

**MINUTES OF MEETING
OLD HICKORY
COMMUNITY DEVELOPMENT DISTRICT**

A Regular meeting of the Board of Supervisors of the Old Hickory Community Development District was held Monday, September 14, 2020 at 1:00 p.m. via Zoom Teleconference.

Present and constituting a quorum were:

Lane Register	Chairman
Adam Morgan	Vice Chairman
Daniel La Rosa	Assistant Secretary
Karen Morgan	Assistant Secretary

Also present were:

George Flint	District Manager
Kristen Trucco	District Counsel
Dave Reid	District Engineer
Steve Sanford	Bond Counsel
Phil Gildan	Developer's Counsel
Jon Kessler	Underwriter
Alan Scheerer	Field Manager
Tricia Adams	GMS
Ethan Marrah	Lennar Homes
Michelle Barr	Lennar Homes

FIRST ORDER OF BUSINESS

Roll Call

Mr. Flint called the meeting to order and called the roll. There were three members present, constituting a quorum.

SECOND ORDER OF BUSINESS

Public Comment Period

Mr. Flint: It appears that there are no members of the public here to provide comment.

THIRD ORDER OF BUSINESS

Approval of Minutes of the August 3, 2020 Board of Supervisors Meeting and Acceptance of Minutes of the August 3, 2020 Landowners' Meeting

Mr. Flint: Did the Board have any comments or corrections on those?

Mr. Morgan: They look good, I had no changes.

On MOTION by Mr. Morgan, seconded by Mr. Register, with all in favor, the Minutes of the August 3, 2020 Board of Supervisors Meeting and Acceptance of Minutes of the August 3, 2020 Landowners' Meeting, were approved.

FOURTH ORDER OF BUSINESS

Consideration of Professional Engineering Agreement with Hamilton Engineering & Surveying

Mr. Flint: Let the record reflect that Karen Morgan has joined the meeting as well. Karen, we are on Item 4, which is Consideration of Professional Engineering Agreement with Hamilton Engineering & Surveying for engineering services. The Board previously, at the organizational meeting, named Hamilton the Interim District Engineer and authorized us to issue an RFQ for the engineering services under the CCNA Act. We did that and received one response. You all directed staff to negotiate an agreement with Hamilton and we have included that in your agenda. Do we have any questions on the agreement? Hearing none,

On MOTION by Mr. Morgan, seconded by Mr. Register, with all in favor, the Professional Engineering Agreement with Hamilton Engineering & Surveying, was approved.

FIFTH ORDER OF BUSINESS

Consideration of Resolution 2020-24 Bond Delegation Resolution

Mr. Flint: We have Steve Sanford with Greenberg Traurig, who is the District's Bond Counsel, on the phone. As attachments to the bond delegation resolution, you have the Bond Purchase Agreement, the form of the Preliminary Offering Memorandum, and the First Supplemental Trust Indenture and the Continuing Disclosure agreement. I have all those here and they have been circulated for review. Steve, would you like to present the delegation resolution?

Mr. Sanford: Yes, in June of this year the Board adopted a resolution authorizing up to \$22,000,000 of Special Assessment bonds to be issued in one or more series. It was contemplated that we would come back to the Board when we were ready to issue a series of bonds. This is the Authorization Resolution to issue up to \$7,000,000 of Special Assessment Bonds to finance the 2020 project. George, we had a little bit of difference in the resolutions. The second resolution that I sent around had the correct not-to-exceed amount. Is the board looking at a \$7,000,000 resolution?

Mr. Flint: Yes, it was circulated in our revised agenda.

