

**MINUTES OF MEETING
ARTINSAN LAKES
COMMUNITY DEVELOPMENT DISTRICT**

The Regular Meeting of the Board of Supervisors of the Artisan Lakes Community Development District was held on Wednesday, October 10, 2018 at 3:30 P.M., at the Artisan Lakes Clubhouse, 4725 Los Robles Court, Palmetto, Florida 34221.

Present and constituting a quorum:

Michael Bachman	Chairman
Tracy Briones	Vice Chairperson
Scott Himelhoch	Assistant Secretary
Travis Stagnita	Assistant Secretary

Absent:

JD Humpherys	Assistant Secretary
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Also present were:

James P. Ward	District Manager
Jere Earlywine	District Counsel
Jeremy Fireline	District Engineer
Brett Sealy	MBS Capital Markets
Robbie Cox	MBS Capital Markets
Denise Ganz	Greenspoon Marder, LLC

Audience:

Jeff Deason	Taylor Morrison
Scott Daran	
Alan Podis	
Donna Podis	

Approximately five residents were in attendance. All resident's names were not included with the minutes. If a resident did not identify themselves or the audio file did not pick up the name, the name was not recorded in these minutes.

FIRST ORDER OF BUSINESS

Call to Order/Roll Call

Mr. James P. Ward called the meeting to order at approximately 3:30 p.m. and all Members of the Board were present at roll call with the exception of Mr. JD Humpherys and Ms. Tracy Briones. Ms. Tracy Briones entered during the Eighth Order of Business.

SECOND ORDER OF BUSINESS

Consideration of Minutes

Mr. Ward asked if there were any additions, corrections or deletions for the September 06, 2018 Meeting Minutes. There were none. Mr. Ward called for a motion to approve the September 06, 2018 Regular Meeting Minutes.

On MOTION made by Mr. Michael Bachman, seconded by Mr. Scott Himelhoch, and with all in favor, the September 06, 2018 Regular Meeting Minutes were approved.

THIRD ORDER OF BUSINESS

Pubic Hearing

PUBLIC HEARING - TO CONSIDER THE IMPOSITION OF 2018 DEBT ASSESSMENTS PURSUANT TO SECTIONS 170.07 AND 197.3632, FLORIDA STATUTES, AND TO ASSIGN AN EQUIVALENT ASSESSMENT UNIT FACTOR TO A NEW PRODUCT TYPE FOR THE PREVIOUSLY LEVIED 2013 DEBT ASSESSMENTS.

Mr. Ward reported this process had begun in September at which time Staff reviewed with the Board and the public the Engineer’s Report and the assessment methodology related to the proposed series 2018 Bonds. He stated he would incorporate the Minutes of the Meeting from the Public Hearing on September 6, 2018 into today’s record to ensure full record transparency.

I. Public Comment and Testimony

Mr. Ward called for a motion to open the Public Hearing.

On MOTION made by Mr. Scott Himelhoch, seconded by Mr. Michael Bachman, and with all in favor, the Public Hearing was opened.

Mr. Jere Earlywine stated two series of Bonds were issued in 2013 (A1 and A2) which applied to the first platted lots. He stated the new series was to fund the infrastructure in the newer areas. He stated only a few homes would be affected by this Bond Issue as primarily the land was developer owned.

Mr. Ward stated he had not received any written or oral comments related to the Public Hearing. He asked if there were any public comments or questions.

Mr. Scott Daran stated his address 10110 Wicker Park Place, Palmetto, FL. He stated he understood the debt assessment would not affect him as a current homeowner. He asked if the homes which were being built around him would be affected. Mr. Earlywine responded each specific home in question would need to be checked to be certain.

A Board Member stated a majority of the impact was on Phase 4 and Phase 5 development. Mr. Earlywine stated it was relatively the same assessment as the existing phase; it would not be something unexpected. Mr. Daran asked why the newspaper indicated drastic increases. Mr. Earlywine responded the newspaper reflected the master lien amount. Mr. Ward stated what

was represented in the paper was a part of the hearing and were the assessment levels that the Board would adopt today. He explained the issuance would be at a future board meeting.

Mr. Ward asked if there were any additional questions from the public. Hearing none, he called for a motion to close the Public Hearing.

On MOTION made by Mr. Michael Bachman, seconded by Mr. Travis Stagnita, and with all in favor, the Public Hearing was closed.

II. Board Comment

There were no Board Comments.

III. Consideration of Resolution 2019-1 imposing special assessments, adopting and assessment roll, and approving the general fund special assessment methodology.

