

**MINUTES OF MEETING**

**LUCAYA  
COMMUNITY DEVELOPMENT DISTRICT**

The first organizational meeting of the Board of Supervisors of Lucaya Community Development District was held on **Tuesday, February 1, 2005 at 10:00 a.m.** at the office of Barraco and Associates, Inc., located at 2271 McGregor Boulevard, Fort Myers, Florida 33901.

Present and constituting a quorum:

Douglas Schwartz	<b>Board Supervisor</b>
Michael Dady	<b>Board Supervisor</b>
Alan Smith	<b>Board Supervisor</b>
Marc Spencer	<b>Board Supervisor</b>

Also present were:

Pete Williams	<b>Representative, Rizzetta &amp; Company, Inc.</b>
Sue Ellen Gehrke	<b>Representative, Rizzetta &amp; Company, Inc.</b>
Michael Eckert	<b>Representative, Hopping Green &amp; Sams, P.A.</b>
Carl Barraco	<b>Representative, Barraco &amp; Associates, Inc.</b>
Danny Tyler	<b>Representative, Nabors, Giblin &amp; Nickerson, P.A.</b>
Bill Reagan	<b>Representative, Banc of America Securities, LLC</b>

**FIRST ORDER OF BUSINESS**

**Call to Order**

Mr. Williams called the meeting to order.

**SECOND ORDER OF BUSINESS**

**Oath of Office for Newly Appointed  
Supervisors**

Mr. Williams stated that the first item on the agenda is to administer the Oath of Office to the newly appointed Supervisors. Mr. Williams, a Notary Public in the State of Florida, administered the oath of office to the new Supervisors (located behind tab 1). Each Supervisor was asked to raise his right hand and swear and affirm to the oath he read. All Supervisors present swore and affirmed to the oath.

**THIRD ORDER OF BUSINESS**

**General District Items and Overview**

Mr. Williams stated that the Board received a copy of Chapter 190, Florida Statutes (located behind tab 2), and a Guide to the Sunshine Amendment and Code of Ethics for Public Officers and Employees (under separate cover). Each Supervisor must complete a Form 1-Financial Statement. This form requires a Supervisor to identify their sources of income, but not the amounts. Each Board member was asked to complete the form and forward it to the District Office so that it may be filed with the Supervisor of Elections of the county in which each Supervisor resides.

Mr. Eckert explained the importance of remaining in compliance of the Sunshine Law in regards to Board members not communicating about Board business. It was noted that any records received as a Board member are subject to public record. Because of this, it is recommended that the Board keep such correspondence separate from their personal documents. It was also stated that the Board may only conduct or discuss District business via a publicly noticed meeting, including email correspondence, which may be considered a violation of the Sunshine Law. It is recommended that Board members contact District Staff with any questions that arise.

**FOURTH ORDER OF BUSINESS**

**Administrative and Organizational  
Resolutions and Appointment  
of the Board Officers**

- A. Chairman - Resolution 2005-01

Mr. Williams stated that the next order of business would be the appointment of the Chairman. Mr. Williams opened up the floor for any nominations.

On MOTION by Mr. Schwartz, seconded by Mr. Dady, with all in favor, the Board approved Resolution 2005-01, appointing Alan Smith as Chairman of Lucaya Community Development District.
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Mr. Williams was asked to continue chairing the meeting.

- B. Vice Chairman - Resolution 2005-02

Mr. Williams stated that the next order of business would be the appointment of the Vice Chairman.

On MOTION by Mr. Dady, seconded by Mr. Smith, with all in favor, the Board approved Resolution 2005-02, appointing Doug Schwartz as Vice Chairman for Lucaya Community Development District.

C. District Manager – Resolution 2005-03

Mr. Williams stated that the next item would be to appoint the District Manager. A contract has been initially entered into, between the Developer and Rizzetta & Company, Inc. in order to prepare information provided today and also for the initial petition process. The Developer has recommended that the Board enter into an agreement with Rizzetta & Company, Inc. for continued management services. Mr. Williams asked if there was any discussion from the Board. Hearing and seeing none, he asked for a motion to approve Resolution 2005-03, appointing Rizzetta & Company, Inc. as District Manager.

