

# **PALM COAST 145**

## **COMMUNITY DEVELOPMENT DISTRICT**

**June 28, 2022**

**BOARD OF SUPERVISORS**

**PUBLIC HEARING AND**

**REGULAR MEETING**

**AGENDA**

**Palm Coast 145 Community Development District**  
**OFFICE OF THE DISTRICT MANAGER**  
**2300 Glades Road, Suite 410W•Boca Raton, Florida 33431**  
**Phone: (561) 571-0010•Toll-free: (877) 276-0889•Fax: (561) 571-0013**

June 21, 2022

<p><b><u>ATTENDEES:</u></b> Please identify yourself each time you speak to facilitate accurate transcription of meeting minutes.</p>
---

Board of Supervisors  
Palm Coast 145 Community Development District

Dear Board Members:

The Board of Supervisors of the Palm Coast 145 Community Development District will hold a Public Hearing and a Regular Meeting on 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. The agenda is as follows:

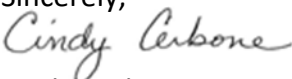
1. Call to Order/Roll Call
2. Public Comments
3. Consideration of FY2023 Funding Agreement
4. Public Hearing on Adoption of Fiscal Year 2022/2023 Budget
  - A. Proof/Affidavit of Publication
  - B. Consideration of Resolution 2022-38, Relating to the Annual Appropriations and Adopting the Budget for the Fiscal Year Beginning October 1, 2022, and Ending September 30, 2023; Authorizing Budget Amendments; and Providing an Effective Date
5. Consideration of Resolution 2022-39, Designating Dates, Times and Locations for Regular Meetings of the Board of Supervisors of the District for Fiscal Year 2022/2023 and Providing for an Effective Date
6. 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
7. Acceptance of Unaudited Financial Statements as of May 31, 2022
8. Approval of April 20, 2022 Public Hearings and Regular Meeting Minutes
9. Staff Reports
  - A. District Counsel: *Kutak Rock LLP*

- B. District Engineer: *Terra-Max Engineering, Inc.*
  - Update: Stormwater Needs Analysis
- C. District Manager: *Wrathell, Hunt and Associates, LLC*
  - I. 0 Registered Voters in District as of April 15, 2022
  - II. NEXT MEETING DATE: July 26, 2022 at 2:00 p.m. *[Location TBD]*
    - QUORUM CHECK

<b>Michael Beebe</b>	<input type="checkbox"/> IN PERSON	<input type="checkbox"/> PHONE	<input type="checkbox"/> No
<b>Robert Atack</b>	<input type="checkbox"/> IN PERSON	<input type="checkbox"/> PHONE	<input type="checkbox"/> No
<b>Franklin Green</b>	<input type="checkbox"/> IN PERSON	<input type="checkbox"/> PHONE	<input type="checkbox"/> No
<b>David Hansen</b>	<input type="checkbox"/> IN PERSON	<input type="checkbox"/> PHONE	<input type="checkbox"/> No
<b>Clifton Fischer</b>	<input type="checkbox"/> IN PERSON	<input type="checkbox"/> PHONE	<input type="checkbox"/> No

- 10. Board Members' Comments/Requests
- 11. Public Comments
- 12. Adjournment

If you should have any questions or concerns, please do not hesitate to contact me directly at (561) 346-5294.

Sincerely,  
  
 Cindy Cerbone  
 District Manager

**FOR BOARD MEMBERS AND STAFF TO ATTEND BY TELEPHONE**  
**CALL-IN NUMBER: 1-888-354-0094**  
**PARTICIPANT PASSCODE: 801 901 3513**

**PALM COAST 145**  
**COMMUNITY DEVELOPMENT DISTRICT**

**3**

**PALM COAST 145 COMMUNITY DEVELOPMENT DISTRICT  
FISCAL YEAR 2023 BUDGET FUNDING AGREEMENT**

This Agreement ("**Agreement**") is made and entered into this 28th day of June, 2022, by and between:

**Palm Coast 145 Community Development District**, a local unit of special-purpose government established pursuant to Chapter 190, Florida Statutes, and with an address of c/o Wrathell, Hunt & Associates, LLC 2300 Glades Road, Suite 410W, Boca Raton, Florida 33431 ("**District**"), and

**Palm Coast 145 Manager, LLC**, a Florida Limited Liability Company, and the owner of the lands in the District ("**Developer**") with a mailing address of 8 Ocean Place, Highland, Florida 33487.

**RECITALS**

**WHEREAS**, the District was established for the purpose of planning, financing, constructing, operating and/or maintaining certain infrastructure; and

**WHEREAS**, the District, pursuant to Chapter 190, Florida Statutes, is authorized to levy such taxes, special assessments, fees and other charges as may be necessary in furtherance of the District's activities and services; and

**WHEREAS**, Developer presently is developing the majority of all real property ("**Property**") within the District, which Property will benefit from the timely construction and acquisition of the District's facilities, activities and services and from the continued operations of the District; and

**WHEREAS**, the District is adopting its general fund budget for Fiscal Year 2023, which year concludes on September 30, 2023; and

**WHEREAS**, this general fund budget, which the parties recognize may be amended from time to time in the sole discretion of the District, is attached hereto and incorporated herein by reference as **Exhibit A**; and

**WHEREAS**, the District has the option of levying non-ad valorem assessments on all land, including the Property owned by the Developer, that will benefit from the activities, operations and services set forth in the Fiscal Year 2023 budget, or utilizing such other revenue sources as may be available to it; and

**WHEREAS**, in lieu of levying assessments on the Property, the Developer is willing to provide such funds as are necessary to allow the District to proceed with its operations as described in **Exhibit A**; and

**WHEREAS**, the Developer agrees that the activities, operations and services provide a special and peculiar benefit equal to or in excess of the costs reflected on **Exhibit A** to the Property; and

**WHEREAS**, the Developer has agreed to enter into this Agreement in lieu of having the District levy and collect any non-ad valorem assessments as authorized by law against the Property located within the District for the activities, operations and services set forth in **Exhibit A**;

**NOW, THEREFORE**, based upon good and valuable consideration and the mutual covenants of the parties, the receipt of which and sufficiency of which are hereby acknowledged, the parties agree as follows:

1. **FUNDING.** The Developer agrees to make available to the District the monies ("**Funding Obligation**") necessary for the operation of the District as called for in the budget attached hereto as **Exhibit A** (and as **Exhibit A** may be amended from time to time pursuant to Florida law, but subject to the Developer's consent to such amendments to incorporate them herein), within thirty (30) days of written request by the District. The funds shall be placed in the District's general checking account. These payments are made by the Developer in lieu of taxes, fees, or assessments which might otherwise be levied or imposed by the District. Nothing contained herein shall constitute or be construed as a waiver of the District's right to levy assessments in the event of a funding deficit.

