

**MINUTES OF MEETING
WILLOWBROOK
COMMUNITY DEVELOPMENT DISTRICT**

The Organizational meeting of the Board of Supervisors of the Willowbrook Community Development District was held Thursday, **November 16, 2023** at 11:09 a.m. at the Lake Alfred Public Library, 245 N. Seminole Avenue, Lake Alfred, Florida.

Present and constituting a quorum:

McKinzie Terrill	Chairman
Steve Rosser	Vice Chairman
Marcia Bexley	Assistant Secretary
Allan Keen <i>by Zoom</i>	Assistant Secretary

Also present were:

Jill Burns	District Manager, GMS
Jennifer Kilinski	District Counsel, Kilinski Van Wyk
Savannah Hancock	District Counsel, Kilinski Van Wyk
Bob Gang	Bond Counsel, Greenberg Traurig
Steve Sloan	District Engineer, Sloan Engineering Group
Scott Shapiro	

FIRST ORDER OF BUSINESS

Introduction

A. Call to Order

Ms. Burns called the meeting to order and called the roll. Three 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

Ms. Burns swore in Mr. McKinzie Terrill and Mr. Steve Rosser. She reviewed all forms that needed to be completed. Ms. Kilinski explained the Sunshine law to the newly appointed Supervisors.

SECOND ORDER OF BUSINESS

Organizational Matters

A. Confirmation of Notice of Meeting

November 16, 2023

Willowbrook CDD

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

C. Election of Officers

1. Consideration of Resolution 2024-01 Appointing Officers

Ms. Burns reviewed the officers that filled in that they would like the Board to consider for the efficiency of being able to sign documents outside of a meeting. She listed the officers as herself as Secretary, George Flint listed as an Assistant Secretary. She noted that they needed someone to serve as Chairman and Vice Chairman as well as three Supervisors as Assistant Secretaries. Mr. McKinzie Terrill will serve as Chairman, Mr. Steve Rosser will serve as Vice Chairman, and the other three Supervisors will serve as Assistant Secretaries.

On MOTION by Mr. Rosser, seconded by Mr. Terrill, with all in favor, Resolution 2024-01 Appointing Officer Jill Burns as Secretary, George Flint as an Assistant Secretary, McKinzie Terrill as Chairman, Steve Rosser as Vice Chairman, and the Other Three Supervisors as Assistant Secretaries, was approved.

2. Consideration of Resolution 2024-02 Appointing Treasurer and Assistant Treasurer

Ms. Burns stated that this resolution would appoint George Flint as the Treasurer, Katie Costa as an Assistant Treasurer and Darrin Mossing, Sr. as an Assistant Treasurer.

On MOTION by Mr. Terrill, seconded by Mr. Rosser, with all in favor, Resolution 2024-02 Appointing George Flint as Treasurer and Katie Costa and Darrin Mossing, Sr. as Assistant Treasurers, was approved.

THIRD ORDER OF BUSINESS

Retention of District Staff

A. Consideration of Contract for District Management Services

i. Consideration of Resolution 2024-03 Appointing District Manager

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

On MOTION by Mr. Rosser, seconded by Mr. Terrill, with all in favor, Resolution 2024-03 Appointing GMS as the District Manager, was approved.

B. Consideration of Contract for District Counsel Services

November 16, 2023

Willowbrook CDD

i. Consideration of Resolution 2024-04 Appointing District Counsel

Ms. Burns stated that this resolution designated Kilinski | Van Wyk as their District Counsel.

On MOTION by Mr. Terrill, seconded by Mr. Rosser, with all in favor, Resolution 2024-04 Appointing Kilinski | Van Wyk as District Counsel, was approved.

C. Consideration of Resolution 2024-05 Selection of Registered Agent and Office

Ms. Burns stated that it is required by the state to have a registered agent and designate the office of this agent. She noted this would name Jill Burns as a registered agent and the GMS office as the registered office location.

On MOTION by Mr. Terrill, seconded by Ms. Bexley, with all in favor, Resolution 2024-05 Selecting Jill Burns as the Registered Agent and the GMS Office as the Registered Office, was approved.

D. Consideration of Resolution 2024-06 Appointing Interim District Engineer

Ms. Burns noted the next two items could be taken together and stated this would appoint Sloan Engineering Group, Inc. as the Interim District Engineer.

E. Consideration of Interim District Engineering Agreement

Ms. Burns stated that their agreement was attached as Exhibit 'A.'