On MOTION by Mr. Smith, seconded by Mr. Schwartz, with all in favor, the Board approved Resolution 2005-03, appointing Rizzetta & Company, Inc. as District Manager for Lucaya Community Development District.

D. Secretary – Resolution 2005-04

Mr. Williams stated that the next item would be to appoint the Secretary. It is recommended that Pete Williams of Rizzetta & Company, Inc. be appointed as the Secretary. Mr. Williams asked for a motion to approve Resolution 2005-04.

On MOTION by Mr. Schwartz, seconded by Mr. Smith, with all in favor, the Board approved Resolution 2005-04, appointing Mr. Williams of Rizzetta & Company, Inc. as Secretary for Lucaya Community Development District.

E. Treasurer and Assistant Treasurer- Resolution 2005-05

Mr. Williams stated that the next item would be to appoint the Treasurer. Mr. Williams stated that it is recommended that William Rizzetta be named as Treasurer of the District, and Stacey Thomas of Rizzetta & Company, Inc. be named as Assistant Treasurer.

On MOTION by Mr. Schwartz, seconded by Mr. Dady, with all in favor, the Board approved Resolution 2005-05, appointing William J. Rizzetta of Rizzetta & Company, Inc. as Treasurer and Stacey L. Thomas as Assistant Treasurer for Lucaya Community Development District.

F. Assistant Secretaries – Resolution 2005-06

Mr. Williams stated that the next item is to appoint the Assistant Secretaries. Mr. Williams stated that the normal course of business is that the remaining Board members who have not been appointed as Chairman or Vice-Chairman will be appointed as Assistant Secretaries. Karen Hartman from Rizzetta & Company, Inc. will be appointed as an additional Assistant Secretary for the primary purpose of a backup for signature purposes.

On MOTION by Mr. Schwartz, seconded by Mr. Smith, with all in favor, the Board approved Resolution 2005-06, appointing Mike Dady, Marc Spencer, Alex Bratt, and Karen Hartman as Assistant Secretaries for Lucaya Community Development District.

G. District Agent and Registered Office – Resolution 2005-07

Mr. Williams stated that the next item is to designate the District Agent and Registered Office. Mr. Williams recommended that William Rizzetta of Rizzetta & Company, Inc. be appointed to the position of District Agent. Based on this, the registered office will be 3434 Colwell Avenue, Suite 200, Tampa, FL 33614.

On MOTION by Mr. Dady, seconded by Mr. Schwartz, with all in favor, the Board approved Resolution 2005-07, designating William Rizzetta as District Agent, and the Registered Office would be the Agent's office located at 3434 Colwell Avenue, Suite 200, Tampa, FL 33614 for Lucaya Community Development District.

H. District Counsel – Resolution 2005-08

Mr. Williams stated that the next item is to appoint District Counsel. He stated that Hopping Green & Sams, P.A. has submitted an engagement letter. The firm would be represented by Michael Eckert.

On MOTION by Mr. Spencer, seconded by Mr. Smith, with all in favor, the Board approved Resolution 2005-08, appointing Hopping Green & Sams, P.A. as District Counsel for Lucaya Community Development District.

I. Designate Regular Monthly Meeting Dates, Time and Location–Resolution 2005-09

Mr. Williams stated that Resolution 2005-09 designates the regular monthly meeting dates, time, and location. There was a discussion regarding the best time to meet. Mr. Williams stated that the schedule will be submitted to the County and the Department of Community Affairs (as required by Statute). The schedule will be advertised in the legal classified section of the local newspaper. The meetings will be held on the 3<sup>rd</sup> Friday of each month at 1:30 p.m. at the office of Barraco and Associates, Inc., located at 2271 McGregor Boulevard, Fort Myers, Florida 33901.

