

MINUTES OF MEETING
SCENIC HIGHWAY
COMMUNITY DEVELOPMENT DISTRICT

The Organizational Meeting of the Board of Supervisors of the Scenic Highway Community Development District was held on Wednesday, March 13, 2019 at 2:30 p.m. at 346 E. Central Ave. Winter Haven, Florida 33880.

Present and constituting a quorum were:

Rennie Heath	Chairman
Lauren Schwenk	Vice Chairman
Andrew Rhinehart	Assistant Secretary
Jack Berry	Assistant Secretary

Also present were:

Jill Burns	District Manager
Ron Van Wyk	District Counsel
Dennis Wood	Interim District Engineer
Ashton Bligh	Bond Counsel by phone
Patrick Marone	Developer's Office

FIRST ORDER OF BUSINESS

Introduction

A. Call to Order

Ms. Burns called the meeting to order.

B. Public Comment

Ms. Burns noted that there are no members of the public present.

C. Oath of Office

Ms. Burns being a Notary Public of the State of Florida administered the Oaths of Office to Ms. Schwenk, Mr. Heath, and Mr. Rhinehart.

SECOND ORDER OF BUSINESS

Organizational Matters

A. Confirmation of Notice of Meeting

Ms. Burns noted that the proof of meeting notice was included in the package.

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

Ms. Burns skipped the explanation for the Sunshine and Publics Records Laws because the Board Members have been supervisors with a CDD before.

C. Election of Officers

1. Resolution 2019-01 Appointing Officers

Ms. Burns asked for nominations for the Board. The Board nominated Mr. Heath as Chairman and Ms. Schwenk as the Vice Chair. The remaining Board Member was named as an Assistant Secretary. Ms. Burns will be named Secretary and George Flint, Andrew Rhinehart, and Jack Berry will be named as Assistant Secretaries.

On MOTION by Mr. Heath, seconded by Ms. Schwenk, with all in favor, Resolution 2019-01 Appointing Rennie Heath as Chairman, Lauren Schwenk as Vice Chair, and Jack Berry, Andrew Rhinehart, and George Flint as Assistant Secretaries, and Jill Burns as Secretary, was approved.

2. Resolution 2019-2 Appointing Treasurer and Assistant Treasurer

Ms. Burns stated that Ariel Lovera and Jill Burns of GMS would be named as Treasurer and Assistant Treasurer.

On MOTION by Ms. Schwenk, seconded by Mr. Heath, with all in favor, Resolution 2019-02 Appointing Ariel Lovera as Treasurer and Jill Burns as Assistant Treasurer, was approved.

Jack Berry joined the meeting at this time. Ms. Burns administered the Oath of Office to Mr. Berry. They agreed to go over the Florida statutes and public official laws after the meeting.

THIRD ORDER OF BUSINESS

Retention of District Staff

A. Consideration of Contract for District Management Services

1. Resolution 2019-03 Appointing District Manager

Ms. Burns noted this is the same management agreement the Board has seen at previous Districts.

On MOTION by Mr. Heath, seconded by Ms. Schwenk, with all in favor, Resolution 2019-03 Appointing GMS-CF, LLC as District Manager, was approved.

B. Consideration of Appointment District Counsel Services

2. Resolution 2019-04 Appointing District Counsel

Ms. Burns stated that attached to the resolution was the fee agreement from Hopping Green and Sams. Mr. Van Wyk offered to answer any questions the Board had, and noted it was the same except the last one was \$20 an hour lower than the last one they saw.

On MOTION by Ms. Schwenk, seconded by Mr. Rhinehart, with all in favor, Resolution 2019-04 Appointing Hopping, Green & Sams as District Counsel, was approved.

C. Consideration of Resolution 2019-05 Selection of Registered Agent and Office

Ms. Burns stated that this resolution would name Mr. Van Wyk as the registered agent and the office as the Hopping Green & Sams office.

On MOTION by Mr. Heath, seconded by Mr. Rhinehart, with all in favor, Resolution 2019-05 Appointing the Registered Agent and Office, was approved.

D. Consideration of Resolution 2019-06 Appointing Interim District Engineer

Ms. Burns stated that this resolution would appoint Wood & Associates as the interim District Engineer.

