

MINUTES OF MEETING
BARTRAM PARK COMMUNITY DEVELOPMENT DISTRICT

A regular meeting of the Board of Supervisors of the Bartram Park Community Development District was held on Wednesday, July 29, 2015 at 11:30 a.m. at the Offices of Offices of England-Thims & Miller, Inc. 14775 Old St. Augustine Road, Jacksonville, Florida 32258.

Present and constituting a quorum were:

John Dodson	Chairman
Fionnuala Geoghegan	Vice Chairperson
Pat Evert	Supervisor

Also present were:

Jim Oliver	District Manager
Wes Haber	District Counsel
Matt Maggiore	District Engineer
Jon Kessler	FMS Bonds
Peter Dame	Akermann Senterfit
Sheila Papelbon	Bank of NY Mellon Trust
Tom Radicioni	Bank of NY Mellon Trust
Michele Noel	Bank of NY Mellon Trust
Darrin Mossing, Jr.	GMS

FIRST ORDER OF BUSINESS

Roll Call

Mr. Oliver called the meeting to order at 11:30 a.m.

SECOND ORDER OF BUSINESS

Public Comment

There were no audience members in attendance.

THIRD ORDER OF BUSINESS

Affidavit of Publication

Mr. Oliver stated included in your agenda package is the affidavit of publication.

FOURTH ORDER OF BUSINESS

Approval of the Minutes of the June 17, 2015 Meeting

Mr. Oliver stated included in your agenda package is a copy of the minutes of the June 17, 2015 meeting. Are there any additions, corrections or deletions? Hearing none.

On MOTION by Ms. Evert seconded by Ms. Geoghegan with all in favor the Minutes of the June 17, 2015 Meeting were approved.

FIFTH ORDER OF BUSINESS

Consideration of Matters Related to Series 2005 Bond Refunding

A. Presentation of Refunding Results

Mr. Haber stated you have initiated the process of refunding the Series 2005 bonds. At your last board meeting you adopted a resolution and it approved a number of documents including the offering document, a bond purchase agreement and it set parameters under which the bonds could be sold. The 8% that you heard means that as long as the District is able to realize savings at 8% or higher on an annual basis then all of the approvals that you gave were approved. The underwriter was able to achieve a 10% savings, so it was a better result than we were hoping for. I think the interest rate was somewhere in the low 4% range. At this point beyond the supplemental assessment resolution, there is no further board action that is necessary. The adoption of that resolution got us where we needed to be. John will be asked to stay after today's meeting, at which time we will hold a pre-closing. At the pre-closing, John will sign a bunch of documents. He will sign a fourth supplemental trust indenture. That is the document that will control the various funds that were created for the 2015 bonds that will be issued, as well as certain certificates that are provided by the District with certain representations about how the funds will be used. Both Peter and I will be here for the pre-closing to go over all of those documents for John. I think closing is scheduled for tomorrow.

Mr. Oliver stated the Series 2005 rate was 5.30% and the average coupon rate for these bonds will be 4.35%. The assessment per unit was \$654.24 and that is being dropped to \$586.14. It is a savings of \$68.

Mr. Haber stated you may recall, the motion you approved at the last meeting was conditioned upon staff working through an issue with the Developer with respect to what is referred to as deferred cost. We worked through that issue. Essentially, we got a release from the Developer that said they agreed that the intent with respect to the initial deal was that the reserve account was not to be used to pay deferred costs. Those reserve account funds will be used in connection with this refunding, so that issue was resolved and we are moving forward.

B. Consideration of Resolution 2015-05, Supplemental Assessment Resolution Relating to the Series 2015 Refunding Bonds

Mr. Haber stated we are not levying new assessments. Typically when you levy assessments, you hold a public hearing. There is a requirement that you do a published notice in the newspaper and a mailed notice to all landowners. That was not necessary for this transaction because new assessments are not being levied. All we are doing is supplementing the existing assessment lien for the purpose of reducing it. Essentially, we were able to get a savings on our bonds by a virtue of going through this transaction. This resolution has a number of exhibits and it sets forth the history of what the District has already done with respect to the issuance of the initial bonds, the levy of assessments to secure the initial bonds, findings that the refunding of those bonds are in the best interest of the District and acknowledging that the assessment lien will be reduced in accordance with the number of documents. The assessment methodology takes the numbers from the new bonds and applies that across the board to all of the assessments on a prorata basis for all of the landowners to produce the savings that Jim mentioned. The assessment lien will be modified in that way. It includes a number of exhibits that discusses the interest rate. You will note that Jim mentioned a combined interest rate. If you look at exhibit B to the resolution, it shows all of the various interest rates, the various terms of bonds, the sources of uses of the funds, how much are being used to pay off the 2005 bonds, how much are going to go to the reserve account and the debt service requirements. The term of the bonds was not extended, so the term of the bond remains the same and this just shows the principal and interest payments that remain to be paid.

