**MINUTES OF MEETING**
**WATERSIDE COMMUNITY DEVELOPMENT DISTRICT**

An Organizational Meeting of the Waterside Community Development District was held on April 4, 2022 at 10:00 a.m., at the Courtyard by Marriott Stuart, 7615 SW Lost River Road, Stuart, Florida 34997.

**Present at the meeting were:**

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| Michael Caputo | Chair |
| Tim Smith | Vice Chair |
| Jon Seifel | Assistant Secretary |
| John Csapo | Assistant Secretary |

**Also present were:**

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| Craig Wrathell | District Manager |
| Andrew Kantarzhi | Wrathell, Hunt and Associates, LLC |
| Jere Earlywine (via telephone) | District Counsel |
| Meredith Hammock (via telephone) | KE Law Group, LLC |
| John Gotwald | Interim District Engineer |

**FIRST ORDER OF BUSINESS** **Call to Order/Roll Call**

Mr. Wrathell called the meeting to order at 10:07 a.m.

Mr. Michael Caputo, Mr. Tim Smith, Mr. Jon Seifel and Mr. John Csapo, who were named in the Petition to Establish the District as the Initial Board of Supervisors, were present, in person. Mr. James Harvey, who was also named in the Petition to Establish the District as the Initial Board of Supervisors, was not present.

**SECOND ORDER OF BUSINESS** **Public Comments**

No members of the public spoke.

**GENERAL DISTRICT ITEMS**

**THIRD ORDER OF BUSINESS** **Administration of Oath of Office to Initial Board of Supervisors *(the following will be provided in a separate package)***

Mr. Wrathell, a Notary of the State of Florida and duly authorized, administered the Oath of Office to Mr. Caputo, Mr. Smith, Mr. Seifel and Mr. Csapo. The Supervisors were advised to submit Form 8B to disclose their continuing conflict as Developer representatives serving on the CDD Board. Each Supervisor's Form 8B will be kept on file and attached to executed meeting minutes.

**A. Guide to Sunshine Amendment and Code of Ethics for Public Officers and Employees**

**B. Membership, Obligations and Responsibilities**

**C. Chapter 190, Florida Statutes**

**D. Financial Disclosure Forms**

**I. Form 1: Statement of Financial Interests**

**II. Form 1X: Amendment to Form 1, Statement of Financial Interests**

**III. Form 1F: Final Statement of Financial Interests**

**E. Form 8B: Memorandum of Voting Conflict**

**FOURTH ORDER OF BUSINESS** **Consideration of Resolution 2022-01, Designating Certain Officers of the District, and Providing for an Effective Date**

Mr. Wrathell presented Resolution 2022-01. Mr. Caputo nominated the following slate of officers:

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| Chair | Michael Caputo |
| Vice Chair | Tim Smith |
| Secretary | Craig Wrathell |
| Assistant Secretary | James Harvey |
| Assistant Secretary | Jon Seifel |
| Assistant Secretary | John Csapo |
| Assistant Secretary | Cindy Cerbone |
| Treasurer | Craig Wrathell |
| Assistant Treasurer | Jeff Pinder |

No other nominations were made.

**On MOTION by Mr. Csapo and seconded by Mr. Caputo, with all in favor, Resolution 2022-01, Designating Certain Officers of the District, as nominated, and Providing for an Effective Date, was adopted.**

**FIFTH ORDER OF BUSINESS** **Consideration of Resolution 2022-02, Designating a Date, Time, and Location for Landowners' Meeting of the District, and Providing for an Effective Date**

Mr. Wrathell presented Resolution 2022-02.

