

**MINUTES OF A BOARD OF SUPERVISORS MEETING  
NORTHERN PALM BEACH COUNTY IMPROVEMENT DISTRICT 12/15/21**

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Pursuant to the foregoing Notice, the Board of Supervisors of Northern Palm Beach County Improvement District met at approximately 8:00 a.m. on December 15, 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 L. Marc Cohn, Adrian M. Salee, Gregory Block, and Ellen T. Baker; Executive Director Dan Beatty; and General Counsel Kenneth W. Edwards of Caldwell Pacetti, et al.

Also present were Director of Finance & Administration Katie Roundtree; District Engineer Kim Leser; District Clerk Susan Scheff; Director of Operations Ken Roundtree; Capital Construction/Permits Administrator Tim Helms; Mark E. Raymond, Esquire; Nate Eckloff of Piper Sandler; Jonathan Ricketts of J.T.R., Inc; and Vanesa Moreno of Kimley-Horn.

**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**

Mr. Beatty explained that there are two additional items for the agenda, an Award Resolution for Unit No. 16 and Unit No. 44. He asked that the Board consider modifying the agenda so that all of the Bond Refunding Award Resolutions can be presented under Item 7) a).

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. Salee, seconded by Mr. Cohn and unanimously passed approving the requested agenda modification.

#### **4) APPROVAL OF MINUTES**

A **motion** was made by Mr. Salee, seconded by Mr. Cohn and unanimously passed approving the Minutes of the November 17, 2021 Annual Landowners Meeting and the November 17, 2021 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. Salee, seconded by Mr. Cohn and unanimously passed approving the following Consent Agenda Items:

- a) Unit No. 53 – Arden  
Consider Bill of Sale and No Lien Affidavit for Pod G-South Phase II  
Consider Bill of Sale and No Lien Affidavit for Pod I-South Phase I
- b) Payment Requests

copies of which are contained in applicable Northern files.

#### **7) REGULAR AGENDA**

- a) **UNIT OF DEVELOPMENT NO. 2A – MACARTHUR OVERLAY**  
**UNIT OF DEVELOPMENT NO. 27B – BOTANICA (Moved from Item 7) e)**  
**UNIT OF DEVELOPMENT NO. 16 – PALM BEACH PARK OF COMMERCE (Addition)**  
**UNIT OF DEVELOPMENT NO. 44 – THE BEAR’S CLUB (Addition)**  
**Consider Award Resolutions**

Ms. Roundtree explained that last month she reported that Staff sent out a Request for Proposals (RFP) to banks in order solicit proposals to refund Bonds within four Units of Development, 2A, 16, 27B

and 44. She stated that the closing date for the RFP was November 30, 2021, and Northern received only one proposal from Zions Bank for Units 2A and 27B. She reported that Piper solicited some additional banks explaining the Unit 16 and 44 Bond issues further and they were able to get a proposal from Synovus Bank to refund the outstanding Bond series for both of those Units. She explained that the items for Board consideration involve one placement agent (Nate Eckloff for Piper Sandler), four Units of Development, five series of Bonds being refunded through nine series of Bonds with Mark Raymond preparing all of the necessary paperwork. She noted that it has been a monumental effort and thanked both Mr. Eckloff and Mr. Raymond for their efforts.

Ms. Roundtree stated that she would introduce each of the Bond series and then Mr. Raymond would address the related Award Resolutions.

Ms. Roundtree noted that all of the Bonds to be discussed, with the exception of one, is known as a “Cinderella” Bond, meaning that they will be a Taxable Bond until 2022 or 2023 when they can be currently refunded and then they will switch to a Tax-Exempt Bond. She reported that the first Bond relates to Unit 2A, MacArthur Overlay. The proposal from Zions Bank for Unit 2A is for a Taxable Bond with an interest rate of 2.61%, convertible to a Tax-Exempt Bond on May 3, 2023, with an interest rate of 2.06%, which results in a savings of approximately \$296,000 and 8.8% net present value (NPV) savings.

Ms. Roundtree stated that the second proposal from Zions Bank for Unit 27B is for a Taxable Bond with an interest rate of 2.52%, convertible to a Tax-Exempt Bond on May 3, 2022, with an interest rate of 1.99%, which results in a savings of approximately \$248,000 and 10.2% NPV savings.

She then explained that the Unit 16 refunding involves a Bond for a commercial rather than residential development, which is why some banks may have been more hesitant to bid. The proposal from Synovus Bank for Unit 16 results in a savings of approximately \$632,000 and 14.6% NPV savings. It has a Taxable interest rate of 3.65%, and is convertible to an interest rate of 2.41% in 2022.

Ms. Roundtree presented the last refunding for Unit 44, noting that this Unit has two series of Bonds, one Taxable and one Tax-Exempt. She reported that both are being refunded at the same time and explained why in more detail. The Taxable Bond is at an interest rate of 2.71% for the life of the Bond through 2024 and the Tax-Exempt Bond is at an interest rate of 3.5% convertible to an interest rate of 2.22% in 2022. The savings for the Taxable Bond is approximately \$23,000 and 2.3% NPV savings and the savings for the Tax-Exempt Bond is approximately \$469,000 and 10.8% NPV savings.

