

**MINUTES OF MEETING
HUNTER'S RIDGE OAKS
COMMUNITY DEVELOPMENT DISTRICT No. 1**

An Organizational Meeting of the Hunter's Ridge Oaks Community Development District No. 1 was held on **Monday, December 19, 2016, at 2:30 p.m.**, in Building 2 County Administration Building), Third Floor Conference Room, located at 1769 East Moody Boulevard, Bunnell, Florida 32110.

Present at the meeting were:

| | |
|---------------|---------------------|
| Kimberly Buck | Chair |
| Tonya Griffin | Vice Chair |
| Wayne Griffin | Assistant Secretary |
| Joe Brinson | Assistant Secretary |
| Sydney Booker | Assistant Secretary |

Also present were:

| | |
|----------------|---------------------|
| Craig Wrathell | District Manager |
| Kim Booker | District Counsel |
| Brett Sealy | MBS Capital Markets |

FIRST ORDER OF BUSINESS

Call to Order/Roll Call

Mr. Wrathell called the meeting to order at 2:46 p.m. He read the following names, contained in the initial petition to establish the District, into the record: Ms. Kimberly Buck, Mrs. Tonya Griffin, Mr. Wayne Griffin, Mr. Joe Brinson and Ms. Sydney Booker. Mr. Wrathell stated that a Landowners' Election would be scheduled within 90 days of the establishment of the District. The actions of today's meeting would dictate whether a Regular Board Meeting must be scheduled, as well.

Mr. Wrathell noted, for the record, that Ms. Tonya Griffin, Mr. Wayne Griffin, Mr. Joe Brinson and Ms. Sydney Booker were present, in person. Ms. Kimberly Buck was not present but was expected to attend.

- **Administration of Oath of Office to Initial Board of Supervisors (*the following to be provided in a separate package*)**

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

Mr. Wrathell, a Notary of the State of Florida and duly authorized, administered the Oath of Office to Mr. Griffin, Mrs. Griffin, Mr. Brinson and Ms. Booker.

Mr. Wrathell provided and briefly explained the following items:

- A. **Guide to Sunshine Amendment and Code of Ethics for Public Officers and Employees**
- B. **Membership, Obligations and Responsibilities**
- C. **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**
- D. **Form 8B: Memorandum of Voting Conflict**

SECOND ORDER OF BUSINESS

Public Comments

There being no public comments, the next item followed.

GENERAL DISTRICT ITEMS

THIRD ORDER OF BUSINESS

Administration of Oath of Office to Initial Board of Supervisors *(the following to be provided in a separate package)*

- A. **Guide to Sunshine Amendment and Code of Ethics for Public Officers and Employees**
- B. **Membership, Obligations and Responsibilities**
- C. **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**
- D. **Form 8B: Memorandum of Voting Conflict**

This item was presented following the First Order of Business.

FOURTH ORDER OF BUSINESS

Consideration of Resolution 2017-1, Electing the Officers of the District

- A. **Chair**
- B. **Vice Chair**

- C. Secretary
- D. Treasurer
- E. Assistant Secretaries

Mr. Wrathell presented Resolution 2017-1 for the Board's consideration.

Mr. Griffin nominated the following slate of officers:

| | |
|----------------|---------------------|
| Kimberly Buck | Chair |
| Tonya Griffin | Vice Chair |
| Craig Wrathell | Secretary |
| Craig Wrathell | Treasurer |
| Wayne Griffin | Assistant Secretary |
| Joe Brinson | Assistant Secretary |
| Sydney Booker | Assistant Secretary |
| Cindy Cerbone | Assistant Secretary |

No other nominations were made.

On MOTION by Mr. Brinson and seconded by Mr. Griffin, with all in favor, Resolution 2017-1, Electing the Officers of the District, as nominated, was adopted.

ORGANIZATIONAL MATTERS

FIFTH ORDER OF BUSINESS

Consideration of the Following Organizational Matters:

****Ms. Buck arrived at the meeting at 3:07 p.m.****

- **Administration of Oath of Office to Initial Board of Supervisors *(the following to be provided in a separate package)***

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

Mr. Wrathell, a Notary of the State of Florida and duly authorized, administered the Oath of Office to Ms. Buck. Mr. Wrathell welcomed Ms. Buck to the Board and informed her that she was elected Chair.

Mr. Wrathell provided and briefly explained the following items:

- A. **Guide to Sunshine Amendment and Code of Ethics for Public Officers and Employees**
- B. **Membership, Obligations and Responsibilities**

C. 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**

D. Form 8B: Memorandum of Voting Conflict

- *Continued Discussion of Item 5 A.*

A. Resolution 2017-2, Appointing District Manager: *Wrathell, Hunt & Associates, LLC*

Mr. Wrathell presented Resolution 2017-2 for the Board's consideration.

On MOTION by Mr. Griffin and seconded by Mr. Brinson, with all in favor, Resolution 2017-2, Appointing Wrathell, Hunt & Associates, LLC, as the District Manager, was adopted.

