

**MINUTES OF MEETING  
LANDINGS  
COMMUNITY DEVELOPMENT DISTRICT**

The Organizational meeting of the Board of Supervisors of the Landings Community Development District was held Friday, **September 16, 2022** at 11:30 a.m. at The Hilton Garden Inn Palm Coast, 55 Town Center Blvd, Palm Coast, Florida.

Present and constituting a quorum:

Jeffrey Douglas	Chairman
Gene Perez	Vice Chairman
Walker Douglas	Assistant Secretary

Also present were:

George Flint	District Manager, GMS
Michael Chiumento	District Counsel
Vincent Sullivan	Chiumento Law
Ken Belshe	Palm Coast Intracoastal, LLC
Sara Zare	MBS Capital

**FIRST ORDER OF BUSINESS**

**Introduction**

**A. Call to Order**

Mr. Jeffrey Douglas called the meeting to order and called the roll. Three Board members were present constituting a quorum.

**B. Public Comment Period**

Mr. Flint noted that there were no members of the public here to provide comment.

**C. Oath of Office**

Mr. Flint administered the oath of office for the three present Board members. He noted the packet of information was provided. He asked that forms be mailed to his office. He reviewed the Form 1 document that is to be filed within 30 days. He also reviewed other forms to be completed. He added compensation is available by completing the form for \$200 a meeting up to

\$4,800/year. Board members can accept or waive compensation. Mr. Chiumento reviewed the Sunshine Law and records requests.

**SECOND ORDER OF BUSINESS**

**Organizational Matters**

**A. Confirmation of Notice of Meeting**

Mr. Flint confirmed that the meeting notice was in the agenda for the Board to review

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

Mr. Flint provided general information on Community Development Districts and Board member responsibilities as public officials under Chapter 190.

**C. Election of Officers**

**1. Consideration of Resolution 2022-01 Designating Officers**

Mr. Flint noted that Resolution 2022-01 designates officers, and it provides for a Chair, Vice Chair, Secretary, Treasurer, Assistant Treasures, and Assistant Secretaries. They could take each seat individually, or if a Board member wanted to make a motion to elect a slate, they could do it on one motion. Mr. Jeffrey Douglas suggested himself has Chair, Mr. Perez as Vice Chair, George Flint Secretary, and the other three Board members would be Assistant Secretaries.

On MOTION by Mr. Jeffrey Douglas, seconded by Mr. Perez, with all in favor, Resolution 2022-01 Designation Officers with Mr. Jeffrey Douglas as Chairman, Mr. Perez as Vice Chairman, Mr. Flint as Secretary, and the Other Three Supervisors as Assistant Secretaries, was approved.

**1. Consideration of Resolution 2022-02 Designating Treasurer & Assistant Treasurer**

Mr. Flint suggested Ms. Jill Burns as Treasurer and Ms. Katie Costa as Assistant Treasurer. He noted this allows for his office to pay bills.

On MOTION by Mr. Perez, seconded by Mr. Walker Douglas, with all in favor, Resolution 2022-2 Designation Ms. Burns as Treasurer, Ms. Costa as Assistant Treasurer, was approved.

**THIRD ORDER OF BUSINESS**

**Retention of District Staff**

**A. Consideration of Contract for District Management Services**

Mr. Flint reviewed the contract with Governmental Management Services for District management services. The Chairman asked that this contract be printed out.

On MOTION by Mr. Walker Douglas, seconded by Mr. Perez, with all in favor, the Contract for District Management Services, was approved.

**B. Consideration of Appointment of District Counsel**

Mr. Flint presented the engagement letter with District counsel. District Counsel will be Chiumento Law, PLLC.

On MOTION by Mr. Walker Douglas, seconded by Mr. Perez, with all in favor, the Appointment of District Counsel, was approved.

**C. Consideration of Resolution 2022-03 Designating a Registered Agent and Office**

Mr. Flint presented Resolution 2022-03 designating a registered agent and office. This names Michael Chiumento and his office as the Registered Agent and Office.

On MOTION by Mr. Walker Douglas, seconded by Mr. Perez, with all in favor, Resolution 2022-03 Designating a Registered Agent and Office, was approved.

**D. Consideration of Interim District Engineering Agreement**

Mr. Flint stated the District engineering service requires an RFQ and an interim with England-Thims and Miller, Inc. will be assigned. Mr. Douglas commented on the quality of work provided by the Interim.

On MOTION by Mr. Walker Douglas, seconded by Mr. Perez, with all in favor, the Interim District Engineer Agreement, was approved.

**E. Request Authorization to Issue RFQ for Engineering Services**

Mr. Flint asked for a motion to authorize staff to issue an RFQ for engineering services. He added the responses would be brought back to the Board for consideration.

On MOTION by Mr. Walker Douglas, seconded by Mr. Perez, with all in favor, the Request Authorization to Issue RFQ for Engineering Services, was approved.

