

MINUTES OF MEETING  
ST. AUGUSTINE LAKES  
COMMUNITY DEVELOPMENT DISTRICT

The Organizational meeting of the Board of Supervisors of the St. Augustine Lakes Community Development District was held on Wednesday, December 22, 2021 at 1:30 p.m. at the offices of Governmental Management Services, 475 West Town Place, Suite 114, St. Augustine, Florida.

Present and constituting a quorum were:

Zenzi Rogers	Supervisor
Mike Della Penta	Supervisor
Chris Mayo	Supervisor
Tiffany Csalovszki	Supervisor

Also, present were:

Jim Oliver	District Manager, GMS
Wes Haber <i>by phone</i>	District Counsel, Kutak Rock
Bill Schaefer	Dominion Engineering
Stephen Sanford <i>by phone</i>	Greenberg Trauig

*The following is a summary of the actions taken at the December 22, 2021 St. Augustine Lakes Community Development District's Organizational Board of Supervisor's Meeting.*

**FIRST ORDER OF BUSINESS**

**Introduction**

**A. Call to Order**

Mr. Oliver called the meeting to order at 1:30 p.m. Four Supervisors were in attendance at the meeting constituting a quorum.

**B. Public Comment Period**

Mr. Oliver explained the comment protocol for audience comments and opened the floor to audience members. There were no public comments.

**C. Oath of Office**

Mr. Oliver conducted the oath of office to the new Supervisors. He noted there were documents to be signed and given to him when they leave.

**SECOND ORDER OF BUSINESS**

**Organizational Matters**

**A. Information on Community Development Districts and Public Official Responsibilities**

Mr. Oliver explained the duties and responsibilities of the officers. He reviewed the forms to be completed by new Supervisors, and reviewed additional legal statutes including Sunshine law, records keeping, etc.

**B. Election of Officers**

**1. Resolution 2022-01 Appointing Officers**

Mr. Oliver stated that officers need to be appointed. Ms. Zenzie Rogers will be Chair and Mr. Chris Mayo will be Vice Chair, Mr. Della Penta, Ms. Czalovski will serve as Assistant Secretaries, and Mr. Oliver, Ms. Giles, and Mr. Torres and Mr. Laughlin will also be Assistant Secretaries. He noted these names will be inserted into the resolution.

On MOTION by Ms. Rogers, seconded by Mr. Della Penta with all in favor, Resolution 2022-01 Appointing Officers as Ms. Rogers as Chair, Mr. Mayo as Vice Chair, Mr. Della Penta, Ms. Czalovski and GMS staff of Mr. Oliver, Ms. Giles, Mr. Torres, and Mr. Laughlin will be Assistant Secretaries, was approved.

**2. Resolution 2022-02 Appointing Treasurer and Assistant Treasurer**

Mr. Oliver suggested that he be named Treasure, and Mr. Torres, Ms. Giles, Mr. Laughlin be named as Assistant Treasurers.

On MOTION by Ms. Rogers, seconded by Mr. Della Penta, with all in favor, Resolution 2022-02 Appointing Treasurer as Mr. Oliver and Mr. Torres, and Ms. Giles, and Mr. Laughlin as Assistant Treasurers, was approved.

**THIRD ORDER OF BUSINESS**

**Retention of District Staff**

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

Mr. Oliver noted that the District Manager will be GMS.

**1. Resolution 2022-03 Appointing District Manager**

Mr. Oliver notes the agreement form is included with fees for GMS.

On MOTION by Ms. Rogers, seconded by Mr. Della Penta, with all in favor, Resolution 2022-03 Appointing District Manager as GMS, was approved.

**B. Consideration of Agreement for District Counsel Services**

Mr. Oliver noted that Wes Haber with Kutak Rock will be the District Counsel

**2. Resolution 2022-04 Appointing District Counsel**

Mr. Haber noted fees were included in the packet. Mr. Haber provided an overview of E-Verify Memorandum.