2. **ENTIRE AGREEMENT.** This instrument shall constitute the final and complete expression of the agreement among the parties relating to the subject matter of this Agreement. Amendments to and waivers of the provisions contained in this Agreement may be made only by an instrument in writing which is executed by both of the parties hereto.

3. **AUTHORIZATION.** The execution of this Agreement has been duly authorized by the appropriate body or official of all parties hereto, each party has complied with all of the requirements of law, and each party has full power and authority to comply with the terms and provisions of this instrument.

4. **ASSIGNMENT.** This Agreement may be assigned, in whole or in part, by either party only upon the written consent of the other. Any purported assignment without such consent shall be void.

5. **DEFAULT.** A default by either party under this Agreement shall entitle the other to all remedies available at law or in equity, which shall include, but not be limited to, the right of damages, injunctive relief and specific performance.

6. **ENFORCEMENT.** In the event that any party is required to enforce this Agreement by court proceedings or otherwise, then the parties agree that the prevailing party shall be

entitled to recover from the other all costs incurred, including reasonable attorneys' fees and costs for trial, alternative dispute resolution, or appellate proceedings.

7. **THIRD PARTY BENEFICIARIES.** This Agreement is solely for the benefit of the formal parties herein and no right or cause of action shall accrue upon or by reason hereof, to or for the benefit of any third party not a formal party hereto. Nothing in this Agreement expressed or implied is intended or shall be construed to confer upon any person or corporation other than the parties hereto any right, remedy or claim under or by reason of this Agreement or any provisions or conditions hereof; and all of the provisions, representations, covenants and conditions herein contained shall inure to the sole benefit of and shall be binding upon the parties hereto and their respective representatives, successors and assigns.

8. **CHOICE OF LAW.** This Agreement and the provisions contained herein shall be construed, interpreted and controlled according to the laws of the State of Florida.

9. **ARM'S LENGTH.** This Agreement has been negotiated fully among the parties as an arm's length transaction. The parties participated fully in the preparation of this Agreement with the assistance of their respective counsel. In the case of a dispute concerning the interpretation of any provision of this Agreement, the parties are each deemed to have drafted, chosen and selected the language, and the doubtful language will not be interpreted or construed against any party.

10. **EFFECTIVE DATE.** The Agreement shall be effective after execution by the parties hereto.

[SIGNATURES ON NEXT PAGE]

**IN WITNESS WHEREOF**, the parties execute this Agreement the day and year first written above.

**PALM COAST 145 COMMUNITY  
DEVELOPMENT DISTRICT**

\_\_\_\_\_  
Chair/Vice Chair, Board of Supervisors

**PALM COAST 145 MANAGER, LLC**

\_\_\_\_\_  
By: \_\_\_\_\_  
Its: \_\_\_\_\_



**Exhibit A**

Fiscal Year 2022/2023 General Fund Budget

**PALM COAST 145**  
**COMMUNITY DEVELOPMENT DISTRICT**

**4A**

**PROOF OF PUBLICATION**

Daphne Gillyard  
Palm Coast 145 CDD  
2300 Glades RD # 410W  
Boca Raton FL 33431-8556

STATE OF WISCONSIN, COUNTY OF BROWN

Before the undersigned authority personally appeared, who, on oath says that he/she is LEGAL COORDINATOR of The News-Journal, a daily and Sunday newspaper, published at Daytona Beach in Volusia and Flagler Counties, Florida; that the attached copy of advertisement, being a Public Notices in the Circuit Court, was published in said newspaper in the issues dated or by publication on the newspaper's website, if authorized, on:

06/09/2022, 06/16/2022

Affiant further says that The News-Journal is a newspaper published at Daytona Beach, in said Volusia County, Florida, and that the said newspaper has heretofore been continuously published in said Volusia County, Florida each day and Sunday and has been entered as second-class mail matter at the post office in Daytona Beach, in said Volusia County, Florida, for a period of one year next preceding the first publication of the attached copy of advertisement; and affiant further says that he has neither paid nor promised any person, firm or corporation any discount, rebate, commission or refund for the purpose of securing this advertisement for publication in the said newspaper. Subscribed and sworn to before on 06/16/2022

PALM COAST 145 COMMUNITY DEVELOPMENT DISTRICT  
  
NOTICE OF PUBLIC HEARING TO CONSIDER THE ADOPTION OF THE FISCAL YEAR 2022/2023 BUDGET; AND NOTICE OF REGULAR BOARD OF SUPERVISORS' MEETING.

The Board of Supervisors ("Board") of the Palm Coast 145 Community Development District (the "District"), located in Flagler County, will hold a Public Hearing on June 28, 2022 at 2:00 p.m., at 25 Old Kings Road North, Suite 2B, Palm Coast, Florida 32137 for the purpose of hearing comments and objections on the adoption of the proposed budget ("Proposed Budget") of the District for the fiscal year beginning October 1, 2022 and ending September 30, 2023 ("Fiscal Year 2022/2023"). A regular board meeting of the District will also be held at that time where the Board may consider any other business that may properly come before it.

A copy of the agenda and Proposed Budget may be obtained by contacting the offices of the District Manager, Wrathell Hunt & Associates, 2300 Glades Road, Suite 410W, Boca Raton, Florida 33431, (877)276-0889 ("District Manager's Office"), during normal business hours.

The public hearing and meeting are open to the public and will be conducted in accordance with the provisions of Florida law. The public hearing and meeting may be continued to a date, time, and place to be specified on the record at the public hearing or meeting.

