

**MINUTES OF MEETING
BABCOCK RANCH
COMMUNITY INDEPENDENT SPECIAL DISTRICT**

The Board of Supervisors of the Babcock Ranch Community Independent Special District held multiple Public Hearings and a Regular Meeting on Thursday, March 29, 2018 at 1:00 p.m., at 14750 SR 31, Punta Gorda, Florida 33982.

Present at the meeting were:

Gary Nelson	Chair
Bill Vander May	Vice Chair
Gail Maltese	Assistant Secretary
Kathy Valentine	Assistant Secretary
Elizabeth Andres	Assistant Secretary

Also present were:

Craig Wrathell	District Manager
Cindy Cerbone	Wrathell, Hunt & Associates
Jonathan Johnson	District Counsel
Alyssa Willson <i>(via telephone)</i>	Hopping, Green & Sams
Brett Rocklein	District Engineer
Warren Bloom <i>(via telephone)</i>	Bond Counsel- Greenberg Traurig
Jerry Evans	Field Operations – Babcock Ranch
John Broderick	Ops Construction – Kitson & Partners
Justin Guerra <i>(via telephone)</i>	Kitson & Partners
Erica Wood	Kitson & Partners

FIRST ORDER OF BUSINESS

Call to Order

Mr. Wrathell called the meeting to order at 1:00 p.m.

SECOND ORDER OF BUSINESS

Roll Call

Mr. Wrathell stated that all Supervisors were present, in person.

THIRD ORDER OF BUSINESS

Public Comments *[any members of the public desiring to speak on a specific agenda item may address the Board]*

There being no public comments, the next item followed.

FOURTH ORDER OF BUSINESS

Consideration of Resolution 2018-18, Authorizing the Issuance of Its Babcock Ranch Community Independent Special District Special Assessment Revenue Bonds, Series 2018 (The “Series 2018 Bonds”); Determining Certain Details of the Series 2018 Bonds and Establishing Certain Parameters For the Sale Thereof; Approving the Form of and Authorizing the Execution and Delivery of a Second Supplemental Trust Indenture; Authorizing the Negotiated Sale of the Series 2018 Bonds; Approving the Form of and Authorizing the Execution and Delivery of a Bond Purchase Contract With Respect to the Series 2018 Bonds and Awarding the Series 2018 Bonds To the Underwriter Named Therein; Approving the Form of and Authorizing the Distribution Of A Preliminary Limited Offering Memorandum Relating To The Series 2018 Bonds and Its Use By the Underwriter In Connection With the Offering For Sale of the Series 2018 Bonds; Approving the Execution and Delivery of a Final Limited Offering Memorandum Relating To the Series 2018 Bonds; Approving the Form of and Authorizing the Execution and Delivery of a Continuing Disclosure Agreement; Providing For the Application of Series 2018 Bond Proceeds; Authorizing the Proper Officials To Do All Things Deemed Necessary In Connection With the Issuance, Sale and Delivery of the Series 2018 Bonds; Making Certain Declarations; Providing an Effective Date and For Other Purposes

Mr. Wrathell presented Resolution 2018-18. The Resolution delegates the authority for District Staff and appropriate officials to take the necessary steps to finalize the issuance of the bonds and highlighted the documents attached to the Resolution as exhibits, including:

- A form of Second Supplemental Trust Indenture
- A form of Bond Purchase Agreement
- A form of Preliminary Limited Offering Memorandum

- A form of Rule 15c2-12 Certificate of the District relating to the Preliminary Limited Offering Memorandum.
- A form of the Continuing Disclosure Agreement to be entered into among the District, Babcock Property Holdings, LLC, as the landowner, and Wrathell Hunt and Associates LLC, as dissemination agent.

Mr. Bloom, stated that this delegation Resolution authorizes all the documents that are necessary to close the deal, including the Bond Purchase Agreement, which must be executed before closing.

