

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, March 7, 2018 at 9:00 a.m., at the West Osceola Branch Library, 305 Campus Street, Kissimmee, FL.

Present and constituting a quorum were:

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|---------------|---------------------|
| Andre Vidrine | Chairman |
| Marcus Hooker | Vice Chairman |
| Kaitlyn Noyes | Assistant Secretary |
| James Dowd | Assistant Secretary |

Also present were:

| | |
|-----------------|-------------------|
| George Flint | District Manager |
| Andrew d'Adesky | District Counsel |
| Eric Warren | District Engineer |

FIRST ORDER OF BUSINESS

Roll Call

Mr. Flint called the meeting to order at 9:00 a.m. and called the roll. All Supervisors were present, with the exception of Mr. Trace.

SECOND ORDER OF BUSINESS

Public Comment Period

There being none, the next item followed.

THIRD ORDER OF BUSINESS

Approval of Minutes of the February 7, 2018 Meeting

Mr. Flint: Did the Board have any additions, deletions or corrections to the minutes?

Mr. Vidrine: I don't have any.

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

On MOTION by Mr. Vidrine, seconded by Mr. Hooker, with all in favor, the Minutes of the February 7, 2018 Meeting, were approved, as presented.

FOURTH ORDER OF BUSINESS

**Consideration of Resolution 2018-11
Approving the Conveyance of Real
Property**

Mr. d'Adesky: This is a resolution, accepting the conveyance of real property, interests and improvements relating to the Series 2018 project, and authorizing District Staff and the Chairman to review, execute and deliver all deeds and other documents necessary to execute the conveyance, providing for severability and an effective date. Attached as Exhibit A are the particular tracts that will be conveyed as part of this conveyance. The index doesn't include the actual documents, but the name of the documents that will be attached, such as the Engineer's Certificate that I have been working on with the District Engineer, Special Warranty Deed, which was prepared by Broad and Cassel for some of the parcels, Lien and Possession Affidavit and an agreement regarding taxes and Bill of Sale. I need to finalize those. I had a call into Developer's Counsel on some minor issues, but those will follow shortly to get those tracts conveyed. Because the first requisition is drawing out the balance of the construction funds, we are conveying, in a contemporaneous manner, everything associated with that draw, such as the underlying property and the improvements associated with that draw, which are complete or substantially complete at this time.

Mr. Flint: Are there any questions on the Resolution? We are anticipating the documents.

Mr. d'Adesky: The documents will be finalized shortly and sent to the Chairman for execution. If we need to, we can ratify them at the next meeting.

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

Mr. Vidrine: Not at this time.

On MOTION by Mr. Vidrine, seconded by Mr. Hooker, with all in favor, Resolution 2018-11, Approving the Conveyance of Real Property, was adopted.

Mr. Flint: The Certificate of the District Engineer doesn't require any action from the Board. This is the document that the District Engineer will sign. It's an exhibit to the resolution that you just approved. Is there any action?

Mr. d'Adesky: No. It's just for your information. It will be attached as part of the conveyance package.

FIFTH ORDER OF BUSINESS

Consideration of Series 2015 Requisition #1

Mr. Flint: The next item is a requisition for the 2018 project, which was prepared by the District Engineer. It is the first document behind the title page and Table of Contents. Requisition #1 is in the amount of \$1,799,045.21, which is the balance in the Construction and Acquisition Account. Eric prepared backup to the requisition showing the assets that the District will be acquiring. Eric, did you have anything else?

Mr. Warren: Only questions if you have any.

Mr. d'Adesky: Funds are transmitted to Toho Development Group, because that's the entity listed on the Acquisition Agreement.

Mr. Flint: US Bank is the Trustee. Once those deeds and Bills of Sale are executed and delivered to the District, we will transmit this requisition to the Trustee and the funds can be wired, typically the same day or the next day. Once the conveyances have been executed and District Counsel is comfortable, the Bills of Sale can be transferred.

Mr. d'Adesky: I had a call into Joe and Kate today. They haven't gotten back to me yet, but I'm comfortable getting the deeds that they sent over signed. I will get them the Bills of Sale today.

Mr. Flint: We will get this signed today and I will hold it pending District Counsel's approval. We will want to get the wire instructions for Toho Development Group.

