

MINUTES OF MEETING  
GRANDE PINES  
COMMUNITY DEVELOPMENT DISTRICT

An Organizational meeting of the Board of Supervisors of the Grande Pines Community Development District was held Monday, November 18, 2019 at 10:00 a.m. at 219 E. Livingston Street, Orlando, Florida 32801.

Present and constituting a quorum were:

Linda Kepfer	Chairperson
Steven Smith	Vice Chairman
Jennifer McLendon	Assistant Secretary

Also present were:

George Flint	District Manager
Jan Carpenter	District Counsel
Justin Rowan	MBS Capital Markets

**FIRST ORDER OF BUSINESS**

**Introduction**

**A. Call to Order**

Mr. Flint called the meeting to order and called the roll. It was noted that Mr. Johnston and Mr. Pack were absent.

**B. Public Comment Period**

There being none, the next item followed. Ms. Carpenter introduced herself and explained the rules and process for the public comment period.

**C. Oath of Office**

Mr. Flint administered the Oath of Office to Ms. Kepfer, Mr. Smith, and Ms. McLendon. All three supervisors were sworn in and signed the appropriate forms. Mr. Flint explained that Form 1 must be filed in 30 days. It must be filed annually and proof of filing must be submitted.

**SECOND ORDER OF BUSINESS**

**Organizational Matters**

**A. Confirmation of Notice of Meeting**

Mr. Flint stated this meeting was advertised in the newspaper and the affidavit of publication is included in your agenda package.

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

Mr. Flint stated that they have provided the Board with information on Community Development Districts and with information on being a public official. They provided the Board with a copy of Chapter 190 of the Florida Statutes. Ms. Carpenter reviewed the Sunshine Law, Conflict of Interest, and acceptance of gifts. Public Records are government records kept by GMS, personal notes, emails, texts, are also included in public records. More detailed information is included in the agenda packet.

**C. Election of Officers**

**1. Consideration of Resolution 2020-01 Designating Officers**

Mr. Flint stated included in the agenda package is Resolution 2019-01, which designates the officers for the District. This includes a Chairman, Vice Chairman, and Secretary and Assistant Secretary and there are separate resolutions for Treasurer and Assistant Treasurer. This can be changed at any time, and a landowner election will be held in a couple of months where the Board can reconsider officers.

On MOTION by Ms. Kepfer, seconded by Ms. McLendon, with all in favor Resolution 2020-01 Designating Officers as Ms. Kepfer as Chairman, Mr. Smith as Vice Chairman, Ms. McLendon as Assistant Secretary, Mr. Flint as Secretary was approved.

**2. Consideration of Resolution 2020-02 Designating Treasurer & Assistant Treasurer**

Mr. Flint presented Resolution 2020-02 designating the Treasurer and Assistant Treasurer. Mr. Flint explained the process for these positions.

On MOTION by Ms. Kepfer, seconded by Ms. McLendon, with all in favor, Resolution 2020-02 Designating Mr. Ariel Lovera as Treasurer, was approved.

**THIRD ORDER OF BUSINESS**

**Retention of District Staff**

**A. Consideration of Contract for District Management Services**

Mr. Flint stated included in your agenda package is a contract with Governmental Management Services to provide District Management Services. The scope of work and the fees are included in the agreement.

On MOTION by Ms. Kepfer, seconded by Mr. Smith, with all in favor, the Contract with GMS to Provide District Management Services was approved.

**B. Consideration of Appointment of District Counsel**

Mr. Flint presented an engagement letter from Latham, Luna, Eden & Beaudine, LLP. Ms. Carpenter was present representing the firm.

On MOTION by Ms. Kepfer, seconded by Ms. McLendon, with all in favor, the Engagement Letter with Latham, Luna, Eden & Beaudine, LLP to Provide District Counsel Services, was approved.

