

**MINUTES OF MEETING
WINDING OAKS
COMMUNITY DEVELOPMENT DISTRICT**

The Board of Supervisors of the Winding Oaks Community Development District held a Regular Meeting on September 9, 2024 at 2:30 p.m., at the Belleview Community Center, 5615 SE 110th Place, Belleview, Florida 34420.

Present were:

William "Bill" Fife	Chair
John Curtis	Vice Chair
Greg Beliveau	Assistant Secretary
Kara Disotell	Assistant Secretary
Pete Williams (via telephone)	Assistant Secretary

Also present:

Ernesto Torres	District Manager
Jere Earlywine (via telephone)	District Counsel
Stewart L. Hill	District Engineer
Steve Sanford (via telephone)	Bond Counsel

FIRST ORDER OF BUSINESS

Call to Order/Roll Call

Mr. Torres called the meeting to order at 2:32 p.m. Supervisors Fife, Curtis, Disotell and Beliveau were present. Supervisor Williams attended via telephone.

SECOND ORDER OF BUSINESS

Public Comments

No members of the public spoke.

THIRD ORDER OF BUSINESS

Administration of Oath of Office to Supervisors Pete Williams and Greg Beliveau (the following will also be provided in a separate package)

Mr. Torres stated that the Oath of Office was administered to Mr. Pete Williams before the meeting and he received the notarized Oath from Mr. Williams.

Mr. Torres, a Notary of the State of Florida and duly authorized, administered the Oath of Office to Mr. Greg Beliveau. Both are familiar with the following:

- A. Required Ethics Training and Disclosure Filing**
 - **Sample Form 1 2023/Instructions**
- B. Membership, Obligations and Responsibilities**
- C. Guide to Sunshine Amendment and Code of Ethics for Public Officers and Employees**
- D. Form 8B: Memorandum of Voting Conflict for County, Municipal and other Local Public Officers**

FOURTH ORDER OF BUSINESS**Ratification of Resolution 2024-02, Electing Certain Officers of the District, and Providing for an Effective Date**

Mr. Torres presented Resolution 2024-02. The slate is as follows:

Chair	William Fife
Vice Chair	John Curtis
Secretary	Craig Wrathell
Assistant Secretary	Kara Disotell
Assistant Secretary	Pete Williams
Assistant Secretary	Greg Beliveau
Assistant Secretary	Ernesto Torres
Treasurer	Craig Wrathell
Assistant Treasurer	Jeffrey Pinder

No other nominations were made.

On MOTION by Mr. Curtis and seconded by Mr. Fife, with all in favor, Resolution 2024-02, Designating Certain Officers of the District, and Providing for an Effective Date, was ratified.
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FIFTH ORDER OF BUSINESS**Presentation of First Supplemental Engineer's Report**

Mr. Hill presented the First Supplemental Engineer's Report dated September 2024. He noted the following:

- Some minor verbiage revisions were requested.
- There will be 254 lots within the Phase 3A and 4A areas.
- Estimated costs provided by the Developer were used for the 4A area and the costs for the 3A area were extrapolated, as well, along with some known off-site improvement costs from the contractor.
- The Estimated Costs includes a notation for some future cost-sharing Agreements that the Developer is working on with the Marion County Public Schools. That affects the two off-site costs listed in the Estimated Costs Table.

On MOTION by Mr. Curtis and seconded by Mr. Fife, with all in favor, the First Supplemental Engineer's Report, in substantial form for the purposes of the bond issuance, was approved.

SIXTH ORDER OF BUSINESS

Presentation of First Supplemental Special Assessment Methodology Report

Mr. Torres reviewed the pertinent information in the First Supplemental Special Assessment Methodology Report dated September 9, 2024. He noted the following:

- The District intends to issue its Special Assessment Bonds, Series 2024 (Assessment Area One) in the estimated principal amount of \$5,040,000 to fund an estimated \$4,115,050.00 in Capital Improvement Plan (CIP) costs.
- The Development Plan for this area anticipates 254 homes of various product types.
- The total cost of the CIP is \$20,205,799.

Mr. Torres reviewed the Tables on Pages 13 through 15.

On MOTION by Mr. Curtis and seconded by Mr. Fife, with all in favor, the First Supplemental Special Assessment Methodology Report dated September 9, 2024, in substantial form, was approved.