On MOTION by Mr. Smith, seconded by Mr. Schwartz, with all in favor, the Board approved Resolution 2005-09, designating the regular monthly meeting dates, time and location for Board of Supervisors meetings for Lucaya Community Development District.

J. Consideration of Policy for Compensation of Board Members

Mr. Williams stated that the next item on the agenda is to consider a policy for Board member compensation. Per Florida Statute, each Board member is entitled to collect a sum of up to \$200.00 per meeting with a maximum of \$4,800 annually for their attendance at Board meetings. The Board may choose to waive the option of payment for Board meeting attendance as policy.

On MOTION by Mr. Smith, seconded by Mr. Schwartz, with all in favor, the Board declined compensation for all Board members for meeting attendance for Lucaya Community Development District.

K. Consideration of Travel Reimbursement Policy

Mr. Williams stated that the next item on the agenda is the consideration of a policy for travel reimbursement. Consistent with provisions contained within the Florida Statutes, a policy for the reimbursement of travel expenses and mileage was presented. Mileage is reimbursed at \$.29 per mile and meals are reimbursed at \$6 for breakfast, \$12 for lunch, and \$18 for dinner. The reimbursement policy will be amended to reflect any changes that may be passed by the Florida Legislature in the future. The travel policies would also apply to the Board and also District Staff.

On MOTION by Mr. Dady, seconded by Mr. Spencer, with all in favor, the Board approved the travel reimbursement policy (as presented) for Lucaya Community Development District.

L. Designate Landowners' Meeting Date, Time and Location – Resolution 2005-10

Mr. Williams stated that, by Statute, within 90 days of the actual effective date the District was approved and recorded by Brevard County, there must be a Landowners' meeting to elect the Board of Supervisors. He further stated that the current Board was initially appointed for the purposes of governing the District through the creation and the initial period up until this election. Staff recommended that the Board designate March 4, 2005 (in conjunction with the regularly scheduled Board meeting) for the Landowners' meeting.

On MOTION by Mr. Schwartz, seconded by Mr. Smith, with all in favor, the Board approved Resolution 2005-10, designating March 4, 2005 at 1:30 p.m. at the office of Barraco and Associates, Inc., located at 2271 McGregor Boulevard, Fort Myers, Florida 33901 for the holding of the first Landowners' meeting for Lucaya Community Development District.

M. Consideration of Budget for Fiscal Year 2004/2005 - Resolution 2005-11

Mr. Williams stated that the next item on the agenda is the consideration of Resolution 2005-11, adopting the proposed budget for the remainder of the Fiscal Year 2004/2005 totaling \$101,056.

Mr. Williams stated that a line item description providing definitions and examples of actual expense categories and items that would relate to each category has been included. He stated that several items such as a disclosure report, trustee fees, assessment roll, collection agent, and audit service which are normally part of the budget, but are not anticipated being part of this District's budget for the remainder of this fiscal year, as these items relate to bond issues. Mr. Williams stated that Resolution 2005-11 also adopts a Developer Funding Agreement, which is necessary because the District requires funds to operate (Exhibit B). Mr. William stated that the funding agreement does not actually authorize any particular payments, but rather provides a mechanism for the District Office to receive funding from the Developer.

Staff recommends that a public hearing on the final budget be scheduled for April 15, 2005 in conjunction with the regular meeting.

On MOTION by Mr. Schwartz, seconded by Mr. Dady, with all in favor, the Board approved Resolution 2005-11, approving the Fiscal Year 2004/2005 Proposed Budget, adopting a Developer Funding Agreement, and setting the public hearing on the final budget for April 15, 2005 at 1:30 p.m. at the office of Barraco and Associates, Inc., located at 2271 McGregor Boulevard, Fort Myers, Florida 33901 for Lucaya Community Development District.

