



**MONTEREY CONGRESS
COMMUNITY DEVELOPMENT
DISTRICT**

**PALM BEACH COUNTY
REGULAR BOARD MEETING
& PUBLIC HEARING
JUNE 1, 2021
6:00 P.M.**

Special District Services, Inc.
The Oaks Center
2501A Burns Road
Palm Beach Gardens, FL 33410

www.montereycongresscdd.org

561.630.4922 Telephone
877.SDS.4922 Toll Free
561.630.4923 Facsimile

AGENDA
MONTEREY CONGRESS
COMMUNITY DEVELOPMENT DISTRICT
100 Lake Monterey Circle
Boynton Beach, Florida 33426
REGULAR BOARD MEETING & PUBLIC HEARING
June 1, 2021
6:00 p.m.

- A. Call to Order
- B. Proof of Publication.....Page 1
- C. Establish Quorum
- D. Additions or Deletions to Agenda
- E. Comments from the Public for Items Not on the Agenda
- F. Approval of Minutes
 - 1. March 2, 2021 Regular Board Meeting Minutes.....Page 2
- G. Public Hearing
 - 1. Proof of Publication.....Page 5
 - 2. Receive Public Comments on Fiscal Year 2021/2022 Final Budget
 - 3. Consider Resolution No. 2021-03 – Adopting a Fiscal Year 2021/2022 Final Budget.....Page 6
- H. Old Business
- I. New Business
 - 1. Consider Resolution No. 2021-04 – Adopting a Fiscal Year 2021/2022 Meeting Schedule.....Page 13
 - 2. Discussion Regarding Refinancing
 - 3. Consider Approval of Agreement for Underwriting Services.....Page 15
 - 4. Consider Approval of Proposal for Lighting Repair
- J. Administrative Matters
- K. Board Members Comments
- L. Adjourn

Publication Date
2021-05-12

Subcategory
Miscellaneous Notices

Notice of Public Hearing and Regular Board Meeting of the Monterey/Congress Community Development District The Board of Supervisors of the Monterey/Congress Community Development District (the "District") will hold a Public Hearing and Regular Board Meeting on June 1, 2021, at 6:00 p.m., or as soon thereafter as the meeting can be heard, at 100 Lake Monterey Circle, Boynton Beach, Florida 33426. The purpose of the Public Hearing is to receive public comment on the Fiscal Year 2021/2022 Proposed Final Budget of the District. The purpose of the Regular Board Meeting is for the Board to consider any other business which may properly come before it. A copy of the Budget and/or the Agenda may be obtained from the District's website or at the offices of the District Manager, 2501A Burns Road, Palm Beach Gardens, Florida 33410, during normal business hours. The meetings are open to the public and will be conducted in accordance with the provisions of Florida law for community development districts. Meetings may be continued as found necessary to a time and place specified on the record. There may be occasions when one or more Supervisors will participate by telephone; therefore, a speaker telephone will be present at the meeting location so that Supervisors may be fully informed of the discussions taking place. In accordance with the provisions of the Americans with Disabilities Act, any person requiring special accommodations or an interpreter to participate at these meetings should contact the District Manager at (561) 630-4922 and/or toll-free at 1-877-737-4922, at least seven (7) days prior to the date of the meetings. If any person decides to appeal any decision made with respect to any matter considered at this Public Hearing and Regular Board Meeting, such person will need a record of the proceedings and such person may need to ensure that a verbatim record of the proceedings is made at their own expense and which record includes the testimony and evidence on which the appeal is based. Meetings may be cancelled from time to time without advertised notice.
Monterey/Congress Community Development District www.montereycongresscdd.org 5-12, 5-19/2021

**MONTEREY/CONGRESS COMMUNITY DEVELOPMENT DISTRICT
REGULAR BOARD MEETING
MARCH 2, 2021**

A. CALL TO ORDER

District Manager Jason Pierman called the March 2, 2021, Regular Board Meeting of the Monterey/Congress Community Development District (“District”) to order at 6:03 p.m. at 100 Lake Monterey Circle, Boynton Beach, Florida 33426.

B. PROOF OF PUBLICATION

Mr. Pierman presented proof of publication that notice of the Regular Board Meeting had been published in *The Palm Beach Post* on September 25, 2020, as part of the District’s Fiscal Year 2020/2021 Regular Meeting Schedule, as legally required.

