

**MINUTES OF MEETING**

**LONGLEAF PINE COMMUNITY DEVELOPMENT  
DISTRICT BOARD OF SUPERVISORS MEETING**

**Thursday, October 7, 2021**

**12:00 p.m.**

**At the St. Augustine Outlets  
located at 500 Outlet Mall Blvd  
Suite 500, St Augustine, FL  
32084**

Board Members present at roll call in person or via phone:

Kelly White	Chairperson
James Stowers	Vice Chairperson
Andy Hagan	Assistant Secretary

Also, Present in person or via phone:

Vivian Carvalho	District Manager - PFM Group Consulting LLC	
Venessa Ripoll	Assistant District Manager-	
	PFM Group Consulting LLC	(via phone)
Kevin Plenzler	PFM Financial Advisors LLC	(via phone)
Katie Buchanan	District Counsel- Hopping Green & Sams	
Vince Dunn	Interim District Engineer-	
	Dunn Associates, Inc.	(via phone)
Sete Zare	MBS Capital Markets	
Lo Etienne	Bryant Miller Olive	(via phone)

**FIRST ORDER OF BUSINESS**

**Organizational Matters**

**Call to Order and Roll Call**

The meeting was called to order at 12:09 p.m. Ms. Carvalho ~~proceeded~~ with roll call and confirmed quorum to proceed with the meeting. Those in attendance are outlined above.

**Public Comment Period**

There were no other public comments.

**Administration of the Oath of  
Office to Office to New  
Members of the Board of  
Supervisors**

Ms. Carvalho administered the oath of office to the new members of the Board of Supervisors Ms. Kelly White, Mr. Andy Hagan, and Mr. James Stowers prior to the start of the meeting today. Ms. Carvalho asked each Board member if they would like to receive or waive compensation. They each chose to waive compensation.

Teri Hansen and Joanne Schmieder will be administered the oath of office at the next meeting.

**Overview of the Florida  
“Government in the Sunshine”  
Regulations and other Board  
Member Responsibilities**

**a) Statement of Financial  
Interest, Form 1**

**b) Board Member  
Compensation**

Ms. Carvalho explained the Sunshine Law, Public Records La, and the Statement of Financial Interest, Form 1.

**Review of District Contact List**

Ms. Carvalho reviewed the District Contact List.

**SECOND ORDER OF BUSINESS**

**Administrative Matters**

**Consideration of Resolution  
2022-01, Appointing District  
Officers**

Ms. Carvalho asked the Board if they have a recommendation for the slate of officers. A discussion took place. Ms. Carvalho requested to be added as Secretary and Ms. Ripoll as an additional, Assistant Secretary.

ON MOTION by Ms. White, seconded by Mr. Stowers, with all in favor, the Board approved Resolution 2022-01, Appointing District Officers, as follows; Mr. Kelly White as Chairperson, Mr. James Stowers as Vice Chairperson, Ms. Vivian Carvalho as Secretary, and Ms. Venessa Ripoll, Mr. Andy Hagan, Ms. Joanne Schmieder and Ms. Teri Hansen as Assistant Secretaries.

**Consideration of Resolution  
2022-02, Designating  
Treasurer and Assistant  
Treasurer**

Ms. Carvalho presented Resolution 2022-02, Designating Treasurer and Assistant Treasurer. She recommended Ms. Jennifer Glasgow be appointed as Treasurer and Ms. Amanda Lane be appointed as Assistant Treasurer.

ON MOTION by Ms. White, seconded by Mr. Stowers, with all in favor, the Board approved Resolution 2022-02, Designating Ms. Jennifer Glasgow as Treasurer and Ms. Amanda Lane as Assistant Treasurer.

**Consideration of Resolution  
2022-03, Appointing District  
Manager, Assessment  
Consultant, and Investment  
Representative**  
a) District Management  
Agreement  
b) Financial Advisory  
Agreement

Ms. Carvalho presented Resolution 2022-03, Appointing District Manager, Assessment Consultant, and Investment Representative. This Resolution appoints PFM for Financial Advisor and District Management Services. Ms. White asked if the Financial Advisory is for the Financial Consultant purposes and not engaging on other services. Ms. Carvalho confirmed.

Ms. Carvalho requested a motion to approve Resolution 2022-03, Appointing District Manager, Assessment Consultant and Investment Representative.

ON MOTION by Ms. White, seconded by Mr. Hagan, with all in favor, the Board approved Resolution 2022-03, Appointing District Manager, Assessment Consultant, and Investment Representative.