Ms. Roundtree then turned the presentation over to Mr. Raymond to discuss the related Award Resolutions and motions.

Mr. Raymond provided a bit more detail on the Unit 44 Taxable Bond. He also explained that the conversion from the Taxable rate to the Tax-Exempt rate on all of the refundings, except Unit 2A, can occur on May 3, 2022. The conversion for Unit 2A can occur on May 3, 2023. He further explained that it could be theoretically possible for the conversion to not occur, but that would require an act of Congress, which is unlikely. He stated that if that would occur, every one of the deals would still result in significant savings.

Mr. Raymond stated that the first Resolution is Resolution No. 2021-10 which authorizes the issuance of \$3.58 million dollars in Tax-Exempt Bonds to refinance the existing bonds for Unit 2A. He noted that none of these refundings extend the maturity date. He then reviewed the provisions of the Resolution. The closing is set for December 28, 2021.

Mr. Raymond stated 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 and if the Board has no questions, a motion is 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. Salee, seconded by Mr. Cohn and unanimously passed approving Award Resolution No. 2021-010.

Mr. Raymond stated that the next Resolution is Resolution No. 2021-11 for Unit 27B which authorizes the issuance of \$2,205,000 in Tax-Exempt Bonds to refinance the existing bonds. He noted that the remainder of the previous information applies to this Resolution and a motion is in order to adopt the Resolution.

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

A **motion** was made by Mr. Salee, seconded by Mr. Cohn and unanimously passed approving Award Resolution No. 2021-011.

Mr. Raymond stated that the next Resolution is Resolution No. 2021-12 for Unit 16 which authorizes the issuance of \$3,275,000 in Tax-Exempt Bonds to refinance the existing bonds. He noted that the remainder of the previous information applies to this Resolution and a motion is in order to adopt the Resolution.

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

A **motion** was made by Mr. Salee, seconded by Mr. Cohn and unanimously passed approving Award Resolution No. 2021-012.

Mr. Raymond stated that the next Resolution is Resolution No. 2021-13 for Unit 44 which authorizes the issuance of \$4,825,000 in Taxable and Tax-Exempt Bonds to refinance the existing bonds. He noted that the remainder of the previous information applies to this Resolution and a motion is in order to adopt the Resolution.

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

A **motion** was made by Mr. Salee, seconded by Mr. Cohn and unanimously passed approving Award Resolution No. 2021-013.

Mr. Raymond stated once again that the closing for these refundings will take place on December 28, 2021.

Ms. Roundtree acknowledged that Mr. Nate Eckloff of Piper Sandler was in attendance if the Board Members had any additional questions for him.

Mr. Edwards commended Mr. Raymond for the herculean effort it took to prepare these Bond issues for Board presentation, noting that two refunding proposals added to the agenda occurred last week.

The Board thanked Mr. Raymond and he thanked them for the opportunity.

**b) UNIT OF DEVELOPMENT NO. 2C – ALTON**

**i) Status Report**

Mr. Beatty stated that we are experiencing audio/visual issues and asked that the Board and presenters make an effort to speak up. He further stated that there were no updated photos to display this month, and he would be giving a verbal status report of this project. He noted that Parcel D is essentially closed out and is expected to be completed shortly, as well as the final lift of pavement on Alton Boulevard and Neighborhood 1. Mr. Beatty stated that the final striping is in the process of being completed, and the next item that he anticipates bringing to the Board will be the Bill of Sale to the City of Palm Beach Gardens conveying those improvements.

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

**ii) Consider Change Order to J.W. Cheatham, LLC (CO No. 3)**

Mr. Beatty stated that this Change Order has a public and private element, noting that the public element portion is \$600.00. He explained that the private element is a result of additional work requested by the Developer related to the concrete pavement in the amount of \$118,860.00. He noted that Northern does have funds on hand that the Developer previously provided. The Developer has authorized Staff to use those additional funds for this work 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. Salee seconded by Mr. Cohn and unanimously passed approving Change Order No. 3 to J.W. Cheatham, LLC, increasing the public contract value in the amount of \$600.00 and increasing the private contract value in the amount of \$118,860.00.

**c) UNIT OF DEVELOPMENT NO. 11 – PGA NATIONAL  
Consider Purchase Order to Construction Technology, Inc.**

Mr. Beatty explained that this item was identified in Northern’s Five-Year Capital Improvement Plan and involves the replacement of the diesel fuel tank at the PGA South Pump Station. He explained that it is similar to some of the tank replacements that have occurred in the past couple of years, noting that the tank is over 30 years old and is showing signs of needing replacement. He stated that quotes were solicited from three of Northern’s annual contractors for the proposed work. He reported that only one bid was received, but it was from the contractor that has performed the previous tank replacements and the pricing has remained the same. Mr. Beatty stated that Purchase Order No. 22-074 is in the amount of \$77,850.00 to Construction Technology, Inc., and Staff recommends approval.

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

A **motion** was made by Mr. Salee seconded by Mr. Cohn and unanimously passed approving the referenced Purchase Order No. 22-074 to Construction Technology, Inc. in the amount of \$77,850.00.

