

MINUTES OF MEETING
GOLDEN GEM
COMMUNITY DEVELOPMENT DISTRICT

The regular meeting of the Board of Supervisors of the Golden Gem Community Development District was held Wednesday, March 13, 2024 at 10:30 a.m. at the Offices of GMS-CF, 219 E. Livingston Street, Orlando, Florida.

Present and constituting a quorum were:

Craig Linton, Jr.	Chairman
H.M. Ridgely, III	Vice Chairman
Taylor Edwards	Assistant Secretary
Duane "Rocky" Owen	Assistant Secretary
George Hamner, Jr.	Assistant Secretary

Also, present were:

George Flint	District Manager
Alyssa Wilson <i>by phone</i>	District Counsel
Kevin Roberson <i>by phone</i>	District Engineer
Misty Taylor	Bond Counsel
Brett Sealy	Underwriter

FIRST ORDER OF BUSINESS

Roll Call

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

SECOND ORDER OF BUSINESS

Public Comment Period

Mr. Flint asked for any public comments. Hearing no comments, the next item followed.

THIRD ORDER OF BUSINESS

Organizational Matters

A. Administration of Oaths of Office to Newly Elected Supervisors

Mr. Flint administered the oaths of office to the newly elected Supervisors. He explained that the Supervisors didn't need to refile the disclosure forms, etc.

B. Consideration of Resolution 2024-28 Canvassing and Certifying the Results of the Landowners' Election

Mr. Flint stated the Board sits as the canvassing Board for purposes of certifying the results of the Landowners' Election. He noted that the results of the Landowners' Election were Mr. Linton, Jr. had 200 votes, Mr. Edwards had 200 votes, Mr. Ridgely, III had 199 votes, Mr. Hamner, Jr. had 199 votes, and Mr. Owen had 199 votes.

On MOTION by Mr. Ridgely, III., seconded by Mr. Linton, Jr., with all in favor, Resolution 2024-28 Canvassing and Certifying the Results of the Landowners' Election, was approved.

C. Election of Officers

Mr. Flint stated each time there is an election, the statutes require them to elect Officers. At the Organizational meeting, they elected Mr. Linton, Jr. as the Chairman, Mr. Ridgely, III as the Vice Chairman, the other three Board members as Assistant Secretaries, Mr. Flint as Secretary, Ms. Burns as Treasurer, Ms. Costa as Assistant Treasurer, and Mr. Mossing, Sr. as Assistant Treasurer. The Board was able to choose to keep the same officers or reconsider officers.

D. Consideration of Resolution 2024-29 Electing Officers

Mr. Flint presented Resolution 2024-29 to the Board. The Board agreed to keep the officers the same.

On MOTION by Mr. Hamner, Jr., seconded by Mr. Linton, Jr., with all in favor, Resolution 2024-29 Electing Officers Keeping Officers the Same, was approved.

FOURTH ORDER OF BUSINESS

Approval of Minutes of the January 10, 2024 Meeting

Mr. Flint presented the minutes of the January 10, 2024 meeting. He asked if the Board had any comments or corrections to the minutes. The Board preferred for the minutes to be summary moving forward.

On MOTION by Mr. Ridgely, III, seconded by Mr. Linton, Jr., with all in favor, the Minutes of the January 10, 2024 Organizational Meeting and Board Direction for All Future Minutes to be Summary, were approved, as presented.

FIFTH ORDER OF BUSINESS

Ranking of Proposals for District Engineering Services and Selection of District Engineer

Mr. Flint stated that the District Engineering Services fall under the Consultants Competitive Negotiation Act (CCNA), which requires engineering, architectural and other related services to be bid out. He explained that they hired Kimley-Horn and Associates, Inc. as their interim District Engineer at the organizational meeting and authorized staff to issue an RFQ for engineering services. He further explained that they advertised it in the Orlando Sentinel and sent a copy of it to the interim District Engineer. They received one response from Kimley-Horn and Associates, Inc. He noted the Board has the option to reject and rebid because they only received one bid or they can accept the Kimley-Horn and Associates, Inc. proposal.

Mr. Flint stated that for the purposes of their records, they should have a scoring on the criteria even though there is only one response. He explained that they have a total of 100 points, which are broken out between the ability and adequacy of personnel, consultant’s past performance, geographic location, willingness to meet time and budget requirements, certified minority business enterprise (MBE), recent, current and projected workloads, and volume of work previously awarded to consultant by District. Mr. Flint asked Mr. Roberson if Kimley-Horn was MBE certified. Mr. Roberson responded that they were not MBE certified. In that case, Mr. Flint pointed out that for the MBE category, it would be zero. He added that it would make sense to go ahead and award all the points in the other categories so that they would get 95 points. The Board agreed.

