

**MINUTES OF MEETING
STILLWATER
COMMUNITY DEVELOPMENT DISTRICT**

The Stillwater Community Development District held an Organizational Meeting on December 3, 2020 at 10:30 a.m., in the St. Augustine Outlets Community Room, 500 Outlet Mall Blvd., Suite 25, St. Augustine, Florida 32084.

Present were:

Zenzi Rogers	Chair
James Mayo	Vice Chair
Michael Della Penta	Assistant Secretary
Kyler von der Osten	Assistant Secretary

Also present, were:

Craig Wrathell	District Manager
Howard McGaffney	Wrathell Hunt and Associates, LLC (WHA)
Wes Haber (via telephone)	District Counsel
Alex Acree	Interim District Engineer
Scott Reiling	Lennar Landowner Representative
Sheila Papelbon	Bank of NY Mellon Trust Company, N.A.
Tom Radicioni (via telephone)	Bank of NY Mellon Trust Company, N.A.
Steve Sanford	Bond Counsel
Charlie Nelson	_____

FIRST ORDER OF BUSINESS

Call to Order/Roll Call

Mr. Wrathell called the meeting to order at approximately 10:39 a.m. The initial Board Members named in the petition to create the District, Zenzi Rogers, James Mayo, Michael Della Penta, Virginia Feiner and Kyler von der Osten were present.

SECOND ORDER OF BUSINESS

Public Comments

No members of the public spoke.

GENERAL DISTRICT ITEMS

THIRD ORDER OF BUSINESS

Administration of Oath of Office to Initial Board of Supervisors *(the following will also be provided in a separate package)*

Mr. Wrathell, a Notary of the State of Florida and duly authorized, administered the Oath of Office to initial Board Members, Ms. Rogers, Mr. Mayo, Mr. Della Penta and Mr. Von der Osten, who were present. Ms. Feiner was not present; therefore, the Oath of Office would be administered at the next meeting. Mr. Wrathell briefly discussed the following items:

- A. Guide to Sunshine Amendment and Code of Ethics for Public Officers and Employees**
- B. Membership, Obligations and Responsibilities**
- C. Chapter 190, Florida Statutes**
- D. Financial Disclosure Forms**
 - I. Form 1: Statement of Financial Interests**
 - II. Form 1X: Amendment to Form 1, Statement of Financial Interests**
 - III. Form 1F: Final Statement of Financial Interests**
- E. Form 8B: Memorandum of Voting Conflict**

Mr. Wrathell discussed filing Form 1 within 30 days, to avoid fines and recommended that Supervisors use their assigned District email address and maintain computer and other files for all CDD business separate from their personal email addresses and files.

Mr. Weber noted the importance of the Board Members not corresponding with each other about District business outside of a publically noticed meeting. Board Members were encouraged to contact Mr. Wrathell or Mr. Weber with questions.

FOURTH ORDER OF BUSINESS

Consideration of Resolution 2021-01, Designating a Chair, a Vice Chair, a Secretary, Assistant Secretaries, a Treasurer and an Assistant Treasurer of the Stillwater Community Development District, and Providing for an Effective Date

Mr. Wrathell presented Resolution 2021-01. Ms. Rogers nominated the following slate of officers:

Chair

Zenzi Rogers

Vice Chair	James C. Mayo
Secretary	Craig Wrathell
Assistant Secretary	Michael Della Penta
Assistant Secretary	Kyler von der Osten
Assistant Secretary	Virginia Feiner
Assistant Secretary	Howard McGaffney
Treasurer	Craig Wrathell
Assistant Treasurer	Jeff Pinder

No other nominations were made.

On MOTION by Ms. Rogers and seconded by Mr. Della Penta, with all in favor, Resolution 2021-01, Designating a Chair, a Vice Chair, a Secretary, Assistant Secretaries, a Treasurer and an Assistant Treasurer of the Stillwater Community Development District, as nominated, and Providing for an Effective Date, was adopted.

