

THE DISTRICT

**COMMUNITY DEVELOPMENT
DISTRICT**

October 16, 2023

**BOARD OF SUPERVISORS
REGULAR MEETING
AGENDA**

THE DISTRICT

COMMUNITY DEVELOPMENT DISTRICT

AGENDA LETTER

The District Community Development District
OFFICE OF THE DISTRICT MANAGER
2300 Glades Road, Suite 410W•Boca Raton, Florida 33431
Phone: (561) 571-0010•Toll-free: (877) 276-0889•Fax: (561) 571-0013

October 9, 2023

Board of Supervisors
The District Community Development District

<p><u>ATTENDEES:</u> Please identify yourself each time you speak to facilitate accurate transcription of meeting minutes.</p>

Dear Board Members:

The Board of Supervisors of The District Community Development District will hold a Regular Meeting on October 16, 2023 at 1:30 p.m., at 602 Shetter Avenue, Jacksonville Beach, Florida 32250. The agenda is as follows:

1. Call to Order/Roll Call
2. Public Comments: Agenda Items (limited to 3 minutes per individual)
3. Consideration of Proposal to RFP for Phase 3B - CRA Project (Parks, Riverwalk and Streetscape Improvements)
4. Consideration of Proposal to RFP for Phase 3B - CDD Project (Streetscape Improvements)
5. Discussion Regarding Construction Services for the Phase 3B CRA Project (Parks, Riverwalk and Streetscape Improvements) and Phase 3B CDD Project (Streetscape Improvements)
6. Ratification of The District – CRA Infrastructure Budget dated June 27, 2023
7. Consideration of Placement Agreement with VCTC Tax Credit Broker
8. Discussion/Consideration: November Meeting Date (prior to Thanksgiving)
9. Acceptance of Unaudited Financial Statements as of August 31, 2023
10. Approval of August 1, 2023 Public Hearing and Regular Meeting Minutes
11. Staff Reports
 - A. District Counsel: *Kutak Rock LLP*
 - B. District Engineer: *Kimley-Horn and Associates, Inc.*

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

- NEXT MEETING DATE: November __, 2023 at 1:30 PM

○ QUORUM CHECK

SEAT 1	ART LANCASTER	<input type="checkbox"/>	IN PERSON	<input type="checkbox"/>	PHONE	<input type="checkbox"/>	NO
SEAT 2	JAY DODSON	<input type="checkbox"/>	IN PERSON	<input type="checkbox"/>	PHONE	<input type="checkbox"/>	NO
SEAT 3	JOHN DODSON	<input type="checkbox"/>	IN PERSON	<input type="checkbox"/>	PHONE	<input type="checkbox"/>	NO
SEAT 4		<input type="checkbox"/>	IN PERSON	<input type="checkbox"/>	PHONE	<input type="checkbox"/>	NO
SEAT 5	JEAN PATTON	<input type="checkbox"/>	IN PERSON	<input type="checkbox"/>	PHONE	<input type="checkbox"/>	NO

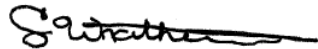
12. Board Members' Comments/Requests

13. Public Comments: Non-Agenda Items (*limited to 3 minutes per individual*)8

14. Adjournment

If you should have any questions or concerns, please do not hesitate to contact me directly at (561) 719-8675.

Sincerely,



Craig Wrathell
 District Manager

FOR BOARD MEMBERS AND STAFF TO ATTEND BY TELEPHONE

CALL-IN NUMBER: 1-888-354-0094

PARTICIPANT PASSCODE: 413 553 5047

THE DISTRICT

COMMUNITY DEVELOPMENT DISTRICT

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The District - CRA Infrastructure Budget - June 27, 2023

DESCRIPTION	CRA SHARE	CDD SHARE (PLUS OVERRUNS)	TOTAL
RIVERFRONT BULKHEAD			
RIVERFRONT BULKHEAD CONSTRUCTION TOTAL	\$4,733,364	\$0	\$4,733,364
RIVERWALK EXTENSION			
FLOATING DOCKS FOR WATER TAXI /BOATERS ALLOWANCE	\$1,200,000	\$0	\$1,200,000
KAYAK LAUNCH ALLOWANCE	\$460,000	\$0	\$460,000
RIVERWALK SIGNAGE ALLOWANCE	\$100,000	\$0	\$100,000
RIVERWALK EXTENSION CONSTRUCTION TOTAL (Less Allowances)	\$2,586,383	\$683,263	\$3,269,646
BOARDWALK			
SITE FURNISHING LANDSCAPE ALLOWANCE	\$0	\$0	\$0
LIGHTING ALLOWANCE	\$87,500	\$0	\$87,500
BOARDWALK CONSTRUCTION TOTAL (Less Allowances)	\$1,833,459	\$470,120	\$2,303,579
OVERLAND TRAIL			
OVERLAND TRAIL CONSTRUCTION TOTAL (LESS Allowance)	\$422,741	\$352,489	\$775,230
PARKS (NE, NW, CENTRAL AND MARSHFRONT)			
RESTROOM & CITY FACILITY ALLOWANCE	\$1,000,000	\$0	\$1,000,000
WELLNESS NODE ALLOWANCE FOR VERTICAL ART (LIGHTED)	\$1,000,000	\$0	\$1,000,000
8 INTERACTIVE HEALTH RELATED KIOSKS AND INTERPRETIVE SIGNAGE; INSTALLATION	\$500,000	\$0	\$500,000
MAINTENANCE BUILDING ALLOWANCE	\$250,000	\$0	\$250,000
PAVILION ADDITIONAL COST	\$1,750,000	\$0	\$1,750,000
PLAYGROUND AND EXERCISE EQUIPMENT ALLOWANCE	\$1,080,000	\$0	\$1,080,000
PARK SIGNAGE ALLOWANCE	\$87,470	\$0	\$87,470
PARKS CONSTRUCTION TOTAL (LESS ALLOWANCES)	\$2,761,366	\$4,908,052	\$7,669,418
PRUDENTIAL DRIVE EXTENSION, PHASES 1 & 2			
PRUDENTIAL DRIVE EXTENSION, PHASES 1 & 2 CONSTRUCTION TOTAL	\$480,865	\$944,828	\$1,425,693
BROADCAST PLACE			
BROADCAST PLACE CONSTRUCTION TOTAL	\$907,663	\$1,816,002	\$2,723,665
RIVERSIDE DRIVE			
RIVERSIDE DRIVE CONSTRUCTION TOTAL	\$928,477	\$1,676,481	\$2,604,958
CRA TOTAL ALLOWANCES	\$7,514,970		
TOTAL CRA SHARE LESS ALLOWANCES	\$14,654,318		
CEI FUNDING FOR VIA	\$816,563		\$816,563
CEI FUNDING CONTINGENCY	\$350,000		\$350,000
TREE FUND GRANT TOTAL (CREDIT TO CRA SHARE)	(\$450,000)		(\$450,000)
100 PUBLIC PARKING SPACES REQUIRED BY RDA	\$0	TBD	TBD
CRA TOTAL- MAXIMUM INDEBTEDNESS*	\$22,885,851		
CREDIT FOR DIRECT CONTRACT WITH UCC		(\$349,899)	(\$349,899)
TOTAL CDD SHARE (ESTIMATED OBLIGATION)		\$10,501,336	
TOTAL approved budget as of execution of the Disbursement Agreement			\$33,387,187

