

**MINUTES OF MEETING
HORSESHOE CREEK
COMMUNITY DEVELOPMENT DISTRICT**

The Organizational meeting of the Board of Supervisors of the Horseshoe Creek Community Development District was held Wednesday, **July 17, 2024**, at 1:00 p.m. at the Lake Alfred Library, 245 N. Seminole Avenue, Lake Alfred, Florida.

Present and constituting a quorum:

Tony Iorio	Chairman
Doug Beasley	Vice Chairman
Rocky Owen	Assistant Secretary
Tom Franklin	Assistant Secretary

Also present were:

George Flint	District Manager, GMS
Michelle Rigoni <i>by phone</i>	District Counsel, Kutak Rock
Kathy Leo <i>by phone</i>	GAI Engineering
Sara Zare <i>by phone</i>	Underwriter, MBS
Cynthia Wilhelm <i>by phone</i>	Bond Counsel, Nabors, Giblin & Nickerson, P.A.

FIRST ORDER OF BUSINESS

Introduction

A. Call to Order

Mr. Iorio called the meeting to order and called the roll. Four Board members were present constituting a quorum.

B. Public Comment Period

Mr. Flint noted there were no members of the public participating in the meeting today.

C. Oath of Office

Mr. Flint stated the initial five members of the Board are named in the creating ordinance and those include Mr. Jason Lonas, Mr. Anthony Iorio, Mr. Doug Beasley, Mr. Rocky Owen, and Mr. Tom Franklin. Four of those initial Board members are present at the meeting today. Mr. Flint

July 17, 2024

Horseshoe Creek CDD

administered the oath to the four Board members present, Mr. Tony Iorio, Mr. Doug Beasley, Mr. Rocky Owen, and Mr. Tom Franklin.

SECOND ORDER OF BUSINESS

Organizational Matters

A. Confirmation of Notice of Meeting

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

C. Election of Officers

1. Consideration of Resolution 2024-01 Appointing Officers

Mr. Flint stated that they need to elect a Chair, Vice Chair and Assistant Secretaries. He noted that they ask the Board to name him, George Flint, as Secretary, Jill Burns in their office as Treasurer, and Katie Costa and Darrin Mossing as Assistant Treasurers. The Board agreed for Mr. Iorio to be Chairman, Mr. Beasley to be Vice Chairman and the other three Supervisors to be Assistant Secretaries.

On MOTION by Mr. Iorio, seconded by Mr. Owen, with all in favor, Resolution 2024-01 Appointing George Flint as Secretary, Jill Burns as Treasurer, Katie Costa and Darrin Mossing as Assistant Treasurers, Mr. Iorio as Chairman, Mr. Beasley as Vice Chairman and Mr. Owen, Mr. Franklin, and Mr. Lonas as Assistant Secretaries, was approved.

THIRD ORDER OF BUSINESS

Retention of District Staff

A. Consideration of Contract for District Management Services

1. Consideration of Resolution 2024-02 Appointing District Manager, Financial Disclosure Coordinator, Assessment Consultant, and Designated Investment Representative

Mr. Flint stated this resolution would appoint GMS as the District Manager, Financial Disclosure Coordinator, Assessment Consultant, and Designated Investment Representative for Horseshoe Creek CDD. He noted that their standard form of agreement is included as well and is consistent with all their other Districts they have done in the past year. He was happy to answer any questions on any of the fees that are listed on Exhibit A.

July 17, 2024

Horseshoe Creek CDD

On MOTION by Mr. Franklin, seconded by Mr. Owen, with all in favor, Resolution 2024-02 Appointing GMS as District Manager, Financial Disclosure Coordinator, Assessment Consultant, and Designated Investment Representative, was approved.

B. Consideration of Agreement for District Counsel Services

1. Consideration of Resolution 2024-03 Appointing District Counsel

Mr. Flint stated this resolution would appoint Kutak Rock, LLP as their District Counsel. Their agreement is included in the agenda packet for review. Ms. Rigoni noted a minor typo on the reimbursement policy. The motion contemplates that correction.

On MOTION by Mr. Franklin, seconded by Mr. Owen, with all in favor, Resolution 2024-03 Appointing Kutak Rock, LLP as District Counsel, was approved as amended.

C. Consideration of Agreement for Interim District Engineer

1. Consideration of Resolution 2024-04 Appointing Interim District Engineer

Mr. Flint stated this resolution would name GAI Consultants, Inc. as their Interim District Engineer.

