

**MINUTES OF MEETING  
PALM COAST 145  
COMMUNITY DEVELOPMENT DISTRICT**

The Board of Supervisors of the Palm Coast 145 Community Development District held a Continued Public Hearing, a Public Hearing and a Regular Meeting on April 20, 2022, at 10:30 a.m., at 25 Old Kings Road North, Suite 2B, Palm Coast, Florida 32137.

**Present at the meeting were:**

David Hansen	Chair
Michael Beebe	Vice Chair
Franklin Green	Assistant Secretary
Clifton Fischer (via telephone)	Assistant Secretary

**Also present were:**

Cindy Cerbone	District Manager
Andrew Kantarzhi	Wrathell, Hunt and Associates, LLC (WHA)
Jonathan Johnson (via telephone)	District Counsel
Momtaz Barq (via telephone)	District Engineer
JW Howard	Morgan Stanley
John Amm	M-R Development & Construction, Inc.
Brian Robinson	M-R Development & Construction, Inc.
Misty Taylor (via telephone)	Bond Counsel
Naila Harrison (via telephone)	_____
Brad Kline (via telephone)	Landowner
Blake Kline (via telephone)	Landowner
Keith Compton (via telephone)	_____

**FIRST ORDER OF BUSINESS**

**Call to Order/Roll Call**

Ms. Cerbone called the meeting to order at 10:35 a.m. Supervisors Hansen, Green and Beebe and were present, in person. Supervisor Fischer was attending via telephone. Supervisor Attack was not present.

**SECOND ORDER OF BUSINESS**

**Public Comments**

No members of the public spoke.

**THIRD ORDER OF BUSINESS**

**Administration of Oath of Office to Supervisors Michael Beebe and Franklin Green *(the following will be provided in a separate package)***

Ms. Cerbone stated Mr. Kantarzhi, a Notary of the State of Florida and duly authorized, administered the Oath of Office to Mr. Beebe and Mr. Green before the meeting started. She provided and briefly described 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**

**FOURTH ORDER OF BUSINESS**

**Ratification of Resolution 2022-30, Designating Certain Officers of the District, and Providing for an Effective Date**

Ms. Cerbone presented Resolution 2022-30. She recited the following slate of officers nominated at the last meeting:

Chair	David Hansen
Vice Chair	Michael Beebe
Secretary	Craig Wrathell
Assistant Secretary	Franklin Green
Assistant Secretary	Robert Attack
Assistant Secretary	Clifton Fischer
Assistant Secretary	Cindy Cerbone
Assistant Secretary	Daniel Rom

No other nominations were made.

Prior appointments by the Board for Treasurer and Assistant Treasurer remain unaffected by this Resolution.

**On MOTION by Mr. Hansen and seconded by Mr. Green, with all in favor, Resolution 2022-30, Designating Certain Officers of the District, as nominated, and Providing for an Effective Date, was ratified.**

**FIFTH ORDER OF BUSINESS**

**Continued Public Hearing to Consider the Adoption of an Assessment Roll and the Imposition of Special Assessments Relating to the Financing and Securing of Certain Public Improvements**

- *Hear testimony from the affected property owners as to the propriety and advisability of making the improvements and funding them with special assessments on the property.*
- *Thereafter, the governing authority shall meet as an equalizing board to hear any and all complaints as to the special assessments on a basis of justice and right.*

These activities occurred below.

- A. Affidavit/Proof of Publication**
- B. Mailed Notice to Property Owner(s)**
- C. Engineer’s Report *(for informational purposes)***
- D. Master Special Assessment Methodology Report *(for informational purposes)***

These items were included for informational purposes.

These reports were included for informational purposes.

