

**MINUTES OF MEETING  
BEAUMONT  
COMMUNITY DEVELOPMENT DISTRICT**

The Board of Supervisors of the Beaumont Community Development District held Continued Public Hearings and a Regular Meeting on December 11, 2018, at 11:30 a.m., at The Villages Public Library at Pinellas Plaza, 7375 Powell Rd., Conference Room 162, Wildwood, Florida 34785.

**Present at the meeting were:**

James Harvey	Chair
Greg Meath	Vice Chair
Candice Smith	Assistant Secretary

**Also present were:**

Craig Wrathell	District Manager
Christine Cardelle	Wrathell, Hunt and Associates, LLC
Jere Earlywine	District Counsel
Matt Morris (via telephone)	District Engineer
Steve Crawford (via telephone)	Bond Counsel
Penrose Beaumont	Landowner

**FIRST ORDER OF BUSINESS**

**Call to Order/Roll Call**

Mr. Wrathell called the meeting to order at 11:34 a.m. Supervisors Harvey, Meath and Smith were present, in person. Supervisors Walker and Simpson were not present.

**SECOND ORDER OF BUSINESS**

**Public Comments**

There being no public comments, the next item followed.

**THIRD ORDER OF BUSINESS**

**Continued 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**

Mr. Wrathell stated that the real estate closing occurred.

**A. Affidavit/Proof of Publication**

The affidavit of publication was provided for informational purposes.

**B. Mailed Notice to Property Owner(s)**

Copies of the affidavit of mailing, Certified Mail receipts and Mailed Notices, were provided for informational purposes.

**C. Presentation of Updated Engineer's Report: *Morris Engineering and Consulting, LLC***

Mr. Morris presented the Updated Engineer's Report. He reported the following:

- Changes from the original Engineer's Report to this Engineer's report involved updating the numbers for the capital improvements, based on the numbers received from contractors when going through the bids and refining the plan.
- Page 9, Table 3: New cost breakdown where everything is broken out into multiple categories. The total residential estimated cost was \$12,530,000 and the total commercial estimated cost was \$6,560,000 for a total combined estimated cost of \$19,090,000 for the project.

**On MOTION by Mr. Harvey and seconded by Mr. Meath, the Updated Engineer's Report, in substantial form, was approved.**

▪ **Revised Master Special Assessment Methodology**

Mr. Wrathell presented the Revised Master Special Assessment Methodology, dated August 5, 2018 and revised August 7, 2018, attached to the Mailed Notice, behind Tab 3B in the agenda. He reviewed and discussed the following:

- Page 19: Identified the parcels, at the time the Methodology was prepared.
- Presented Tables 1 through 6, on Pages 20 through 24.
- The assumption was that the District would finance 100% of the improvements, which would be \$9.85 million, grossed up to a par amount of bonds of \$11.351 million.
- Once the bonds are issued, there would be a True-Up Agreement. As the Master Methodology allows for changes in the product mix and unit counts, if any changes reduce the unit count, a true-up payment would be required.

- The maximum par amount of bonds per unit gives the District the flexibility to issue long and short-term bonds; the Supplemental Methodology will reflect that the Underwriter structured the deal with the idea of having A1 and A2 bonds.

**On MOTION by Mr. Harvey and seconded by Mr. Meath, with all in favor, the Updated Master Special Assessment Methodology Report, in substantial form, was approved.**

**D. Presentation of Updated Master Special Assessment Methodology Report: *Wrathell Hunt & Associates, LLC***

This item was presented following the Fifth Order of Business.

**E. Public Comment and Testimony**

- 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

**On MOTION by Mr. Harvey and seconded by Mr. Meath, with all in favor, the Continued Public Hearing was opened.**

Mr. Earlywine summarized that the requirements for an assessment to be valid, under Florida Law; first, there must be sufficient benefit from the project to support the assessment level and, secondarily, the assessments must be fairly and reasonably allocated across the benefitted properties. In this case the assessment will be over both the residential portion of the project and another one on the commercial portion of the project. The Engineer’s Report sets forth the benefit levels, which are in excess of the assessment levels, as presented in the Master Methodology Report. As reflected in the Master Methodology Report, the assessments are fairly and reasonably allocated, based on the ERU factors on the residential portion and on a per acre basis for the commercial portion.

