MINUTES OF MEETING
PADDOCKS COMMUNITY DEVELOPMENT DISTRICT

The Board of Supervisors of the Paddocks Community Development District held Public Hearings, a Regular Meeting and an Audit Committee Meeting on August 30, 2024 at 11:00 a.m., at the offices of ZNS Engineering, 1023 Manatee Avenue West, 7th Floor, Bradenton, Florida 34205.

Present were:

Michael Dady	Chair
Steve Beachy (via telephone)	Assistant Secretary
Joel Konz	Assistant Secretary
Tara Shipley	Assistant Secretary

Also present:

Chuck Adams	District Manager
Jonathan Johnson	District Counsel
Nathan Kragt	District Engineer
Cynthia Wilhelm (via telephone)	Bond Counsel

FIRST ORDER OF BUSINESS **Call to Order/Roll Call**

Mr. Adams called the meeting to order at 11:03 a.m.

Supervisors Dady and Konz and Supervisor-Elect Shipley were present. Supervisor Beachy attended via telephone. Supervisor Greenwood was not present.

SECOND ORDER OF BUSINESS **Public Comments**

No members of the public spoke.

THIRD ORDER OF BUSINESS **Administration of Oath of Office to Supervisor Tara Shipley**

Mr. Adams, a Notary of the State of Florida and duly authorized, administered the Oath of Office to Ms. Tara Shipley. As an experienced CDD Board Member, Ms. Shipley is familiar with the following:

A. Board Member Packet (the following will also be provided in a separate package)

I. Required Ethics Training and Disclosure Filing

- **Sample Form 1 2023/Instructions**

II. Membership, Obligations and Responsibilities

III. Guide to Sunshine Amendment and Code of Ethics for Public Officers and Employees

IV. Form 8B: Memorandum of Voting Conflict for County, Municipal and other Local Public Officers

B. Ratification of Resolution 2024-03, Electing Certain Officers of the District, and Providing for an Effective Date

Mr. Adams presented Resolution 2024-03. He noted that Ms. Shipley was appointed to the Board as an Assistant Secretary at the last meeting.

On MOTION by Mr. Konz and seconded by Ms. Shipley, with all in favor, Resolution 2024-03, Electing Certain Officers of the District, and Providing for an Effective Date, was ratified.

FOURTH ORDER OF BUSINESS **Public Hearing Confirming the Intent of the District to Use the Uniform Method of Levy, Collection and Enforcement of Non-Ad Valorem Assessments as Authorized and Permitted by Section 197.3632, Florida Statutes; Expressing the Need for the Levy of Non-Ad Valorem Assessments and Setting Forth the Legal Description of the Real Property Within the District's Jurisdictional Boundaries that May or Shall Be Subject to the Levy of District Non-Ad Valorem Assessments; Providing for Severability; Providing for Conflict and Providing for an Effective Date**

A. Affidavit/Proof of Publication

The affidavit of publication was included for informational purposes.

B. Consideration of Resolution 2024-32, Expressing its Intent to Utilize the Uniform Method of Levying, Collecting, and Enforcing Non-Ad Valorem Assessments Which May Be Levied by the Paddocks Community Development District in Accordance with Section 197.3632, Florida Statutes; Providing a Severability Clause; and Providing an Effective Date

The Public Hearing was opened.

No affected property owners or members of the public spoke.

The Public Hearing was closed.

Mr. Adams presented Resolution 2024-32.

On MOTION by Mr. Dady and seconded by Ms. Shipley, with all in favor, Resolution 2024-32, Expressing its Intent to Utilize the Uniform Method of Levying, Collecting, and Enforcing Non-Ad Valorem Assessments Which May Be Levied by the Paddocks Community Development District in Accordance with Section 197.3632, Florida Statutes; Providing a Severability Clause; and Providing an Effective Date, was adopted.

FIFTH ORDER OF BUSINESS **Public Hearing to Consider the Adoption of an Assessment Roll and the Imposition of Special Assessments Relating to the Financing and Securing of Certain Public Improvements**

A. Affidavit/Proof of Publication

B. Mailed Notice to Property Owner(s)

These items were included for informational purposes.

