

**MINUTES OF MEETING
GIR EAST
COMMUNITY DEVELOPMENT DISTRICT**

The Organizational meeting of the Board of Supervisors of the GIR East Community Development District was held Wednesday, **October 28, 2022** at 10:00 a.m. at 3850 Canoe Creek Rd., St. Cloud, Florida.

Present and constituting a quorum:

Mike Liquori	Chairman
Matt Call <i>by phone</i>	Vice Chairperson
Chancy Summers	Assistant Secretary
Tripp Berlinsky	Assistant Secretary
Rob Bonin	Assistant Secretary

Also present were:

George Flint	District Manager, GMS
Cynthia Wilhelm <i>by phone</i>	Bond Counsel
Michelle Rigoni	District Counsel
Alyssa Wilson <i>by phone</i>	Kutak Rock
Strickland Smith <i>by phone</i>	District Engineer – Heidt Design

FIRST ORDER OF BUSINESS

Introduction

A. Roll Call

Mr. Flint called the meeting to order and called the roll. Four Board members were present constituting a quorum.

B. Public Comment Period

There were no members of the public present for the meeting.

C. Oath of Office

Mr. Flint swore in four Supervisors: Mike Liquori, Chancy Summers, Tripp Berlinsky, and Rob Bonin. He reviewed all forms that needed to be completed. Ms. Rigoni reviewed the public records and Sunshine Law.

SECOND ORDER OF BUSINESS

Organizational Matters

A. Confirmation of Notice of Meeting

Mr. Flint confirmed that the meeting had been properly noticed as required by the statutes.

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

Mr. Flint stated that since the Supervisors were on other Boards and were familiar with the Sunshine Law and other legalities they would move on to the next item.

C. Election of Officers

1. Resolution 2023-01 Appointing Officers

Mr. Flint stated that election of officers is required. Mr. Flint asked that he serve as Secretary, Jill Burns as Treasurer, and Katie Costa serve as Assistant Treasurer. Mike Liquori was nominated as Chair, Matt Call as Vice Chair, and Tripp Berlinsky, Chancy Summers, and Rob Bonin as Assistant Secretaries.

On MOTION by Mr. Liquori, seconded by Mr. Berlinsky, with all in favor, Resolution 2023-01 Appointing Officers with Mike Liquori as Chair, Matt Call as Vice Chair, Tripp Berlinsky, Chancy Summers, and Rob Bonin as Assistant Secretaries, and George Flint as Secretary, Jill Burns as Treasurer, and Katie Costa as Assistant Treasurer, was approved.

THIRD ORDER OF BUSINESS

Retention of District Staff

A. Consideration of Agreement for District Management Services

i. Consideration of Resolution 2023-02 Appointing District Manager, Financial Disclosure Coordinator, Assessment Consultant, and Designated Investment Representative

Mr. Flint reported that this resolution would appoint GMS as the District Manager. The agreement is in the agenda packet.

On MOTION by Mr. Liquori, seconded by Mr. Berlinsky, with all in favor, Resolution 2023-02 Appointing GMS as the District Manager, Financial Disclosure Coordinator, Assessment Consultant, and Designated Investment Representative, was approved.

B. Consideration of Agreement for District Counsel Services

i. Consideration of Resolution 2023-03 Appointing District Counsel

Mr. Flint stated that this resolution will appoint Kutak Rock LLP as District Counsel.

On MOTION by Mr. Liquori, seconded by Mr. Berlinsky, with all in favor, Resolution 2023-03 Appointing Kutak Rock LLP as District Counsel and Approving the District Counsel Agreement, was approved.

C. Consideration of Resolution 2023-04 Selection of Registered Agent and Office

Mr. Flint stated that it is required by the state to have a registered agent and designate the office of this agent. Mr. Flint noted this would name Alyssa Willson as the registered agent and their office address in Tallahassee as the registered office location.

On MOTION by Mr. Liquori, seconded by Mr. Berlinsky, with all in favor, Resolution 2023-04 Selecting Alyssa Willson as the Registered Agent and their office as the Registered Office, was approved.

D. Resolution 2023-05 Appointing Interim District Engineer

Mr. Flint asked the Board to consider retaining Strickland and his firm as the Interim District Engineer.

E. Consideration of Interim District Engineering Agreement

Ms. Rigoni noted that she sent the proposed interim District Engineering Agreement, and it should have been the same.

On MOTION by Mr. Liquori, seconded by Mr. Berlinsky, with all in favor, Resolution 2023-05 Appointing the Interim District Engineer, and Approving the District Engineering Agreement, was approved.

