

**MINUTES OF MEETING
KEPLER ROAD
COMMUNITY DEVELOPMENT DISTRICT**

The Organizational meeting of the Board of Supervisors of the Kepler Road Community Development District was held Monday, **December 11, 2023** at 2:00 p.m. at Gateway Center for the Arts, 880 Highway 17, DeBary, Florida.

Present and constituting a quorum:

Tony Iorio	Chairman
Tom Franklin	Assistant Secretary
Duane "Rocky" Owen	Assistant Secretary

Also present were:

George Flint	District Manager, GMS
Sarah Sandy	District Counsel
Scott Fortier	District Engineer, Kelly, Collins & Gentry, Inc.
Scott Stuart	District Engineer, Kelly, Collins & Gentry, Inc.
Sara Zare	MBS

FIRST ORDER OF BUSINESS

Introduction

A. Roll Call

Mr. Flint called the meeting to order and called the roll. Three Board members were present constituting a quorum.

B. Public Comment Period

Mr. Flint stated that there were no members of the public present.

C. Oath of Office

Mr. Flint stated this is the initial meeting so the oath of office was taken by the three Board members.

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SECOND ORDER OF BUSINESS

Organizational Matters

A. Confirmation of Notice of Meeting

Mr. Flint stated this is in the agenda and the affidavit of notice was advertised in the Orlando Sentinel on December 1st.

B. Information on Community Development Districts and Public Official Responsibilities and Florida Statutes Chapter 190

C. Election of Officers

1. Resolution 2024-01 Appointing Officers

Mr. Flint stated that this resolution elects the Chair, Vice Chair, Secretary, Treasurer, Assistant Secretaries and Assistant Treasures. Each seat can be handled individually or the Board can make a motion to elect a slate of officers. Mr. Iorio nominated himself for Chair Person and Doug Beasley for Vice Chairperson. Mr. Flint stated he has traditionally served as secretary and asked if that is acceptable. Mr. Iorio noted yes sir. The other three Board members are Assistant Secretaries. Mr. Flint asked for consideration of making Jill Burns treasurer and Katie Costa and Darrin Mossing Assistant Treasures.

On MOTION by Mr. Iorio, seconded by Mr. Franklin, with all in favor, Resolution 2024-01 Appointing Officers with Mr. Tony Iorio as Chair, Mr. Doug Beasley as Vice Chair, the remaining Supervisors as Assistant Secretaries, and Mr. George Flint as Secretary, Ms. Jill Burns as Treasurer, and Katie Costa and Darrin Mossing as Assistant Treasurer, was approved.

THIRD ORDER OF BUSINESS

Retention of District Staff

A. Consideration of Agreement for District Management Services

1. Consideration of Resolution 2024-02 Appointing District Manager

Mr. Flint stated the agreement is attached to the resolution.

On MOTION by Mr. Iorio, seconded by Mr. Owen, with all in favor, Resolution 2024-02 Appointing District Manager, Financial Disclosure Coordinator, Assessment Consultant, and Designated Investment Representative, was approved.

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B. Consideration of Agreement for District Counsel Services

1. Consideration of Resolution 2024-03 Appointing District Counsel

Mr. Flint stated this names Kutak Rock as District Counsel and their engagement letter is attached to the resolution. Ms. Sandy stated updates need to be made to the form of agreement and suggested that they approve the resolution with the fee agreement in substantial form.

On MOTION by Mr. Iorio, seconded by Mr. Franklin, with all in favor, Resolution 2024-03 Appointing District Counsel, was approved with the fee agreement in substantial form.

C. Consideration of Agreement Interim District Engineering

1. Consideration of Resolution 2024-04 Appointing Interim District Engineer

Mr. Flint stated engineering services falls under the Consultants Competitive Negotiation Act so we will need to bid that out but this would retain the Engineer as the interim, Kelly, Collins & Gentry with Sean Fortier as interim District Engineer. Their agreement as well as standard fees are attached.

On MOTION by Mr. Iorio, seconded by Mr. Franklin, with all in favor, Resolution 2024-04 Appointing Interim District Engineer, was approved.

D. Request Authorization to Issue RFQ for Engineering Services

Mr. Flint asked for a motion to authorize them to issue an RFQ for Engineering Services.

On MOTION by Mr. Iorio, seconded by Mr. Owen, with all in favor, the Authorization to Issue RFQ for Engineering Services, was approved.

E. Consideration of Resolution 2024-05 Selection of Registered Agent and Office

Mr. Flint stated this resolution makes Sarah Sandy the Registered Agent and her office in Tallahassee is the Registered office.

On MOTION by Mr. Iorio, seconded by Mr. Franklin, with all in favor, Resolution 2024-05 Selection of Registered Agent and Office, was approved.

