

**MINUTES OF MEETING
PACIFIC ACE
COMMUNITY DEVELOPMENT DISTRICT**

The Board of Supervisors of the Pacific Ace Community Development District held a Special Meeting on November 12, 2021, at 2:00 p.m., at the Citrus Coffee Co., 141 N Highway 27, Clermont, Florida 34711-2401.

Present were:

Stephen McConn	Chair
Casey Dare	Vice Chair
Stephen Feccia	Assistant Secretary

Also present, were:

Kristen Suit	District Manager
Nika Hosseini (via telephone)	District Counsel
Jeremy Morton (via telephone)	District Engineer
Steve Sandford (via telephone)	Bond Counsel
Dan Liparini (via telephone)	Supervisor-Appointee
James McKransky	

FIRST ORDER OF BUSINESS

Call to Order/Roll Call

Ms. Suit called the meeting to order at 2:05 p.m. Supervisors McConn, Dare and Feccia were present, in person. Supervisors Wyborski and Horowitz were not present.

SECOND ORDER OF BUSINESS

Public Comments

There were no public comments.

THIRD ORDER OF BUSINESS

Consideration of Resolution 2022-01, Authorizing the Issuance of not Exceeding \$5,500,000 Pacific Ace Community Development District Special Assessment Bonds, Series 2022 (2022 Project) (The "2022 Bonds") to Finance Certain Public

Infrastructure Within the District; Determining the Need for a Negotiated Limited Offering of the 2022 Bonds and Providing for a Delegated Award of Such Bonds; Appointing the Underwriter for the Limited Offering of the 2022 Bonds; Approving the Form of and Authorizing the Execution and Delivery of a Bond Purchase Contract with Respect to the 2022 Bonds; Approving the Use of that Certain Master Trust Indenture Previously Approved by the Board with Respect to the 2022 Bonds; Approving the Form of and Authorizing the Execution and Delivery of a First Supplemental Trust Indenture Governing the 2022 Bonds; Approving the Form of and Authorizing the Distribution of a Preliminary Limited Offering Memorandum; Approving the Execution and Delivery of a Final Limited Offering Memorandum; Approving the Form of and Authorizing the Execution of a Continuing Disclosure Agreement, and Appointing a Dissemination Agent; Approving the Application of Bonds Proceeds; Authorizing Certain Modifications to the Assessment Methodology Report and Engineer's Report; Providing for the Registration of the 2022 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 2022 Bonds; and Providing for Severability, Conflicts and an Effective Date

Mr. Sanford presented Resolution 2022-01, which accomplishes the following:

- Sets forth that the maximum amount of bonds to be issued cannot exceed \$5,500,000.
- Sets forth the terms to be followed for the sale of the bonds.
- Approves the Bond Purchase Contract, the PLOM, the Continuing Disclosure Agreement and the First Supplemental Trust Indenture.

➤ Authorizes any necessary changes to the Assessment Methodology Report and the Engineer’s Report in connection with the issuance of the 2022 Bonds or modifications to the 2022 Project.

A Board Member pointed out that Exhibit F still has American Land Development of Central Florida LLC as the Landowner.

Mr. Sanford would amend the Exhibit F, as follows:

Change: “American Land Development of Central Florida LLC” to “KB Home Orlando LLC”

On MOTION by Mr. McConn and seconded by Mr. Feccia, with all in favor, Resolution 2022-01, Authorizing the Issuance of not Exceeding \$5,500,000 Pacific Ace Community Development District Special Assessment Bonds, Series 2022 (2022 Project) (The “2022 Bonds”) to Finance Certain Public Infrastructure Within the District; Determining the Need for a Negotiated Limited Offering of the 2022 Bonds and Providing for a Delegated Award of Such Bonds; Appointing the Underwriter for the Limited Offering of the 2022 Bonds; Approving the Form of and Authorizing the Execution and Delivery of a Bond Purchase Contract with Respect to the 2022 Bonds; Approving the Use of that Certain Master Trust Indenture Previously Approved by the Board with Respect to the 2022 Bonds; Approving the Form of and Authorizing the Execution and Delivery of a First Supplemental Trust Indenture Governing the 2022 Bonds; Approving the Form of and Authorizing the Distribution of a Preliminary Limited Offering Memorandum; Approving the Execution and Delivery of a Final Limited Offering Memorandum; Approving the Form of and Authorizing the Execution of a Continuing Disclosure Agreement, and Appointing a Dissemination Agent; Approving the Application of Bonds Proceeds; Authorizing Certain Modifications to the Assessment Methodology Report and Engineer’s Report; Providing for the Registration of the 2022 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 2022 Bonds; and Providing for Severability, Conflicts and an Effective Date, as amended, was adopted.