No members of the public spoke.

On MOTION by Mr. Harvey and seconded by Mr. Meath, with all in favor, the Continued Public Hearing was closed.

**F. Equalization of Assessments**

- **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**

Mr. Wrathell stated that, for this item only, the CDD Board Members would sit as the Equalizing Board to hear and consider any proposed adjustments to the Master Methodology.

No changes were made.

**G. Consideration of Resolution 2019-01, Authorizing a Capital Improvement Plan; Adopting an Engineer’s Report; Providing an Estimated Cost of Improvements; Adopting an Assessment Report; Equalizing, Approving, Confirming and Levying Debt Assessments; Addressing the Finalization of Special Assessments; Addressing the Payment of Debt Assessments and the Method of Collection; Providing for the Allocation of Debt Assessments and True-Up Payments; Addressing Government Property, and Transfers of Property To Units of Local, State and Federal Government; Authorizing an Assessment Notice; and Providing for Severability, Conflicts and an Effective Date**

Mr. Wrathell presented Resolution 2019-01 and read the title.

Mr. Earlywine summarized that Resolution 2019-01 accomplishes the following:

- Levies and imposes the special assessments on the residential and commercial portions.
- Makes certain findings, as reflected in Section 2.
- Section 3 authorizes the project and approves the Engineer’s Report, dated September 12, 2018.
- Section 4 sets forth the estimated costs of the improvements.
- Section 5 adopts the Revised Master Assessment Report.
- Section 6 reflects that the equalization, approval confirmation and levy of assessments.
- Section 7 speaks to the finalization of the assessments, once the project is completed.
- Section 8 addresses payment and prepayment provisions.

- Section 9 governs the true-up process.
- Sections 10, 11 and 12 are administrative.

**On MOTION by Mr. Harvey and seconded by Mr. Meath, with all in favor, Resolution 2019-01, Authorizing a Capital Improvement Plan; Adopting an Engineer’s Report; Providing an Estimated Cost of Improvements; Adopting an Assessment Report; Equalizing, Approving, Confirming and Levying Debt Assessments; Addressing the Finalization of Special Assessments; Addressing the Payment of Debt Assessments and the Method of Collection; Providing for the Allocation of Debt Assessments and True-Up Payments; Addressing Government Property, and Transfers of Property To Units of Local, State and Federal Government; Authorizing an Assessment Notice; and Providing for Severability, Conflicts and an Effective Date, in substantial form, was adopted.**

**H. Consideration of Notice of Assessments**

Mr. Earlywine stated that a Notice of Special Assessments is required anytime a special assessment is imposed.

**On MOTION by Mr. Harvey and seconded by Mr. Meath, with all in favor, the Notice of Special Assessments, in substantial form, was approved.**

**FOURTH ORDER OF BUSINESS**

**Continued 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 provided for informational purposes.

**B. Public Comment and Testimony**

**On MOTION by Mr. Meath and seconded by Ms. Smith, with all in favor, the Continued Public Hearing was opened.**

No members of the public spoke.

**On MOTION by Mr. Meath and seconded by Ms. Smith, with all in favor, the Continued Public Hearing was closed.**

**C. Consideration of Resolution 2019-02, Expressing its Intent to Utilize the Uniform Method of Levying, Collecting, and Enforcing Non Ad Valorem Assessments Which May Be Levied By the Beaumont Community Development District in Accordance with Section 197.3632, Florida Statutes; Providing a Severability Clause; and Providing an Effective Date**

Mr. Wrathell presented Resolution 2019-02 and read the title.

