

**MINUTES OF MEETING
NEWPORT ISLES
COMMUNITY DEVELOPMENT DISTRICT**

The Board of Supervisors of the Newport Isles Community Development District held a Public Hearing and Regular Meeting on August 19, 2024 at 10:00 a.m., at WRA Engineering, 7978 Cooper Creek Blvd., Suite 102, University Park, Florida 34201.

Present at the meeting were:

Susan Collins	Chair
Richard James	Vice Chair
Jake Essman	Assistant Secretary
Charlie Peterson	Assistant Secretary

Also present:

Kristen Suit	District Manager
Clif Fischer	Wrathell, Hunt and Associates, LLC
Jere Earlywine (via telephone)	District Counsel
Clint Cuffle (via telephone)	District Engineer
Rhonda Mossing (via telephone)	MBS Capital Markets, LLC
David Berner	Southeast Land Consultants
Ashton Bligh (via telephone)	Underwriter's Counsel
Misty Taylor (via telephone)	Bond Counsel
Tom Chapman	Landowner

FIRST ORDER OF BUSINESS

Call to Order/Roll Call

Ms. Suit called the meeting to order at 10:01 a.m.

Supervisors Collins, Essman, James and Peterson were present. Supervisor Fischer was not present.

SECOND ORDER OF BUSINESS

Public Comments

No members of the public spoke.

▪ **Acceptance of Resignation of Clif Fischer from Seat 4**

This item was an addition to the agenda.

Ms. Suit presented Mr. Fischer's resignation.

On MOTION by Mr. Essman and seconded by Mr. Peterson, with all in favor, the resignation of Mr. Clif Fischer from Seat 4, was accepted.

Appointment of someone to fill Seat 4 will be considered at the next meeting.

THIRD ORDER OF BUSINESS

Public Hearing on Adoption of Fiscal Year 2024/2025 Budget

On MOTION by Mr. Essman and seconded by Mr. Peterson, with all in favor, the Public Hearing was opened.

A. Affidavit/Proof of Publication

The affidavit of publication was included for informational purposes.

B. Consideration of Resolution 2024-13, Relating to the Annual Appropriations and Adopting the Budget(s) for the Fiscal Year Beginning October 1, 2024, and Ending September 30, 2025; Authorizing Budget Amendments; and Providing an Effective Date

Ms. Suit presented Resolution 2024-13. She reviewed the proposed Fiscal Year 2025 budget, highlighting increases, decreases and adjustments, compared to the Fiscal Year 2024 budget, and explained the reasons for any changes.

No affected property owners or members of the public spoke.

On MOTION by Mr. Essman and seconded by Mr. Peterson, with all in favor, the Public Hearing was closed.

On MOTION by Mr. Essman and seconded by Mr. Peterson, with all in favor, Resolution 2024-13, Relating to the Annual Appropriations and Adopting the Budget(s) for the Fiscal Year Beginning October 1, 2024, and Ending September 30, 2025; Authorizing Budget Amendments; and Providing an Effective Date, was adopted.

FOURTH ORDER OF BUSINESS

Consideration of Resolution 2024-14, Providing for the Collection and Enforcement of Special Assessments, Including but Not Limited to Penalties and Interest Thereon; Certifying an Assessment Roll; Providing for Amendments to the Assessment Roll; Providing a Severability Clause; and Providing an Effective Date

Ms. Suit presented Resolution 2024-14.

On MOTION by Mr. Essman and seconded by Mr. Peterson, with all in favor, Resolution 2024-14, Providing for the Collection and Enforcement of Special Assessments, Including but Not Limited to Penalties and Interest Thereon; Certifying an Assessment Roll; Providing for Amendments to the Assessment Roll; Providing a Severability Clause; and Providing an Effective Date, was adopted.

FIFTH ORDER OF BUSINESS**Consideration of Financing Matters****A. Presentation of First Supplemental Engineer's Report**

Mr. Cuffle presented the First Supplemental Engineer's Report.

Discussion ensued regarding the Esplanade section, what areas will be included for the purposes of this bond issuance, legal descriptions, what areas will be assessed, platting the parcels, etc.

Mr. Earlywine stated that the First Supplemental Engineer's Report contains all the findings needed, including that the assessable property within Series 2024 Assessment Area will receive a special benefit from at least equal to or more than the costs of the Series 2024 Project.

On MOTION by Mr. Essman and seconded by Mr. Peterson, with all in favor, the First Supplemental Engineer's Report, in substantial form+, was approved.

