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**MINUTES OF MEETING**

*Each person who decides to appeal any decision made by the Board with respect to any matter considered at the meeting is advised that the person may need to ensure that a verbatim record of the proceedings is made, including the testimony and evidence upon which such appeal is to be based.*

**MADEIRA  
COMMUNITY DEVELOPMENT DISTRICT**

The special meeting of the Board of Supervisors of Madeira Community Development District was held on **Monday, February 6, 2017 at 2:00 p.m.** at the office of Rizzetta & Company, Inc., 2806 North Fifth Street, Suite 403, St. Augustine, Florida 32084.

Present and constituting a quorum:

|             |  |
|-------------|--|
| Sally Hall  | <b>Board Supervisor, Chairman</b>            |
| Bill Lanius | <b>Board Supervisor, Vice Chairman</b>       |
| Doug Maier  | <b>Board Supervisor, Assistant Secretary</b> |
| John Kunkel | <b>Board Supervisor, Assistant Secretary</b> |
| Chris Shee  | <b>Board Supervisor, Assistant Secretary</b> |

Also present were:

|                  |   |
|------------------|---|
| Lesley Gallagher | <b>District Manager, Rizzetta &amp; Company, Inc.</b>   |
| Melissa Dobbins  | <b>Rizzetta &amp; Company, Inc.</b>                     |
| Wes Haber        | <b>District Counsel, Hopping Green &amp; Sams, P.A.</b> |
| Chris Buttermore | <b>Matthews Design Group, Inc.</b>                      |
| Cheyne Solesbee  | <b>Yellowstone Landscape</b>                            |
| Jeff Digugliemo  | <b>Yellowstone Landscape</b>                            |

Audience members present.

**FIRST ORDER OF BUSINESS**

**Call to Order**

Ms. Gallagher called the meeting to order at 2:00p.m. and read roll call.

**SECOND ORDER OF BUSINESS**

**Audience Comments on Agenda Items**

There were no audience comments.

**THIRD ORDER OF BUSINESS**

**Oath of Office**

Ms. Gallagher noted that Chris Shee had taken his Oath prior to the onset of the meeting.

**FOURTH ORDER OF BUSINESS**

**Consideration of Resolution 2017-01,  
Designating Officers**

Resolution 2017-01 was adopted as follows: Chairperson – Sally Hall; Vice Chairperson – Bill Lanius; Assistant Secretaries – Doug Maier, John Kunkel, Chris Shee, Lesley Gallagher and Melissa Dobbins.

On a Motion by Mr. Maier, seconded by Mr. Shee, with all in favor, the Board adopted Resolution 2017-01, Designating Officers for Madeira Community Development District.

**FIFTH ORDER OF BUSINESS**

**Consideration of the Minutes of the  
Board of Supervisors' Audit Committee  
Meeting held August 24, 2016**

On a Motion by Ms. Hall, seconded by Mr. Kunkel, with all in favor, the Board approved the Minutes of the Board of Supervisors' Audit Committee meeting held August 24, 2016 for Madeira Community Development District.

**SIXTH ORDER OF BUSINESS**

**Consideration of the Minutes of the  
Board of Supervisors' Regular Meeting  
held August 24, 2016**

On a Motion by Mr. Maier, seconded by Ms. Hall, with all in favor, the Board approved the Minutes of the Board of Supervisors' Regular meeting held August 24, 2016 for Madeira Community Development District.

**SEVENTH ORDER OF BUSINESS**

**Consideration of the Minutes of the  
Landowner Election Meeting held  
November 2, 2016**

On a Motion by Ms. Hall, seconded by Mr. Maier, with all in favor, the Board approved the Minutes of the Landowner Election meeting held November 2, 2016 for Madeira Community Development District.

**EIGHTH ORDER OF BUSINESS**

**Ratification of the Operation and  
Maintenance Expenditures for August  
2016, September 2016, October 2016 and  
November 2016**

On a Motion by Ms. Hall, seconded by Mr. Lanius, all in favor, the Board ratified the operation and maintenance expenditures for August 2016 in the amount of \$11,020.45, for September 2016 in the amount of \$32,063.51, for October 2016 in the amount of \$17,519.00 and for November 2016 in the amount of \$14,978.66 for Madeira Community Development District.

**NINTH ORDER OF BUSINESS**

**Staff Reports**

- A. District Counsel  
Mr. Haber updated the Board that the Legislative Session has begun and that his firm is monitoring any items that may impact CDD's and will update the Board accordingly.
- B. District Engineer  
Chris Buttermore from the Matthews Design Group, Inc. was introduced as the new District Engineer.
- C. District Manager
  - i.) Charles Aquatics Pond Report, December 29, 2016  
Ms. Gallagher reviewed the pond report found under Tab 7 of the agenda, updated the Board that the district office is working with Nationwide Insurance to repair light pole number eight that was damaged when hit by a vehicle. She also noted that the next meeting is scheduled for March 22, 2017. The Public Hearing, to set rates for gate access devices, was also rescheduled to this date by the Board.