F. Request Authorization to Issue RFQ for Engineering Services

Mr. Flint noted that the form of the notice was in the agenda, and they would advertise that and bring any responses back to the Board at a future meeting.

On MOTION by Mr. Liquori, seconded by Mr. Berlinsky, with all in favor, Authorization to Allow Staff to Issue RFQ for Engineering Services, was approved.

FOURTH ORDER OF BUSINESS

Designation of Meetings and Hearing Dates

A. Consideration of Resolution 2023-06 Designation of Regular Monthly Meeting Date, Time, and Location for Fiscal Year 2023

Mr. Flint stated the District is required to develop a meeting schedule. He recommended the first Wednesday of the month at 3:00 p.m. in the same location.

On MOTION by Mr. Liquori, seconded by Mr. Berlinsky, with all in favor, Resolution 2023-06 Designation of Regular Monthly Meeting Date, Time, and Location for the Fiscal Year 2023 for the First Wednesday of Each Month at 3:00 p.m. in the Same Location, was approved.

B. Consideration of Resolution 2023-07 Designation of Landowner’s Meeting Date, Time, and Location

Mr. Flint recommended that the Landowner meeting be held on January 4th at 3:00 p.m. at the same location.

On MOTION by Mr. Liquori, seconded by Mr. Berlinsky, with all in favor, Resolution 2023-07 Designation of Landowner’s Meeting for January 4, 2023 at 3:00 p.m., at same location, was approved.

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

1. Consideration of Resolution 2023-08 Setting a Public Hearing to Consider the Proposed Rules of the District

Mr. Flint noted the Rules of Procedure were included in the agenda package. He suggested the public hearing be January 4, 2023 at 3:00 p.m. at the same location.

On MOTION by Mr. Liquori, seconded by Mr. Berlinsky, with all in favor, Resolution 2023-08 Setting the Public Hearing for, January 4, 2023 at 3:00 p.m. at the same location, was approved.

D. Designation of Dates of Public Hearing on the Budget for Fiscal Year 2023

1. Consideration of Resolution 2023-09 Setting the Public Hearing and Approving the Proposed Budget for Fiscal Year 2023

Mr. Flint noted this was included in the package. He suggested the meeting be set for January 4, 2023 at 3:00 p.m. at the same location.

On MOTION by Mr. Liquori, seconded by Mr. Berlinsky, with all in favor, Resolution 2023-09 Approving the Proposed Budget and Setting the Public Hearing for January 4, 2023 at 3:00 p.m. at the same location and Approving the Proposed Budget for Fiscal Year 2023, was approved.

2. Approval of the Fiscal Year 2023 Budget Funding Agreement

Ms. Rigoni presented the Budget Funding Agreement stating that this was a typical form that they had saw at other Districts. She noted that the Developer had already reviewed in advance and approved as to form.

On MOTION by Mr. Liquori, seconded by Mr. Berlinsky, with all in favor, the Fiscal Year 2023 Budget Funding Agreement, was approved.

E. Resolution 2023-10 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 noted this outlines the District’s process to collect assessments using the county tax bill when we are ready to do so. He suggested the public hearing date be set for January 4, 2023 at 3:00 p.m. in the same location.

On MOTION by Mr. Liquori, seconded by Mr. Berlinsky, with all in favor, Resolution 2023-10 Setting the 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 for January 4, 2023 at 3:00 p.m. in the same location, was approved.

FIFTH ORDER OF BUSINESS

Other Organizational Matters

A. Resolution 2023-11 Designating a Qualified Public Depository

Mr. Flint stated that this would appoint the depository as Truist which was used at all of the Districts. Mr. Berlinsky noted the previous discussions about staying local. Mr. Flint responded that the issue with staying local was that they had to be a qualified public depository, and not all local banks qualify for that. He noted that if there was a desire to use someone other than Truist, they could reach out to the bank to see if they would qualify. Mr. Flint suggested that they could authorize to open an account with Truist and then they could switch later. He noted to let him know who they were interested in, and they could look into them and bring it back to the Board if it was viable.

On MOTION by Mr. Liquori, seconded by Mr. Berlinsky, with all in favor, Resolution 2023-11 Designating Truist Bank as the Qualified Public Depository, was approved.

B. Resolution 2023-12 Authorization of Bank Account Signatories

Mr. Flint asked that the signatories be George Flint, Jill Burns and Katie Costa.

