

**MINUTES OF A BOARD OF SUPERVISORS MEETING
NORTHERN PALM BEACH COUNTY IMPROVEMENT DISTRICT 02/24/21**

Pursuant to the foregoing Notice, the Board of Supervisors of Northern Palm Beach County Improvement District met at approximately 8:05 a.m. on February 24, 2021, in the Administrative Building and Emergency Operations Center, 359 Hiatt Drive, Palm Beach Gardens, Florida.

1) ROLL CALL

There were present Board President Matthew J. Boykin and Supervisors Gregory Block, and Ellen T. Baker; Executive Director O'Neal Bardin, Jr.; District Engineer Robert W. Lawson of Arcadis and General Counsel Kenneth W. Edwards of Caldwell Pacetti, et al.

Also present were Deputy Director Dan Beatty; Finance Director Katie Roundtree; District Clerk Susan Scheff; Director of Operations Ken Roundtree; Kimberly A. Leser of Arcadis; Mark E. Raymond, Esquire; Anne Booth of Urban Design Studio; and Stephen S. Mathison of Mathison Whittles, LLP.

Supervisors L. Marc Cohn and Adrian M. Salee participated via conference call. Programs and Facilities Maintenance Administrator Jared Kneiss also attended via conference call.

2) ESTABLISHMENT OF A QUORUM

Mr. Boykin announced that there was a quorum and that it was in order to consider any business to properly come before the Board.

3) ADDITIONS OR DELETIONS TO THE AGENDA

There were no additions or deletions to the agenda.

4) APPROVAL OF MINUTES

A **motion** was made by Mr. Block, seconded by Ms. Baker and unanimously passed approving the Minutes of the January 27, 2021 Public Hearing and Regular Meeting.

5) COMMENTS FROM THE PUBLIC FOR ITEMS NOT ON THE AGENDA

Mr. Boykin called for any comments from the public for items not on the Agenda to which there was no response.

6) CONSENT AGENDA

Mr. Boykin called for any comments from the public on the Consent Agenda to which there was no response.

A **motion** was made by Mr. Block, seconded by Ms. Baker and unanimously passed approving the following Consent Agenda Items:

- a) Unit No. 2C – Alton
Consider Change Order to Arazoza Brothers Corporation (CO No. 7)
- b) Unit No. 15 – Villages of Palm Beach Lakes
Consider Encumbrance Modification to Arcadis
- c) General
Consider Fiscal Year 2021/2022 Budget Calendar
- d) Payment Requests

copies of which are contained in applicable Northern files.

7) REGULAR AGENDA

a) UNIT OF DEVELOPMENT NO. 2C – ALTON

i) Status Report

Mr. Beatty began by showing the Board the unit map and a site plan which delineated the yet to be developed Hospital Parcel. He explained that Northern currently does not have any construction projects taking place, but the Board recently awarded the contract for Parcel D and those contracts are currently being executed. Mr. Beatty further explained that the Hospital Parcel being displayed is a parcel that was recently purchased by Pasteur Healthcare Properties. He stated that they are a subsidiary of Universal Healthcare Systems and they are currently in the site plan approval stage with the City of Palm Beach Gardens. He

reported that they anticipate approval and will begin construction of a full service hospital, noting that the first phase is expected to include 270 beds and will increase to 450 beds upon completion.

Mr. Beatty further reported that Staff has invited the CEO of the hospital to attend next month's Board Meeting to make a presentation with regard to the entire project.

This item was presented for information only and no Board action was required.

ii) Consider Alton Park Operating Agreement

Mr. Edwards explained that Northern has entered into a Maintenance Agreement in the past with the Alton Property Owners Association (POA) and as improvements are completed, they are added as the POA's obligation for various types of maintenance. He further explained that one of the improvements recently added was the Alton Community Park and Northern wished to turn the maintenance responsibility over to the POA, with some oversight since Northern owns the park.

Mr. Edwards stated that the Alton Park Operating Agreement sets forth the Dos and Don'ts for park operation and he reviewed some of the requirements. He stated that approval is recommended, noting that the document has taken some time to develop.

