BROOKSTONE community development district

REGULAR MEETING AGENDA

January 10, 2018

Brookstone Community Development 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

January 3, 2018

Board of Supervisors Brookstone Community Development District ATTENDEES:

Please identify yourself each time you speak to facilitate accurate transcription of meeting minutes.

Dear Board Members:

The Board of Supervisors of the Brookstone Community Development District will hold a Regular Meeting on Wednesday, January 10, 2018 at 1:00 p.m., at 8141 Lakewood Main Street, Suite 209, Bradenton, Florida 34202. The agenda is as follows:

- 1. Call to Order/Roll Call
- 2. Public Comments
- 3. Ratification of Resolution 2018-04, Designating a Registered Agent and Registered Office of the District, and Providing for an Effective Date
- 4. Consideration of Resolution 2018-05, Relating to the Amendment of the Annual Budget for the Fiscal Year Beginning October 1, 2017 and Ending September 30, 2018; and Providing for an Effective Date
- 5. Discussion/Consideration: New Meeting Location and Revised Meeting Schedule
- 6. Approval of Unaudited Financial Statements as of November 30, 2017
- 7. Consideration of December 13, 2017 Regular Meeting Minutes
- 8. Staff Reports
 - A. District Counsel
 - B. District Engineer
 - C. District Manager
 - i. NEXT MEETING DATE: January 24, 2018 at 1:00 P.M.
- 9. Board Members' Comments/Requests
- 10. Public Comments

Board of Supervisors Brookstone Community Development District January 10, 2018, Regular Meeting Agenda Page 2

11. Adjournment

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

Sincerely,

2 Whather

Craig Wrathell District Manager

FOR BOARD MEMBERS AND STAFF TO ATTEND BY TELEPHONE: Call-in number: 1-888-354-0094 Conference ID: 8518503

Conference ID: 8518503 .

RESOLUTION 2018-04

A RESOLUTION OF THE BOARD OF SUPERVISORS OF BROOKSTONE COMMUNITY DEVELOPMENT DISTRICT DESIGNATING A REGISTERED AGENT AND REGISTERED OFFICE OF THE DISTRICT, AND PROVIDING FOR AN EFFECTIVE DATE

WHEREAS, Brookstone Community Development District (the "District") is a local unit of special-purpose government created and existing pursuant to Chapter 190, *Florida Statutes*, being situated entirely within Manatee County, Florida; and

WHEREAS, the District is statutorily required to designate a registered agent and a registered office location for the purposes of accepting any process, notice, or demand required or permitted by law to be served upon the District in accordance with Section 189.014(1), *Florida Statutes*.

NOW, THEREFORE, BE IT RESOLVED BY THE BOARD OF SUPERVISORS OF BROOKSTONE COMMUNITY DEVELOPMENT DISTRICT:

SECTION 1. <u>Craig Wrathell</u> is hereby designated as the Registered Agent for the Brookstone Community Development District.

SECTION 2. The District's Registered Office shall be located at <u>2300 Glades Road, Suite</u> <u>410W, Boca Raton, Florida 33431</u>.

SECTION 3. In accordance with Section 189.014, *Florida Statutes*, the District's Secretary is hereby directed to file certified copies of this Resolution with Manatee County and the Florida Department of Economic Opportunity.

SECTION 4. This Resolution shall become effective immediately upon adoption.

PASSED AND ADOPTED this ____ day of _____ 2017.

ATTEST:

BROOKSTONE COMMUNITY DEVELOPMENT DISTRICT

Secretary/Assistant Secretary

Chair, Board of Supervisors

RESOLUTION 2018-05

A RESOLUTION OF THE BOARD OF SUPERVISORS OF THE BROOKSTONE COMMUNITY DEVELOPMENT DISTRICT RELATING TO THE AMENDMENT OF THE ANNUAL BUDGET FOR THE FISCAL YEAR BEGINNING OCTOBER 1, 2017 AND ENDING SEPTEMBER 30, 2018; AND PROVIDING FOR AN EFFECTIVE DATE

WHEREAS, on August 9, 2017, pursuant to Resolution 2017-06, the Board of Supervisors (hereinafter referred to as the "Board") of the Brookstone Community Development District (hereinafter referred to as the "District"), adopted a Budget for Fiscal Year 2017/2018; and

WHEREAS, the Board desires to amend the previously adopted budget for the Fiscal Year 2017/2018.