**C. Consideration of Resolution 2020-03 Selection of Registered Agent and Office**

Mr. Flint stated his recommendation would be to designate Jan Carpenter of Latham, Luna, Eden & Beaudine, LLP as the registered agent and their office in Orlando as the registered office.

On MOTION by Ms. Kepfer, seconded by Ms. McLendon, with all in favor, Resolution 2020-03 Selecting Ms. Jan Carpenter as the Registered Agent & the Office of Latham, Shuker, Eden & Beaudine as the Registered Office was approved.

**D. Request Authorization to Issue RFQ for Engineering Services**

Mr. Flint stated the Board is required under the Consultants Competitive Negotiation Act to issue an RFQ for engineering services. He asked that the Board authorize staff to issue the RFQ.

This includes the bid procedure for all engineering services and the set of selection criteria for the Board to review.

On MOTION by Ms. Kepfer, seconded by Ms. McLendon, with all in favor to Authorize Staff to Issue an RFQ for Engineering Services was approved.

**FOURTH ORDER OF BUSINESS**

**Designation of Meetings and Hearing Dates**

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

Mr. Flint stated the proposed meeting schedule would be to hold the regular meetings on the third Monday of each month at 10:00 a.m. Normally monthly meetings are advertised and the Board has the option to cancel if there is no business.

On MOTION by Ms. Kepfer, seconded by Ms. McLendon, with all in favor, the regular Board meetings to be held on the 3rd Monday of each month at 10:00 a.m., at the Offices of GMS-CF, LLC 219 E. Livingston Street. Orlando, Florida was approved.

**B. Designation of Landowner’s Meeting Date, Time and Location**

Mr. Flint stated his recommendation would be to meet in January on the 3<sup>rd</sup> Monday, and set January 20<sup>th</sup> at 10:00 a.m. as the Landowner meeting date.

On MOTION by Ms. Kepfer, seconded by Ms., McLendon, with all in favor the Landowners Meeting Scheduled for January 20, 2020, at 10:00 a.m. at the Offices of GMS-CF, LLC 219 E. Livingston Street, Orlando, Florida was approved.

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

**i. Consideration of Resolution 2020-04 Setting a Public Hearing to Consider the Proposed Rules of the District**

Mr. Flint stated included in your agenda package is a copy of the standard rules of procedure. The Board must have a public hearing to approve them and he suggested the meeting in January for that public hearing. Ms. Carpenter explained the basics of the Rules of Procedures.

On MOTION by Ms. Kepfer, seconded by Ms. McLendon, with all in favor, Resolution 2020-04 Setting a public Hearing to Consider the Proposed Rules of the District was set for January 20, 2020, at 10:00 a.m. at the Offices of GMS-CF, LLC 219 E. Livingston Street, Orlando, FL was approved.

**D. Designation of Dates of Public Hearing on the Budget for Fiscal Year 2020**

**1. Consideration of Resolution 2020-05 Setting the Public Hearing and Approving the Proposed Fiscal Year 2020 Budget**

Mr. Flint recommend the January 20<sup>th</sup> meeting, and explained the specifics of the meeting. He stated that budget changes can be made at the public hearing.

On MOTION by Ms. Kepfer, seconded by Ms. McLendon, with all in favor, Resolution 2020-05 setting a Public Hearing and approving the Proposed Fiscal Year 2020 Budget was set for January 20, 2020, at 10:00 a.m. at the Offices of GMS-CF, LLC 219 E. Livingston Street, Orlando, FL was approved.

**2. Approval of the Fiscal Year 2020 Developer Funding Agreement**

Mr. Flint stated this is a standard form of the agreement between the developer and the District. Budgets would be attached as an exhibit. It is a two-party agreement. The District approves it and if the developer has questions, there is still an opportunity to make changes if necessary.

On MOTION by Ms. Kepfer, seconded by Ms. McLendon, with all in favor, the Fiscal Year 2020 Developer Funding Agreement, was approved.

