

# NORTHWOOD COMMUNITY DEVELOPMENT DISTRICT

November 6, 2007 Minutes of Meeting

## *Minutes of the Meeting*

The Regular Meeting of the Board of Supervisors for Northwood Community Development District was held on Tuesday, November 6, 2007 at 7:00 p.m. at the Publix Conference Room located at 1920 County Road 581, Wesley Chapel, Florida 33543.

### **1. CALL TO ORDER**

Mr. Altman called the meeting of the Northwood Community Development District to order at approximately 7:05 p.m.

#### Board Members Present and Constituting a Quorum:

|                  |               |
|------------------|---------------|
| Linda Stachewicz | Vice Chairman |
| Barbara Cruz     | Supervisor    |
| David Wenck      | Supervisor    |
| Eric DaGama      | Supervisor    |

#### Board Members Present via Speakerphone:

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| Charlie Meeks | Chairman |
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#### Staff Members Present:

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| Peter Altman | District Manager, District Management Services, LLC |
| Brian Lamb   | District Management Services, LLC                   |
| Tracy Robin  | District Counsel, Straley & Robin                   |
| Ed Bulleit   | District Underwriter, Prager, Sealy & Co., LLC      |

#### Audience Present:

|                   |              |
|-------------------|--------------|
| Tonja Stewart     | WilsonMiller |
| Various Residents |              |

### **2. BUSINESS ITEMS**

#### A. Consideration of Participation of Board Members via Telephone

Mr. Altman briefly recapped the items included on the agenda for the benefit of those audience members not having an agenda.

He discussed Business Item C relating to Board participation via telephone. After working with District Counsel and reviewing formal opinions of the Attorney General, it is recommended that the Board adopt parameters for constituting a valid excused physical absence (circulated behind Tab 7).

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| MOTION TO:   | Allow Chairman Charlie Meeks to participate at tonight's meeting via telephone and vote on any items presented for vote; and Establish a policy effective with the next Board that any member from the Board having three (3) consecutive absences would be asked to voluntarily resign their position. |
| MADE BY:     | Supervisor Stachewicz   |
| SECONDED BY: | Supervisor Cruz   |
| DISCUSSION:  | It was recommended that each portion of the motion be presented and considered separately. Original motion was rescinded.   |

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| Motion To:   | Allow Chairman Charlie Meeks to participate at tonight's meeting via telephone and be permitted to vote accordingly. |
| MADE BY:     | Supervisor Stachewicz  |
| SECONDED BY: | Supervisor Cruz  |
| RESULT:      | 4/0 - Motion passed unanimously (Abstained: Meeks)   |

Ms. Stachewicz restated the second portion of the motion now be presented independently. Mr. Robin reminded the Board that the law requires a quorum of members physically in attendance at the meeting location for the meeting to occur. A participant via telephone is not considered for purposes of determining the presence of a quorum. It was stated that if a member participating via telephone is permitted to vote, then they should likewise be compensated for their attendance.

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| MOTION TO:   | Establish a policy to request the voluntary resignation of any Board member absent from three (3) consecutive meetings, effective with the next meeting.  |
| MADE BY:     | Supervisor Stachewicz   |
| SECONDED BY: | Supervisor Cruz   |
| DISCUSSION:  | District Counsel noted that there is no provision in the Statutes authorizing the Board to remove one of its members. It would be a completely voluntary policy of the Board and no consequences can be imposed if a Board member declines or refuses to resign as dictated by this policy. |
| RESULT:      | 2/3 - Motion failed (Opposed: DaGama, Wenck, and Meeks)   |

In order to allow the Board to address matters for which additional consultants/staff have been requested to present, the Board moved items related to the capital improvement plan and bond refunding forward on the agenda...

#### B. Capital Improvement Plan (Tab 3)

Distributed in the agenda, was a recommended improvement plan. The District has previously been presented with information regarding the ability to refinance the current debt to benefit from lower interest rates, and also be able to utilize funds resulting from the overall finance saving for the needed community improvements. The Board has held a community workshop and has also received other community input. Based on some of the previous discussion, Staff has put together some items and worked with Tonja Stewart to determine associated costs. He noted that any actions taken by the Board tonight would not finalize any refinancing efforts, but to determine if there is a desire to proceed and if so, set the stage for the Board to formally consider this item. He noted that assistance was requested of Ms. Stewart since the firm she represents, WilsonMiller, was the firm that performed all of the engineering work previously identified in the capital improvement plan, particularly relating to the clubhouse.