On MOTION by Mr. Vander May and seconded by Ms. Valentine, with all in favor, Resolution 2018-18, Authorizing the Issuance of Its Babcock Ranch Community Independent Special District Special Assessment Revenue Bonds, Series 2018 (The “Series 2018 Bonds”); Determining Certain Details of the Series 2018 Bonds and Establishing Certain Parameters For the Sale Thereof; Approving the Form of and Authorizing the Execution and Delivery of a Second Supplemental Trust Indenture; Authorizing the Negotiated Sale of the Series 2018 Bonds; Approving the Form of and Authorizing the Execution and Delivery of a Bond Purchase Contract With Respect to the Series 2018 Bonds and Awarding the Series 2018 Bonds To the Underwriter Named Therein; Approving the Form of and Authorizing the Distribution Of A Preliminary Limited Offering Memorandum Relating To The Series 2018 Bonds and Its Use By the Underwriter In Connection With the Offering For Sale of the Series 2018 Bonds; Approving the Execution and Delivery of a Final Limited Offering Memorandum Relating To the Series 2018 Bonds; Approving the Form of and Authorizing the Execution and Delivery of a Continuing Disclosure Agreement; Providing For the Application of Series 2018 Bond Proceeds; Authorizing the Proper Officials To Do All Things Deemed Necessary In Connection With the Issuance, Sale and Delivery of the Series 2018 Bonds; Making Certain Declarations; Providing an Effective Date and For Other Purposes, was adopted.

FIFTH ORDER OF BUSINESS

Public Hearing to Hear Public comment and Objections to the Adoption of a Rule Setting Fees and Charges Related to the District’s Solid Waste Services Pursuant to Chapter 2017-306, Laws of Florida, as Amended and Section 120.54, Florida Statutes

A. Affidavits of Publication

- i. Notices of Rule Development**
- ii. Notices of Rulemaking**

Mr. Wrathell presented the affidavits of publication for today’s public hearings and the proposed user rates, fees and charges.

On MOTION by Ms. Maltese and seconded by Mr. Vander May, with all in favor, the Public Hearing was opened.

No members of the public spoke.

On MOTION by Mr. Vander May and seconded by Ms. Valentine, with all in favor, the Public Hearing was closed.

In response to Ms. Willson’s question, Mr. Bloom clarified that the Board would take action on the rates and continue the Public Hearing on the policies hence, the Public Hearing would remain open. Mr. Vander May rescinded his motion to close the Public Hearing. Mr. Wrathell stated that, since the Public Hearing was opened, and there were no public comments. The Public Hearing would remain open but the Board would vote on Resolution 2018-19, regarding the rates and fees.

B. Consideration of Resolution 2018-19, Adopting the Utility Rates and Fee Schedule For Babcock Ranch Waste Services; Providing For Severability and an Effective Date

Mr. Wrathell presented Resolution 2018-19. The following change was made to the following:

96 Gallon (Recycle) Rates: Change 1x weekly and 1x extra services from \$28.50 to \$25.80.

The user rates, fees and charges include all classifications of property owners, except for single-family monthly service, which will be an assessment placed on the tax bill or off-roll.

On MOTION by Ms. Maltese and seconded by Ms. Valentine, with all in favor, Resolution 2018-19, Adopting the Utility Rates and Fee Schedule For Babcock Ranch Waste Services; amending the 96 Gallon Recycle fees from \$25.80 to \$28.50, Providing For Severability and an Effective Date, was adopted.

C. Consideration of Resolution 2018-20, Adopting Utility Policies Manual for Babcock Ranch Waster Services; Providing for Severability and an Effective Date

This item was deferred until the next meeting.

On MOTION by Mr. Vander May and seconded by Ms. Maltese, with all in favor, continuing the Public Hearing related to the Utility Policies Manual to Tuesday, April 17, 2018 at 1:00 p.m., at this location, was approved.

SIXTH ORDER OF BUSINESS

Consideration of Resolution 2018-21, Amending and Restating Resolution 2018-10 Authorizing and Establishing the Babcock Ranch Solid Waste Disposal Utility to Change its Name to Babcock Ranch Waste Services; Providing Retroactive Effectiveness of Name Change; Providing for Severability, and an Effective Date

Mr. Wrathell presented Resolution 2018-21. Ms. Wood stated, that the changes covered more than just solid waste services, it made everything more user-friendly and concise.