*CRA Total Maximum Indebtedness of \$22,885,851 reflects realized tax savings of \$114,149 (\$23,000,000 - \$114,149 = \$22,885,851).

This CRA Infrastructure budget is agreed to as of the execution date of the Disbursement Agreement and Interlocal Agreement by the Director of Public Works, The CEO of the Downtown Investment Authority, the Master Developer and the CDD pursuant to Section 1.7 of the Disbursement Agreement. The "CRA share" represents the maximum eligible disbursement of CRA funds for a particular project element (Overland Trail, Broadcast Place, etc.). All items identified as allowances as of the Effective Date of this Agreement will be designed and more accurately budgeted prior to Commencement of Construction, however the CDD has agreed to the expenditure of up to the allowance amounts for each such line item. For purposes of clarity, no portion of any item identified as an allowance in this Exhibit D shall be eligible for disbursement until such time as the element has been fully designed and the budget for the same has been approved consistent with this Agreement.

This budget will be further amended in accordance with Section 1.7 upon receipt of final designs for allowance elements and upon receipt of construction bids and negotiation of a construction contract.

Agreed to By:


Director of Public Works

Nina Sickler

Chief Executive Officer, Downtown Investment Authority

Lori Boyer

The District Community Development District



Chairman, Board of Supervisors

Elements Development of Jacksonville, LLC.



By: John Dinan

THE DISTRICT

COMMUNITY DEVELOPMENT DISTRICT

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From: michael.larson@akerman.com
To: jdinan@phccap.com; [Sandy, Sarah R.](#)
Cc: Jason.Lichtstein@akerman.com; lwheatley@phccap.com
Subject: Elements/District - VCTC Pricing
Date: Thursday, September 21, 2023 9:16:32 AM

[CAUTION - EXTERNAL SENDER]

JD and Sarah,

Good morning. We received quotes from VCTC tax credit brokers, Fallbrook and Clocktower, regarding the potential sale of the following VCTC certificates.

- Elements Development of Jacksonville, LLC – 2018: \$29,054.58
- Elements Development of Jacksonville, LLC – 2019: \$23,909.11
- Elements Development of Jacksonville, LLC – 2020: \$71,292.05
- Elements Development of Jacksonville, LLC – 2021: \$39,026.85
- Elements Development of Jacksonville, LLC – 2022: \$34,932.49
- District Community Development District – 2022: \$178,689.03

We confirmed with FDEP that the historical Elements tax credit certificates have not been used.

As to sale of the tax credits, Fallbrook would net Elements \$0.915 per dollar and net the District \$0.915 per dollar. Clocktower would result in slightly less for Elements. Clocktower would be \$0.91 per dollar for Elements and \$0.915 per dollar for the District.

Could you please let us know how you would like to proceed? Would you like to use Fallbrook? If you have any questions or would like to discuss this, please do not hesitate to let us know.

Thank you,

Michael

Michael J. Larson

Partner

Akerman LLP | 201 E. Park Ave, Suite 300 | Tallahassee, FL 32301

D: 850 521 8012

Admitted in FL, GA, IL, NY

michael.larson@akerman.com

[vCard | Profile](#)

