

**MINUTES OF MEETING
TWIN CREEKS NORTH
COMMUNITY DEVELOPMENT DISTRICT**

A Special Meeting of the Board of Supervisors of the Twin Creeks North Community Development District was held on Friday, November 11, 2016 at 11:30 a.m., at the offices of Rogers Towers, P.A., located at 100 Whetstone Place, Suite 200, St. Augustine, Florida 32086.

Present at the meeting were:

John Kinsey	Chair
Robert Furlong	Vice Chair
Jared Bouskila (<i>via telephone</i>)	Assistant Secretary
Bryan Kinsey	Assistant Secretary
Cora DiFiore (<i>via telephone</i>)	Assistant Secretary

Also present were:

Craig Wrathell	District Manager
Cindy Cerbone	Wrathell, Hunt and Associates, LLC
Howard McGaffney	Wrathell, Hunt and Associates, LLC
Michal Szymonowicz (<i>via telephone</i>)	Wrathell, Hunt and Associates, LLC
Gerry Knight	District Counsel
Sue Delegal	Billing, Cochran, Lyles, Mauro & Ramsey
Stephen Sanford (<i>via telephone</i>)	Greenberg Traurig, P.A.
Neal Brockmeier	District Engineer

FIRST ORDER OF BUSINESS

Call to Order/Roll Call

Mr. Wrathell called the meeting to order at 11:37 a.m., and noted, for the record, that Supervisors John Kinsey, Robert Furlong and Bryan Kinsey were present, in person. Supervisors Jared Bouskila and Cora DiFiore were attending via telephone.

SECOND ORDER OF BUSINESS

Public Comments

There being no public comments, the next item followed.

THIRD ORDER OF BUSINESS

Consideration of Updated Engineer's Report

Mr. Wrathell stated that, the public hearings must be held again, due to changes in the Engineer's Report, related to the product mix for the residential and development plan, which affected the Equivalent Residential Units (ERUs). Mr. Jon Kessler, Bond Underwriter, recommended that the Board adopt the updated reports today and set the assessment public hearings 30 days from today; in the meantime, the bonds would be marketed.

Mr. Brockmeier distributed the Supplemental Engineer's Report No. 1, dated November 11, 2016, which changed the proposed District Improvement Plan to residential, primarily single-family, multi-family and the total of ERUs within District lands. There was an overall decrease in the number of units, to 761, with no change in the proposed commercial square footage (sq ft), within District lands. The master infrastructure improvements within the District were reallocated, based on the updated number of residential units; the new allocation was approximately 24.3% of benefit accruing to the non-residential land uses and 75.7% of benefit accruing to the residential land uses. Mr. Wrathell stated that the master infrastructure overall cost was \$17,529,987 and the parcel infrastructure improvement cost was \$25,669,987.

On MOTION by Mr. John Kinsey and seconded by Mr. Bryan Kinsey, with all in favor, the Supplemental Engineer's Report No. 1, dated November 11, 2016, was approved.

FOURTH ORDER OF BUSINESS**Consideration of Revised Master Special Assessment Methodology Report**

Mr. Wrathell distributed the Revised Master Special Assessment Methodology Report, dated November 11, 2016. The changes were not substantive in nature. The revised Master Special Assessment Methodology Report could be approved, in substantial form, so Staff could make additional changes, for inclusion in the offering documents.

Mr. Wrathell referred to the "Appendix", on Page 16, which included the updated Development Plan. The overall sq ft and type had not changed from 1,050,000 sq ft; however, the residential unit counts and product type changed. The number of units decreased and the product types increased; however, it was not enough to cover the loss in ERUs. Table 2, on Page 17, included the Capital Improvement Plan (CIP) with the new allocation between residential and commercial. According to Page 4, the split was 75.7% for residential, or \$17,529,987, and 24.3% for commercial, or \$25,669,987. A Bond Anticipation Note (BAN) was outstanding and

would be retired, as part of the proceeds, using unused funds. Any additional funds would be used to fund the actual project. The intention of the Report was to describe the maximum level of debt assigned to each benefitted property and the maximum annual debt service, if 100% of the improvements were financed.

