

Minutes of Meeting
Tolomato
Community Development District

A special meeting of the Board of Supervisors of the Tolomato Community Development District was held Tuesday January 11, 2022 at 3:00 p.m. in the Nocatee Amenity Center, 245 Nocatee Center Way, Ponte Vedra, Florida.

Present and constituting a quorum were:

Richard T. Ray	Chairman
William Fitzgerald	Vice Chairman
Jon Morris	Supervisor
Cherya Cavanaugh	Supervisor
Dr. Ron Howland	Supervisor

Also present were:

Jim Perry	District Manager
Katie Buchanan	District Counsel
Michelle Rigoni	Kutak Rock
Scott Wild	District Engineer
Tina Burleigh	Tolomato
David Ray	GMS
Sete Zare	MBS Capital Markets
Brett Sealy	MBS Capital Markets
Ken Artin	Bryant Miller Olive

The following is a summary of the actions taken at the January 11, 2022 meeting. An audio copy of the proceedings can be obtained by contacting the District Manager.

FIRST ORDER OF BUSINESS

Roll Call

Mr. Perry called the meeting to order at 3:00 p.m. and called the roll.

SECOND ORDER OF BUSINESS

Affidavit of Publication

A copy of the affidavit of publication of the notice of meeting and public hearing was included in the agenda packages.

THIRD ORDER OF BUSINESS

Audience Comments

There being none, the next item followed.

FOURTH ORDER OF BUSINESS**Present Delegation Resolution (with attachments including Supplemental Indenture, PLOM, BPA and CDA)**

- a. Resolution 2022-06 Authorizing the Issuance of Not to Exceed \$5,500,000 Aggregate Principal Amount of Series 2022-1 Bonds (Intracoastal Parcel)**

This item taken later in the meeting under item 5.

- b. Resolution 2022-07 Authorizing the Issuance of Not to Exceed \$2,550,000 Aggregate Principal Amount of Series 2022-2 Bonds (St. Johns Parcel)**

This item taken later in the meeting under item 5.

- c. Resolution 2022-08 Authorizing the Issuance of Not to Exceed \$39,215,000 Aggregate Principal Amount of Series 2022A Bonds**

Ms. Buchanan stated we did something similar to this in 2018, we are able to take the bonds that the district issued to fund infrastructure and refinance them at a lower interest rate; we have been able to structure the new bond issuance and special assessments in a way that all of the impacted residents are going to see a reduction in their annual bill and the extra principal we were able to issue we will use to continue its improvement plan, namely the transportation improvements and amenity improvements that we have always built. This is the final installment of what has been a refunding program we have undertaken.

Mr. Artin stated the reason we are doing five resolutions is the way your bonds are secured are special assessments with specific projects that benefit specific lands. All three refundings are doing the same thing so when we take the money out it is going into a common pot. In addition, in each of the three we are funding various levels of interest to the next interest payment, reserves at various levels and in that regard the mechanics are very similar, but the details may be slightly different based on that particular bond issue.

The first resolution authorizes everything that is needed to take the 2022A Bonds to market including a bond purchase agreement that has parameters within which the bonds can be issued: can't be issued for more than \$39,215,000, interest rate has to generate a 4% reduction in special assessments, they have to be sold at not less than 98.5% and the new bonds will not be callable for 10 years, May 1, 2033; it also has a continuing disclosure obligation and this series may have a bond insurance rating but only if it is beneficial.

On MOTION by Mr. Fitzgerald seconded by Ms. Cavanaugh with all in favor Resolution 2022-08 was approved.

d. Resolution 2022-09 Authorizing the Issuance of Not to Exceed \$24,965,000 aggregate Principal Amount of Series 2022B Bonds

Mr. Artin stated Resolution 2022-09 picks up the rest of the 2015-1s, other than that the discussion is the same, there is no insurance in play in this deal.

On MOTION by Mr. Ray seconded by Mr. Fitzgerald with all in favor Resolution 2022-09 was approved.

e. Resolution 2022-10 Authorizing the Issuance of Not to Exceed \$19,585,000 Aggregate Principal Amount of Series 2022C Bonds

Mr. Artin stated 2022-10 is a refunding and this resolution will be authorizing the refunding of a series of bonds issued earlier, 2012-4 and this was one of the series of bonds that was put together during the big restructure of 2012. Similarly, this resolution authorizes everything I described for the As and Bs, the preliminary offering memorandum, bond purchase agreement, it has similar parameters and money being deposited to the construction fund.

