

**MINUTES OF MEETING
LIVE OAK LAKE
COMMUNITY DEVELOPMENT DISTRICT**

The regular meeting of the Board of Supervisors of the Live Oak Lake Community Development District was held on Wednesday, **February 5, 2020** at 2:30 p.m. at the West Osceola Branch Library, 305 Campus Street, Celebration, Florida.

Present and constituting a quorum:

Scott Stearns	Chairman
José Rios	Vice Chairman
Kimberly Locher	Assistant Secretary
Lee Moore	Assistant Secretary

Also present were:

Jill Burns	District Manager/GMS
Sarah Sandy <i>via phone</i>	HGS
Danielle Van de Loo	Dewberry
Justin Rowan <i>via phone</i>	MBS

FIRST ORDER OF BUSINESS

Call to order

Ms. Burns called the meeting to order.

SECOND ORDER OF BUSINESS

Roll Call

Ms. Burns called the roll. A quorum was present.

THIRD ORDER OF BUSINESS

Audience Comments

No members of the public were present.

FOURTH ORDER OF BUSINESS

Organizational Matters

A. Oath of Office of Newly Appointed Supervisor – Mr. Lee Moore

Ms. Burns stated the newly appointed supervisor, Mr. Moore, was sworn in prior to the start of the meeting.

B. Consideration of Agreement for District Management Services Between the District and Governmental Management Services – Central Florida, LLC

Ms. Burns stated the agreement was in the agenda package, and she could answer any questions that anyone might have. Fees are on the last page, Exhibit A. A board member asked if GMS was taking over the website, and Ms. Sandy noted that there is an agreement with a third party for ADA website services.

On MOTION by Mr. Stearns, seconded by Mr. Rios, with all in favor, the Agreement for District Management Services Between the District and Governmental Management Services, was approved.

C. Consideration of Resolution 2020-1, Designating Officers of the District

Ms. Burns outlined the board members and their seat assignments with Scott Stearns as Chairman, José Rios as Vice Chairman, and Kimberly Locher and Mr. Lee Moore as Assistant Secretary. Mr. George Flint from GMS was also appointed Assistant Secretary. Ms. Jill Burns was appointed Secretary and Assistant Treasurer, and Mr. Ariel Lovera was appointed Treasurer.

On MOTION by Mr. Moore, seconded by Mr. Stearns, with all in favor, Resolution 2020-1, Designating Officers of the District, with Mr. Stearns as Chairman, Mr. Rios as Vice Chairman, and Ms. Locker, Mr. Moore, and Mr. Flint as Assistant Secretaries, Ms. Burns as Secretary and Assistant Treasurer, and Mr. Ariel Lovera as Treasurer, was approved.

D. Consideration of Resolution 2020-2, Designating Dissemination Agent for the District

Ms. Burns stated her office has the capability to be the Dissemination agent. This would name GMS as the Dissemination Agent.

On MOTION by Mr. Stearns, seconded by Mr. Rios, with all in favor, Resolution 2020-2, Designating Dissemination Agent for the District, was approved.

E. Consideration of Resolution 2020-3, Designating Primary Administration Office and Local Records Office

Ms. Burns presented this was in the member package under Section 4E. The primary records office is GMS office in Orlando at 219 E. Livingston Street, Orlando, FL 32801. She noted they are required to have a local office in the county where the district is in West Osceola county.

On MOTION by Ms. Locher, seconded by Mr. Rios, with all in favor, Resolution 2020-3, Designating Primary Administration Office and Local Records Office, was approved.

F. Consideration of Resolution 2020-04, Designating Public Depository and Authorizing Officers to Execute

Ms. Burns stated SunTrust is recommended but anyone else could be used if they preferred.

On MOTION by Mr. Stearns, seconded by Mr. Rios, with all in favor, Resolution 2020-4, Designating Public Depository and Authorizing Officers to Execute, was approved.

FIFTH ORDER OF BUSINESS

**Approval of Minutes of the December 4, 2019
Audit Committee and Regular Meeting**

Ms. Burns asked for any questions, comments, or corrections on the minutes. Hearing none,

On MOTION by Mr. Rios, seconded by Ms. Locher, with all in favor, the Minutes of the December 4, 2019 Audit Committee and Board of Supervisors Meetings, were approved.