On MOTION by Mr. Franklin, seconded by Mr. Owen, with all in favor, Resolution 2024-04 Appointing GAI Consultants, Inc. as Interim District Engineer, was approved.

D. Request Authorization to Issue RFQ for Engineering Services

Mr. Flint stated engineering services is one of the professionals that has to go through the RFQ process where they will place an ad to solicit qualification statements. Then, they will come back to the Board for review and rankings. The ad that will be placed pending authorization from the Board is included in the agenda packet for review.

On MOTION by Mr. Iorio, seconded by Mr. Owen, with all in favor, Authorization to Issue RFQ for Engineering Services, was approved.

E. Consideration of Resolution 2024-05 Selection of Registered Agent and Office

Mr. Flint stated this resolution names Sarah Sandy as the Registered Agent and her office in Tallahassee as the Registered Office.

July 17, 2024

Horseshoe Creek CDD

On MOTION by Mr. Iorio, seconded by Mr. Owen, with all in favor, Resolution 2024-05 Selection of Registered Agent and Office, was approved.

FOURTH ORDER OF BUSINESS

Designation of Meetings and Hearing Dates

A. Consideration of Resolution 2024-06 Designation of Regular Monthly Meeting Date, Time, and Location for the Remainder of Fiscal Year 2024 and Fiscal Year 2025

Mr. Flint noted Exhibit A includes the regular meeting dates for Fiscal Year 2024 and Fiscal Year 2025. The date will be the third Wednesday. The time will be 1:00 p.m. unless otherwise indicated. The location will be at the library. The Board agreed with the dates, time and location as presented in Exhibit A.

On MOTION by Mr. Iorio, seconded by Mr. Owen, with all in favor, Resolution 2024-06 Designation of Regular Monthly Meeting Date, Time, and Location for the Fiscal Year 2024 as Presented in Exhibit A, was approved.

B. Consideration of Resolution 2024-07 Designation of Landowner’s Meeting Date, Time, and Location

Mr. Flint proposed September 18, 2024 for the landowners’ meeting date. The Board agreed to the proposed date.

On MOTION by Mr. Iorio, seconded by Mr. Owen, with all in favor, Resolution 2024-07 Designation of Landowner’s Meeting for September 18, 2024, was approved.

Ms. Rigoni noted the September 18, 2024 date needs to be reconsidered because they need to have the landowners’ election within 90 days of establishment. The Board agreed to change the date to August 21, 2024 at 1:00 p.m.

On MOTION by Mr. Iorio, seconded by Mr. Owen, with all in favor, Resolution 2024-07 Designation of Landowner’s Meeting for August 21, 2024, was approved as amended.

July 17, 2024

Horseshoe Creek CDD

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

1. Consideration of Resolution 2024-08 Setting a Public Hearing to Consider the Proposed Rules of the District

Mr. Flint stated Resolution 2024-08 was included in their agenda packet for review. He suggested September 18, 2024 at 1:00 p.m. in their current location.

On MOTION by Mr. Iorio, seconded by Mr. Owen, with all in favor, Resolution 2024-08 Setting the Public Hearing for September 18, 2024 at 1:00 p.m. in their current location, was approved.

D. Designation of Date of Public Hearing on the Budget for Fiscal Year 2024

1. Consideration of Resolution 2024-09 Setting the Public Hearing and Approving the Proposed Budget for Fiscal Year 2023/2024

Mr. Flint presented Resolution 2024-09, which is included in the agenda packet for review. He noted that they need at least 60 days to send this to the city and the county, so the proposed date is September 18, 2024 at 1:00 p.m. in their current location. He was happy to answer any questions.

On MOTION by Mr. Owen, seconded by Mr. Franklin, with all in favor, Resolution 2024-09 Setting the Public Hearing for September 18, 2024 at 1:00 p.m. at the same location and the Proposed Budget for Fiscal Year 2024, was approved.

2. Consideration of Resolution 2024-10 Setting the Public Hearing and Approving the Proposed Budget for Fiscal Year 2024/2025

Mr. Flint stated this resolution sets the public hearing to adopt next year's budget. The date, September 18 at 1:00 p.m., was the recommended date and time.

On MOTION by Mr. Franklin, seconded by Mr. Owen, with all in favor, Resolution 2024-10 Setting the Public Hearing and Approving the Proposed Budget for Fiscal Year 2024/2025, was approved.

