

MINUTES OF MEETING
TOHOQUA
COMMUNITY DEVELOPMENT DISTRICT

The regular meeting of the Board of Supervisors of the Tohoqua Community Development District was held on Wednesday, August 7, 2019 at 9:00 a.m., at the West Osceola Branch Library, 305 Campus Street, Kissimmee, FL.

Present and constituting a quorum were:

Andre Vidrine	Chairman
Marcus Hooker	Vice Chairman
James Dowd	Assistant Secretary
Jason Good	Assistant Secretary
Chuck Bell	Assistant Secretary

Also present were:

George Flint	District Manager
Andrew d'Adesky	District Counsel
Alan Scheerer	Field Manager

FIRST ORDER OF BUSINESS

Roll Call

Mr. Flint called the meeting to order at 9:00 a.m. and called the roll. A quorum was present.

SECOND ORDER OF BUSINESS

Public Comment Period

Mr. Flint: Only Board Members and staff were present.

THIRD ORDER OF BUSINESS

**Approval of Minutes of the June 5, 2019
Board of Supervisors Meeting**

Mr. Flint: Did the Board have any comments or corrections to the June 5, 2019 minutes?

Mr. Vidrine: No.

Mr. Flint: If not, we need a motion to approve the minutes.

On MOTION by Mr. Vidrine seconded by Mr. Good with all in favor the minutes of the June 5, 2019 Board of Supervisors meeting were approved, as presented.

FOURTH ORDER OF BUSINESS

Public Hearing

Mr. Flint: The Board previously approved a Proposed Budget and set today as the public hearing.

Mr. Bell joined the meeting.

Mr. Flint: I will open the public hearing and note for the record that only Board Members and staff were present.

A. Consideration of Resolution 2019-05 Adopting the Fiscal Year 2020 Budget and Relating to the Annual Appropriations

Mr. Flint: Resolution 2019-05 adopts the Fiscal Year 2020 budget, which starts on October 1st. Exhibit A to the resolution is the Proposed Budget. It represents a build-out budget, indicates the on-roll assessments and direct assessments for prorated administrative costs and the balance being from developer contributions to the extent expenses are incurred. The on-roll assessments will generate \$228,349. Based on the information the Property Appraiser provided, there are 329 developed units or platted lots. Are there any questions on the resolution or the budget?

Mr. Vidrine: Give me one second.

Mr. Flint: It's similar to the current year's adopted budget and offset by the on-roll and administrative direct billed assessments. The difference would be developer contributions, as shown at the top of Page 1, to the extent its needed. For example, we have \$350,000 in here for landscape maintenance, which is actually the build-out number. The actual number is going to be lower than that.

Mr. Vidrine: Okay. We've gone through this before.

Mr. Flint: We are projecting about \$105,000 in landscape maintenance costs. As new areas come in, the contract will be amended.

Mr. Vidrine: Okay. It should be completed by that timeframe so that makes sense.

Mr. Flint: That gives the Board flexibility. The Board can amend this budget at any time during the year, as long as you are not increasing the per unit assessments.

Mr. Vidrine: Okay.

Mr. Flint: If there are no other questions or discussion, we need a motion to adopt Resolution 2019-05.

On MOTION by Mr. Vidrine seconded by Mr. Bell with all in favor Resolution 2019-05 Adopting the Fiscal Year 2020 Budget, was approved.

B. Consideration of Resolution 2019-06 Imposing Special Assessments and Certifying an Assessment Roll

Ms. Burns: As part of the public hearing, you have Resolution 2019-06, which imposes the operation and maintenance (O&M) assessments associated with the budget you just adopted. There are two exhibits attached to this resolution, one is the budget you just approved and the other is the Assessment Roll, which lists all of the properties with the proposed assessment amounts. So, it's really just imposing the assessments associated with the budget you just approved.

Mr. Vidrine: Which is very similar to last year's budget. There has been no movement at all.

Mr. Flint: Correct. Are there any questions on the resolution?

Mr. Vidrine: I don't have any.

Mr. Flint: If not, we need a motion to adopt Resolution 2019-06.

On MOTION by Mr. Vidrine seconded by Mr. Good with all in favor Resolution 2019-06 Imposing Special Assessments and Certifying an Assessment Roll, was approved.

