

1 **TESTIMONY OF GEORGE FLINT (DISTRICT MANAGER)**
2 **FOR DOWDEN WEST DEVELOPMENT DISTRICT**
3

4 1. **Please state your name and business address.**

5 My name is George Flint. My business address is 135 West Central Boulevard,
6 Suite 320, Orlando, Florida 32801.

7 2. **By whom are you employed and in what capacity?**

8 I am a Vice President with Governmental Management Services – Central
9 Florida, LLC (“GMS”) and serve as the district manager and financial consultant
10 for community development districts (“CDDs”).
11

12 3. **And what is the nature of your firm’s business?**

13 GMS provides management consulting services to CDDs and the real estate
14 industry, including general management, accounting, recording secretary, field
15 services and assessment administration. GMS currently serves as the district
16 manager for over one hundred thirty (130) CDDs in Florida.
17

18 4. **Do you work for both public and private entities?**

19 GMS primarily works for public entities providing district management services.
20 However, we are retained from time to time by private entities to consult on the
21 creation of special districts as well as the viability of certain proposed
22 developments.
23

24 5. **Prior to your current employment, by whom were you employed and what**
25 **were your responsibilities in those positions?**

26 I have twenty-three (23) years of experience in the public and private sectors
27 providing general management, budgeting, and consulting services. I served as
28 the Budget Officer and Assistant County Administrator for St. Johns County,
29 Florida, and as the Assistant County Manager/ Performance Manager for Alachua
30 County, Florida. In addition, I served as Senior Management Consultant and
31 Regional Manager for TetraTech, Inc., an environmental engineering firm, and as
32 the Executive Director of the St. Johns County Utility Authority. I have extensive
33 knowledge of special districts, governmental budgeting and finance issues, the
34 development process and water and wastewater utilities.
35

36 6. **Please describe your educational background.**

37 I have a Bachelor of Arts degree from Princeton University in politics with a
38 focus in economics and a Master of Public Administration from Florida State
39 University with a specialization in public budgeting and finance.

40 7. **Have you previously prepared a Statement of Estimated Regulatory Costs**
41 **for petitions to establish community development districts?**

42 Yes, I have prepared many, including Statements of Estimated Regulatory Costs
43 for petitions to establish CDDs.

44 8. **Please describe your work with CDDs in Florida.**

45 Through GMS, the clients I serve are both resident-elected and landowner-elected
46 CDDs, depending on the stage in life of the development. I assist the various
47 Boards of Supervisors and residents by managing the accounting, official
48 recordkeeping, and operations and management of the assets acquired or
49 constructed by the District.
50

51 9. **Where in Florida are the districts with which you have worked?**

52 My office currently manages approximately thirty (30) districts, the majority of
53 which are in the central Florida area and are located in Orange, Osceola, Lake and
54 Polk counties. I also manage districts in Flagler, Brevard, Leon, Hillsborough,
55 Marion, Pasco, St. Lucie and Sarasota counties.
56

57 10. **Do you represent CDDs of about the same size as the proposed Dowden West**
58 **Community Development District?**

59 Yes.
60

61 11. **At this point, I will ask you to address certain matters that relate to CDD**
62 **management. Please describe the general manner in which a CDD actually**
63 **operates.**

64 Initially, community development districts are governed by a five-member Board
65 of Supervisors who are each elected by district landowners. The Board retains a
66 district manager who supervises the services, facilities and administrative
67 functions of the CDD, and essentially runs the day-to-day operations and
68 implements many of the actions of the board. Each year, the CDD Board publicly
69 notices and conducts a public hearing for the purpose of adopting a budget. The
70 proposed budget is submitted to the applicable local general purpose government
71 for review and comment prior to its formal adoption.
72

73 12. **Are there requirements, such the open meetings, public records and ethics**
74 **laws, imposed on CDDs in order to safeguard the public that are similar to**
75 **those imposed upon general purpose local governments?**

76 Yes, there are.
77

78 **13. Please describe these requirements and safeguards.**

79 The creation of a CDD does not change any requirements for government
80 approval of any construction within the district. Any land development
81 requirements, and all state and local development regulations, still apply. There
82 must also be disclosure of public financing and the facilities and services being
83 provided by a CDD. The CDD must provide financial reports to the Department
84 of Financial Services in the same form and manner as is required of all other
85 political subdivisions, and is annually audited by an independent certified public
86 accountant. Furthermore, under Chapter 286, *Florida Statutes*, all meetings and
87 district records must be open to the public in compliance with “Government in the
88 Sunshine.”