On MOTION by Ms. Maltese and seconded by Mr. Vander May, with all in favor, Resolution 2018-21, Amending and Restating Resolution 2018-10 Authorizing and Establishing the Babcock Ranch Solid Waste Disposal Utility to Change its Name to Babcock Ranch Waste Services; Providing Retroactive Effectiveness of Name Change; Providing for Severability, and an Effective Date, was adopted.

SEVENTH ORDER OF BUSINESS

Public Hearing to Consider the Adoption of an Assessment Roll and the Imposition of Special Assessments Relating to Residential Solid Waste Services

- *Hear testimony from the affected property owners as to the propriety and advisability of making the improvements and funding them with special assessments on the property.*
- *Thereafter, the governing authority shall meet as an equalizing board to hear any and all complaints as to the special assessments on a basis of justice and right.*

A. Affidavits/Proof of Publication

Mr. Wrathell presented the affidavits of publication for today's Public Hearings and Regular Meeting.

B. Mailed Notice to Property Owner(s)

Mr. Wrathell presented a sample of the Mailed Notice to Property Owners, an exhibit listing all of the properties within the District that were noticed and Certified Mailed receipts.

C. Solid Waste Services Special Assessment Methodology Report

Mr. Wrathell presented the Solid Waste Services Special Assessment Methodology Report dated February 20, 2018, an exhibit listing the assessment roll and a Technical Memorandum provided by Public Resources Management Group, Inc. (PRMG), which corroborates the Assessment Methodology.

D. Consideration of Resolution 2018-22, Authorizing District Services; Equalizing, Approving, Confirming, and Levying Special Assessments On Property Specially Benefitted By Such Services To Pay the Cost Thereof; Providing For the Payment and the Collection of Such Special Assessments By the Methods Provided For By Chapters 170 and 197, Florida Statutes, and Chapter 2007-306, Laws of Florida; Making Provisions For Transfers of Real Property To Governmental Bodies; Providing For the Recording of an Assessment Notice; Providing For Severability, Conflicts and an Effective Date

Mr. Wrathell presented Resolution 2018-22.

On MOTION by Mr. Vander May and seconded by Ms. Maltese, with all in favor, the Public Hearing was opened.

The following questions were asked and answered:

Mr. Johnson: Is it fair to summarize that the provision of the residential waste service provides a special and peculiar benefit to the lands within the District that are assessed within Charlotte County and that the methodology that the board was advised to consider fairly and reasonably allocates those assessments and the cost of the assessment is less than the benefit we are providing through the waste service collection?

Mr. Wrathell: In this particular case, the cost of providing the service exceeds what the property owners were paying in assessments.

Mr. Johnson: So the assessment is less than the actual cost?

Mr. Wrathell: Yes, sir.

Mr. Johnson: And in your opinion, as the District Manager, is it in the best interest of the District to proceed levying assessment only on the residential property for this collection?

Mr. Wrathell: The single-family residential; yes, sir.

Mr. Johnson: Thank you.

Mr. Wrathell asked if the Board, meeting as the equalization board, considered making any adjustments to the assessment as outlined in the Methodology. No changes were made.

No members of the public spoke.

On MOTION by Ms. Maltese and seconded by Ms. Valentine, with all in favor, the Public Hearing was closed.

On MOTION by Ms. Maltese and seconded by Mr. Vander May, with all in favor, Resolution 2018-22, Authorizing District Services; Equalizing, Approving, Confirming, and Levying Special Assessments On Property Specially Benefitted By Such Services To Pay the Cost Thereof; Providing For the Payment and the Collection of Such Special Assessments By the Methods Provided For By Chapters 170 and 197, Florida Statutes, and Chapter 2007-306, Laws of Florida; Making Provisions For Transfers of Real Property To Governmental Bodies; Providing For the Recording of an Assessment Notice; Providing For Severability, Conflicts and an Effective Date, was adopted.