Mr. Flint: We will close the public hearing.

FIFTH ORDER OF BUSINESS

**Review and Acceptance of Fiscal Year
2018 Audit Report**

Mr. Flint: I provided a copy of the audit, which was prepared by Grau & Associates as the District's independent auditor. The CDD as a governmental entity is required to have an annual independent audit performed. In the Report to Management on Page 27, there were no current findings or recommendations. They also found that they complied with all of the

provisions of the Auditor General that they are required to review. So, it is a clean audit. If you have any questions, we can discuss those. If not, I would ask for a motion to accept the audit.

On MOTION by Mr. Vidrine seconded by Mr. Hooker with all in favor accepting the Fiscal Year 2018 Audit Report and transmitting it to the State of Florida was approved.

SIXTH ORDER OF BUSINESS

Consideration of Proposal from VGlobal Tech Regarding ADA Website Compliance

Mr. Flint: This is a proposal from VGlobal Tech for the Americans with Disabilities Act (ADA) website compliance. I'm not sure if you discussed this previously, but over the last year to a year-and-a-half, there have been a number of lawsuits filed against government entities including special districts and some private entities, claiming that websites were not ADA compliant. As a result, CDDs are required to have websites by State law. The State law also specifies what has to be on the website. So, we don't have the option of just shutting it down. In order to be compliant with the ADA law to avoid a lawsuit, we basically need to modify the website to bring it into compliance. We met with several companies that provide these services and this was the most cost effective approach. We have been using them for other Districts. I think Andrew will confirm that any Districts that are not managed by us, would use some other companies that have significantly higher costs.

Mr. d'Adesky: It's a higher cost because they are as capable as Government Management Services (GMS) to do some of the things that they can do, so they are paying much more than is offered in this proposal. Another important fact is there's one company that insures CDD and they are requiring that we take some sort of action, which is to engage them by a certain timeframe. So, we have to engage them shortly to at least start the process. Not necessarily to finish it, but just to get the process moving to show that we are taking some action to remediate our website.

Mr. Flint: There's one insurer that insures all 300 CDDs. They have been very active in this. They insure all 18 CDDs that were named in one lawsuit. They basically indicated that if CDDs don't make proactive attempts to bring their website into compliance, they will not be able to underwrite any lawsuit filed regarding the website. So, this is really something that I don't think the Board has a lot of discretion over. We think this is the most cost effective approach to it

and recommend that you just approve the first year, one time website conversion compliance of \$1,750 and then we will bring back any other tasks that might be necessary going forward to keep it in compliance.

Mr. Vidrine: It's important.

Mr. Flint: Are there any questions on the proposal? If not, we need a motion to approve it.

On MOTION by Mr. Vidrine seconded by Mr. Good with all in favor the proposal from VGlobalTech for ADA Website Compliance Services in a one-time amount of \$1,750 was approved.

SEVENTH ORDER OF BUSINESS

Discussion of Turnover of Ponds 4 & 5 for Landscape Maintenance

Mr. Scheerer: Included in your agenda package is a proposal from Earth Tec to provide landscape maintenance of Ponds 4 and 5. There is a map in the agenda that shows exactly where that is. Pond 5 is the Amenity Center pond and Pond 4 is directly to the east. They mowed it because it was getting out of hand. What we would like for the Board to consider today is the approval of this proposal from Earth Tec to begin regular maintenance.

Mr. d'Adesky: Andre, I think we already transferred over those two ponds. Have we not?

Mr. Vidrine: Do you mean transferred to the CDD?

Mr. d'Adesky: Yes.

Mr. Vidrine: I need to confirm that.

Mr. d'Adesky: Please do because we have to make sure that if we haven't gotten them before we start mowing them that we transfer them over.

Mr. Vidrine: The community is still under construction right now. So, I'm not sure they would've done that just yet.

Mr. d'Adesky: We can't mow it until its ours.

Mr. Vidrine: Absolutely.

Mr. Scheerer: Is there a timeframe on when you think those will be transferred over?

Mr. Vidrine: Doesn't this require a public hearing?

Mr. Flint: No. You can make a motion today to authorize the Chair to sign whatever documents are necessary to effectuate the conveyance.

Mr. Vidrine: Bonds have to be completed, 100%, don't they?

Mr. Hooker: No.

