

**MINUTES OF MEETING
TRANQUILITY
COMMUNITY DEVELOPMENT DISTRICT**

The Organizational meeting of the Board of Supervisors of the Tranquility Community Development District was held on Wednesday, **March 9, 2022** at 2:00 p.m. at 2000 S. Washington Avenue, 2nd Floor, Titusville, Florida.

Present and constituting a quorum were:

Gary Allen, Jr.	Chairman
Kenneth Belshe	Vice Chairman
William Livingston	Supervisor
Clinton Smith III	Supervisor
David Lusby	Supervisor

Also, present were:

George Flint	District Manager, GMS
Nika Hosseini	District Counsel
Danielle Ferguson	Sunbelt Land Management
David M. Rothman	Bryant Miller Olive, PA
Rodney M. Honeycutt	District Engineer

The following is a summary of the discussions and actions taken at the March 9, 2022 Tranquility Community Development District's Organizational Board of Supervisor's Meeting.

FIRST ORDER OF BUSINESS

Introduction

A. Call to Order

Mr. Flint called the meeting to order at 2:00 p.m. Five Supervisors were in attendance at the meeting constituting a quorum.

B. Public Comment Period

There were no public members present.

C. Oath of Office

Mr. Flint conducted the oath of office to the new Supervisors. Mr. Flint reviewed the procedure for filing the forms necessary for this position. Ms. Hosseini gave an overview of legalities and ethics update for the new Board members.

SECOND ORDER OF BUSINESS

Organizational Matters

A. Confirmation of Notice of Meeting

Mr. Flint noted the meeting notice had been documented properly as required by statutes.

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

Mr. Flint explained the duties and responsibilities of the officers. He reviewed the forms to be completed by new Supervisors, and reviewed additional legal statutes including Sunshine law, records keeping, etc.

C. Election of Officers

1. Consideration of Resolution 2022-01 Designating Officers

Mr. Flint reviewed the requirements of officers and asked for a motion to elect a slate of officers or take the seats one by one. The nominations were for: Mr. Allen as Chair, Mr. Belshe as Vice Chair, Mr. Livingston, Mr. Smith III, and Mr. Lusby as Assistant Secretaries. He noted he would be appointed as Secretary.

On MOTION by Mr. Livingston, seconded by Mr. Smith III, with all in favor, Resolution 2022-01 Designating Officers as Mr. Allen as Chair, Mr. Belshe as Vice Chair, Mr. Livingston, Mr. Smith III and Mr. Lusby as Assistant Secretaries, and GMS staff of George Flint as Secretary, was approved.

2. Consideration of Resolution 2022-02 Designating Treasurer and Assistant Treasurer

Mr. Flint suggested Jill Burns be appointed as Treasurer and Katie Costa Assistant Treasurer.

On MOTION by Mr. Belshe, seconded by Mr. Livingston, with all in favor, Resolution 2022-02 Appointing Treasurer as Ms. Burns and Katie Costa as Assistant Treasurer, was approved.

THIRD ORDER OF BUSINESS

Retention of District Staff

A. Consideration of Contract for District Management Services

Mr. Flint noted that a sample contract is provided for Board review for District Management services with GMS.

On MOTION by Mr. Belshe, seconded by Mr. Smith III, with all in favor, the Contract for District Management Services with GMS, was approved.

B. Consideration of Appointment of District Counsel Services

Mr. Flint noted that Cobb Cole will be the District Counsel. The Board asked for clarification on termination.

On MOTION by Mr. Belshe, seconded by Mr. Livingston, with all in favor, the Appointment of District Counsel Services as Cobb Cole, was approved.

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

Mr. Flint stated that this would name Mark Watts and their office as the registered agent and office.

On MOTION by Mr. Belshe, seconded by Mr. Smith III, with all in favor, Resolution 2022-03 Designating a Registered Agent and Office, was approved.

D. Consideration of Interim District Engineering Agreement with Honeycutt & Associates

Mr. Flint noted that Honeycutt & Associates would serve at the interim engineer. Mr. Flint explained they would have to go through the RFP process, and in the meantime, they would serve as interim. He added they would attach the rate schedule to the agreement.

On MOTION by Mr. Belshe, seconded by Mr. Smith III, with all in favor, Appointing Interim District Engineer as Honeycutt & Associates, was approved.

E. Request Authorization to Issue RFQ for Engineering Services

Mr. Flint stated he needed a motion to issue the RFQ for engineering services. He stated that contained in the agenda is the form of the notice and the selection criteria used to evaluate the responses.

On MOTION by Mr. Belshe, seconded by Mr. Livingston, with all in favor, Authorization for GMS Staff 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 suggested holding the meetings on the second Wednesday of the month at 2:00 p.m. The meeting will be at the same location.

