

**MINUTES OF MEETING
RIDGE AT HEATH BROOK
COMMUNITY DEVELOPMENT DISTRICT**

The Board of Supervisors of the Ridge at Heath Brook Community Development District held a Regular Meeting on July 12, 2024 at 11:30 a.m., or as soon thereafter as the matter could be heard, at The Club at Ocala Preserve, 4021 NW 53rd Avenue Road, Ocala, Florida 34482.

Present were:

Mary Moulton
John Wiggins
Kara Disotell

Vice Chair
Assistant Secretary
Assistant Secretary

Also present:

Kristen Suit
Jere Earlywine (via telephone)
Cynthia Wilhelm (via telephone)
Ethan Mellish

District Manager
District Counsel
Bond Counsel
Supervisor-Appointee

FIRST ORDER OF BUSINESS

Call to Order/Roll Call

Ms. Suit called the meeting to order at 11:30 a.m. Supervisors Moulton, Disotell and Wiggins were present. Supervisor Cotter was not present. One seat was vacant.

SECOND ORDER OF BUSINESS

Public Comments

No members of the public spoke.

THIRD ORDER OF BUSINESS

**Consider Appointment of Ethan Mellish to
Fill Unexpired Term of Seat 5; Term Expires
November 2024**

Mr. Wiggins nominated Mr. Ethan Mellish to fill Seat 5.

No other nominations were made.

<p>On MOTION by Mr. Wiggins and seconded by Ms. Disotell, with all in favor, the appointment of Mr. Ethan Mellish to Seat 5, was approved.</p>

- **Administration of Oath of Office (the following will also be provided in a separate package)**

Ms. Suit, a Notary of the State of Florida and duly authorized, administered the Oath of Office to Mr. Ethan Mellish. Ms. Suit and Mr. Earlywine provided and discussed the following:

- A. Required Ethics Training and Disclosure Filing**
 - **Sample Form 1 2023/Instructions**
- B. Membership, Obligations and Responsibilities**
- C. Guide to Sunshine Amendment and Code of Ethics for Public Officers and Employees**
- D. Form 8B: Memorandum of Voting Conflict for County, Municipal and other Local Public Officers**

Mr. Earlywine discussed the ethics laws, including disclosures and prohibitions. Financial disclosures include Form 1, which must be submitted on time, electronically, to avoid a fine. Conflicts of interest must be disclosed on Form 8B. Supervisors must abstain from discussions and voting in certain instances. Gift in excess of \$100 from a non-relative must be disclosed; gifts from lobbyists are generally prohibited. Supervisors are prohibited from using public office for personal gain; voting on measures that benefit oneself, a relative or employer; accepting or soliciting a gift in exchange for a vote or benefit; disclosing confidential information obtained through one's role as a public official; employing, appointing or promoting relatives to a CDD position; and doing business with or lobbying the CDD within two years of leaving office.

FOURTH ORDER OF BUSINESS

Acceptance of Resignation of Mary Moulton [Seat 2]; Term Expires November 2026

Ms. Suit presented Ms. Mary Moulton's resignation letter.

On MOTION by Mr. Wiggins and seconded by Ms. Disotell, with all in favor, the resignation of Ms. Mary Moulton, from Seat 2, was accepted.
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FIFTH ORDER OF BUSINESS

Consider Appointment of Joshua Tepper to Fill Unexpired Term of Seat 2

Mr. Wiggins nominated Mr. Joshua Tepper to fill Seat 2.

No other nominations were made.

On MOTION by Mr. Wiggins and seconded by Ms. Disotell, with all in favor, the appointment of Mr. Joshua Tepper to Seat 2, was approved.

- **Administration of Oath of Office to Appointed Supervisor**

This item was deferred.

SIXTH ORDER OF BUSINESS

Consideration of Resolution 2024-05, Electing and Removing Officers of the District and Providing for an Effective Date

Ms. Suit presented Resolution 2024-05. Mr. Wiggins nominated the following slate:

Christian Cotter	Chair
John Wiggins	Vice Chair
Kara Disotell	Assistant Secretary
Ethan Mellish	Assistant Secretary

No other nominations were made.