Mr. Vidrine: The holdup is a final water management permit closeout.

Mr. d'Adesky: We can take the property before water management.

Mr. Vidrine: That's the only thing holding it up.

Mr. Hooker: You can transfer the permit over to the CDD.

Mr. Scheerer: They are getting out of control right now.

Mr. Vidrine: I had them mow it.

Mr. d'Adesky: We can take the underlying property, understanding that the permit is going to follow shortly.

Mr. Hooker: I think we were under the assumption that we needed to have it all certified.

Mr. Vidrine: I thought we were going to bid it out.

Mr. Flint: If its substantially complete with the exception of the COC, we can take it subject to that.

Mr. Vidrine: That's what it is.

Mr. Hooker: We don't have the final certificate.

Mr. Flint: We can take it subject to that.

Mr. d'Adesky: I will add that in as a condition saying that its substantially completed. We still expect to go through that process.

Mr. Hooker: We can start maintaining it.

Mr. Dowd: Are you transferring the lands or just the maintenance?

Mr. d'Adesky: We need to have the underlying land in order to maintain it. The CDD as a public entity can't maintain private land.

Mr. Vidrine: I understand.

Mr. Hooker: What you are talking about is transferring it through the Water Management District. Right, for operation and maintenance (O&M)?

Mr. Vidrine: I thought we had to have all of the appropriate approvals final with the permitting of the pond before they took it.

Mr. Flint: If everything is done except for that final certification, I think we are okay.

Mr. Hooker: It's not done because its tied in with the parking lot of the building.

Mr. d'Adesky: Which makes sense from a permit standpoint, but from a District standpoint and maintenance, we can still take that discrete part of the construction because its physically complete.

Mr. Hooker: It can be transferred then.

Mr. Flint: The Board make a motion to delegate authority to the Chair.

Mr. d'Adesky: To execute any conveyance documents necessary to effectuate the transfer of Ponds 4 and 5 to the CDD.

On MOTION by Mr. Vidrine seconded by Mr. Hooker with all in favor the authorization for the Chairman to execute any conveyance documents necessary to effectuate the transfer of Ponds 4 and 5 to the CDD was approved.

Mr. d'Adesky: Is the second motion approval of the contract?

Mr. Scheerer: Just an addendum.

Mr. Flint: An addendum to add Ponds 4 and 5 for landscape maintenance, subject to the conveyance.

On MOTION by Mr. Vidrine seconded by Mr. Hooker with all in favor the addendum from Earth Tec to add Ponds 4 and 5 for landscape maintenance in the amount of \$8,400, was approved.

EIGHTH ORDER OF BUSINESS

Ratification of Agreement between the Tohoqua CDD and Artemis Lifestyles for the Provision of Amenity Management Services

Mr. Flint: The Board approved this agreement in substantial form and the Chair executed it. This dragged out longer than it needed to be, but I think we are finally at a point where the Board can ratify the final agreement, with the exception of Attachment E, which are the costs that is on the last page of the agreement. This table provided by Artemis Lifestyles actually has 100% of the admin person being funded by the District. In talking with the Chairman prior to the meeting, we believe a 70/30 split between the CDD and the HOA is more appropriate. So, my recommendation would be to ratify this agreement subject to Attachment E being adjusted to reflect a 70/30 proration between the CDD and HOA.

Mr. Vidrine: I agree.

Mr. Flint: Is there any discussion?

Mr. Dowd: Is 70% the responsibility of the CDD or HOA?

Mr. Flint: 70% is the CDD's portion. This agreement can be amended if we monitor the services that are being provided and it looks like they are spending more time on the ARC enforcement than they are on CDD business.

Mr. Dowd: Yes sir.

Mr. Flint: If there's no discussion, a motion to ratify the agreement with the modifications to Attachment E as discussed would be in order.

On MOTION by Mr. Vidrine seconded by Mr. Dowd with all in favor the Agreement between the Tohoqua CDD and Artemis Lifestyles for the Provision of Amenity Management Services was ratified, subject to the adjustment to Attachment E as discussed.

Mr. Flint: We just have to make sure its modified.

Mr. d'Adesky: I got it.

Mr. Flint: I have Artemis' signature page. I will get your signature so we have them all on one page.

Mr. d'Adesky: Do you want a separate column for the HOA Chair?

