

MINUTES OF MEETING
WELLNESS RIDGE
COMMUNITY DEVELOPMENT DISTRICT

The Organizational Meeting of the Board of Supervisors of the Wellness Ridge Community Development District was held Wednesday, June 8, 2022 at 10:00 a.m. at the Cooper Memorial Library, 2525 Oakley Seaver Drive, Clermont, Florida.

Present and constituting a quorum were:

Adam Morgan	Chairman
Rob Bonin	Vice Chairman
Brent Kewley	Assistant Secretary
Lane Register	Assistant Secretary

Also present were:

George Flint	District Manager
Kristen Trucco	District Counsel
Jay Lazarovich	LLEB
John Prowell	Interim District Engineer
Phil Gildan	Developer's Counsel
Steve Sanford <i>by phone</i>	Bond Counsel

FIRST ORDER OF BUSINESS

Introduction

A. Call to Order

Mr. Flint called the meeting to order and called the roll.

B. Public Comment Period

Mr. Flint: There are no members of the public present to provide comments.

C. Oath Of Office

Mr. Flint being a Notary Public of the State of Florida administered the Oath of Office to the four Board members present.

Mr. Flint: You are on other Boards and don't need to fill out another Form 1, but when you update your Form 1 you will need to add Wellness Ridge to your disclosure. Since you are on other Boards we don't need to go through the Sunshine and public records law.

SECOND ORDER OF BUSINESS Organizational Matters

A. Confirmation of Notice of Meeting

Mr. Flint: A copy of the affidavit of publication of the notice of the organizational meeting is included in the agenda package.

B. Information on Community Development Districts and Public Official Responsibilities and Florida Statutes Chapter 190

Mr. Flint: We provided some general information on CDDs and your obligations as public officials and a copy of 190, that you have seen before.

C. Election of Officers – Consideration of Resolution 2022-01 Designating Officers

On MOTION by Mr. Bonin seconded by Mr. Kewley with all in favor Resolution 2022-01 reflecting the following officers was approved.: Adam Morgan Chairman, Rob Bonin Vice Chairman, Brent Kewley Assistant Secretary, Lane Register Assistant Secretary, Amara Walker Assistant Secretary, George Flint Secretary, Jill Burns Treasurer and Katie Costa Assistant Treasurer.

THIRD ORDER OF BUSINESS Retention of Staff

A. Consideration of Contract for District Management Services

Mr. Flint: The first item is the contract for District Management services with GMS-Central Florida, LLC. We serve as the District Manager for Lennar’s other Orlando, Central Florida Division Districts.

On MOTION by Mr. Morgan seconded by Mr. Register with all in favor the contract for District Management services with GMS Central Florida, LLC was approved.

B. Consideration of Appointment of District Counsel

Mr. Flint: Next is District counsel and you have an engagement letter with Lathan Luna and Kristen is here if you have any questions.

On MOTION by Mr. Morgan seconded by Mr. Register with all in favor Lathan, Luna, Eden & Beaudine, LLP was appointed District counsel.

C. Consideration of Resolution 2022-02 Designating a Registered Agent and Office

On MOTION by Mr. Morgan seconded by Mr. Register with all in favor Resolution 2022-02 designating Jan Carpenter as the District’s registered agent and her office of Lathan, Luna Eden & Beaudine, LLP at 201 S. Orange Avenue, Suite 1400, Orlando, Florida 32801 as the District’s registered office was approved.

D. Consideration of Interim District Engineering Agreement with VHB

Mr. Flint: Next is the interim District engineering agreement with VHB. Engineering falls under the CCNA that requires us to issue an RFQ, but the Board can retain VHB as the interim engineer and this is the standard agreement with their fees and rates attached.

On MOTION by Mr. Register seconded by Mr. Morgan with all in favor an interim agreement with VHB for engineering services was approved.