C. Master Engineer’s Report (for informational purposes)

A Board Member asked if there were any amendments, modifications or edits to the Master Engineer’s Report. Mr. Kragt stated that there were none.

D. Master Special Assessment Methodology Report (for informational purposes)

Mr. Adams stated that there were some adjustments to the Master Special Assessment Methodology Report. It was noted that the cost estimate is unchanged.

The Public Hearing was opened.

- **Hear testimony from the affected property owners as to the propriety and advisability of making the improvements and funding them with special assessments on the property.**

No affected property owners or members of the public spoke.

- **Thereafter, the governing authority shall meet as an equalizing board to hear any and all complaints as to the special assessments on a basis of justice and right.**

The Board, sitting as the Equalizing Board, had no questions and made no changes.

The Public Hearing was closed.

E. Consideration of Resolution 2024-33, Authorizing District Projects for Construction and/or Acquisition of Infrastructure Improvements; Equalizing, Approving, Confirming, and Levying Special Assessments on Property Specially Benefited by Such Projects to Pay the Cost Thereof; Providing for the Payment and the Collection of Such Special Assessments by the Methods Provided for by Chapters 170, 190, and 197, Florida Statutes; Confirming the District's Intention to Issue Special Assessment Bonds; Making Provisions for Transfers of Real Property to Homeowners Associations, Property Owners Association and/or Governmental Entities; Providing for the Recording of an Assessment Notice; Providing for Severability, Conflicts and an Effective Date

Mr. Adams presented Resolution 2024-33.

On MOTION by Mr. Dady and seconded by Mr. Konz, with all in favor, Resolution 2024-33, Authorizing District Projects for Construction and/or Acquisition of Infrastructure Improvements; Equalizing, Approving, Confirming, and Levying Special Assessments on Property Specially Benefited by Such Projects to Pay the Cost Thereof; Providing for the Payment and the Collection of Such Special Assessments by the Methods Provided for by Chapters 170, 190, and 197, Florida Statutes; Confirming the District's Intention to Issue Special Assessment Bonds; Making Provisions for Transfers of Real Property to Homeowners Associations, Property Owners Association and/or Governmental

Entities; Providing for the Recording of an Assessment Notice; Providing for Severability, Conflicts and an Effective Date, was adopted.

SIXTH ORDER OF BUSINESS **Public Hearing to Hear Public Comments and Objections to the Adoption of the Rules of Procedure, Pursuant to Sections 120.54 and 190.035, Florida Statutes**

A. Affidavits of Publication

The affidavits of publication were included for informational purposes.

B. Consideration of Resolution 2024-34, Adopting Rules of Procedure; Providing a Severability Clause; and Providing an Effective Date

The Public Hearing was opened.

No affected property owners or members of the public spoke.

The Public Hearing was closed.

On MOTION by Mr. Dady and seconded by Mr. Konz, with all in favor, Resolution 2024-34, Adopting Rules of Procedure; Providing a Severability Clause; and Providing an Effective Date, was adopted.

SEVENTH ORDER OF BUSINESS **Public Hearing on Adoption of Fiscal Year 2023/2024 Budget**

A. Affidavit of Publication

The affidavit of publication was included for informational purposes.

B. Consideration of Resolution 2024-35, Relating to the Annual Appropriations and Adopting the Budget for the Fiscal Year Ending September 30, 2024; Authorizing Budget Amendments; and Providing an Effective Date

Mr. Adams presented Resolution 2024-35 and the proposed Fiscal Year 2024 budget, which is unchanged since it was last presented. It is a partial-year, Landowner-funded budget, with expenses funded as they are incurred.

The Public Hearing was opened.

No affected property owners or members of the public spoke.

The Public Hearing was closed.

> **On MOTION by Mr. Dady and seconded by Ms. Shipley, with all in favor, Resolution 2024-35, Relating to the Annual Appropriations and Adopting the Budget for the Fiscal Year Ending September 30, 2024; Authorizing Budget Amendments; and Providing an Effective Date, was adopted.**

EIGHTH ORDER OF BUSINESS **Public Hearing on Adoption of Fiscal Year 2024/2025 Budget**

A. Affidavit of Publication

The affidavit of publication was included for informational purposes.