**On MOTION by Mr. Smith and seconded by Mr. Csapo, with all in favor, Resolution 2022-02, Designating a Date, Time, and Location of May 6, 2022 at 10:00 a.m., at the Courtyard by Marriott Stuart, 7615 SW Lost River Road, Stuart, Florida 34997, for a Landowners' Meeting of the District, and Providing for an Effective Date, was adopted.**

**ORGANIZATIONAL MATTERS**

**SIXTH ORDER OF BUSINESS** **Consideration of the Following Organizational Matters:**

**A. Resolution 2022-03, Appointing and Fixing the Compensation of the District Manager and Methodology Consultant; Providing an Effective Date**

- **Agreement for District Management Services: *Wrathell, Hunt and Associates, LLC***

Mr. Wrathell presented Resolution 2022-03. He presented the Fee Schedule and Management Agreement and stated, as discussed with Mr. Smith before the meeting, the contractual management fee would be charged for the first three months and then, following the last hearing in July 2022, a $1,000 monthly fee will go into effect until normal CDD activities resume, at which time the customary management fee would resume.

**On MOTION by Mr. Caputo and seconded by Mr. Smith with all in favor, Resolution 2022-03, Appointing and Fixing the Compensation of Wrathell, Hunt and Associates, LLC as the District Manager and Methodology Consultant; Providing an Effective Date, was adopted.**

**B. Resolution 2022-04, Appointing District Counsel for the District, and Authorizing Compensation; and Providing for an Effective Date**

- **Fee Agreement:** ***KE Law Group, PLLC***

Mr. Wrathell presented Resolution 2022-04 and the Fee Agreement.

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| **On MOTION by Mr. Caputo and seconded by Mr. Csapo, with all in favor, Resolution 2022-04, Appointing KE Law Group, PLLC as District Counsel for the District, and Authorizing Compensation; and Providing for an Effective Date, was adopted.** |

**C. Resolution 2022-05, Designating a Registered Agent and Registered Office of the District, and Providing for an Effective Date**

Mr. Wrathell presented Resolution 2022-05.

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| **On MOTION by Mr. Smith and seconded by Mr. Seifel, with all in favor, Resolution 2022-05, Designating Craig Wrathell as the Registered Agent and 2300 Glades Road, Suite 410W, Boca Raton, Florida 33431 as the Registered Office of the District, and Providing for an Effective Date, was adopted.** |

**D. Resolution 2022-06, Appointing an Interim District Engineer for the Waterside Community Development District, Authorizing Its Compensation and Providing an Effective Date**

- **Interim Engineering Services Agreement:** ***The Osborn Engineering Company***

Mr. Wrathell presented Resolution 2022-06 and the Interim Engineering Services Agreement and accompanying Exhibits.

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| **On MOTION by Mr. Csapo and seconded by Mr. Caputo, with all in favor, Resolution 2022-06, Appointing The Osborn Engineering Company as Interim District Engineer for the Waterside Community Development District, Authorizing Its Compensation and Providing an Effective Date, was adopted.** |

**E. Authorization of Request for Qualifications (RFQ) for Engineering Services**

Mr. Wrathell presented the RFQ for Engineering Services and Competitive Selection Criteria.

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| **On MOTION by Mr. Csapo and seconded by Mr. Smith, with all in favor, the Request for Qualifications (RFQ) for Engineering Services and Competitive Selection Criteria and authorizing Staff to advertise, was approved.** |

**F. Board Member Compensation: 190.006 (8), F.S.**

The Board Members declined the allowable compensation.

**G. Resolution 2022-07, Designating the Primary Administrative Office and Principal Headquarters of the District; Designating the Location of the Local District Records Office; and Providing an Effective Date**

This item was deferred.

**H. Resolution 2022-08, Setting Forth the Policy of the District Board of Supervisors with Regard to the Support and Legal Defense of the Board of Supervisors and District Officers, and Providing for an Effective Date**

- **Authorization to Obtain General Liability and Public Officers' Insurance**

Mr. Wrathell presented Resolution 2022-08.