**On MOTION by Mr. Harvey and seconded by Mr. Meath, with all in favor, Resolution 2019-02, Expressing its Intent to Utilize the Uniform Method of Levying, Collecting, and Enforcing Non Ad Valorem Assessments Which May Be Levied By the Beaumont 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**

**Consideration of Resolution 2019-03, Authorizing the Issuance of Not Exceeding \$7,000,000 Beaumont Community Development District, Special Assessment Bonds, Series 2018A-1 (Assessment Area One – Residential Project) (the “A-1 Bonds”), the Issuance of Not Exceeding \$7,000,000 Beaumont Community Development District Special Assessment Bonds, Series 2018A-2 (Assessment Area**

One – Residential Project) (the “A-2 Bonds”) and the Issuance of Not Exceeding \$8,000,000 Beaumont Community Development District Special Assessment Bonds, Series 2018 (Assessment Area Two – Commercial Project) (the “Assessment Area Two Bonds” and, Together With the A-1 Bonds and the A-2 Bonds, the “Bonds”) to Finance Certain Public Infrastructure Within Designated Assessment Areas of the District; Determining the Need for a Negotiated Limited Offering of the Bonds and Providing for a Delegated Award of Such Bonds; Approving the Underwriter for the Limited Offering of the Bonds; Approving the Form of and Authorizing the Execution and Delivery of a Bond Purchase Contract With Respect to the Bonds; Authorizing the Execution and Delivery of a Master Trust Indenture With Respect to the Bonds, and Approving the Forms of and Authorizing the Execution and Delivery of a First Supplemental Trust Indenture Governing the A-1 Bonds, a Second Supplemental Trust Indenture Governing the A-2 Bonds, and a Third Supplemental Trust Indenture Governing the Assessment Area Two Bonds; Approving the Form of and Authorizing the Distribution of a Preliminary Limited Offering Memorandum; Approving the Execution and Delivery of a Final Limited Offering Memorandum; Approving the Form of and Authorizing the Execution of a Continuing Disclosure Agreement, and Appointing a Dissemination Agent; Approving the Application of Bond Proceeds; Authorizing Certain Modifications to the Assessment Methodology Report and Engineer’s Report; Making Certain Declarations; Providing for the Registration of the Bonds Pursuant to the DTC Book-Entry Only System; Authorizing the Proper Officials to Do All Things Deemed Necessary in Connection With the Issuance, Sale and

**Delivery of the Bonds; and Providing for  
Severability, Conflicts and an Effective  
Date**

Mr. Crawford presented Resolution 2019-03. This is the Delegation Resolution, which sets forth certain parameters and, if within those parameters at the time of the pricing of the bond, the Chair or Vice Chair is authorized to execute the Bond Purchase Contract without the need for a special meeting of the Board.

Mr. Crawford highlighted the following:

- In May, the Board authorized up to \$22 million in special assessment bonds, which was the basis for the validation of the bonds. It was contemplated that another Resolution would be presented, which approves certain documents and sets forth the parameters.
- Three series are being authorized; two for the residential portion, with one being a long-term bond and the other being like a “B” bond, and the third series being on the commercial portion.

Mr. Crawford discussed Items A, B, C and D out of order, as presented below:

**D. Form of Indentures**

Mr. Crawford stated that each series of bonds would be issued under the Master Trust Indenture, which is between the District and Regions Bank, as the Trustee. There will be three separate Supplemental Indentures, each between the Trustee and the District. The First Supplemental Indenture will be for the long-term residential bonds, the Second Supplemental Indenture will be for the residential “B” type bonds and the Third Supplemental Indenture will be for the commercial bonds.

**C. Form of Bond Purchase Agreement**

Mr. Crawford stated that, in addition to the three Supplemental Indentures, there is a form of the Bond Purchase Contract, which is a contract between the District and FMSbonds, Inc. (FMS), as the Underwriter, which is executed at the time the bonds are priced. It provides for certain deliverables and conditions by which the bonds will be delivered.

**A. Form of Preliminary Offering Memorandum**

- The Limited Offering Memorandum (LOM) is the document used to market the bonds.



➤ Once the bonds are sold, the Preliminary Offering Memorandum will become a final document containing the pricing terms, interest rates, conditions and a description of the project and development. The Preliminary Offering Memorandum included today is essentially blank but it is a marketing tool. It sets forth all the terms and conditions of the bonds, absent the actual interest rates and redemption provisions, along with descriptions of the District and the development.

**B. Form of Continuing Disclosure Agreement**

The Continuing Disclosure Agreement, between Management and the Developer, is related to the requirement that the District and Developer must provide updated information annually and also provide notice to the Electronic Municipal Market Access (EMMA) website, along with any material events.

