

**GREENWAY IMPROVEMENT DISTRICT
BOARD OF SUPERVISORS' MEETING MINUTES**

FIRST ORDER OF BUSINESS

Roll Call to Confirm a Quorum

The Board of Supervisors' Meeting for the Greenway Improvement District was called to order on Tuesday, April 18, 2023, at 2:30 p.m. at the Courtyard Orlando Lake Nona, 6955 Lake Nona Blvd, Orlando, FL 32827.

Present:

Chad Tinetti	Chairperson	
Matthew Franko	Assistant Secretary	
Amanda Kost	Assistant Secretary	
Antoinette Munroe	Assistant Secretary	(joined via phone @ 2:32 p.m.)

Also attending:

Jennifer Walden	PFM	
Lynne Mullins	PFM	(via phone)
Amanda Lane	PFM	(joined via phone @ 2:32 p.m.)
Jorge Jimenez	PFM	(via phone)
Jeffrey Newton	Donald W. McIntosh Associates	
Larry Kaufmann	Construction Supervisor	(via phone)
Matt McDermott	Construction Committee Member	
Tucker Mackie	Kutak Rock	
Samantha Sharenow	Berman	(via phone)
Katie Harmer	Berman	
Michael Dennis	PFM	
Tom Keen	Resident	

SECOND ORDER OF BUSINESS

Public Comment Period

Ms. Walden called for public comments.

A resident, Mr. Keen, stated he does a lot of walking and it's not clear to him where the boundaries are or what the Greenway ID is responsible for. He has noticed a lot of trash and tried calling but it took over eight weeks for it to be cleaned up. Mr. Keen stated he would like to know the responsibility of that area so that it is cleaned and kept in good condition. He also noted that the new intersection at Kellogg next to the elementary school is going to bring a lot of traffic and he stated he spoke to the City about a four-way stop being put there. Mr. Keen asked who's responsible for the last segment of Centerline Drive that will cross the pond.

Mr. Newton answered that all of Centerline Drive is the responsibility of the Midtown Improvement District. He also noted the Developer is in the process of working with the City to get a four-way stop and access to Centerline Drive is being blocked off until that happens.

Discussion ensued regarding who is responsible for cleanup and landscaping. Ms. Walden stated her team would get Mr. Keen the maps for landscaping within the District and the team would drive the area and ensure the appropriate entity handle the trash situation.

Mr. Keen also mentioned that the stone is coming off the façade of one of the bridges, but he wasn't sure whose responsibility it was to fix that. Mr. McDermott stated that would be the responsibility of the District.

THIRD ORDER OF BUSINESS

Consideration of the Minutes of the March 21, 2023, Board of Supervisors' Meeting

The Board reviewed the minutes of the March 21, 2023, Board of Supervisors' Meeting.

On motion by Ms. Kost, seconded by Mr. Franko, with all in favor, the Board of Supervisors for the Greenway Improvement District approved the Minutes of the March 21, 2023, Board of Supervisors' Meeting.

FOURTH ORDER OF BUSINESS

Presentation and Consideration of Term Sheets Received in Response to RFP

Ms. Mackie stated at the last Board Meeting, Mr. Plenzler presented an unsolicited term sheet from Truist Bank. Given that the call protection period had expired on the District's outstanding Bonds, the Bonds are callable and potentially refunding the Bonds would be advantageous for the District. Given the interest rate and the savings that Mr. Plenzler was presenting to the Board at the last meeting, the Board directed that the District go out for a request for proposal just to make sure that the term sheet that the Board was getting was the most competitive at the time with the understanding that the Board would still be interested in the Truist proposal and that closing could occur as of May 1st. The District did go out for RFP and got several responses. She noted that Michael Dennis with PFM will review the term sheets and the summary that was prepared.

Mr. Dennis stated the District did receive three proposals in response to the RFP from J.P. Morgan, SouthState, and TD Bank, in addition to Truist, which was received prior to the RFP going out. TD Bank and Truist were the most competitive of the bids received. Truist came down from their 4.2% rate to a 3.87% prior to the deadline, and TD Bank came in at a 3.94% rate. This translates to a NPV savings of \$3.7 million for Truist and \$3.5 million for TD Bank. He noted that on the second page of the summary, the average annual savings is listed for each homeowner dependent on the lot type. The recommendation is to go with Truist as they are the most competitive of the two, offering the highest NPV savings and approximately 11% of savings of the refunded Bonds, which equates to about 16% savings on average to each resident.