On MOTION by Ms. Rogers, seconded by Mr. Della Penta, with all in favor, Resolution 2022-04 Appointing District Counsel as Wes Haber with Kutak Rock, was approved.

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

Mr. Oliver stated that Mr. Haber with Kutak Rock’s office will fill this position. Mr. Haber noted that currently a PO Box address is being used until they are moved to the new office. He suggested the motion be in substantial form giving the Chair the right to execute until the move.

On MOTION by Ms. Rogers, seconded by Mr. Della Penta, with all in favor, Resolution 2022-05 Selection of Registered Agent and Office, was approved in substantial form giving the Chair ability to execute upon moving into the permanent space.

**D. Resolution 2022-06 Appointing Interim District Engineer**

Mr. Oliver noted the interim engineer would be Dominion Engineering. Mr. Schaefer was present representing the company.

On MOTION by Ms. Rogers, seconded by Mr. Della Penta, with all in favor, Resolution 2022-06 Appointing Interim District Engineer as Dominion, was approved.

**E. Consideration of Interim District Engineering Agreement and Work Authorization No. 1**

Mr. Oliver noted the agreement was in the packet.

On MOTION by Ms. Rogers, seconded by Mr. Della Penta, with all in favor, The Interim District Engineering Agreement and Work Authorization No. 1, was approved.

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

Mr. Oliver stated he needed a motion to issue the RFQ for engineer services.

On MOTION by Ms. Rogers, seconded by Mr. Della Penta, with all in favor, The Authorization to Issue 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 2022**

Mr. Oliver suggested the 1<sup>st</sup> Wednesday of the month at 11:00 a.m. The meeting will be at GMS offices.

On MOTION by Ms. Rogers, seconded by Mr. Della Penta, with all in favor, Resolution 2022-07 Designation of Regular Monthly Meeting Date, Time, and Location for Fiscal Year 2022 as the 1<sup>st</sup> Wednesday of the Month at 11:00 a.m. at GMS offices, was approved.

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

Mr. Oliver suggested January 19, 2022 at 11:00 a.m. Ms. Rogers would need to be attending that meeting.

On MOTION by Ms. Rogers, seconded by Mr. Della Penta, with all in favor, Resolution 2022-08 Designation of Landowner’s Meeting Date, Time, and Location for January 19, 2022 at 11:00 a.m., was approved.

**C. Designation of Date 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**

Mr. Oliver suggested this in conjunction with the February meeting which will be February 2, 2022.

On MOTION by Ms. Rogers, seconded by Mr. Della Penta, with all in favor, Resolution 2022-09 Setting a Public Hearing to Consider the Proposed Rules of the District for February 2, 2022 at 11:00 a.m., at the GMS offices, was approved.

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

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

Mr. Oliver proposed they approve the budget today and set the date for March 2, 2022

On MOTION by Ms. Rogers, seconded by Mr. Della Penta, with all in favor, Resolution 2022-10 Setting the Public Hearing and Approving the Proposed Fiscal Year 2021/2022 Budget for March 2, 2022, was approved.

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

Mr. Oliver noted this will fund this year’s budget. (Lennar)

On MOTION by Ms. Rogers, seconded by Mr. Della Penta, with all in favor, The Fiscal Year 2021/2022 Budget Funding Agreement, was approved.

**3. Consideration of Funding Request No. 1**

Mr. Oliver stated this request is for expenses for operating expenses and will be sent to Lennar.

On MOTION by Ms. Rogers, seconded by Mr. Della Penta, with all in favor, Funding Agreement Request No. 1, 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**

Mr. Oliver suggested February 2, 2022 for this meeting.

On MOTION by Ms. Rogers, seconded by Mr. Della Penta, with all in favor, 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 Assessment in Accordance with Section 197.3632, Florida Statutes for February 2, 2022, was approved.

