

MINUTES OF MEETING  
KNIGHTSBRIDGE  
COMMUNITY DEVELOPMENT DISTRICT

The Organizational meeting of the Board of Supervisors of the Knightsbridge Community Development District was held Monday, August 1, 2022 at 2:00 p.m. at the Oasis Club at ChampionsGate at 1520 Oasis Club Blvd., ChampionsGate, Florida.

Present and constituting a quorum were:

Adam Morgan	Chairman
Rob Bonin	Vice Chairman
Logan Lantrip	Assistant Secretary
Steve Greene <i>by phone, joined late</i>	Assistant Secretary

Also present were:

George Flint	District Manager
Kristen Trucco	District Counsel
David Reid	Interim District Engineer
Amanda Udstad	Hamilton Engineering & Surveying
Steve Sanford <i>by phone</i>	Bond Counsel
Phil Gildan <i>by phone</i>	Developer's Counsel

**FIRST ORDER OF BUSINESS**

**Introduction**

**A. Call to Order**

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: There are no members of the public here to provide comment.

**C. Oath of Office**

Mr. Flint: We need to administer the oath of office. We've got three Board members here. We may have one or two calling in. I've administered the oath prior to the meeting to Mr. Bonin, Mr. Morgan, and Mr. Lantrip. We have those three gentleman sworn in and we have a quorum.

**SECOND ORDER OF BUSINESS**

**Organizational Matters**

**A. Confirmation of Notice of Meeting**

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Mr. Flint: Next is confirmation of the notice of meeting. You'll see the meeting notice in your agenda. It ran at least seven days before the meeting today.

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

Mr. Flint: We provided some general information on Community Development Districts and Board member responsibilities as public officials under chapter 190. I think District Counsel had a conversation with Mr. Lantrip prior to the meeting going over that information. Mr. Bonin and Mr. Morgan have been on other Boards and are on other Boards currently, so they are familiar with those requirements.

**C. Election of Officers**

**1. Consideration of Resolution 2022-01 Designating Officers**

*\*Steve Greene joined the meeting at this time.*

Mr. Flint: Steve, you were named in the petition as one of the original Board members, but since you're not here I can't swear you in. You can participate in the decisions of the meeting, but you can't officially vote until you are sworn in.

Mr. Greene: Okay.

Mr. Flint: We will move on to Resolution 2022-01 which elects officers, and it provides for a Chair, Vice Chair, Secretary, Treasurer, Assistant Treasurer, and Assistant Secretaries. We can take each seat individually, or if a Board member wants to make a motion to elect a slate, we can do it on one motion.

Mr. Morgan: I'd like to motion to make Adam Morgan Chair, Rob Bonin Vice Chair, George Flint as Secretary, whoever you appoint from the management company as Treasurer, and the other three Board members would be Assistant Secretaries.

Mr. Flint: As far as Treasurer, I would recommend Jill Burns, and then Assistant Treasurer would be Katie Costa. Is there a motion to approve the resolution with those names inserted into the resolution in the agenda package?

On MOTION by Mr. Morgan, seconded by Mr. Bonin, with all in favor, Resolution 2022-01 Designation Officers with Mr. Morgan as Chairman, Mr. Bonin as Vice Chairman, Mr. Flint as Secretary, Ms. Burns as Treasurer, Ms. Costa as Assistant Treasurer, and Mr. Lantrip and Mr. Greene as Assistant Secretaries, was approved.

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**THIRD ORDER OF BUSINESS**

**Retention of District Staff**

**A. Consideration of Contract for District Management Services**

Mr. Flint: You have the contract with Governmental Management Services for District Management Services. Any questions on the contract? Hearing none,

On MOTION by Mr. Morgan, seconded by Mr. Bonin, with all in favor, the Contract for District Management Services, was approved.

**B. Consideration of Appointment of District Counsel**

Mr. Flint: Next is an engagement letter with District Counsel. Kristen Trucco is here today. Are there any questions on the engagement letter?

On MOTION by Mr. Morgan, seconded by Mr. Bonin, with all in favor, the Appointment of District Counsel, was approved.

**C. Consideration of Resolution 2022-02 Designating a Registered Agent and Office**

Mr. Flint: Next is Resolution 2022-02 designating a registered agent and office. I think we filled the resolution in with Jan Carpenter as the registered agent and her office in downtown Orlando as the registered office. Is there a motion to approve that?

