

**MINUTES OF MEETING
WOODLAND CROSSING
COMMUNITY DEVELOPMENT DISTRICT**

The Organizational meeting of the Board of Supervisors of the Woodland Crossing Community Development District was held Tuesday, **June 11, 2024** at 1:35 p.m. at 346 E. Central Ave., Winter Haven, Florida.

Present and constituting a quorum:

Brian Walsh
Kareyann Ellison
Garret Parkinson

Vice Chair
Assistant Secretary
Assistant Secretary

Also present were:

Jill Burns
Roy Van Wyk
Chris Loy
Patrick Collins
Rey Malave
Chace Arrington
Ashton Bligh
Marlene Cather

District Manager, GMS
District Counsel, Kilinski Van Wyk
District Counsel, Kilinski Van Wyk
District Counsel, Kilinski Van Wyk
Interim District Engineer, Dewberry
Interim District Engineer, Dewberry
Bond Counsel, Greenberg Traurig
Meeting Location Correspondent

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

Ms. Burns stated that they just have the Board members and staff at the meeting. There are no members of the public to provide comment.

C. Oath of Office

Ms. Burns swore in Ms. Kareyann Ellison, Mr. Brian Walsh, and Mr. Garret Parkinson.

SECOND ORDER OF BUSINESS

Organizational Matters

June 11, 2024

Woodland Crossing CDD

A. Confirmation of Notice of Meeting

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 stated that they need to elect a Chair, Vice Chair and Assistant Secretaries. She noted that they ask the Board to name her, Jill Burns, as Secretary along with George Flint in their office as an Assistant Secretary. The Board agreed for Milton Andrade to be Chairman, Brian Walsh to be Vice Chairman and the other three Supervisors to be Assistant Secretaries.

On MOTION by Mr. Walsh, seconded by Ms. Ellison, with all in favor, Resolution 2024-01 Appointing Jill Burns as Secretary, George Flint as Assistant Secretary, Milton Andrade as Chairman, Brian Walsh as Vice Chairman and the other three Supervisors as Assistant Secretaries, was approved.

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

Ms. Burns stated that this names George Flint in their office as Treasurer and Katie Costa and Darrin Mossing, Sr. as Assistant Treasurers.

On MOTION by Mr. Walsh, seconded by Ms. Ellison, 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

1. Consideration of Resolution 2024-03 Appointing District Manager

Ms. Burns stated this resolution would appoint GMS as the District Manager for Woodland Crossing CDD. She noted that their standard form of agreement is included as well and is consistent with all their other Districts they have done in the past year. She was happy to answer any questions on any of the fees that are listed on Exhibit A.

June 11, 2024

Woodland Crossing CDD

On MOTION by Mr. Walsh, seconded by Ms. Ellison, with all in favor, Resolution 2024-03 Appointing GMS as District Manager, was approved.

B. Consideration of Contract for District Counsel Services

1. Consideration of Resolution 2024-04 Appointing District Counsel

Ms. Burns stated this resolution would appoint Kilinski | Van Wyk PLLC as their District Counsel. Their agreement is included in the agenda packet for review.

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

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

Ms. Burns stated this resolution names her, Jill Burns, as the Registered Agent and her office in Orlando.

On MOTION by Mr. Walsh, seconded by Ms. Ellison, with all in favor, Resolution 2024-05 Selection of Registered Agent and Office, was approved.

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

Ms. Burns stated this resolution would name Dewberry Engineers, Inc. as their Interim District Engineer. Ray Malave was happy to answer any questions.

On MOTION by Mr. Walsh, seconded by Ms. Ellison, with all in favor, Resolution 2024-06 Appointing Dewberry Engineers, Inc. as Interim District Engineer, was approved.

E. Consideration of Interim District Engineering Agreement

The Interim District Engineer Agreement is included in the agenda packet for review.

F. Request Authorization to Issue RFQ for Engineering Services

Ms. Burns stated engineering services is one of the professionals that has to go through the RFQ process where they will place an ad to solicit qualification statements. Then, they will come back to the Board for review and rankings. The ad that will be placed pending authorization

June 11, 2024

Woodland Crossing CDD

from the Board is included in the agenda packet for review. She stated the due date is changed from July 29th to July 15th.

On MOTION by Mr. Walsh, seconded by Ms. Ellison, with all in favor, Authorizing Staff to Issue RFQ for Engineering Services, was approved as amended.

