

**MINUTES OF MEETING
OSCEOLA VILLAGE CENTER
COMMUNITY DEVELOPMENT DISTRICT**

The Board of Supervisors of the Osceola Village Center Community Development District held a Regular Meeting on December 14, 2022, at 11:00 a.m., at the Hampton Inn & Suites by Hilton, 4971 Calypso Cay Way, Kissimmee, Florida 34746.

Present were:

Eric Marks	Chair
Denver Marlow	Assistant Secretary
Richard Browning	Assistant Secretary

Also present were:

Kristen Suit	District Manager
Michal Szymonowicz (via telephone)	Wrathell, Hunt and Associates, LLC (WHA)
Tucker Mackie (via telephone)	District Counsel
Steve Saha (via telephone)	District Engineer
Melissa Henry	Stanley Martin
John Ogden	Stanley Martin

FIRST ORDER OF BUSINESS

Call to Order/Roll Call

Ms. Suit called the meeting to order at 11:00 a.m. Supervisors Marks, Browning and Marlow were present. Supervisors Jerman and Molina were not present.

SECOND ORDER OF BUSINESS

Public Comments

There were no public comments.

THIRD ORDER OF BUSINESS

**Acceptance of Resignation of Supervisor,
Richard Jerman [SEAT 1]; Term Expires
November 2025**

Ms. Suit presented Mr. Richard Jerman's resignation.

<p>On MOTION by Mr. Browning and seconded by Mr. Marks, with all in favor, the resignation of Mr. Richard Jerman from Seat 1, was accepted.</p>
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**Consider Appointment to Fill Unexpired
Term of Seat 1**

Mr. Browning nominated Melissa Henry to fill Seat 1. No other nominations were made.

On MOTION by Mr. Browning and seconded by Mr. Marks, with all in favor, the appointment of Ms. Melissa Henry to fill Seat 1, was approved.

- **Administration of Oath of Office to Newly Appointed Supervisor (*the following to be provided in separate package*)**

Ms. Suit, a Notary of the State of Florida and duly authorized, administered the Oath of Office to Ms. Henry.

- A. **Guide to Sunshine Amendment and Code of Ethics for Public Officers and Employees**
- B. **Membership, Obligations and Responsibilities**
- C. **Financial Disclosure Forms**
 - I. **Form 1: Statement of Financial Interests**
 - II. **Form 1X: Amendment to Form 1, Statement of Financial Interests**
 - III. **Form 1F: Final Statement of Financial Interests**
- D. **Form 8B: Memorandum of Voting Conflict**

Items 4A through 4D were discussed following the Sixth Order of Business.

FIFTH ORDER OF BUSINESS

**Acceptance of Resignation of Supervisor,
Denver Marlow [SEAT 4]; *Term Expires
November 2023***

Ms. Suit presented Mr. Denver Marlow's resignation.

On MOTION by Mr. Marks and seconded by Mr. Browning, with all in favor, the resignation of Mr. Denver Marlow from Seat 4, was accepted.

SIXTH ORDER OF BUSINESS

**Consider Appointment to Fill Unexpired
Term of Seat 4**

Mr. Browning nominated John Ogden to fill Seat 4. No other nominations were made.

On MOTION by Mr. Browning and seconded by Mr. Marks, with all in favor, the appointment of Mr. John Ogden to fill Seat 4, was approved.

• **Administration of Oath of Office to Newly Appointed Supervisor**

Ms. Suit, a Notary of the State of Florida and duly authorized, administered the Oath of Office to Mr. Ogden.

Ms. Suit and Ms. Mackie reviewed the items listed in the Fourth Order of Business, along with guidelines for interactions among Supervisors, recordkeeping, public records requests, use of CDD email addresses, completion and timely submission of forms.

SEVENTH ORDER OF BUSINESS

Acceptance of Resignation of Supervisor, Mark Molina [SEAT 5]; Term Expires November 2023

Ms. Suit presented Mr. Mark Molina’s resignation.

On MOTION by Mr. Browning and seconded by Mr. Marks, with all in favor, the resignation of Mr. Mark Molina from Seat 5, was accepted.

