

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

The Board of Supervisors of The District Community Development District held a Regular Meeting on December 20, 2021, at 1:30 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
Cindy Cerbone	Wrathell, Hunt and Associates, LLC (WHA)
Sarah Sandy	District Counsel
Bill Schilling (via telephone)	District Engineer
Josh Cockriel	Kimley-Horn & Associates
Bob Gang (via telephone)	Bond Counsel

FIRST ORDER OF BUSINESS

Call to Order/Roll Call

Mr. Wrathell called the meeting to order at 1:33 p.m. Supervisors Lancaster, John Dodson and Jay Dodson were present in person. Two seats were vacant.

SECOND ORDER OF BUSINESS

Public Comments (*limited to 3 minutes per individual*)

There were no public comments.

THIRD ORDER OF BUSINESS

Consideration of Wrathell, Hunt & Associates, LLC, Agreement for Management Services

Mr. Wrathell discussed and presented a Transition Timeline; DPGF would continue paying invoices and processing bond requisitions and reimbursement requests until January 31,

2022. Beginning today, WHA Staff would begin working on the potential next bond issuance. He stated that DPFG has been very cooperative during with the transition.

Mr. Lancaster left the meeting at 1:37 p.m.

Mr. Wrathell presented the Wrathell, Hunt & Associates, LLC, Agreement for Management Services and Fee Schedule.

Mr. Lancaster rejoined the meeting at 1:38 p.m.

▪ **Ratification of Termination of DPFG Contract**

This item was an addition to the agenda.

On MOTION by Mr. John Dodson and seconded by Mr. Jay Dodson, with all in favor, termination of the DPFG Contract, was ratified.

On MOTION by Mr. Lancaster and seconded by Mr. John Dodson, with all in favor, the Wrathell, Hunt & Associates, LLC, Agreement for Management Services, was approved.

FOURTH ORDER OF BUSINESS

Consideration of Resolution 2022-03, Appointing and Removing Officers of The District and Providing for an Effective Date

Mr. Wrathell presented Resolution 2022-03. This Resolution outlines the status of the slate of officers during the period of transition from DPFG to WHA and DPFG, including new appointments, when certain appointments would end and when others would go into effect.

On MOTION by Mr. Lancaster and seconded by Mr. Jay Dodson, with all in favor, Resolution 2022-03, Appointing and Removing Officers of The District and Providing for an Effective Date, was adopted.

FIFTH ORDER OF BUSINESS

Consideration of Resolution 2022-04, Authorizing and Approving the Change of Designated Registered Agent and the Registered Office of The District Community Development District

Mr. Wrathell presented Resolution 2022-04.

On MOTION by Mr. John Dodson and seconded by Mr. Lancaster, with all in favor, Resolution 2022-04, Authorizing and Approving the Change of Designated Registered Agent to Sarah R. Sandy of Kutak Rock, LLP, and the Registered Office of The District Community Development District to the office of Kutak Rock, LLP, 113 South Monroe Street, 1st Floor, Tallahassee, Florida 32301-1529, until January 31, 2022, and the office of Kutak Rock, LLP, 107 W. College Avenue, Tallahassee, Florida 32301, commencing February 1, 2022, was adopted.

SIXTH ORDER OF BUSINESS

Consideration of Resolution 2022-05, Designating the Dissemination Agent of the District and Providing an Effective Date

Mr. Wrathell presented Resolution 2022-05. WHA would become Dissemination Agent effective February 1, 2022.

On MOTION by Mr. John Dodson and seconded by Mr. Lancaster, with all in favor, Resolution 2022-05, Designating Wrathell, Hunt and Associates, LLC as the Dissemination Agent of the District and Providing an Effective Date, was adopted.

SEVENTH ORDER OF BUSINESS

Consideration of Strange Zone, Inc., Quotation #M21-1023 for Website Creation & Development, Website Maintenance, Website Hosting & Email, Domain Registration, SSL Certificates [Effective 2/1/2022]

Mr. Wrathell presented Strange Zone, Inc., Quotation #M21-1023 for Website Creation & Development, Website Maintenance, Website Hosting & Email, Domain Registration, SSL Certificates, to be effective February 1, 2022.

On MOTION by Mr. Lancaster and seconded by Mr. Jay Dodson, with all in favor, Strange Zone, Inc., Quotation #M21-1023 for Website Creation & Development, Website Maintenance, Website Hosting & Email, Domain Registration and SSL Certificates, in the amount of \$1,679.99, was approved.

EIGHTH ORDER OF BUSINESS

Consideration of Resolution 2022-06, Redesignating the Primary Administrative Office and Principal Headquarters of the District; Redesignating the Location of the Local District Records Office; and Providing an Effective Date

Mr. Wrathell presented Resolution 2022-06.

