

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 4, 2020 at 9:00 a.m., at Hart Memorial Central Library, Room 120, 211 East Dakin Avenue, Kissimmee, Florida.

Present and constituting a quorum were:

Andre Vidrine	Chairman
Marcus Hooker	Vice Chairman
James Dowd	Assistant Secretary
Jason Good	Assistant Secretary
David Hulme	Assistant Secretary

Also present were:

Darrin Mossing	District Manager
Darrin Mossing, Jr.	GMS
Larissa Diaz	CALM, LLC
Marcia Calleja	CALM, LLC
Andrew d'Adesky	District Counsel
Eric Warren (<i>by phone</i>)	District Engineer
Alan Scheerer	Field Manager

FIRST ORDER OF BUSINESS

Roll Call

Mr. Mossing called the meeting to order at 9:07 a.m. and called the roll. A quorum was present.

SECOND ORDER OF BUSINESS

Public Comment Period

Mr. Mossing: No public are present at this time.

THIRD ORDER OF BUSINESS

Organizational Matters

A. Administration of Oaths of Office to Newly Elected Supervisors

Mr. Mossing, Jr., a Notary of the State of Florida and duly authorized, administered the Oath of Office to Mr. Vidrine, Mr. Hooker, Mr. Dowd, Mr. Good and Mr. Hulme.

Mr. Mossing: Welcome aboard.

B. Consideration of Resolution 2020-01 Canvassing and Certifying the Results of the Landowners' Election

Mr. d'Adesky: This is a statutory required resolution that essentially says we held a legitimate landowners' election, which we did.

Mr. Mossing: We need a motion.

On MOTION by Mr. Vidrine seconded by Mr. Good with all in favor Resolution 2020-01 Canvassing and Certifying the Results of the Landowners' Election, was approved.

C. Election of Officers**D. Consideration of Resolution 2020-02 Electing Officers**

Mr. Mossing: After each election, the Board is required to elect officers. Currently, Mr. Vidrine is Chairman, Mr. Hooker is Vice Chairman, Mr. Good, Mr. Dowd and Mr. Hulme are Assistant Secretaries, George Flint is Secretary and Ariel Lovera is Treasurer. You can keep the same officers or change it.

Mr. d'Adesky: Do you need to be named as an Assistant Secretary for purposes of executing documents?

Mr. Mossing: I will make Darrin Mossing, Jr. an Assistant Secretary.

Mr. d'Adesky: I would recommend that to allow him to attest documents.

Mr. Mossing: If the Board is comfortable with the slate of officers, we need a motion to approve.

On MOTION by Mr. Vidrine seconded by Mr. Good with all in favor Resolution 2020-02 Electing Officers as stated, was approved.

FOURTH ORDER OF BUSINESS**Approval of Minutes of the August 7, 2019 Board of Supervisors Meeting and Acceptance of Minutes of the November 5, 2019 Landowners' Meeting**

Mr. Mossing: The minutes of the August 7, 2019 Board of Supervisors Meeting and November 5, 2019 Landowners' Meeting were included in your agenda package. If the Board has any questions or comments, Andrew, can we take them as one motion?

Mr. d'Adesky: Yes.

Mr. Hulme: I know that I'm new, but this is the first time I've had actual transcriptions word-by-word.

Mr. d'Adesky: We don't have to do that. The minutes just have to be a memorialization. So it could be a summary.

Mr. Hulme: That's what I'm used to.

Mr. d'Adesky: Darrin, I don't know if it's more expensive to provide a transcript.

Mr. Mossing: No. It's part of our fee. There are pluses and minuses on each side. We are comfortable doing more detailed minutes. Its better overall for our management because we are aware of everything that is discussed by the Board. However, sometimes as the meetings get longer, the Board doesn't want to read 50 pages of minutes.

Mr. d'Adesky: That's when the Board changes to resident control.

Mr. Mossing: We leave it up to the Board of Supervisors. There's no additional cost for the transcription either way.

Mr. Hulme: I will defer. This is the first one I've seen in a while.

Mr. Mossing: We need a motion to approve the minutes. Then we can deal with the format of the minutes.

On MOTION by Mr. Vidrine seconded by Mr. Good with all in favor approval of the minutes of the August 7, 2019 Board of Supervisors meeting were approved as presented, and the minutes of the November 5, 2019 Landowners' Meeting were accepted.

Mr. Mossing: Mr. Chairman, is there any preference in the format of the minutes?

Mr. Vidrine: Leave it as is.

FIFTH ORDER OF BUSINESS

Consideration of Resolution 2020-03 Establishing State Board of Administration Accounts

Mr. Mossing: The State Board of Administration is an investment pool that is afforded to governmental agencies in the State of Florida. We recommend that our Boards open an account at the State Board of Administration. It earns above average interest for like type of investments.

We basically use that to invest our surplus/excess funds. The District is beginning to accumulate some funds.

Mr. d'Adesky: This is the first cycle in which we are anticipating excess funds.

Mr. Mossing: Yes. I think it yields about 2.8%. The liquidity is available.

Mr. d'Adesky: There are statutory limitations on what we can invest in as a government. Obviously, you can't participate in a high-risk loan.

Mr. Vidrine: Are the fees the same?

Mr. Mossing: They are very low. The yield/actual net is over 2.5% at this time. Our Investment Policy allows us limited money market funds, savings accounts and treasuries. The State Board of Administration are allowable accounts.

Mr. d'Adesky: This is the easiest way.

Mr. Mossing: It is. The funds are liquid. If the Board has any other questions, I would be happy to answer them. If not, we would ask for a motion to approve the resolution.

