

MINUTES OF MEETING
WESTSIDE COMMUNITY DEVELOPMENT DISTRICT

The regular meeting of the Board of Supervisors of the Westside Community Development District was held Wednesday August 2, 2017 at 11:07 a.m. at the offices of Hanson Walter & Associates, 8 Broadway Avenue, Suite 104, Kissimmee, Florida.

Present and constituting a quorum were:

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| Drew Abel | Chairman |
| Steven Kalberer | Assistant Secretary |
| Scott Stewart | Assistant Secretary |

Also present were:

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| George Flint | District Manager |
| Andrew d'Adesky | Latham Shuker |
| Santiago Machado | District Engineer |
| Brian Smith | Field Manager |
| Darrin Mossing, Jr. | GMS |
| Bennett Ruedas | Mattamy Homes |
| Nate Eckloff | RBC Capital Markets |

FIRST ORDER OF BUSINESS

Roll Call

Mr. Flint called the meeting to order.

SECOND ORDER OF BUSINESS

Public Comment Period

There being none, the next item followed.

THIRD ORDER OF BUSINESS

Approval of the Minutes of the July 11, 2017 Meeting

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| On MOTION by Mr. Abel seconded by Mr. Kalberer with all in favor the minutes of the July 11, 2017 meeting were approved as presented. |
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FOURTH ORDER OF BUSINESS

Acceptance of Audit Committee Recommendation and Selection of #1 Ranked

Firm to Provide Auditing Services for Fiscal Year 2017

Mr. Flint stated next is acceptance of the Audit Committee recommendation. They ranked Berger, Toombs, Elam, Gaines & Frank no. 1, Grau & Associates no. 2 and Carr, Riggs & Ingram no. 3.

On MOTION by Mr. Stewart seconded by Mr. Abel with all in favor the recommendation of the Audit Committee of Berger, Toombs, Elam, Gaines & Frank as no. 1, Grau & Associates no. 2 and Carr, Riggs & Ingram no. 3 was accepted.

FIFTH ORDER OF BUSINESS

Public Hearing

A. Consideration of Resolution 2017-07 Adopting the Fiscal Year 2018 Budget and Relating to the Annual Appropriations

Mr. Flint stated next is a public hearing to consider the Fiscal Year 2018 budget and a public hearing to impose special assessments associated with that budget. In your agenda packet is Resolution 2017-07 and attached to that is the budget that is substantially the same as you previously approved. You approved a proposed budget in May and set today as the date, place and time of the public hearing. There were some other noticing requirements that we have complied with that are indicated in the resolution. The budget contemplates that the per unit assessments would remain the same so we are projecting the same revenue in 2018 from assessments as we do in the current year. We haven't taken into account any operational expenses associated with the Solara Project as far as any median landscape cost share or pond maintenance that may come on but we do have \$30,000 in a miscellaneous contingency line and we think we can cover any expenses that come on line through that contingency. We also have budgeted \$148,000 transfer out to capital reserve fund we split the capital reserve out of the general fund we contributed \$148,000 this year and we are budgeting another \$148,000 next year. That will allow us to do any repaving projects or similar items that need to be done. There are also funds that are anticipated that would be expended this year under maintenance regarding the conveyance of the balance of the Toho utilities and you will see \$60,000 in the current year for that.

Mr. Abel asked what work is that?

Mr. Machado responded that is the connection to the reuse main connecting the irrigation service from potable water over to reuse and that is the portion of Westside Boulevard between Funie Steed and Goodman Road.

Mr. Flint stated it is a public hearing and we will note for the record there are no members of the public here to provide comment so we will bring it back to the Board for consideration of the resolution.

On MOTION by Mr. Abel seconded by Mr. Stewart with all in favor Resolution 2017-07 was approved

B. Consideration of Resolution 2017-08 Imposing Special Assessments and Certifying and Assessment Roll

Mr. Flint stated the next resolution imposes the operating and maintenance assessments that are associated with the budget you just adopted. There are two exhibits attached, one is the budget and the other is the assessment roll.