ORGANIZATIONAL MATTERS

FIFTH ORDER OF BUSINESS

Consideration of the Following Organizational Matters:

- A. Resolution 2021-02, Appointing and Fixing the Compensation of the District Manager; Appointing a Methodology Consultant; and Providing an Effective Date**
 - Agreement for District Management Services: *Wrathell, Hunt and Associates, LLC***

Mr. Wrathell presented Resolution 2021-02. A formatting error in the Fee Schedule, Exhibit B, would be corrected.

On MOTION by Ms. Rogers and seconded by Mr. Della Penta, with all in favor, Resolution 2021-02, Appointing and Fixing the Compensation of Wrathell, Hunt and Associates, LLC, as the District Manager; Appointing as Methodology Consultant; and Providing an Effective Date, was adopted.

B. Resolution 2021-03, Appointing Legal Counsel for the District, Authorizing Its Compensation and Providing for an Effective Date

- **Fee Agreement: *Hopping Green & Sam, P.A.***

Mr. Wrathell presented Resolution 2021-03.

On MOTION by Ms. Rogers and seconded by Mr. Mayo, with all in favor, Resolution 2021-03, Appointing Hopping Green & Sams, P.A., as Legal Counsel for the District, Authorizing Its Compensation and Providing for an Effective Date, was adopted.

C. Resolution 2021-04, Designating a Registered Agent and Registered Office of the District; and Providing for an Effective Date

Mr. Wrathell presented Resolution 2021-04.

On MOTION by Ms. Rogers and seconded by Mr. Della Penta, with all in favor, Resolution 2021-04, Designating Wes Haber as Registered Agent and the Offices of Hopping Green & Sams P.A., 119 South Monroe Street, Suite 300, Tallahassee, Florida 32314, as the Registered Office of the District, and Providing for an Effective Date, was adopted.

D. Resolution 2021-05, Appointing and Fixing the Compensation of the Interim District Engineer and Providing an Effective Date

- **Interim Engineering Services Agreement: *Matthews Design Group***

Mr. Wrathell presented Resolution 2021-05 and the Matthews Design Group Interim Engineering Services Agreement and Fee Schedule. The District must appoint an Interim District Engineer and go through the Request for Qualifications (RFQ) process, per Florida Statute.

On MOTION by Ms. Rogers and seconded by Mr. Mayo, with all in favor, Resolution 2021-05, Appointing Matthews Design Group and Fixing the Compensation of the Interim District Engineer and Providing an Effective Date, was adopted.

E. Authorization of Request for Qualifications (RFQ) for Engineering Services

Mr. Wrathell presented the RFQ for Engineering Services and the Competitive Selection Criteria.

On MOTION by Ms. Rogers and seconded by Mr. Della Penta, with all in favor, the Request for Qualifications for Engineering Services and the Competitive Selection Criteria and authorizing Staff to advertise, was approved.

F. Board Member Compensation: 190.006 (8), F.S.

The Board Members opted to receive compensation and were instructed to complete and submit a W-4 form to Management’s office.

On MOTION by Ms. Rogers and seconded by Mr. Della Penta, with all in favor, Board Member Compensation, was approved.

G. Resolution 2021-06, Designating the Primary Administrative Office and Principal Headquarters of the District and Providing an Effective Date

This item was deferred to the next meeting.

H. Resolution 2021-07, Setting Forth the Policy of the District Board of Supervisors with Regard to the Support and Legal Defense of the Board of Supervisors, District Officers, and Retained Staff; and Providing for an Effective Date

Mr. Wrathell presented Resolution 2021-07.

On MOTION by Ms. Rogers and seconded by Mr. Della Penta, with all in favor, Resolution 2021-07, Setting Forth the Policy of the District Board of Supervisors with Regard to the Support and Legal Defense of the Board of Supervisors, District Officers, and Retained Staff; and Providing for an Effective Date, was adopted.

- **Authorization to Obtain General Liability and Public Officers’ Insurance**

On MOTION by Ms. Rogers and seconded by Mr. Della Penta, with all in favor, authorizing Staff to obtain General Liability and Public Officers' insurance, was approved.

- I. **Resolution 2021-08, Providing for the Public's Opportunity to Be Heard; Designating Public Comment Periods; Designating a Procedure to Identify Individuals Seeking to Be Heard; Addressing Public Decorum; Addressing Exceptions; and Providing for Severability and an Effective Date**

Mr. Wrathell presented Resolution 2021-08.

