

**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, August 21, 2020 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

Also present were:

James P. Ward	District Manager
Greg Urbancic	District Counsel
Ryan Shute	District Engineer
Paul Torocco	District Engineer
Brian Fender	
Steve Sandford	Bond Counsel

Audience:

Russell Smith

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 8:24 a.m. With the State of Emergency in Florida, and pursuant to Executive Orders 20-52, 20-69, 20-112, 20-123, 20-139, 20-150, 20-179, and 20-193 issued by Governor DeSantis on March 9, 2020, March 20, 2020, April 29, 2020, May 8, 2020, June 23, 2020, July 29, 2020, and August 7, 2020 respectively, and pursuant to Section 120.54(5)9b)2., Florida, Statutes, this meeting was held utilizing communication media technology due to the current COVID-19 public health emergency. All Members of the Board were present constituting a quorum.

SECOND ORDER OF BUSINESS

Consideration of Minutes

June 19, 2020 – Regular Meeting

On MOTION made by Mr. Barry Ernst, seconded by Mr. Scott Edwards, and with all in favor, the June 19, 2020 Regular Minutes were approved.

THIRD ORDER OF BUSINESS**Consideration of Resolution 2020-27****Consideration of Resolution 2020-27, a Resolution of the Board of Supervisors of the Timber Creek Southwest Community Development District authorizing the issuance of not exceeding \$10,000,000 Timber Creek Southwest Community Development District**

Mr. Steve Sanford: In May of this year the Board adopted a Bond Resolution authorizing up to \$55 million in special assessment bonds to be issued in multiple series over a period of time to basically match the phasing of the development. The Resolution before you today is the first resolution relating to the first phase of the development. It was always contemplated when we adopted the Resolution in May that we would come back to the Board as it related to each series of bonds. This Resolution is what I call the delegation Resolution, and I'll explain why we call it that. This Resolution authorizes up to \$10 million dollars of special assessment bond Series 2020 to finance the 2020 project which is really the first phase of development within the District. This Resolution authorizes the District to enter into certain documents which I'll explain which documents they are and what their purpose is. As I said, this is a delegation resolution. What we do is we set forth certain parameters within the resolution adopted by the Board and when it's time to sell the bond, the underwriter will sell the bond and the bond will have certain terms, and as long as those certain terms are within the parameters set by the Board, the Chair or the Vice Chair is authorized to execute the bond purchase contract without the need to call a special meeting. Under Florida law that would be considered just a ministerial act and it doesn't require an official Board Action. Let me go through the documents we are asking you to approve.

Mr. Sanford reviewed the Bond Purchase Contract which set forth the final terms of the bonds. He noted once the Bond Purchase Contract was completed it would be ten to fifteen days before bond closing. He discussed the Preliminary Limited Offering Memorandum (Prospectus) which was utilized as a marketing tool, the Continuing Disclosure Agreement between the District, Developer and JP Ward and Associates, and the First Supplemental Trust Indenture between the District and US Bank (approved in May). He noted changes were made to the First Supplemental Trust Indenture and he noted this would be reapproved today. He noted Section 3 of the Resolution set forth the parameters: no more than \$10 million in assessment bonds could be issued, the bond yield could not exceed 4.5%, and compensation to the underwriter could not be less than 98 cents on the dollar. He explained the underwriter would buy the bond for the District at 98 cents on the dollar and then the 2% difference was the compensation to the underwriter. He noted Mr. Ward prepared a Master Report and a Supplemental Report; the Engineer did the same. He indicated this Resolution also authorized any modifications to agreements if necessary, in connection with the sale of the bonds, without the need for a special meeting. He asked if there were any questions; there were none.

On MOTION made by Mr. Barry Ernst, seconded by Mr. Thomas Dean, and with all in favor, Resolution 2020-27 was adopted, and the Chair was authorized to sign.

FOURTH ORDER OF BUSINESS

Consideration of Resolution 2020-28

Consideration of Resolution 2020-28, a Resolution of the Board of Supervisors of Timber Creek Southwest Community Development District; Authorizing the execution and delivery of an Acquisition Agreement, a Collateral Assignment, a Completion Agreement, a True-Up Agreement and other ancillary documents in connection with the Series 2020 Bonds; Authorizing the proper Officials to do all things deemed necessary in connection with the execution of such documents

