

Minutes of Meeting
Tolomato
Community Development District

The regular meeting of the Board of Supervisors of the Tolomato Community Development District was held Tuesday January 25, 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	Supervisor
Cherya Cavanaugh	Supervisor

Also present were:

Jim Perry	District Manager
Katie Buchanan	District Counsel by telephone
Scott Wild	District Engineer
Steve Hanson	Tolomato
Lee Hovis	Tolomato
Tina Burleigh	Tolomato
Burke Bell	Tolomato
Kelsie Westbrook	Tolomato
David Ray	GMS
Maurice Rudolph	Parc Group
Joe Muhl	Parc Group
Sete Zare	MBS Capital Markets by telephone
Brett Sealy	MBS Capital Markets by telephone

The following is a summary of the actions taken at the January 25, 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

Approval of the Minutes of the November 30, 2021 Meeting

On MOTION by Mr. Ray seconded by Ms. Cavanaugh with all in favor the minutes of the November 30, 2021 meeting were approved as presented.

FIFTH ORDER OF BUSINESS

Public Hearing to Adopt Assessments Series 2022-1 and Series 2022-2 Bonds

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

A. Series 2022-1

1. Presentation of 2022 Supplemental Engineer's Report for Master Infrastructure Improvements (Intracoastal Parcel)

Mr. Wild stated the only difference in this supplemental engineer's report for the master infrastructure improvement for the Intracoastal Parcel and the one in the agenda package is a footnote on the bottom of page 1, we added as of June 25, 2019. Essentially there are 104 lots and all the permits have been issued.

On MOTION by Mr. Ray seconded by Ms. Cavanaugh with all in favor the engineer's supplemental engineer's report for master infrastructure improvements for the Intracoastal Parcel was accepted.

2. Presentation of Master Special Assessment Methodology Report Intracoastal Parcel Series 2022-1

Mr. Perry stated next is the master special assessment methodology report for the Series 2022-1 Bonds and this is consistent with the report presented to you a few weeks ago. It is for the Intracoastal Parcel consisting of 104 units. Once the pricing is done we will come back and have the final numbers that will reflect the actual par value of the bonds and the assessments.

3. Consideration of Resolution of Equalizing Board and Imposing Assessments, 2022-15 Levying Master Debt Assessments (Series 2022-1 Intracoastal Parcel

Mr. Perry stated item 3 is the resolution of the equalizing board and imposing special assessments 2022-15 levying master debt assessment on the Intracoastal Parcel.

Ms. Buchanan asked on the engineer's report, based on your experience are the cost estimates reasonable and proper?

Mr. Wild responded yes.

Ms. Buchanan asked do you believe the updated capital improvement plan can be carried out by the district?

Mr. Wild responded yes.

Ms. Buchanan asked Jim, do the lands subject to the assessments receive special benefits from the district's improvement plan?

Mr. Perry responded yes.

Ms. Buchanan asked are they reasonably and fairly apportioned?

Mr. Perry responded yes.

Ms. Buchanan asked is it reasonable, proper and just to assess the cost of the improvement plan for the system of improvements in accordance with the methodology?

Mr. Perry responded yes.

Ms. Buchanan asked do you believe that the special benefits the land will receive will be equal to or in excess of the special assessments as allocated in the methodology?

Mr. Perry responded yes.

Ms. Buchanan stated I understand we don't have anyone in the audience so I don't think we need to seek public comments. At this time you have the opportunity to make any adjustments to the special assessments as described in the report. Unless you tell me otherwise, I am going to assume we are comfortable adopting as is. I will move forward with the resolution that is in your agenda package, 2022-15.

Mr. Perry stated we will take comment in regard to the Series 2022-1 Bonds. Are there any members of the public who would like to address those bonds?

There were no comments from the public.

Ms. Buchanan stated this resolution sets forth the board's authority to adopt the resolution, it makes certain findings in connection with the assessment timeline, it also approves the issuance

of bonds to fund the new improvements as well as approves the cost of improvements. It equalizes, approves, confirms and levies the special assessments and confirms the assessment lien as well as provides for payment and prepayment of special assessments. It adopts the methodology report, provides that certain property owned by HOAs, POAs, and local governments are exempt from assessments. It authorizes the district manager to add the special assessments to the improvement lien book.