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 Remaining Fiscal Year 2024 Meetings and Upcoming Fiscal Year 2025 Meetings

Ms. Burns stated the date that they have in there is the third Thursday of each month at 10:00 a.m. The Board agreed with the dates, time and location as presented.

On MOTION by Mr. Walsh, seconded by Ms. Ellison, with all in favor, Resolution 2024-07 Designation of Regular Monthly Meeting Date, Time, and Location for the Fiscal Year 2024 for the Third Thursday of Each Month at 10:00 a.m. in the Same Location, was approved.

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

Ms. Burns stated they need to hold a Landowners’ Election within 90 days of establishment. The proposed date would be Thursday, July 25, 2024 at 10:00 a.m. in their current location.

On MOTION by Mr. Walsh, seconded by Ms. Ellison, with all in favor, Resolution 2024-08 Designation of Landowner’s Meeting for July 25, 2024 at 10:00 a.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 2024-09 Setting a Public Hearing to Consider the Proposed Rules of the District

A. Rules of Procedure

June 11, 2024

Woodland Crossing CDD

Ms. Burns stated Resolution 2024-09 was included in their agenda packet for review. She noted that those rules were attached. She suggested July 25, 2024 at 10:00 a.m. in their current location.

On MOTION by Mr. Walsh, seconded by Ms. Ellison, with all in favor, Resolution 2024-09 Setting the Public Hearing for July 25, 2024 at 10:00 a.m. in their current location, was approved.

2. Consideration of Resolution 2024-10 Setting a Public Hearing to Adopt Amenity Rules and Rates for the District

Ms. Burns stated they started adding this to the Organizational meeting so there is a standard non-resident user fee and card access. She suggested to set the hearing for July 25, 2024 at 10:00 a.m.

On MOTION by Mr. Walsh, seconded by Ms. Ellison, with all in favor, Resolution 2024-10 Setting a Public Hearing for July 25, 2024 at 10:00 a.m. in their current location, was approved.

D. Designation of Dates of Public Hearing on the Budget for Fiscal Year 2023/2024 and 2024/2025

1. Consideration of Resolution 2024-11 Setting the Public Hearing and Approving the Proposed Budget for Fiscal Year 2023/2024 and 2024/2025 Budget

Ms. Burns presented Resolution 2024-11, which is included in the agenda packet for review. She noted that they need at least 60 days to send this to the city and the county, so the proposed date is September 19, 2024 at 10:00 a.m. in their current location, which is their regular May meeting. She was happy to answer any questions.

On MOTION by Mr. Walsh, seconded by Ms. Ellison, with all in favor, Resolution 2024-11 Setting the Public Hearing for September 19, 2024 at 10:00 a.m. at the same location and the Proposed Budget for Fiscal Year 2023/2024 and 2024/2025 Budget, was approved.

2. Approval of the Fiscal Year 2023/2024 and Fiscal Year 2024/2025 Developer Funding Agreements

June 11, 2024

Woodland Crossing CDD

Ms. Burns stated this was with Clayton Properties Group, Inc. and that entity will agree to fund the operations and maintenance of the District based on the budget that the Board eventually approves.

On MOTION by Mr. Walsh, seconded by Ms. Ellison, with all in favor, the Fiscal Year 2023/2024 and Fiscal Year 2024/2025 Developer Funding Agreements, was approved.

E. Consideration of Resolution 2024-12 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 stated this was the hearing they would go through so they can collect their assessments on roll when they are ready to do that. The suggested date is July 25, 2024 at 10:00 a.m. at their current location.

On MOTION by Mr. Walsh, seconded by Ms. Ellison, with all in favor, Resolution 2024-12 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 for July 25, 2024 at 10:00 a.m. in the same location, was approved.

FIFTH ORDER OF BUSINESS

Other Organizational Matters

A. Consideration of Resolution 2024-13 Designating a Qualified Public Depository

Ms. Burns stated this resolution was the account they would establish for O&M funds. The suggestion was Truist, which is where they have all the accounts for all the other Districts. She was happy to answer questions.

On MOTION by Mr. Walsh, seconded by Ms. Ellison, with all in favor, Resolution 2024-13 Designating Truist as Qualified Public Depository, was approved.

B. Consideration of Resolution 2024-14 Authorization of Bank Account Signatories

Ms. Burns stated this resolution authorizes the Secretary, Treasurer and Assistant Treasurer to be signers on the account. She was happy to answer any questions.

June 11, 2024

Woodland Crossing CDD

On MOTION by Mr. Walsh, seconded by Ms. Ellison, with all in favor, Resolution 2024-14 Authorization of Bank Account Signatories, was approved.