C. ESTABLISH A QUORUM

Mr. Pierman determined that the attendance of Chairperson Betty Clark, Vice Chairman Willie Ford and Supervisors Natalia Patel, Diana Puentes, and Lissette Montavo (who attended via phone) constituted a quorum and it was in order to proceed with the meeting.

Staff in attendance were District Manager Jason Pierman of Special District Services, Inc.; and General Counsel Scott Cochran of Billing, Cochran, Lyles, Mauro & Ramsey, P.A.

D. ADDITIONS OR DELETIONS TO THE AGENDA

There were no additions or deletions to the agenda.

E. COMMENTS FROM THE PUBLIC FOR ITEMS NOT ON THE AGENDA

There were no comments from the public for items not on the agenda.

F. APPROVAL OF MINUTES

1. November 3, 2020, Regular Board Meeting

Mr. Pierman presented the minutes November 3, 2020, Regular Board Meeting and asked if there were any changes.

A **motion** was then made by Ms. Clark, seconded by Ms. Puentes and passed unanimously approving the minutes of the November 3, 2020, Regular Board Meeting, as presented.

G. OLD BUSINESS

There were no Old Business items to come before the Board.

H. NEW BUSINESS

1. Consider Resolution No. 2021-01– Adopting a Fiscal Year 2021/2022 Proposed Budget

Resolution No. 2021-01 was presented, entitled:

RESOLUTION NO. 2021-01

A RESOLUTION OF THE BOARD OF SUPERVISORS OF THE MONTEREY CONGRESS COMMUNITY DEVELOPMENT DISTRICT APPROVING A PROPOSED BUDGET FOR FISCAL YEAR 2021/2022; AND PROVIDING AN EFFECTIVE DATE.

A **motion** was then made by Ms. Puentes, seconded by Ms. Patel and passed unanimously adopting Resolution No. 2021-01, as presented, setting the Public Hearing for June 1, 2021.

2. Consider Resolution No. 2021-02 – E-Verify Memorandum of Understanding

Resolution No. 2021-02 was presented, entitled:

RESOLUTION NO. 2021-02

A RESOLUTION OF THE BOARD OF SUPERVISORS OF THE MONTEREY CONGRESS COMMUNITY DEVELOPMENT DISTRICT DIRECTING THE DISTRICT MANAGER TO REGISTER THE DISTRICT WITH AND USE THE E-VERIFY SYSTEM PURSUANT TO THE REQUIREMENTS OF SECTION 448.095, FLORIDA STATUTES; AUTHORIZING EXECUTION OF THE E-VERIFY MEMORANDUM OF UNDERSTANDING FOR EMPLOYERS BETWEEN THE DISTRICT AND THE DEPARTMENT OF HOMELAND SECURITY (DHS); PROVIDING FOR SEVERABILITY; AND PROVIDING FOR AN EFFECTIVE DATE

A **motion** was made by Mr. Ford, seconded by Ms. Puentes, and passed unanimously adopting Resolution No. 2021-02, as presented.

3. Consider Proposal for Lighting Repair

Mr. Pierman explained that the electrician had been onsite and noted that two of the transformers had been stolen, so he could not test the lights. Upon discussion, the Board requested that the new transformers be installed on the inside of the wall, rather than the street-facing side, and that lights be replaced where needed.

A **motion** was made by Ms. Puentes, seconded by Ms. Patel, and unanimously passed authorizing the not-to-exceed amount of \$3,500 to replace the transformers and the lights.

I. ADMINISTRATIVE MATTERS

There were no Administrative Matters to come before the Board.

J. BOARD MEMBER COMMENTS

There were no further Board Member comments.

K. ADJOURNMENT

There being no further business to come before the Board, a **motion** was made by Ms. Patel, seconded by Ms. Puentes and unanimously passed to adjourn the Regular Board Meeting at 6:24 p.m.