On MOTION by Mr. Fitzgerald seconded by Mr. Ray with all in favor Resolution 2022-10 was approved.

FIFTH ORDER OF BUSINESS

Public Hearing to Adopt Assessments – Series 2022A, Series 2022B and Series 2022C Bonds

On MOTION by Mr. Ray seconded by Ms. Cavanaugh with all in favor the public hearing was opened.

a. Presentation of Engineer’s Report – Series 2022A, Series 2022B and Series 2022C Bonds

i. 2022 Supplemental Engineer’s Report for Master Infrastructure

Mr. Wild outlined the modifications to the tables and stated this is very similar to the one I presented at the last meeting. A copy of the engineer’s report was included as part of the agenda package.

Ms. Buchanan stated Scott's report summarizes the changes we intend to make to the master improvement plan that we had in place that continues to evolve.

Based on your professional experience you believe the cost estimates are reasonable and proper?

Mr. Wild stated I do.

Ms. Buchanan asked are you aware of any reason the project could not be carried out by the district?

Mr. Wild responded no.

On MOTION by Mr. Fitzgerald seconded by Ms. Cavanaugh with all in favor the 2022 supplemental engineer's report dated January 6, 2022 was approved in substantial form.

b. Series 2022A and 2022B

i. Presentation of Supplemental Assessment Methodology Report for the Special Assessment Revenue Bonds, Series 2022A, Special Assessment Revenue Bonds, Series 2022B

Mr. Perry gave an overview of the supplemental assessment methodology reports, copy of which were included in the agenda package, reflecting a reduction between \$38 and \$74 per year on the annual assessments and stated the numbers will be adjusted based on the final pricing of the bonds. The B Bonds are on undeveloped land and anticipated to be 890 units.

Ms. Buchanan asked do you believe that the land subject to the assessments receive special benefit from the district's updated project?

Mr. Perry responded it does.

Ms. Buchanan asked do you believe the special assessments are reasonably apportioned among the lands?

Mr. Perry responded yes.

Ms. Buchanan asked is it reasonable, proper and just to assess the cost of the updated project against the lands in accordance with the methodology?

Mr. Perry responded yes.

Ms. Buchanan asked is it your opinion that the special benefits the land will receive as set forth in the final assessment roll will be equal to or in excess of the maximum special assessments allocated in the methodology?

Mr. Perry responded yes.

Ms. Buchanan stated this is your chance as the equalizing board to make any changes to the methodology and special assessments. Assuming you have none, we will move forward with the adoption of Resolution 2022-11.

There being no comments from the board,

Mr. Perry stated this is a public hearing, does anyone wish to address the board with regard to the bond refunding?

There being no public comment, the next item followed.

ii. Consideration of Resolution of the Equalizing Board Imposing Special Assessments 2022-11 Levying Master Debt Assessments (Series 2022A and 2022B Bonds)

Ms. Buchanan gave an overview of Resolution 2022-11, a resolution of the Tolomato Community Development District authorizing the refinancing of certain district improvements; setting forth the costs of refinancing the improvements; equalizing, approving, confirming and levying special assessments on property specially benefitted by such improvements to pay the cost thereof; confirming and adopting a special assessment methodology report for the series 2022A and 2022B assessments; confirming the series 2022A assessment and Series 2022B assessment liens; providing for the payment of the series 2022A and 2022B assessments; providing for the collection of the series 2022A and 2022B assessments; making provisions for transfers of real property to governmental bodies and treatment of property exempt from special assessment; providing for the supplement to the improvement lien book; providing for the recording of an assessment notice; providing for severability, conflicts and an effective date.

On MOTION by Mr. Fitzgerald seconded by Mr. Ray with all in favor Resolution 2022-11 was approved.
--

c. Series 2022C

i. Presentation of Supplemental Assessment Methodology Report for the Special Assessment Revenue Bonds, Series 2022C

Mr. Perry gave an overview of the supplemental assessment methodology report for the series 2022C bonds.

Ms. Buchanan stated the questions that I previously asked you apply to the 2022A and B methodology, if I were to ask the same questions as to the 2022C methodology, would your answers be the same?

Mr. Perry responded yes, they would.

Mr. Perry asked for public comment and there being none, the board took the following action.

ii. Consideration of Resolution of the Equalizing Board Imposing Special Assessments, 2022-12 Levying Master Debt Assessments (Series 2022C Bonds)

On MOTION by Mr. Fitzgerald seconded by Mr. Howland with all in favor Resolution 2011-12 was approved.