E. Consideration of Interim District Engineering Services Agreement

Ms. Burns stated that the Interim Engineering Services Agreement was included in the agenda package.

On MOTION by Mr. Heath, seconded by Mr. Rhinehart, with all in favor, Resolution 2019-06 Appointing Wood & Associates Engineering, LLC as Interim District Engineer and the Interim District Engineering Services Agreement, were approved.

F. Request for Authorization to Issue RFQ for Engineering Services

Ms. Burns suggested the RFQ be due April 12, 2019 at 12:00 p.m. and they would be considered at the April 18th meeting.

On MOTION by Mr. Rhinehart, seconded by Ms. Schwenk, with all in favor, the Request for Authorization to Issue RFQ for Engineering Services, was approved.

FOURTH ORDER OF BUSINESS

Designation of Meetings and Hearing Dates

A. Consideration of Resolution 2019-07 Designation of Regular Monthly Meeting Date, Time and Location for Fiscal Year 2019

Ms. Burns suggested the third Thursday of each month at 10:30 a.m. might be a good time to not interfere with any other meetings.

On MOTION by Mr. Rhinehart, seconded by Mr. Heath, with all in favor, Resolution 2019-07 Designating the Third Thursday of the Month at 10:30 a.m. at 346 E. Central Ave. Winter Haven, Florida 33880. for the Monthly Meeting Date, Time and Location for Fiscal Year 2019, was approved.

B. Consideration of Resolution 2019-08 Designation of Landowner’s Meeting Date, Time and Location

Ms. Burns suggested setting the meeting for April 18th at 10:30 a.m. in this location.

On MOTION by Mr. Heath, seconded by Mr. Rhinehart, with all in favor, Resolution 2019-08 Designating April 18, 2019 at 10:30 a.m. at 346 E. Central Ave. Winter Haven, Florida 33880, as the Landowner’s Meeting Date and Time and Location, was approved.

C. Designation of Date of Public Hearing to Adopt Rules of Procedure in Accordance with Section 120.54, Florida Statutes

1. Consideration of Resolution 2019-09 Setting a Public Hearing to Consider the Proposed Rules of the District

Ms. Burns suggested setting the date as April 18th at 10:30 a.m. in this location.

On MOTION by Mr. Rhinehart, seconded by Ms. Schwenk, with all in favor, the Designation of April 18, 2019 at 10:30 a.m. at 346 E. Central Ave. Winter Haven, Florida 33880 as the Date of Public Hearing to Adopt Rules of Procedure in Accordance with Section 120.54, Florida Statutes, was approved.

D. Designation of Dates of Public Hearing on the Budget for Fiscal Year 2019

1. Consideration of Resolution 2019-10 Setting the Public Hearing and Approving the Proposed Fiscal Year 2019 Budget

Ms. Burns suggested the date of May 16th at 10:30 a.m. for the public hearing, so they can reach the 60-day publication deadline.

On MOTION by Ms. Schwenk, seconded by Mr. Rhinehart, with all in favor, Resolution 2019-10 Setting the Public Hearing for May 16, 2019 at 10:30 a.m. at 346 E. Central Ave. Winter Haven, Florida 33880 and Approving the Proposed Fiscal Year 2019 Budget, was approved.

2. Approval of the Fiscal Year 2018/2019 Developer Funding Agreement

Ms. Burns noted JMBI Real Estate, LLC was the developer.

On MOTION by Mr. Heath, seconded by Mr. Rhinehart, with all in favor, the Fiscal Year 2018/2019 Developer Funding Agreement, was approved, as amended.

E. Designation of Dates of Public Hearing on the Budget for Fiscal Year 2020

1. Consideration of Resolution 2019-11 Setting the Public Hearing and Approving the Proposed Fiscal Year 2020 Budget

Ms. Burns noted that since they were so far into the fiscal year, they would go ahead and set the public hearing to get the 2020 budget taken care of. Ms. Burns noted they only had administrative items budgeted.

On MOTION by Mr. Heath, seconded by Mr. Rhinehart, with all in favor, Resolution 2019-11 Setting the Public Hearing for May 16, 2019 at 10:30 a.m. at 346 E. Central Ave. Winter Haven, Florida 33880 and Approving the Proposed Fiscal Year 2020 Budget, was approved.