**FOURTH ORDER OF BUSINESS**

**Designation of Meetings and Hearing Dates**

**A. Designation of Regular Monthly Meeting Date, Time, and Location**

Mr. Flint stated the next item was designation of meetings and hearing dates. He suggested the regularly monthly meeting for the 3<sup>rd</sup> Friday of each month in this location at 11:30 a.m.

On MOTION by Mr. Walker Douglas, seconded by Mr. Perez, with all in favor, Designation of Regular Monthly Meeting Date, Time, and Location for the 3<sup>rd</sup> Friday of Each Month at 11:30a.m. in the Same Location, was approved.

**B. Designation of Landowner’s Meeting Date, Time, and Location**

Mr. Flint noted that the Board is required to have their initial landowner’s election within 90 days of formation of the District. He recommended they schedule this for November 18, 2022 at 11:30 a.m. in the current location.

On MOTION by Mr. Walker Douglas, seconded by Mr. Perez, with all in favor, Designation of Landowner’s Meeting for November 18, 2022 at 11:30 a.m., was approved.

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

**1. Consideration of Resolution 2022-04 Setting a Public Hearing to Consider the Proposed Rules of the District**

Mr. Flint stated that the statutes require the Board to hold a rule hearing which requires a 29 and 28-day notice. He recommended that they schedule this for the November 18<sup>th</sup> meeting as well.

On MOTION by Mr. Walker Douglas, seconded by Mr. Perez, with all in favor, Resolution 2022-04 Setting a Public Hearing to Consider the Proposed Rules of the District for November 18, 2022 at 11:30 a.m., was approved.

**D. Designation of Date of Public Hearing on the Budgets for Fiscal Year 2022 & 2023**

**1. Consideration of Resolution 2022-05 Setting the Public Hearing and Approving the Proposed Fiscal Year 2022 & 2023 Budgets**

Mr. Flint stated that next was designation of the date of the public hearings to consider the budget for the current year which ends on September 30<sup>th</sup> and then adoption of the 2023 budget. Resolution 2022-05 sets the public hearing and approves the proposed budget for Fiscal Year 2022, and he suggested that they have that on the November 18<sup>th</sup> agenda.

On MOTION by Mr. Walker Douglas, seconded by Mr. Perez, with all in favor, Resolution 2022-05 Setting the Public Hearing for November 18, 2022 and Approving the Proposed Fiscal Year 2021-2022 Budget, was approved.

**2. Approval of the Fiscal Years 2022 & 2023 Developer Funding Agreement**

Mr. Flint stated in order to fund the operations a funding agreement which is a standard funding agreement in lieu of imposing assessments will be needed. This would fund the costs in each of the proposed budgets that the Board approved.

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

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

Mr. Flint stated that next was designation of the public hearing date to use the 197 process which is the uniform collection method to be able to use the tax bill to collect the O&M and debt assessments. He added they have to hold a public hearing which requires four consecutive notices run a week apart. He recommended their November 18<sup>th</sup> meeting.

On MOTION by Mr. Walker Douglas, seconded by Mr. Perez, with all in favor, Designation of Date of Public Hearing for November 18, 2022 Expressing the District’s Intent to Utilize the Uniform method of Levying, Collecting, and Enforcing Non-Ad-Valorem Assessments in accordance with Section 197.3632 Florida Statutes, was approved.

**FIFTH ORDER OF BUSINESS**

**Other Organizational Matters**

**A. Selection of District Depository**

Mr. Flint recommended the Board designate Truist as the District depository.

On MOTION by Mr. Walker Douglas, seconded by Mr. Perez, with all in favor, Selection of District Depository Designating Truist Bank as the District Depository, was approved.

**B. Authorization of Bank Account Signatories**

Mr. Flint recommended that the Board authorize the Secretary, Treasurer, and Assistant Treasurer as signers.

On MOTION by Mr. Walker Douglas, seconded by Mr. Perez, with all in favor, Authorizing George Flint, Jill Burns, and Katie Costa as Bank Account Signatories, was approved.

**C. Consideration of Resolution 2022-06 Relating to Defense of Board Members**

Mr. Flint noted that this resolution relates to the legal representation of the Board of Supervisor members. In summary, the District will pay for legal defense so long as Board members are not acting outside of the scope of your role as a Supervisor and they are not acting with malicious disregard for the safety or existence of others and their property.

On MOTION by Mr. Perez, seconded by Mr. Walker Douglas, with all in favor, Resolution 2022-06 Relating to Defense of Board Members, was approved.

**D. Consideration of Resolution 2022-07 Authorizing District Counsel Recording the “Notice of Establishment” in the Property Records of Flagler County in Accordance with Chapter 190.0485, Florida Statutes**

Mr. Flint stated this authorizes District Counsel to record the notice of establishment which is required by Florida statutes.

