

**MINUTES OF MEETING  
CROSSWINDS EAST  
COMMUNITY DEVELOPMENT DISTRICT**

The regular meeting of the Board of Supervisors of the Crosswinds East Community Development District was held Wednesday, **December 20, 2023** at 1:55 p.m. at 346 E. Central Avenue, Winter Haven, Florida.

Present and constituting a quorum:

Rennie Heath	Chairman
Lauren Schwenk	Vice Chairman
Chuck Cavaretta	Assistant Secretary
Daniel Arnette	Assistant Secretary
Jessica Petrucci	Assistant Secretary

Also present were:

Jill Burns	District Manager, GMS
Roy Van Wyk	District Counsel, KVV Law
Savannah Hancock	District Counsel, KVV Law
Rey Malave <i>by Zoom</i>	District Engineer, Dewberry
Chace Arrington <i>by Zoom</i>	District Engineer, Dewberry
Bob Gang <i>by Zoom</i>	Bond Counsel, Greenburg Traurig
Ashton Bligh <i>by Zoom</i>	Bond Counsel, Greenburg Traurig
Michael Kaminska <i>by Zoom</i>	Harris Civil Engineers
Abdul Alkatry <i>by Zoom</i>	Harris Civil Engineers

**FIRST ORDER OF BUSINESS**

**Roll Call**

Ms. Burns called the meeting to order and called the roll. All five Board members were present constituting a quorum.

**SECOND ORDER OF BUSINESS**

**Public Comment Period**

There were no members of the public present for the meeting.

**THIRD ORDER OF BUSINESS**

**Approval of Minutes of the September 27, 2023 Board of Supervisors and October 11, 2023 Continued Board of Supervisors Meeting**

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Ms. Burns presented the September 27, 2023 Board of Supervisors meeting minutes and the October 11, 2023 Continued Board of Supervisors meeting minutes and asked for any questions, comments, or corrections the Board may have. Hearing no changes, she asked for a motion of approval.

On MOTION by Mr. Heath, seconded by Mr. Cavaretta, with all in favor, the Minutes of the September 27, 2023 Board of Supervisors Meeting and October 11, 2023 Continued Board of Supervisors Meeting, were approved.

#### **FOURTH ORDER OF BUSINESS**

#### **Presentation and Approval of the Amended Master Engineer's Report Dated December 20, 2023**

Mr. Malave presented the Masters Engineer's Report with changes and updates dated December 20, 2023. There are a total of 3,807 units included in the proposal with a total estimated cost of \$169,033,307 broken into four phases. Mr. Malave summarized the report for the Board and offered to answer any questions for the Board. There was some discussion on what permits they do and do not have which they discussed. Mr. Malave will make sure the permit table is up to date. Mr. Van Wyk asked Mr. Malave to confirm that the cost estimates provided in the report are reasonable for the area and that the types of improvements that are to be constructed. Mr. Malave answer was yes. Mr. Van Wyk asked if there was any reason that he believes that the project would not be able to be complete the projects as described in the report. Mr. Malave had no reason to believe the project could not be completed as stated. Lastly, Mr. Van Wyk noted that the current version will be amended to include the most up to date version of the permit table and Ms. Burns asked for a motion of approval.

On MOTION by Mr. Heath, seconded by Ms. Schwenk, with all in favor, the Amended Master Engineer's Report Dated December 20, 2023, was approved as amended.