C. Consideration of Resolution 2024-15 Relating to Defense of Board Members

Ms. Burns stated this resolution outlines that certain Officers and staff of the District will be provided legal support in the event that they are named in a lawsuit in relation to their duty to the District.

On MOTION by Mr. Walsh, seconded by Ms. Ellison, with all in favor, Resolution 2024-15 Relating to Defense of Board Members, was approved.

D. Consideration of Resolution 2024-16 Authorizing District Counsel to Record the Property Records of Sumter County, Florida the “Notice of Establishment” in accordance with Chapter 190.0485, Florida Statutes

1. Notice of Establishment

Ms. Burns presented Resolution 2024-16 to the Board.

On MOTION by Mr. Walsh, seconded by Ms. Ellison, with all in favor, Resolution 2024-16 Authorizing District Counsel’s Actions in Recording the Property Records of Sumter County, Florida the Notice of Establishment in Accordance with Chapter 190.0485, Florida Statutes, was approved.

E. Consideration of Resolution 2024-17 Adopting Investment Guidelines

Ms. Burns stated Florida Statutes outlines options that are available through the District to invest funds that they have that are in excess of the amounts that they need for general operating procedures. The options available were listed in the agenda packet for review.

On MOTION by Mr. Walsh, seconded by Ms. Ellison, with all in favor, Resolution 2024-17 Adopting Investment Guidelines, was approved.

F. Consideration of Resolution 2024-18 Authorizing Execution of Public Depositor Report

June 11, 2024

Woodland Crossing CDD

Ms. Burns stated this resolution authorizes the District Manager or the Treasurer to sign and submit that report to the state.

On MOTION by Mr. Walsh, seconded by Ms. Ellison, with all in favor, Resolution 2024-18 Authorizing Execution of Public Depositor Report, was approved.

G. Consideration of Resolution 2024-19 Designating a Policy for Public Comment

Ms. Burns stated this resolution outlines policies and procedures that allow members of the public who may attend their meetings to comment on any items that may be coming before the Board.

On MOTION by Mr. Walsh, seconded by Ms. Ellison, with all in favor, Resolution 2024-19 Designating a Policy for Public Comment, was approved.

H. Consideration of Resolution 2024-20 Adopting a Travel and Reimbursement Policy

Ms. Burns stated Florida Statutes establishes standard travel and reimbursement rates for their Public Officers or employees who are traveling on behalf of a public agency. That policy is attached to the resolution for review.

On MOTION by Mr. Walsh, seconded by Ms. Ellison, with all in favor, Resolution 2024-20 Adopting a Travel and Reimbursement Policy, was approved.

I. Consideration of Resolution 2024-21 Adopting Prompt Payment Policy

Ms. Burns stated Florida Statutes requires timely payment to vendors and contractors who are providing certain events or services to the District. This policy is consistent with Florida Statutes.

On MOTION by Mr. Walsh, seconded by Ms. Ellison, with all in favor, Resolution 2024-21 Adopting Prompt Payment Policy, was approved.

J. Consideration of Resolution 2024-22 Adopting a Records Retention Policy

June 11, 2024

Woodland Crossing CDD

Ms. Burns stated there are two options and resolutions provided along with a memo from Ms. Gentry’s firm outlining those two options. Their staff recommendation is to go with option one, which allows them to destroy records based on state guidelines rather than option two, which would require them to keep all paper for all end of time. The Board agree with the recommendation to go with option one.

On MOTION by Mr. Walsh, seconded by Ms. Ellison, with all in favor Resolution 2024-22 Adopting a Records Retention Policy Option 1, was approved.

K. Consideration of Compensation to Board Members

Ms. Burns stated Board members are allowed to receive compensation for up to \$200 per meeting. All Board members agreed to receive compensation.

L. Consideration of Resolution 2024-23 Selecting District Records Office Within Sumter County

This item was tabled to a future meeting.

M. Consideration of Resolution 2024-24 Designating the Primary Administrative Office and Principal Headquarters of the District

This item was tabled to a future meeting.

N. Consideration of Website Services Agreement

Ms. Burns stated this was from ReAlign Web Design. It’s a one-time fee of \$1,750 and they will create an ADA compliant website for the District.

On MOTION by Mr. Walsh, seconded by Ms. Ellison, 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 for Sumter County

Ms. Burns stated this is just authorizing the preparation and filing of the public facilities report when it’s due.

