

**MINUTES OF MEETING
PALM COAST 145
COMMUNITY DEVELOPMENT DISTRICT**

The Board of Supervisors of the Palm Coast 145 Community Development District held a Regular Meeting on October 29, 2024 at 10:00 a.m., at the Flagler County Government Services Building, 1769 E. Moody Blvd., Bldg. 2, 1st Floor Conference Room, Bunnell, Florida 32110.

Present were:

David Hansen	Chair
Michael Beebe	Vice Chair
Robert Attack	Assistant Secretary
Clifton Fischer	Assistant Secretary
Franklin Green	Assistant Secretary

Also present were:

Andrew Kantarzhi	District Manager
Cindy Cerbone	Wrathell, Hunt and Associates, LLC (WHA)
Clifton Fischer	Wrathell, Hunt and Associates, LLC (WHA)
Jason Middleton	Wrathell, Hunt and Associates, LLC (WHA)
Jonathan Johnson (via telephone)	District Counsel
Momtaz Barq (via telephone)	District Engineer
J.W. Howard (via telephone)	Morgan Stanley
John Amm	M-R Development & Construction, Inc.

FIRST ORDER OF BUSINESS

Call to Order/Roll Call

Mr. Kantarzhi called the meeting to order at 10:00 a.m.
All Supervisors were present.

SECOND ORDER OF BUSINESS

Public Comments

No members of the public spoke.

THIRD ORDER OF BUSINESS

Acceptance of Resignation of Clifton Fischer [Seat 5]

Mr. Kantarzhi presented Mr. Clifton Fischer's resignation from Seat 5.

On MOTION by Mr. Attack and seconded by Mr. Hansen, with all in favor, the resignation of Mr. Clifton Fischer from Seat 5, was accepted.

FOURTH ORDER OF BUSINESS

Consider Appointment to Fill Unexpired Term of Seat 5; Term Expires November 2024

Mr. Attack nominated Mr. Greg Ulmer to fill Seat 5. No other nominations were made.

On MOTION by Mr. Attack and seconded by Mr. Green, with all in favor, the appointment of Greg Ulmer to Seat 5, was approved.

Mr. Kantarzhi stated, since Mr. Ulmer was not present, the Oath of Office will be deferred.

- **Administration of Oath of Office (the following will also be provided in a separate package)**
 - A. Required Ethics Training and Disclosure Filing**
 - **Sample Form 1 2023/Instructions**
 - B. Membership, Obligation and Responsibilities**
 - C. Guide to Sunshine Amendment and Code of Ethics for Public Officers and Employees**
 - D. Form 8B: Memorandum of Voting Conflict for County, Municipal and other Local Public Officers**

FIFTH ORDER OF BUSINESS

Consideration of Resolution 2025-01, Electing and Removing Officers of the District and Providing for an Effective Date

This item was deferred.

SIXTH ORDER OF BUSINESS

**Consideration of Resolution 2025-02,
Designating the Location of the Local
District Records Office and Providing an
Effective Date**

This item was deferred.

SEVENTH ORDER OF BUSINESS

**Consideration of Palm Coast 145 Manager,
LLC Funding Agreement**

Mr. Johnson presented the Palm Coast 145 Funding Agreement between the CDD and Palm Coast 145 Manager, LLC. The purpose of the Agreement is to provide the CDD with a revenue source to fund construction services. Mr. Johnson stated the Agreement was reviewed by Palm Coast 145 Manager, LLC and approved. He recommended approval, in substantial form.

Ms. Cerbone stated Bradford Kline, of Palm Coast 145 Manager, LLC, already signed the Agreement, with the understanding that Exhibit A is being worked on.

On MOTION by Mr. Hansen and seconded by Mr. Beebe, with all in favor, the Funding Agreement between the CDD and Palm Coast 145 Manager, LLC, in substantial form, was approved.

EIGHTH ORDER OF BUSINESS

**Authorization of RFP for Construction
Services; Approval of Evaluation Criteria**

Mr. Kantarzhi presented the Mass Grading Request for Proposals (RFP) and reviewed the Evaluation Criteria. The project manual is still in process and will be completed soon. Once completed, Staff will advertise the RFP, allow 30 days before accepting bids and schedule a bid opening, which will be followed by a special meeting to consider the responses and award the contract in December 2024 or January 2025.

Mr. Kantarzhi, Ms. Cerbone and Mr. Johnson responded to questions regarding the construction project for which the RFP is being advertised, the RFP timing, bid process, project manual, evaluation criteria, bond financing and timing.

Mr. Barq joined the meeting, in person.

Mr. Howard stated, whatever the process needs to be and what is decided upon between Staff, the Board and the Developer, he does not have an issue; all he needs is a signed contract for the bonds.

On MOTION by Mr. Atack and seconded by Mr. Hansen with all in favor, authorizing Staff to prepare the RFP and the Evaluation Criteria for Construction Services and advertise the RFP, were approved.

NINTH ORDER OF BUSINESS

**Acceptance of Unaudited Financial
Statements as of September 30, 2024**

On MOTION by Mr. Hansen and seconded by Mr. Atack, with all in favor, the Unaudited Financial Statements as of September 30, 2024, were accepted.

TENTH ORDER OF BUSINESS

**Approval of August 27, 2024 Public Hearing
and Regular Meeting Minutes**

On MOTION by Mr. Green and seconded by Mr. Atack, with all in favor, the August 27, 2024 Public Hearing and Regular Meeting Minutes, as presented, were approved.

ELEVENTH ORDER OF BUSINESS

Staff Reports

A. District Counsel: Kutak Rock LLP

There was no report.

B. District Engineer: Terra-Max Engineering, Inc.

Mr. Barq stated he is completing the project manual. He asked when will it be needed. Ms. Cerbone stated Management will let him know later today.

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

• UPCOMING MEETINGS

- **November 5, 2024 at 1:30 PM [Landowners' Meeting]**
- **January 28, 2025 at 2:00 PM [Regular Meeting]**

○ **QUORUM CHECK**

TWELFTH ORDER OF BUSINESS

Board Members' Comments/Requests

There were no Board Members' comments or requests.

THIRTEENTH ORDER OF BUSINESS

Public Comments

No Members of the public spoke.

FOURTEENTH ORDER OF BUSINESS

Adjournment

On MOTION by Mr. Beebe and seconded by Mr. Hansen, with all in favor, the meeting adjourned at 10:22 a.m.

[SIGNATURES APPEAR ON THE FOLLOWING PAGE]

Secretary/Assistant Secretary

Chair/Vice Chair