On MOTION by Mr. Liquori, seconded by Mr. Berlinsky, with all in favor, Resolution 2023-12 Authorizing George Flint, Jill Burns, and Katie Costa as Bank Account Signatories, was approved.

C. Consideration of Resolution 2023-13 Relating to Defense of Board Members

Ms. Rigoni noted that this resolution outlines legal support to Board members and staff as outlined in the resolution when acting in good faith in their official capacity as Board members.

On MOTION by Mr. Liquori, seconded by Mr. Berlinsky, with all in favor, Resolution 2023-13, Relating to Defense of Board Members, was approved.

D. Consideration of Resolution 2023-14 Approving or Ratifying District Counsel's Actions in Recording the Property Records of Osceola County, Florida the "Notice of Establishment" in accordance with Chapter 190.0485, Florida Statutes

1. Notice of Establishment

Mr. Flint noted that this was a statutory requirement.

On MOTION by Mr. Liquori, seconded by Mr. Berlinsky, with all in favor, Resolution 2023-14 Ratifying District Counsel's Actions in Recording the Property Records of Osceola County, Florida the Notice of Establishment in Accordance with Chapter 190.0485, Florida Statutes, was approved.

E. Consideration of Resolution 2023-15 Adopting Investment Guidelines

Mr. Flint stated was included in the package and this an alternative investment guideline for investment of public funds that are in excess of the amounts needed to make current operating expenses.

On MOTION by Mr. Liquori, seconded by Mr. Berlinsky, with all in favor, Resolution 2023-15 Adopting Investment Guidelines, was approved.

F. Consideration of Resolution 2023-16 Authorizing Execution of Public Depositor Report

Mr. Flint reported that this authorized the District Manager or Treasurer to file the report with the Treasurer of the State of Florida. The Board had no questions.

On MOTION by Mr. Liquori, seconded by Mr. Berlinsky, with all in favor, Resolution 2023-16 Authorizing Execution of Public Depositor Report, was approved.

G. Consideration of Resolution 2023-17 Designating a Policy for Public Comment

Mr. Flint stated that this resolution set forth guidelines and rules to govern public comment at public meetings. Florida statute required that members be given a reasonable opportunity to be heard on any proposition.

On MOTION by Mr. Liquori, seconded by Mr. Berlinsky, with all in favor, Resolution 2023-17 Designating a Policy for Public Comment, was approved.

H. Consideration of Resolution 2023-18 Adopting a Travel and Reimbursement Policy

Mr. Flint stated that the Florida statutes establish travel reimbursement rates, applicable to all public officers, employees, and authorized persons who were authorized to travel on behalf of a public agency, and this adopted those rates. The Board had no questions.

On MOTION by Mr. Liquori, seconded by Mr. Berlinsky, with all in favor, Resolution 2023-18 Adopting a Travel and Reimbursement Policy, was approved.

I. Consideration of Resolution 2023-19 Adopting Prompt Payment Policy

Ms. Rigoni noted that Florida statutes require timely payment to vendors and contractors. This policy outlined the terms attached as Exhibit 'A.'

On MOTION by Mr. Liquori, seconded by Mr. Berlinsky, with all in favor, Resolution 2023-19 Adopting Prompt Payment Policy, was approved.

J. Consideration of Resolution 2023-20 Adopting a Records Retention Policy

Mr. Flint stated that Resolution 2023-20 provided two options for retaining records and they recommend the option to adopt a policy to keep everything and then they could amend that in the future to adopt a specific schedule if they get to a point where they need to dispose of any records.

On MOTION by Mr. Liquori, seconded by Mr. Berlinsky, with all in favor Resolution 2023-20 Adopting a Records Retention Policy of Option 2, was approved.

K. Consideration of Compensation to Board Members

Mr. Flint reviewed the subject of Board compensation of \$200 per meeting. Rob Bonin accepted and all other Supervisors in attendance elected to waive.

L. Consideration of Resolution 2023-21 Designating the Primary Administrative Office and Principal Headquarters of the District

Mr. Flint stated the Primary Administrative Office would be GMS's office in Orlando at 219 East Livingston Street.

On MOTION by Mr. Liquori, seconded by Mr. Berlinsky, with all in favor, Resolution 2023-21 Designating the Primary Administrative Office in Orlando and Principal Headquarters of the District as 219 Livingston Street, was approved.

M. Consideration of Resolution 2023-22 Selecting District Records Office Within Osceola County

Mr. Flint stated it would be their facility maintenance office in St. Cloud, Florida.