NOW, THEREFORE, BE IT RESOLVED BY THE BOARD OF SUPERVISORS OF THE BROOKSTONE COMMUNITY DEVELOPMENT DISTRICT:

Section 1. The Fiscal Year 2017/2018 Budget is hereby amended in accordance with Exhibit "A" attached hereto; and

<u>Section 2.</u> This resolution shall become effective immediately upon its adoption, and be reflected in the monthly and Fiscal Year End September 30, 2018 Financial Statements and Audit Report of the District.

PASSED AND ADOPTED this _____ day of _____, 2018.

Secretary/Assistant Secretary

Chair/Vice Chair

EXHIBIT "A"

BROOKSTONE COMMUNITY DEVELOPMENT DISTRICT AMENDED BUDGET FISCAL YEAR 2018 PREPARED JANUARY 5, 2018

BROOKSTONE COMMUNITY DEVELOPMENT DISTRICT TABLE OF CONTENTS

Description	Page Number(s)
General Fund Budget	1
Definitions of General Fund Expenditures	2

BROOKSTONE COMMUNITY DEVELOPMENT DISTRICT **GENERAL FUND BUDGET** FISCAL YEAR 2018

	Adopted Budget FY 2018	Change	E	nended Budget Y 2018
REVENUES	• • • • • • • • • • • • • • • • • • •		•	
Developer contribution	\$ 418,175	\$(318,610)	\$	99,565
Total revenues	418,175	(318,610)		99,565
EXPENDITURES				
Professional & administrative				
Supervisors	12,000	(4,000)		8,000
Management/accounting/recording	15,000	30,000		45,000
DSF accounting/assessment collections ¹	. 0,000	4,125		4,125
Legal	25,000	(8,000)		17,000
Engineering	25,000	(21,500)		3,500
Audit	5,500	(21,000)		5,500
Arbitrage rebate calculation	1,200	(450)		750
Dissemination agent ²	5,000	(4,000)		1,000
Trustee	5,000	(4,000) 500		5,500
Telephone	50	150		200
Postage	150	350		500
Printing & binding	100	400		500
Legal advertising	2,500	(1,300)		1,200
Annual special district fee	175	-		175
Insurance	5,500	-		5,500
Contingencies/bank charges		500		500
Website	900	(285)		615
Office supplies	100	(100)		-
Assessment administration	5,000	(5,000)		-
Miscellaneous charges	5,000	(5,000)		-
Landscape maintenance materials	150,000	(150,000)		-
Landscape improvements	50,000	(50,000)		-
Irrigation- repair and maintenance	15,000	(15,000)		-
Water- reclaimed or otherwise	15,000	(15,000)		-
Streetlights- repair and maintenance	15,000	(15,000)		-
Stormwater repair and maintenance	15,000	(15,000)		-
Electric	30,000	(30,000)		-
Lake maintenance	15,000	(15,000)		-
Total expenditures	\$ 418,175	\$(318,610)	\$	99,565

\$5,500 per bond issuance.
 \$1,000 per bond issuance.

