

MINUTES OF MEETING

*Aqua One Community Development District
Board of Supervisors Meeting
Tuesday, March 28, 2017 at 11:00 a.m.
1651 Whitfield Avenue, Suite 200,
Sarasota, FL 34243*

Present and constituting a quorum:

Connor Chambers	Board Member
Margo Holeman	Board Member
John Wollard	Board Member
Charlie Tokarz	Board Member

Also present were:

Jill Burns	Fishkind & Associates
Andy Cohen	District Counsel
John Cavoli	Cavoli Engineering (via phone)

FIRST ORDER OF BUSINESS

Call to Order

The meeting was called to order at 11:00 a.m. and Ms. Burns proceeded with roll call. Board Members Charlie Tokarz, Connor Chambers, and Margo Holeman were present, constituting a quorum.

SECOND ORDER OF BUSINESS

Organizational Matters

Public Comment Period

There were no public comments or questions.

Consideration of the Minutes of the February 28, 2017 Board of Supervisors' Meeting

The Board reviewed the minutes of the January 28, 2017 Board of Supervisors Meeting. Mr. Chambers provided edits.

On MOTION by Mr. Chambers, seconded by Mr. Tokarz, with all in favor, the Board approved the Minutes of the February 28, 2017 Board of Supervisors' Meeting, as amended.

**Consideration of the Minutes of the
February 28, 2017 Auditor
Selection Committee Meeting**

The Board reviewed the minutes of the January 28, 2017 Auditor Selection Committee Meeting.

On MOTION by Mr. Chambers, seconded by Mr. Tokarz, with all in favor, the Board approved the Minutes of the February 28, 2017 Auditor Selection Committee Meeting.

**Consideration of Termination
Agreement with MBS Capital
Markets, LLC for Underwriting
Services**

The agreement is included in the package and there is a 90-day written notice to the terminating party. Ms. Burns asked Mr. Cohen if he thought the Board should authorize him to draft a notice and ask MBS Capital Markets, LLC to waive the termination. Mr. Cohen said that he spoke with MBS about it and they know that the District is going to be proceeding forward with issuing bonds with a different Underwriter and they have agreed to waive the termination. Mr. Cohen noted that this approval is a formality. Ms. Burns requested a motion approving the termination of MBS as Underwriter.

On MOTION by Mr. Tokarz, seconded by Mr. Chambers, with all in favor, the Board approved the Termination with MBS Capital Markets, LLC for Underwriting Services

Mr. Cavoli joined the meeting in progress via phone.

**Consideration of the Agreement
with Citigroup Global Markets,
Inc. to serve as Underwriter**

Citigroup's agreement and disclosure are included in the package. Mr. Cohen noted that their fees for the transaction are 2% of the par amount. The CDD will be responsible for its own expenses, the cost of issuance, and Counsel fees, etc. There is a provision that either side can terminate the agreement. Mr. Cohen confirmed with Mr. Logan that these are the fees that have been discussed with the Citigroup. There were no questions. Ms. Burns requested a motion to approve the Agreement with Citigroup.

On MOTION by Mr. Tokarz, seconded by Mr. Chambers, with all in favor, the Board approved the Agreement with Citigroup Global Markets, Inc. to serve as Underwriter.

Consideration of Interlocal Agreement between Aqua One CDD and Manatee County

Mr. Cohen stated that once the CDD issues bonds they are going to be using bond funds to construct some infrastructure outside the boundary of the District for traffic improvements. He noted that there is a provision where the District can enter into and Interlocal with the local agency for infrastructure that the District is doing outside the boundary. It has been reviewed by Bond Counsel. It has been reviewed and incorporates the comments from the County Attorney's office. Mr. Cohen is going to try to have it on the April 4, 2017 agenda. Mr. Cohen noted one change which was a typo in section 2.2 correcting one word. Mr. Cohen requested a motion to authorize the Vice-Chair to execute the Interlocal Agreement.

On MOTION by Mr. Tokarz, seconded by Holeman, with all in favor, the Board approved Interlocal Agreement and authorized the Vice-Chair, Mr. Chambers to execute.

Review of Supplemental Master Assessment Methodology

Ms. Burns noted that District staff is not asking the Board to take any action on this today. It is just for the Board's review because of possible changes coming in the future.

Mr. Wollard joined the meeting in progress.

Mr. Cohen explained that the Methodology will likely change as the District proceeds forward with the Bond financing process and when the District is ready for the issuance of

the bonds, there will be a resolution which will formally adopt this Methodology. This is before the board for review right now. No action was necessary at this time.

