

**MINUTES OF MEETING
HAWTHORNE MILL NORTH
COMMUNITY DEVELOPMENT DISTRICT**

The Board of Supervisors of the Hawthorne Mill North Community Development District held a Regular Meeting on June 14, 2023 at 9:30 a.m., at the Ramada by Wyndham Davenport Orlando South, 43824 Highway 27, Davenport, Florida 33837-6808.

Present at the meeting were:

Bill Fife	Chair
Mary Moulton	Vice Chair
John (JC) Nowotny	Assistant Secretary
Lauren Martin	Assistant Secretary

Also present were:

Cindy Cerbone	District Manager
Andrew Kantarzhi	Wrathell, Hunt and Associates, LLC (WHA)
Jere Earlywine (via telephone)	District Counsel
Chris Allen (via telephone)	District Engineer
Cynthia Wilhelm	Bond Counsel

FIRST ORDER OF BUSINESS

Call to Order/Roll Call

Mr. Kantarzhi called the meeting to order at 10:25 a.m. Supervisors Moulton, Fife and Nowotny were present. Supervisors Tyree and Potter were not present.

SECOND ORDER OF BUSINESS

Public Comments

There were no public comments.

THIRD ORDER OF BUSINESS

Presentation of Supplemental Engineer's Report

Ms. Cerbone stated a new, updated Report for Phase 1 was emailed this morning.

Mr. Allen presented the updated Supplemental Engineer's Report, noting the following:

- The updated version reflects the assessment area as just the Phase 1 construction area.
- The construction costs are updated based on current market costs.
- The assessment area only covers the 183 lots in the Phase 1 area; the amenity and Phases 2, 3 and 4 are not included.

- Most off-site improvements are still included in the Phase 1 construction.

Mr. Earlywine stated the cost is approximately \$8.1 million, which is above the bond sizing. He asked about the timing of substantial completion of the roads, utilities, etc. Mr. Allen stated that the roads are mostly completed, some off-side roadwork must be rectified, lift station startup is pending, most infrastructure is installed and the as-builts are done.

Mr. Earlywine recalled that the bond par amount is estimated to be \$3.3 million. Mr. Nowotny stated that substantial completion is targeted for mid to late-July. There is power to the lift station but the panels are pending and should be delivered in early to mid-July.

FOURTH ORDER OF BUSINESS

Presentation of Preliminary First Supplemental Special Assessment Methodology Report 4

Ms. Cerbone presented the Preliminary First Supplemental Special Assessment Methodology Report 4. She noted the following:

- The Methodology contains assumptions so, when it is approved as part of adopting Resolution 2023-04, it is with the understanding that both the Methodology and Engineer's Report are being adopted in substantial form so that any necessary adjustments can be made.
- The estimated Phase 1 project area par amount of bonds is \$3.2 million for a total estimated amount of \$2.8 of bond proceeds for the construction fund.
- The Methodology sets forth the product types, total number of units, estimated construction costs, estimated par value of the bonds, debt service, costs of issuance, fund reserve, net proceeds, Equivalent Residential Unit (ERU) weightings, Capital Improvement Plan (CIP) costs, maximum amount of debt for each product type, etc.

FIFTH ORDER OF BUSINESS

Consideration of Resolution 2023-04, Delegating to the Chairman of the Board of Supervisors of Hawthorne Mill North Community Development District (the "District") the Authority to Approve The Sale, Issuance and Terms of Sale of Hawthorne Mill North Community Development District Capital Improvement Revenue Bonds, Series 2023 (Assessment Area One), as a Single Series of Bonds Under the Master Trust Indenture (the "Series 2023 Bonds") in Order to Finance

