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 12, 2024 at 9:30 a.m., at the Ramada by Wyndham Davenport Orlando South, 43824 Highway 27, Davenport, Florida 33837-6808.

Present were:

Mary Moulton	Vice Chair
John (JC) Nowotny	Assistant Secretary
Shelley Kaercher	Assistant Secretary

Also present:

Cindy Cerbone	District Manager
Andrew Kantarzhi (via telephone)	Wrathell, Hunt and Associates, LLC (WHA)
Jere Earlywine (via telephone)	District Counsel
Nicole Stalder (via telephone)	District Engineer
Gabe Ruperz (via telephone)	Leland Management
Denise Levitsky (via telephone)	Leland Management
Cynthia Wilhelm (via telephone)	Bond Counsel
Roger Van Auker	Forestar

FIRST ORDER OF BUSINESS **Call to Order/Roll Call**

Ms. Cerbone called the meeting to order at 9:30 a.m.

Supervisors Moulton, Kaercher and Nowotny were present. Supervisors Tyree and Van Auker were not present.

SECOND ORDER OF BUSINESS **Public Comments**

No members of the public spoke.

THIRD ORDER OF BUSINESS **Presentation of Second Supplemental Engineer's Report**

Ms. Stalder presented the Second Supplemental Engineer's Report and noted the following:

- An error in the unit total column spreadsheet was updated and a new version created; the updated Report will be provided.
- The Report is for Phases 2, 3 and 4 and includes the infrastructure for each of those Phases, along with some off-site work that is required.
- The Cost Estimate Table reflects only the items that are public, within Phases 2, 3 and 4.

Mr. Earlywine stated that, as long as the Report contains the required findings, including that there is benefit to the property within the Assessment Area and that it is reasonable that the project will be completed, the Report is ready for approval.

The Report contains those required findings.

On MOTION by Ms. Kaercher and seconded by Mr. Nowotny, with all in favor, the Second Supplemental Engineer's Report, in substantial form, was approved.

FOURTH ORDER OF BUSINESS **Presentation of Second Supplemental Special Assessment Methodology Report**

Ms. Cerbone presented the Second Supplemental Special Assessment Methodology Report and noted the following:

- This Methodology Report is for Phases 2, 3 and 4, known as Assessment Area Two.
- Refers to the Engineer's Report.
- The Methodology Report identifies the unit types and number of units for each, which ties to the Engineer's Report unit types and numbers, which were updated.
- Assessment Area Two is projected to include improvements estimated to total approximately $25,034,790.
- The District intends to issue its Capital Improvement Revenue Bonds, Series 2024 for Assessment Area Two in the estimated principal amount of $10,975,000 to fund an estimated $9,861,631.25 in Capital Improvement Plan (CIP) costs.

- The Developer is anticipated to fund improvements valued at a minimum estimated at $3,339,452.90.

Ms. Cerbone discussed the Bond Assessment Allocation, Lienability Tests, True-Up Mechanism and the Tables on Pages 13 through 15.

Mr. Earlywine stated that the Methodology Report makes the necessary findings, including that there is sufficient benefit from the project to justify the assessments and that they are fairly and reasonably allocated.

On MOTION by Ms. Kaercher and seconded by Ms. Moulton with all in favor, the Second Supplemental Special Assessment Methodology Report, in substantial form, was approved.

FIFTH ORDER OF BUSINESS **Consideration of Resolution 2024-11, 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 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 2024-11, known as the Delegated Award Resolution, which accomplishes the following:

➢ Authorizes the Chair to enter into a Bond Purchase Contract so long as the terms of Contract are within the parameters approved by the Board.

➢ Approves, in substantial form, certain documents needed to market, price and sell the bonds, including the Bond Purchase Contract, Second Supplemental Indenture, Preliminary Limited Offering Memorandum and the Continuing Disclosure Agreement.

➢ Sets forth the parameters within which the Chair can enter into the Bond Purchase Contract, as follows:

Maximum Principal Amount: Not to Exceed $13,000,000

Maximum Coupon Rate: Maximum Statutory Rate

Underwriting Discount: Maximum 2.0%

Not to Exceed Maturity Date: Maximum Allowed by Law

Redemption Provisions: The Series 2024 Bonds shall be subject to redemption as set forth in the form of Series 2024 Bond attached to the form of Supplemental Indenture attached.