Mr. Sanford stated the intent was not to assess the property that would be used for the recreational facility. Once the legal description for the acreage of the Recreation Center was completed, it would be incorporated, through another supplemental report, as the total gross acreage amount would decrease and there would be more debt, per gross acre, until platted.

On MOTION by Mr. John Kinsey and seconded by Mr. Furlong, with all in favor, the Revised Master Special Assessment Methodology Report, dated November 11, 2016, in substantial form, was approved.

FIFTH ORDER OF BUSINESS

Consideration of Supplemental Special Assessment Methodology Report

Mr. Wrathell distributed the Supplemental Special Assessment Methodology Report, which would be in substantial form, recognizing that the Supplemental Report was under the umbrella of the Master Special Assessment Methodology Report.

Mr. Wrathell stated that the Supplemental Special Assessment Methodology Report provided the bond sizing related to the first series of bonds, Series 2016A-1, which retire the BANs, and fund new construction for the master infrastructure. The 2016A-2 bonds are intended to be issued for specific subdivisions. The par amount of bonds for the commercial parcels would be \$5,193.44, with an annual debt assessment maximum of \$354.62. The non-assessed clubhouse parcels would not affect the amounts in the table but would slightly affect the gross acre assessments.

On MOTION by Mr. John Kinsey and seconded by Mr. Bryan Kinsey, with all in favor, the Supplemental Special Assessment Methodology Report, dated November 11, 2016, in substantial form, was approved.

SIXTH ORDER OF BUSINESS

Consideration of Resolution 2017-1, Declaring Special Assessment Bonds, Series 2016A-1 (Master Infrastructure Improvements) and Series 2016A-2 (Parcel Infrastructure Improvements); Indicating the Location, Nature and Estimated Total Cost of Those Improvements Whose Cost is to be Defrayed by the Special Assessments; Providing the Manner 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 One or More Assessment Plats; Adopting a Preliminary Assessment Roll; Providing For the Revision and Replacement of Special Assessments Levied Pursuant to Resolution 2016-23; Providing for Publication of this Resolution; and Providing for an Effective Date

Mr. Wrathell presented Resolution 2017-1 for the Board's consideration. Due to changes in the product mix, public hearings must be held again. Mr. Wrathell read the title into the record:

“A RESOLUTION OF THE BOARD OF SUPERVISORS OF THE TWIN CREEKS NORTH COMMUNITY DEVELOPMENT DISTRICT DECLARING SPECIAL ASSESSMENTS RELATING TO THE PROPOSED ISSUANCE OF SPECIAL ASSESSMENT BONDS, SERIES 2016A-1 (MASTER INFRASTRUCTURE IMPROVEMENTS) AND SERIES 2016A-2 (PARCEL INFRASTRUCTURE IMPROVEMENTS); INDICATING THE LOCATION, NATURE AND ESTIMATED TOTAL COST OF THOSE IMPROVEMENTS WHOSE COST IS TO BE DEFRAID BY THE SPECIAL ASSESSMENTS; PROVIDING THE PORTION OF THE ESTIMATED TOTAL COST OF THE IMPROVEMENTS TO BE DEFRAID 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 ONE OR MORE ASSESSMENT PLATS; ADOPTING A PRELIMINARY ASSESSMENT ROLL; PROVIDING FOR THE REVISION AND REPLACEMENT OF SPECIAL ASSESSMENTS LEVIED PURSUANT TO RESOLUTION NO. 2016-23; PROVIDING FOR PUBLICATION OF THIS RESOLUTION; AND PROVIDING FOR AN EFFECTIVE DATE”

On MOTION by Mr. John Kinsey and seconded by Mr. Furlong, with all in favor, Resolution 2017-1, Declaring Special Assessment Bonds, Series 2016A-1 (Master Infrastructure Improvements) and Series 2016A-2 (Parcel Infrastructure Improvements); Indicating the Location, Nature and Estimated Total Cost of Those Improvements Whose Cost is to be Defrayed by the Special Assessments; Providing the Manner 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 One or More Assessment Plats; Adopting a Preliminary Assessment Roll; Providing For the Revision and Replacement of Special Assessments Levied Pursuant to Resolution 2016-23; Providing for Publication of this Resolution; and Providing for an Effective Date, was adopted.