**TENTH ORDER OF BUSINESS**

**Consideration of Resolution 2017-02,  
ReDesignating a Treasurer**

On a Motion by Mr. Kunkel, seconded by Mr. Lanius, with all in favor, the Board adopted Resolution 2017-02, ReDesignating a Treasurer, from Joe Kennedy to Scott Brizendine, for Madeira Community Development District.

**ELEVENTH ORDER OF BUSINESS**

**Ratification of Dissemination Agent Agreement**

It was noted that the Board had questions regarding the preparation of the information being filed by Rizzetta as Dissemination Agent. The Board authorized Ms. Hall to negotiate further and ratify acceptance of the Dissemination Agent Agreement subject to further clarification of the scope of services being provided.

On a Motion by Mr. Kunkel, seconded by Mr. Lanius, with all in favor, the Board authorized Ms. Hall to negotiate further and ratify acceptance of the Dissemination Agent Agreement subject to further clarification of the scope of services being provided for Madeira Community Development District.

**TWELFTH ORDER OF BUSINESS**

**Consideration of Resolution 2017-03, Prompt Payment Policies**

This item was tabled.

**THIRTEENTH ORDER OF BUSINESS**

**Ratification of District Fiscal Year 2016/2017 Insurance Policy**

The Board ratified acceptance of the Fiscal Year 2016/2017 Insurance Proposal from Egis in the amount of \$7,686.00.

On a Motion by Mr. Lanius, seconded by Mr. Maier, with all in favor, the Board ratified acceptance of the Fiscal Year 2016/2017 Insurance Proposal from Egis in the amount of \$7,686.00 for Madeira Community Development District.

**FOURTEENTH ORDER OF BUSINESS**

**Consideration of Landscape and Maintenance Proposals**

Ms. Gallagher noted that LMP had withdrawn their proposal from consideration leaving proposals from Yellowstone Landscape (current vendor), VerdeGo and Martex for review. Representatives from Yellowstone Landscape and VerdeGo were present to answer any questions from the Board. Discussion ensued. The Board then authorized Ms. Hall to negotiate further with these vendors and execute an agreement for landscape and irrigation maintenance services on behalf of the District.

On a Motion by Mr. Kunkel, seconded by Mr. Shee, with all in favor, the Board authorized Ms. Hall to negotiate further with these vendors and execute an agreement for landscape and irrigation maintenance services on behalf of the District for Madeira Community Development District.

**FIFTEENTH ORDER OF BUSINESS**

**Consideration of Resolution 2017-04, Releasing Assessment Lien from Conservation Easement**

Mr. Haber reviewed Resolution 2017-04 noting that assessments are across all unplatted property in the District and that the landowner had been working with St. Johns River Water Management District to establish conservation easements over portions of the unplatted property. St. Johns River Water Management District will not allow conservation easements on property that is encumbered with assessments even if the intention had always been for areas to be used for conservation. Resolution 2017-04 authorizes the release of any assessments including Series 2007 debt assessments over property that is to have a conservation easement outlined in Exhibit A of the resolution and allows for the reallocation of assessments to the remainder of the unplatted property. The resolution also includes landowner and bondholder consent which was distributed under separate cover (Exhibit A).

On a Motion by Ms. Hall, seconded by Mr. Maier, with all in favor, the Board adopted Resolution 2017-04, Releasing Assessment Lien from Conservation Easement for Madeira Community Development District.

**SIXTEENTH ORDER OF BUSINESS**

**Audience Comments and Supervisor Requests**

An audience member had a question regarding where to locate copies of the conservation easements.

Cheyne Solesbee from Yellowstone Landscape requested a moment to address the Board and express his willingness, and the willingness of Yellowstone Landscape, to correct deficiencies in their service which he acknowledges that the District has experienced and Yellowstone Landscape's desire to carry on as the landscape and irrigation provider for Madeira CDD.

There were no supervisor requests.

**SEVENTEENTH ORDER OF BUSINESS**

**Adjournment**

On a Motion by Mr. Lanius, seconded by Ms. Hall, with all in favor, the Board adjourned the meeting at 3:00 p.m. for Madeira Community Development District.