On MOTION by Mr. Terrill, seconded by Mr. Rosser, with all in favor, Resolution 2024-06 Appointing Sloan Engineering Group, Inc. as the Interim District Engineer and Approving the Interim District Engineering Agreement, was approved.

F. Request Authorization to Issue RFQ for Engineering Services

Ms. Burns asked that they authorize them to issue the RFQ for District Engineering Services.

On MOTION by Mr. Rosser, seconded by Mr. Terrill, with all in favor, Authorizing Staff to Issue RFQ for Engineering Services, was approved.

November 16, 2023

Willowbrook CDD

FOURTH ORDER OF BUSINESS

Designation of Meetings and Hearing Dates

A. Consideration of Resolution 2024-07 Designation of Regular Monthly Meeting Date, Time, and Location for Fiscal Year 2024

Ms. Burns stated the District is required to develop a meeting schedule. She recommended the fourth Tuesday of the month at 11:00 a.m. at the same location.

On MOTION by Mr. Rosser, seconded by Mr. Terrill, with all in favor, Resolution 2024-07 Designation of Regular Monthly Meeting Date, Time, and Location for Fiscal Year 2024 for the Fourth Tuesday of Each Month at 11:00 a.m. at the same Location, was approved.

B. Consideration of Resolution 2024-08 Designation of Landowner’s Meeting Date, Time, and Location

Ms. Burns recommended that the Landowner meeting be held on January 9, 2024 at 12:00 p.m. at the same location.

On MOTION by Mr. Rosser, seconded by Mr. Terrill, with all in favor, Resolution 2024-08 Designation of Landowner’s Meeting for January 9, 2024 at 12:00 p.m. at the 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 2024-09 Setting a Public Hearing to Consider the Proposed Rules of the District

A. Rules of Procedure

Ms. Burns noted the Rules of Procedure were included in the agenda package. She suggested the public hearing be January 9, 2024 at 12:00 p.m. at the same location.

On MOTION by Mr. Terrill, seconded by Mr. Rosser, with all in favor, Resolution 2024-09 Setting the Public Hearing for January 9, 2024 at 12:00 p.m. at the same location, was approved.

D. Designation of Dates of Public Hearing on the Budget for Fiscal Year 2024

1. Consideration of Resolution 2024-10 Setting the Public Hearing and Approving the Proposed Budget for Fiscal Year 2023/2024

November 16, 2023

Willowbrook CDD

Ms. Burns noted this was included in the package. She suggested the meeting be set for February 27, 2024 at 11:00 a.m. at the same location.

On MOTION by Mr. Rosser, seconded by Mr. Terrill, with all in favor, Resolution 2024-10 Setting the Public Hearing for February 27, 2024 at 11:00 a.m. at the same location and Approving the Proposed Budget for Fiscal Year 2023/2024, was approved.

2. Approval of the Fiscal Year 2023/2024 Budget Funding Agreement

Ms. Burns presented the Budget Funding Agreement in the agenda package. She noted that that this was with KRPC Willowbrook, LLC and it was the entity that would agree to fund the operations and maintenance of the District based on the budget when it’s approved.

On MOTION by Mr. Rosser, seconded by Mr. Terrill, with all in favor, the Fiscal Year 2023/2024 Budget Funding Agreement, was approved.

E. Consideration of Resolution 2024-11 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

Ms. Burns noted this outlines the District’s process to collect assessments using the county tax bill when they are ready to do so. She suggested the public hearing be set on January 9, 2024 at 12:00 p.m. in the same location.

On MOTION by Mr. Rosser, seconded by Ms. Bexley, with all in favor, Resolution 2024-11 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 9, 2024 at 12:00 p.m. in the same location, was approved.

FIFTH ORDER OF BUSINESS

Other Organizational Matters

A. Resolution 2024-12 Designating a Qualified Public Depository

Ms. Burns stated that this resolution would appoint the depository as Truist which is used at all of GMS’s Districts.

November 16, 2023

Willowbrook CDD

On MOTION by Mr. Terrill, seconded by Mr. Rosser, with all in favor, Resolution 2024-12 Designating Truist as the District Depository, was approved.

B. Resolution 2024-13 Authorization of Bank Account Signatories

Ms. Burns stated that this resolution would the Secretary, Treasurer and Assistant Treasurer as authorized to sign that account.