SEVENTH ORDER OF BUSINESS

Consideration of Resolution 2024-35, Authorizing the Issuance of Not Exceeding \$7,000,000 Winding Oaks Community Development District, Special Assessment Bonds, Series 2024 (Assessment Area One) (the "Bonds") to Finance Certain Public Infrastructure Within the District for the Benefit of a Designated Assessment Area Referred to as Assessment Area One; Determining the Need for a Negotiated Limited Offering of the Bonds and Providing for a Delegated Award of Such Bonds; Appointing the Underwriter for the Limited Offering of the Bonds; Approving the Form of and Authorizing the Execution and Delivery of a Bond Purchase Contract with Respect to the Bonds; Approving the Form of and Authorizing the Execution and Delivery of a Master Trust Indenture and a First Supplemental Trust Indenture; Approving the Form of and Authorizing the Distribution of a Preliminary Limited Offering Memorandum; Approving the Execution and Delivery of a Final Limited Offering Memorandum; Approving the Form of and Authorizing the Execution of a Continuing Disclosure Agreement, and Appointing a Dissemination Agent; Approving the Application of Bond Proceeds; Authorizing Certain Modifications to the Assessment Methodology Report and Engineer's Report; Making Certain Declarations; Providing for the Registration of the Bonds Pursuant to the DTC Book-Entry Only System; Authorizing the Proper Officials to do All Things Deemed Necessary in Connection with the Issuance, Sale and Delivery of the Bonds; and Providing for Severability, Conflicts and an Effective Date

Mr. Sanford presented Resolution 2024-35, known as the Delegation Resolution, which accomplishes the following:

- Authorizes a not-to-exceed amount of \$7,000,000 in special assessment bonds to finance a portion of the improvements for the benefit Assessment Area One.
- Sets forth the parameters by which the bonds can be marketed and actions can be taken without the need for a meeting.

Mr. Sanford stated that, once the bonds are sold, pursuant to the parameters set forth, the Bond Underwriter will provide a Bond Purchase Contract to be executed by the Chair or Vice Chair. Other documents are included as exhibits to the Resolution and will be approved in conjunction with adoption of this Resolution.

On MOTION by Mr. Curtis and seconded by Mr. Fife, with all in favor, Resolution 2024-35, Authorizing the Issuance of Not Exceeding \$7,000,000 Winding Oaks Community Development District, Special Assessment Bonds, Series 2024 (Assessment Area One) (the “Bonds”) to Finance Certain Public Infrastructure Within the District for the Benefit of a Designated Assessment Area Referred to as Assessment Area One; Determining the Need for a Negotiated Limited Offering of the Bonds and Providing for a Delegated Award of Such Bonds; Appointing the Underwriter for the Limited Offering of the Bonds; Approving the Form of and Authorizing the Execution and Delivery of a Bond Purchase Contract with Respect to the Bonds; Approving the Form of and Authorizing the Execution and Delivery of a Master Trust Indenture and a First Supplemental Trust Indenture; Approving the Form of and Authorizing the Distribution of a Preliminary Limited Offering Memorandum; Approving the Execution and Delivery of a Final Limited Offering Memorandum; Approving the Form of and Authorizing the Execution of a Continuing Disclosure Agreement, and Appointing a Dissemination Agent; Approving the Application of Bond Proceeds; Authorizing Certain Modifications to the Assessment Methodology Report and Engineer’s Report; Making Certain Declarations; Providing for the Registration of the Bonds Pursuant to the DTC Book-Entry Only System; Authorizing the Proper Officials to do All Things Deemed Necessary in Connection with the Issuance, Sale and Delivery of the Bonds; and Providing for Severability, Conflicts and an Effective Date, was adopted.

EIGHTH ORDER OF BUSINESS

**Consideration of Resolution 2024-36,
Setting Forth the Specific Terms of the
Winding Oaks Community Development**

District's Special Assessment Bonds, Series 2024; Making Certain Additional Findings and Confirming and/or Adopting an Engineer's Report and a Supplemental Assessment Report; Delegating Authority to Prepare Final Reports and Update This Resolution; Confirming the Maximum Assessment Lien Securing the Bonds; Addressing the Allocation and Collection of the Assessments Securing the Bonds; Addressing Prepayments; Addressing True-Up Payments; Providing for the Supplementation of the Improvement Lien Book; and Providing for Conflicts, Severability and an Effective Date

Mr. Earlywine presented Resolution 2024-36.

On MOTION by Mr. Curtis and seconded by Mr. Beliveau, with all in favor, Resolution 2024-36, Setting Forth the Specific Terms of the Winding Oaks Community Development District's Special Assessment Bonds, Series 2024; Making Certain Additional Findings and Confirming and/or Adopting an Engineer's Report and a Supplemental Assessment Report; Delegating Authority to Prepare Final Reports and Update This Resolution; Confirming the Maximum Assessment Lien Securing the Bonds; Addressing the Allocation and Collection of the Assessments Securing the Bonds; Addressing Prepayments; Addressing True-Up Payments; Providing for the Supplementation of the Improvement Lien Book; and Providing for Conflicts, Severability and an Effective Date, was adopted.

NINTH ORDER OF BUSINESS

Consideration of Issuer's Counsel Documents

Mr. Earlywine presented the following:

- A. Acquisition Agreement
- B. Completion Agreement
- C. Declaration of Consent
- D. Disclosure of Public Financing
- E. Notice of Special Assessments

F. True Up Agreement**▪ Collateral Assignment**

This item was an addition to the agenda.

