

**MINUTES OF MEETING
PEACE CREEK VILLAGE COMMUNITY DEVELOPMENT DISTRICT**

The Board of Supervisors of the Peace Creek Village Community Development District held a Public Hearing and Regular Meeting on January 30, 2024 at 11:00 a.m., at the Lake Alfred Public Library, 245 N Seminole Avenue, Lake Alfred, Florida 33850.

Present at the meeting:

David Matt	Chair
Kristen Matt	Vice Chair
John Blakley	Assistant Secretary
John McKay	Assistant Secretary
Pete Williams (via telephone)	Assistant Secretary

Also present:

Craig Wrathell	District Manager
Ernesto Torres	Wrathell, Hunt and Associates, LLC
Jennifer Kilinski (via telephone)	District Counsel
Savannah Hancock	Kilinski Van Wyk PLLC
Steve Sloan (via telephone)	District Engineer
Bob Gang (via telephone)	Bond Counsel
Jason Gonzalez (via telephone)	Greenberg Traurig

FIRST ORDER OF BUSINESS

Call to Order/Roll Call

Mr. Torres called the meeting to order at 11:00 a.m. Supervisor Blakley, McKay, David Matt and Kristen Matt, were present. Supervisor Williams attended via telephone

SECOND ORDER OF BUSINESS

Public Comments

No members of the public spoke.

THIRD ORDER OF BUSINESS

**Administration of Oath of Office to
Supervisor Pete Williams**

Mr. Torres acknowledged receipt of Mr. Williams' Notarized Oath of Office via email.

FOURTH ORDER OF BUSINESS

**Public Hearing on Adoption of Fiscal Year
2023/2024 Budget**

- A. **Affidavit of Publication**
- B. **Consideration of Resolution 2024-40, Relating to the Annual Appropriations and Adopting the Budget for the Fiscal Year Beginning October 1, 2023, and Ending September 30, 2024; Authorizing Budget Amendments; and Providing for an Effective Date**

Mr. Torres presented Resolution 2024-40 and the proposed Fiscal Year 2024 budget, which is Landowner-funded, with expenses funded as incurred.

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

No affected property owners or members of the public spoke.

On MOTION by Mr. Blakley and seconded by Ms. Matt, with all in favor, the Public Hearing was closed.

On MOTION by Mr. Blakley and seconded by Ms. Matt, with all in favor, Resolution 2024-40, Relating to the Annual Appropriations and Adopting the Budget for the Fiscal Year Beginning October 1, 2023, and Ending September 30, 2024; Authorizing Budget Amendments; and Providing for an Effective Date, was adopted.

FIFTH ORDER OF BUSINESS

Presentation of Engineer's Report

Mr. Wrathell recalled the actions taken at the Organizational Meeting, such as presenting the Master Assessment Methodology Report. He discussed the steps related to issuing bonds, the maximum par amount of bonds to validate in circuit court and the max par amount of bond debt for the individual lots and max annual debt assessment. He explained the next step in the bond issuance process. He noted that one minor change to the First Supplemental Special Assessment Methodology Report is needed to include the bonding assumptions.

Mr. Wrathell stated that the proposed bond issuance schedule consists of mailing the Preliminary Limited Offering Memorandum (PLOM) for the Series 2024 Bonds on February, 2,

2024, pricing the bonds on February 8, 2024 and closing on the bonds on February 22, 2024; all subject to approving certain documents today.

Ms. Kilinski pointed out that the Engineer's Report is the same version as presented at the last meeting and the Organizational Meeting; there is no Supplemental Engineer's Report.

Mr. Wrathell noted the following regarding the Engineer's Report:

- The proposed Capital Improvement Plan (CIP) anticipates total of 324 residential dwelling units comprised of 38 townhomes and 286 50' to 55' single-family lots.
- The total of all the eligible CIP infrastructure that is eligible to be financed is \$15,949,664.
- The Engineer's Report was approved at a previous meeting and is referenced in Resolution 2024-38 to be presented later in the meeting.

SIXTH ORDER OF BUSINESS**Presentation of First Supplemental Special Assessment Methodology Report**

Mr. Wrathell presented the First Supplemental Special Assessment Methodology Report dated January 30, 2024 and accompanying exhibit. He noted the following:

- The CIP is as outlined in the Engineer's Report dated October 30, 2023.
- The acreage within the boundaries of the CDD is 95.38184+/- acres.
- The development is anticipated to be conducted by the Developer, ERPC Peace Creek, LLC, or its associates.
- The CIP totaling \$15,949,664 is comprised of Potable Water, Sanitary Sewer, Internal Roadway/Curbing, Undergrounding of Conduit, Stormwater, Improvements, Earthwork (Stormwater Ponds), Landscape/Hardscape/Irrigation/ Entry Features, and Recreational Improvements, along with contingency and professional costs outlined in the Engineer's Report.
- The District intends to issue a principal amount of bonds of \$7,210,000 to finance a portion of the CIP costs in the estimated amount of \$6,044,968.75. It is anticipated that any CIP costs not funded by the Series 2024 bonds will be completed or funded by the Developer.
- The \$7,210,000 bond debt will preliminarily be levied on approximately 95.38184+/- acres, which equates to a max par amount of bond debt of \$75,590.91 per gross acre.