On MOTION by Mr. Rosser, seconded by Mr. Terrill, with all in favor, Resolution 2024-13 Authorizing the Secretary, Treasurer and Assistant Treasurer as Bank Account Signatories, was approved.

C. Consideration of Resolution 2024-14 Relating to Defense of Board Members

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

On MOTION by Mr. Rosser, seconded by Mr. Terrill, with all in favor, Resolution 2024-14, Relating to Defense of Board Members, was approved.

D. Consideration of Resolution 2024-15 Authorizing District Counsel to Record in the Property Records of Polk County, Florida the “Notice of Establishment” in accordance with Chapter 190.0485, Florida Statutes

1. Notice of Establishment

Ms. Burns noted that this is a statutory requirement, and it ratified District counsel’s action in recording the notice of establishment for the District. She explained that this was required to be established once the District is formed.

On MOTION by Mr. Terrill, seconded by Ms. Bexley, with all in favor, Resolution 2024-15 Authorizing District to Record in the Property Records of Polk County, Florida the “Notice of Establishment” in Accordance with Chapter 190.0485, Florida Statutes, was approved.

E. Consideration of Resolution 2024-16 Adopting Investment Guidelines

November 16, 2023

Willowbrook CDD

Ms. Burns 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. Rosser, seconded by Mr. Terrill, with all in favor, Resolution 2024-16 Adopting Investment Guidelines, was approved.

F. Consideration of Resolution 2024-17 Authorizing Execution of Public Depositor Report

Ms. Burns reported that this authorizes 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. Terrill, seconded by Mr. Rosser, with all in favor, Resolution 2024-17 Authorizing Execution of Public Depositor Report, was approved.

G. Consideration of Resolution 2024-18 Designating a Policy for Public Comment

Ms. Burns explained that this resolution sets 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. Rosser, seconded by Ms. Bexley, with all in favor, Resolution 2024-18 Designating a Policy for Public Comment, was approved.

H. Consideration of Resolution 2024-19 Adopting a Travel and Reimbursement Policy

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

On MOTION by Mr. Terrill, seconded by Mr. Rosser, with all in favor, Resolution 2024-19 Adopting a Travel and Reimbursement Policy, was approved.

November 16, 2023

Willowbrook CDD

I. Consideration of Resolution 2024-20 Adopting Prompt Payment Policy

Ms. Burns noted Florida statutes require timely payment to vendors and contractors and this policy outlines the terms attached as Exhibit ‘A.’

On MOTION by Mr. Rosser, seconded by Mr. Terrill, with all in favor, Resolution 2024-20 Adopting Prompt Payment Policy, was approved.

J. Consideration of Resolution 2024-21 Adopting a Records Retention Policy

Ms. Burns stated that Resolution 2024-21 provides two options for retaining records and they recommend option one, which would allow them to destroy records based on a schedule that is outlined by a Florida Statute.

On MOTION by Mr. Rosser, seconded by Mr. Terrill, with all in favor Resolution 2024-21 Adopting a Records Retention Policy of Option One, was approved.

K. Consideration of Compensation to Board Members

Ms. Burns reviewed the subject of Board compensation of \$200 per meeting. All Board of Supervisors elected to receive compensation.

L. Consideration of Resolution 2024-22 Selecting District Records Office Within Polk County

Ms. Burns asked Mr. Sloan if they could use his office. Mr. Sloan agreed. Sloan Engineering Group’s Office will be the District records office within Polk County.

On MOTION by Mr. Rosser, seconded by Ms. Bexley, with all in favor, Resolution 2024-22 Selecting Sloan Engineering Group’s Office as the District Records Office Within Polk County, was approved.

M. Consideration of Resolution 2024-23 Designating the Primary Administrative Office and Principal Headquarters of the District

November 16, 2023

Willowbrook CDD

Ms. Burns stated that the primary administrative office listed was her office in Orlando, 219 East Livingston Street. Sloan Engineering Group’s office will be the principal headquarters of the District.

On MOTION by Mr. Rosser, seconded by Mr. Terrill, with all in favor, Resolution 2024-23 Designating GMS’s Office as the Primary Administrative Office and Sloan Engineering Group’s Office as the Principal Headquarters of the District, was approved.

N. Consideration of Website Services Agreement

Ms. Burns 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. Terrill, seconded by Ms. Bexley, 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 1st for Polk County

Ms. Burns stated this will authorize staff to prepare a Public Facilities Report to be filed in Polk County.

