

**MINUTES OF MEETING**

*Babcock Ranch Community  
Independent Special District  
Board of Supervisors Meeting  
Thursday, January 28, 2016 at 1:30 p.m.  
13500 SR 31, Punta Gorda FL, 33982*

Present and constituting a quorum:

Gary Nelson	Board Member
Mike Acosta	Board Member
Elizabeth Andres	Board Member

Also present were:

Alyssa Willson	Hopping Green & Sams	
John Broderick	Kitson & Partners	
Andy Tilton	Johnson Engineering, Inc.	
Jennifer Walden	Fishkind & Associates	
Jonathan Johnson	Hopping Green & Sams	(via phone)
Matt Smith	Lee County Liaison	(via phone)

**FIRST ORDER OF BUSINESS**

**Call to Order**

The meeting was called to order at 1:30 p.m. and Ms. Walden proceeded with roll call. Board Members Gary Nelson, Mike Acosta, and Elizabeth Andres were present, constituting a quorum. Ms. Willson noted on the record that the meeting was advertised for a different location and the District has moved the meeting to the current location in Charlotte County which is 13500 SR 31, Punta Gorda, FL 33982. Ms. Willson stated that the District posted the new meeting location at the advertised meeting location site and they have allowed adequate travel time in case any members of the public were choosing to attend.

**SECOND ORDER OF BUSINESS**

**Organizational Matters**

**Public Comment Period**

There were no questions or comments from members of the public.

**Consideration of the Minutes of the  
December 1, 2015 Board of  
Supervisors' Meeting and the  
December 15, 2015 Continued**

**Board of Supervisors' Meeting, and  
the December 21, 2015 Continued  
Board of Supervisors' Meeting.**

The Board reviewed the minutes of the December 1, 2015 Board of Supervisors' Meeting, the December 15, 2015 Continued Board of Supervisors' Meeting and the December 21, 2015 Continued Board of Supervisors' Meeting.

On MOTION by Ms. Andres, seconded by Mr. Nelson, with all in favor, the Board approved the minutes of the December 1, 2015 Board of Supervisors' Meeting, the December 15, 2015 Continued Board of Supervisors' Meeting, and the December 21, 2015 Continued Board of Supervisors' Meeting.

**THIRD ORDER OF BUSINESS**

**Business Matters**

**Consideration of Resolution 2016-07, Ratifying Actions Taken at Bond Closing**

Ms. Willson said that Resolution 2016-07 is in standard form because the District already authorized the issuance of the Bonds, finalized the assessments and closed the Bonds. This Resolution authorizes and ratifies all actions taken by District staff, Board Members, and District officers. Ms. Willson requested a motion to approve Resolution 2016-07.

On MOTION by Ms. Andres, seconded by Mr. Acosta, with all in favor, the Board approved Resolution 2016-07, Ratifying Actions Taken at Bond Closing.

**Consideration of Disclosure of  
Public Financing**

Ms. Willson explained that in accordance with Chapter 2007-306 Laws of Florida, the District is required to make full disclosure of information relating to the public financing and the maintenance of the improvements that the District has undertaken. Ms. Willson stated that the report is based on the Engineer's Report and the associated Assessment Methodology Reports that the Board has approved at previous meetings. The report was prepared to fulfill the statutory requirements. Ms. Willson said that they will be removing

the term "draft" from the cover page. This document will be signed and recorded so that anyone buying property within the Babcock Ranch District will be able to see this document. Ms. Andres said that on the very first page of the disclosure it talks about the local records office which has now moved and she does not know which address they will be using. Ms. Willson said that they will make the change and noted that later in the meeting the District is going to move the local records office to this meeting location and will make a note that this is something that the District will need to update if the local records office is changed in the future from this location. Mr. Johnson suggested that the approval today be subject to any final review and comments from the Landowner. Mr. Acosta asked if that conditional approval would exclude material changes. Mr. Johnson said that if there is something material he would bring that back to the Board for approval. Ms. Andres asked if this will change once the District expands into Lee County. Mr. Johnson said that the District has not undertaken to finance any improvements within Lee County yet and noted that a lot of this is very specific to Area 1. This is specific to the current Phase that the District is working in. Ms. Willson stated that the legal description that is attached is for the entire District which is currently only in Charlotte County. Ms. Willson said that the District attorney's office will be recording once everybody has signed off.

On MOTION by Mr. Acosta, seconded by Ms. Andres, with all in favor, the Board approved the Disclosure of Public Financing with changes subject to the Landowner's review.

**Consideration of Resolution 2016-08, Confirming Approval of the Franchise Fee Agreement**

Ms. Willson said that Resolution 2016-08 ratifies and confirms approval of the TECO agreement that the Board approved at the December 21, 2015 meeting. In the agenda package the agreement attached was only executed by the District. The District did not have the fully executed agreement when the agenda package went out. Ms. Andres has provided the fully executed agreement to the District so District staff will add the fully executed agreement as an exhibit.