2. Approval of the Fiscal Year 2019/2020 Developer Funding Agreement

On MOTION by Ms. Schwenk, seconded by Mr. Rhinehart, with all in favor, the Fiscal Year 2019/2020 Developer Funding Agreement, was approved.

F. Resolution 2019-12 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 noted that they would send this resolution to the County and it will allow them to use the tax roll to collect District assessments. Ms. Burns suggested the public hearing be held on April 18th at 10:30 at 346 E. Central Ave. Winter Haven, Florida 33880.

On MOTION by Mr. Heath, seconded by Mr. Rhinehart, with all in favor, Resolution 2019-12 Setting the date of the Public Hearing for April 18, 2019 at 10:30 a.m. at 346 E. Central Ave. Winter Haven, Florida 33880 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, was approved.

FIFTH ORDER OF BUSINESS

Other Organizational Matters

A. Resolution 2019-13 Designating a Qualified Public Depository

Ms. Burns stated that GMS generally uses SunTrust, but the Board could choose anyone they wanted. The Board agreed to use SunTrust.

On MOTION by Mr. Heath, seconded by Mr. Rhinehart, with all in favor, Resolution 2019-13 Designating SunTrust Bank, N.A. as a Qualified Public Depository, was approved.

B. Resolution 2019-14 Authorization of Bank Account Signatories

Ms. Burns requested that herself and George Flint should be filled into the blanks authorizing them to sign checks.

On MOTION by Ms. Schwenk, seconded by Mr. Heath, with all in favor, Resolution 2019-14 Authorizing Ms. Burns and Mr. Flint of GMS as Bank Account Signatories, was approved.

C. Consideration of Resolution 2019-15 Relating to Defense of Board Members

Ms. Burns noted that this resolution evidences the District's intent to provide legal defense to Board members and staff.

On MOTION by Ms. Schwenk, seconded by Mr. Rhinehart, with all in favor, Resolution 2019-15 Relating to Defense of Board Members, was approved.

D. Consideration of Resolution 2019-16 Authorizing District Counsel to Record in the Property Records of Hillsborough County the "Notice of Establishment" in accordance with Chapter 190.0485, Florida Statutes.

Ms. Burns reviewed Resolution 2019-16 for the Board and asked for a motion to approve.

On MOTION by Mr. Rhinehart, seconded by Mr. Heath, with all in favor, Resolution 2019-16 Authorizing District Counsel to Record the Property Records of Hillsborough County the "Notice of Establishment" in accordance with Chapter 190.0485, Florida Statutes, was approved.

E. Consideration of Resolution 2019-17 Adopting Investment Guidelines

Ms. Burns explained that this resolution outlines investment requirements for the District that directs how the District's excess funds can be invested.

On MOTION by Mr. Rhinehart, seconded by Mr. Heath, with all in favor, Resolution 2019-17 Adopting Investment Guidelines, was approved.

F. Consideration of Resolution 2019-18 Authorizing the Execution of Public Depositor Report

Ms. Burns stated that this resolution allows the District Manager or Treasurer to execute the Depositor Report and transmit it to the Treasurer of the State of Florida.

On MOTION by Mr. Rhinehart, seconded by Ms. Schwenk, with all in favor, Resolution 2019-18 Authorizing Execution of Public Depositor Report, was approved.

G. Consideration of Resolution 2019-19 Designating a Policy for Public Comment

Ms. Burns stated that this resolution is required by Florida Statutes that outlines the procedures on how members of the public are able to comment at our meeting. Ms. Burns

explained that there will be public comment at the beginning and at the end of the meetings, and the resolution outlines how the Board can deal with public decorum issues that might come up during meetings.

On MOTION by Mr. Rhinehart, seconded by Mr. Heath, with all in favor, Resolution 2019-19 Designating a Policy for Public Comment, was approved.

H. Consideration of Resolution 2019-20 Adopting a Travel and Reimbursement Policy

Ms. Burns stated that this resolution establishes standard travel reimbursement rates, procedures, and limitations to public officers and employees who are traveling and paid for by the District.

On MOTION by Mr. Rhinehart, seconded by Mr. Heath, with all in favor, Resolution 2019-20 Adopting a Travel and Reimbursement Policy, was approved.