THE DISTRICT
COMMUNITY DEVELOPMENT DISTRICT

UNAUDITED
FINANCIAL
STATEMENTS

**THE DISTRICT
COMMUNITY DEVELOPMENT DISTRICT
FINANCIAL STATEMENTS
UNAUDITED
AUGUST 31, 2023**

**THE DISTRICT
COMMUNITY DEVELOPMENT DISTRICT
BALANCE SHEET
GOVERNMENTAL FUNDS
AUGUST 31, 2023**

	General Fund	Debt Service Fund Series 2020	Debt Service Fund Series 2022	Debt Service Fund Series 2022 BAN	Debt Service Fund Series 2022 Marina	Debt Service Fund Series 2023	Capital Projects Fund Series 2020	Capital Projects Fund Series 2022	Capital Projects Fund Series 2022 BAN	Total Governmental Funds
ASSETS										
Cash	\$ 86,813	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ 86,813
Investments										
Revenue	-	16,467	-	-	-	-	-	-	-	16,467
Redemption	-	117,824	14,480	-	-	-	-	-	-	132,304
Reserve	-	3,393,548	422,074	-	-	-	-	-	-	3,815,622
Construction	-	-	-	-	-	-	10,654	6,533,951	200,370	6,744,975
Interest	-	2,345	263,489	-	-	-	-	-	-	265,834
Accounts receivable	29,245	1,797,865	-	-	-	-	-	-	-	1,827,110
Due from other	500	-	-	-	-	-	-	-	-	500
Prepaid expense	100	-	-	-	-	-	-	-	-	100
Total assets	<u>\$ 116,658</u>	<u>\$ 5,328,049</u>	<u>\$ 700,043</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ 10,654</u>	<u>\$ 6,533,951</u>	<u>\$ 200,370</u>	<u>\$ 12,889,725</u>
LIABILITIES AND FUND BALANCES										
Liabilities:										
Accounts payable	\$ 16,680	\$ 19,313	\$ -	\$ -	\$ 11,087	\$ 11,260	\$ 7,500	\$ -	\$ -	\$ 65,840
AP Construction	-	-	-	-	-	-	3,334	-	-	3,334
Contracts payable	-	-	-	-	-	-	1,132,016	726,290	-	1,858,306
Retainage payable	-	-	-	-	-	-	564,233	30,401	-	594,634
Due to Landowner	-	-	-	-	10,216	11,323	-	-	-	21,539
Landowner advance	87,020	-	-	-	-	-	-	-	-	87,020
Total liabilities	<u>103,700</u>	<u>19,313</u>	<u>-</u>	<u>-</u>	<u>21,303</u>	<u>22,583</u>	<u>1,707,083</u>	<u>756,691</u>	<u>-</u>	<u>2,630,673</u>
DEFERRED INFLOWS OF RESOURCES										
Deferred receipts	29,245	1,797,865	-	-	-	-	-	-	-	1,827,110
Total deferred inflows of resources	<u>29,245</u>	<u>1,797,865</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>1,827,110</u>
Fund balances:										
Restricted for:										
Debt service	-	3,510,871	700,043	-	(21,303)	(22,583)	-	-	-	4,167,028
Capital projects	-	-	-	-	-	-	(1,696,429)	5,777,260	200,370	4,281,201
Unassigned	(16,287)	-	-	-	-	-	-	-	-	(16,287)
Total fund balances	<u>(16,287)</u>	<u>3,510,871</u>	<u>700,043</u>	<u>-</u>	<u>(21,303)</u>	<u>(22,583)</u>	<u>(1,696,429)</u>	<u>5,777,260</u>	<u>200,370</u>	<u>8,431,942</u>
Total liabilities, deferred inflows of resources and fund balances	<u>\$ 116,658</u>	<u>\$ 5,328,049</u>	<u>\$ 700,043</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ 10,654</u>	<u>\$ 6,533,951</u>	<u>\$ 200,370</u>	<u>\$ 12,889,725</u>

**THE DISTRICT
COMMUNITY DEVELOPMENT DISTRICT
GENERAL FUND
STATEMENT OF REVENUES, EXPENDITURES,
AND CHANGES IN FUND BALANCES
FOR THE PERIOD ENDED AUGUST 31, 2023**

	Current Month	Year to Date	Budget	% of Budget
REVENUES				
Developer contribution	\$ -	\$ 101,659	\$ 280,690	36%
Interest and miscellaneous	23	368	-	N/A
Total revenues	<u>23</u>	<u>102,027</u>	<u>280,690</u>	36%
EXPENDITURES				
Professional & administrative				
Management	-	40,000	48,000	83%
CRA/city grant administration	-	4,167	5,000	83%
DSF accounting - series 2020	-	10,417	12,500	83%
DSF accounting - series 2022	-	5,208	6,250	83%
Legal	-	14,174	50,000	28%
Engineering	-	7,744	36,000	22%
Audit	-	-	7,500	0%
Arbitrage rebate calculation	-	-	1,500	0%
Dissemination agent - series 2020	-	2,917	3,500	83%
Dissemination agent - series 2022	-	1,458	1,750	83%
Trustee	-	12,920	19,000	68%
Telephone	-	-	200	0%
Postage	-	236	500	47%
Printing & binding	-	-	500	0%
Legal advertising	-	3,133	1,500	209%
Annual special district fee	-	175	175	100%
Insurance	-	5,988	6,000	100%
Contingencies(Other Contractual)	-	550	1,000	55%
Meeting room rental	-	650	900	72%
Website hosting & maintenance	-	705	705	100%
Website ADA compliance	-	-	210	0%
Property taxes	-	619	-	N/A
Total professional & administrative	<u>-</u>	<u>111,061</u>	<u>210,690</u>	53%
Field operations				
Monitoring & reporting	-	-	40,000	0%
Field operations contingency	-	-	24,600	0%
Aquatic weed control	-	-	5,400	0%
Total field operations	<u>-</u>	<u>-</u>	<u>70,000</u>	0%
Total expenditures	<u>-</u>	<u>111,061</u>	<u>280,690</u>	40%
Excess/(deficiency) of revenues over/(under) expenditures	23	(9,034)	-	
Fund balances - beginning	(16,310)	(7,253)	-	
Fund balances - ending	<u>\$ (16,287)</u>	<u>\$ (16,287)</u>	<u>\$ -</u>	

