MINUTES OF MEETING
THE DISTRICT
COMMUNITY DEVELOPMENT DISTRICT

The Board of Supervisors of The District Community Development District held a Special Meeting on February 19, 2024, 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
Jean Patton	Assistant Secretary

Also present were:

Craig Wrathell	District Manager
Cindy Cerbone	Wrathell, Hunt and Associates, LLC
Sarah Sandy	District Counsel
Bill Schilling	District Engineer
Mike Mullis	District Engineer
Rose Bock	Supervisor-Appointee
Kurt Von der Osten	Supervisor-Appointee
Robert Mizell	Supervisor-Appointee

FIRST ORDER OF BUSINESS **Call to Order/Roll Call**

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

Supervisors Lancaster, Patton and John Dodson were present. Supervisor Jay Dodson was not present. One seat was 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 Bond Related Items**

Ms. Sandy presented the following:

A. Resolution 2024-04, Ratifying, Confirming, and Approving the Sale of the District Community Development District Grant Revenue and Special Assessment Refunding and Improvement Bonds, Series 2023A-1 and Grant Revenue and Special Assessment Refunding and Improvement Convertible Capital Appreciation Bonds, Series 2023A-2; Ratifying, Confirming and Approving the Actions of the Chairman, Vice Chairman, Treasurer, Secretary, Assistant Secretaries, and All District Staff Regarding the Sale and Closing of the District Community Development District Grant Revenue and Special Assessment Refunding and Improvement Bonds, Series 2023A-1 and Grant Revenue and Special Assessment Refunding and Improvement Convertible Capital Appreciation Bonds, Series 2023A-2; and Determining Such Actions as Being in Accordance with the Authorization Granted by the Board; Providing a Severability Clause; and Providing an Effective Date

On MOTION by Mr. Lancaster and seconded by Ms. Patton, with all in favor, Resolution 2024-04, Ratifying, Confirming, and Approving the Sale of the District Community Development District Grant Revenue and Special Assessment Refunding and Improvement Bonds, Series 2023A-1 and Grant Revenue and Special Assessment Refunding and Improvement Convertible Capital Appreciation Bonds, Series 2023A-2; Ratifying, Confirming and Approving the Actions of the Chairman, Vice Chairman, Treasurer, Secretary, Assistant Secretaries, and All District Staff Regarding the Sale and Closing of the District Community Development District Grant Revenue and Special Assessment Refunding and Improvement Bonds, Series 2023A-1 and Grant Revenue and Special Assessment Refunding and Improvement Convertible Capital Appreciation Bonds, Series 2023A-2; and Determining Such Actions as Being in Accordance with the Authorization Granted by the Board; Providing a Severability Clause; and Providing an Effective Date, was adopted.

B. Resolution 2024-05, Declaring the Method for Collecting Certain Debt Service Assessments During Fiscal Year 2023/2024; Certifying an Assessment Roll; Providing a Severability Clause; and Providing an Effective Date

On MOTION by Mr. Lancaster and seconded by Mr. John Dodson, with all in favor, Resolution 2024-05, Declaring the Method for Collecting Certain Debt

Service Assessments During Fiscal Year 2023/2024; Certifying an Assessment Roll; Providing a Severability Clause; and Providing an Effective Date, was adopted.

C. Supplemental Disclosure of Public Finance (2023A Bonds)

On MOTION by Mr. Lancaster and seconded by Mr. John Dodson, with all in favor, the Supplemental Disclosure of Public Finance for the 2023A Bonds, was approved.

FOURTH ORDER OF BUSINESS **Consideration of Resolution 2024-06, Ratifying the Acquisition of Tract DD; Ratifying the Execution of Certain Documents Related to the Platting of the District Lands; Providing General Authorization; and Addressing Severability, Conflicts and an Effective Date**

Ms. Sandy presented Resolution 2024-06.

On MOTION by Mr. John Dodson and seconded by Ms. Patton, with all in favor, Resolution 2024-06, Ratifying the Acquisition of Tract DD; Ratifying the Execution of Certain Documents Related to the Platting of the District Lands; Providing General Authorization; and Addressing Severability, Conflicts and an Effective Date, was adopted.

