

Minutes of Meeting
Tolomato
Community Development District

A special meeting of the Board of Supervisors of the Tolomato Community Development District was held Tuesday November 30, 2021 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
Dr. Ron Howland	Supervisor

Also present were:

Jim Perry	District Manager
Katie Buchanan	District Counsel
Scott Wild	District Engineer
Steve Hanson	Tolomato
Lee Hovis	Tolomato
Tina Burleigh	Tolomato
David Eldredge	Tolomato
Kelsee Russler	Tolomato
David Ray	GMS
Justin Williams	Connelly & Wicker
Maurice Rudolph	Parc Group
Joe Muhl	Parc Group
Sete Zare	MBS Capital Markets
Brett Sealy	MBS Capital Markets

The following is a summary of the actions taken at the November 30, 2021 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 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 October 26, 2021 meeting

On MOTION by Mr. Fitzgerald seconded by Mr. Morris with all in favor the minutes of the October 26, 2021 meeting were approved as presented.

FIFTH ORDER OF BUSINESS

Consideration of Addendum No. 3 for the Supplemental Assessment Methodology Report for the Special Assessment Revenue Bonds Series 2012-4

Mr. David Ray stated addendum no. 3 to the supplemental assessment methodology report for the special assessment revenues bonds series 2012-4 was to add an assessment category, continuing care/retirement community.

On MOTION by Mr. Ray seconded by Mr. Fitzgerald with all in favor addendum no. 3 for the supplemental assessment methodology report for special assessment revenue bonds series 2012-4 was approved.

SIXTH ORDER OF BUSINESS

Bond Related Items

- A. Master Engineer's Report, Methodology and Resolution for the Intracoastal Parcel**
 - 1. Refunding Bonds**
 - 2. Intracoastal Parcel**
 - 3. St. Johns Parcel**

Mr. Wild gave an overview of the engineer's report for the Intracoastal Parcel for a total of 104 lots with a total neighborhood infrastructure cost of \$9,820,200.

On MOTION by Mr. Ray seconded by Mr. Fitzgerald with all in favor the engineer's report for the Intracoastal Parcel was approved in substantial form.

Mr. David Ray gave an overview of the assessment methodology for the Intracoastal Parcel.

On MOTION by Mr. Fitzgerald seconded by Mr. Morris with all in favor the assessment methodology report for the series 2022-1 Intracoastal Parcel was approved in substantial form.

Ms. Buchanan stated Resolution 2022-04 is the declaring resolution that relates to the intracoastal parcel and by law we are required to declare our intent to fund the project that we are going to then levy assessments and issue bonds to provide for that funding. The second and third whereas need to be deleted. The resolution goes into detail as to what the district is authorized to do and the second from the bottom indicates our plan to do the intracoastal parcel project, which is described in Scott's engineering report. It then declares our intent to levy special assessments as detailed in the assessment methodology. At the bottom of page 2 we estimate that the total cost of construction for the Intracoastal Parcel is roughly \$9.8 million and we anticipate that we are going to levy assessments in an amount that is roughly \$12.42 million because that incorporates what we need for the cost of issuance, debt service reserve account, any capitalized interest. We would do a master lien for approximately \$12.42 million to cover the total project that will be roughly \$9.82 million. This is the master resolution and we will come back with a supplemental resolution that actually incorporates the financing terms. Once we know the amount of bonds we are issuing we will finalize those terms and do a supplemental resolution to pinpoint the precise assessment number we are going to actually levy.

On MOTION by Mr. Fitzgerald seconded by Mr. Morris with all in favor Resolution 2022-04 was approved as amended on the record.

Master Engineer's Report, Methodology and Resolution 2022-05 for the St. Johns Parcel

Mr. Wild gave an overview of the engineer's report for the St. Johns parcel consisting of 65 townhomes with a total neighborhood infrastructure cost of \$4,550,000.

On MOTION by Mr. Fitzgerald seconded by Mr. Morris with all in favor the engineer's report for the St. Johns Parcel was approved in substantial form.

Mr. David Ray gave an overview of the assessment methodology report for the St. Johns Parcel, series 2022-2.

On MOTION by Mr. Ray seconded by Mr. Fitzgerald with all in favor the assessment methodology report for the St. Johns Parcel was approved in substantial form.