Secretary/Assistant Secretary

Chair/Vice-Chair

Publication Date
2021-05-12

Subcategory
Miscellaneous Notices

Notice of Public Hearing and Regular Board Meeting of the Monterey/Congress Community Development District The Board of Supervisors of the Monterey/Congress Community Development District (the "District") will hold a Public Hearing and Regular Board Meeting on June 1, 2021, at 6:00 p.m., or as soon thereafter as the meeting can be heard, at 100 Lake Monterey Circle, Boynton Beach, Florida 33426. The purpose of the Public Hearing is to receive public comment on the Fiscal Year 2021/2022 Proposed Final Budget of the District. The purpose of the Regular Board Meeting is for the Board to consider any other business which may properly come before it. A copy of the Budget and/or the Agenda may be obtained from the District's website or at the offices of the District Manager, 2501A Burns Road, Palm Beach Gardens, Florida 33410, during normal business hours. The meetings are open to the public and will be conducted in accordance with the provisions of Florida law for community development districts. Meetings may be continued as found necessary to a time and place specified on the record. There may be occasions when one or more Supervisors will participate by telephone; therefore, a speaker telephone will be present at the meeting location so that Supervisors may be fully informed of the discussions taking place. In accordance with the provisions of the Americans with Disabilities Act, any person requiring special accommodations or an interpreter to participate at these meetings should contact the District Manager at (561) 630-4922 and/or toll-free at 1-877-737-4922, at least seven (7) days prior to the date of the meetings. If any person decides to appeal any decision made with respect to any matter considered at this Public Hearing and Regular Board Meeting, such person will need a record of the proceedings and such person may need to ensure that a verbatim record of the proceedings is made at their own expense and which record includes the testimony and evidence on which the appeal is based. Meetings may be cancelled from time to time without advertised notice.
Monterey/Congress Community Development District www.montereycongresscdd.org 5-12, 5-19/2021

RESOLUTION NO. 2021-03

A RESOLUTION OF THE MONTEREY CONGRESS COMMUNITY DEVELOPMENT DISTRICT ADOPTING A FISCAL YEAR 2021/2022 BUDGET.

WHEREAS, the Monterey Congress Community Development District (“District”) has prepared a Proposed Budget and Final Special Assessment Roll for Fiscal Year 2021/2022 and has held a duly advertised Public Hearing to receive public comments on the Proposed Budget and Final Special Assessment Roll; and,

WHEREAS, following the Public Hearing and the adoption of the Proposed Budget and Final Assessment Roll, the District is now authorized to levy non ad-valorem assessments upon the properties within the District.

NOW, THEREFORE, BE IT RESOLVED BY THE BOARD OF SUPERVISORS OF THE MONTEREY CONGRESS COMMUNITY DEVELOPMENT DISTRICT THAT:

Section 1. The Final Budget and Final Special Assessment Roll for Fiscal Year 2021/2022 attached hereto as Exhibit “A” is approved and adopted, and the assessments set forth therein shall be levied.

Section 2. The Secretary of the District is authorized to execute any and all necessary transmittals, certifications or other acknowledgements or writings, as necessary, to comply with the intent of this Resolution.

PASSED, ADOPTED and EFFECTIVE this 1st day of June, 2021.

ATTEST:

**MONTEREY CONGRESS
COMMUNITY DEVELOPMENT DISTRICT**

By: _____
Secretary/Assistant Secretary

By: _____
Chairperson/Vice Chairperson

Monterey/Congress
Community Development District

**Final Budget For
Fiscal Year 2021/2022
October 1, 2021 - September 30, 2022**

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FINAL BUDGET
MONTEREY/CONGRESS COMMUNITY DEVELOPMENT DISTRICT
FISCAL YEAR 2021/2022
OCTOBER 1, 2021 - SEPTEMBER 30, 2022

	FISCAL YEAR 2021/2022 BUDGET
REVENUES	
O & M Assessments	75,325
Debt Assessments	283,481
Other Revenues	0
Interest Income	180
TOTAL REVENUES	\$ 358,986
EXPENDITURES	
Supervisor Fees	6,000
Payroll Taxes (Employer)	480
Engineering/Inspections	2,000
Management	21,204
Secretarial	3,000
Legal	7,000
Assessment Roll	3,000
Audit Fees	3,200
Insurance	6,000
Legal Advertisements	1,250
Miscellaneous	750
Postage	200
Office Supplies	375
Dues & Subscriptions	175
Trustee Fee	4,100
Continuing Disclosure Fee	1,000
Website Management	2,000
Landscape Lighting Maintenance	0
Reserve	9,252
TOTAL EXPENDITURES	\$ 70,986
REVENUES LESS EXPENDITURES	\$ 288,000
Bond Payments	(266,472)
BALANCE	\$ 21,528
County Appraiser & Tax Collector Fee	(7,176)
Discounts For Early Payments	(14,352)
EXCESS/ (SHORTFALL)	\$ -
Carryover From Prior Year	0
NET EXCESS/ (SHORTFALL)	\$ -