B. Resolution 2017-3, Appointing District Counsel: *Booker & Associates, P.A.*

Mr. Wrathell presented Resolution 2017-3 for the Board's consideration.

On MOTION by Mr. Brinson and seconded by Mrs. Griffin, with Mr. Brinson, Mrs. Griffin, Ms. Buck and Mr. Griffin in favor and Ms. Booker abstaining, Resolution 2017-3, Appointing Booker & Associates, P.A., as District Counsel, was adopted.

C. Resolution 2017-4, Appointing Interim District Engineer: *Alann Engineering Group, Inc.*

Mr. Wrathell presented Resolution 2017-4 for the Board's consideration.

On MOTION by Mrs. Griffin and seconded by Mr. Brinson, with Mrs. Griffin, Mr. Brinson, Mr. Griffin and Ms. Booker in favor and Ms. Buck abstaining, Resolution 2017-4, Appointing Alann Engineering Group, Inc., as Interim District Engineer, and authorizing compensation, was adopted.

D. Board Member Compensation

Mr. Wrathell stated that the Board was eligible to receive compensation of \$200 per meeting, or \$4,800, per year.

On MOTION by Mr. Griffin and seconded by Mr. Brinson, with all in favor, Board Member compensation of \$200 per meeting, was approved.

E. Resolution 2017-5, Appointing Registered Agent; Designating Registered Office, and Office of Record

Mr. Wrathell presented Resolution 2017-5 for the Board's consideration. Mr. Wrathell stated that, typically, the office of an attorney, the District Manager or District Counsel would be designated as the Registered Office. Booker and Associates, P.A., would serve as Registered Agent and Registered Office. As to the Office of Record, no facility had been selected. Mr. Wrathell stated that the Office of Record would be deferred.

On MOTION by Mr. Griffin and seconded by Mr. Brinson, with all in favor, Resolution 2017-5, Designating Booker & Associates, P.A., 1019 Town Center Dr, Orange City, Florida as Registered Agent and Registered Office, was adopted.

F. Resolution 2017-6, Setting Forth the Policy of the District with Regard to the Support and Legal Defense of the Board of Supervisors and District Staff

Mr. Wrathell presented Resolution 2017-6 for the Board's consideration.

On MOTION by Ms. Buck and seconded by Mr. Brinson, with all in favor, Resolution 2017-6, Setting Forth the Policy of the District with Regard to the Support and Legal Defense of the Board of Supervisors and District Staff, was adopted.

G. Resolution 2017-7, Approving Florida Statewide Mutual Aid Agreement

This item was deferred.

H. Scheduling Landowner's Meeting

Mr. Wrathell stated that a Landowners' Election must be scheduled within 90 days of the establishment of the District. Ms. Buck stated that the District was established on December 5, 2016. Mr. Wrathell would coordinate with the Chair and District Counsel to set a date and obtain authorization from the Chair to publicize the Landowners' Election meeting.

I. Publication of Notices of Rule Development and Rulemaking Relating to Rules of Procedure

- i. Rules of Procedure**
- ii. Notice of Rule Development**
- iii. Notice of Rulemaking**

Mr. Wrathell presented the Rules of Procedure and stated that the Public Hearing to consider adopting the Rules of Procedure would be scheduled in February. This item was deferred.

J. Regular Meeting Schedule/Location for Remainder of Fiscal Year 2017

Mr. Wrathell stated that, when a new District is established, the County requires that Management send mailed notices to all property owners, including copies of the Regular Meeting and Budget Public Hearing schedules. Since the Developer was the sole owner and the CDD was still in its early stages, Mr. Wrathell did not recommend adopting a Regular Meeting schedule at this point. A formal hearing date to adopt a budget must be scheduled shortly.

K. Authorization of RFQ for District Engineering Services

Mr. Wrathell recommended authorizing an RFQ for District Engineering Services and asked the Board's approval to advertise the RFQ. This would enable the District to hire an engineering firm with a Continuing Services Agreement.

On MOTION by Mr. Brinson and seconded by Ms. Booker, with all in favor, authorization to advertise an RFQ for District Engineering Services, was approved.

L. Interlocal Agreement By and Between Flagler County and the Hunter's Ridge Oaks Community Development District No. 1

Ms. Buck presented the Interlocal Agreement for the Board's consideration. She recommended that the Board approve the Agreement and the Chair to execute it, in order to mail it back to the County, preferably today.

On MOTION by Ms. Buck and seconded by Mrs. Griffin, with all in favor, the Interlocal Agreement By and Between Flagler County and the Hunter's Ridge Oaks Community Development District No. 1, was approved.