On MOTION by Mr. Morgan, seconded by Mr. Bonin, with all in favor, Resolution 2022-02 Designating a Registered Agent and Office, was approved.

**D. Consideration of Interim District Engineering Agreement with Hamilton Engineering & Surveying, Inc.**

Mr. Flint: Next is an agreement for an interim District engineering services with Hamilton Engineering. Engineering falls under the CCNA which requires it to be bid, but in the interim, we are recommending you appoint Hamilton as your interim District engineer.

On MOTION by Mr. Morgan, seconded by Mr. Bonin, with all in favor, the Interim District Engineering Agreement with Hamilton Engineering & Surveying, was approved.

**E. Request Authorization to Issue RFQ for Engineering Services**

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Mr. Flint: Is there a motion to also authorize us to issue an RFQ for engineering services?

Mr. Morgan: I will make a motion.

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

**FOURTH ORDER OF BUSINESS**

**Designation of Meetings and Hearing Dates**

**A. Designation of Regular Monthly Meeting Date, Time, and Location**

Mr. Flint: Next is designation of meetings and hearing dates. The first would be your regularly monthly meeting and we would suggest you meet the first Monday of the month in this location at 2:00 p.m. with the exception of January and July which conflict with holidays and September would be pushed a week later to September 11<sup>th</sup>.

On MOTION by Mr. Morgan, seconded by Mr. Bonin, with all in favor, Designation of Regular Monthly Meeting Date, Time, and Location, was approved.

**B. Designation of Landowner’s Meeting Date, Time, and Location**

Mr. Flint: The Board is required to have your initial landowner’s election within 90 days of formation of the District. We would recommend you go ahead and schedule this for your October 3<sup>rd</sup> meeting.

On MOTION by Mr. Morgan, seconded by Mr. Bonin, with all in favor, Designation of Landowner’s Meeting for October 3, 2022 at 2:00 p.m., was approved.

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

**1. Consideration of Resolution 2022-03 Setting a Public Hearing to Consider the Proposed Rules of the District**

Mr. Flint: Next is designating a date to adopt the District’s rules. The statutes require you to hold a rule hearing which requires a 29 and 28-day notice. We recommend you schedule this for your October meeting as well.

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On MOTION by Mr. Morgan, seconded by Mr. Bonin, with all in favor, Resolution 2022-03 Setting a Public Hearing to Consider the Proposed Rules of the District for October 3, 2022 at 2:00 p.m., was approved.

**D. Designation of Date of Public Hearing on the Budgets for Fiscal Years 2021-2022 & 2022-2023**

**1. Consideration of Resolution 2022-04 Setting the Public Hearing and Approving the Proposed Fiscal Year 2021-2022 Budget**

Mr. Flint: Next is designation of the date of the public hearings to consider the budget for the current year which ends on September 30<sup>th</sup> and then adoption of your 2023 budget. Resolution 2022-04 sets the public hearing and approves the proposed budget for Fiscal Year 2022, and we suggest you have that on your October 3<sup>rd</sup> agenda.

On MOTION by Mr. Morgan, seconded by Mr. Bonin, with all in favor, Resolution 2022-04 Setting the Public Hearing for October 3, 2022 and Approving the Proposed Fiscal Year 2021-2022 Budget, was approved.

**2. Consideration of Resolution 2022-05 Setting the Public Hearing and Approving the Proposed Fiscal Year 2022-2023**

Mr. Flint: Next is Resolution 2022-05 setting the public hearing for next year's budget and we would recommend that also be considered at your October 3<sup>rd</sup> meeting.

On MOTION by Mr. Morgan, seconded by Mr. Bonin, with all in favor, Resolution 2022-05 Setting the Public Hearing for October 3, 2022 and Approving the Proposed Fiscal Year 2022-2023 Budget, was approved.

**3. Approval of the Fiscal Year 2022 & 2023 Developer Funding Agreement**

Mr. Flint: We have a funding agreement which is a standard funding agreement in lieu of imposing assessments. This would fund the costs in each of the proposed budgets that the Board just approved. Is there a motion to approve the funding agreement?

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On MOTION by Mr. Morgan, seconded by Mr. Bonin, with all in favor, the Fiscal Year 2022 and 2023 Developer Funding Agreement, was approved.