Ms. Buchanan stated Resolution 2022-05 is the resolution declaring the Series 2022-2 Bonds St. Johns Parcel. Similar to the prior resolution it establishes the project and then adopts the engineer's report, it also adopts the assessment methodology as the way to allocate the costs of the project, which will ultimately be funded with the Series 2022-2 Bonds. In subsection 4 is the estimated cost Scott identified in his report of \$4.55 million, understanding that is a maximum. Using that amount we also establish the maximum assessment of \$5.875 million with an annual basis of roughly \$425,000 that we would expect to collect per year, which is necessary to fully fund the bond proceeds of \$5,875 million. The same assessment hearing date of January 11, 2022 at 3:00 p.m. at this location. We will have the publication and provided written mailed notice with 30-days.

On MOTION by Mr. Fitzgerald seconded by Mr. Morris with all in favor Resolution 2022-05 was approved in substantial form.

Refunding Bonds Series 2012-3 CAB Series 2022C Resolution 2022-02

Ms. Buchanan stated conceptually we are taking existing bonds and refunding them similar to the way you would refund your mortgage, but if you kept your monthly mortgage payment the same you are going to end up essentially paying for more than what your current mortgage would be after the refunding. That is conceptually what we are doing here is keeping a similar annual payment understanding that everyone is anticipated to receive a small reduction in their annual payment. That would allow the district to refund the bond and use the equity to get additional

construction funds to put back into the master infrastructure capital improvement plan. Unlike the Intracoastal and St. Johns Parcel this still draws upon the original project.

Mr. Wild stated the next report I will present is the 2022 supplemental engineer's report for construction improvements dated November 29, 2021. This was updated from the 2019 report, we updated the area to the boundary amendment. There is a description of the various columns that are in the table and have completed project costs, anticipated project costs, estimated future project costs and funding, estimated future project costs without funding, estimated right of way and land contribution value and the estimated total project cost.

Probably the most important items to be aware of is the estimated future project costs with funding, recreation of \$6.4 million, which is the anticipated bond proceeds for the construction fund. Also added there will be no completion agreement the improvements will be based on the actual bond proceeds.

On MOTION by Mr. Fitzgerald seconded by Mr. Morris with all in favor Resolution 2022-02 was approved in substantial form as revised.

Refunding Bonds Series 2012-4 CAB Series 2015-1 CAB, Resolution 2022-03

Ms. Buchanan stated we have one engineer's report where we actually are undertaking three separate refundings based on the existing bonds. There is the series 2012-4 CAB and series 2015-1 CAB because they are two different series we do have two different resolutions to consider and to address.

Mr. David Ray stated the supplemental assessment methodology report for Series 2022C was handed out. This is a supplemental report to the master methodology that was first adopted in 2007, the purpose of this report is for the refunding of the Series 2012-4 Bonds. There are currently no residents in this bond issue, no residents are affected with this refunding. Table 1 shows the updated numbers we projected and that is what exists and planned for the future for the entirety of the district. We have a master methodology now affecting all of the district. Table 2 outlines the district's bond issuances and refundings and all other funds we believe to be available to the district to fund the district's master infrastructure outlined in the engineer's report. Table 5 shows the preliminary sources and uses for the series 2022C. The remaining tables show how the new proposed assessment will be allocated to each community and how each type of property is

affected. Table 7 details the current debt, the proposed series 2022C debt and current annual assessment and the proposed annual assessments. There are no residents affected, therefore, there is not a change in annual assessments as we have seen in prior refundings, we are not providing that 4% discounted savings to residents that are not here yet. Table 8 shows the debt and the assessments for possible future uses that would be assigned at a later date. Table 10 shows the debt assigned to each property type is less than the total benefit that we calculated earlier.

On MOTION by Mr. Ray seconded by Mr. Morris with all in favor supplemental assessment methodology for series 2022C was approved in substantial form.

Ms. Buchanan stated in summary the anticipated total issuance is \$19,585,000 broken out in two parts, the refunding of the prior bonds and the new construction proceeds and this is the maximum amount. I don't want the \$1.332 million to serve as our maximum because it may ultimately have to be grossed up.

On MOTION by Mr. Ray seconded by Mr. Fitzgerald with all in favor Resolution 2022-02 was approved.

Ms. Buchanan stated for clarification we did amend the date to January 11, 2023.