Mr. Franko asked about TD Bank having two different interest rates listed and different conditions for each. Mr. Dennis explained that the 3.94% allows the District to prepay at any time which is necessary for the extraordinary prepayments. Ms. Mackie added that the District doesn't have the ability to not accept prepayments, so that's a discussion District staff could have with TD Bank. The District by law has to accept prepayments under Chapter 170.

Ms. Kost reviewed the sheet and noted that it's only a \$1 difference between the two in terms of savings for the residents. Mr. Dennis stated that is correct but the big difference between the two is Truist has a reserve requirement which is 10% of the maximum Annual Debt Service and that's baked into the numbers shown while TD Bank does not require that. He noted that the District would likely hold some funds in a reserve in the event that any payments are missed, or any Debt Service needs to be paid for. He noted it's a good problem to have and ultimately that reserve that would be held by the Bonds and would be released to residents each time the prepayments are made.

Ms. Mackie noted in terms of steps going forward is that the proposals received do have rate adjustments in the instance of two events occurring. One is an event of taxability. The Board discussed this already with Truist in advance of the last Board Meeting that the event of taxability would only be triggered if the District did something to disadvantage its tax exempt status. It certainly is a risk but is diminished given

that the project has been completed. The District used them for public improvements, largely those which have been accepted by other public entities, so the risk that the District has in terms of the IRS determining that these Bonds weren't properly tax exempt is minimal there, but the rate exceeds what the District was charging in interest today. The District would have to go back through the assessment process if ever that event of taxability would come into play.

Ms. Mackie stated the other is a rate of default to the extent that the District is in default. This is a risk as well but is minimized by the fact that the District is 100% collected on the roll. Mr. Plenzler stated at the last meeting the District is 100% collected year over year. To the extent that if the District has an issue where someone doesn't pay their assessment, the District has the tax certificate process that is completed in time for the District to receive funds. It has to be a default that triggers a reduction in the Debt Service requirement by a certain amount. Also, that default rate likely would be in excess of the rate that District staff is currently assessing for, which would require the District to go back through the assessment process if ultimately the default rate was assessed to the District. Both proposals have that included.

Ms. Mackie noted the District is now looking to close on May 30th instead of May 1st which gives time for District staff to come back to the Board at its regular meeting rather than the special meeting that was scheduled for later this month. This will allow District staff to bring back the closing documents for the Board to review and consider a Delegated Award Resolution at the next meeting. Then the District can preclose on the refunding Bonds that day and close a few days after. This also gives District staff plenty of time to provide the requisite notice that's required under the District's current indenture to existing bondholders that their Bonds are going to be redeemed in full and this means the District is avoiding having to escrow funds too as a result of that.

On motion by Mr. Tinetti, seconded by Ms. Kost, with all in favor, the Board of Supervisors for the Greenway Improvement District authorized District staff to execute the term sheet with Truist Bank.

FIFTH ORDER OF BUSINESS

Discussion of Additional Matters Pertaining to Refunding

Ms. Mackie stated that the only additional items that she has are those conditional call notices that she just referenced needing to notify existing bondholders of the District's intent to redeem. That date will now be based on when the District expects to close and so District staff will adjust the date. Likely the Trustee will post that notice as soon as possible, and then District staff will use the date the Trustee sends notice to determine when the refunded bonds can be redeemed. Included within the agenda package are those proposed notices prepared by Bond Counsel, Bryant Miller Olive P.A.

On motion by Ms. Kost, seconded by Mr. Tinetti, with all in favor, the Board of Supervisors for the Greenway Improvement District authorized District staff to execute the direction letter to the Trustee to post the call notice.

Ms. Mackie stated there's currently about \$1,400,000.00 in the existing acquisition and construction account. Part of those funds were meant to acquire the interchange ponds that the District has not acquired from the Developer. There are four ponds, and the two southern ponds remain to be acquired. It has been anticipated that the District would acquire those ponds and it's included within the project scope. The District has held off on doing so because of the development around that area. The Developer felt that at some point it would be likely that those ponds would need to be adjusted in terms of the size. At this point there's no anticipation that the development now planned for the surrounding area will result in a

modification of those ponds. She noted that the cost will be split with the Boggy Creek ID and Myrtle Creek ID and that would leave approximately \$1,000,000.00. The District revised the Engineer's Report to provide project scope related to transportation items which would happen down the road. District staff is still in the process of identifying the needs for those funds but those plus some updates to lift station improvements appear to be needed. As such, this would allow the pass through to the 2023 Refunding Bonds to be available to the District to be able to spend on additional construction projects identified in its improvement plan. If 85% of those funds are not spent within three years, then the suggestion would be to redeem bond principal under current tax guidelines.

