

# **PANTHER TRACE II COMMUNITY DEVELOPMENT DISTRICT**

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January 27, 2009 Minutes of Meeting

## ***Minutes of the Regular Meeting***

The regular meeting of the Board of Supervisors for Panther Trace II Community Development District was held on Tuesday, January 27, 2009 at 1:00 p.m. at the office of District Management Services, LLC located at 2002 North Lois Avenue, Suite 507, Tampa, FL 33607.

### **1. CALL TO ORDER/ROLL CALL**

Mr. Lamb called the regular meeting of the Board of Supervisors of the Panther Trace II Community Development District to order on Tuesday, January 27, 2009 at 1:45 p.m.

Board Members Present and Constituting a Quorum:

Rick Mesard	Chairman
Maurice Pelaez	Vice Chairman
Ed Andrews	Supervisor

Staff Members Present:

Brian Lamb	District Manager, District Management Services, LLC
Peter Altman	District Manager, District Management Services, LLC
Tracy Robin	District Counsel, Straley & Robin, P.A.

### **2. BUSINESS ADMINISTRATION**

A. Consideration of Board Supervisor Resignation – Mike Noell (Tab 1)

This item was tabled for consideration.

B. Consideration of Board Supervisor Replacement

This item was tabled for consideration.

C. Administer Oath of Office

This item was tabled until the next meeting.

D. Consideration of Resolution 2009-01, Re-Designating Officers (Tab 2)

This item was tabled for consideration.

E. Consent Agenda Items

1. Approval of Minutes of the Board of Supervisors Meeting on August 26, 2008 (Tab 3)
2. Approval of Operation and Maintenance Expenditures for September, October, November, and December 2008, and January 2009 (Tab 4)
3. Approval of Series 2005 Construction Requisitions for September, October, November, and December 2008, and January 2009 (Tab 5)
4. Approval of Series 2006B Construction Requisitions for September, October, November, and December 2008, and January 2009 (Tab 6)

MOTION TO:	Approve the Consent Agenda Items: Meeting Minutes from August 26, 2008; Operations and Maintenance Expenditures for September, October, November, and December 2008, and January 2009; Series 2005 Construction Requisitions for September, October, November, and December 2008, and January 2009; and Series 2006-2B Construction Requisitions for September, October, November, and December 2008, and January 2009.
MADE BY:	Supervisor Pelaez
SECONDED BY:	Supervisor Andrews
DISCUSSION:	None further
RESULT:	Called to Vote: motion PASSED 3/0 – Motion passed unanimously

**3. BUSINESS ITEMS**

A. Presentation of Fiscal Year 2007 Financial Audit

Mr. Lamb and Mr. Altman reviewed the Fiscal Year 2007 Financial Audit with the Board. A general discussion ensued.

MOTION TO:	Accept the Fiscal Year 2007 Financial Audit.
MADE BY:	Supervisor Andrews
SECONDED BY:	Supervisor Pelaez
DISCUSSION:	None further
RESULT:	Called to Vote: motion PASSED 3/0 - Motion passed unanimously

B. Presentation of Series 2006 Arbitrage Rebate Calculation Report (Tab 7)

Mr. Lamb reviewed the Series 2006 Arbitrage Rebate Calculation Report with the Board.

MOTION TO:	Accept the Series 2006 Arbitrage Rebate Calculation Report.
MADE BY:	Supervisor Mesard
SECONDED BY:	Supervisor Pelaez
DISCUSSION:	None further
RESULT:	Called to Vote: motion PASSED 3/0 - Motion passed unanimously

C. Consideration of Bank Reinstatement Request (Tab 8)

Mr. Robin stated that Wachovia Bank, N.A. was the one bank that did not pay the May 1, 2008 B Bond Interest call and a foreclosure was initiated against them. He stated that they only foreclosed against the B Bond. Mr. Robin stated that they had taken the approach that these series of bonds were separate and distinct debt obligations and if there was a default on a B series that was what the basis for the default in the foreclosure should be. He stated that after communication with Bond Counsel this approach may not have been correct. Mr. Robin continued that since the bonds were issued as a combined debt obligation for one project, even though they were split into two parts for payment purposes, the default of one part would result in both parts (A & B) being in default. He stated that the foreclosure was not filed to include the A Bond; therefore if the foreclosure process continues the complaint would need to be amended to include the A Bond default and then they would proceed to foreclose on the entire amount of the A & B Bonds.

Mr. Robin explained that this would be a minimal effort and that at most a hearing may be set. He also stated that the Wachovia would be provided with the opportunity to respond to the complaint. A discussion ensued. Mr. Robin clarified that the foreclosure only accelerates the debt assigned to the parcels owned by the entity that is in default and does not accelerate the other lots or parcels that have paid their debt assessments on time. Mr. Robin stated that the Bank has requested that they reinstate, which would mean that they would pay the entire delinquent payments (May and November), the statutory penalties which is 1% a month and pay the Districts costs and attorney's fees. Mr. Robin clarified that the District would have to accept these terms, not the Bond Holders as the District has not defaulted on the payment to the Bond Holders, the Bank has defaulted in the payment to the District for the debt assessment. A discussion ensued regarding the ownership of property with the debt assessment and the tax certificates.

