

**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 Tuesday, December 10, 2013, at 1:30 p.m., at the Offices of Coleman, Yovanovich & Koester, 4001 Tamiami Trail North, Suite 300, Naples, Florida 34103.

Present and constituting a quorum were:

John Asher	Chairman
Keith Berg	Assistant Secretary
Don Milarsik	Assistant Secretary
Dennis Gilkey	Assistant Secretary
Ethan Julian	Assistant Secretary

Also present were:

James P. Ward	District Manager
Greg Urbancic	District Counsel
David Williams	District Engineer (Telephonic)

FIRST ORDER OF BUSINESS

Call to Order/Roll Call

Mr. Ward called the meeting to order at 1:30 p.m. The record will reflect that all supervisors are present at roll call.

SECOND ORDER OF BUSINESS

Approval of Minutes

- a) **June 11, 2013**
- b) **September 12, 2013**
- c) **October 14, 2013**
- d) **October 23, 2013 (Continued meeting from October 14, 2013)**

Mr. Ward stated if there are any additions, corrections or deletions, it would be appropriate to so indicate, otherwise, a motion for their approval would be in order.

Mr. Asher asked Greg, have you looked at the minutes?

Mr. Urbancic stated, yes, I thought they looked fine.

<p>On MOTION made by Mr. Asher and seconded by Mr. Gilkey, with all in favor, the above minutes were approved as presented.</p>
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THIRD ORDER OF BUSINESS

Consideration of Resolution 2014-3 of the Board of Supervisors of Flow Way Community Development District Designating the District Manager, James P. Ward of JP Ward & Associates, LLC, as a Responsible Officer Pursuant to that Certain Master Trust Indenture Between Flow Way Community Development District and Wells Fargo Bank, National Association, as Trustee; and Providing for Severability, Conflicts, and an Effective Date.

Mr. Ward stated Resolution 2014-3 adds him as the District Manager as a responsible officer, pursuant to the Master Trust Indenture, which we do by separate resolution of the Board. If you have any questions, I'll be glad to answer them, otherwise, that resolution is also in order.

On MOTION made by Mr. Asher and seconded by Mr. Milarsik, with all in favor, Resolution 2014-3 was approved.

FOURTH ORDER OF BUSINESS

Consideration of Resolution 2014-4 of the Board of Supervisors of Flow Way Community Development District Supplementing Resolution 2014-1, Which Resolution Previously Equalized, Approved, Confirmed, Imposed and Levied Special Assessments On and Peculiar To Property Specially Benefited (Apportioned Fairly and Reasonably) By the District's Projects; Approving and Adopting the Special Assessment Methodology Final Report for Flow Way Community Development District Prepared by JP Ward & Associates, LLC, and Dated November 22, 2013, Which Sets

Forth the Specific Terms of the Flow Way Community Development District Special Assessment Bonds, Series 2013; Providing for the Supplementation of the Special Assessments, as Set Forth in the Improvement Lien Book; and Providing for Severability, Conflicts, and Effective Date.

Mr. Ward stated Resolution 2014-4 conforms the final special assessment methodology to the final par issuance of debt for your Series 2013 bonds. If you have any questions, I'd be glad to answer them, otherwise that resolution is in order and also recommended for your approval.

Mr. Asher asked when you say it conforms it?

Mr. Ward stated it reduces the final amount in the methodology to the par debt issued.

Mr. Asher asked anyone have any questions or comments, because I know we haven't all had a chance to completely review it.

Mr. Gilkey asked and the seven million versus the 12M that was previously used , is that just a phasing of the bond issues?

Mr. Ward stated the intent, I think, in this phase was to try to hit specific target assessment goals, which created a specific amount of construction funds, and a specific bond issuance. The difference between what we end up putting in the construction account and the \$10 million construction costs ends up being an asset contribution by the prime developer to the District.

Mr. Asher stated I think the idea was that it was going to get paid down, and the terms and timing and all that probably got a little bit too cumbersome to pin it down today, at this time.

On MOTION made by Mr. Asher and seconded by Mr. Gilkey, with all in favor, Resolution 2014-4 was approved.

- a) **Assignment of Dedications from the Esplanade Golf and Country Club of Naples, Inc.**
- b) **Assignment of Reservations from the Spolanade Golf and Country Club of Naples, Inc.**
- c) **Acceptance of Drainage Easement from Taylor Morrison Esplanade Naples, LLC**

Mr. Ward stated this was the consideration of certain documents related to both the assignment and drainage easements for your Series 2015 bonds, and I'll turn this over to Greg at this point to go through all of those. I think there's some additions to what we have on your agenda.