July 17, 2024

Horseshoe Creek CDD

3. Approval of the Budget Funding Agreement for Remainder of Fiscal Year 2023/2024 and for Fiscal Year 2024/2025

Mr. Flint stated they have a Funding Agreement, which is a combined Funding Agreement for both the current fiscal year and next fiscal year. The form of this agreement has slightly changed. Ms. Rigoni stated this agreement has been provided to the developer to review.

On MOTION by Mr. Franklin, seconded by Mr. Owen, with all in favor, the Budget Funding Agreement for Remainder of Fiscal Year 2023/2024 and for Fiscal Year 2024/2025, was approved.

E. Consideration of Resolution 2024-11 Setting 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 this was the hearing they would go through so they can collect their assessments on roll when they are ready to do that. The suggested date is September 18, 2024 at 1:00 p.m. at their current location.

On MOTION by Mr. Iorio, seconded by Mr. Owen, with all in favor, Resolution 2024-11 Setting 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 for September 18, 2024 at 1:00 p.m. in the same location, was approved.

FIFTH ORDER OF BUSINESS

Other Organizational Matters

A. Consideration of Resolution 2024-12 Designating a Qualified Public Depository

Mr. Flint stated this resolution was the account they would establish for O&M funds. The suggestion was Truist, which is where they have all the accounts for all the other Districts. He was happy to answer questions.

On MOTION by Mr. Iorio, seconded by Mr. Beasley, with all in favor, Resolution 2024-12 Designating Truist as Qualified Public Depository, was approved.

July 17, 2024

Horseshoe Creek CDD

B. Consideration of Resolution 2024-13 Authorization of Bank Account Signatories

Mr. Flint stated this resolution authorizes the Secretary, Treasurer and Assistant Treasurer to be signers on the account. He was happy to answer any questions.

On MOTION by Mr. Iorio, seconded by Mr. Beasley, with all in favor, Resolution 2024-13 Authorization of Bank Account Signatories, was approved.

C. Consideration of Resolution 2024-14 Relating to Defense of Board Members

Ms. Sandy explained in detail Resolution 2024-14 to the Board. It was noted that this resolution provides the District's intent to provide indemnification and legal defense for the Board and District Officers in the event that they are named in a lawsuit in relation to their duty to the District.

On MOTION by Mr. Iorio, seconded by Mr. Beasley, with all in favor, Resolution 2024-14 Relating to Defense of Board Members, was approved.

D. Consideration of Resolution 2024-15 Approving or Ratifying District Counsel's Actions in Recording the Property Records of Polk County, Florida the "Notice of Establishment" in accordance with Chapter 190.0485, Florida Statutes

1. Notice of Establishment

Mr. Flint presented Resolution 2024-15 to the Board. He noted this has already been recorded.

On MOTION by Mr. Franklin, seconded by Mr. Beasley, with all in favor, Resolution 2024-15 Approving or Ratifying District Counsel's Actions in Recording the Property Records of Polk County, Florida the Notice of Establishment in accordance with Chapter 190.0485, Florida Statutes, was ratified.

E. Consideration of Resolution 2024-16 Adopting Investment Guidelines

Mr. Flint stated Florida Statutes outlines options that are available through the District to invest funds that they have that are in excess of the amounts that they need for general operating procedures. The options available were listed in the agenda packet for review. It was recommended that the District adopt the Alternative Investment Guidelines under the statutes.

July 17, 2024

Horseshoe Creek CDD

On MOTION by Mr. Iorio, seconded by Mr. Owen, with all in favor, Resolution 2024-16 Adopting Investment Guidelines, was approved.

F. Consideration of Resolution 2024-17 Authorizing Execution of Public Depositor Report

Mr. Flint presented Resolution 2024-17 to the Board.

On MOTION by Mr. Iorio, seconded by Mr. Franklin, with all in favor, Resolution 2024-17 Authorizing Execution of Public Depositor Report, was approved.

G. Consideration of Resolution 2024-18 Designating a Policy for Public Comment

Mr. Flint stated this resolution outlines policies and procedures that allow members of the public who may attend their meetings to comment on any items that may be coming before the Board.

On MOTION by Mr. Iorio, seconded by Mr. Owen, with all in favor, Resolution 2024-18 Designating a Policy for Public Comment, was approved.