89
90 Members of the initial CDD Board of Supervisors must be residents of Florida
91 and citizens of the United States. Boards are elected initially on a one acre, one
92 vote basis. By law, after 6 years (and 250 registered voters live in the CDD), the
93 board begins transitioning to registered voters living in the CDD. At that time,
94 the Supervisors are required to be residents and electors of the district. Board
95 members are required to file annual financial disclosure statements, as is required
96 by other local officials. The CDD budget must be filed with the applicable
97 general purpose government, and a public hearing must be held prior to its
98 adoption. All fees, rates and charges imposed by the CDD must be adopted in
99 accordance with its rule-making procedures pursuant to Chapter 120, *Florida*
100 *Statutes*.

101 When a CDD imposes special or non-ad valorem assessments pursuant to Chapter
102 170, *Florida Statutes*, it must provide both published and mailed notice to those
103 who are to be assessed. The assessment process includes preparation of a
104 methodology that fairly and equitably allocates the cost of the District’s projects.

105 **14. Please describe in general terms how a CDD operates financially, both on a**
106 **day-to-day and long-term basis.**

107 Typically, in the first year of a CDD’s existence, most or all of the land is owned
108 by the developer, and expenses are funded by the developer by way of a “funding
109 agreement” between the developer and the District, as opposed to imposing
110 assessments.

111 In addition to the funding agreement, CDDs have the ability to utilize various
112 financing techniques for financing long-term projects. Bonds are frequently
113 issued by CDDs and must be secured by a trust agreement. For any bonds
114 maturing for a term of more than five years, the CDD must seek circuit court
115 validation of its bonds, in accordance with Chapter 75, *Florida Statutes*. The
116 District also has the ability to borrow funds on either a long or short term basis.

117 By law, debt of the district cannot become debt of any other government (city,
118 county, or state), without that government's consent. The District's debt may be
119 retired through non ad valorem or special assessments imposed on benefited
120 properties, or rates, fees, and charges imposed on users of district facilities and
121 services. The CDD has no ability to assess land outside its boundaries, nor to
122 assess any land owned by another government.

123 **15. Are you familiar with the petition and exhibits filed to establish the Dowden**
124 **West Community Development District?**

125 Yes, I have reviewed the Petition and all of its exhibits. Petition Exhibit 7 is the
126 Statement of Estimated Regulatory Costs ("SERC"); it is a requirement of
127 Chapter 190, *Florida Statutes*, and was prepared by me.

128
129 **16. To the best of your knowledge, is Exhibit 7 to the petition a true and accurate**
130 **recitation of the SERC?**

131
132 Yes.

133
134 **17. Based on your review of Exhibit 7 to the Petition, are there any updates that**
135 **need to be made at this time?**

136
137 No.

138
139 **18. What exactly is a Statement of Estimated Regulatory Costs?**

140
141 A Statement of Estimated Regulatory Costs provides the analysis of financial
142 impact of that establishing a community development district, and is required by
143 §§ 190.005(2)(a) and 190.005(1)(a)(8), *Florida Statutes* (2016).

144 Section 120.541(2), *Florida Statutes*, specifically provides a list of the necessary
145 elements that a SERC must include: (1) a good faith estimate of the number of
146 individuals and entities likely to be required to comply with, or are affected by,
147 the ordinance; (2) a good faith estimate of the cost to the agency, and any other
148 state or local government entity; (3) an analysis of the transactional costs likely to
149 be incurred by individuals and entities required to comply with the ordinance; (4)
150 impact on small businesses, small cities and small counties; and (5) any additional
151 information that the City might find useful.

152 The methodology used to create the SERC is consistent with that commonly used
153 by others within the industry. The information comprising the SERC is based on
154 my professional knowledge relative to prior experience working with special
155 districts, and information provided to us by the Petitioner.

156
157

158 **19. Please summarize the costs to the City of Orlando resulting from the**
159 **establishment of the Dowden West Community Development District.**
160

161 The costs incurred to the City of Orlando are minimal at best. The City may incur
162 one-time administrative costs involved with the staff review process associated
163 with the establishment, but those costs will be offset by the required filing fee to
164 be paid to the City by the Petitioner.