**FIFTH ORDER OF BUSINESS**

**Other Organizational Matters**

**A. Resolution 2022-12 Designating a Qualified Public Depository**

Mr. Oliver proposed using Wells Fargo as the District’s qualified public depository.

On MOTION by Ms. Rogers, seconded by Mr. Della Penta, with all in favor, Resolution 2022-12 Designating a Qualified Public Depository as Wells Fargo, was approved.

**B. Resolution 2022-13 Authorization of Bank Account Signatories**

Mr. Oliver noted the approved signatories would be the Treasurer and Assistant Treasurer elected today.

On MOTION by Mr. Rogers, seconded by Mr. Della Penta, with all in favor, Resolution 2022-13 Authorization of Bank Account Signatories as the Treasurer and Assistant Treasurer, was approved.

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

Mr. Haber explained the resolution. He noted this sets forth a process if there is a lawsuit filed against a Board member. He noted as long as the Board member was working within the scope of their responsibilities, they would be covered legally.

On MOTION by Ms. Rogers, seconded by Mr. Della Penta, with all in favor, Resolution 2022-14 Relating to Defense of Board Members, was approved.

**D. Consideration of Resolution 2022-15 Adopting Internal Controls Policy**

Mr. Oliver noted this is the policy in place for all Districts.

On MOTION by Ms. Rogers, seconded by Mr. Della Penta, with all in favor, Resolution 2022-15 Adopting Internal Controls Policy, was approved.

**E. Resolution 2022-16 Ratifying District Counsel Recording the “Notice of Establishment” in the Property Records of St. Johns County in accordance with Chapter 190.0485, Florida Statutes**

**1. Notice of Establishment**

Mr. Oliver noted this is to ratify the action already noticed.

On MOTION by Ms. Rogers, seconded by Mr. Della Penta, with all in favor, Resolution 2022-16 Ratifying District Counsel Recording the “Notice of Establishment” in the Property Records of St. Johns County in Accordance with Chapter 190.0486, Florida Statutes, was ratified.

**F. Consideration of Resolution 2022-17 Adopting Investment Guidelines**

Mr. Oliver this would be in accordance with the guidelines established by the state of Florida.

On MOTION by Ms. Rogers, seconded by Mr. Della Penta, with all in favor, Resolution 2022-17 Adopting Investment Guidelines, was approved.

**G. Consideration of Resolution 2022-18 Authorizing Execution of Public Depositor Report**

Mr. Oliver noted this was done on an annual basis.

On MOTION by Ms. Rogers, seconded by Mr. Della Penta, with all in favor, Resolution 2022-18 Authorizing Execution of Public Depositor Report, was approved.

**H. Consideration of Resolution 2022-19 Designating a Policy for Public Comment**

Mr. Oliver stated that this establishes the policy for comments in a meeting.

On MOTION by Ms. Rogers, seconded by Mr. Della Penta, with all in favor, Resolution 2022-19 Designating a Policy for Public Comment, was approved.

**I. Consideration of Resolution 2022-20 Adopting a Travel and Reimbursement Policy**

Mr. Oliver noted this is for travel reimbursement for Supervisors on District business and is in-line with Florida statutes.

On MOTION by Ms. Rogers, seconded by Mr. Della Penta, with all in favor, Resolution 2022-20 Adopting a Travel and Reimbursement Policy, was approved.

**J. Consideration of Resolution 2022-21 Adopting a Prompt Payment Policy**

Mr. Oliver this is in accordance with Florida statutes.

On MOTION by Ms. Rogers, seconded by Mr. Della Penta, with all in favor, Resolution 2022-21 Adopting a Prompt Payment Policy, was approved.

**K. Consideration of Resolution 2022-22 Adopting a Records Retention Policy**

Mr. Oliver noted this policy is in accordance with Florida statutes.

On MOTION by Ms. Rogers, seconded by Mr. Della Penta, with all in favor, Resolution 2022-22 Adopting a Records Retention Policy, was approved.