SIXTH ORDER OF BUSINESS

Business Matters

A. Consideration of Supplement to Investment Banking Agreement with MBS Capital Markets, LLC

Ms. Burns referred the board to Justin Rowan with MBS if the board had any questions. Ms. Sandy noted that the District previously entered into an Investment Banking Agreement with MBS when it initially validated the bonds, however, due to some regulations, MBS is asking to approve an addendum for each of the additional bond issuances. MBS is doing so to make sure they are covered, there are some disclosures that MBS does not have a fiduciary obligation towards the district in their role. The board had no questions.

On MOTION by Mr. Rios, seconded by Mr. Stearns, with all in favor, the Supplement to Investment Banking Agreement with MBS Capital Markets, LLC, was approved.

B. Series 2020 Bond Financing Timeline

Ms. Burns stated this is for review to outline targeted dates for various reports and the ultimate issuance, and no action needs to be taken. It was for board informational purposes.

Ms. Sandy reminded the board that the bond payment financing agreement had been adopted at the December meeting with the developer. They also engaged bond counsel and approved a work authorization for the Engineer to work on the Engineer's Report. GMS will be

working on the assessment methodology. She noted that they are looking to go back through the entire assessment process and make some updates to it and add some additional product type, or a different mix of products. They will have to go back through the assessment process for that which they'll be looking to kick off at either a continued meeting in late February or the scheduled March 4, 2020 Board meeting. She noted they need to get a revised Master Methodology in good form before the process is started. She hopes that they will have the Amended Master Methodology to bring back to the board. In the coming weeks, various documents will be worked on by staff and the District Engineer, Danielle, is working on the Supplemental Engineer's Report and updates that may be needed. The updates need to be made to the master project numbers as well as bringing forth the Series 2020 project numbers. The board and Ms. Sandy discussed the B Bond situation for financing the neighborhood construction of phases 8 and 7, 6 and 5. Mr. Stearns stated that this doesn't affect the Engineer's report other than the fact that we are just updating the cost of the entire project development, and they would all be eligible, whether it's A or B really doesn't have any consequence. Ms. Sandy stated it would depend on whether or not it was all included in the master project. Mr. Stearns indicated it was not. The difference is when they started the project it was all private, gated subdivisions with one public Spine Road to the middle of the project. Now they are changing Phases 8 and 7 to primary housing that are now public streets and so they are eligible for the road, streets, storm pipe and all of that. He noted that those dollars were not originally included in the original cost estimate, so that is a substantial number. He noted that they would want to roll that in when Dewberry updates the cost estimate, based on this new revision they are going through. He stated that they are looking at \$15 to 20 million dollars more because of the roads, storm pipes etc. being added in.

Ms. Sandy stated that they validated \$45 million total, the master lien levied was a little under that. For the A bonds, that does matter because what they validated was to finance that Master Project that was included for the validation. She noted they can update the numbers as long as that infrastructure was originally included within that Master Project. If they go outside that Master Project and including additional infrastructure, they have a couple of options. One, they can go back through validation. The other option, if those are funded with B bonds in less than 5-year maturities, they are not required to validate them. Then we wouldn't have to go back through the validation process.

Ms. Sandy asked if anything had changed in terms of what they want to look at including in the 2020 project with the A Bonds. Mr. Stearns stated they could get to the number we are trying to get to on the A bonds with keeping the current Methodology and Engineer's report, there's enough with the Spine Road that was included and public utilities that were part of the report. The new infrastructures are some additional off-site roads and the on-site public roads now which they could fund through B bonds separately that would be new infrastructure that was not described in the original report. Ms. Sandy stated that as long as they have described in the text of the report the improvements, or included it within the costs itself, then those are items that can be updated.

Mr. Stearns and Ms. Sandy further discussed how the roadways would be separated.

Mr. Rowan stated instead of incorporating the neighborhood infrastructure into the Engineer's report, specific to the master infrastructure, there is going to need to be a separate and distinct Assessment process undertaken specifically for the neighborhood infrastructure and the parcels benefited by that. He stated that a separate Engineer's report addressing that infrastructure may make sense because there's going to be a separate Assessment Report dealing with that neighborhood infrastructure. Ms. Sandy agreed that may be the way to handle it, especially if they are not sure what will be included in each individual neighborhood.

SEVENTH ORDER OF BUSINESS

Staff Reports

A. Attorney

Ms. Burns noted she had the procurement timeline sent by Ms. Sandy. Ms. Sandy reviewed the draft timeline for doing an RFP for construction services for the roadways. This was one of the main items that they wanted to finance through the bond issuance. In the past, the district has typically always acquired completed improvements from the developer. She noted that this time they are looking at having the district engage the contractor and do the construction work itself. She noted that what they will look for from the board is direction for putting together the project manual and they will bring it back to the board either late February or early March for approval and moving forward. Ms. Sandy asked for any questions about the process or timeline.

