# MINUTES OF MEETING TERRA LAGO COMMUNITY DEVELOPMENT DISTRICT

An Organizational Meeting of the Terra Lago Community Development District was held on November 14, 2022, immediately following the landowners meeting, scheduled to commence at 10:00 a.m., at Indiantown Realty, 16654 S.W. Warfield Boulevard, Indiantown, Florida 34955.

#### Present at the meeting were:

Josh Kellam	Chair
Tom Kenny	Vice Chair
David Powers	Assistant Secretary
Kevin Powers	Assistant Secretary
Jason Dugan	Assistant Secretary

# Also present were:

Cindy Cerbone	District Manager
Daniel Rom	Wrathell, Hunt and Associates, LLC (WHA)
Tucker Mackie	District Counsel
Ryan Dugan	Kutak Rock, LLP
Melissa Corbett	District Engineer
Brett Sealy (via telephone)	MBS Capital Markets, LLC (MBS)
Sete Zare (via telephone)	MBS Capital Markets, LLC

# FIRST ORDER OF BUSINESS

Call to Order/Roll Call

Ms. Cerbone called the meeting to order at 10:06 a.m., and noted that the Landowners' meeting was held just prior to this meeting.

# Administration of Oath of Office to Elected Board of Supervisors

# This item, previously the Third Order of Business was presented out of order.

Ms. Cerbone, a Notary of the State of Florida and duly authorized, administered the

Oath of Office to Mr. Kellam, Mr. Kenny, Mr. Dugan, Mr. David Powers and Mr. Kevin Powers.

Supervisors Kellam, Kenny, Dugan, David Powers and Kevin Powers were present.

# SECOND ORDER OF BUSINESS

#### **Public Comments**

No members of the public spoke.

#### **GENERAL DISTRICT ITEMS**

#### THIRD ORDER OF BUSINESS

Administration of Oath of Office to Elected Board of Supervisors (the following will also be provided in a separate package)

The Oath of Office was administered during the First Order of Business.

Having served on other Boards, the Board Members are familiar with the following:

- A. Guide to Sunshine Amendment and Code of Ethics for Public Officers and Employees
- B. Membership, Obligations and Responsibilities
- C. Chapter 190, Florida Statutes
- D. Financial Disclosure Forms
  - I. Form 1: Statement of Financial Interests
  - II. Form 1X: Amendment to Form 1, Statement of Financial Interests
  - III. Form 1F: Final Statement of Financial Interests
- E. Form 8B: Memorandum of Voting Conflict

#### FOURTH ORDER OF BUSINESS

Consideration of 2023-01, Canvassing and Certifying the Results of the Landowners' Election of Supervisors Held Pursuant to Section 190.006(2), Florida Statutes; and Providing for an Effective Date

Ms. Cerbone presented Resolution 2023-01. She recapped the Landowners' Election results as follows:

Seat 1	Josh Kellam	767 votes	4-year Term
Seat 2	Tom Kenny	767 votes	4-year Term
Seat 3	Jason Dugan	765 votes	2-year Term
Seat 4	David Powers	765 votes	2-year Term
Seat 5	Kevin Powers	765 votes	2-year Term

On MOTION by Mr. Kellam and seconded by Mr. Kevin Powers, with all in favor, Resolution 2023-01, Canvassing and Certifying the Results of the Landowners' Election of Supervisors Held Pursuant to Section 190.006(2), Florida Statutes; and Providing for an Effective Date, was adopted.

#### FIFTH ORDER OF BUSINESS

Consideration of Resolution 2023-02, Designating Certain Officers of the District, and Providing for an Effective Date

Ms. Cerbone presented Resolution 2023-02.

Mr. Kellam nominated the following slate:

Chair	Josh Kellam
Vice Chair	Tom Kenny
Secretary	Craig Wrathell
Assistant Secretary	David Powers
Assistant Secretary	Kevin Powers
Assistant Secretary	Jason Dugan
Assistant Secretary	Cindy Cerbone
Treasurer	Craig Wrathell
Assistant Treasurer	Jeff Pinder

No other nominations were made.

On MOTION by Mr. Kenny and seconded by Mr. Kevin Powers, with all in favor, Resolution 2023-02, Designating Certain Officers of the District, as nominated, and Providing for an Effective Date, was adopted.