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

Mr. Oliver stated this is for Board members attending CDD meetings to be compensated at \$200 a meeting for a maximum of 24 meetings per year. All Board members agree to compensation. This is accordance with Florida statute and no vote was needed.

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

Mr. Oliver proposed this be the GMS offices.

On MOTION by Ms. Rogers, seconded by Mr. Della Penta, with all in favor, Resolution 2022-23 Designating the Primary Administrative Office and Principal Headquarters of the District as the GMS offices, was approved.

**N. Consideration of Website Services Agreement**

Mr. Oliver stated the agreement is in the package and is required by statute. The set-up fee will be \$1,750.

On MOTION by Ms. Rogers, seconded by Mr. Della Penta, with all in favor, The Website Services Agreement, 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 1<sup>st</sup> for St. Johns County**

Mr. Oliver noted this is filed on an annual basis.

On MOTION by Ms. Rogers, seconded by Mr. Della Penta, with all in favor, Authorization to Prepare Public Facilities Report in Accordance with Chapter 189.08 Florida Statutes to Coincide with Special District Filing Date of August 1<sup>st</sup> for St. Johns County, was approved.

**P. Consideration of Resolution 2022-24 Authorizing Chairperson to Execute Plats, Permits, and Conveyances**

Mr. Oliver this will allow the Chair and the Vice Chair to execute.

On MOTION by Ms. Rogers, seconded by Mr. Della Penta, with all in favor, Resolution 2022-24 Authorizing Chairperson and Vice Chairperson to Execute Plats, Permits, and Conveyances, was approved.

**Q. Consideration of Resolution 2022-25, Authorizing the Disbursement of Funds**

Mr. Oliver this establishes limits and protocol for payment of non-recurring invoices.

On MOTION by Ms. Rogers, seconded by Mr. Della Penta, with all in favor, Resolution 2022-25 Authorizing the Disbursement of Funds, was approved.

**SIXTH ORDER OF BUSINESS**

**Capital Improvements**

**A. Appointment of Financing Team**

Mr. Oliver noted this appoints a financing team.

**1. Bond Counsel**

Mr. Oliver noted this appoints a financing team.

**a. Consideration of Resolution 2022-26, Appointing Bond Counsel**

Mr. Oliver noted this would be for Greenberg Trauig as Bond Counsel and the agreement is in the packet. Mr. Sandford was present via phone.

On MOTION by Ms. Rogers, seconded by Mr. Della Penta, with all in favor, Resolution 2022-26, Appointing Bond Counsel as Greenberg Trauig, was approved.

**2. Investment Banker**

Mr. Oliver noted that this will be with FMS Bond Specialists.

**a. Consideration of Resolution 2022-27, Appointing an Investment Banker**

Mr. Oliver FMS Bond Specialist

On MOTION by Ms. Rogers, seconded by Mr. Della Penta, with all in favor, Resolution 2022-27, Appointing an Investment Banker as FMS Bond Specialist, was approved.

**3. Assessment Administrator**

Mr. Oliver noted this would be with GMS.

On MOTION by Ms. Rogers, seconded by Mr. Della Penta, with all in favor, Assessment Administrator as GMS, was approved.

**4. Trustee**

Mr. Oliver noted this is with BNY Mellon.

On MOTION by Ms. Rogers, seconded by Mr. Della Penta, with all in favor, Trustee as BNY Mellon, was approved.

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

Mr. Haber explained that much of what the approved parties will be paid with proceeds that are payable from the bonds. Some work will need to be done prior to bonds being issued and this agreement between the Developer and District and the Developer agrees to pay. District will then repay.

On MOTION by Ms. Rogers, seconded by Mr. Della Penta, with all in favor, The Financing Team Funding Agreement, was approved.