**E. Designation of 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: Next is designation of the public hearing date to use the 197 process which is the uniform collection method to be able to use the tax bill. To collect your O&M and debt assessments, we have to hold a public hearing which requires four consecutive notices run a week apart, so we would recommend your October 3<sup>rd</sup> meeting for that.

On MOTION by Mr. Morgan, seconded by Mr. Bonin, with all in favor, Designation of Date of Public Hearing for October 3, 2022 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, was approved.

**FIFTH ORDER OF BUSINESS**

**Other Organizational Matters**

**A. Selection of District Depository**

Mr. Flint: Next is other organizational matters and the first item is the selection of a District depository. We’re recommending the Board designate Truist as your District depository.

On MOTION by Mr. Morgan, seconded by Mr. Bonin, with all in favor, Selection of District Depository Designating Truist Bank as the District Depository, was approved.

**B. Authorization of Bank Account Signatories**

Mr. Flint: Next is authorized bank account signers and we would recommend that you authorize the Secretary, Treasurer, and Assistant Treasurer as signers.

On MOTION by Mr. Morgan, seconded by Mr. Bonin, with all in favor, Authorizing George Flint, Jill Burns, and Katie Costa as Bank Account Signatories, was approved.

**C. Consideration of Resolution 2022-06 Relating to Defense of Board Members**

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Mr. Flint: Next is Resolution 2022-06 relating to the defense of Board members.

Ms. Trucco: This resolution, like George said, relates to the legal representation of the Board of Supervisor members. In summary, basically the District will pay for your legal defense so long as you are not acting outside of the scope of your role as a Supervisor and you're not acting with malicious disregard for the safety or existence of others and their property. So, that's to say if you ever get served with any type of legal document, please notify my firm or George immediately. This is just setting forth the policy. There is a presumption that the CDD will pay for your legal representation unless in pursuant of paragraph seven, you're acting with willful disregard or you're acting outside of the scope of your role as a Board of Supervisor.

On MOTION by Mr. Morgan, seconded by Mr. Bonin, with all in favor, Resolution 2022-06 Relating to Defense of Board Members, was approved.

**D. Consideration of Resolution 2022-07 Authorizing Use of Electronic Documents and Signatures**

Mr. Flint: Next resolution authorizes us to use electronic documents and signatures on documents that legal we are allowed to.

Ms. Trucco: So, that will exclude things like deeds that are required to have an actual signature. But otherwise, the Florida legislature is permitting electronic signatures. Other CDDs are adapting similar policies, so we are comfortable recommending approval for electronic signatures on a number of documents and agreements.

On MOTION by Mr. Morgan, seconded by Mr. Bonin, with all in favor, Resolution 2022-07 Authorizing Use of Electronic Documents and Signatures, was approved.

**E. Consideration of Resolution 2022-08 Authorizing District Counsel Recording the "Notice of Establishment" in the Property Records of Osceola County in Accordance with Chapter 190.0485, Florida Statutes**

Mr. Flint: Next is Resolution 2022-08; Kristen, have you already filed the notice of establishment?

Ms. Trucco: I think we have filed a notice of establishment, but for purposes of today, I'll just have them approve it.

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Mr. Flint: This resolution will either authorize or ratify the recording of the notice of establishment.

Ms. Trucco: Which is a requirement under Florida law that we file a piece of paper in the property of records to put the world on notice that there is a CDD here over this property. We also attached the reported ordinances as well.

Mr. Morgan: I make a motion to approve the resolution.

Ms. Trucco: And actually we have not filed them. We were waiting for the ordinance and approval today.

On MOTION by Mr. Morgan, seconded by Mr. Bonin, with all in favor, Resolution 2022-08 Authorizing District Counsel Recording the "Notice of Establishment" in the Property Records of Osceola County in Accordance with Chapter 190.0485, Florida Statutes, was approved.

**F. Consideration of Resolution 2022-09 Adopting Investment Guidelines**

Mr. Flint: Next is Resolution 2022-09 approving investment guidelines for the District and the District has the option of developing their own investment policy or defaulting to the policy in Section 218.41517 Florida Statutes. We are recommending you default to what is called the alternative investment guidelines which limit our investments in the four categories that are listed there in your resolution.

