

**MINUTES OF MEETING
TOSCANA ISLES
COMMUNITY DEVELOPMENT DISTRICT**

The Board of Supervisors of the Toscana Isles Community Development District held a Regular Meeting on Wednesday, October 17, 2018, at 10:00 a.m., at the offices of Vanguard Land, LLC, located at 6561 Palmer Park Circle, Suite B, Sarasota, Florida 34238.

Present at the meeting were:

Brian Watson	Vice Chair
John Peshkin	Assistant Secretary
Alexander Hays	Assistant Secretary
Daniel Peshkin	Assistant Secretary

Also present were:

Craig Wrathell	District Manager
Cindy Cerbone	Wrathell, Hunt and Associates, LLC
Vivek Babbar (via telephone)	District Counsel
Shawn Leins (via telephone)	District Engineer
Mike Williams (via telephone)	Bond Counsel
Jon Kessler (via telephone)	Underwriter

FIRST ORDER OF BUSINESS

Call to Order/Roll Call

Mr. Wrathell called the meeting to order at 10:12 a.m. Supervisors John Peshkin, Alexander Hays, Daniel Peshkin and Brian Watson were present, in person. Supervisor Samantha Hays was not present.

SECOND ORDER OF BUSINESS

Public Comments

There being no public comments, the next item followed.

THIRD ORDER OF BUSINESS

Approval of Requisition(s)

There were no requisitions to approve.

FOURTH ORDER OF BUSINESS

Ratification of Contract/Change Order(s)/Purchase Order(s)

There was nothing to ratify.

Consideration of Supplemental Engineer's Report

Mr. Wrathell stated this was the result of discussions with the Landowner to proceed with issuing the next Series of bonds. If approved, in substantial form, the intent is to set an assessment public hearing and hold the bond pre-closing on November 28, 2018.

Mr. Leins reviewed the Supplemental Engineer's Report dated October 15, 2018. The main changes pertained to Unit 3, which were based on the current estimate of construction costs and Equivalent Residential Unit (ERU) counts. An updated graphic was included. Before incorporating the minor comments received, he was waiting for any other comments.

Mr. Wrathell stated the various infrastructure improvements, with the exception of some sanitary sewer systems that were already constructed in Unit 1, are associated with the Series 2014 bonds and Units 2 and 3 also benefit from those items. Mr. Liens referred to Page 10, which reflected total improvement costs of \$26,369,829, and Table 1, which had the corresponding estimated construction costs for each Unit Category. Units 1 and 2 had updated construction costs; however, Unit 3 reflected the estimated figures, since the construction plans were not yet finalized. It was noted that some proportion of the total improvement costs associated with Unit 1 also benefit Units 2 and 3. Page 12 contained the revised ERU number for each Unit Type and reflected a combined total of 1,107 ERUs, which resulted in 81 additional Units, when compared to the 1,026 in the original Engineer's Report. Mr. Liens affirmed this figure corresponds with the change on the development plans.

The following changes were discussed:

Page 12 and throughout and any figures associated with these changes:

"50' Lots": Change "Unit 1" from "183" to "185" and "Totals" from "370" to "372"

"60' Lots": Change "Unit 1" from "148" to "146" and "Totals" from "247" to "245"

SIXTH ORDER OF BUSINESS

Consideration of First Addendum to Master Special Assessment Methodology Report

Mr. Wrathell presented the First Addendum to the Master Special Assessment Methodology Report and noted the following:

- Section 1.1: Referred to the April 2, 2014 Master Methodology Report. The Series 2014 bonds related to the debt assessments on 413 of the 420 lots associated with Unit 1.