Mr. Stearns commented that it looks reasonable and asked if staff-wise Dewberry was comfortable with the date of March 4th or 5th with having the package ready. Discussion ensued between Ms. Sandy and the board.

Ms. Sandy stated that clarification needs to be made regarding any additional qualifications the board wants to see from contractors to make sure the bid is tight. She noted they want to make sure they have the right capabilities of doing a project of this scale, and they are asking for experience history, a project size that would demonstrate the proposers can do the work requested.

Mr. Stearns asked for a sample that he could go through. He stated that they are going to need to clarify what they are bidding. They have landscape, which might be one vendor. They have hardscape that might be a different vendor, they've got electrical conduit, and other issues that need to be bid at some point in maybe April.

Ms. Sandy asked if any would be under \$380,000 which is the approximate bidding threshold. Mr. Stearns replied probably not, maybe hardscape, but the rest will be over that. Mr. Stearns stated that they will do two rounds, first will be civil infrastructure and then they will come back in a couple of months and do the other.

i. Reschedule Rules of Procedure Public Hearing

Ms. Sandy stated that awhile back the board set the rules and procedures hearing for today, but the location had to be changed so they need to re-set the public hearing for a later date. They can advertise for the April 1, 2020 meeting at 2:30 p.m.

On MOTION by Mr. Stearns, seconded by Ms. Locher, with all in favor, the Public Hearing for Rules of Procedures scheduled for April 1, 2020 at 2:30p.m., was approved.

B. Engineer

Ms. Van de Loo stated they had a site meeting with the Water Management District South Florida, and they have mitigation they are required to do on the lake shores, and there were some invasives. There is a proposal for the replanting and coordination with water management district to get everything in compliance.

Mr. Stearns needed to confirm with the current vendor that was under contract with the CDD to do the spraying and maintenance. Ms. Van de Loo stated that she knew the spraying had been done and they are waiting for them to do the planting.

Mr. Stearns stated he had not spoken with Landform directly but did point out the problems and that they have been under contract to be maintaining it. It shouldn't have gotten to this point. Mr. Stearns wanted to know who had been coordinating with Landform on this. Ms. Van de Loo stated she thought Justin had been coordinating with them on this. Ms. Sandy stated they could

approve this. She suggested approving this work authorization subject to the Chair confirming that the planting either is or is not covered by Landform warrantee.

On MOTION by Mr. Stearns, seconded by Ms. Locher, with all in favor, the Replanting Proposal subject to the Chairman's Confirmation of Landform's warranty, was approved.

C. District Manager's Report

i. Financial Statements & Check Register

Ms. Burns presented the financial statements and check registers. She stated the Financial statements are for board review and no action is needed. The check register was for December. Discussion ensued regarding impact fee credits; Ms. Sandy stated that she would get with Ms. Burns after the meeting for more clarification.

On MOTION by Mr. Stearns, seconded by Mr. Rios, with all in favor, the Check Register, was approved.

ii. Updated Number of Registered Voters - 490

Ms. Burns stated there is an updated number of registered voters, they determine this as of April 15th of each year. There was an update to the map of the boundary, which added some additional voters. There are 490 voters. No action needs to be taken.

EIGHTH ORDER OF BUSINESS

Other Business

There being none, the next item followed.

NINTH ORDER OF BUSINESS

Supervisor's Requests

There being none, the next item followed.

TENTH ORDER OF BUSINESS

Audience Comments

There being none, the next item followed.

ELEVENTH ORDER OF BUSINESS

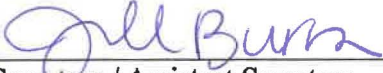
Continued Meeting

The meeting was continued to February 20, 2020 at 1:00 p.m. at the same location.

On MOTION by Ms. Stearns, seconded by Ms. Locher, with all in favor, the meeting was continued to February 20, 2020 at 1:00 p.m.

February 5, 2020

Live Oak Lake CDD

A handwritten signature in blue ink that reads "Jill Burns". The signature is written in a cursive style with a horizontal line extending from the end of the name.

Secretary / Assistant Secretary

A handwritten signature in blue ink that appears to be "M. A. A.". The signature is written in a cursive style with a horizontal line extending from the end of the name.

Chairman / Vice Chairman