

**MINUTES OF MEETING
FLOW WAY COMMUNITY DEVELOPMENT DISTRICT**

The Regular Meeting of the Flow Way Community Development District's Board of Supervisors was held on Thursday, January 24, 2013, at 9:30 a.m., at the Offices of Coleman, Yovanovich & Koester, 4001 Tamiami Trail North, Suite 300, Naples, Florida 34103.

Present and constituting a quorum were:

Don Milarcik	Assistant Secretary
Dennis Gilkey	Assistant Secretary
Ron Waldrop	Assistant Secretary

Also present were:

James P. Ward	District Manager
Greg Urbancic	District Counsel

Audience:

None

FIRST ORDER OF BUSINESS

Call to Order/Roll Call

Mr. Ward called the meeting to order at 9:40 a.m. The record will reflect Supervisors Milarcik, Gilkey and Waldrop are present at roll call. Supervisors Neuweiler and Squitieri were absent.

SECOND ORDER OF BUSINESS

**Administration of Oath of Office for
the Newly elected Supervisors from
the Landowners' Meeting Held Just
Prior to the Regular Meeting**

- a) Guide to Sunshine Amendment and Code of Ethics for Public Officers and Employees
- b) Membership Obligations and Responsibilities
- c) Form 1-Statement of Financial Interests

Mr. Ward stated as a notary of the state of Florida, I am authorized to administer this oath. I'm going to provide to you a copy of the original oath, and I'll ask that you please repeat after me. Mr. Milarcik, Mr. Gilkey and Mr. Waldrop were duly sworn. I'll ask that you

please sign and print your names at the top of the oath and below your signature, return it to me, and we'll go ahead and notarize it and make it a part of the public record.

While you're doing that, I'm going to also provide to you a copy of the Form 1, statement of financial interests. You are required to fill this out and file it with the Supervisor of Elections in the County where you reside within 30 days of today's date. I would strongly encourage you to do that, since the Supervisor of Elections has the ability, currently, fine you individually for not doing that. If you have any questions with respect to it, please give me a call or Mr. Urbancic a call, and we'll be glad to help you through the process.

Normally we take a moment or two and just review with you the Sunshine Law, and I know I sent to you electronically the Code of Ethics for Public Employees, and Mr. Waldrop, we'll send you a copy of that also. The Sunshine Law indicates that no two members of a board may do business outside of an open, noticed public meeting, nor may you use a member of your staff or a member of the public to communicate to another member of the Board outside of an opened, noticed public meeting. Violations of the Sunshine Law are considered ethics violations under the statute and reflect upon you individually and not on you as a member of the Board. As such, if you're ever charged with an ethics violation, you must represent yourself individually, and the District cannot do that for you.

In addition, these days with electronic communications, I would encourage you to limit your electronic communications to other members of the Board to matters which may not appear before the Board, and if you have questions either direct them to either myself or to Mr. Urbancic, and we'll be able to help you through the matter. If there is any question whatsoever, and you have no desire to talk to either myself or Mr. Urbancic, we would just encourage you to hold the matter until the next meeting, and then you'll have an opportunity to discuss whatever matter, you deem appropriate at that point.

As I said, any questions, whatsoever, please feel free to call Greg or I and we'll certainly help you through the matter.

Mr. Ward stated a lot of the agenda that we're going to go through today almost looks as if we're doing a brand new district, but this district is rather old, so we're kind of redoing a lot of the materials that were done in 2002.

THIRD ORDER OF BUSINESS

Consideration of Resolution 2013-1 of the Board of Supervisors of the Flow Way Community Development District Canvassing and Certifying the Results of the Landowners Election of Supervisors Held Pursuant to Section 190.006(2), Florida Statutes; Providing for Severability Clause; Providing for Conflict and Providing an Effective Date.

Mr. Ward stated in section one of the resolution, we'll insert the names: for seat one will be Dennis Gilkey with 825 votes; seat two will be Don Milarcik, with 825 votes. In seat three will be Tony Squitieri of 830 votes. In seat four will be Dutch Neuweiler with 830 votes, and in seat five will be Ron Waldrop with 825 votes. Then in section two, Misters Squitieri and Neuweiler will serve the four-year terms, and Misters Gilkey, Milarcik and Waldrop will serve the two-year terms. With that, that resolution is in order and recommended for your consideration, and a motion will be appropriate.

On MOTION made by Mr. Waldrop and seconded by Mr. Milarcik, with all in favor, Resolution 2013-1 was approved.