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FOURTH ORDER OF BUSINESS

Designation of Meetings and Hearing Dates

A. Consideration of Resolution 2024-06 Designation of Regular Monthly Meeting Date, Time, and Location for Fiscal Year 2024

Mr. Flint stated this designates the regular monthly meeting date, time and location for FY24. He asked if the second Monday would work for everyone at 2:00 or change the time. Mr. Iorio stated the second Monday at 11:00 a.m. would be good.

On MOTION by Mr. Franklin, seconded by Mr. Owen, with all in favor, Resolution 2024-06 Designation of Regular Monthly Meeting Date, Time, and Location for the Fiscal Year 2024 for the second Monday of Each Month at 11:00 a.m. in the Same Location, was approved.

B. Consideration of Resolution 2024-07 Designation of Landowner’s Meeting Date, Time, and Location

Mr. Flint stated the original landowner’s election has to be held within 90 days of formation. There will be a number of public hearings that require 29 to 30 days of notice so we typically skip a month and would schedule those for February. The landowner’s election could be in February and meet the 90 days which would be February 12th at 11:00 a.m. in this location.

On MOTION by Mr. Franklin, seconded by Mr. Owen, with all in favor, Resolution 2024-07 Designation of Landowner’s Meeting for February 12, 2024 at 11:00 a.m., at same location, was approved.

C. Designation of Dates of Public Hearing to Adopt Rules of Procedure in accordance with Section 120.54, Florida Statutes

1. Consideration of Resolution 2024-08 Setting a Public Hearing to Consider the Proposed Rules of the District

Mr. Flint stated the standard set of rules are in the agenda and adopting those rules requires the District to have a rule hearing that requires a 29 and 28 day notice. Those will be run in the paper and recommend the rule hearing be set for the February 12th meeting at 11:00.

On MOTION by Mr. Iorio, seconded by Mr. Franklin with all in favor, Resolution 2024-08 Setting the Public Hearing for, February 12, 2024 at 11:00 a.m. at the Same Location, was approved.

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D. Designation of Dates of Public Hearing on the Budget for Fiscal Year 2024**1. Consideration of Resolution 2024-09 Setting the Public Hearing and Approving the Proposed Budget for Fiscal Year 2024**

Mr. Flint stated this is setting the public hearing date for the FY24 budget. Since the District was just created, you are adopting a budget after the beginning of the fiscal year. This approves a proposed budget for Fiscal Year 2024. This resolution and proposed budget are included in the agenda packet, standard prorated admin budget for the first year and contemplates a funding agreement. The February 12th meeting is recommended for this.

On MOTION by Mr. Iorio, seconded by Mr. Owen, with all in favor, Resolution 2024-09 Setting the Public Hearing for February 12, 2024 at 11:00 a.m. at the same location and Approving the Proposed Budget for Fiscal Year 2024 Budget, was approved.

2. Approval of the Fiscal Year 2024 Budget Funding Agreement

Mr. Flint stated this would be the funding source for the budget that was just approved. That budget, the legal description and the boundaries of the District will be attached to the Funding Agreement and the developer would be obligated for the actual cost. It is with TLC Trinity Gardens, LLC.

On MOTION by Mr. Franklin, seconded by Mr. Owen, with all in favor, the Fiscal Year 2024 Budget Funding Agreement, was approved.

E. Consideration of Resolution 2024-10 Setting Date of Public Hearing Expressing the District's Intent to Utilize the Uniform Method of Levying, Collecting and Enforcing Non-Ad-Valorem Assessments in accordance with Section 197.3632, Florida Statutes

Mr. Flint stated this sets the date of the public hearing to express the Districts intent to utilize the Uniform Collection Method. This allows us to use the tax bill to collect the debt service and O&M assessments. It requires four notices to be run in consecutive weeks so the February 12th meeting at 11:00 is recommended.

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On MOTION by Mr. Iorio, seconded by Mr. Owen, with all in favor, Resolution 2024-10 Setting the Public Hearing Expressing the District’s Intent to Utilize the Uniform Method of Levying, Collecting and Enforcing Non-Ad-Valorem Assessments in Accordance with Section 197.3632, Florida Statutes for February 12, 2024 at 11:00 a.m. in the same location, was approved.

FIFTH ORDER OF BUSINESS

Other Organizational Matters

A. Consideration of Resolution 2024-11 Designating a Qualified Public Depository

Mr. Flint stated this is the bank where the operating account would be. Truist is recommended.

On MOTION by Mr. Franklin, seconded by Mr. Owen, with all in favor, Resolution 2024-11 Designating a Qualified Public Depository, was approved.

B. Consideration of Resolution 2024-12 Authorization of Bank Account Signatories

Mr. Flint stated the Board authorizes the Secretary, Treasurer and Assistant Treasurers to be signers on the Districts bank account.