Mr. Boykin called for any comments from the public to which there was no response.

A **motion** was made by Mr. Block, seconded by Ms. Baker and unanimously passed approving the Alton Park Operating Agreement, as presented.

**b) UNIT OF DEVELOPMENT NO. 5A – VISTA CENTER OF PALM BEACH
Consider Award of Contract to Ferreira Construction Southern Division Co., LLC.**

Mr. Lawson stated that this is a street light conversion project for maintenance, noting that the lights have been there since the project was first built and they are being changed to LED lighting. He reported that this project was advertised for bids in January and two bids were received in February. He stated that the low bid in the amount of \$92,000.00 was submitted by Ferreira Construction Southern

Division Co., LLC., noting that the second bid was from Applied Electric who performed a similar conversion in Unit 43.

Mr. Lawson stated that Ferreira has performed work in the past for Northern and has done this type of work on I-95. He stated that approval of a Purchase Order to Ferreira Construction Southern Division Co., LLC. is recommended in the amount of \$92,000.00.

Mr. Boykin called for any comments from the public to which there was no response.

A **motion** was made by Mr. Block, seconded by Ms. Baker and unanimously passed approving Purchase Order No. 21-285 in the amount of \$92,000.00 to Ferreira Construction Southern Division Co., LLC.

**c) UNIT OF DEVELOPMENT NO. 14 – EASTPOINTE
Consider Landowner Request for Consent to Administrative Site Plan Amendment**

Mr. Bardin explained that the Eastpointe Homeowner’s Association is currently redeveloping a portion of their property to provide 75 new homes. Part of this redevelopment includes a piece of property that Northern currently owns but is under contract to convey to the new project. He stated that in order to proceed with their plans, Eastpointe must now apply for an Administrative Amendment to their previously approved Site Plan with Palm Beach County, noting that this action requires Northern’s consent because Northern owns property included in the application. He explained that the consent form has been modified with conditions enumerated by Mr. Edwards, and the Board has approved similar consent forms in the recent past.

Mr. Boykin called for any comments from the public to which there was no response.

A **motion** was made by Mr. Block, seconded by Ms. Baker and unanimously passed approving the modified Consent Form, as presented.

d) UNIT OF DEVELOPMENT NO. 16 – PALM BEACH PARK OF COMMERCE

i) Consider Bill of Sale

Mr. Edwards stated that this item is a bit of an administrative cleanup document as is the following Water Management Easement. He explained that in 2018, Northern issued a permit for various stormwater drainage facilities and it has taken some time to get around to the Bill of Sale and access rights to the areas where those facilities are installed. He further explained that this is Northern's standard Bill of Sale and approval is recommended.

Mr. Boykin called for any comments from the public to which there was no response.

A **motion** was made by Mr. Block, seconded by Ms. Baker and unanimously passed approving the Bill of Sale.

ii) Consider Water Management Easement

Mr. Edwards explained that this document is in conjunction with the improvements listed in the Bill of Sale that the Board just approved. He stated that it allows Northern access and grants the necessary property rights, noting that it is our standard form and approval is recommended.

Mr. Boykin called for any comments from the public to which there was no response.

A **motion** was made by Mr. Block, seconded by Ms. Baker and unanimously passed accepting the Water Management Easement, as presented.

e) UNIT OF DEVELOPMENT NO. 31 – BALLENISLES COUNTRY CLUB

i) Consider First Amendment to Sale and Purchase Agreement

Mr. Edwards stated that Northern entered into a Sale and Purchase Agreement with the BallenIsles Community Association (BICA) to allow for them to construct a new guardhouse. He explained that during discussions regarding the construction of the guardhouse, BICA had expressed an interest in relocating the replacement guardhouse south of the existing location. Mr. Edwards reported

that BICA was unable to obtain the necessary approvals within the 180 day timeframe allotted in the original Agreement, so this Amendment allows additional time to obtain the necessary approvals, and Northern has no objection to this Amendment.

Mr. Boykin called for any comments from the public to which there was no response.