FOURTH ORDER OF BUSINESS

Consideration of Resolution 2013-2 Re-designating Certain Officers of the Flow Way Community Development District; Providing for Severability and Invalid Provisions; Providing for Conflict and Providing for an Effective Date.

Mr. Ward stated Resolution 2013-2 is intended to elect all of the offices of the District. Since I know you don't have a full slate of Board members, I think the appropriate thing to do would be just to indicate which of you you would like to be your chairman; I'll act as secretary and treasurer. Then what we'll do is we'll put another resolution on the next agenda to go through and elect a full slate of officers for the Board. It would be appropriate for you all to discuss who you would like to elect as your chairman for this meeting, then

we'll fill in that name, and leave my name in as secretary and treasurer, and that resolution would be in order.

Mr. Milarcik stated I'd like to make a motion that we appoint Dennis Gilkey as temporary chairman.

Mr. Ward stated if I can phrase the motion for you, it would be a motion to adopt Resolution 2013-2 naming Dennis Gilkey as your chairperson, myself as secretary and treasurer. That resolution is in order, and I will need a second.

On MOTION made by Mr. Milarcik and seconded by Mr. Waldrop, with all in favor, Resolution 2013-2 was approved.

FIFTH ORDER OF BUSINESS

Consideration of Agreement with Coleman, Yovanovich & Koester to Provide General Counsel Services to the District.

Mr. Ward stated I've enclosed a copy of the retainer agreement with the firm. I've had the pleasure and honor of working with Mr. Urbancic for a number of years now on community development districts. If you have any questions, he'll be glad to answer them for you, otherwise, the agreement is also recommended.

On MOTION made by Mr. Waldrop and seconded by Mr. Milarcik, with all in favor, the agreement with Coleman, Yovanovich & Koester to provide general counsel services to the District was approved.

SIXTH ORDER OF BUSINESS

Consideration of Resolution 2013-3 of the Board of Supervisors of the Flow Way Community Development District Designating the Firm of JP Ward & Associates, LLC, as District Manager; Providing for Severability and Invalid Provision; Providing for Conflict and Providing for an Effective Date.

Mr. Ward stated attached to the resolution is the form of the agreement, which is the standard form, and I've been reviewed and approved by Mr. Urbancic, so if you have any questions, I'll certainly be glad to answer them for you. Otherwise that resolution and agreement are in order also.

On MOTION made by Mr. Waldrop and seconded by Mr. Milarcik, with all in favor, Resolution 2013-3 was approved.

SEVENTH ORDER OF BUSINESS

Consideration of Agreement with FMS Bonds to Provide Underwriting Services to the District.

Mr. Ward stated I enclosed a copy of the form of agreement that has also been reviewed and approved by your counsel, Mr. Urbancic. Generally, the underwriting fee that you see in these is one number, but since we are not sure exactly how the bonds will be issued for this District, this provides for a range of fee structures, depending upon the form of bonds that this District will take, and the final fee will be negotiated at a later date. With that, this agreement is also in order and recommended for your consideration.

On MOTION made by Mr. Waldrop and seconded by Mr. Milarcik, with all in favor, the agreement with FMS Bonds to provide underwriting services to the District was approved.

EIGHTH ORDER OF BUSINESS

Considerations of Agreements with Waldrop Engineering

- a) Interim General Engineering Services
- b) Preparation of Master and First (1st) Supplemental Engineer's Report for the Capital Improvement Program

Mr. Ward stated since Mr. Waldrop sits as a member of the Board and we only have three of you here today, he will have to conflict out. However, that does not leave us with a quorum, so what I'll do is I'll just ask the Board for a motion to table this agenda item until your next meeting.

On MOTION made by Mr. Milarcik and seconded by Mr. Gilkey, with all in favor, the approval of the agreements with Waldrop Engineering for the above services were tabled to the next meeting.

NINTH ORDER OF BUSINESS

Consideration of Agreement Bryant, Miller & Olive, P.A., to Provide Bond Counsel Services to the District.

Mr. Ward stated I enclosed the form of bond counsel agreement that Mr. Ken Arden (Phonetic) with the firm has provided to you. The fee structures are consistent with what I've seen recently for fees being charged by bond counsels for the issuance of District bonds, so with that, if you have any questions, I'll be glad to answer them, although that agreement is also recommended.

On MOTION made by Mr. Waldrop and seconded by Mr. Milarcik, with all in favor, the agreement with Bryant, Miller & Olive, P.A. to provide bond counsel services to the District was approved.