EIGHTH ORDER OF BUSINESS

Consider Appointment to Fill Unexpired Term of Seat 5

This item was deferred.

NINTH ORDER OF BUSINESS

Consideration of Resolution 2023-01, Designating Certain Officers of the District, and Providing for an Effective Date

Ms. Suit presented Resolution 2023-01. Mr. Browning nominated the following slate:

- | | |
|---------------------|------------------|
| Chair | Eric Marks |
| Vice Chair | Richard Browning |
| Secretary | Craig Wrathell |
| Assistant Secretary | John Ogden |
| Assistant Secretary | Melissa Henry |
| Assistant Secretary | Kristen Suit |

No other nominations were made. Prior appointments by the Board for Treasurer and Assistant Treasurer remain unaffected by this Resolution.

On MOTION by Mr. Marks and seconded by Ms. Henry, with all in favor, Resolution 2023-01, Designating Certain Officers of the District, as nominated, and Providing for an Effective Date, was adopted.

TENTH ORDER OF BUSINESS

Ratification of Disclosure of Public Finance

Ms. Mackie presented the Disclosure of Public Finance and Maintenance of Improvements to Real Property required by Statute upon issuance of CDD debt. The blanks will be updated with the new officer information and it will be filed and recorded after approval.

On MOTION by Mr. Marks and seconded by Mr. Odgen, with all in favor, the Disclosure of Public Finance and Maintenance of Improvements to Real Property, was ratified.

ELEVENTH ORDER OF BUSINESS

Ratification of Adoption of Post Issuance Compliance and Remedial Action Procedures (Written Policies & Procedures Related to Tax Certificate)

Ms. Mackie presented the Post Issuance Compliance and Remedial Action Procedures. These were included within a Tax Certificate when the Series 2021 Bonds were issued.

On MOTION by Mr. Marks and seconded by Mr. Browning, with all in favor, Adoption of Post Issuance Compliance and Remedial Action Procedures, was ratified.

Mr. Browning noted a scrivener’s error regarding the Toho Water Authority in the document presented during the Tenth Order of Business. The following change was made:

Pages 3 and 4: Change “Toro” to “Toho”

TWELFTH ORDER OF BUSINESS

Acceptance of Unaudited Financial Statements as of October 31, 2022

Operation & Maintenance (O&M) and debt service assessments due were discussed.

On MOTION by Mr. Marks and seconded by Mr. Browning, with all in favor, the Unaudited Financial Statements as of October 31, 2022, were accepted.

THIRTEENTH ORDER OF BUSINESS

Approval of August 10, 2022 Public Hearings and Regular Meeting Minutes

On MOTION by Mr. Marks and seconded by Mr. Browning, with all in favor, the August 10, 2022 Public Hearings and Regular Meeting Minutes, as presented, were approved.

FOURTEENTH ORDER OF BUSINESS

Staff Reports

A. District Counsel: *Kutak Rock LLP*

Ms. Mackie discussed the following:

- The CDD owns and operates, in perpetuity, improvements funded by the CDD’s Series 2021 bonds, such as stormwater ponds, conservation property and open and park spaces.
- While the CDD funded the infrastructure, a separate agreement exists whereby the HOA maintains that infrastructure on the CDD’s behalf, at no cost to the CDD, as opposed to having two separate maintenance budgets for two separate entities. The benefit is that economies of scale and cost savings are realized as the CDD’s maintained infrastructure is mostly minimal.
- In discussions with the Developer, there was agreement pertaining to certain properties outside the CDD’s boundaries, consisting mostly of commercial and multi-family properties that benefit from the CDD’s stormwater improvement system and conservation property.
- While those properties were intentionally excluded from the CDD’s boundaries, a cost share or contribution is typically received from those exterior properties relative to the proportional benefit received from the CDD’s improvement plan.
- The intent was set forth in an Agreement between the Landowners such that they would pay their proportionate share.
- Given anticipated closings before the end of the year, the CDD and HOA need to enter into an Agreement with the exterior property owners that solidifies their obligation to contribute funds to maintain that infrastructure.

➤ The HOA is included in the Agreement because the HOA acts as a pass-through entity and maintains those assets on behalf of the CDD. If that changes, the intent is to document that the CDD, as the owner and operator of those improvements, is entitled to receive those funds.