Mr. Urbancic stated I handed out a package stack of actions, which is sort of a supplement to what was in the agenda. I'll just walk through really quick as to what we're doing. When we issued the bonds, we'll get the proceeds, we'll fund the construction fund. When we do that, we're prepared to go through three requisitions, all the downloads will fall once the construction fund is filled. There'll be two requisitions; requisition two for some storm water improvements, requisition three for storm water, and also irrigation agreements in requisition four for utility agreements. In order for us to buy those assets, we have to make sure that we have specific property rights, so that we can maintain them as a district. Step one here is the assignment of dedications, we sign the reservations and the drainage easement, which allow us to do that.

There's one more piece of this we'll get to specifically, but these give us a framework for accepting those. I put for backup information copies of what will be the requisition documents. There's no action that you need to take on those, it's just a matter of these assignments; there are two assignments in the drainage easement we'd be looking for authorization from the District to accept, and the Chairman to sign accepting those. I'll be happy to go through those in more detail if you'd like, but that's the gist of what we're doing.

Mr. Asher asked when we're accepting them, are we accepting all the drainage easements for all the lakes that have been platted and all the pipe interconnects, but not all of those are being submitted in a requisition? There's a distinction there.

Mr. Urbancic stated you're correct, so the that the drainage easement will be L1 through L23, correct me if I'm wrong, and there's also the interconnects; I don't think I copied this. It's a huge stack of documents with the interconnect legal descriptions. In

terms of the requisition, requisition two is actually for lake one, requisition three is for lakes one through nine, 21, and so it's not all the lakes, correct.

Mr. Asher asked there's the ability to come back at a later date and requisition the funds to complete the ones that hadn't been conveyed at this point if that ever were to happen?

Mr. Urbancic stated that's a possibility.

Mr. Asher stated but there is going to be an easement that covers everything, all the drainage infrastructure separate from what's being requisitioned.

A male speaker asked you mean the District easement?

Mr. Asher stated the District will be accepting a drainage easement for operation and maintenance that does cover all the infrastructure, but we're not submitting all that for a requisition at this point.

Mr. Urbancic stated the requisition is just for this, the easements include this and that.

Mr. Asher stated yes, we're only requisitioning what is substantially complete, and that the engineers are comfortable with them.

Mr. Urbancic stated the Board will accept and authorize the Chairman to sign acceptance, then we'll get those recorded as part of the requisition process.

Mr. Ward stated the Board was authorizing the District to accept the easements and assignments, and drainage easements and reservations, authorizing the Chairman to sign, so that's your motion.

On MOTION made by Mr. Asher and seconded by Mr. Julian, with all in favor, the abovementioned assignments and drainage easement were approved.

d) Acceptance of the Utilities Easement

Mr. Urbancic stated part two of this discussion is requisition four, which is the utility dedication, and that brings with it some sort of unique components that you have to deal with Collier County requirements. What we're doing on the utility requisition, which we're calling requisition four, is a two step process. First of all, the developer built it, so the District is purchasing from the developer and then, simultaneously, we're going to flip it to

Collier County. When I say simultaneous, is because Collier County get all the documents and record it, back to back. In the package, just for information, I included what the transfer documents are going to be; there's utility facilities warranty deed from Taylor Morrison to the CDD, along with an owner's affidavit, they're both in the County's standard form. There's also utilities easement to the District to make sure we have rights to these utilities for the five seconds that we're actually going to own it once this happens.

The utility locations are within R1, R2, R3 and R4, which are the roadway tracts, and two approximate 40 X 40 foot easement areas, which are for lift stations, so there's two. Those are the two areas in which the water and wastewater facilities are located. That's step one. When we turn it to the county, we also have in the packet from the CDD to the county, an owner's affidavit and a utility facility bill of sale, again in the county's standard form. I'll be doing an attorney's affidavit that goes along with that to turn it into the county. What I would need you to authorize today are: 1) the acceptance of the utility easement and the utility grant from the developer; and 2) simultaneously authorize our Chairman to execute the documents necessary in order to convey those facilities further to Collier County.

On MOTION made by Mr. Asher and seconded by Mr. Julian, with all in favor, the conveyance of the above utility easements was approved.

SIXTH ORDER OF BUSINESS

Staff Reports

a) **District Attorney**

No report

b) **District Engineer**

No report

c) **District Manager**

No report

SEVENTH ORDER OF BUSINESS

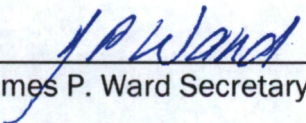
Supervisors' Requests

No discussion

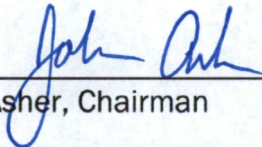
EIGHTH ORDER OF BUSINESS

Adjournment

On MOTION made by Mr. Gilkey and seconded by Mr. Asher,
with all in favor, the meeting was adjourned at 1:45 p.m.



James P. Ward Secretary



John Asher, Chairman