On MOTION by Mr. Perez, seconded by Mr. Walker Douglas, with all in favor, Resolution 2022-07 Authorizing District Counsel Recording the “Notice of Establishment” in the Property Records of Flagler County in Accordance with Chapter 190.0485, Florida Statutes, was approved.

**E. Consideration of Resolution 2022-08 Adopting Investment Guidelines**

Mr. Flint reviewed Resolution 2022-08 approving investment guidelines for the District. The District has the option of developing their own investment policy or defaulting to the policy in Section 218.41517 Florida Statutes. He recommended the Board default to what is called the alternative investment guidelines which limit our investments in the four categories that are listed in the resolution.

On MOTION by Mr. Walker Douglas, seconded by Mr. Perez, with all in favor, Resolution 2022-08 Adopting Alternative Investment Guidelines, was approved.

**F. Consideration of Resolution 2022-09 Authorizing Execution of Public Depositor Report**

Mr. Flint noted that Resolution 2022-09 authorizes execution of the depositor report.

On MOTION by Mr. Walker Douglas, seconded by Mr. Perez, with all in favor, Resolution 2022-09 Authorizing Execution of Public Depositor Report, was approved.

**G. Consideration of Resolution 2022-10 Designating a Policy for Public Comment**

Mr. Flint stated that Resolution 2022-10 designates a policy for public comment. It also addresses public decorum and some other issues.

On MOTION by Mr. Walker Douglas, seconded by Mr. Perez, with all in favor, Resolution 2022-10 Designating a Policy for Public Comment, was approved.

**H. Consideration of Resolution 2022-11 Adopting a Travel and Reimbursement Policy**

Mr. Flint noted that Resolution 2022-11 adopts a travel and reimbursement policy that largely mirrors the state policy as far milage and per diem reimbursement.

On MOTION by Mr. Douglas, seconded by Mr. Perez, with all in favor, Resolution 2022-11 Adopting a Travel and Reimbursement Policy, was approved.

**I. Consideration of Resolution 2022-12 Adopting a Records Retention Policy**

Mr. Flint stated that Resolution 2022-12 adopts a records retention policy. He added they can modify the policy to allow staff to dispose of certain records based on the type of record and the time frames. He recommended that the Board adopt a policy saying that staff will keep everything.

On MOTION by Mr. Walker Douglas, seconded by Mr. Perez, with all in favor, Resolution 2022-12 Adopting a Records Retention Policy, Option of Retaining All Records, was approved.

**J. Consideration of Website Services Agreement**

Mr. Flint stated that the District is required to have an ADA compliant website and the agreement with ReAlign Web Design is for a fee of \$1,750.00. He recommended the Board approve the creation and not the ADA compliance audits. Mr. Flint explained what makes the website ADA compliant.

On MOTION by Mr. Walker Douglas, seconded by Mr. Perez, with all in, Consideration of Website Services Agreement, was approved.

**K. Consideration of Compensation of Board Members**

Mr. Flint stated that under Chapter 190 Board members are entitled to \$200 a meeting for a maximum of \$4,800 a year. For the record all three Board Members present accepted the compensation.



**L. Selection of District Records Office Within Flagler County**

Mr. Flint suggested his office location be selected as the local records Office.

On MOTION by Mr. Walker Douglas, seconded by Mr. Perez, with all in favor, Selection of District Record Office be GMS Offices, was approved.

**M. Authorization to Prepare Public Facilities Report in Accordance with Chapter 189.08 Florida Statutes to Coincide with Special District Filing Date of August 1<sup>st</sup> for Flagler County**

Mr. Flint stated that this item was authorization to prepare and file the public facilities report with Flagler County.

On MOTION by Mr. Perez, seconded by Mr. Walker Douglas, with all in favor, Authorization for Staff to Prepare a Public Facilities Report in Accordance with Chapter 189.08 Florida Statutes to Coincide with Special District Filing Date of August 1<sup>st</sup> in Flagler County, was approved.

**SIXTH ORDER OF BUSINESS**

**Capital Improvements**

**A. Appointment of the Financing Team**

**1. Bond Counsel**

Mr. Flint noted Bond Counsel and Financing Team as Bryant Miller Olive Law and the engagement letter and fees were explained by Ken Artin.

On MOTION by Mr. Walker Douglas, seconded by Mr. Perez, with all in favor, the Agreement with Bryant Miller Olive Law to Serve as Bond Counsel, was approved.

**2. Interim Engineer**

Mr. Flint noted the interim engineer was already retained.

**3. Underwriter**

Mr. Flint reviewed the underwriter requirement. Ms. Sara Zare with MBS Capital added this was a standard form of agreement. She added the fee was contingent on bond closing.

On MOTION by Mr. Walker Douglas, seconded by Mr. Perez, with all in favor, the Underwriter Agreement and Disclosure Document with MBS Capital, was approved.