TENTH ORDER OF BUSINESS

Consideration of Resolution 2013-4 Designating the Registered Agent; Designating the Office or Location of the Registered Office; and Designating the Offices or Location as the Office of Record for the Flow Way Community Development District; Providing for Conflicts and Invalid Provisions and Providing for an Effective Date.

Mr. Ward stated the registered agent is Mr. Urbancic, the registered office would be Coleman, Yovanovich & Koester, and the office of record will also be Coleman, Yovanovich & Koester. This is a state-required item. Most of this is related to in the event the District is ever sued and some minor administrative filings that we receive on a yearly basis. With that, if you have any questions, I'd be glad to answer them for you. However, that resolution is in order also.

On MOTION made by Mr. Waldrop and seconded by Mr. Milarcik, with all in favor, Resolution 2013-4 was approved.

ELEVENTH ORDER OF BUSINESS

Consideration of Resolution 2013-5 Setting Forth the Policy of the Flow Way Community Development District Board of Supervisors with Regard to the Support and Legal Defense of the Board of Supervisors and District Staff; Providing for Severability and Invalid Provisions; Providing for Conflict and Providing for an Effective Date.

Mr. Ward stated you actually adopted a similar resolution in 2002. This will supersede that older resolution. It's been updated, I think, slightly from what we did a number of years ago with the Board. But it means that, in the event the District is sued and/or any of you are sued individually, this will permit the District to initiate either your individual legal defense or the legal defense of the District itself prior to actually having a Board meeting. With that, if you have any questions, I'll be glad to answer them; otherwise that resolution is in order also.

On MOTION made by Mr. Waldrop and seconded by Mr. Milarcik, with all in favor, Resolution 2013-5 was approved.

TWELFTH ORDER OF BUSINESS

Consideration of Resolution 2013-6 Resolution of the Board of Supervisors of the Flow Way Community Development District, Designating a Qualified Public Depository Pursuant to the Provision of Chapter 280, Florida Statutes, as Amended; Authorizing Signators of the Account(s); Authorizing the Number of Signators on Bank Documents; Authorization of SunTrust Bank Deposit Account Resolution;

Providing for Severability and Invalid Provisions; Providing for Conflict and Providing an Effective Date.

Mr. Ward stated there are hundreds of banks in the state that can hold District funds. I'm recommending SunTrust, simply because my other Districts utilize SunTrust, and it's administratively much simpler for me to handle it with just one bank than others. The fees that they charge are all consistent anyway, and the amount of funds that you will have initially in the SunTrust account are very, very minimal. With that, if you have any questions, I'd be glad to answer them, otherwise the establishment of SunTrust as your depository, the authorization of your chairman, vice chairman and treasurer for the signers on the account is also recommended.

On MOTION made by Mr. Waldrop and seconded by Mr. Milarcik, with all in favor, Resolution 2013-6 was approved.

THIRTEEN ORDER OF BUSINESS

Consideration of Resolution 2013-7 Resolution of the Board of Supervisors of the Flow Way Community Development District, Adopting the Alternative Investment Guidelines for Investing Public Funds in Excess of Amount Needed to Meet Current Operating Expenses, in Accordance with Section 218.415(17), Florida Statutes; Providing for Severability and Invalid Provisions; Providing for Conflict and Providing an Effective Date.

Mr. Ward stated I've outlined for you in section one in the permitted investments pursuant to statute. Initially, we'll never, ever use these authorizations, because they'll never be enough money in the bank accounts. In addition, when we do a bond issue, that bond issue will identify the specific investments that are permitted from the bond funds, so this is only related to your general fund operating accounts. This resolution will probably last

for many, many years. With that, that resolution is in order and recommended for your consideration.

On MOTION made by Mr. Waldrop and seconded by Mr. Milarcik, with all in favor, Resolution 2013-7 was approved.

FOURTEEN ORDER OF BUSINESS

Consideration of Resolution 2013-8 Resolution of the Board of Supervisors of the Flow Way Community Development District, Designating Dates, Time and Location for Regular Meetings of the Board of Supervisors of the District; Providing for Conflict ; Providing for Severability and Providing an Effective Date.

Mr. Ward stated Resolution 2013-8 sets your regular meeting schedule for the balance of Fiscal Year 2013, which runs through September 30th. We may not have all of these Board meetings, but I thought it might be a good idea just to put them on your calendars, and I'm sure we'll have more than 60 percent of these. They'll be at 9:30 in the morning here at the offices of Coleman, Yovanovich & Koester. I think this is the second Thursday of the month, other than March, which is March 13th; it's the second Wednesday of the month. With that, if you have any questions, I'd be glad to answer them, but that resolution is also in order and recommended for your consideration.

