

LAKWOOD RANCH STEWARDSHIP DISTRICT

Schroeder-Manatee Ranch, Inc.
14400 Covenant Way, Lakewood Ranch, Florida 34202

Minutes - Board of Supervisor's Meeting

December 6, 2019, 9:00 a.m.

Present and constituting a quorum:

Tony Chiofalo	Board Member
Scott Almand	Board Member
Ed Hunzeker	Board Member
Jim Schier	Board Member

Also present were:

Hank Fishkind	PFM Financial Advisors LLC
Jonathan Johnson	Hopping Green & Sams
Misty Taylor	BMO
Brett Sealy	MBS
Sete Zare	MBS
Rob Engel	Stantec
Mike Kennedy	Stantec
Bob Simons	SMR
Roger Aman	SMR
Debbie Byerly	SMR
Scott Schuhle	U.S. Bank

FIRST ORDER OF BUSINESS

Call to Order and Roll Call

Dr. Fishkind called the meeting to order and proceeded with the roll call. The members in attendance are as outlined above.

There were no public comments.

SECOND ORDER OF BUSINESS

Administrative Matters

Consideration of Minutes of the November 1, 2019 Board of Supervisors Meeting

Mr. Chiofalo presented the minutes from the previous meetings and asked if there were any questions or comments.

On MOTION by Mr. Almand, seconded by Hunzeker, with all in favor, the Board of Supervisors of the Lakewood Ranch Stewardship District approved the minutes of the November 1, 2019 Board of Supervisors Meeting.
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THIRD ORDER OF BUSINESS

Consideration of Matters Relative to the Taylor Morrison – Azario Project, Series 2019 Bond Issuance

A. Public Hearing on the imposition of Special Assessments

- Public Comments
- Board Comments

- Resolution 2020-09, Imposing Special Assessment
- B. Presentation of Supplemental Assessment Report
- C. Resolution 2020-10, Supplemental Assessment Resolution
- D. Disclosure or Public Financing
- E. Other Matters (provided under separate cover)

Mr. Johnson noted that a public hearing was noticed for today's meeting. Dr. Fishkind confirmed that the mailed noticed had been provided as well.

On MOTION by Mr. Almand, seconded by Mr. Schier, with all in favor, the Board of Supervisors of the Lakewood Ranch Stewardship District opened the public hearing.

There were no public comments.

On MOTION by Mr. Hunzeker, seconded by Mr. Schier, with all in favor, the Board of Supervisors of the Lakewood Ranch Stewardship District closed the public hearing.

There were no comments or questions to the Supplemental Assessment Report.

Mr. Johnson provided details on the resolution imposing special assessments.

On MOTION by Mr. Almand, seconded by Mr. Schier, with all in favor, the Board of Supervisors of the Lakewood Ranch Stewardship District approved Resolution 2020-09, imposing Special Assessments.

Mr. Johnson provided details on the Supplemental Assessment Resolution.

On MOTION by Mr. Schier, seconded by Mr. Almand, with all in favor, the Board of Supervisors of the Lakewood Ranch Stewardship District approved Resolution 2020-10, Supplemental Assessment Resolution.

Mr. Sealy provided highlights of the bond issuance.

Mr. Johnson reviewed the Disclosure of Public Financing.

On MOTION by Mr. Almand, seconded by Mr. Schier, with all in favor, the Board of Supervisors of the Lakewood Ranch Stewardship District approved the Disclosure of Public Financing.

On MOTION by Mr. Almand, seconded by Mr. Schier, with all in favor, the Board of Supervisors of the Lakewood Ranch Stewardship District authorized the Chair or Vice-Chair to sign requisitions.

FOURTH ORDER OF BUSINESS

Consideration of Matters Relative to Lakewood National Project

- A. First Amendment to Acquisition Agreement
- B. Amendment to the Engineer's Report
- C. Other Matters (provided under separate cover)

Mr. Johnson provided details on the first amendment to the Acquisition Agreement.

On MOTION by Mr. Almand, seconded by Mr. Schier, with all in favor, the Board of Supervisors of the Lakewood Ranch Stewardship District approved the First Amendment to Acquisition Agreement.

The amended Engineer's Report was not yet available.

There were no other matters.

FIFTH ORDER OF BUSINESS

Consideration of Matters Relative to Lorraine Lakes Project

A. Acquisition Agreement

B. Other Matters (provided under separate cover)

Mr. Johnson presented the Acquisition Agreement noting that the agreement had not yet been reviewed by Lennar.

