

MINUTES OF MEETING
WESTSIDE
COMMUNITY DEVELOPMENT DISTRICT

The regular meeting of the Board of Supervisors of the Westside Community Development District was held Wednesday, September 11, 2019 at 11:00 a.m. at the offices of Hanson Walter & Associates, 8 Broadway Avenue, Suite 104, Kissimmee, Florida.

Present and constituting a quorum were:

Bennett Ruedas	Chairman
Scott Stewart	Assistant Secretary
Steven Rivera	Assistant Secretary

Also present were:

Jason Showe	District Manager
Andrew d'Adesky	District Counsel
Mark Vincutonis	District Engineer
William Viasalyers	Field Manager
Justin Rowan	MBS Capital Markets
Mike Williams	Bond Counsel by phone

FIRST ORDER OF BUSINESS

Roll Call

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

SECOND ORDER OF BUSINESS

Public Comment Period

There being none, the next item followed.

THIRD ORDER OF BUSINESS

Organizational Matters

- A. Appointment of Individuals to Fill Seats 3 & 5**
- B. Administration of Oaths of Office to Newly Appointed Board members**
- C. Consideration of Resolution 2019-28 Electing Officers**

This item continued.

FOURTH ORDER OF BUSINESS

Approval of the Minutes of the August 13, 2019 Meeting

Mr. Stewart moved to approve the minutes and Mr. Rivera seconded the motion.

Mr. Ruedas stated I have asked this before, but I would like to get the minutes much sooner than we do so that items can be followed up by staff or Board members and by the time we get the minutes we are looking at the next meeting.

Mr. Showe stated we will make every effort to get them out as quick as we can. In other districts we have sent them out in “word” so if you want to make changes you can redline them and send them back.

On voice vote with all in favor the motion passed.

Mr. Williams joined the meeting by telephone at this time.

FIFTH ORDER OF BUSINESS

Consideration of Resolution 2019-27 Bond Delegation Resolution, Series 2005 and Series 2007 Refunding

Mr. Showe stated the next item is consideration of Resolution 2019-27 the bond delegation resolution.

Mr. Williams stated we have a refunding bond issue closing at the end of this month to refund the 2005-1 and 2007-1 Bonds. The resolution before you, 2019-27 approves the form of sixth supplemental trust indenture, which is the contract between the District and the bondholders to which the trustee is a party. The blanks in that document will be filled in once the bonds are priced by MBS. It approves the form of the bond purchase contract, which is the document between the District and MBS that the chairman or vice chairman will be asked to execute once the bonds are priced and the parameters that MBS must meet are set forth in section 5 on page 3 of the resolution. It approves the form of the preliminary limited offering memorandum that MBS will use to market the bonds. It approves the form of the continuing disclosure agreement, which requires the District to provide ongoing disclosure to the municipal marketplace, their annual financial statements and other information. It approves the escrow deposit agreement. We can't retire the 2005-1 and 2007-1 bonds until November 1 so we will be closing roughly 30 days before that date so we have an escrow deposit agreement, which U.S. Bank will hold the funds to pay off those bonds on November 1 for that approximate 30-day

period. It authorizes the folks in the room and our law firm to take all action necessary to close the bond issue.

Mr. d'Adesky stated for the record I think there was a mix up in the agenda package. The one that was most recently circulated I think they switched the delegation resolution for Windsor and the delegation resolution for this. Substantially the form is the same, however, to be clear what we are approving right now is the refunding bonds not the Windsor Parcel K Bonds.

Mr. Williams stated if folks need me to send Resolution 2019-27 I can. I will send it to you right now.

Mr. d'Adesky stated I will have Justin go through the terms. Can you go over the amounts?

Mr. Williams stated the parameters in section 5, which again the Chairman or Vice Chairman are authorized to sign the bond purchase contract once Justin's firm has priced the bonds provide that the principal amount of the 2019 refunding bonds does not exceed the principal amount of the refunded bonds, the interest rate of the 2019 bonds will not exceed the maximum rate allowed by Florida Law, the underwriter's discount will not exceed 1 ½% of the principal amount of the 2019 bonds. The 2019 bonds shall be subject to optional redemption no later than May 1, 2029 at a redemption price of 100% of the principal amount to be redeemed plus accrued interest to the redemption date and the final maturity date of the 2019 bonds shall be no later than May 1, 2038, which is the current bond maturity of the 2007-1 bonds.