E. Request Authorization to Issue RFQ for Engineering Services

On MOTION by Mr. Morgan seconded by Mr. Register with all in favor staff was authorized to issue an RFQ for engineering services.

FOURTH ORDER OF BUSINESS Designation of Meetings and Hearing Dates

A. Designation of Regular Monthly Meeting Date, Time, and Location

Mr. Flint: Next is designation of meeting and hearing dates. The Board is required to set a regular meeting schedule and we recommend you do that monthly. Lake Emma meets in this location on the fourth Wednesday at 10:00 a.m. and if the Board is amenable, we could do the fourth Wednesday at 10:30 a.m. here.

On MOTION by Mr. Morgan seconded by Mr. Register with all in favor the regular meetings will be held the fourth Wednesday of the month at 10:30 a.m. in the same location.

B. Designation of Landowners’ Meeting Date, Time, and Location

Mr. Flint: You are required to have the initial landowners’ meeting within 90 days of establishment of the District and we recommend you set that for July 27, 2022.

On MOTION by Mr. Register seconded by Mr. Morgan with all in favor the landowners' meeting will be held July 27, 2022 at 10:30 a.m. in the same location.

C. Designation of Date of Public Hearing to Adopt Rules of Procedure in Accordance with Section 120.54, Florida Statutes

Mr. Flint: Next is designating the public hearing for adoption of the District's rules of procedure and it requires a 29 and 28 day notice and we recommend you do that at your July 27th meeting.

On MOTION by Mr. Morgan seconded by Mr. Register with all in favor Resolution 2022-03 setting the public hearing for the rules of procedure for July 27, 2022 at 10:30 a.m. in the same location was approved.

D. Designation of Date of Public Hearing on the Budget for Fiscal Year 2022 & 2023

1. Consideration of Resolution 2022-04 Setting the Public Hearing and Approving the Proposed Fiscal Year 2021-2022 Budget

Mr. Flint: You need to approve the proposed budgets and set the public hearings for the current year budget as well as next year's budget. We have two resolutions in the agenda package, one for the current year and one for the next fiscal year and we recommend the August 24th meeting for the public hearings.

On MOTION by Mr. Morgan seconded by Mr. Register with all in favor Resolution 2022-04 approving the proposed Fiscal Year 2022 budget and setting the public hearing for August 24, 2022 at 10:30 a.m. in the same location was approved.

2. Consideration of Resolution 2022-05 Setting the Public Hearing and Approving the Proposed Fiscal Year 2022-2023 Budget

On MOTION by Mr. Register seconded by Mr. Morgan with all in favor Resolution 2022-05 approving the proposed Fiscal Year 2023 budget and setting the public hearing for August 24, 2022 at 10:30 a.m. in the same location was approved.

3. Approval of the Fiscal Year 2022 Developer Funding Agreement

Mr. Flint: To fund the District's operations in lieu of imposing assessments we included a developer funding agreement. This is for the current fiscal year, there will be a funding agreement

approved at the public hearing for next fiscal year when you approve that. This is the same form funding agreement that you have seen in other Districts.

On MOTION by Mr. Register seconded by Mr. Morgan with all in favor the Fiscal Year 2022 developer funding agreement was approved.

E. Designation of Date of Public Hearing Expressing the District’s Intent to Utilize the Uniform Method of Levying, Collecting and Enforcing the Non-Ad Valorem Assessments in Accordance with Section 197.3632, Florida Statutes

Mr. Flint: Next is setting the public hearing for the ability to use the uniform method of collection for the District’s O&M and debt assessments. It requires four consecutive notices in the newspaper, one week apart so we would recommend this be done with your other public hearings at your July 27th meeting.

On MOTION by Mr. Register seconded by Mr. Morgan with all in favor the public hearing was scheduled for July 27, 2022 at 10:30 a.m. in the same location.

FIFTH ORDER OF BUSINESS

Other Organizational Matters

A. Selection of District Depository

Mr. Flint: We recommend you select Truist Bank for the District’s operating account.