FIFTH ORDER OF BUSINESS **Consideration of Construction Related Items**

A. First Amendment to Construction Funding Agreement between the District and Elements Development of Jacksonville, LLC

Ms. Sandy stated that the Construction Funding Agreement was amended to include the marina project and will allow the Developer to be reimbursed from tax-exempt bond proceeds, taxable bond proceeds and other forms of financing that the CDD may have.

On MOTION by Mr. Lancaster and seconded by Mr. John Dodson, with all in favor, the First Amendment to Construction Funding Agreement between the District and Elements Development of Jacksonville, LLC, was approved.

B. Kompan Proposal for Playground Installation

Mr. Schilling presented Kompan Quote No. SP128377-6 for installation of a playground.

On MOTION by Mr. Lancaster and seconded by Mr. John Dodson, with all in favor, Kompan Quote No. SP128377-6 for installation of a playground, in the amount of $481,670.52, and authorizing the project to proceed, was approved.

C. Phase 3B CDD & CRA

Mr. Schilling stated JB Coxwell is under contract to provide the horizontal construction of improvements, including water, sewer, stormwater, roads, etc. A Request for Proposals (RFP) for Phase 3B was advertised. That contract is for everything above ground and Staff has been working with JB Coxwell to process a change order to the existing contract to install the water and sewer utilities, stormwater system and the mass grading in the parks and the riverwalk area; JB Coxwell will also install all of the water and sewer utilities under the riverwalk which will be for the marina. Two change orders will be presented; one for the utilities for the marina and the other is for everything else related to the parks and riverwalk. He asked for approval of the change orders, in substantial form, with a not-to-exceed (NTE) amount, and allow the Chair or the owners representative, Ms. Sasha Minor, to execute.

I. Change Order to JB Coxwell Agreement to Add Portions of Phase 3B

Mr. Schilling stated this is Change Order #23.

On MOTION by Mr. Lancaster and seconded by Mr. John Dodson, with all in favor, JB Coxwell Agreement Change Order #23, in substantial form, for the installation of water and sewer utilities and communication conduits under the riverwalk for the marina, in a NTE amount of $691,118.84, and authorizing the Chair or Ms. Minor to execute, was approved.

Mr. Schilling stated that the scope of work for the next change order was in the Phase 3 RFP for which the contract was awarded to JB Coxwell.

> **On MOTION by Mr. Lancaster and seconded by Mr. John Dodson, with all in favor, JB Coxwell Agreement Change Order related to Phase 3, for the water/sewer utilities, stormwater system and mass grading in the parks and riverwalk area, in a NTE amount of $2,708,115.01, was approved.**

II. Update: Phase 3B

Mr. Schilling stated no action is needed on this item. He discussed the Phase 3B negotiations with UCC Group, which submitted the most cost-effective proposal. The Board previously authorized Staff to proceed with negotiations with UCC and/or other qualified bidders and authorized the Chair to approve a CRA project contract of up to $18 million and a CDD contract for up to $5.5 million. The goal is to secure and present a final contract with UCC at the next Meeting.

D. Tree Agreement with City

Mr. Mullis presented the Tree Agreement with City.

> **On MOTION by Mr. Lancaster and seconded by Mr. John Dodson, with all in favor, The Tree Agreement between the CDD and the City of Jacksonville, in substantial form, was approved.**

E. RFP and Evaluation Criteria for Phase 4 - CDD Marina Project

F. RFP and Evaluation Criteria for Phase 4 - CRA Project

> **On MOTION by Mr. Lancaster and seconded by Mr. John Dodson, with all in favor, the RFP and Evaluation Criteria for the Phase 4 CDD Marina Project and the RFP and Evaluation Criteria for the Phase 4 CRA Project, both in substantial form, were approved.**

SIXTH ORDER OF BUSINESS **Consideration of Tax Credit Items**

Ms. Sandy presented the following related to Voluntary Cleanup Tax Credits (VCTC):

A. Ratify 2023 VCTC Application

B. Ratify Fallbrook VCTC Purchase and Sale Agreement (UNDER SEPARATE COVER)

> **On MOTION by Mr. John Dodson and seconded by Ms. Patton, with all in favor, the 2023 VCTC Application and the Fallbrook VCTC Purchase and Sale Agreement, were ratified.**