Any person requiring special accommodations at this meeting and/or public hearing or requiring assistance connecting to any communications media technology because of a disability or physical impairment should contact the District Manager's Office at least forty-eight (48) hours prior to the meeting and public hearing. If you are hearing or speech impaired, please contact the Florida Relay Service by dialing 7-1-1, or 1-800-955-8771 (TTY) / 1-800-955-8770 (Voice), for aid in contacting the District Manager's Office.

Any person who decides to appeal any decision made by the Board with respect to any matter considered at the public hearing or meeting is advised that person will need a record of proceedings and that accordingly, the person may need to ensure that a verbatim record of the proceedings is made, including the testimony and evidence upon which such appeal is to be based.

District Manager  
L#7389555 6/9, 6/16/2022

\_\_\_\_\_  
Legal Clerk

\_\_\_\_\_  
Notary, State of WI, County of Brown  
7/27/25

My commission expires

Publication Cost: \$601.64  
Order No: 7389555 # of Copies: 1  
Customer No: 717842  
PO #:

**THIS IS NOT AN INVOICE!**  
*Please do not use this form for payment remittance.*

SARAH BERTELSEN  
Notary Public  
State of Wisconsin

**PALM COAST 145**  
**COMMUNITY DEVELOPMENT DISTRICT**

**4B**

## RESOLUTION 2022-38

**THE ANNUAL APPROPRIATION RESOLUTION OF THE PALM COAST 145 COMMUNITY DEVELOPMENT DISTRICT (“DISTRICT”) RELATING TO THE ANNUAL APPROPRIATIONS AND ADOPTING THE BUDGET FOR THE FISCAL YEAR BEGINNING OCTOBER 1, 2022, AND ENDING SEPTEMBER 30, 2023; AUTHORIZING BUDGET AMENDMENTS; AND PROVIDING AN EFFECTIVE DATE.**

**WHEREAS**, the District Manager has, prior to the fifteenth (15th) day in June, 2022, submitted to the Board of Supervisors (“**Board**”) of the Palm Coast 145 Community Development District (“**District**”) the proposed budget (“**Proposed Budget**”) for the fiscal year beginning October 1, 2022 and ending September 30, 2023 (“**Fiscal Year 2022/2023**”) along with an explanatory and complete financial plan for each fund of the District, pursuant to the provisions of Section 190.008(2)(a), *Florida Statutes*; and

**WHEREAS**, at least sixty (60) days prior to the adoption of the Proposed Budget, the District filed a copy of the Proposed Budget with the local governing authorities having jurisdiction over the area included in the District pursuant to the provisions of Section 190.008(2)(b), *Florida Statutes*; and

**WHEREAS**, the Board set a public hearing thereon and caused notice of such public hearing to be given by publication pursuant to Section 190.008(2)(a), *Florida Statutes*; and

**WHEREAS**, the District Manager posted the Proposed Budget on the District’s website at least two days before the public hearing; and

**WHEREAS**, Section 190.008(2)(a), *Florida Statutes*, requires that, prior to October 1st of each year, the Board, by passage of the Annual Appropriation Resolution, shall adopt a budget for the ensuing fiscal year and appropriate such sums of money as the Board deems necessary to defray all expenditures of the District during the ensuing fiscal year; and

**WHEREAS**, the District Manager has prepared a Proposed Budget, whereby the budget shall project the cash receipts and disbursements anticipated during a given time period, including reserves for contingencies for emergency or other unanticipated expenditures during the fiscal year.

**NOW, THEREFORE, BE IT RESOLVED BY THE BOARD OF SUPERVISORS OF THE PALM COAST 145 COMMUNITY DEVELOPMENT DISTRICT:**

### **SECTION 1. BUDGET**

- a. The Board has reviewed the Proposed Budget, a copy of which is on file with the office of the District Manager and at the District’s Local Records Office, and hereby approves certain amendments thereto, as shown in Section 2 below.

- b. The Proposed Budget, attached hereto as **Exhibit “A,”** as amended by the Board, is hereby adopted in accordance with the provisions of Section 190.008(2)(a), *Florida Statutes (“Adopted Budget”)*, and incorporated herein by reference; provided, however, that the comparative figures contained in the Adopted Budget may be subsequently revised as deemed necessary by the District Manager to reflect actual revenues and expenditures.
- c. The Adopted Budget, as amended, shall be maintained in the office of the District Manager and at the District’s Local Records Office and identified as “The Budget for the Palm Coast 145 Community Development District for the Fiscal Year Ending September 30, 2023.”
- d. The Adopted Budget shall be posted by the District Manager on the District’s official website within thirty (30) days after adoption, and shall remain on the website for at least 2 years.

**SECTION 2. APPROPRIATIONS**

There is hereby appropriated out of the revenues of the District, for Fiscal Year 2022/2023, the sum of **EXHIBIT “A”** to be raised by the levy of assessments and/or otherwise, which sum is deemed by the Board to be necessary to defray all expenditures of the District during said budget year, to be divided and appropriated in the following fashion:

TOTAL GENERAL FUND	<u><b>EXHIBIT “A”</b></u>
TOTAL ALL FUNDS	<b>EXHIBIT “A”</b>

**SECTION 3. BUDGET AMENDMENTS**

Pursuant to Section 189.016, *Florida Statutes*, the District at any time within Fiscal Year 2022/2023 or within 60 days following the end of the Fiscal Year 2022/2023 may amend its Adopted Budget for that fiscal year as follows:

- a. A line-item appropriation for expenditures within a fund may be decreased or increased by motion of the Board recorded in the minutes, and approving the expenditure, if the total appropriations of the fund do not increase.
- b. The District Manager or Treasurer may approve an expenditure that would increase or decrease a line-item appropriation for expenditures within a fund if the total appropriations of the fund do not increase and if either (i) the aggregate change in the original appropriation item does not exceed the greater of \$15,000 or 15% of the original appropriation, or (ii) such expenditure is authorized by separate disbursement or spending resolution.

- c. Any other budget amendments shall be adopted by resolution and consistent with Florida law.

The District Manager or Treasurer must ensure that any amendments to the budget under paragraph c. above are posted on the District's website within 5 days after adoption and remain on the website for at least 2 years.