M. Agreement for Underwriting Services: *MBS Capital Markets, LLC*

Mr. Wrathell introduced Mr. Brett Sealy. He explained the role that Mr. Sealy would play as the Bond Underwriter for the District. Mr. Sealy stated that his firm was in business for over 20 years and its partners and key professionals had worked with about 400 CDDs, completed over 1,000 separate transactions and underwritten about \$12 billion, in total. The firm's 2% underwriting fee was contingent upon their ability to deliver and payment would not be required unless the bonds were successfully sold and marketed. There was a 90-day termination provision and, if the District wished to terminate the contract, no fee would be associated with the work that was completed up to the point of termination.

Mr. Wrathell explained how the bond indentures were structured. The bondholders did not want to own the land and wanted the Developers to succeed because it would increase bond values.

On MOTION by Mr. Griffin and seconded by Mr. Brinson, with all in favor, the Agreement for Underwriting Services, engaging MBS Capital Markets, LLC, as the Bondholder, was approved.

BUDGETARY MATTERS

SIXTH ORDER OF BUSINESS

Consideration of the Following Budgetary Matters:

A. Resolution 2017-8, Approving a Proposed Budget for Fiscal Year 2016/2017 and Setting a Public Hearing

Mr. Wrathell presented Resolution 2017-8 for the Board's consideration. Mr. Wrathell stated that, prior to the Public Hearing, Management would transmit a copy of the budget to Flagler County. Mr. Wrathell would coordinate with the Chair and District Counsel to set a date for the Public Hearing.

On MOTION by Ms. Booker and seconded by Mr. Brinson, with all in favor, Resolution 2017-8, Approving a Proposed Budget for Fiscal Year 2016/2017 and Setting a Public Hearing, was adopted.

B. Landowners' Fiscal Year 2016/2017 Funding Agreement

Mr. Wrathell presented the Landowners' Funding Agreement for Fiscal Year 2016/2017.

On MOTION by Mrs. Griffin and seconded by Ms. Buck, with all in favor, the Landowner's Fiscal Year 2016/2017 Funding Agreement, was approved.

C. Resolution 2017-9, Designating a Qualified Public Depository

Mr. Wrathell presented Resolution 2017-9 for the Board's consideration.

On MOTION by Ms. Buck and seconded by Mrs. Griffin, with all in favor, Resolution 2017-9, Designating SunTrust Bank as the District's Qualified Public Depository, was adopted.

D. Resolution 2017-10, Authorizing District Manager to Establish a Checking Account and Designation of Authorized Signatories for Operating Account(s)

Mr. Wrathell presented Resolution 2017-10 for the Board's consideration.

On MOTION by Mrs. Griffin and seconded by Mr. Brinson, with all in favor, Resolution 2017-10, Authorizing the District Manager to Establish a Checking Account with SunTrust Bank and to Designate the Chair and Treasurer as Authorized Signatories for the District's Operating Bank Account(s), was adopted.

E. Resolution 2017-11, Adopting Alternative Investment Guidelines

Mr. Wrathell presented Resolution 2017-11 for the Board's consideration.

On MOTION by Ms. Booker and seconded by Mr. Griffin, with all in favor, Resolution 2017-11, Adopting 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.

F. Authorization to Obtain General Liability and Public Officers' Insurance

Mr. Wrathell requested authorization to obtain general liability and public officers' liability insurance.

On MOTION by Mr. Griffin and seconded by Ms. Buck, with all in favor, authorization for the District Manager to obtain General Liability and Public Officers' Insurance, in the amount of \$1 million, was approved.

SEVENTH ORDER OF BUSINESS

Consideration of Airport Road Plat:

Ms. Buck presented the plat of the Airport Road Extension. She stated that the plat would dedicate the right-of-way to the CDD. Mr. Wrathell stated that District Counsel would prepare an Acquisition Agreement, a Bill of Sale and an applicable note to execute the construction of the right-of-way.

On MOTION by Mrs. Griffin and seconded by Ms. Buck, with all in favor, the execution of the Airport Road Plat and authorization for District Counsel to prepare the Acquisition Agreement and Bill of Sale and applicable note and authorization for the Chair/Vice Chair to execute, were approved.

EIGHTH ORDER OF BUSINESS

Staff Reports

A. District Counsel

There being no report, the next item followed.

B. District Engineer

Ms. Buck would forward a draft of the improvement plan to Mr. Wrathell, for review, before the next meeting.

C. District Manager

There being no report, the next item followed.

NINTH ORDER OF BUSINESS

Board Members' Comments/Requests

In response to Ms. Buck's question about whether the minutes were captured, Mr. Wrathell stated that Management recorded and transcribed the meeting minutes.

TENTH ORDER OF BUSINESS

Audience Comments

There being no audience comments, the next item followed.

ELEVENTH ORDER OF BUSINESS

Adjournment

There being nothing further to discuss, the meeting adjourned.

**On MOTION by Ms. Booker and seconded by Mr. Brinson,
with all in favor, the meeting adjourned at 4:26 p.m.**

[SIGNATURES APPEAR ON THE FOLLOWING PAGE]



Secretary/Assistant Secretary



Chair/Vice Chair