Mr. Jere Earlywine stated Resolution 2019-1 levied and imposed the debt special assessment for the 2018 Bonds. He reported Section 2 showed the Board made certain findings about the Capital Improvement Plan, and reviewed the 2013 Bond Issue and Projects. He stated the 2018 Project was on page 3 of the Resolution. He briefly reviewed the 2018 Project Description and explained it was similar to past projects including utilities and stormwater ponds. He reported the Resolution discussed the assessment methodology and how it would be levied, which was in the same manner as the 2013 assessments. He stated section 3 of the Resolution amended the prior assessments from 2013 for the sole purpose of recognizing that there would be a single family 30 foot lot in the area of the A3 Bonds. He stated section 4 authorized the 2018 Project and adopted the Engineering Report; section 5 set forth the estimated costs of improvements; section 6 adopted the Assessment Report; section 7 equalized, confirmed, approved and levied the Special Assessments. He stated section 7B provided for a supplemental assessment resolution: the resolution which would be adopted when the final price on the Bonds were assessed and broken down. He stated section 8 discussed finalizing the special assessments; section 9 discussed payment of the assessments and reviewed the true-up process. He stated section 10 dealt with transfers of property to the government; section 11 provided for assessment notice; and sections 12, 13 and 14 were ministerial in nature. He asked if there were questions. There were none.

On MOTION made by Mr. Scott Himelhoch, seconded by Mr. Michael Bachman, and with all in favor, Resolution 2019-1 was adopted and the Chair was authorized to sign.

FOURTH ORDER OF BUSINESS

Consideration of Resolution 2019-2

Consideration of Resolution 2019-2 declaring vacancies in seats four (4) and five (5) of the Board of Supervisors pursuant to Section 190.006(3)(b).

Mr. Ward explained Resolution 2019-2 declared vacancies in seats four and five of the Board, effective as of November 20, 2018, unless the board did not elect two individuals to fill the seats, in which case

the members would remain until February 6, 2019. Mr. Ward reviewed the process and stated the Board had from November 6, 2018 until February 6, 2019 to appoint two qualified electors who were Citizens of the United States, residents of the State of Florida, lived in Artisan Lakes and were registered to vote in Manatee County.

Mr. Ward asked if there were any questions. Hearing none, he asked for a motion to adopt the resolution.

On MOTION made by Mr. Scott Himelhoch, seconded by Mr. Michael Bachman, and with all in favor, Resolution 2019-2 was adopted and the chair was authorized to sign.

Mr. Earlywine described the election process, how the number of board members was determined, and how the public was notified. An audience member expressed interest and was asked to leave contact information for further notification. Discussion ensued regarding who currently filled seats four (4) and five (5): Scott Himelhoch and Travis Stagnita.

FIFTH ORDER OF BUSINESS

Consideration of Resolution 2019-3

Consideration of Resolution 2019-3 ratifying, confirming, and approving the actions of the Chairman and District Staff regarding the acquisition of certain phase 2A, water and wastewater utilities and conveyance of certain phase 2A, water and wastewater utilities to Manatee County, Florida; and addressing severability and an effective date.

Mr. Earlywine stated the Board had been acquiring the infrastructure which was part of the Capital Improvement Plan. He explained the process in which the Board acquired the utilities and turned the utilities over to Manatee County moved very quickly; the CDD needed to own the property prior to it being relinquished to Manatee County. He stated this Resolution included phase 2A, water and wastewater utilities. He explained it confirmed and ratified the acquisition of the infrastructure and relayed Staff's actions in relinquishing the infrastructure to Manatee County.

On MOTION made by Mr. Michael Bachman, seconded by Mr. Travis Stagnita, and with all in favor, Resolution 2019-3 was adopted and the chair was authorized to sign.

SIXTH ORDER OF BUSINESS

Consideration of the Resolution 2019-4

Consideration of Resolution 2019-4 ratifying, confirming, and approving the actions of the chairman and district staff regarding the acquisition of certain Phase III, Sub-phases A, B, C & E, water and wastewater utilities and conveyance of certain Phase III, Sub-phases A, B, C & E, water and wastewater utilities to Manatee County, Florida; and addressing severability and an effective date.

Mr. Ward stated Resolution 2019-4 did the same as Resolution 2019-3 with different infrastructure.

On MOTION made by Mr. Scott Himelhoch, seconded by Mr. Michael Bachman, and with all in favor, Resolution 2019-4 was adopted and the chair was authorized to sign.