On MOTION by Ms. Rogers and seconded by Mr. Della Penta, with all in favor, Resolution 2021-08, Providing for the Public's Opportunity to Be Heard; Designating Public Comment Periods; Designating a Procedure to Identify Individuals Seeking to Be Heard; Addressing Public Decorum; Addressing Exceptions; and Providing for Severability and an Effective Date, was adopted.

- J. **Resolution 2021-09, Providing for the Appointment of a Records Management Liaison Officer; Providing the Duties of the Records Management Liaison Officer; Adopting a Records Retention Policy; and Providing for Severability and an Effective Date**

Mr. Wrathell presented Resolution 2021-09.

On MOTION by Ms. Rogers and seconded by Mr. Della Penta, with all in favor, Resolution 2021-09, Providing for the Appointment of Wrathell, Hunt and Associates, LLC, as the Records Management Liaison Officer; Providing the Duties of the Records Management Liaison Officer; Adopting a Records Retention Policy; and Providing for Severability and an Effective Date, was adopted.

- K. **Resolution 2021-10, Granting the Chairperson the Authority to Execute Real and Personal Property Conveyance and Dedication Documents, Plats and Other Documents Related to the Development of the District's Improvements; Approving**

the Scope and Terms of Such Authorization; Providing for Severability and an Effective Date

Mr. Wrathell presented Resolution 2021-10. This Resolution grants the Chair, Vice Chair and Assistant Secretary the authority to work with the District Engineer, District Counsel and District Staff and authorizes the Chair to execute and the Vice Chair and Assistant Secretary to countersign certain documents, between meetings, to avoid delays in construction, etc.

On MOTION by Ms. Rogers and seconded by Mr. Della Penta, with all in favor, Resolution 2021-10, Granting the Chairperson the Authority to Execute Real and Personal Property Conveyance and Dedication Documents, Plats and Other Documents Related to the Development of the District's Improvements; Approving the Scope and Terms of Such Authorization; Providing for Severability and an Effective Date, was adopted.

L. Resolution 2021-11, Ratifying, Confirming and Approving the Recording of the Notice of Establishment of the District, and Providing for an Effective Date

Mr. Wrathell presented Resolution 2021-11.

On MOTION by Ms. Rogers and seconded by Mr. Della Penta, with all in favor, Resolution 2021-11, Ratifying, Confirming and Approving the Recording of the Notice of Establishment for the Stillwater Community Development District, and Providing for an Effective Date, was adopted.

M. Authorization of Request for Proposals (RFP) for Annual Audit Services

- **Designation of Board of Supervisors as Audit Committee**

Mr. Wrathell presented the Request for Proposals (RFP) For Annual Audit Services.

On MOTION by Ms. Rogers and seconded by Mr. Della Penta, with all in favor, authorizing the District Manager to advertise the Request for Proposals for Annual Audit Services, designating the Board of Supervisors as the Audit Selection Committee and approving the ranking criteria, was approved.

N. Strange Zone, Inc., Quotation #M20-1015 for District Website Design, Maintenance and Domain

Mr. Wrathell presented the Strange Zone, Inc. (SZI) proposal for website creation and annual maintenance, hosting, email domain registration and SSL certificates.

On MOTION by Ms. Rogers and seconded by Mr. Della Penta, with all in favor, Strange Zone, Inc., Quotation #M20-1015 for District Website Design, Maintenance and Domain, in the amount of \$1,679.99, was approved.

O. ADA Site Compliance Proposal for Website Compliance Shield, Accessibility Policy and One (1) Annual Technological Audit

Mr. Wrathell presented the ADA Site Compliance (ADASC) proposal for services to bring the CDD’s website into compliance with the Americans with Disabilities Act (ADA) requirements and to affix an ADA Compliance seal to the homepage indicating that steps are underway to make the website ADA compliant.

On MOTION by Ms. Rogers and seconded by Mr. Della Penta, with all in favor, the ADA Site Compliance Proposal for Website Compliance Shield, Accessibility Policy and One (1) Annual Technological Audit, in the amount of \$210 per year, was approved.

