

**MINUTES OF MEETING  
THE DISTRICT  
COMMUNITY DEVELOPMENT DISTRICT**

The Board of Supervisors of The District Community Development District held a Special Meeting on November 14, 2023 at 1:00 p.m., at 602 Shetter Avenue, Jacksonville Beach, Florida 32250.

**Present at the meeting were:**

Art Lancaster	Chair
John Dodson	Vice Chair
Jay Dodson	Assistant Secretary

**Also present were:**

Craig Wrathell	District Manager
Sarah Sandy	District Counsel
Bill Schilling (via telephone)	District Engineer
Mike Mullis	Kimley-Horn and Associates, Inc.
Josh Cockriel	Kimley-Horn and Associates, Inc.
Bob Gang (via telephone)	Bond Counsel

**FIRST ORDER OF BUSINESS**

**Call to Order/Roll Call**

Mr. Wrathell called the meeting to order at 1:00 p.m.

Supervisors Lancaster, John Dodson and Jay Dodson were present. Supervisor Patton was not present. One seat remains vacant.

**SECOND ORDER OF BUSINESS**

**Public Comments: Agenda Item (limited to 3 minutes per individual)**

There were no public comments.

**THIRD ORDER OF BUSINESS**

**Consideration of Resolution 2024-01, Ratifying, Confirming, and Approving Electing to Dispense with Further Competitive Solicitation for Construction**

**of the Phase 3B Project; Ratifying, Confirming, and Approving the Actions of the Chairman and All District Staff to Engage in Direct Negotiations with One or More Vendors; and Providing for Severability and an Effective Date**

Mr. Wrathell presented Resolution 2024-01 and read the title.

**On MOTION by Mr. Lancaster and seconded by Mr. John Dodson, with all in favor, Resolution 2024-01, Ratifying, Confirming, and Approving Electing to Dispense with Further Competitive Solicitation for Construction of the Phase 3B Project; Ratifying, Confirming, and Approving the Actions of the Chairman and All District Staff to Engage in Direct Negotiations with One or More Vendors; and Providing for Severability and an Effective Date, was adopted.**

**FOURTH ORDER OF BUSINESS**

**Update: Contract/Agreement Phase 3B - CRA Project (Parks, Riverwalk and Streetscape Improvements)**

- **Consideration of Proposal from UCC Group, Inc.**

Mr. Mullis stated that negotiations with UCC regarding its bids is underway. Progress has been made getting the pricing more in line with the budgets but further negotiations are necessary. He read the following passage from the Memorandum to the CDD Chairman and Board of Supervisors, dated November 14, 2023 from the District Engineer:

“District Staff is requesting that the District Board of Supervisors authorize the Chairman to sign a construction contract, valued at up to \$18 million (including allowances) on behalf of the CDD with UCC or another qualified contractor for the Phase 3B CRA Project. The form of the contract will be in substantial conformance with the Standard Form of Agreement, Standard General Conditions and supplementary conditions contained in the Phase 3B CRA Project requests for proposals (RFP), dated August 22, 2023. The subject standard form of agreement, standard general conditions and supplementary conditions are attached to this memorandum.”

Mr. Mullis stated that the original bid was \$18 million for the Phase 3B CRA Project and \$5.5 million for the Phase 3B CDD Project. Staff will not go above those amounts and would like

the Board to authorize them to continue negotiating with the contractor without having to call for a special meeting for approval.

**On MOTION by Mr. Lancaster and seconded by Mr. Jay Dodson, with all in favor, authorizing Staff to continue negotiations with UCC or another qualified contractor for the Phase 3B - CRA Project related to the parks, riverwalk and streetscape, approving the contract in substantial form, and authorizing the Chair or Vice Chair to execute the same, in a not to exceed amount of \$18 million, was approved.**

**FIFTH ORDER OF BUSINESS**

**Update: Contract/Agreement for Phase 3B - CDD Project (Streetscape Improvements)**

- **Consideration of Proposal from UCC Group, Inc.**

Mr. Mullis presented the Memorandum to District CDD Chairman and Board of Supervisors dated November 14, 2023 regarding contract negotiations for the Phase 3B CDD Project asking the Board to allow the Chairman to execute a construction contract, in a not to exceed amount of \$5.5 million.

**On MOTION by Mr. John Dodson and seconded by Mr. Jay Dodson, with all in favor, authorizing Staff to continue negotiations with UCC or another qualified contractor for the Phase 3B - CDD Project related to streetscape improvements, approving the contract in substantial form, and authorizing the Chair or Vice Chair to execute the same, in a not to exceed amount of \$5.5 million, was approved.**

**SIXTH ORDER OF BUSINESS**

**Consideration of Change Order No. 7 with JB Coxwell Construction, Inc. Related to the Boardwalk Construction**

Mr. Cockriel presented Change Order No. 7 with JB Coxwell Construction, Inc. Related to the Boardwalk Construction. This is to increase the contract value by \$2,229,483.31, which is allocated in the construction budget for the Phase 3 CRA Project, and adds an additional 60 days to the contract times.