the Assessment Area One Project; Establishing the Parameters for the Principal Amounts, Interest Rates, Maturity Dates, Redemption Provisions and Other Details Thereof; Approving the Form of and Authorizing the Chairman to Accept the Bond Purchase Contract for the Series 2023 Bonds; Approving a Negotiated Sale of the Series 2023 Bonds to the Underwriter; Approving the Forms of the Master Trust Indenture and First Supplemental Trust Indenture and Authorizing the Execution and Delivery Thereof by Certain Officers of the District; Appointing a Trustee, Paying Agent and Bond Registrar for the Series 2023 Bonds; Approving the Form of the Series 2023 Bonds; Approving the Form of and Authorizing the Use of the Preliminary Limited Offering Memorandum and Limited Offering Memorandum Relating to the Series 2023 Bonds; Approving the Form of the Continuing Disclosure Agreement Relating to the Series 2023 Bonds; Authorizing Certain Officers of the District to Take All Actions Required and to Execute and Deliver All Documents, Instruments and Certificates Necessary in Connection with the Issuance, Sale and Delivery of the Series 2023 Bonds; Authorizing the Vice Chairman and Assistant Secretaries to Act in the Stead of the Chairman or the Secretary, as the Case May Be; Specifying the Application of the Proceeds of the Series 2023 Bonds; Authorizing Certain Officers of the District to Take All Actions and Enter Into All Agreements Required in Connection with the Acquisition and Construction of the Assessment Area One Project; and Providing an Effective Date

Ms. Wilhelm presented Resolution 2023-04, known as the Delegated Award Resolution, which accomplishes the following:

- Delegates to the Chair the authority to enter into a Bond Purchase Contract as long as the terms of the Contract are within the parameters approved in the Resolution.

- Approves the forms of certain documents, in substantial form, that are needed to market, price and sell the bonds, including the Bond Purchase Contract, Master and First Supplemental Trust Indentures, Preliminary Limited Offering Memorandum (PLOM) and the Continuing Disclosure Agreement.
- Sets forth the specific parameters which must be met in order for the Chair to enter into the Bond Purchase Contract.

On MOTION by Mr. Fife and seconded by Ms. Moulton, with all in favor, Resolution 2023-04, Delegating to the Chairman of the Board of Supervisors of Hawthorne Mill North Community Development District (the "District") the Authority to Approve The Sale, Issuance and Terms of Sale of Hawthorne Mill North Community Development District Capital Improvement Revenue Bonds, Series 2023 (Assessment Area One), as a Single Series of Bonds Under the Master Trust Indenture (the "Series 2023 Bonds") in Order to Finance the Assessment Area One Project; Establishing the Parameters for the Principal Amounts, Interest Rates, Maturity Dates, Redemption Provisions and Other Details Thereof; Approving the Form of and Authorizing the Chairman to Accept the Bond Purchase Contract for the Series 2023 Bonds; Approving a Negotiated Sale of the Series 2023 Bonds to the Underwriter; Approving the Forms of the Master Trust Indenture and First Supplemental Trust Indenture and Authorizing the Execution and Delivery Thereof by Certain Officers of the District; Appointing a Trustee, Paying Agent and Bond Registrar for the Series 2023 Bonds; Approving the Form of the Series 2023 Bonds; Approving the Form of and Authorizing the Use of the Preliminary Limited Offering Memorandum and Limited Offering Memorandum Relating to the Series 2023 Bonds; Approving the Form of the Continuing Disclosure Agreement Relating to the Series 2023 Bonds; Authorizing Certain Officers of the District to Take All Actions Required and to Execute and Deliver All Documents, Instruments and Certificates Necessary in Connection with the Issuance, Sale and Delivery of the Series 2023 Bonds; Authorizing the Vice Chairman and Assistant Secretaries to Act in the Stead of the Chairman or the Secretary, as the Case May Be; Specifying the Application of the Proceeds of the Series 2023 Bonds; Authorizing Certain Officers of the District to Take All Actions and Enter Into All Agreements Required in Connection with the Acquisition and Construction of the Assessment Area One Project; with all documents in substantial form, and Providing an Effective Date, was adopted.