➤ This arrangement is fairly typical and will include the exterior property owner’s right to enter and maintain the improvements, should the CDD fail to do so.

Ms. Mackie suggested authorizing preparation and execution of a Cost Share Agreement between the HOA and the exterior property owners and delegating the Chair the ability to review and approve the Agreement, with ratification at the next meeting.

On MOTION by Ms. Henry and seconded by Mr. Browning, with all in favor, authorizing District Counsel to prepare a form of Cost Share Agreement between the Homeowners Association and Exterior Property Owners for the Maintenance of Certain CDD Improvements and authorizing the Chair to review and execute the Agreement, was approved.

B. District Engineer: *Poulos & Bennett*

There was no report.

C. District Manager: *Wrathell, Hunt and Associates, LLC*

- **NEXT MEETING DATE: January 11, 2023 at 11:00 A.M.**

- **QUORUM CHECK**

The meeting scheduled for January 11, 2023 will be canceled.

Mr. Saha left the meeting at 11:29 a.m.

Discussion of the O&M and debt service assessments due resumed.

Mr. Szymonowicz stated capitalized interest was used to pay assessments through November 1, 2021. Mr. Marks asked if DR Horton paid its A-Bond assessment and pro-rata share of O&M assessments at time of closing on 44 lots purchased on June 27, 2022. Ms. Henry stated the Closing Statement indicates that no O&M was charged for 2022.

Discussion ensued regarding the need to ensure that DR Horton is billed for assessments related to the June 27, 2022 purchase of 44 lots.

Ms. Mackie stated the CDD levied an O&M assessment for the first time for Fiscal Year 2023; all O&M expenditures for Fiscal Year 2022, which ended September 30, 2022, would have been borne by the Developer. She suggested it might be most expedient to circulate an Assessment Roll to the group and delegate Ms. Henry or Mr. Marks to continue the

conversation to make sure the Assessment Roll matches the ownership information and that the Fiscal Year 2023 assessments that could not be put on the Assessment Roll are direct billed by the CDD to each builder, in accordance with what the builders owned as of October 1, 2022.

Discussion ensued regarding the need for a corrected Estoppel for a pending sale of four or five units to a buyer of single-family lots.

Ms. Mackie stated, if the uniform method of collection was not utilized, direct bills with payment dates and amounts due and owing can be sent to all Landowners; it would be necessary to follow up in this regard and to amend the Assessment Resolution adopted in August to clarify that the CDD was direct billing assessments in Fiscal Year 2023.

Regarding Estoppels needed, Mr. Marks stated the properties in question are Lots 15, 17, 21, 16 and 13; the sale includes completed homes being sold by First Key Residential. Ms. Suit noted, per a recent email, the attached \$53,000 invoice covers all lots in the CDD less the six single-family units and the 136 townhome units being billed via Estoppel.

Mr. Szymonowicz stated he will review the documentation and prepare the Assessment Roll to ensure that all 304 lots are accounted for; ownership will dictate the next steps.

Ms. Henry will represent the CDD in addressing these issues.

Mr. Marks stated Estoppels for Debt Service and O&M assessments for Lots 15, 17, 21, 16 and 13 are needed today. Mr. Szymonowicz stated they will be issued by the end of the day.

FIFTEENTH ORDER OF BUSINESS

Board Members' Comments/Requests

There were no Board Members' comments or requests.

SIXTEENTH ORDER OF BUSINESS


Public Comments

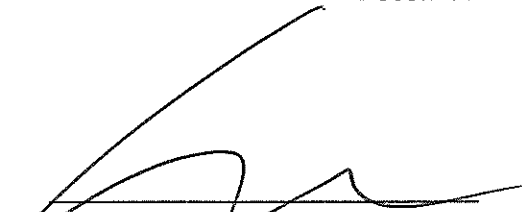
No members of the public spoke.

SEVENTEENTH ORDER OF BUSINESS

Adjournment

On MOTION by Ms. Henry and seconded by Mr. Ogden, with all in favor, the meeting adjourned at 11:47 a.m.


Secretary/Assistant Secretary


Chair/Vice Chair