mr. Showe stated the acquisition agreement is later in the agenda.

Mr. Beeman asked do we have a date for validation?

Mr. d'Adesky stated Mike will handle the validation and that is a 90 day window.

Mr. Showe stated as part of the meeting today we are queuing up all the assessment processes so once it is validated we will be ready to go.

On MOTION by Mr. Beeman seconded by Mr. Clark with all in favor the agreement with MBS Capital Markets, LLC to provide underwriting services was approved

4. Assessment Administrator

Mr. Showe stated Assessment Administrator is part of the GMS contract.

On MOTION by Mr. Beeman seconded by Mr. Ickovic with all in favor GMS was appointed as the assessment administrator.

5. Trustee

Mr. Showe stated next is appointment of a Trustee and we have a proposal from U.S. Bank to serve as Trustee.

On MOTION by Mr. Beeman seconded by Mr. Clark with all in favor U.S. Bank was selected as the Trustee.

B. Approval of Financing Team Funding Agreement

Mr. Showe stated essentially all the fees come out of the bonds for the most part but in the event that something were to happen and fees needed to be paid it would fall under this agreement with the developer.

Mr. d'Adesky stated this has been an issue where bond issuance was way down the road and you have such a short window it shouldn't be an issue.

On MOTION by Mr. Beeman seconded by Mr. Ickovic with all in favor the financing team funding agreement was approved.

SEVENTH ORDER OF BUSINESS Financing Matters

A. Consideration of Engineer's Report

Mr. Kelly stated we provided the Engineer's Report that was included as part of your agenda package.

Mr. d'Adesky stated the Engineer's Report lays out a cost basis for everything we can fund as public infrastructure.

On MOTION by Mr. Beeman seconded by Mr. Kassik with all in favor the Engineer's Report was approved.

B. Consideration of Assessment Methodology

Mr. Showe stated we handed out a revised Assessment Methodology. We changed some language in regards to the true-up and if the District acquires more land we can add those into the same bonds we will do that to the extent that we can. Table 1 shows the number of units being 455, Table 2 is the infrastructure estimates, Table 3 is the bond sizing, Table 4 is the allocation of benefit, Table 5 is the allocation of total benefit to each unit. Once the bonds are issued, these will be revised to the actual bond sizing but for validation we try to capture all the costs.

On MOTION by Mr. Beeman seconded by Mr. Clark with all in favor the Assessment Methodology report was approved.

C. Consideration of Resolution 2017-18 Authorizing the Issuance of Bonds and Authorizing the Commencement of Validation Proceedings

Mr. Williams stated there are two blanks in the resolution and one will be filled in with U.S. Bank as the trustee and the principal amount to be validated, which is the \$26,880,000 then we can file the validation sometime next week. At that time we will coordinate the schedules and we have to coordinate with the state attorney before we actually file and I will get insight from their office and either the Chairman or Vice Chairman will need to be available and I will coordinate that with you.

On MOTION by Mr. Beeman seconded by Mr. Clark with all in favor Resolution 2017-18 was approved.

D. Consideration of Resolution 2017-19 Declaring Special Assessments and Approval of Assessment Methodology

Mr. Showe stated next is Resolution 2017-19, which declares special assessments and approval of the Assessment Methodology.

On MOTION by Mr. Beeman seconded by Mr. Clark with all in favor Resolution 2017-19 was approved.

E. Consideration of Resolution 2017-20 Setting Public Hearing for Special Assessments

Mr. Showe stated Resolution 2017-20 sets the public hearing to consider the special assessments and we recommend doing this at your June meeting. There are mailed notices that we will provide to the landowner as well as advertising this in the paper.

On MOTION by Mr. Beeman seconded by Mr. Ickovic with all in favor Resolution 2017-20 setting June 21, 2017 as the public hearing date was approved.

F. Consideration of Acquisition Agreement

Mr. Showe stated this is the acquisition agreement that allows the District to obtain infrastructure from the developer as it is completed.

Mr. d'Adesky stated in this agreement we establish that the District will be transferred these elements after they are constructed and also it allows for current construction to proceed without having to slow that down while we go through the validation process.

On MOTION by Mr. Beeman seconded by Mr. Franklin with all in favor the acquisition agreement was approved.

EIGHTH ORDER OF BUSINESS

Other Business

A. Staff Reports

1. Attorney

Mr. d'Adesky stated I will follow-up with Osceola County on all these follow-up issues and I will get you all the new Board member information and if you have questions at any time please call me.

2. Manager

There being none, the next item followed.

B. Supervisors Requests

There being none, the next item followed.

C. Approval of Funding Request #1

On MOTION by Mr. Beeman seconded by Mr. Franklin with all in favor funding request no. 1 in the amount of \$12,900 was approved.

April 27, 2017

Windward CDD

On MOTION by Mr. Beeman seconded by Mr. Franklin with all in favor the meeting adjourned at 10:48 a.m.



Secretary/Assistant Secretary



Chairman/Vice Chairman