On MOTION by Ms. Geoghegan seconded by Mr. Dodson with all in favor Resolution 2015-05 Supplemental Assessment Resolution Relating to the Series 2015 Refunding Bonds was approved.

Mr. Oliver stated this will impact the FY16 assessments.

SIXTH ORDER OF BUSINESS

Public Hearing to Adopt the Fiscal Year 2016 Budget

A. Consideration of Resolution 2015-06, Relating to Annual Appropriation and Adopting the Budget for Fiscal Year 2016

Mr. Oliver stated a copy of the budget is included in your agenda package. When you approved the proposed budget, there is no increase in assessments. There has been some

movement along line items. You can see those in the second column from the far right on page one of the budget. The adjustments have to do with the assessment roll management, dissemination agent and lowering the fee for the trustee fees. This is based on an agreement that we entered into with Bank of New York earlier this year. It was previously US Bank. The total doesn't change. You will see the line item descriptions. You will see the amortization schedule for the schedule 2005 bonds. We will make whatever changes we need to the adopted budget because of the refunding that you just did a few minutes ago. That will be reflected in the assessment roll that is prepared and delivered to Duval County by the end of the month.

Ms. Evert asked and some of these numbers will change to reflect the new assessment?

Mr. Haber responded you will see in the resolution that was prepared to adopt the budget it presently talks about a debt service fund Series 2005. That is going to need to be updated to say debt service fund Series 2015. I think in connection with that approval, we will have the amount that will then need to be collected, which will then flow through to the assessments. My recommendation would be that when we consider the adoption of this resolution, we adopt it subject to making that change, which will then result in the change that you are asking about.

On MOTION by Ms. Evert seconded by Mr. Dodson with all in favor the Public Hearing to Adopt the Fiscal Year 2016 Budget was opened.

There being no audience comments, the next item followed.

On MOTION by Ms. Evert seconded by Mr. Dodson with all in favor the Public Hearing to Adopt the Fiscal Year 2016 Budget was closed.

Mr. Haber stated you just held your public hearing. It was publicly noticed in accordance with Chapter 190, Florida Statutes. This resolution formally adopts the District's budgets. There are really three budgets that you are looking at. You have your general fund budget. You have your debt service fund for your Series 2015 bonds. Then you have your Series 2012-1, 2012-2, 2012-3, 2012-4 and 2012-5 bonds. Each of those are considered a separate budget, so that is why you see the word budgets instead of budget. You are appropriating the funds, meaning you are saying that we are going to collect all of these assessments from the landowners and as those

funds come in, we are appropriating them to pay the general fund, the 2015 bonds and the 2012 bonds. Once you adopt this resolution, it will be the formal adoption of the budget.

On MOTION by Ms. Evert seconded by Mr. Dodson with all in favor Resolution 2015-06 Relating to Annual Appropriation and Adopting the Budget for Fiscal Year 2016 was approved, subject to updating the 2005 Series Bonds to the 2015 Series Bonds.

B. Consideration of Resolution 2015-07, Imposing Special Assessments and Certifying an Assessment Roll

Mr. Haber stated Resolution 2015-07 is the resolution certifying the assessments for collection. As you may know, there are really two types of assessments that the District levies on any particular landowner. It is the O&M assessments, which pays the general fund and then the debt assessments, which pay the bonds depending upon where you live. The resolution makes findings as it relates to the benefit that the landowners receive as a result of the various functions the District provides. It also describes how the assessments will be collected. There are two methods of collection that the District uses. For platted property, the assessments are collected by the County on the County tax roll. When you get your ad valorem tax bills, you will see a line item for Bartram Park CDD assessments. For undeveloped property, Jim's office sends bills directly to the landowners. They are still required to pay the same assessments but because they pay them in bulk, there is typically a preference on the part of bondholders that if for some reason there is ever a missed payment that the District then has the ability to directly foreclose on those property owners and usually seek a recovery on a faster basis from the bondholders than would otherwise by the County.

On MOTION by Mr. Dodson seconded by Ms. Geoghegan with all in favor Resolution 2015-07 Imposing Special Assessments and Certifying an Assessment Roll was approved.

SEVENTH ORDER OF BUSINESS

Consideration of GMS Proposal to Provide Dissemination Agent Services

Mr. Oliver stated currently the dissemination agent services are provided by a company called DAC, Digital Assurance Corporation. Essentially what they do is they take the information that GMS provides them and they provide it to different outlets; such as EMMA, which are in accordance with the bond covenants. You have a Series 2015 issue and five

different issues for the Series 2012 issue. GMS is compiling all of this data, provides it to DAC and then they are transmitting it. GMS would prefer to have this contract and do it ourselves. It would be at an annual cost of \$3,500 and that would take care of all six of the series.

Ms. Geoghegan asked what do we normally pay the other company?

Mr. Oliver responded it has been \$500 a year but we have been providing them with all of the data. We have adopted a budget with the \$3,500 in there.