On MOTION by Mr. Morgan, seconded by Mr. Bonin, with all in favor, Resolution 2022-09 Adopting Alternative Investment Guidelines, was approved.

**G. Consideration of Resolution 2022-10 Authorizing Execution of Public Depositor Report**

Mr. Flint: Resolution 2022-10 authorizes execution of the depositor report.

On MOTION by Mr. Morgan, seconded by Mr. Bonin, with all in favor, Resolution 2022-10 Authorizing Execution of Public Depositor Report, was approved.

**H. Consideration of Resolution 2022-11 Designating a Policy for Public Comment**



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Mr. Flint: Resolution 2022-11 designates a policy for public comment. It also addresses public decorum and some other issues.

On MOTION by Mr. Morgan, seconded by Mr. Bonin, with all in favor, Resolution 2022-11 Designating a Policy for Public Comment, was approved.

**I. Consideration of Resolution 2022-12 Adopting a Travel and Reimbursement Policy**

Mr. Flint: Resolution 2022-12 adopts a travel and reimbursement policy that largely mirrors the state policy as far milage and per diem reimbursement.

On MOTION by Mr. Morgan, seconded by Mr. Bonin, with all in favor, Resolution 2022-12 Adopting a Travel and Reimbursement Policy, was approved.

**J. Consideration of Resolution 2022-13 Adopting a Records Retention Policy**

Mr. Flint: Resolution 2022-13 adopts a records retention policy. It basically says that we are going to keep all records. Later on, we can modify the policy to allow us to dispose of certain records based on the type of record and the time frames, but right now we are just recommending that you adopt a policy saying that we will keep everything.

On MOTION by Mr. Morgan, seconded by Mr. Bonin, with all in favor, Resolution 2022-13 Adopting a Records Retention Policy, Option 2 Retaining All Records, was approved.

**K. Consideration of Website Services Agreement**

Mr. Flint: Item K is the District is required to have an ADA compliant website and there is a proposal from a firm in your agenda to create the website for a onetime fee of \$1,750.00. We recommend you just approve the creation and not the ADA compliance audits.

On MOTION by Mr. Morgan, seconded by Mr. Bonin, with all in, Consideration of Website Services Agreement, was approved.

**L. Consideration of Compensation of Board Members**

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Mr. Flint: Under Chapter 190 you're entitled to \$200 a meeting for a maximum of \$4,800 a year. For the record, we want to know if the Board members accept or wave compensation.

Mr. Morgan: Accept.

Mr. Bonin: Accept.

Mr. Lantrip: Accept.

Mr. Flint: Let the record reflect that the Board members in attendance have elected to receive compensation.

**M. Selection of District Records Office Within Osceola County**

Mr. Flint: Item four is selection of a District of Records office within Osceola County. I guess we get to select your office again.

Mr. Bonin: Okay sure.

Mr. Flint: What's the address?

Mr. Bonin: It's 1408 Hamlin Ave., Unit E, St. Cloud Florida 34771.

Mr. Flint: Is there a motion to approve that as the local records office?

On MOTION by Mr. Morgan, seconded by Mr. Bonin, with all in favor, Selection of District Record Office Within Osceola County as 1408 Hamlin Ave., St. Cloud, Florida, was approved.

**N. Authorization to Prepare Public Facilities Report in Accordance with Chapter 189.08 Florida Statutes to Coincide with Special District Filing Date of August 1<sup>st</sup> for Osceola County**

Mr. Flint: Next is authorization to prepare and file the public facilities report with Osceola County.

On MOTION by Mr. Morgan, seconded by Mr. Bonin, with all in favor, Authorization for staff to prepare a Public Facilities Report in Accordance with Chapter 189.08 Florida Statutes to Coincide with Special District Filing Date of August 1<sup>st</sup> in Osceola County, was approved.

**SIXTH ORDER OF BUSINESS**

**Capital Improvements**

**A. Appointment of the Financing Team**

**1. Bond Counsel**

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Mr. Flint: We have Steve Sanford from Greenberg Traurig on the phone. He has provided an engagement letter that is in your agenda. Any questions for Steve or on the engagement letter?

Mr. Morgan: This looks fairly standard from everything else that he does for us, I make a motion.

On MOTION by Mr. Morgan, seconded by Mr. Bonin, with all in favor, the Agreement with Greenberg Traurig to Serve as Bond Counsel, was approved.