June 11, 2024

Woodland Crossing CDD

On MOTION by Mr. Walsh, seconded by Ms. Ellison, with all in favor, Authorization to Prepare Public Facilities Report in Accordance with Chapter 189.08 Florida Statutes to Coincide with Special District Filing in Sumter County, was approved.

SIXTH ORDER OF BUSINESS

Capital Improvements

A. Appointment of Financing Team

1. Consideration of Resolution 2024-25 Appointing Bond Counsel

Ms. Burns stated this resolution appoints Greenberg Traurig, P.A. as the District’s Bond Counsel.

On MOTION by Mr. Walsh, seconded by Ms. Ellison, with all in favor, Appointing Greenberg Traurig, P.A. as Bond Counsel, was approved.

2. Consideration of Resolution 2024-26 Appointing Investment Banker

Ms. Burns stated this resolution appoints FMS Bonds as their Investment Banker and Underwriter for the future bond issuance.

On MOTION by Mr. Walsh, seconded by Ms. Ellison, with all in favor, Appointing FMS Bonds as the Underwriter, was approved.

3. Assessment Administrator

Ms. Burns stated the fees are included in the contract the Board already approved in the GMS contract, which was approved earlier in this meeting.

On MOTION by Mr. Walsh, seconded by Ms. Ellison, with all in favor, Appointing GMS Bonds as Assessment Administrator, was approved.

4. Trustee

Ms. Burns presented a proposal from US Bank, which is included in the agenda package for review. She stated that they are required to designate a trustee as part of the bond validation process.

June 11, 2024

Woodland Crossing CDD

On MOTION by Mr. Walsh, seconded by Ms. Ellison, with all in favor, Appointing the Trustee, was approved.

B. Approval of Financing Team Funding Agreement

Ms. Burns stated this was with Clayton Properties Group, Inc.

On MOTION by Mr. Walsh, seconded by Ms. Ellison, with all in favor, the Financing Team Funding Agreement, was approved.

SEVENTH ORDER OF BUSINESS

Financing Matters

A. Consideration of Engineer’s Report

Mr. Malave presented the Engineer’s report to the Board. He stated the report was dated June 5th. The report provides a detailed analysis of what is being encumbered by the District. He stated the total value of construction costs is \$22,611,270. Mr. Malave reviewed the components of the report in Exhibit 7. The question was asked if there was any reason why they couldn’t construct the project that Mr. Malave outlined in his report. Mr. Malave responded that there was no reasons that he had that would not be able to construct it. The question was asked if it was Mr. Malave’s professional opinion that the cost that Mr. Malave outlined in his report were reasonable for the types and scope of the construction that is outlined in his report. Mr. Malave responded yes they were. It was noted that Mr. Malave also submitted some revisions, so the Board will consider this report as amended. Mr. Malave will send the finalized report.

On MOTION by Mr. Walsh, seconded by Ms. Ellison, with all in favor, the Engineer’s Report, was approved as amended.

B. Consideration of Master Assessment Methodology

Ms. Burns presented the Master Assessment Methodology to the Board. She stated this assessment report allocates debt to the properties based on the special benefits that each receive from the Capital Improvement Plan that Mr. Malave reviewed. She explained that this assessment report will be supplemented with one or more Supplemental Assessment Methodology reports at the time of issuance for each of the series of bonds. She reviewed the tables attached in the agenda packet. She noted a legal description of the property is included for review as well. The District Counsel asked if it was Ms. Burns professional opinion that the benefit received by the properties

June 11, 2024

Woodland Crossing CDD

is equal to or greater than the burden placed upon the properties by the assessment outlined in the report. The District Counsel also asked Ms. Burns if it was her professional opinion that the assessments as provided in the report are fairly and reasonably apportioned across the product types within the District as she described.

On MOTION by Mr. Walsh, seconded by Ms. Ellison, with all in favor, the Master Assessment Methodology, was approved.

C. Consideration of Resolution 2024-27 Authorizing the Issuance of Bonds and Authorizing the Commencement of Validation Proceedings

Ms. Bligh presented Resolution 2024-27 to the Board. She stated this was the first step in the bond issuance process. She explained that this resolution is authorizing the issuance of not to exceed \$30,880,000 aggregate principal amount of bonds for the District. She noted that they would come back to the Board with a delegation resolution with details describing a series of bonds the District intends to issue at that time. She brought the Board's attention to certain sections of the resolution. She stated that Chapter 190 requires any bonds to be secured by a Trust Agreement for certain projects. She also stated that section five of this resolution authorizes and approves the execution and delivery of the Master Trust Indenture, which is also attached as an exhibit. She explained that the projects related to the District's Capital Improvement Plan described in the Engineer's report are also described in this resolution in schedule one. She noted that the District is appointing U.S. Bank Trust Company, National Association, as the Trustee under the Master Trust Indenture, which is being done under section seven. She also noted that Chapter 75 requires any bonds maturing after five years to be validated. She explained that under section eight the Board's authorizing and directing District Counsel and Bond Counsel to the District to proceed with filing for validation. She was happy to answer any questions. Hearing no questions, she requested a motion to adopt this resolution.