On MOTION made by Mr. Waldrop and seconded by Mr. Milarcik, with all in favor, Resolution 2013-8 was approved.

FIFTEEN ORDER OF BUSINESS

Consideration of Resolution 2013-9 Resolution of the Board of Supervisors of the Flow Way Community Development District, Designating Dates, Time and Location for Regular Meetings of the Board of Supervisors of the District; Providing for Severability;

Providing for Conflict and Providing for an Effective Date.

Mr. Ward stated Resolution 2013-9 approves a proposed budget for the balance of Fiscal Year 2013 and sets a public hearing for Thursday, May 9th at 9:30 here at the offices of Coleman, Yovanovich & Koester. The budget that's attached to the resolution is a minimalistic kind of administrative budget which will fund the District's operations through the balance of this fiscal year. Next, we'll get down a few more items, you'll see the two agreements with Taylor Morrison to actually fund this particular budget for you. If you have any questions, I'd be glad to answer them, otherwise the approval of the resolution is in order.

On MOTION made by Mr. Waldrop and seconded by Mr. Milarcik, with all in favor, Resolution 2013-9 was approved.

SIXTEEN ORDER OF BUSINESS

Consideration of Resolution 2013-10 Resolution of the Board of Supervisors of the Flow Way Community Development District, Relating to Potentially Existing Contracts of the District; Authorizing the District Manager to Take Certain Action to Terminate or Confirm Termination of Prior District Contracts; and Providing for Severability and Invalid Provisions, Providing for Conflict and Providing an Effective Date.

Mr. Ward stated Resolution 2013-10 is to permit the District Manager to terminate any contracts or agreements that were existing between the District and any vendors that were executed roughly 2002/2003 period. I've attached as exhibits to the resolution the five agreements that we have found so far, so this will permit us to terminate all of those, which I think they all are considered terminated anyway by the vendors. This will at least give us the opportunity to send official termination letters pursuant to those agreements. If you have any questions, I'd be glad to answer them, otherwise that resolution is also recommended for your consideration.

On MOTION made by Mr. Waldrop and seconded by Mr. Milarcik, with all in favor, Resolution 2013-10 was approved.

SEVENTEENTH ORDER OF BUSINESS

Considerations of Agreements with Taylor Morrison

a) Agreement to Fund Fiscal Year 2013 Operating Budget

Mr. Ward stated the first agreement is to fund the operating budget that we approved for the purpose of setting the public hearing. The agreement is a relatively standard form agreement. I'll ask that you approve it in substantially the form attached hereto, providing your staff and the landowners' counsel to make any non-substantive changes to the agreement that may be required.

On MOTION made by Mr. Waldrop and seconded by Mr. Milarcik, with all in favor, the agreement with Taylor Morrison was approved.

b) Agreement to Fund the Capital Improvement Program in Advance of the District Issuing Special Assessment Revenue Bonds.

Mr. Ward stated this particular agreement is also between the District and Taylor Morrison, and it funds any of the activities related to the capital program that may be ongoing before the District is able to issue bonds. I'll ask that you also approve this agreement, subject to any other staff comments and/or discussions we have with the developer's counsel related to this issue.

On MOTION made by Mr. Waldrop and seconded by Mr. Milarcik, with all in favor, the agreement with Taylor Morrison was approved.

EIGHTEENTH ORDER OF BUSINESS

Staff Reports

Mr. Ward stated we usually put this on here just to give us an opportunity to provide you with any information that's not on the agenda. Mr. Urbancic?

a) District Attorney

Mr. Urbancic stated nothing further. I just want to appreciate the Board for the opportunity. Jim and I worked together to put a lot of these resolutions together, so I don't really have anything else to report, but if you guys have any questions about anything on the agenda, Sunshine, public records, ethics, just let me know, and I'm be happy to work with you and answer your questions.

b) District Manager

I. Authorization to Advertise for District Engineer in Accordance with the Consultants Competitive Negotiations Act (CCNA).

Mr. Ward stated the only item I had for you was the authorization to advertise for district engineer, pursuant to the Consultant's Competitive Negotiations Act. This is simply a process that we are required to go through, where we solicit proposals from qualified engineering firms. They submit their qualifications. You will rank them at a future meeting, and then after that, we'll enter into negotiations to bring a contract back to you at a future point. This will take a few months to go through. I'll ask the staff to authorize the staff to go through CCNA process.

Mr. Ward stated I wanted just thank you for giving me the opportunity to provide you services as our firm and, as Greg said, we did work very closely on getting this agenda out to you today. If you have any questions, certainly feel free to call me at any time, and we'll be glad to help you through the process.