Mr. Wrathell discussed the Lienability Tests, True-Up Mechanism in the event there are adjustments to the Equivalent Residential Units (ERU's) and Tables 1 through 6.

Regarding the Debt Service Reserve Fund, Mr. Wrathell stated that the Underwriter advised there will be a 50% reserve release once the lots close; those funds will go into the construction account, thereafter, the reserve amount will be reduced to 10%, once the community is fully built.

Discussion ensued regarding the release conditions for the final debt service reserve funds that will be outlined in the Trust Indenture, the ability to reimburse the Developer for advance funding infrastructure not paid for by the bonds and estimating what the second release amount will be.

Regarding Table 3, Staff will add an additional table explaining the capitalized interest payments and circulate it to everyone.

➤ The Underwriter gave an assumed average coupon of 5.75%; the Underwriter discount is 2%.

Regarding Table 6, Mr. Matt stated that the builder contract showed the Annual Bond Assessment Debt Service payment per single-family unit at \$1,650, which differs from the \$1,774.19 amount in the Report. He was asked to confirm if the \$1,650 amount in the contract is for principal and interest only and excludes tax collector fees. If it is determined that the \$1,650 amount is supposed to include the tax collector fees, the Report will need to be revised.

Mr. Wrathell stated that the Report is referenced in Resolution 2024-38 to be presented later in the meeting. Approval will be in substantial form, subject to adjustments, if necessary, as long as the amount does not exceed the maximum amount of assessments outlined in the Master Report.

SEVENTH ORDER OF BUSINESS

Consideration of Resolution 2024-37, Authorizing the Issuance of Its Peace Creek Village Community Development District Special Assessment Bonds, Series 2024 (the "Series 2024 Bonds"); Determining Certain Details of the Series 2024 Bonds and Establishing Certain Parameters for the Sale Thereof; 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; Approving the Form of and Authorizing the Execution and Delivery of a Bond Purchase Contract with Respect

to the Series 2024 Bonds and Awarding the series 2024 Bonds to the Underwriter Named Therein; Approving the Form of and Authorizing the Distribution of a Preliminary Limited Offering Memorandum Relating to the Series 2024 Bonds and Its Use by the Underwriter in Connection with the Offering for Sale of the Series 2024 Bonds; Approving the Execution and Delivery of a Final Limited Offering Memorandum Relating to the Series 2024 Bonds; Approving the Form of and Authorizing the Execution and Delivery of a Continuing Disclosure Agreement; Providing for the Application of the 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; Making Certain Declarations; Providing an Effective Date and for Other Purposes

Mr. Gang presented Resolution 2023-37, the Bond Delegation Resolution, which accomplishes the following:

➤ Delegates authority to the District Manager and Chair to accept an offer when the Underwriter markets the bonds.

- Approves the forms of documents attached to the Resolution, including the First Supplemental Trust Indenture that contains all the details of the bond, the form of Bond Purchase Contract that Counsel submitted to the Underwriter that will have all the terms once the bonds have been priced in the market, a form of the PLOM Counsel submitted to the Underwriter that is the disclosure document necessary in order for the Underwriter to offer the bonds to investors in the marketplace, a form of 15c2-12 Certificate that deems the PLOM final before it is mailed with the exception of pricing as it is not available until the bonds are sold and a form of the Continuing Disclosure Agreement.

Mr. Gang stated that SEC Rules obligate the CDD to provide investors in the secondary market with annual financial reports; the Developer will provide information on the development of the project to the Dissemination Agent, which is Wrathell, Hunt & Associates.

- Declares that the maximum principal amount of the Series 2024 bonds as \$8,500,000.
- Authorizes execution of the First Supplemental Trust Indenture.

- Outlines statutory findings that are required in order to proceed with a negotiated sale through the Underwriter; states the Series 2024 bonds are unrated and will be offered initially only to accredited investors.
- Delegates authority to the Chair to execute the Bond Purchase Contract, to avoid scheduling a Special Meeting.