DETAILED FINAL BUDGET
MONTEREY/CONGRESS COMMUNITY DEVELOPMENT DISTRICT
FISCAL YEAR 2021/2022
OCTOBER 1, 2021 - SEPTEMBER 30, 2022

	FISCAL YEAR 2019/2020 ACTUAL	FISCAL YEAR 2020/2021 BUDGET	FISCAL YEAR 2021/2022 BUDGET	COMMENTS
REVENUES				
O & M Assessments	76,677	72,503	75,325	Expenditures Less Interest & Carryover/.94
Debt Assessments	282,432	286,303	283,481	Bond Payments/.94
Other Revenues	0	0	0	
Interest Income	362	180	180	Interest Projected At \$15 Per Month
TOTAL REVENUES	\$ 359,471	\$ 358,986	\$ 358,986	
EXPENDITURES				
Supervisor Fees	3,000	6,000	6,000	Supervisor Fees
Payroll Taxes (Employer)	230	480	480	Projected At 8% Of Supervisor Fees
Engineering/Inspections	1,200	3,000	2,000	\$1,000 Decrease From 2020/2021 Budget
Management	20,448	20,916	21,204	CPI Adjustment
Secretarial	3,000	3,000	3,000	No Change From 2020/2021 Budget
Legal	6,064	7,000	7,000	No Change From 2020/2021 Budget
Assessment Roll	3,000	3,000	3,000	No Change From 2020/2021 Budget
Audit Fees	3,100	3,200	3,200	Accepted Amount For 2020/2021 Audit
Insurance	5,251	6,000	6,000	Insurance Estimate
Legal Advertisements	1,424	1,250	1,250	No Change From 2020/2021 Budget
Miscellaneous	621	750	750	No Change From 2020/2021 Budget
Postage	77	225	200	\$25 Decrease From 2020/2021 Budget
Office Supplies	155	400	375	\$25 Decrease From 2020/2021 Budget
Dues & Subscriptions	175	175	175	No Change From 2020/2021 Budget
Trustee Fee	4,089	4,100	4,100	No Change From 2020/2021 Budget
Continuing Disclosure Fee	1,000	1,000	1,000	No Change From 2020/2021 Budget
Website Management	2,000	2,000	2,000	No Change From 2020/2021 Budget
Landscape Lighting Maintenance	655	0	0	Fiscal Year 2019/2020 Expenditure
Reserve	900	5,837	9,252	Reserve
TOTAL EXPENDITURES	\$ 56,389	\$ 68,333	\$ 70,986	
REVENUES LESS EXPENDITURES	\$ 303,082	\$ 290,653	\$ 288,000	
Bond Payments	(269,249)	(269,125)	(266,472)	2022 P & I Payments Less Earned Interest
BALANCE	\$ 33,833	\$ 21,528	\$ 21,528	
County Appraiser & Tax Collector Fee	(2,164)	(7,176)	(7,176)	Two Percent Of Total Assessment Roll
Discounts For Early Payments	(13,371)	(14,352)	(14,352)	Four Percent Of Total Assessment Roll
EXCESS/ (SHORTFALL)	\$ 18,298	\$ -	\$ -	
Carryover From Prior Year	0	0	0	Carryover From Prior Years
NET EXCESS/ (SHORTFALL)	\$ 18,298	\$ -	\$ -	

DETAILED FINAL DEBT SERVICE BUDGET
MONTEREY/CONGRESS COMMUNITY DEVELOPMENT DISTRICT
FISCAL YEAR 2021/2022
OCTOBER 1, 2021 - SEPTEMBER 30, 2022

	FISCAL YEAR 2019/2020 ACTUAL	FISCAL YEAR 2020/2021 BUDGET	FISCAL YEAR 2021/2022 BUDGET	COMMENTS
REVENUES				
Interest Income	7,014	300	25	Projected Interest For 2021/2022
NAV Tax Collection	273,059	269,125	266,472	2022 P & I Payments Less Earned Interest
Prepaid Bond Collection	9,883	0	0	
Total Revenues	\$ 289,956	\$ 269,425	\$ 266,497	
EXPENDITURES				
Principal Payments	135,000	120,000	125,000	Principal Payment Due In 2022
Interest Payments	158,966	149,425	141,497	Interest Payments Due In 2022
Extraordinary Principal Payments	15,000	0	0	
Total Expenditures	\$ 308,966	\$ 269,425	\$ 266,497	
Excess/ (Shortfall)	\$ (19,010)	\$ -	\$ -	