**SECTION 4. EFFECTIVE DATE.** This Resolution shall take effect immediately upon adoption.

**PASSED AND ADOPTED THIS 28TH DAY OF JUNE, 2022.**

ATTEST:

**PALM COAST 145 COMMUNITY  
DEVELOPMENT DISTRICT**

\_\_\_\_\_  
Secretary/Assistant Secretary

\_\_\_\_\_  
Chair/Vice Chair, Board of Supervisors

**Exhibit "A"**



**PALM COAST 145 CDD  
COMMUNITY DEVELOPMENT DISTRICT  
PROPOSED BUDGET  
FISCAL YEAR 2023**

**PALM COAST 145 CDD  
COMMUNITY DEVELOPMENT DISTRICT  
TABLE OF CONTENTS**

<u>Description</u>	<u>Page Number(s)</u>
General Fund Budget	1
Definitions of General Fund Expenditures	2

**PALM COAST 145 CDD  
COMMUNITY DEVELOPMENT DISTRICT  
GENERAL FUND BUDGET  
FISCAL YEAR 2023**

	<u>Proposed Budget FY 2023</u>
<b>REVENUES</b>	
Landowner contribution	\$ 104,749
Total revenues	<u>104,749</u>
<b>EXPENDITURES</b>	
<b>Professional &amp; administrative</b>	
Supervisors	6,459
Management/accounting/recording	48,000
Legal	25,000
Engineering	2,000
Audit	5,000
Arbitrage rebate calculation*	500
Dissemination agent*	1,000
Trustee*	5,000
Telephone	200
Postage	500
Printing & binding	500
Legal advertising	1,500
Annual special district fee	175
Insurance	5,500
Contingencies/bank charges	500
Website hosting & maintenance	705
Meeting room	2,000
Website ADA compliance	210
Total expenditures	<u>104,749</u>
Excess/(deficiency) of revenues over/(under) expenditures	-
Fund balance - beginning (unaudited)	-
Fund balance - ending	<u>\$ -</u>

\* These items will be realized when bonds are issued

**PALM COAST 145 CDD  
COMMUNITY DEVELOPMENT DISTRICT  
DEFINITIONS OF GENERAL FUND EXPENDITURES**

<b>EXPENDITURES</b>	<u>FY 2023</u>
<b>Professional &amp; administrative</b>	
Supervisors	\$ 6,459
Statutorily set at \$200 for each meeting of the Board of Supervisors not to exceed \$4,800 for each fiscal year.	
Management/accounting/recording	48,000
<b>Wrathell, Hunt and Associates, LLC</b> (WHA), specializes in managing community development districts by combining the knowledge, skills and experience of a team of professionals to ensure compliance with all of the District's governmental requirements. WHA develops financing programs, administers the issuance of tax exempt bond financings, operates and maintains the assets of the community.	
Legal	25,000
General counsel and legal representation, which includes issues relating to public finance, public bidding, rulemaking, open meetings, public records, real property dedications, conveyances and contracts.	
Engineering	2,000
The District's Engineer will provide construction and consulting services, to assist the District in crafting sustainable solutions to address the long term interests of the community while recognizing the needs of government, the environment and maintenance of the District's facilities.	
Audit	5,000
Statutorily required for the District to undertake an independent examination of its books, records and accounting procedures.	
Arbitrage rebate calculation*	500
To ensure the District's compliance with all tax regulations, annual computations are necessary to calculate the arbitrage rebate liability.	
Dissemination agent*	1,000
The District must annually disseminate financial information in order to comply with the requirements of Rule 15c2-12 under the Securities Exchange Act of 1934. Wrathell, Hunt & Associates serves as dissemination agent.	
Telephone	200
Telephone and fax machine.	
Postage	500
Mailing of agenda packages, overnight deliveries, correspondence, etc.	
Printing & binding	500
Letterhead, envelopes, copies, agenda packages	
Legal advertising	1,500
The District advertises for monthly meetings, special meetings, public hearings, public bids, etc.	
Annual special district fee	175
Annual fee paid to the Florida Department of Economic Opportunity.	
Insurance	5,500
The District will obtain public officials and general liability insurance.	
Contingencies/bank charges	500
Bank charges and other miscellaneous expenses incurred during the year and automated AP routing etc.	
Website hosting & maintenance	705
Meeting room	2,000
Website ADA compliance	210
Total expenditures	<u><u>\$ 104,749</u></u>

**PALM COAST 145**  
**COMMUNITY DEVELOPMENT DISTRICT**

**5**

**RESOLUTION 2022-39**

**A RESOLUTION OF THE BOARD OF SUPERVISORS OF THE PALM COAST 145 COMMUNITY DEVELOPMENT DISTRICT DESIGNATING DATES, TIMES AND LOCATIONS FOR REGULAR MEETINGS OF THE BOARD OF SUPERVISORS OF THE DISTRICT FOR FISCAL YEAR 2021/2022 AND PROVIDING FOR AN EFFECTIVE DATE**

**WHEREAS**, the Palm Coast 145 Community Development District (“**District**”) is a local unit of special-purpose government created and existing pursuant to Chapter 190, *Florida Statutes*; and

**WHEREAS**, the District is required by Section 189.015, *Florida Statutes*, to file quarterly, semi-annually, or annually a schedule (including date, time, and location) of its regular meetings with local governing authorities; and

**WHEREAS**, further, in accordance with the above-referenced statute, the District shall also publish quarterly, semi-annually, or annually the District’s regular meeting schedule in a newspaper of general paid circulation in the county in which the District is located.

**WHEREAS**, the Board desires to adopt the Fiscal Year 2022/2023 meeting schedule attached as **Exhibit A**.

**NOW, THEREFORE, BE IT RESOLVED BY THE BOARD OF SUPERVISORS OF THE PALM COAST 145 COMMUNITY DEVELOPMENT DISTRICT:**

1. **ADOPTING FISCAL YEAR 2022/2023 ANNUAL MEETING SCHEDULE.** The Fiscal Year 2022/2023 annual meeting schedule attached hereto and incorporated by reference herein as **Exhibit A** is hereby approved and shall be published in accordance with the requirements of Florida law and also provided to applicable governing authorities.