- N. Set Date, Time & Place and Authorize Publication of Notice of Public Hearing on Rules of Procedure – Resolution 2005-12

Mr. Williams stated that the next item for discussion is Resolution 2005-12 to set the date, time and location, and authorize the publication of a notice of the public hearing on the Rules of Procedure. District Counsel stated that the District is required by Statute to adopt Rules of Procedure, which are the basic operational procedures for the District. He stated that notification of a public hearing to adopt these rules needs to be published at least 28 days in advance of the intended hearing date. It was recommended that the public hearing be held on April 15, 2005 (in conjunction with the regular Board meeting).

On MOTION by Mr. Smith, seconded by Mr. Schwartz, with all in favor, the Board approved Resolution 2005-12, designating April 15, 2005 at 1:30 p.m. at the office of Barraco and Associates, Inc., located at 2271 McGregor Boulevard, Fort Myers, Florida 33901 for the holding of the public hearing on the Rules of Procedure for Lucaya Community Development District.

- O. Set forth policy re: Support and Legal defense for Board Members and District Staff - Resolution 2005-13

Mr. Williams stated that the next item for discussion is Resolution 2005-13. District Counsel stated that, due to the potential liability and risk of possible lawsuits, this resolution provides that the District would cover the defense for the Board in case a suit is brought against them.

The District would not support or pay for the defense of any illegal activities, malfeasance, willful neglect, misrepresentation of material facts; or federally- based law suits, such as civil rights violations. He asked if there were any questions. There were none, so he asked for a motion to approve the resolution.

On MOTION by Mr. Dady, seconded by Mr. Schwartz, with all in favor, the Board approved Resolution 2005-13, setting forth a policy for support and legal defense for Board members and District Staff for Lucaya Community Development District.

Mr. Williams stated that the Board is required to maintain Public Official's Liability Insurance. He stated that Staff will collect bids for public liability insurance and purchase a policy on behalf of the Board.

P. Ratifying the Act of Filing the Notice of Establishment – Resolution 2005-14

Mr. Williams stated that the next item is to ratify the act of filing the Notice of Establishment. By law, within 30 days after the District is established, the District must file a Notice of Establishment. He stated that this serves as public notice to any future potential purchasers of property within the confines of the District and that the District is authorized to collect non-ad valorem assessments. There were no comments, so Mr. Williams asked for a motion to approve.

On MOTION by Mr. Schwartz, seconded by Mr. Spencer, with all in favor, the Board approved Resolution 2005-14, Ratifying the Act of Filing the Notice of Establishment for Lucaya Community Development District.

Q. Authorize RFQ for District Engineer

Mr. Williams stated that the next item on the agenda is the authorization to place an advertisement for a District Engineer. Mr. Williams stated that the District is required to advertise a Request for Qualifications (RFQ) for a District Engineer, and he stated that the Board is being requested to authorize the publication. Mr. Williams stated that the results of this submittal will be discussed at a subsequent Board meeting.

The submittals for District Engineer are reviewed and ranked according to qualifications. The results are then presented to the Board in order to choose the most qualified candidate.

On MOTION by Mr. Smith, seconded by Mr. Dady, with all in favor, the Board approved advertising the RFQ for District Engineer Services for Lucaya Community Development District.

R. Consideration of Hiring an Engineer on an Interim Basis

Mr. Williams stated that the Board needs to authorize the District to hire an Interim Engineer. He stated that the Developer has previously been working with Barraco & Associates, Inc. through the petitioning of the District and it is recommended that this firm now serve as the Interim Engineer. The firm will be represented by Carl Barraco.



Mr. Williams stated that the designation of an Interim Engineer is needed to prepare an initial Engineer's Report for the Bond Validation Complaint. District Counsel noted that the appointment allows for the payment of invoices with a not-to-exceed amount of \$25,000.

On MOTION by Mr. Schwartz, seconded by Mr. Smith, with all in favor, the Board designated the firm of Barraco & Associates, Inc. as the Interim Engineer for Lucaya Community Development District.

**FIFTH ORDER OF BUSINESS**

**Resolutions Relating to Bond Issuance  
and Banking**

A. Appoint Investment Banker – Resolution 2005-15

Mr. Williams stated that the next order of business is to appoint an investment banker. Mr. Williams stated that a letter of interest from Banc of America, LLC was distributed to the Board. The firm will be represented by Bill Reagan.