EIGHTH ORDER OF BUSINESS

Public Hearing to Consider the Adoption of an Assessment Roll and the Imposition of Special Assessments Relating to the Financing and Securing of Certain Public Improvements

- *Hear testimony from the affected property owners as to the propriety and advisability of making the improvements and funding them with special assessments on the property.*
- *Thereafter, the governing authority shall meet as an equalizing board to hear any and all complaints as to the special assessments on a basis of justice and right.*

A. Affidavits/Proof of Publication

Mr. Wrathell presented the affidavits of publication for today’s Public Hearings and Regular Meeting.

B. Mailed Notice to Proper Owner(s)

Mr. Wrathell presented a sample of the Mailed Notice to Property Owners and an exhibit listing all of the affected properties.

C. Engineer’s Report for Offsite Improvements

Mr. Wrathell presented the Engineer’s Report for Babcock Ranch Offsite Improvements dated February 2018.

D. Offsite Road Improvement Special Assessment Methodology Report

Mr. Wrathell presented the Offsite Road Improvement Special Assessment Methodology Report dated February 22, 2018 and the attached assessment roll. Under the State Infrastructure Bank (SIB) Loan Assessment Apportionment Table, on Page 12, the “Annual SIB Assessment per Acre” column, in the amount of \$288.37 was changed to “Annual SIB Assessment per Unit”. Mr. Guerra asked if it should be the total assessment per acre versus the annual assessment per acre. Mr. Wrathell replied affirmatively and stated that \$3,297.75 is the equivalent of the par amount of bonds and the principal and the \$288.37 is the max annual debt assessment per acre.

E. Consideration of Resolution 2018-23, Authorizing District Projects for Construction and/or Acquisition of Infrastructure Improvements; Equalizing, Approving, Confirming, and Levying Special Assessments on Property Specially Benefited By Such Projects to Pay the Cost Thereof; Providing for the Payment and the Collection of Such Special Assessments By the Methods Provided for By Chapters 170 and 197, Florida Statutes, and Chapters 2007-306, Laws of Florida; Confirming the District’s Intention to Obtain a State Infrastructure Bank; Making Provisions for Transfers of Real Property to Governmental Bodies; Providing for the Recording of an Assessment Notice; Providing for Severability, Conflicts and an Effective Date

Mr. Johnson stated that, since there may be changes, it would be best to open the Public Hearing and continue it to the April 17, 2018 meeting.

On MOTION by Mr. Vander May and seconded by Ms. Valentine, with all in favor, the Public Hearing was opened.

No members of the public spoke.

On MOTION by Mr. Vander May and seconded by Ms. Maltese, with all in favor, continuing the Public Hearing related to the Financing and Securing of Certain Public Improvements to Tuesday, April 17, 2018 at 1:00 p.m., at this location, was approved.

NINTH ORDER OF BUSINESS

Consideration of Second Annual Mitigation Monitoring: Mitigation Area C Phase 2, Babcock Ranch Solar Energy Facility Curry, Lake Preserve

Mr. Broderick, the Construction Manager, stated that the Second Annual Mitigation Monitoring for Mitigation Area C Phase 2, Babcock Ranch Solar Energy Facility Curry, Lake Preserve, basically called for the monitoring of the improvements that were completed, including controlled burns and control of exotics, on the property. This process continues for seven years and was necessary to secure permits from the South Florida Water Management District (SFWMD) and the Army Corps of Engineers (Corps).

On MOTION by Mr. Vander May and seconded by Ms. Maltese, with all in favor, the Second Annual Mitigation Monitoring: Mitigation Area C Phase 2, Babcock Ranch Solar Energy Facility Curry, Lake Preserve, was approved.

TENTH ORDER OF BUSINESS

Consideration of Coordination for BRC Mitigation Issues on State Lands; Mitigation Areas B, C and D

Mr. Broderick, stated that the District was currently working with the State to coordinate their practices on the property. Certain conflicts with some of the ongoing mitigation created the need for an Environmental Consultant to help Staff with those negotiations with the State. In response to a question regarding whether this item will delay mitigation permits, Mr. Broderick stated that it may because, if a District does not meet its success criteria, the agencies require an entity to monitor the area for an extra year.

