

**WATER STREET
TAMPA
IMPROVEMENT DISTRICT**

September 7, 2022

BOARD OF SUPERVISORS

PUBLIC HEARING AND

REGULAR MEETING

AGENDA

Water Street Tampa Improvement District
OFFICE OF THE DISTRICT MANAGER
2300 Glades Road, Suite 410W•Boca Raton, Florida 33431
Phone: (561) 571-0010•Toll-free: (877) 276-0889•Fax: (561) 571-0013

August 31, 2022

Board of Supervisors
Water Street Tampa Improvement District

<p><u>ATTENDEES:</u> Please identify yourself each time you speak to facilitate accurate transcription of meeting minutes.</p>

Dear Board Members:

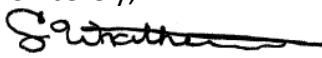
The Board of Supervisors of the Water Street Tampa Improvement District will hold a Public Hearing and Regular Meeting on September 7, 2022 at 1:00 p.m., at Strategic Property Partners, LLC, 615 Channelside Drive, Suite 204, Tampa, Florida 33602. The agenda is as follows:

1. Call to Order/Roll Call
2. Public Comments
3. Acceptance of Resignation of Supervisor Jennifer Regan [SEAT 5] *Term Expires November 2022*
4. Consider Appointment to Fill Unexpired Term of Seat 5
 - A. Administration of Oath of Office to Newly Appointed Supervisor (*the following will be provided in a separate package*)
 - I. Guide to Sunshine Amendment and Code of Ethics for Public Officers and Employees
 - II. Membership, Obligations and Responsibilities
 - III. Financial Disclosure Forms
 - a. Form 1: Statement of Financial Interests
 - b. Form 1X: Amendment to Form 1, Statement of Financial Interests
 - c. Form 1F: Final Statement of Financial Interests
 - IV. Form 8B – Memorandum of Voting Conflict
 - B. Consideration of Resolution 2022-08, Designating Certain Officers of the District, and Providing for an Effective Date
5. Public Hearing on Adoption of Fiscal Year 2022/2023 Budget
 - A. Proof/Affidavit of Publication

- B. Consideration of Resolution 2022-07, Relating to the Annual Appropriations and Adopting the Budgets for the Fiscal Year Beginning October 1, 2022, and Ending September 30, 2023; Authorizing Budget Amendments; and Providing an Effective Date
- 6. Consideration of Budget Funding Agreement for Fiscal Year 2022/2023 Budget
- 7. Acceptance of Unaudited Financial Statements as of July 31, 2022
- 8. Approval of May 4, 2022 Regular Meeting Minutes
- 9. Staff Reports
 - A. District Counsel: *Kutak Rock LLP*
 - B. District Manager: *Wrathell, Hunt and Associates, LLC*
 - NEXT MEETING DATE: October 5, 2022 at 1:00 P.M.
 - QUORUM CHECK
- 10. Board Members' Comments/Requests
- 11. Public Comments
- 12. Adjournment

Damian Presiga	<input type="checkbox"/> IN PERSON	<input type="checkbox"/> PHONE	<input type="checkbox"/> NO
Kim Madison	<input type="checkbox"/> IN PERSON	<input type="checkbox"/> PHONE	<input type="checkbox"/> NO
Jorge Fuentes	<input type="checkbox"/> IN PERSON	<input type="checkbox"/> PHONE	<input type="checkbox"/> NO
Michael Spada	<input type="checkbox"/> IN PERSON	<input type="checkbox"/> PHONE	<input type="checkbox"/> NO
	<input type="checkbox"/> IN PERSON	<input type="checkbox"/> PHONE	<input type="checkbox"/> NO

I look forward to seeing all of you at the upcoming meeting. In the meantime, should you have any questions or concerns, please do not hesitate to contact me directly at (561) 719-8675 or Kristen Suit at (410) 207-1802.

Sincerely,

 Craig Wrathell
 District Manager

FOR BOARD MEMBERS AND STAFF TO ATTEND BY TELEPHONE:
CALL-IN NUMBER: 1-888-354-0094
PARTICIPANT PASSCODE: 413 553 5047

**WATER STREET TAMPA
IMPROVEMENT DISTRICT**

3

NOTICE OF TENDER OF RESIGNATION

To: Board of Supervisors
Water Street Tampa Improvement District
Attn: Craig Wrathell, District Managers
2300 Glades Road, Suite 410W
Boca Raton, Florida 33431

From: Jennifer Regan
Printed Name

Date: 09/07/2022
Date

I hereby tender my resignation as a member of the Board of Supervisors of the *Water Street Tampa Improvement District*. My tendered resignation will be deemed to be effective as of the time a quorum of the remaining members of the Board of Supervisors accepts it at a duly noticed meeting of the Board of Supervisors.

I certify that this Notice of Tender of Resignation has been executed by me and personally presented at a duly noticed meeting of the Board of Supervisors, scanned and electronically transmitted to gillyardd@whhassociates.com or faxed to 561-571-0013 and agree that the executed original shall be binding and enforceable and the fax or email copy shall be binding and enforceable as an original.

J Regan
Signature

**WATER STREET TAMPA
IMPROVEMENT DISTRICT**

4B

RESOLUTION 2022-08

A RESOLUTION OF THE BOARD OF SUPERVISORS OF THE WATER STREET TAMPA IMPROVEMENT DISTRICT, DESIGNATING CERTAIN OFFICERS OF THE DISTRICT, AND PROVIDING FOR AN EFFECTIVE DATE

WHEREAS, the Water Street Tampa Improvement District (“District”) is a local unit of special-purpose government created by, and existing pursuant to Chapter 2018-183, Laws of Florida, being situated entirely within the City of Tampa, Hillsborough County, Florida; and

WHEREAS, the Board of Supervisors of the District desires to appoint the below-recited persons to the offices specified.

NOW, THEREFORE, BE IT RESOLVED BY THE BOARD OF SUPERVISORS OF THE WATER STREET TAMPA IMPROVEMENT DISTRICT:

SECTION 1. _____ is appointed Chair.