**Consideration of Resolution  
2022-04, Designating the  
Primary Administrative Office  
and Principal Headquarters**

Ms. Carvalho presented Resolution 2022-04, Designating the Primary Administrative Office and Principal Headquarters. The District must have a Local Records Office in St. Johns County. A discussion took place. This resolution agenda item will be tabled to the next meeting.

**Consideration of Resolution  
2022-05, Appointing District  
Counsel**  
a) District Counsel Agreement

Ms. Carvalho presented Resolution 2022-05, Appointing District Counsel. The Fee Agreement from Hopping Green & Sams is attached to the Resolution as Exhibit A. There were no questions of comments from the Board, so Ms. Carvalho requested a motion from the Board to approve the Resolution as presented.

ON MOTION by Mr. Stowers, seconded by Ms. White, with all in favor, the Board approved Resolution 2022-05, Appointing District Counsel.

Ms. White wanted to confirm that everything is consistent with fee schedules that the District does with all of their communities. Ms. Carvalho confirmed.

**Consideration of Resolution  
2022-06, Designating  
Registered Agent & Office**

Ms. Carvalho presented Resolution 2022-06, Designating Registered Agent and Office. The office will be PFM and Ms. Carvalho will be the Registered Agent.

ON MOTION by Ms. White, seconded by Mr. Hagan, with all in favor, the Board approved Resolution 2022-06, Designating Registered Agent & Office.

**Consideration of Resolution  
2022-07, Appointing Interim  
District Engineer  
a) Interim District Engineer  
Agreement**

Ms. Carvalho presented Resolution 2022-07, Appointing Interim District Engineer. Dunn & Associates will serve as Interim Engineer. Ms. Buchanan requested approval of Resolution 2022-07 in substantial form as the District needs the rate schedule for Ms. White to review and approve.

Ms. White asked why this is an approval for an Interim District Engineer. Ms. Buchanan explained the District is required to go through the Request for Qualifications Process per Florida Statute. The District appoints an Interim District Engineer to make sure they can prepare the Bond Reports.

ON MOTION by Mr. Hagan, seconded by Mr. Stowers, with all in favor, the Board approved Resolution 2022-07, Approving Interim District Engineer, in substantial form pending review and approval of the rate schedule by the Chairperson.

**Authorization of RFQ for  
District Engineering Services  
under the CCNA**

Ms. Carvalho requested authorization from the Board to go through the RFQ for District Engineering Services under the CCNA.

ON MOTION by Mr. Hagan, seconded by Mr. Stowers, with all in favor, the Board authorized District Staff to proceed with the RFQ for District Engineering Services under the CCNA.

**THIRD ORDER OF BUSINESS**

**Designation of Meetings and Hearing Dates**

**Consideration of Resolution 2022-08, Setting an Annual Meeting Schedule for Fiscal Year 2021/2022**

Ms. Carvalho presented Resolution 2022-08, Setting an Annual Meeting Schedule for Fiscal Year 2021/2022. Ms. Buchanan proposed the Board adopt all of the resolutions to hold the Public Hearing in 30 days with the exception of the budgets public hearing to be held in January 20, 2022. Furthermore hold the Landowner Election at the regular November 18, 2021 Board Meeting. Monthly meetings will be on the 3<sup>rd</sup> Thursday of the month at 12:00 p.m. at this location.

ON MOTION by Mr. Hagan, seconded by Mr. Stowers, with all in favor, the Board approved Resolution 2022-08, Setting an Annual Meeting Schedule for Fiscal Year 2021/2022.

**Consideration of Resolution 2022-09, Designating Date, Time, and Location for Landowners' Meeting**

Ms. Carvalho presented Resolution 2022-09 Designating Date, Time, and Location for Landowners' Meeting. A discussion took place.

ON MOTION by Ms. White, seconded by Mr. Stowers, with all in favor, the Board approved Resolution 2022-09, Designating Date, Time, and Location for Landowners' Meeting for November 18, 2021 at 12:00 p.m. at 500 Outlet Mall Blvd Suite 500, St Augustine, FL 32084.

**Consideration of Resolution 2022-10, Approving Fiscal Year 2021/2022 Proposed Annual Budget and Setting a Public Hearing Date for Final Adoption**

Ms. Carvalho presented Resolution 2022-10, Approving Fiscal Year 2021/2022 Proposed Annual Budget and Setting a Public Hearing Date for Final Adoption. A discussion took place.