SEVENTH ORDER OF BUSINESS

Consideration of Resolution 2019-5

Consideration of Resolution 2019-5 ratifying, confirming, and approving the actions of the Chairman and District Staff regarding the acquisition of certain Phase III, Sub-phase D, water and wastewater utilities and conveyance of certain Phase III, Sub-phase D, water and wastewater utilities to Manatee County, Florida; and addressing severability and an effective date.

Mr. Ward stated Resolution 2019-5 did the same as Resolution 2019-3 and 2019-4 with different infrastructure.

On MOTION made by Mr. Michael Bachman, seconded by Mr. Travis Stagnita, and with all in favor, Resolution 2019-5 was adopted and the chair was authorized to sign.

EIGHTH ORDER OF BUSINESS

Consideration of Resolution 2019-6

Consideration of Resolution 2019-6 authorizing the issuance of not exceeding \$9,170,000 in aggregate principal amount of its capital improvement revenue bonds, series 2018 to finance all or a portion of the cost of a series project consisting of certain infrastructure and facilities benefiting certain district lands, paying capitalized interest on the series 2018 bonds, funding the series 2018 reserve account for the series 2018 bonds and paying costs of issuance of the series 2018 bonds; approving a third supplemental indenture in connection with the series 2018 bonds and authorizing the execution thereof; ratifying the appointment of a trustee, paying agent and bond registrar for the series 2018 bonds; providing for redemption of the series 2018 bonds; authorizing the application of the proceeds of the series 2018 bonds; approving the form, and authorizing execution, of a bond purchase contract providing for the negotiated sale of the series 2018 bonds; delegating to the chairman or vice-chairman, or in their absence, any member of the board of supervisors, the authority to award the series 2018 bonds within the parameters specified herein; approving the form, and authorizing the use, of a preliminary limited offering memorandum for the series 2018 bonds; approving the distribution of a final limited offering memorandum for the series 2019 bonds and the execution thereof; approving the form, and authorizing execution, of a continuing disclosure agreement; providing for miscellaneous matters and authority; providing for severability; and providing an effective date.

Mr. Ward stated Resolution 2019-6 was a Bond Delegation Award Resolution. He stated Denise Ganz was on the phone, representing Greenspoon Marder and the Bond Counsel, to review the Resolution.

Ms. Denise Ganz reported Resolution 2019-6 was the second step in the Bond issuance process which authorized a specific series of 2018 Bonds and provided for the terms and details of the Bonds and the marketing of the Bonds. She stated this Resolution authorized the aggregate principle amount of the 2018 Bonds which would not exceed \$9,170,000 dollars, required the sale of the Bonds on a negotiated

basis, and required findings to justify the sale. She stated a Bond Purchase Contract was attached to the Resolution pursuant to which the Bonds would ultimately be sold to the underwriter. She briefly described the Bond selling process. She stated a continuing disclosure agreement, required by SEC rule 15C212, which was to be executed in connection with the issuance of the Bond, was attached to the Resolution. She stated a third supplemental indenture was attached to the Resolution which provided for the specific details of the Bond subject to the approved parameters. She stated this Resolution put in place the authority to move forward to market and sell the Bonds, and authorized the District Manager, in consultation with District Counsel and Bond Counsel, to approve changes to the documents attached, consistent with the parameters in Section 6. She stated prior to Bond issuance and closing additional information would be provided to the Board regarding sale of the Bonds.

Mr. Ward stated an Offering Statement would be issued next week, it would take a week to negotiate final pricing, and during a Meeting in November the Bond agreements and documents would be adopted and the supplemental assessment resolution would be adopted.

On MOTION made by Mr. Scott Himelhoch, seconded by Mr. Michael Bachman, and with all in favor, Resolution 2019-6 was adopted and the chair was authorized to sign.

MR. WARD STATED THERE WERE THREE NEW ORDERS OF BUSINESS TO BE ADDED TO THE AGENDA BY STAFF: 1) RESOLUTION 2019-7, 2) RESOLUTION 2019-8, 3) SECOND AMENDED AND RESTATED MAINTENANCE AGREEMENT.

NINTH ORDER OF BUSINESS

Resolution 2019-7

Mr. Earlywine stated Resolution 2019-7 was related to acquisitions. He stated in 2013 the District had acquired the part of Artisan Lakes Parkway which rightfully should belong to Artisan Lakes East; Resolution 2019-7 gave a Quick Claim Bill of Sale from Artisan Lakes to Artisan Lakes East to convey interest in utility lines to Artisan Lakes East. He asked if the audience had any questions or comments. Discussion which involved the audience ensued regarding this Resolution and future development designs.