SECTION 2. _____ is appointed Vice Chair.

SECTION 3. **Craig Wrathell** is appointed Secretary.

_____ is appointed Assistant Secretary.

_____ is appointed Assistant Secretary.

_____ is appointed Assistant Secretary.

Kristen Suit is appointed Assistant Secretary.

SECTION 4. This Resolution supersedes any prior appointments made by the Board for Chair, Vice Chair, Secretary and Assistant Secretaries; however, prior appointments by the Board for Treasurer and Assistant Treasurer(s) remain unaffected by this Resolution.

SECTION 5. This Resolution shall become effective immediately upon its adoption.

[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK]

ADOPTED THIS 7TH DAY OF SEPTEMBER, 2022.

ATTEST:

**WATER STREET TAMPA IMPROVEMENT
DISTRICT**

Secretary/Assistant Secretary

Chair/Vice Chair, Board of Supervisors

**WATER STREET TAMPA
IMPROVEMENT DISTRICT**

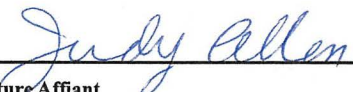
5A

Tampa Bay Times Published Daily

STATE OF FLORIDA
COUNTY OF Hillsborough

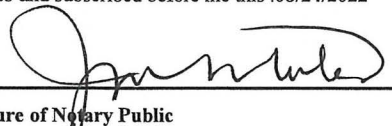
Before the undersigned authority personally appeared **Judy Allen** who on oath says that he/she is **Legal Advertising Representative** of the **Tampa Bay Times** a daily newspaper printed in St. Petersburg, in Pinellas County, Florida; that the attached copy of advertisement, being a Legal Notice in the matter **RE: Notice of Public Hearing and Regular Meeting** was published in said newspaper by print in the issues of: **8/17/22, 8/24/22** or by publication on the newspaper's website, if authorized, on

Affiant further says the said **Tampa Bay Times** is a newspaper published in **Hillsborough** County, Florida and that the said newspaper has heretofore been continuously published in said **Hillsborough** County, Florida each day and has been entered as a second class mail matter at the post office in said **Hillsborough** County, Florida for a period of one year next preceding the first publication of the attached copy of advertisement, and affiant further says that he/she neither paid nor promised any person, firm or corporation any discount, rebate, commission or refund for the purpose of securing this advertisement for publication in the said newspaper.



Signature Affiant

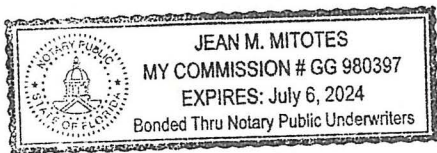
Sworn to and subscribed before me this **.08/24/2022**



Signature of Notary Public

Personally known X or produced identification

Type of identification produced _____



WATER STREET TAMPA IMPROVEMENT DISTRICT

NOTICE OF PUBLIC HEARING TO CONSIDER THE ADOPTION OF THE FISCAL YEAR 2022/2023 BUDGET; AND NOTICE OF REGULAR BOARD OF SUPERVISORS' MEETING.

} SS

The Board of Supervisors ("Board") of the Water Street Tampa Improvement District ("District") will hold a public hearing on September 7, 2022 at 1:00 p.m., at the offices of Strategic Property Partners, LLC, 615 Channelside Drive, Suite 204, Tampa, FL 33602 for the purpose of hearing comments and objections on the adoption of the proposed budget ("Proposed Budget") of the District for the fiscal year beginning October 1, 2022 and ending September 30, 2023 ("Fiscal Year 2022/2023"). A regular board meeting of the District will also be held at that time where the Board may consider any other business that may properly come before it. A copy of the agenda and Proposed Budget may be obtained at the offices of the District Manager, Wrathell, Hunt & Associates, LLC, 2300 Glades Road, Suite 410W, Boca Raton, Florida 33431, (561) 571-0010 ("District Manager's Office"), during normal business hours, or by visiting the District's website at <http://wstid.net/>.

The public hearing and meeting are open to the public and will be conducted in accordance with the provisions of Florida law. The public hearing and meeting may be continued to a date, time, and place to be specified on the record at the meeting. There may be occasions when Board Supervisors or District Staff may participate by speaker telephone.

Any person requiring special accommodations at this meeting because of a disability or physical impairment should contact the District Manager's Office at least forty-eight (48) hours prior to the meeting. If you are hearing or speech impaired, please contact the Florida Relay Service by dialing 7-1-1, or 1-800-955-8771 (TTY) / 1-800-955-8770 (Voice), for aid in contacting the District Manager's Office.

Each person who decides to appeal any decision made by the Board with respect to any matter considered at the public hearing or meeting is advised that person will need a record of proceedings and that accordingly, the person may need to ensure that a verbatim record of the proceedings is made, including the testimony and evidence upon which such appeal is to be based.

Craig Wrathell
District Manager
08/17, 08/24/22

(240929)

**WATER STREET TAMPA
IMPROVEMENT DISTRICT**

5B

RESOLUTION 2022-07

THE ANNUAL APPROPRIATION RESOLUTION OF THE WATER STREET TAMPA IMPROVEMENT DISTRICT (“DISTRICT”) RELATING TO THE ANNUAL APPROPRIATIONS AND ADOPTING THE BUDGETS FOR THE FISCAL YEAR BEGINNING OCTOBER 1, 2022, AND ENDING SEPTEMBER 30, 2023; AUTHORIZING BUDGET AMENDMENTS; AND PROVIDING AN EFFECTIVE DATE.