On MOTION by Mr. Andres, seconded by Mr. Acosta, with all in favor, the Board approved Resolution 2016-08, Confirming Approval of the Franchise Fee Agreement.

## **Consideration of Fiscal Year 2015 Audit Renewal Proposal**

Ms. Walden explained that the Audit Renewal proposal is with Carr, Riggs, & Ingram. The total amount of the proposal is for a not to exceed amount of \$3,000.00. Ms. Willson recommended that the Board approve this but asked that the Board allow for minor changes that District Counsel has made which includes a mutual termination clause. Currently the proposal only states a termination clause for the auditor and Ms. Willson recommended having a mutual termination clause.

On MOTION by Mr. Acosta, seconded by Ms. Andres, with all in favor, the Board approved the Fiscal Year 2015 Audit Renewal Proposal with changes as outlined by District Counsel.

## **Update on Construction Activities**

Mr. Broderick noted that the property as a whole is starting up in the very north. The District has conveyed some property to FP&L and they have started on the solar array which will eventually generate 75 megawatts of electricity. FP&L has started running some transmission lines down SR 31 and there is a substation that FP&L is also working on right off of Hercules Gate. Adjoining that is the Town & Country piece of property and on that property 30-35 acres has been cleared so the earthwork is being started and we have begun to dig the lakes. Mr. Broderick said that on SR 31 there is a chain of lakes that has been started to clear and started the earthwork on. Off of SR 31 the development known as Phase 1A is a little over 200 residential units and east of that area is the town square which is going to be about 60,000 square feet of non-residential use. Those areas have been cleared, fill operations are going, approximately 3,000 feet of sanitary sewer has been run and close to 1,000 feet of storm sewer has already been run. He said that they have been running into a lot of problems with the rain but they are moving forward the best they can. He noted that the disturbed areas total about 125 acres. Mr. Johnson noted that only one of the documents that the Board approved at the Bond issuance was an acquisition agreement dealing with the District's financing to acquiring various improvements and construction contracts that the Developer had previously procured. That agreement authorized the District to accept the assignment of certain contracts once various criteria laid out in the document were met. Mr. Johnson said that District Counsel had the opportunity to sit down with Mr. Broderick and his team and go through each of the contracts with Mitchell and Stark that are occurring in and around and implementing the Area 1 program and District Counsel is proceeding in putting together the paperwork to deal with the assignment of those contracts and that will play into some of the agenda items that the Board will see in a moment. Mr. Johnson stated that he does expect that in the coming days that the District will finalize those assignment documents. He noted that some of those contracts implementing the work that Mr. Broderick described will be taken over by the ISD and the District will manage that construction and pay those bills. Some of those contracts will be

taken over by the ISD and will have both a private and a public component and the Board will discuss that in a minute on the other agenda items. Some of those contracts will be staying private as they are for activities wholly outside of the Capital Improvement Program.

**Consideration of Cost Share Agreement**

Ms. Willson said that some of the contracts that Mr. Johnson described are going to have a public and private component so what this Cost Share Agreement does is for the contracts that have that dual component the Developer is agreeing to fund the private portion of those contracts. It provides that the District will administer the contract and the Developer will reimburse the District for all costs that is associated with the work that is outside of the Capital Improvement Program. Ms. Willson said that District staff is still developing the exhibits and they are going through the contracts and they have determined which ones have those dual components and those will be attached as Exhibit A to the agreement and then staff will break out the Developer's items of work which will detail which things the Developer is responsible for reimbursing the District for. Ms. Willson asked that the Board approve these items in substantial form subject to minor changes from the Landowner and if they change substantially it will be brought back before the Board. Ms. Willson asked if there were any questions relating to the components of the agreement. Ms. Andres asked who will be handling the transactional process. Ms. Willson said that later the Board will consider an appointment of a Developer's Representative as the Project Manager. Ms. Willson explained that the Contractor will submit an application payment that is certified by the Project Manager who the Board will appoint. The District Manager will prepare a requisition form and forward the requisition form to the District Engineer to certify before it is transmitted to the Trustee. At the same time, the District will send the Developer a bill and the Trustee can pay in order to make prompt payment obligations but the Developer will have to pay within a certain amount of time to make sure that the District isn't fronting all of the money. Mr. Johnson stated that the District has a contractual obligation to pay the entire contract but the Developer or Landowner will be paying their share within 20 days. He said that what the District wants to avoid is the notion that this is a Developer loan. As long as those payments are moving contemporaneously the District will be just fine. There were no other questions or comments.