165 Once established, ongoing costs will not be incurred by the City. The Dowden
166 West Community Development District (the "District") will be an independent
167 unit of local government. The only foreseeable cost to the City would be the
168 minimal expense to the City for their optional review of reports required to be
169 submitted by the District. The review of these reports is at the City's option.

170 **20. Please summarize the costs to the State of Florida resulting from the**
171 **establishment of the Dowden West Community Development District.**

172 The State will only incur minimal costs once the District is established. The costs
173 are usually the result of administrative review of reports required to be submitted
174 periodically pursuant to Chapters 189 and 190, Florida Statutes. The Legislature
175 has adopted a fee of \$175 per year to be paid to the Department of Community
176 Affairs as the agency collecting information about districts. Since the District is
177 designed to be a self-sufficient, special-purpose governmental entity, it is
178 responsible for its own management. No additional burden is placed on the State
179 of Florida once the District has been established, with the exception of reporting
180 requirements previously mentioned.

181 **21. Will the establishment of the proposed District result in costs to local small**
182 **businesses?**

183 No. Small businesses will not be negatively impacted by the establishment of the
184 District. Small businesses may actually benefit since businesses have the option of
185 becoming competitive bidders of the District's business.
186

187 **22. Will the establishment of the proposed District have a negative impact on**
188 **state or local revenues?**

189 No. The District will have their own source of revenue and no state or local
190 subsidies are required or expected. In addition, establishment of the District
191 should have no negative impact on state or local revenues because the District
192 will be an independent unit of local government, and debts of the District will be
193 strictly its own responsibility.
194
195
196
197

198 **23. Based on your training and experience in the financial aspect of community**
199 **development districts, do you have an opinion regarding the financial**
200 **viability and feasibility of the proposed District?**

201 Yes, I do.

202 **24. What is that opinion?**

203 In my opinion, based on my experience with other districts, the proposed District
204 is expected to be financially viable and feasible.
205

206 **25. Based on your training and experience, do you have an opinion as to whether**
207 **the proposed District is of sufficient size, sufficient compactness, and**
208 **sufficient contiguity to be developable as a functional interrelated**
209 **community?**

210
211 Yes, I do.
212

213 **26. What is your opinion?**

214 It is my opinion that the District is of sufficient size, is sufficiently compact, and
215 sufficiently contiguous to be developable as a functionally interrelated
216 community.

217 **27. What is the basis for your opinion?**

218 Functional interrelation means that each community purpose has a mutual
219 reinforcement relationship to one another. Each function must therefore be
220 planned to contribute to the development of the larger community. This requires
221 a long range plan that can evaluate the future needs of a community as it relates to
222 needed facilities and services, such as roads, drainage, water, sewer, lighting, etc.
223 Each function must in turn have a management capability, funding source and
224 comprehension of the community needs and ability to handle growth. The
225 District, will be able to meet the requirements to be a functionally interrelated
226 community because it is of sufficient size (approximately 758.64 acres of land), is
227 sufficiently compact and sufficiently contiguous, as depicted in the Petition.

228 **28. Do you have an opinion as to whether the proposed Dowden West**
229 **Community Development District is the best alternative available for**
230 **providing the proposed community development services and facilities to the**
231 **areas to be served?**

232 Yes, I do.
233
234
235

236 **29. What is your opinion?**

237 My opinion is that the proposed District is the best alternative available to provide
238 the proposed community development services and facilities to the lands which
239 can be paid for by the District itself.

241 **30. What is the basis for your opinion?**

242 From an economic perspective, the District is the best alternative because
243 establishment of the District would result in the lowest cost to landowners and to
244 homeowners as compared to other alternatives. The Petitioner proposes to
245 establish the Dowden West Community Development District to construct certain
246 public infrastructure and community facilities which will be needed by the
247 property owners and residents of the District. Establishment of the District will
248 allow the community development process to take care of its own needs by
249 restricting costs to those who benefit from the services provided. Non-ad valorem
250 or special assessments on the property within the District are expected to be used
251 to repay any debt that is incurred. Expenses for operations and maintenance are
252 expected to be paid through maintenance assessments, which assures that the
253 District will be maintained at the sustained level of quality desired by its
254 residents.

255 The use of non-ad valorem and maintenance assessments or user fees ensures that
256 the property receiving the benefit of district services is the same property to pay
257 for those services.