WHEREAS, the Water Street Tampa Improvement District (hereinafter the “District”) is a local unit of special-purpose government created and existing pursuant to Chapter 2018-183, Laws of Florida, and being situated entirely within the City of Tampa, Hillsborough County, Florida; and

WHEREAS, the District Manager has heretofore prepared and submitted to the Board of Supervisors (“Board”) of the Water Street Tampa Improvement District (“District”) a proposed budget (“Proposed Budget”) for the fiscal year beginning on October 1, 2022 and ending September 30, 2023 (“Fiscal Year 2022/2023”); and

WHEREAS, at least sixty (60) days prior to the adoption of the Proposed Budget, the District filed a copy of the Proposed Budget with the local governing authorities having jurisdiction over the area included in the District pursuant to the provisions of Chapter 2018-183(6)(4)(c), Laws of Florida; and

WHEREAS, the Board set the date for a public hearing thereon and caused notice of such public hearing to be given by publication; and

WHEREAS, the District Manager posted the Proposed Budget on the District’s website at least two days before the public hearing; and

WHEREAS, Chapter 2018-183(6)(4)(b), Laws of Florida, requires that the Board, by passage of the Annual Appropriation Resolution, adopt a budget for the ensuing fiscal year and appropriate such sums of money as the Board deems necessary to defray all expenditures of the District during the ensuing fiscal year; and

WHEREAS, the District Manager has prepared a Proposed Budget, whereby the budget shall project the cash receipts and disbursements anticipated during a given time period, including reserves for contingencies for emergency or other unanticipated expenditures during the fiscal year.

NOW, THEREFORE, BE IT RESOLVED BY THE BOARD OF SUPERVISORS OF THE WATER STREET TAMPA IMPROVEMENT DISTRICT:

SECTION 1. BUDGET

- a. The Board has reviewed the Proposed Budget, a copy of which is on file with the office of the District Manager and at the District’s Local Records Office, and hereby approves certain amendments thereto, as shown in Section 2 below.
- b. The Proposed Budget, attached hereto as **Exhibit “A,”** as amended by the Board, is hereby adopted in accordance with the provisions of Chapter 2018-183(6)(4)(b), Laws of Florida (“Adopted Budget”), and incorporated herein by reference; provided, however, that the comparative figures contained in the Adopted Budget may be subsequently revised as deemed necessary by the District Manager to reflect actual revenues and expenditures.
- c. The Adopted Budget, as amended, shall be maintained in the office of the District Manager and at the District’s Local Records Office and identified as “The Budget for the Water Street Tampa Improvement District for the Fiscal Year Ending September 30, 2023.”
- d. The Adopted Budget shall be posted by the District Manager on the District’s official website within thirty (30) days after adoption, and shall remain on the website for at least two (2) years.

SECTION 2. APPROPRIATIONS

There is hereby appropriated out of the revenues of the District, for Fiscal Year 2022/2023, the sum of \$68,590 to be raised by the levy of assessments and otherwise, which sum is deemed by the Board to be necessary to defray all expenditures of the District during said budget year, to be divided and appropriated in the following fashion:

TOTAL GENERAL FUND	<u>\$68,590</u>
TOTAL ALL FUNDS	\$68,590

SECTION 3. BUDGET AMENDMENTS

Pursuant to Section 189.016, *Florida Statutes*, the District at any time within Fiscal Year 2022/2023 or within sixty (60) days following the end of the Fiscal Year 2022/2023 may amend its Adopted Budget for that fiscal year as follows:

- a. The Board may authorize an increase or decrease in line item appropriations within a fund by motion recorded in the minutes if the total appropriations of the fund do not increase.

- b. The District Manager or Treasurer may authorize an increase or decrease in line item appropriations within a fund if the total appropriations of the fund do not increase and if the aggregate change in the original appropriation item does not exceed \$15,000 or 15% of the original appropriation.
- c. By resolution, the Board may increase any appropriation item and/or fund to reflect receipt of any additional unbudgeted monies and make the corresponding change to appropriations or the unappropriated balance.
- d. Any other budget amendments shall be adopted by resolution and consistent with Florida law.

The District Manager or Treasurer must establish administrative procedures to ensure that any budget amendments are in compliance with this Section 3 and Section 189.016, *Florida Statutes*, among other applicable laws. Among other procedures, the District Manager or Treasurer must ensure that any amendments to budget under subparagraphs c. and d. above are posted on the District’s website within five (5) days after adoption and remain on the website for at least (2) years.

SECTION 4. EFFECTIVE DATE. This Resolution shall take effect immediately upon adoption.

PASSED AND ADOPTED this 7th day of September, 2022.

Attest:

**WATER STREET TAMPA IMPROVEMENT
DISTRICT**

Secretary/Assistant Secretary

Chair/Vice Chair, Board of Supervisors

Exhibit A: Fiscal Year 2022/2023 Budget

**WATER STREET TAMPA
IMPROVEMENT DISTRICT
FISCAL YEAR 2023
PROPOSED BUDGET**

**WATER STREET TAMPA
IMPROVEMENT DISTRICT
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**WATER STREET TAMPA
IMPROVEMENT DISTRICT
GENERAL FUND BUDGET
FISCAL YEAR 2023**

	Fiscal Year 2022			Total Actual & Projected	Proposed Budget FY 2023
	Adopted Budget FY 2022	Actual through 3/31/2022	Projected through 9/30/2022		
REVENUES					
Landowner contributions	\$ 68,090	\$ 32,731	\$ 35,613	\$ 68,344	\$ 68,590
Total revenues	<u>68,090</u>	<u>32,731</u>	<u>35,613</u>	<u>68,344</u>	<u>68,590</u>
EXPENDITURES					
Professional & administration					
District engineer	2,000	-	2,000	2,000	2,000
General counsel	20,000	2,317	17,683	20,000	20,000
District manager	25,000	12,500	12,500	25,000	25,000
Audit ²	5,000	5,000	-	5,000	5,000
Postage	500	9	491	500	500
Printing and binding	250	125	125	250	250
Insurance - GL & POL	12,000	12,254	-	12,254	12,500
Legal advertising	1,750	-	1,750	1,750	1,750
Miscellaneous- bank charges	500	137	363	500	500
Website:					
Hosting & updates	705	-	705	705	705
ADA compliance	210	210	-	210	210
Annual district filing fee	175	175	-	175	175
Total expenditures	<u>68,090</u>	<u>32,727</u>	<u>35,617</u>	<u>68,344</u>	<u>68,590</u>
Net increase/(decrease) of fund balance	-	4	(4)	-	-
Fund balance - beginning (unaudited)	-	-	4	-	-
Fund balance - ending (projected)	<u>\$ -</u>	<u>\$ 4</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ -</u>

¹These items will be realized when bonds are issued.