ON MOTION by Ms. White, seconded by Mr. Stowers, with all in favor, the Board approved Resolution 2022-10, Approving Fiscal Year 2021/2022 Proposed Annual Budget and Setting a Public Hearing Date for Final Adoption on January 20, 2022 at 500 Outlet Mall Blvd Suite 500, St Augustine, FL 32084 .

**Consideration of FY 2021/2022  
Budget Funding Agreement**

The Board reviewed the Fiscal Year 2021~~2022~~ Budget Funding Agreement with ICI entity owner.

ON MOTION by Ms. Hagan, seconded by Ms. White, with all in favor, the Board approved the FY 2021/2022 Budget Funding Agreement, in substantial form subject to review by Owner entity.

**Consideration of Establishment  
of Auditor Selection Committee**

Ms. Carvalho presented the consideration of establishment of Auditor Selection Committee. She explained the District needs to get this in the schedule since they will soon issue Bonds. She suggested the audit process be initiated by January 20, 2022. Ms. Carvalho requested a motion from the Board to approve initiating the Audit Selection Process on January 20, 2022 and appoint the Board as the Auditor Selection Committee.

ON MOTION by Mr. Hagan, seconded by Ms. White, with all in favor, the Board approved initiating the Audit Selection Process on the January 20, 2022 and appoint the Board as the Auditor Selection Committee.

**Consideration of Resolution  
2022-11, Setting a Public  
Hearing on Adoption of Rules of  
Procedure**

- a) Rules of Procedure**
- b) Note of Rule Development**
- c) Notice of Rulemaking**

Ms. Carvalho presented Resolution 2022-14, Setting a Public Hearing on Adoption of Rules of Procedure.

**Consideration of Resolution  
2022-12, Expressing the Intent  
of the District to Utilize the  
Uniform Method of Levy,  
Collection and Enforcement of  
Non-Ad-Valorem Assessments  
and Setting a Public Hearing  
Date Thereon**

Ms. Carvalho presented Resolution 2022-12, Expressing the Intent of the District to Utilize the Uniform Method of Levy, Collection and Enforcement of Non-Ad-Valorem Assessments and Setting a Public Hearing Date Thereon. A discussion took place.

ON MOTION by Ms. White, seconded by Mr. Stowers, with all in favor, the Board approved Resolution 2022-11, Setting a Public Hearing on Adoption of Rules of Procedure and Resolution 2022-12, Expressing the Intent of the District to Utilize the Uniform Method of Levy, Collection and Enforcement of Non Ad-Valorem Assessments and Setting a Public Hearing Date Thereon for November 18, 2021 at 12:00 p.m. at 500 Outlet Mall Blvd., Suite 500, St. Augustine, FL 32084.

#### **FOURTH ORDER OF BUSINESS**

#### **Other Organizational Matters**

#### **Consideration of Resolution 2022-13, Setting Forth the Policy of the District with Regard to the Support and Legal Defense of the Board of Supervisors and District Staff**

#### **a) Authorization to Obtain General Liability and Public Officers Insurance**

The Board reviewed Resolution 2022-13, Setting Forth the Policy of the District with Regard to the Support and Legal Defense of the Board of Supervisors and District Staff.

#### **Consideration of Resolution 2022-14, Providing for the Public's Opportunity to be Heard Addressing Public Meetings and Public Comment Period**

The Board reviewed Resolution 2022-14, Providing for the Public's Opportunity to be Heard Addressing Public Meetings and Public Comment Period.

**Consideration of Resolution  
2022-15, Adoption of  
Records Retention Policy;  
and Providing for  
Severability and Effective  
Date**

The Board reviewed Resolution 2022-15, Adopting of Records Retention Policy; and Providing for Severability and Effective Date.

**Consideration of Resolution  
2022-16, Adoption of Travel  
Reimbursement Policy**

The Board reviewed Resolution 2022-16, Adoption of Travel Reimbursement Policy.

**Consideration of Resolution  
2022-17, Adoption of Prompt  
Payment Act Policies and  
Procedures**

The Board reviewed Resolution 2022-17, Adoption of Prompt Payment Act Policies and Procedures.

**Consideration of Resolution  
2022-18, Authorizing the Filing  
of Notice of Establishment**

The Board reviewed Resolution 2022-18, Authorizing the Filing of Notice of Establishment.

**Consideration of District  
Website Agreement**

The Board reviewed the District Website Agreement.