BROOKSTONE COMMUNITY DEVELOPMENT DISTRICT DEFINITIONS OF GENERAL FUND EXPENDITURES

EXPENDITURES Professional & administrative	
Supervisors	\$ 8,000
Statutorily set at \$200 for each meeting of the Board of Supervisors not to exceed	+ -,
\$4,800 for each fiscal year. The District anticipates six meetings during this fiscal year. Management/accounting/recording	45,000
Wrathell, Hunt and Associates, LLC (WHA), specializes in managing community development districts by combining the knowledge, skills and experience of a team of professionals to ensure compliance with all of the District's governmental requirements. WHA develops financing programs, administers the issuance of tax exempt bond financings, operates and maintains the assets of the community.	
DSF accounting/assement collections	4,125
	17,000
General counsel and legal representation, which includes issues relating to public finance, public bidding, rulemaking, open meetings, public records, real property dedications, conveyances and contracts.	
Engineering	3,500
The District's Engineer will provide construction and consulting services, to assist the District in crafting sustainable solutions to address the long term interests of the community while recognizing the needs of government, the environment and maintenance of the District's facilities.	
Audit	5,500
Statutorily required for the District to undertake an independent examination of its books, records and accounting procedures.	
Arbitrage rebate calculation	750
To ensure the District's compliance with all tax regulations, annual computations are necessary to calculate the arbitrage rebate liability.	
Dissemination agent2	1,000
The District must annually disseminate financial information in order to comply with the requirements of Rule 15c2-12 under the Securities Exchange Act of 1934. Wrathell, Hunt & Associates serves as dissemination agent.	
Trustee	5,500
Annual fee for the service provided by trustee, paying agent and registrar.	0,000
Telephone	200
Telephone and fax machine.	
Postage	500
Mailing of agenda packages, overnight deliveries, correspondence, etc.	
Printing & binding	500
Letterhead, envelopes, copies, agenda packages, etc.	1 200
Legal advertising The District advertises for monthly meetings, special meetings, public hearings, public	1,200
bids, etc.	
Annual special district fee	175
Annual fee paid to the Florida Department of Economic Opportunity.	
Insurance	5,500
The District will obtain public officials and general liability insurance.	
Contingencies/bank charges	500
Bank charges and other miscellaneous expenses incurred during the year.	045
Website Total expenditures	615 \$ 99,565
	φ 99,000

BROOKSTONE COMMUNITY DEVELOPMENT DISTRICT FINANCIAL STATEMENTS UNAUDITED NOVEMBER 30, 2017

BROOKSTONE COMMUNITY DEVELOPMENT DISTRICT BALANCE SHEET GOVERNMENTAL FUNDS NOVEMBER 30, 2017

				Total
	G	ieneral	Gove	ernmental
	Fund		Funds	
ASSETS				
Cash	\$	1,000	\$	1,000
Due from Developer		2,843		2,843
Total assets	\$	3,843	\$	3,843
LIABILITIES AND FUND BALANCES				
Liabilities:				
Accounts payable	\$	9,552	\$	9,552
Accrued wages payable		1,292		1,292
Total liabilities		10,844		10,844
DEFERRED INFLOWS OF RESOURCES				
		2,843		2 9 1 2
Deferred receipts Total deferred inflows of resources		2,843		2,843
Total deletted fillows of resources		2,043		2,043
Fund balances:				
Committed				
Unassigned		(9,844)		(9,844)
Total fund balances		(9,844)		(9,844)
Total liabilities, deferred inflows of resources	¢	0.040	¢	0.040
and fund balances	\$	3,843	\$	3,843

BROOKSTONE COMMUNITY DEVELOPMENT DISTRICT GENERAL FUND STATEMENT OF REVENUES, EXPENDITURES, AND CHANGES IN FUND BALANCES FOR THE PERIOD ENDED NOVEMBER 30, 2017

	Current Month	Year to Date	Budget	% of Budget
REVENUES				
Developer contribution	\$ -	\$ -	\$ 418,175	0%
Total revenues			418,175	0%
EXPENDITURES				
Professional & administrative				
Supervisor fees	1,292	1,292	12,000	11%
Management/accounting/recording	5,417	6,667	15,000	44%
Legal	2,310	2,310	25,000	9%
Engineering	-	-	25,000	0%
Audit	-	-	5,500	0%
Arbitrage rebate calculation	-	-	1,200	0%
Assessment roll prep	-	-	5,000	0%
Dissemination agent			5,000	0%
Trustee	-	-	5,000	0%
Telephone	-	-	50	0%
Postage	2	2	150	1%
Printing & binding	-	-	100	0%
Legal advertising	-	51	2,500	2%
Annual special district fee	-	175	175	100%
Insurance	-	-	5,500	0%
Office supplies	-	-	100	0%
Miscellaneous charges	-	-	5,000	0%
Website maintenance	75	150	900	17%
Total professional & administrative	9,096	10,647	113,175	9%
Field operations				
Landscape maintenance and materials	-	-	150,000	0%
Landscape improvements	-	-	50,000	0%
Lake Maintenance	-	-	15,000	0%
Water	-	-	15,000	0%
Electric	-	-	30,000	0%
R&M - irrigation	-	-	15,000	0%
R&M - streetlights	-	-	15,000	0%
R&M - stormwater	-		15,000	0%
Total field operations	-	-	305,000	0%
Total expenditures	9,096	10,647	418,175	3%
Excess/(deficiency) of revenues				
over/(under) expenditures	(9,096)	(10,647)	-	
Fund balances - beginning	(748)	803	-	
Fund balances - ending	\$ (9,844)	\$ (9,844)	\$-	