SEVENTH ORDER OF BUSINESS

Consideration of Resolution 2017-2, Setting a Public Hearing for the Purpose of Hearing Public Comment on Imposing a Special Assessment Lien (Relating to Special Assessment Bonds, Series 2016A-1 and Series 2016A-2) on Certain Property Within the District in Accordance with Chapters 170, 190 and 197, Florida Statutes ; and Providing for an Effective Date

Mr. Wrathell presented Resolution 2015-17 for the Board's consideration. The public hearing would be held on December 12, 2016 at 11:30 a.m. The mailed notices to the property owners must be postmarked today, in addition to the advertisement notifying all property owners of the public hearings. Mr. Wrathell read the title into the record:

"A RESOLUTION OF THE BOARD OF SUPERVISORS OF THE TWIN CREEKS NORTH COMMUNITY DEVELOPMENT DISTRICT SETTING A PUBLIC HEARING TO BE HELD ON DECEMBER 12, 2016 AT 11:30A.M., AT THE OFFICES OF ROGERS TOWERS, P.A., 100 WHETSTONE PLACE, SUITE 200, ST. AUGUSTINE, FLORIDA 32086, FOR THE PURPOSE OF HEARING PUBLIC COMMENT ON IMPOSING A SPECIAL ASSESSMENT LIEN (RELATING TO SPECIAL ASSESSMENT BONDS, SERIES 2016A-1 (MASTER INFRASTRUCTURE IMPROVEMENTS) (THE "A-1 BONDS") AND SERIES 2016A-2 (PARCEL INFRASTRUCTURE IMPROVEMENTS) (THE "A-2 BONDS") ON CERTAIN PROPERTY WITHIN THE DISTRICT GENERALLY DESCRIBED AS THE TWIN CREEKS NORTH COMMUNITY

DEVELOPMENT DISTRICT IN ACCORDANCE WITH CHAPTERS 170, 190 AND 197, FLORIDA STATUTES; AND PROVIDING FOR AN EFFECTIVE DATE”

On MOTION by Mr. John Kinsey and seconded by Mr. Bryan Kinsey, with all in favor, Resolution 2017-2, Setting a Public Hearing for the Purpose of Hearing Public Comment on Imposing a Special Assessment Lien (Relating to Special Assessment Bonds, Series 2016A-1 and Series 2016A-2) on Certain Property Within the District in Accordance with Chapters 170, 190 and 197, Florida Statutes, on December 12, 2016 at 11:30 a.m.; and Providing for an Effective Date, was adopted.

EIGHTH ORDER OF BUSINESS

Consideration of Resolution 2017-3, Authorizing the Issuance of not Exceeding \$25,000,000 Twin Creeks North Community Development District, Special Assessment Bonds, Series 2016A-1 (Master Infrastructure Improvements) (The “A-1 Bonds”) and the Issuance of not Exceeding \$15,000,000 Twin Creeks North Community Development District Special Assessment Bonds, Series 2016A-2 (Parcel Infrastructure Improvements) (the “A-2 Bonds” and, Together With the A-1 Bonds, the “Bonds”) To Finance Certain Public Infrastructure Within Certain Designated Parcels 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; Approving the Form of and Authorizing the Execution and Delivery of a Second Supplemental Trust Indenture Governing the A-1 Bonds and a Third Supplemental Trust Indenture Governing the A-2 Bonds; Approving the Form of and Authorizing the Distribution of a Preliminary Limited Offering

Memorandum With Respect to the Bonds; Approving the Execution and Delivery of a Final Limited Offering Memorandum With Respect to the Bonds; 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 Necessary 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 2016-3 for the Board's consideration. On April 15, the District issued \$55 million in special assessment bonds, in one or more series and the bonds were validated. This Resolution finalizes the issuance for two series of bonds. The A-1 bonds will finance the balance of the master infrastructure that was not financed with the proceeds of the BANs, in the amount of \$25 million. The A-2 bonds are for the neighborhood infrastructure, in an amount not-to-exceed \$15 million. The A-1 bonds would have a separate lien on all of the acres, versus the A-2 bonds, which would only have a lien on the neighborhood parcels. This Delegation Resolution delegates to the Chair or Vice Chair, the ability to execute the Bond Purchase Agreement (BPA), without holding a special meeting, provided that the pricing for the bonds, on the day they go into the market, falls within the parameters set forth in Section 3. The Chair's act of signing the BPA is viewed as an administrative act. Section 3 caps the maximum amount on bonds that can be issued; \$25 million for A-1 bonds and \$15 million for the A-2 bonds.

