

**MINUTES OF MEETING
ORANGE BLOSSOM GROVES
COMMUNITY DEVELOPMENT DISTRICT**

The Board of Supervisors of the Orange Blossom Groves Community Development District held a Regular Meeting on December 9, 2022, at 12:00 p.m., at the Hampton Inn - Naples I-75, 2630 Northbrook Plaza Drive, Naples, Florida 34119.

Present were:

Barry Ernst	Vice Chair
Tommy Dean	Assistant Secretary
Fernanda Martinho	Assistant Secretary

Also present were:

Chuck Adams	District Manager
Wes Haber (via telephone)	District Counsel
Carl Barraco (via telephone)	District Engineer
Steve Sanford (via telephone)	Bond Counsel

FIRST ORDER OF BUSINESS

Call to Order/Roll Call

Mr. Adams called the meeting to order at 12:00 p.m.

Supervisors Ernst, Martinho, and Dean were present, in person. Supervisors Edwards and Smith were not present.

SECOND ORDER OF BUSINESS

Public Comments

There were no public comments.

THIRD ORDER OF BUSINESS

Administration of Oath of Office to Supervisor Scott Edwards [SEAT 2] *(the following will be provided in a separate package)*

This item was deferred.

- A. Guide to Sunshine Amendment and Code of Ethics for Public Officers and Employees
- B. Membership, Obligations and Responsibilities
- C. Chapter 190, Florida Statutes
- D. Financial Disclosure Forms
 - I. Form 1: Statement of Financial Interests
 - II. Form 1X: Amendment to Form 1, Statement of Financial Interests
 - III. Form 1F: Final Statement of Financial Interests
- E. Form 8B: Memorandum of Voting Conflict

FOURTH ORDER OF BUSINESS

**Ratification of Resolution 2023-02,
Designating Certain Officers of the District,
and Providing for an Effective Date**

Mr. Adams presented Resolution 2023-02. Ratification of Resolution 2023-02 is necessary because some names were transposed, with regard to their positions, on the Resolution that was executed. The following slate was nominated and adopted at the last meeting:

Chair	Scott Edwards
Vice Chair	Barry Ernst
Secretary	Chesley Adams, Jr.
Assistant Secretary	Fernanda Martinho
Assistant Secretary	Thomas Dean
Assistant Secretary	Russell Smith
Assistant Secretary	Craig Wrathell

No other nominations were made. Prior appointments by the Board for Treasurer and Assistant Treasurer remain unaffected by this Resolution.

On MOTION by Mr. Ernst and seconded by Mr. Dean, with all in favor, Resolution 2023-02, Designating Certain Officers of the District, as nominated, and Providing for an Effective Date, was ratified.

FIFTH ORDER OF BUSINESS

Consideration of FMSbonds, Inc. Agreement for Underwriter Services & Rule G-17 Disclosure

Mr. Adams presented the FMSbonds, Inc., Agreement for Underwriter Services & Rule G-17 Disclosure. The Underwriter’s fee would be 2% of the par amount of the bonds.

On MOTION by Mr. Ernst and seconded by Mr. Dean, with all in favor, the FMSbonds, Inc. Agreement for Underwriter Services & Rule G-17 Disclosure, was approved.

SIXTH ORDER OF BUSINESS

Presentation of First Supplemental Engineer’s Report *(for informational purposes)*

This item was included for informational purposes.

Mr. Adams noted that the Reports included in the agenda package for the Sixth and the Seventh Orders of Business were previously presented and approved at the May meeting.

SEVENTH ORDER OF BUSINESS

Presentation of Revised Master Special Assessment Methodology Report *(for informational purposes)*

This item was included for informational purposes.

▪ **Presentation of Supplemental Special Assessment Methodology Report**

Mr. Adams distributed and presented a Supplemental Special Assessment Methodology Report dated December 9, 2022. He discussed the Development Program, CIP, Financing Program, Assessment Methodology, lienability tests, True-up Mechanism and the Appendix Tables, and noted the following:

- The estimated total costs of the 2023 project are \$10,747,200.
- The number of residential units remains unchanged at 537.
- The Series 2023 Bonds are projected to finance \$6,453,875; the balance of the project costs, in the estimated amount of \$4,293,325, are expected to be funded by the Developer as a Developer Contribution under the Completion Agreement between the CDD and the Developer.

On MOTION by Mr. Ernst and seconded by Mr. Dean, with all in favor, the Supplemental Special Assessment Methodology Report dated December 9, 2022, was approved.