**E. Resolution 2020-11 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**

Mr. Flint stated in order to use the tax bill as a form of collection for debt and O&M assessments, we have to go through a public hearing process to be able to use the uniform collection method. Mr. Flint suggested setting the public hearing for the regular meeting on January 20, 2020 meeting.

On MOTION by Ms. Kepfer, seconded by Ms. McLendon, with all in favor Setting January 20, 2020 at 10:00 a.m. at the Offices of GMS-CF, LLC 219 E. Livingston Street, Orlando, Florida as the Public Hearing Date for the Uniform Method of Levying, Collecting and Enforcing Non-Ad Valorem Assessments, was approved.

**FIFTH ORDER OF BUSINESS**

**Other Organizational Matters**

**A. Selection of District Depository**

Mr. Flint stated the District depository is the bank for the District’s checking account. He recommended SunTrust Bank, which is used for majority of GMS Districts. They are familiar with Mr. Flint’s company and their process. Ms. Carpenter state they are also qualified as a Depository.

On MOTION by Ms. Kepfer, seconded by Ms. McLendon, with all in favor Selecting SunTrust Bank as the District Depository, was approved.

**B. Authorization of Bank Account Signatories**

Mr. Flint stated that typically the Secretary and Treasurer are the two people who would sign on the bank account. Two signatures are required on all checks.

On MOTION by Ms. Kepfer, seconded by Ms. McLendon, with all in favor to Authorize Mr. Flint as the Secretary & Mr. Lovera as the Treasurer to be the Bank Account Signatories was approved.

**C. Consideration of Resolution 2020-06 Relating to Defense of Board Members**

Ms. Carpenter presented Resolution 2020-06 and stated that if some legal action was taken against a Supervisor of the Board, the District has the duty to defend you.

On MOTION by Ms. Kepfer, seconded by Ms. McLendon, with all in favor Resolution 2020-06 Relating to Defense of Board Members was approved.

**D. Consideration of Resolution 2020-07 Authorization to Record in the Property Records of Orange County the “Notice of Establishment” in accordance with Chapter 190.0485, Florida Statutes**

Ms. Carpenter stated Resolution 2020-07 is required to be filed by statute within 30 days, and since they are meeting within that time limit the Chairman/Vice Chairman can sign to authorize District Counsel to record the notice of establishment in the County.

On MOTION by Ms. Kepfer, seconded by Ms. McLendon, with all in favor, Resolution 2020-07 Authorization for District Counsel to Record in the Property Records of Orange County the Notice of Establishment in Accordance with Chapter 190.0485, Florida Statutes was approved.

**E. Consideration of Resolution 2020-08 Adopting Investment Guidelines**

Mr. Flint noted that they are required to adopt investment guidelines that dictate how the District funds are invested. Mr. Flint recommend the Board adopt the alternative investment guidelines. He noted the investments are very conservative.

On MOTION by Ms. Kepfer, seconded by Ms. McLendon, with all in favor, Resolution 2020-08 Adopting Investment Guidelines, was approved.

**F. Consideration of Resolution 2020-09 Authorizing Execution of Public Depositor Report**

Mr. Flint stated that Resolution 2020-09 authorizes them to execute the public depositor report.

On MOTION by Ms. Kepfer, seconded by Ms. McLendon, with all in favor, Resolution 2020-09 Authorizing Execution of Public Depositor Report, was approved.

**G. Consideration of Resolution 2020-10 Designating a Policy for Public Comment**

Mr. Flint stated Resolution 2020-10 adopts a policy for public comment. Some statutory changes were made a few years ago that dictate how this is required to be done. Mr. Flint noted that the Board is required to take public comment before they vote.

On MOTION by Ms. Kepfer, seconded by Ms. McLendon, with all in favor Resolution 2020-10 Designating a Policy for Public Comment was approved.

**H. Consideration of Resolution 2020-11 Adopting a Travel and Reimbursement Policy**

Mr. Flint stated included in your agenda package is Resolution 2020-11 adopting a travel and reimbursement policy. The policy states that the District will follow the per diem and mileage guidelines laid out in the statutes.