3. **EFFECTIVE DATE.** This Resolution shall become effective immediately upon its adoption.

**PASSED AND ADOPTED** this 28th day of June, 2022.

ATTEST:

**PALM COAST 145 COMMUNITY  
DEVELOPMENT DISTRICT**

\_\_\_\_\_  
Secretary/Assistant Secretary

\_\_\_\_\_  
Chair/Vice Chair, Board of Supervisors

**EXHIBIT "A"**

<b>PALM COAST 145 COMMUNITY DEVELOPMENT DISTRICT</b>		
<b>BOARD OF SUPERVISORS FISCAL YEAR 2022/2023 MEETING SCHEDULE</b>		
<b>LOCATION</b>		
<i>Hilton Garden Inn Palm Coast Town Center, 55 Town Center Blvd., Palm Coast, Florida 32164</i>		
<b>DATE</b>	<b>POTENTIAL DISCUSSION/FOCUS</b>	<b>TIME</b>
<b>October 25, 2022</b>	<b>Regular Meeting</b>	<b>2:00 PM</b>
<b>November 15, 2022*</b>	<b>Regular Meeting</b>	<b>2:00 PM</b>
<b>December 20, 2022*</b>	<b>Regular Meeting</b>	<b>2:00 PM</b>
<b>January 24, 2023</b>	<b>Regular Meeting</b>	<b>2:00 PM</b>
<b>February 28, 2023</b>	<b>Regular Meeting</b>	<b>2:00 PM</b>
<b>March 28, 2023</b>	<b>Regular Meeting</b>	<b>2:00 PM</b>
<b>April 25, 2023</b>	<b>Regular Meeting</b>	<b>2:00 PM</b>
<b>May 23 2023</b>	<b>Regular Meeting</b>	<b>2:00 PM</b>
<b>June 27, 2023</b>	<b>Regular Meeting</b>	<b>2:00 PM</b>
<b>July 25, 2023</b>	<b>Regular Meeting</b>	<b>2:00 PM</b>
<b>August 22 2023</b>	<b>Regular Meeting</b>	<b>2:00 PM</b>
<b>September 26, 2023</b>	<b>Regular Meeting</b>	<b>2:00 PM</b>

**\*Exceptions**

*November meeting is one week earlier to accommodate the Thanksgiving holiday.*

*December meeting is one week earlier to accommodate the Christmas holiday.*

**PALM COAST 145**  
**COMMUNITY DEVELOPMENT DISTRICT**

**6**



**RESOLUTION 2022-07**

**A RESOLUTION BY THE BOARD OF SUPERVISORS OF THE PALM COAST 145 COMMUNITY DEVELOPMENT DISTRICT 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**

**WHEREAS**, the Palm Coast 145 Community Development District (“**District**”) is a local unit of special-purpose government created and existing pursuant to Chapter 190, *Florida Statutes*; and

**WHEREAS**, the District desires to designate its primary administrative office as the location where the District’s public records are routinely created, sent, received, maintained, and requested, for the purposes of prominently posting the contact information of the District’s Record’s Custodian in order to provide citizens with the ability to access the District’s records and ensure that the public is informed of the activities of the District in accordance with Chapter 119, *Florida Statutes*; and

**WHEREAS**, the District additionally desires to specify the location of the District’s principal headquarters for the purpose of establishing proper venue under the common law home venue privilege applicable to the District; and

**WHEREAS**, the District is statutorily required to designate a local district records office location for the purposes of affording citizens the ability to access the District’s records, promoting the disclosure of matters undertaken by the District, and ensuring that the public is informed of the activities of the District in accordance with Chapter 119 and Section 190.006(7), *Florida Statutes*.

**NOW, THEREFORE, BE IT RESOLVED BY THE BOARD OF SUPERVISORS OF THE PALM COAST 145 COMMUNITY DEVELOPMENT DISTRICT:**

**1. PRIMARY ADMINISTRATIVE OFFICE.** The District’s primary administrative office for purposes of Chapter 119, *Florida Statutes*, shall be located at 2300 Glades Road, Suite 410W, Boca Raton, Florida 33431.

**2. PRINCIPAL HEADQUARTERS.** The District’s principal headquarters for purposes of establishing proper venue shall be located within Flagler County, Florida.

**3. SECTION 3.** The District’s local records office shall be located at \_\_\_\_\_.

**4. EFFECTIVE DATE.** This Resolution shall take effect immediately upon adoption.

**PASSED AND ADOPTED** this 28th day of June, 2022.

ATTEST:

**PALM COAST 145 COMMUNITY  
DEVELOPMENT DISTRICT**

---

Secretary/Assistant Secretary

---

Chair/Vice Chair, Board of Supervisors

**PALM COAST 145**  
**COMMUNITY DEVELOPMENT DISTRICT**

**7**

**PALM COAST 145  
COMMUNITY DEVELOPMENT DISTRICT  
FINANCIAL STATEMENTS  
UNAUDITED  
MAY 31, 2022**

**PALM COAST 145  
COMMUNITY DEVELOPMENT DISTRICT  
BALANCE SHEET  
GOVERNMENTAL FUNDS  
MAY 31, 2022**

	General Fund	Debt Service Fund	Total Governmental Funds
	<u>          </u>	<u>          </u>	<u>          </u>
<b>ASSETS</b>			
Cash	\$ 27,579	\$ -	\$ 27,579
Due from Landowner	5,997	5,676	11,673
Due from general fund	-	2,654	2,654
Total assets	<u>\$ 33,576</u>	<u>\$ 8,330</u>	<u>\$ 41,906</u>
<b>LIABILITIES AND FUND BALANCES</b>			
Liabilities:			
Accounts payable	\$ 14,633	\$ 8,330	\$ 22,963
Due to Landowner	-	8,330	8,330
Due to debt service fund	2,654	-	2,654
Due to other	7,921	-	7,921
Accrued wages payable	2,200	-	2,200
Accrued taxes payable	168	-	168
Landowner advance	6,000	-	6,000
Total liabilities	<u>33,576</u>	<u>16,660</u>	<u>50,236</u>
<b>DEFERRED INFLOWS OF RESOURCES</b>			
Deferred receipts	5,997	-	5,997
Total deferred inflows of resources	<u>5,997</u>	<u>-</u>	<u>5,997</u>
Fund balances:			
Restricted for:			
Debt service	-	(8,330)	(8,330)
Unassigned	(5,997)	-	(5,997)
Total fund balances	<u>(5,997)</u>	<u>(8,330)</u>	<u>(14,327)</u>
Total liabilities, deferred inflows of resources and fund balances	<u>\$ 33,576</u>	<u>\$ 8,330</u>	<u>\$ 41,906</u>