Consideration of Resolution 2017-04, Delegated Award Resolution- Tabled

Mr. Cohen noted that the District will soon issue bonds and the plan is to issue Bonds mid-April or by the end of April which is why the Board is seeing some of these things on the agenda. He hopes to hold a special meeting in which to issue bonds before the regularly scheduled meeting.

Consideration of Declaration of Consent

Mr. Cohen explained that the Declaration of Consent is the Landowner consenting that the CDD is duly constituted, that special assessments will be duly levied, it references their pre-payment rights, and it will serve as a lien of record for the assessments on the land. Mr. Cohen requested a motion by the Board to approve the form of agreement.

On MOTION by Mr. Tokarz, seconded by Mr. Chambers, all in favor, the Board approved the form of the agreement for Declaration of Consent.

Consideration of Collateral Assignment and Assumption of Development Rights

Mr. Cohen explained that this relates to the development rights for the project and says that if the Landowner entities default that they will be assigning their rights so that the CDD could step in and complete the project. Mr. Cohen requested approval of the form and delegating authority to the Chair or Vice-Chair to execute subject to final staff review. Mr. Cohen answered all Board questions.

On MOTION by Mr. Tokarz, seconded by Mr. Chambers, all in favor, the Board approved the form of Collateral Assignment and Assumption of Development Rights and delegating authority to the Chair or Vice-Chair to execute, subject to district staff review.

Consideration of True-Up Agreement

Mr. Cohen explained that when the District issues the Bonds they want to make sure that there is not too much debt left on any one parcel at the end and the True-Up Agreement makes sure that the District is not left with a parcel that has a lot of debt on it. Mr. Cohen noted that the Landowner is proceeding with a Plan A and Plan B about how many units might get developed on this property and one plan is 200 units and the other plan is 400 and this True-Up Agreement has been worked into the Engineer's report to memorialize a date which the Landowner will be agreeing that this is when they are going to go with Plan B or stick with Plan A. The date is June 2019. The traditional role of the True-Up Agreement is to make sure that the debt is properly allocated as well as working in the concepts of the 2 different plans. The Underwriter's Counsel has reviewed this and had some additional changes that are not in this version but District staff has seen and agreed to the changes. Mr. Cohen requested a motion from the Board to approve the form of the True-Up Agreement and granting authority to the Chair or Vice-Chair to execute it. There will be some final changes.

On MOTION by Mr. Tokarz, seconded by Mr. Chambers, all in favor, the Board approved the form of the True-Up Agreement and delegating authority to the Chair or Vice-Chair to execute, subject to District staff review.

Consideration of Acquisition Agreement

Mr. Cohen explained that the CDD and the Developer have started the project and if they have not they may be doing more work for the project and once the CDD issues bonds it will be acquiring certain work that have been advanced for the project. Mr. Cohen requested a motion to approve the Acquisition Agreement in form and delegate authority to the Chair or Vice-Chair to execute subject to staff review.

On MOTION by Mr. Tokarz, seconded by Mr. Chambers, all in favor, the Board approved the form of the Acquisition Agreement and delegating authority to the Chair or Vice-Chair to execute, subject to District staff review.

Consideration of Completion Agreement

The Landowner agrees to pay over and above whatever bond funds are issued to make sure that the project is completed Mr. Cohen requested a motion to approve the Completion Agreement in substantial form and delegating authority to the Chair or Vice-Chair to execute subject to District staff review.

On MOTION by Mr. Tokarz, seconded by Mr. Chambers, all in favor, the Board approved the form of the Completion Agreement and delegating authority to the Chair or Vice-Chair to execute, subject to District staff review.

THIRD ORDER OF BUSINESS

Other Business

Staff Reports

Attorney- No Report

District Engineer- No Report

Manager- Ms. Burns stated that the District needs to schedule the meeting Mr. Cohen discussed for mid-April and it will need at least three Board Members in attendance. Mr. Cohen and Ms. Burns discussed a date. The special meeting will take place on April 20, 2017 at 2:00 p.m. A meeting invite will be sent out and the ad will be placed for that meeting. Ms. Walden, via phone, stated that she looked at the was able to find the resolution for designating officers and she noted that it is the same as the website which states that Mr. Logan is Chair and Mr. Chambers is Vice-Chair.

FOURTH ORDER OF BUSINESS

Audience Comments and Supervisors Requests

There were no Supervisor requests or audience comments.


FIFTH ORDER OF BUSINESS

Adjournment

There were no further questions or comments. Ms. Burns requested a motion to adjourn.

On MOTION by Ms. Holeman, seconded by Mr. Wollard, with all in favor, the March 28, 2017 meeting for the Aqua One Community Development District was adjourned.


Secretary/Assistant Secretary


Chairman