

**MINUTES OF MEETING
LOWERY HILLS COMMUNITY DEVELOPMENT DISTRICT**

The Board of Supervisors of the Lowery Hills Community Development District held a Regular Meeting on November 13, 2024 at 1:30 p.m., at the Lake Alfred Public Library, 245 N Seminole Avenue, Lake Alfred, Florida 33850.

Present were:

Bill Fife	Chair
Owen Budorick	Vice Chair
Candice Bain	Assistant Secretary
Baron Woodard	Assistant Secretary

Also present:

Ernesto Torres	District Manager
Jere Earlywine	District Counsel
Steve Sanford (via telephone)	Bond Counsel

FIRST ORDER OF BUSINESS

Call to Order/Roll Call

Mr. Torres called the meeting to order at 1:32 p.m. Supervisors Woodard, Bain, Budorick and Fife were present. One seat was vacant.

SECOND ORDER OF BUSINESS

Public Comments

No members of the public spoke.

THIRD ORDER OF BUSINESS

Consider Appointment to Fill Unexpired Term of Seat 5; Term Expires November 2026

- **Administration of Oath of Office (the following will be provided in a separate package)**
 - A. Required Ethics Training and Disclosure Filing**
 - **Sample Form 1 2023/Instructions**
 - B. Membership, Obligation and Responsibilities**

- C. **Guide to Sunshine Amendment and Code of Ethics for Public Officers and Employees**
- D. **Form 8B: Memorandum of Voting Conflict for County, Municipal and other Local Public Officers**

These items were deferred.

FOURTH ORDER OF BUSINESS

Consideration of Resolution 2025-01, Electing and Removing Officers of the District and Providing for an Effective Date

Mr. Torres presented Resolution 2025-01.

Discussion ensued regarding the intention to appoint Mr. Erick Morisette to fill Seat 5.

Although an official appointment was not made at the meeting, the Board decided to add Mr. Morisette to the Board as an Assistant Secretary, pending official appointment.

Mr. Fife nominated the following:

Bill Fife	Chair
Owen Budorick	Vice Chair
Baron Woodard	Assistant Secretary
Candice Bain	Assistant Secretary
Erick Morisette	Assistant Secretary

No other nominations were made.

The following prior appointments by the Board remain unaffected by this Resolution:

Craig Wrathell	Secretary
Ernesto Torres	Assistant Secretary
Craig Wrathell	Treasurer
Jeff Pinder	Assistant Treasurer

On MOTION by Mr. Fife and seconded by Mr. Woodard, with all in favor, Resolution 2025-01, Electing, as nominated, and Removing Officers of the District and Providing for an Effective Date, was adopted.

FIFTH ORDER OF BUSINESS

Presentation of First Supplemental Engineer's Report

Mr. Earlywine distributed and presented an updated version of the First Supplemental Engineer's Report dated September 2024, which replaces the version in the agenda. The Report describes the Capital Improvement Plan (CIP) for Phases W1, E-4, E-5 and E-6, known as Assessment Area One, which anticipates developing 423 residential units and a total estimated cost of \$21,876,800. The Report has all the findings needed to move forward with bond issuance, in that the CIP is feasible and the cost estimates are reasonably in line with market conditions. He requested approval in substantial form for the purposes of bond issuance.

On MOTION by Mr. Fife and seconded by Mr. Budorick, with all in favor, the First Supplemental Engineer's Report dated September 2024, in substantial form, was approved.

SIXTH ORDER OF BUSINESS

Presentation of First Supplemental Special Assessment Methodology Report

Mr. Torres presented the First Supplemental Special Assessment Methodology Report for Phases W1, E4, E5 and E6, known as Assessment Area One, dated September 11, 2024. To incorporate the version of the First Supplemental Engineer's Report Mr. Earlywine just presented in this Methodology Report, approval will be in substantially final form. He highlighted the following:

- One Page 29, Table 1 describes the 2024 Project Development Plan which comprises of 423 units.
- One Page 29, Table 2 describes the 2024 Project Estimated Costs which will be updated from To Be Determined (TBD).
- One Page 29, Table 3 Preliminary Sources and Uses of Funds outlines the par amount of bonds at \$12,300,000 to fund the \$10,998.324.99 Project.
- On Page 30, Table 6 outlines the Series 2024 Bond Assessment Apportionment.

On MOTION by Mr. Woodard and seconded by Mr. Budorick, with all in favor, the First Supplemental Special Assessment Methodology Report dated September 11, 2024, in substantial form, was approved.