H. Consideration of Resolution 2024-19 Adopting a Travel and Reimbursement Policy

Mr. Flint stated Florida Statutes establishes standard travel and reimbursement rates for their Public Officers or employees who are traveling on behalf of a public agency. That policy is attached to the resolution for review.

On MOTION by Mr. Iorio, seconded by Mr. Owen, with all in favor, Resolution 2024-19 Adopting a Travel and Reimbursement Policy, was approved.

I. Consideration of Resolution 2024-20 Adopting Prompt Payment Policy

Mr. Flint stated Florida Statutes requires timely payment to vendors and contractors who are providing certain events or services to the District. This policy is consistent with Florida Statutes.

July 17, 2024

Horseshoe Creek CDD

On MOTION by Mr. Iorio, seconded by Mr. Beasley, with all in favor, Resolution 2024-20 Adopting Prompt Payment Policy, was approved.

J. Consideration of Resolution 2024-21 Adopting a Records Retention Policy

Mr. Flint stated there are two options and resolutions provided along with a memo from Ms. Sandy's firm outlining those two options. Their staff recommendation is to go with option two and they can always modify their policy in the future to allow for destruction of records.

On MOTION by Mr. Iorio, seconded by Mr. Franklin, with all in favor Resolution 2024-21 Adopting a Records Retention Policy Option Two, was approved.

K. Consideration of Compensation to Board Members

Mr. Flint stated Board members are allowed to receive compensation for up to \$200 per meeting. Mr. Owen and Mr. Franklin are accepting compensation. Mr. Iorio and Mr. Beasley declined compensation.

L. Consideration of Resolution 2024-22 Designating the Primary Administrative Office and Principal Headquarters of the District

Mr. Flint stated this would name the primary administrative office and Principal headquarters Mr. Flint's office in Orlando at 219 East Livingston Street, Orlando, Florida 32801.

On MOTION by Mr. Iorio, seconded by Mr. Owen, with all in favor, Resolution 2024-22 Designating the Primary Administrative Office and Principal Headquarters of the District, was approved.

M. Consideration of Resolution 2024-23 Selecting District Records Office Within Polk County

Mr. Flint presented Resolution 2024-23 to the Board. The Board is deferring action to a future meeting.

On MOTION by Mr. Iorio, seconded by Mr. Owen, with all in favor, Deferring Action for Resolution 2024-23 Selecting District Records Office Within Polk County to Future Meeting, was approved.

July 17, 2024

Horseshoe Creek CDD

N. Consideration of Website Services Agreement

Mr. Flint stated this was from ReAlign Web Design. It’s a one-time fee of \$1,750 and they will create an ADA compliant website for the District.

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

O. Consideration of Resolution 2024-24 Authorizing Chairperson or Vice-Chairperson to Execute Plats, Permits and Conveyances

Mr. Flint stated that they provide this resolution to authorize the Chairman or Vice Chairman to execute certain real estate documents in between Board meetings including plats, permits and conveyance. This allows them to continue to facilitate the development that is occurring within the District in between Board meetings. She was happy to answer any questions.

On MOTION by Mr. Iorio, seconded by Mr. Franklin, with all in favor, Resolution 2024-24 Authorizing Chairperson or Vice-Chairperson to Execute Plats, Permits and Conveyances, was approved.

P. Consideration of Resolution 2024-25 Use of Electronic Signatures

Mr. Flint stated this resolution allows them to use electronic signatures.

On MOTION by Mr. Iorio, seconded by Mr. Franklin, with all in favor, Resolution 2024-25 Use of Electronic Signatures, was approved.

SIXTH ORDER OF BUSINESS

Capital Improvements

A. Appointment of Financing Team

1. Bond Counsel

Mr. Flint stated Cynthia Wilhelm with Nabors, Giblin & Nickerson, P.A. (“NGN”) is on the phone. She provided an engagement letter in the agenda packet for review.

July 17, 2024

Horseshoe Creek CDD

On MOTION by Mr. Iorio, seconded by Mr. Owen, with all in favor, Appointing Nabors, Giblin & Nickerson, P.A. as Bond Counsel, was approved.

2. Underwriter

Mr. Flint stated they had a proposal and discloser from MBS Capital Markets, LLC. Ms. Sara Zare was available to answer any questions.

On MOTION by Mr. Iorio, seconded by Mr. Owen, with all in favor, Appointing MBS Capital Markets, LLC as the Underwriter, was approved.

