

**MINUTES OF MEETING**

*Aqua One Community Development District  
Board of Supervisors Meeting  
Tuesday, August 28, 2018 at 11:00 a.m.  
1651 Whitfield Avenue, Suite 200,  
Sarasota, FL 34243*

Present and constituting a quorum:

Pete Logan	Chairman
Connor Chambers	Vice Chairman
Charlie Tokarz	Assistant Secretary
Margo Holeman	Assistant Secretary

Also present were:

Vivian Carvalho	District Manager- Fishkind & Associates
Jennifer Glasgow	Fishkind & Associates
Venessa Ripoll	Fishkind & Associates
Andy Cohen	District Counsel- Persson & Cohen
Geoffrey Johnson	Medallion Homes
Donna Sherman	Medallion Homes
Cynthia Wilhelm	Bond Counsel- Nabors Giblin
Jim Audette	US Bank
Michael Baldwin	Citigroup (Joined meeting in progress)

**FIRST ORDER OF BUSINESS**

**Call to Order**

The meeting was called to order at 11:01 a.m. and Ms. Carvalho proceeded with roll call. Board Members Pete Logan, Connor Chambers, Charlie Tokarz, and Margo Holeman were present, constituting a quorum.

**SECOND ORDER OF BUSINESS**

**Organizational Matters**

**Public Comment Period**

There are no public members of the public present at this time.

**Appointing a Supervisor for Seat 5  
& Administering Oath of Office**

There was no appointment for Seat 5 at this time. Ms. Carvalho requested a motion to table this item.

On MOTION by Mr. Logan, seconded by Mr. Tokarz, with all in favor, the Board Tabled the Appointment for Seat 5 & Administering Oath of Office.

**Consideration of Resolution 2018-08, Election of Officers- Tabled**

**Consideration of Resolution 2018-05, Assessments Bring Down Resolution**

Mr. Cohen explained that this resolution is the conclusion of the assessment process related to the issuance of the Series 2018 Bonds. He noted that this resolution approves, adopts, and confirms the Engineer's Report which is attached as Exhibit A to the resolution. It adopts the Final Master Assessment Methodology Report which is attached to the resolution as Exhibit B and that allocates the assessments for the Bonds that the District is issuing. The District is issuing \$20,080,000.00 for the Series 2018 Bonds. The resolution goes on to confirm the maximum assessment lien as well as adopting Exhibit C which is the final numbers and terms in regards to the specifics relating to the Bonds. Mr. Cohen noted that there is also provision for the District staff to take the necessary steps to memorialize the assessments including keeping the Improvement Lien Book, filing the appropriate notices, as well as confirmation of True-Up provisions that have been executed with regards to this particular transaction. He noted that there are two true-up agreements for this transaction, one is the plat True-Up Agreement which makes sure that as land is sold that there are not too much bonds left on the land at the end. There is also an extraordinary True-Up Agreement which is a concept created by the finance team regarding this particular transaction. He noted, that has to do with a discussion the Board had in the past with pending litigation and the desire to account for the fact that there is the potential that the development may not be able to build the contemplated number of units that they wish and if the District reaches the point that they can't, then the District will have and Extraordinary True-Up where the money that the District has in a Restricted Construction Account would be applied to reduce the outstanding amounts and bring those assessments back down if the Developer was forced to proceed forward with a lesser unit plan. He stated that Exhibit D is attached to the Resolution with the two True-Up Agreements.

Mr. Logan stated that there was a late modification to the Plat True-Up Agreement relative to whether the True-Up would consider acreage or unit count and the acreage wording was removed. He asked Mr. Cohen to confirm that this is the correct version. Mr. Cohen stated that from the bottom of page 4 to the top of page 5 used to outline an A for Units and a B for acreage but he removed the A's and B's and went with just the units and as he went through the end of this deal there was a change in the percentages and it used to start at 25% and now has started at 50% of residential units. There were no other questions. Ms. Carvalho requested a motion to approve Resolution 2018-05, as presented.