Mr. Sanford stated that there is a 30-year term on each bond, after the capitalized interest period. If the bonds were subject to optional redemption, which was likely, the latest call date would be 2031; however, there would most likely be a 10-year call date. The 2031 call date

would give the District maximum flexibility. The Underwriter's compensation is 2½%. If all parameters are met, the Chair or Vice Chair could execute the BPA. The Resolution approves the forms of certain documents necessary to close the bond issue, such as the BPA, which is between the District and the Underwriter and includes all pricing terms. Mr. Sanford and District Counsel would review the BPA, prior to the Chair's execution. The offering document, or Preliminary Limited Offering Memorandum (PLOM), contained all of the details regarding the development, the developer and the security for the bondholders. There would be one offering document for both series of bonds, which would be used to market the bonds. Once the final terms are known, the PLOM would change to the final PLOM, with the final pricing terms. The Continuing Disclosure Agreement (CDA) requires the District, under the Securities and Exchange Commission (SEC) rules, to provide annual information on the bonds and the development. Any events must be disclosed within a certain period of time. This Resolution appoints the Treasurer as Dissemination Agent. The developer is obligated, under the CDA, to provide certain information regarding the status of the development.

Mr. Sanford recalled that, on April 15, the Master Trust Indenture (MTI) and Supplemental Trust Indenture (STI) were approved and used for the issuance of the BANs; however, due to the changes in the product mix, Mr. Sanford recommended that the Board approve a second supplemental relating to the master infrastructure bonds and a third supplemental relating to the neighborhood infrastructure bonds. The MTI could not be changed because it was already in effect for the notes. The agreement was between the District and the Trustee. This Resolution authorizes any other necessary changes to the Engineer's and Methodology Reports, regarding the pricing of the bonds.

On MOTION by Mr. John Kinsey and seconded by Mr. Furlong, with all in favor, Resolution 2017-3, Authorizing the Issuance of not Exceeding \$25,000,000 Twin Creeks North Community Development District, Special Assessment Bonds, Series 2016A-1 (Master Infrastructure Improvements) (The “A-1 Bonds”) and the Issuance of not Exceeding \$15,000,000 Twin Creeks North Community Development District Special Assessment Bonds, Series 2016A-2 (Parcel Infrastructure Improvements) (the “A-2 Bonds” and, Together With the A-1 Bonds, the “Bonds”) To Finance Certain Public Infrastructure Within Certain Designated Parcels 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; Approving the Form of and Authorizing the Execution and Delivery of a Second Supplemental Trust Indenture Governing the A-1 Bonds and a Third Supplemental Trust Indenture Governing the A-2 Bonds; Approving the Form of and Authorizing the Distribution of a Preliminary Limited Offering Memorandum With Respect to the Bonds; Approving the Execution and Delivery of a Final Limited Offering Memorandum With Respect to the Bonds; 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 Necessary 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, as amended, was adopted.

*****Mr. Szymonowicz and Mr. Sanford left the meeting.*****

*****The meeting recessed at 12:17 p.m.*****

*****The meeting reconvened at 12:21 p.m.*****

NINTH ORDER OF BUSINESS

**Consideration of Agreement with JEA
Regarding Improvements Within
Waterfall Way**

Mr. Wrathell presented an agreement with the Jacksonville Electric Authority (JEA) regarding improvements within Waterfall Way. The agreement was executed by JEA. If JEA performs utility work, on Waterfall Way, they would be responsible for restoring the property and would pay the District a specified amount, for any enhanced level of improvement and the District would pay the difference.