On MOTION by Mr. Hamner, Jr., seconded by Mr. Edwards, with all in favor, Ranking of Proposals for District Engineering Services with Kimley-Horn receiving 95 points, was approved.

SIXTH ORDER OF BUSINESS

Public Hearings

Mr. Flint asked for a motion to open the public hearing.

On MOTION by Mr. Ridgely, III, seconded by Mr. Linton, Jr., with all in favor, the Public Hearing was Opened.

Mr. Flint asked for any public comments on the proposed rules. Hearing no public comments, the resolution was presented to the Board.

A. Rules of Procedure

i. Consideration of Resolution 2024-30 Adopting the District’s Rules of Procedure

Mr. Flint presented Resolution 2024-30 to the Board. He explained that the rules were included in the organizational meeting agenda when they set the public hearing, and they are in the agenda today. Ms. Wilson explained that the rules of procedure were in the same form that they recommend all of their Districts and special Districts adopt. She further explained that this ensures they have procedures in place to meet and abide by the statutory requirements for the District as well as having procedures governing the holding of their Board meetings. Mr. Flint asked for any questions from the Board on the proposed rules or the resolution. Hearing no questions,

On MOTION by Mr. Ridgely, III, seconded by Mr. Hamner, Jr., with all in favor, Resolution 2024-30 Adopting the District's Rules of Procedure, was approved.

Mr. Flint asked for a motion to close the public hearing.

On MOTION by Mr. Ridgely, III, seconded by Mr. Hamner, Jr., with all in favor, the Public Hearing was Closed.

B. Uniform Method of Collection

Mr. Flint stated this was the 197 hearing, which allows the District to use the tax bill as the collection method for their debt and O&M assessments. He asked to open the 197 hearing.

On MOTION by Mr. Edwards, seconded by Mr. Hamner, Jr., with all in favor, the Public Hearing was Opened.

Mr. Flint stated this hearing was set at the organizational meeting and it allows for them to use the tax bill as the collection method, which is called the Uniform Method of Collection. He explained that in order to do that, they have to run four notices in the newspaper in four consecutive weeks and hold the hearing. Going forward they can interface with the property appraiser and tax collector to put the assessments on the tax bill. He asked for any public comments. Hearing no public comments, the resolution was presented to the Board.

i. Consideration of Resolution 2024-31 Expressing the District's Intent to Utilize the Uniform Method of Collection

Mr. Flint presented Resolution 2024-31 to the Board. Ms. Wilson noted that this resolution enables them to utilize the tax roll, but it does not require them to do so. She added that

it was good to go ahead and have this in place to be ready to utilize it as their areas are ready to be collected on the tax bill. As part of that process, they will be approving an assessment roll later in each fiscal year, which enables them to utilize the tax bill when they want to do so.

On MOTION by Mr. Ridgely, III, seconded by Mr. Edwards, with all in favor, Resolution 2024-31 Expressing the District's Intent to Utilize the Uniform Method of Collection, was approved.

Mr. Flint asked for a motion to close the 197 hearing.

On MOTION by Mr. Hamner, Jr., seconded by Mr. Ridgely, III., with all in favor, the Public Hearing was Closed.

C. Fiscal Year 2024 Budget

Mr. Flint asked to open the public hearing to consider adoption of the Fiscal Year 2024 budget.

On MOTION by Mr. Edwards, seconded by Mr. Ridgely, III, with all in favor, the Public Hearing was Opened.

Mr. Flint asked for any public comments on the Fiscal Year 2024 budget or the Resolution 2024-32. Hearing no public comments, the Resolution 2024-32 was presented to the Board.

i. Consideration of Resolution 2024-32 Adopting the Fiscal Year 2024 Budget and Relating to the Annual Appropriations

Mr. Flint stated this was just an administrative budget at this point. He explained that the Fiscal Year 2024 started on October 1, 2023 and runs through September 30, 2024. He noted that the Board approved a proposed budget at the organizational meeting and they set today for the public hearing for final consideration. The budget attached to this resolution is a prorated administrative budget and it contemplates that it would be funded through a Developer Funding Agreement, which is already in place and was approved at the organizational meeting. He noted that in lieu of assessments, they are operating under a Funding Agreement. He explained that the developer is only responsible for the actual costs, not the budgeted costs.

On MOTION by Mr. Ridgely, III, seconded by Mr. Edwards, with all in favor, Resolution 2024-32 Adopting the Fiscal Year 2024 Budget and Relating to the Annual Appropriations, was approved.

Mr. Flint asked for a motion to close the budget hearing.