**On MOTION by Mr. Jay Dodson and seconded by Mr. John Dodson, with all in favor, Change Order No. 7 with JB Coxwell Construction, Inc. Related to the Boardwalk Construction, was approved.**

**SEVENTH ORDER OF BUSINESS****Presentation of Amended and Restated District Engineer's Report**

Mr. Schilling presented the Amended and Restated District Engineer's Report dated November 14, 2023. Staff updated the Capital Improvement Plan (CIP) and the budget within the CIP to recognize the latest costs from the proposals from UCC and other vendors. This report was used as the basis for preparing the Supplemental Special Assessment Methodology Report. The CDD and CRA projects, as presented in the Engineer's Report, total \$75,795,132. The DIA will reimburse \$23 million and the total amount of the CIP, including the optional items, that is intended to be financed by the bond issuance is \$52,795,132.

**EIGHTH ORDER OF BUSINESS****Presentation of Supplemental Special Assessment Methodology Report**

Mr. Wrathell presented the Supplemental Special Assessment Methodology Report dated November 14, 2023, noting an updated version had been circulated to the Board that morning and at the meeting which made certain updates and corrections to the prior report. He reviewed the Appendix Tables on Pages 18 through 22.

**NINTH ORDER OF BUSINESS****Consideration of Resolution 2024-02, Setting Forth the Specific Terms of the District's 2023A Bonds; Making Certain Additional Findings and Confirming and/or Adopting an Amended and Restated Engineer's Report and a Supplemental Assessment Report; Confirming the Maximum Assessment Lien Securing the 2023A Bonds and Addressing DIA Funding; Addressing the Allocation and Collection of the 2023A Assessments Securing the 2023A Bonds; Addressing Prepayments;**

**Addressing True-Up Payments; Providing for the Supplementation of the Improvement Lien Book; and Providing for Conflicts, Severability and an Effective Date**

Ms. Sandy presented Resolution 2024-02, and stated, as a result of the updates to the Assessment Report, the initial draw amount in Sections 4.a. and 5.b., Composite Exhibit C to the resolution had also been updated and circulated to the Board that morning and at the meeting. She noted that the Resolution 2024-02 and Assessment Report that will be attached to Resolution 2024-02 are the updated ones that were circulated at today's meeting.

**On MOTION by Mr. Lancaster and seconded by Mr. John Dodson, with all in favor, Resolution 2024-02, as amended, Setting Forth the Specific Terms of the District's 2023A Bonds; Making Certain Additional Findings and Confirming and/or Adopting an Amended and Restated Engineer's Report and a Supplemental Assessment Report; Confirming the Maximum Assessment Lien Securing the 2023A Bonds and Addressing DIA Funding; Addressing the Allocation and Collection of the 2023A Assessments Securing the 2023A Bonds; Addressing Prepayments; Addressing True-Up Payments; Providing for the Supplementation of the Improvement Lien Book; and Providing for Conflicts, Severability and an Effective Date, was adopted.**

**TENTH ORDER OF BUSINESS**

**Consideration of Issuer's Counsel Documents**

Ms. Sandy presented each of the following:

- A. Declaration of Consent**
- B. Collateral Assignment - 2023A-1 Bonds**
- C. Collateral Assignment - 2023A-2 Bonds**
- D. Notice of Special Assessments**
- E. Fourth Restated Acquisition Agreement**
- F. Third Restated Completion Agreement**
- G. True Up Agreement - 2023A-1 Bonds**
- H. True Up Agreement - 2023A-2 Bonds**

**On MOTION by Mr. Jay Dodson and seconded by Mr. John Dodson, with all in favor, the Issuer’s Counsel Documents, as listed in Items A through H, all in substantial form and subject to finalization by District Counsel, were approved.**

**ELEVENTH ORDER OF BUSINESS**

**Ratification of Amended and Restated  
Redevelopment Agreement and  
Disbursement Agreement**

Ms. Sandy stated the Amended and Restated Redevelopment Agreement and Disbursement Agreement must be executed by all parties and will be presented to the Board for ratification at a future meeting.

**TWELFTH ORDER OF BUSINESS**

**Acceptance of Unaudited Financial  
Statements as of September 30, 2023**

**On MOTION by Mr. Lancaster and seconded by Mr. John Dodson, with all in favor, the Unaudited Financial Statements as of September 30, 2023, were accepted.**

**THIRTEENTH ORDER OF BUSINESS**

**Approval of October 16, 2023 Regular  
Meeting Minutes**

**On MOTION by Mr. Lancaster and seconded by Mr. John Dodson, with all in favor, the October 16, 2023 Regular Meeting Minutes, as presented, were approved.**

**FOURTEENTH ORDER OF BUSINESS**

**Staff Reports**

**A. District Counsel: Kutak Rock LLP**

Ms. Sandy stated that the bond closing is scheduled for November 29, 2023.

**B. District Engineer: Kimley-Horn and Associates, Inc.**

There was nothing further to report.

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

- NEXT MEETING DATE: December 18, 2023 at 1:30 PM
  - QUORUM CHECK

FIFTEENTH ORDER OF BUSINESS

Board Members' Comments/Requests

There were no Board Members' comments or requests.

SIXTEENTH ORDER OF BUSINESS

Public Comments: Non-Agenda Items  
(limited to 3 minutes per individual)

There were no public comments.

SEVENTEENTH ORDER OF BUSINESS

Adjournment

**On MOTION by Mr. Jay Dodson and seconded by Mr. John Dodson, with all in favor, the meeting adjourned at 1:24 p.m.**

[SIGNATURES APPEAR ON THE FOLLOWING PAGE]



Secretary/Assistant Secretary

*Rose J. Brown*

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Chair/Vice Chair