1 2 3	BRO	S OF MEETING OKSTONE VELOPMENT DISTRICT		
4 5	A Regular Meeting of the Brookstone Community Development District's Board o			
	c c	v		
6	Supervisors was held on Wednesday, December 13, 2017 at 1:00 p.m., at 8141 Lakewood Main			
7	Street, Suite 209, Bradenton, Florida 34202.			
8				
9 10	Present at the meeting were:			
10	Priscilla Heim	Chair		
12	Mark Evans	Vice Chair		
13	Eddie Gaudette	Assistant Secretary		
14	Charles Conoley (via telephone)	Assistant Secretary		
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16	Also present were:			
17	-			
18	Cindy Cerbone	District Manager		
19	Nathan Kragt	District Engineer		
20	Edward Vogler, II (via telephone)	District Counsel		
21	Mike Williams (via telephone)	Bond Counsel		
22 23 24 25	Jim Schier FIRST ORDER OF BUSINESS	Neal Communities Call to Order/Roll Call		
26				
27	Ms. Cerbone called the meeting to	order at 1:12 p.m. Supervisors Heim, Evans and		
28 29	Gaudette were present, in person. Mr. Conole	ey was attending via telephone.		
30 31	SECOND ORDER OF BUSINESS	Public Comments		
32 33	There being no public comments, the	next item followed.		
34	THIRD ORDER OF BUSINESS	Consideration of Resolution 2018-03,		
35	THIRD ORDER OF DUSINESS	Supplementing Its Resolution 2017-01 By		
36		Authorizing the Issuance of Its		
37		Brookstone Community Development		
38		District Special Assessment Revenue		
38 39		Bonds, Series 2018 in a Principal Amount		
40		of Note Exceeding \$20 Million For the		
41		Principal Purpose of Acquiring and		
42		Constructing Assessable Improvements;		
43		Delegating to the Chairman or Vice		

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Bank

Trustee,

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the

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National

Memorandum:

Community

Bond

Chairman of the Board of Supervisors of the District, Subject to Compliance With the Applicable Provisions Hereof, the Authority to Award the Sale of Such Bonds to FMSbonds, Inc., By Executing and Delivering to Such Underwriter a Bond Purchase Approving the Form Thereof; Approving the Form of and Authorizing the **Execution of the Master Trust Indenture** and First Supplemental Trust Indenture; Approving Association as Registrar and Paying Agent for Such 2018 Bonds; Making Certain Findings; Approving Form of Said 2018 Bonds; Approving the Form of the Preliminary Limited Offering Memorandum and Authorizing the Use By the Underwriter of the Limited Offering Memorandum and the Preliminary Limited Offering Memorandum and the Execution of the Limited Offering Approving the Form of the Continuing **Disclosure Agreement and Authorizing Execution Thereof; Authorizing Certain** Officials of Brookstone **Development District and Others to Take** All Actions Required in Connection With the Issuance, Sale and Delivery of Said 2018 Bonds; Providing Certain Other **Details With Respect to Said 2018 Bonds;** and Providing an Effective Date Ms. Cerbone presented Resolution 2018-03.

79 Mr. Williams stated that this Resolution supplements Resolution 2017-01. Resolution 80 2017-01 authorized issuance of not exceeding \$75 million of bonds at the validation and this 81 Resolution is to deal with the first bond issuance for the District. The Resolution approves five 82 documents:

- 83 The Master Indenture and First Supplemental Indenture, which is the contract between • 84 the District and the Bondholders.
- 85 The Bond Purchase Contract between the District and FMSbonds, Inc. (FMSbonds) the • 86 Bond Underwriter, which will be executed once the bonds are priced.