Mr. Flint: No. This is the annual cost.

Mr. d'Adesky: I understand.

Mr. Flint: This number would just be 70%. I don't want to add the HOA in there and confuse anybody.

NINTH ORDER OF BUSINESS

Staff Reports

A. Attorney

Mr. Flint: Andrew, do you have anything else?

Mr. d'Adesky: No.

B. Engineer

Mr. Flint: I talked with Eric Warren this morning and asked him if he would be available in the event something came up. To save the District money, he is not in attendance or on the phone. If you have any questions for the District Engineer, I can relay those and get back to you.

C. District Manager's Report

i. Approval of Check Register

Mr. Flint: I provided the Check Register from May 29, 2019 through July 29, 2019 in the amount of \$46,407.58. The detailed register is behind the summary. Are there any questions on the Check Register? If not, we need a motion to approve it.

Mr. Vidrine: I don't have any questions.

On MOTION by Mr. Vidrine seconded by Mr. Dowd with all in favor the Check Register from May 29, 2019 through July 29, 2019, was approved.

ii. Balance Sheet and Income Statement

Mr. Flint: These are unaudited through June 30th. No action is required, but if the Board has any questions, we can discuss those.

iii. Approval of Fiscal Year 2020 Meeting Schedule

Mr. Flint: The Board is required to approve an annual meeting schedule each year. We prepared one based on you meeting at 9:00 a.m. in this location on the first Wednesday with the exception of January, which falls on New Year's. So, we can either cancel the January meeting or reschedule it. My suggestion would be to eliminate the January meeting and if you need to meet, we can advertise a special meeting.

Mr. Vidrine: I agree.

Mr. d'Adesky: It is cheaper to do it this way because you only have to run one advertisement.

Mr. Flint: To the extent you don't need to meet, we can cancel these, but at least you have the option. So, if the Board is okay with those dates and continuing to meet here at 9:00 a.m., we need a motion to approve the meeting schedule.

On MOTION by Mr. Vidrine seconded by Mr. Good with all in favor the Fiscal Year 2019 meeting schedule was approved, as amended.

iv. Designation of November 5, 2019 as Landowners' Meeting Date

Mr. Flint: The District is required to hold a landowner's election every two years. It must be on the first Tuesday in November. After that, it can be at any time in November. We are suggesting November 5th at 9:00 a.m. in this location. It's a landowner's election, not a Board meeting so only landowner representatives would need to be present or they can designate a proxyholder to attend on their behalf. We will get with the landowners prior to that meeting and provide the proxy and ballot. You will see a sample agenda in the form of a proxy in your agenda package. The landowners would just need to either be in attendance or designate someone who could be in attendance on their behalf to cast the votes.

Mr. Vidrine: The person that is elected to be here, has to be relative to any organization?

Mr. Flint: It can be anyone.

Mr. Flint: The votes are based on one acre or part of an acre. So, if you own 100 acres, you have 100 votes. If you own 100 lots, you have 100 votes. Anyone who is a landowner within the District is able to attend if necessary. There is an advertisement that goes in the newspaper. Otherwise, unless someone read this agenda or saw the advertisement in the paper, you probably wouldn't notice there's a landowner's meeting. If there are no questions, we need a motion to designate November 5th as a landowner meeting date.

On MOTION by Mr. Vidrine seconded by Mr. Bell with all in favor designating November 5, 2019 as the Landowners' Meeting date, was approved.

TENTH ORDER OF BUSINESS

Other Business

Mr. Flint: Was there any other business that was not on the agenda that the Board wanted to discuss?

Mr. Vidrine: I didn't have anything.

ELEVENTH ORDER OF BUSINESS

Supervisors Requests

There being none, the next item followed.

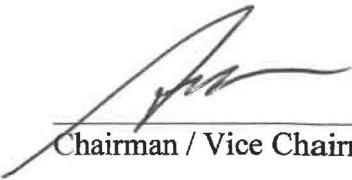
TWELFTH ORDER OF BUSINESS

Adjournment

Mr. Flint: If there's nothing further, we need a motion to adjourn.

On MOTION by Mr. Vidrine seconded by Mr. Hooker with all in favor the meeting was adjourned.


Secretary / Assistant Secretary


Chairman / Vice Chairman