Ms. Stewart presented the Board with a contract for engineering services, which has been reviewed by District Counsel. There are changes that were made to the contract being considered based on the recommendations of Counsel. Mr. Robin stated that the contract was in acceptable form. She noted that she has been requested to revise with the engineer's report. Ms. Stewart presented a proposal in the lump sum of \$5,000 to complete the revision of the report and attend any needed meetings/hearings, or provide opinion letters required for the bond issuance process. This contract does not include any provisions for construction work after the bonds are issued. If the Board would like to consider selecting WilsonMiller as District Engineer, an additional contract would be presented for consideration.

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| MOTION TO:   | Approve the contract for Professional Services from WilsonMiller for the revision of the Engineer's Report (\$5,000) and services associated the bond refinancing process. |
| MADE BY:     | Supervisor Meeks   |
| SECONDED BY: | Supervisor Stachewicz  |
| DISCUSSION:  | A brief discussion ensued to clarify the contract provisions if the Board decides tonight not to move forward with the refinancing of the bonds.                           |
| RESULT:      | 5/0 - Motion passed unanimously  |

Ms. Stewart reviewed the revisions she has prepared to the Engineer's Report (distributed under separate cover). She stated that this is a revision to the report prepared by WilsonMiller in 2006. The amount of money identified in the scope of work has basically been reduced, there has been a reduction in clubhouse square footage, and security including the addition of landscaping around the clubhouse has been updated.

Ms. Stewart stated that the basis of her report is to confirm that the projected costs contained are fair and reasonable based on the specs of the project.

C. Bond Refinancing (Tab 4)

1. Presentation of Engineers Report
2. Presentation of Assessment Methodology
3. Consideration of Resolution 2008-01, Declaring Special Assessments

Mr. Ed Bulleit, Prager, Sealy & Co., gave a brief report on the economics of the refinancing. He stated that there is an opportunity for the District to refinance its 1995 bonds at a lower interest rate. The current interest on the bonds is 7.6%. Conservatively in today's market, the average coupon rate is 4.50%. This would be the refinancing of a non-rated outstanding bond, and issue with a rated bond at a lower rate. By doing so, the District is able to achieve an upfront savings and not increase the debt to existing homeowners. Based on the preliminary numbers run, the District would gain available funds of approximately \$370,000, but that is inclusive of the fees contained within the original promissory note which total approximately \$84,000. This would result in new project funds of approximately \$286,000. Mr. Bulleit stated that his firm has been able to secure the District "AA" insured rate through Radian. He also noted that they were able to obtain an insurance policy to replace the debt service reserve account.

Mr. Altman distributed copies of the Preliminary Special Assessment Methodology report. What is being proposed would not increase the per lot assessments, nor extend the term of the original bonds. However, there is an overall savings that may be obtained through the favorable exchange of interest rates and the release of various funds held such as debt service reserve. This will enable the District to fund a capital improvement plan. The four residences that have prepaid their debt service assessments for the Series 1995 bonds will be assessed for their proportionate share of the new Series 2008 issuance but only relating to the additional funds received from the refinancing allocated to fund the new capital improvement project. Mr. Altman noted that those individuals related to the closing of the refinancing have reviewed and provided comment to the report, including District Counsel, Bond Counsel, and the Underwriter.

Mr. Robin briefly discussed the requirement for all Landowners to be notified of the public hearing related to the bond refinancing, along with the disclosure of the assessment impact that would result to each lot. A form of the letter was circulated for the Board's review. The letter is fundamentally the same as presented last year, and has been modified to reflect current specifications of the refunding. He noted that much of the

language contained within the letter is statutorily required. A copy of the approved methodology report will be included with the letter.

Mr. Altman noted that the Board has also been given a copy of Resolution 2008-01. He asked Mr. Robin to review the resolution. He noted that this resolution would declare the intent of the District to refinance the bonds and set the public hearing date. It was noted that originally two resolutions were presented; however, this can be accomplished by one resolution. The originally presented Resolution 2008-02 will be void and the number made available for the next item of business. Resolution 2008-01 would essentially start the process for the refinancing. It would be completed based on the figures contained within the reports presented today and also the public hearing date information selected by the Board. Staff recommends that the public hearing be scheduled for the week of December 10, 2007.

Mr. Robin read the principal purposes (short title) of the resolution for purposes of the record. The date and time of the public hearing will be Tuesday, December 11, 2007 at 7:00 pm at the Meadow Pointe I Clubhouse located at 28245 County Line Road, Wesley Chapel, Florida 33543.

