

**MINUTES OF MEETING
HICKORY TREE
COMMUNITY DEVELOPMENT DISTRICT**

The Organizational meeting of the Board of Supervisors of the Hickory Tree Community Development District was held Thursday, **July 14, 2022** at 9:32 a.m. at West Osceola Branch Library, 305 Campus Street, Celebration, Florida.

Present and constituting a quorum:

Milton Andrade	Chairman
Brian Walsh	Vice Chairman
Jeff Shenefield	Assistant Secretary
Garret Parkinson	Assistant Secretary

Also present were:

Jill Burns	District Manager, GMS
Lauren Gentry	KE Law
Grace Kobitter	KE Law
Bob Gang <i>by Zoom</i>	Greenberg Traurig
Ashton Bligh <i>by Zoom</i>	Greenberg Traurig
Rey Malave <i>by Zoom</i>	Dewberry
Lisa Kelley <i>by Zoom</i>	Dewberry

FIRST ORDER OF BUSINESS

Introduction

A. Call to Order

Ms. Burns called the meeting to order and called the roll. Four Board members were present constituting a quorum.

B. Public Comment Period

There were no members of the public present for the meeting.

C. Oath of Office

Ms. Burns swore in all Supervisors present: Mr. Brian Walsh, Mr. Milton Andrade, Mr. Jeff Shenefield, and Mr. Garret Parkinson.

SECOND ORDER OF BUSINESS

Organizational Matters

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A. Confirmation of Notice of Meeting

Ms. Burns confirmed that the meeting had been properly noticed as required by the statutes.

B. Information on Community Development Districts and Public Official Responsibilities and Florida Statutes Chapter 190

Ms. Burns stated that since the Supervisors were familiar with the Sunshine Law, they would not cover this item in detail.

C. Election of Officers

1. Resolution 2022-01 Appointing Officers

Ms. Burns stated that the Board is required to elect officers. Ms. Burns asked that she be appointed Secretary, Mr. George Flint be appointed as an Assistant Secretary. The Board nominated Mr. Milton Andrade as Chair, Mr. Brian Walsh as Vice Chair, and Mr. Jeff Shenefield, Mr. Garret Parkinson, and Mr. Joel Adams as Assistant Secretaries.

On MOTION by Mr. Walsh, seconded by Mr. Parkinson, with all in favor, Resolution 2022-01 Appointing Officers with Mr. Milton Andrade as Chair, Mr. Brian Walsh as Vice Chair, and Mr. Jeff Shenefield, Mr. Joel Adams, and Mr. Garret Parkinson as Assistant Secretaries, Ms. Burns as Secretary, and Mr. George Flint as Assistant Secretary, was approved.

2. Resolution 2022-02 Appointing Treasurer and Assistant Treasurer

Ms. Burns stated that the Board is required to elect officers and asked that Mr. George Flint be named the Treasurer, and Ms. Katie Costa as Assistant Treasurer.

On MOTION by Mr. Walsh, seconded by Mr. Andrade, with all in favor, Resolution 2022-02 Appointing Treasurer and Assistant Treasurer with Mr. George Flint as Treasurer and Ms. Katie Costa as Assistant Treasurer, was approved.

THIRD ORDER OF BUSINESS

Retention of District Staff

A. Consideration of Contract for District Management Services

i. Resolution 2022-03 Appointing District Manager

Ms. Burns reported that this resolution would appoint GMS as the District Manager. She noted the fee schedule was attached.

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On MOTION by Mr. Walsh, seconded by Mr. Shenefield, with all in favor, Resolution 2022-03 Appointing GMS as the District Manager, was approved.

B. Consideration of Contract for District Counsel Services

i. Resolution 2022-04 Appointing District Counsel

Ms. Burns stated that this resolution will appoint KE Law Group as District Counsel. She noted that Mr. Van Wyk was available for any questions.