I. Consideration of Resolution 2019-21 Adopting a Prompt Payment Policy

Ms. Burns noted Florida statutes require timely payment to vendors and contractors to provide goods to the District. The policy is attached as Exhibit A, and outlines those policies.

On MOTION by Mr. Heath, seconded by Mr. Rhinehart, with all in favor, Resolution 2019-21 Adopting a Prompt Payment Policy, was approved.

J. Consideration of Resolution 2019-22 Adopting a Records Retention Policy

Ms. Burns addressed two memos that outlined option 1 and option 2. Ms. Burns explained that option 2 allows for timely destruction of records as outlined with State and Federal laws, and explained that option 1 did not allow the District to destroy any records. Ms. Burns stated staff recommendation is option 2, and explained that after 5 years they destroy records.

On MOTION by Mr. Heath, seconded by Mr. Rhinehart, with all in favor, Resolution 2019-22 Adopting Records Retention Policy Option 2, was approved.

K. Consideration of Compensation to Board Members

Ms. Burns explained that the Florida Statutes allow payment of up to \$200 per meeting for Board Members if they choose to receive compensation. All Board Members elected to receive compensation.

L. Resolution 2019-23 Selecting District Records Office Within Hillsborough County

Ms. Burns suggested their current address of 346 E. Central Ave. Winter Haven, Florida.

On MOTION by Mr. Heath, seconded by Mr. Rhinehart, with all in favor, Resolution 2019-23 Selecting 346 E. Central Ave. Winter Haven, FL, as the District Records Office Within Hillsborough County, was approved.

M. Resolution 2019-24 Designation the Primary Administrative Office and Principal Headquarters of the District

Ms. Burns explained that the District's primary administrative office would be GMS office in Orlando at the address 135 W. Central Blvd, Suite 320 Orlando, FL. Ms. Burns stated that the principal headquarters for establishing the venue would be their current location of 346 E. Central Ave., Winter Haven, FL.

On MOTION by Mr. Heath, seconded by Mr. Rhinehart, with all in favor, Resolution 2019-24 Designating the Primary Administrative Office at 135 W. Central Blvd, Orlando, FL, and the Principal Headquarters of the District at 346 East Central Ave., Winter Haven, FL was approved.

N. Consideration of Website Services Agreement

Ms. Burns noted the agreement will allow GMS to set up the District's website, and the site will be ADA compliant.

On MOTION by Mr. Heath, seconded by Mr. Rhinehart, 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 noted that there was no backup for this item.

On MOTION by Mr. Rhinehart, seconded by Mr. Heath, with all in favor, the 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, was approved.

SIXTH ORDER OF BUSINESS

Capital Improvements

A. Appointing of Finance Team

1. Bond Counsel

Ms. Burns noted that under tab 1 was an agreement from Bond Counsel Greenberg Traurig. Mr. Heath questioned if the amount was the same as their other Districts, Ms. Bligh stated she would follow up on that question and provide an answer to Mr. Heath.

On MOTION by Mr. Heath, seconded by Mr. Rhinehart, with all in favor, the Bond Counsel Agreement with Greenberg Traurig, LLP was approved.

2. Underwriter

Ms. Burns noted under tab 2 was the agreement for underwriting services and the G17 disclosure from FMS Bonds.

On MOTION by Mr. Heath, seconded by Mr. Rhinehart, with all in favor, the Underwriting Agreement with FMSBonds, Inc. was approved.

3. Assessment Administrator

Ms. Burns noted tab 3 appoints GMS as the assessment administrator that was previously approved in the management agreement they have.

On MOTION by Mr. Rhinehart, seconded by Mr. Heath with all in favor, the Assessment Administration Agreement with GMS was approved.

4. Trustee

Ms. Burns noted under tab 4 is the agreement from US Bank for them to serve as Trustee.

On MOTION by Mr. Heath, seconded by Mr. Rhinehart, with all in favor, the Trustee Agreement with US Bank, N.A. was approved.

B. Approval of Financing Team Funding Agreement

Ms. Burns noted this agreement was between the District and JMBI Real Estate, LLC.

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

SEVENTH ORDER OF BUSINESS

Financing Matters

A. Consideration of Engineer's Report

Ms. Burns stated that the Engineer's Report was circulated to all the Board Members. Mr. Wood reviewed the Engineer's Report for the Board. The report assumed there will be three phases; Phase 1, Phase 2, and Phase 3. There is a total number of 368 lots, the cost is \$10,565,000. It includes all the infrastructure necessary for the CDD.

