

**MINUTES OF MEETING
FIDDLER'S CREEK COMMUNITY DEVELOPMENT DISTRICT #2**

A Continued Public Hearing and Regular Meeting of the Board of Supervisors of the Fiddler's Creek Community Development District #2 was held on **Wednesday, November 16, 2011 at 10:00 a.m.**, at the **Fiddler's Creek Club and Spa, 3470 Club Center Boulevard, Naples, Florida 34114.**

Present at the meeting:

James Robertson
Manuel Correia
Peggy Schmitt
Victoria DiNardo
Gretchen Scott

Chair
Vice Chair
Assistant Secretary
Assistant Secretary
Assistant Secretary

Also present were:

Chuck Adams
Tony Pires (via telephone)
Carlo Zampogna
Alice Carlson
Terry Cole
Robert DeMarco
Amanda Barton
Andrew Sanford (via telephone)
Mike Williams (via telephone)
Paul Battista (via telephone)
Steve Goldberg (via telephone)
Chris Wiebeck (via telephone)

District Manager
District Counsel
District Counsel
AJC Associates
District Engineer
Bankruptcy Counsel
ITG Counsel
ITG
Bond Counsel
Debtor's Counsel
MunieMae Counsel
MunieMae

FIRST ORDER OF BUSINESS

Call to Order/Roll Call

Mr. Adams called the meeting to order at 10:40 a.m. He noted Supervisors Correia, Robertson, Scott, DiNardo and Schmitt were present, in person.

SECOND ORDER OF BUSINESS

Public Hearing to Consider Resolutions Relative to the Adoption of Revised Supplemental Assessment Methodologies, Revised Assessment Rolls and the Imposition of Special Assessments on Certain Specially Benefitted Lands within the District to Secure Special Assessment Revenue Bonds, Series 2003A, Series 2003B, Series 2004 and Series 2005; Providing a Severability Clause; and Providing an Effective Date

Mr. Adams noted that Dr. Fishkind was unable to attend today's meeting. He recalled an objection to the revised assessment methodology received from Mr. Goldberg, on behalf of MunieMae.

Mr. Steven Goldberg believed certain debt was allocated inappropriately for certain lots and should have been allocated to the 2004 bonds, ahead of the 2005 bonds. He explained MunieMae was not in agreement with the first in, first out (FIFO) method. He noted his belief of the arbitrary assignment of the development lots related to the 2005 series, with none to the 2004 series.

Mr. Adams recalled the emails between Dr. Fishkind and Ms. Carlson. He stated Dr. Fishkind's professional opinion was to proceed with the methodology, as recommended by Staff. He noted the issue relates to the lien roll corrections that were made a few months ago by Ms. Alice Carlson.

Ms. Carlson recalled making changes to the allocations of debt for the 2003, 2004 and 2005 series bonds. She stated the lien rolls were amended with debt allocated by plat and plat date, which is also referred to as FIFO. The last plat date for the 2004 bonds was July 24, 2007, which were the Callista lots. She stated the Callista lots were divided between the 2004 and 2005 bonds. Ms. Carlson recalled, originally, Callista property was sold and the debt was allocated to the 2005 series. In review of the lien rolls, and since some of the property already included allocations for the 2005 bonds, Dr. Fishkind recommended leaving the existing 2005 series and allocating the balance of the property to 34 lots for 2004 and the balance of them, in 2005, to a remaining plat and on a per acre basis. She recalled that Dr. Fishkind believed the allocation to be a fair and appropriate manner to allocate the debt and provided such opinion to

the Board. She noted the revised lien rolls were completed and used for the revised proof of claims that are included in the amended methodology.

Mr. Robertson recalled an email received from Mr. Goldberg.