On MOTION by Mr. Logan, seconded by Mr. Chambers, with all in favor, the Board approved Resolution 2018-05 Assessments Bring Down Resolution.

**Consideration of Resolution 2018-07, Chairman Execution of Bond Purchase Contract**

Mr. Cohen explained that this resolution was prepared by Bond Counsel with regards to the Purchase Contract related to the Bonds. At the time that the Board entered the Delegation Resolution they said to go forward and issue bonds not to exceed amount of \$20,000,000.00 and as the transaction developed it became apparent that in order to accomplish what the District needed the par would need to be changed to \$20,080,000.00. He noted that the Chairman executed the Bond Purchase Agreement with regards to the Bonds but that par amount is a little higher than originally contemplated in the Delegation Resolution so this particular resolution is just ratifying that slightly increased amount. There were no questions or comments from the Board. Ms. Carvalho requested a motion to approve Resolution 2018-07, as presented.

On MOTION by Mr. Logan, seconded by Mr. Chambers, with all in favor, the Board approved Resolution 2018-07, Chairman Execution of Bond Purchase Contract, as presented.

**Consideration of Acquisition Agreement between Aqua One CDD, Cargot Partners VIII- Long**

**Bar Pointe, LLP, and Aqua One Developer, Inc.**

Mr. Cohen explained that the Board previously approved a form of this agreement as well as when they approved the Delegation Resolution the Board gave authority for District Officers to execute whatever documents were necessary with regards to the Bond transaction, but he has had some recent discussions with regards to that extraordinary True-Up amount and so he wanted to bring this acquisition agreement back before the Board. He noted that this calls for the means by which the District may acquire infrastructure that the Developer has already constructed for the District as well as pay back for advancement of funds that the Developer and its related entities may have advanced for the District. This is all related to only public infrastructure and what would comprise the CDD portion of the project within the Engineer's Report. He explained that the District is only acquiring public infrastructure and spending CDD Bond funds for the public parts of the project. A form of this agreement has already been before the Board and approved but he wanted to bring back the final form of that agreement. The Board reviewed the agreement.

On MOTION by Mr. Logan, seconded by Mr. Tokarz, with all in favor, the Board approved the Acquisition Agreement between Aqua One CDD, Cargot Partners VIII- Long Bar Pointe, LLP, and Aqua One Developer, Inc.

**Approval of the Acquisition and Construction Requisition No. 1**

Ms. Wilhelm explained that this is a requisition for all of the costs that have been accrued by the Developer so far that are to be paid by the District. The District is repaying the Developer the advances that the Developer has provided. She stated that in this case the District is putting \$5,575,000.00 into a restricted Acquisition and Construction account. She noted this is the extraordinary True-Up amount and that the requisition shows that the Developer has spent \$5,575,000.00 and the requisition is going to the Trustee, the Trustee is going to take the money that is being deposited into the regular Acquisition and Construction account and transferring it to the restricted account. When the extraordinary True-Up occurs or does not occur then that money either goes towards pay down on the bonds or it gets paid to the Developer.

Mr. Cohen stated that this has been certified by the District Engineer. Ms. Wilhelm also confirmed. Ms. Carvalho requested a motion to approve Acquisition and Construction

Requisition No. 1 as presented. Mr. Logan asked if there was a copy of the cover page to ensure that the Board has the right amount of the Requisition No. 1.

On MOTION by Mr. Logan, seconded by Mr. Chambers, with all in favor, the Board approved Acquisition and Construction Requisition No. 1 as presented in the amount of \$5,588,560.46.

**Consideration of Resolution 2018-09, Designating a Registered Agent**

Ms. Carvalho stated that that this is a clean up item. She noted that before she started representing the District Ms. Burns was the previous District Manager and this is to update Ms. Carvalho as the Registered Agent for this District.

On MOTION by Mr. Chambers, seconded by Mr. Tokarz, with all in favor, the Board approved Resolution 2018-09, Designating a Registered Agent.