  
Secretary/Assistant Secretary

By:   
Chairman/Vice Chairman

# Exhibit A



## CONSENT OF LANDOWNER

### MADEIRA COMMUNITY DEVELOPMENT DISTRICT RELEASE OF CONSERVATION PROPERTY FROM SERIES 2007 ASSESSMENTS

**THIS CONSENT OF LANDOWNER** (this "Landowner Consent") is being given by the undersigned (the "Landowner"), as the owner of unplatted property within the Madeira Community Development District (the "District"), which is subject to the District's Series 2007 Assessments as security for the repayment of the District's Special Assessment Revenue Bonds, Series 2007 (the "Series 2007 Assessments"). The Landowner acknowledges and consents as follows:

1. A portion of the unplatted property within the District subject to District assessments, including the Series 2007 Assessments, is intended to be used for conservation purposes and subject to a conservation easement (the "Conservation Property").
2. In order to effectuate the conservation easement, the Conservation Property must be released from any and all District assessments, including the Series 2007 Assessments. In doing so, the District shall reappportion the Series 2007 Assessments to the remainder of the unplatted property within the District (the "Allocation Property".)
3. The Landowner hereby consents to the removal and release of all District assessments, including the Series 2007 Assessment, from the Conservation Property and the reappportionment of such assessments to the Allocation Property.
4. The Landowner hereby consents to the actions necessary and incidental to the allocation of the District assessments to the Allocation Property and hereby waives any right whatsoever to challenge the actions undertaken by the District in such allocation or the District assessments levied against the Allocation Property.
5. The Landowner acknowledges and agrees that it has the full power and authority to execute and deliver this Landowner Consent.

Date: \_\_\_\_\_, 2017

ATTEST

LANDOWNER:

\_\_\_\_\_  
Witness

\_\_\_\_\_

\_\_\_\_\_  
Witness

\_\_\_\_\_  
By: \_\_\_\_\_  
Title: \_\_\_\_\_

STATE OF FLORIDA     )  
  )SS  
COUNTY OF \_\_\_\_\_)

The foregoing instrument was acknowledged before me this \_\_\_\_\_  
day of \_\_\_\_\_, 2017, by \_\_\_\_\_, as \_\_\_\_\_ of  
\_\_\_\_\_ on behalf of \_\_\_\_\_, a  
\_\_\_\_\_, as its authorized representative.

(SEAL)

\_\_\_\_\_  
Name:  
Notary Public, State of Florida  
My Commission Expires:

Personally Known [ ] or Produced Identification [ ]  
Type of Identification Produced \_\_\_\_\_



## CONSENT OF BONDHOLDER

### MADEIRA COMMUNITY DEVELOPMENT DISTRICT RELEASE OF CONSERVATION PROPERTY FROM SERIES 2007 ASSESSMENTS

**THIS CONSENT OF BONDHOLDER** (this "Bondholder Consent") is being given by the undersigned (the "Bondholder"), as the beneficial owner of 100% of the Madeira Community Development District (the "District") Special Assessment Revenue Bonds, Series 2007 (the "2007 Bonds"), which are secured by certain special assessments the District levied to secure the 2007 Bonds (the "Series 2007 Assessments"). The Bondholder acknowledges and consents as follows:

1. A portion of the unplatted property within the District subject to District assessments, including the Series 2007 Assessments, is intended to be used for conservation purposes and subject to a conservation easement (the "Conservation Property").
2. In order to effectuate the conservation easement, the Conservation Property must be released from any and all District assessments, including the Series 2007 Assessments. In doing so, the District shall reapportion the Series 2007 Assessments to the remainder of the unplatted property within the District (the "Allocation Property".)
3. The Bondholder hereby consents to the removal and release of the Series 2007 Assessment levied and imposed against the Conservation Property. The Bondholder further consents to the reapportionment of assessments to the Allocation Property.
4. The Bondholder acknowledges and agrees that it has the full power and authority to execute and deliver this Bondholder Consent.
5. The Bondholder further agrees to take all necessary steps to make this Bondholder Consent binding on any future beneficial owners of the 2007 Bonds.
6. This Bondholder Consent relates solely to the Conservation Property and allocation of the Series 2007 assessments to the Allocation Property, and is not to be construed as a consent, approval, acknowledgment or waiver with respect to any other past or future documents or provisions.

Date: \_\_\_\_\_, 2017

ATTEST

BENEFICIAL OWNER:

\_\_\_\_\_  
Witness

Firm Name: \_\_\_\_\_

\_\_\_\_\_  
Witness

By: \_\_\_\_\_  
Title: \_\_\_\_\_

STATE OF FLORIDA    )  
  )SS  
COUNTY OF \_\_\_\_\_)

The foregoing Consent of Bondholder was acknowledged before me this \_\_\_\_\_ day of \_\_\_\_\_, 2017, by \_\_\_\_\_, as \_\_\_\_\_ of \_\_\_\_\_ on behalf of \_\_\_\_\_, a \_\_\_\_\_, as its authorized representative.

(SEAL)

\_\_\_\_\_  
Name:  
Notary Public, State of Florida  
My Commission Expires:

Personally Known [ ] or Produced Identification [ ]

Type of Identification Produced \_\_\_\_\_