On MOTION by Mr. Iorio seconded by Mr. Owen, with all in favor, Resolution 2024-12 Authorization of Bank Account Signatories, was approved.

C. Consideration of Resolution 2024-13 Relating to Defense of Board Members

Ms. Sandy stated this resolution provides the Districts intent to provide indemnification, support, and legal defense for the Board and District officers and staff for actions taken within the scope of each’s roles and functions. Representation by the District would relate to any actions or omissions taken in good faith in the scope of the office. It would not extend or apply to any action taken in bad faith or with malicious intent. Section 8 discusses what to do if you were to receive a legal summons.

On MOTION by Mr. Franklin, seconded by Mr. Owen, with all in favor, Resolution 2024-13 Relating to Defense of Board Members, was approved.

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D. Consideration of Resolution 2024-14 Approving an Interlocal Agreement between the CDD and City of Deland

Ms. Sandy noted the District is required by the City to enter into interlocal agreement with the City of Deland. She noted they negotiated the interlocal with the city which is an attachment to the resolution in the agenda package. Approving this agreement would approve the interlocal with the city in substantial form. The Interlocal agreement has to be provided back to the city within 60 days of the establishment of the District.

On MOTION by Mr. Iorio, seconded by Mr. Franklin, with all in favor, Resolution 2024-14 Approving an Interlocal Agreement between the CDD and City of Deland, was approved.

E. Consideration of Resolution 2024-15 Approving District Counsel's Actions in Recording the Property Records of Volusia County, Florida the "Notice of Establishment" in accordance with Chapter 190.0485, Florida Statutes

1. Notice of Establishment

Mr. Flint stated this authorizes District Counsel to record the notice of establishment. He noted they received the executed copy of the ordinance today. It has not been recorded yet but this resolution would authorize counsel to record it. He stated the Chair will sign that resolution and he will sign the notice and get it to Sarah.

On MOTION by Mr. Franklin, seconded by Mr. Iorio, with all in favor, Resolution 2024-15 Approving District Counsel's Actions in Recording the Property Records of Volusia County, Florida the Notice of Establishment in Accordance with Chapter 190.0485, Florida Statutes, was approved.

F. Consideration of Resolution 2024-16 Adopting Investment Guidelines

Mr. Flint stated this adopts the alternative investment guidelines. The District could create its own investment policy or default to the alternative investment guidelines which are in the statute. This restricts investments to local governments Surplus Trust Funds.

On MOTION by Mr. Iorio, seconded by Mr. Owen, with all in favor, Resolution 2024-16 Adopting Investment Guidelines, was approved.

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G. Consideration of Resolution 2024-17 Authorizing Execution of Public Depositor Report

Mr. Flint presented Resolution 2024-17 Authorizing Execution of Public Depositor and asked for a motion to approve it.

On MOTION by Mr. Franklin, seconded by Mr. Owen, with all in favor, Resolution 2024-17 Authorizing Execution of Public Depositor Report, was approved.

H. Consideration of Resolution 2024-18 Designating a Policy for Public Comment

Mr. Flint stated the main reason for this policy is for the Board to adopt a policy that ensures the District takes public comment before any action is made. This lays out how this is done as well as provides for a public decorum policy for meetings.

On MOTION by Mr. Franklin, seconded by Mr. Owen, with all in favor, Resolution 2024-18 Designating a Policy for Public Comment, was approved.

I. Consideration of Resolution 2024-19 Adopting a Travel and Reimbursement Policy

Mr. Flint stated this mirrors the statutory per diem and mileage reimbursement policy for the District.

On MOTION by Mr. Franklin, seconded by Mr. Owen, with all in favor, Resolution 2024-19 Adopting a Travel and Reimbursement Policy, was approved.

J. Consideration of Resolution 2024-20 Adopting Prompt Payment Policy

Mr. Flint presented Resolution 2024-20 Adopting Prompt Payment Policy and asked for any questions on this policy.

On MOTION by Mr. Iorio, seconded by Mr. Owen, with all in favor, Resolution 2024-20 Adopting Prompt Payment Policy, was approved.

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K. Consideration of Resolution 2024-21 Adopting a Records Retention Policy

Mr. Flint stated this provides for two options. Option one would provide for a schedule that allows the District to dispose of certain public documents after different time periods. Option two says they will keep all records. He recommended initially adopting option two and later on amending that to allow for destruction of records.

On MOTION by Mr. Franklin, seconded by Mr. Iorio, with all in favor Resolution 2024-21 Adopting a Records Retention Policy, Option 2, was approved.

L. Consideration of Compensation to Board Members

Mr. Flint noted the Board is entitled to \$200 per meeting up to a maximum of \$4,800 per year. Board members may choose to waive compensation. He asked if each Board could say whether they accept or waive. Mr. Iorio waived. Mr. Owen and Mr. Franklin accepted.