Mr. Van Wyk asked Mr. Wood a series of questions based on her professional experience:

- Is there any reason they would not be able to construct the improvements as set forth in the Engineer's Report? Mr. Wood answered no.
- Is it your opinion that the costs in the Engineer's Report are reasonable for the type of project that they are going to construct and the scope of the project? Mr. Wood answered yes.

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

B. Consideration of Assessment Methodology

Ms. Burns stated this assessment methodology contemplates the cost of the capital improvement plan outlined in the Engineer's Report. Ms. Burns summarized the tables in the assessment methodology for the Board.

Mr. Van Wyk asked Ms. Burns a series of questions based on her professional experience:

- Is it your professional opinion that the benefit received by the parcels is greater than or equal to the burden placed on the parcel by the assessments? Ms. Burns answered yes.
- Is it your professional opinion that the assessments are fairly and reasonably apportioned across the product type? Ms. Burns answered yes.

On MOTION by Mr. Heath, seconded by Mr. Rhinehart, with all in favor, the Assessment Methodology, as amended to update the lot count to 368, was approved.

C. Consideration of Resolution 2019-25 Authorizing the Issuance of Bonds and Authorizing the Commencement of Validation Proceedings

Ms. Bligh went over Resolution 2019-25 with the Board. She noted the resolution authorizes an NTE of 14 million dollars in special assessment bonds to pay for the cost of public infrastructure improvements that are described in Schedule 1 which was extracted from the Engineer's Report.

On MOTION by Ms. Schwenk, seconded by Mr. Rhinehart, with all in favor, Resolution 2019-25 Authorizing the Issuance of Bonds and Authorizing the Commencement of Validation Proceedings, with a NTE amount of 14,000,000, was approved.

D. Consideration of Resolution 2019-26 Declaring Special Assessments and Approval of Assessment Methodology

Mr. Van Wyk noted this was the first step of a three-step process for declaring the imposition of special assessments on the lands located within the District. Mr. Van Wyk noted this resolution determines that the project is necessary for the improvement of the lands and estimates the total cost of those improvements based on the Engineer's Report and the Assessment Methodology. The resolution determines the lands on which the assessments will be imposed. The assessments will be collected in installments over a 30-year period.

On MOTION by Mr. Heath, seconded by Mr. Rhinehart, with all in favor, Resolution 2019-26 Declaring Special Assessments and Approval of Assessment Methodology, was approved.

E. Consideration of Resolution 2019-27 Setting the Public Hearing for Special Assessments

Ms. Burns suggested the public hearing date of April 18th at 10:30 a.m. at 346 E. Central Ave. Winter Haven, Florida 33880..

On MOTION by Mr. Heath, seconded by Mr. Rhinehart, with all in favor, Resolution 2019-27 Setting the Public Hearing for Special Assessments on April 18, 2019 at 10:30 a.m. 346 E. Central Ave. Winter Haven, Florida 33880, was approved.

EIGHTH ORDER OF BUSINESS

Other Business

A. Staff Reports

1. Attorney

Mr. Van Wyk noted he has the bond validation drafted and he is going to have that filed as soon as he can.

2. Manager

There being none, the next item followed.

B. Supervisors Requests

There being none, the next item followed.

C. Approval of Funding Request No. 1

Ms. Burns noted the funding request allowed them to open the account, place all the ads that were approved prior in the meeting, and start issuing checks.

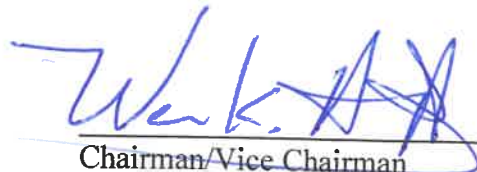
On MOTION by Mr. Heath, seconded by Mr. Rhinehart, with all in favor, Funding Request No. 1 was approved.

NINTH ORDER OF BUSINESS

Adjournment

On MOTION by Mr. Heath, seconded by Mr. Rhinehart, with all in favor, the meeting was adjourned.


Secretary/Assistant Secretary


Chairman/Vice Chairman