**A RESOLUTION OF THE BOARD OF SUPERVISORS OF THE NORTHWOOD COMMUNITY DEVELOPMENT DISTRICT DECLARING SPECIAL ASSESSMENTS; PROVIDING FOR THE REFUNDING OF THE DISTRICT'S SPECIAL ASSESSMENT REVENUE BONDS, SERIES 1995; INDICATING THE LOCATION, NATURE AND ESTIMATED COST OF THOSE IMPROVEMENTS WHOSE COST IS TO BE DEFRAID BY THE SPECIAL ASSESSMENTS; PROVIDING THE MANNER IN WHICH SUCH SPECIAL ASSESSMENTS SHALL BE MADE; DESIGNATING LANDS UPON WHICH THE SPECIAL ASSESSMENTS SHALL BE LEVIED; ADOPTING A PRELIMINARY ASSESSMENT ROLL; PROVIDING FOR AND SETTING THE TIME AND PLACE FOR A PUBLIC HEARING TO CONSIDER THE ADVISABILITY AND PROPRIETY OF SAID ASSESSMENTS AND THE RELATED IMPROVEMENTS; PROVIDING FOR NOTICE OF SAID PUBLIC HEARING; PROVIDING FOR PUBLICATION OF THIS RESOLUTION, AND PROVIDING FOR AN EFFECTIVE DATE.**

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| MOTION TO:   | Approve the Engineer's Report as prepared by WilsonMiller and reviewed by District Counsel. |
| MADE BY:     | Supervisor Stachewicz   |
| SECONDED BY: | Supervisor Cruz   |
| DISCUSSION:  | None further  |
| RESULT:      | 5/0 - Motion passed unanimously   |

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| MOTION TO:   | Approve the Preliminary Special Assessment Methodology Report in substantial form. |
| MADE BY:     | Supervisor Stachewicz  |
| SECONDED BY: | Supervisor DaGama  |
| DISCUSSION:  | None further   |
| RESULT:      | 5/0 - Motion passed unanimously  |

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| <b>MOTION TO:</b>   | Approve Resolution 2008-01, Declaring Special Assessments and setting the public hearing for Tuesday, December 11, 2007 at 7:00 p.m. at the Meadow Pointe I Clubhouse located at 28245 County Line Road, Wesley Chapel, Florida, 33543. |
| <b>MADE BY:</b>     | Supervisor Stachewicz   |
| <b>SECONDED BY:</b> | Supervisor Meeks  |
| <b>DISCUSSION:</b>  | None further  |
| <b>RESULT:</b>      | 5/0 - Motion passed unanimously   |

4. Consideration of Resolution 2008-02, Setting Public Hearing on Special Assessments

This item was void, as the information contained was included in Resolution 2008-01.

**3. BUSINESS ADMINISTRATION**

A. Consideration of the Minutes of the Board of Supervisors Meeting held on October 2, 2007 (Tab 1)  
A correction was noted to Page 3 of the minutes as follows:

Motion box and paragraph description for the membership dues to PACO believed to be \$50.

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| <b>MOTION TO:</b>   | Approve Minutes of the Board of Supervisors Meeting held on October 2, 2007, as revised if applicable based upon discussion. |
| <b>MADE BY:</b>     | Supervisor Stachewicz  |
| <b>SECONDED BY:</b> | Supervisor DaGama  |
| <b>DISCUSSION:</b>  | Request to verify Page 3 of minutes related to PACO dues and correct if total was incorrect.                                 |
| <b>RESULT:</b>      | 5/0 - Motion passed unanimously  |

B. Consideration of Operations and Maintenance Expenditures- November 2007

Mr. DaGama questioned the invoices from Next Day Signs to verify that these applied to different signage and were not a duplicate charge.

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| <b>MOTION TO:</b>   | Approve the Operations and Maintenance Expenditures for November, 2007, totaling \$50,371.59, subject to final review of the signage invoices from Next Day Sign by Supervisor DaGama. |
| <b>MADE BY:</b>     | Supervisor Wenck   |
| <b>SECONDED BY:</b> | Supervisor Cruz  |
| <b>DISCUSSION:</b>  | None further   |
| <b>RESULT:</b>      | 5/0 - Motion passed unanimously  |

#### 4. BUSINESS ITEMS (continued)

##### A. Discussion on Gate Coverage

Mr. Altman noted that the Board previously authorized the Vice Chairman to oversee the repair of the gates. If the Board wished to proceed further with the reactivation of the gates, the contract with the County would need to be revised to ensure that the District remains in compliance. Mr. Robin stated that the original agreement required the guardhouse to be manned 24-hours a day; however, it is believed that this stipulation will be removed as this provision would not apply to optical or pressure sensitive gates, which is the type being considered by the Board. District Counsel will submit a request to the County to revise the agreement.