There aren't any members of the public here to provide comment so we will bring it to the Board for consideration.

On MOTION by Mr. Abel seconded by Mr. Kalberer with all in favor Resolution 2017-08 was approved

Mr. Flint stated we will close the public hearings.

SIXTH ORDER OF BUSINESS

Consideration of Resolution 2017-09 Approving the Interlocal Agreement with Osceola County and Cost Sharing Interlocal with Windsor at Westside CDD

Mr. d'Adesky stated this is an item that had previously come before the Board almost two years ago and due to certain issues with the county involving Westside Boulevard that we had to resolve first it wasn't handled then but now that all those issues have been resolved it is back before the Board. This is for the enhanced improvements keeping it above the County's standard maintenance along the southern portion of Westside Boulevard. The interlocal agreement will be with Windsor at Westside CDD, which shares an adjacent boundary with the Westside CDD as to that southern portion. Originally the agreement was going to be one agreement that was going

to deal with cost sharing and an interlocal agreement with the County all wrapped into one but this breaks it out so that we have one agreement between Windsor at Westside, Westside and the County dealing with maintenance responsibilities, indemnification, removal that sort of thing and a separate agreement unilaterally with Windsor at Westside dealing with the cost sharing how it is broken out. It starts at 50/50 then goes to 30/70 and those are the numbers we have right now and those are subject to review and approval. Both the forms of the agreements have been circulated between Hopping Green & Sams, Counsel for Windsor at Westside, and ourselves and we have had a chance to look at them and I sent those copies over as recently as three days ago to them and we are waiting to see if they have any final comments. We do imagine these forms are substantially final and there will only be minor updates to these forms of agreements. Once again the County will also have to approve this but they have previously looked at this two years ago and had a round of comments so we don't anticipate the County changing very much. Once again the delegation would be to the Chair or Vice Chair to do the final review and execute them once they are fully complete.

Mr. Abel asked is this reflected in the 2018 budget?

Mr. Flint responded no but we have \$30,000 in contingency that we have set aside and the annual cost of that section of Westside Boulevard south of Goodman is in the range of \$12,000 a year so if you are splitting that 50/50 you are talking about \$6,000.

Mr. Abel asked how was the 70/30 arrived at?

Mr. d'Adesky responded based on platted units.

Mr. Flint stated that was done by Jan and Tucker. It is in substantial form because you and Windsor at Westside need to review those numbers. Counsels for both Districts got together and developed a method for how they thought the costs ought to be shared and they could be amended.

Mr. d'Adesky stated I think that is really the final item just making sure we have that exact split, the 30/70 split, we make sure that number is accurate.

Mr. Flint stated I think a follow-up to this is that Counsel for both and probably a representative from both Districts, maybe the Chair of each CDD because they are involved in each one of the projects would be a good idea to talk through that allocation.

Mr. d'Adesky stated the Chair is delegated that authority per the resolution.

Mr. Flint stated the Windsor Chair was delegated as well. This doesn't lock you into those numbers it is just approving it in substantial form so that we can get it executed once the final agreement is reached.

On MOTION by Mr. Abel seconded by Mr. Stewart with all in favor Resolution 2017-09 was approved pending final determination on the cost share numbers.

SEVENTH ORDER OF BUSINESS

Discussion of Bond Issuance

Mr. d'Adesky stated Santiago did a good job getting out the first shell of the Engineer's report the other day. We started reviewing it today and Jan is working on that while I'm here at the meeting so we will definitely have comments on that and get that done. In order to meet our ambitious October timeline because once again we have advertising deadlines, we have to adopt resolutions, these take a certain period of time and George has to develop the methodology once the Engineer's report is finalized. We suggest continuing this meeting for perhaps two weeks if there is a time we can get a quorum so we can keep our deadlines and not have to wait for the next meeting in order to adopt the methodology and assessment resolutions.

Mr. Abel asked do we need to meet again in two weeks or is it a month? Our first third party closing to a consumer is probably after the New Year probably January. Does that leave enough time?

Mr. d'Adesky stated that gives us an easier timeline because we were working on a November date.