EIGHTH ORDER OF BUSINESS

Consideration of Resolution 2023-03, Authorizing the Issuance of Not Exceeding \$8,000,000 Orange Blossom Groves Community Development District Special Assessment Bonds, Series 2023 (2023 Project) (the "2023 Bonds") to Finance Certain Public Infrastructure Within the District; Determining the Need for a Negotiated Limited Offering of the 2023 Bonds and Providing for a Delegated Award of Such Bonds; Appointing the Underwriter for the Limited Offering of the 2023 Bonds; Approving the Form of and Authorizing the Execution and Delivery of a Bond Purchase Contract with Respect to the 2023 Bonds; Approving the Form and Authorizing the Execution and Delivery of a Master Trust Indenture; Approving the Form of and Authorizing the Execution and Delivery of a First Supplemental Trust Indenture Governing the 2023 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; Providing for the Registration of the 2023 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 2023 Bonds; and
Providing for Severability, Conflicts and an
Effective Date**

Mr. Sanford presented Resolution 2023-03, which accomplishes the following:

- Sets certain parameters in connection with the sale of the bonds.
- Eliminates the need for a special meeting by authorizing the Chair or Vice Chair to execute the Bond Purchase Contract (BPC).
- Authorizes issuance of not to exceed \$8,000,000 aggregate principal amount of bonds.
- Authorizes the Underwriter's compensation.

Mr. Sanford rejoined the meeting after being disconnected briefly.

Mr. Sanford discussed the Exhibits being approved, in substantially final form, as part of Resolution 2023-03, and noted that the Resolution authorizes modifications to the Engineer's and Methodology Reports without the need to call a special meeting.

On MOTION by Mr. Ernst and seconded by Mr. Dean, with all in favor, Resolution 2023-03, Authorizing the Issuance of Not Exceeding \$8,000,000 Orange Blossom Groves Community Development District Special Assessment Bonds, Series 2023 (2023 Project) (the "2023 Bonds") to Finance Certain Public Infrastructure Within the District; Determining the Need for a Negotiated Limited Offering of the 2023 Bonds and Providing for a Delegated Award of Such Bonds; Appointing the Underwriter for the Limited Offering of the 2023 Bonds; Approving the Form of and Authorizing the Execution and Delivery of a Bond Purchase Contract with Respect to the 2023 Bonds; Approving the Form and Authorizing the Execution and Delivery of a Master Trust Indenture; Approving the Form of and Authorizing the Execution and Delivery of a First Supplemental Trust Indenture Governing the 2023 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; Providing for the Registration of the 2023 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 2023 Bonds; and Providing for Severability, Conflicts and an Effective Date, was adopted.

NINTH ORDER OF BUSINESS

Acceptance of Unaudited Financial Statements as of October 31, 2022

Mr. Adams presented the Unaudited Financial Statements as of October 31, 2022.

The financials were accepted.

TENTH ORDER OF BUSINESS

Approval of Minutes

Mr. Adams presented the following:

A. November 11, 2022 Landowners' Meeting

On MOTION by Mr. Ernst and seconded by Mr. Dean, with all in favor, the November 11, 2022 Landowners' Meeting Minutes, as presented, were approved.

B. November 11, 2022 Regular Meeting

On MOTION by Mr. Ernst and seconded by Mr. Dean, with all in favor, the November 11, 2022 Regular Meeting Minutes, as presented, were approved.

ELEVENTH ORDER OF BUSINESS

Staff Reports

A. District Counsel: *Kutak Rock LLP*

Mr. Haber stated one more meeting will be necessary before closing on the bonds; at that meeting final numbers will be provided and a Supplemental Assessment Resolution will adopt the final version of the Supplemental Assessment Methodology Report and other items specific to the bond issuance. A Resolution will be included to approve various documents related to the Landowner and Developer. Following the pre-closing and closing, bonds will be issued and bond proceeds will be made available to proceed with the project.

B. District Engineer: *Barraco and Associates, Inc.*

There was no report.

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

- **NEXT MEETING DATE: January 13, 2023 at 12:00 P.M.**
 - **QUORUM CHECK**

The next meeting will be held on January 13, 2023.

TWELFTH ORDER OF BUSINESS

Board Members' Comments/Requests

There were no Board Members' comments or requests.

THIRTEENTH ORDER OF BUSINESS

Audience Comments

There were no audience comments.


FOURTEENTH ORDER OF BUSINESS


Adjournment

There being nothing further to discuss, the meeting adjourned.

On MOTION by Ms. Martinho and seconded by Mr. Dean, with all in favor, the meeting adjourned at 12:18 p.m.

[SIGNATURES APPEAR ON THE FOLLOWING PAGE]


Secretary/Assistant Secretary


Chair/Vice Chair