FOURTH ORDER OF BUSINESS

Acceptance of Resignation of Wayne Horowitz, Seat 2; Term Expires November 2024

Ms. Suit presented the resignation of Mr. Wayne Horowitz.

On MOTION by Mr. McConn and seconded by Mr. Feccia, with all in favor, the resignation of Mr. Wayne Horowitz, dated September 20, 2021, was accepted.

FIFTH ORDER OF BUSINESS

Consider Appointment of Dan Liparini to Fill Unexpired Term of Seat 2

Mr. McConn nominated Mr. Dan Liparini to fill Seat 2.

No other nominations were made.

Mr. Liparini confirmed that a Notary was present at his location.

- **Administration of Oath of Office (*the following to 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. Liparini. The Notary at M. Liparini’s location witnessed and acknowledged the administration of the Oath of Office.

Ms. Suit distributed and briefly described the following items:

- A. Guide to Sunshine Amendment and Code of Ethics for Public Officers and Employees**
- B. Membership, Obligations and Responsibilities**
- C. Chapter 190, Florida Statutes**
- D. Financial Disclosure Forms**
 - I. Form 1: Statement of Financial Interests**
 - II. Form 1X: Amendment to Form 1, Statement of Financial Interests**
 - III. Form 1F: Final Statement of Financial Interests**
- E. Form 8B: Memorandum of Voting Conflict**

SIXTH ORDER OF BUSINESS

Consideration of Resolution 2022-02, Designating Certain Officers of the District, and Providing for an Effective Date

Ms. Suit presented Resolution 2022-02.

Mr. McConn nominated the following slate of officers:

Stephen McConn

Chair

Casey Dare	Vice Chair
Craig Wrathell	Secretary
Fred Wyborski	Assistant Secretary
Stephen Feccia	Assistant Secretary
Dan Liparini	Assistant Secretary
Kristen Suit	Assistant Secretary

No other nominations were made.

On MOTION by Mr. McConn and seconded by Mr. Feccia, with all in favor, Resolution 2022-02, Designating Certain Officers of the District, and Providing for an Effective Date, was adopted.

SEVENTH ORDER OF BUSINESS

Consideration of Resolution 2022-03, Designating the Primary Administrative Office and Principal Headquarters of the District; Designating the Location of the Local District Records Office; and Providing an Effective Date

This item was deferred.

EIGHTH ORDER OF BUSINESS

Consideration of Access Management and Field Operations Agreement

Ms. Hosseini presented the Access Management and Field Operations Agreement and requested approval, in substantial form.

On MOTION by Mr. McConn and seconded by Mr. Feccia, with all in favor, the Access Management and Field Operations Agreement, in substantial form, was approved.

NINTH ORDER OF BUSINESS

Acceptance of Unaudited Financial Statements as of September 30, 2021

Ms. Suit presented the Unaudited Financial Statements as of September 30, 2021.

On MOTION by Mr. McConn and seconded by Mr. Feccia, with all in favor, the Unaudited Financial Statements as of September 30, 2021, were accepted.

TENTH ORDER OF BUSINESS

Approval of August 25, 2021 Public Hearing and Regular Meeting Minutes

Ms. Suit presented the August 25, 2021 Public Hearing and Regular Meeting Minutes.

On MOTION by Mr. Liparini and seconded by Mr. Feccia, with all in favor, the August 25, 2021 Public Hearing and Regular Meeting Minutes, as presented, were approved.

ELEVENTH ORDER OF BUSINESS

Staff Reports

A. District Counsel: *Cobb Cole*

Ms. Hosseini stated Staff is in the process of preparing bond documents with coordination from Bond Counsel.

B. District Engineer: *Heidt Design*

Mr. Morton stated the amendments to the Engineer’s Report would be completed and finalized by next week.

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

- **UPCOMING MEETINGS**
 - **November 24, 2021 at 2:00 P.M.**
 - **December 22, 2021 at 2:00 P.M.**
 - **January 26, 2022 at 2:00 P.M.**

- **QUORUM CHECK**

The November meeting was cancelled.

The next meeting would be held on December 22, 2021.

TWELFTH ORDER OF BUSINESS

Board Members' Comments/Requests

There were no Board Members' comments or requests.

THIRTEENTH ORDER OF BUSINESS

Public Comments

No members of the public spoke.

FOURTEENTH ORDER OF BUSINESS

Adjournment

There being nothing further to discuss, the meeting adjourned.

On MOTION by Mr. McConn and seconded by Mr. Feccia, with all in favor, the meeting adjourned at 2:26 p.m.

[SIGNATURES APPEAR ON THE FOLLOWING PAGE]

Kristen Duff
Secretary/Assistant Secretary

Steph McLean
Chair/Vice Chair