

MINUTES OF MEETING
ROLLING OAKS
COMMUNITY DEVELOPMENT DISTRICT

The regular meeting of the Board of Supervisors of the Rolling Oaks Community Development District was held Thursday, September 22, 2022 at 1:00 p.m. at the Margaritaville Resort Orlando, 8000 Fins Up Circle, Kissimmee, Florida.

Present and constituting a quorum were:

John Chiste	Chairman
Jared Bouskila	Vice Chairman
Steven Dougherty	Assistant Secretary

Also present were:

George Flint	District Manager
Vivek Babbar <i>by phone</i>	District Counsel
Dave Schmitt <i>by phone</i>	District Engineer
Steve Sanford <i>by phone</i>	Greenberg Taurig

FIRST ORDER OF BUSINESS

Roll Call

Mr. Flint called the meeting to order and called the roll.

SECOND ORDER OF BUSINESS

Public Comment Period

There being none, the next item followed.

THIRD ORDER OF BUSINESS

**Approval of the Minutes of the August 25,
2022 Meeting**

On MOTION by Mr. Chiste seconded by Mr. Dougherty with all in favor the minutes of the August 25, 2022 meeting were approved as presented.

FOURTH ORDER OF BUSINESS Financing Matters

A. Consideration of Rule G-17 Disclosure Letter

Mr. Flint stated the next item is consideration of an engagement letter with FMS Bonds and their G-17 disclosure. They have served as your underwriter in the past and on each bond issue they submit a new engagement letter as well as the required MSRB Rules G-17 disclosure.

Mr. Sanford joined the conference call at this time.

On MOTION by Mr. Chiste seconded by Mr. Bouskila with all in favor the engagement letter and G-17 disclosure with FMS Bonds was approved.

B. Consideration of Amended Engineer’s report

Mr. Flint stated the last Engineer’s Report is dated August 26, 2021 and that was used when the Board amended the master methodology. There were some comments that were provided to the District Engineer from Developer’s Counsel and we don’t have those comments incorporated into a revised document or to the extent bond or District Counsel have any comments. I suggest you approve the amended Engineer’s Report subject to incorporation of those comments.

On MOTION by Mr. Chiste seconded by Mr. Bouskila with all in favor the amended Engineer’s Report was approved subject to incorporating comments by Developer’s Counsel, District Counsel and Bond Counsel.

C. Consideration of Third Preliminary Supplemental Assessment Methodology Report

Mr. Flint stated next is consideration of the third preliminary supplemental assessment methodology report. This report is intended to address the 345 condo units that we are creating a new assessment area for, for this bond issue. There is the Series 2018 bonds, which overlay this area; at least 50% of the assessment area is anticipated would be platted and absorbed prior to this bond issue. Table 1 shows the 345 condo units, Table 2 the estimated improvements per the District Engineer, Table 3 is the preliminary bond sizing, Table 4 is the allocation of benefit based on improvement costs and Table 5 is the allocation of benefit based on par debt and Table 6 shows what the net and gross annual assessments would be if we funded the \$7.9 million par amount that

is reflected in this report. This is preliminary and will be revised to reflect the final pricing once the bonds are placed.

On MOTION by Mr. Chiste seconded by Mr. Dougherty with all in favor the third preliminary supplement assessment methodology report was approved.

D. Consideration of Resolution 2022-09 Bond Delegation Resolution

Mr. Sanford stated the \$10 million is the correct number because as you mentioned the 50% absorption on the 2018 bonds, once that threshold has been reached the additional bonds test in the 2018 document allows there to be up to \$10 million in additional bonds to be issued. That is why the resolution before the Board is limited to \$10 million. At one time we had a higher number, but we couldn't issue more than \$10 million.