On MOTION by Mr. Liquori, seconded by Mr. Berlinsky, with all in favor, Resolution 2023-22 Designating the Facility Maintenance Office in St. Cloud, Florida as the Districts Records Office Within Osceola County, was approved.

N. Consideration of Website Services Agreement

Mr. Flint stated this agreement would be with ReAlign Web Design and noted the fee for \$1,750 is a one-time fee.

On MOTION by Mr. Liquori, seconded by Mr. Berlinsky, with all in favor, the Agreement with ReAlign Web Design for \$1,750, 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 1st for Osceola County

Mr. Flint stated this will authorize staff to prepare a Public Facilities Report to be filed in Osceola County.

On MOTION by Mr. Liquori, seconded by Mr. Berlinsky, with all in favor, Authorization for staff to prepare a Public Facilities Report in Accordance with Chapter 189.08 Florida Statutes to Coincide with Special District Filing in Osceola County, was approved.

P. Consideration of Resolution 2023-23 Authorizing Chairperson to Execute Plats, Permits and Conveyances

Mr. Flint stated this will authorize Chairperson to Execute Plats, Permits and Conveyances. Mr. Flint asked the Board if they wanted to expand that to Vice Chair as well and the Board agreed.

On MOTION by Mr. Liquori, seconded by Mr. Berlinsky, with all in favor, Resolution 2023-23 Authorizing Chairperson or Vice Chairperson to Execute Plats Permits and Conveyances, was approved.

Q. Consideration of Interlocal Agreement with Osceola County

Ms. Rigoni stated Osceola County required the petitioner to enter into a Petitioner Agreement regarding certain improvements as well as a requirement that once the CDD was established, then at the first meeting they would enter in an Interlocal Agreement, which provided for additional enhanced notification to the public regarding the CDD’s existence, how they operate, etc. She noted that this form of agreement had been preapproved by the county and their team.

On MOTION by Mr. Liquori, seconded by Mr. Berlinsky, with all in favor, the Interlocal Agreement with Osceola County, was approved in Substantial Form with Final Authority to Chair to Sign Off on the Final Form of the Agreement.

R. Consideration of Resolution 2023-24 Authorizing Electronic Documents and Signatures

Mr. Flint explained that this resolution would allow the District to utilize electronic signatures on approved documents.

On MOTION by Mr. Liquori, seconded by Mr. Berlinsky, with all in favor, Resolution 2023-24 Authorizing Electronic Documents and Signatures, was approved.

SIXTH ORDER OF BUSINESS

Capital Improvements

A. Appointment of Financing Team

Mr. Flint noted that this appointed a financing team. Ms. Cynthia Wilhelm with Giblin & Nickerson, P.A. joined the meeting via phone and would serve as Bond Counsel.

1. Bond Counsel

Ms. Cynthia Wilhelm stated that this was their standard engagement letter that they used with all their CDDs. She noted the main issue that everyone always wanted to know was what their costs were. She referred to page 2, under section 1b, which showed their fee of \$40,000 per issue.

She explained that every time they issued bonds, if they have one closing, the fee was \$40,000. She further explained that they do not charge any additional fees for copies, travel, etc. It would all be included in that \$40,000. She stated that if the issue did not close, they did not get paid anything regardless.

On MOTION by Mr. Liquori, seconded by Mr. Berlinsky, with all in favor, Appointing Ms. Cynthia Wilhelm as Bond Counsel, was approved.

2. Underwriter

Mr. Flint noted FMSbonds, Inc. would be the underwriter for Starkey Ranch. Mr. Flint noted that they do not get paid unless they close on the bonds. He noted that if they do close, they get a percentage of the par amount as compensation as referenced in their letter.

On MOTION by Mr. Liquori, seconded by Mr. Berlinsky, with all in favor, Appointing FMSbonds as the Underwriter for Starkey Ranch, was approved.

3. Assessment Administrator

Mr. Flint noted this would be with GMS and has been previously approved.

4. Trustee

Mr. Flint noted this proposal in the packet is with US Bank.

On MOTION by Mr. Liquori, seconded by Mr. Berlinsky, with all in favor, Appointing the Trustee as US Bank, was approved.

B. Approval of Financing Team Funding Agreement

Mr. Flint explained that under the terms of this agreement any funds provided as part of this agreement would be reimbursed under the future bond issuance. Ms. Willson noted that this would also apply to the bond validation process as well.

On MOTION by Mr. Liquori, seconded by Mr. Berlinsky, with all in favor, the Financing Team Funding Agreement, was approved.