This Resolution removes the following from the Board:

Mary Moulton	Vice Chair
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The following prior appointments by the Board remain unaffected by this Resolution:

Craig Wrathell	Secretary
Kristen Suit	Assistant Secretary
Craig Wrathell	Treasurer
Jeff Pinder	Assistant Treasurer

On MOTION by Mr. Wiggins and seconded by Ms. Disotell, with all in favor, Resolution 2024-05, Electing, as nominated, and Removing Officers of the District and Providing for an Effective Date, was adopted.

SEVENTH ORDER OF BUSINESS

Presentation of Supplemental Engineer's Report

Mr. Earlywine presented the Second Supplemental Engineer's Report dated July 2024, which provides a cost estimate of approximately \$6.3 million for the 145 single-family units included in the 2024 Project/Assessment Area Two Project. The Report clearly states two necessary findings, in that the costs are reasonable and that there is benefit from the project to the 145 lots included in Assessment Area Two.

On MOTION by Mr. Wiggins and seconded by Ms. Disotell, with all in favor, the Second Supplemental Engineer's Report dated July 2024, in substantial form for use in bond financing, was approved.

EIGHTH ORDER OF BUSINESS

Presentation of Supplemental Special Assessment Methodology Report

Ms. Suit noted the pertinent information in the Supplemental Special Assessment Methodology Report dated July 12, 2024, and noted the following:

- Assessment Area Two anticipates 145 single-family units.
- The Capital Improvement Plan (CIP) estimates total costs of approximately \$6,325,284, a portion of which will be financed with the proceeds of the Series 2024 Bonds.
- The total par amount of bonds, including the cost of financing, capitalized interest and debt service reserve, is \$2,840,000 to finance a portion of the 2024 Project costs in the total amount estimated at \$2,426,320.
- The Developer is anticipated to fund improvements valued at a minimum of \$3,549,982.66.
- The Developer has opted to "buy down" the Series 2024 Bond Assessments on particular product types and/or lands. The amount of such "buy down" is identified in Table 6 and is equal to \$3,339,452.90.

On MOTION by Mr. Wiggins and seconded by Mr. Mellish, with all in favor, the Supplemental Special Assessment Methodology Report dated July 12, 2024, in substantial form, was approved.

NINTH ORDER OF BUSINESS

Consideration of Resolution 2024-06, Delegating to the Chairman of the Board of Supervisors of Ridge at Heath Brook

Community Development District (the "District") the Authority to Approve the Sale, Issuance and Terms of Sale of Ridge at Heath Brook Community Development District Capital Improvement Revenue Bonds, Series 2024 (Assessment Area Two), as a Single Series of Bonds Under the Master Trust Indenture (the "Series 2024 Bonds") in Order to Finance the Assessment Area Two 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 2024 Bonds; Approving a Negotiated Sale of the Series 2024 Bonds to the Underwriter; Ratifying the Master Trust Indenture and Approving the Form of Second 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 2024 Bonds; Approving the Form of the Series 2024 Bonds; Approving the Form of and Authorizing the Use of the Preliminary Limited Offering Memorandum and Limited Offering Memorandum Relating to the Series 2024 Bonds; Approving the Form of the Continuing Disclosure Agreement Relating to the Series 2024 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 2024 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 2024 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 Two Project; and
Providing an Effective Date**

Ms. Wilhelm presented Resolution 2024-06, which accomplishes the following:

- Delegates authority to the Chair or the Board to enter into the Bond Purchase Contract if the terms of the contract are within the parameters set forth in Schedule I of the Resolution.
- Approves, in substantial form, certain documents needed to market, price and sell the bonds, including the Bond Purchase Contract, Second Supplemental Trust Indenture, Preliminary Limited Offering Memorandum and the Continuing Disclosure Agreement.

On MOTION by Mr. Wiggins and seconded by Mr. Mellish, with all in favor, Resolution 2024-06, Delegating to the Chairman of the Board of Supervisors of Ridge at Heath Brook Community Development District (the "District") the Authority to Approve the Sale, Issuance and Terms of Sale of Ridge at Heath Brook Community Development District Capital Improvement Revenue Bonds, Series 2024 (Assessment Area Two), as a Single Series of Bonds Under the Master Trust Indenture (the "Series 2024 Bonds") in Order to Finance the Assessment Area Two 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 2024 Bonds; Approving a Negotiated Sale of the Series 2024 Bonds to the Underwriter; Ratifying the Master Trust Indenture and Approving the Form of Second 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 2024 Bonds; Approving the Form of the Series 2024 Bonds; Approving the Form of and Authorizing the Use of the Preliminary Limited Offering Memorandum and Limited Offering Memorandum Relating to the Series 2024 Bonds; Approving the Form of the Continuing Disclosure Agreement Relating to the Series 2024 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 2024 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 2024 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 Two Project; and Providing an Effective Date, was adopted.