On MOTION by Mr. Andrade, seconded by Mr. Shenefield, with all in favor, Resolution 2022-04 Appointing KE Law Group as District Counsel, was approved.

C. Resolution 2022-05 Selection of Registered Agent and Office

Ms. Burns stated that it is required by the state to have a registered agent and designate the office of this agent. Ms. Burns noted this would name her as a registered agent and her office address as the registered office location.

On MOTION by Mr. Walsh, seconded by Mr. Shenefield, with all in favor, Resolution 2022-05 Selecting Ms. Burns as the Registered Agent and her office as the Registered Office, was approved.

D. Resolution 2022-06 Appointing Interim District Engineer

Ms. Burns noted these could be taken together and stated this would appoint Dewberry as the Interim District Engineer.

E. Consideration of Interim District Engineering Agreement

On MOTION by Mr. Shenefield, seconded by Mr. Parkinson, with all in favor, Resolution 2022-06 Appointing Dewberry Engineering as the Interim District Engineer, and Approving the District Engineering Agreement, was approved.

F. Request Authorization to Issue RFQ for Engineering Services

Ms. Burns stated Dewberry will remain the interim engineer until the District is ready to go through the RFQ process. She noted the due date for qualifications statements is August 19th.

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On MOTION by Mr. Andrade, seconded by Mr. Shenefield, with all in favor, Authorization To Allow Staff to Issue RFQ for Engineering Services, was approved.

FOURTH ORDER OF BUSINESS

Designation of Meetings and Hearing Dates

A. Consideration of Resolution 2022-07 Designation of Regular Monthly Meeting Date, Time, and Location for Fiscal Year 2022

Ms. Burns stated the District is required to develop a meeting schedule. Board discussion ensued, and the Board authorized the Chair to work with staff to figure out the schedule for FY 2023 looking at the first Wednesday of the month.

On MOTION by Mr. Shenefield, seconded by Mr. Walsh, with all in favor, Authorizing the Chair to work with staff on the Fiscal Year 2023 Schedule, was approved.

B. Consideration of Resolution 2022-08 Designation of Landowner’s Meeting Date, Time, and Location

Ms. Burns recommended that the Landowner meeting be held on September 8, 2022 at 9:30a.m. at the same location.

On MOTION by Mr. Andrade, seconded by Mr. Walsh, with all in favor, Resolution 2022-08 Designation of Landowner’s Meeting for September 8, 2022 at 9:30 a.m., at same location, was approved.

C. Designation of Dates of Public Hearing to Adopt Rules of Procedure in accordance with Section 120.54, Florida Statutes

1. Consideration of Resolution 2022-09 Setting a Public Hearing to Consider the Proposed Rules of the District

a. Rules of Procedure

Ms. Burns noted the Rules of Procedure were included in the agenda package. She suggested the public hearing be September 8, 2022 at 9:30 a.m. at the same location.

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On MOTION by Mr. Andrade, seconded by Mr. Walsh, with all in favor, Resolution 2022-09 Setting the Public Hearing for September 8, 2022 at 9:30 a.m. at the Same Location, was approved.

D. Designation of Dates of Public Hearing on the Budgets for Fiscal Year 2022 and 2023

1. Consideration of Resolution 2022-10 Setting the Public Hearing and Approving the Proposed Fiscal Year 2021/2022 and 2022/2023 Budgets

Ms. Burns noted this was included in the package. She suggested the meeting be set for Wednesday, October 5, 2022 at 9:30 a.m. at the same location. She added the budget is Developer funded.

On MOTION by Mr. Andrade, seconded by Mr. Parkinson, with all in favor, Resolution 2022-10 Setting the Public Hearing for October 5, 2022 at 9:30 a.m. at the same location and Approving the Proposed Budget for Fiscal Years 2022 and 2023 Budgets, was approved.

2. Approval of the Fiscal Year 2021/2022 and 2022/2023 Developer Funding Agreement

Ms. Burns presented the Budget Funding Agreement with Clayton Properties Group. They agree to fund on the 2022/2023 budget that was just approved. She noted it includes operations and maintenance.