258 There are no effective alternatives to provide for such financing structures,
259 although the general-purpose local government could finance the improvements
260 utilizing special assessments or general funds, or the developer could provide the
261 infrastructure through private means, including private financing, if available, but
262 this is generally more expensive. A homeowners association ("HOA") could be
263 used to provide for the facilities; however, the HOA does not have the ability to
264 finance the facilities, and lacks the legal backing to effectively enforce
265 assessments. In addition, the developer would not be able to provide long-term
266 maintenance of any of the facilities other than through the HOA.

267 Specifically, although both CDDs and HOAs are permitted to oversee the
268 operation and maintenance for stormwater management systems, mitigation areas,
269 and conservation areas, the South Florida Water Management District
270 ("SFWMD") takes the position that a CDD is the preferred unit because it is a
271 perpetual local government unit that by law has the requisite assessment authority,
272 and is only required to provide a letter to the SFWMD that it will accept
273 responsibility for operation and maintenance. Contrarily, an HOA must submit
274 more documentation and proof that it has the legal, financial, and administrative
275 capabilities to provide for the long term maintenance of the facility. An HOA
276 must also submit documentation that it has the power to levy taxes, has the
277

278 authority and responsibility to operate and maintain the system, and may be
279 precluded from dissolving until another entity acceptable to the SFWMD can be
280 found to operate the system. Therefore, none of these alternatives are preferable
281 concepts.

282

283 **31. Will the services and facilities to be provided by the District be incompatible**
284 **with the uses and existing local and regional facilities and services?**

285 My opinion is that the services and facilities proposed to be provided by the
286 District are not incompatible with the uses and existing local and regional
287 facilities and services. Any services required of the proposed District are
288 necessary to support new growth in the City; however, none of the proposed
289 facilities and services currently exists.

290 **32. Do you have an opinion as to whether the area that will be served by the**
291 **Dowden West Community Development District is amenable to separate**
292 **special district government?**

293 Yes.

294

295 **33. What is your opinion?**

296 It is my opinion that the areas to be included within the proposed District are
297 amenable to being served by a separate special district government. Because the
298 area within the proposed District is of sufficient size, compactness and contiguity,
299 and is economically viable, the area to be served by the proposed District is
300 clearly amenable to separate special district governance.

301

302 **34. What is the basis for your opinion?**

303 There are two criteria to be reviewed when determining if a District is amenable
304 to separate special district government: First, does the land area have a need for
305 the facilities and services and will its owners and residents benefit from facilities
306 that the special district could provide? Second, is the land area of sufficient size,
307 sufficient compactness and sufficiently contiguous to be the basis for a functional
308 interrelated community?

309

310 Under both criteria, the District covers a planned community of sufficient size
311 with a need for the facilities and improvements that are presently expected to be
312 provided by the District. As described in the Petition for Establishment, the
313 District will construct and maintain certain identified needed facilities and
314 services. Some improvements may be constructed by the proposed CDD and
315 ultimately maintained by the City. Based on my professional experience in
316 district management, districts of this size are large enough to effectively provide

317 and manage services. From a management and operations perspective, the land
318 area is well suited to the provision of the proposed services and facilities.
319 However, if later circumstances would cause the City to re-evaluate whether these
320 lands should continue as separate special district government, the City has the
321 option under section 190.046(4), *Florida Statutes*, to effectively take over the
322 functions of any CDD.

323 **35. In general, what financing methods does Petitioner propose that the**
324 **proposed District use to pay for the anticipated facilities and services?**
325

326 Petitioner presently expects that the District will finance certain services and
327 improvements through the issuance of tax-exempt bonds. The debt issued by the
328 proposed District is expected to be retired from “non-ad valorem” or “special”
329 assessments on benefitted property within the proposed District. Ongoing
330 maintenance and operational activities are expected to be funded by maintenance
331 assessments. At present, the Petitioner expects that the proposed District may
332 issue long-term bonds or other permitted debt instruments that will pay a portion
333 of the cost of these facilities. Any facilities not financed with a bond issue will be
334 funded by the developer and/or with conventional bank financing.
335

336 **36. Is the proposed District expecting to fund any off-site improvements**
337 **described in Composite Exhibit 5?**
338

339 Based on the information provided by the District Engineer, the offsite
340 improvements to be funded by the CDD include offsite roadway improvements at
341 an estimated cost of \$2,293,000.
342