On MOTION by Mr. Lancaster and seconded by Mr. Jay Dodson, with all in favor, Resolution 2022-06, Redesignating the Primary Administrative Office and Principal Headquarters of the District; Redesignating the Location of the Local District Records Office; and Providing an Effective Date, was adopted.

NINTH ORDER OF BUSINESS

Consideration of Resolution 2022-07, Adopting Amended Prompt Payment Policies and Procedures Pursuant to Chapter 218, Florida Statutes; Providing a Severability Clause; and Providing an Effective Date

Mr. Wrathell presented Resolution 2022-07.

On MOTION by Mr. Lancaster and seconded by Mr. Jay Dodson, with all in favor, Resolution 2022-07, Adopting Amended Prompt Payment Policies and Procedures Pursuant to Chapter 218, Florida Statutes; Providing a Severability Clause; and Providing an Effective Date, was adopted.

TENTH ORDER OF BUSINESS

Consideration of Second Amendment to Brownfield Site Rehabilitation Agreement and Clean Closure Plan

Mr. Wrathell presented the Second Amendment to the Brownfield Site Rehabilitation Agreement (BSRA) and Clean Closure Plan, which would add the CDD as a party to the Agreement.

Ms. Sandy stated that, as an owner of some of the property that has a Brownfield on it, the CDD would be required to meet some of the requirements of the BSRA and the CDD must allow BSRA access to the site.

On MOTION by Mr. Lancaster and seconded by Mr. Jay Dodson, with all in favor, the Second Amendment to Brownfield Site Rehabilitation Agreement and Clean Closure Plan, was approved.

ELEVENTH ORDER OF BUSINESS

Consideration of CDD Site Access Agreement

Ms. Sandy presented the CDD Site Access Agreement.

On MOTION by Mr. Jay Dodson and seconded by Mr. John Dodson, with all in favor, the CDD Site Access Agreement, was approved.

TWELFTH ORDER OF BUSINESS

Presentation of Supplemental District Engineer's Report

Mr. Schilling presented the Supplemental District Engineer's Report, dated December 20, 2021, and noted the following:

- The Report outlines revisions to the Capital Improvement Plan (CIP) that are proposed to be funded by the Series 2022 Bond Resolution.
- Approval should be in substantial form, as minor changes might be necessary.
- Some scope expansions and revisions were noted. Preston Hollow sought approval from the City Downtown Development Review Board (DDRB) to shift the location of Health Walk and for approval of the location of the Prudential Drive extension, which is a cul-de-sac.
- Changes approved by the City and the DDRB were included in the CIP.
- The prior Engineer's Report included three optional items, one of which was the Prudential Drive cul-de-sac, which has now been made a permanent, not an optional item. The other optional items were eliminated.
- The total CIP opinion of cost is approximately \$58.9 million, with no optional items.

On MOTION by Mr. Jay Dodson and seconded by Mr. John Dodson, with all in favor, the Supplemental District Engineer's Report, in substantial form, was approved.

THIRTEENTH ORDER OF BUSINESS

Consideration of Resolution 2022-08, Authorizing the Issuance of Not to Exceed \$8,875,000 Aggregate Principal Amount of its District Community Development District (City of Jacksonville, Florida) Grant Revenue and Special Assessment Bonds, Series 2022 (the "Series 2022 Bonds"); Determining the Need for a Negotiated Private Placement Sale of The Series 2022 Bonds and Providing for an Award of Such Bonds to Preston Hollow Capital, LLC (the "Purchaser"); Appointing the Placement Agent for the Private Placement of the Bonds; Approving the Form of and Authorizing the Execution and Delivery of a Bond Placement Agreement With Respect to the Series 2022 Bonds; Approving the Form of and Authorizing the Execution and Delivery of a Second Supplemental Trust Indenture and an Agreement to Advance; Approving the Form of and Authorizing the Execution and Delivery of a Continuing Disclosure Agreement and Appointing a Dissemination Agent; Providing for the Application of Series 2022 Bond Proceeds; Authorizing the Proper Officials to Do All Things Deemed Necessary in Connection With the Issuance, Sale and Delivery of the Series 2022 Bonds; Making Certain Declarations; and Providing for Severability, Conflicts and an Effective Date and for Other Purposes

Mr. Gang presented Resolution 2022-08. This Resolution follows up on financing done in December 2020, which was validated in 2019 in the amount of approximately \$44,500,000. In December 2020, the CDD issued all but \$8,875,000 of that amount in a structure that allowed for drawdown of proceeds over time. Two drawdowns were done; one at the closing in December 2020 and the rest in June 2021. There is now a validated but unused capacity of \$8,875,000. This Resolution accomplishes the following:

- Authorizes the issuance of another series of drawdown bonds similarly secured.
- Approves a form of Second Supplemental Trust Indenture.
- Approves a form of Bond Placement Agreement between FMSbonds and the CDD.

- Approves a form of Agreement to Advance, which facilitates the drawdown.
- Approves a form of Continuing Disclosure Agreement.