On MOTION by Mr. Walsh, seconded by Mr. Shenefield, with all in favor, the Fiscal Year 2022 and 2023 Developer Funding Agreement, was approved.

E. Resolution 2022-11 Setting Date of Public Hearing Expressing the District’s Intent to Utilize the Uniform Method of Levying, Collecting and Enforcing Non-Ad-Valorem Assessments in accordance with Section 197.3632, Florida Statutes

Ms. Burns noted this outlines the District’s process to collect assessments using the Osceola County tax bill when we are ready to do so. She suggested the public hearing for September 8, 2022 at 9:30 a.m. in the same location.

On MOTION by Mr. Andrade, seconded by Mr. Walsh, with all in favor, Resolution 2022-11 Setting the Public Hearing Expressing the District’s Intent to Utilize the Uniform Method of Levying, Collecting and Enforcing Non-Ad-Valorem Assessments in Accordance with

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Section 197.3632, Florida Statutes for September 8, 2022 at 9:30 a.m. in the same location, was approved.

FIFTH ORDER OF BUSINESS

Other Organizational Matters

A. Resolution 2022-12 Designating a Qualified Public Depository

Ms. Burns stated that this would appoint the depository as Truist which is used at all of the Districts.

On MOTION by Mr. Walsh, seconded by Mr. Andrade, with all in favor, Resolution 2022-12 Designating Truist Bank as the District Depository, was approved.

B. Resolution 2022-13 Authorization of Bank Account Signatories

Ms. Burns asked that the signatories be herself, George Flint, and Katie Costa.

On MOTION by Mr. Walsh, seconded by Mr. Andrade, with all in favor, Resolution 2022-13 Authorizing Jill Burns, George Flint and Katie Costa as Bank Account Signatories, was approved.

C. Consideration of Resolution 2022-14 Relating to Defense of Board Members

Ms. Burns noted that this resolution outlines legal support to Board members and staff as outlined in the resolution when acting in their capacity as Board members.

On MOTION by Mr. Andrade, seconded by Mr. Shenefield, with all in favor, Resolution 2022-14, Relating to Defense of Board Members, was approved.

D. Consideration of Resolution 2022-15 Authorizing the District Counsel to Record in the Property Records of Osceola County the “Notice of Establishment” in accordance with Chapter 190.0485, Florida Statutes

1. Notice of Establishment

Ms. Burns noted that this is a statutory requirement.

On MOTION by Mr. Walsh, seconded by Mr. Shenefield, with all in favor, Resolution 2022-15 Authorizing District Counsel to Record in the Property Records of Osceola County the Notice of Establishment in Accordance with Chapter 190.0485, Florida Statutes, was ratified.

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E. Consideration of Resolution 2022-16 Adopting Investment Guidelines

Ms. Burns stated was included in the package and this an alternative investment guideline for investment of public funds that are in excess of the amounts needed to make current operating expenses. She explained the four options.

On MOTION by Mr. Walsh, seconded by Mr. Shenefield, with all in favor, Resolution 2022-16 Adopting Alternative Investment Guidelines, was approved.

F. Consideration of Resolution 2022-17 Authorizing Execution of Public Depositor Report

Ms. Burns reported that this authorizes the District Manager or Treasurer to file the report with the Treasurer of the State of Florida. The Board had no questions.

On MOTION by Mr. Walsh, seconded by Mr. Andrade, with all in favor, Resolution 2022-17 Authorizing Execution of Public Depositor Report, was approved.

G. Consideration of Resolution 2022-18 Designating a Policy for Public Comment

Ms. Burns stated that this resolution sets forth guidelines and rules to govern public comment at public meetings. Florida Statute required that members be given a reasonable opportunity to be heard on any proposition.

On MOTION by Mr. Walsh, seconded by Mr. Shenefield, with all in favor, Resolution 2022-18 Designating a Policy for Public Comment, was approved.