**PALM COAST 145  
COMMUNITY DEVELOPMENT DISTRICT  
GENERAL FUND  
STATEMENT OF REVENUES, EXPENDITURES,  
AND CHANGES IN FUND BALANCES  
FOR THE PERIOD ENDED MAY 31, 2022**

	<u>Current Month</u>	<u>Year to Date</u>	<u>Budget</u>	<u>% of Budget</u>
<b>REVENUES</b>				
Landowner contribution	\$ 18,925	\$ 18,925	\$ 85,098	22%
Total revenues	<u>18,925</u>	<u>18,925</u>	<u>85,098</u>	22%
<b>EXPENDITURES</b>				
<b>Professional &amp; administrative</b>				
Supervisors	-	2,368	6,000	39%
Management/accounting/recording	2,000	10,000	36,000	28%
Legal	2,485	3,486	25,000	14%
Engineering	-	-	2,000	0%
Dissemination agent*	-	-	333	0%
Telephone	16	83	200	42%
Postage	-	-	500	0%
Printing & binding	42	208	500	42%
Legal advertising	592	8,777	6,500	135%
Annual special district fee	-	-	175	0%
Insurance	-	-	5,500	0%
Contingencies/bank charges	-	-	500	0%
Website hosting & maintenance	-	-	1,680	0%
Website ADA compliance	-	-	210	0%
Total professional & administrative	<u>5,135</u>	<u>24,922</u>	<u>85,098</u>	29%
Excess/(deficiency) of revenues over/(under) expenditures	13,790	(5,997)	-	
Fund balances - beginning	(19,787)	-	-	
Fund balances - ending	<u>\$ (5,997)</u>	<u>\$ (5,997)</u>	<u>\$ -</u>	

\*These items will be realized when bonds are issued

**PALM COAST 145  
COMMUNITY DEVELOPMENT DISTRICT  
STATEMENT OF REVENUES, EXPENDITURES,  
AND CHANGES IN FUND BALANCES  
DEBT SERVICE FUND  
FOR THE PERIOD ENDED MAY 31, 2022**

	<u>Current Month</u>	<u>Year To Date</u>
<b>REVENUES</b>	<u>\$ -</u>	<u>\$ -</u>
Total revenues	<u>-</u>	<u>-</u>
 <b>EXPENDITURES</b>		
<b>Debt service</b>		
Cost of issuance	<u>5,676</u>	<u>8,330</u>
Total debt service	<u>5,676</u>	<u>8,330</u>
 Excess/(deficiency) of revenues over/(under) expenditures	 (5,676)	 (8,330)
 Fund balances - beginning	 (2,654)	 -
Fund balances - ending	<u><u>\$ (8,330)</u></u>	<u><u>\$ (8,330)</u></u>

**PALM COAST 145**  
**COMMUNITY DEVELOPMENT DISTRICT**

**8**



**DRAFT**

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

1  
2  
3  
4  
5  
6  
7  
8  
9  
10  
11  
12  
13  
14  
15  
16  
17  
18  
19  
20  
21  
22  
23  
24  
25  
26  
27  
28  
29  
30  
31  
32  
33  
34  
35  
36  
37  
38  
39  
40  
41

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.

42 **THIRD ORDER OF BUSINESS** **Administration of Oath of Office to**  
 43 **Supervisors Michael Beebe and Franklin**  
 44 **Green** *(the following will be provided in a*  
 45 *separate package)*  
 46

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

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

58  
 59 **FOURTH ORDER OF BUSINESS** **Ratification of Resolution 2022-30,**  
 60 **Designating Certain Officers of the District,**  
 61 **and Providing for an Effective Date**  
 62

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

65	Chair	David Hansen
66	Vice Chair	Michael Beebe
67	Secretary	Craig Wrathell
68	Assistant Secretary	Franklin Green
69	Assistant Secretary	Robert Atack
70	Assistant Secretary	Clifton Fischer
71	Assistant Secretary	Cindy Cerbone
72	Assistant Secretary	Daniel Rom

73 No other nominations were made.

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

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

81 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

- 82
- 83
- 84
- 85
- 86
- 87 • *Hear testimony from the affected property owners as to the propriety and advisability*
- 88 *of making the improvements and funding them with special assessments on the*
- 89 *property.*
- 90 • *Thereafter, the governing authority shall meet as an equalizing board to hear any and*
- 91 *all complaints as to the special assessments on a basis of justice and right.*

92 These activities occurred below.

93 A. Affidavit/Proof of Publication

94 B. Mailed Notice to Property Owner(s)

95 These items were included for informational purposes.

96 C. Engineer’s Report *(for informational purposes)*

97 D. Master Special Assessment Methodology Report *(for informational purposes)*

98 These reports were included for informational purposes.

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

- 102
- 103
- 104 • *Hear testimony from the affected property owners as to the propriety and advisability*
- 105 *of making the improvements and funding them with special assessments on the*
- 106 *property.*

107 There were no comments from affected property owners or members of the public.

- 108 • *Thereafter, the governing authority shall meet as an equalizing board to hear any and*
- 109 *all complaints as to the special assessments on a basis of justice and right.*

111  
112  
113  
114  
115  
116  
117  
118  
119  
120  
121  
122  
123  
124  
125  
126  
127  
128  
129  
130  
131  
132  
133  
134  
135  
136  
137  
138  
139  
140  
141  
142  
143  
144  
145  
146  
147

**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

148  
149  
150  
151  
152  
153  
154  
155  
156  
157  
158  
159  
160  
161

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

162 **A. Affidavit/Proof of Publication**

163 The affidavit of publication was included for informational purposes.

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

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

171

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

174  
175  
176

No members of the public spoke.