P. Resolution 2021-12, To Designate Date, Time and Place of Public Hearing and Authorization to Publish Notice of Such Hearing for the Purpose of Adopting Rules of Procedure of the District; and Providing an Effective Date

- I. Rules of Procedure**
- II. Notices**
 - **Notice of Rule Development**
 - **Notice of Rulemaking**

These items were provided for informational purposes.

Mr. Wrathell presented Resolution 2021-12.

On MOTION by Ms. Rogers and seconded by Mr. Della Penta, with all in favor, Resolution 2021-12, To Designate Date, Time and Place of Public Hearing for January 14, 2020 at 1:30 p.m., in the St. Augustine Outlets Community Room, 500 Outlet Mall Blvd., Suite 25, St. Augustine, Florida 32084, and Authorization to Publish Notice of Such Hearing for the Purpose of Adopting Rules of Procedure of the District; and Providing an Effective Date, was adopted.

- Q. Resolution 2021-13, Designating a Date, Time and Location for Landowners' Meeting of the District, and Providing for an Effective Date**

Mr. Wrathell presented Resolution 2021-13..

On MOTION by Ms. Rogers and seconded by Mr. Della Penta, with all in favor, Resolution 2021-13, Designating a Date, Time and Location of January 14, 2021 at 1:30 p.m., in the St. Augustine Outlets Community Room, 500 Outlet Mall Blvd., Suite 25, St. Augustine, Florida 32084, for a Landowners' Meeting of the District, and Providing for an Effective Date, was adopted.

- R. Resolution 2021-14, Adopting the Annual Meeting Schedule for Fiscal Year 2020-2021 and Providing for an Effective Date**

This item was deferred to the next meeting.

- S. Resolution 2021-15, Approving the Florida Statewide Mutual Aid Agreement; Providing for Severability; and Providing for an Effective Date**

Mr. Wrathell presented Resolution 2021-15. He explained the purpose of the Agreement and potential benefit in an emergency or disaster, such as a hurricane.

On MOTION by Ms. Rogers and seconded by Mr. Della Penta, with all in favor, Resolution 2021-15, Approving the Florida Statewide Mutual Aid Agreement; Providing for Severability; and Providing for an Effective Date, was adopted.

BANKING MATTERS

SIXTH ORDER OF BUSINESS

Consideration of the Following Banking Matters:

- A. Resolution 2021-16, Designating a Public Depository for Funds of the District; Authorizing Certain Officers of the District To Execute and Deliver Any and All Financial Reports Required By Rule, Statute, Law, Ordinance or Regulation and Providing an Effective Date**

Mr. Wrathell presented Resolution 2021-16. Management recommended designating SunTrust/Truist Bank as the Qualified Public Depository for the District's accounts.

On MOTION by Ms. Rogers and seconded by Mr. Della Penta, with all in favor, Resolution 2021-16, Designating SunTrust/Truist Bank as the Public Depository for Funds of the District; Authorizing Certain Officers of the District To Execute and Deliver Any and All Financial Reports Required By Rule, Statute, Law, Ordinance or Regulation and Providing an Effective Date, was adopted.

- B. Resolution 2021-17, Directing Wrathell, Hunt and Associates, LLC, to Establish a Local Bank Account for the District and Appointing Signors on the Account and Providing an Effective Date**

Mr. Wrathell presented Resolution 2021-17. The Chair, Treasurer and Assistant Treasurer would be authorized signatories. Funding requests would be sent to Ms. Rogers.

On MOTION by Ms. Rogers and seconded by Mr. Della Penta, with all in favor, Resolution 2021-17, Directing Wrathell, Hunt and Associates, LLC, to Establish a Local Bank Account at SunTrust/Truist Bank for the District and Appointing the Chair, Treasurer and Assistant Treasurer as Signors on the Account and Providing an Effective Date, was adopted.