**On MOTION by Mr. Green and seconded by Mr. Hansen, with all in favor, the Continued Public Hearing was opened.**

- *Hear testimony from the affected property owners as to the propriety and advisability of making the improvements and funding them with special assessments on the property.*
- There were no comments from affected property owners or members of the public.
- *Thereafter, the governing authority shall meet as an equalizing board to hear any and all complaints as to the special assessments on a basis of justice and right.*

**On MOTION by Mr. Green and seconded by Mr. Beebe, with all in favor, the Continued Public Hearing was closed.**

- E. Consideration of Resolution 2022-32, Authorizing District Projects for Construction and/or Acquisition of Infrastructure Improvements; Equalizing, Approving, Confirming, and Levying Special Assessments on Property Specially Benefited by Such Projects to Pay the Cost Thereof; Providing for the Payment and the Collection of Such Special Assessments by the Methods Provided for by Chapters 170, 190 and 197, Florida Statutes; Confirming the District’s Intention to Issue Special Assessment Bonds; Making Provisions for Transfers of Real Property to Homeowners Associations, Property Owners Association and/or Governmental Entities; Providing for the Recording of an Assessment Notice; Providing for Severability, Conflicts and an Effective Date**

Ms. Cerbone presented Resolution 2022-32 and read the title.

Mr. Johnson stated this Resolution accomplishes the following:

- Upon adoption, an Inchoate lien would be put in place. No payments or obligations will be due under the lien until the bonds are issued.
- Authorizes the recording of various documents in the public record, which memorialize that the lien is in place and that subsequent purchasers are aware of it.
- Advances the bond issuance process.

**On MOTION by Mr. Green and seconded by Mr. Hansen, with all in favor, Resolution 2022-32, Authorizing District Projects for Construction and/or Acquisition of Infrastructure Improvements; Equalizing, Approving, Confirming, and Levying Special Assessments on Property Specially Benefited by Such Projects to Pay the Cost Thereof; Providing for the Payment and the Collection of Such Special Assessments by the Methods Provided for by Chapters 170, 190 and 197, Florida Statutes; Confirming the District’s Intention to Issue Special Assessment Bonds; Making Provisions for Transfers of Real Property to Homeowners Associations, Property Owners Association and/or Governmental Entities; Providing for the Recording of an Assessment Notice; Providing for Severability, Conflicts and an Effective Date, was adopted.**

**Levy, Collection and Enforcement of Non-Ad Valorem Assessments as Authorized and Permitted by Section 197.3632, Florida Statutes; Expressing the Need for the Levy of Non-Ad Valorem Assessments and Setting Forth the Legal Description of the Real Property Within the District's Jurisdictional Boundaries that May or Shall Be Subject to the Levy of District Non-Ad Valorem Assessments; Providing for Severability; Providing for Conflict and Providing for an Effective Date**

Ms. Cerbone presented Resolution 2022-34 and read the title.

**A. Affidavit/Proof of Publication**

The affidavit of publication was included for informational purposes.

**B. Consideration of Resolution 2022-34, Expressing its Intent to Utilize the Uniform Method of Levying, Collecting and Enforcing Non-Ad Valorem Assessments Which May Be Levied by the Palm Coast 145 Community Development District in Accordance with Section 197.3632, Florida Statutes; Providing a Severability Clause; and Providing an Effective Date**

Mr. Johnson stated that Resolution 2022-34 sets forth the CDD's intent to utilize the Property Appraiser and Tax Collector to bill and collect the assessments.

**On MOTION by Mr. Beebe and seconded by Mr. Green, with all in favor, the Public Hearing was opened.**

No members of the public spoke.

**On MOTION by Mr. Beebe and seconded by Mr. Hansen, with all in favor, the Public Hearing was closed.**

**SEVENTH ORDER OF BUSINESS**

**Public Hearing on Adoption of Fiscal Year 2021/2022 Budget**

**A. Affidavit of Publication**

The affidavit of publication was included for informational purposes.

**B. Consideration of Resolution 2022-36, Relating to the Annual Appropriations and Adopting the Budget for the Fiscal Year Beginning October 1, 2021, and Ending September 30, 2022; Authorizing Budget Amendments; and Providing an Effective Date**

Ms. Cerbone stated that two items were not included in the proposed Fiscal Year 2022 budget when it was last presented. Board Members are allowed compensation for meeting attendance, in the amount of \$200 per meeting, with a maximum of \$4,800 per year. The other item is for rental fees for the meeting room.

She suggested adopting the Resolution as amended, to include the following:

Page 1: Add "Supervisor fees" line item for \$6,000

Page 1: Add "Meeting location" line item for \$1,000

**On MOTION by Mr. Green and seconded by Mr. Beebe, with all in favor, the Public Hearing was opened.**

A Board Member asked if the Landowner was amenable to the Board Members receiving compensation. Mr. Kline replied affirmatively.