Mr. Alan Podis stated his address was 9923 Wicker Park Place, Palmetto, FL. He asked if the Artisan Lakes East District would have its own CDD Board which would function as a governing body. Mr. Earlywine responded in the affirmative. Mr. Podis asked if essentially this resolution transferred roadway from this governing body to the East District's governing body. Mr. Earlywine responded in the affirmative; this roadway would eventually be relinquished to the County and would be maintained by the CDD through a maintenance agreement with the Master HOA which covered both communities. Mr. Podis asked if the \$9 million dollars in Bonds which were currently being planned were for development of the remainder of the Esplanade. Mr. Ward responded in the affirmative. Mr. Podis asked how this would impact the current homeowners. Mr. Ward responded it would not impact current homeowners.

On MOTION made by Ms. Tracy Briones, seconded by Mr. Michael Bachman, and with all in favor, Resolution 2019-7 was adopted and the chair was authorized to sign.

TENTH ORDER OF BUSINESS**Resolution 2019-8**

Mr. Earlywine stated Resolution 2019-8 was a temporary construction easement. He briefly explained the need for the temporary construction easement. He reported once the property was platted the temporary construction easement was automatically released, it was not a recordable document, and would not cloud the title. He asked the audience if there were any questions or comments. There were none.

On MOTION made by Mr. Scott Himelhoch, seconded by Mr. Michael Bachman, and with all in favor, Resolution 2019-8 was adopted and the chair was authorized to sign.

ELEVENTH ORDER OF BUSINESS**Second Amended and Restated Maintenance Agreement**

Mr. Ward stated currently there was a Maintenance Agreement with the Home Owners Association which allowed the HOA to maintain the district assets. He explained this was an amendment to the Maintenance Agreement which added Artisan Lakes East into the agreement and amended the agreement to indicate the Master Association would continue to maintain all facilities in Artisan Lakes and Artisan Lakes East pursuant to the agreement. He stated the terms were essentially the same. He asked if there were any questions.

Mr. Earlywine asked the audience if there were any questions or comments.

Ms. Donna Podis stated her address was 9923 Wicker Park Place, Palmetto, FL. She asked if Artisan Lakes had any responsibility in the maintenance of Artisan Lakes East. Mr. Earlywine responded historically there was an agreement with the Esplanade HOA where the CDD would own the stormwater ponds and improvements along the parkway, and the HOA would do the maintenance. He stated this was an amendment to the same agreement and would be now, not with the Esplanade HOA, but with the Master HOA. He stated Artisan Lakes East had also been added. He stated the Master HOA would pay for and perform maintenance for both communities. Discussion ensued regarding the allocation of financial responsibility, the HOA documentation of the allocation, the intent being every lot paid on an individual basis, no change in the cost of maintenance to individual homeowners, and the need for this Maintenance Agreement to be addressed during the Artisan Lakes East Meeting.

On MOTION made by Ms. Tracy Briones, seconded by Mr. Travis Stagnita, and with all in favor, the Second Amended and Restated Maintenance Agreement was adopted.

TWELVTH ORDER OF BUSINESS**Staff Reports****I. Attorney**

There was no report from the Attorney.

II. Engineer

There was no report from the Engineer.

III. Manager

There was no report from the Manager.

Mr. Brett Sealy asked if there was a Meeting scheduled in November. Mr. Ward responded in the affirmative; there was a November Meeting scheduled for the first Thursday of the month; however, he planned to re-notice a new meeting after today.

THIRTEENTH ORDER OF BUSINESS

Audience Comments and Supervisor' Requests

An Audience Member asked how the Amendment, Chapter 4, fit into what the Board was doing. Discussion ensued regarding Amendment, Chapter 4, being an HOA document; the HOA would have to answer the question.

There were no Supervisor's Requests.

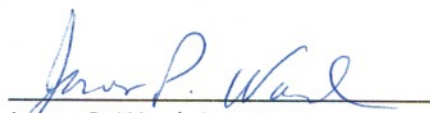
ELEVENTH ORDER OF BUSINESS


Adjournment

Mr. Ward adjourned the meeting at approximately 4:07 p.m.

On MOTION made by Mr. Scott Himelhoch, seconded by Mr. Michael Bachman, and with all in favor, the meeting was adjourned.

Artisan Lakes Community Development District


James P. Ward, Secretary


Michael Bachman, Chairman