**4. Assessment Administrator**

Mr. Flint stated that assessment administration is covered under the District Management agreement, so there is no further action required on that.

**5. Trustee**

Mr. Flint noted that they had a proposal from US Bank to serve as the District's Trustee. The Board had a question regarding on-going out of pocket expenses. This was explained in detail.

On MOTION by Mr. Walker Douglas, seconded by Mr. Perez, with all in favor, the Agreement from US Bank to Serve as the Trustee, was approved.

**B. Approval of Financing Team Funding Agreement**

Mr. Flint stated that next was a Bond Team Financing Funding Agreement. Many other professionals get compensated out of the cost of issuance accounts and work on a contingent basis and are compensated once bonds are issues. Some of the professionals in the event that the Board doesn't issue bonds, are still entitled to be compensated and for some reason if they don't issue bonds this funding agreement would cover those expenses. The Bond Financing Team Funding Agreement is with JTL Grand Landing Development, LLC.

On MOTION by Mr. Walker Douglas, seconded by Mr. Perez, with all in favor, the Financing Team Funding Agreement, was approved.

**SEVENTH ORDER OF BUSINESS**

**Financing Matters**

**A. Consideration of Resolution 2022-13 Authorizing the Issuance of Bonds and Authorizing the Commencement of Validation Proceedings**

Mr. Artin reviewed the resolution on issuance of bond and proceedings. This authorizes up to not exceeding \$37,365,000.

On MOTION by Mr. Walker Douglas, seconded by Mr. Perez, with all in favor, Resolution 2022-13 Authorizing the Issuance of Bonds and Authorizing the Commencements of Validation Proceedings, was approved.

**B. Imposition of Assessments**

**1. Consideration of Master Engineer’s Report**

Mr. Flint reviewed the Master Engineer’s Report prepared by England-Thims and Miller. He added the infrastructure cost estimates total \$27,345,217. He noted this has been reviewed by Bond Counsel and staff. It was noted the legal description was amended. District Counsel provided further explanations of how the reports fit together to allow issue bonds and build infrastructure and levy assessments.

On MOTION by Mr. Walker Douglas, seconded by Mr. Perez, with all in favor, The Master Engineer’s Report, was approved, as subject to amendments.

**2. Consideration of Master Assessment Methodology Report**

Mr. Flint noted this allocates the benefit of the improvements identified in the Engineer’s Report. He summarized the tables including the 399 units of 40’, 50’ and 60’ product types and the ERU factors assigned. He added the cost estimate is \$27,345,217. The preliminary bond sizing for validation of bonds is a conservative estimate at \$37,365,000. He noted the improvement cost per unit by product type, the par debt is reflected, and the annual assessments are noted. He noted the legal description and change will be made to the assessment roll. Mr. Walker Douglas had a question regarding the allocations and site planning. He asked that site planning be removed in the final report.

On MOTION by Mr. Walker Douglas, seconded by Mr. Perez, with all in favor, Master Assessment Methodology Report, was approved, as amended.

**3. Consideration of Resolution 2022-14 Declaring Special Assessments**

Mr. Flint this starts the assessment process and declares the District’s intent to levy special assessments.

On MOTION by Mr. Walker Douglas, seconded by Mr. Perez, with all in favor, Resolution 2022-14 Declaring Special Assessments, was approved.

**4. Consideration of Resolution 2022-15 Setting a Public Hearing for Special Assessments**

Mr. Flint stated this resolution sets the public hearing. He suggested the public hearing for November 18, 2022 at 11:30 a.m. in the same location.

On MOTION by Mr. Walker Douglas, seconded by Mr. Bonin, with all in favor, Resolution 2022-15 Setting the Public Hearing for November 18, 2022 at 11:30 a.m. in the Same Location, was approved.

**EIGHTH ORDER OF BUSINESS**

**Business Items**

There being none, the next item followed.

**NINTH ORDER OF BUSINESS**

**Other Business**

**A. Staff Reports**

**1. Attorney**

Mr. Chiumento had no further reports.

**2. Manager**

There being none, the next item following.

**B. Supervisors Requests**

There being none, the next item followed.

**C. Approval of Funding Request No. 1**

Mr. Flint stated that Funding Request No. 1 totaled \$16,750. This allows GMS to buy insurance, legal advertisement, create the website, and \$5,000 for the operation account.

On MOTION by Mr. Walker Douglas, seconded by Mr. Perez, with all in favor, Funding Request No. 1, was approved.


**TENTH ORDER OF BUSINESS**

**Adjournment**

Mr. Flint adjourned the meeting.

On MOTION by Mr. Walker Douglas, seconded by Mr. Perez, with all in favor, the meeting was adjourned.

  
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Secretary/Assistant Secretary

  
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Chairman/Vice Chairman