Series 2005 Bond Information

Original Par Amount =	\$4,045,000	Annual Principal Payments Due =	May 1st
Interest Rate =	5.375%	Annual Interest Payments Due =	May 1st & November 1st
Issue Date =	October 2005		
Maturity Date =	May 2036		
Par Amount As Of 1/1/21 =	\$2,815,000		

Monterey/Congress Community Development District Assessment Comparison

	Fiscal Year 2017/2018 Assessment*	Fiscal Year 2018/2019 Assessment*	Fiscal Year 2019/2020 Assessment*	Fiscal Year 2020/2021 Assessment*	Fiscal Year 2021/2022 Projected Assessment*
O & M	\$ 244.56	\$ 246.37	\$ 255.20	\$ 241.68	\$ 251.11
Debt	\$ 954.66	\$ 952.85	\$ 944.02	\$ 957.54	\$ 948.11
Total	\$ 1,199.22	\$ 1,199.22	\$ 1,199.22	\$ 1,199.22	\$ 1,199.22

* Assessments Include the Following :

4% Discount for Early Payments

1% County Tax Collector Fee

1% County Property Appraiser Fee

Community Information:

Total Units	300
Prepayments	1
Billed for Debt	299

RESOLUTION NO. 2021-04

A RESOLUTION OF THE BOARD OF SUPERVISORS OF THE MONTEREY CONGRESS COMMUNITY DEVELOPMENT DISTRICT, ESTABLISHING A REGULAR MEETING SCHEDULE FOR FISCAL YEAR 2021/2022 AND SETTING THE TIME AND LOCATION OF SAID DISTRICT MEETINGS; AND PROVIDING AN EFFECTIVE DATE.

WHEREAS, it is necessary for the Monterey Congress Community Development District ("District") to establish a regular meeting schedule for fiscal year 2021/2022; and

WHEREAS, the Board of Supervisors of the District has set a regular meeting schedule, location and time for District meetings for fiscal year 2021/2022 which is attached hereto and made a part hereof as Exhibit "A".

NOW, THEREFORE, BE IT RESOLVED BY THE BOARD OF SUPERVISORS OF THE MONTEREY CONGRESS COMMUNITY DEVELOPMENT DISTRICT, PALM BEACH COUNTY, FLORIDA, AS FOLLOWS:

Section 1. The above recitals are hereby adopted.

Section 2. The regular meeting schedule, time and location for meetings for fiscal year 2021/2022 which is attached hereto as Exhibit "A" is hereby adopted and authorized to be published.

PASSED, ADOPTED and EFFECTIVE this 1st day of June, 2021.

ATTEST:

**MONTEREY CONGRESS
COMMUNITY DEVELOPMENT DISTRICT**

By: _____
Secretary/Assistant Secretary

By: _____
Chairperson/Vice Chairperson

**MONTEREY/CONGRESS COMMUNITY DEVELOPMENT DISTRICT
FISCAL YEAR 2021/2022 REGULAR MEETING SCHEDULE**

NOTICE IS HEREBY GIVEN that the Board of Supervisors of the Monterey/Congress Community Development District will hold meeting at 100 Lake Monterey Circle, Boynton Beach, Florida 33426 at 6:00 p.m. on the following dates:

**October 5, 2021
November 2, 2021
December 7, 2021
January 4, 2022
February 1, 2022
March 1, 2022
April 5, 2022
May 3, 2022
June 7, 2022
July 5, 2022
August 2, 2022
September 6, 2022**

The purpose of the meetings is to conduct any and all business coming before the Board. Meetings are open to the public and will be conducted in accordance with the provisions of Florida law. Copies of the Agendas for any of the meetings may be obtained from the District's website or by contacting the District Manager at (561) 630-4922 and/or toll free at 1-877-737-4922 prior to the date of the particular meeting.

From time to time one or more Supervisors may participate by telephone; therefore a speaker telephone will be present at the meeting location so that Supervisors may be fully informed of the discussions taking place. Meeting may be continued as found necessary to a time and place specified on the record.

If any person decides to appeal any decision made with respect to any matter considered at these meetings, such person will need a record of the proceedings and such person may need to insure that a verbatim record of the proceedings is made at his or her own expense and which record includes the testimony and evidence on which the appeal is based.