On MOTION by Mr. Fitzgerald seconded by Ms. Cavanaugh with all in favor the public hearing for the 2022 A, B and C bonds was closed.

The next two items taken out of order.

Ms. Buchanan stated before we go back to section 4a, just a brief overview. You have covered the refundings and we are done with them. What we are doing now is moving on to the new money and that is for the specific parcels: the Intracoastal Parcel and the St. Johns Parcel. We are not having the assessment hearing on those today, we will have that assessment hearing at your regular board meeting. We are going to move forward with your bond issuance side of the equation and hopefully get to the pricing so that both the refundings and the new money are moving along the same very quick path. In order to do that we want to go over the 2022-1 and -2 methodologies and get your approval to use them in the bond offering materials. We will also have Ken go through the delegation resolutions for the new money issuances just as he did for the refundings.

We are going to talk about the two methodology reports for the two parcels, we are also going to adopt resolutions separately that change the hearing date. Originally, we had anticipated to have that hearing today but realized we had a noticing error and pushed it out to your regular board meeting. All the mailed notices and published notice were provided consistent with the regular board meeting date and we want to ratify that decision to make sure our record is clear.

a. Resolution 2022-06 Authorizing the Issuance of Not to Exceed \$5,500,000 Aggregate Principal Amount of Series 2022-1 Bonds (Intracoastal Parcel)

Ms. Buchanan stated this is a similar form to the ones we previously authorized that says instead of having the refunding component it is strictly limited to new money, the parameters are included in the resolution.

Mr. Perry stated the Intracoastal Parcel consists of 104 single-family homes, par amount is \$4,350,000 at 3.65% coupon rate, the acreage securing this is approximately 466 acres and the assessment units based on this estimated par value are approximately \$2,292 for preserve units and \$2,387 for waterfront. This will be adjusted based on final pricing.

Ms. Buchanan stated these are not your master stormwater improvements that the other bonds fund, they are not the amenity, they are not transportation, these are specific to the areas on which the bonds lie and they will be responsible for paying for their own infrastructure.

On MOTION by Mr. Fitzgerald seconded by Ms. Cavanaugh with all in favor Resolution 2022-06 was approved.

On MOTION by Mr. Ray seconded by Mr. Morris with all in favor the methodology report for the 2022-1 bonds was approved in substantial form.

b. Resolution 2022-07 Authorizing the Issuance of Not to Exceed \$2,550,000 Aggregate Principal Amount of Series 2022-2 Bonds (St. Johns Parcel)

Mr. Perry stated this is in regard to the 2022-2 Bonds authorizing issuance in an amount not to exceed \$2,550,000 with regard to the St. Johns Parcel. It is structured the same as the resolution that you just saw. It is for a projected 65 townhomes with a par value of \$1,630,000, coupon rate of 3.65%, 10 acres and the unit assessment is approximately \$1,390 and again this will be adjusted based on final pricing.

On MOTION by Ms. Cavanaugh seconded by Mr. Fitzgerald with all in favor Resolution 2022-07 was approved.

On MOTION by Mr. Fitzgerald seconded by Ms. Cavanaugh with all in favor the assessment methodology report for the 2022-2 bonds was approved in substantial form.

SIXTH ORDER OF BUSINESS

**Consideration of Resolution 2022-13
Ratifying Resetting of Debt Assessment Public
Hearing for Intracoastal Parcel**

On MOTION by Mr. Ray seconded by Mr. Fitzgerald with all in favor Resolution 2022-13 was approved.

SEVENTH ORDER OF BUSINESS

**Consideration of Resolution 2022-14
Ratifying Resetting of Debt Assessment Public
Hearing for St. Johns Parcel**

On MOTION by Mr. Fitzgerald seconded by Ms. Cavanaugh with all in favor Resolution 2022-14 was approved.

EIGHTH ORDER OF BUSINESS

Other Business

There being none, the next item followed.

NINTH ORDER OF BUSINESS

**Supervisor's Requests and Audience
Comments**

There being none, the next item followed.

TENTH ORDER OF BUSINESS

**Next Scheduled Regular Meeting and Public
Hearing for Series 2022-1 and 2022-2 Bonds –
January 25, 2022 at 3:00 p.m. at the Nocatee
Amenity Center**

Mr. Perry stated the next scheduled meeting and public hearing for the 2022-1 and 2022-2 bonds will be January 25, 2022 at 3:00 p.m. at this location.

On MOTION by Mr. Ray seconded by Mr. Howland with all in favor the meeting adjourned at 3:42 p.m.

Secretary/Assistant Secretary

Chairman/Vice Chairman