343 **37. Who will be responsible for paying the proposed District’s assessments?**
344

345 Only those property owners, including any current landowners, within the
346 proposed District will be responsible for paying District assessments.
347

348 **38. Will these debts of the proposed District be an obligation of the City of**
349 **Orlando, Orange County or the State of Florida?**
350

351 No. Florida law provides that community development district debt cannot
352 become the obligation of a city, county, or the state without the consent of that
353 government.
354

355 **39. Does this conclude your testimony?**

356 Yes it does.

**AFFIDAVIT OF GEORGE S. FLINT
(DISTRICT MANAGER)**

BEFORE ME, personally appeared George S. Flint, who after being duly sworn stated that the following facts set forth in the attached Testimony of George S. Flint (District Manager) for the Dowden West Community Development District are true and correct.

[Signature]

Signature of Witness
Date: 2/9/17

STATE OF FLORIDA
COUNTY OF Orange

The foregoing instrument was acknowledged before me this 9th day of February 2017, by George S. Flint as District Manager for Community Development Districts for Governmental Management Services – Central Florida, LLC. He is personally known to me or has produced a valid driver's license as identification.



[Signature]

Notary Public; State of Florida
Print Name: Stacie M. Vanderbilt
My Commission Expires: 7/29/2020
My Commission No.: FF980104

1 **TESTIMONY OF BRETT SEALY (UNDERWRITER)**

2 **FOR DOWDEN WEST COMMUNITY DEVELOPMENT DISTRICT**

3 **1. Please state your name and business address.**

4 My name is Brett Sealy. My business address is 152 Lincoln Avenue, Winter
5 Park, Florida 32789.

6 **2. By whom are you employed and in what capacity?**

7 I am a Managing Partner of MBS Capital Markets, LLC ("MBS") which firm
8 intends to serve as underwriter for the proposed Dowden West Community
9 Development District (the "District").

10 **3. And what is the nature of your firm's business?**

11 MBS Capital Markets, LLC is a Florida-based boutique investment banking firm
12 primarily specializing in land-secured, utility and general government tax-exempt
13 financings. The professionals of MBS have more than 100 years of combined
14 experience having served as lead bankers on the issuance of more than \$12 billion
15 of tax-exempt bonds for more than 350 issuers in 770 separate transactions.
16

17 **4. What is your academic background?**

18 I earned a Bachelor of Science degree in Economics from Rollins College.

19 **5. Are you familiar with the Dowden West Community Development District**
20 **and its proposed establishment?**

21
22 I am familiar with the Dowden West Community Development District and its
23 proposed establishment. MBS has consulted with the other professionals involved
24 with the petition and with representatives of the Developer regarding financing
25 infrastructure improvements for the proposed Dowden West Community
26 Development District.
27

28 **6. What is your opinion on using a community development district to finance**
29 **infrastructure improvements?**

30 It is our opinion that using a community development district to finance
31 infrastructure improvements is an efficient and advisable option which we would
32 recommend to the County. It is further our opinion that the utilization of the
33 Dowden West Community Development District for providing the required
34 infrastructure for this development is an efficient and appropriate financing
35 strategy.

36 7. **In your opinion is it anticipated that assessments on the property for the**
37 **proposed Dowden West Community Development District would be utilized**
38 **to repay the debt incurred to provide the infrastructure?**
39

40 It is anticipated that only assessments on the property within the proposed District
41 would be utilized to repay the debt incurred to provide the infrastructure. We
42 believe that the range of proposed assessments will provide adequate revenues to
43 repay the anticipated debt in today's market environment.
44

45 8. **What is your opinion on the issuance of the District's bonds; will it in any**
46 **way impact the bonding capacity or the credit rating of the County?**
47

48 We are of the opinion that the issuance of the District's bonds will not in any way
49 impact the bonding capacity or the credit rating of the County. The disclosure
50 document utilized in selling the District's bonds will clearly and prominently
51 indicate that the bonds being issued by the District are not an obligation of the
52 State of Florida or Orange County.
53

54 9. **In your opinion would the enabling legislation for a community development**
55 **district found in Chapter 190, *Florida Statutes*, preclude the District from**
56 **allowing its debt to be construed as an obligation of the County?**
57