**THE DISTRICT
COMMUNITY DEVELOPMENT DISTRICT
STATEMENT OF REVENUES, EXPENDITURES,
AND CHANGES IN FUND BALANCES
DEBT SERVICE FUND SERIES 2020
FOR THE PERIOD ENDED AUGUST 31, 2023**

	Current Month	Year To Date	Budget	% of Budget
REVENUES				
Assessment levy: off-roll	\$ -	\$ -	\$ 1,797,864	0%
Interest	14,154	131,724	-	N/A
Total revenues	<u>14,154</u>	<u>131,724</u>	<u>1,797,864</u>	7%
EXPENDITURES				
Debt service				
Interest	-	890,625	1,781,250	50%
Total debt service	<u>-</u>	<u>890,625</u>	<u>1,781,250</u>	50%
Excess/(deficiency) of revenues over/(under) expenditures	14,154	(758,901)	16,614	
Fund balances - beginning	3,496,717	4,269,772	4,254,636	
Fund balances - ending	<u>\$ 3,510,871</u>	<u>\$ 3,510,871</u>	<u>\$ 4,271,250</u>	

**THE DISTRICT
COMMUNITY DEVELOPMENT DISTRICT
STATEMENT OF REVENUES, EXPENDITURES,
AND CHANGES IN FUND BALANCES
DEBT SERVICE FUND SERIES 2022
FOR THE PERIOD ENDED AUGUST 31, 2023**

	<u>Current Month</u>	<u>Year To Date</u>	<u>Budget</u>	<u>% of Budget</u>
REVENUES				
Interest	\$ 3,735	\$ 34,710	-	N/A
Total revenues	<u>3,735</u>	<u>34,710</u>	<u>-</u>	N/A
EXPENDITURES				
Debt service				
Interest	<u>231,413</u>	<u>462,825</u>	<u>462,826</u>	100%
Total debt service	<u>231,413</u>	<u>462,825</u>	<u>462,826</u>	100%
Excess/(deficiency) of revenues over/(under) expenditures	(227,678)	(428,115)	(462,826)	
Fund balances - beginning	<u>927,721</u>	<u>1,128,158</u>	<u>1,114,564</u>	
Fund balances - ending	<u><u>\$ 700,043</u></u>	<u><u>\$ 700,043</u></u>	<u><u>\$ 651,738</u></u>	

**THE DISTRICT
COMMUNITY DEVELOPMENT DISTRICT
STATEMENT OF REVENUES, EXPENDITURES,
AND CHANGES IN FUND BALANCES
DEBT SERVICE FUND SERIES 2022 BAN
FOR THE PERIOD ENDED AUGUST 31, 2023**

	Current Month	Year To Date
REVENUES		
Bond Proceeds	\$ -	\$ -
Total revenues	-	-
EXPENDITURES		
Debt service		
Cost of issuance	-	131,674
Total debt service	-	131,674
Excess/(deficiency) of revenues over/(under) expenditures	-	(131,674)
OTHER FINANCING SOURCES/(USES)		
Bond proceeds	-	131,674
Total other financing sources	-	131,674
Net change in fund balances	-	-
Fund balances - beginning	-	-
Fund balances - ending	\$ -	\$ -

**THE DISTRICT
COMMUNITY DEVELOPMENT DISTRICT
STATEMENT OF REVENUES, EXPENDITURES,
AND CHANGES IN FUND BALANCES
DEBT SERVICE FUND SERIES 2022 MARINA
FOR THE PERIOD ENDED AUGUST 31, 2023**

	<u>Current Month</u>	<u>Year To Date</u>
REVENUES	<u>\$ -</u>	<u>\$ -</u>
Total revenues	<u>-</u>	<u>-</u>
 EXPENDITURES		
Debt service		
Cost of issuance	-	<u>21,303</u>
Total debt service	<u>-</u>	<u>21,303</u>
Excess/(deficiency) of revenues over/(under) expenditures	-	(21,303)
 Fund balances - beginning	<u>(21,303)</u>	-
Fund balances - ending	<u><u>\$ (21,303)</u></u>	<u><u>\$ (21,303)</u></u>

**THE DISTRICT
COMMUNITY DEVELOPMENT DISTRICT
STATEMENT OF REVENUES, EXPENDITURES,
AND CHANGES IN FUND BALANCES
DEBT SERVICE FUND SERIES 2023
FOR THE PERIOD ENDED AUGUST 31, 2023**

	<u>Current Month</u>	<u>Year To Date</u>
REVENUES	<u>\$ -</u>	<u>\$ -</u>
Total revenues	<u>-</u>	<u>-</u>
 EXPENDITURES		
Debt service		
Cost of issuance	<u>-</u>	<u>22,583</u>
Total debt service	<u>-</u>	<u>22,583</u>
Excess/(deficiency) of revenues over/(under) expenditures	-	(22,583)
 Fund balances - beginning	<u>(22,583)</u>	<u>-</u>
Fund balances - ending	<u><u>\$ (22,583)</u></u>	<u><u>\$ (22,583)</u></u>

**THE DISTRICT
COMMUNITY DEVELOPMENT DISTRICT
STATEMENT OF REVENUES, EXPENDITURES,
AND CHANGES IN FUND BALANCES
CAPITAL PROJECTS FUND SERIES 2020
FOR THE PERIOD ENDED AUGUST 31, 2023**

