

**MINUTES OF MEETING  
TIMBER CREEK SOUTHWEST  
COMMUNITY DEVELOPMENT DISTRICT**

The Regular Meeting of the Board of Supervisors of the Timber Creek Southwest Community Development District was held on Friday, July 16, 2021, at 8:15 a.m. at Lennar Homes 10481 Six Mile Cypress Parkway, Fort Myers, Florida 33966.

**Present and constituting a quorum:**

Barry Ernst	Chairperson
Thomas Dean	Vice Chairperson
Scott Edwards	Assistant Secretary
Andrew “Chase” Kollman	Assistant Secretary
Ashley Kingston	Assistant Secretary

**Also present were:**

James P. Ward	District Manager
Greg Urbancic	District Counsel
Paul Toscano	District Engineer
Steve Sanford	District Bond Counsel
Ryan Shute	District Engineer

**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.

**PORTIONS OF THIS MEETING WERE TRANSCRIBED VERBATIM. ALL VERBATIM PORTIONS WERE  
TRANSCRIBED IN *ITALICS*.**

**FIRST ORDER OF BUSINESS**

**Call to Order/Roll Call**

The meeting was called to order at approximately 8:15 a.m. He conducted roll call; all Members of the Board were present, constituting a quorum.

**SECOND ORDER OF BUSINESS**

**Consideration of Minutes**

**June 18, 2021 – Regular Meeting**

Mr. Ward asked if there were any additions, corrections, or deletions to the Regular Meeting Minutes; hearing none, he called for a motion.

**On MOTION made by Mr. Scott Edwards, seconded by Mr. Barry Ernst, and with all in favor, the June 18, 2021, Regular Minutes were approved.**

**THIRD ORDER OF BUSINESS**

**PUBLIC HEARING**

Mr. Ward explained the public hearing process including public comment, Board discussion and vote.

**a. PUBLIC HEARING – FISCAL YEAR 2022 BUDGET**

**I. Public Comment and Testimony**

Mr. Ward called for a motion to open the Public Hearing.

**On MOTION made by Mr. Scott Edwards, seconded by Mr. Barry Ernst, and with all in favor, the Public Hearing was opened.**

Mr. Ward asked if there were any members of the public present by audio or video with any comments or questions respecting the Fiscal Year 2022 Budget; there were none. He noted there were no members of the public present in person. He called for a motion to close the public hearing.

**On MOTION made by Mr. Scott Edwards, seconded by Mr. Barry Ernst, and with all in favor, the Public Hearing was closed.**

**II. Board Comment**

Mr. Ward asked if there were any Board comments or questions; there were none.

**III. Consideration of Resolution 2021-7 adopting the annual appropriation and Budget for Fiscal Year 2022**

Mr. Ward called for a motion for Resolution 2021-7.

**On MOTION made by Mr. Barry Ernst, seconded by Mr. Scott Edwards, and with all in favor, Resolution 2021-7 was adopted, and the Chair was authorized to sign.**

**b. FISCAL YEAR 2022 IMPOSING SPECIAL ASSESSMENTS; ADOPTING AN ASSESSMENT ROLL AND APPROVING THE GENERAL FUND SPECIAL ASSESSMENT METHODOLOGY**

Mr. Ward indicated this public hearing was related to the imposition of the special assessments for the general fund, certification of an assessment roll, and approval of the special assessment methodology for the District. He noted there was an additional resolution which would set the operations and maintenance cap for notice purposes only.

**I. Public Comment and Testimony**

Mr. Ward called for a motion to open the Public Hearing.

**On MOTION made by Mr. Scott Edwards, seconded by Mr. Barry Ernst, and with all in favor, the Public Hearing was opened.**

Mr. Ward asked if there were any members of the public present by audio or video with any comments or questions; there were none. He noted there were no members of the public present in person. He called for a motion to close the public hearing.

**On MOTION made by Mr. Barry Ernst, seconded by Mr. Andrew Kollman, and with all in favor, the Public Hearing was closed.**

**II. Board Comment**

Mr. Ward asked if there were any questions; there were none.

**III. Consideration of Resolution 2021-8 Imposing Special Assessments, adopting an Assessment Roll, and approving the General Fund Special Assessment Methodology**

Mr. Ward called for a motion.