On MOTION by Mr. Edwards, seconded by Mr. Hamner, Jr., with all in favor, the Public Hearing was Closed.

D. Levying Assessments

Mr. Flint asked for a motion to open the assessment hearing.

On MOTION by Mr. Ridgely, III, seconded by Mr. Hamner, Jr., with all in favor, the Public Hearing was Opened.

i. Consideration of Master Engineer's Report

Ms. Wilson asked Mr. Flint to confirm that the proper notice was given to the landowners in writing and by publication as required by Chapters 170, 190 and 197 Florida Statutes. Mr. Flint confirmed that they did a 30-day mailed notice and they ran two notices in the newspaper. Ms. Wilson asked Mr. Flint if the mailed notice was to the property owner that owned all the property within the District. Mr. Flint responded yes; it was to Kelly Park VB Development. He explained that they closed on all the property before the mailed notice went out and the mailed notice went to them as the owner of all the lands within the District.

Ms. Wilson explained that the purpose of this public hearing was to consider public comment on the District's intent to levy the Master Special Assessments that are required as security for repayment in order for the District to issue special assessment bonds and the proceeds will be used to fund the District's infrastructure improvements. In order for the special assessments to be valid, there must be a special benefit from the improvements, and they must be reasonably apportioned. She stated at this time, it would be appropriate for the District Engineer to present an overview of this report explaining the planned infrastructure improvements and costs estimates and identifying any changes or modifications made after the January 10, 2024 Board meeting.

Mr. Roberson stated they initially proposed a single phase of all of the bonds. In the revised report they determined they wanted to split it into at least two phases. On page 87 of his report, they created a Phase One project. He reviewed what the Phase One project consists of and stated that the total amount is \$33,135,501, which leaves \$34,000,000 for future projects. Ms. Wilson noted the overall Capital Improvement Plans did not change.

Ms. Wilson asked Mr. Roberson if the cost estimates in his Engineer's Report were reasonable and proper. Mr. Roberson responded that the cost estimates were reasonable and

proper. Ms. Wilson asked Mr. Roberson if there was any reason the project could not be carried out by the District. Mr. Roberson responded no, not to his knowledge.

ii. Consideration of Master Assessment Methodology Report

Mr. Flint presented the Master Assessment Methodology report providing an overview of the report and explaining the special benefit the lands will receive for the reasons the assessments are appropriate. He also explained why the assessments were in the District's best interest. He reviewed the tables that started on page 212 of the PDF. Table 1 reflected the development plan as taken from the Engineer's Report. It included the following product types: hotel, multifamily, single family, and commercial. They assigned ERU factors to each product type for a total of 2,464.89 ERUs and 3,289.89 units. Table 2 is the Capital Improvement Plan, and the total cost is \$67,495,558. Table 3 is a conservative bond sizing and it's intended to give the District flexibility when they go to market to actually price. Table 4 demonstrates the allocation of benefit based on the improvement costs per unit. Table 5 shows the allocation of total benefit/par debt to each product type. Table 6 is the par debt and annual assessments for each product type. Table 7 is the preliminary assessment roll reflecting the various parcels within the boundaries of the CDD and showing what the allocation of debt is on each one and what the assessment amounts would be.

Ms. Wilson asked if the lands receive special benefits from the Capital Improvement Plan. Mr. Flint responded yes. Ms. Wilson asked if the special assessments were reasonably apportioned among the lands subject to the special assessment. Mr. Flint responded yes. Ms. Wilson asked if it was reasonable, proper, and just to assess the costs of the Capital Improvement Program against the lands in the District in accordance with their methodology which results in the special assessments that is set forth on the final assessment roll. Mr. Flint responded yes. Ms. Wilson asked Mr. Flint if it was his opinion that the special benefits the lands will receive is set forth on the final assessment roll will be equal to or in excess of the maximum special assessments when allocated as set forth in the methodology. Mr. Flint responded yes. Ms. Wilson asked Mr. Flint if it was his opinion that it was in the best interest of the District that the maximum special assessments be paid and collected in accordance with the methodology and the District that is set forth by the resolution to the extent the bonds are issued for such amount. Mr. Flint responded yes.

iii. Public Comment & Testimony

Ms. Wilson confirmed that they did have the motion of opening a public hearing and there were no public comments. Mr. Flint confirmed that was correct. He asked again if there were any public comments or testimony. Hearing none, Resolution 2024-33 was reviewed by Ms. Wilson.