On MOTION by Mr. Vidrine seconded by Mr. Hooker with all in favor Resolution 2020-03 Establishing State Board of Administration Accounts was approved.

SIXTH ORDER OF BUSINESS

Consideration of Termination of Amenity Facilities Management Agreement with Artemis Lifestyles, Inc.

Mr. d'Adesky: I believe that there is a 30-day termination with all of our contracts from the date a termination notice is sent.

Mr. Mossing: Is there any discussion?

On MOTION by Mr. Vidrine seconded by Mr. Good with all in favor terminating the Amenity Facilities Management Agreement with Artemis Lifestyles, Inc. was approved.

Mr. Mossing: Andrew, will you be sending a termination notice to the contractor?

Mr. d'Adesky: Yes.

SEVENTH ORDER OF BUSINESS**Consideration of Approval of Amenity Facilities Management Agreement with Community Association and Lifestyle Management, LLC**

Mr. d'Adesky: You will be approving the scope and the standard contract. This is the same agreement we have with Artemis Lifestyles, Inc. (Artemis). This would just be the attachment, which is really the material part, with the rates and the scope of service. You are going to have the same provisions in place in terms of indemnification, transfer requirements and background check requirements. Everything else that we worked into the contract with Artemis can still apply to Community Association and Lifestyle Management, LLC (CALM).

Mr. Vidrine: Are these rates equal to or better than Artemis?

Mr. d'Adesky: They are more affordable.

Mr. Mossing: A couple of representatives with CALM are here. They will be staffing the facility once it opens and they will be conducting special events and handling all of the services. If the Board has any questions or comments, I'm happy to take them. Otherwise, we would ask for a motion to approve the proposal and work with District Counsel to enter into an agreement based upon that proposal.

On MOTION by Mr. Vidrine seconded by Mr. Good with all in favor the Amenity Facilities Management Agreement with Community Association and Lifestyle Management, LLC. and authorization to work with District Counsel was approved.

EIGHTH ORDER OF BUSINESS**Ratification of Agreement with Grau & Associates to Provide Auditing Services for Fiscal Year 2019**

Mr. Mossing: The Engagement Letter is enclosed in your agenda package. I think it's \$3,300 per year. Its \$100 higher than the prior year.

Mr. d'Adesky: When they bid out the auditors, they get multiple use pricing. Right?

Mr. Mossing: Yes.

Mr. d'Adesky: It looks like a second-year pricing that we optionally ended.

Mr. Mossing: Yes.

Mr. d'Adesky: Okay. So we bid this out at some point, competitively.

Mr. Mossing: We recommend approval of that Engagement Letter.

On MOTION by Mr. Vidrine seconded by Mr. Hooker with all in favor the Agreement with Grau & Associates to Provide Auditing Services for Fiscal Year 2019, was ratified.

NINTH ORDER OF BUSINESS**Staff Reports****A. Attorney****i. Update on Auditing Requirements**

Mr. d'Adesky: There were some updates to the Florida Statutes. I included Statute SB 7014, which was updated. A lot of it pertains to what GMS is doing anyways as a responsible management company. They already keep the audit on the website for two years. I think it's something we just do anyways as a matter of course. We already appoint the Board as the Audit Committee to select the auditor. It requires at least one person from the Board to be appointed. Some places like Celebration for example, appoint non-Board Members to the Board, but the Chairman must be the Board Member appointed to the Audit Committee and we already do that. What's pertinent is if you are ever asked a question about the audit from an auditor, you have a duty to answer them. You can just say "No" or "Yes." For example, if it said, "*Do you know of any undisclosed plans against the District,*" or something like that, you would just say, "No," because you probably don't, if you were to impede that or stop after a possible criminal and civil penalty for impeding an audit. That's it, so if you have any questions about that or you are ever confused if an actual auditor contacts you, you can always get in contact with George or Darrin or anyone on the GMS team, and we will walk you through it. We will start working on the termination of the contract.

Mr. Mossing: So no action is required.

Mr. d'Adesky: No. It's just for informational purposes.

Mr. Mossing: Are there any other items?

Mr. d'Adesky: No.

B. Engineer

Mr. Warren: I didn't have any new items to report, but I'm available for questions.

Mr. Mossing: Are there any questions for the District Engineer? Hearing none,

C. District Manager's Report**ii. Approval of Check Register**

Mr. Mossing: Enclosed in the agenda package, is the Check Register from January 28, 2020 through February 24, 2020 in the amount of \$18,575.38. The detailed register is behind the summary. Are there any questions on the Check Register? If not, we need a motion to approve it.

On MOTION by Mr. Vidrine seconded by Mr. Hooker with all in favor the Check Register from January 28, 2020 through February 24, 2020 as presented was approved.

iii. Balance Sheet and Income Statement

Mr. Mossing: These are unaudited through January 30, 2020. No action is required, but if the Board has any questions, we can discuss those.

TENTH ORDER OF BUSINESS**Other Business**

Mr. Mossing: Was there any other business that was not on the agenda that the Board wanted to discuss? Hearing none,

ELEVENTH ORDER OF BUSINESS**Supervisors Requests**

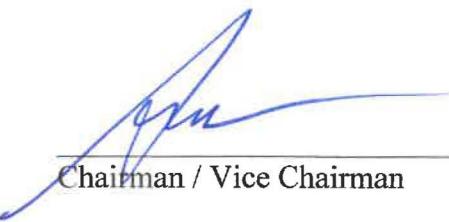
There being none, the next item followed.

TWELFTH ORDER OF BUSINESS**Adjournment**

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

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


Secretary / Assistant Secretary


Chairman / Vice Chairman