#### **FIFTH ORDER OF BUSINESS**

#### **Presentation and Approval of Supplemental Assessment Methodology Report for Assessment Area 1 Dated December 20, 2023**

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Ms. Burns stated that they will be asking for the Board to approve the methodology in substantial form because there is still some information they are waiting on to be plugged in as soon as they get it. They are mainly waiting on the legal discription that contains the acreage for the assessment area. Ms. Burns then continued to summarize the report for the Board noted that table 1 shows the development plan with three different product types. Single family 40-foot lots, single family 50-foot lots, and the townhome product type. Table 2 shows the cost estimate from the Engineer's report at \$67,393,116 for this assessment area with an estimated bond sizing of \$24,945,000 shown in table 3. Table 4 outlines the improvement costs per unit. Table 5 outlines the par debt unit. Table 6 breaks down the net and gross annual debt assessments per unit. Table 7 shows all the parcels for the community, and they are waiting on the legal to verify which are within the assessment area which is the table that will be updated. Ms. Burns offered to answer any questions for the Board. Mr. Van Wyk asked Ms. Burns if it was of her opinion that the assessments as imposed are equal to or less than the burden placed on the properties. Her answer was yes. Mr. Van Wyk then asked if it is her opinion that the assessments are fairly and reasonably apportioned across the product types. Her answer was yes. There being no other questions, Ms. Burns asked for a motion to approve the methodology in substantial form.

On MOTION by Mr. Heath, seconded by Mr. Cavaretta, with all in favor, the Supplemental Assessment Methodology Report for Assessment Area 1 Dated December 20, 2023, was approved in substantial form.

## **SIXTH ORDER OF BUSINESS**

### **Consideration of Resolution 2024-01 Delegation Resolution**

Mr. Gang presented the resolution to the Board and noted that attached to the resolution are drafts of the first supplemental trust indenture, the bond purchase agreement, the preliminary limited offering memorandum, a SEC required deemed final certificate, and a continuing disclosure agreement. This is not to exceed \$28,000,000 for assessment area 1. He reported on section 4 which were statutory findings required for the Board to make before negotiating bale as opposed to having a publicly bid sale and it has to do with the nature of the assessment, financing, and market conditions. The offering will be limited to accredited investors in accordance with SEC rules. He also mentioned that there will be no harm to the District by not doing a competitive public sale. The Bond purchase agreement has been submitted by the underwriter. Mr. Gang

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continued to summarize the delegation resolution for the Board and offered to answer any questions for the Board. Hearing none, Mr. Burns asked for a motion of approval.

On MOTION by Ms. Schwenk, seconded by Mr. Heath, with all in favor, Resolution 2024-01 Delegation Resolution, was approved.

## **SEVENTH ORDER OF BUSINESS**

### **Consideration of Series 2023 Developer Agreements**

- A. True-Up Agreement**
- B. Collateral Assignment Agreement**
- C. Acquisition Agreement**
- D. Completion Agreement**
- E. Declaration of Consent**
- F. Notice of Special Assessments**

Mr. Van Wyk stated that they will take the developer agreements in one motion and went over the highlighted points of each agreement with the Board. The Ture-Up Agreement provides that in the event that the number of units that are estimated to be financed and build withing the assessment area 1 are not built then there will be a true-up payment that would be required form the developer to keep the assessment levels as imposed. The Collateral Assignment Agreement gives the District the ability to step into the developer's shoes in the event that the developer does not continue on with their development program so the bond holders and District can step in and exercise those development rights. The Acquisition Agreement is the process and procedures by which the District will acquire work product and improvements from the developer and real property. The Declaration of Consent is the document by which the developer acknowledges and consents to the imposition of the special assessments and waves any inconsistencies. The Notice of Special Assessment is the notice that is recorded in the public records to let everybody know who is buying land in the District that there are special assessments that have been imposed and are existing on the land within the District. He offered to answer any question for the Board and asked for a motion of approval and noting that the first five agreements would be in substantial form.

On MOTION by Mr. Heath, seconded by Ms. Schwenk, with all in favor, the Series 2023 Developer Agreements, were approved in substantial form.