In accordance with the provisions of the Americans with Disabilities Act, any person requiring special accommodations or an interpreter to participate at any of these meetings should contact the District Manager at (561) 630-4922 and/or toll-free at 1-877-737-4922 at least seven (7) days prior to the date of the particular meeting.

Meetings may be cancelled from time to time without advertised notice.

MONTEREY/CONGRESS COMMUNITY DEVELOPMENT DISTRICT

www.montereycongresscdd.org

PUBLISH: THE PALM BEACH POST



MBS CAPITAL MARKETS, LLC

AGREEMENT FOR UNDERWRITING SERVICES MONTEREY CONGRESS COMMUNITY DEVELOPMENT DISTRICT

June 1, 2021

Board of Supervisors
Monterey Congress Community Development District

Dear Supervisors:

MBS Capital Markets, LLC (the "Underwriter") offers to enter into this agreement (the "Agreement") with the Monterey Congress Community Development District (the "District") which, upon your acceptance of this offer, will be binding upon the District and the Underwriter. This agreement relates to the proposed issuance of bonds (the "Bonds") for the purpose of refunding the District's outstanding Series 2005A Bonds (the "Prior Bonds"). This Agreement will cover the engagement for the Bonds and will be supplemented for future bond issuances as may be applicable.

1. **Scope of Services:** MBS intends to serve as the underwriter, and not as a financial advisor or municipal advisor, in connection with the issuance of the Bonds. The scope of services to be provided in a non-fiduciary capacity by the Underwriter for this transaction will include those listed below.
 - Advice regarding the structure, timing, terms, and other similar matters concerning the particular municipal securities described above.
 - Preparation of rating strategies and presentations related to the issue being underwritten.
 - Preparations for and assistance with investor "road shows," if any, and investor discussions related to the issue being underwritten.
 - Advice regarding retail order periods and institutional marketing if the District decides to engage in a negotiated sale.
 - Assistance in the preparation of the Preliminary Official Statement, if any, and the Final Official Statement.
 - Assistance with the closing of the issue, including negotiation and discussion with respect to all documents, certificates, and opinions needed for the closing.
 - Coordination with respect to obtaining CUSIP numbers and the registration with the Depository Trust Company.
 - Preparation of post-sale reports for the issue, if any.

3414 W. BAY TO BAY BLVD
TAMPA, FLORIDA 33629
PHONE: 813.281.2700

152 LINCOLN AVENUE
WINTER PARK, FLORIDA 32789
PHONE: 407.622.0130

1005 BRADFORD WAY
KINGSTON, TENNESSEE 37763
PHONE: 865.717.0303



MBS CAPITAL MARKETS, LLC

- Structuring of refunding escrow cash flow requirements, but not the recommendation of and brokerage of particular municipal escrow investments.
2. **Fees:** The Underwriter will be responsible for its own out-of-pocket expenses other than the fees and disbursements of underwriter's or disclosure counsel which fees shall be paid from the proceeds of the Bonds. Any fees payable to the Underwriter will be contingent upon the successful sale and delivery or placement of the Bonds. The underwriting fee for the sale or placement of the Bonds will be the greater of \$50,000 or 1.5% of the total par amount of Bonds issued.

The Underwriter shall also bear the cost of obtaining an investment grade rating with the actual cost of the rating to be paid from the proceeds of the Bonds only to the extent Bonds are issued.

3. **Termination:** Both the District and the Underwriter will have the right to terminate this Agreement without cause upon 90 days written notice to the non-terminating party.
4. **Purchase Contract:** At or before such time as the District gives its final authorization for the Bonds, the Underwriter and its counsel will deliver to the District a purchase or placement contract (the "Purchase Contract") detailing the terms of the Bonds.
5. **Notice of Meetings:** The District shall provide timely notice to the Underwriter for all regular and special meetings of the District. The District will provide, in writing, to the Underwriter, at least one week prior to any meeting, except in the case of an emergency meeting for which the notice time shall be the same as that required by law for the meeting itself, of matters and items for which it desires the Underwriter's input.
6. **Disclosures Concerning the Underwriter's Role Required by MSRB Rule G-17.** The Municipal Securities Rulemaking Board's Rule G-17 requires underwriters to make certain disclosures to issuers in connection with the issuance of municipal securities. Those disclosures are attached hereto as "Exhibit A." By execution of this Agreement, you are acknowledging receipt of the same. If you or any other Issuer officials have any questions or concerns about these disclosures, please make those questions or concerns known immediately to the undersigned. In addition, you should consult with the Issuer's own financial and/or municipal, legal, accounting, tax and other advisors, as applicable, to the extent you deem appropriate. It is our understanding that you have the authority to bind the Issuer by contract with us, and that you are not a party to any conflict of interest relating to the subject transaction. If our understanding is incorrect, please notify the undersigned immediately.