On MOTION by Mr. Walsh, seconded by Ms. Ellison, with all in favor, Resolution 2024-27 Authorizing the Issuance of Bonds and Authorizing the Commencement of Validation Proceedings, was approved.

June 11, 2024

Woodland Crossing CDD

D. Consideration of Resolution 2024-28 Declaring Special Assessments and Approval of Assessment Methodology and Setting Public Hearing for Special Assessments

Ms. Burns stated this kicks off their assessment process. They will send mailed notice to any property owners within the community to notify them of the public hearing date that they will set as part of this resolution. The date they have listed is July 25th at 10:00 a.m.

On MOTION by Mr. Walsh, seconded by Ms. Ellison, with all in favor, Resolution 2024-28 Declaring Special Assessments and Approval of Assessment Methodology and Setting Public Hearing for Special Assessments for July 25, 2024 at 10:00 a.m. in this location, was approved.

EIGHTH ORDER OF BUSINESS

Other Business

A. Consideration of Resolution 2024-29 Authorizing the Disbursement of Funds

Ms. Burns stated this resolution outlines thresholds that continuing expenses or noncontinuing expenses can be approved outside of a Board meeting.

On MOTION by Mr. Walsh, seconded by Ms. Ellison, with all in favor, Resolution 2024-29 Authorizing the Disbursement of Funds, was approved.

B. Consideration of Resolution 2024-30 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 2024-30 to the Board. She stated a lot of cities and counties require a resolution that shows who is authorized to sign off on those items and this is what they will provide to them when requested. She was happy to answer any questions.

On MOTION by Mr. Walsh, seconded by Ms. Ellison, with all in favor, Resolution 2024-30 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 2024-31 Direct Purchase Resolution

June 11, 2024

Woodland Crossing CDD

Ms. Burns stated under this resolution the District is finding that because they are a governmental entity and tax exempt, directly purchasing construction materials through the District if they choose to do so will be a significant cost savings for the District.

On MOTION by Mr. Walsh, seconded by Ms. Ellison, with all in favor, Resolution 2024-31 Direct Purchase Resolution, was approved.

D. Consideration of Resolution 2024-32 Authorizing the Use of Electronic Documents and Signatures

Ms. Burns stated this resolution will allow the District to utilize something like DocuSign to execute the majority of the District's documents.

On MOTION by Mr. Walsh, seconded by Ms. Ellison, with all in favor, Resolution 2024-32 Authorizing the Use of Electronic Documents and Signatures, was approved.

E. Consideration of Resolution 2024-33 Adopting an Internal Controls Policy

Ms. Burns stated Florida Statutes requires that a District establish internal controls that are designed to prevent fraud, waste or abuse and encourage compliance with applicable laws, rules, contracts, grant agreements, and best practices.

On MOTION by Mr. Walsh, seconded by Ms. Ellison, with all in favor, Resolution 2024-33 Adopting an Internal Controls Policy, was approved.

F. Approval of Funding Request No. 1

Ms. Burns stated this was the initial amount to open the District's bank account and also fund all of those public hearing notices and everything that they have as well as procure insurance for the District. She noted that there was one change to a subheading that has a different District name.

On MOTION by Mr. Walsh, seconded by Ms. Ellison, with all in favor, Funding Request No. 1, was approved as amended.

June 11, 2024

Woodland Crossing CDD

G. Staff Reports

i. Attorney

a) E-Verify Memorandum

Mr. Van Wyk stated they would file the bond validation as soon as they get all the signed documents back.

ii. Manager

There being no comments, the next item followed.

H. Supervisor’s Requests

There being no requests, the next item followed.

NINTH ORDER OF BUSINESS

Adjournment

Ms. Burns asked the Board for adjournment.

On MOTION by Mr. Walsh, seconded by Ms. Ellison, with all in favor, the meeting was adjourned.

Jill Burns

Secretary/Assistant Secretary

DocuSigned by:

Milton Andrade

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Chairman/Vice Chairman