

**MINUTES OF MEETING
HAM BROWN RESERVE COMMUNITY DEVELOPMENT DISTRICT**

The Board of Supervisors of the Ham Brown Reserve Community Development District held a Regular Meeting and Audit Committee Meeting on February 14, 2024, at 11:00 a.m., at the Hampton Inn & Suites by Hilton, 4971 Calypso Cay Way, Kissimmee, Florida 34746.

Present at the meeting were:

Jack Traynor	Chair
Atino Secor	Vice Chair
Dan Fitzpatrick	Assistant Secretary
Ryan O'Dowd	Assistant Secretary
Mike Roche	Assistant Secretary

Also present:

Cindy Cerbone	District Manager
Jere Earlywine (via telephone)	District Counsel
Xabier Guerricagoitia	District Engineer

FIRST ORDER OF BUSINESS

Call to Order/Roll Call

Ms. Cerbone called the meeting to order at 11:03 a.m. All Supervisors were present.

SECOND ORDER OF BUSINESS

Public Comments

No members of the public spoke.

THIRD ORDER OF BUSINESS

**Consideration of Resolution 2024-15,
Appointing and Removing Officers of the
District and Providing for an Effective Date**

Ms. Cerbone presented Resolution 2024-15. She requested that her coworker, Ms. Jamie Sanchez, be added as a non-voting officer, as an Assistant Secretary. The slate was as follows:

Chair	Jack Traynor
Vice Chair	Atino Secor

Assistant Secretary	Dan Fitzpatrick
Assistant Secretary	Mike Roche
Assistant Secretary	Ryan O'Dowd
Assistant Secretary	Jamie Sanchez

No other nominations were made. Prior appointments by the Board for Secretary, Treasurer, Assistant Treasurer, and Assistant Secretary Cindy Cerbone, remain unaffected by this Resolution.

<p>On MOTION by Mr. Fitzpatrick and seconded by Mr. Roche, with all in favor, Resolution 2024-15, Appointing and nominated, and Removing Officers of the District and Providing for an Effective Date, was adopted.</p>
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FOURTH ORDER OF BUSINESS**Recess Regular Meeting/Commencement
of Audit Selection Committee Meeting**

The Regular Meeting recessed at 11:04 a.m., and the Audit Selection Committee Meeting convened.

FIFTH ORDER OF BUSINESS**Review of Responses to Request for
Proposals (RFP) for Annual Audit Services**

- A. Affidavit of Publication**
- B. RFP Package**

The above items were provided for informational purposes.

- C. Respondents**
 - I. Berger, Toombs, Elam, Gaines & Frank**
 - II. Grau & Associates**

Ms. Cerbone stated that, as the District Manager of many CDDs, her firm has worked with both respondents and, in her opinion, both are qualified to perform the audit; therefore, cost is the main factor that sets the firms apart, slightly.

Berger, Toombs, Elam, Gaines & Frank (BTEGF) bid \$3,075 for the first year without issuance of bonds; the fee would increase to \$4,325 if bonds are issued in Fiscal Year 2024.

Grau & Associates (Grau) bid \$3,100 for the first year without issuance of bonds; the fee would increase to \$4,600 if bonds are issued in Fiscal Year 2024.

D. Auditor Evaluation Matrix/Ranking

Ms. Cerbone presented her scores and rankings, as follows, and stated the Auditor Selection Committee can accept her rankings or perform its own:

#1	Berger, Toombs, Elam, Gaines & Frank	100
#2	Grau & Associates	99

In response to a question, Ms. Cerbone stated that the termination clause allows the Board to terminate the Agreement if the audit firm is unsatisfactory.

The Board and Staff discussed the bidders, scope of services, price differential, ranking process, projected cost increases, budgeting for audit services, the audit process, documentation and access to files.

SIXTH ORDER OF BUSINESS

Termination of Audit Selection Committee Meeting/Reconvene Regular Meeting

The Audit Selection Committee Meeting terminated at 11:14 a.m., and the Regular Meeting reconvened.

SEVENTH ORDER OF BUSINESS

Consider Recommendation of Audit Selection Committee

- Award of Contract**

On MOTION by Mr. Fitzpatrick and seconded by Mr. Roche, with all in favor, accepting the scores, ranking and recommendation of the Audit Selection Committee, ranking Berger, Toombs, Elam, Gaines & Frank as the #1 ranked respondent to the RFP for Annual Audit Services, and authorizing District Staff to negotiate an agreement with Berger, Toombs, Elam, Gaines & Frank, was approved.

EIGHTH ORDER OF BUSINESS

Consideration of Response(s) to Request for Qualifications (RFQ) for Engineering Services

- A. Affidavit of Publication
- B. RFQ Package
- C. Respondent(s): Boyd Civil Engineering, Inc.
- D. Competitive Selection Criteria/Ranking
- E. Award of Contract

Ms. Cerbone noted that the only respondent to the RFQ was Boyd Civil Engineering, Inc. (Boyd) who is already serving as the Interim District Engineer. If the Board finds that Boyd meets all the requirements of the RFQ/Selection Criteria, awarding the contract to Boyd can proceed.

On MOTION by Mr. Fitzpatrick and seconded by Mr. Roche, with all in favor, accepting the response from Boyd Civil Engineering, Inc., the sole respondent to the RFQ for Engineering Services, as a qualified response, awarding the contract for District Engineering Services to Boyd Civil Engineering, Inc., and authorizing Staff to negotiate and prepare the Contract/Agreement and for the Chair to execute, was approved.