TENTH ORDER OF BUSINESS

Presentation of Audited Annual Financial Report for the Fiscal Year Ended September 30, 2023, Prepared by Grau & Associates

Ms. Suit presented the Audited Annual Financial Report for the Fiscal Year Ended September 30, 2023. There were no findings, recommendations, irregularities or instances of noncompliance; it was an unmodified opinion, otherwise known as a clean audit.

ELEVENTH ORDER OF BUSINESS

Consideration of Resolution 2024-07, Hereby Accepting the Audited Financial Report for the Fiscal Year Ended September 30, 2023

<p>On MOTION by Mr. Wiggins and seconded by Mr. Mellish, with all in favor, Resolution 2024-07, Hereby Accepting the Audited Financial Report for the Fiscal Year Ended September 30, 2023, was adopted.</p>

TWELFTH ORDER OF BUSINESS

Consideration of Resolution 2024-08, Setting Forth the Specific Terms of the District's Special Assessment Bonds, Series 2024; Making Certain Additional Findings and Confirming and/or Adopting a Supplemental 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. Earlywine presented Resolution 2024-08.

<p>On MOTION by Mr. Wiggins and seconded by Mr. Mellish, with all in favor, Resolution 2024-08, Setting Forth the Specific Terms of the District's Special</p>

Assessment Bonds, Series 2024; Making Certain Additional Findings and Confirming and/or Adopting a Supplemental 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.

THIRTEENTH ORDER OF BUSINESS**Consideration of Forms of Issuer's Counsel Documents**

Mr. Earlywine presented the following:

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

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

FOURTEENTH ORDER OF BUSINESS**Acceptance of Unaudited Financial Statements as of May 31, 2024**

On MOTION by Mr. Wiggins and seconded by Mr. Mellish, with all in favor, the Unaudited Financial Statements as of May 31, 2024, were accepted.

FIFTEENTH ORDER OF BUSINESS**Approval of May 3, 2024 Regular Meeting Minutes**

On MOTION by Mr. Wiggins and seconded by Mr. Mellish, with all in favor, the May 3, 2024 Regular Meeting Minutes, as presented, were approved.

SIXTEENTH ORDER OF BUSINESS**Staff Reports****A. District Counsel: Kutak Rock LLP**

Mr. Earlywine stated that bond issuance is anticipated for mid-August 2024. A Requisition will be prepared for payment in connection with closing. As the last parcel closed, he suggested a Resolution approving the Boundary Amendment process, to include the final phase of the project. He will forward a draft Resolution to Ms. Suit.

On MOTION by Mr. Wiggins and seconded by Mr. Mellish, with all in favor, authorizing District Counsel to prepare a Resolution authorizing commencement of the Boundary Amendment process to include the final phase of the project, was approved.

B. District Engineer: Atwell, LLC

There was no report.

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

- **116 Registered Voters in District as of April 15, 2024**
- **NEXT MEETING DATE: August 2, 2024 at 11:30 AM [Adoption of Fiscal Year 2025 Budget]**
 - **QUORUM CHECK**

SEVENTEENTH ORDER OF BUSINESS**Board Members' Comments/Requests**

There were no Board Members' comments or requests.

EIGHTEENTH ORDER OF BUSINESS**Public Comments**

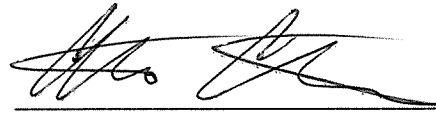
No members of the public spoke.

NINETEENTH ORDER OF BUSINESS**Adjournment**

On MOTION by Mr. Wiggins and seconded by Mr. Mellish, with all in favor, the meeting adjourned at 11:53 a.m.



Secretary/Assistant Secretary



Chair/Vice Chair