On MOTION by Mr. Almand, seconded by Mr. Hunzeker, with all in favor, the Board of Supervisors of the Lakewood Ranch Stewardship District approved the Acquisition Agreement in substantial form.

SIXTH ORDER OF BUSINESS

Public Hearing on the Adoption of Amended and Restated Rules of Procedures

- o Public Comments
- o Board Comments
- o **Resolution 2020-11, Adopting Amended and Restated Rules of Procedure**

On MOTION by Mr. Almand, seconded by Mr. Hunzeker, with all in favor, the Board of Supervisors of the Lakewood Ranch Stewardship District opened the public hearing.

Mr. Johnson provided details on the amendments. There were no public comments.

On MOTION by Mr. Hunzeker, seconded by Mr. Schier, with all in favor, the Board of Supervisors of the Lakewood Ranch Stewardship District closed the public hearing.

On MOTION by Mr. Schier, seconded by Mr. Hunzeker, with all in favor, the Board of Supervisors of the Lakewood Ranch Stewardship District approved Resolution 2020-11, Adopting Amended and Restated Rules of Procedure.

SEVENTH ORDER OF BUSINESS

Consideration of Resolution 2020-12, Ratifying the Sale of the Northeast Sector Project – Phase 2A, Series 2019 Bonds

Mr. Johnson reviewed resolution 2020-12.

On MOTION by Mr. Almand, seconded by Mr. Schier with all in favor, the Board of Supervisors of the Lakewood Ranch Stewardship District approved Resolution 2020-12, Ratifying the Sale of the Northeast Sector Project – Phase 2A, Series 2019 Bonds.

EIGHTH ORDER OF BUSINESS

Consideration of Amended and Restated Disclosure of Public Financing – Northeast Sector Project – Phase 2A, Series 2019 Bonds

Mr. Johnson presented the Amended and Restated Disclosure of Public Financing – Northeast Sector Project – Phase 2A, Series 2019 Bonds.

On MOTION by Mr. Schier, seconded by Mr. Almand, with all in favor, the Board of Supervisors of the Lakewood Ranch Stewardship District approved the Amended and Restated Disclosure of Public Financing – Northeast Sector Project – Phase 2A, Series 2019 Bonds.

NINTH ORDER OF BUSINESS

Consideration of Agreements between the District and Individual Landowners

- Paul and Tara Carrington (Amended and Restated Improvement Construction Agreement)
- Paul and Tara Carrington (Exchange of Real Property)
- Tracy Fox (Improvement Construction Agreement)
- Travel Imaginations, LLC (Improvement Construction Agreement)
- Travel Imaginations, LLC (Agreement for Purchase and Sale)
- Rick and Wilma Chang (Amended and Restated Improvement Construction Agreement)
- Dennis and Janice Hyma (Amended and Restated Improvement Construction Agreement)
- Chabad Lubavitch (Amended and Restated Improvement Construction Agreement)
- Bella Terra Holdings, LLC (Amended and Restated Improvement Construction Agreement)

Mr. Johnson provided information relative to the agreements. Mr. Simons confirmed that the agreements were all within the construction budget.

On MOTION by Mr. Hunzeker, seconded by Mr. Almand, with all in favor, the Board of Supervisors of the Lakewood Ranch Stewardship District approved the Agreements between the District and Individual Landowners.

TENTH ORDER OF BUSINESS

Consideration of Bid Award for Academic Avenue and Lighterwood Trail Roadway Improvements

A. Award Recommendation Letter and Bid Tabulation

B. Resolution 2020-13, Award of Contract

Mr. Engel presented the recommendation to award the contract for Academic Avenue and Lighterwood Trail Roadway Improvements to Frederick Derr & Company, Inc. for the total bid amount of \$2,780,893.90. Mr. Simons noted for the record that the bid is within budget.

On MOTION by Mr. Almand, seconded by Mr. Hunzeker, with all in favor, the Board of Supervisors of the Lakewood Ranch Stewardship District approved Resolution 2020-13, Award of Contract to Frederick Derr & Company, Inc.

ELEVENTH ORDER OF BUSINESS

Financial Matters

Draw Requests & Requisitions

Mr. Almand presented for the Board's Consideration:

**Requisition List for Draw No. 47
The Villages of Lakewood Ranch South -
Series 2016 A Bond**

On MOTION by Mr. Hunzeker, seconded by Mr. Schier, with all in favor, the Board of Supervisors of the Lakewood Ranch Stewardship District approved Draw No. 47 for The Villages of Lakewood Ranch South – Series 2016 A Bonds.