On MOTION by Ms. Kepfer, seconded by Ms. McLendon, with all in favor Resolution 2020-11 Adopting a Travel and Reimbursement Policy, was approved.

**I. Consideration of Resolution 2020-12 Adopting a Records Retention Policy**

Mr. Flint stated Resolution 2020-12 adopts a records retention policy. The District has the ability to follow the state schedules as far as record retention, which allow the Board to dispose and destroy public documents after a certain amount of time. Or the Board has the ability to adopt a policy that says you will keep everything. Mr. Flint noted that initially they always recommend the Board adopts the policy saying you are going to keep everything. Then later as records accumulate, the Board can modify the policy to allow disposal.

On MOTION by Ms. Kepfer, seconded by Ms. McLendon, with all in favor Resolution 2020-12 Adopting a Records Retention Policy by Keeping all District Documents, was approved.

**J. Consideration of Resolution 2020-13 Approving an Interlocal with Orange County**

Ms. Carpenter stated under Chapter 190 of the Florida Statutes, the county wanted a separate agreement. Included in the resolution is law enforcement, because this is public property the Orange County Sheriff is required to monitor, but contracts would have to be formed with the Board for additional services.

On MOTION by Ms. Kepfer, seconded by Ms. McLendon, with all in favor Resolution 2020-13 Approving an Interlocal with Orange County, was approved.

**K. Consideration of Compensation to Board Members**



Mr. Flint stated under Chapter 190 of the Florida Statutes Board Members are entitled to receive compensation for being a Board Member, currently \$200 per meeting. All three Board Members in attendance accepted the compensation.

**L. Selection of District Records Office Within Orange County**

Mr. Flint stated the Board is required to have a local records office to house the Record of Proceedings. Mr. Flint recommend their office as the selected office.

On MOTION by Ms. Kepfer, seconded by Ms. McLendon, with all in favor the Local District Records Office at the Offices of GMS-CF, LLC E. Livingston Street, Orlando, Florida was approved.

**M. Consideration of Website Services Agreement**

Mr. Flint stated the statutes and Orange County require the District to have a website and designate certain information that has to be housed on the website. This is a proposal for an ADA consultant to create the initial website. Mr. Flint recommended the Board retain V-GlobalTech for the consultant and the price of the proposal is \$2,275. Mr. Flint asked the Board to approve Option 1, which is creation of the website.

On MOTION by Ms. Kepfer, seconded by Ms. McLendon, with all in favor, the Website Services Agreement with V-GlobalTech, was approved.

**SIXTH ORDER OF BUSINESS**

**Capital Improvements**

**A. Appointment of Financing Team**

**1. Bond Counsel**

Mr. Flint presented an engagement letter from Mike Williams with Akerman to provide bond Counsel services. Ms. Carpenter explained he will get paid if the bonds are issued. She explained the duties that bond Counsel would have. The Board had no questions.

On MOTION by Mr. Kepfer, seconded by Ms. McLendon, with all in favor the Engagement Letter with Mike Williams of Akerman to Serve as Bond Counsel, was approved.

**2. Interim Engineer**

Mr. Flint presented the agreement for Interim Engineer from Poulos & Bennett, and he noted they will prepare the Engineer’s Report. The hourly rate schedule was attached in the agenda.

On MOTION by Mr. Kepfer, seconded by Ms. McLendon, with all in favor, the Interim Engineer Agreement with Poulos & Bennett, was approved.

**3. Underwriter**

Mr. Flint presented the agreement with MBS Capital Markets for underwriting services. He noted the underwriter will coordinate the financing, they structure the marketing materials, they go out and market the bonds, etc. They are only compensated if bonds are issued.

On MOTION by Mr. Kepfer, seconded by Ms. McLendon, with all in favor, the Agreement with MBS Capital Markets to Provide Underwriter Services, was approved.