On MOTION by Mr. Acosta, seconded by Ms. Andres, with all in favor,  
the Board approved the Cost Share Agreement in substantial form.

**Consideration of Temporary Construction Easement**

Ms. Willson said the Landowner and Developer is the current owner of all property within the District. When the construction agreements are assigned to the District, the District would need the Temporary Construction Easement as it will give the District access to the Landowner's property in order to access the land for construction, installation, maintenance repair, and replacement of the improvements. There is a requirement for insurance for the Grantee and the Grantor, who is the Landowner, should be listed as an additional insured. This is also reflected in all of the assignment contracts. So the Contractor will be obligated to have insurance for both the Landowner and the District. Once construction is complete and the areas are platted then the District will begin releasing the easement so this will eventually pull it off the property once all of the improvements are completed. This is an Easement Agreement but it is not going to be recorded so it will not cloud the title for subsequent real-estate deals. Mr. Acosta noted that the legal description states all of Charlotte County and not just Area 1. Ms. Willson stated that is correct as not all of the construction will be taking place in Area 1. Ms. Andres asked if the District Attorney needed this as soon as possible. Mr. Johnson answered that they will as soon as the District accepts the assignment of the Construction Contract as approval will be needed to be on the property.

On MOTION by Mr. Acosta, seconded by Ms. Andres, with all in favor, the Board approved the Temporary Construction Easement in substantial form.

**Consideration of Personnel  
Leasing Agreement and the  
Projects Management Agreement**

Ms. Willson explained that it makes more sense to consider the Personnel Leasing Agreement and the Projects Management Agreement together because these are two options that the District is currently discussing with the Landowner. These agreements would allow for a representative of the Landowner to serve as the Project Manager for the construction contracts that are assigned to the District. The District is working with the Landowner on which form of agreement to use. These will allow Mr. Broderick to serve as the Project Manager. He has been managing them up to this point and working with the private components of the project. Ms. Willson requested that the Board approve the use of either of these documents in form subject to minor comments from the Landowner. Ms. Andres asked about the dates in the agreements. Ms. Willson stated that they should automatically renew and both agreements allow for termination provisions.

On MOTION by Mr. Acosta, seconded by Ms. Andres, with all in favor, the Board approved the use of the Personnel Leasing Agreement or the Projects Management Agreement in substantial form subject to minor comments from the Landowner.

## **Ratification of Funding Request 96**

The Board reviewed Funding Request 96, which had already been approved by the Chair and funded.

On MOTION by Mr. Acosta, seconded by Ms. Andres, with all in favor, the Board ratified Funding Request 96.

## **Statement of District Financial Position**

The financial statements were reviewed by the Board. There were no questions or comments and there was no action needed at this time.

## **FOURTH ORDER OF BUSINESS**

### **Other Business**

### **Staff Reports**

**Attorney-** Ms. Willson requested that the Board approve designating the current location as the local District Records Office. The District records office will remain with Fishkind & Associates, Inc. Mr. Acosta asked for the records office to be located at this location but in Building 2.

On MOTION by Ms. Andres, seconded by Mr. Acosta, with all in favor, the Board approved the current location, 13500 SR 31, Building 2, Punta Gorda, FL 33982, as the Local Records Office.

Ms. Willson updated the Board that the Boundary Amendment process is moving through the legislature and everything is going according to the requirements and she will continue to keep the Board updated. Mr. Acosta asked if it has to go through the normal legislative process and get signed by the Governor. Ms. Willson stated that is correct and it will result in a new special act.

**Engineer-** Mr. Tilton noted that he has been working with the District's Project Engineer and the Developer to help facilitate the change over and the contracts and work on a process to keep it on schedule.

**Manager-** The next meeting is scheduled for February 25, 2016 at this location.

**FIFTH ORDER OF BUSINESS**

**Audience Comments and  
Supervisors Requests**

Mr. Smith said that the last agenda he received did not incorporate many of the items that were covered in the meeting. He requested an updated agenda that includes all of the agenda items. Ms. Walden will send him an updated agenda. Ms. Walden will also update the meeting invite to reflect the change in the new location. There were no further questions or comments from the Board or the audience.

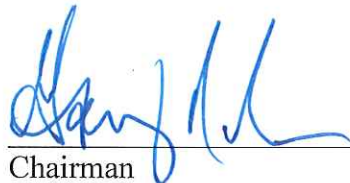
**SIXTH ORDER OF BUSINESS**

**Adjournment**

There were no further questions or comments. Ms. Walden requested a motion to adjourn.

On MOTION by Ms. Andres, seconded by Mr. Acosta, with all in favor,  
January 28, 2016 Board of Supervisors Meeting of the Babcock Ranch  
Community Independent Special District was adjourned.

  
Secretary/Assistant Secretary

  
Chairman