A **motion** was made by Mr. Block, seconded by Ms. Baker and unanimously passed approving the First Amendment to Sale and Purchase Agreement.

ii) Ratify Statement of Ownership & Designation of Authorized Agent and Consider City of Palm Beach Gardens Financial Responsibility Form

Mr. Edwards stated that this item involves ratification of a Statement of Ownership and Designation of Authorized Agent and consideration of a Financial Responsibility Form that the City of Palm Beach Gardens (City) requires. He explained that, as was required with the Eastpointe project, this BICA project must go through an approval process with the City. One of these steps is that the City requires a Statement of Ownership and Designation of Authorized Agent to act on Northern's behalf. He reported that this document has already been executed by the Board President and is being brought to the Board for ratification.

Mr. Edwards stated that, in addition to the previous document, there is a Financial Responsibility Form that the City requires of the owner of the area where the facility is to be located. He reported that Northern has never had to execute such a document in the past, but the City requires it to ensure that they get paid for their professional fees and costs which they will invoice on a monthly basis. He explained that Northern is not supposed to be paying for these costs in this manner, as noted in the Sale and Purchase Agreement, but Northern has been advised that BICA will receive the invoices and be responsible for paying them as the Designee noted on the Form.

Mr. Boykin asked what would happen if BICA does not make the payments, and Mr. Edwards advised that Northern would enforce the payments under the terms of the Sale and Purchase Agreement, explaining potential reimbursement scenarios in more detail.

Mr. Boykin called for any comments from the public to which there was no response.

A **motion** was made by Mr. Block, seconded by Ms. Baker and unanimously passed ratifying the Statement of Ownership & Designation of Authorized Agent and authorizing the execution of the City of Palm Beach Gardens Financial Responsibility Form.

f) UNIT OF DEVELOPMENT NO. 53 – ARDEN

i) Status Report

Mr. Beatty stated that there is no construction taking place at this time, but Staff will be advertising for bid proposals for three of the proposed parcels which will be presented for award consideration at a later date.

This item was presented for information only and no Board action was required.

ii) Consider Resolution Approving Third Amendment to Agreement for Underwriting Services with MBS Capital Markets, LLC (2021-04)

Ms. Roundtree explained that for the first series of bonds Northern's Board appointed MBS Capital Markets, LLC (MBS) and Stifel as co-managers; however, Stifel resigned from the job due to the size of the bond sale and MBS became the sole underwriter. She further explained that MBS was also the sole underwriter for the second series of bonds. She reported that it is now time to issue the third and final series of bonds, so Staff is presenting a Third Amendment to the Underwriting Agreement with MBS. Ms. Roundtree noted that Northern has been happy with their performance, they have good relationship with the Landowner and Staff is recommending approval.

Mr. Boykin called for any comments from the public to which there was no response.

A **motion** was made by Mr. Block, seconded by Ms. Baker and unanimously passed approving Resolution No. 2021-04 and Third Amendment to the Agreement for Underwriting Services with MBS Capital Markets, LLC.

iii) Consider Delegated Award Resolution (2021-05)

Mr. Raymond, Northern's Bond Counsel, addressed the Board and stated that in June of 2015, Northern adopted a Master Bond Resolution that authorized almost \$66 million in bonds to be issued over a period of time, explaining that it was expected that three series of bonds would be issued. Mr. Raymond reported that in 2015 and again in 2018, Northern issued bonds to pay for the improvements in Arden and this will be the third and final series of bonds issued.

Mr. Raymond reviewed the Award Resolution's general provisions and authorizations, noting that MBS Capital Markets will continue as underwriter and The Bank of New York as trustee.

Mr. Raymond stated that that he prepared the Resolution and it complies with all applicable legal requirements. He also stated that Mr. Edwards has reviewed and approved the Resolution. He noted that if the Board has any questions, he will be happy to answer them and otherwise a motion was in order to adopt the Resolution as presented.

Mr. Boykin called for any comments from the public to which there was no response.

A **motion** was made by Mr. Block, seconded by Ms. Baker and unanimously passed approving Resolution No. 2021-05, as presented.