- The additional new Product Types are consistent with the original Report and, based on a front footage basis, which increases construction costs to \$26,369,829, and increases the residential units to 1,107, and placing a bond debt assessment on the remaining 7 lots in Unit 1. The District has the bonding capacity to place assessments on the 7 lots in Unit 1 that benefitted from the improvements but also Units 2 and 3.
- LALP Development, LLC (LALP) will develop Unit 2; however, development of Unit 3 was unknown, since ownership of the property has not occurred.
- Assessments will be structured to include 7 ERUs in Unit 1, 483 ERUs in Unit 2 and 204 potential ERUs in Unit 3 but, without ownership, Unit 3 will not be included in the Master or Supplemental Methodology Report, when setting the assessment public hearing; however, between the time the bonds are issued and September 30, 2019, Unit 3 assessment proceedings will be conducted and assessments redistributed to include Unit 3.
- Development Plan included the addition of the 74' and 80' Single Family Product Type.
- Maximum par amount of bonds was \$19,745,000; of which, \$16,145,000 was allocated to the 7 ERUs in Unit 1, 483 ERUs in Unit 2 with the remaining \$3,600,000 allocated to Unit 3.
- The purpose of an Addendum is to define the \$19,745,000 maximum par amount of bonds, which the District can allocate to each of the product types, and the maximum amount of debt assessment of \$15,042,558, which could be allotted to fund the construction account.
- As market conditions could change, product type and development plan could change.
- The revised Report includes the correct figure of 134.48 gross acres for Units 1 and 2 and not 135.91 +/-, from the version in the agenda package. This increases the maximum par amount of debt per acre to \$120,203.75. \$2,613,513 will be held in a retainage subaccount to construct Unit 3; however, if after September 30, 2019 they decide not to construct Unit 3, these funds could be used for improvements. If assessment proceedings occur prior to September 30, 2019, they could then draw from the funds.

Mr. Williams asked if the Trust Indenture includes the concept of the retainage subaccount. This information would be confirmed, and, if not, the changes would be made.

Mr. Wrathell stated that Page 12 addresses the actions taken if a bulk sale occurs. The Report defines Special and Peculiar Benefits, noting the District completed its Reasonable and Fair Apportionment test. Regarding the True-Up Mechanism, they will confirm they revised the Preliminary Assessment Roll to 134.48 acres which would bring the max par amount of bonds, on Units 1 and 2 Assessments to \$16,165,000. The acreage will be corrected, throughout.

A Board Member asked if the Developer was able to pay down the outstanding debt on the lots. Mr. Babbar stated that it is part of the assessment Resolution. The language allows the Developer or any property or lot owner to prepay any portion of their entire assessments, at any time, as long as they pay the applicable interest payment for the next upcoming bond payment. More restricted language was placed in the 2014 bond documents. Whether more than one party, such as the Developer and homeowner could prepay a portion of the debt assessment, will be discussed at the Public Hearing. The Developer, as part of the Declaration of Consent, waived the ability to prepay for the improvements without having to pay interest costs and that, pursuant to Florida Statutes; they have that right when it is waived in writing. Before the Public Hearing, Mr. Wrathell and Mr. Babbar, will discuss whether to add language requiring the owner to pay reasonable costs to make calculations for a partial pay down.

SEVENTH ORDER OF BUSINESS

**Consideration of Second Supplemental
Special Assessment Methodology Report**

Mr. Wrathell stated the Second Supplemental Special Assessment Methodology Report will be revised to include the following changes:

Page 12 and throughout and any figures associated with these changes:

“50’ Lots”: Change “Unit 1” from “183” to “185” and “Totals” from “370” to “372”

“60’ Lots”: Change “Unit 1” from “148” to “146” and “Totals” from “247” to “245”

Page 13, Table 3, Maximum Par Amount of bonds: Change “\$15,710,000” to “\$16,980,000”

Page 13, Table 3, Construction proceeds: Change “\$13,033,336” to “14,683.486”

Page 13, Table 4, Total ERU: Change “1,029.16” to “1,028.76”

Page 14, Table 5, Unit 2: Change “10,604,617” to “11,935.070”

Page 14, Table 5, Unit 3: Change “2,264,436” to “2,548.532”

Page 14, Table 5, Total ERU: Change “1,029.16” to “1,028.76”

Page 15, Table 6, Unit 1, Total Assessments: Change “198,020.46” to “231,145.83”

Page 15, Table 6, Unit 2, Total Assessments: Change “12,782.494.38” to “13,801,728.77”

Page 15, Table 6, Unit 3, Total Assessments: Change “2,729,485.16” to “2,947,125.40”

On MOTION by Mr. Watson and seconded by Mr. Hays, with all in favor, the Supplemental Engineer’s Report, in substantial form, was approved.

On MOTION by Mr. Watson and seconded by Mr. Hays, with all in favor, the First Addendum to the Master Special Assessment Methodology Report dated October 17, 2018, in substantial form, was approved.

On MOTION by Mr. Watson and seconded by Mr. Hays, with all in favor, the Second Supplemental Special Assessment Methodology Report dated October 17, 2018, in substantial form, was approved.