H. Consideration of Resolution 2022-19 Adopting a Travel and Reimbursement Policy

Ms. Burns stated that the Florida statutes establish travel reimbursement rates, applicable to all public officers, employees, and authorized persons who are authorized to travel on behalf of a public agency, and this adopts those rates. The Board had no questions.

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On MOTION by Mr. Andrade, seconded by Mr. Parkinson, with all in favor, Resolution 2022-19 Adopting a Travel and Reimbursement Policy, was approved.

I. Consideration of Resolution 2022-20 Adopting Prompt Payment Policy

Ms. Burns noted Florida statutes require timely payment to vendors and contractors and this policy outlines the terms attached as Exhibit ‘A’.

On MOTION by Mr. Andrade, seconded by Mr. Parkinson, with all in favor, Resolution 2022-20 Adopting Prompt Payment Policy, was approved.

J. Consideration of Resolution 2022-21 Adopting a Records Retention Policy

Ms. Burns stated that Resolution 2022-21 provides two options for retaining records and they recommend option one allowing staff to dispose of records as needed by the statutory schedule and the Board agreed. She suggested the Board adopt Option 1.

On MOTION by Mr. Walsh, seconded by Mr. Andrade, with all in favor Resolution 2022-21 Adopting a Records Retention Policy of Option 1, was approved.

K. Consideration of Compensation to Board Members

Ms. Burns reviewed the subject of Board compensation of \$200 per meeting. All Supervisors elected to receive compensation.

L. Resolution 2022-22 Selecting District Records Office Within Osceola County

Ms. Burns stated the District office would be the office in St. Cloud at 1408 Hamblen Avenue Unit E.

On MOTION by Mr. Walsh, seconded by Mr. Shenefield, with all in favor Resolution 2022-22 Selecting District Records Office Within Osceola County as 1408 Hamblen Avenue Unit E., was approved.

M. Resolution 2022-23 Designating the Primary Administrative Office and Principal Headquarters of the District

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Ms. Burns stated the Primary Administrative Office would be GMS’s office in Orlando at 219 East Livingston Street. The principal headquarters for establishing a venue would be 1408 Hamblen Avenue Unit E in St. Cloud.

On MOTION by Mr. Walsh, seconded by Mr. Andrade, with all in favor, Resolution 2022-23 Designating the Primary Administrative Office in Orlando and Principal Headquarters of the District as 1408 Hamblen Avenue in St. Cloud, was approved.

N. Consideration of Website Services Agreement

Ms. Burns stated this agreement would be with ReAlign Web Design and noted the fee for \$1,750 is a one-time fee.

On MOTION by Mr. Walsh, seconded by Mr. Shenefield, with all in favor, the Agreement with ReAlign Web Design for \$1,750, was approved.

O. Authorization to Prepare Public Facilities Report in Accordance with Chapter 189.08 Florida Statutes to Coincide with Special District Filing Date of August 1st for Osceola County

Ms. Burns stated this will authorize staff to prepare a Public Facilities Report to be filed in Osceola County.

On MOTION by Mr. Andrade, seconded by Mr. Parkinson, with all in favor, Authorization for staff to prepare a Public Facilities Report in Accordance with Chapter 189.08 Florida Statutes to Coincide with Special District Filing in Osceola County, was approved.

SIXTH ORDER OF BUSINESS

Capital Improvements

A. Appointment of Financing Team

Ms. Burns noted this appoints a financing team.

1. Consideration of Resolution 2022-24 Appointing Bond Counsel

Ms. Burns noted this would be for Greenberg Traurig as Bond Counsel and the agreement is in the packet. Ms. Bligh and Mr. Gang were present via phone.

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On MOTION by Mr. Walsh, seconded by Mr. Andrade, with all in favor, Resolution 2022-24, Appointing Bond Counsel as Greenberg Traurig, was approved.