On MOTION by Ms. Evert seconded by Mr. Dodson with all in favor the GMS Proposal to Provide Dissemination Agent Services was approved.

EIGHTH ORDER OF BUSINESS Other Business

There being none, the next item followed.

NINTH ORDER OF BUSINESS Staff Reports

A. Attorney

There being none, the next item followed.

B. Engineer

1. Ratification of Requisition No. 166

Mr. Oliver stated included in your agenda package is Requisition No. 166. It is payable to Environmental Services. This is for some mitigation land that is associated with the District. There are some required burn activities to be conducted. Those were done and a copy of their invoice is in your agenda package. This has already been processed and paid.

On MOTION by Ms. Evert seconded by Mr. Dodson with all in favor Requisition No. 166 was ratified.

2. Approval of Requisition No. 167 & 168

Mr. Oliver stated I will hand out copies of Requisition Nos. 167 and 168. Requisition No. 167 is also to Environmental Services. It has to do with permitting activities for conservation easements in areas 11 and 13. These are permits that were required for the District.

On MOTION by Mr. Dodson seconded by Ms. Evert with all in favor Requisition No. 167 was approved.

Mr. Oliver stated Requisition No. 168 is to Winslow Farms. It shows an amount payable of \$213,000. It actually was going to be much less than that because the construction account has approximately \$100,000 in it. You will only be paying that requisition to the maximum amount available. You have an invoice from Carlton Fields and this is for work that they did regarding a tri-party agreement with Florida DOT, as well as Bartram Commons. The requisition was attached to the document that you were emailed. I have also brought a copy of the agreement that is being worked on with DOT. It should be finalized any time. This work benefits the District. It was necessary for the easements and for the work on 9B that is being completed now. We would only reimburse Winslow Farm to the amount that we have funds available.

Ms. Evert stated the requisition actually shows the \$213,000.

Mr. Oliver stated right and that will be adjusted to the amount that we have available.

Ms. Geoghegan asked is there any reason why we weren't billed in 2008, 2009 or 2010?

Mr. Oliver responded I think it is probably because the Developer thought that this agreement would have been completed a long time ago and also, we didn't know what type of construction funds we would have left at this point.

Ms. Geoghegan asked is this coming about because we are refinancing?

Mr. Haber responded in part. When we started the refunding process, we looked at the funds in the accounts and we saw there was \$100,000 remaining in the construction account. The Developer has what is called a completion obligation, which essentially means items that are included in the engineer's report that aren't completed but need to be completed for the project that is the Developer's obligation. Under that obligation, the Developer was doing this work and didn't realize this money was in the account. Had he known the money was in the account then he would have processed these services through the District and the District would have paid them directly. I don't know exactly why it has been a long process. My understanding is that the DOT has been a bear to deal with. As I understand it, it is a complicated transaction that requires a number of easements.

Mr. Dame stated maybe the appropriate motion here is to approve the requisition but limit the expenditures to the amount that is available in the construction fund.

On MOTION by Ms. Evert seconded by Mr. Dodson with all in favor Requisition No. 168 was approved, with payment limited to the amount that is available in the construction account.

C. Manager – Discussion of Meeting Dates for Fiscal Year 2016

Mr. Oliver stated included in your agenda package is a proposed meeting schedule for fiscal year 2016. They are proposed as quarterly meetings. The meetings would be on November 18th, February 24th, May 25th and August 24th at this location.

On MOTION by Ms. Geoghegan seconded by Mr. Dodson with all in favor the Annual Meeting Schedule for Fiscal Year 2016 was approved.

TENTH ORDER OF BUSINESS

Audience Comments / Supervisors’ Requests

There being none, the next item followed.

ELEVENTH ORDER OF BUSINESS

Financial Reports:

A. Balance Sheet and Statement of Revenues & Expenditures for the Period Ending June 30, 2015

Mr. Oliver stated included in your agenda package is a copy of the balance sheet and income statement as of June 30, 2015.

B. Treasury Report

Mr. Oliver stated included in your agenda package is a treasury report.

C. Assessment Receipts Schedule

Mr. Oliver stated included in your agenda package is the assessment receipt schedule.

D. Approval of Check Register

Mr. Oliver stated included in your agenda package is the check register.

On MOTION by Ms. Evert seconded by Mr. Dodson with all in favor the Check Register was approved.

TWELFTH ORDER OF BUSINESS

**Next Scheduled Meeting – November 18,
2015 at 11:00 a.m. at ETM**

Mr. Oliver stated the next regularly scheduled meeting is November 18, 2015 at 11:00 a.m. at this location.

THIRTEENTH ORDER OF BUSINESS

Adjournment

On MOTION by Ms. Evert seconded by Ms. Geoghegan with all in favor the Meeting was adjourned.



Secretary/~~Assistant Secretary~~



~~Chairman/Vice Chairman~~