**On MOTION by Mr. Beebe and seconded by Mr. Hansen, with all in favor, the Public Hearing was closed.**

Ms. Cerbone presented Resolution 2022-36.

**On MOTION by Mr. Green and seconded by Mr. Beebe, with all in favor, Resolution 2022-36, Relating to the Annual Appropriations and Adopting the Budget for the Fiscal Year Beginning October 1, 2021, and Ending September 30, 2022, as amended; Authorizing Budget Amendments; and Providing an Effective Date, was adopted.**

- **Consideration of Resolution 2022-34, Expressing its Intent to Utilize the Uniform Method of Levying, Collecting and Enforcing Non-Ad Valorem Assessments Which May Be Levied by the Palm Coast 145 Community Development District in Accordance with**

**Section 197.3632, Florida Statutes; Providing a Severability Clause; and Providing an Effective Date**

This item, previously Item 6B, resumed.

**On MOTION by Mr. Hansen and seconded by Mr. Green, with all in favor, Resolution 2022-34, Expressing its Intent to Utilize the Uniform Method of Levying, Collecting and Enforcing Non-Ad Valorem Assessments Which May Be Levied by the Palm Coast 145 Community Development District in Accordance with Section 197.3632, Florida Statutes; Providing a Severability Clause; and Providing an Effective Date, was adopted.**

**EIGHTH ORDER OF BUSINESS**

**Consideration/Ratification of Morgan Stanley as Underwriter**

Mr. Howard, of Morgan Stanley, presented and described the following:

- A. Engagement Letter**
- B. MSRB Rule G-17**
- C. Indemnity Agreement**

**On MOTION by Mr. Beebe and seconded by Mr. Green, with all in favor, the Morgan Stanley Engagement Letter, MSRB Rule G-17 Letter and Indemnity Agreement, were ratified.**

**NINTH ORDER OF BUSINESS**

**Consideration of Resolution 2022-35, Authorizing the Issuance of Not to Exceed \$11,000,000 Aggregate Principal Amount of Palm Coast 145 Community Development District Special Assessment Bonds in One or More Series (The "Series 2022 Bonds"); Approving the Form of and Authorizing the Execution and Delivery of a First Supplemental Trust Indenture; Authorizing the Negotiated Sale of the Series 2022 Bonds; Appointing an Underwriter; Approving the Form of and Authorizing the Execution and Delivery of a Bond Purchase Contract with Respect to the Series 2022 Bonds And Awarding the Series 2022 Bonds to the Underwriter**

**Named Therein Pursuant to the Parameters Set Forth in this Resolution; Approving the Form of and Authorizing the Distribution of a Preliminary Limited Offering Memorandum and Its Use by the Underwriter in Connection with the Offering for Sale of the Series 2022 Bonds and Approving the Execution and Delivery of a Final Limited Offering Memorandum; Authorizing the Execution and Delivery of a Continuing Disclosure Agreement and the Appointment of a Dissemination Agent; Providing for the Application of Series 2022 Bond Proceeds; Authorizing the Proper Officials To do all Things Deemed Necessary in Connection with the Issuance, Sale and Delivery of the Series 2022 Bonds; Appointing a Trustee, Bond Registrar and Paying Agent; Providing for the Registration of the Series 2022 Bonds Pursuant to the DTC Book-Entry System; Determining Certain Details with Respect to the Series 2022 Bonds; and Providing an Effective date**

Ms. Taylor presented Resolution 2022-35 and stated that this is the Delegation Resolution, which accomplishes the following:

- Approves a specific series of bonds in an amount not to exceed \$11,000,000.
- Approves a form of First Supplemental Trust Indenture.
- Approves the forms of various documents needed to market and price the bonds, including the Bond Purchase Contract with Morgan Stanley, a form of Preliminary Limited Offering Memorandum and a form of Continuing Disclosure Agreement.
- Makes the findings required under State Law to sell the bonds pursuant to a negotiated sale with Morgan Stanley.
- Appoints Morgan Stanley as the Underwriter.
- Appoints the District Manager as the Dissemination Agent.
- Appoints US Bank as the Trustee and Paying Agent for the bonds.
- Authorizes the Chair and Vice Chair to execute all necessary documents to close on the transactions.

