

**MINUTES OF MEETING
ESPLANADE LAKE CLUB
COMMUNITY DEVELOPMENT DISTRICT**

The Regular Meeting of the Board of Supervisors of the Esplanade Lake Club Community Development District was held on Wednesday, May 15, 2019 at 1:00 p.m. at Waldrop Engineering, 28100 Bonita Grande Drive, Suite 304, Bonita Springs, Florida 34135.

Present and constituting a quorum:

John Wollard	Chairperson
Rob Price	Vice Chairperson
Tim Martin (phone)	Assistant Secretary
Andrew Miller	Assistant Secretary
Jason Besse	Assistant Secretary

Also present were:

James P. Ward	District Manager
Jere Earlywine (phone)	District Counsel
Deborah Beckett (phone)	Notary Public

Audience:

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

District Manager James P. Ward called the Meeting to order at approximately 1:00 p.m. and all members were present at roll call.

Mr. Ward noted just prior to today's Meeting he swore in Mr. Jason Besse as a Member of the Board of Supervisors.

SECOND ORDER OF BUSINESS

Consideration of Resignations

Consideration of acceptance of the resignations of Mr. Thomas Buckley from Seat 3 effective January 16, 2019 and Mr. Adam Painter from Seat 2 effective February 13, 2019 and the appointment to fill the vacancy in seats two (2) and three (3).

- I. Acceptance of Resignation of Mr. Buckley.
- II. Acceptance of Resignation of Mr. Painter.

Mr. Ward called for a motion to accept the Resignations of Mr. Buckley and Mr. Painter as a matter of law.

On MOTION made by Mr. John Wollard, seconded by Mr. Andrew Miller, and with all in favor, the Resignations of Mr. Buckley and Mr. Painter were accepted.

III. Consideration of Appointment to fill the unexpired term of office for Seat 2 and Seat 3.

Mr. Ward reported Statute provided the balance of the Board could appoint two individuals to fill the unexpired terms of office for Seat 2 and Seat 3. He stated Mr. Painter's Seat terminated in 2022 and Mr. Buckley's Seat terminated in 2020.

On MOTION made by Mr. Andrew Miller, seconded by Mr. John Wollard, and with all in favor, Mr. Tim Martin was appointed to fill the unexpired term of office for Seat 2.

On MOTION made by Mr. Andrew Miller, seconded by Mr. John Wollard, and with all in favor, Mr. Rob Price was appointed to fill the unexpired term of office for Seat 3.

IV. Oath of Office.

Mr. Ward stated as a matter of record Mr. Tim Martin and Ms. Deborah Beckett were on the phone. He asked Ms. Beckett if she was legally a Notary Public. Ms. Beckett responded in the affirmative. Mr. Ward asked Ms. Beckett to administer the Oath of Office to Mr. Martin. Ms. Beckett complied and Mr. Martin was administered the Oath of Office. Mr. Ward asked Mr. Martin to sign the Oath of Office. Mr. Martin complied. Mr. Ward asked Ms. Beckett to notarize and Federal Express said Oath of Office to his office. Ms. Beckett agreed.

Mr. Ward, as a Notary Public, administered the Oath of Office to Mr. Rob Price. He asked Mr. Price to sign the Oath of Office and return the signed Oath to him.

V. Guide to the Sunshine Law and Code of Ethics for Public Employees.

VI. Form 1 – Statement of Financial Interests.

Mr. Ward indicated the new Board Members were required to fill out the Form 1 Statement of Financial Interests and return said form to the Supervisor of Elections in each Board Member's respective County of residence with 30 days of today's date or risk being fined. He noted the new Form 1 would be released in June or early July. He explained if a Board Member received the new Form 1 said Board Member was required to fill out and file the new Form. He asked any Board Member who did not receive the new Form 1 to contact himself and he would investigate.

He noted all Board Members were given a copy of the Guide to the Sunshine Law and Code of Ethics. He stated if there were any questions regarding the Sunshine Law and Code of Ethics to contact either himself or Mr. Jere Earlywine.

THIRD ORDER OF BUSINESS**Consideration of Resolution 2019-18**

Consideration of Resolution 2019-18 re-designating the officers of the Esplanade Lake Club Community Development District.

Mr. Ward reported Mr. Wollard currently held the position of Chairman, the Vice Chair position was vacant, an Assistant Secretary position was vacant, and Mr. Besse and Mr. Miller each held an Assistant Secretary position. He noted he acted as Secretary/Treasurer. He asked how the Board would like the officer positions to be distributed. Mr. Miller nominated Rob Price as Vice Chairman and Tim Martin as Assistant Secretary. The Board agreed.

On MOTION made by Mr. Andrew Miller, seconded by Mr. John Wollard, and with all in favor, Resolution 2019-18 was adopted as above and the Chair was authorized to sign.