Mr. Goldberg noted there was a series of emails and Dr. Fishkind was first responding to a letter that was received from Mr. Goldberg. In the response, Dr. Fishkind indicated that all the Callista lots were allocated to 2004 series but such information was untrue and Ms. Carlson corrected the statement in which the Callista lots were allocated between the 2004 and 2005 lots. Mr. Goldberg believed the Board has a duty to make sure the reallocation was completed correctly. He noted he is mystified as to how and why all the developed lots ended up in 2005 and none of the developed lots in 2004.

Mr. Correia recalled Dr. Fishkind's recommendation and requested legal counsel.

Mr. Mike Williams, Bond Counsel, stated he reviewed the email chain and recalled that Dr. Fishkind has looked into the issues more closely than bond counsel has. He noted the previous testimony provided by Dr. Fishkind and recommended the Board rely on Dr. Fishkind's expertise.

Mr. Pires noted the Board looks to the expert opinion of Dr. Fishkind. He explained the reallocation is just a carry forward action related to the Board approved amended lien roll that was created a few months ago. Ms. Carlson agreed.

Mr. Andrew Sanford, from ITG, stated, with regard to the corrected lien rolls, for the 2003 series bonds, approximately \$16.67 million of principal was on roll. He explained he is not arguing with the total amount of assessments to be capitalized and subject to the new methodology; however, the amount of on-roll assessments that were levied by the District, in accordance with the adopted lien roll from a few months ago, should not change. He believed the information regarding the division among series to be based on old information.

Ms. Amanda Barton, from ITG, stated, with respect to the CDDs, two (2) things came out of the bankruptcy: the bonds need to be restructured and the FIFO method was not applied in accordance with the original assessment methodology. There are two (2) separate processes to address the issues, including Dr. Fishkind's methodology and the adoption of new lien rolls and proofs of claim. She stated the bonds being restructured are only off-roll bonds and, according to the new adopted lien roll, the Series 2003 on-roll assessment should be \$16,667,000. Contrarily, Table 1, in the amended methodology, reflects a different amount of \$20,075,000 being

restructured. She noted it is a discrepancy of about \$5 million. Ms. Barton discussed the concern of the amended methodology trumping the amended lien rolls, thus creating a problem for the District. She proposed having the \$16,667,000 on-roll, series 2003 amount confirmed as the appropriate on-roll amount.

Ms. Carlson recalled that the amended lien rolls were previously reviewed by the Board and approved, accordingly. She stated those amended lien rolls were used by Dr. Fishkind to prepare the methodology and the on-roll assessment cannot be changed from the lien roll.

Mr. Adams confirmed the bankruptcy case only addressed the restructure of the off-roll assessments. He reviewed the proposed resolutions and noted the need for a revision of the language on Page 3, lowercase g, to include today's continued public hearing date.

- **2012-1 (Series 2003A and 2003B)**

On MOTION by Mr. Robertson and seconded by Ms. Scott, with all in favor, Resolution 2012-1, Relative to the Adoption of the Revised Supplemental Methodology for the Series 2003A and 2003B bonds, was adopted.

- **2012-2 (Series 2004)**

On MOTION by Mr. Robertson and seconded by Ms. DiNardo, with all in favor, Resolution 2012-2, Relative to the Adoption of the Revised Supplemental Methodology for the Series 2004 bonds, was adopted.

- **2012-3 (Series 2005)**

On MOTION by Mr. Robertson and seconded by Ms. DiNardo, with all in favor, Resolution 2012-3, Relative to the Adoption of the Revised Supplemental Methodology for the Series 2005 bonds, was adopted.

THIRD ORDER OF BUSINESS

Other Business

There being no other business, the next item followed.

FOURTH ORDER OF BUSINESS

**Audience
Requests**

Comments/Supervisors'

There being no audience comments or Supervisors' requests, the next item followed.

FIFTH ORDER OF BUSINESS

Adjournment

On MOTION by Ms. Scott seconded by Ms. Schmitt, with all in favor, the meeting adjourned at approximately 11:05 a.m.


Secretary/Assistant Secretary


Chair/Vice Chair