B. Presentation of Supplemental Assessment Methodology Report - Phase 1

Ms. Suit presented the Supplemental Assessment Methodology Report for Phase 1 and highlighted the following:

- The District intends to issue Special Assessment Revenue Bonds, Series 2024 in the estimated principal amount of \$17,645,000 to fund the Phase 1 Project in the estimated amount of \$15,872,937.50.
- Phase 1 will consist of 921 units.

Ms. Suit reviewed the Tables in the Methodology Report

Mr. Earlywine stated that the Supplemental Assessment Methodology Report for Phase 1 contains all the necessary findings needed in order to proceed and provides that there is sufficient benefit from the project to justify the assessments and that the assessments are fairly and reasonably allocated.

On MOTION by Mr. Essman and seconded by Mr. Peterson, with all in favor, the Supplemental Assessment Methodology Report - Phase 1, in substantial form, was approved.

- C. Consideration of Resolution 2024-09, Authorizing the Issuance of Not to Exceed \$25,000,000 Aggregate Principal Amount of Newport Isles Community Development District Special Assessment Revenue Bonds, in One or More Series (the “Series 2024 Bonds”); Approving the Form of and Authorizing the Execution and Delivery of a First Supplemental Trust Indenture; Authorizing the Negotiated Sale of the Series 2024 Bonds; Appointing an Underwriter; Approving the Form of and Authorizing the Execution and Delivery of a Bond Purchase Agreement with Respect to the Series 2024 Bonds and Awarding the Series 2024 Bonds to the Underwriter Named Therein Pursuant to the Parameters Set Forth in this Resolution; Approving the Form of and Authorizing the Distribution of a Preliminary Limited Offering Memorandum and Its Use by the Underwriter in Connection with the Offering for Sale of the Series 2024 Bonds and Approving the Execution and Delivery of a Final Limited Offering Memorandum; Authorizing the Execution and Delivery of a Continuing Disclosure**

Agreement and the Appointment of a Dissemination Agent; Providing for the Application of Series 2024 Bond Proceeds; Authorizing the Proper Officials to Do All Things Deemed Necessary In Connection with the Issuance, Sale and Delivery of the Series 2024 Bonds; Appointing a Trustee, Bond Registrar and Paying Agent; Providing for the Registration of the Series 2024 Bonds Pursuant to the DTC Book-Entry System; Determining Certain Details with Respect to the Series 2024 Bonds; and Providing an Effective Date

Ms. Taylor presented Resolution 2024-09, known as the Delegation Award Resolution, accomplishes the following:

- This Resolution supplements the Master Resolution.
- Authorizes this specific series of bonds, in this case, the Series 2024 bonds.
- Authorizes not-to-exceed \$25,000,000 of bonds.
- Approves various forms of documents necessary for closing on the bonds, including the First Supplemental Trust Indenture, Bond Purchase Agreement, Preliminary Limited Offering Memorandum and the Continuing Disclosure Agreement.
- Makes findings required by State law in order to sell the bonds pursuant to a negotiated sale.
- Appoints MBS Capital Markets as the Underwriter of the bonds
- Approves other documents, in substantial form, subject to changes, such that those changes can be approved by the Chair.
- Delegates authority to the Chair and Vice Chair to execute the Bond Purchase Agreement, subject to the pricing being within the parameters set forth in this Section 5 of Resolution 2024-09.
- Appoints the Trustee.
- Authorizes further changes to the Engineer's Report and the Assessment Methodology Reports.

Mr. Earlywine stated that all the documents are being approved in substantial form.

On MOTION by Mr. Essman and seconded by Mr. Peterson, with all in favor, Resolution 2024-09, Authorizing the Issuance of Not to Exceed \$25,000,000 Aggregate Principal Amount of Newport Isles Community Development District Special Assessment Revenue Bonds, in One or More Series (the “Series 2024 Bonds”); Approving the Form of and Authorizing the Execution and Delivery of a First Supplemental Trust Indenture; Authorizing the Negotiated Sale of the Series 2024 Bonds; Appointing an Underwriter; Approving the Form of and Authorizing the Execution and Delivery of a Bond Purchase Agreement with Respect to the Series 2024 Bonds and Awarding the Series 2024 Bonds to the Underwriter Named Therein Pursuant to the Parameters Set Forth in this Resolution; Approving the Form of and Authorizing the Distribution of a Preliminary Limited Offering Memorandum and Its Use by the Underwriter in Connection with the Offering for Sale of the Series 2024 Bonds and Approving the Execution and Delivery of a Final Limited Offering Memorandum; Authorizing the Execution and Delivery of a Continuing Disclosure Agreement and the Appointment of a Dissemination Agent; Providing for the Application of Series 2024 Bond Proceeds; Authorizing the Proper Officials to Do All Things Deemed Necessary In Connection with the Issuance, Sale and Delivery of the Series 2024 Bonds; Appointing a Trustee, Bond Registrar and Paying Agent; Providing for the Registration of the Series 2024 Bonds Pursuant to the DTC Book-Entry System; Determining Certain Details with Respect to the Series 2024 Bonds; and Providing an Effective Date, was adopted.