BUDGETARY MATTERS

SEVENTH ORDER OF BUSINESS

Consideration of the Following Budgetary Matters:

A. Resolution 2021-18, Approving the Proposed Budget for Fiscal Year 2020/2021 and Setting a Public Hearing Thereon Pursuant to Florida Law; and Providing for an Effective Date

Mr. Wrathell presented Resolution 2021-18. He reviewed the proposed Fiscal Year 2021 budget. It would be a Developer-contribution funded budget, with the Developer being reimbursed from the bond proceeds for funds advanced to pay for expenses associated with bond-related activities.

The following change was made to the proposed Fiscal Year 2021 budget:

Page 1, EXPENDITURES: Add "Supervisor Fees" line item and the associated amount

On MOTION by Ms. Rogers and seconded by Mr. Della Penta, with all in favor, Resolution 2021-18, Approving the Proposed Budget for Fiscal Year 2020/2021, as amended, and Setting a Public Hearing Thereon Pursuant to Florida Law for February 11, 2021 at 1:30 p.m., in the St. Augustine Outlets Community Room, 500 Outlet Mall Blvd., Suite 25, St. Augustine, Florida 32084; and Providing for an Effective Date, was adopted.

B. Fiscal Year 2020/2021 Budget Funding Agreement

Mr. Wrathell presented the Fiscal Year 2020/2021 Budget Funding Agreement. The Developer would provide funding, on an as-needed basis, as funding requests are submitted.

On MOTION by Ms. Rogers and seconded by Mr. Della Penta, with all in favor, the Fiscal Year 2020/2021 Budget Funding Agreement, was approved.

C. Resolution 2021-19, Adopting the Alternative Investment Guidelines for Investing Public Funds in Excess of Amounts Needed to Meet Current Operating Expenses, in Accordance with Section 218.415(17), Florida Statutes, and Providing an Effective Date

Mr. Wrathell presented Resolution 2021-19.

On MOTION by Ms. Rogers and seconded by Mr. Della Penta, with all in favor, Resolution 2021-19, Adopting the Alternative Investment Guidelines for Investing Public Funds in Excess of Amounts Needed to Meet Current Operating Expenses, in Accordance with Section 218.415(17), Florida Statutes, and Providing an Effective Date, was adopted.

- D. Resolution 2021-20, Authorizing the Disbursement of Funds for Payment of Certain Continuing Expenses Without Prior Approval of the Board of Supervisors; Authorizing the Disbursement of Funds for Payment of Certain Non-Continuing Expenses Without Prior Approval of the Board of Supervisors; Providing for a Monetary Threshold; and Providing for Severability and an Effective Date**

Mr. Wrathell presented Resolution 2021-20.

On MOTION by Ms. Rogers and seconded by Mr. Della Penta, with all in favor, Resolution 2021-20, Authorizing the Disbursement of Funds for Payment of Certain Continuing Expenses Without Prior Approval of the Board of Supervisors; Authorizing the Disbursement of Funds for Payment of Certain Non-Continuing Expenses Without Prior Approval of the Board of Supervisors; Providing for a Monetary Threshold; and Providing for Severability and an Effective Date, was adopted.

- E. Resolution 2021-21, Adopting a Policy for Reimbursement of District Travel Expenses; and Providing for Severability and an Effective Date**

Mr. Wrathell presented Resolution 2021-21.

On MOTION by Ms. Rogers and seconded by Mr. Della Penta, with all in favor, Resolution 2021-21, Adopting a Policy for Reimbursement of District Travel Expenses; and Providing for Severability and an Effective Date, was adopted.

- F. Resolution 2021-22, Adopting Prompt Payment Policies and Procedures Pursuant to Chapter 218, Florida Statutes; Providing for Severability and an Effective Date**

Mr. Wrathell presented Resolution 2021-22.

On MOTION by Ms. Rogers and seconded by Mr. Della Penta, with all in favor, Resolution 2021-22, Adopting Prompt Payment Policies and Procedures Pursuant to Chapter 218, Florida Statutes; Providing for Severability and an Effective Date, was adopted.

G. Resolution 2021-23, Adopting an Internal Controls Policy Consistent with Section 218.33, Florida Statutes; Providing an Effective Date

Mr. Wrathell presented Resolution 2021-23. Recent legislative changes require governmental entities to adopt, by Resolution, an internal controls policy to prevent and detect fraud, waste and abuse. Management has policies in place, as part of the annual audit process.