	Current Month	Year To Date
REVENUES		
City of Jacksonville funding	\$ 10,654	\$ 23,721
Interest	1,911	173,078
Uncoded revenue	-	2,195
Total revenues	12,565	198,994
EXPENDITURES		
Capital outlay	-	-
Constructions Costs	7,500	9,266,504
Total expenditures	7,500	9,266,504
Excess/(deficiency) of revenues over/(under) expenditures	5,065	(9,067,510)
Fund balances - beginning	(1,701,494)	7,371,081
Fund balances - ending	\$ (1,696,429)	\$ (1,696,429)

**THE DISTRICT
COMMUNITY DEVELOPMENT DISTRICT
STATEMENT OF REVENUES, EXPENDITURES,
AND CHANGES IN FUND BALANCES
CAPITAL PROJECTS FUND SERIES 2022
FOR THE PERIOD ENDED AUGUST 31, 2023**

	<u>Current Month</u>	<u>Year To Date</u>
REVENUES		
Interest	28,732	244,503
Total revenues	<u>28,732</u>	<u>244,503</u>
 EXPENDITURES		
Capital outlay	-	-
Construction Costs	955,160	1,388,848
Total expenditures	<u>955,160</u>	<u>1,388,848</u>
 Excess/(deficiency) of revenues over/(under) expenditures	 (926,428)	 (1,144,345)
 Fund balances - beginning	 6,703,688	 6,921,605
Fund balances - ending	<u><u>\$ 5,777,260</u></u>	<u><u>\$ 5,777,260</u></u>

**THE DISTRICT
COMMUNITY DEVELOPMENT DISTRICT
STATEMENT OF REVENUES, EXPENDITURES,
AND CHANGES IN FUND BALANCES
CAPITAL PROJECTS FUND SERIES 2022 BAN
FOR THE PERIOD ENDED AUGUST 31, 2023**

	<u>Current Month</u>	<u>Year To Date</u>
REVENUES	<u>\$ -</u>	<u>\$ -</u>
Total revenues	<u>-</u>	<u>-</u>
 EXPENDITURES		
Capital outlay/ Construction Costs	<u>(32,579)</u>	<u>3,285,691</u>
Total expenditures	<u>(32,579)</u>	<u>3,285,691</u>
 Excess/(deficiency) of revenues over/(under) expenditures	 32,579	 (3,285,691)
 OTHER FINANCING SOURCES/(USES)		
Bond proceeds	<u>-</u>	<u>3,578,326</u>
Total other financing sources/(uses)	<u>-</u>	<u>3,578,326</u>
 Net change in fund balances	 32,579	 292,635
Fund balances - beginning	<u>167,791</u>	<u>(92,265)</u>
Fund balances - ending	<u>\$ 200,370</u>	<u>\$ 200,370</u>

THE DISTRICT

COMMUNITY DEVELOPMENT DISTRICT

MINUTES

DRAFT

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

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The Board of Supervisors of The District Community Development District held a Public Hearing and Regular Meeting on August 1, 2023, 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
Sarah Sandy (via telephone)	District Counsel
Bill Schilling	District Engineer
Bob Gang (via telephone)	Bond Counsel

FIRST ORDER OF BUSINESS

Call to Order/Roll Call

Mr. Wrathell called the meeting to order at 1:31 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

Consent Agenda

Mr. Wrathell presented the following:

A. Ratification of Requisitions [Series 2020]

I. Number 2020-128: Kimley-Horn and Associates, Inc. [\$161,973.81]

- 39 II. Number 2020-129: Anixter Power Solutions [\$48,053.81
- 40 III. Number 2020-130: J.B. Coxwell Contracting, Inc. [\$1,132,016.00]
- 41 IV. Number 2020-131: Kimley-Horn and Associates, Inc. [\$203,405.55]
- 42 V. Number 2020-132: Fulcrum, LLC [\$ 7,500.00]
- 43 VI. Number 2020-133: J.B. Coxwell Contracting, Inc. [\$1,106,718.77]
- 44 VII. Number 2020-134: Anixter Power Solutions [\$45,500.56
- 45 VIII. Number 2020-135: Kutak Rock LLP [\$420.00]
- 46 IX. Number 2020-136: KOMPAN, Inc. [\$236,171.01]
- 47 X. Number 2020-137: Fulcrum, LLC [\$7,500.00]
- 48 XI. Number 2020-138: Kutak Rock LLP [\$2,370.00]
- 49 XII. Number 2020-139: Anixter Power Solutions [\$1,692.74]
- 50 XIII. Number 2020-140: J.B. Coxwell Contracting, Inc [\$525,066.26]

51 B. Ratification of Requisitions (Series 2022 BAN)

- 52 I. Number 2: Elements Development of Jacksonville, LLC [\$226,331.02]
- 53 II. Number 3: Various Vendors [\$131,764.00]
- 54 III. Number 4: Kimley-Horn and Associates, Inc. [\$44, 110.50]6
- 55 IV. Number 5: Kimley-Horn and Associates, Inc. [\$4, 044.00]
- 56 V. Number 6: Kimley-Horn and Associates, Inc. [\$3,941.50]
- 57 VI. Number 7: Kimley-Horn and Associates, Inc. [\$3,315.00]
- 58 VII. Number 8: Kimley-Horn and Associates, Inc. [\$23,632.25]
- 59 VIII. Number 9: Kutak Rock LLP [\$13,935.50]

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<p>61 On MOTION by Mr. Lancaster and seconded by Mr. John Dodson, with all in</p> <p>62 favor, the Consent Agenda Items, were ratified.</p>

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65 FOURTH ORDER OF BUSINESS

Public Hearing on Adoption of Fiscal Year
2023/2024 Budget

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67

68 A. Affidavit of Publication

69 **B. Consideration of Resolution 2023-20, Relating to the Annual Appropriations and**
70 **Adopting the Budget for the Fiscal Year Beginning October 1, 2023, and Ending**
71 **September 30, 2024; Authorizing Budget Amendments; and Providing an Effective**
72 **Date**

73 Mr. Wrathell presented Resolution 2023-20. He reviewed the proposed Fiscal Year 2024
74 budget, which was unchanged since it was last presented. He noted that, when the new series
75 of bonds is issued, the two existing bond series' will be retired; the 2020 and 2022 bonds will be
76 merged into the 2023 bonds.