²These items will be realized the year after the issuance of bonds.

**WATER STREET TAMPA
IMPROVEMENT DISTRICT
DEFINITIONS OF GENERAL FUND EXPENDITURES**

EXPENDITURES

Professional & administration

District engineer	\$ 2,000
The District engineer will provide engineering, consulting and construction services to the District while crafting solutions with sustainability for the long-term interests of the community while recognizing the needs of government, the environment and maintenance of the District's facilities.	
General counsel	20,000
Legal representation for issues relating to public finance, public bidding, rulemaking, open meetings, public records, real property dedications, conveyances and contracts.	
District manager	25,000
Wrathell, Hunt and Associates, LLC specializes in managing special districts in the State of Florida by combining the knowledge, skills and experience of a team of professionals to ensure compliance with all governmental requirements of the District, develops financing programs, administers the issuance of tax exempt bond financings and operates and maintains the assets of the District.	
Audit ²	5,000
The District is required to undertake an independent examination of its books, records and accounting procedures each year. This audit is conducted pursuant to Florida State Law and the Rules of the Auditor General.	
Postage	500
Mailing agenda packages, overnight deliveries, correspondence, etc.	
Printing and binding	250
Insurance - GL & POL	12,500
The District carries general liability and public officials liability insurance. The limit of liability is set at \$5,000,000 for general liability and \$5,000,000 for public officials liability.	
Legal advertising	1,750
The District advertises for monthly meetings, special meetings, public hearings, public bids, etc.	
Miscellaneous- bank charges	500
Bank charges, automated AP routing and other miscellaneous expenses incurred during the year.	
Website:	
Hosting & updates	705
ADA compliance	210
Annual district filing fee	175
Annual fee paid to the Florida Department of Economic Opportunity.	
Total expenditures	<u>\$ 68,590</u>

¹These items will be realized when bonds are issued.

²These items will be realized the year after the issuance of bonds.

**WATER STREET TAMPA
IMPROVEMENT DISTRICT**

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**WATER STREET TAMPA IMPROVEMENT DISTRICT
BUDGET FUNDING AGREEMENT FOR FISCAL YEAR 2022/2023 BUDGET**

THIS BUDGET FUNDING AGREEMENT (the "Agreement") is made and entered into this 7th day of September, 2022, by and between:

WATER STREET TAMPA IMPROVEMENT DISTRICT, a local unit of special-purpose government established and existing pursuant to Chapter 2018-183, Laws of Florida, and Chapter 189, *Florida Statutes*, and located entirely within the City of Tampa and Hillsborough County, Florida ("District"), and

STRATEGIC PROPERTY PARTNERS LLC, a Delaware limited liability company and the developer of the lands in the District ("Developer"), and having a mailing address of 615 Channelside Drive, Suite 201, Tampa, Florida 33602.

RECITALS

WHEREAS, the Water Street Tampa Improvement District (hereinafter the "District") is a local unit of special-purpose government created and existing pursuant to Chapter 2018-183, Laws of Florida, and being situated entirely within the City of Tampa and Hillsborough County, Florida, for the purpose of planning, financing, constructing, operating and/or maintaining certain infrastructure; and

WHEREAS, the District, pursuant to Chapter 2018-183, Laws of Florida, and Chapter 189, Florida Statutes, is authorized to levy such taxes, special assessments, fees and other charges as may be necessary in furtherance of the District's activities and services; and

WHEREAS, Developer presently is developing the majority of all real property ("**Property**") within the District, which Property will benefit from the timely construction and acquisition of the District's facilities, activities and services and from the continued operations of the District; and

WHEREAS, the District is adopting its general fund budget for Fiscal Year 2022/2023, which fiscal year begins on October 1, 2022 concludes on September 30, 2023 (the "FY 2023 Budget"); and

WHEREAS, the FY 2023 Budget, which both parties recognize may be amended from time to time in the sole discretion of the District, is attached hereto and incorporated herein by reference as **Exhibit A**; and

WHEREAS, the District has the option of levying non-ad valorem assessments on all land, including the Property owned by the Developer, that will benefit from the activities, operations and services set forth in the FY 2023 Budget, or utilizing such other revenue sources as may be available to it; and

WHEREAS, in lieu of levying assessments on the Property, the Developer is willing to provide such funds as are necessary to allow the District to proceed with its operations as described in **Exhibit A**; and

WHEREAS, the Developer agrees that the activities, operations and services provide a special and peculiar benefit equal to or in excess of the costs reflected on **Exhibit A** to the Property; and

WHEREAS, the Developer has agreed to enter into this Agreement in lieu of having the District levy and collect any non-ad valorem assessments as authorized by law against the Property located within the District for the activities, operations and services set forth in **Exhibit A**;

NOW, THEREFORE, based upon good and valuable consideration and the mutual covenants of the parties, the receipt of which and sufficiency of which are hereby acknowledged, the parties agree as follows:

SECTION 1. The Developer agrees to make available to the District the monies necessary for the operation of the District, as called for in the FY 2023 Budget attached hereto as **Exhibit A**, within fifteen (15) days of written request by the District. Amendments to the FY 2023 Budget as shown on **Exhibit A** adopted by the District at a duly noticed meeting shall have the effect of amending this Agreement without further action of the parties. Funds provided hereunder shall be placed in the District's general checking account. In no way shall the foregoing in any way affect the District's ability to levy special assessments upon the property within the District, including the Property, in accordance with Florida law, to provide funds for any unfunded expenditures whether such expenditures are the result of an amendment to the District's FY 2023 Budget or otherwise. These payments are made by Developer in lieu of operation and maintenance assessments which might otherwise be levied or imposed by the District.