**Requisition List No. 54
The Villages of Lakewood Ranch South
– Pre-Funding**

On MOTION by Mr. Schier, seconded by Mr. Hunzeker, with all in favor, the Board of Supervisors of the Lakewood Ranch Stewardship District accepted the Pre-Funding and approved payment of Requisition List No. 54 for The Villages of Lakewood Ranch South.

**Requisition List for Draw No. 5
Lakewood Centre North
Pre-Funding**

On MOTION by Mr. Schier, seconded by Mr. Hunzeker, with all in favor, the Board of Supervisors of the Lakewood Ranch Stewardship District approved Draw No. 5, Lakewood Centre North – Pre-Funding.

**Requisition List No. 13
Northeast Sector Phase 1B
Series 2018 Bond**

On MOTION by Mr. Schier, seconded by Mr. Hunzeker, with all in favor, the Board of Supervisors of the Lakewood Ranch Stewardship District approved Requisition List No. 13 for Northeast Sector Phase 1B.

**Requisition List No. 29
Lakewood Centre South
Pre-Funding**

On MOTION by Mr. Schier, seconded by Mr. Hunzeker, with all in favor, the Board of Supervisors of the Lakewood Ranch Stewardship District approved Requisition List No. 29 for Lakewood Centre South.

**Requisition List for Draw No. 28
Del Webb - Series 2017 A Bond**

On MOTION by Mr. Schier, seconded by Mr. Hunzeker, with all in favor, the Board of Supervisors of the Lakewood Ranch Stewardship District approved Draw No. 28, Del Webb – Series 2017 A Bond.

**Requisition List for Draw No. 12
Lakewood Centre & NW Sector
Series 2018 Bond**

On MOTION by Mr. Schier, seconded by Mr. Hunzeker, with all in favor, the Board of Supervisors of the Lakewood Ranch Stewardship District approved Draw No. 12 for Lakewood Centre & NW Sector.

TWELFTH ORDER OF BUSINESS

Compilation Report

No Comments

THIRTEENTH ORDER OF BUSINESS

Staff Reports

Manager's Report – No report.

Attorney's Report –

Funding Agreement between the District and SMR2040, LLC (*provided under separate cover*)

Mr. Johnson provided details on the agreement.

On MOTION by Mr. Hunzeker, seconded by Mr. Schier, with all in favor, the Board of Supervisors of the Lakewood Ranch Stewardship District approved the Funding Agreement between the District and SMR2040, LLC.

MBS Capital Markets, LLC Supplement to Investment Banking Agreement, Refunding Bonds, Series 2020 (Lakewood Centre/NW Sector)
(provided under separate cover)

Mr. Johnson presented the MBS Supplement.
Mr. Sealy provided details.

On MOTION by Mr. Schier, seconded by Mr. Almand, with all in favor, the Board of Supervisors of the Lakewood Ranch Stewardship District approved the MBS Capital Markets, LLC Supplement to Investment Banking Agreement, Refunding Bonds, Series 2020 (Lakewood Centre/NW Sector)

Engineer's Report –

Mr. Engel presented for the Board's approval:

Specific Authorization No. 83
Stantec
Services Associated with Lakewood Ranch Stewardship District
Traffic Signal Design – Lorraine Road at Rangeland Parkway

On MOTION by Mr. Almand, seconded by Mr. Hunzeker, with all in favor, the Board of Supervisors of the Lakewood Ranch Stewardship District approved Specific Authorization No. 83, Stantec.

Specific Authorization No. 84
Stantec
Services Associated with Lakewood Ranch Stewardship District
Traffic Signal Design – Lorraine Road at 44th Avenue East

On MOTION by Mr. Almand, seconded by Mr. Hunzeker, with all in favor, the Board of Supervisors of the Lakewood Ranch Stewardship District approved Specific Authorization No. 84, Stantec.

Change Order No. 77 Under Specific Authorization No. 75
Stantec
Services Associated with Lakewood Ranch Stewardship District
Northeast Sector Master Drainage Study

On MOTION by Mr. Hunzeker, seconded by Mr. Schier, with all in favor, the Board of Supervisors of the Lakewood Ranch Stewardship District approved Change Order No. 77 Under Specific Authorization No. 75, Stantec.

Change Order No. 1
SMR Farms, LLC
Rangeland Pkwy (Lorraine Rd to Uihlein Rd)
Add 9 Bald Cypress at Request of LWRSD

On MOTION by Mr. Chiofalo, seconded by Mr. Schier, with all in favor, the Board of Supervisors of the Lakewood Ranch Stewardship District approved Change Order No. 1, SMR Farms, LLC.