Mr. Cohen stated that as part of the bond transaction the District has some documents that require a seal which is usually a formal stamp that the District has but this particular District does not have one yet so the Board agrees that the District will adopt a motion to utilize a temporary seal until the formal seal arrives. Mr. Cohen requested that the Board adopt the document provided as the Temporary Seal until the arrival of the formal seal.

On MOTION by Mr. Chambers, seconded by Mr. Tokarz, with all in favor, the Board approved the Temporary Seal presented by Mr. Cohen.

**Consideration of the Minutes for the June 26, 2018 Board of Supervisors' Meeting**

The Board reviewed the minutes for the June 26, 2018 Board of Supervisors Meeting.

On MOTION by Mr. Chambers, seconded by Mr. Tokarz, with all in favor, the Board approved minutes for the June 26, 2018 Board of Supervisors Meeting.

**Public Hearing on the Adoption of  
the District's Annual Budget**

- a) Public Comments and  
Testimony**
- b) Board Comments**

Ms. Carvalho requested a motion to open the public hearing.

On MOTION by Mr. Logan, seconded by Mr. Chambers, with all in favor, the Board opened the Public Hearing.

Ms. Carvalho explained that this District will be under a Developer Funding Agreement for the fiscal year which starts October 1, 2018 through September 30, 2019. She noted that this is the same budget that the Board reviewed and preliminarily budget meeting and it was approved in proposed form. She asked if there were any questions regarding the budget in which there were none. Mr. Cohen reviewed the resolution for the Board.

Mr. Cohen stated that this resolution approves the budget that has been presented to the Board. He directed the Board's attention to Section 4 that indicates that by approving the resolution the Board is also approving the Funding Agreement. He explained that the District's budget will be funded by the Developer and eventually as homes are sold the District will transition away from that approach but it is the plan for the upcoming fiscal year.

Ms. Carvalho requested a motion to close the public hearing.

On MOTION by Mr. Logan, seconded by Mr. Chambers, with all in favor, the Board closed the Public Hearing.

**c) Consideration of Resolution 2018-10, Adopting the Fiscal Year 2019 Budget and Appropriating Funds and Approving a Budget Funding Agreement**

On MOTION by Mr. Logan, seconded by Mr. Tokarz, with all in favor, the Board approved Resolution 2018-10, Adopting the Fiscal Year 2019 Budget and Appropriating Funds and Approving a Budget Funding Agreement.

**Ratification of Funding Request Nos. 30 - 32**

These have already been approved by the Chair and need ratified by the Board. Mr. Logan asked for the funding request cover sheets that are signed to be included in the future agenda.

On MOTION by Mr. Logan, seconded by Mr. Tokarz, with all in favor, the Board ratified Funding Request Nos. 30 - 32.

**Review of District Financial Statements**

There is no action required at this time.

**SECOND ORDER OF BUSINESS**

**Other Business**

**Staff Reports**

**Attorney** – No Report

**Engineer** – Not Present

**Manager** – Ms. Carvalho indicated that the Board needs to set the Fiscal Year 2019 Meeting Schedule. The Board currently meets on the 4<sup>th</sup> Tuesday of each month at this location at 11:00AM.

On MOTION by Mr. Logan, seconded by Mr. Chambers, with all in favor, the Board approved keeping the Fiscal Year 2019 Meeting Schedule on the 4<sup>th</sup> Tuesday of Each month at 11:00 a.m. at this location.

**THIRD ORDER OF BUSINESS**

**Audience Comments and Supervisors Requests**

There were no Supervisor requests or audience comments.

**FOURTH ORDER OF BUSINESS**

**Continuance**

There was no further business to discuss. Ms. Carvalho requested a motion to adjourn.

On MOTION by Ms. Holeman, seconded by Mr. Tokarz, with all in favor, the August 28, 2018 Board Meeting of the Aqua One CDD was adjourned.

  
Secretary/Assistant Secretary

  
Chairperson/Vice Chairperson