SEVENTH ORDER OF BUSINESS

Consideration of Resolution 2025-02, Authorizing the Issuance of Not Exceeding \$15,000,000 Lowery Hills Community Development District, Special Assessment Bonds, Series 2024 (Assessment Area One) (the “Bonds”) to Finance Certain Public Infrastructure Within a Designated Assessment Area Referred to as Assessment Area One Within the District; Determining the Need for a Negotiated Limited Offering of the Bonds and Providing for a Delegated Award of Such Bonds; Appointing the Underwriter for the Limited Offering of the Bonds; Approving the Form of and Authorizing the Execution and Delivery of a Bond Purchase Contract With Respect to the Bonds; Authorizing the Use of that Certain Master Trust Indenture Previously Approved With Respect to the Bonds; Approving the Form of and Authorizing the Execution and Delivery of a First Supplemental Trust Indenture Governing the Bonds; Approving the Form of and Authorizing the Distribution of a Preliminary Limited Offering Memorandum; Approving the Execution and Delivery of a Final Limited Offering Memorandum; Approving the Form of and Authorizing the Execution of a Continuing Disclosure Agreement, and Appointing a Dissemination Agent; Approving the Application of Bond Proceeds; Authorizing Certain Modifications to the Assessment Methodology Report and Engineer’s Report; Making Certain Declarations; Providing for the Registration of the Bonds Pursuant to the DTC Book-Entry Only System; Authorizing the Proper Officials to do All Things Deemed Necessary in Connection with the Issuance, Sale and Delivery of the Bonds; and Providing for Severability, Conflicts and an Effective Date

Mr. Sanford presented Resolution 2025-02, known as the Delegation Resolution, which accomplishes the following:

- Sets forth that the principal amount of bonds the CDD is authorizing is \$15 million to finance certain public infrastructure for the benefit of the designated Assessment Area One.
- Sets forth certain parameters that, if met, authorizes the Chair or Vice Chair to execute the Bond Purchase Contract without the need for a Special Meeting.
- Approves the forms of Exhibit documents attached to the Resolution, including the Bond Purchase Contract with FMSbonds, Inc. to purchase the first Series 2024 bonds; Preliminary Limited Offering Memorandum (PLOM) to be used to market the bonds; Continuing Disclosure Agreement; a revised First Supplemental Trust Indenture with Regions Bank; and authorizes certain modifications to the Assessment Methodology Report and Engineer’s Report, without the need for a Special Meeting.
- Authorizes the issuance of Special Assessment Bonds in the principal amount not exceeding \$15 million.
- Sets forth that the interest rate on the bonds shall not exceed the maximum statutory rate.
- Sets forth that the Series 2024 bonds shall have a final maturity not later than the maximum term allowed by Florida law, which is currently 30 years of principal amortization.
- Sets forth that the price at which the Series 2024 Bonds shall be sold to the Underwriter shall not be less than 98% of the aggregate face amount of the Series 2024 bonds, exclusive of original issue discount.

On MOTION by Mr. Fife and seconded by Mr. Budorick, with all in favor, Resolution 2025-02, Authorizing the Issuance of Not Exceeding \$15,000,000 Lowery Hills Community Development District, Special Assessment Bonds, Series 2024 (Assessment Area One) (the “Bonds”) to Finance Certain Public Infrastructure Within a Designated Assessment Area Referred to as Assessment Area One Within the District; Determining the Need for a Negotiated Limited Offering of the Bonds and Providing for a Delegated Award of Such Bonds; Appointing the Underwriter for the Limited Offering of the Bonds; Approving the Form of and Authorizing the Execution and Delivery of a Bond Purchase Contract With Respect to the Bonds; Authorizing the Use of that Certain Master Trust Indenture Previously Approved With Respect to the Bonds; Approving the Form

of and Authorizing the Execution and Delivery of a First Supplemental Trust Indenture Governing the Bonds; Approving the Form of and Authorizing the Distribution of a Preliminary Limited Offering Memorandum; Approving the Execution and Delivery of a Final Limited Offering Memorandum; Approving the Form of and Authorizing the Execution of a Continuing Disclosure Agreement, and Appointing a Dissemination Agent; Approving the Application of Bond Proceeds; Authorizing Certain Modifications to the Assessment Methodology Report and Engineer’s Report; Making Certain Declarations; Providing for the Registration of the Bonds Pursuant to the DTC Book-Entry Only System; Authorizing the Proper Officials to do All Things Deemed Necessary in Connection with the Issuance, Sale and Delivery of the Bonds; and Providing for Severability, Conflicts and an Effective Date, was adopted.