B. Consideration of Resolution 2024-36, Relating to the Annual Appropriations and Adopting the Budget for the Fiscal Year Beginning October 1, 2024, and Ending September 30, 2025; Authorizing Budget Amendments; and Providing an Effective Date

Mr. Adams presented Resolution 2024-36 and the proposed Fiscal Year 2025 budget, which is unchanged since it was last presented. It is a full-year, Landowner-funded budget, with expenses funded as they are incurred.

The Public Hearing was opened.

No affected property owners or members of the public spoke.

The Public Hearing was closed.

> **On MOTION by Mr. Konz and seconded by Mr. Dady, with all in favor, Resolution 2024-36, Relating to the Annual Appropriations and Adopting the Budget for the Fiscal Year Beginning October 1, 2024, and Ending September 30, 2025; Authorizing Budget Amendments; and Providing an Effective Date, was adopted.**

NINTH ORDER OF BUSINESS **Presentation of Master Engineer’s Report**

Mr. Kragt presented the Master Engineer’s Report dated June 25, 2024, which is unchanged since it was last presented. The cost estimate totals $23,760,000.

A Board Member asked if there are any impact fee credits related to the intersection improvements. Mr. Kragt stated that he is not aware of any. The permit for the off-site force main was pursued by another engineer, on behalf of another Developer; a Facility Impact Fee might be due to the CDD.

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

Mr. Adams presented a summary of the First Supplemental Special Assessment Methodology Report dated August 30, 2024. He noted the following:

- The anticipated total Capital Improvement Plan (CIP) costs are estimated at $23,760,000.
- The par amount of bonds for the first bond issue, including the costs of financing, capitalized interest and debt service reserve, is $5,720,000, to fund $5,054,090 in CIP costs.
- It is anticipated that Developer contributions will total $18,705,910.

ELEVENTH ORDER OF BUSINESS **Consideration of Resolution 2024-37, Delegating to the Chairman of the Board of Supervisors of Paddocks Community Development District (the "District") the Authority to Approve the Sale, Issuance and Terms of Sale of Paddocks Community Development District Capital Improvement Revenue Bonds, Series 2024, as a Single Series of Bonds Under the Master Trust Indenture (the "Series 2024 Bonds") in Order to Finance the Capital Improvement Plan; Establishing the Parameters for the Principal Amounts, Interest Rates, Maturity Dates, Redemption Provisions and Other Details Thereof; Approving the Form of and Authorizing the Chairman to Accept the Bond Purchase Contract for the Series 2024 Bonds; Approving a Negotiated Sale of the Series 2024 Bonds to the Underwriter; Approving the Forms of the Master Trust Indenture and First**

Supplemental Trust Indenture and Authorizing the Execution and Delivery Thereof by Certain Officers of the District; Appointing a Trustee, Paying Agent and Bond Registrar for the Series 2024 Bonds; Approving the Form of the Series 2024 Bonds; Approving the Form of and Authorizing the Use of the Preliminary Limited Offering Memorandum and Limited Offering Memorandum Relating to the Series 2024 Bonds; Approving the Form of the Continuing Disclosure Agreement Relating to the Series 2024 Bonds; Authorizing Certain Officers of the District to Take All Actions Required and to Execute And Deliver All Documents, Instruments And Certificates Necessary In Connection with the Issuance, Sale and Delivery of the Series 2024 Bonds; Authorizing the Vice Chairman and Assistant Secretaries to Act in the Stead of the Chairman or the Secretary, as the Case May Be; Specifying the Application of the Proceeds of the Series 2024 Bonds; Authorizing Certain Officers of the District to Take All Actions and Enter Into All Agreements Required in Connection with the Acquisition and Construction of the Capital Improvement Plan; and Providing an Effective Date

Ms. Wilhelm presented Resolution 2024-37, known as the Delegated Award Resolution, which accomplishes the following:

➢ Authorizes the Chair to enter into a Bond Purchase Contract so long as the terms of the are within the parameters approved by the Board.