On MOTION by Mr. Belshe, seconded by Mr. Livingston, with all in favor, the Designation of Regular Monthly Meeting Date, Time, and Location for Fiscal Year 2022 as the 2nd Wednesday of the Month at 2:00 p.m. at the same location, was approved.

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

Mr. Flint suggested holding the Landowners' meeting on May 11, 2022 at 2:00 p.m. at the same location.

On MOTION by Mr. Belshe, seconded by Mr. Smith III, with all in favor, Designation of Landowner's Meeting Date, Time, and Location for May 11, 2022 at 2:00 p.m. at the same location, 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 suggested this be held in conjunction with the May 11, 2022 at 2:00 p.m. He added the sample of the rules are included in the agenda.

On MOTION by Mr. Belshe, seconded by Mr. Smith III, with all in favor, Resolution 2022-04, Setting a Public Hearing to Consider the Proposed Rules of the District for May 11, 2022 at 2:00 p.m., at the same location, was approved.

D. Designation of Date of Public Hearing on the Budget for Fiscal Year 2022

1. Consideration of Resolution 2022-05 Setting the Public Hearing and Approving the Proposed Fiscal Year 2022 Budget

Mr. Flint proposed they set the date for May 11, 2022 at 2:00 p.m. at the same location. He added that this would adopt the budget for the current year.

On MOTION by Mr. Smith III, seconded by Mr. Lusby, with all in favor, Resolution 2022-05, Setting the Public Hearing and Approving the Proposed Fiscal Year 2022 Budget for May 11, 2022 at 2:00 p.m. at the same location, was approved.

2. Approval of the Fiscal Year 2022 Developer Funding Agreement

Mr. Flint noted this will fund this year's budget. At this point this is budget for funding administration purposes. This allows the Developer to fund the actual cost that is based on budget. He added it is a 2-party agreement.

On MOTION by Mr. Belshe, seconded by Mr. Livingston, with all in favor, the Fiscal Year 2022 Developer Funding Agreement, was approved.

E. Designation of Data 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 explained the process for this in allowing the District to use the tax bill for the collection method. He suggested May 11, 2022 at 2:00 p.m. at the same location for this meeting.

On MOTION by Mr. Belshe, seconded by Mr. Smith III, with all in favor, Designation of Date of Public Hearing Expressing the District's Intent to Utilize the Uniform Method of Levying, Collecting and Enforcing Non-Ad Valorem Assessment in Accordance with Section 197.3632, Florida Statutes for May 11, 2022 at 2:00 p.m. at the same location, was approved.

FIFTH ORDER OF BUSINESS

Other Organizational Matters

A. Selection of District Depository

Mr. Flint proposed using Truist (formerly Sun Trust) as the District's qualified public depository.

On MOTION by Mr. Belshe, seconded by Mr. Smith III, with all in favor, Designating a Qualified Public Depository as Truist, was approved.

B. Authorization of Bank Account Signatories

Mr. Flint noted the approved signatories would be the Secretary and the Treasurer.

On MOTION by Mr. Lusby, seconded by Mr. Smith III, with all in favor, Authorization of Bank Account Signatories as the Secretary and Treasurer, was approved.

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

Mr. Flint explained the resolution. He noted this sets forth a process if there is a lawsuit filed against a Board member. He added as long as the Board member was working within the scope of their responsibilities, they would be covered legally. District Counsel further explained how this defense works.

On MOTION by Mr. Belshe, seconded by Mr. Smith III, with all in favor, Resolution 2022-06, Relating to Defense of Board Members, was approved.

D. Consideration of Resolution 2022-07 Ratifying District Counsel to Record in the Property Records of Osceola County the “Notice of Establishment” in accordance with Chapter 190.0485, Florida Statutes

1. Notice of Establishment

Mr. Flint noted this is to ratify the action already noticed.

On MOTION by Mr. Belshe, seconded by Mr. Lusby, with all in favor, Resolution 2022-07 Ratifying District Counsel Recording the “Notice of Establishment” in the Property Records of Osceola County in Accordance with Chapter 190.0486, Florida Statutes, was ratified.

E. Consideration of Resolution 2022-08 Adopting Investment Guidelines

Mr. Flint noted this would be in accordance with the guidelines established by the state of Florida. He recommended the alternative investment guidelines as the initial investment policy.

On MOTION by Mr. Belshe, seconded by Mr. Smith III, with all in favor, Resolution 2022-08 Adopting Investment Guidelines, was approved.

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

Mr. Flint noted this is a requirement for filing and needs approval.

On MOTION by Mr. Belshe, seconded by Mr. Lusby, 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 this establishes the policy for comments in a meeting. It requires public comment before Board action.