On MOTION by Mr. Spencer, seconded by Mr. Schwartz, with all in favor, the Board approved Resolution 2005-15, appointing Banc of America, LLC as Investment Banker for Lucaya Community Development District.

B. Appoint Bond Counsel – Resolution 2005-16

Mr. Williams stated that Resolution 2005-16 is to appoint Bond Counsel. Mr. Williams stated that a retainer agreement from Nabors, Giblin & Nickerson, P.A. has been circulated to the Board. The firm will be represented by Danny Tyler. There were no questions, so Mr. Williams asked for a motion to approve.

On MOTION by Mr. Smith, seconded by Mr. Dady, with all in favor, the Board approved Resolution 2005-16, appointing Nabors, Giblin & Nickerson, P.A. as Bond Counsel for Lucaya Community Development District.

C. Appoint Financial Advisor and Investment Representative – Resolution 2005-17

Mr. Williams stated that Resolution 2005-17 is for the appointment of a Financial Advisor and Investment Representative. He submitted a proposal from Rizzetta & Company, Inc. to the Board.

On MOTION by Mr. Schwartz, seconded by Mr. Smith, with all in favor, the Board approved Resolution 2005-17, appointing Rizzetta & Company, Inc. as Financial Advisor and Designated Investment Representative (subject to review by District Counsel and Chairman) for Lucaya Community Development District.

D. Consideration of Funding Agreement for Financing Team

Mr. Williams stated that the next item on the agenda is the consideration of a funding agreement for the financing team. District Counsel explained that the funding agreement would enable the financing of the items relating to the construction project, which require payment prior to the issuance of bonds, such as fees related to the actual bond issuance. Items paid related to this agreement will be reviewed to determine their eligibility for reimbursement subsequent to the first bond issuance.

On MOTION by Mr. Schwartz, seconded by Mr. Smith, with all in favor, the Board tabled the consideration of Funding Agreement for the Financing Team until the February 18, 2005 meeting for Lucaya Community Development District.

E. Consideration of Bond Validation Report

Mr. Williams stated that the next item on the agenda is the consideration of the Bond Validation Report. Mr. McKay provided a brief overview for the Board. Mr. Barraco stated that the cost estimates used by Mr. McKay were fair and reasonable.

F. Bond Resolution, to include Form of Trust Indenture and Authorize Issuance of Bonds and Authorize Filing of Validation Complaint-Resolution 2005-18

Mr. Williams stated that the next issue to be discussed is the consideration of Bond Resolution 2005-18. Mr. Williams stated that, as a part of Resolution 2005-18, the Board is requested to make a determination on a not-to-exceed figure. Mr. Tyler briefly reviewed the provisions of Resolution 2005-18. He noted that the primary purpose of the resolution is to proceed with the filing the Bond Validation complaint. It also would select the Trustee. The form of the Master Trust Indenture is also part of this resolution (distributed to the Board). Mr. Williams stated that the Master Trust Indenture basically is the general contract with the Bondholders.

On MOTION by Mr. Schwartz, seconded by Mr. Spencer, with all in favor, the Board approved the Resolution 2005-18, to include approving the Form of Trust Indenture, authorizing the issuance of bonds (NTE \$12,000,000) designating the Trustee (SunTrust Bank), and authorizing the filing of the Bond Validation Complaint for Lucaya Community Development District.

- G. Authorize Publication of Notice of Public Hearing on Uniform Method of Collecting- Resolution 2005-19

Mr. Williams stated that the next item on the agenda is the consideration of Resolution 2005-19, which defines the date, time and location of the public hearing on the Uniform Method of Collecting and authorizes publication of the hearing's notice. He stated that the Uniform Method of Collecting enables the District to collect assessments via the County tax roll. Staff recommends that the public hearing be set for March 18, 2005, in conjunction with the regular meeting.