➢ Approves certain documents needed to market, price and sell the bonds, including the Bond Purchase Contract, Master and First Supplemental Trust Indentures, Preliminary Limited Offering Memorandum and Continuing Disclosure Agreement.

➢ Sets forth the parameters within which the Chair can enter into the Bond Purchase Contract, as follows:

Maximum Principal Amount: Not to Exceed $7,000,000

Maximum Coupon Rate: Maximum Statutory Rate

Underwriting Discount: Maximum 2.0%

Not to Exceed Maturity Date: Maximum Allowed by Law

Redemption Provisions: The Series 2024 Bonds shall be subject to redemption as set forth in the form of Series 2024 Bond attached to the form of Supplemental Indenture.

On MOTION by Mr. Dady and seconded by Mr. Konz, with all in favor, Resolution 2024-37, Delegating to the Chairman of the Board of Supervisors of Paddocks Community Development District (the "District") the Authority to Approve the Sale, Issuance and Terms of Sale of Paddocks Community Development District Capital Improvement Revenue Bonds, Series 2024, as a Single Series of Bonds Under the Master Trust Indenture (the "Series 2024 Bonds") in Order to Finance the Capital Improvement Plan; Establishing the Parameters for the Principal Amounts, Interest Rates, Maturity Dates, Redemption Provisions and Other Details Thereof; Approving the Form of and Authorizing the Chairman to Accept the Bond Purchase Contract for the Series 2024 Bonds; Approving a Negotiated Sale of the Series 2024 Bonds to the Underwriter; Approving the Forms of the Master Trust Indenture and First Supplemental Trust Indenture and Authorizing the Execution and Delivery Thereof by Certain Officers of the District; Appointing a Trustee, Paying Agent and Bond Registrar for the Series 2024 Bonds; Approving the Form of the Series 2024 Bonds; Approving the Form of and Authorizing the Use of the Preliminary Limited Offering Memorandum and Limited Offering Memorandum Relating to the Series 2024 Bonds; Approving the Form of the Continuing Disclosure Agreement Relating to the Series 2024 Bonds; Authorizing Certain Officers of the District to Take All Actions Required and to Execute And Deliver All Documents, Instruments And Certificates Necessary In Connection with the Issuance, Sale and Delivery of the Series 2024 Bonds; Authorizing the Vice Chairman and Assistant Secretaries to Act in the Stead of the Chairman or the Secretary, as the Case May Be; Specifying the Application of the Proceeds of the Series 2024 Bonds; Authorizing Certain Officers of the District to Take All Actions and Enter Into All Agreements Required in Connection with the Acquisition and Construction of the Capital Improvement Plan; and Providing an Effective Date, was adopted.

TWELFTH ORDER OF BUSINESS **Recess Regular Meeting/Commencement of Audit Selection Committee Meeting**

The Regular Meeting recessed and the Audit Selection Committee Meeting commenced.

THIRTEENTH ORDER OF BUSINESS **Review of Response to Request for Proposals (RFP) for Annual Audit Services**

A. Affidavit of Publication

B. RFP Package

These items were included for informational purposes.

C. Respondent(s)

Mr. Adams stated that each of the firms is well-qualified to perform the audit.

I. Berger, Toombs, Elam, Gaines & Frank

Bid: $3,500 for the base audit, plus $1,400 per bond issue for a total of $4,900.

II. DiBartolomeo, McBee, Hartley & Barnes

Bid: $2,950 for the base audit. Did not indicate the cost for bond issue; stated "In years of new debt issuance, fees may be adjusted based on review with management."

III. Grau & Associates

Bid: $3,200 for the base audit, plus $1,500 per bond issue for a total of $4,700.

Discussion ensued regarding the bids, each firm's ability to complete audits in a timely manner and the differences in pricing and bond issuances.

D. Auditor Evaluation Matrix/Ranking

The Board Members in attendance completed the Auditor Evaluation Matrix individually.