Mr. Sanford: Thank you. Again, this resolution presents a not-to-exceed amount of \$7,000,000 in assessment bonds. We call this resolution a delegation resolution, and the reason being is that the board sets out in this resolution certain parameters for which the bonds can be sold. If the bonds are sold within the parameters set by the Board, then there won't be any need for a special meeting, and the Chairman or Vice Chairman are authorized to sign a bond purchase contract since that is considered an administerial act and not necessary for a special meeting. This resolution also does a couple other things; if it's necessary to make any changes to George's methodology report in connection with the sale of the bonds, this resolution authorizes that action to be taken. It also does the same with respect to the Engineer's report; if there are any supplements or amendments necessary in connection with the sale of the bonds, the Board is authorized to approve the data without a meeting. As George mentioned, there are a couple of documents that are exhibits to this resolution and I will quickly go through what they are. The first document is the Bond Purchase Contract, and that is the contract between the District and FMS Bonds as your underwriter. This agreement will be signed after the bonds are marketed, and it sets forth what the rules are and what is necessary to get to the closing, such as various opinions and certain closing certificates. The next document is the Preliminary Limited Offering Memorandum, which is the document that the underwriter is going to use to solicit purchases of the bonds. Once the bonds are sold, the Preliminary Limited Offering Memorandum will be finalized with all of the final pricing terms. The plan is to mail that out today or tomorrow, and then there will a period of time where the Preliminary Limited Offering Memorandum is on the street, and then the bonds will be priced and sold. Then the bond purchase contract will be executed by the underwriter and the District. The next exhibit is the Continuing Disclosure Agreement, and that is required under SCC rules. It is a standard document that requires that there be an annual filing with a national repository regarding the status of the District, the bonds, the development, and it also requires disclosure of certain material events within a short period of time. An example of a material event would be, if it was necessary, to draw on the reserve account. The last document is the form of the Supplemental Indenture. When we adopted the resolution in June we approved the form of the Master Trust Indenture, and a form of the Supplemental Indenture. We've refined the supplemental indenture from the time that it was approved by the Board, so my opinion would be that we ask the Board to reapprove the form of the Supplemental Indenture. The Supplemental Indenture is an agreement

between the District and the Trustee, which is US Bank, and when it is finalized it will have all the interest rates and redemption provisions and the security revisions for this particular series of bonds. In the delegation resolution, in Section 3, is the parameters that I mentioned that are being set by the Board today. The first parameter is that the bonds cannot be issued in more than a principle amount of \$7,000,000. It doesn't mean that the Board is committed to issuing \$7,000,000, it just means that they cannot issue more without having another Board meeting. Secondly, the maximum arbitrage yield on the bonds can't exceed 4.5%. John is on the phone and he can tell you where the market is today on that. If the bonds are going to subject to optional redemption, that decision and the redemption price will be determined at the times that the bonds are priced. Lastly, the compensation to the underwriter is 98% of par, which means that the underwriter will buy the bonds at .98 cents on a dollar, and turn around and sell the bonds for par or with premium, and then the difference between par and the 98% is the compensation to the underwriter. Unless any Board members have any questions about the resolution or any of the exhibits, it would be my recommendation to move to adopt Resolution 2020-24.

Mr. Register: You mentioned the maximum principle amount of \$7,000,000, and that is the number that jives with my recollection of this, but the agenda packet that I am looking at represents \$5,000,000 and that number seems incorrect. Am I looking at an older version?

Mr. Sanford: Yes, that's why I asked George about which resolution was in front of the Board members because they had an older version of the resolution which had the not-to-exceed amount of \$5,000,000, but based on John's numbers it will be based on \$7,000,000.

Mr. Flint: We sent out a revised resolution after the agenda went out.

Mr. Register: Okay, I think I opened up the wrong one. Thank you.

On MOTION by Mr. Register, seconded by Mr. Morgan, with all in favor, Resolution 2020-24 Bond Delegation, Including a not-to-exceed amount of \$7 million, was approved.

Mr. Morgan: Should we hold off on switching around Board members until after the bond documents are completed and the bonds are sold?

Mr. Flint: That would be my recommendation just because it impacts some of the documents and I know that they would have to revise Board names in some of the offering documents, so it would be cleaner if we waited at this point.

Mr. Morgan: Ethan, we will just hold off on appointing you until after the series of bonds are completed.

Mr. Flint: That will be sometime next month.

Mr. Marrah: Sounds good.

Mr. Kessler: If Steve is still on the line, we can go over the schedule while everyone is here.

Mr. Flint: Steve left the meeting.

Mr. Kessler: Oh okay, that's fine. We emailed this around and will mail it today, we will price next week, and then we've been typically doing the closings by mail. Steve may want to coordinate with George or Jan to coordinate signatures. We will communicate that via email, but that is the general schedule. I think we talked about funding the week of the 12th.

Mr. Flint: Yes, it would have to be after the appeal period for the bond expires, which would be the week of the 12th.

Ms. Trucco: The appeal period expires October 8th, but Jon we could just discuss this offline.

Mr. Kessler: It expires the 8th, so maybe just to be safe, we do it the week of the 19th just so that we don't run into any issues. The period is usually 35 days, but given COVID maybe we close the 21st. Does that work?

Mr. Flint: We will coordinate with the Chair or Vice Chair to make sure on that.

SIXTH ORDER OF BUSINESS

Review and Landscape Maintenance Bids and Selection of Vendor

Mr. Flint: We went out and solicited bids for the Landscape Maintenance. We received proposals from CEPRA, Omegascapes, and Floralawn. Floralawn subsequently came back with a reduced bid. Tricia, remind me, is 94 the reduced number?