- The Preliminary Offering of Memorandum, which is the document that FMSbonds uses
 to market the bonds to potential investors.
- The Continuing Disclosure Agreement, pursuant to which the District agrees to provide
 financial statements and other ongoing information to the bond marketplace and
 authorizes all actions necessary to close the bond issue.
- Section 5 sets forth the parameters that FMSbonds must meet in order to authorize the
 appropriate District Officer to sign the Bond Purchase Agreement.
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95 On MOTION by Mr. Evans and seconded by Ms. Heim, with 96 all in favor, Resolution 2018-03, Supplementing Its Resolution 97 2017-01 By Authorizing the Issuance of Its Brookstone 98 **Community Development District Special Assessment Revenue** 99 Bonds, Series 2018 in a Principal Amount of Note Exceeding 100 \$20 Million For the Principal Purpose of Acquiring and Constructing Assessable Improvements; Delegating to the 101 102 Chairman or Vice Chairman of the Board of Supervisors of the District, Subject to Compliance With the Applicable Provisions 103 104 Hereof, the Authority to Award the Sale of Such Bonds to 105 FMSbonds, Inc., By Executing and Delivering to Such Underwriter a Bond Purchase Agreement and Approving the 106 Form Thereof; Approving the Form of and Authorizing the 107 108 Execution of the Master Trust Indenture and First 109 Supplemental Trust Indenture; Approving U.S. Bank National Association as the Trustee, Bond Registrar and Paying Agent 110 111 for Such 2018 Bonds; Making Certain Findings; Approving Form of Said 2018 Bonds; Approving the Form of the 112 Preliminary Limited Offering Memorandum and Authorizing 113 114 the Use By the Underwriter of the Limited Offering 115 Memorandum and the Preliminary Limited Offering 116 Memorandum and the Execution of the Limited Offering 117 Memorandum; Approving the Form of the Continuing 118 Disclosure Agreement and Authorizing Execution Thereof; 119 Authorizing Certain Officials of Brookstone Community 120 **Development District and Others to Take All Actions Required** in Connection With the Issuance, Sale and Delivery of Said 121 122 2018 Bonds; Providing Certain Other Details With Respect to Said 2018 Bonds; and Providing an Effective Date, was 123 124 approved. 125

126127 FOURTH ORDER OF BUSINESS

JRTH ORDER OF BUSINESS

128 129 Consideration of Funding Agreement for Fiscal Year 2017/2018

Ms. Cerbone presented the Funding Agreement for Fiscal Year 2017/2018. The Funding Agreement was between the District and Amazon Landco, LLC. In laymen's terms, this is currently a developer-funded District; therefore, upon receipt of funding requests from the District, the Developer would fund the expenses. If a budgeted expense is not incurred, the District would not submit a funding request. As support, the adopted Fiscal Year 2017/2018 budget was attached, as Exhibit A.

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On MOTION by Mr. Gaudette and seconded by Ms. Heim, with all in favor, the Funding Agreement for Fiscal Year 2017/2018, was approved.

142 FIFTH ORDER OF BUSINESS143

Consider Authorization of RFQ for District Engineering Services

Ms. Cerbone stated that Mr. Kragt was in attendance as the Interim District Engineer. Based on the expenditures the District would incur and the work required, it was recommended, at the last meeting, that a Request for Qualifications (RFQ) be advertised, with the hope that the Interim District Engineer and any other interested parties will reply as well. The RFQ will be published and will follow all timing requirements for publication.

In response to a question, Ms. Cerbone planned to have the RFQ due date be 30 days from advertisement but will first determine when publishing will be done and then set the expiration date. She thought there was plenty of time to advertise prior to the holidays and expected it to run next week.

Mr. Vogler suggested a Motion it would be to approve the RFQ for engineering services and authorize the Manager to complete the date for response, not being earlier than 30 days, following the expected date of publication.

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On MOTION by Ms. Heim and seconded by Mr. Gaudette, with all in favor, approving the RFQ for Engineering Services and authorizing the District Manager to complete the date for response, not being earlier than 30 days following the expected date of publication, was approved.