On MOTION by Mr. Terrill, seconded by Mr. Rosser, 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 Date of August 1st in Polk County, was approved.

SIXTH ORDER OF BUSINESS

Capital Improvements

A. Appointment of Financing Team

1. Consideration of Resolution 2024-24 Appointing Bond Counsel

Ms. Burns noted that Resolution 2024-24 appoints Greenberg Traurig, P.A., for the District as Bond Counsel.

November 16, 2023

Willowbrook CDD

On MOTION by Mr. Terrill, seconded by Mr. Rosser, with all in favor, Resolution 2024-24 Appointing Greenberg Traurig, P.A. as Bond Counsel, was approved.

2. Consideration of Resolution 2024-25 Appointing Investment Banker

Ms. Burns noted that Resolution 2024-25 appoints FMS as the underwriter.

On MOTION by Mr. Terrill, seconded by Mr. Rosser, with all in favor, Resolution 2024-25 Appointing FMS Bonds as Underwriter, was approved.

3. Assessment Administrator

Ms. Burns noted this would be with GMS and had been previously approved.

On MOTION by Mr. Terrill, seconded by Mr. Rosser, with all in favor, Appointing GMS as the Assessment Administrator, was approved.

4. Trustee

Ms. Burns noted that they had a proposal from US Bank to serve as Trustee.

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

B. Approval of Financing Team Funding Agreement

Ms. Burns explained that this was an agreement with KRPC Willowbrook, LLC and under the terms of this agreement any funds provided as part of this agreement would be reimbursed under the future bond issuance.

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

SEVENTH ORDER OF BUSINESS

Financing Matters

A. Consideration of Engineer’s Report

Mr. Sloan reviewed the Engineer’s Report. He noted that they were proposing 667 total units for the entirety of Willowbrook. Some of those lots are on the north side of the canal and

November 16, 2023

Willowbrook CDD

some of them are on the south side of the canal. Stormwater will be maintained by the District. Water, Wastewater, reclaimed, utilities will be maintained by the city of Winter Haven. The recreational amenities will also be constructed and maintained by the District. There will be some offsite improvements including mainly turn lanes on Lucerne Park Road on the north side and turn lanes on the south side, Marin Luther King Jr. Boulevard. He added that all necessary permits were in place except for the DOT, which they were actively pursuing. He noted the cost estimate that was prepared. He asked for any questions. Hearing none,

On MOTION by Mr. Rosser, seconded by Ms. Bexley, with all in favor, the Engineer's Report, was approved.

B. Consideration of Master Assessment Methodology Report

Ms. Burns stated that this report would allocate debt to the properties based on the benefits that they receive from the Capital Improvement Plan that is outlined in the report that Mr. Sloan just reviewed. This assessment report will be supplemented with one or more Supplemental Assessment Methodology reports that will reflect the actual terms of the bonds at the time of issuance.

Ms. Burns briefly reviewed the tables attached to the report. Table 1 showed their development program and the total of 667 units within the community. Table 2 showed the cost estimates from the engineer's report, which totaled \$32,361,460. Table 3 showed a bond sizing of \$43,615,000. Table 4 showed the improvement cost per unit for each of the product types. Table 5 outlines the par debt per unit, which is \$53,108 on the single family 40' lots and \$66,385 on the single family 50' lots. Table 6 breaks down the net and gross annual debt assessment per unit. The gross annual debt assessment when collected on the tax bill includes collection costs and early payment discounts. The 40' lot it would be \$4,237.11 and the 50' lot would be \$5,296.39. Table 7 showed the preliminary assessment roll.

On MOTION by Mr. Terrill, seconded by Mr. Rosser, with all in favor, the Master Assessment Methodology Report, was approved.

C. Consideration of Resolution 2024-26 Authorizing the Issuance of Bonds and Authorizing the Commencement of Validation Proceedings

November 16, 2023

Willowbrook CDD

Mr. Gang explained that this was a step that was required by Chapter 190 and Chapter 75 to start the financing process. The authorization is based on grossing up the engineer's report as provided in the assessment methodology. He pointed out that \$43,615 was the maximum potential bond sizing that they could do if they financed everything described in the engineer's report. Attached to this resolution was a Master Trust Indenture. He noted that they need it now because Chapter 75 contemplates for bond validation that they have a Trustee and a Trust Indenture. He explained that they were appointing US Bank. He explained that it authorizes District Counsel and Bond Counsel to commence validation. The cost attached are right out of the engineer's report. He noted that the Form of the Master Indenture was attached. He stated that it would not be executed until closing. He explained that the resolution does require that the Board consider actual financing documents at a future date. This is the first step and there will be a future step where all the detailed financing documents and supplemental indenture will be presented to the Board for approval before they go to market.