On MOTION by Ms. Rogers and seconded by Mr. Della Penta, with all in favor, Resolution 2021-23, Adopting an Internal Controls Policy Consistent with Section 218.33, Florida Statutes; Providing an Effective Date, was adopted.

BOND FINANCING RELATED MATTERS

EIGHTH ORDER OF BUSINESS

Consideration of the Following Bond Financing Related Matters:

A. Bond Financing Team Funding Agreement

Mr. Wrathell presented the Bond Financing Team Funding Agreement, which allows the Developer to provide advance funding for bond-related work and activities and for the District to reimburse those funds to the Landowner from the bond proceeds.

On MOTION by Ms. Rogers and seconded by Mr. Della Penta, with all in favor, the Bond Financing Team Funding Agreement between the Stillwater Community Development District and WCI Communities, LLC, was approved.

B. Engagement of Bond Financing Professionals

I. Underwriter/Investment Banker: *FMSbonds, Inc.*

Mr. Wrathell presented the FMSbonds, Inc., Engagement Letter for Underwriter Services and G-17 Disclosure.

On MOTION by Ms. Rogers and seconded by Mr. Della Penta, with all in favor, the FMSbonds, Inc., Engagement Letter for Underwriter Services and G-17 Disclosure, was approved.

II. Bond Counsel: *Greenberg Traurig, P.A.*

Mr. Wrathell presented the Greenberg Traurig, P.A., Engagement Letter to serve as Bond Counsel. The fee would be \$55,000 per bond issue.

On MOTION by Ms. Rogers and seconded by Mr. Della Penta, with all in favor, the Greenberg Traurig, P.A., Engagement Letter for Bond Counsel Services, was approved.

III. Trustee, Paying Agent and Registrar: *Bank of NY Mellon Trust Company, N.A.*

Mr. Wrathell presented the Bank of New York Mellon Trust Company, N.A. Engagement Letter to serve as Trustee, Paying Agent and Registrar. Ms. Papelbon discussed the fee schedule and stated that Arbitrage Rebate services could also be provided; although, the District engaged in another firm. She stated Mr. Tom Radicioni would be the point of contact.

On MOTION by Ms. Rogers and seconded by Mr. Della Penta, with all in favor, the Bank of NY Mellon Trust Company, N.A. Engagement Letter, with Fee Schedule, to serve as Trustee, Paying Agent, and Registrar, was approved.

C. Resolution 2021-24, Designating a Date, Time, and Location of a Public Hearing Regarding the District's Intent to Use the Uniform Method for the Levy, Collection, and Enforcement of Non-Ad Valorem Special Assessments as Authorized by Section 197.3632, Florida Statutes; Authorizing the Publication of the Notice of Such Hearing; and Providing an Effective Date

Mr. Wrathell presented Resolution 2021-24 and read the title.

On MOTION by Ms. Rogers and seconded by Mr. Della Penta, with all in favor, Resolution 2021-24, Designating a Date, Time and Location of January 14, 2021 at 1:30 p.m., in the St. Augustine Outlets Community Room, 500 Outlet Mall Blvd., Suite 25, St. Augustine, Florida 32084, for a Public Hearing Regarding the District's Intent to Use the Uniform Method for the Levy, Collection, and Enforcement of Non-Ad Valorem Special Assessments as Authorized by Section 197.3632, Florida Statutes; Authorizing the Publication of the Notice of Such Hearing; and Providing an Effective Date, was adopted.

D. Report of District Engineer, dated November 2020

Mr. Acree gave an overview of the Engineer's Report, which was prepared in coordination with Mr. Haber and Mr. Sanford, and outlines the construction and infrastructure improvements. The \$17,896,442.28 Estimated Cost of Construction, noted in Exhibit D, differed from the amount in the Master Special Assessment Methodology Report.

Mr. Haber stated that the Master Special Assessment Methodology Report should be updated to reflect the District Engineer's figure, as certain items were removed; however, a contingency was added.

Mr. Wrathell asked if the improvements outlined in Exhibit D are intended to be funded via the Capital Improvement Plan (CIP) and if the different infrastructure items totaled \$17,896,442.28. Mr. Acree replied affirmatively.