C. Consideration of Letter from Developer Regarding Element's 2023 VCTC Sale Proceeds

> **On MOTION by Mr. Lancaster and seconded by Mr. John Dodson, with all in favor, accepting conveyance from the Developer, Elements Development of Jacksonville, LLC, to the CDD of proceeds from the sale of Florida Voluntary Cleanup Tax Credits, was approved.**

SEVENTH ORDER OF BUSINESS **Consideration of Resolution 2024-07, Designating a Date, Time and Location for a Landowners' Meeting and Election; Providing for Publication; Establishing Forms for the Landowner Election; and Providing for Severability and an Effective Date**

This item was presented following the Ninth Order of Business.

EIGHTH ORDER OF BUSINESS **Board Transition**

A. Acceptance of Supervisor Resignations

B. Appointment of Supervisor(s) to Vacant Seat(s)

- **Administration of Oath of Office to Newly Appointed Supervisors**

Ms. Sandy suggested appointing someone to the vacant seat first.

Mr. Wrathell stated the resumes of Ms. Rose Bock, Mr. Robert Mizell and Mr. Kurt Von der Osten were reviewed by Preston Hollow Capital and they requested that Ms. Bock be considered as the Board Chair.

Mr. Lancaster nominated Ms. Rose Bock to fill Seat 4. No other nominations were made.

On MOTION by Mr. Lancaster and seconded by Mr. John Dodson, with all in favor, the appointment of Ms. Rose Bock to Seat 4, term expires November 2024, was approved.

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

Ms. Patton tendered her resignation, effective immediately.

On MOTION by Mr. Lancaster and seconded by Mr. John Dodson, with all in favor, the resignation of Ms. Jean Patton from Seat 5, was accepted.

Mr. Lancaster nominated Mr. Kurt Von der Osten to fill Seat 5. No other nominations were made.

On MOTION by Ms. Bock and seconded by Mr. John Dodson, with all in favor, the appointment of Mr. Kurt Von der Osten to Seat 5, term expires November 2026, was approved.

Mr. Wrathell, a Notary of the State of Florida and duly authorized, administered the Oath of Office to Mr. Von der Osten.

Mr. Wrathell presented Mr. John Dodson's resignation letter.

On MOTION by Ms. Bock and seconded by Mr. Von der Osten, with all in favor, the resignation of Mr. John Dodson from Seat 3, was accepted.

Ms. Bock nominated Mr. Robert Mizell to fill Seat 3. No other nominations were made.

On MOTION by Ms. Bock and seconded by Mr. Von der Osten, with all in favor, the appointment of Mr. Robert Mizell to Seat 3, term expires November 2024, was approved.

Mr. Wrathell, a Notary of the State of Florida and duly authorized, administered the Oath of Office to Mr. Robert Mizell.

Mr. Lancaster tendered his resignation.

On MOTION by Ms. Bock and seconded by Mr. Von der Osten, with all in favor, the resignation of Mr. Art Lancaster from Seat 1, was accepted.

An appointment to fill Seat 1 was deferred.

Mr. Wrathell described the contents of the New Supervisors' packet, which was distributed to the newly appointed Board Members, and discussed filing Form 1, voting conflicts, Supervisor compensation, keeping CDD and personal files and emails separate, etc.

Mr. Wrathell stated it was previously agreed that the new Board Members will be compensated for serving on the Board.

The Board and Staff discussed the Sunshine Law, the Commission on Ethics and the CDD's email address.

C. Consideration of Resolution 2024-03, Appointing and Removing Officers of the District, and Providing for an Effective Date

Mr. Wrathell presented Resolution 2024. The following slate was nominated:

Chair	Rose Bock
Vice Chair	Kurt Von der Osten
Assistant Secretary	Robert Mizell
Assistant Secretary	Cindy Cerbone

No other nominations were made. This Resolution removes Mr. Lancaster, Mr. John Dodson, Ms. Patton and Mr. Torres from the Board. Prior appointments by the Board for Secretary, Treasurer and Assistant Treasurer remain unaffected by this Resolution.