#### ORGANIZATIONAL MATTERS

SIXTH ORDER OF BUSINESS

Consideration of the Following Organizational Matters:

- A. Resolution 2023-03, Appointing and Fixing the Compensation of the District Manager and Methodology Consultant; Providing an Effective Date
  - Agreement for District Management Services: Wrathell, Hunt and Associates, LLC

Ms. Cerbone presented Resolution 2023-03 and the Fee Schedule and Management Agreement. WHA will charge a discounted Management Fee of \$2,000 per month until bonds are issued.

On MOTION by Mr. Kenny and seconded by Mr. Kellam, with all in favor, Resolution 2023-03, Appointing and Fixing the Compensation of Wrathell, Hunt and Associates, LLC as the District Manager and Methodology Consultant; Providing an Effective Date, was adopted.

- B. Resolution 2023-04, Appointing District Counsel for the District, and Authorizing Compensation; and Providing for an Effective Date
  - Fee Agreement: Kutak Rock LLP

Ms. Cerbone presented Resolution 2023-04 and the Kutak Rock LLP Fee Agreement.

On MOTION by Mr. Kellam and seconded by Mr. Kenny, with all in favor, Resolution 2023-04, Appointing Kutak Rock LLP as District Counsel for the District, and Authorizing Compensation; and Providing for an Effective Date, was adopted.

C. Resolution 2023-05, Designating a Registered Agent and Registered Office of the District and Providing for an Effective Date

Ms. Cerbone presented Resolution 2023-05.

On MOTION by Mr. Kellam and seconded by Mr. Kenny, with all in favor, Resolution 2023-05, Designating Tucker F. Mackie as Registered Agent and 107 West College Avenue, Tallahassee, Florida 32301 as Registered Office of the District and Providing for an Effective Date, was adopted.

- D. Resolution 2023-06, Appointing an Interim District Engineer for the Terra Lago Community Development District, Authorizing Its Compensation and Providing an Effective Date
  - Interim Engineering Services Agreement: *The Milcor Group*.

Ms. Cerbone presented Resolution 2023-06 and the Interim Engineering Services Agreement and accompanying Exhibits.

The Agreement will be updated to reflect the full company name, "The MilCor Group, a Division of Haley Ward, Inc."

On MOTION by Mr. Kellam and seconded by Mr. Kenny, with all in favor, Resolution 2023-06, Appointing an Interim District Engineer for the Terra Lago Community Development District, Authorizing Its Compensation and Providing an Effective Date, was adopted.

# E. Authorization of Request for Qualifications (RFQ) for Engineering Services

Ms. Cerbone presented the RFQ for Engineering Services.

On MOTION by Mr. Kellam and seconded by Mr. Dugan, with all in favor, the Request for Qualifications (RFQ) for Engineering Services and Competitive Selection Criteria and authorizing Staff to advertise, was approved.

# F. Board Member Compensation: 190.006 (8), F.S.

The Board Members declined compensation.

G. Resolution 2023-07, Designating the Primary Administrative Office and Principal Headquarters of the District and Providing an Effective Date

Ms. Cerbone presented Resolution 2023-07.

On MOTION by Mr. Kellam and seconded by Mr. Kevin Powers, with all in favor, Resolution 2023-07, Designating 2300 Glades Road, Suite 410W, Boca Raton, Florida 33431 as the Primary Administrative Office and Principal Headquarters of the District and Providing an Effective Date, was adopted.

H. Resolution 2023-08, Designating the Location of the Local District Records Office and
Providing an Effective Date

Ms. Cerbone presented Resolution 2023-08.

On MOTION by Mr. Kellam and seconded by Mr. Kevin Powers, with all in favor, Resolution 2023-08, Designating Indiantown Realty, 16654 S.W. Warfield Boulevard, Indiantown, Florida 34955 as the Location of the Local District Records Office and Providing an Effective Date, was adopted.

- I. Resolution 2023-09, Setting Forth the Policy of the District Board of Supervisors with Regard to the Support and Legal Defense of the Board of Supervisors and District Officers, and Providing for an Effective Date
  - Authorization to Obtain General Liability and Public Officers' Insurance

Ms. Cerbone presented Resolution 2023-09.