On MOTION by Mr. Register seconded by Mr. Morgan with all in favor Truist Bank was selected as the District depository.

B. Authorization of Bank Account Signatories

Mr. Flint: We recommend the Secretary, Treasurer and Assistant Treasurer be designated as the signers on the account. The checks require two signatures and that is typically myself and Jill Burns.

On MOTION by Mr. Register seconded by Mr. Morgan with all in favor the authorized signatories are George Flint, Jill Burns and Katie Costa.

C. Consideration of Resolution 2022-06 Relating to Defense of Board Members

Ms. Trucco: The is the same as in the other Districts that we represent. As long as you are acting within the scope of your role and without malicious purpose or willful disregard for others

safety or property around you, the District will supply defense on your behalf if for example you are sued.

On MOTION by Mr. Register seconded by Mr. Morgan with all in favor Resolution 2022-06 Relating to Defense of Board Members was approved.

D. Consideration of Resolution 2022-07 Authorizing District Counsel Recording the Notice of Establishment in the Property Records of Lake County in Accordance with Chapter 190.0485, Florida Statutes

Mr. Flint: Next is Resolution 2022-07, which authorizes District Counsel to record the Notice of Establishment in Lake County records.

On MOTION by Mr. Morgan seconded by Mr. Register with all in favor Resolution 2022-07 Authorizing District Counsel Recording the Notice of Establishment in the Property Records of Lake County in Accordance with Chapter 190.0485, Florida Statutes was approved.

E. Consideration of Resolution 2022-08 Adopting Investment Guidelines

Mr. Flint: Resolution 2022-08 adopts investment guidelines for the District. The District has the option of developing its own investment guidelines or adopting the default state investment guidelines. We are recommending you adopt the state default investment guidelines, which are delineated in the resolution. They are very conservative options that the District would have to invest any funds.

On MOTION by Mr. Morgan seconded by Mr. Register with all in favor Resolution 2022-08 Adopting Investment Guidelines was approved.

F. Consideration of Resolution 2022-09 Authorizing Execution of Public Depositor Report

Mr. Flint: Resolution 2022-09 authorizes us to execute the public depositor report.

On MOTION by Mr. Morgan seconded by Mr. Register with all in favor Resolution 2022-09 Authorizing Execution of Public Depositor Report was approved.

G. Consideration of Resolution 2022-10 Designating a Policy for Public Comment

Mr. Flint: Resolution 2022-10 designates a policy for public comment and this follows Florida Statutes and one of the main concepts is that the Board is required to take public comment before you take any action on any specific issue. We always include public comment at the beginning of the meeting so they have the opportunity to comment on anything on the agenda. If you add something to the agenda during the course of the meeting, we always need to make sure we take public comment. It also has a public decorum policy, so the Board is adopting a policy regarding public input and decorum if there is ever an issue with that.

On MOTION by Mr. Morgan seconded by Mr. Register with all in favor Resolution 2022-10 Designating a Policy for Public Comment was approved.

H. Consideration of Resolution 2022-11 Adopting a Travel and Reimbursement Policy

Mr. Flint: Resolution 2022-11 adopts travel and reimbursement policy and this mirrors the Florida Statutes as it relates to per diem and meal and travel reimbursement. This wouldn't apply to your consultants but if you have direct employees down the road or if the Board incurred any expense, you would be eligible under this policy to be reimbursed.

On MOTION by Mr. Morgan seconded by Mr. Register with all in favor Resolution 2022-11 Adopting a Travel and Reimbursement Policy was approved.

I. Consideration of Resolution 2022-12 Adopting a Records Retention Policy

Mr. Flint: Resolution 2022-12 adopts a records retention policy. The District has the ability to adopt the state retention policy, which gives us the option to destroy certain records after a certain number of years or the District can adopt a policy saying you will retain all records. Initially, we recommend you adopt a policy saying we will retain all records and that is what this resolution does. It can always be changed in the future to allow us to dispose of records.