**4. Assessment Administrator**

Mr. Flint stated the assessment administrator services are covered under the District Manager agreement, which the Board already approved. There was no action required.

**5. Trustee**

Mr. Flint recommended US Bank serve as the trustee.

On MOTION by Ms. Kepfer, seconded by Ms. McLendon, with all in favor, the Proposal from US Bank to Serve as the Trustee, was approved.

**B. Approval of Financing Team Funding Agreement**

Mr. Flint stated most of the expenses associated with the financing team would be paid out of the cost of issuance when the bonds are issued; however, in the event the District does not issue bonds, some of the professionals would still need to be compensated under their agreements. This Financing Team Funding Agreement between the District and Park Square would obligate

Park Square to pay those costs in the event there is no cost of issuance account to take them from. The underwriter doesn't get paid unless bonds are issued.

On MOTION by Ms. Kepfer, seconded by Ms. McLendon, with all in favor, the Financing Team Funding Agreement, was approved.

**SEVENTH ORDER OF BUSINESS**

**Financing Matters**

**A. Consideration of Proposal with Poulos & Bennett for Preparation of Engineer's Report**

Mr. Flint stated that they don't have an Engineer's Report yet but in lieu of that, they have the cost estimates that were included in the petition to form the District. The engagement letter for work authorization from Poulos & Bennett was a not to exceed of \$15,000 to prepare the Engineer's Report.

On MOTION by Ms. Kepfer, seconded by Ms. McLendon, with all in favor the Proposal with Poulos & Bennett for Preparation of Engineer's Report for \$15,000, was approved.

**B. Consideration of Bond Validation Report**

Mr. Flint stated Resolution 2020-14 authorizes the issuance of bonds and authorizes the commencement of validation proceedings. Mr. Flint asked that Ms. Carpenter give an overview of Bond Validation. Ms. Carpenter stated that this is a statutory requirement. Mr. Flint stated a validation report was formed from the petition in the Engineer's assessment report and the Development plan and MBS. Based on the 423 short term rentals, an estimated Capital Improvement Plan came to a total of \$20 million dollars. Based on this report, the bond resolution would incorporate a ceiling of \$28 million for purposes of validation. Ms. Carpenter noted that this is a very high figure and it is a draft report; the final will be approved later.

On MOTION by Ms. Kepfer, seconded by Ms. McLendon, with all in favor, the Bond Validation Report, was approved.

**C. Consideration of Resolution 2020-14 Authorizing the Issuance of Bonds and Authorizing the Commencement of Validation Proceedings**

On MOTION by Ms. Kepfer, seconded by Ms. McLendon, with all in favor Resolution 2020-14 Authorizing the Issuance of Bonds and Authorizing the Commencement of Validation Proceedings and Authority of the Chairman to Approve the Final Form was approved.

**D. Approval of Form of Acquisition Agreement**

Mr. Flint stated the form of acquisition agreement allows the District to acquire any infrastructure in case they want to maintain infrastructure before they go through the bond process.

On MOTION by Ms. Kepfer, seconded by Ms. McLendon, with all in favor the Form of Acquisition Agreement was approved.

**EIGHTH ORDER OF BUSINESS**

**Other Business**

**A. Staff Reports**

- i. Attorney**
- ii. Manager**

There being none, the next item followed.

**B. Supervisors Requests**

There being none, the next item followed.

**C. Approval of Funding Request No. 1**

Mr. Flint stated Funding Request No. 1 will allow staff to open up the Districts bank account, advertise meetings, file insurance, and also do the website.

On MOTION by Ms. Kepfer, seconded by Ms. McLendon, with all in favor the Funding Request No. 1 was approved.

**NINTH ORDER OF BUSINESS**

**Adjournment**

Mr. Flint adjourned the meeting at 10:47 a.m.

On MOTION by Ms. Kepfer, seconded by Ms. McLendon, with all in favor, the meeting was adjourned at 10:47 a.m.



Secretary/Assistant Secretary



Chairman/Vice Chairman