Mr. Adams tallied and averaged the scores; the ranking and average scores were as follows:

#1	Grau & Associates	100 points
#2	BTEGF	98 points
#3	DiBartolomeo, McBee, Hartley & Barnes	97 points

FOURTEENTH ORDER OF BUSINESS **Termination of Audit Selection Committee Meeting/Reconvene Regular Meeting**

The Audit Selection Committee Meeting terminated and the Regular Meeting reconvened.

FIFTEENTH ORDER OF BUSINESS **Consider Recommendation of Audit Selection Committee**

- **Award of Contract**

> **On MOTION by Mr. Konz and seconded by Mr. Dady, with all in favor, accepting the scores, ranking and recommendation of the Audit Selection Committee as the Board's own, and awarding the contract for Audit Services to Grau & Associates, the #1 ranked respondent to the RFP for Audit Services, was approved.**

SIXTEENTH ORDER OF BUSINESS **Consideration of Response(s) to Request for Qualifications (RFQ) for Engineering Services**

A. Affidavit of Publication

B. RFQ Package

C. Respondents: ZNS Engineering, L.C.

These items were included for informational purposes.

D. Competitive Selection Criteria/Ranking

E. Award of Contract

Mr. Adams noted that the sole respondent to the RFQ was ZNS Engineering, L.C., (ZNS), who is already serving as the Interim District Engineer. If the Board finds that ZNS meets all the requirements of the RFQ/Selection Criteria, awarding the contract to ZNS can proceed.

> **On MOTION by Ms. Shipley and seconded by Mr. Konz, with all in favor, accepting the response from ZNS Engineering, L.C., the sole respondent to the RFQ for Engineering Services, as a qualified response, awarding the contract for District Engineering Services to ZNS Engineering, L.C., and authorizing Staff to negotiate and prepare the Contract/Agreement and for the Chair to execute, were approved.**

SEVENTEENTH ORDER OF BUSINESS **Consideration of Goals and Objectives Reporting [HB7013 - Special Districts Performance Measures and Standards Reporting]**

Mr. Adams presented the Memorandum outlining a new state requirement for CDDs to establish and report annual goals and objectives. District Management identified Community Communication and Engagement, Infrastructure and Facilities Maintenance, and Financial Transparency and Accountability as the key categories to focus on for Fiscal Year 2025 and develop statutorily compliant goals for each.

On MOTION by Ms. Shipley and seconded by Mr. Konz, with all in favor, the Goals and Objectives and the Performance Measures/Standards & Annual Reporting Form, were approved.

EIGHTEENTH ORDER OF BUSINESS **Acceptance of Unaudited Financial Statements as of July 31, 2024**

Mr. Adams presented the Unaudited Financial Statements as of July 31, 2024.

The financials were accepted.

NINETEENTH ORDER OF BUSINESS **Approval of Minutes**

A. June 28, 2024 Landowners' Meeting

On MOTION by Mr. Dady and seconded by Mr. Konz, with all in favor, the June 28, 2024 Landowners' Meeting Minutes, as presented, were approved.

B. June 28, 2024 Organizational Meeting

On MOTION by Mr. Dady and seconded by Mr. Konz, with all in favor, the June 28, 2024 Organizational Meeting Minutes, as presented, were approved.

TWENTIETH ORDER OF BUSINESS **Staff Reports**

A. District Counsel: Kutak Rock LLP

Mr. Johnson stated that documents are being prepared for the bond validation hearing scheduled for September 26, 2024.

B. District Engineer (Interim): ZNS Engineering

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

There were no District Engineer or District Manager reports.

TWENTY-FIRST ORDER OF BUSINESS **Board Members' Comments/Requests**

There were no Board Members' comments or requests.

TWENTY-SECOND ORDER OF BUSINESS **Public Comments**

No members of the public spoke.

TWENTY-THIRD ORDER OF BUSINESS **Adjournment**

On MOTION by Mr. Dady and seconded by Ms. Shipley, with all in favor, the meeting adjourned at 11:42 a.m.

[SIGNATURES APPEAR ON THE FOLLOWING PAGE]

____
Secretary/Assistant Secretary

____
Chair/Vice Chair