On MOTION made by Mr. Waldrop and seconded by Mr. Milarcik, with all in favor, the authorization for District staff to go through the CCNA process and advertise for a District Engineer was approved.

Mr. Ward asked anything from the Board?

Mr. Milarcik stated no.

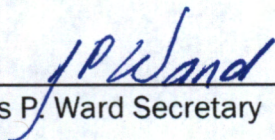
Mr. Waldrop stated no thanks.

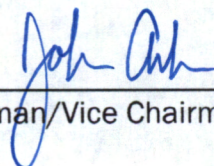
TWENTIETH ORDER OF BUSINESS

Adjournment

Mr. Ward stated a motion to adjourn would be in order.

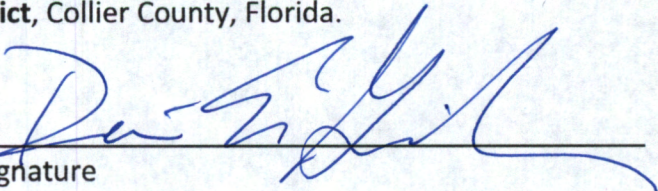
On MOTION made by Mr. Waldrop and seconded by Mr. Milarcik, with all in favor, the meeting was adjourned at 10:06 a.m.


James P. Ward Secretary


Chairman/Vice Chairman

OATH OR AFFIRMATION OF OFFICE

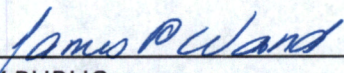
I, Dennis E. Gilkey, a citizen of the State of Florida and of the United States of America, and being an officer of the **Flow Way Community Development District** and a recipient of public funds as such officer, do hereby solemnly swear or affirm that I will support the Constitution of the United States and of the State of Florida, and will faithfully, honestly and impartially discharge the duties devolving upon me as a member of the Board of Supervisors of the **Flow Way Community Development District**, Collier County, Florida.

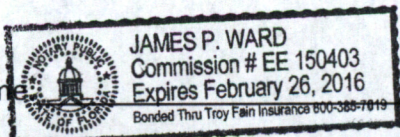

Signature

Printed Name: Dennis E. Gilkey

STATE OF FLORIDA
COUNTY OF COLLIER

Sworn to (or affirmed) before me this 24 day of JANUARY, 2013, by Dennis E. Gilkey, whose signature appears hereinabove, who is personally known to me or who produced _____ as identification.


NOTARY PUBLIC
STATE OF FLORIDA

Print Name: 
My Commission Expires: _____

OATH OR AFFIRMATION OF OFFICE

I, Don Milarcik, a citizen of the State of Florida and of the United States of America, and being an officer of the **Flow Way Community Development District** and a recipient of public funds as such officer, do hereby solemnly swear or affirm that I will support the Constitution of the United States and of the State of Florida, and will faithfully, honestly and impartially discharge the duties devolving upon me as a member of the Board of Supervisors of the **Flow Way Community Development District**, Collier County, Florida.

Don Milarcik

Signature

Printed Name: Don Milarcik

STATE OF FLORIDA
COUNTY OF COLLIER

Sworn to (or affirmed) before me this 24 day of JANUARY, 2013, by Don Milarcik, whose signature appears hereinabove, who is personally known to me or who produced _____ as identification.

James P. Ward
NOTARY PUBLIC
STATE OF FLORIDA

Print Name: JAMES P. WARD
My Commission Expires: Commission # EE 150403
Expires February 26, 2016
Bonded Through Fidelity Insurance 800-385-7019

OATH OR AFFIRMATION OF OFFICE

I, Ronald Waldrop, a citizen of the State of Florida and of the United States of America, and being an officer of the **Flow Way Community Development District** and a recipient of public funds as such officer, do hereby solemnly swear or affirm that I will support the Constitution of the United States and of the State of Florida, and will faithfully, honestly and impartially discharge the duties devolving upon me as a member of the Board of Supervisors of the **Flow Way Community Development District**, Collier County, Florida.

Ronald Waldrop
Signature

Printed Name: Ronald Waldrop

STATE OF FLORIDA
COUNTY OF COLLIER

Sworn to (or affirmed) before me this 24 day of JANUARY, 2013, by Ronald Waldrop, whose signature appears hereinabove, who is personally known to me or who produced _____ as identification.

James P. Ward
NOTARY PUBLIC
STATE OF FLORIDA

Print Name: JAMES P. WARD
My Commission Expires: February 26, 2016