Mr. David Ray stated also handed out was supplemental assessment methodology report Series 2022A and 2022B. It is a supplemental report to the master methodology, the purpose of the report was the refunding of the series 2015-1 bonds, which is the southern parts of the district, Crosswater Communities, also Del Webb Nocatee, Franklin Square Townhomes. This report was updated today based on the new engineer's report. Table 1 and 2 are the same as the previous methodology report, the units and total costs because it is master infrastructure. Tables 3 and 4 calculation of master benefit are the same as well. Table 5 details the preliminary sources and uses for the series 2022A and series 2022B Bonds. The remaining tables show how the new proposed assessments will be allocated to each community and to each type of property that is affected. The important part of this methodology is it is broken down between the 2022As and the 2022Bs. Series 2022A Bonds are for platted lots within the assessment area. Within the platted lots will be current residents as well as anybody who has a contract on their home or any lot that currently has

a plat, they are within the series 2020A assessment area. These lots will receive a reduction in their annual assessments of approximately 4% as was done in the 2018 and 2019 refundings. The series 2022B is for lots that are not yet platted and table 8 shows the annual assessments in this series and these annual assessments did not receive the 4% discount. There is no savings to be passed on to those future lots.

Mr. Ray stated Settlers Landing, which is fully platted will receive 4% discount. It is only the unplatted lots, Seabrook, last phase of Del Webb, Crosswater Phase 7 areas that are under development.

Mr. David Ray stated table 10 shows the debt assigned to each property.

On MOTION by Mr. Ray seconded by Mr. Fitzgerald with all in favor the supplemental assessment methodology was approved in substantial form.

Ms. Buchanan stated 2022-03 declaring resolution for the 2022A and 2022B, same process, same format as the others. 4B identifies the breakdown between the payoff of the prior bonds and the anticipated amount of maximum construction funds as well the maximum annual debt service.

On MOTION by Mr. Ray seconded by Mr. Fitzgerald with all in favor Resolution 2022-03 was approved.

Ms. Buchanan stated the next step is to move forward with the notices. We are required to have them postmarked by December 11th, understanding that we probably need some days to get the credit package. We will come back on the 11th and have the assessment hearing and if someone has questions, comments or concerns about the assessments they would have the opportunity to present those to you. Because we have to notice this with both mailed and published we do want a confirmed quorum for the 11th and then anticipate that we might have a crowd compared to what we have for normal meetings. Hopefully, everyone is happy they are getting a little less of an assessment but you never know.

We will have the initial offering documents to come before you to authorize so the underwriter can begin finalizing pricing. The anticipated funding would be February.

Do you want to keep your December meeting on schedule since we plan to meet again on January 11th.

Mr. Ray stated let's keep it on the calendar in case there is a reason to meet and if not we can cancel it.

SEVENTH ORDER OF BUSINESS

Consideration of Quit Claim Deed – West End Villas Phase Two

On MOTION by Mr. Ray seconded by Mr. Morris with all in favor the quit claim deed for West End Villas Phase Two was accepted.

EIGHTH ORDER OF BUSINESS

Staff Reports

A. Attorney

There being none, the next item followed.

B. Engineer

1. Construction Updates

2. Consideration of Work Authorization WA #127 Amendment #1

On MOTION by Mr. Ray seconded by Mr. Fitzgerald with all in favor work authorization #127 amendment 1 to replace existing grass with paved parking and manage related plans approval and permitting process in the amount of \$11,225 was approved.

3. Requisition Summary

On MOTION by Mr. Ray seconded by Mr. Fitzgerald with all in favor the requisition summary, copy of which is attached, was approved.

C. Manager

There being none, the next item followed.

D. Community Manager Report

A copy of the community manager’s report was included in the agenda package.

NINTH ORDER OF BUSINESS

Financial Reports

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

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

B. Construction Schedule – October 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. Ray seconded by Mr. Morris with all in favor the check register approved.

TENTH ORDER OF BUSINESS

Other Business

There being none, the next item followed.

ELEVENTH ORDER OF BUSINESS

Supervisor’s Requests and Audience Comments

There being none, the next item followed.

TWELFTH ORDER OF BUSINESS

Next Scheduled Regular Meeting – December 21, 2021 at 3:00 p.m. at the Nocatee Amenity Center

Mr. Perry stated the next meeting is December 21st and we may cancel that meeting.

On MOTION by Mr. Ray seconded by Mr. Howland with all in favor the meeting adjourned at 4:20 p.m.



Secretary/Assistant Secretary



Chairman/Vice Chairman