Mr. Crawford discussed the following:

- Resolution 2019-03, Section 3: Sets forth the parameters. \$22 million was authorized and that amount was broken into \$7 million for the long-term residential, \$7 million for the residential “B” bond and \$8 million for the commercial. The interest rate cannot exceed the maximum rate provided, under Florida Law. If the bonds will be subject to optional redemption, which is typical, there is a specified period of when the bonds cannot be optionally redeemed, so the investors have some protections; the maximum lock out period cannot exceed 2032 and, if the bonds were subject to optional redemption, it would be at a par amount; there would be no redemption of the premium regarding that. The purchase price to be paid by the Underwriter cannot be less than 98% of the principal amount of the bonds issued; meaning the Underwriter would buy the bonds from the District at 98% of the value and then sell them for 100% of the value, yielding compensation to the Underwriter of approximately 2% of the total value of the bonds.
- Resolution 2019-03 authorizes amendments and supplements of the Engineer’s Report and Assessment Methodology Report, if necessary.

On MOTION by Mr. Harvey and seconded by Mr. Meath, with all in favor, Resolution 2019-03, Authorizing the Issuance of Not Exceeding \$7,000,000 Beaumont Community Development District, Special Assessment Bonds, Series 2018A-1 (Assessment Area One – Residential Project) (the “A-1 Bonds”), the Issuance of Not Exceeding \$7,000,000 Beaumont Community Development District Special Assessment Bonds, Series 2018A-2 (Assessment Area One – Residential Project) (the “A-2 Bonds”) and the Issuance of Not Exceeding \$8,000,000 Beaumont Community Development District Special Assessment Bonds, Series 2018 (Assessment Area Two – Commercial Project) (the “Assessment Area Two Bonds” and, Together With the A-1 Bonds and the A-2 Bonds, the “Bonds”) to Finance Certain Public Infrastructure Within Designated Assessment Areas of the District; Determining the Need for a Negotiated Limited Offering of the Bonds and Providing for a Delegated Award of Such Bonds; Approving the Underwriter for the Limited Offering of the Bonds; Approving the Form of and Authorizing the Execution and Delivery of a Bond Purchase Contract With Respect to the Bonds; Authorizing the Execution and Delivery of a Master Trust Indenture With Respect to the Bonds, and Approving the Forms of and Authorizing the Execution and Delivery of a First Supplemental Trust Indenture Governing the A-1 Bonds, a Second Supplemental Trust Indenture Governing the A-2 Bonds, and a Third Supplemental Trust Indenture Governing the Assessment Area Two Bonds; Approving the Form of and Authorizing the Distribution of a Preliminary Limited Offering Memorandum; Approving the Execution and Delivery of a Final Limited Offering Memorandum; Approving the Form of and Authorizing the Execution of a Continuing Disclosure Agreement, and Appointing a Dissemination Agent; Approving the Application of Bond Proceeds; Authorizing Certain Modifications to the Assessment Methodology Report and Engineer’s Report; Making Certain Declarations; Providing for the Registration of the Bonds Pursuant to the DTC Book-Entry Only System; Authorizing the Proper Officials to Do All Things Deemed Necessary in Connection With the Issuance, Sale and Delivery of the Bonds; and Providing for Severability, Conflicts and an Effective Date, was adopted.

- **Presentation of Updated Master Special Assessment Methodology Report: *Wrathell Hunt & Associates, LLC***

This item, previously Item 3D, was presented out of order.

Mr. Wrathell presented the Supplemental Special Assessment Methodology Report, dated December 11, 2018, behind Tab 3D. This report was essentially identical to the Master Methodology presented earlier. He reviewed and discussed the following:

- Tables 1 and 2 did not change.