On MOTION by Mr. Morgan seconded by Mr. Register with all in favor Resolution 2022-12 Adopting a Records Retention Policy was approved.

J. Consideration of Website Services Agreement

Mr. Flint: The District is required to have an ADA compliant website and there is certain information that we are required to include on the website. We have a proposal from ReAlign Web Design for \$1,750 to create the ADA compliant website and we recommend approval. We recommend you only approve the creation of the website not the annual compliance audits.

On MOTION by Mr. Register seconded by Mr. Morgan with all in favor the agreement for website services with ReAlign Web Design in the amount of \$1,750 for creation of the ADA compliant website was approved.

K. Consideration of Compensation of Board Members

Mr. Flint: Under 190 Board members are entitled to compensation of \$200 per meeting up to a maximum of \$4,800 per year. Sometimes Board members if they are affiliated with the developer may choose to waive compensation. We ask on the record if the Board members choose to accept or waive compensation.

The Board members accepted compensation.

L. Selection of District Records Office within Lake County

This item was deferred.

M. Authorization to Prepare Public Facilities Report in Accordance with Chapter 189.08 Florida Statutes to Coincide with Special District Filing Date for Lake County

Mr. Flint: Next is authorization to prepare the public facilities report in accordance with Chapter 189.08 and file that at the appropriate time with the County.

On MOTION by Mr. Morgan seconded by Mr. Register with all in favor the interim District engineer was authorized to prepare the public facilities report.

SIXTH ORDER OF BUSINESS

Capital Improvements

A. Appointment of Financing Team

1. Bond Counsel

Mr. Flint: In order to issue bonds you need to retain bond counsel and you have a proposed engagement letter from Greenberg Traurig in the agenda package. Steve Sanford of Greenberg Traurig is on the phone. He gets compensated out of the cost of issuance account and his fee is contingent upon issuance of the bonds.

On MOTION by Mr. Morgan seconded by Mr. Register with all in favor the engagement letter with Greenberg Traurig to serve as bond counsel was approved.

2. Interim Engineer

This item taken earlier in the meeting.

3. Underwriter

Mr. Flint: You have an engagement letter and G17 disclosure from FMSBonds in your agenda package. They are on a contingent basis and compensated once bonds are issued based on a percentage of the par amount.

On MOTION by Mr. Morgan seconded by Mr. Register with all in favor the engagement letter with FMS Bonds to serve as underwriter was approved.

4. Assessment Administrator

Mr. Flint: These services were designated in our District management agreement so there is no need to take any further action.

5. Trustee

Mr. Flint: You do need to designate a Trustee and we have a proposal from US Bank in the agenda package. They serve as Trustee on all your other Districts as well.

On MOTION by Mr. Register seconded by Mr. Morgan with all in favor US Bank Trust Company was retained as trustee.

B. Approval of Financing Team Funding Agreement

Mr. Flint: We have a financing team funding agreement, most of the professionals will be compensated out of the cost of issuance account. However, if for some reason we don't issue bonds, certain professionals are entitled to compensation and don't work on a contingent basis. Also, some professionals invoice for their services as we go through the bond issuance process. This would provide the mechanism for making sure they are compensated.

On MOTION by Mr. Kewley seconded by Mr. Register with all in favor the financing team funding agreement was approved.

SEVENTH ORDER OF BUSINESS Financing Matters

A. Consideration of Master Engineer’s Report

Mr. Flint: The Engineer’s Report has been revised to incorporate developer’s counsel, bond counsel, District counsel and other staff comments and the costs have also been revised.

Mr. Prowell: The report summarizes the capital improvement program for the District; defines the land uses and development program and the associated costs of the capital improvements. We have prepared the report consistent with our standards of practice and can answer any questions the Board may have.