iv. Consideration of Resolution 2024-33 Levying Assessments

Ms. Wilson stated that Resolution 2024-33 was in fairly standard form required by the Florida Statutes. She explained that this resolution identifies the Board’s authority to adopt the resolution and it makes certain findings based on the steps taken to date as well as the evidence presented at today’s hearing. She noted that the resolution authorizes the project that is set forth in the Engineer’s report dated February 2024. The resolution also approves the cost of the project and the costs to be paid by the special assessments. It equalizes, approves, confirms, and levies the special assessments. It provides for the finalization of the special assessments in the future when the project is complete. It provides for the payment of the special assessments and the method of collection of such assessments. It deals with the allocation of special assessments securing the bonds. It identifies the True-Up process and the application of True-Up payments. The maximum debt allocation triggering True-Up payments will be established in the Supplemental Assessment Methodology. It provides that certain property owned by any government and certain property owner associations are exempt from assessments. It provides for the recording of an assessment noticed in the public records. She offered to answer any questions regarding the resolution.

On MOTION by Mr. Ridgely, III, seconded by Mr. Hamner, Jr., with all in favor, Resolution 2024-33 Levying Assessments, was approved.

Mr. Flint asked for a motion to close the budget hearing.

On MOTION by Mr. Ridgely, III, seconded by Mr. Linton, Jr., with all in favor, the Public Hearing was Closed.

SEVENTH ORDER OF BUSINESS

Consideration of Supplemental Assessment Methodology – ADDED

Mr. Flint stated they would like for the Board to approve in substantial form a version of the Supplemental Assessment Methodology. Going forward, the Bond Delegation Resolution will give them the ability to make modifications to the supplemental report as needed prior to pricing. He explained the process. First, they approve a master methodology, which creates a master lien

on the project. Then, a supplemental methodology is prepared. It's included in the offering memorandum when MBS is marketing the bonds. Once the bonds are actually priced, the supplemental report is finalized with the final terms, interest rate, etc. Then, it will come back to the Board. He noted that the Delegation Resolution gives them the authority to take all actions they need to get the bonds issued. Finally, they will ratify after the actions of the Board and staff.

Mr. Flint reviewed through the report. Table 1 showed the number of units reflected that would be subject to these assessments. Table 2 is the Capital Improvement Plans for the Phase One portion and it's \$33,135,501. Table 3 is bond sizing, and it closely aligns with where they think the market will be. He added that the interest rates were subject to their underwriter and the actual pricing. Table 4 shows the improvement costs per unit for the Phase One projects. Table 5 is the par debt per unit. Table 6 is the annual assessments. Table 7 is the preliminary assessment roll reflecting those readvised assessments. He noted that they were going to ask the Board to approve this in substantial form subject to the addition of some language addressing the expansion parcels. He explained that right now they have the units included for the expansion parcels, but those aren't actually in the District at this point. They will need to make an adjustment for that. They will also need to make an adjustment and a reference to the impact fee. It was clarified that the units for the expansion parcel are not currently included in the assessment. Mr. Flint pointed out that he was mentioning these things because they want the Board to approve this in substantial form contemplating the fact that they are going to have to make some adjustments to the report. He noted that it would all come back to the Board for final approval. He asked for any questions.

On MOTION by Mr. Linton, Jr., seconded by Mr. Edwards, with all in favor, the Supplemental Assessment Methodology, was approved in substantial form.

EIGHTH ORDER OF BUSINESS

Consideration of Resolution 2024-34 Bond Delegation Resolution

- A. Exhibit A: Form of First Supplemental Trust Indenture**
- B. Exhibit B: Form of Bond Purchase Contract**
- C. Exhibit C: Form of Preliminary Limited Offering Memorandum**
- D. Exhibit D: Form of Continuing Disclosure Agreement**
- E. Exhibit E: Form of Acquisition Agreement**
- F. Exhibit F: Form of Collateral Assignment**
- G. Exhibit G: Form of Completion Agreement**
- H. Exhibit H: Form of True-Up Agreement**

Ms. Taylor presented Resolution 2024-34 to the Board. She explained that this was the Board’s action that will authorize the issuance of the bonds and delegate authority to the Chairman, Vice Chairman, and other Board members to sign everything that needs to be signed in order to get the bonds priced and issued. She stated when they come back for their next Board meeting, they will have the closing where they will sign all the documents and have the funding. There was a question for an estimate of when that date might be. Ms. Taylor responded that the end of April was the current timeline. She noted that this was authorizing not to exceed \$50,000,000 in bonds. The bond proceeds will be used to fund the Phase One project as well as to fund their reserve, capitalized interest and pay the cost associated with issuing the bonds. She pointed out that the documents attached to this resolution were all being approved in substantial form. She provided a brief description of the exhibits and the purpose of each one. After providing a description of Exhibits A through D, Ms. Taylor explained that Exhibits E through H were ancillary agreements and were grouped together. These are the various agreements between the District, the landowner and the development manager. Ms. Wilson provided descriptions of the ancillary agreements, Exhibits E through H. After discussion, Ms. Taylor noted in addition to approving all the documents in substantial form, this resolution also authorizes them to continue to tweak the reports that they just approved. There was a comment by a Supervisor on an affirmative statement in the Preliminary Limited Offering Memorandum that is a risk element. The statement was that the bond proceeds are not sufficient to finance the completion of Phase One and that the landowner is supposed to step in, but there is no assurance the landowner will be able to pay for those. Ms. Taylor responded that this document was a work in progress. She stated they would look at this statement of concern and pointed out that this was why they had the Completion Agreement in place as a backstop.