FOURTH ORDER OF BUSINESS**Consideration of Ranking of Engineer Proposal**

Consideration of ranking of engineering proposal to serve as district engineer and agreement(s) with Waldrop Engineering.

a) Ranking of engineering proposal (one proposal received)

Mr. Ward stated Chapter 287 of the Statute (Consultants Competitive Negotiation Act) required a District to request submittals of non price based proposals outlining qualifications and hourly rates. He stated the Esplanade Lake Club CDD only received one proposal, from Waldrop Engineering, and as such the CDD had the option to rank Waldrop Engineering as number one and enter into the Master Agreement with Waldrop Engineering, or to reject the proposal and authorize Staff to re-bid the project. He stated if the Board wished to rank Waldrop Engineering as number one a simple motion and second would be in order.

On MOTION made by Mr. Andrew Miller, seconded by Mr. John Wollard, and with all in favor, Waldrop Engineering was ranked as number one.

b) Master engineering services agreement

Mr. Ward reported the Master Engineering Services Agreement identified the way in which the CDD would do business with the Engineer. He explained if Waldrop Engineering were to do work for the District, Waldrop Engineering would submit a work authorization, which either Mr. Ward would approve or the Board would approve, depending upon the value of work identified. He noted Waldrop Engineering would bill under the terms of the Agreement, and the Agreement contained termination provisions, amendment provisions, etc. He explained this was a relatively standard agreement which he had used in the past with Waldrop Engineering for other projects. He recommended the Master Engineering Services Agreement for consideration.

On MOTION made by Mr. Andrew Miller, seconded by Mr. John Wollard, and with all in favor, the Master Engineering Services Agreement was accepted.

FIFTH ORDER OF BUSINESS**Agreement Authorization**

Authorizing the execution of an Agreement with Taylor Morrison of Florida and Bond Counsel waiving any conflict of interest, relative to Greenspoon Marder, LLP representation of Taylor Woodrow of Florida, Inc. in various transactions unrelated to the District.

Mr. Ward reported at the previous Organizational Meeting the CDD retained Greenspoon Marder, LLP to act as Bond Counsel for the District (Greenspoon Marder also represented Taylor Morrison). He stated a Waiver of Conflict of Interest had been signed between Taylor Morrison, the District and Greenspoon Marder. He explained this was the Conflict Waiver which indicated both Taylor Morrison and Esplanade Lake Club CDD waived any potential conflicts of interest with Greenspoon Marder as a result of the representation of both parties.

On MOTION made by Mr. Andrew Miller, seconded by Mr. John Wollard, and with all in favor, the authorization of the execution of an Agreement with Taylor Morrison of Florida and Bond Counsel waiving any conflict of interest was approved.

SIXTH ORDER OF BUSINESS**Consideration of Resolution 2019-19**

Consideration of Resolution 2019-19 designating a date, time and location of a public hearing regarding the District's intent to use the uniform method for the levy, collection, and enforcement of non-ad valorem special assessments as authorized by Section 197.3632, Florida Statutes. The Public hearing will be held on Wednesday June 19, 2019 at 1:00 P.M. at the offices of Waldrop Engineering, 28100 Bonita Grande Drive, Suite 304, Bonita Springs, Florida 34135.

Mr. Ward noted Resolution 2019-19 designated the Uniform Method of Collection. He noted the adoption of the Resolution set forth a process in which the CDD would hold a Public Hearing scheduled for June 19, 2019 where the Uniform Method would be approved; once approved, the Property Appraiser and Tax Collector would be contacted and would transmit an agreement to the CDD which would permit the CDD to utilize the Property Appraiser and Tax Collector offices for collection of assessments. He noted this would become effective in November 2020. Mr. Andrew Miller asked if this was a permissive Resolution. Mr. Ward responded in the affirmative.

On MOTION made by Mr. John Wollard, seconded by Mr. Andrew Miller, and with all in favor, Resolution 2019-19 was adopted as above and the Chair was authorized to sign.

SEVENTH ORDER OF BUSINESS**Consideration of Resolution 2019-20**

Consideration of Resolution 2019-20 declaring special assessments, designating the nature and location of the proposed improvements, declaring the total estimated cost of the improvements (\$30,070,00) the portion to be paid by assessments, and the manner and timing in which the assessments are to be paid, designating the lands upon which the assessments shall be levied, providing for an assessment plat and a preliminary assessment roll, addressing the setting of a public hearing and providing for publication. The Public hearing will be held on Wednesday June 19, 2019 at 1:00 P.M. at the offices of Waldrop Engineering, 28100 Bonita Grande Drive, Suite 304, Bonita Springs, Florida 34135.

Mr. Ward reported Resolution 2019-20 was the start of the assessment process for the Series 2019 Bonds. He noted there were two documents attached: the Engineers Report which identified the estimated cost of improvements, types of work, operation and maintenance entities, and ownership entities, as well as the Assessment Methodology Report. He stated the Public Infrastructure Cost was \$25,052,450 dollars, and the Total Cost (including public infrastructure) was \$70,835,450 dollars. He directed the Board's attention to page 14 of the Assessment Methodology Report (the Assessment Allocation Project) which explained the CDD was essentially assigning an equivalent assessment unit to each of the various product types within Esplanade Lake Club and assigning this to the total 653 units. He explained this would allow allocation of the total debt anticipated for the project, which was \$30,070,000 dollars, and identified the possible estimated assessments.