**On MOTION made by Mr. Barry Ernst, seconded by Mr. Scott Edwards, and with all in favor, Resolution 2021-8 was adopted, and the Chair was authorized to sign.**

**IV. Consideration of Resolution 2021-9, Establishing an Operation and Maintenance Assessment Cap for notice purposes**

*Mr. Ward: This Resolution sets the Operation and Maintenance Assessment Cap for the District for Fiscal Year 2022. This essentially allows the District to adopt a general fund assessment on a yearly basis without having to do mailed notice to all residents in the District unless you go over the cap rate. The cap rate is \$111.14 per unit. Our current rate for 2022 is roughly \$93 dollars a unit. If we go over the cap rate, we will do mailed notices like we did this year. As long as we are under that number, we will be fine and not have to do the mailed notice again. It is an optional resolution, but it is recommended.*

**On MOTION made by Mr. Scott Edwards, seconded by Mr. Barry Ernst, and with all in favor, Resolution 2021-9 was adopted, and the Chair was authorized to sign.**

**Consideration of Resolution 2021-10 designating dates, time, and location for regular meeting of the Board of Supervisor's for Fiscal Year 2022**

Mr. Ward explained Meetings would be advertised once for the entire year. He stated the meetings were scheduled for the third Friday of each month at 8:15 a.m. at Lennar Homes 10481 Six Mile Cypress Parkway, Fort Myers, Florida 33966. He noted the Board would not be bound to these dates; meetings could be added or subtracted from as the Board saw fit.

Mr. Greg Urbancic indicated he believed a few meeting dates needed amending.

Mr. Ward indicated he would review and amend the dates as appropriate.

**On MOTION made by Mr. Scott Edwards, seconded by Mr. Barry Ernst, and with all in favor, Resolution 2021-10 was adopted, and the Chair was authorized to sign.**

**FIFTH ORDER OF BUSINESS****Consideration of Resolution 2021-11**

**Consideration of Resolution 2021-11, a Resolution of the Board of Supervisors of the Timber Creek Southwest Community Development District (the "District"): (i) authorizing the issuance of, not exceeding \$25,000,000, Timber Creek Southwest Community Development District, Special Assessment Bonds, Series 2021 (2021 Project) (the "Bonds") to finance certain public infrastructure within the District; (ii) determining the need for a negotiated limited offering of the Bonds and providing for a delegated award of such Bonds; (iii) appointing the underwriter for the limited offering of the Bonds; (iv) approving the form of and authorizing the execution and delivery of a Bond Purchase Contract with respect to the Bonds; (v) approving the form of and authorizing the execution and delivery of a Second Supplemental Trust Indenture; (vi) authorizing the use of that certain Master Trust Indenture for the Bonds; (vii) approving the form of and authorizing the distribution of a Preliminary Limited Offering Memorandum; (viii) approving the execution and delivery of a final Limited Offering Memorandum; (ix) approving the form of and authorizing the execution of a Continuing Disclosure Agreement and appointing a dissemination agent; (x) approving the application of Bond Proceeds; (xi) authorizing certain modifications to the Assessment Methodology Report and Engineer's Report; (xii) providing for the registration of the Bonds pursuant to the DTC book-entry only system; (xiii) authorizing the proper officials to do all things deemed necessary in connection with the issuance, sale, and delivery of the Bonds.**

*Mr. Ward: This Resolution is commonly referred to as the delegation award resolution, authorizing the issuance of your Series 2021 bonds. He asked Mr. Steve Sanford to speak.*

*Mr. Steve Sanford (District Bond Counsel): This is called the delegation resolution because we set forth in the resolution certain parameters in connection with the sale of the bonds and when the bonds are priced, if they are within the parameters set by the Board, then the Chair or the Vice Chair is authorized to sign a bond purchase contract without the need for a special meeting. At that point it's just considered an administrative act of signing the bond purchase contract as the Chair or Vice Chair would be operating under the parameters set by the Board. This resolution is authorizing up to \$25 million for the*