On MOTION by Mr. Vander May and seconded by Ms. Maltese, with all in favor, the Statement of Work Coordination for BRC Mitigation Issues on State Lands; Mitigation Areas B, C and D, was approved.

ELEVENTH ORDER OF BUSINESS

**Consideration of Babcock Ranch
Community Design and Specification
Manual**

Mr. Wrathell recommended approving the Babcock Ranch Community Design and Specification Manual, as an interim policy, with the idea that it will be continually modified. He motioned to authorize Staff to advertize for notices of rule development and rulemaking for the May 24, 2018 at 1:00 p.m.

Mr. Johnson stated that, procedurally, other volumes were forthcoming dealing with roadways etc., to the extent that any of those volumes were available, in draft form, in sufficient time to include in the Notice for the May 24 Public Hearing.

On MOTION by Mr. Vander May and seconded by Ms. Valentine, with all in favor, recognizing the Babcock Ranch Community Design and Specification Policy Manual. as an Interim Policy, and authorizing Staff to advertise Notices of Rule Development and Rulemaking for this Policy and/or any other applicable Policies that are ready, were approved.

TWELFTH ORDER OF BUSINESS

**Consideration of Landscape, Irrigation
Maintenance & Porter Services Request
for Proposals**

Mr. Wrathell presented the Landscape, Irrigation Maintenance and Porter Services Request for Proposals (RFP).

On MOTION by Ms. Maltese and seconded by Mr. Vander May, with all in favor, the Landscape Irrigation Maintenance & Porter Services Request for Proposals, in substantial form, and authorizing Staff to advertise, were approved.

THIRTEENTH ORDER OF BUSINESS

**Scheduling Update: Line and Grade and
Site Plan Review Inspection Fees**

Mr. Wrathell recalled previous discussion regarding charging re-inspection fees, if contractors are not prepared when inspectors arrive for Line and Grade and Site Plan reviews.

On MOTION by Mr. Vander May and seconded by Ms. Maltese, with all in favor, authorizing Staff to advertise Notices for Rule Development and Rule Making and setting the Public Hearing for the Line and Grade and Site Plan Review Inspection Fees for May 24, 2018 at 1:00 p.m., at this location, was approved.

FOURTEENTH ORDER OF BUSINESS Consideration of Amenity Policies & Fees

Ms. Wood stated that the proposed Amenity Policies and Fees were in draft form and there would be additional changes before final adoption. Mr. Johnson reminded the Board that the Public Hearings were set for the May 24 meeting and the current draft would be added to the May 24 agenda. Staff was prepared to discuss any questions or comments from the Board. Mr. Guerra stated that the document was in substantial form and a few changes and more specific language would be added regarding the recreational lakes, motorized and non-motorized boats and the fee schedule.

On MOTION by Mr. Vander May and seconded by Ms. Maltese, with all in favor, the Babcock Ranch Amenity Policy and Fees manual, in substantial form as an interim policy, and authorizing Staff to advertise Notices for Rule Development and Rule Making and setting the Public Hearing for May 24, 2018 at 1:00 p.m., at this location, was approved.

FIFTEENTH ORDER OF BUSINESS Consideration of Demand Note Agreement

Mr. Wrathell presented the Demand Note Agreement with regard to the Developer ensuring application of a second lift of asphalt to the roadway and the \$288,399 completion price. Mr. Johnson recommended Board approval to enable Staff to process an acquisition, acquire the facilities from the Developer, pay the Developer and finalize the process. A Board Member asked if applying a second lift of asphalt was standard practice. Broderick replied affirmatively; it allowed for a better product for the end-user and, during construction, the roads are usually scuffed up and this makes it look like there is a brand new road in front of the homes.