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78 **On MOTION by Mr. Lancaster and seconded by Mr. Jay Dodson, with all in**
79 **favor, the Public Hearing was opened.**

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81

82 No members of the public spoke.

83

84 **On MOTION by Mr. John Dodson and seconded by Mr. Lancaster, with all in**
85 **favor, the Public Hearing was closed.**

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87 **On MOTION by Mr. Lancaster and seconded by Mr. Jay Dodson, with all in**
88 **favor, Resolution 2023-20, Relating to the Annual Appropriations and Adopting**
89 **the Budget for the Fiscal Year Beginning October 1, 2023, and Ending**
90 **September 30, 2024; Authorizing Budget Amendments; and Providing an**
91 **Effective Date, was adopted.**

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94 **C. Consideration of Fiscal Year 2023/2024 Funding Agreement between the District and**
95 **Elements Development of Jacksonville, LLC**

96 Mr. Wrathell presented the Fiscal Year 2023/2024 Funding Agreement between the
97 District and Elements Development of Jacksonville, LLC.

98

99 **On MOTION by Mr. Lancaster and seconded by Mr. John Dodson, with all in**
100 **favor, the Fiscal Year 2023/2024 Funding Agreement between the District and**
101 **Elements Development of Jacksonville, LLC, was approved.**

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104 **FIFTH ORDER OF BUSINESS**

105 **Consideration of Resolution 2023-21,**
106 **Confirming a Prior Determination of**
107 **Benefit and Providing for the Collection**
108 **and Enforcement of Debt Service Special**
109 **Assessments, Including but Not Limited to**
110 **Penalties and Interest Thereon; Certifying**
111 **an Assessment Roll; Providing for**
112 **Amendments to the Assessment Roll;**
113 **Providing a Severability Clause; and**
114 **Providing an Effective Date**

115 Mr. Wrathell presented Resolution 2023-21.

116
117 **On MOTION by Mr. Jay Dodson and seconded by Mr. John Dodson, with all in**
118 **favor, Resolution 2023-21, Confirming a Prior Determination of Benefit and**
119 **Providing for the Collection and Enforcement of Debt Service Special**
120 **Assessments, Including but Not Limited to Penalties and Interest Thereon;**
121 **Certifying an Assessment Roll; Providing for Amendments to the Assessment**
122 **Roll; Providing a Severability Clause; and Providing an Effective Date, was**
123 **adopted.**

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126 **SIXTH ORDER OF BUSINESS**

Series 2020 & Series 2022 Bond Related
Items

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129 **A. Consideration of Agreement to Defer Series 2020 Bond Debt Service Payment**

130 Mr. Wrathell and Ms. Sandy presented this item, which consisted of an Amendment to
131 the First Supplemental Trust Indenture to defer the 2020 bonds' August 1, 2023 debt service
132 payment to December 1, 2023 and to revise the optional redemption date to August 1,2023
133 and an Amendment to the Second Supplemental Trust Indenture to revise the 2022 bonds'
134 optional redemption date to August 1, 2023. The amendments are being made in anticipation
135 of retiring of the 2020 and 2022 bonds and the issuance of the new bonds and eliminates the
136 need to collect the assessment for which bills were sent. Ms. Sandy stated the Trustee signed
137 off on the Amendments, and the sole bondholder of both the 2020 and 2022 bonds consented
138 to the amendments and directed the Trustee to sign the same.

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On MOTION by Mr. Lancaster and seconded by Mr. Jay Dodson, with all in favor, the Amendments to the First Supplemental Trust Indenture and Second Supplemental Trust Indenture, were approved.

B. Consideration of Resolution 2023-23, Amending Resolutions 2022-17 and 2023-17, Confirming a Prior Determination of Benefit and Providing for the Collection and Enforcement of Debt Service Special Assessments, Including but Not Limited to Penalties and Interest Thereto; Providing a Severability Clause; and Providing an Effective Date

Ms. Sandy presented Resolution 2023-23 explaining that, in keeping with the indenture amendments just approved, this Resolution revised the Series 2020 Assessments due date to December 1, 2023.

On MOTION by Mr. Lancaster and seconded by Mr. John Dodson, with all in favor, Resolution 2023-23, Amending Resolutions 2022-17 and 2023-17, Confirming a Prior Determination of Benefit and Providing for the Collection and Enforcement of Debt Service Special Assessments, Including but Not Limited to Penalties and Interest Thereto; Providing a Severability Clause; and Providing an Effective Date, was adopted.

SEVENTH ORDER OF BUSINESS

Consideration of Resolution 2023-24, In Support of the Amended and Restated Redevelopment Agreement; Authorizing the Same and Related Documents; and Providing for an Effective Date

Ms. Sandy presented Resolution 2023-24.