On MOTION by Mr. Belshe, seconded by Mr. Smith III, 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 this is for travel reimbursement for Supervisors on District business and is in-line with Florida statutes. It was asked if this was for travel to the meetings. Mr. Flint noted not typically but could it certain circumstances.

On MOTION by Mr. Smith III, seconded by Mr. Belshe, 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 noted this policy is in accordance with Florida statutes and has two options included in the packet. He suggested the Board choose option 1, which allows District to keep everything.

On MOTION by Mr. Belshe, seconded by Mr. Smith III, with all in favor, Resolution 2022-12 Adopting a Records Retention Policy, was approved.

J. Consideration of Website Services Agreement

Mr. Flint stated the agreement is in the package and is required by statute. Due to lawsuits in the past, he recommended the District have an ADA compliant website and the set-up fee will be \$1,750.

On MOTION by Mr. Belshe, seconded by Mr. Livingston, with all in favor, the Website Services Agreement, was approved.

K. Consideration of Compensation of Board Members

Mr. Flint noted that three Board Members were accepting compensation and two members were waiving compensation.

L. Selection of District Records Office Within Brevard County

Mr. Flint stated the District is required to have a local office within Brevard County. He recommended this office be the location. The address is 2000 South Washington Avenue, 2nd Floor, Titusville, Florida.

On MOTION by Mr. Belshe, seconded by Mr. Smith III, with all in favor, the District Records Office within Brevard County, 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 1st for Brevard County

Mr. Flint noted this is required and filed on an annual basis.

On MOTION by Mr. Belshe, seconded by Mr. Lusby, with all in favor, Authorization to Prepare Public Facilities Report in Accordance with Chapter 189.08 Florida Statutes to Coincide with Special District Filing Date of August 1st for Brevard County, was approved.

SIXTH ORDER OF BUSINESS

Capital Improvements

A. Appointment of Financing Team

Mr. Flint noted this appoints a financing team.

1. Bond Counsel

Mr. Flint noted this would be for MBS as Bond Counsel and the agreement is in the packet.

On MOTION by Mr. Livingston, seconded by Mr. Smith III, with all in favor, Appointing Bond Counsel as MBS, was approved.

2. Interim Engineer

Mr. Flint noted this was already approved.

3. Underwriter

Mr. Flint noted this would be with MBS Capital Markets. Included in the packet is the proposed engagement letter and disclosure. The agreement was presented by Brett Sealy with MBS.

On MOTION by Mr. Belshe, seconded by Mr. Lusby, with all in favor, the Underwriter as MBS Capital Markets, was approved.

4. Assessment Administrator

Mr. Flint noted this was covered under the District Management agreement.

5. Trustee

Mr. Flint noted this is required and a proposal in the packet is with US Bank.

On MOTION by Mr. Belshe, seconded by Mr. Smith III, with all in favor, Appointing Trustee as US Bank, was approved.

B. Approval of Financing Team Funding Agreement

Mr. Flint noted this is required. He explained that under the terms of this agreement any funds provided as part of this agreement would be reimbursed under the future bond issuance. The rates were clarified.

On MOTION by Mr. Belshe, seconded by Mr. Smith III, 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. Flint noted that they were not ready to start the assessment process and recommended to the Board that they continue this meeting for two weeks and that would give the opportunity to refine the Engineer's Report and prepare the Master Assessment Methodology. He added they were not ready at this point.

District Counsel further explained the process and noted it would be a few months before they were ready. Mr. Flint added the Board would need to continue the meeting. Mr. Flint noted the Board would defer action and noted the meeting would be continued to March 23, 2022 at this location at 2:00 p.m.

B. Imposition of Assessments

- 1. Consideration of Master Engineers Report**
- 2. Consideration of Master Assessment Methodology**
- 3. Consideration of Resolution 2022-14, Declaring Special Assessments**
- 4. Consideration of Resolution 2022-15 Hearing for Special Assessments**

EIGHTH ORDER OF BUSINESS

Business Items

There being none, the next item followed.

NINTH ORDER OF BUSINESS

Other Business

A. Staff Reports

i. Attorney

District Counsel did not have anything further to report.

ii. Manager

Mr. Flint noted he had nothing further.

B. Supervisors Requests

There being none, the next item followed.

C. Approval of Funding Request No. 1

Mr. Flint noted this request was in the package for review, and that this was the initial amount of \$21,750 to open the account.

On MOTION by Mr. Belshe, seconded by Mr. Smith III, with all in favor, Funding Request No. 1, was approved.

TENTH ORDER OF BUSINESS

Adjournment

On MOTION by Mr. Belshe, seconded by Mr. Lusby, with all in favor, the meeting was continued to March 23, 2022 at 2:00 p.m. at the same location.


Secretary/Assistant Secretary


Chairman/Vice Chairman