On MOTION by Mr. Vander May and seconded by Ms. Valentine, with all in favor, the Demand Note Agreement, as presented, was approved.

SIXTEENTH ORDER OF BUSINESS

Approval of Unaudited Financial Statements as of February 28, 2018

Mr. Wrathell presented the Unaudited Financial Statements as of February 28, 2018.

On MOTION by Mr. Vander May and seconded by Ms. Valentine, with all in favor, the Unaudited Financial Statements as of February 28, 2018, were approved.

SEVENTEENTH ORDER OF BUSINESS

Consideration of February 22, 2018 Regular Meeting Minutes

Mr. Wrathell presented the February 22, 2018 Regular Meeting Minutes and asked for any additions, deletions or corrections.

On MOTION by Mr. Vander May and seconded by Ms. Valentine, with all in favor, February 22, 2018 Regular Meeting Minutes, as presented, were approved.

EIGHTEENTH ORDER OF BUSINESS

Staff Reports

A. District Counsel: *Hopping Green & Sam, P.A*

There being no report, the next item followed.

B. District Engineer: *Kimley-Horn & Associates*

Mr. Rocklein stated that the first ROW inspection was performed in Phase 2A and it passed.

C. Field Operations Manager

There being no report, the next item followed.

D. Construction Manager

Mr. Broderick provided the following update:

- The District had its sale with Florida Power & Light (FPL) for an additional 400 acres in North Babcock; Staff was in the process of starting pre-application meetings.
- The on-site mitigation was going very well; the agencies have looked very favorably on the District's efforts and just a few conflicts needed to be resolved.
- Staff was diligently working, on a weekly basis, with the State and with Mr. Eric Olsen, of Hopping Greens and Sams, who is coordinating the meetings in Tallahassee.

- The mitigation on Area 6 lands were released off of two areas for mitigation; a 302-acre conservation easement and a three-acre conservation easement from the SFWMD and a verbal approval from the Corps.
- 95 contracts were processed, to date, and 5,500 people registered and visited the models.
- The March 10 Grand Opening event was very successful, despite the weather.

E. District Manager: *Wrathell, Hunt and Associates, LLC.*

Mr. Wrathell stated that the District’s website, with regard to ROW inspections and site planning, is functioning well and adjustments would be made if any issues develop. Ms. Wood stated that there were two separate links and, when a submittal is made, all Staff members receive notification.

i. NEXT MEETING DATE: April 26, 2018 at 1:00 p.m.

The next meeting will be on Thursday, April 17, 2018 at 1:00 p.m., at this location; if there is no reason to hold the meeting, it may be cancelled.

NINETEENTH ORDER OF BUSINESS Board Members’ Comments/Requests

There being no Board Member comments or requests, the next item followed.

TWENTIETH ORDER OF BUSINESS Public Comments

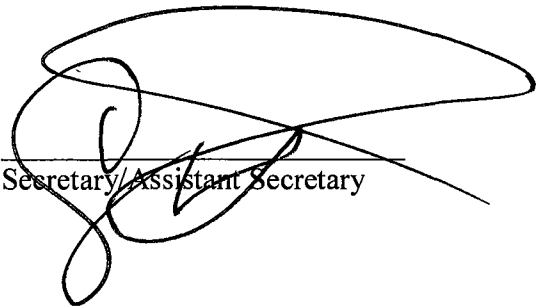
There being no public comments, the next item followed.

TWENTY-FIRST ORDER OF BUSINESS Adjournment

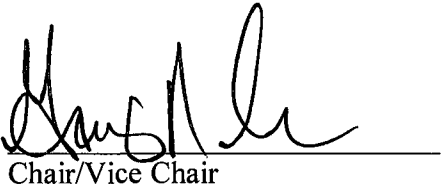
There being nothing further to discuss, the meeting adjourned.

On MOTION by Mr. Vander May and seconded by Ms. Valentine, with all in favor, the meeting adjourned at 2:32 p.m.

[SIGNATURES APPEAR ON THE FOLLOWING PAGE]



Secretary/Assistant Secretary



Chair/Vice Chair