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| **On MOTION by Mr. Caputo and seconded by Mr. Csapo, with all in favor, Resolution 2022-08, Setting Forth the Policy of the District Board of Supervisors with Regard to the Support and Legal Defense of the Board of Supervisors and District Officers, and Providing for an Effective Date, was adopted.** |

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| **On MOTION by Mr. Caputo and seconded by Mr. Smith, with all in favor, authorizing Staff to obtain General Liability and Public Officers' Insurance, was approved.** |

**I. Resolution 2022-09, Providing for the Public's Opportunity to Be Heard; Designating Public Comment Periods; Designating a Procedure to Identify Individuals Seeking to Be Heard; Addressing Public Decorum; Addressing Exceptions; and Providing for Severability and an Effective Date**

Mr. Wrathell presented Resolution 2022-09. This Resolution sets forth the CDD's policy for public comments at meetings and outlines the procedures for public comments.

**On MOTION by Mr. Smith and seconded by Mr. Caputo, with all in favor, Resolution 2022-09, Providing for the Public's Opportunity to Be Heard; Designating Public Comment Periods; Designating a Procedure to Identify Individuals Seeking to Be Heard; Addressing Public Decorum; Addressing Exceptions; and Providing for Severability and an Effective Date, was adopted.**

**J. Resolution 2022-10, Providing for the Appointment of a Records Management Liaison Officer; Providing the Duties of the Records Management Liaison Officer; Adopting a Records Retention Policy; and Providing for Severability and Effective Date**

Mr. Wrathell presented Resolution 2022-10.

**On MOTION by Mr. Caputo and seconded by Mr. Smith, with all in favor, Resolution 2022-10, Providing for the Appointment of a Records Management Liaison Officer; Providing the Duties of the Records Management Liaison Officer; Adopting a Records Retention Policy; and Providing for Severability and Effective Date, was adopted.**

**K. Resolution 2022-11, Granting the Chair and Vice Chair the Authority to Execute Real and Personal Property Conveyance and Dedication Documents, Plats and Other Documents Related to the Development of the District's Improvements; Approving the Scope and Terms of Such Authorization; Providing a Severability Clause; and Providing an Effective Date**

Mr. Wrathell presented Resolution 2022-11. This Resolution grants the Chair and Vice Chair the authority to work with the District Engineer, District Counsel and District Staff and to execute certain documents in between meetings, to avoid delays in construction.

**On MOTION by Mr. Caputo and seconded by Mr. Csapo, with all in favor, Resolution 2022-11, Granting the Chair and Vice Chair the Authority to Execute Real and Personal Property Conveyance and Dedication Documents, Plats and Other Documents Related to the Development of the District's Improvements; Approving the Scope and Terms of Such Authorization; Providing a Severability Clause; and Providing an Effective Date, was adopted.**

**L. Resolution 2022-12, Ratifying, Confirming and Approving the Recording of the Notice of Establishment of the District, and Providing for an Effective Date**

Mr. Wrathell presented Resolution 2022-12.

**On MOTION by Mr. Caputo and seconded by Mr. Seifel, with all in favor, Resolution 2022-12, Ratifying, Confirming and Approving the Recording of the Notice of Establishment of the District, and Providing for an Effective Date, was adopted.**

**M. Authorization of Request for Proposals (RFP) for Annual Audit Services**

Mr. Wrathell presented the RFP For Annual Audit Services.

- **Designation of Board of Supervisors as Audit Committee**

**On MOTION by Mr. Caputo and seconded by Mr. Smith, with all in favor, the Request for Proposals for Annual Auditing Services, authorizing the District Manager to advertise and designating the Board of Supervisors as the Audit Committee, was approved.**

**N. Strange Zone, Inc., Quotation #M22-1014 for District Website Design, Maintenance and Domain Web-Site Design Agreement**

Mr. Wrathell presented the Strange Zone, Inc. (SZI) proposal.