This resolution is what we call a delegation resolution, it sets forth certain parameters that if these parameters are met at the time the bonds are sold the chair or vice chair will be authorized to sign a bond purchase contract. Those parameters are in section 3 of the resolution and it limits the amount of bonds to \$10 million. It doesn't bind the Board to issue that amount of bonds, but that sets the maximum amount of bonds that can be issued without further authorization. The interest rate and term of the bonds can't exceed what is permitted under Florida Law and the compensation to the underwriter is set forth in that section and basically says that the underwriter buys the bonds at a discount of 98% and turns around and sell the bonds for 100% or the par value and that difference is how the underwriter is being compensated. This resolution also has the Board to approve certain documents; one is the bond purchase agreement between the District and FMS as your underwriter, once the bonds are marketed that agreement gets signed and it basically sets forth the terms of the bonds and what is needed to close on the bonds. Another exhibit is the preliminary limited offering memorandum, the prospectus used to find potential investors. Once investors are found and the bonds are priced the preliminary limited offering memorandum gets finalized and delivered to the investors with all the pricing information and sources and uses set forth in a final document. There is a continuing disclosure agreement that is required under the SEC rules and that requires both the developer and District to provide certain annual information regarding the project and the bonds and also requires that the disclosure within a relatively short period of time of certain enumerated material events, for example a draw on the reserve. The last

exhibit is the supplemental trust indenture. Every time the District issues a series of bonds there is a separate supplemental indenture between the District and Regions Bank as your bond trustee and that document just governs these particular bonds that will have basically the same information that is going to be in the offering document, the interest rates, sources and uses and the like. This resolution allows and authorizes changes to the Engineer’s Report and methodology report if necessary, in connection with the sale of the bonds without the need for going back and having a special meeting.

On MOTION by Mr. Chiste seconded by Mr. Dougherty with all in favor Resolution 2022-09 Bond Delegation Resolution was approved.

FIFTH ORDER OF BUSINESS

Consideration of Pond Maintenance Contracts

A. Contract Comparison

Mr. Flint stated item five deals with the lake maintenance contracts. The lake maintenance services were bid out. Mr. Flint noted that there were two or three other bids in addition to the ones in the agenda, but the issue is that not all the providers can provide all the services. It came down to Clarke and Solitude and in an effort not to have three different vendors in here, one doing midge, one doing water quality and one doing something else. It came down to these three. Lake Doctors doesn’t provide the aeration and midge and lake assessment services, so it came down to Clarke and Solitude. Solitude is our existing provider and you can see they are at \$43,276 and Clarke is at \$46,138. The recommendation from staff is that we stay with Solitude and there are four separate agreements in the agenda if you choose to accept that recommendation.

B. Solitude Lake Management Proposals

- i. Water Quality Testing**
- ii. Pond Maintenance**
- iii. Aeration Systems**
- iv. Midge Control**

On MOTION by Mr. Chiste seconded by Mr. Dougherty with all in favor the proposal from Solitude for the above referenced services in the amount of \$43,276 was approved.

SIXTH ORDER OF BUSINESS

Staff Reports

A. Attorney

There being none, the next item followed.

B. Engineer

There being none, the next item followed.

C. Manager

Mr. Flint stated date the Engineer’s Report today’s date and we will change the references in the methodology to refer to a report dated September 22, 2022.

i. Approval of Check Register

On MOTION by Mr. Chiste seconded by Mr. Bouskila with all in favor the check register was approved.

ii. Balance Sheet and Income Statement

A copy of the balance sheet and income statement were included in the agenda package.

SEVENTH ORDER OF BUSINESS

Supervisor’s Requests

There being none, the next item followed.

EIGHTH ORDER OF BUSINESS

Next Meeting Date – October 27, 2022

Mr. Flint stated the next meeting will be October 27, 2022.

NINTH ORDER OF BUSINESS

Adjournment

On MOTION by Mr. Chiste seconded by Mr. Bouskila with all in favor the meeting adjourned at 1:14 p.m.


Secretary/Assistant Secretary


Chairman/Vice Chairman