NINTH ORDER OF BUSINESS

Consideration of Resolution 2024-11,
Designating the Location of the Local
District Records Office and Providing an
Effective Date

This item was deferred.

TENTH ORDER OF BUSINESS

Consideration of Resolution 2024-12,
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

Discussion ensued about the timing of a bond issuance, which might occur in June 2024.

Ms. Cerbone noted that the Bond Validation hearing is scheduled for April 22, 2024.

Mr. Earlywine stated, in that case, bonds can be issued in late May.

Ms. Cerbone stated the next meeting will be scheduled when necessary. Staff requires two to three weeks' notice to ensure a quorum, secure a meeting location and advertise a

meeting. Recurring meeting dates will be discussed at the next meeting; potential recurring meeting dates will be circulated to the Board in advance of the next meeting.

This item was deferred.

ELEVENTH ORDER OF BUSINESS**Update: Required Ethics Training and Form 1 Disclosure Filing**

Mr. Earlywine discussed the new requirement for Supervisors to complete four hours of ethics continuing education every year. The requirement must be completed by December 31, 2024; completion of the requirement will be recorded when filing Form 1 in mid-2025. The Memorandum in the agenda includes links to trainings offered by the Florida Commission on Ethics (COE) and other entities.

Ms. Cerbone stated that, going forward, Form 1 will be filed electronically with the COE, rather than the Supervisor of Elections. She will forward an email from the COE regarding registration with the COE in order to file electronically. If an email from her or the COE is not received by March, District Management's office should be called. The first email from the COE will pertain to registering and another email should be received reminding them to file Form 1 no later than July 1, 2024. District Management has processed all Board Members' information to be sent to the State, including their contact information and term of office. She will also forward an email reminding the Board Members to complete and submit Form 1.

TWELFTH ORDER OF BUSINESS**Consideration of Osceola County Tax Collector Agreement**

Ms. Cerbone presented the Osceola County Tax Collector Agreement.

On MOTION by Mr. Fitzpatrick and seconded by Mr. Roche, with all in favor, the Osceola County Tax Collector Agreement, was approved.

THIRTEENTH ORDER OF BUSINESS**Discussion: Project Construction Matters**

This item was discussed in conjunction with the Tenth Order of Business.

FOURTEENTH ORDER OF BUSINESS**Acceptance of Unaudited Financial
Statements as of December 31, 2023**

Ms. Cerbone presented the Unaudited Financial Statements as of December 31, 2023. The “Undeposited funds” item represents checks held while the bank account was being opened. An offline discussion occurred regarding whether to move to quarterly billing versus monthly billing. Because expenses can fluctuate greatly, primarily legal and engineering expenses, the consensus was to continue with monthly billing. Some of these expenses can be reimbursable when bonds are issued, such as District Engineering fees related to preparation of the District Engineer’s Report, and items related to bond validation.

On MOTION by Mr. Fitzpatrick and seconded by Mr. Secor, with all in favor, the Unaudited Financial Statements as of December 31, 2023, were accepted.

FIFTEENTH ORDER OF BUSINESS**Approval of January 10, 2024 Public
Hearings and Regular Meeting Minutes**

On MOTION by Mr. Roche and seconded by Mr. Fitzpatrick, with all in favor, the January 10, 2024 Public Hearings and Regular Meeting Minutes, as presented, were approved.

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

Mr. Earlywine will research whether the Corporate Transparency Act requirements apply to CDD Supervisors and email the Board and Staff if an issue exists.

B. District Engineer (Interim): Boyd Civil Engineering, Inc.

There was no report.

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

Ms. Cerbone stated a Supplemental Engineer’s Report and Supplemental Methodology will likely be presented in preparation for issuing bonds. The proposed Fiscal Year 2025 budget will be presented. She asked if the CDD will own any assets during Fiscal Year 2025 that the CDD will need to maintain because, if so, Field Operations will need to be added to the Fiscal Year

2025 budget. The consensus was that Field Operations will be needed in Fiscal Year 2025; Ms. Cerbone will work with Mr. Secor in this regard.

Ms. Cerbone stated, if the Fiscal Year 2025 budget will be Landowner-funded, the Landowner will only be charged for actual expenses incurred. She noted that some Operation & Maintenance (O&M) costs can be recouped via the estoppel process as the lots are sold.

Mr. Secor stated that the intent is for the HOA to be private. Ms. Cerbone stated that some CDDs with private amenities enter into an agreement with the HOA whereby the HOA budgets, collects, funds and manages both the HOA and the CDD assets, with one point of contact and one set of vendors. Some Developers prefer for the HOA to take care of HOA matters and for the CDD to take care of CDD matters. The consensus was that these matters will be determined at or before the next meeting.

With regard to the need to determine asset ownership, Ms. Cerbone noted that the District Engineer can produce color-coded maps depicting the HOA and the CDD areas of responsibility. In some cases, the CDD will ask the Property Management company under contract with the HOA to serve as the Field Operations Manager, which allows for one point of contact while also keeping expenses separate.

- **NEXT MEETING DATE: TBD**
 - **QUORUM CHECK**

Staff will coordinate with the Chair to schedule the next meeting.

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. Roche and seconded by Mr. Secor, with all in favor, the meeting adjourned at 11:34 a.m.


Secretary/Assistant Secretary


Chair/Vice Chair