**On MOTION by Mr. Caputo and seconded by Mr. Csapo, with all in favor, the Strange Zone, Inc., Quotation #M22-1014 for District Website Design, Maintenance and Domain Web-Site Design Agreement, in the amount of $1,679.99, was approved.**

**O. ADA Site Compliance Proposal for Website Compliance Shield, Accessibility Policy and One (1) Annual Technological Audit**

Mr. Wrathell presented the ADA Site Compliance (ADASC) proposal.

**On MOTION by Mr. Caputo and seconded by Mr. Smith, with all in favor, the ADA Site Compliance Proposal for Website Compliance Shield, Accessibility Policy and One (1) Annual Technological Audit, in the amount of $210 per year, was approved.**

**P. Resolution 2022-13, to Designate Date, Time and Place of Public Hearing and Authorization to Publish Notice of Such Hearing for the Purpose of Adopting Rules of Procedure; and Providing an Effective Date**

**I. Rules of Procedure**

**II. Notices [Rule Development and Rulemaking]**

These items were included for informational purposes.

Mr. Wrathell presented Resolution 2022-13.

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| **On MOTION by Mr. Csapo and seconded by Mr. Smith, with all in favor, Resolution 2022-13, to Designate Date, Time and Place of July 6, 2022 at 10:00 a.m., at the Courtyard by Marriott Stuart, 7615 SW Lost River Road, Stuart, Florida 34997, Public Hearing and Authorization to Publish Notice of Such Hearing for the Purpose of Adopting Rules of Procedure; and Providing an Effective Date, was adopted.** |

**Q. Resolution 2022-14, Designating Dates, Times and Locations for Regular Meetings of the Board of Supervisors of the District for Fiscal Year 2021/2022 and Providing for an Effective Date**

This item was deferred.

**R. Resolution 2022-15, Approving the Florida Statewide Mutual Aid Agreement; Providing for Severability; and Providing for an Effective Date**

Mr. Wrathell presented Resolution 2022-15.

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| **On MOTION by Mr. Caputo and seconded by Mr. Smith, with all in favor, Resolution 2022-15, Approving the Florida Statewide Mutual Aid Agreement; Providing for Severability; and Providing for an Effective Date, was adopted.** |

**S. Stormwater Management Needs Analysis Reporting Requirements**

Mr. Wrathell stated new legislation requires CDDs to prepare a 20-year Stormwater Management Needs Analysis Report to document the CDD's anticipated future stormwater system needs. Discussion ensued regarding when the CDD would take on stormwater facilities and maintenance responsibilities and how this requirement might be addressed.

Ms. Hammock stated a letter could be submitted stating that the CDD recognizes the requirement but does not own or operate a stormwater system at this time and that, upon receipt or construction of such facilities, the Report will be prepared and submitted.

**BANKING MATTERS**

**SEVENTH ORDER OF BUSINESS** **Consideration of the Following Banking Matters:**

**A. Resolution 2022-16, Designating a Public Depository for Funds of the District and Providing an Effective Date**

Mr. Wrathell presented Resolution 2022-16. Funding requests will be sent to Mr. Smith.

**On MOTION by Mr. Caputo and seconded by Mr. Csapo, with all in favor, Resolution 2022-16, Designating Truist Bank as Public Depository for Funds of the District and Providing an Effective Date, was adopted.**

**B. Resolution 2022-17, Directing the District Manager to Appoint Signors on the Local Bank Account; and Providing an Effective Date**

Mr. Wrathell presented Resolution 2022-17.

**On MOTION by Mr. Smith and seconded by Mr. Caputo, with all in favor, Resolution 2022-17, Directing the District Manager to Appoint Signors on the Local Bank Account; and Providing an Effective Date, was adopted.**

**BUDGETARY MATTERS**

**EIGHTH ORDER OF BUSINESS** **Consideration of the Following Budgetary Matters:**

**A. Resolution 2022-18, Approving a Proposed Budget for Fiscal Year 2021/2022 and Fiscal Year 2022/2023 and Setting a Public Hearing Thereon Pursuant to Florida Law; Addressing Transmittal, Posting and Publication Requirements; Addressing Severability; and Providing for an Effective Date**

Mr. Wrathell presented Resolution 2022-18. He presented the proposed Fiscal Year 2022 and Fiscal Year 2023 budgets, which will be Landowner-funded, with expenses funded as they are incurred.