3. Assessment Administrator

Mr. Flint stated the fees are included in the contract the Board already approved in the GMS contract, which was approved earlier in this meeting.

4. Trustee

Mr. Flint presented a proposal from US Bank, which is included in the agenda package for review. He stated that they are required to designate a trustee as part of the bond validation process.

On MOTION by Mr. Iorio, seconded by Mr. Franklin, with all in favor, Appointing the Trustee, was approved.

B. Approval of Financing Team Funding Agreement

Mr. Flint stated this is with TLC Reedy Isle, LLC.

On MOTION by Mr. Franklin, seconded by Mr. Owen, with all in favor, the Financing Team Funding Agreement, was approved.

SEVENTH ORDER OF BUSINESS

Financing Matters

A. Consideration of Master Engineer’s Report

Ms. Leo provided an update on the Master Engineer’s Report. Ms. Rigoni asked Ms. Leo if the cost estimates were reasonable and proper. Ms. Leo responded that they are. Ms. Rigoni asked is Ms. Leo was aware of any reasons the District can not carry out the improvement program. Ms. Leo responded that she was not.

July 17, 2024

Horseshoe Creek CDD

On MOTION by Mr. Iorio, seconded by Mr. Franklin, with all in favor, the Master Engineer's Report, was approved.

B. Consideration of Master Assessment Methodology

Mr. Flint reviewed the Master Assessment Methodology, which is included in the agenda package for review. Ms. Rigoni asked Mr. Flint if the lands subject to assessments receive special benefits from the Capital Improvement Plan. Mr. Flint responded yes. Ms. Rigoni asked Mr. Flint if those special assessments were reasonably apportioned among those lands. Mr. Flint responded yes. Ms. Rigoni asked if it was reasonable, proper, and just to assess the costs of the Capital Improvement Plan against the lands in the District in accordance with their methodology. Mr. Flint responded yes. Ms. Rigoni asked if the special benefits the lands will receive be equal to or in excess of the amounts levied on the land. Mr. Flint responded yes.

On MOTION by Mr. Iorio, seconded by Mr. Franklin, with all in favor, the Master Assessment Methodology, was approved.

C. Consideration of Resolution 2024-26 Declaring Special Assessments

Ms. Rigoni presented Resolution 2024-26 to the Board.

On MOTION by Mr. Iorio, seconded by Mr. Franklin, with all in favor, Resolution 2024-26 Declaring Special Assessments, was approved.

D. Consideration of Resolution 2024-27 Setting a Public Hearing for Special Assessments

Ms. Rigoni stated presented Resolution 2024-27 to the Board. The public hearing will be set for September 18, 2024.

On MOTION by Mr. Iorio, seconded by Mr. Franklin, with all in favor, Resolution 2024-27 Setting a Public Hearing for Special Assessments, was approved.

July 17, 2024

Horseshoe Creek CDD

E. Consideration of Resolution 2024-28 Authorizing the Issuance of Bonds and Authorizing the Commencement of Validation Proceedings

Mr. Flint stated this is the initial bond resolution that was prepared. Ms. Wilhelm presented Resolution 2024-28 to the Board.

On MOTION by Mr. Iorio, seconded by Mr. Franklin, with all in favor, Resolution 2024-28 Authorizing the Issuance of Bonds and Authorizing the Commencement of Validation Proceedings, was approved.

EIGHTH ORDER OF BUSINESS

Other Business

A. Staff Reports

i. Attorney

Ms. Rigoni had nothing further to report to the Board at this time. She was happy to answer any questions.

ii. Manager

Mr. Flint had nothing to report to the Board.

B. Supervisor’s Requests

There being none, the next item followed.

C. Approval of Funding Request No. 1

Mr. Flint presented Funding Request No. 1 to the Board.

On MOTION by Mr. Iorio, seconded by Mr. Franklin, with all in favor, Funding Request No. 1, was approved.

NINTH ORDER OF BUSINESS

Adjournment

Mr. Flint asked the Board for adjournment.

On MOTION by Mr. Iorio, seconded by Mr. Franklin, with all in favor, the meeting was adjourned.

July 17, 2024

Horseshoe Creek CDD

DocuSigned by:
George Flint
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Secretary/Assistant Secretary

DocuSigned by:
Tony Iorio
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Chairman/Vice Chairman