58 We have been advised and it is our opinion that the enabling legislation for a
59 community development district found in Chapter 190, *Florida Statutes*,
60 precludes the District from allowing its debt to be construed as an obligation of
61 the County.
62

63 10. **Have you reviewed the plans for providing the infrastructure related to the**
64 **establishment area of the District?**
65


66 We have reviewed the District's plans for infrastructure related to the
67 establishment area, we have analyzed the cost of providing such infrastructure and
68 we are of the opinion that the proposed financing is feasible utilizing an
69 assessment methodology which only imposes assessments on the property
70 designed for use with the District.
71

72 11. **Does this conclude your testimony?**

73 Yes it does.

**AFFIDAVIT OF BRETT SEALY
(UNDERWRITER)**

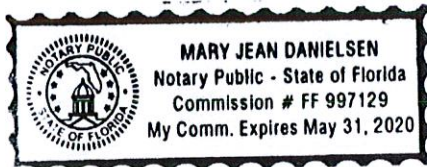
BEFORE ME, personally appeared Brett Sealy, who after being duly sworn stated that the following facts set forth in the attached Testimony of Brett Sealy (Underwriter) for Dowden West Community Development District are true and correct.

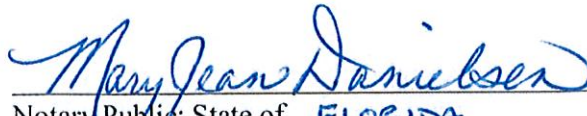


Signature of Witness
Date: 2-9-17

STATE OF FLORIDA
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 9th day of Feb 2017, by Brett Sealy, as Managing Partner of MBS Capital Markets, LLC. He is personally known to me or produced a valid driver's license as identification.





Notary Public, State of FLORIDA
Print Name: MARY JEAN DANIELSEN
My Commission Expires: 5-31-20
My Commission No.: FF 997129

1 **TESTIMONY OF REY MALAVE (ENGINEER)**

2
3 **FOR DOWDEN WEST COMMUNITY DEVELOPMENT DISTRICT**

4
5 **1. Please state your name and business address.**

6
7 My name is Reinardo Malave. My business address is 800 North Magnolia Avenue, Suite
8 1000, Orlando, Florida 32801.

9
10 **2. By whom are you employed and in what capacity?**

11
12 I am employed by Dewberry Engineers Inc. as an Associate Vice President, Department
13 Manager.

14
15 **3. How long have you held that position?**

16
17 I have held that position since 38 years.

18
19 **4. Please describe your duties with Dewberry Engineers Inc.**

20
21 I am responsible for overseeing projects of various size and development programs. I
22 have been involved in projects that include Single-Family, Multifamily, Commercial,
23 Industrial, Retail, Office and Roadway improvements within projects that range in size
24 from several acres to large developments of regional impact ("DRI") and planned
25 developments.

26
27 **5. Please give your educational background, with degrees earned, major areas of study**
28 **and institutions attended.**

29
30 I obtained a BS degree in Civil Engineering from University of Puerto Rico.

31
32 **6. Do you have any professional licenses, registrations, or certifications?**

33
34 Yes, I am a practicing Registered Professional Engineer, Florida license # 31588.

35
36 **7. Are you a member of any professional associations?**

37
38 Yes, I am a member of ASCE, FES, and AWWA

39
40 **8. Please describe your experience and background.**

41
42 I have over 38 years of professional experience, providing comprehensive civil
43 engineering and planning services in both the public and private sectors. I have managed
44 and coordinated multi-disciplined, multiple design team efforts for all facets of project

scope, from planning and due diligence, to engineering / design, management and construction administration, for both private and public sector clients.

9. Have you ever testified as an expert witness? If so, please describe in what capacity and in what types of proceedings.

I have had various experiences as an expert witness for all of the CDD's that we have been involved in, over 20 CDD's from creation to their current operation. I have served on various construction projects as an expert witness involving litigation issues and eminent domain proceedings for FDOT, counties, and cities.

10. Please summarize your previous experience as it relates to public facility design and construction.

I have extensive experience in the design of infrastructure, roadways, master sanitary sewer collection systems, master water distribution and reuse water systems. Also, the design of stormwater management systems with grading and master earthwork configurations for developments consisting of residential, multifamily, commercials, and public use.