Mr. Flint: The opinion of probable costs in Table 5 is \$95,312,500. I would ask the Board to approve it subject to incorporation of some minor changes. When we go through the assessment process John will revise this report to add the assessment area information back in, but for purposes of bond validation we have asked that John remove that reference.

On MOTION by Mr. Register seconded by Mr. Morgan with all in favor the master engineer’s report was approved in substantial form.

Mr. Sanford: I had given a comment that it looks like there is some payments to a private mitigation bank and the number for conservation and mitigation in the report is \$2 + million. I want to make sure that I pointed out that we can’t make payments to a private mitigation bank unless it is a District obligation to mitigate and not a developer obligation to mitigate. I don’t know if John thought about that when he came up with the cost estimate or is the mitigation obligation to be an obligation of the District rather than the developer. Otherwise, it wouldn’t be something we can finance.

Mr. Prowell: It is described in there, the intent is to cover the mitigation costs for the wetland impacts that the project is incurring. I would have to talk to the developer to understand if that is the developer or District.

Mr. Flint: For purposes of the validation and for this report can we include that?

Mr. Sanford: Yes, we can. I’m not absolutely saying it is not a good cost I’m saying it is a good cost if we do X. I would leave it in, I just wanted to get that on the record.

Mr. Register: Let’s leave it in for now and if we determine there is an issue, we will address that.

Mr. Flint: We will leave it in for now and may adjust it later when we go through the assessment process and the bond issuance.

B. Consideration of Resolution 2022-13 Authorizing the Issuance of Bonds and Authorizing the Commencement of Validation Proceedings

Mr. Sanford: Under Florida Statutes governing community development Districts any bonds issued by the District that has a maturity of more than five years requires the bonds to be validated in the circuit court. In order to get into circuit court the District has to authorize the bonds for a particular purpose and that is what this resolution is doing; it is authorizing a principal amount of bonds in an amount not to exceed \$115 million to finance in one or more series all or a portion of the public infrastructure described in the engineer’s report. The difference between the cost of the project and the amount of bonds that we would issue represents the cost of issuance, funding reserves, funding capitalized interest and that is why there is a difference between the \$95 million in the engineer’s report and the \$115 million we are authorizing pursuant to this resolution. This resolution asks the Board to approve the forms of two documents, the master indenture, which is between the District and US Bank Trust Company as your trustee and that would govern all series of bonds to be issued by the District and it provides for the rights and remedies of the bondholders, the security for the bondholders, and anything relating to the administration of the bonds. The other exhibit is the form of supplemental indenture for every series of bonds that the District issues, there would be a separate supplemental indenture between the District and the trustee. We will probably come back to the Board at a later time and approve the supplemental indenture once again, which will be more specific to the terms of the financing. This is sufficient for purposes of getting into court and validating the bonds.

On MOTION by Mr. Morgan seconded by Mr. Register with all in favor Resolution 2022-13 Authorizing the Issuance of Bonds and Authorizing the Commencement of Validation Proceedings was approved.

EIGHTH ORDER OF BUSINESS

Business Items

There being none, the next item followed.

NINTH ORDER OF BUSINESS

Other Business

A. Staff Reports

1. Attorney

Ms. Trucco: We are moving forward with filing the complaint to validate the bonds. We are hoping to have it filed by the end of this week. We are also working on the issuance of the bonds, drafting our standard issuer documents.

Mr. Register: When will we expect validation?

Ms. Trucco: Probably two months, it depends on how quickly we can get the hearing.

2. Manager

There being none, the next item followed.

B. Supervisors Requests

There being none, the next item followed.


C. Approval of Funding Request No. 1

On MOTION by Mr. Morgan seconded by Mr. Register with all in favor funding request no. 1 in the amount of \$20,000 was approved.

TENTH ORDER OF BUSINESS

Adjournment

On MOTION by Mr. Register seconded by Mr. Morgan with all in favor the meeting adjourned at 10:31 a.m.



Secretary/Assistant Secretary



Chairman/Vice Chairman