On MOTION by Mr. Lancaster and seconded by Mr. John Dodson, with all in favor, Resolution 2023-24, In Support of the Amended and Restated Redevelopment Agreement; Authorizing the Same and Related Documents, in substantial form; and Providing for an Effective Date, was adopted.

176 **EIGHTH ORDER OF BUSINESS**

**Series 2023 REV Grant Revenue & Special
Assessment Bond Related Items**

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179 **A. Consideration of Term Sheet**

180 Mr. Wrathell presented the Term Sheet.

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182 **On MOTION by Mr. Lancaster and seconded by Mr. Jay Dodson, with all in**
183 **favor, the Term Sheet, in substantial form, was approved.**

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186 **B. Consideration of Resolution 2023-22, Authorizing the Issuance of Not to Exceed**

187 **[\$60,000,000] Aggregate Principal Amount of its District Community Development**

188 **District (City of Jacksonville, Florida): (I) Grant Revenue and Special Assessment**

189 **Refunding Bonds, Series 2023A-1 (the “Series 2023A-1 Bonds”), to Refund on a Current**

190 **Basis a Portion of the District’s Outstanding Grant Revenue and Special Assessment**

191 **Bonds, Series 2020 and Series 2022, and (II) Grant Revenue and Special Assessment**

192 **Refunding and Improvement Convertible Capital Appreciation Bonds, Series 2023A-2**

193 **(the “Series 2023A-2 Bonds”) (A) to Refund on a Current Basis a Portion of the**

194 **District’s Outstanding Grant Revenue and Special Assessment Bonds, Series 2020 and**

195 **Series 2022, and (B) to Fund the Remaining Costs of the Planning, Financing,**

196 **Construction and/or Acquisition of CDD Public Infrastructure Improvements and**

197 **Associated Professional Fees and Incidental Costs; Determining the Need for a**

198 **Negotiated Private Placement Sale of the Series 2023A Bonds and Providing for an**

199 **Award of Such Bonds to PHCC LLC d/b/a Preston Hollow Community Capital;**

200 **Appointing a Placement Agent for the Private Placement Sale of the Series 2023A**

201 **Bonds and Authorizing The Execution and Delivery of a Bond Placement Agreement**

202 **With Respect to the Series 2023A Bonds; Approving the Form of and Authorizing the**

203 **Distribution of a Private Placement Memorandum Relating to the Series 2023A Bonds**

204 **and its Use by the Placement Agent in Connection with the Private Sale of the Series**

205 **2023A Bonds; Approving the Forms of and Authorizing the Execution and Delivery of a**

206 **Third Supplemental Trust Indenture and a Fourth Supplemental Trust Indenture;**

207 **Approving the Form of and Authorizing the Execution and Delivery of a Continuing**
208 **Disclosure Agreement and Appointing a Dissemination Agent; Providing for the**
209 **Application of Series 2023A Bond Proceeds; Authorizing the Proper Officials to Do All**
210 **Things Deemed Necessary in Connection with the Issuance, Sale and Delivery of the**
211 **Series 2023A Bonds; and Providing for Severability, Conflicts and an Effective Date and**
212 **for Other Purposes**

213 Mr. Gang presented Resolution 2023-22, which accomplishes the following:

- 214 ➤ Authorizes issuance of not to exceed \$60,000,000 aggregate principal amount of bonds.
- 215 ➤ Authorizes and approves the forms of documents, including the Third and Fourth
216 Supplemental Trust Indentures, Bond Placement Agreement, Private Placement Memorandum
217 relating to the Series 2023A Bonds, and the Continuing Disclosure Agreement.
- 218 ➤ Approves the Engineer’s Report and Assessment Methodology.
- 219 ➤ Authorizes and directs the Board Members and District staff to take all acts necessary to
220 carry out the transaction.

221

222 **On MOTION by Mr. Lancaster and seconded by Mr. John Dodson, with all in**
223 **favor, Resolution 2023-22, Authorizing the Issuance of Not to Exceed**
224 **[\$60,000,000] Aggregate Principal Amount of its District Community**
225 **Development District (City of Jacksonville, Florida): (I) Grant Revenue and**
226 **Special Assessment Refunding Bonds, Series 2023A-1 (the “Series 2023A-1**
227 **Bonds”), to Refund on a Current Basis a Portion of the District’s Outstanding**
228 **Grant Revenue and Special Assessment Bonds, Series 2020 and Series 2022,**
229 **and (II) Grant Revenue and Special Assessment Refunding and Improvement**
230 **Convertible Capital Appreciation Bonds, Series 2023A-2 (the “Series 2023A-2**
231 **Bonds”) (A) to Refund on a Current Basis a Portion of the District’s Outstanding**
232 **Grant Revenue and Special Assessment Bonds, Series 2020 and Series 2022,**
233 **and (B) to Fund the Remaining Costs of the Planning, Financing, Construction**
234 **and/or Acquisition of CDD Public Infrastructure Improvements and Associated**
235 **Professional Fees and Incidental Costs; Determining the Need for a Negotiated**
236 **Private Placement Sale of the Series 2023A Bonds and Providing for an Award**
237 **of Such Bonds to PHCC LLC d/b/a Preston Hollow Community Capital;**
238 **Appointing a Placement Agent for the Private Placement Sale of the Series**
239 **2023A Bonds and Authorizing The Execution and Delivery of a Bond Placement**
240 **Agreement With Respect to the Series 2023A Bonds; Approving the Form of**
241 **and Authorizing the Distribution of a Private Placement Memorandum Relating**
242 **to the Series 2023A Bonds and its Use by the Placement Agent in Connection**

243 with the Private Sale of the Series 2023A Bonds; Approving the Forms of and
244 Authorizing the Execution and Delivery of a Third Supplemental Trust
245 Indenture and a Fourth Supplemental Trust Indenture; Approving the Form of
246 and Authorizing the Execution and Delivery of a Continuing Disclosure
247 Agreement and Appointing a Dissemination Agent; Providing for the
248 Application of Series 2023A Bond Proceeds; Authorizing the Proper Officials to
249 Do All Things Deemed Necessary in Connection with the Issuance, Sale and
250 Delivery of the Series 2023A Bonds; and Providing for Severability, Conflicts
251 and an Effective Date and for Other Purposes, was adopted.