On motion by Ms. Kost, seconded by Mr. Franko, with all in favor, the Board of Supervisors for the Greenway Improvement District authorized the Chair to be integral in the pond acquisition discussions as the District moves toward closing.

SIXTH ORDER OF BUSINESS

Review of Fiscal Year 2024 Operations & Maintenance Budget

Ms. Walden stated the next meeting is where the Board is going to approve the proposed budget. This item is on the agenda for discussion of items the Board wanted District staff to investigate further before approving the budget. She noted the District is moving forward with not increasing assessments. Discussion ensued regarding some of the line items.

SEVENTH ORDER OF BUSINESS

Review and Acceptance of Fiscal Year 2022 Audit

Ms. Walden noted District staff as well as the Chair reviewed the audit and provided edits to the auditor which have been incorporated in the audit presented today. It was a standard and clean audit and there were no deficiencies in internal controls that would be considered material weaknesses.

On motion by Mr. Tinetti, seconded by Mr. Franko, with all in favor, the Board of Supervisors for the Greenway Improvement District accepted the Fiscal Year 2022 Audit.

EIGHTH ORDER OF BUSINESS

Review and Acceptance of Arbitrage Rebate Report for the Series 2013 Bonds

Ms. Walden stated LLS Tax Solutions provided the rebate report and noted that there is no cumulative rebatable arbitrage liability as of April 24, 2018.

On motion by Ms. Kost, seconded by Mr. Franko, with all in favor, the Board of Supervisors for the Greenway Improvement District accepted the Arbitrage Rebate Report for the Series 2013 Bonds.

NINTH ORDER OF BUSINESS

Ratification of Requisition Nos. 741 – 742 Paid in March 2023 in an amount totaling \$160.90

Ms. Walden noted that these Requisitions have been approved and need to be ratified by the Board.

On motion by Ms. Kost, seconded by Mr. Franko, with all in favor, the Board of Supervisors for the Greenway Improvement District ratified Requisition Nos. 741 – 742 Paid in March 2023 in an amount totaling \$160.90.

TENTH ORDER OF BUSINESS

Ratification of Operation and Maintenance Expenditures Paid in March 2023 in an amount totaling \$47,106.92

Ms. Walden noted that these expenditures have been approved and need to be ratified by the Board.

On motion by Ms. Kost, seconded by Mr. Franko, with all in favor, the Board of Supervisors for the Greenway Improvement District ratified Operation and Maintenance Expenditures Paid in March 2023 in an amount totaling \$47,106.92.

ELEVENTH ORDER OF BUSINESS

Recommendation of Work Authorizations/Proposed Services

Mr. Kaufmann stated there were no Work Authorizations.

TWELFTH ORDER OF BUSINESS

Review of District's Financial Position and Budget to Actual YTD

The Board reviewed the District's Financial Statements through March 2023. Ms. Walden noted that the District has spent \$232,500.00 versus a budget of \$631,000.00 which is roughly 37% of the total budget spent.

THIRTEENTH ORDER OF BUSINESS

Staff Reports

District Counsel –

No report.

District Manager –

Ms. Walden noted the special meeting scheduled for April 27, 2023, is cancelled. The next meeting was moved up a week due to the regular location not being available and the meeting is now scheduled for Tuesday, May 9, 2023.

Ms. Walden added the Construction Committee set the annual meeting schedule which had the meetings at the Engineer's office twice a month, every other week. District staff has decided to modify that and will now be holding those meetings at the Tavistock office. Additionally, District staff is canceling some of those dates. The meetings will now be May 5, 2023, June 15, 2023, July 13, 2023, August 10, 2023, and September 7, 2023.

District Engineer –

No report.

Construction Supervisor –

Mr. McDermott stated the wax myrtle that BrightView installed have been struggling and they're going to be replaced by the end of the month.

Mr. McDermott stated he is going to ride the area that the resident referenced today to review the trash situation.

Discussion ensued regarding which sections are maintained by which entity. District staff noted that the landscape maintenance maps will be added to the District website.

Landscape Supervisor –

No report.

Irrigation Supervisor –

No report.

FOURTEENTH ORDER OF BUSINESS

Supervisor Requests

There were no Supervisor requests.

FIFTEENTH ORDER OF BUSINESS

Adjournment

On motion by Ms. Kost, seconded by Mr. Franko, with all in favor the April 18, 2023, Meeting of the Board of Supervisors for the Greenway Improvement District was adjourned.


Secretary / Assistant Secretary


Chairperson / Vice Chairperson