On MOTION by Mr. Kellam and seconded by Mr. Dugan, with all in favor, Resolution 2023-09, Setting Forth the Policy of the District Board of Supervisors with Regard to the Support and Legal Defense of the Board of Supervisors and District Officers, and Providing for an Effective Date, was adopted, and authorizing Staff to obtain General Liability and Public Officers' Insurance, was approved.

J. Resolution 2023-10, Providing for the Public's Opportunity to Be Heard; Designating Public Comment Periods; Designating a Procedure to Identify Individuals Seeking to Be Heard; Addressing Public Decorum; Addressing Exceptions; and Providing for Severability and an Effective Date

Ms. Cerbone presented Resolution 2023-10.

On MOTION by Mr. Kenny and seconded by Mr. Kellam, with all in favor, Resolution 2023-10, Providing for the Public's Opportunity to Be Heard; Designating Public Comment Periods; Designating a Procedure to Identify Individuals Seeking to Be Heard; Addressing Public Decorum; Addressing Exceptions; and Providing for Severability and an Effective Date, was adopted.

 Resolution 2023-11, Providing for the Appointment of a Records Management Liaison Officer; Providing the Duties of the Records Management Liaison Officer; Adopting a Records Retention Policy; and Providing for Severability and Effective Date Ms. Cerbone presented Resolution 2023-11. On MOTION by Mr. Kenny and seconded by Mr. Kevin Powers, with all in favor, Resolution 2023-11, Providing for the Appointment of a Records Management Liaison Officer; Providing the Duties of the Records Management Liaison Officer; Adopting a Records Retention Policy; and Providing for Severability and Effective Date, was adopted.

L. Resolution 2023-12, Granting the Chair the Authority to Execute Real and Personal Property Conveyance and Dedication Documents, Plats and Other Documents Related to the Development of the District's Improvements; Approving the Scope and Terms of Such Authorization; Providing a Severability Clause; and Providing an Effective Date

Ms. Cerbone presented Resolution 2023-12. The Resolution title above inadvertently omitted the Vice Chair; however, the actual Resolution accurately includes the Vice Chair. This Resolution grants the Chair and Vice Chair the authority to work with the District Engineer, District Counsel and District Staff and to execute certain documents in between meetings, to avoid delays in construction.

On MOTION by Mr. Kellam and seconded by Mr. Kenny, with all in favor, Resolution 2023-12, Granting the Chair and Vice Chair the Authority to Execute Real and Personal Property Conveyance and Dedication Documents, Plats and Other Documents Related to the Development of the District's Improvements; Approving the Scope and Terms of Such Authorization; Providing a Severability Clause; and Providing an Effective Date, was adopted.

M. Resolution 2023-13, Ratifying, Confirming and Approving the Recording of the Notice of Establishment of the District and Providing for an Effective Date

Ms. Cerbone presented Resolution 2023-13.

On MOTION by Mr. Kellam and seconded by Mr. Kevin Powers, with all in favor, Resolution 2023-13, Ratifying, Confirming and Approving the Recording of the Notice of Establishment of the District and Providing for an Effective Date, was adopted.

N. Authorization of Request for Proposals (RFP) for Annual Audit Services

Ms. Cerbone presented the RFP For Annual Audit Services.

• Designation of Board of Supervisors as Audit Committee

On MOTION by Mr. Kenny and seconded by Mr. Kevin Powers, with all in favor, the Request for Proposals for Annual Auditing Services, authorizing the District Manager to advertise and designating the Board of Supervisors as the Audit Committee, was approved.

# O. Strange Zone, Inc., Quotation #M22-1047 for District Website Design, Maintenance and Domain Web-Site Design Agreement

Ms. Cerbone presented the Strange Zone, Inc. (SZI) proposal.

On MOTION by Mr. Kellam and seconded by Mr. Kenny Powers, with all in favor, Strange Zone, Inc., Quotation #M22-1047 for District Website Design, Maintenance and Domain Web-Site Design Agreement, in the amount of \$1,679.99, and authorizing the Chair or Vice Chair to execute, was approved.

# P. ADA Site Compliance Proposal for Website Compliance Shield, Accessibility Policy and

# One (1) Annual Technological Audit

Ms. Cerbone presented the ADA Site Compliance proposal.

On MOTION by Mr. Kellam and seconded by Mr. Dugan, with all in favor, the ADA Site Compliance Proposal for Website Compliance Shield, Accessibility Policy and One (1) Annual Technological Audit, in the amount of \$210 annually, was approved.