177

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

180  
181

182 **SEVENTH ORDER OF BUSINESS**

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

183  
184  
185

**A. Affidavit of Publication**

186 The affidavit of publication was included for informational purposes.

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

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

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

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

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

198

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

201

202

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

205

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

208

209

210 Ms. Cerbone presented Resolution 2022-36.

211

212 **On MOTION by Mr. Green and seconded by Mr. Beebe, with all in favor,**  
213 **Resolution 2022-36, Relating to the Annual Appropriations and Adopting the**  
214 **Budget for the Fiscal Year Beginning October 1, 2021, and Ending September**  
215 **30, 2022, as amended; Authorizing Budget Amendments; and Providing an**  
216 **Effective Date, was adopted.**

217

218

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

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

224 This item, previously Item 6B, resumed.

225

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

232

233

234 EIGHTH ORDER OF BUSINESS Consideration/Ratification of Morgan  
235 Stanley as Underwriter

236

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

238 A. Engagement Letter

239 B. MSRB Rule G-17

240 C. Indemnity Agreement

241

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

245

246

247 NINTH ORDER OF BUSINESS Consideration of Resolution 2022-35,  
248 Authorizing the Issuance of Not to Exceed  
249 \$11,000,000 Aggregate Principal Amount  
250 of Palm Coast 145 Community  
251 Development District Special Assessment  
252 Bonds in One or More Series (The "Series  
253 2022 Bonds"); Approving the Form of and  
254 Authorizing the Execution and Delivery of a  
255 First Supplemental Trust Indenture;  
256 Authorizing the Negotiated Sale of the  
257 Series 2022 Bonds; Appointing an  
258 Underwriter; Approving the Form of and  
259 Authorizing the Execution and Delivery of a  
260 Bond Purchase Contract with Respect to  
261 the Series 2022 Bonds And Awarding the  
262 Series 2022 Bonds to the Underwriter

263 **Named Therein Pursuant to the**  
264 **Parameters Set Forth in this Resolution;**  
265 **Approving the Form of and Authorizing the**  
266 **Distribution of a Preliminary Limited**  
267 **Offering Memorandum and Its Use by the**  
268 **Underwriter in Connection with the**  
269 **Offering for Sale of the Series 2022 Bonds**  
270 **and Approving the Execution and Delivery**  
271 **of a Final Limited Offering Memorandum;**  
272 **Authorizing the Execution and Delivery of a**  
273 **Continuing Disclosure Agreement and the**  
274 **Appointment of a Dissemination Agent;**  
275 **Providing for the Application of Series 2022**  
276 **Bond Proceeds; Authorizing the Proper**  
277 **Officials To do all Things Deemed**  
278 **Necessary in Connection with the Issuance,**  
279 **Sale and Delivery of the Series 2022 Bonds;**  
280 **Appointing a Trustee, Bond Registrar and**  
281 **Paying Agent; Providing for the**  
282 **Registration of the Series 2022 Bonds**  
283 **Pursuant to the DTC Book-Entry System;**  
284 **Determining Certain Details with Respect**  
285 **to the Series 2022 Bonds; and Providing an**  
286 **Effective date**

287  
288 Ms. Taylor presented Resolution 2022-35 and stated that this is the Delegation  
289 Resolution, which accomplishes the following:

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



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

306

307 **On MOTION by Mr. Hansen and seconded by Mr. Green, with all in favor,**  
 308 **Resolution 2022-35, Authorizing the Issuance of Not to Exceed \$11,000,000**  
 309 **Aggregate Principal Amount of Palm Coast 145 Community Development**  
 310 **District Special Assessment Bonds in One or More Series (The “Series 2022**  
 311 **Bonds”); Approving the Form of and Authorizing the Execution and Delivery of**  
 312 **a First Supplemental Trust Indenture; Authorizing the Negotiated Sale of the**  
 313 **Series 2022 Bonds; Appointing an Underwriter; Approving the Form of and**  
 314 **Authorizing the Execution and Delivery of a Bond Purchase Contract with**  
 315 **Respect to the Series 2022 Bonds And Awarding the Series 2022 Bonds to the**  
 316 **Underwriter Named Therein Pursuant to the Parameters Set Forth in this**  
 317 **Resolution; Approving the Form of and Authorizing the Distribution of a**  
 318 **Preliminary Limited Offering Memorandum and Its Use by the Underwriter in**  
 319 **Connection with the Offering for Sale of the Series 2022 Bonds and Approving**  
 320 **the Execution and Delivery of a Final Limited Offering Memorandum;**  
 321 **Authorizing the Execution and Delivery of a Continuing Disclosure Agreement**  
 322 **and the Appointment of a Dissemination Agent; Providing for the Application**  
 323 **of Series 2022 Bond Proceeds; Authorizing the Proper Officials To do all Things**  
 324 **Deemed Necessary in Connection with the Issuance, Sale and Delivery of the**  
 325 **Series 2022 Bonds; Appointing a Trustee, Bond Registrar and Paying Agent;**  
 326 **Providing for the Registration of the Series 2022 Bonds Pursuant to the DTC**  
 327 **Book-Entry System; Determining Certain Details with Respect to the Series**  
 328 **2022 Bonds; and Providing an Effective date, was adopted.**

329

330

**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**

331

332

333

334

335

336

337

338

339

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

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

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

346

347 **On MOTION by Mr. Hansen and seconded by Mr. Green, with all in favor,**  
 348 **Resolution 2022-37, Approving a Proposed Budget for Fiscal Year 2022/2023, as**  
 349 **amended, and Setting a Public Hearing Thereon Pursuant to Florida Law for**  
 350 **June 28, 2022 at 2:00 p.m. at the Hilton Garden Inn Palm Coast Town Center,**  
 351 **55 Town Center Boulevard, Palm Coast, Florida 32164; Addressing Transmittal,**  
 352 **Posting and Publication Requirements; Addressing Severability; and Providing**  
 353 **for an Effective Date, was adopted.**

354

355

356 **ELEVENTH ORDER OF BUSINESS**

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

357

358

359

360

**A. Affidavit of Publication**

361

**B. RFQ Package**

362

**C. Respondent: *Terra-Max Engineering, Inc.***

363

**D. Competitive Selection Criteria/Ranking**

364

**E. Award of Contract**

365

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

369

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

371

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

373

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

379

380 TWELFTH ORDER OF BUSINESS

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

381  
382

383 A. Affidavit of Publication

384 B. RFP Package

385 C. Respondents

386 I. Berger, Toombs, Elam, Gaines & Frank

387 II. Grau and Associates

388 D. Auditor Evaluation Matrix/Ranking

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

392 1. BTEGF 100 points

393 2. Grau and Associates 99 points.