- D. Consideration of Resolution 2024-10, Setting Forth the Specific Terms of the District’s Special Assessment Bonds, Series 2024; Making Certain Additional Findings and Confirming and/or Adopting an Engineer’s Report and a Supplemental Assessment Report; Delegating Authority to Prepare Final Reports and Update this Resolution; Confirming the Maximum Assessment Lien Securing the Bonds; Addressing the Allocation and Collection of the Assessments Securing the Bonds; Addressing Prepayments; Addressing True-Up Payments; Providing for the Supplementation of the Improvement Lien Book; and Providing for Conflicts, Severability and an Effective Date**

Mr. Earlywine presented Resolution 2024-10, which is specific to Assessment Area One. It delegates authority to Staff to update the Assessment Methodology Report and other documents in connection with the pricing for the issuance of the bonds.

On MOTION by Mr. Essman and seconded by Mr. Peterson, with all in favor, Resolution 2024-10, Setting Forth the Specific Terms of the District's Special Assessment Bonds, Series 2024; Making Certain Additional Findings and Confirming and/or Adopting an Engineer's Report and a Supplemental Assessment Report; Delegating Authority to Prepare Final Reports and Update this Resolution; Confirming the Maximum Assessment Lien Securing the Bonds; Addressing the Allocation and Collection of the Assessments Securing the Bonds; Addressing Prepayments; Addressing True-Up Payments; Providing for the Supplementation of the Improvement Lien Book; and Providing for Conflicts, Severability and an Effective Date, was adopted.

E. Consideration of Forms of Issuer's Counsel Documents

Mr. Earlywine presented the following Issuer's Counsel documents and explained the purpose of each:

- I. Collateral Assignment Agreements**
 - a. Meritage Homes of Florida Area**
 - b. M/I Homes of Florida Area**
 - c. Weekly Homes Area**
 - d. Taylor Morrison Esplanade Area**
 - e. Taylor Morrison Traditional Area**
- II. Completion Agreement**
- III. Declarations of Consent**
 - a. CC Manatee Land investments, LLC**
 - b. Taylor Morrison of Florida, Inc.**

It was noted that there will be a total of five Declarations of Consent.

- IV. Disclosure of Public Finance**
- V. Notice of Special Assessments**
- VI. True Up Agreements**
 - a. Meritage Homes of Florida Area**
 - b. M/I Homes of Florida Area**
 - c. Weekly Homes Area**

The following change will be made:

Where necessary: Change “Weekley” to “Weekly”

- d. **Taylor Morrison Esplanade Area**
- e. **Taylor Morrison Traditional Area**

Mr. Earlywine noted that there might be additional Agreements and documents, as things become finalized.

On MOTION by Mr. Essman and seconded by Mr. Peterson, with all in favor, the Collateral Assignment Agreements, Completion Agreement, Declarations of Consent, Disclosure of Public Finance, Notice of Special Assessments and True Up Agreements, all in substantial form, were approved.

SIXTH ORDER OF BUSINESS

Consideration of Presentation of Audited Annual Financial Report for the Fiscal Year Ended September 30, 2023, Prepared by Grau & Associates

Ms. Suit presented the Audited Annual Financial Report for the Fiscal Year Ended September 30, 2023 and noted the pertinent information. There were no findings, recommendations, deficiencies on internal control or instances of non-compliance; it was a clean audit.

SEVENTH ORDER OF BUSINESS

Consideration of Resolution 2024-11, Hereby Accepting the Audited Annual Financial Report for the Fiscal Year Ended September 30, 2023

Ms. Suit presented Resolution 2024-11.

On MOTION by Mr. Essman and seconded by Mr. Peterson, with all in favor, Resolution 2024-11, Hereby Accepting the Audited Annual Financial Report for the Fiscal Year Ended September 30, 2023, was adopted.

EIGHTH ORDER OF BUSINESS

Consideration of Resolution 2024-12, Directing the Chairman and District Staff to Request the Passage of an Ordinance by

the Board of County Commissioners of Manatee County, Florida, Amending the District's Boundaries, and Authorizing Such Other Actions as are Necessary in Furtherance of that Process; and Providing an Effective Date

Mr. Earlywine presented Resolution 2024-12. The Boundary Amendment involves removal of a strip of land at the north end and removal of a commercial tract on the south end. A Cost Share Agreement was prepared and circulated. The Boundary Amendment request will be filed within the next two weeks; it will likely take six months for the County to process.