Mr. Gang stated that the bonds can be amortized for a maximum term allowed by Florida law, which is currently 30 years. The Underwriter discount is 2%; therefore, the price of the bonds cannot be less than 98%, exclusive of any original issue discount offered to purchasers. He noted that Schedule I lists the total CIP estimated infrastructure cost at \$15,949,664, as described in the Engineer's Report.

On MOTION by Mr. Matt and seconded by Mr. McKay, with all in favor, Resolution 2024-37, Authorizing the Issuance of Its Peace Creek Village Community Development District Special Assessment Bonds, Series 2024 (the "Series 2024 Bonds"); Determining Certain Details of the Series 2024 Bonds and Establishing Certain Parameters for the Sale Thereof; 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; Approving the Form of and Authorizing the Execution and Delivery of a Bond Purchase Contract with Respect to the Series 2024 Bonds and Awarding the series 2024 Bonds to the Underwriter Named Therein; Approving the Form of and Authorizing the Distribution of a Preliminary Limited Offering Memorandum Relating to the Series 2024 Bonds and Its Use by the Underwriter in Connection with the Offering for Sale of the Series 2024 Bonds; Approving the Execution and Delivery of a Final Limited Offering Memorandum Relating to the Series 2024 Bonds; Approving the Form of and Authorizing the Execution and Delivery of a Continuing Disclosure Agreement; Providing for the Application of the 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; Making Certain Declarations; Providing an Effective Date and for Other Purposes, was adopted.

EIGHTH ORDER OF BUSINESS

Consideration of Resolution 2024-38, Setting Forth the Specific Terms of the District's Special Assessment Revenue 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**

Ms. Kilinski presented Resolution 2024-38, which accomplishes the following:

- Levies the actual lien securing the Series 2024 bonds in the amount of the assessments necessary to repay the bond, in conformance of the Engineer's Report and the Supplemental Assessment Methodology Report, which will be updated after pricing, based on the actual interest rate in which the bonds are priced.
- Adopts the Engineer's and Methodology Reports reviewed in this and prior meetings.
- Confirms the maximum assessment lien based on the proceedings previously taken and essentially allows the CDD to close the bonds without the need for a Special Meeting.
- Directs Staff to attach, as Exhibit D, the maturities and coupon of the bonds, the sources and uses and annual debt service after pricing.
- This Resolution will become the official record of the CDD for the take down Resolution.
- Directs Staff to record a Notice of Assessment and recognizes certain prepayments and true-up provisions already previously discussed.

On MOTION by Ms. Matt and seconded by Mr. Williams, with all in favor, Resolution 2024-38, Setting Forth the Specific Terms of the District's Special Assessment Revenue 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.

NINTH ORDER OF BUSINESS

Consideration of Ancillary Documents

Ms. Kilinski presented the following and requested approval of all, in substantial form, as they will be updated with the actual bond pricing terms:

- A. Acquisition Agreement
- B. Collateral Assignment
- C. Completion Agreement
- D. Declaration of Consent
- E. True Up Agreement
- F. Mortgagee Special Assessment Acknowledgment

<p>On MOTION by Mr. Williams and seconded by Mr. Blakley, with all in favor, the Acquisition Agreement, Collateral Assignment, Completion Agreement, Declaration of Consent, True Up Agreement and Mortgagee Special Assessment Acknowledgment, all in substantial form, were approved.</p>

TENTH ORDER OF BUSINESS

Update: Financing Schedule

This item was discussed during the Fifth Order of Business.

ELEVENTH ORDER OF BUSINESS

Consideration of Resolution 2024-39, Authorizing the District Engineer, or Another Individual Designated by the Board of Supervisors, to Act as the District's Purchasing Agent for the Purpose of Procuring, Accepting, and Maintaining any and All Construction Materials Necessary for the Construction, Installation, Maintenance or Completion of the District's Infrastructure Improvements as Provided in the District's Adopted Improvement Plan; Providing for the Approval of a Work Authorization; Providing for Procedural Requirements for the Purchase of Materials; Approving the Form of a Purchase Requisition Request; Approving the Form of a Purchase Order; Approving the Form of a Certificate of Entitlement; Authorizing the Purchase of Insurance; Providing a Severability Clause; and Providing an Effective Date

Mr. Wrathell presented Resolution 2024-39, which authorizes District Staff to serve as the CDD's Purchasing Agent in order for the CDD to direct purchase certain construction

materials to take advantage of the CDD's tax exempt status, once the contracts are assigned over to the CDD.

Ms. Kilinski stated that the DTO forms were sent to Tucker Paving, Inc., so they can start utilizing them.