A brief discussion ensued regarding the gates. The major concern is the disbursement of funds for the reactivation of the gates (approximately \$18,000) when the County can demand them to be deactivated at any time.

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| MOTION TO:   | Authorize Staff to determine whether the District may proceed with the reactivation of the gates by proceeding with the request to amend the County agreement; however, no further funds, construction or otherwise, are to be spent until this determination has been made.  |
| MADE BY:     | Supervisor DaGama   |
| SECONDED BY: | Supervisor Meeks  |
| DISCUSSION:  | Mr. Robin stated that he is unclear whether the motion is saying that money may not be spent until this clarification with the County has been made, but Staff may proceed with the gate reactivation once the agreement is amended. Or whether approval is only for the first step of requesting the amendment of the County contract and then the issue of the gate reactivation must be presented for consideration by the Board at a later meeting for further authorization. It was noted that the Board had previously approved the disbursement of the funds to reactivate the gates. While proceeding with that authorization, Staff found this issue related to the County contract which needed to be resolved in order to complete the reactivation. It was confirmed that the |
| RESTATED:    | Authorize Staff to submit a request to the County to amend the Gatehouse Agreement as discussed and authorize the Chairman and Vice Chairman to execute; and once that process has been completed, the reactivation of the gates would be presented to the Board for consideration of whether or not to proceed.  |
| MADE BY:     | Supervisor DaGama   |
| SECONDED BY: | Supervisor Meeks  |
| RESULT:      | 3/2 - Motion passed (Opposed: Cruz, Stachewicz)   |

##### B. Security Discussion

The Board opened the discussion of the existing security contracts. (*Ms. Cruz left the meeting.*) Concern was raised regarding the 8-hour shift requirement and what hours are needed. Staff will continue to work with the security vendors to address the needs of the community and present their findings at a later meeting.

C. Field Management Services (Tab 6)

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| MOTION TO:   | Approve the Field Management Services contract. |
| MADE BY:     | Supervisor Stachewicz                           |
| SECONDED BY: | None Receive                                    |
| DISCUSSION:  | None further                                    |
| RESULT:      | Motion failed due to lack of a Second           |

This item was tabled and the presentation will be made at the next meeting.

D. Meeting Location (Tab 8)

Not discussed.

E. General Matters of the District

No further items.

## 5. STAFF REPORTS

A. District Counsel

No further report.

B. District Engineer

No report.

C. Operations Manager

1. Operations Report (located behind Tab 9)

D. District Manager

1. Financial Statements- Month Ended September 30, 2007 (Behind Tab 10)

## 6. SUPERVISOR REQUESTS AND AUDIENCE COMMENTS

Mr. Altman stated that a resident is currently providing training of another resident at the community courts. The District does not wish to impede on this pursuit. The resident was requested by Supervisor Cruz to consider offering his training service to other members of the community at the community courts. Staff recommends that the Board to consider the adoption of a policy of allowing or denying such activities. The resident gave a brief presentation to Board. He noted that he has distributed flyers to ascertain the community's desire to have such services. There are a few residents that have confirmed their interest and he has been working with them individually. The Board does not have any objections to the resident resuming his training efforts.

## 7. ADJOURNMENT

Ms. Stachewicz left the meeting; therefore the meeting was adjourned due to lack of a quorum.

*\*These minutes were done in summary format.*

*\*Each person who decides to appeal any decision made by the Board with respect to any matter considered at the meeting is advised that person may need to ensure that a verbatim record of the proceedings is made, including the testimony and evidence upon which such appeal is to be based.*

Meeting minutes were approved at a meeting by vote of the Board of Supervisors at a publicly noticed meeting held on December 4, 2007.

Linda A. Stachewicz  
Signature

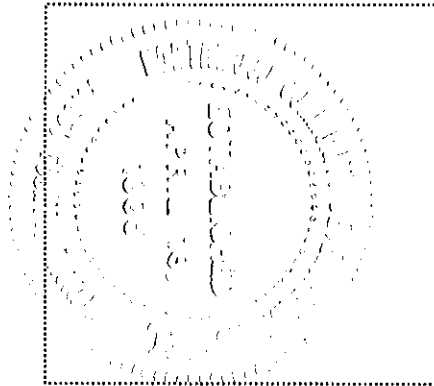
LINDA A. STACHEWICZ  
Printed Name

- Title:  
 Chairman  
 Vice Chairman  
 Assistant Secretary

Peter A. Neuman  
Signature

PETER A. NEUMAN  
Printed Name

- Title:  
 Secretary  
 Assistant Secretary



Recorded by Records Administrator

Gullie  
Signature

12/07/07  
Date