- Q. Resolution 2023-14, to Designate Date, Time and Place of Public Hearing and Authorization to Publish Notice of Such Hearing for the Purpose of Adopting Rules of Procedure; and Providing an Effective Date
  - I. Rules of Procedure
  - II. Notices [Rule Development and Rulemaking]

These items were included for informational purposes.

Ms. Cerbone presented Resolution 2023-14.

On MOTION by Mr. Kellam and seconded by Mr. Kevin Powers, with all in favor, Resolution 2023-14, to Designate Date, Time and Place of February 13, 2023 at 1:00 p.m., at Indiantown Realty, 16654 S.W. Warfield Boulevard, Indiantown, Florida 34955, for a Public Hearing and Authorization to Publish Notice of Such Hearing for the Purpose of Adopting Rules of Procedure; and Providing an Effective Date, was adopted.

R. Resolution 2023-15, Designating Dates, Times and Locations for Regular Meetings of the Board of Supervisors of the District for Fiscal Year 2022/2023 and Providing for an Effective Date

Ms. Cerbone presented Resolution 2023-15.

The following will be inserted into the Fiscal Year 2023 Meeting Schedule:

DATES: Second Monday of each month

TIME: 1:00 PM

LOCATION: Indiantown Realty, 16654 S.W. Warfield Boulevard, Indiantown, Florida

34955

On MOTION by Mr. Kevin Powers and seconded by Mr. Dugan, with all in favor, Resolution 2023-15, Designating Dates, Times and Locations for Regular Meetings of the Board of Supervisors of the District for Fiscal Year 2022/2023 and Providing for an Effective Date, was adopted.

S. Resolution 2023-16, Approving the Florida Statewide Mutual Aid Agreement; Providing for Severability; and Providing for an Effective Date

Ms. Cerbone presented Resolution 2023-16.

On MOTION by Mr. Kenny and seconded by Mr. Kevin Powers, with all in favor, Resolution 2023-16, Approving the Florida Statewide Mutual Aid Agreement; Providing for Severability; and Providing for an Effective Date, was adopted.

#### T. Stormwater Management Needs Analysis Reporting Requirements

Ms. Cerbone discussed the requirement for CDDs to prepare and submit a 20-year Stormwater Management Needs Analysis Report to document the future needs of its stormwater system. The first Report was due June 30, 2022 but, while the CDD will have a stormwater management system, there is no interim reporting requirement; therefore, the CDD's first Report will be due in 2027.

#### BANKING MATTERS

SEVENTH ORDER OF BUSINESS

Consideration of the Following Banking Matters:

A. Resolution 2023-17, Designating a Public Depository for Funds of the District and Providing an Effective Date

Ms. Cerbone presented Resolution 2023-17.

On MOTION by Mr. Kellam and seconded by Mr. Kenny, with all in favor, Resolution 2023-17, Designating Truist Bank as Public Depository for Funds of the District and Providing an Effective Date, was adopted.

B. Resolution 2023-18, Directing the District Manager to Appoint Signors on the Local
Bank Account; and Providing an Effective Date

Ms. Cerbone presented Resolution 2023-18.

On MOTION by Mr. Kellam and seconded by Mr. Kevin Powers, with all in favor, Resolution 2023-18, Directing the District Manager to Appoint Signors on the Local Bank Account; and Providing an Effective Date, was adopted.

#### **BUDGETARY MATTERS**

#### EIGHTH ORDER OF BUSINESS

Consideration of the Following Budgetary Matters:

A. Resolution 2023-19, Approving the Proposed Budget for Fiscal Year 2022/2023 and Setting a Public Hearing Thereon Pursuant to Florida Law and Providing for an Effective Date

Ms. Cerbone presented Resolution 2023-19. She reviewed the proposed Fiscal Year 2023 budget, which will be a partial-year, Landowner-funded budget, with expenses funded as

they are incurred. WHA will charge a discounted Management Fee of \$2,000 per month until bonds are issued.