Mr. Vidrine: It sounds like that gets funded this week.

Mr. d'Adesky: If I can get sign off on the Bills of Sale today, I would be willing to sign off on it today.

Mr. Vidrine: Who signs it?

Mr. d'Adesky: Whoever is an authorized signatory for Toho Development Group. Some of the tracts are still with Neptune, so Neptune is going to have to sign for those tracts. I think most folks who are authorized for one, are authorized for the other.

Mr. Vidrine: Mark can do that. Will those Bills of Sale be distributed?

Mr. d'Adesky: I will circulate those.

Mr. Flint: We need a motion to approve Requisition #1.

On MOTION by Mr. Vidrine, seconded by Mr. Hooker, with all in favor, Requisition #1 for Series 2018, was approved.

SIXTH ORDER OF BUSINESS

Authorization for Chairman/Vice Chairman to Sign Plat

Mr. Flint: I don't have the backup, but I was told that there was a plat.

Mr. d'Adesky: Is that going to be necessary? I spoke with Andre and Bob about the plat. Osceola County has been finicky lately about their plat language.

Mr. Flint: Yes, if they are requiring a joinder of the CDD.

Mr. d'Adesky: We can do it, but usually it's because of the way that the land is dedicated. If its dedicated to the CDD and the language says that "x" land is dedicated to the CDD, they will want us to sign showing that we accept it, but if the language on the plat reads "*shall be conveyed in the future to the CDD by the deed,*" they are okay with us not signing the plat. I think it depends on the way that the plat language reads.

Mr. Flint: The Board could authorize Andre to execute on behalf of the CDD.

Mr. d'Adesky: I just wanted to clarify that in the past, Osceola County hasn't required this, but they have a new attorney. They are transferring a lot of their work to outside counsel. Their outside counsel that has been reviewing this has been more stringent lately, regarding plat language. We had a lot of developers that never had plat issues.

Mr. Vidrine: Do you have a copy of the plat?

Mr. d'Adesky: You sent it to us. I'm comfortable with authorizing the signature, in case you need it.

Mr. Vidrine: We just don't know if we need it or not.

Mr. d'Adesky: It's easier if it's not required.

Mr. Vidrine: I don't know if it would be required.

Mr. d'Adesky: Just proceed without having to come back.

Mr. Vidrine: We are transferring property via deed, so why would we need to sign?

Mr. d'Adesky: I know. I agree.

Mr. Vidrine: If its needed, I am allowed to sign it.

Mr. d'Adesky: Exactly.

Mr. Flint: Sometimes they require it and sometimes they don't. We need a motion authorizing the Chairman or Vice Chairman to execute the plat, if required by Osceola County.

On MOTION by Mr. Vidrine, seconded by Mr. Dowd, with all in favor, authorization for the Chairman/Vice Chairman to sign the plat, if required by Osceola County was approved.

SEVENTH ORDER OF BUSINESS

Staff Reports

A. Attorney

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

Mr. d’Adesky: Nothing, other than we are working on these conveyances.

B. Engineer

Mr. Flint: Eric, do you have anything?

Mr. Warren: I don’t have anything.

C. District Manager’s Report

i. Balance Sheet and Income Statement

Mr. Flint: You have the Unaudited Financial Statements through January 31, 2018. No action is required, but if the Board has any questions, we can discuss those. There are a few Funding Requests that are reflected as being outstanding. I communicated with the developer yesterday. We neglected to follow up the agenda with transmitting those. It is my understanding that those have been handled.

Mr. Vidrine: Yes.

Mr. Flint: Are there any questions on the financials?

Mr. Vidrine: I don’t have any.

ii. Consideration of Funding Request #5

Mr. Flint: You have Funding Request #5, totaling \$7,224.01. Are there any questions on the Funding Request? If not, we need a motion to approve it.

On MOTION by Mr. Vidrine, seconded by Mr. Hooker, with all in favor, Funding Request #5, was approved.

EIGHTH ORDER OF BUSINESS

Other Business

There being none, the next item followed.

NINTH ORDER OF BUSINESS

Supervisors Requests

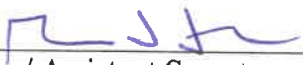
There being none, the next item followed.


TENTH 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