EIGHTH ORDER OF BUSINESS

Consideration of Resolution 2019-01, Declaring Special Assessments; Indicating the Location, Nature and Estimated Cost of the Improvements Which Cost is to be Defrayed in Whole or in Part by the Special Assessments; Providing the Portion of the Estimated Cost of the Improvements to be Defrayed in Whole or in Part by the Special Assessments; Providing the Manner in Which Such Special Assessments Shall be Made; Providing When Such Special Assessments Shall be Made; Designating Lands Upon Which the Special Assessments Shall be Levied; Providing for an Assessment Plat; Authorizing the Preparation of a Preliminary Assessment Roll; and Providing for an Effective Date

Mr. Wrathell presented Resolution 2019-01 and read the title. Mr. Babbar recommended approving this Resolution, in substantial form, since the blank spaces for the projects costs and assessments must be filled in with the recent changes, pursuant to today's presentation. He would provide Mr. Wrathell with a revised version for the Public Hearing.

On MOTION by Mr. Watson and seconded by Mr. Hays, with all in favor, the Resolution 2019-01, in substantial form, Declaring Special Assessments; Indicating the Location, Nature and Estimated Cost of the Improvements Which Cost is to be Defrayed in Whole or in Part by the Special Assessments; Providing the Portion of the Estimated Cost of the Improvements to be Defrayed in Whole or in Part by the Special Assessments; Providing the Manner in Which Such Special Assessments Shall be Made; Providing When Such Special Assessments Shall be Made; Designating Lands Upon Which the Special Assessments Shall be Levied; Providing for an Assessment Plat; Authorizing the Preparation of a Preliminary Assessment Roll; and Providing for an Effective Date, was adopted.

**TOSCANA ISLES CDD
NINTH ORDER OF BUSINESS**

October 17, 2018

Consideration of Resolution 2019-02, Setting a Public Hearing to be Held on ___ Day, December, 2018, at 10:00 A.M., at 6561 Palmer Park Circle, Suite B, Sarasota, Florida 34238, for the Purpose of Hearing Public Comment on Imposing a Special Assessment on Certain Property Within the District Generally Described as Toscana Isles Community Development District in Accordance with Chapters 170, 190 and 197, Florida Statutes

Mr. Wrathell presented Resolution 2019-02. The following changes were made:

Throughout Resolution: Change Public Hearing date to "28th Day, November" and Time from "10:00 A.M." to "2:00 P.M."

On MOTION by Mr. Hays and seconded by Mr. John Peshkin, with all in favor, the Resolution 2019-02, as amended and in substantial form, Setting a Public Hearing to be Held on the 28th Day, November, 2018, at 2:00 P.M., at 6561 Palmer Park Circle, Suite B, Sarasota, Florida 34238, for the Purpose of Hearing Public Comment on Imposing a Special Assessment on Certain Property Within the District Generally Described as Toscana Isles Community Development District in Accordance with Chapters 170, 190 and 197, Florida Statutes, was adopted.

TENTH ORDER OF BUSINESS

Consideration of Resolution 2019-03, Supplementing its Resolution 2014-12 by Authorizing the issuance of its Toscana Isles Community Development District Special Assessment Revenue Bonds, Series 2018 in a Principal Amount of Not Exceeding \$20 Million for the Principal Purpose of Acquiring and Constructing Assessable Improvements; Delegating to the Chairman or Vice Chairman of the Board of Supervisors of the District, Subject to Compliance with the Applicable Provisions Hereof, the Authority to Award the Sale of Such 2018 Bonds to FMSbonds, Inc. by Executing and Delivering to Such Underwriter a Bond Purchase Agreement and Approving the Form Thereof; Approving the Form of and Authorizing the Execution of the Second Supplement Trust

Indenture; Appointing U.S. Bank National Association as the Trustee, Bond Registrar and Paying Agent for Such 2018 Bonds; Making Certain Findings; Approving Form of Said 2018 Bonds; Approving the Form of the Preliminary Limited Offering Memorandum and Authorizing the Use by the Underwriter of the Preliminary Limited Offering Memorandum and the Limited Offering Memorandum and the Execution of the Limited Offering Memorandum; Approving the Form of the Continuing Disclosure Agreement and Authorizing the Execution Thereof; Authorizing Certain Officials of Toscana Isles Community Development District and Others to Take All Actions Required in Connection With the Issuance, Sale and Delivery of Said 2018 Bonds; Providing Certain Other Details with Respect to Said 2018 Bonds; and Providing an Effective Date

Mr. Williams presented Resolution 2019-03.