On MOTION by Mr. Ray seconded by Ms. Cavanaugh with all in favor Resolution 2022-15, a resolution of the Tolomato Community Development District authorizing district projects for construction and/or acquisition of infrastructure improvements; equalizing, approving, confirming, and levying special assessment on property specially benefited by such projects to pay the cost thereof; confirming and adopting a special assessment methodology report for the Series 2022-1 assessments; confirming the series 2022-1 assessment liens; providing for the collection of such special assessments; confirming the district's intention to issue special assessment bonds; 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 was approved.

B. Series 2022-2

1. Presentation of 2022 Supplemental Engineer's Report for Master Infrastructure Improvements (St. Johns Parcel)

Mr. Wild stated the 2022 supplemental engineer's report for master infrastructure improvements for the St. Johns Parcel dated December 8, 2021 is consistent with what was at the previous meeting with the updated estimated agency approval dates of March 2022.

On MOTION by Mr. Ray seconded by Ms. Cavanaugh with all in favor the 2022-2 supplemental engineer's report for master infrastructure improvements for the St. Johns Parcel dated December 8, 2021 was accepted.

2. Presentation of Master Special Assessment Methodology Report St. Johns Parcel Series 2022-2

Mr. Perry stated this new bond issue is just related to the St. Johns Parcel, it is not against any other landowners within the district boundaries. This is consistent with the report presented and approved in substantial form a couple weeks ago and there were no changes.

3. Consideration of Resolution of Equalizing Board and Imposing Assessments, 2022-16 Levying Master Debt Assessments (Series 2022-2 St. Johns Parcel)

Mr. Perry asked are there any public comments with regard to the series 2022-2 bonds?

There were no public comments.

Ms. Buchanan asked Scott if I were to ask you the same questions asked for the 2022-1 project would your answers be the same?

Mr. Wild responded yes.

Ms. Buchanan stated Jim, if you could respond to that question as well.

Mr. Perry stated yes they would be the same.

Ms. Buchanan stated the next resolution is in form substantially the same as the one you just considered, it has only been modified to reflect the terminology and amounts that are specific to the 2022-2 assessments.

On MOTION by Mr. Ray seconded by Ms. Cavanaugh with all in favor Resolution 2022-16, a resolution of the Tolomato Community Development District authorizing district projects for construction and/or acquisition of infrastructure improvements; equalizing, approving, confirming, and levying special assessment on property specially benefited by such projects to pay the cost thereof; confirming and adopting a special assessment methodology report for the Series 2022-2 assessments; confirming the series 2022-2 assessment liens; providing for the collection of such special assessments; confirming the district's intention to issue special assessment bonds; 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 was approved.

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

SIXTH ORDER OF BUSINESS

**Approval of Deed to Greenway Parcels Area
14 through 20 Southern Villages**

Mr. Rudolph stated these parcels are a continuation of some conservation lands we are deeding to the CDD.

On MOTION by Mr. Ray seconded by Ms. Cavanaugh with all in favor the deed to greenway parcels area 14 – 20 Southern Villages was accepted contingent on the value of the property being added to the district's land appraisal.

SEVENTH ORDER OF BUSINESS

Consideration of Towing Rules

A. Presentation of Memo on Towing Rules

Mr. Perry stated included in the agenda packet is a memo from district counsel giving an overview of the towing procedures, also attached are notice of unauthorized parking forms, and a resolution in regard to instituting these policies.

B. Consideration of Resolution 2022-17 Setting a Public Hearing on Towing Rules

Ms. Buchanan stated at this point we are providing the public notice and we will have a hearing on this process at our March meeting. When you look at the graphics of the tow away zone that generally identifies the amenity center parking areas we may or may not choose to enforce our towing policies in all the parking areas. The goal is to only highlight and implement this in the areas in which the district is having problems, but rather than go through a piecemeal hearing process we are covering the entire amenity, but it would only be effective and come into actual implementation if the district posts tow away signs and have a contract that designates certain areas as tow away zones.