11. Please summarize your previous work experience relating to special districts in general.

I have been involved in the creation and operation of at least 40 special districts over the past 32 years. My work with special districts includes design, permitting and financing of water management systems, water and sewer facilities, roadways, bridges and special purpose recreational facilities. I have attended special district meetings on behalf of the district engineer in the capacity as engineer for several special districts. I advise special districts on construction and design matters, maintenance responsibilities, bidding, permitting and financing requirements for major infrastructure projects.

12. Have you been involved in any developments of the type and nature contemplated within the Dowden West Community Development District?

Yes, I have been involved in several other development districts similar to Dowden West CDD.

13. Where in Florida are the special districts with which you have worked?

I have worked with the _Vista Lakes and Narcoosee Districts in Orange County, the Lake Ashton Community Development District in Polk County, the Montecito District in Brevard County and many others.

1
2 **14. Are you familiar with the petition filed by Beachline South Residential, LLC seeking**
3 **the establishment of the Dowden West Community Development District?**
4

5 Yes, I am. I have reviewed the Petition and my firm assisted the Petitioner with the
6 preparation of several exhibits in the Petition.
7

8 **15. Are you generally familiar with the geographical area, type, and scope of**
9 **development and the available services and facilities in the vicinity of the proposed**
10 **District?**
11

12 Yes, I have been to the property and am familiar with the available infrastructure services
13 to the property.
14

15 **16. Did you prepare or have others prepare under your supervision, any of the exhibits**
16 **attached to the petition?**
17

18 Yes, I did.
19

20 **17. Which exhibits did you prepare or have others prepare under your supervision?**
21

22 Yes, I did.
23

24 **18. Do any of the exhibits prepared by your firm or under your supervision require any**
25 **change or correction?**
26

27 I prepared Exhibit 1, Composite Exhibits 4, 5 and 6 ("Engineer Exhibits") attached to the
28 petition. To the best of my knowledge, they are all true and correct.
29

30 **19. In general, what do the Engineer Exhibits demonstrate?**
31

32 Exhibit 1 is a general location map which graphically delineates the location of the
33 District in the City of Orlando, Orange County, Florida.
34

35 Composite Exhibit 4 consists of four maps of the District showing major trunk water
36 mains, sewer interceptors and outfalls, reclaimed water improvements, and a post-
37 development basin map.
38

39 Composite Exhibit 5 includes three tables: one depicting the estimated timetable for
40 construction of on-site District improvements, one table depicting the estimated timetable
41 for construction of off-site District improvements and one table setting forth a good-faith
42 cost estimate for construction of the improvements/ services.
43

1 Composite Exhibit 6 includes three maps depicting the current, proposed future general
2 distribution, location and extent of public and private uses within the District.
3

4 **20. What methods did you use to configure the timetable contained in Composite**
5 **Exhibit 5?**
6

7 I used several methods to configure this timetable; estimated man hours to complete the
8 job; past experience for these types of construction, and consulted with contractors for
9 these types of projects.
10

11 **21. What methods did you use to estimate the costs contained in Composite Exhibit 5?**
12

13 Yes, given the current state of design and permitting of the infrastructure.
14

15 **22. In your profession opinion, are the construction cost estimates for the proposed**
16 **facilities and the timetable for the Dowden West CDD reasonable?**
17

18 Yes, given the current state of design and permitting of the infrastructure.
19

20 **22. What capital facilities are presently expected to be provided by the Dowden West**
21 **CDD?**
22

23 The proposed District presently expects to provide facilities and services which include
24 roadway improvements, stormwater management, water, sewer and reclaimed water
25 improvements.
26

27 **23. Does this conclude your testimony?**
28

29 Yes, it does.

**AFFIDAVIT OF REY MALAVE
(ENGINEER)**

BEFORE ME, personally appeared Reinardo Malave, who after being duly sworn stated that the following facts set forth in the attached Testimony of Reinardo Malave (Engineer) for the Dowden West Community Development District are true and correct.

THE WITNESS HAD NO FURTHER TESTIMONY.



Signature of Witness

Date: Feb. 8, 2017

STATE OF FLORIDA
COUNTY OF Orange

The foregoing instrument was acknowledged before me this 8th day of Feb. 2017, by Reinardo Malave, of Dewberry Engineers Inc.. He is personally known to me or has produced a valid driver's license as identification.