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254 C. Presentation of Amended and Restated Engineer's Report, dated August 1, 2023

255 D. Presentation of 2023 Supplemental Assessment Methodology, dated August 1, 2023

256 E. Consideration of Resolution 2023-25, Supplemental 170.08 Resolution

257 F. Consideration of Ancillary Financing Documents

258 I. True Up Agreement

259 II. Amendments to Completion Agreement & Acquisition Agreement

260 III. Collateral Assignment Agreement

261 IV. Declaration of Consent

262 V. Notice of Assessment

263 VI. Disclosure of Public Finance

264 These items were deferred.

265 Mr. Gang stated the current amounts in the Resolution and in both Indentures were
266 taken from the District Engineer's Report; to the extent that they change, the Indentures will be
267 revised accordingly.

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269 **NINTH ORDER OF BUSINESS**

**Consideration of Engagement Letter with
Akerman LLP for Legal Representation on
Environmental Matters**

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273 Mr. Wrathell presented the Akerman LLP Engagement Letter for Legal Representation
274 on Environmental Matters.

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On MOTION by Mr. Jay Dodson and seconded by Mr. Lancaster, with all in favor, the Akerman LLP Engagement Letter for Legal Representation on Environmental Matters, was approved.

TENTH ORDER OF BUSINESS

Presentation of Audited Financial Statements for the Fiscal Year Ended September 30, 2022, Prepared by DiBartolomeo, McBee, Hartley & Barnes, P.A

Mr. Wrathell presented the Audited Annual Financial Report for the Fiscal Year Ended September 30, 2022 and accompanying disclosures. There were no findings, recommendations, irregularities or instances of noncompliance; it was an unmodified opinion, otherwise known as a clean audit.

ELEVENTH ORDER OF BUSINESS

Consideration of Resolution 2023-26, Hereby Accepting the Audited Financial Report for the Fiscal Year Ended September 30, 2022

Mr. Wrathell presented Resolution 2023-26.

On MOTION by Mr. Lancaster and seconded by Mr. Jay Dodson, with all in favor, Resolution 2023-26, Hereby Accepting the Audited Financial Report for the Fiscal Year Ended September 30, 2022, was adopted.

TWELFTH ORDER OF BUSINESS

Acceptance of Unaudited Financial Statements as of June 30, 2023

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

THIRTEENTH ORDER OF BUSINESS

Approval of May 15, 2023 Regular Meeting Minutes

315 On MOTION by Mr. Jay Dodson and seconded by Mr. Lancaster, with all in
 316 favor, the May 15, 2023 Regular Meeting Minutes, as presented, were
 317 approved.

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320 **FOURTEENTH ORDER OF BUSINESS**

Staff Reports

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A. District Counsel: Kutak Rock LLP

323 There was no report.

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

Mr. Schilling reported the following:

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➤ Parks and Riverwalk: The previously approved Request for Proposals (RFP) is in progress. It is hoped that a recommendation will be presented at the next meeting.

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➤ Roads: Great progress is being made; concrete is being poured in roundabouts this week.

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Mr. Schilling stated, if Board Members want to tour the property, arrangements can be made.

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333

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

- **0 Registered Voters in District as of April 15, 2023**

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- **UPCOMING MEETINGS**

- **August 21, 2023 at 1:30 PM**

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- **September 18, 2023 at 1:30 PM**

- **QUORUM CHECK**

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The upcoming meetings will be held if necessary for purposes of bond issuance.

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FIFTEENTH ORDER OF BUSINESS

Board Members' Comments/Requests

342 There were no Board Members' comments or requests.

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SIXTEENTH ORDER OF BUSINESS

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

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There were no public comments.

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349 SEVENTEENTH ORDER OF BUSINESS

Adjournment

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

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Secretary/Assistant Secretary

Chair/Vice Chair

THE DISTRICT

COMMUNITY DEVELOPMENT DISTRICT

STAFF REPORTS

DISTRICT COMMUNITY DEVELOPMENT DISTRICT

BOARD OF SUPERVISORS FISCAL YEAR 2023/2024 MEETING SCHEDULE

LOCATION

602 Shetter Avenue, Jacksonville Beach, Florida 32250

DATE	POTENTIAL DISCUSSION/FOCUS	TIME
October 16, 2023	Regular Meeting	1:30 PM
December 18, 2023	Regular Meeting	1:30 PM
January 15, 2024*	Regular Meeting	1:30 PM
February 19, 2024	Regular Meeting	1:30 PM
March 18, 2024	Regular Meeting	1:30 PM
April 15, 2024	Regular Meeting	1:30 PM
May 20, 2024	Regular Meeting	1:30 PM
June 17, 2024	Regular Meeting	1:30 PM
July 15, 2024	Regular Meeting	1:30 PM
August 19, 2024	Regular Meeting	1:30 PM
September 16, 2024	Regular Meeting	1:30 PM

***Exception/Note**

January 15, 2024 is the Martin Luther King holiday.