The following change was made to the proposed Fiscal Year 2023 budget:

Page 1, "Audit": Insert \$5,000

On MOTION by Mr. Kellam and seconded by Mr. David Powers, with all in favor, Resolution 2023-19, Approving the Proposed Budget for Fiscal Year 2022/2023 and Setting a Public Hearing Thereon Pursuant to Florida Law on February 13, 2023 at 1:00 p.m., at Indiantown Realty, 16654 S.W. Warfield Boulevard, Indiantown, Florida 34955 and Providing for an Effective Date, was adopted.

# B. Fiscal Year 2022/2023 Budget Funding Agreement

Ms. Cerbone presented the Fiscal Year 2022/2023 Budget Funding Agreement.

On MOTION by Mr. Kellam and seconded by Mr. Kevin Powers, with all in favor, the Fiscal Year 2022/2023 Budget Funding Agreement, was approved.

C. Resolution 2023-20, Adopting the Alternative Investment Guidelines for Investing Public Funds in Excess of Amounts Needed to Meet Current Operating Expenses, in Accordance with Section 218.415(17), Florida Statutes

Ms. Cerbone presented Resolution 2023-20.

On MOTION by Mr. Kenny and seconded by Mr. Kellam, with all in favor, Resolution 2023-20, Adopting the Alternative Investment Guidelines for Investing Public Funds in Excess of Amounts Needed to Meet Current Operating Expenses, in Accordance with Section 218.415(17), Florida Statutes, was adopted.

D. Resolution 2023-21, Authorizing the Disbursement of Funds for Payment of Certain Continuing Expenses Without Prior Approval of the Board of Supervisors; Authorizing the Disbursement of Funds for Payment of Certain Non-Continuing Expenses Without Prior Approval of the Board of Supervisors; Providing for a Monetary Threshold; and Providing for an Effective Date Ms. Cerbone presented Resolution 2023-21.

On MOTION by Mr. Kenny and seconded by Mr. Kellam, with all in favor, Resolution 2023-21, Authorizing the Disbursement of Funds for Payment of Certain Continuing Expenses Without Prior Approval of the Board of Supervisors; Authorizing the Disbursement of Funds for Payment of Certain Non-Continuing Expenses Without Prior Approval of the Board of Supervisors; Providing for a Monetary Threshold; and Providing for an Effective Date, was adopted.

E. Resolution 2023-22, Adopting a Policy for Reimbursement of District Travel Expenses;

and Providing for Severability and an Effective Date

Ms. Cerbone presented Resolution 2023-22.

On MOTION by Mr. Kenny and seconded by Mr. Kellam, with all in favor, Resolution 2023-22, Adopting a Policy for Reimbursement of District Travel Expenses; and Providing for Severability and an Effective Date, was adopted.

F. Resolution 2023-23, Adopting Prompt Payment Policies and Procedures Pursuant to Chapter 218, Florida Statutes; Providing a Severability Clause; and Providing an Effective Date

Ms. Cerbone presented Resolution 2023-23.

On MOTION by Mr. Kenny and seconded by Mr. Kellam, with all in favor, Resolution 2023-23, Adopting Prompt Payment Policies and Procedures Pursuant to Chapter 218, Florida Statutes; Providing a Severability Clause; and Providing an Effective Date, was adopted.

G. Resolution 2023-24, Adopting an Internal Controls Policy Consistent with Section 218.33, Florida Statutes; Providing an Effective Date

Ms. Cerbone presented Resolution 2023-24.

On MOTION by Mr. Kenny and seconded by Mr. Kellam, with all in favor, Resolution 2023-24, Adopting an Internal Controls Policy Consistent with Section 218.33, Florida Statutes; Providing an Effective Date, was adopted.

### H. Consideration of E-Verify Memo with MOU

Ms. Cerbone presented the E-Verify Memo related to the requirement for all employers to verify employment eligibility utilizing the E-Verify System and for the CDD to enroll with E-Verify and execute a Memorandum of Understanding (MOU) with E-Verify.

On MOTION by Mr. Kellam and seconded by Mr. Kevin Powers, with all in favor, acknowledging the E-Verify Memo requirements, as set forth in the Memorandum of Understanding, and authorizing enrollment and utilization of the E-Verify program, was approved.

#### BOND FINANCING RELATED MATTERS

NINTH ORDER OF BUSINESS

Consideration of the Following Bond Financing Related Matters:

#### A. Bond Financing Team Funding Agreement

Ms. Cerbone presented the Bond Financing Team Funding Agreement.