Mr. Sealy stated that they were working towards finalizing documents with the intent to mail an offering document on the backside of the validation hearing scheduled for the 21st.

On MOTION by Mr. Ridgely, III., seconded by Mr. Edwards, with all in favor, Resolution 2024-34 Bond Delegation Resolution, was approved in substantial form.

NINTH ORDER OF BUSINESS

**Consideration of Resolution 2024-35
Approving the Proposed Fiscal Year 2025
Budget and Setting a Public Hearing**

Mr. Flint stated this resolution approves a proposed budget for Fiscal Year 2025. They approved the budget for the current year, which runs through September of this year. He stated that the Board needs to approve a proposed budget for FY 2025 starting on October 1st and set a public hearing for consideration of that budget. They are recommending June 12th. He added that likely they would cancel the main meeting and have the budget hearing for FY 2025 on June 12th at 10:30 a.m. in this office. He stated that they still have an administrative budget at this point and it's for a full 12 months. He also stated that the administrative budget includes some expenses that were not in the other budget. It contemplates a Developer Funding Agreement. He added that this could be changed, and they wouldn't actually be adopting the budget until the June meeting.

On MOTION by Mr. Linton, Jr., seconded by Mr. Hamner, Jr., with all in favor, Resolution 2024-35 the Proposed Fiscal Year 2025 Budget and Setting a Public Hearing, was approved.

TENTH ORDER OF BUSINESS

Consideration of Agreement Regarding Covenants and Restrictions with Kelly Park VB Development, LLC

Ms. Wilson stated that they have been working with their development real estate counsel regarding some of the covenants and restrictions within the community. She noted that they were still trying to finalize the determination of how the improvements within the District were going to be maintained, but they built in language allowing for the concepts in their covenants and restrictions that were prepared by their development counsel team and it references a potential agreement between the parties. In order to finalize and record those covenants and restrictions, they need to enter into an agreement with the association. This memorializes the potential for that partnership and essentially backs up the statements that are in the covenants and restrictions. She explained that this was in no way obligating either entity to maintain. She further explained that it just acknowledges the ability of either party to maintain those improvements. She pointed out that they still had a comment in this version, but she will delete that comment for the final execution version of those documents. They received no comments from the declarant.

On MOTION by Mr. Edwards, seconded by Mr. Ridgely, III, with all in favor, the Agreement Regarding Covenants and Restrictions with Kelly Park VB Development, LLC, was approved in substantial form.

ELEVENTH ORDER OF BUSINESS

Staff Reports

A. Attorney

i. CDD Ethics Training Requirement

Ms. Wilson stated that in the 2023 legislative session, they added CDD members as another group that needs to comply with the annual ethics training requirements. The Commission on Ethics is providing free training. They need to complete four hours of ethics training at any point over this upcoming calendar year by December 31st. The Board members need to self-report on the 2025 Form 1. This ethics training is only for Board members.

B. Engineer

There being no comments, the next item followed.

C. District Manager’s Report

i. Balance Sheet and Income Statement

Mr. Flint reviewed the unaudited financial statements through the end of February. He asked for any questions. There was no action required.

ii. Ratification of Funding Request #2

Mr. Flint reviewed Funding Request #2, which has been sent to the developer under the Funding Agreement.

On MOTION by Mr. Ridgely, III, seconded by Mr. Linton, Jr., with all in favor, Funding Request #2, was ratified.

TWELFTH ORDER OF BUSINESS

Other Business

There being no comments, the next item followed.

THIRTEENTH ORDER OF BUSINESS

Supervisor’s Requests

There being no comments, the next item followed.

FOURTEENTH ORDER OF BUSINESS

Adjournment

On MOTION by Mr. Hamner, Jr., seconded by Mr. Linton, Jr., with all in favor, the meeting was adjourned.


Secretary/Assistant Secretary


Chairman/Vice Chairman