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| **On MOTION by Mr. Caputo and seconded by Mr. Smith, with all in favor, Resolution 2022-18, Approving a Proposed Budget for Fiscal Year 2021/2022 and Fiscal Year 2022/2023 and Setting a Public Hearing Thereon Pursuant to Florida Law for July 6, 2022 at 10:00 a.m., at the Courtyard by Marriott Stuart, 7615 SW Lost River Road, Stuart, Florida 34997; Addressing Transmittal, Posting and Publication Requirements; Addressing Severability; and Providing for an Effective Date, was adopted.** |

**B. Fiscal Year Budget Funding Agreements [2021/2022 and 2022/2023]**

Mr. Wrathell presented the Budget Funding Agreements.

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| **On MOTION by Mr. Csapo and seconded by Mr. Smith, with all in favor, the Fiscal Year 2021/2022 and 2022/2023 Budget Funding Agreements, were approved.** |

**C. Resolution 2022-19, Adopting the Alternative Investment Guidelines for Investing Public Funds in Excess of Amounts Needed to Meet Current Operating Expenses, in Accordance with Section 218.415(17), Florida Statutes**

Mr. Wrathell presented Resolution 2022-19.

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| **On MOTION by Mr. Caputo and seconded by Mr. Csapo, with all in favor, Resolution 2022-19, Adopting the Alternative Investment Guidelines for Investing Public Funds in Excess of Amounts Needed to Meet Current Operating Expenses, in Accordance with Section 218.415(17), Florida Statutes, was adopted.** |

**D. Resolution 2022-20, Authorizing the Disbursement of Funds for Payment of Certain Continuing Expenses Without Prior Approval of the Board of Supervisors; Authorizing the Disbursement of Funds for Payment of Certain Non-Continuing Expenses Without Prior Approval of the Board of Supervisors; Providing for a Monetary Threshold; and Providing for an Effective Date**

Mr. Wrathell presented Resolution 2022-20.

**On MOTION by Mr. Caputo and seconded by Mr. Smith, with all in favor, Resolution 2022-20, Authorizing the Disbursement of Funds for Payment of Certain Continuing Expenses Without Prior Approval of the Board of Supervisors; Authorizing the Disbursement of Funds for Payment of Certain Non-Continuing Expenses Without Prior Approval of the Board of Supervisors; Providing for a Monetary Threshold; and Providing for an Effective Date, was adopted.**

**E. Resolution 2022-21, Adopting a Policy for Reimbursement of District Travel Expenses; and Providing for Severability and an Effective Date**

Mr. Wrathell presented Resolution 2022-21.

**On MOTION by Mr. Caputo and seconded by Mr. Smith, with all in favor, Resolution 2022-21, Adopting a Policy for Reimbursement of District Travel Expenses; and Providing for Severability and an Effective Date, was adopted.**

**F. Resolution 2022-22, Adopting Prompt Payment Policies and Procedures Pursuant to Chapter 218, Florida Statutes; Providing a Severability Clause; and Providing an Effective Date**

Mr. Wrathell presented Resolution 2022-22.