MBS CAPITAL MARKETS, LLC

This Agreement shall be effective upon your acceptance hereof and shall remain effective until such time as the Agreement has been terminated in accordance with Section 3 hereof.

We are required to seek your acknowledgement that you have received the disclosures referenced herein and attached hereto as Exhibit A. By execution of this agreement, you are acknowledging receipt of the same.

Sincerely,
MBS Capital Markets, LLC

A handwritten signature in blue ink, appearing to read 'B. Sealy', is positioned above a horizontal line.

Brett Sealy
Managing Partner

Approved and Accepted By: _____

Title: _____

Date: _____



MBS CAPITAL MARKETS, LLC

EXHIBIT A

Disclosures Concerning the Underwriter's Role

- (i) MSRB Rule G-17 requires an underwriter to deal fairly at all times with both municipal issuers and investors.
- (ii) The underwriter's primary role is to purchase the Bonds with a view to distribution in an arm's-length commercial transaction with the Issuer. The underwriters has financial and other interests that differ from those of the District.
- (iii) Unlike a municipal advisor, the underwriter does not have a fiduciary duty to the District under the federal securities laws and are, therefore, is required by federal law to act in the best interests of the District without regard to their own financial or other interests.
- (iv) The underwriter has a duty to purchase the Bonds from the Issuer at a fair and reasonable price but must balance that duty with their duty to sell the Bonds to investors at prices that are fair and reasonable.
- (v) The underwriter will review the official statement for the Bonds in accordance with, and as part of, its respective responsibilities to investors under the federal securities laws, as applied to the facts and circumstances of this transaction.

Disclosure Concerning the Underwriter's Compensation

The underwriter will be compensated by a fee and/or an underwriting discount that will be set forth in the bond purchase agreement to be negotiated and entered into in connection with the issuance of the Bonds. Payment or receipt of the underwriting fee or discount will be contingent on the closing of the transaction and the amount of the fee or discount may be based, in whole or in part, on a percentage of the principal amount of the Bonds. While this form of compensation is customary in the municipal securities market, it presents a conflict of interest since the underwriter may have an incentive to recommend to the District a transaction that is unnecessary or to recommend that the size of the transaction be larger than is necessary.

Conflicts of Interest

The Underwriter has not identified any additional potential or actual material conflicts that require disclosure including those listed below.

Payments to or from Third Parties. There are no undisclosed payments, values, or credits to be received by the Underwriter in connection with its underwriting of this new issue from parties other than the District, and there are no undisclosed payments to be made by the Underwriter in connection with this new issue to parties other than the District (in either case including payments, values, or credits that relate directly or indirectly to collateral transactions integrally related to the issue being



MBS CAPITAL MARKETS, LLC

underwritten). In addition, there are no third-party arrangements for the marketing of the District's securities.

Profit-Sharing with Investors. There are no arrangements between the Underwriter and an investor purchasing new issue securities from the Underwriter (including purchases that are contingent upon the delivery by the District to the Underwriter of the securities) according to which profits realized from the resale by such investor of the securities are directly or indirectly split or otherwise shared with the Underwriter.

Credit Default Swaps. There will be no issuance or purchase by the Underwriter of credit default swaps for which the reference is the District for which the Underwriter is serving as underwriter, or an obligation of that District.

Retail Order Periods. For new issues in which there is a retail order period, the Underwriter will honor such agreement to provide the retail order period. No allocation of securities in a manner that is inconsistent with a District's requirements will be made without the District's consent. In addition, when the Underwriter has agreed to underwrite a transaction with a retail order period, it will take reasonable measures to ensure that retail clients are bona fide.

Dealer Payments to District Personnel. Reimbursements, if any, made to personnel of the District will be made in compliance with MSRB Rule G-20, on gifts, gratuities, and non-cash compensation, and Rule G-17, in connection with certain payments made to, and expenses reimbursed for, District personnel during the municipal bond issuance process.

Disclosures Concerning Complex Municipal Securities Financing

Since the Underwriter has not recommended a "complex municipal securities financing" to the Issuer, additional disclosures regarding the financing structure for the Bonds are not required under MSRB Rule G-17.