**Consideration of Resolution  
2022-19, Authorizing the  
Disbursement of Funds**

The Board reviewed Resolution 2022-19, Authorizing the Disbursement of Funds.

**Consideration of Resolution  
2022-20, Designating a  
Qualified Public Depository**

The Board reviewed Resolution 2022-20, Designating a Qualified Public Depository.



**Consideration of Resolution  
2022-21, Authorization to  
Establish Checking Account  
and Designation of Authorized  
Signatories for Operating  
Account(s)**

The Board reviewed Resolution 2022-21, Authorization to Establish Checking Account and Designation of Authorized Signatories for Operating Account(s). Ms. Carvalho noted the Operating account will be under Renasant Bank.

**Consideration of Resolution  
2022-22, Adopting Alternative  
Investment Guidelines**

The Board reviewed Resolution 2022-22, Adopting Alternating Investment Guidelines.

**Consideration of Resolution  
2022-23, Granting the Chairman  
Authority to Execute Certain  
Documents**

The Board reviewed Resolution 2022-23, Granting the Chairman Authority to Execute Certain Documents.

**Consideration of Resolution  
2022-24, Adopting Internal  
Controls Policy**

The Board reviewed Resolution 2022-24, Adopting Internal Controls Policy.

ON MOTION by Mr. Hagan, seconded by Ms. White, with all in favor, the Board approved Resolution 2022-13 through Resolution 2022-24, as presented.
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**FIFTH ORDER OF BUSINESS**

**Financing Matters**

**Consideration of Bond  
Financing Team Funding  
Agreement**

Ms. Buchanan provided the Bond Financing Team Funding Agreement and requested approval in substantial form subject to review by the Developer and Landowner. Ms. White asked if while the District is moving forward in issuing Bonds the Developer is responsible for any expenses but ultimately, they will be paid for out of the Bond Issuance. Ms. Buchanan responded, assuming they are appropriate expenditures, they will be paid out of the Bond Issuance.

ON MOTION by Ms. White, seconded by Mr. Hagan, with all in favor, the Board approved the Bond Financing Team Funding Agreement and requested approval in substantial form subject to review by the Developer and Landowner.

**Consideration of Underwriter Agreement**

Ms. Zare presented the Underwriter Agreement which provides for 2% of the par of the Bonds issued and is contingent on closing. Ms. White asked if it is consistent with what the Board did last time and Ms. Zare answered yes. Ms. White asked if MBS Capital Markets paid for Underwriter's Counsel. Ms. Zare answered yes and if it in the Agreement she will make sure it is reflected in the Underwriter Agreement.

ON MOTION by Ms. White, seconded by Mr. Stowers, with all in favor, the Board approved the Underwriter Agreement in substantial form subject to confirmation of underwriter's counsel fees paid by the underwriter.

**Consideration of Bond Counsel Agreement**

Ms. Etienne joined the meeting at 12:32 p.m. via phone. Ms. Etienne presented the Bond Counsel Agreement. Ms. White asked if the Bond Counsel Agreement consistent with the Boggy Branch CDD Bond Issuance.

ON MOTION by Mr. Stowers, seconded by Mr. Hagan, with all in favor, the Board approved the Bond Counsel Agreement subject to confirmation it is consistent with Boggy Branch CDD agreement.

**Consideration of Trustee Agreement**

Ms. Carvalho presented the Trustee Agreement. UB Bank will be the Trustee.

ON MOTION by Ms. White, seconded by Mr. Hagan, with all in favor, the Board approved the Trustee Agreement.

**Consideration of Engineer's Report**

Mr. Dunn reviewed the Engineer's Report. Ms. White asked Mr. Dunn if he added a 10% Contingency to each line item. Mr. Dunn responded for the Development cost of the future phases which are the costs in 2023, he grossed those up 10% contingency.

The other costs are costs under contract. Ms. White stated the District is validating Bonds based on the \$17,000,000.00 total budget for \$22,000,000.00. There are a couple things that are not included in the Budget. Ms. White anticipates the District will end up issuing around \$12,000,000.00. The offsite road improvements were not included in this budget and they are eligible costs. She asked if the District should revise this Budget to include the offsite road costs. The Board agreed the District should revise the Budget to include those costs.

Ms. White noted the District made a wetland mitigation payment and asked if that was in this payment. Mr. Dunn stated that is not included in the budget. A suggestion was made to approve the District Engineer's Report in substantial form subject to the discretion of the Chair of additional costs to be added prior to validating the bonds.