SIXTH ORDER OF BUSINESS

Consideration of Resolution 2023-05, Setting Forth the Specific Terms of the District's Capital Improvement Revenue Bonds, Series 2023 (Assessment Area One); 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. Kantarzhi presented Resolution 2023-05. Mr. Earlywine stated this is the Final Assessment Resolution. It delegates authority to Staff to update the Supplemental Engineer’s and Supplemental Assessment Methodology Reports to match the final pricing of the bonds.

On MOTION by Mr. Fife and seconded by Ms. Moulton, with all in favor, Resolution 2023-05, Setting Forth the Specific Terms of the District’s Capital Improvement Revenue Bonds, Series 2023 (Assessment Area One); 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.

SEVENTH ORDER OF BUSINESS

Consideration of Issuer’s Counsel Documents

Mr. Earlywine the presented and explained the purpose of the following documents:

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

On MOTION by Ms. Moulton and seconded by Mr. Fife, with all in favor, the Collateral Assignment, Completion Agreement, Declaration of Consent, Disclosure of Public Finance, Notice of Special Assessment and True-Up Agreement, all in substantial form, were approved.

EIGHTH ORDER OF BUSINESS

Consideration of Acquisition of Work Product and Improvements

Mr. Earlywine stated that work on the acquisition documents is underway.

On MOTION by Mr. Fife and seconded by Ms. Moulton, with all in favor, acquisition of the work product and improvements, as set forth in the updated Engineer’s Report, in a not-to-exceed amount of approximately \$8.1 million, and authorizing Staff to prepare the forms and documents necessary for conveyance, was approved.

NINTH ORDER OF BUSINESS

Consideration of Resolution 2023-07, Designating Dates, Times and Locations for Regular Meetings of the Board of Supervisors of the District for Fiscal Year 2023/2024 and Providing for an Effective Date

On MOTION by Mr. Fife and seconded by Mr. Nowotny, with all in favor, Resolution 2023-07, Designating Dates, Times and Locations for Regular Meetings of the Board of Supervisors of the District for Fiscal Year 2023/2024 and Providing for an Effective Date, was adopted.

TENTH ORDER OF BUSINESS

Consideration of Resolution 2023-02, Designating the Primary Administrative Office and Principal Headquarters of the District and Providing an Effective Date

This item was deferred.

ELEVENTH ORDER OF BUSINESS

Acceptance of Unaudited Financial Statements as of April 30, 2023

On MOTION by Ms. Moulton and seconded by Mr. Martin, with all in favor, the Unaudited Financial Statements as of April 30, 2023, were accepted.

TWELFTH ORDER OF BUSINESS

Approval of April 12, 2023 Regular Meeting Minutes

On MOTION by Ms. Moulton and seconded by Mr. Fife, with all in favor, the April 12, 2023 Regular Meeting Minutes, as presented, were approved.

THIRTEENTH ORDER OF BUSINESS

Staff Reports

A. District Counsel: Kutak Rock LLP

There was nothing further to report.

B. District Engineer: Dewberry Engineers, Inc.

There was nothing further to report.

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

- **0 Registered Voters in District as of April 15, 2023**
- **NEXT MEETING DATE: July 12, 2023 at 9:30 AM, immediately following the adjournment of the Fox Branch Ranch CDD meeting and Harmony on Lake Eloise CDD meeting, scheduled to commence at 9:30 AM, respectively**
 - **QUORUM CHECK**

The next meeting will be on July 12, 2023, unless cancelled.

FOURTEENTH ORDER OF BUSINESS

Board Members' Comments/Requests

Ms. Lauren Martin submitted her resignation from Seat 4.

On MOTION by Mr. Nowotny and seconded by Mr. Fife, with all in favor, the resignation of Ms. Lauren Martin, was accepted.

FIFTEENTH ORDER OF BUSINESS

Public Comments

There were no public comments.

SIXTEENTH ORDER OF BUSINESS

Adjournment

On MOTION by Mr. Fife and seconded by Mr. Nowotny, with all in favor, the meeting adjourned at 9:55 a.m.



Secretary/Assistant Secretary



Chair/Vice Chair