On MOTION by Mr. Curtis and seconded by Ms. Disotell, with all in favor, the Issuer's Counsel Documents, as listed, and the Collateral Assignment, all in substantial form, were approved.

▪ Monthly Acquisition of Improvements on Interim Basis

This item was an addition to the agenda.

On MOTION by Mr. Williams and seconded by Mr. Curtis, with all in favor, monthly acquisition of improvements on an interim basis until the project is completed, in an amount not to exceed the amounts set forth in the Engineer's Report, was approved.

TENTH ORDER OF BUSINESS**Consideration of Goals and Objectives Reporting [HB7013 - Special Districts Performance Measures and Standards Reporting]**

Mr. Torres presented the Memorandum explaining the new requirement for special districts to develop goals and objectives annually and develop performance measures and standards to assess the achievement of the goals and objectives. Community Communication and Engagement, Infrastructure and Facilities Maintenance, and Financial Transparency and Accountability will be the key categories to focus on for Fiscal Year 2025. He presented the Performance Measures/Standards & Annual Reporting Form developed for the CDD, which explains how the CDD will meet the goals.

On MOTION by Mr. Beliveau and seconded by Mr. Curtis, with all in favor, the Goals and Objectives and the Performance Measures/Standards & Annual Reporting Form, were approved.

ELEVENTH ORDER OF BUSINESS**Consideration of Response(s) to Request
for Qualifications (RFQ) for Engineering
Services**

- A. Affidavit of Publication**
- B. RFQ Package**
- C. Respondent: Kimley-Horn and Associates, Inc.**

Mr. Torres stated that Kimley-Horn and Associates, Inc. (Kimley-Horn), was the sole respondent to the RFQ for Engineering Services.

Mr. Earlywine stated that the Board can deem Kimley-Horn a qualified respondent and the #1 ranked respondent and proceed with awarding the contract.

- D. Competitive Selection Criteria/Ranking**
- E. Award of Contract**

On MOTION by Mr. Williams and seconded by Mr. Curtis, with all in favor, deeming Kimley-Horn and Associates, Inc., the sole respondent to the RFQ for Engineering Services, as a qualified respondent; deeming Kimley-Horn and Associates, Inc., as the #1 ranked respondent; and authorizing Staff to negotiate and prepare a form of Agreement, was approved.

TWELFTH ORDER OF BUSINESS**Acceptance of Unaudited Financial
Statements as of July 31, 2024**

On MOTION by Mr. Curtis and seconded by Mr. Beliveau, with all in favor, the Unaudited Financial Statements as of July 31, 2024, were accepted.

THIRTEENTH ORDER OF BUSINESS**Approval of July 17, 2024 Public Hearings
and Regular Meeting Minutes**

On MOTION by Ms. Disotell and seconded by Mr. Curtis, with all in favor, the July 17, 2024 Public Hearings and Regular Meeting Minutes, as presented, were approved.

FOURTEENTH ORDER OF BUSINESS**Staff Reports**

A. District Counsel: Kutak Rock LLP

Mr. Earlywine stated that the bond validation hearing was today. The judge entered a judgement and he expects to be able to issue the bonds within the next 35 to 40 days.

B. District Engineer (Interim): Kimley-Horn and Associates, Inc.

There was no report.

C. District Manager: Wrathell, Hunt and Associates, LLC

- **NEXT MEETING DATE: December 9, 2024 at 2:30 PM**
 - **QUORUM CHECK**

FIFTEENTH ORDER OF BUSINESS**Board Members' Comments/Requests**

- **Resignation of Mr. John Curtis from Seat 4 and Appointment of Stephanie Vaughn to Seat 4**

This item was an addition to the agenda.

Mr. Curtis resigned from Seat 4.

Mr. Fife nominated Ms. Stephanie Vaughn to fill Seat 4. No other nominations were made.

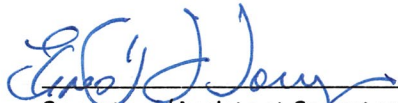
On MOTION by Mr. Fife and seconded by Mr. Beliveau, with all in favor, the resignation of Mr. John Curtis from Seat 4, was accepted, and the appointment of Ms. Stephanie Vaughn to fill Seat 4, was approved.

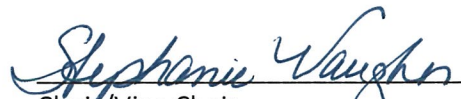
SIXTEENTH ORDER OF BUSINESS**Public Comments**

No members of the public spoke.

SEVENTEENTH ORDER OF BUSINESS**Adjournment**

On MOTION by Mr. Fife and seconded by Ms. Disotell, with all in favor, the meeting adjourned at 2:52 p.m.


Secretary/Assistant Secretary


Chair/Vice Chair