ON MOTION by Ms. White, seconded by Mr. Hagan, with all in favor, the Board approved District Engineer's Report in substantial form subject to the discretion of the Chair of additional costs to be added prior to validating the bonds.

**Consideration of Master  
Assessment Methodology  
Report**

Mr. Plenzler asked based on the potential changes to the Engineer's Report, would the Board be approving the Master Assessment Methodology Report in substantial form. If the Engineering costs go up the Bond Validation amount associated with the Master Assessment Methodology Report will likely go up as well. Ms. Buchanan responded that is correct.

Ms. Plenzler reviewed the Master Assessment Methodology Report. It outlines the maximum assessment securing the repayment of the Bonds to be issued by the District subject to any change in the Engineer's Report going forward. He reviewed the following tables; Tables 1 and 2 are consistent with the Engineer's Report with respect to the Development volumes and the Capital Improvement Program, Table 4 shows the maximum bond par amount based on the \$17.3 Million in CIP currently in the Engineer's Report, Tables 5 and 6 outline the principal per unit amounts as well as the annual assessment per unit amount consistent with the current Bond sizing. He analyzed the Debt Service Assessments on an acreage and per unit basis and find the assessments to be reasonably and equitably allocated. He also found there is a benefit received from the property owners within the District in excess of the related cost.

ON MOTION by Mr. Hagan, seconded by Ms. White, with all in favor, the Board approved the Master Assessment Methodology Report in substantial form subject to the final additional costs by discretion by the Chair to be added prior to validating the bonds.

**Consideration of Resolution  
2022-25, Bond Resolution**

A discussion took place to increase the maximum amount of Bonds. The Maximum amount of the Bonds will be increased to \$27,500,000.00 related to the potential additional costs of improvements that may be added to the Engineer's Report.

Mr. Plenzler stated he can make any adjustments to the Master Assessment Methodology Report to make sure the District hits that number.

ON MOTION by Ms. White, seconded by Mr. Stowers, with all in favor, the Board approved Resolution 2022-25, Bond Resolution as revised to increase the total Bond Amount to \$27,500,000.00.

**Consideration of Resolution  
2022-26, Declaring Special  
Assessments**

Ms. Buchanan reviewed Resolution 2022-26, Declaring Special Assessments.

**Consideration of Resolution  
2022-27, Setting Public  
Hearing on Special  
Assessments**

Ms. Buchanan reviewed Resolution 2022-27, Setting Public Hearing on Special Assessments.

The total project cost and the total amount the assessments are intended to offset will be increased to correspond to the adjusted Engineer's Report. According to Resolution 2022-26 and Resolution 2022-27 a 30-day notice will be provided to the landowner and 20 days published notice with the goal the District finalizes the Assessment Process in November so they can include it within the Bond Validation Proceedings.

ON MOTION by Ms. White, seconded by Mr. Stowers, with all in favor, the Board approved Resolution 2022-26, Declaring Special Assessments and Resolution 2022-27, Setting Public Hearing on Special Assessments for November 18, 2022 at 12:00 p.m. at this location in substantial form subject to adjustments to the final numbers of the Engineer's Report.

**Consideration of Funding  
Request No. 1**

Ms. Carvalho presented Funding Request No. 1 which the amount is to initiate the opening of the Bank Account.

ON MOTION by Ms. White, seconded by Mr. Hagan, with all in favor, the Board approved Funding Request No. 1.

**SIXTH ORDER OF BUSINESS**

**Other Business**

**Staff Reports**

**District Counsel** – No Report

**District Manager** – No report.

**General Manager** – Ms. Carvalho noted the District Manager will proceed with all advertisements. The next meeting is scheduled for November 18, 2021 at 12:00 p.m. at this location in which multiple Public Hearings will take place at that meeting.

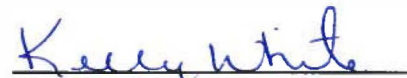
**SEVENTH ORDER OF BUSINESS**

**Adjournment**

Ms. Carvalho requested a motion to adjourn the continued meeting of the Board of Supervisors' at 12:45 p.m.

ON MOTION by Ms. White, seconded by Mr. Stowers, with all in favor, the Thursday, October 7, 2021 Organizational Board of Supervisors' Meeting of Longleaf Pine CDD was adjourned at 12:45 p.m.

  
Secretary / Assistant Secretary

  
Chairperson / Vice Chairperson