SEVENTH ORDER OF BUSINESS

Financing Matters

A. Presentation of Master Engineer's Report

Mr. Flint presented the Master Engineer's report prepared by Heidt Design. He noted that Strickland Smith was on the phone. He explained that this report generally described the types of improvements that the District could finance and would give some background on the development described the categories of improvements and provided a status of permitting as well as an opinion of cost.

Mr. Smith stated that they had prepared the cost analysis based on the development plan that they know of using current construction cost that they were seeing through construction contracts with contractors that they had on other projects where they had definitive constructions plans in-house, they used the lakes, businesses, roads, etc. to estimate construction cost as they would do on a project like this where they were so far in advance with a lot of the design work and develop the cost table. He noted that he could answer any questions. Ms. Rigoni asked if the total CIP cost of \$332,187,307, in his professional opinion, was reasonable for a project of this size and scope. Mr. Smith responded yes. Ms. Rigoni asked if there was any reason to believe that the District could not carry out any part of the project. Mr. Smith responded not that he was aware of.

On MOTION by Mr. Liquori, seconded by Mr. Berlinsky, with all in favor, the Master Engineer's Report, was approved.

B. Presentation of Validation Report

Mr. Flint explained that they were not starting the assessment process today, but they had prepared a validation report. He noted that this validation report took the cost estimates that were provided by the District engineer and then they prepared a report generally summarizing the development plan. He referred to page 401 of the agenda packet stating that Strickland's cost estimates in section 3 was \$332,187,307. He noted that they used some conservative assumptions and took that construction amount and included capitalized interest, debt service reserve, cost of issuance, underwriter's discount, and a contingency to round that up to a par amount of \$432,000,000. He noted that would be the recommended validation amount that has been included in the bond resolution.

On MOTION by Mr. Liquori, seconded by Mr. Berlinsky, with all in favor, the Validation Report, was approved.

C. Consideration of Resolution 2023-25 Authorizing the Issuance of Bonds and Authorizing the Commencement of Validation Proceedings

Ms. Wilhelm noted that this was the bond resolution and was what they had to approve in order to move forward with the validation process. She noted that the first thing that the resolution did was approved the form of the Master Indenture, which was attached as Exhibit ‘B’ and appointed US Bank as the Trustee, Registrar, and Paying Agent. She noted that they needed to do this in order to provide evidence to the court that they have a trust company in place and available as soon as they issue bonds. She explained that this resolution also described the bonds not to exceed the principal amount of \$432,000,000 as noted before. She noted that it also approved the Capital Improvement Program as outlined in the Master Engineer’s Report, which was attached as Exhibit ‘A’ to the resolution. She noted that it authorized Kutak Rock LLP to go ahead and commence validation proceedings. She concluded the summarization stating that if anyone had any questions on the resolution, she would be happy to answer them.

On MOTION by Mr. Liquori, seconded by Mr. Berlinsky, with all in favor, Resolution 2023-25 Authorizing the Issuance of Bonds and Authorizing the Commencement of Validation Proceedings, was approved.

D. Consideration of Acquisition Agreement for Master Improvements

Ms. Rigoni stated that they typically have Acquisition Agreements specific to each project and bond issuance. She noted that they thought it would be a good idea, based on their past experience and in discussion with the Developer, to also present an over encompassing Master Acquisition Agreement that would capture any improvements in between issues that they had not currently contemplated yet, which was more flexible if there were any improvements that the developer foresaw conveying over to the District that they had not thought of. She noted that as they do typically, they would also have separate Acquisition Agreements specific to project issues. Ms. Willson noted that this maintained more flexibility from the developer and the districts perspective.

On MOTION by Mr. Liquori, seconded by Mr. Berlinsky, with all in favor, the Acquisition Agreement for Master Improvements, was approved.

EIGHTH ORDER OF BUSINESS

Other Business

A. Staff Reports

i. Attorney

There was nothing further to report.

ii. Manager

Mr. Flint had nothing further to report.

B. Supervisor's Requests

There being none, the next item followed.

C. Approval of Funding Request No. 1

Mr. Flint noted this request was in the package for review. This is an initial startup cost for ads, public hearings, and insurance. This is for \$16,750.

On MOTION by Mr. Liquori, seconded by Mr. Berlinsky, with all in favor, Funding Request No. 1, was approved.

NINTH ORDER OF BUSINESS

Adjournment

On MOTION by Mr. Liquori, seconded by Mr. Berlinsky, with all in favor, the meeting was adjourned.


Secretary/Assistant Secretary


Chairman/Vice Chairman