On MOTION by Ms. Matt and seconded by Mr. McKay, with all in favor, the Resolution 2024-39, Authorizing the District Engineer, or Another Individual Designated by the Board of Supervisors, to Act as the District's Purchasing Agent for the Purpose of Procuring, Accepting, and Maintaining any and All Construction Materials Necessary for the Construction, Installation, Maintenance or Completion of the District's Infrastructure Improvements as Provided in the District's Adopted Improvement Plan; Providing for the Approval of a Work Authorization; Providing for Procedural Requirements for the Purchase of Materials; Approving the Form of a Purchase Requisition Request; Approving the Form of a Purchase Order; Approving the Form of a Certificate of Entitlement; Authorizing the Purchase of Insurance; Providing a Severability Clause; and Providing an Effective Date, was adopted.

TWELFTH ORDER OF BUSINESS

Consideration of Construction Funding Agreement

Ms. Kilinski presented the documents behind the Twelfth, Thirteenth and Fourteenth Orders of Business, which will be approved under one motion. All are related to the CDD's CIP. She received the following executed documents today:

- The Assignment of the Construction Contract in the amount of \$12,200,000 from Tucker Paving, Inc.
- The Demand Note Agreement, which will be attached to the Assignment Contract.
- The Work Product Acquisition Package, which authorizes the CDD to acquire the work product from Sloan Engineering for the construction plans currently being constructed by the CDD's contractor, Tucker Paving, Inc.

Ms. Kilinski stated that, pursuant to the Acquisition Agreement, the Developer will be reimbursed \$216,317.35 from the construction account for advance funding work product, via Requisition #1, once the bonds close.

On MOTION by Mr. Williams and seconded by Ms. Matt, with all in favor, the Construction Funding Agreement, Assignment of Construction Contract and Items Related Thereto and Work Product Acquisition Package, were approved.

Mr. Wrathell stated that he received the updated bond run numbers from Dillon Schwartz; the \$1,000 that they ran the numbers on was principal and interest only. He advised Mr. Matt that the \$1,650 amount is for principal and interest only; if this is problematic with his contract, it can be adjusted. Mr. Matt stated he does not think it will be an issue.

THIRTEENTH ORDER OF BUSINESS**Consideration of Assignment of Construction Contract and Items Related Thereto**

This item was presented during the Twelfth Order of Business.

FOURTEENTH ORDER OF BUSINESS**Consideration of Work Product Acquisition Package**

This item was presented during the Twelfth Order of Business.

FIFTEENTH ORDER OF BUSINESS**Consideration of Resolution 2024-16, Designating Dates, Times and Locations for Regular Meetings of the Board of Supervisors of the District for Fiscal Year 2023/2024 and Providing for an Effective Date**

This item was deferred.

Staff will present a regular “as needed” meeting schedule, similar to the Varrea South CDD schedule. A meeting will be scheduled in May to present the proposed Fiscal Year 2025 budget and all the ratification items.

SIXTEENTH ORDER OF BUSINESS**Acceptance of Unaudited Financial Statements as of December 31, 2023**

On MOTION by Mr. Blakley and seconded by Ms. Matt, with all in favor, Unaudited Financial Statements as of December 31, 2023, were accepted.

SEVENTEENTH ORDER OF BUSINESS**Approval of Minutes****A. December 15, 2023 Continued Landowners’ Meeting**

B. December 15, 2023 Public Hearings and Regular Meeting

On MOTION by Mr. Blakley and seconded by Mr. McKay, with all in favor, the December 15, 2023 Continued Landowners' Meeting and December 15, 2023 Public Hearings and Regular Meeting Minutes, both as presented, were approved.

EIGHTEENTH ORDER OF BUSINESS**Staff Reports****A. District Counsel: Kilinski | Van Wyk PLLC**

- **Ethics Training for Special District Supervisors and Form 1**

Ms. Kilinski reminded the Board Members that they have until December 31, 2024 to complete the required four-hour ethics training course, as outlined in the memorandum, which also contains links to courses. Mr. Wrathell noted that the memorandum also includes a link to start filing Form 1 electronically with the Commission on Ethics, instead of with the Supervisors of Election office; Form 1 is due by July 1, 2024.

B. District Engineer: Sloan Engineering Group, Inc.

There was no report.

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

- **NEXT MEETING Date: TBD**

- **Quorum Check**

Mr. Torres will email notifications for the next meeting date.

NINETEENTH ORDER OF BUSINESS**Board Members' Comments/Requests**

There were no Board Members' comments or requests.

TWENTIETH ORDER OF BUSINESS**Public Comments**

No members of the public spoke.

TWENTY-FIRST ORDER OF BUSINESS**Adjournment**

On MOTION by Mr. Blakley and seconded by Mr. Matt, with all in favor, the meeting adjourned at 12:17 p.m.


Secretary/Assistant Secretary


Chair/Vice Chair