SECTION 2. This instrument shall constitute the final and complete expression of the agreement between the parties relating to the subject matter of this Agreement. Amendments to and waivers of the provisions contained in this Agreement may be made only by an instrument in writing which is executed by both of the parties hereto.

SECTION 3. The execution of this Agreement has been duly authorized by the appropriate body or official of all parties hereto, each party has complied with all the requirements of law, and each party has full power and authority to comply with the terms and provisions of this instrument.

SECTION 4. This Agreement may be assigned, in whole or in part, by either party only upon the written consent of the other, which consent shall not be unreasonably withheld. In the event that Developer sells or otherwise disposes of its business or of all or substantially all of its assets relating to the lands within the District, including the Property, Developer will expressly require that the purchaser agree to be bound by the terms of this Agreement. In the event of

such sale or disposition, Developer may place into escrow an amount equal to the then unfunded portion of the adopted FY 2023 Budget to fund any budgeted expenses that may arise during the remainder of the fiscal year and provide the District evidence of assignment of this Agreement to the purchaser. Upon confirmation of the deposit of said funds into escrow, and evidence of such assignment to, and assumption by the purchaser, the Developer's obligation under this Agreement shall be deemed fulfilled and this Agreement terminated with respect to Developer's obligations. The parties hereto recognize that Developer is responsible for expenditures of the District in the FY 2023 Budget and that expenditures approved by the Board may exceed the amount adopted in the FY 2023 Budget. Developer shall notify the District in writing ninety (90) days prior to an anticipated sale or disposition of all or substantially all of the Property.

SECTION 5. A default by either party under this Agreement shall entitle the other to all remedies available at law or in equity, which shall include, but not be limited to, the right of damages, injunctive relief and specific performance and specifically including the ability of the District to enforce any and all payment obligations under this Agreement in the manner described in Paragraph 3 above.

SECTION 6. This Agreement is solely for the benefit of the parties hereto and no right or cause of action shall accrue upon or by reason hereof, to or for the benefit of any person or entity not a party hereto. Nothing in this Agreement expressed or implied is intended or shall be construed to confer upon any person or entity other than the parties hereto any right, remedy or claim under or by reason of this Agreement or any provisions or conditions hereof; and all of the provisions, representations, covenants and conditions herein contained shall inure to the sole benefit of and shall be binding upon the parties hereto and their respective representatives, successors and assigns subject to the terms of Paragraph 6 above.

SECTION 7. This Agreement and the provisions contained herein shall be construed, interpreted and controlled according to the laws of the State of Florida. Venue shall be in Hillsborough County, Florida.

SECTION 8. This Agreement has been negotiated fully between the parties as an arm's length transaction. The parties participated fully in the preparation of this Agreement with the assistance of their respective counsel. In the case of a dispute concerning the interpretation of any provision of this Agreement, the parties are each deemed to have drafted, chosen and selected the language, and the doubtful language will not be interpreted or construed against any party.

SECTION 9. The Agreement shall be effective after execution by both parties hereto. The enforcement provisions of this Agreement shall survive its termination, until all payments due under this Agreement are paid in full.

SECTION 10. In the event that either party is required to enforce this Agreement by court proceedings or otherwise, then the parties agree that the substantially prevailing party shall be entitled to recover from the other all costs incurred, including reasonable attorneys' fees,

paralegal fees and expert witness fees and costs for trial, alternative dispute resolution, or appellate proceedings.

IN WITNESS WHEREOF, the parties execute this Agreement the day and year first written above.

Attest:

WATER STREET TAMPA IMPROVEMENT DISTRICT

Secretary/Assistant Secretary

Chair/Vice Chair, Board of Supervisors

STRATEGIC PROPERTY PARTNERS LLC, a Delaware limited liability company

Witness

By: _____
Its: _____

- Exhibit A:** Fiscal Year 2022/2023 General Fund Budget
- Exhibit B:** Description of the Property

EXHIBIT A

Fiscal Year 2022/2023 General Fund Budget

EXHIBIT B
Description of the Property

That part of Section 24, Township 29 South, Range 18 East, and Section 19, Township 29 South, Range 19 East, all lying within the City of Tampa, Hillsborough County, Florida, lying within the following described boundaries to wit:

Begin at the intersection of the Centerline of Morgan Street and the Centerline of Garrison Avenue as shown on HENDRY & KNIGHT'S MAP OF THE GARRISON, per map or plat thereof as recorded in Plat Book 2, page 73, of the Public Records of Hillsborough County, Florida; run thence Easterly, along the centerline of said Garrison Avenue, (the same being an un-named street shown on REVISED MAP OF BELL'S ADDITION TO TAMPA per map or plat thereof as recorded in Plat Book 1, page 96 of the Public Records of Hillsborough County, Florida), to the

