

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

The Regular Meeting of the Flow Way Community Development District's Board of Supervisors was held on Tuesday, November 10, 2015, at 3:00 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 were:

John Asher	Chairman
Keith Berg	Assistant Secretary
Chris Batchelor	Assistant Secretary

Absent were:

Anthony Burdett	Assistant Secretary
Steve Reiter	Assistant Secretary

Also present were:

James P. Ward	District Manager
Greg Urbancic	District Counsel
David Williams	District Engineer
Misty Taylor	Bond Counsel (telephonically)

1. Call to Order & Roll Call

Mr. Ward called the meeting to order at 3:00 p.m., and roll call determined that all members of the Board were present.

2. Consideration of Resolution 2016-3

CONSIDERATION OF RESOLUTION 2016-3 OF THE BOARD OF SUPERVISORS OF FLOW WAY COMMUNITY DEVELOPMENT DISTRICT AUTHORIZING THE ISSUANCE OF NOT TO EXCEED \$5,800,000 AGGREGATE PRINCIPAL AMOUNT OF ITS FLOW WAY COMMUNITY DEVELOPMENT DISTRICT SPECIAL ASSESSMENT BONDS, SERIES 2015 (PHASE 4 PROJECT), IN ONE OR MORE SERIES (THE "SERIES 2015 BONDS"); DETERMINING CERTAIN DETAILS OF THE SERIES 2015 BONDS; APPROVING THE FORM OF AND AUTHORIZING THE EXECUTION AND DELIVERY OF A THIRD SUPPLEMENTAL TRUST INDENTURE; AUTHORIZING THE NEGOTIATED SALE OF THE SERIES 2015 BONDS; APPOINTING THE UNDERWRITER ;APPROVING THE FORM OF AND AUTHORIZING THE

EXECUTION AND DELIVERY OF A BOND PURCHASE CONTRACT WITH RESPECT TO THE SERIES 2015 BONDS AND AWARDED THE SERIES 2015 BONDS TO THE UNDERWRITER NAMED THEREIN PURSUANT TO THE PARAMETERS SET FORTH IN THIS RESOLUTION; APPROVING THE FORM OF AND AUTHORIZING THE DISTRIBUTION OF THE PRELIMINARY LIMITED OFFERING MEMORANDUM AND ITS USE BY THE UNDERWRITER IN CONNECTION WITH THE OFFERING FOR SALE OF THE SERIES 2015 BONDS AND APPROVING THE EXECUTION AND DELIVERY OF A FINAL LIMITED OFFERING MEMORANDUM; AUTHORIZING THE EXECUTION AND DELIVERY OF A CONTINUING DISCLOSURE AGREEMENT AND THE APPOINTMENT OF A DISSEMINATION AGENT, A TRUE UP AGREEMENT, AN ACQUISITION AGREEMENT, AN ASSIGNMENT AGREEMENT, AND A COMPLETION AGREEMENT; PROVIDING FOR THE APPLICATION OF SERIES 2015 BOND PROCEEDS; AUTHORIZING THE PROPER OFFICIALS TO DO ALL THINGS DEEMED NECESSARY IN CONNECTION WITH THE ISSUANCE, SALE AND DELIVERY OF THE SERIES 2015 BONDS; MAKING CERTAIN DECLARATIONS; APPOINTING A TRUSTEE; PROVIDING FOR THE REGISTRATION OF THE BONDS PURSUANT TO THE DTC BOOK-ENTRY SYSTEM; PROVIDING AN EFFECTIVE DATE AND FOR OTHER PURPOSES.

Misty Taylor provided to the Board a brief summary of Resolution 2016-3 as described above.

On Motion was made by Mr. Asher, and seconded by Mr. Berg, to adjourn the meeting, and with all in favor the motion was approved.

3. Staff Reports

- a) District Attorney - Mr. Urbancic stated he has no additional report.
- b) District Engineer - Mr. Williams stated he has nothing to report.
- c) District Manager - Mr. Ward stated he has nothing further to report.

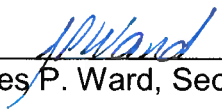
4. Supervisor's Requests and Audience Comments

There were no members of the public present.

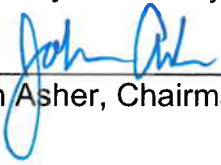
5. Adjournment

On Motion was made by Mr. Batchelor, and seconded by Mr. Berg, to adjourn the meeting, and with all in favor the motion was approved.

The meeting was adjourned at 3:14 p.m.



James P. Ward, Secretary

Flow Way Community Development District


John Asher, Chairman