> **On MOTION by Mr. Mizell and seconded by Ms. Bock, with all in favor, 2024-03, Appointing and Removing Officers of the District, as nominated, and Providing for an Effective Date, was approved.**

NINTH ORDER OF BUSINESS **Update: Required Ethics Training and Form 1 Disclosure**

Ms. Sandy presented the Kutak Rock Memorandum regarding the ethics training requirement.

Ms. Cerbone will email the links to the online courses to the Board and add the Memorandum as an attachment to her email.

- **Consideration of Resolution 2024-07, Designating a Date, Time and Location for a Landowners' Meeting and Election; Providing for Publication; Establishing Forms for the Landowner Election; and Providing for Severability and an Effective Date**

This item, previously the Seventh Order of Business, was presented out of order.

Mr. Wrathell presented Resolution 2024-07.

The Board agreed to hold future meetings at the offices of Kimley-Horn, 12740 Grand Bay Parkway West, Suite 2350, Jacksonville, Florida 32258.

- **Consideration of Amending Fiscal Year 2024 Meeting Schedule**

This item was an addition to the agenda.

The following changes were made to the Fiscal Year 2024 Meeting Schedule:

DATE: Change "April 15" to "April 22"

LOCATION: Change "602 Shetter Avenue, Jacksonville Beach, Florida 32250" to "Kimley-Horn, 12740 Gran Bay Parkway West, Suite 2350, Jacksonville, Florida 32258"

> **On MOTION by Mr. Von der Osten and seconded by Mr. Mizell, with all in favor, amending the Fiscal Year 2024 Meeting Schedule, as specified, was approved.**

> **On MOTION by Ms. Bock and seconded by Mr. Mizell, with all in favor, Resolution 2024-07, Designating a Date, Time and Location of November 18, 2024 at 1:30 p.m., at 12740 Gran Bay Parkway West, Suite 2350, Jacksonville,**

Florida 32258, for a Landowners' Meeting and Election; Providing for Publication; Establishing Forms for the Landowner Election; and Providing for Severability and an Effective Date, was adopted.

Mr. Wrathell asked for a motion to accept Supervisor compensation.

On MOTION by Ms. Bock and seconded by Mr. Von der Osten, with all in favor, payment of Supervisor compensation of $200 per meeting, per Board Member in attendance, was approved.

TENTH ORDER OF BUSINESS **Acceptance of Unaudited Financial Statements as of December 31, 2023**

Mr. Wrathell presented the Unaudited Financial Statements as of December 31, 2023.

On MOTION by Ms. Bock and seconded by Mr. Von der Osten, with all in favor, the Unaudited Financial Statements as of December 31, were accepted.

ELEVENTH ORDER OF BUSINESS **Approval of November 14, 2023 Special Meeting Minutes**

Mr. Wrathell presented the November 14, 2023 Special Meeting Minutes.

On MOTION by Mr. Mizell and seconded by Ms. Bock, with all in favor, the November 14, 2023 Special Meeting Minutes, as presented, were approved.

TWELFTH 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 introduced Mr. Mullis, the lead designer and landscape architect on the parks and the riverwalk.

Mr. Schilling reported the following:

- Staff would be happy to have the Board Members tour the construction site, individually.
- JB Coxwell is 95% complete with the water/sewer improvements.
- Regarding roads, with the exception of one section, all the curbs are completed and have the first lift of asphalt.

Mr. Schilling, Ms. Sandy and Mr. Wrathell responded to questions regarding the townhomes, the boardwalk, the bonds, Tract 12, Parcel DD, conveyances to the City, the three waterfront parks, the riverwalk, playground equipment, insurance and the controlling entity, Preston Hollow.

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

- **NEXT MEETING DATE: TBD**
  - **QUORUM CHECK**

The next meeting will likely be held on April 22, 2024.

THIRTEENTH ORDER OF BUSINESS **Board Members' Comments/Requests**

There were no Board Members' comments or requests.

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

There were no public comments.

FIFTEENTH ORDER OF BUSINESS **Adjournment**

On MOTION by Ms. Bock and seconded by Mr. Mizell, with all in favor, the meeting adjourned at 3:10 p.m.

Secretary/Assistant Secretary

Rose Bach
Chair/Vice Chair