E. Master Special Assessment Methodology Report, dated December 3, 2020

Mr. Wrathell presented the Master Special Assessment Methodology Report. The CIP and associated costs would be revised to match the Engineer's Report. Once the bonds are issued, a Supplemental Special Assessment Methodology Report would be presented, in which the assessment levels would match the exact parameters of the bond issuance and the assessment levels would match the Developer's targets. A revised Report would be emailed.

F. Resolution 2021-25, Declaring Special Assessments; Indicating the Location, Nature and Estimated Cost of Those Infrastructure Improvements Whose Cost is to be Defrayed By the Special Assessments; Providing the Portion of the Estimated Cost of the Improvements to be Defrayed by the Special Assessments; Providing the Manner in Which Such Special Assessments Shall be Made; Providing when Such Special

Assessments shall be Paid; Designating Lands Upon Which the Special Assessments Shall be Levied; Providing for an Assessment Plat; Adopting a Preliminary Assessment Roll; Providing for Publication of this Resolution

Mr. Wrathell presented Resolution 2021-25 and read the title. Mr. Haber suggested approval, in substantial form, subject to revision of Sections 3 and 4, the Estimated Costs of Improvements and Assessment amounts, respectively, to match the Engineer’s Report.

On MOTION by Ms. Rogers and seconded by Mr. Della Penta, with all in favor, Resolution 2021-25, in substantial form, subject to amending Sections 3 and 4, as discussed, and the Chair’s review, Declaring Special Assessments; Indicating the Location, Nature and Estimated Cost of Those Infrastructure Improvements Whose Cost is to be Defrayed By the Special Assessments; Providing the Portion of the Estimated Cost of the Improvements to be Defrayed by the Special Assessments; Providing the Manner in Which Such Special Assessments Shall be Made; Providing when Such Special Assessments shall be Paid; Designating Lands Upon Which the Special Assessments Shall be Levied; Providing for an Assessment Plat; Adopting a Preliminary Assessment Roll; Providing for Publication of this Resolution, was adopted, and authorizing the Chair to execute the final version, was approved.

- G. **Resolution 2021-26, Setting a Public Hearing for the Purpose of Hearing Public Comment on Imposing Special Assessments on Certain Property Within the District Generally Described as the Stillwater Community Development District in Accordance with Chapters 170, 190 and 197, Florida Statutes**

Mr. Wrathell presented Resolution 2021-26.

On MOTION by Ms. Rogers and seconded by Mr. Della Penta, with all in favor, Resolution 2021-26, Setting a Public Hearing for January 14, 2021 at 1:30 p.m., in the St. Augustine Outlets Community Room, 500 Outlet Mall Blvd., Suite 25, St. Augustine, Florida 32084 for the Purpose of Hearing Public Comment on Imposing Special Assessments on Certain Property Within the District Generally Described as the Stillwater Community Development District in Accordance with Chapters 170, 190 and 197, Florida Statutes, was adopted.

- H. **Resolution 2021-27, Authorizing the Issuance of Not To Exceed \$25,000,000 Aggregate Principal Amount Stillwater Community Development District Special Assessment Revenue Bonds, In One or More Series, To Pay All or a Portion of the Design, Acquisition, Construction Costs of Certain Public Infrastructure Improvements, Including, But Not Limited To, Stormwater Management and Control Facilities, Including, But Not Limited To, Related Earthwork; Offsite and Onsite Roadway Improvements; Water and Wastewater Systems; Irrigation, Landscaping and Hardscaping in Public Rights-Of-Way; Entrance Features; Reclaimed Water Facilities; and All Related Soft and Incidental Costs (Collectively, The “Project”), Pursuant to Chapter 190, Florida Statutes, as Amended; Appointing Bank of New York Mellon Trust Company, N.A. To Serve as Trustee; Approving the Execution and Delivery of a Master Trust Indenture and a Supplemental Trust Indenture in Substantially the Forms Attached Hereto; Providing That Such Bonds Shall Not Constitute a Debt, Liability or Obligation of Stillwater Community Development District (Except as Otherwise Provided Herein), St. Johns County, Florida or of the State of Florida or of Any Other Political Subdivision Thereof, But Shall Be Payable Solely From Special Assessments Assessed and Levied On the Property Within the District Benefited By the Project and Subject To Assessment; Providing For the Judicial Validation of Such Bonds; and Providing For Other Related Matters**