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

- i) Consider Funding Agreement No. 2**
- ii) Consider Purchase Order to Kimley-Horn and Associates, Inc.**

Ms. Leser explained that in August of this year, the Board approved a Resolution adopting the Ninth Amendment to the Plan of Improvements for Unit of Development No. 16, Palm Beach Park of Commerce, noting that that Amendment included the construction of an extension to Venture Way, which is a two-lane roadway between Park of Commerce Boulevard and a 46-acre currently vacant, single-user parcel. She stated that Kimley-Horn & Associates, as the Project Engineer for the Developer, has provided

a proposal for engineering design, permitting, bidding and construction phase services for Venture Way. She further stated that the proposal includes Private Improvements associated with design, permitting and construction phase services of water and sewer utilities within Venture Way which will be funded by the Landowner via Funding Agreement No. 2.

Ms. Leser reported that the Public Improvement portion of the proposal is \$67,785.00 and the Private Improvements amount is \$22,600.00. The total proposal cost of \$92,885.00, which includes \$2,500.00 in reimbursables, is being split proportionately between the Public Improvements and Private Improvements. She stated that funding for the Private Improvements in the amount of \$29,031.00, which represents 125% of the Private Improvements cost including reimbursables, has been provided by the Landowner. (For clarification, please note that Northern has received only \$28,250 which is 125% of the Private Improvements estimated construction cost of \$22,600. The additional reimbursable amount attributable to the Private Improvements in the amount of \$781.00 was not requested or paid by the Landowner. However, the reimbursement can be paid out of the extra 25% received [i.e., the difference between the received \$28,250 less the estimated cost of construction of \$22,600].). She noted that funding for the Public Improvements will come from Bond proceeds. Northern Staff and the District Engineer have reviewed the proposal, District Counsel has prepared Funding Agreement No. 2, and Staff's recommendation is for approval of Funding Agreement No. 2 and the related Purchase Order No. 22-146 to Kimley-Horn and Associates, Inc.

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

A **motion** was made by Mr. Salee seconded by Mr. Cohn and unanimously passed approving Funding Agreement No. 2 and Purchase Order No. 22-146 to Kimley-Horn & Associates in the amount of \$92,885.00.



### **iii) Consider Assignment, Release and Assumption Agreement**

Mr. Edwards explained that this item has to do with the development of the Palm Beach Park of Commerce. He stated that some may recall back in 2014, YTG Palm Beach GC, LP (YTG) was assigned and assumed all rights, title and interest in and to Northern's agreements with the previous developer. He reported that YTG has now entered into an Agreement to sell most of its remaining real estate portfolio in the Unit to a new entity, West Palm Beach Industrial Investor Holdings, LLC, a company primarily based in New Jersey.

Mr. Edwards stated that the closing is scheduled for December 15, 2021, but he would like to make Northern's acceptance of the new Assignment, Release and Assumption Agreement conditional, subject to confirmation of closing. He explained that Northern has no objection to the closing or acceptance of the Agreement.

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

A **motion** was made by Mr. Salee seconded by Mr. Cohn and unanimously passed approving the Assignment, Release and Assumption Agreement for Unit of Development No. 16 as conditioned above.

#### **e) UNIT OF DEVELOPMENT NO. 27B– BOTANICA Consider Award Resolution (2021-11)**

This item was previous considered under Item No. 7) a).

#### **f) UNIT OF DEVELOPMENT NO. 53 – ARDEN**

##### **i) Status Report**

Mr. Beatty gave a status report of this project, noting that it was a verbal report, since there were no significant changes since the last report. He did report that the contractor is having some difficulty in obtaining materials, but they are working through it. He explained that the contractor could possibly submit some requests for time extensions in the future, but currently everything seems to be moving along as intended.

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

## **8) MISCELLANEOUS REPORTS**

### **a) ENGINEER**

Ms. Leser had nothing to report.

### **b) ATTORNEY**

Mr. Edwards had nothing to report.

### **c) EXECUTIVE DIRECTOR**

The Public and Community Relations Report was included in the Board materials for review, and Mr. Beatty had nothing further to report.

## **9) RECEIVE AND FILE**

The following items were presented to be received and filed:

- Assessment Collection Status as of November 24, 2021;
- FASD Legislative Report - 12-03-21
- Northern Monthly Financial Reports; and
- Proof of Publication of Meeting Notice

copies of which are contained in Northern's records.

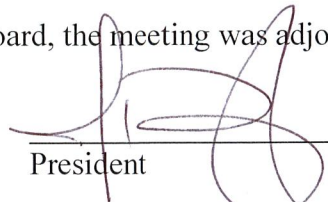
## **10) COMMENTS FROM THE BOARD**

There were no further comments from the Board.

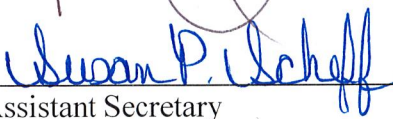
**11) ADJOURN**

A **motion** was made by Mr. Salee, seconded by Mr. Cohn and unanimously passed to adjourn the meeting.

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

  
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President

  
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Assistant Secretary