On MOTION by Mr. Smith, seconded by Mr. Dady, with all in favor, the Board approved Resolution 2005-19, designating March 18, 2005 at 1:30 p.m. at the office of Barraco and Associates, Inc., located at 2271 McGregor Boulevard, Fort Myers, Florida 33901 for the holding of the public hearing on the Uniform Method of Collecting for Lucaya Community Development District.

- H. Selection of District Depository - Resolution 2005-20

Mr. Williams stated that the next item for consideration on the agenda was Resolution 2005-20 to select the District depository. Mr. Williams stated that this resolution authorizes the opening of the actual operating account by which the District will be paying its normal operating expenses. A recommendation was made from the Board to appoint SunTrust Bank.

On MOTION by Mr. Schwartz, seconded by Mr. Smith, with all in favor, the Board approved Resolution 2005-20, appointing SunTrust Bank as the District Depository for Lucaya Community Development District.

- I. Approve Disbursement for Expenses – Resolution 2005-21

Mr. Williams stated that the next item to be discussed was Resolution 2005-21, approving disbursement for recurring expenses. Mr. Williams reviewed the parameters for the payment of invoices. He asked if there were any questions. There were none, so he asked for a motion to approve.

On MOTION by Mr. Smith, seconded by Mr. Schwartz, with all in favor, the Board approved Resolution 2005-21, approving the disbursement of funds for on-going expenses for Lucaya Community Development District.

J. Authorize Bank Account Signatories – Resolution 2005-22

Mr. Williams stated that the next item to be discussed was the consideration of Resolution 2005-22. Mr. Williams stated that the purpose of this resolution is to approve five officers of the District as account signatories (Chairman, Vice Chairman, Secretary, Assistant Secretary and Treasurer).

On MOTION by Mr. Schwartz, seconded by Mr. Spencer, with all in favor, the Board approved Resolution 2005-22, authorizing five District officers as bank signatories (Chairman, Vice Chairman, Secretary, Assistant Secretary and Treasurer) for Lucaya Community Development District.

**SIXTH ORDER OF BUSINESS**

**Consideration of Funding Request 2005-01**

Mr. Williams stated that the next item on the agenda was the consideration of Funding Request 2005-01 for \$10,000 (located behind tab 5). Mr. Williams stated that this will be used to establish the District's operating account.

On MOTION by Mr. Smith, seconded by Mr. Schwartz, with all in favor, the Board approved Funding Request 2005-01 for Lucaya Community Development District.

**SEVENTH ORDER OF BUSINESS**

**Staff Reports**

- A. District Counsel  
Mr. Eckert stated that the Bond Validation hearing will be set soon, and he will inform the Board of the date at the February meeting.
  
- B. Interim District Engineer  
No report.
  
- C. District Manager  
Mr. Williams stated that he would have the meeting schedule emailed to the Board.

**EIGHTH ORDER OF BUSINESS**

**Supervisor Requests and Audience  
Comments**

Mr. Williams stated that the next item on the agenda is Supervisor requests and audience comments. There was one audience member in attendance, but no comment was made.

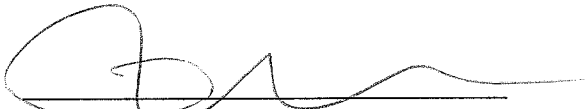
Mr. Williams asked if there were any Supervisor requests. Mr. Schwartz discussed the upcoming Landowner's election and the resignation of Carlos Alexander Bratt.

**NINTH ORDER OF BUSINESS**

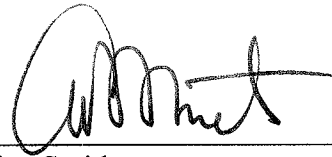
**Adjournment**

Mr. Williams stated that there were no other agenda items to come before the Board; so he asked for a motion to adjourn at 10:55 a.m.

On MOTION by Mr. Schwartz, seconded by Mr. Dady, with all in favor, the Board adjourned the Board of Supervisors' meeting for Lucaya Community Development District.



Pete Williams  
Secretary



Alan Smith  
Chairman