EIGHTH ORDER OF BUSINESS

Consideration of Resolution 2025-03, Setting Forth the Specific Terms of the District’s Special Assessment Bonds, Series 2024 (“Bonds”); Making Certain Additional Findings and Confirming and/or Adopting an Engineer’s Report and a Supplemental Assessment Report; Delegating Authority to Prepare Final Reports and Update this Resolution; Confirming the Maximum Assessment Lien Securing the Bonds; Addressing the Allocation and Collection of the Assessments Securing the Bonds; Addressing Prepayments; Addressing True-Up Payments; Providing for the Supplementation of the Improvement Lien Book; and Providing for Conflicts, Severability and an Effective Date

Mr. Earlywine presented Resolution 2025-03, which delegates authority to finalize the assessments once the bonds are priced.

On MOTION by Mr. Woodard and seconded by Mr. Fife, with all in favor, Resolution 2025-03, Setting Forth the Specific Terms of the District’s Special Assessment Bonds, Series 2024 (“Bonds”); Making Certain Additional Findings and Confirming and/or Adopting an Engineer’s Report and a Supplemental Assessment Report; Delegating Authority to Prepare Final Reports and Update this Resolution; Confirming the Maximum Assessment Lien Securing the Bonds; Addressing the Allocation and Collection of the Assessments Securing the Bonds;

Addressing Prepayments; Addressing True-Up Payments; Providing for the Supplementation of the Improvement Lien Book; and Providing for Conflicts, Severability and an Effective Date, was adopted.

NINTH ORDER OF BUSINESS

Consideration of Forms of Issuer’s Counsel Documents

Mr. Earlywine presented the following for approval in substantial form:

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

On MOTION by Mr. Woodard and seconded by Mr. Budorick, with all in favor, the Collateral Assignment Agreement, Completion Agreement, Declaration of Consent, Disclosure of Public Finance, Notice of Special Assessments and True Up Agreement, al in substantial form, were approved.

TENTH ORDER OF BUSINESS

Consideration of Resolution 2025-04, Designating the Location of the Local District Records Office and Providing an Effective Date

This item was deferred.

ELEVENTH ORDER OF BUSINESS

Acceptance of Unaudited Financial Statements as of September 30, 2024

On MOTION by Mr. Woodard and seconded by Mr. Budorick, with all in favor, the Unaudited Financial Statements as of September 30, 2024, were accepted.

TWELFTH ORDER OF BUSINESS

Approval of September 11, 2024 Public Hearing and Regular Meeting Minutes

On MOTION by Mr. Budorick and seconded by Mr. Fife, with all in favor, the September 11, 2024 Public Hearing and Regular Meeting Minutes, as presented, were approved.

THIRTEENTH ORDER OF BUSINESS

Staff Reports

A. District Counsel: Kutak Rock, LLP

Discussion ensued regarding the status of permits, upcoming Design Review Committee (DRC) meetings specific to Phases 1 and 2, conditional approval of the PSP and the target date to issue bonds for Phase 1 and possibly Phase 4 being January 2025.

- **Consideration of Authorization for Acquisition of Work Product and Improvements**

Discussion ensued regarding the acquisition process and District Counsel working with Jose to finalize the appropriate documents for the payout requisition.

On MOTION by Mr. Woodard and seconded by Mr. Budorick, with all in favor, Acquisition of Work Product & Improvements up to the amounts in the Engineer’s Report and authorizing Staff to prepare the related documents, were approved.

B. District Engineer (Interim): Stephens Barrios Engineering

There was no report.

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

- **NEXT MEETING DATE: December 11, 2024 at 1:30 PM**
 - **QUORUM CHECK**

The next meeting will be held on December 11, 2024, unless cancelled.

FOURTEENTH ORDER OF BUSINESS

Board Members’ Comments/Requests

There were no Board Members’ comments or requests.

FIFTEENTH ORDER OF BUSINESS

Public Comments

No members of the public spoke.

SIXTEENTH ORDER OF BUSINESS

Adjournment

On MOTION by Mr. Woodard and seconded by Mr. Budorick, with all in favor, the meeting adjourned at 1:51 p.m.

[SIGNATURES APPEAR ON THE FOLLOWING PAGE]


Secretary/Assistant Secretary


Chair/Vice Chair