- **Consideration of Boundary Amendment Funding Agreement**

On MOTION by Mr. Essman and seconded by Mr. Peterson, with all in favor, Resolution 2024-12, Directing the Chairman and District Staff to Request the Passage of an Ordinance by the Board of County Commissioners of Manatee County, Florida, Amending the District's Boundaries, and Authorizing Such Other Actions as are Necessary in Furtherance of that Process; and Providing an Effective Date, was adopted; and the Boundary Amendment Funding Agreement, was approved.

NINTH ORDER OF BUSINESS

Consideration of Goals and Objectives Reporting [HB7013 - Special Districts Performance Measures and Standards Reporting]

Mr. Wrathell presented the Memorandum detailing this new requirement and explained that newly adopted legislation requires special districts to establish goals and objectives annually and develop performance measures and standards to assess the achievement of the goals and objectives. She stated that District Management and District Counsel collaborated on identifying Community Communication and Engagement, Infrastructure and Facilities Maintenance, and Financial Transparency and Accountability as the key categories to focus on for Fiscal Year 2025 and develop statutorily compliant goals for each.

Ms. Suit presented the Performance Measures/Standards & Annual Reporting Form developed for the CDD and explained how the CDD will meet the goals.

On MOTION by Mr. Essman and seconded by Mr. Peterson, with all in favor, the Goals and Objectives and the Performance Measures/Standards & Annual Reporting Form, were approved.

Mr. Earlywine indicated that the Bond Validation Hearing is on September 3, 2024 and the CDD should be able to issue the bonds in early October 2024.

Discussion ensued regarding when the Bond Financing Team might be ready to post the Offering Statement, other timing considerations, pending documents and information, etc.

TENTH ORDER OF BUSINESS

Ratification Items

Ms. Suit presented the following:

- A. Ferguson Waterworks Direct Purchase Order Form #01-2133-009-OPO, CO#2 [Newport Isles MG) Forcemain Extension \$49,189.80**
- B. County Materials Dire`ct Purchase Order Form #01-2133-003-OPO CO#1/Closeout Letter**

The title of this agenda item should have the word "Direct", not "Dire`ct" as listed.

- C. Sweetwater Phase 2 Change Orders**
 - I. Irrigation Sleeves [\$10,172.00]**
 - II. Paving/Irrigation Sleeves [\$148,347.00]**

On MOTION by Mr. Essman and seconded by Mr. Peterson, with all in favor, Freguson Waterworks Direct Purchase Order Form #01-2133-009-OPO, CO#2 for Newport Isles MG Forcemain Extension, in the amount of \$49,189.80; County Materials Direct Purchase Order Form #01-2133-003-OPO CO#1/Closeout Letter; and the Sweetwater Phase 2 Change Orders for Irrigation Sleeves, in the amount of \$10,172.00, and for Paving/Irrigation Sleeves, in the amount of \$148,347.00, were ratified.

ELEVENTH ORDER OF BUSINESS

Acceptance of Unaudited Financial Statements as of June 30, 2024

On MOTION by Mr. Essman and seconded by Mr. Peterson, with all in favor, the Unaudited Financial Statements as of June 30, 2024, were accepted.

TWELFTH ORDER OF BUSINESS

Approval of May 20, 2024 Public Hearing and Regular Meeting Minutes

On MOTION by Mr. Essman and seconded by Mr. Peterson, with all in favor, the May 20, 2024 Public Hearing and Regular Meeting Minutes, as presented, were approved.

THIRTEENTH ORDER OF BUSINESS

Staff Reports

A. District Counsel: Kutak Rock LLP

B. District Engineer: WRA Engineering, LLC

There were no District Counsel or District Engineer Reports.

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

- **0 Registered Voters in District as of April 15, 2024**
- **NEXT MEETING DATE: September 16, 2024 at 10:00 AM**
 - **QUORUM CHECK**

The September 16, 2024 meeting will be cancelled.

FOURTEENTH ORDER OF BUSINESS

Board Members' Comments/Requests

There were no Board Members' comments or questions.

FIFTEENTH ORDER OF BUSINESS

Public Comments

No members of the public spoke.

SIXTEENTH ORDER OF BUSINESS

Adjournment

On MOTION by Mr. Essman and seconded by Mr. Peterson, with all in favor, the meeting adjourned at 10:35 a.m.


Secretary/Assistant Secretary


Chair/Vice Chair