**2. Interim Engineer**

Mr. Flint: Interim engineer you've already retained previously.

**3. Underwriter**

Mr. Flint: You should have an engagement letter from FMS in your agenda.

Mr. Morgan: I have it right here.

Mr. Flint: This is their proposed engagement letter as well as their G17 disclosure. They serve as underwriter at your other Districts.

On MOTION by Mr. Morgan, seconded by Mr. Bonin, with all in favor, the Underwriter Agreement and Disclosure Document with FMS, was approved.

**4. Assessment Administrator**

Mr. Flint: Assessment administration is covered under our district management agreement, so there is no further action required on that.

**5. Trustee**

Mr. Flint: You have a proposal from US Bank to serve as the District's Trustee. Any questions on their proposal?

Mr. Morgan: No.

Mr. Flint: Is there a motion to approve it?

On MOTION by Mr. Morgan, seconded by Mr. Bonin, with all in favor, the Agreement from US Bank to Serve as the Trustee, was approved.

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**B. Approval of Financing Team Funding Agreement**

Mr. Flint: Next is a Bond Team Financing Funding Agreement. Many other professionals get compensated out of the cost of issuant accounts and work on a contingent basis and are compensated once bonds are issues. Some of the professionals in the event that we don't issue, are still entitled to be compensated and for some reason if we don't issue bonds this funding agreement would cover those expenses.

On MOTION by Mr. Morgan, seconded by Mr. Bonin, with all in favor, the Financing Team Funding Agreement with Lennar Homes, LLC., was approved.

**SEVENTH ORDER OF BUSINESS**

**Financing Matters**

**A. Consideration of Resolution 2022-14 Authorizing the Issuance of Bonds and Authorizing the Commencement of Validation Proceedings**

Mr. Flint: Under financing matters, Resolution 2022-14 authorizes the issuance of bonds and commencement of validation proceedings. Steve, do you want to present the resolution?

Mr. Sanford: Yes, of course I'll go through it. Good afternoon, everyone. This is Steve Sanford with Greenberg Traurig serving as the District Bond Counsel. The resolution before you, 2022-14 is a necessary step that the Board has to take in order to issue the bonds under the CDD statutes. Bonds that have a maturity of more than five years have to be validated in the circuit court. In order to get into circuit court, the Board has to adopt a resolution authorizing bonds. That is what this resolution is doing. It's authorizing up to \$30 million in special assessment bonds to be issued in one or more series. It does not bind the Board to issue that amount of bonds, that is just a not to exceed amount. It also authorizes the validation of the bonds and asks the Board to approve two exhibits which are basically substantial form. Obviously, we don't know anything about the terms of the bonds at this point. It's a Master Trust Indenture and Supplemental Indenture. Both of them are between the District and US Bank serving as the trustee. We will come back again when we get closer to the first one with another resolution that has more specificity as far as the bonds and the terms. After any questions, I would recommend moving to adopt 2022-14.

Mr. Morgan: Thank you, Steve. I make a motion to adopt.

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On MOTION by Mr. Morgan, seconded by Mr. Bonin, with all in favor, Resolution 2022-14 Authorizing the Issuance of Bonds and Authorizing the Commencements of Validation Proceedings, was approved.

**EIGHTH ORDER OF BUSINESS**

**Business Items**

There being none, the next item followed.

**NINTH ORDER OF BUSINESS**

**Other Business**

**A. Staff Reports**

**1. Attorney**

Mr. Flint: We have staff reports, anything else Kristen?

Ms. Trucco: No, that's it for me. Thank you.

**2. Manager**

There being none, the next item following.

**B. Supervisors Requests**

There being none, the next item followed.

**C. Approval of Funding Request No. 1**

Mr. Flint: The last item is your funding request #1 and this would allow us to open the bank account, pay for the initial legal advertising, and bind your liability insurance.

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

**TENTH ORDER OF BUSINESS**

**Adjournment**

Mr. Flint: I think that's all we had on the agenda. If there is nothing else, is there a motion to adjourn?

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On MOTION by Mr. Morgan, seconded by Mr. Bonin, with all in favor, the meeting was adjourned.

*George Flint*

Secretary/Assistant Secretary

*Adam Morgan*

Chairman/Vice Chairman