On MOTION by Ms. Kaercher and seconded by Mr. Nowotny, with all in favor, Resolution 2024-11, 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 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.

SIXTH ORDER OF BUSINESS **Consideration of Resolution 2024-12, Setting Forth the Specific Terms of the District's Capital Improvement Revenue**

Bonds, Series 2024 (Assessment Area Two); 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. Earlywine presented Resolution 2024-12, which authorizes updates to the necessary documents and Reports, once the bonds are sold.

On MOTION by Ms. Kaercher and seconded by Mr. Nowotny, with all in favor, Resolution 2024-12, Setting Forth the Specific Terms of the District's Capital Improvement Revenue Bonds, Series 2024 (Assessment Area Two); 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 Forms of Issuer's Counsel Documents**

Mr. Earlywine presented the following:

A. Collateral Assignment

B. Completion Agreement

C. Disclosure of Public Finance

D. Supplemental Declaration of Consent

E. Supplemental Notice of Special Assessments

F. True-Up Agreement

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

EIGHTH ORDER OF BUSINESS **Consideration of FMSbonds, Inc., Rule G-17 Disclosure Letter**

Mr. Earlywine presented the FMSbonds, Inc., Rule G-17 Disclosure Letter.

On MOTION by Ms. Kaercher and seconded by Ms. Moulton, with all in favor, the FMSbonds, Inc., Rule G-17 Disclosure Letter, was approved.

NINTH ORDER OF BUSINESS **Consideration of Resolution 2024-05, Designating the Location of the Local District Records Office and Providing an Effective Date**

This item was deferred.

TENTH ORDER OF BUSINESS **Ratification Item(s)**

There were no items to ratify.

ELEVENTH ORDER OF BUSINESS **Acceptance of Unaudited Financial Statements as of April 30, 2024**

Ms. Cerbone presented the Unaudited Financial Statements as of April 30, 2024.

On MOTION by Ms. Kaercher and seconded by Ms. Moulton, with all in favor, the Unaudited Financial Statements as of April 30, 2024, were accepted.

TWELFTH ORDER OF BUSINESS **Approval of May 8, 2024 Regular Meeting Minutes**

Ms. Cerbone presented the May 8, 2024 Regular Meeting Minutes.

On MOTION by Ms. Kaercher and seconded by Mr. Nowotny, with all in favor, the May 8, 2024 Regular Meeting Minutes, as presented, were approved.

THIRTEENTH ORDER OF BUSINESS **Staff Reports**

A. District Counsel: Kutak Rock LLP

Mr. Earlywine anticipates closing on the bonds within the month.

B. District Engineer: Dewberry Engineers, Inc.

Ms. Stalder stated that Phase 2 is about to go through certification and completion and should be fully finalized within the next few weeks.

C. Field Operations: Leland Management, Inc.

There was no report.

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

- **NEXT MEETING DATE: July 10, 2024 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**

Ms. Cerbone read Form 8B form Ms. Kaercher into the record:

"I am a member of the Board of Supervisors of the Hawthorne Mill North Community Development District created under Chapter 190, Florida Statutes, and I am a principal, employee and/or business associate, or relative, of a landowner in the District. Decisions potentially affecting the landowner may come before the Board from time to time. Pursuant to Sections 112.3143(3)(b) and 190.007(1), Florida Statutes, I understand that I do not have a conflict of interest when voting on such matters, and that I am not prohibited from voting on such matters. That said, I am filing this disclosure of voting conflict in an abundance of caution, and to follow the procedures required by s. 112.3143, Florida Statutes, and for the duration of my term and any subsequent terms."

The July meeting will be cancelled. The next meeting will be held on August 14, 2024.

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

There were no Board Members' comments or requests.

FIFTEENTH ORDER OF BUSINESS **Public Comments**

No members of the public spoke.

SIXTEENTH ORDER OF BUSINESS **Adjournment**

On MOTION by Ms. Kaercher and seconded by Mr. Nowotny, with all in favor, the meeting adjourned at 9:48 a.m.

[SIGNATURES APPEAR ON THE FOLLOWING PAGE]

Secretary/Assistant Secretary

Chair/Vice Chair