Mr. Robin clarified that the non payment of a landowner to pay taxes or a mortgage payment would not result in the Districts obligation under the indenture to be accelerated. Mr. Robin said that he did not believe that the District could require that the Bank pay the taxes that are payable but not delinquent in order to be reinstated. Mr. Mesard was stated that in two months from now the taxes will be delinquent and the question was raised as to the likelihood of Wachovia getting foreclosure and title even if the District agreed to the reinstatement. He asked if they could include as condition of the agreement to reinstate Wachovia that they have to pay the 2008 taxes at the time of foreclosure. Mr. Robin reviewed the tax sale process for the Board. A discussion ensued.

Mr. Robin stated that he will need guidance from the Board on what conditions to ask for from Wachovia and what conditions are they willing to give up if Wachovia defaults in order to achieve the reinstatement. He stated that if the Board decides that Wachovia's reinstatement and de-accelerating the assessments is not in the Districts best interests then they need to let Wachovia know that they are not willing to reinstate them and they have to pay the full delinquent amount, then they will move for a summary judgment to let a judge decide. The Board discussed what would be in the Districts best interests.

MOTION TO:	Allow Wachovia Bank, N.A. to bring B Bonds current provided the bank forecloses on all 23 lots and if the bank takes the title in the foreclosure sale, the B Bond debt to be paid in full prior to or at the time of the sale and transfer by the bank to a future purchaser and conditional on collection of statutory penalties.
MADE BY:	Supervisor Mesard
SECONDED BY:	Supervisor Andrews
DISCUSSION:	None further
RESULT:	Called to Vote: motion PASSED 3/0 – Motion passed unanimously

#### D. Other Matters Related to District Financing

Mr. Robin stated that they have three other banks who have mortgages on property owned by Smith Family Homes for a total of 23 additional lots where the November payment was not made. He stated that those banks have contacted District Staff and asked for reinstatement figures. Mr. Robin stated that those assessments have not been accelerated yet and are not in foreclosure. He stated that they provided information as of yesterday to SunTrust and Regions. Mr. Robin stated that they are in the process of putting together the information for the holder of the M&I mortgage. He stated that those payments should be coming in and the delinquency should be cured. Mr. Robin stated that if they do not receive the delinquent November payment from any of the three mortgage holders by a specific date, he would like to get the Board's authorization to proceed with foreclosure on the delinquent lots.

MOTION TO:	Authorize District Counsel to proceed with foreclosure if payment is not received from the mortgage holders on the delinquent lots by March 1, 2009.
MADE BY:	Supervisor Pelaez
SECONDED BY:	Supervisor Andrews
DISCUSSION:	None further
RESULT:	Called to Vote: motion PASSED 3/0 – Motion passed unanimously

#### E. General Matters of the District

No further matters were presented.

#### 4. STAFF REPORTS

- A. District Counsel  
No report.
- B. District Engineer  
Not present.
- C. District Manager

1. Financial Statements-Month Ended July 31, 2008; August 31, 2008; September 30, 2008; October 31, 2008; November 30, 2008 (Tab 9)

MOTION TO:	Approve Financial Statements-Month Ended July 31, 2008; August 31, 2008; September 30, 2008; October 31, 2008; November 30, 2008.
MADE BY:	Supervisor Andrews
SECONDED BY:	Supervisor Pelaez
DISCUSSION:	None further
RESULT:	Called to Vote: motion PASSED 3/0 – Motion passed unanimously

Mr. Lamb stated that they will be conducting a resident workshop in the next few months to communicate and get feedback from the residents. Discussion ensued regarding the terms of the existing Board members and when residents will transition onto the Board.

#### 5. SUPERVISOR REQUESTS AND AUDIENCE COMMENTS

There were no Supervisor requests or audience comments.

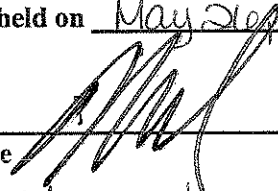
#### 6. ADJOURNMENT

MOTION TO:	Adjourn the meeting of the Panther Trace II Community Development District.
MADE BY:	Supervisor Andrews
SECONDED BY:	Supervisor Mesard
DISCUSSION:	None further
RESULT:	Called to Vote: motion PASSED 3/0 – Motion passed unanimously


*\*These minutes were done in summary format.*

*\*Each person who decides to appeal any decision made by the Board with respect to any matter considered at the meeting is advised that 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.*

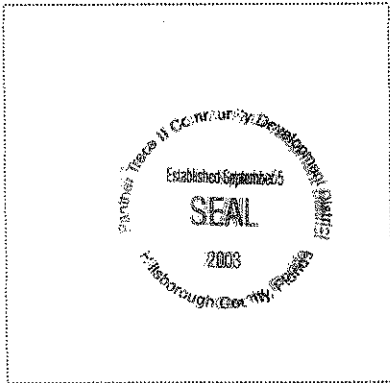
Meeting minutes were approved at a meeting by vote of the Board of Supervisors at a publicly noticed meeting held on May 26, 2009.

  
Signature  
Rick Mesard  
Printed Name


Title:  
 Chairman  
 Vice Chairman

  
Signature  
PETER A. ALTMAN  
Printed Name

Title:  
 Secretary  
 Assistant Secretary



Recorded by Records Administrator

  
Signature

05-27-09  
Date