Mr. Kessler: That is not the reduced number, the reduced number is about \$11,000 and some change less than that. I think it is \$83,052.

Mr. Flint: Okay, because we are under the bidding threshold we have flexibility here and don't have to do a sealed bid process and go through the official advertising. It will just be a normal bid process. The numbers that came back, we went back to CEPRA and Floralawn. There were some economies of scale and Floralawn were able to come back with a reduced number of \$83,052. As a result of that, even though they are slightly higher than CEPRA, we would recommend the

Board select Floralawn because of the synergies and economies of scale of having the same maintenance company for the HOA and CDD. Any questions or discussion from the Board? District Counsel is in the process of preparing, in the event that we approve Floralawn, they will prepare the contract which will include the revised price form scope and map attached to it. If the Board is admissible to retaining Floralawn, we'd ask for a motion to authorize Staff and the Chair to execute an agreement in the amount of \$83,052.

Mr. Gildan: I would suggest approving subject to my review and okay.

On MOTION by Mr. Register, seconded by Mr. Morgan, with all in favor, Retaining Floralawn as the Maintenance Company with a Contract Amount totaling \$83,052 subject to Mr. Gildan's review, was approved.

SEVENTH ORDER OF BUSINESS**Consideration of Fiscal Year 2021 Developer Funding Agreement**

Mr. Flint: The Board approved the Budget at the last meeting, but failed to include a funding agreement that should have gone with that budget adoption. This is a standard funding agreement that the Board and Lennar have seen in the past. The adopted budget would be attached to this as an exhibit. In the event that Lennar has any questions, if they are substantive, we can take those into account and bring them back to the board. Otherwise it would be executed by both parties.

Mr. Morgan: Phil, have you reviewed this?

Mr. Gildan: I have not seen this one.

Mr. Flint: He will see it after today, but he's been looking at other ones for other districts.

Mr. Morgan: Okay, I just wanted to make sure that Phil has a chance to review it before Brock gets it, otherwise Brock won't sign it.

Mr. Flint: Okay.

On MOTION by Mr. Morgan, seconded by Ms. Morgan, with all in favor, Fiscal Year 2021 Developer Funding Agreement, was approved.

EIGHTH ORDER OF BUSINESS**Discussion of Aquatic Maintenance Proposal**

Mr. Flint: This is for a monthly maintenance fee of \$1,295 and a total of \$15,540. You see the tracts listed there and the individual prices. This is for 13 months based on the timing.

Mr. Scheerer: I think you described it well, George.

Mr. Morgan: Alan, this is for submerged and perimeter vegetation?

Mr. Scheerer: Yes sir, that is correct.

On MOTION by Mr. Morgan, seconded by Mr. Register, with all in favor, the Aquatic Maintenance Proposal, was approved.

NINTH ORDER OF BUSINESS

Appointment of Audit Committee and Chairman

Mr. Flint: As part of the selection of the independent auditor, you must designate an Audit Committee. It is required that one of the committee members is the Chair, but we would recommend you consider appointing the Board as the Audit Committee and one of the Board members as Chair.

On MOTION by Mr. Morgan, seconded by Mr. Register, with all in favor, the Appointment of the Board as the Audit Committee with Lane Register as the Chairman, was approved.

TENTH ORDER OF BUSINESS

Staff Reports

A. Attorney

Mr. Flint: Kristin, any report for the Board?

Ms. Trucco: No, we've just been working on the Series 2020 Bond issuance documents, but otherwise we have nothing new to report.

B. Engineer

Mr. Reid: I don't have anything new. I do want to thank you for the Engineering contract and look forward to working with you.

C. District Manager's Report

i. Balance Sheet and Income Statement

Mr. Flint: You have the unaudited financials through the end of August and you have ratification for Funding Requests #4 and #5, which were included in your agenda. Are there any questions on the funding request, if not is there a motion to ratify them?

ii. Ratification of Funding Requests #4 - #5

On MOTION by Mr. Register, seconded by Mr. Morgan, with all in favor, the Funding Request No. 4 and No. 5, were ratified.

ELEVENTH ORDER OF BUSINESS

Other Business

Mr. Flint: Hearing none, the next item followed.

TWELTH ORDER OF BUSINESS

Supervisor's Requests

There being none, the next item followed.

THIRTEENTH ORDER OF BUSINESS

Adjournment

Mr. Flint: Is there a motion to adjourn?

On MOTION by Mr. Register, seconded by Mr. Morgan, with all in favor, the meeting was adjourned.


Secretary/Assistant Secretary


Chairman/Vice Chairman