Southerly projection of the Easterly boundary of the Tampa South Crosstown Expressway; run thence Northerly and Northeasterly, along said Easterly boundary as established by Official Record Book 3530, page 157, City of Tampa Ordinance 97-240, Official Record Book 3510, page 1148, Official Record Book 3509, page 108, City of Tampa Ordinance 2001-128, and Official Record Book 3826, page 184, of the Public Records of Hillsborough County, Florida, to the Northern-most corner of said Official Record Book 3826, page 184, said point lying on the West boundary of Nebraska Avenue as shown on aforementioned REVISED MAP OF BELL'S ADDITION TO TAMPA; run thence Easterly to the Centerline of said Nebraska Avenue, the same being shown as Governor Avenue on MAP OF FINLEY AND CAESAR SUBDIVISION per map or plat thereof as recorded in Plat Book 1, page 84, of the Public Records of Hillsborough County, Florida; run thence Northerly to the Centerline of Finley Street as shown on said MAP OF FINLEY AND CAESAR SUBDIVISION; run thence East to the West boundary of Tangent Avenue (being shown as on un-named Avenue on said MAP OF FINLEY AND CAESAR SUBDIVISION; run thence Southerly, along said West boundary, to the Southeast corner of Lot 13, Block 15 of said Subdivision; run thence Southerly to the Northeast corner of Lot 6, Block 1 of A.W. GILCHRIST'S OAK GROVE ADDITION TO TAMPA per map or plat thereof as recorded in Plat Book 2, page 31, of the Public Records of Hillsborough County, Florida); run thence South, along the East boundary of Lots 6 and 16, Block 1, Lots 6 and 16, Block 4, and Lot 6, Block 5, and the projections thereof to the Easterly projection of the Centerline of Carew Avenue (also formerly known as Platt Street), as shown on CHAMBERLINS SUBDIVISION per map or plat thereof as recorded in Plat Book 1, page 104, of the Public Records of Hillsborough County, Florida; (the same being shown on HENDRY & KNIGHT'S MAP OF CHAMBERLAINS per map or plat thereof as recorded in Plat Book 5, page 10, of the Public Records of Hillsborough County, Florida); thence Easterly along said Centerline projection, to the Northeasterly projection of the Easterly boundary of Water Lot 70 of aforementioned HENDRY & KNIGHT'S MAP OF CHAMBERLAINS; run thence Southwesterly along said projection, Easterly boundary, and its Southwesterly projection, to the Centerline of Garrison Channel per the Tampa Port Authority Bulkhead Lines as established by Hillsborough County Port Authority on September 15, 1960, December 5, 1961, and April 5, 1963, and filed for record in Plat Book 42, page 37, of the Public Records of Hillsborough County, Florida; run thence Southwesterly along said Centerline to the Southerly projection of the Centerline of Franklin Street as shown on aforementioned HENDRY & KNIGHT'S MAP OF THE GARRISON; run thence Northwesterly along said projection, and said Centerline, to the centerline of Water Street as shown on said HENDRY & KNIGHT'S MAP OF THE GARRISON; run thence Northeasterly along said Centerline to the Centerline of Florida Avenue as shown on said HENDRY & KNIGHT'S MAP OF THE GARRISON; run thence Northwesterly along said Centerline to the Centerline of Carew Avenue as

shown on said HENDRY & KNIGHT'S MAP OF THE GARRISON; run thence Northeasterly along said Centerline to the Centerline of Morgan Street as shown on said HENDRY & KNIGHT'S MAP OF THE GARRISON; run thence Northwesterly along said Centerline to a point of intersection with the Southeasterly projection of the Southwesterly boundary of those lands described in Official Record Book 3166, page 225 of the Public Records of Hillsborough County, Florida; run thence along said projection and said Southwesterly boundary, to the Northwest corner of said lands; run thence along the Northerly boundary of said lands, and its Northeasterly projection, to the Centerline of aforementioned Morgan Street; run thence Northwesterly along said Centerline to the Centerline of Hampton Avenue (now known as Brorain Street) as shown on said HENDRY & KNIGHT'S MAP OF THE GARRISON; run thence Southwesterly along said Centerline to the Southerly projection of the Easterly boundary of those lands described in Official Record Book 22204, page 1038 of the Public Records of Hillsborough County, Florida; run thence Northwesterly along said projection and said Easterly Boundary, to the Northeast corner of said lands; run thence Southwesterly along the Northerly boundary of said lands, and its Westerly projection, to the Centerline of Florida Avenue as shown on said HENDRY & KNIGHT'S MAP OF THE GARRISON; run thence Northwesterly along said Centerline to the Westerly projection of the Southerly boundary of those lands shown on map of survey prepared by Curtis G. Humphreys (Sullivan, Humphreys & Sullivan), dated November 13, 1958 (Order No. C2592), said map being on file with the City Tampa Survey Department, said boundary, being the same line as the North boundary of those lands described in Official Record Book 3565, page 1895, and Official Record Book 4041, page 1405, of the Public Records of Hillsborough County, Florida; run thence Northeasterly, along said boundary and its Easterly projection, to the Centerline of Morgan Street as shown on aforementioned REVISED MAP OF BELL'S ADDITION TO TAMPA; run thence Southeasterly along said Centerline to the centerline of aforementioned Garrison Avenue; run thence East, 2.0 feet, more or less, to the Point of Beginning.

LESS AND EXCEPT THEREFROM:

Block 99 of HENDRY & KNIGHT'S MAP OF THE GARRISON, per map or plat thereof as recorded in Plat Book 2, page 73, of the Public Records of Hillsborough County, Florida, less that portion thereof conveyed to Tampa-Hillsborough County Expressway Authority by deed recorded in Official Record Book 3036, page 1173, of the Public Records of Hillsborough County, Florida.

ALSO LESS AND EXCEPT THEREFROM:

Lots 6, 8, and 10 through 15, inclusive, of Block 11, MAP OF FINLEY AND CAESAR SUBDIVISION per map or plat thereof as recorded in Plat Book 1, page 84, of the Public Records of Hillsborough County,

Florida, together with those portions of Finley Street and vacated alleys abutting thereon.

**WATER STREET TAMPA
IMPROVEMENT DISTRICT**

**UNAUDITED
FINANCIAL
STATEMENTS**

**WATER STREET TAMPA
IMPROVEMENT DISTRICT
FINANCIAL STATEMENTS
UNAUDITED
JULY 31, 2022**

**WATER STREET TAMPA
IMPROVEMENT DISTRICT
BALANCE SHEET
GOVERNMENTAL FUNDS
JULY 31, 2022**

	General Fund	Total Governmental Funds
ASSETS		
Cash	\$ 60,695	\$ 60,695
Accounts receivable	1,000	1,000
Total assets	\$ 61,695	\$ 61,695
 LIABILITIES AND FUND BALANCES		
Liabilities:		
Accounts payable	\$ 2,996	\$ 2,996
Landowner advance	58,699	58,699
Total liabilities	61,695	61,695
Total liabilities and fund balances	\$ 61,695	\$ 61,695

**WATER STREET TAMPA
IMPROVEMENT DISTRICT
GENERAL FUND
STATEMENT OF REVENUES, EXPENDITURES,
AND CHANGES IN FUND BALANCES
FOR THE PERIOD ENDED JULY 31, 2022**