On MOTION by Mr. Ray seconded by Ms. Cavanaugh with all in favor Resolution 2022-17 was approved.

EIGHTH ORDER OF BUSINESS

**Consideration of Supplemental Assessment
Resolutions for Series 2022 Bonds**

A. Consideration of Supplemental Assessment Resolution for Series 2022-1 Bonds

Ms. Buchanan stated we included the resolutions so that we could have them on the agenda so that when we continue to the meeting, they will have already been part of our original meeting package.

- B. Consideration of Supplemental Assessment Resolution for Series 2022-2 Bonds**
- C. Consideration of Supplemental Assessment Resolution for Series 2022A Bonds**
- D. Consideration of Supplemental Assessment Resolution for Series 2021B Bonds**
- E. Consideration of Supplemental Assessment Resolution for Series 2022D Bonds**
This item tabled.

NINTH ORDER OF BUSINESS

Consideration of Ancillary Documents for Series 2022B, 2022C, 2022-1 and 2022-2 Bonds

- A. Series 2022-1 Bonds Developer Agreement with HyDry Company, LLC**
 - 1. Acquisition Agreement**
 - 2. Completion Agreement**
 - 3. Collateral Assignment (triparty agreement with HyDry Company, LLC and SONOC Company, LLC)**
 - 4. True-Up Agreement**
 - 5. Declaration of Consent to Jurisdiction**

Ms. Buchanan stated I will talk about each of the types of agreements in concept and we can approve them in whole. The way they are prepared is that the landowner of specific areas differ based on the bond series. The types of agreements are similar in nature to what you have seen before, the ones we always have on any real property that is not currently platted would include a true-up agreement so that if the number of units that we anticipate levying assessments for to secure the bonds ends up being lower than the number that we originally contemplated the landowner is required to make a true-up payment in the amount of the principal relating to that special assessment to allow the district to stay on track with its assessment and lien book accounting.

The collateral assignment agreement is something we do for unplatted property and the collateral assignment essentially is an agreement by the landowner that in the event that they fail to pay the special assessments to the district, the district can take ownership of their property via foreclosure or a deed in lieu of foreclosure, but that doesn't necessarily ensure the district gets the development rights, the plans and permits, the construction contract rights, all those extraneous items that give value to the property beyond the dirt. The collateral assignment essentially says that upon the event of default those rights are automatically turned over to the CDD so we have the right to utilize and develop the property as well as have the ownership of the real property. The 2022-2s some of the permits and entitlements are held by SONOC and some of them are held by the landowner, which is why it will be executed by both parties.

The declaration of consent to jurisdiction is the consent of the landowner that they understand that within the boundaries of the district they agree that they are going to be subject to the special assessments and they waive any minor discrepancies.

The acquisition agreement governs the acquisition of real property, improvements and work product from the landowner to the district. To the extent that the landowner has already put money into improvements or work product this is an obligation of the district to acquire those improvements or work products from the landowner then allow the landowner to be reimbursed from bond proceeds. It only relates to the 2022-1s and -2s because those are the two new projects compared to the Bs and Cs, which are a continuation of the district's existing capital improvement plan.

B. Series 2022-2 Bonds Developer Agreements with APW TH 65, LLC

- 1. Acquisition Agreement**
- 2. Collateral Assignment (Triparty agreement with APW TH 65, LLC and SONOC Company LLC)**
- 3. True-Up Agreement**
- 4. Declaration of Consent to Jurisdiction**

C. Series 2022B Bonds Developer Agreement with SONOC Company, LLC

- 1. True-Up Agreement**
- 2. Collateral Assignment Agreement**

3. Declaration of Consent to Jurisdiction**D. Series 2022C Bonds Developer Agreement with SONOC Company, LLC**

- 1. True-Up Agreement**
- 2. Collateral Assignment Agreement**
- 3. Declaration of Consent to Jurisdiction**

On MOTION by Mr. Ray seconded by Mr. Fitzgerald with all in favor all the ancillary documents for the 2022-1, 2022-2, 2022A, 2022B, 2022C Bonds were approved in substantial form.