2. Consideration of Resolution 2022-25 Appointing an Investment Banker

Ms. Burns noted FMS Bond Specialist would be the investment banker.

On MOTION by Mr. Andrade, seconded by Mr. Shenefield, with all in favor, Resolution 2022-25, Appointing an Investment Banker as FMS Bond Specialist, was approved.

3. Assessment Administrator

Ms. Burns noted this would be with GMS and has been previously approved. She added the fee is included in the GMS contract already approved.

On MOTION by Mr. Andrade, seconded by Mr. Shenefield, with all in favor, the Assessment Administrator as GMS, was approved.

4. Trustee

Ms. Burns noted this proposal in the packet is with US Bank.

On MOTION by Mr. Walsh, seconded by Mr. Shenefield, with all in favor, Trustee as US Bank, was approved.

B. Approval of Financing Team Funding Agreement

Ms. Burns explained that under the terms of this agreement any funds provided as part of this agreement would be reimbursed under the future bond issuance. This is with Clayton Properties.

On MOTION by Mr. Shenefield, seconded by Mr. Andrade, with all in favor, the Financing Team Funding Agreement, was approved.

SEVENTH ORDER OF BUSINESS

Financing Matters

A. Consideration of Engineer’s Report

Ms. Kelley with Dewberry Associates presented the Engineer’s Report. She noted the District contains approximately 205 acres and is expected to consist of 979 residential lots of

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various sizes for single family with recreation amenity areas, parks and associated infrastructure for the Development. She reviewed the costs breakdown, Exhibit 7A, and the total costs of infrastructure is \$40,958,855.000 and are based on 2022 values. She noted we have no reason to believe the infrastructure could not be completed at this rate. It was clarified this was for the whole project.

On MOTION by Mr. Andrade, seconded by Mr. Shenefield, with all in favor, the Engineer's Report, was approved.

B. Consideration of Assessment Methodology

Ms. Burns reviewed the methodology and noted this allocated debt to parcels within the District based on the benefit they receive from the capital improvement plan. She added this will be supplemented with one or more supplemental assessment methodologies at the time of each series of bonds issued. She noted one change was made. Table 1 shows the product types of a townhome, 45' single family, 50' single family, 60' single family, 70' single family, and the 75' single family with a total of 797 units. The cost table of \$40,958,855,000. Table 3 shows a bond sizing of \$53,090,000. She noted the change was in Table 3 to the ERU factor for the townhome updated to .75, the 45' lot has an ERU of .9, the 50' lot an ERU of 1, the 60' is 1.2, 70' is 1.4, and the 75' lot is 1.5. The total ERUs are 773. The par debt per unit on the townhome is \$51,544, the 45' is 61,652, the 50' is 68,725, the 70' is 96,215 and the 75' is 103,087. Table 8 breaks down the net and gross annual debt assessment per unit. The gross will be \$4,230 on the townhome, the 45' will be \$5,076, the 50' is \$5,641, the 60' is \$6,769, the 70' is \$7,879, and the 75' is \$8,461. She noted the change will be reflected in updates to the current draft. Table 7 is the preliminary assessment roll with one landowner as Clayton Properties.

On MOTION by Mr. Walsh, seconded by Mr. Andrade, with all in favor, the Assessment Methodology, was approved as amended.

It was asked if the max principal was increased. She added the revised report will reflect an increase to the not to exceed amount from \$45,000,000 to \$54,000,000.

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C. Consideration of Resolution 2022-26 Authorizing the Issuance of Bonds and Authorizing the Commencement of Validation Proceedings

Ms. Bligh noted they will come back to the Board with a Delegation Resolution that will detail a series of bonds that the District will issue. The bonds must be secured with a trust agreement for certain projects, and these are reviewed and attached. She added US Bank Trust as the Trustee under the master trust indenture. She stated the must be validated and under Section 8 the District will authorize and direct District Counsel and Bond Counsel to file for validation.