Mr. Raymond thanked the Board and stated that he expects that the bonds will be marketed in March and he anticipates completing the sale at the end of March.

**g) GENERAL
Consider Financial Advisor Agreement with Hilltop Securities, Inc.**

Ms. Roundtree stated that in 2009, Northern advertised a Request for Proposal (RFP) for a Financial Advisor/Municipal Adviser to act on Northern's behalf to issue bonds, explaining that they work

with the underwriter serving as an intermediary on Northern's behalf to make sure that everything is priced properly. She further stated that the contract was issued to Spectrum Municipal Services, and Staff worked with Mr. Clark Bennett, the principal in the firm, for many years. He has since retired and the firm no longer exists.

Ms. Roundtree explained that Northern has recently been presented with several bond refunding opportunities and now requires the services of a new Financial Advisor/Municipal Advisor to review the refunding alternatives. She stated that one of the respondents of the 2009 RFP was Hilltop Securities. She further stated that she is very comfortable with this company and has worked with them in the past. Ms. Roundtree reported that the Village of Tequesta (Village) recently issued a Request for Proposals (RFP) for Financial Advisor services and subsequently entered into an agreement with Hilltop Securities, Inc. She stated that she had a discussion with Mr. Edwards regarding the option of a "piggybacking agreement" using the Village of Tequesta's agreement with Hilltop Securities, Inc. which was determined to be the most efficient way to engage a Financial Advisor/Municipal Advisor. Ms. Roundtree noted that the agreement would be a five year term with a shortened first term and will utilize the Village's pricing schedule.

Mr. Edwards explained that a piggybacking agreement is authorized by Chapter 189, Florida Statutes, explaining that independent special districts may piggyback on agreements that are put out for public bid. He stated that the Village went through the public bidding process and selected Hilltop Securities, Inc.

Mr. Boykin had some questions and Mr. Edwards described the process involved and noted the few differences between the two contracts. He stated that Staff is comfortable working with Hilltop Securities, Inc. and approval is recommended.

Mr. Boykin called for any comments from the public to which there was no response.

A **motion** was made by Mr. Block, seconded by Ms. Baker and unanimously passed approving the Financial Advisor Agreement with Hilltop Securities, Inc.

8) MISCELLANEOUS REPORTS

a) ENGINEER

Mr. Lawson had nothing to report.

b) ATTORNEY

Mr. Edwards had nothing to report.

c) EXECUTIVE DIRECTOR

Mr. Bardin stated that he had one item to present, explaining that the FAU campus was developed in the Town of Jupiter in Abacoa under a Campus Development Agreement between Abacoa and the Town of Jupiter. He reported that the Agreement is scheduled to lapse and FAU is requesting that it be extended. Northern is listed as a public agency under the Agreement, as the Agreement required FAU to transfer certain easements over its property to Northern, which has been done and the necessary improvements have been completed. He explained that Northern was asked to consent to the extension of this Agreement and Northern is asking the Board to pass a motion approving a Letter of No Objection to the extension of the FAU Campus Development Agreement with the Town of Jupiter.

Mr. Boykin called for any comments from the public to which there was no response.

A **motion** was made by Mr. Block, seconded by Ms. Baker and unanimously passed approving a Letter of No Objection to the extension of the FAU Campus Development Agreement with the Town of Jupiter.

Also, the Public and Community Relations Report is included in the Board materials for review.

9) RECEIVE AND FILE

The following items were presented to be received and filed:

- Assessment Collection Status as of February 10, 2021;
- Northern Monthly Financial Reports; and
- Proof of Publication of Meeting Notice

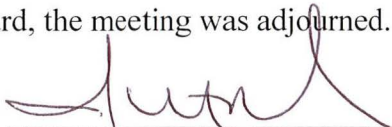
copies of which are contained in Northern's records.

10) COMMENTS FROM THE BOARD

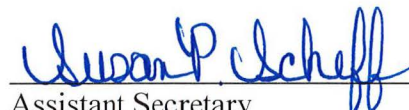
There were no comments from the Board.

11) ADJOURN

There being no further business to come before the Board, the meeting was adjourned.



President



Assistant Secretary