TENTH ORDER OF BUSINESS**Staff Reports****A. Attorney**

Mr. Sealy stated we just completed the pricing of the 2022A, 2022B and 2022C Bonds this afternoon. The aggregate amount of construction proceeds are being generated as a result of the refunding and the ability to take advantage of lower interest rates and the credit maturity that the district and specifically these assessment areas have experienced. The total construction proceeds that are being generated from the bond proceeds is approximately \$14.3 million. In addition to that there will be approximately \$1.1 million for a total of \$15.4 million, that \$1.1 million will become available as a result of additional collections that will be coming in over the course of the next several months and will become surplus on November 2nd but in aggregate approximately \$15.4 million is being generated as a result of this refinancing effort of the 2002A, B and C Bonds. On a blended yield basis the 2022A bonds that had a bond insurance policy was 2.69%, on the 2022Bs that were non-rated had a blended yield of 3.17% and the 2022C bonds the refinancing of the 2012A-4 bonds a blended yield of 3.31%.

We will be posting the offering documents on the 2022-1s and 2022-2s this afternoon and plan to price those bonds on February 1st and we will bring back the results of that pricing in conjunction with wrapping up all four of the bond issues in early February.

Agreement with Kutak Rock

Mr. Perry stated in the agenda package we do have the agreement with Kutak Rock that Katie has spoken of before.

On MOTION by Mr. Fitzgerald seconded by Ms. Cavanaugh with all in favor the agreement with Kutak Rock was approved.

B. Engineer

1. Construction Updates

2. Consideration of Work Authorizations

On MOTION by Mr. Ray seconded by Ms. Cavanaugh with all in favor amendment no. 1 to work authorization 127 for consumptive use permit modification in the lump sum fee of \$11,600 for task 1 and an estimate of \$5,000 for task 2 was approved.

3. Requisition Summary

On MOTION by Mr. Ray seconded by Ms. Cavanaugh with all in the requisition summary in the total amount of \$186,282.45, copy of which was included in the agenda package was approved.

C. Manager

There being none, the next item followed.

D. Community Manager Report

Mr. David Ray stated in mid-December David Eldredge, our property manager resigned and opened his own business and last month we were fortunate to hire Burt Bell to fill that position.

Ms. Burleigh proposed providing the agenda booklets electronically, rather than hard copy and the board was in agreement.

Mr. David Ray updated the board on efforts made to attract and retain staff and how to fund the increased payroll expenses that included hourly wages, staff increases, salaried staff and an additional position for a total of \$487,000.

Staff was directed to prepare a five-year projection with competitive salaries, proposed funding without using cash reserves, the existing and proposed organizational charts and to provide that to the board prior to the next board meeting.

ELEVENTH ORDER OF BUSINESS Financial Reports

A. Balance Sheet as of December 31, 2021 and Statement of Revenues and Expenditures for the Period Ended December 31, 2021

A copy of the balance sheet and statement of revenues and expenditures were included in your agenda package.

B. Construction Schedule – December 31, 2021

A copy of the construction schedule was included in your agenda package.

C. Assessment Receipt Schedule

A copy of the assessment receipt schedule was included in your agenda package.

D. Check Register

On MOTION by Mr. Fitzgerald seconded by Ms. Cavanaugh with all in favor the check register approved.
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TWELFTH ORDER OF BUSINESS Other Business

There being none, the next item followed.

THIRTEENTH ORDER OF BUSINESS Supervisor's Requests and Audience Comments

There being none, the next item followed.

FOURTEENTH ORDER OF BUSINESS Next Scheduled Regular Meeting – February 22, 2022 at 3:00 p.m. at the Nocatee Amenity Center

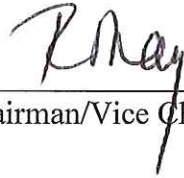
Mr. Perry stated our next regularly scheduled meeting is February 22nd at 3:00 p.m. at this location. There was discussion about continuing this meeting.

Ms. Buchanan stated we are looking at continuing to February 9, 2022 at 9:00 a.m.

On MOTION by Mr. Ray seconded by Mr. Fitzgerald with all in favor the meeting was continued to February 9, 2022 at 9:00 a.m. in the same location.



Secretary/Assistant Secretary



Chairman/Vice Chairman