	<u>Current Month</u>	<u>Year to Date</u>	<u>Budget</u>	<u>% of Budget</u>
REVENUES				
Landowner contribution	\$ 3,010	\$ 44,845	\$ 68,090	66%
Total revenues	<u>3,010</u>	<u>44,845</u>	<u>68,090</u>	66%
EXPENDITURES				
Professional & administrative				
District engineer	-	-	2,000	0%
General counsel	884	5,236	20,000	26%
District manager	2,083	20,833	25,000	83%
Audit	-	5,000	5,000	100%
Postage	8	36	750	5%
Printing and binding	21	208	250	83%
Insurance - GL & POL	-	12,254	12,000	102%
Legal advertising	-	704	1,500	47%
Miscellaneous- bank charges	14	189	500	38%
Website:				
Hosting & updates	-	-	705	0%
ADA compliance	-	210	210	100%
Annual district filing fee	-	175	175	100%
Total professional & administrative	<u>3,010</u>	<u>44,845</u>	<u>68,090</u>	66%
Excess/(deficiency) of revenues over/(under) expenditures	-	-	-	
Fund balances - beginning	-	-	-	
Fund balances - ending	<u>\$ -</u>	<u>\$ -</u>	<u>\$ -</u>	

**WATER STREET TAMPA
IMPROVEMENT DISTRICT**

MINUTES

DRAFT

**MINUTES OF MEETING
WATER STREET TAMPA IMPROVEMENT DISTRICT**

The Board of Supervisors of the Water Street Tampa Improvement District held a Regular Meeting on May 4, 2022 at 1:00 p.m., at Strategic Property Partners, LLC, 615 Channelside Drive, Suite 204, Tampa, Florida 33602.

Present were:

Kim Madison	Chair
Michael Spada	Vice Chair
Jorge Fuentes	Assistant Secretary
Jennifer Regan	Assistant Secretary

Also present were:

Craig Wrathell	District Manager
Kristen Suit	Wrathell, Hunt and Associates, LLC (WHA)
Jonathan Johnson (via telephone)	District Counsel
Sonya Little	Strategic Property Partners, LLC (SPP)
Isaac Joiner	Student Intern at SPP

FIRST ORDER OF BUSINESS

Call to Order/Roll Call

Mr. Wrathell called the meeting to order at 1:02 p.m. Supervisors Madison, Spada, Fuentes and Regan were present, in person. Supervisor Presiga was not present.

SECOND ORDER OF BUSINESS

Public Comments

There were no public comments.

THIRD ORDER OF BUSINESS

Ratification of HGS Transition Letter

• Consideration of Kutak Rock LLP Retention and Fee Agreement

Mr. Wrathell presented the Transition Letter and Retention and Fee Agreement.

On MOTION by Mr. Spada and seconded by Mr. Fuentes, with all in favor, the transition letter of District Counsel Services from Hopping Green & Sams to Kutak Rock LLP was ratified and the Kutak Rock LLP Retention and Fee Agreement, was approved.

43 **FOURTH ORDER OF BUSINESS**

Consideration of Resolution 2022-01, Canvassing and Certifying the Results of the Landowners' Referendum Regarding the Amendment to Chapter 2018-183, Laws of Florida, and Providing for an Effective Date

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50 Mr. Wrathell presented Resolution 2022-01. The Landowners' Referendum was held on
51 September 1, 2021, with 38 votes being cast to approve the boundary amendment.

52

53 **On MOTION by Ms. Madison and seconded by Mr. Spada, with all in favor,**
54 **Resolution 2022-01, Canvassing and Certifying the Results of the Landowners'**
55 **Referendum Regarding the Amendment to Chapter 2018-183, Laws of Florida,**
56 **and Providing for an Effective Date, was adopted.**

57

58

59 **FIFTH ORDER OF BUSINESS**

Consideration of Resolution 2022-02, Approving a Proposed Budget for Fiscal Year 2022/2023 and Setting a Public Hearing Thereon Pursuant to Florida Law; Addressing Transmittal, Posting and Publication Requirements; Addressing Severability; and Providing an Effective Date

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68 Mr. Wrathell presented Resolution 2022-02. He reviewed the proposed Fiscal Year 2023
69 budget, highlighting differences, compared to the Fiscal Year 2022 budget. It is a Landowner-
70 funded budget, with expenses being funded as incurred. The following change was made:

71 Page 2, General Counsel: Change "Hopping Green & Sams" to Kutak Rock LLP"

72

73 **On MOTION by Mr. Fuentes and seconded by Ms. Regan, with all in favor,**
74 **Resolution 2022-02, Approving a Proposed Budget for Fiscal Year 2022/2023, as**
75 **amended, and Setting a Public Hearing Thereon Pursuant to Florida Law on**
76 **September 7, 2022 at 1:00 p.m., at Strategic Property Partners, LLC, 615**
77 **Channelside Drive, Suite 204, Tampa, Florida 33602; Addressing Transmittal,**
78 **Posting and Publication Requirements; Addressing Severability; and Providing**
79 **an Effective Date, was adopted.**

80

81

82 **SIXTH ORDER OF BUSINESS**

Consideration of Resolution 2022-03, Designating Dates, Times and Locations for Regular Meetings of the Board of Supervisors of the District for Fiscal Year

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84
85

86 **2022/2023 and Providing for an Effective**
87 **Date**
88

89 Mr. Wrathell presented Resolution 2022-03. Board Members are not required to attend
90 Landowners' Meeting. He will coordinate with Ms. Little on appointment of a proxy holder.