Mr. Abel stated I don't want to lose any urgency but I don't want to have false urgency if we were all done in September and drumming our fingers until January or February.

Mr. Kalberer asked if we do have closings prior to this bond issuance what happens?

Mr. Flint stated you can have disclosures.

Mr. d'Adesky stated yes but we have to make sure that if we have closings that they sign certain disclosures and consent declarations that are pretty standard.

Mr. Abel stated the only closings at this point that could happen would be our models, which will probably be investor friendly to Mattamy. We have already disclosed a swag on our total dues without knowing the detail and particular of the bonds.

Mr. Flint stated just make sure your sales people know because there is going to be more than just disclosing the dollar amount there is going to be some consents that we will want them to sign.

Mr. Abel asked if we go at a regular pace of monthly meetings, is it two, three, four cycles to get these bonds issued?

Mr. d'Adesky stated if we went to the next meeting that is fine it would just push it back later into October.

Mr. Abel asked we could be done with the process in October?

Mr. d'Adesky responded yes.

Mr. Flint stated we would have to push the October meeting probably a little bit because you have a 30 day requirement so if you initiate the assessment process in September and set the public hearing there is a 30 day notice, which means you are going to be a couple days shy of being able to do that in October.

Mr. d'Adesky stated we can notice a special meeting for that too.

Mr. Flint stated you can do that or just set the public hearing for November and we will have to figure that out. If there is no urgency we don't have to meet in two weeks from now and we will meet in September. We have it scheduled for September 6th but if you want to meet on a different day we can advertise that.

Mr. Abel stated I prefer the 6th.

Mr. Flint stated we will advertise the September meeting for the 6th and at that meeting we will be prepared to initiate the assessment process and approve the Engineer's report and methodology. At that point in the resolution you adopt for the assessments you will be setting the public hearing in October and we can nail down if the 25th works in October.

EIGHTH ORDER OF BUSINESS

Staff Reports

A. Attorney

Mr. d'Adesky stated we will follow-up with Tucker on the interlocal agreement and also work on any bond issues.

B. Engineer

Mr. Machado stated yesterday I met with the contractor doing the work that is currently out there making the connections for the reuse coming from Tuscany, Calabria and another connection point that is next to the lift station. He has completed two connections, one of the connections he has encountered that the gate valve he was supposed to connect to was about six feet deep, which is much deeper than what they usually encounter. He is going to have to do some additional dewatering and there will be some additional work involved with making that connection. That is the southern connection for Tuscany. He has also been working with TWA and TWA was out there inspecting and TWA mentioned there was another connection that needs to be done that we weren't aware of, which is at Florence Villa Grove Road and Westside Boulevard by Golden Cay. He is going to provide a price for that and additional dewatering.

C. Manager

i. Approval of Check Register

On MOTION by Mr. Abel seconded by Mr. Stewart with all in favor the check register was approved.

ii. Balance Sheet and Income Statement

A copy of the balance sheet and income statement were included in the agenda package.

iii. Discussion of Direct Bill Status

A copy of the direct bill status was included in the agenda package.

iv. Approval of Fiscal Year 2018 Meeting Schedule

Mr. Flint stated you have the meeting schedule for next fiscal year that contemplates the first Wednesday of each month at 11:00 a.m. in this location. The exception would be in July and due to the holiday it will be July 11th the following Wednesday. We know in October we may be meeting later in the month for the public hearing but I prefer to leave it this way for the regular meetings and then when you adopt the resolution in September you can set the public hearing and we will have to run a separate notice for the public hearing anyway. We can always cancel the October 4th meeting.

On MOTION by Mr. Abel seconded by Mr. Stewart with all in favor the notice of meetings for Fiscal Year 2018 reflecting meetings held on the first Wednesday of the month at 11:00 a.m. in the same location was approved.

NINTH ORDER OF BUSINESS

Supervisor's Requests

There being none, the next item followed.

On MOTION by Mr. Abel seconded by Mr. Stewart with all in favor the meeting adjourned at 11:35 a.m.


Secretary/Assistant Secretary


Chairman/Vice Chairman