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**EIGHTH ORDER OF BUSINESS****Review and Ranking of Proposals  
Received for Phase 1B and 1C RFP**

Mr. Alkatry noted that bids were opened on December 12, 2023 and four bidders responded. The bid tabulation form was provided in the agenda package and Tucker, Jr. Davis, Kearney, and QGS all submitted responses. Mr. Alkatry went over the bid sheet with the Board and provided a ranking as presented. The lowest bidder for both phase 1B and 1C was QGS and offered to answer any questions. Mr. Van Wyk wanted to confirm that when the proposals were received that all the proposals were complete and met the requirements of the RFP package and Mr. Alkatry did note that they were generally complete and there were a few queries and communication back and forth to complete the missing items and nothing that effected the final outcome of the bid tabulation.

On MOTION by Mr. Arnette, seconded by Ms. Schwenk, with all in favor, Acceptance of the Ranking of Proposals Received for Phase 1B and 1C RFP, was approved.

Mrs. Burns asked for any discussion on moving forward with the reward process and Mr. Arnette motioned to award the project to QSG for phases 1B and 1C.

On MOTION by Mr. Arnette, seconded by Ms. Schwenk, with all in favor, Awarding QGS Base Bid on Both 1B and 1C, was approved.

Ms. Burns noted that they will send a notice on intent to award to QGS to move forward.

**NINTH ORDER OF BUSINESS****Consideration of Temporary Construction  
and Access Easement Agreement for  
Phase 1A, Phase 1B, and Phase 1C Project  
Improvements**

Ms. Burns presented the agreement noting that this will allow the District to have an easement of the property that will allow construction of the improvements for phase 1A-1C and offered to answer any questions.

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On MOTION by Mr. Heath, seconded by Ms. Arnette, with all in favor, the Temporary Construction and Access Easement Agreement for Phase 1A, Phase 1B, and Phase 1C, was approved.

**TENTH ORDER OF BUSINESS**

**Consideration of Construction Funding Agreement for Phase 1A, Phase 1B, and Phase 1C Project Construction**

Ms. Burns stated that this agreement is with GLK, and the entity will find the construction and is eligible to be reimbursed once the bonds are issued.

On MOTION by Ms. Schwenk, seconded by Mr. Cavaretta, with all in favor, the Construction Funding Agreement for Phase 1A, Phase 1B, and Phase 1C Project Construction, was approved.

**ELEVENTH ORDER OF BUSINESS**

**Consideration of 2024 Data Sharing and Usage Agreement with Polk County Property Appraiser**

Ms. Burns presented the agreement to the Board and noted that it is the Counties required annual renewal. She offered to answer any questions. Hearing none, she asked for a motion of approval.

On MOTION by Ms. Schwenk, seconded by Mr. Cavaretta, with all in favor, the 2024 Data Sharing and Usage Agreement with Polk County Property Appraiser, was approved.

**TWELFTH ORDER OF BUSINESS**

**Staff Reports**

**A. Attorney**

Mr. Van Wyk had nothing further for the Board, so the next item followed.

**B. Engineer**

Mr. Malave had nothing further, and the next item followed.

**C. District Manager’s Report**

**i. Approval of Check Register**

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Ms. Burns presented the check register to the Board and noted that it can be found in the agenda package. The dates range from September 16, 2023-December 12, 2023 and totaled \$22,513.63.

On MOTION by Ms. Schwenk, seconded by Mr. Cavaretta, with all in favor, the Check Register, was approved.

**ii. Balance Sheet and Income Statement**

Ms. Burns noted that the financials could be found in the agenda package and offered to answer any questions for the Board. No action was required, and the next item followed.

**NINTH ORDER OF BUSINESS**

**Other Business**

There being no comments, the next item followed.

**TENTH ORDER OF BUSINESS**

**Supervisors Requests and Audience Comments**

There being no comments, the next item followed.

**ELEVENTH ORDER OF BUSINESS**

**Adjournment**

On MOTION by Ms. Schwenk, seconded by Mr. Arnette, with all in favor, the meeting was adjourned.

Jill Burns  
Secretary/Assistant Secretary

DocuSigned by:  
Rennie Heath  
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Chairman/Vice Chairman