On MOTION by Mr. Andrade, seconded by Mr. Shenefield, with all in favor, Resolution 2022-26 Authorizing the Issuance of Bonds and Authorizing the Commencement of Validation Proceedings, was approved as amended.

D. Consideration of Resolution 2022-27, Declaring Special Assessments and Approval of Assessment Methodology

Ms. Burns noted this will kick off our assessment process. The cost estimates are included with updated amounts.

On MOTION by Mr. Parkinson, seconded by Mr. Walsh, with all in favor, Resolution 2022-27, Declaring Special Assessment and Approval of Assessment Methodology, was approved.

E. Consideration of Resolution 2022-28 Setting a Public Hearing for Special Assessments

Ms. Burns suggested September 8, 2022 at 9:30a.m. at the same location. Mailed notices will be completed.

On MOTION by Mr. Andrade, seconded by Mr. Parkinson, with all in favor, Resolution 2022-28, Setting a Public Hearing for Special Assessments for September 8, 2022 at 9:30 a.m., was approved.

Ms. Bligh noted that 2022-27 will be updated with the latest assessment methodology.

EIGHTH ORDER OF BUSINESS

Other Business

A. Consideration of Resolution 2022-29 Authorizing the Disbursement of Funds

Ms. Burns presented the resolution which outlines and authorizes the Chair and Manager to approve continual or non-continual expenses outside of a meeting.

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On MOTION by Mr. Parkinson, seconded by Mr. Andrade, with all in favor, Resolution 2022-29 Authorizing the Disbursement of Funds, was approved.

B. Consideration of Resolution 2022-30 Granting the Chairperson and Vice Chairperson the Authority to Execute Plats and Documents Related to the Development of the District's Improvements

Ms. Burns stated this authorizes the Chair and Vice Chair to execute plats and other documents.

On MOTION by Mr. Andrade, seconded by Mr. Parkinson, with all in favor, Resolution 2022-30 Granting the Chairperson and Vice Chairperson Authority to Execute Plats and Documents Related to the Development of the District's Improvements, was approved.

C. Consideration of Resolution 2022-31 Direct Purchase Resolution

Ms. Burns noted this allows the District to directly purchase construction materials since they are tax exempt. She added this is in the packet and names the District Engineer or the District manager as the purchasing agent.

It was noted that approval of the resolution included approval of work authorization #1 at Exhibit A, which authorizes the Engineer to act as purchasing agent.

On MOTION by Mr. Andrade, seconded by Mr. Parkinson, with all in favor, Resolution 2022-31 Direct Purchase Resolution, was approved.

D. Consideration of Resolution 2022-32 Authorizing the Use of Electronic Documents

Ms. Burns presented the resolution and noted it allows DocuSign for most items.

On MOTION by Mr. Andrade, seconded by Mr. Parkinson, with all in favor, Resolution 2022-32 Authorizing the Use of Electronic Documents, was approved.

E. Consideration of Resolution 2022-33 Adopting an Internal Controls Policy

Ms. Burns presented the resolution. This is a requirement for detecting fraud and/or waste.

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On MOTION by Mr. Andrade, seconded by Mr. Parkinson, with all in favor, Resolution 2022-33 Adopting an Internal Controls Policy, was approved.

F. Staff Reports

i. Attorney

The validation complaint will be filed as soon as possible.

ii. Manager

Ms. Burns had nothing further to report.

G. Supervisors Requests

There being none, the next item followed.

H. Approval of Funding Request No. 1

Ms. Burns noted this request was in the package for review. This is an initial startup cost for ads, public hearings, and insurance.

On MOTION by Mr. Andrade, seconded by Mr. Parkinson, with all in favor, Funding Request No. 1, was approved.

NINTH ORDER OF BUSINESS

Adjournment

On MOTION by Mr. Andrade, seconded by Mr. Walsh, with all in favor, the meeting was adjourned.

Jill Burns
Secretary/Assistant Secretary

Milton Andrade
Chairman/Vice Chairman