- Approves additional changes to the Engineer’s and Assessment Methodology Reports.  
Ms. Taylor described the bond pre-close and closing processes and Mr. Howard discussed the marketing and pricing of the bonds, the Bond Purchase Agreement, investors and bond terms and summarized the offering document.

**On MOTION by Mr. Hansen and seconded by Mr. Green, with all in favor, Resolution 2022-35, Authorizing the Issuance of Not to Exceed \$11,000,000 Aggregate Principal Amount of Palm Coast 145 Community Development District Special Assessment Bonds in One or More Series (The “Series 2022 Bonds”); Approving the Form of and Authorizing the Execution and Delivery of a First Supplemental Trust Indenture; Authorizing the Negotiated Sale of the Series 2022 Bonds; Appointing an Underwriter; Approving the Form of and Authorizing the Execution and Delivery of a Bond Purchase Contract with Respect to the Series 2022 Bonds And Awarding the Series 2022 Bonds to the Underwriter Named Therein Pursuant to the Parameters Set Forth in this Resolution; Approving the Form of and Authorizing the Distribution of a Preliminary Limited Offering Memorandum and Its Use by the Underwriter in Connection with the Offering for Sale of the Series 2022 Bonds and Approving the Execution and Delivery of a Final Limited Offering Memorandum; Authorizing the Execution and Delivery of a Continuing Disclosure Agreement and the Appointment of a Dissemination Agent; Providing for the Application of Series 2022 Bond Proceeds; Authorizing the Proper Officials To do all Things Deemed Necessary in Connection with the Issuance, Sale and Delivery of the Series 2022 Bonds; Appointing a Trustee, Bond Registrar and Paying Agent; Providing for the Registration of the Series 2022 Bonds Pursuant to the DTC Book-Entry System; Determining Certain Details with Respect to the Series 2022 Bonds; and Providing an Effective date, was adopted.**

**TENTH ORDER OF BUSINESS**

**Consideration of Resolution 2022-37, Approving a Proposed Budget for Fiscal Year 2022/2023 and Setting a Public Hearing Thereon Pursuant to Florida Law; Addressing Transmittal, Posting and Publication Requirements; Addressing Severability; and Providing for an Effective Date**

Ms. Cerbone presented Resolution 2022-37 and read the title. She reviewed the proposed Fiscal Year 2023 budget. The following change was made:

Page 1: Add “Meeting location” line item for \$2,000

In response to a Board Member’s question regarding the next meeting date, Ms. Cerbone stated the next meeting will be May 24, 2022 at 10:30 a.m. at the Hilton Garden Inn location.

**On MOTION by Mr. Hansen and seconded by Mr. Green, with all in favor, Resolution 2022-37, Approving a Proposed Budget for Fiscal Year 2022/2023, as amended, and Setting a Public Hearing Thereon Pursuant to Florida Law for June 28, 2022 at 2:00 p.m. at the Hilton Garden Inn Palm Coast Town Center, 55 Town Center Boulevard, Palm Coast, Florida 32164; Addressing Transmittal, Posting and Publication Requirements; Addressing Severability; and Providing for an Effective Date, was adopted.**

**ELEVENTH ORDER OF BUSINESS**

**Consideration of Response to Request for Qualifications (RFQ) for Engineering Services**

- A. Affidavit of Publication**
- B. RFQ Package**
- C. Respondent: *Terra-Max Engineering, Inc.***
- D. Competitive Selection Criteria/Ranking**
- E. Award of Contract**

Ms. Cerbone stated, since Terra-Max Engineering, Inc. (Terra-Max) was the sole respondent to the RFQ, the ranking could be waived and the Board could consider Terra-Max the most responsive and well-qualified respondent and direct Staff to prepare a form of agreement for District Engineering Services.

Asked about subconsultants, Mr. Barq stated all services will be performed in-house, except for geotechnical and architectural services.

Discussion ensued regarding Engineering services, subconsultant utilization, billing process and certification of CDD improvements.