91

92 **On MOTION by Mr. Spada and seconded by Ms. Madison, with all in favor,**
93 **Resolution 2022-03, Designating Dates, Times and Locations for Regular**
94 **Meetings of the Board of Supervisors of the District for Fiscal Year 2022/2023**
95 **and Providing for an Effective Date, was adopted.**

96

97

98 **SEVENTH ORDER OF BUSINESS** **Presentation of Audited Financial**
99 **Statements for Fiscal Year Ended**
100 **September 30, 2021, Prepared by Carr,**
101 **Riggs & Ingram, LLC**

102

103 Mr. Wrathell presented the Audited Financial Report for the Fiscal Year Ending
104 September 30, 2021 and noted the pertinent information. Expenses exceeded budget due to
105 legal expenses associated with the boundary amendment; however, Landowner contributions
106 offset the costs. There were no findings, recommendations or deficiencies on internal control or
107 instances of noncompliance; it was a clean audit.

108

109 **EIGHTH ORDER OF BUSINESS** **Consideration of Resolution 2022-04,**
110 **Accepting the Audited Financial**
111 **Statements for the Fiscal Year Ended**
112 **September 30, 2021**

113

114 Mr. Wrathell presented Resolution 2022-04.

115

116 **On MOTION by Ms. Regan and seconded by Ms. Madison, with all in favor,**
117 **Resolution 2022-04, Accepting the Audited Financial Statements for the Fiscal**
118 **Year Ended September 30, 2021, was adopted.**

119

120

121 **NINTH ORDER OF BUSINESS** **Consideration of Resolution 2022-05,**
122 **Designating a Date, Time and Location for**
123 **a Landowners' Meeting and Election;**
124 **Providing for Publication; Establishing**
125 **Forms for the Landowner Election; and**

Providing for Severability and an Effective Date

Mr. Wrathell presented Resolution 2022-05. Seats 2, 3 and 5, currently held by Supervisor Madison, Fuentes and Regan, respectively, will be up for election.

On MOTION by Ms. Madison and seconded by Mr. Spada, with all in favor, Resolution 2022-05, Designating a Date, Time and Location of November 8, 2022 at 1:00 p.m., at Strategic Property Partners, LLC, 615 Channelside Drive, Suite 204, Tampa, Florida 33602 for a Landowners' Meeting and Election; Providing for Publication; Establishing Forms for the Landowner Election; and Providing for Severability and an Effective Date, was adopted.

TENTH ORDER OF BUSINESS

Acceptance of Unaudited Financial Statements as of March 31, 2022

Mr. Wrathell presented the Unaudited Financial Statements as of March 31 2022.

On MOTION by Ms. Madison and seconded by Mr. Fuentes, with all in favor, the Unaudited Financial Statements as of March 31, 2022, were accepted.

ELEVENTH ORDER OF BUSINESS

Approval of Minutes

Mr. Wrathell presented the following:

- A. September 1, 2021 Public Hearing and Regular Meeting**
- B. September 1, 2021 Landowners' Meeting**

On MOTION by Mr. Spada and seconded by Ms. Madison, with all in favor, the September 1, 2021 Public Hearing and Regular Meeting and September 1, 2021 Landowners' Meeting Minutes, as presented, were approved.

TWELFTH ORDER OF BUSINESS

Staff Reports

A. District Counsel: *Kutak Rock LLP*

- Statutory Changes from 2021 Legislative Session**

Memorandums detailing the following Statutory changes were included:

I. Prompt Payment Policies

166 Mr. Johnson stated the District’s Prompt Payment Policies and Procedures were
167 updated to comply with the new “Local Government Property Payment Act” legislation.

- 168 • **Consideration of Resolution 2022-06, Adopting Prompt Payment**
169 **Policies and Procedures Pursuant to Chapter 218, Florida**
170 **Statutes; Providing a Severability Clause; and Providing an**
171 **Effective Date**

172 Mr. Wrathell presented Resolution 2022-06.

173

174 **On MOTION by Mr. Fuentes and seconded by Ms. Regan, with all in favor,**
175 **Resolution 2022-06, Adopting Prompt Payment Policies and Procedures**
176 **Pursuant to Chapter 218, Florida Statutes; Providing a Severability Clause; and**
177 **Providing an Effective Date, was adopted.**

178

179

180 **II. Public Records Exemptions**

181 **III. Publication of Legal Notices**

182 **B. District Manager: *Wrathell, Hunt and Associates, LLC***

- 183 • **NEXT MEETING DATE: June 1, 2022 at 1:00 P.M.**

- 184 ○ **QUORUM CHECK**

185 The June, July and August meetings will most likely be canceled, unless necessary.

186

187 **THIRTEENTH ORDER OF BUSINESS** **Board Members’ Comments/Requests**

188

189 There were no Board Members’ comments or requests.

190

191 **FOURTEENTH ORDER OF BUSINESS** **Public Comments**

192

193 There were no public comments.

194

195 **FIFTEENTH ORDER OF BUSINESS** **Adjournment**

196

197

198 **On MOTION by Mr. Spada and seconded by Mr. Fuentes, with all in favor, the**
199 **meeting adjourned at 1:30 p.m.**

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Secretary/Assistant Secretary

Chair/Vice Chair

**WATER STREET TAMPA
IMPROVEMENT DISTRICT**

**STAFF
REPORTS**

WATER STREET TAMPA IMPROVEMENT DISTRICT

BOARD OF SUPERVISORS FISCAL YEAR 2022/2023 MEETING SCHEDULE

LOCATION

Strategic Property Partners, LLC, 615 Channelside Drive, Suite 204, Tampa, FL 33602

DATE	POTENTIAL DISCUSSION/FOCUS	TIME
October 5, 2022	Regular Meeting	1:00 PM
November 2, 2022	Regular Meeting	1:00 PM
November 8, 2022	Landowners' Meeting	1:00 PM
December 7, 2022	Regular Meeting	1:00 PM
January 4, 2023	Regular Meeting	1:00 PM
February 1, 2023	Regular Meeting	1:00 PM
March 1, 2023	Regular Meeting	1:00 PM
April 5, 2023	Regular Meeting	1:00 PM
May 3, 2023	Regular Meeting	1:00 PM
June 7, 2023	Regular Meeting	1:00 PM
July 5, 2023	Regular Meeting	1:00 PM
August 2, 2023	Regular Meeting	1:00 PM
September 6, 2023	Public Hearing & Regular Meeting	1:00 PM