**On MOTION by Mr. Caputo and seconded by Mr. Smith, with all in favor, Resolution 2022-22, Adopting Prompt Payment Policies and Procedures Pursuant to Chapter 218, Florida Statutes; Providing a Severability Clause; and Providing an Effective Date, was adopted.**

**G. Resolution 2022-23, Adopting an Internal Controls Policy Consistent with Section 218.33, Florida Statutes; Providing an Effective Date**

Mr. Wrathell presented Resolution 2022-23

**On MOTION by Mr. Caputo and seconded by Mr. Smith, with all in favor, Resolution 2022-23, Adopting an Internal Controls Policy Consistent with Section 218.33, Florida Statutes; Providing an Effective Date, was adopted.**

**H. Consideration of E-Verify Memo with MOU**

Mr. Wrathell presented District Counsel's E-Verify Memo related to the requirement for all employers to verify employment eligibility utilizing the E-Verify System and the requirement for the CDD to enroll with E-Verify and execute a Memorandum of Understanding (MOU) with E-Verify.

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| **On MOTION by Mr. Caputo and seconded by Mr. Smith, with all in favor, acknowledging the E-Verify Memo requirements, as set forth in the KE Law Group PLLC Memorandum, and authorizing enrollment and utilization of the E-Verify program, was approved.** |

**BOND FINANCING RELATED MATTERS**

**NINTH ORDER OF BUSINESS** **Consideration of the Following Bond Financing Related Matters:**

The following items were deferred:

**A. Bond Financing Team Funding Agreement**

**B. Engagement of Bond Financing Professionals**

**I. Underwriter//Investment Banker: *FMSbonds, Inc.***

**II. Bond Counsel: *Greenberg Traurig, P.A.***

**III. Trustee, Paying Agent and Registrar: *U.S. Bank Trust Company, N.A.***

**C. Resolution 2022-24, Designating a Date, Time, and Location of a Public Hearing Regarding the District's Intent to Use the Uniform Method for the Levy, Collection, and Enforcement of Non-Ad Valorem Special Assessments as Authorized by Section 197.3632, Florida Statutes; Authorizing the Publication of the Notice of Such Hearing; and Providing an Effective Date**

**D. Presentation of Engineer's Report**

**E. Presentation of Master Special Assessment Methodology Report**

**F. Resolution 2022-25, Declaring Special Assessments; Designating The Nature And Location of The Proposed Improvements; Declaring The Total Estimated Cost of the Improvements, the Portion to be Paid By Assessments, and the Manner and Timing in Which The Assessments are to be Paid; Designating the Lands Upon Which The Assessments Shall Be Levied; Providing for an Assessment Plat and a Preliminary**

**Assessment Roll; Addressing the Setting of Public Hearings; Providing for Publication of this Resolution; and Addressing Conflicts, Severability and an Effective Date**

**G. Resolution 2022-27, Authorizing the Issuance of Not to Exceed $____________ Waterside Community Development District Capital Improvement Revenue Bonds, in One or More Series; Approving the Form of a Master Trust Indenture; Appointing a Trustee, Registrar and Paying Agent; Approving a Capital Improvement Program; Authorizing the Commencement of Validation Proceedings Relating to the Bonds; and Providing an Effective Date**

**TENTH ORDER OF BUSINESS** **Staff Reports**

**A. District Counsel: *KE Law Group, PLLC***

There was no report.

**B. District Engineer (Interim): *The Osborne Engineering Company***

Mr. Gotwald asked if the Draft Engineer's Report is acceptable and if any additional information is required. Mr. Wrathell believed that further revisions would not be necessary until the CDD is ready to move forward with financing.

Ms. Hammock concurred.

**C. District Manager: *Wrathell, Hunt and Associates, LLC***

There was no report.

**ELEVENTH ORDER OF BUSINESS** **Board Members' Comments/Requests**

There were no Board Members' comments or requests.

**TWELFTH ORDER OF BUSINESS** **Public Comments**

No members of the public spoke.

**THIRTEENTH ORDER OF BUSINESS** **Adjournment**

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| **On MOTION by Mr. Csapo and seconded by Mr. Seifel, with all in favor, the meeting adjourned at 10:50 p.m.** |

Cindy Cerbone
Secretary/Assistant Secretary

Chair/Vice Chair