Mr. Rowan stated with the approval of this resolution that gives us the authority to go out and start marketing the bonds. We anticipate a week to market the bonds to potential investors and next Thursday is our targeted pricing date and that is when we would have the interest rates and principal amount of the new refunding bonds. We would circulate numbers at that time and then after that is complete we allow another week or so to get staff to complete all the closing documents to incorporate the final pricing and terms.

Mr. Stewart stated it seems backwards to me that you are approving something and we are waiting to hear what the numbers are.

Mr. Rowan stated what you are approving is not to exceed parameters. This gives us the flexibility to go out into the market and price the bonds as long as they are under a specific par amount, as long as they don't exceed the existing maturity, as long as they don't exceed a certain interest rate.

Mr. Stewart stated I understand that but do we have any clue as to what they are?

Mr. Rowan stated I think I provided our best case estimate for pricing terms at the last meeting or the meeting before. I can try to pull that up.

Mr. Williams stated the only changes in the version I just emailed is the resolution number has been filled in and the effective date.

Mr. Showe stated the mix-up was that the version in the agenda package was correct but the one sent last night by email was the Parcel K one.

Mr. Rowan stated the existing interest rates on the 2005-1 bonds is 5.65% and on the 2007-1 bonds is 7.2% and we are currently hoping to price at 3.74% and 4%.

Mr. Williams asked have we a proposed preclosing date?

Mr. Rowan stated we are setting a closing date of the 30th, which is that Monday. Do we want to continue this meeting to do a bringdown resolution in two weeks right before the preclosing?

Mr. d'Adesky stated we can do that at the meeting immediately following, which is set for October 2nd. I think we will be fine.

Mr. Rowan asked can we continue to the 26th? We don't have to, but I always like to continue in case something comes up and we can always cancel it.

Mr. d'Adesky stated that is fine.

It was the consensus of the Board to continue the meeting to September 25, 2019 at 11:00 a.m. and it can be canceled if there is no need to meet; pre-close at the GMS office downtown and will just need the chairman to sign documents.

On MOTION by Mr. Stewart seconded by Mr. Ruedas with all in favor Resolution 2019-27 was approved.

SIXTH ORDER OF BUSINESS

**Ratification of Series 2018 Requisition no. 2
and Series 2019 Requisitions 2 & 3**

Mr. Ruedas asked what was the 2018 bonds for and what do we have left?

Mr. Showe stated that is the Solara project and the balance should be on the financials.

Mr. Ruedas stated for the 2019 requisitions that was mostly for soft costs.

Mr. d'Adesky stated yes. You have \$2,634 in your 2018 construction fund, \$456.828 in the 2019 construction fund. The requisition pretty much draws it down. Mark, would you be able to certify that project as complete relatively soon?

Mr. Vincutonis stated yes.

Mr. d'Adesky stated after we have drawn the construction fund down to zero and we received all the improvements, everything has been conveyed to the District we have to certify it as complete; it is an official process. That is good because it gets them off the hook for their obligations and certifies that we have received everything. That will probably come up at the next meeting or two.

Mr. Ruedas asked complete in terms of what infrastructure.

Mr. d'Adesky stated the infrastructure associated with that project or issuance that is going to Westside CDD. If we have received all the stormwater ponds and landscaping tracts then we are complete.

Mr. Ruedas stated I believe property has been conveyed, we need to ensure that permits have been conveyed as well. Ongoing O&M related to the maintenance of the wetland and stuff like that needs to come over to the Westside CDD.

Mr. d'Adesky stated if it is just permits that is fine if we have received the infrastructure and the infrastructure itself is complete and the fund is drawn down, we can certify it complete. The permits I'm fine if we are holding up on that.

Mr. Ruedas stated related to the 2019 requisition, Mark can you get with Robbie because I believe requisitions 2 and 3 for the 2019 are related to soft costs, there are still hard costs that need to be captured.

Mr. Showe stated there is \$456,000 for 2019.

Mr. Stewart asked what is the amount payable for?

Mr. Showe stated it is the coordination of the construction accounting that we have to do to keep the fund in compliance. Typically, we charge \$3,500 a year for that as part of our agreement but because those funds aren't available in the 2018, we have just taken what is left.

Mr. Stewart stated you have a lot more money to spend you probably have infrastructure.

Mr. Ruedas stated yes, infrastructure is nearly all the way in, in terms of the civil side of things. What is not yet in are walls, landscaping and all that, which may be what is remaining here. Mattamy won't get the certificate of completion until those hardscape and landscape

elements are completed, but we are running up against our own deadlines for their closings. While we don't have a certificate of completion I believe there may still be some money to be had there.

Mr. Stewart stated 2019 requisitions 2 and 3 are coming out of this \$456,000.

Mr. Showe stated yes.