On MOTION by Mr. Daniel Peshkin and seconded by Mr. Hays, with all in favor, the Resolution 2019-03, Supplementing its Resolution 2014-12 by Authorizing the issuance of its Toscana Isles Community Development District Special Assessment Revenue Bonds, Series 2018 in a Principal Amount of Not Exceeding \$20 Million for the Principal Purpose of Acquiring and Constructing Assessable Improvements; Delegating to the Chairman or Vice Chairman of the Board of Supervisors of the District, Subject to Compliance with the Applicable Provisions Hereof, the Authority to Award the Sale of Such 2018 Bonds to FMSbonds, Inc. by Executing and Delivering to Such Underwriter a Bond Purchase Agreement and Approving the Form Thereof; Approving the Form of and Authorizing the Execution of the Second Supplement Trust Indenture; Appointing U.S. Bank National Association as the Trustee, Bond Registrar and Paying Agent for Such 2018 Bonds; Making Certain Findings; Approving Form of Said 2018 Bonds; Approving the Form of the Preliminary Limited Offering Memorandum and Authorizing the Use by the Underwriter of the Preliminary Limited Offering Memorandum and the Limited Offering Memorandum and the Execution of the Limited Offering Memorandum; Approving the Form of the Continuing Disclosure Agreement and Authorizing the Execution Thereof; Authorizing Certain Officials of Toscana Isles Community Development District and Others to Take All Actions Required in Connection With the Issuance, Sale and Delivery of Said 2018 Bonds; Providing Certain Other Details with Respect to Said 2018 Bonds; and Providing an Effective Date, was adopted.

**TOSCANA ISLES CDD
ELEVENTH ORDER OF BUSINESS**

**October 17, 2018
Consideration of Agreement with
FMSbonds, Inc., for Underwriter Services**

Mr. Wrathell presented the FMSbonds, Inc., Engagement Letter. The following change was made:

Attachment 1, Section 2, 1: Change "2%" to "1.50%"

On MOTION by Mr. John Peshkin and seconded by Mr. Hays, with all in favor, the Agreement with FMSbonds, Inc., for Underwriter Services, as amended, was approved.

Mr. Kessler presented the following bond issuance timeline:

- Conference call today, to discuss finalizing the offering document.
- October 22nd - Post Bond Offering, marketing weekly.
- November 28, 2018, 2:00 p.m. – Pre-close on the bonds.
- December 3rd – Fund the bonds

The final Supplemental Engineer's Report and final Supplemental Assessment Methodology is to be sent to Mr. Kessler.

Mr. Kessler left the meeting at 11:08 a.m.

TWELFTH ORDER OF BUSINESS

**Acceptance of Unaudited Financial
Statements as of August 31, 2018**

Mr. Wrathell presented the Unaudited Financial Statements as of August 31, 2018.

On MOTION by Mr. John Peshkin and seconded by Mr. Daniel Peshkin, with all in favor, the Unaudited Financial Statements as of August 31, 2018, were approved.

THIRTEENTH ORDER OF BUSINESS

Approval of Minutes

- A. July 18, 2018 Public Hearing and Regular Meeting
- B. August 1, 2018 Regular Meeting
- C. August 15, 2018 Regular Meeting

Mr. Wrathell presented the above meeting minutes and asked for any additions, deletions or corrections.

On MOTION by Mr. Watson and seconded by Mr. Hays, with all in favor, the July 18, 2018 Public Hearing and Regular Meeting Minutes, the August 1, 2018 Regular Meeting Minutes and the August 15, 2018 Regular Meeting Minutes, as presented, were approved.

FOURTEENTH ORDER OF BUSINESS

Staff Reports

A. District Counsel: *Straley Robin Vericker*

Since Resolution 2018-07 approved expansion of the District, Mr. Babbar wanted it noted in the record that, pursuant to direction from the property owner, expansion of the District was no longer proceeding at this time.

B. District Engineer: *AM Engineering, Inc.*

There being no report, the next item followed.

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

i. NEXT MEETING DATE: October 24, 2018 at 10:00 A.M.

The next meeting will be held on October 24, 2018 at 10:00 a.m., but may be cancelled if the documents approved today, in substantial form, do not require material changes.

FIFTEENTH ORDER OF BUSINESS

Board Members' Comments/Requests

There being no Board Members' comments or requests, the next item followed.

SIXTEENTH ORDER OF BUSINESS

Public Comments

There being no public comments, the next item followed.

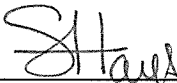
SEVENTEENTH ORDER OF BUSINESS

Adjournment

There being nothing further to discuss, the meeting adjourned.

On MOTION by Mr. John Peshkin and seconded by Mr. Hays, with all in favor, the meeting adjourned at 11:11 a.m.


Secretary/Assistant Secretary


Chair/Vice Chair