394 3. Award of Contract

395

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

401  
402

403 THIRTEENTH ORDER OF BUSINESS

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

404  
405

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

408

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

411  
412

413 FOURTEENTH ORDER OF BUSINESS

Consideration of Additional Financing Related Matters

414  
415

416  
417

418 There were no additional financing related matters to consider.

419

420 **FIFTEENTH ORDER OF BUSINESS** **Consideration of Resolution 2022-07,**  
 421 **Designating the Primary Administrative**  
 422 **Office and Principal Headquarters of the**  
 423 **District; Designating the Location of the**  
 424 **Local District Records Office; and Providing**  
 425 **an Effective Date**

426

427 This item was deferred.

428

429 **SIXTEENTH ORDER OF BUSINESS** **Acceptance of Unaudited Financial**  
 430 **Statements as of February 28, 2022**

431

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

433

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

436

437

438 **SEVENTEENTH ORDER OF BUSINESS** **Approval of Minutes**

439

440 Ms. Cerbone presented the following:

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

443

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

447

448

449 **EIGHTEENTH ORDER OF BUSINESS** **Staff Reports**

450

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

452 There was no report.

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

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

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



479  
480  
481  
482  
483  
484

---

Secretary/Assistant Secretary

---

Chair/Vice Chair

**PALM COAST 145**  
**COMMUNITY DEVELOPMENT DISTRICT**

**9B**

June 14, 2022

Mr. Adam Mengel  
Growth Management Director  
Flagler County Planning and Zoning Department  
1769 E. Moody Blvd  
Bunnell, FL 32110

**Subject: Palm Coast 145 Community Development District – Stormwater and Wastewater Needs Analysis (Chapter 2021-194, Laws of Florida/HB53)**  
**TME Project Number: BSK-01-003**


Dear Mr. Mengel:

I serve as the District Engineer of the Palm Coast 145 Community Development District (“District”), a local unit of special-purpose government created and existing pursuant to Chapter 190, Florida Statutes. I am writing regarding the new law requiring special districts that either own or operate stormwater management systems to create a 20-year needs analysis (“Needs Analysis”) of such system(s), with the first analysis due to Flagler County by June 30, 2022. While the District is authorized to finance, fund, plan, establish, acquire, construct or reconstruct, enlarge or extend, equip, operate, and maintain systems, facilities, and basic infrastructures for stormwater management and wastewater collection system improvements, pursuant to its establishing ordinance and Section 190.012(1)(f), Florida Statutes, the District does not and/or will not own and/or operate a stormwater management system or a wastewater collection system prior to the June 30, 2022, submission deadline. Consequently, the District will be unable to submit its Needs Analysis by the June 2022 deadline.

The District acknowledges and agrees that, upon transfer of a stormwater system from the construction to operation phase, the District will perpetually operate, maintain and fund the stormwater system and intends to fund such operational and maintenance activities through the annual levy of maintenance special assessments as authorized under Section 190.021(3), Florida Statutes. Moreover, the District agrees that, upon transfer of a stormwater system, the District will create and submit a Needs Analysis of such system(s).

If you should have any questions regarding the attached information, please do not hesitate to call me at (407) 578-2763 x111.

Sincerely,  
Terra Max Engineering, Inc.



Montaz Barq, P.E.  
Principal Engineer



**PALM COAST 145**  
**COMMUNITY DEVELOPMENT DISTRICT**

**9ci**



***Kaiti Lenhart*** ★ FLAGLER COUNTY SUPERVISOR OF ELECTIONS

---

1769 E. Moody Boulevard, Building 2, Suite 101 \* PO Box 901 \* Bunnell, Florida 32110-0901  
Phone (386) 313-4170 \* Fax (386) 313-4171 \* www.FlaglerElections.com

April 21, 2022

Cindy Cerbone  
Wrathell, Hunt and Associates, LLC  
2300 Glades Road, Suite 410W  
Boca Raton, Florida 33431

**RE: CDD Registered Voters**

Dear Cindy Cerbone:

Per your request, in accordance with the requirements of Chapter 190(3)(a)(d), the total number of registered voters for the following Community Development District as of April 15, 2022 is:

Palm Coast 145 Community Development district: **0**  
Hunter's Ridge Community Development District No. 1: **199**  
Hunter's Ridge Oaks Community Development District No. 1: **0**

If you have any questions or require any further assistance, please contact this office.

Thank you,

*Kaiti Lenhart*  
Supervisor of Elections

**PALM COAST 145**  
**COMMUNITY DEVELOPMENT DISTRICT**

**9C11**

**PALM COAST 145 COMMUNITY DEVELOPMENT DISTRICT**

**BOARD OF SUPERVISORS FISCAL YEAR 2021/2022 MEETING SCHEDULE**

**LOCATION**

*Hilton Garden Inn Palm Coast Town Center, 55 Town Center Blvd., Palm Coast, Florida 32164*

<b>DATE</b>	<b>POTENTIAL DISCUSSION/FOCUS</b>	<b>TIME</b>
<b>May 24 2022 CANCELED</b>	<b>Regular Meeting</b>	<b>2:00 PM</b>
<b>June 28, 2022</b>	<b>Regular Meeting</b>	<b>2:00 PM</b>
<b>July 26, 2022*</b>	<b>Regular Meeting</b>	<b>2:00 PM</b>
<b>August 23, 2022</b>	<b>Public Hearing and Regular Meeting</b>	<b>2:00 PM</b>
<b>September 27, 2022</b>	<b>Regular Meeting</b>	<b>2:00 PM</b>

\* Meeting Location unavailable on this date