On MOTION by Mr. Terrill, seconded by Ms. Bexley, with all in favor, Resolution 2024-26 Authorizing the Issuance of Bonds and Authorizing the Commencement of Validation Proceedings, was approved as amended.

D. Consideration of Resolution 2024-27 Declaring Special Assessments and Approval of Assessment Methodology and Setting Public Hearing for Special Assessments

Ms. Burns stated that this kicked off their assessment process. They will be setting a hearing on January 9, 2024 at 12:00 p.m. She added that they would send notice to all the property owners within the community notifying of that hearing that the District intends to levy assessments on the property. She was happy to answer any questions. Hearing none,

On MOTION by Ms. Bexley, seconded by Mr. Rosser, with all in favor, Resolution 2024-27 Declaring Special Assessments and Approval of Assessment Methodology and Setting Public Hearing for Special Assessments, was approved.

EIGHTH ORDER OF BUSINESS

Other Business

A. Consideration of Resolution 2024-28 Authorizing the Disbursement of Funds

Ms. Burn stated that Resolution 2024-28 outlines procedures for on-going expenses and non-continuing expenses that can be approved outside of a meeting.

November 16, 2023

Willowbrook CDD

On MOTION by Mr. Rosser, seconded by Ms. Bexley, with all in favor, Resolution 2024-28 Authorizing the Disbursement of Funds, was approved.

B. Consideration of Resolution 2024-29 Granting the Chairperson and Vice Chairperson the Authority to Execute Plats and Documents Related to the Development of the District's Improvements

Ms. Burns presented Resolution 2024-29 to the Board. She stated that a lot of cities and counties require this resolution to record the plat.

On MOTION by Mr. Rosser, seconded by Mr. Terrill, with all in favor, Resolution 2024-29 Granting the Chairperson and Vice Chairperson the Authority to Execute Plats and Documents Related to the Development of the District's Improvements, was approved.

C. Consideration of Resolution 2024-30 Direct Purchase Resolution

Ms. Burns stated that under the terms of this resolution, the District finds that directly purchasing construction materials was in the best interest of the District. It will provide cost reduction because the District is tax exempt. She noted that this outlines the purchasing procedures and names the District Engineer and District Manager as the purchasing agent.

On MOTION by Mr. Rosser, seconded by Mr. Terrill, with all in favor, Resolution 2024-30 Direct Purchase Resolution, was approved.

D. Consideration of Resolution 2024-31 Authorizing the Use of Electronic Documents and Signatures

Ms. Burns explained that Resolution 2024-31 authorizes them to use DocuSign or other similar software to sign District documents versus hard copies.

On MOTION by Mr. Rosser, seconded by Mr. Terrill, with all in favor, Resolution 2024-31 Authorizing the Use of Electronic Documents and Signatures, was approved.

E. Consideration of Resolution 2024-32 Adopting an Internal Controls Policy

November 16, 2023

Willowbrook CDD

Ms. Burns stated that Resolution 2024-32 outlines that Florida Statutes requires certain procedures to maintain internal controls and were designed to prevent fraud, waste and abuse.

On MOTION by Mr. Rosser, seconded by Mr. Terrill, with all in favor, Resolution 2024-32 Adopting an Internal Controls Policy, was approved.

F. Approval of Funding Request No. 1

Ms. Burns stated that this was the initial amount requested to open an account, pay for all the ads that they are going to place for the hearings and acquire insurance.

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

G. Staff Reports

i. Attorney

1. E-Verify Memorandum

Ms. Kilinski stated that they were planning on filing for validation next week. She noted that Polk County has been quick. She will continue to keep the Board posted.

ii. Manager

Ms. Burns had nothing further to report.

H. Supervisor's Requests

There being no comments, the next item followed.

NINTH ORDER OF BUSINESS

Adjournment

Ms. Burns asked for a motion to adjourn the meeting.

On MOTION by Mr. Terrill, seconded by Mr. Rosser, with all in favor, the meeting was adjourned.

Jill Burns
Secretary/Assistant Secretary

DocuSigned by:
Mekinsie Terrill
5F4ACABB4FEC437...
Chairman/Vice Chairman