Mr. Greg Urbancic: The intent of this Resolution was to adopt certain ancillary closing agreements in relation to the issuance of the Series 2020 Bonds in substantial form. It got a bit of a hair cut since this Agenda was published and actually based upon the underwriting requirements it's going to remove a few of the documents, so we are going to ask that you adopt this Resolution with some modifications. Essentially, only Exhibits B, C and D are going to be deleted, so there is not actually a collateral assignment as part of this financing, or a completion agreement, or a true-up agreement, because the 389 lots have already been platted. What the essential underwriting requirement would be is we are going to put a simple reference in the supplemental assessment resolution that we will adopt as a "bring down" resolution later referencing that the assessments have to be levied on 389 lots and if there is a replat then we would have to make sure that we spread that lien or there is a true-up payment in relation to that lien. So, essentially what we are looking at is an acquisition agreement. Which is exhibit A, and exhibit A basically provides the Engineer has outlined a project which is, what we call qualified improvements, and the qualified improvements are the portion of this initial project of the District, and the District is going to acquire portions of this project, either in one swoop or a series of mini-closings. That's fairly typical for a bond issuance. This is how the District does it. The District either builds it or buys it. In this case we will be buying the infrastructure from Lennar as it is constructed and completed and falls within the defined projects. With that said, this agreement is in substantial form, so with the deletions of B, C and D, I would ask that we adopt revised Resolution 2020-28.

On MOTION made by Mr. Scott Edwards, seconded by Mr. Thomas Dean, and with all in favor, Resolution 2020-28 was adopted as revised, and the Chair was authorized to sign.

FIFTH ORDER OF BUSINESS

Consideration of Replacement for Seat 4

Consideration of a Replacement Member for Seat 4, whose resignation was effective June 12th, 2020

a)Acceptance of Resignation of Mr. Denti

Mr. Ward called for a motion for the acceptance of the Resignation of Mr. Theodore Denti which was effective as of the date it was submitted.

On MOTION made by Mr. Scott Edwards, seconded by Mr. Barry Ernst, and with all in favor, the Resignation of Mr. Theodore Denti was accepted

b) Consideration of Replacement Member for Seat 4

Mr. Ward explained the remaining Members of the Board would fill the term of Mr. Denti’s Seat (Seat 4), which was scheduled to terminate in November 2021, by simple motion and second.

Mr. Barry Ernst nominated Ashley Kingston to fill the remaining term of Seat 4.

On MOTION made by Mr. Barry Ernst, seconded by Mr. Scott Edwards, and with all in favor, Ms. Ashley Kinston was elected to fill the remaining term of Seat 4.

c) Oath of Office

- I. Guide to the Sunshine Amendment and Code of Ethics for Public Officers and Employees**
- II. Form 1 – Statement of Financial Interest**

Mr. Ward noted Ms. Ashley Kingston was present but could not be administered an Oath of Office over the phone; therefore, this would be done following the Meeting, at which point Ms. Kingston would officially become a Member of the Board. He noted he would send Ms. Kingston the Sunshine Amendment and a Form 1. He noted he would review these with her. He asked Ms. Kingston to sign the Oath of Office and return the Oath of Office to himself.

Ms. Kingston agreed to comply.

SIXTH ORDER OF BUSINESS

Consideration of Resolution 2020-29

Consideration of Resolution 2020-29, Re-Designating of the Officers of the District

Mr. Ward indicated Resolution 2020-29 re-designated the Officers of the District. He noted Mr. Denti had served as Vice Chair; therefore, it would be appropriate for the Board Members to appoint a new Vice Chair. He noted Ms. Ashley Kingston could serve as an Assistant Secretary for purposes of this Resolution. He asked the Board to consider.

It was decided Mr. Barry Ernst would serve as Chairperson, Thomas Dean would serve as Vice Chairperson, Mr. Ward would serve as Secretary and Treasurer, while Mr. Chase Kollman, Mr. Scott Edwards and Ms. Ashley Kingston would serve as Assistant Secretaries.

On MOTION made by Mr. Scott Edwards, seconded by Mr. Barry Ernst, and with all in favor, Resolution 2020-29 was approved as above, and the Chair was authorized to sign.

SEVENTH ORDER OF BUSINESS

Staff Reports

Staff Reports

a) District Attorney

Mr. Urbancic: The validation was completed on August 10. I appreciate everybody's help. Engineers, Manager, and Chair all helped, and I appreciate that. We've got that complete and we will get a certificate of no appeal within 30 days which will be one of the requirements for us to close on the bonds. Otherwise, ultimately, we will have a supplemental assessment resolution that we will bring forward with the final version of Jim's methodology report.

b) District Engineer

No report.

c) District Manager

- I. Financial Statement ending June 30, 2020 (Unaudited)
- II. Financial Statement ending July 31, 2020 (Unaudited)

No report.

NINTH 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 comments; there were none.


TENTH ORDER OF BUSINESS

Adjournment


Mr. Ward adjourned the meeting at approximately 8:42 a.m.

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

Timber Creek Southwest Community Development
District



James P. Ward, Secretary



Barry Ernst, Chairperson