On MOTION by Mr. Stewart seconded by Mr. Ruedas with all in favor requisition no. 2 from the series 2018 bonds and requisitions 2 and 3 from the series 2019 bonds were ratified.

SEVENTH ORDER OF BUSINESS

Staff Reports

A. Attorney

Mr. d'Adesky stated the project I will work on certifying that complete and we will bring that back to the next meeting or the meeting after. We have two issues going on now; we discussed the refunding for the Parcel K tract, we are looking at the public hearing in October and going through delegation resolution at that meeting. They will probably have a draw pretty quickly. I'm still waiting on some documents from them. They need to update their engineer's report and hopefully, they will do that.

Bennet, one of the duties of the chairman is that you have to sign off on all our offering documents. I sent on to you this morning for funding, which you have to review. I have reviewed it for legal sufficiency but you are the delegated person so you have to sign off. Even an email saying I'm signed off is good enough.

Mr. Rowan stated we have a certificate for him to sign too.

Mr. d'Adesky stated as part of our due diligence we have him sign off on it before we give our official sign-off. The sections we are looking at are the ones labeled, the District, and relating to the District, not the whole thing.

Mr. Showe stated typically by the time it gets to you it has been reviewed by a hundred eyes.

B. Engineer

There being none, the next item followed.

C. Manager

i. Approval of Check Register

Mr. Showe presented the check register from July 31, 2019 through August 27, 2019 in the amount of \$21,680.53.

On MOTION by Mr. Stewart seconded by Mr. Ruedas 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.

EIGHTH ORDER OF BUSINESS

Supervisor's Requests

Mr. Ruedas stated a quick report related to Westside Boulevard reuse pressure issues. Mattamy has been meeting with the new executive director at Toho as recently as the end of last month. They are still working on trying to resolve issues, they have to go through their own Board and their Board meets tonight to move forward with a consultant on studying their system. They need to assess the situation before they can figure out the solution. We believe there is a capital program that is two to three years out, however, the need for pressure is immediate.

We had talked in several meetings about Westside Boulevard lighting with Duke Energy. Do we have a status of what is going on with that?

Mr. Viasalyers stated the last I remember we were trying to sign off on Pulte doing a cost share agreement. I will follow-up with George about that.

Mr. Ruedas stated Mattamy is working with Duke trying to get the east side of Westside Boulevard in front of the Solara property lit; the west side is already lit. The nuance there is that the west side was put in a year or so ago, HPS, not LED. They are coming with a proposal for LED, which is correct but what do you do with the west side of Westside Boulevard at this point? Do you know what type of lighting is on the balance of Westside Boulevard?

Mr. Viasalyers stated it is all HPS.

Mr. Ruedas stated then we may continue to push for HPS for Mattamy in front of Phase 2. I just wanted to re-understand what our conversation was with Duke about the gap lighting we were trying to get done with them whether it was HPS or LED.

Mr. Viasalyers stated it is all HPS. LED would not match the rest of the Boulevard.

Mr. Ruedas stated I thought we had a discussion about cost sharing the landscaping with somebody in medians.

Mr. Viasalyers stated that was the median between North Goodman and Monaco and Sandmine. The issue is the pressure; we are afraid to do any replacement without adequate water and have all that turf burn up. Once we go into the cooler season we can revisit that and get it done.

Mr. Ruedas stated Mattamy is working with Yellowstone out there and we are having pressure leaks done continuously throughout to see what is going on, on our end and what we can see as pressure drops so we can talk a little more analytically.

Mr. Viasalyers asked is a jockey pump an option they brought up?

Mr. Ruedas stated at this point all options are on the table. Solara has an agreement with Toho that Solara would have reuse. Where is it? Mattamy is reluctant to change out or replace dead landscaping because the reuse solution isn't there yet. It sounds like that landscaping issue is open pending resolution of the pressure issue. Are there any other open tasks that are out there like that, that we are trying to cost share or do anything with?

Mr. Viasalyers stated just that one.

Mr. Ruedas stated as mentioned earlier I would like to get the minutes sooner.

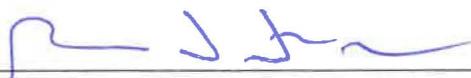
Mr. Showe stated we will figure out something.

NINTH ORDER OF BUSINESS

Other Business

There being none,

On MOTION by Mr. Stewart seconded by Mr. Ruedas with all in favor the meeting was continued to September 25, 2019 at 11:00 a.m. at the offices of Hanson, Walter & Associates.


Secretary/Assistant Secretary


Chairman/Vice Chairman
THOMAS FRANKLIN