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166 167 168 169 170	SIXTI	TH ORDER OF BUSINESS Consideration of Re Designating a Regist Registered Office of Providing for an Effect	tered Agent and the District, and
171		Ms. Cerbone presented Resolution 2018-04. She thought there was	discussion with Mr.
172	Wrathe	thell and someone else about possibly designating the District Engineer's	s office.
173		Mr. Vogler stated that his office does not typically serve as Registered	ed Agent because he
174	receive	ives inconsequential things; therefore, designating the District Engineer'	s office and that has
175	been th	the practice so far. Mr. Kragt confirmed that it was okay to use his offi	ice as the Registered
176	Agent	nt and Registered Office of the District.	
177		Ms. Cerbone asked Mr. Vogler if that was okay to designate t	the Interim District
178	Engine	neer's office, Mr. Vogler replied that anyone can serve as Registered Ag	gent; it was different
179	functio	tion and it would be fine.	
180	_		
181 182 183 184 185 186 187 188 189 190	SEVE	On MOTION by Ms. Heim and seconded by Mr. Gaudwith all in favor, Resolution 2018-04, Designating Engineering, L.C., as Registered Agent and 205 5 th Av Drive East, Bradenton, Florida 34208, as the Registered Content of the District, effective today, was adopted.	ZNS venue Office
191		Ms. Cerbone presented the November 8, 2017 Regular Meeting Mi	nutes and asked for
192	any ad	additions, deletions or corrections.	
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194 195 196 197 198		On MOTION by Ms. Heim and seconded by Mr. Evans, all in favor, the November 8, 2017 Regular Meeting Min as presented, were approved.	
199 200	EIGH	HTH ORDER OF BUSINESS Staff Reports	
200	A.	District Counsel	
202		There being no report, the next item followed.	
203	B.	District Engineer	
204		There being nothing further to report, the next item followed.	

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C. District Manager

Ms. Cerbone stated that she brings the agenda books to the meetings for distribution and an electronic copy is emailed approximately seven days prior to the meetings. She asked if it was still okay to bring the agenda books to the meeting. A Board Member replied affirmatively.

Ms. Cerbone stated that the Board had a meeting invite right now under Fishkind & Associates (Fishkind), which will be cancelled and a new one would be issued under Ms. Daphne Gillyard, Director of Administrative Services at Wrathell Hunt and Associates, LLC.

Ms. Cerbone suggested that Mr. Wrathell should attend the next meeting so a date was needed that would be convenient for the Board Members and Mr. Wrathell. The January 10, 2018 meeting date will be kept for 1:00 p.m. and, at that time, any new meeting dates and/or times may be determined.

Ms. Cerbone stated that, during the last meeting, there were questions about the financial or cost information in the District Engineer's Report, wherein there were two columns. One column had 450 units and the other column had 100 units. She will be in receipt of an updated last page; the numbers themselves have not changed but those two columns were consolidated into one so that there will be one column with units, instead of two, and the dollar amounts were added together for those units. She wanted to clarify this for the Board and the record.

Ms. Cerbone also thought that there was a question last time about the previous Funding Agreement; she had not received any funding as of yesterday at 5:00 p.m., based on the funding request that had gone through. If the Board thinks there is a concern, she will make a call to ensure that the funding request was received.

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i. NEXT MEETING DATE: January 10, 2018 at 1:00 P.M.

Ms. Cerbone stated that the next meeting will be on January 10, 2018 at 1:00 p.m., at this location.

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NINTH ORDER OF BUSINESS

Board Members' Comments Requests

Mr. Conoley wanted to provide his email address to be sure he received future communications. Ms. Cerbone apologized that he did not receive the email and would make sure Management had his correct email address.

Mr. Conoley stated that he must call into the next meeting, if the meeting remained onJanuary 10, 2018, since he will be out of town.

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237	Discussion ensued regarding the location of future meetings. Ms. Cerbone stated that, if	
238	the location changes, a Motion to change the location would be required and the new dates, time	
239	and location of the meeting must be advertised.	
240		
241 242 243	NINTH ORDER OF BUSINESSPublic CommentsThere being no public comments, the next item followed.	
243 244	There being no public comments, the next item followed.	
245 246 247	ELEVENTH ORDER OF BUSINESS AdjournmentThere being nothing further to discuss, the meeting adjourned.	
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249 250 251 252 253 254 255	On MOTION by Mr. Gaudette and seconded by Mr. Evans, with all in favor, the meeting adjourned at 1:27 p.m. [SIGNATURES APPEAR ON THE FOLLOWING PAGE]	

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264	Secretary/Assistant Secretary

Chair/Vice Chair

DRAFT