On MOTION by Mr. John Kinsey and seconded by Mr. Brian Kinsey, with all in favor, the JEA Agreement for Improvements Within Waterfall Way, was approved.

TENTH ORDER OF BUSINESS

Consideration of Responses to Request for Proposals for Project Construction Parcels 10/11 and 12

A. Affidavit of Publication

This item was deferred.

ELEVENTH ORDER OF BUSINESS

Consideration of Responses to Request for Proposals for Project Construction Parcels 13 and 14

A. Affidavit of Publication

This item was deferred.

TWELFTH ORDER OF BUSINESS

Consideration of Responses to RFP for Annual Audit Services

A. Affidavit of Publication

Mr. Wrathell presented the affidavit of publication for informational purposes. Under Chapter 190 and the Trust Indenture, the District was required to select a Certified Public Accountant (CPA) to perform the District's audit.

B. Respondents

- i. Berger, Toombs, Elan, Gaines & Frank**
- ii. Carr, Riggs & Ingram, LLC**
- iii. Grau & Associates**

iv. McDirmit Davis

Mr. Wrathell stated that proposals were received from Berger, Toombs, Elan, Gaines & Frank (Berger, Toombs), Carr, Riggs & Ingram, LLC (CRI), Grau & Associates (Grau) and McDirmit Davis (McDirmit). The firms are all highly qualified and fees were comparable.

C. Ranking

D. Award of Contract

Mr. Wrathell recommended Berger, Toombs, with a fee of \$3,260, for two years, as they were well known for handling complex bond issues.

On MOTION by Mr. John Kinsey and seconded by Mr. Bryan Kinsey, with all in favor, acceptance of the recommendation by Mr. Wrathell to engage Berger, Toombs, Elan, Gaines & Frank, for Annual Audit Services, was approved.

On MOTION by Mr. John Kinsey and seconded by Mr. Furlong, with all in favor, engaging Berger, Toombs, Elan, Gaines & Frank, for Annual Audit Services, was approved.

THIRTEENTH ORDER OF BUSINESS

Approval of Unaudited Financial Statements as of September 30, 2016

Mr. Wrathell presented the Unaudited Financial Statements as of September 30, 2016.

On MOTION by Mr. John Kinsey and seconded by Mr. Furlong, with all in favor, the Unaudited Financial Statements as of September 30, 2016, were approved.

FOURTEENTH ORDER OF BUSINESS

Approval of Minutes

A. June 22, 2016 Public Hearings and Regular Meeting

B. September 2, 2016 Special Meeting

Mr. Wrathell presented the June 22, 2016 Public Hearings and Regular Meeting and the September 2, 2016 Special Meeting Minutes and asked for any additions, deletions or corrections.

On MOTION by Mr. John Kinsey and seconded by Mr. Furlong, with all in favor, the June 22, 2016 Public Hearings and Regular Meeting and the September 2, 2016 Special Meeting Minutes, as presented, were approved.

FIFTEENTH ORDER OF BUSINESS Other Business

There being no other business, the next item followed.

SIXTEENTH ORDER OF BUSINESS Staff Reports

A. District Counsel

There being no report, the next item followed.

B. District Engineer

There being no report, the next item followed.

C. District Manager

There being no report, the next item followed.

SEVENTEENTH ORDER OF BUSINESS Other Business

This item was a duplicate of the Fifteenth Order of Business.

EIGHTEENTH ORDER OF BUSINESS Board Members' Comments/Requests

Mr. John Kinsey thanked the District Manager, the District Engineer and their Staff, the attorneys and Mr. Bryan Kinsey for handling this bond deal.

NINETEENTH ORDER OF BUSINESS Public Comments


There being no public comments, the next item followed.

TWENTIETH ORDER OF BUSINESS Adjournment

There being no further business to discuss, the meeting adjourned.

On MOTION by Mr. John Kinsey and seconded by Mr. Furlong, with all in favor, the meeting adjourned at 12:31 p.m.

[SIGNATURES APPEAR ON THE FOLLOWING PAGE]



Secretary/Assistant Secretary



Chair/Vice Chair