Mr. Sanford stated Resolution 2021-27 accomplishes the following:

- Initiates the bond validation process.
- Authorizes the issuance of bonds up to \$25 million, not-to-exceed the amount of special assessment bonds, to be issued in one or more series.
- Endorses the Master Trust Indenture.
- Appoints Bank of New York Mellon Trust Company, N.A., as the Bond Trustee.

Mr. Sanford recommended approval of Resolution 2021-27, in substantially final form.

Mr. Wrathell presented Resolution 2021-27.

On MOTION by Ms. Rogers and seconded by Mr. Della Penta, with all in favor, Resolution 2021-27, in substantially final form, Authorizing the Issuance of Not To Exceed \$25,000,000 Aggregate Principal Amount Stillwater Community Development District Special Assessment Revenue Bonds, In One or More Series, To Pay All or a Portion of the Design, Acquisition, Construction Costs of Certain Public Infrastructure Improvements, Including, But Not Limited To, Stormwater Management and Control Facilities, Including, But Not Limited To, Related Earthwork; Offsite and Onsite Roadway Improvements; Water and Wastewater Systems; Irrigation, Landscaping and Hardscaping in Public Rights-Of-Way; Entrance Features; Reclaimed Water Facilities; and All Related Soft and Incidental Costs (Collectively, The "Project"), Pursuant to Chapter 190, Florida Statutes, as Amended; Appointing Bank of New York Mellon Trust Company, N.A. To Serve as Trustee; Approving the Execution and Delivery of a Master Trust Indenture and a Supplemental Trust Indenture in Substantially the Forms Attached Hereto; Providing That Such Bonds Shall Not Constitute a Debt, Liability or Obligation of Stillwater Community Development District (Except as Otherwise Provided Herein), St. Johns County, Florida or of the State of Florida or of Any Other Political Subdivision Thereof, But Shall Be Payable Solely From Special Assessments Assessed and Levied On the Property Within the District Benefited By the Project and Subject To Assessment; Providing For the Judicial Validation of Such Bonds; and Providing For Other Related Matters, was adopted.

I. Acquisition and Advanced Funding Agreement

Mr. Haber stated that, typically, this Agreement is presented once the bonds are issued; however, because certain improvements may be completed and conveyed to the District before the bonds are issued, this Agreement contractually obligates the District to reimburse the Developer, once bond proceeds become available.

On MOTION by Ms. Rogers and seconded by Mr. Della Penta, with all in favor, the Acquisition and Advanced Funding Agreement, in substantial form, subject to Developer's Counsel review and authorizing the Chair to review and execute the final version, was approved.

Mr. Haber stressed that the CDD must participate in the turnover process of conveying CDD improvements to the County; whereby, issuing a Bill of Sale from the Developer to the CDD

and the CDD to the County ensures the CDD the ability to reimburse the Developer for those improvements from the bond proceeds.

NINTH ORDER OF BUSINESS

Staff Reports

A. District Counsel: *Hopping Green & Sams, P.A.*

There being nothing further to report, the next item followed.

B. District Engineer (Interim): *Matthews Design Group*

There being nothing further to report, the next item followed.

C. District Manager: *Wrathell, Hunt and Associates, LLC*

There being nothing to report, the next item followed.

TENTH ORDER OF BUSINESS

Board Members' Comments/Requests

There being no Board Members' comments or requests, the next item followed.

ELEVENTH ORDER OF BUSINESS

Public Comments

There being no public comments, the next item followed.

TWELFTH ORDER OF BUSINESS

Adjournment

There being nothing further to discuss, the meeting adjourned.

On MOTION by Ms. Rogers and seconded by Mr. Della Penta, with all in favor, the meeting adjourned at approximately 12:16 p.m.

[SIGNATURES APPEAR ON THE FOLLOWING PAGE]



Secretary/Assistant Secretary



Chair/Vice Chair