M. Consideration of Resolution 2024-22 Designating the Primary Administrative Office and Principal Headquarters of the District

Mr. Flint stated the primary administrative office would be the office at 219 East Livingston St. in Orlando. He asked for a motion to approve designating this office.

On MOTION by Mr. Franklin, seconded by Mr. Owen, with all in favor, Resolution 2024-22 Designating the Primary Administrative Office and Principal Headquarters of the District, was approved.

N. Consideration of Resolution 2024-23 Selecting District Records Office within Volusia County

Mr. Flint asked the Board to defer this until the February meeting.

O. Consideration of Website Services Agreement

Mr. Flint stated this is with a company used in the other Districts to create an ADA compliant website and would recommend you approve the actual creation.

On MOTION by Mr. Iorio, seconded by Mr. Owen, with all in favor, the Website Services Agreement, was approved.

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P. Consideration of Resolution 2024-24 Authorizing Chairperson or Vice Chairperson to Execute Plats, Permits and Conveyances

Ms. Sandy stated this resolution provides that the Chair and or Vice Chair can approve plats, permits and things that need to be addressed between Board meetings after reviewed by the District Engineer and District Counsel.

On MOTION by Mr. Franklin, seconded by Mr. Owen, with all in favor, Resolution 2024-24 Authorizing Chairperson or Vice Chairperson to Execute Plats Permits and Conveyances, was approved.

Q. Consideration of Resolution 2024-25 Authorizing Use of Electronic Signatures

Mr. Flint stated this allows the District to use DocuSign for most of their documents.

On MOTION by Mr. Franklin, seconded by Mr. Iorio, with all in favor, Resolution 2024-25 Authorizing Use of Electronic Signatures, was approved.

SIXTH ORDER OF BUSINESS

Capital Improvements

A. Appointment of Financing Team

1. Bond Counsel

Ms. Sandy stated Cythnia had a conflicting meeting but noted she had worked with them on several Districts. Mr. Flint noted that she is with Nabors, Giblin & Nickerson and there is a proposed agreement with them in the agenda to serve as Bond Counsel.

On MOTION by Mr. Franklin, seconded by Mr. Owen, with all in favor, Appointing Nabors, Giblin & Nickerson as the District’s Bond Counsel and the Bond Counsel Fee Agreement, was approved.

2. Underwriter

Mr. Flint noted next is engagement of the underwriter and the agreement for underwriting services with MBS Capital Markets.

On MOTION by Mr. Franklin, seconded by Mr. Iorio, with all in favor, Appointing MBS Capital Markets as the Underwriter and the Underwriting Services Agreement, was approved.

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3. Assessment Administrator

Mr. Flint noted the Assessment Administrator is handled under the District Manager's Agreement so no additional action is required on that.

4. Trustee

Mr. Flint stated in order to validate the bonds, a Trustee has to be designated. This is normally taken care of at the initial meeting. There is a proposed agreement with US Bank in the agenda to serve as Trustee.

On MOTION by Mr. Franklin, seconded by Mr. Owen, with all in favor, Appointing the US Bank Trust Company, National Association as Trustee and US Bank's agreement, was approved.

B. Approval of Financing Team Funding Agreement

Mr. Flint stated many of the professionals get paid out of the cost of issuance when bonds are actually issued. They work on a contingent basis, bond counsel, underwriter and Trustee would not get paid unless we issue bonds.

On MOTION by Mr. Franklin, seconded by Mr. Owen, with all in favor, the Financing Team Funding Agreement, was approved.

SEVENTH ORDER OF BUSINESS**Other Business****A. Staff Reports****i. Attorney**

Ms. Sandy stated that she had nothing more for the Board but would be happy to answer any questions.

ii. Engineer

Mr. Fortier asked about their agreement, if adjustments can be made to it. Mr. Flint stated it was approved in substantial form so if the District Engineer reviews it and has comments, those can be given to him or Sarah.

B. Supervisor's Requests

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Mr. Owen stated that him and Mr. Franklin have had trouble using the state site for the ethics training and would like for Mr. Flint to look into conducting one at his office. Mr. Flint noted that they are looking at options on that and Sarah from Kutak will be sending a memo. Ms. Sandy stated the ethics training doesn't have to be reported on your Form 1 until July 1, 2025.

C. Approval of Funding Request No. 1

Mr. Flint presented Funding Request No.1 to be able to open the District's bank account, bond issuance, etc.

On MOTION by Mr. Iorio, seconded by Mr. Owen, with all in favor, Funding Request No. 1, was approved.

EIGHTH ORDER OF BUSINESS

Adjournment

On MOTION by Mr. Franklin, seconded by Mr. Owen, with all in favor, the meeting was adjourned.

DocuSigned by:
George Flint
Secretary/Assistant Secretary

DocuSigned by:
Tony Iorio
Chairman/Vice Chairman