- Table 3 reflected fine-tuned numbers, based on information from the Underwriter, for the residential Series 2018-A-1 and Series 2018-A-2 bonds and the commercial bonds. It shows the current sizing of the bonds with the total maximum par amount of bonds allocable to the residential units will be \$11.29 million and the commercial bonds would have a maximum par amount of bonds of \$6.860 million, assuming funding a construction account of \$5.646 million. These are the numbers estimated to be included in the Preliminary Offering Memorandum.
- Table 4 reflected the product mix and ERU weighting, which remained the same.
- Table 5 reflected the Neighborhood Benefit Allocation breakdown for the single-family and townhome units.
- Table 6 reflected the infrastructure costs allocable breakdown for the residential and commercial. The heading of the seventh column would be updated from “2018B” to “2018A-2”.
- Table 7 reflected the assessment apportionment breakdown for the residential and commercial units for the various bond series.

**On MOTION by Mr. Harvey and seconded by Mr. Meath, with all in favor, the Supplemental Special Assessment Methodology Report, dated December 11, 2018, in substantial form, was approved.**

## SIXTH ORDER OF BUSINESS

### Consideration of Construction Related Matters

#### A. Construction Easement

Mr. Earlywine presented the Construction Easement. This is a standard document that is recorded against the property whereby the District will acquire infrastructure. The easement is designed to “go away” when the land is platted. As an adjustment is needed related to the commercial property, Mr. Earlywine requested approval, in substantial form. As there are two owners, the residential and commercial portions would have separate Construction Easements.

**On MOTION by Ms. Smith and seconded by Mr. Meath, with all in favor, authorizing District Counsel to prepare separate Construction Easements for the residential and commercial portions , and approval of them, in substantial form, and authorizing the Chair to execute the Agreements, was approved.**

**B. Assignment of Site Work Agreement**

Mr. Earlywine presented the Assignment of Site Work Agreement.

**On MOTION by Mr. Harvey and seconded by Mr. Meath, with all in favor, the Assignment of Site Work Agreement, in substantial form, subject to review by Staff, in a not-to-exceed amount as set forth in the Engineer’s Report, was approved.**

**SEVENTH ORDER OF BUSINESS**

**Consideration Project Management Agreement**

Mr. Earlywine presented the Project Management Agreement. This is an agreement with the Land Developer to provide certain Project Management Services to the District.

**On MOTION by Mr. Harvey and seconded by Mr. Meath, with all in favor, the Project Management Agreement, in substantial form, subject to review by Staff and authorizing the Chair to execute the Agreement, was approved.**

**EIGHTH ORDER OF BUSINESS**

**Approval of Unaudited Financial Statements as of October 31, 2018**

Mr. Wrathell presented the Unaudited Financial Statements as of October 31, 2018.

**On MOTION by Mr. Harvey and seconded by Mr. Meath, with all in favor, the Unaudited Financial Statements as of October 31, 2018, were approved.**

**NINTH ORDER OF BUSINESS**

**Consideration of November 14, 2018 Continued Public Hearings and Regular Meeting Minutes**

Mr. Wrathell presented the November 14, 2018 Continued Public Hearings and Regular Meeting Minutes.

**On MOTION by Mr. Meath and seconded by Ms. Smith, with all in favor, the November 14 2018 Continued Public Hearings and Regular Meeting, as presented, were approved.**

**TENTH ORDER OF BUSINESS**

**Staff Reports**

**A. District Counsel: *Hopping Green & Sams, P.A.***

There being no report, the next item followed.

**B. District Engineer (Interim): *Morris Engineering and Consulting, LLC***

Mr. Harvey asked about the final status of the permits. Mr. Maggiore stated that the tree clearing and mass grading formal approvals were received. The City Commission approved the full construction plans for the project. The Southwest Florida Water Management District (SWFWMD) permit was received. One final agreement with the City is being worked through regarding transportation mitigation and, once approved, all the Development Order approvals will be in hand.

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

There being no report, the next item followed.

**ELEVENTH ORDER OF BUSINESS**

**Board Members' Comments/Requests**

There being no Board Members' comments or requests, the next item followed.

**TWELFTH ORDER OF BUSINESS**

**Public Comments**

There being no public comments, the next item followed.

**THIRTEENTH ORDER OF BUSINESS**

**Adjournment**

There being nothing further to discuss, the meeting adjourned.

**On MOTION by Mr. Harvey and seconded by Mr. Meath, with all in favor, the meeting adjourned at 12:22 p.m.**



Secretary/Assistant Secretary



Chair/Vice Chair