Mr. Jere Earlywine asked whether there was sufficient benefit from the project to support the assessments and whether the assessments were fairly and legally allocated as set forth in the report. Mr. Ward responded in the affirmative. Mr. Earlywine briefly reviewed each section of Resolution 2019-20.

On MOTION made by Mr. Andrew Miller, seconded by Mr. John Wollard, and with all in favor, Resolution 2019-20 was adopted as above and the Chair was authorized to sign.

Mr. Ward noted there were now two Public Hearings set for Wednesday June 19, 2019, and as such could not be changed. He indicated it was extremely important at least three Board Members were in attendance on Wednesday June 19, 2019 at 1:00 p.m. for the Public Hearings. The Board indicated understanding and agreed.

EIGHTH ORDER OF BUSINESS**Consideration of Resolution 2019-21**

Consideration of Resolution 2019-21 authorizing the issuance of it's capital improvement revenue bonds, in one or more series, in an aggregate principal amount of not exceeding \$33,000,000 to finance the cost of public infrastructure and facilities benefitting District lands and/or acquiring related interests in land and for refunding purposes, approving the form of a master trust indenture relating to the bonds and authorizing execution of the master trust indenture, providing for indentures supplemental thereto, appointing a trustee, paying agent and bond registrar for the bonds, approving the form of and authorizing execution of the bonds, authorizing the application of the proceeds of the bonds, authorizing judicial validation of the bonds.

Mr. Ward stated Resolution 2019-21 authorized the issuance of not more than \$33 million dollars to finance the public infrastructure. Mr. Earlywine briefly reviewed each section of Resolution 2019-21.

On MOTION made by Mr. Andrew Miller, seconded by Mr. John Wollard, and with all in favor, Resolution 2019-21 was adopted as above and the Chair was authorized to sign.

NINTH ORDER OF BUSINESS

Consideration of Resolution 2019-22

Consideration of Resolution 2019-22 approving the District's post-issuance compliance guide for tax-exempt bonds.

Mr. Ward stated pursuant to Federal Law the District must have guidelines in place which were utilized to monitor the issuance of the tax exempt funds. He explained this was required by the Internal Revenue Service.

On MOTION made by Mr. John Wollard, seconded by Mr. Jason Besse, and with all in favor, Resolution 2019-22 was adopted as above and the Chair was authorized to sign.

TENTH ORDER OF BUSINESS

Staff Reports

Staff Reports

a) District Attorney

District Attorney Jere Earlywine stated the CDD was prepared for the Assessment Hearing on June 19, 2019. He stated the validation process would be underway early summer; bonds would be issued 30 days following validation.

b) District Engineer

There was no District Engineer report.

c) District Manager

Mr. Ward stated Statute required the Board to determine the number of Registered Voters within the District as of April 15th of each year from the Voter's Rolls in the County. He stated he requested the information from the Supervisor of Elections and there were zero (0) Registered Voters within the District which was consistent with the development status of the project. He indicated this number would come into play once the District met two thresholds: one was six years from date of establishment, which was September 27, 2018, and the second was 250 qualified registered voters. He explained once the District met these thresholds the District would

transition from a landowner based election to a qualified elector based election. He noted there was no action required of the Board, this information was provided as a matter of law.

ELEVENTH ORDER OF BUSINESS

Supervisor's Requests and Audience Comments

There were no Supervisor's Requests and no Audience Comments (no audience members present).

TWELVTH ORDER OF BUSINESS

Adjournment

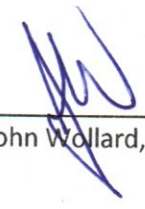
Mr. Ward adjourned the meeting at approximately 1:27 p.m.

On MOTION made by Mr. Andrew Miller, seconded by Mr. Tom Buckley, and with all in favor, the Meeting was adjourned.

Esplanade Lake Club Community Development District



James P. Ward, Secretary



John Wollard, Chairman

Oath or Affirmation of Office

I TIMOTHY LEE MARTIN a citizen of the State of Florida and of the United States of America, and being an officer of the **Esplanade Lake Club 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 **Esplanade Lake Club Community Development District**, Lee County Florida.

Timothy Lee Martin

Signature

TIMOTHY LEE MARTIN

Printed Name

STATE OF FLORIDA

COUNTY OF Sarasota

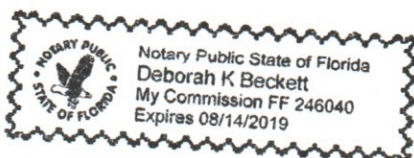
Sworn to (or affirmed) before me this 15 day of May, 2019, by Timothy Lee Martin, whose signature appears hereinabove, who is personally known to me or who produced _____ as identification.

Deborah K. Beckett

NOTARY PUBLIC
STATE OF FLORIDA

Deborah K. Beckett

Print Name



My Commission Expires: FF246040
8-14-2019