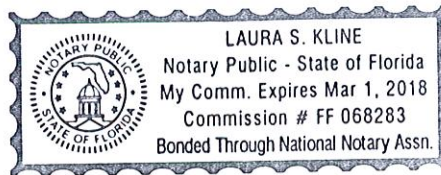


Notary Public; State of Florida

Print Name: Laura S. Kline

My Commission Expires: 3/1/18

My Commission No.: FF068283



TESTIMONY OF KEITH TRACE (PETITIONER)
FOR DOWDEN WEST COMMUNITY DEVELOPMENT DISTRICT

1. Please state your name and business address.

My name is Keith Trace. My business address is 1900 Summit Tower Blvd, Suite 500, Orlando, Florida, 32810.

2. By whom are you employed and in what capacity?

Beachline South Residential, LLC for Mattamy Orlando, LLC and I am the Director of Land Acquisitions.

3. Where is the Petitioner's principal place of business?

The Petitioner has its principal place of business at 1900 Summit Tower Blvd, Suite 500, Orlando, Florida, 32810.

4. How long have you held your position?

I have held my position for 4 years.

5. Please describe your duties with the Petitioner.

I oversee land acquisition activities for Mattamy Homes.

6. Please give your educational background, with degrees earned, major areas of study and institutions attended.

I hold a Bachelor of Science degree, with a concentration in Civil Engineering from the University of Florida.

7. Have you ever submitted testimony in relation to establishment of a community development district Petition?

I provided testimony regarding the establishment of the Tapestry community development district.

8. Are you a member of any professional associations?

Yes. I'm a member of the Urban Land Institute.

9. Have you been involved in any developments of the type and nature contemplated within the Dowden West Community Development District?

46 Yes, I have. I have been involved with the following developments:
47 Tapestry CDD (Osceola), Westside CDD (Osceola) and Randal Park CDD (Orange).
48

49 **10. Are you familiar with the petition filed by Dowden West Community Development**
50 **District seeking the establishment of the District?**
51

52 Yes, I am. I have had a chance to review and provide input in the preparation of the
53 document.
54

55 **11. How is the Petitioner associated with the District?**
56

57 The Petitioner owns or will own land and develop the various phases of development
58 contemplated in the Petition.
59

60 **12. Did you personally review the Petitioner's consents of and execute, or have others**
61 **review and execute, under your direction, Petitioner's consent to the Establishment**
62 **of the District in the Petition's Composite Exhibit 3?**
63

64 Yes, I did.
65

66 **13. Do the consents executed by the Petitioner in Composite Exhibit 3 require any**
67 **change or correction?**
68

69 No.
70

71 **14. Are the Consents of the Petitioner in Composite Exhibit 3 to the Petition true and**
72 **correct to the best of your knowledge?**
73

74 Yes, to the best of my knowledge.
75

76 **15. In general, what does the Consent of the Petitioner in Composite Exhibit 3 to the**
77 **Petition demonstrate?**
78

79 The Consent demonstrates that the Petitioner, or its affiliates, own or control the
80

81 **16. What is the proposed name of the community development district?**
82

83 Dowden West Community Development District.
84

85 **17. Who are the five persons designated in the Petition to serve as the initial Board of**
86 **Supervisors?**
87

88 The five persons are Keith Trace, Drew Abel, Steven Kalberer, Gregory U. Clark and
89 Thomas Franklin.
90

91 **18. Are each of the persons designated to serve as the initial Board of Supervisors**
92 **residents of the State of Florida and citizens of the United States?**

93
94 Yes, to the best of my knowledge.

95
96 **19. Does this conclude your testimony?**

97
98 Yes, it does.

**AFFIDAVIT OF KEITH TRACE,
ON BEACHLINE SOUTH RESIDENTIAL, LLC FOR MATTAMY HOMES
(PETITIONER)**

BEFORE ME, personally appeared Keith Trace, who after being duly sworn stated that the following facts set forth in the attached Testimony of Keith Trace, Director of Land Acquisitions of Beachline South Residential, LLC (Petitioner) for Dowden West Community Development District are true and correct.

Keith Trace
Date: 2/8/17

STATE OF FLORIDA
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 8 day of February 2017, by KEITH TRACE, as Director of Land Acquisitions of Beachline South Residential, LLC. He is personally known to me or has produced a valid driver's license as identification.

D. Rolon
Notary Public; State of Florida

Print Name: Dana Rolon

My Commission Expires: 12-18-17

My Commission No.: FF077656