Change Order No. 1
Irrigation Design Associates, Inc.
Rangeland Pkwy (Lorraine-Uihlein)
Irrigation Construction

Change in Agreement Scope: Deduct 254 Hunter Pros-06 6" Sprays, Add 254 Hunter Pros-12 12" Sprays

On MOTION by Mr. Almand, seconded by Mr. Hunzeker, with all in favor, the Board of Supervisors of the Lakewood Ranch Stewardship District approved Change Order No. 1, Irrigation Design Associates, Inc.

**Change Order No. 2
Irrigation Design Associates, Inc.
Rangeland Pkwy (Lorraine-Uihlein)
Irrigation Construction
Change in Agreement Scope: Deduct Maxijet stakes/poly pipe; Add Hunter Pros-12 12" Popups**

On MOTION by Mr. Almand, seconded by Mr. Schier, with all in favor, the Board of Supervisors of the Lakewood Ranch Stewardship District approved Change Order No. 2, Irrigation Design Associates, Inc.

**Change Order No. 1
Irrigation Design Associates, Inc.
44th Ave. E (Lorraine-Bourneside)
Irrigation Construction
Add 2" Sleeve through area of Median to be Concrete**

On MOTION by Mr. Almand, seconded by Mr. Hunzeker, with all in favor, the Board of Supervisors of the Lakewood Ranch Stewardship District approved Change Order No. 1, Irrigation Design Associates, Inc.

**Change Order No. 1
The Rogers Group
Waterside Signage at Lorraine Rd and University Pkwy
Additional demo required. Specialty tile over original tile allowance**

On MOTION by Mr. Almand, seconded by Mr. Hunzeker, with all in favor, the Board of Supervisors of the Lakewood Ranch Stewardship District approved Change Order No. 1, The Rogers Group.

**Change Order No. 1
Woodruff & Sons, Inc.
Waterside Place Boulevard and Waterside Place Park Earthwork
November extras/overages - Conduit, Asphaltic concrete, Cement treated Stabilized subgrade, and F Curb**

On MOTION by Mr. Almand, seconded by Mr. Hunzeker, with all in favor, the Board of Supervisors of the Lakewood Ranch Stewardship District approved Change Order No. 1, Woodruff & Sons, Inc.

**Change Order/Proposal
MSB Services, LLC
Bourneside North Phase I - From SR70 North
Mobilization, Conduits, Pull & Splice Box, Lighting Conductors, Load Center, Pole Cable Distribution System, Light Pole Complete**

On MOTION by Mr. Almand, seconded by Mr. Hunzeker, with all in favor, the Board of Supervisors of the Lakewood Ranch Stewardship District approved Change Order/Proposal, MSB Services, LLC

2019 Prequalified Landscape and Irrigation Maintenance Contractors

Mr. Kennedy presented the summary of prequalified contractors.

On MOTION by Mr. Almand, seconded by Mr. Hunzeker, with all in favor, the Board of Supervisors of the Lakewood Ranch Stewardship District approved the 2019 Prequalified landscape and Irrigation Maintenance Contractors.

Mr. Kennedy noted that letters would be sent out to the prequalified contractors and provided information on projects coming up for bids.

Mr. Engel presented for the Board's Approval:

Change Order No. 1
SMR Farms, LLC
Bourneside N. Phase 2 (Lakewood National to SR-64)
Added 200 Juniper Parsonii and 66 Ixora Dwarf *(presented under separate cover)*

On MOTION by Mr. Almand, seconded by Mr. Schier, with all in favor, the Board of Supervisors of the Lakewood Ranch Stewardship District approved Change Order No. 1, SMR Farms, LLC.

Change Order No. 2
SMR Farms, LLC
Rangeland PKWY (Lorraine Rd to Uihlein Rd)
Add 1,000 Perennial Peanut *(presented under separate cover)*

On MOTION by Mr. Almand, seconded by Mr. Hunzeker, with all in favor, the Board of Supervisors of the Lakewood Ranch Stewardship District approved Change Order No. 2, SMR Farms, LLC.

FOURTEENTH ORDER OF BUSINESS

Supervisor Requests

There were no Supervisor requests.

FIFTEENTH ORDER OF BUSINESS

Audience Comments

There were no audience comments.

SIXTEENTH ORDER OF BUSINESS

Adjournment

Mr. Chiofalo asked for a motion to adjourn the meeting.

On MOTION by Mr. Almand, seconded by Mr. Hunzeker, with all in favor, the Board of Supervisors of the Lakewood Ranch Stewardship District moved to adjourn the December 6, 2019 meeting.


Secretary/Assistant Secretary


Chairperson/Vice-Chairperson