*second phase of development. That does not commit the Board to issue \$25 million, that's just a cap. We will know exactly how much we are issuing once the bonds are priced. This resolution sets forth certain documents as exhibits that we are asking the Board to approve. The first is the bond purchase contract that sets forth the conditions for closing, and once the bonds are marketed, that document gets executed and it will set forth all of the primary terms of the bonds, interest rates, and the like. The next exhibit is the preliminary limited offering memorandum. That's the document that the underwriter uses to solicit purchases of the bonds. It has all the information about the development, the developer, and the District. It has a lot of blanks in it because until the bonds are actually priced, we don't know what the terms are, and once the bonds are priced and the bond purchase contract is signed, then that preliminary document turns into a final document, final prospectus, and that gets delivered to the purchasers. The third exhibit is the continuing disclosure agreement, an agreement required under SEC rules which requires certain annual information about the District, the bonds, and the development be disclosed and also there is a number of events that have to be disclosed within ten days. The point of this document is that when we sell the bonds, we have information in that offering document that can theoretically be stale after a while, so this is the document that attempts to create a level playing field so if somebody wants to buy these bonds in the secondary market, they're not relying on a stale prospectus. Lastly is the second supplemental trust indenture. Every time we issue a series of bonds, we have a separate supplemental indenture. Since we issued the bonds last year, we had the first, and this is the second, and this is going to be completed once the bonds are priced and there is an agreement between the Trustee and the District, and it will have all of the interest rates and redemption provisions and the sources and uses of funds. Lastly, in section 3 of your resolution, it sets forth what the parameters are. The principal matter bonds cannot exceed \$25 million. The maximum off trust yield on the bonds cannot exceed 4.5%. If the bonds are subject to optional redemption, that's going to be decided at the time of pricing. Lastly, the underwriter's compensation is 98% which means that the underwriter buys the bonds at 98 cents on the dollar and then sells the bonds for a dollar and the difference between the purchase price and the selling price is the compensation to the underwriter. As I said, if we are within all those parameters set by the Board, then the Chair and the Vice Chair will be able to sign the bond purchase contract. He asked if there were any questions; there were none. He recommended adoption of Resolution 2021-11.*

**On MOTION made by Mr. Barry Ernst, seconded by Mr. Scott Edwards, and with all in favor, Resolution 2021-11 was adopted, and the Chair was authorized to sign.**

## **SIXTH ORDER OF BUSINESS**

### **Consideration of Acceptance**

#### **Consideration of the Acceptance of the Audited Financial Statements for the Fiscal Year ended September 30, 2020**

Mr. Ward noted the Auditor was not on the phone. He indicated this was the first Audit for this District, prepared by Grau and Associates. He reported the Audit gave the District a clean opinion which meant there was nothing that came to the attention of the Auditor which would require a qualified opinion. He stated he would be happy to answer any questions the Board Members had regarding the Audit. He explained there were a number of compliance-required reports at the end, consistent with what he had seen in all of his Districts. He reported the Audit had been filed as a matter of law with the Department

of Banking and Finance, the Auditor General’s Office, and he asked for the Audit to be accepted for purposes of inclusion in the record.

**On MOTION made by Mr. Scott Edwards, seconded by Mr. Barry Ernst, and with all in favor, the Audited Financial Statements for the Fiscal Year ended September 30, 2020, were accepted for purposes of inclusion in the record.**

**SEVENTH ORDER OF BUSINESS**

**Staff Reports**

**I. District Attorney**

No report.

**II. District Engineer**

*Mr. Ryan Shute: For the past few weeks we have been preparing the Second Supplemental Engineer’s Report and with support of the District Attorney, District Bond Counsel, and the District Manager it is wrapping up and we should be able to issue that shortly.*

*Mr. Steve Sanford: Are we approving the Engineer’s Report today in substantial final form? Or has that been done?*

*Mr. Ward: That has been done.*

**III. District Manager**

**a) Financial Statements for period ending June 30, 2021 (unaudited)**

*Mr. Ward: Mr. Kessler provided to me a disclosure form that I will give you a copy of. It’s a required disclosure pursuant to the municipal securities, roll making board, the G-17 disclosure. It essentially says, at the end of the day, they serve as your underwriter and not as a financial adviser to the District. Their sole duty pursuant to the financing is to purchase the bonds as an arms-length transaction with the District. That’s all it really says in three pages. I will ask that you accept it, and that will sign it and provide it to Mr. Kessler as a part of the financing for the Series 2022 bonds.*

**On MOTION made by Mr. Barry Ernst, seconded by Mr. Andrew Kollman, and with all in favor, the FMS Disclosure was accepted.**

**EIGHTH ORDER OF BUSINESS**

**Supervisor’s Requests and Audience Comments**

Mr. Ward asked if there were any Supervisor’s requests; there were none. He asked if there were any audience members present in person or by audio or video with questions or comments; there were none.

**NINTH ORDER OF BUSINESS**

**Adjournment**

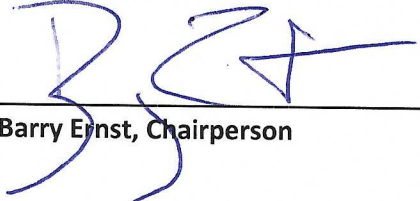
Mr. Ward adjourned the meeting at approximately 8:35 a.m.

**On MOTION made by Mr. Barry Ernst, seconded by Mr. Scott Edwards, and with all in favor, the Meeting was adjourned.**

**ATTEST:**

**Timber Creek Southwest Community  
Development District**

  
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James P. Ward, Secretary

  
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Barry Ernst, Chairperson