

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

The Regular Meeting of the Board of Supervisors of the Flow Way Community Development District was held on Tuesday, March 19, 2019 at 3 p.m. at the offices of Coleman, Yovanovich & Koester, P.A., 4001 Tamiami Trail North, Suite 300, Naples, Florida 34103.

Present and constituting a quorum:

Mr. Andrew (Drew) Miller	Chairman
Mr. Tom Kleck	Assistant Secretary
Mr. Ron Miller	Assistant Secretary
Mr. John Wollard	Vice Chairman

Also present were:

James P. Ward	District Manager
Greg Urbancic	District Attorney
Jeremy Arnold	Waldrop Engineering
Tammy Campbell	McDermitt Davis, CPAs

FIRST ORDER OF BUSINESS

Call to Order/Roll Call

Mr. Ward called the meeting to order at approximately 3:06 p.m. and all members of the Board were present at roll call.

SECOND ORDER OF BUSINESS

Consideration of the acceptance of Mr. Adam Painter's resignation

Consideration of Acceptance of the resignation of Mr. Adam Painter from Seat three (3) effective February 13, 2019 and the appointment to fill the vacancy in Seat three (3).

a) Acceptance of Resignation of Mr. Painter.

Mr. Ward indicated by law, Mr. Painter's resignation was effective on the date it was submitted to the District and the board should appoint a member to fill the unexpired term. He called for a motion to accept the Mr. Painter's resignation.

Mr. Ron Miller asked, for clarification, if Mr. Painter joined the board in February. Mr. Ward confirmed Mr. Painter joined the board last month. Mr. Drew Miller added Mr. Painter was with Taylor Morrison for a few years, but he accepted another offer.

On MOTION made by Mr. Andrew Miller, seconded by Mr. Tom Kleck, and with all in favor, the acceptance of Mr. Painter's resignation was approved.

b) Consideration of the Appointment to fill the unexpired term of office for Seat 3.

Mr. Ward called for a motion to appoint a replacement member for Seat three (3), and the name of the individual.

Mr. Drew Miller named Mr. Timothy Martin as Land Development Vice President for Taylor Morrison.

On MOTION made by Mr. Drew Miller to appoint Mr. Timothy Martin to fill the unexpired term of Seat 3, seconded by Mr. Wollard, and with all in favor, the motion was approved.

- c) Oath of Office (to be administered during the meeting)**
- d) Guide to the Sunshine Amendment and Code of Ethics for Public Officers and Employees**
- e) Form 1 – Statement of Financial Interest**

Mr. Ward stated Mr. Martin was not in attendance; therefore, the administration of the Oath of Office would be deferred until the next meeting or be administered outside the current meeting.

Mr. Drew Miller stated Mr. Martin would attend the next meeting.

THIRD ORDER OF BUSINESS

Consideration of Resolution 2019-6

Consideration of Resolution 2019-6 re-designating the officers of the Flow Way Community Development District.

Mr. Ward stated this Resolution re-designated the officers of the Flow Way Community Development District; the current officers were as follows:

- Mr. Andrew Miller, Chairman
- Mr. Tom Kleck, Assistant Secretary
- Mr. Ron Miller, Assistant Secretary
- Mr. John Wollard, Vice Chairman

He stated Mr. Adam Painter had served as an Assistant Secretary. He explained the Board had the right to reorganize the Board in totality or simply appoint Mr. Tim Martin to serve as an Assistant Secretary. He noted Mr. Martin could not hold the position of Chair or Vice Chair as he was not present. He indicated the Board could defer assigning posts at this time if it preferred.

Mr. Drew Miller stated it would be fine for Mr. Martin to hold the Assistant Secretary position.

FOURTH ORDER OF BUSINESS

Consideration of Minutes

February 6, 2018 Regular Meeting Minutes

Mr. Ward noted each member received a previously distributed copy of the minutes. He asked if there were any additions, corrections or deletions for the February 6, 2018 Regular Meeting Minutes. Hearing none, he called for a motion.

On MOTION made by Mr. Andrew Miller, seconded by Mr. John Wollard, and with all in favor, the February 6, 2018 Regular Meeting Minutes were approved.

FIFTH ORDER OF BUSINESS

Consideration the Audited Financial Statements for Fiscal Year 2018

Mr. Ward stated Ms. Tammy Campbell with the auditing firm McDirmit Davis, would give the Audit Report. Ms. Campbell summarized the report stating assets increased approximately \$2 million, which was due largely to capital asset additions; liabilities increased approximately \$3.5 million due to additional bonds issued during the year; revenue increased approximately \$370,000 due to developer contributions for capital projects received; and expenses decreased by approximately \$2 million, mainly due to the decreased value of assets conveyed to other governments during the year. She stated the district received an unmodified opinion, which was the highest obtainable rating. She concluded the audit report and asked the Board if there were any questions.

Mr. Ron Miller asked for clarification of the financial obligation, asset allocation and acquisitions by the developer, Taylor Morrison, in relation to the role of the CDD (Community Development District), highlighting notes in the Audit Report on the developer's percentage (77%) of financial responsibility for the assets.

Mr. Campbell explained part of the information regarding the assets was the assessment revenue paid on the land, individual lots, and not necessarily the fixed assets under construction. They(who is they? The CDD? Taylor Morrison? Please clarify this.) were responsible for a portion of that.

Mr. Drew Miller added the period was October 1, 2017 through September 30, 2018. Their share today was much less, given the number of closings which had taken place since that time.

A board member stated (12:12) prior to the sale of the lot to an end user Taylor Morrison was responsible for the payment of the assessment, both the debts of the fund and the general fund.

With no additional questions, Mr. Ward called for a motion to accept the article for purposes of inclusion.

On MOTION made by Mr. Andrew Miller, seconded by Mr. Tom Kleck, and with all in favor, the motion to accept the audited financial statements for fiscal year 2018 was approved.

SIXTH ORDER OF BUSINESS

Staff Reports

a) District Attorney

There was no District Attorney Report.

b) District Engineer

Mr. Jeremy Arnold had no official report. However, he advised the Board there was an encroachment on a part of the 1,000 acres of preserved land, owned by the CDD, by an adjacent property owner. He stated his department was currently working with regulatory agencies to rectify the issue. He explained no action was needed by the Board at this time and he would keep the Board abreast of any changes.

c) District Manager

No report.

SEVENTH ORDER OF BUSINESS

Supervisors' Requests and Audience Comments

There were no supervisors' requests and no audience was present.

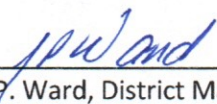
EIGHTH ORDER OF BUSINESS


Adjournment

Mr. Ward adjourned the meeting at 3:20 p.m.

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

Flow Way Community Development District


James P. Ward, District Manager


Andrew Miller, Chairman