**SEVENTH ORDER OF BUSINESS**

**Financing Matters**

**A. Consideration of Master Engineer’s Report**

The District Engineer gave an overview of this report including general improvements including infrastructure necessary to support the development of the District. It includes off-site utilities, transportation, storm water facilities, utility infrastructure, etc. All of the 63 acres are outlined for residential lots. Capital improvement plans are outlined in this report. This is broken down by Phase 1, 2, and 3 for a total of \$22,541,200.

**B. Consideration of Master Assessment Methodology Report**

Mr. Oliver reviewed the Master Assessment Methodology report. There will be supplemental reports after bonds are issued. He explained this is based on the Engineer's report. He then explained the tables attached to the report:

- Table 1 – shows land use of 412 total lots
- Table 2 – infrastructure costs estimated at \$22,541,200
- Table 3 – preliminary bond sizing at \$28,000,000
- Table 4 - \$28,000,000 in debt over 413 lots.

**C. Consideration of Resolution 2022-28, Declaring Special Assessments**

Mr. Haber reviewed the resolution including the Engineer's Report and Assessment Methodology Report. This is an initial resolution and is required for the CDD to secure bonds. He noted these reports are in the best interest of the District and the desire to fund. The public hearing will levy the assessment and then bonds will be issued and the final assessment methodology will be completed.

On MOTION by Ms. Rogers, seconded by Mr. Della Penta, with all in favor, Resolution 2022-28 Declaring Special Assessments, was approved.

**D. Consideration of Resolution 2022-29, Setting a Public Hearing**

Mr. Oliver suggested February 2, 2022 at 11:00a.m.

On MOTION by Ms. Rogers, seconded by Mr. Della Penta, with all in favor, Resolution 2022-29 Setting a Public Hearing for February 2, 2022 at 11:00 a.m., was approved.

**E. Consideration of Resolution 2022-30, Authorizing the Issuance of Bonds and Authorizing the Commencement of Validation Proceedings**

Mr. Sanford stated that the notices needed to be sent out immediately to meet the deadlines. He reviewed the resolution and noted the issuance of bonds with term for longer than 5 years in circuit courts with the principal amount of up to \$28 million of special assessment bonds and can be issued in one or more series. Allows approval of documents which will be exhibits in the validation proceedings. The Supplemental Indenture will be part of the validation proceedings for

all series of bonds issued. This resolution appoints the Trustee and authorizes the validation of the bonds. He recommended adoption of the resolution.

On MOTION by Ms. Rogers, seconded by Mr. Della Penta, with all in favor, Resolution 2022-30, Authorizing the Issuance of Bonds and Authorizing the Commencement of Validation Proceedings, was approved.

**F. Consideration of Acquisition Agreement**

Mr. Haber reviewed the agreement between the CDD and the Developer where the Developer has constructed and completed improvements in the reports. He noted this allows for the CDD to pay when the bonds are issued.

On MOTION by Ms. Rogers, seconded by Mr. Della Penta, with all in favor, The Acquisition Agreement, was approved.

**EIGHTH ORDER OF BUSINESS**

**Other Business**

**A. Staff Reports**

**1. Attorney**

Mr. Haber reviewed the memorandum.

**a. Presentation of E-Verify Memorandum**

Mr. Haber noted this is a requirement under Florida law requiring any businesses working with the CDD to confirm that their employees are in E-Verify which ensures all employees are compliant with US regulations. It is required to be filed by all governments.

**2. Manager**

Mr. Oliver noted the next meeting would be on February 2, 2022 at 11:00 a.m. at GMS offices.

**B. Supervisors Requests**

There being none, the next item followed.

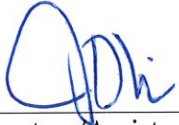
**NINTH ORDER OF BUSINESS**

**Adjournment**

December 22, 2021

St. Augustine Lakes CDD

On MOTION by Ms. Rogers, seconded by Mr. Della Penta, with all in favor, the meeting was adjourned.



Secretary/Assistant Secretary



Chairman/Vice Chairman