Mr. Gang stated the documents are in substantially final form but would require further review. He stated the Estimated Cost Summary of \$58,900,396 should match the Engineer’s Report and, as noted in Section 4, these bonds will be subject to Private Placement Sale.

On MOTION by Mr. Lancaster and seconded by Mr. Jay Dodson, with all in favor, Resolution 2022-08, Authorizing the Issuance of Not to Exceed \$8,875,000 Aggregate Principal Amount of its District Community Development District (City of Jacksonville, Florida) Grant Revenue and Special Assessment Bonds, Series 2022 (the “Series 2022 Bonds”); Determining the Need for a Negotiated Private Placement Sale of The Series 2022 Bonds and Providing for an Award of Such Bonds to Preston Hollow Capital, LLC (the “Purchaser”); Appointing the Placement Agent for the Private Placement of the Bonds; Approving the Form of and Authorizing the Execution and Delivery of a Bond Placement Agreement With Respect to the Series 2022 Bonds; Approving the Form of and Authorizing the Execution and Delivery of a Second Supplemental Trust Indenture and an Agreement to Advance; Approving the Form of and Authorizing the Execution and Delivery of a Continuing Disclosure Agreement and Appointing a Dissemination Agent; Providing for the Application of Series 2022 Bond Proceeds; Authorizing the Proper Officials to Do All Things Deemed Necessary in Connection With the Issuance, Sale and Delivery of the Series 2022 Bonds; Making Certain Declarations; and Providing for Severability, Conflicts and an Effective Date and for Other Purposes, was adopted .

FOURTEENTH ORDER OF BUSINESS

Consideration of Resolution 2022-09, Authorizing Boundary Adjustment to ROWs

This item was deferred.

FIFTEENTH ORDER OF BUSINESS

Consideration of Resolution 2022-10, Authorizing Land Acquisition of Prudential Drive Extension

This item was deferred.

SIXTEENTH ORDER OF BUSINESS

Consent Agenda

Mr. Wrathell presented the following:

- A. Ratification of Construction Contract with J.B. Coxwell Contracting, Inc., for Phase 3 CDD Project Construction
- B. Ratification of Construction Contract with J.B. Coxwell Contracting, Inc., for Phase 3 CRA Project Construction
- C. Ratification of Kimley-Horn and Associates, Inc., Amendment Three to Task Order No. CRA 3
- D. Ratification of Kimley-Horn and Associates, Inc., Amendment Three to Task Order No. CDD 5

On MOTION by Mr. Jay Dodson and seconded by Mr. John Dodson, with all in favor, the Consent Agenda Items, as presented, were approved and/or ratified.

SEVENTEENTH ORDER OF BUSINESS

Acceptance of Unaudited Financial Statements as of October 31, 2021

Mr. Wrathell presented the Unaudited Financial Statements as of October 31, 2021. He stated that DPFG would continue producing the Financials through the end of January.

On MOTION by Mr. Lancaster and seconded by Mr. Jay Dodson, with all in favor, the Unaudited Financial Statements as of October 31, 2021, were accepted.

EIGHTEENTH ORDER OF BUSINESS

Approval of October 18, 2021 Regular Meeting Minutes

Mr. Wrathell presented the October 18, 2021 Regular Meeting Minutes.

On MOTION by Mr. Lancaster and seconded by Mr. Jay Dodson, with all in favor, the October 18, 2021 Regular Meeting Minutes, as presented, were approved.

NINETEENTH ORDER OF BUSINESS

Staff Reports

- A. District Counsel: *Kutak Rock LLP*

There was no report.

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

Mr. Schilling reported the following:

- Phase I: The School Board parking lot was officially completed and turned over to the School Board; the parking lot was now in use.
- Phase II: The bulkhead contractor has been making good progress and appears to be on schedule.
- Phase III: Construction of the remaining CIP items in the project began this month.

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

I. Transition Summary Timeline

II. NEXT MEETING DATE: January 17, 2022 at 1:30 P.M.

○ **QUORUM CHECK**

The next meeting would be held on January 17, 2022.

TWENTIETH ORDER OF BUSINESS

Board Members' Comments/Requests

There were no Board Members' comments or requests.

TWENTY-FIRST ORDER OF BUSINESS

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

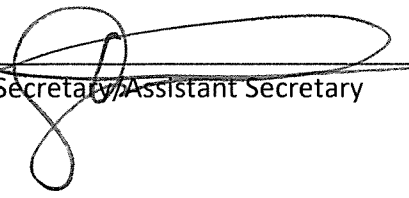
There were no public comments.

TWENTY-SECOND ORDER OF BUSINESS

Adjournment

On MOTION by Mr. Lancaster and seconded by Mr. Jay Dodson, with all in favor, the meeting adjourned at 1:57 p.m.

[SIGNATURES APPEAR ON THE FOLLOWING PAGE]



Secretary/Assistant Secretary



Chair/Vice Chair