On MOTION by Mr. Kellam and seconded by Mr. Kenny, with all in favor, the Bond Financing Team Funding Agreement, in substantial form, was approved.

#### B. Engagement of Bond Financing Professionals

# I. Underwriter/ Investment Banker: *MBS Capital Markets, LLC*

Mr. Sealy presented the MBS Capital Markets, LLC Agreement for Underwriter Services

and G-17 Disclosure. The Underwriter's fee will be 2% of the par amount of the bonds.

#### II. Bond Counsel: *Greenberg Traurig, P.A.*

III. Trustee, Paying Agent and Registrar: U.S. Bank Trust Company, N.A.

On MOTION by Mr. Kellam and seconded by Mr. Dugan, with all in favor, the MBS Capital Markets, LLC Agreement for Underwriting Services and G-17 Disclosure, Greenberg Traurig, P.A., Bond Counsel Agreement and U.S. Bank Trust Company, N.A., Engagement Letter to serve as Trustee, Paying Agent and Registrar, were approved.

C. Resolution 2023-25, Designating a Date, Time, and Location of a Public Hearing Regarding the District's Intent to Use the Uniform Method for the Levy, Collection, and Enforcement of Non-Ad Valorem Special Assessments as Authorized by Section 197.3632, Florida Statutes; Authorizing the Publication of the Notice of Such Hearing; and Providing an Effective Date

Ms. Cerbone presented Resolution 2023-24.

On MOTION by Mr. Kenny and seconded by Mr. Kellam, with all in favor, Resolution 2023-25, Designating a Date, Time, and Location of February 13, 2023 at 1:00 p.m., at Indiantown Realty, 16654 S.W. Warfield Boulevard, Indiantown, Florida 34955 for a Public Hearing Regarding the District's Intent to Use the Uniform Method for the Levy, Collection, and Enforcement of Non-Ad Valorem Special Assessments as Authorized by Section 197.3632, Florida Statutes; Authorizing the Publication of the Notice of Such Hearing; and Providing an Effective Date, was adopted.

- D. Presentation of Engineer's Report
- E. Presentation of Master Special Assessment Methodology Report
- F. Resolution 2023-26, Declaring Special Assessments; Indicating the Location, Nature and Estimated Cost of Those Infrastructure Improvements Whose Cost is to be Defrayed by the Special Assessments; Providing the Portion of the Estimated Cost of the Improvements to be Defrayed by the Special Assessments; Providing the Manner in Which Such Special Assessments Shall be Made; Providing When Such Special Assessments Shall be Paid; Designating Lands Upon Which the Special Assessments Shall be Levied; Providing for an Assessment Plat; Adopting a Preliminary Assessment Roll; Providing for Publication of this Resolution
- G. Resolution 2023-27, Setting a Public Hearing for the Purpose of Hearing Public Comment on Imposing Special Assessments on Certain Property Within the District Generally Described as the Terra Lago Community Development District in Accordance with Chapters 170, 190 and 197, Florida Statutes
- H. Resolution 2023-27, Setting a Public Hearing for the Purpose of Hearing Public Comment on Imposing Special Assessments on Certain Property Within the District

Generally Described as the Terra Lago Community Development District in Accordance

with Chapters 170, 190 and 197, Florida Statutes

Items 9D through 9H were deferred.

# TENTH ORDER OF BUSINESS Staff Reports

#### A. District Counsel: Kutak Rock LLP

Ms. Mackie stated several items will be presented at the February meeting related to assessments and proceeding with bond validation.

# B. District Engineer (Interim): *The Milcor Group, Inc.*

Ms. Corbett stated the Engineer's Report is in progress.

# C. District Manager: Wrathell, Hunt and Associates, LLC

Ms. Cerbone stated the Interim District Engineer's company name will be updated.

#### ELEVENTH ORDER OF BUSINESS Board Members' Comments/Requests

There were no Board Members' comments or requests.

#### TWELFTH ORDER OF BUSINESS

No members of the public spoke.

# THIRTEENTH ORDER OF BUSINESS

Adjournment

**Public Comments** 

On MOTION by Mr. Kenny and seconded by Mr. David Powers, with all in favor, the meeting adjourned at 10:44 a.m.

# [SIGNATURES APPEAR ON THE FOLLOWING PAGE]

Centro Secretary/Assistant Secretary

Chair/Vice Chair