**On MOTION by Mr. Beebe and seconded by Mr. Hansen, with all in favor, awarding the Engineering Services contract to Terra-Max Engineering, Inc., the most responsive and qualified respondent to the RFQ for Engineering Services, authorizing District Staff to prepare a form of agreement and authorizing the Chair or Vice Chair to execute, was approved.**

**TWELFTH ORDER OF BUSINESS**

**Consideration of Responses to Request for Proposals (RFP) for Annual Audit Services**

- A. Affidavit of Publication**
- B. RFP Package**
- C. Respondents**
  - I. Berger, Toombs, Elam, Gaines & Frank**
  - II. Grau and Associates**
- D. Auditor Evaluation Matrix/Ranking**

Ms. Cerbone stated both respondents are well qualified. Berger, Toombs, Elam, Gaines & Frank (BTEGF) is the lower priced respondent. She suggested accepting her scoring and rankings as follows:

- 1. BTEGF 100 points
- 2. Grau and Associates 99 points.

**3. Award of Contract**

**On MOTION by Mr. Beebe and seconded by Mr. Green, with all in favor, awarding the Audit Services contract to Berger, Toombs, Elam, Gaines & Frank, the #1 ranked respondent to the RFP for Audit Services, authorizing District Staff to prepare a form of agreement and authorizing the Chair or Vice Chair to execute, was approved.**

**THIRTEENTH ORDER OF BUSINESS**

**Ratification of U.S. Bank Trust Company, NA Trustee Services Fee Agreement**

Ms. Cerbone presented the U.S. Bank Trust Company, NA Trustee Services Fee Agreement for ratification.

**On MOTION by Mr. Beebe and seconded by Mr. Hansen, with all in favor, the U.S. Bank Trust Company, NA Trustee Services Fee Agreement, was ratified.**

**FOURTEENTH ORDER OF BUSINESS**

**Consideration of Additional Financing Related Matters**

There were no additional financing related matters to consider.

**FIFTEENTH ORDER OF BUSINESS**

**Consideration of Resolution 2022-07, Designating the Primary Administrative Office and Principal Headquarters of the District; Designating the Location of the Local District Records Office; and Providing an Effective Date**

This item was deferred.

**SIXTEENTH ORDER OF BUSINESS**

**Acceptance of Unaudited Financial Statements as of February 28, 2022**

Ms. Cerbone presented the Unaudited Financial Statements as of February 28, 2022.

**On MOTION by Mr. Hansen and seconded by Mr. Beebe, with all in favor, the Unaudited Financial Statements as of February 28, 2022, were accepted.**

**SEVENTEENTH ORDER OF BUSINESS**

**Approval of Minutes**

Ms. Cerbone presented the following:

- A. March 22, 2022 Landowners’ Meeting**
- B. March 22, 2022 Public Hearings and Regular Meeting**

**On MOTION by Mr. Green and seconded by Mr. Beebe, with all in favor, the March 22, 2022 Landowners’ Meeting and March 22, 2022 Public Hearings and Regular Meeting Minutes, as presented, were approved.**

**EIGHTEENTH ORDER OF BUSINESS**

**Staff Reports**

- A. District Counsel: *Kutak Rock LLP***

There was no report.

- B. District Engineer (Interim): *Terra-Max Engineering, Inc.***

There was no report. “(Interim)” would be removed from future agendas.

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

- **NEXT MEETING DATE: May 24, 2022 at 10:30 a.m. [Hilton Garden Inn Palm Cost Town Center, 55 Town Center Blvd., Palm Coast, Florida 32164]**
- **QUORUM CHECK**

The next meeting would be held on May 24, 2022.

**NINETEENTH ORDER OF BUSINESS**

**Board Members' Comments/Requests**

There were no Board Members' comments or requests.

**TWENTIETH ORDER OF BUSINESS**

**Public Comments**

There were no public comments.

**TWENTY-FIRST ORDER OF BUSINESS**

**Adjournment**

<p><b>On MOTION by Mr. Beebe and seconded by Mr. Hansen, with all in favor, the meeting adjourned at 11:50 a.m.</b></p>
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[SIGNATURES APPEAR ON THE FOLLOWING PAGE]



Cindy Gibson

Secretary/Assistant Secretary



Chair/Vice Chair