MINUTES OF MEETING
THE DISTRICT
COMMUNITY DEVELOPMENT DISTRICT

The Board of Supervisors of The District Community Development District held a Regular Meeting on May 20, 2024 at 1:30 p.m., at the offices of Kimley Horn & Associates, 12740 Gran Bay Parkway West, Suite 2350, Jacksonville, Florida 32258.

Present at the meeting were:

Rose Bock	Chair
Kurt Von der Osten	Vice Chair
Robert Mizell	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	Kimley-Horn and Associates, Inc.
Tony Landry	Rush Marine

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

Mr. Wrathell called the meeting to order at 1:35 p.m. Supervisors Bock, Von der Osten and Mizell were present. Supervisor Dodson was absent. 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 **Acceptance of Resignation of Jay Dodson [Seat 2]**

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

On MOTION by Mr. Mizell and seconded by Ms. Bock, with all in favor, the resignation of Mr. Jay Dodson from Seat 2, was accepted.

FOURTH ORDER OF BUSINESS **Consider Appointment of Supervisor(s) to Vacant Seats 1 and 2**

- **Administration of Oath of Office to Newly Appointed Supervisors (the following will also be provided in a separate package)**
  - **A. Required Ethics Training and Disclosure Filing**
    - **Sample Form 1 2023/Instructions**
  - **B. Membership, Obligation and Responsibilities**
  - **C. Guide to Sunshine Amendment and Code of Ethics for Public Officers and Employees**
  - **D. Form 8B: Memorandum of Voting Conflict for County, Municipal and other Local Public Officers**

This item was deferred.

FIFTH ORDER OF BUSINESS **Consideration of Resolution 2024-08, Electing and Removing Officers of the District and Providing for an Effective Date**

This item was deferred.

SIXTH ORDER OF BUSINESS **Consideration of Resolution 2024-09, Approving a Proposed Budget for Fiscal Year 2024/2025 and Setting a Public Hearing Thereon Pursuant to Florida Law; Addressing Transmittal, Posting and Publication Requirements; Addressing Severability; and Providing an Effective Date**

Mr. Wrathell presented Resolution 2024-09. He reviewed the proposed Fiscal Year 2025 budget, highlighting any line item increases, decreases and adjustments, compared to the Fiscal Year 2024 budget, and explained the reasons for any changes.

Regarding the hydraulic containment system, Mr. Schilling explained that, the area of the new school board parking lot has a groundwater contamination plume and two active wells continuously pump to draw the ground water and discharge it into the JEA sanitary sewer system to keep the plume contamination from making it to the river. Even though the hydraulic containment system is, technically, on School Board property, the CDD retained the responsibility to manage it, through the subconsultant ECS; ECS makes necessary repairs and checks it monthly. Asked if the $37,500 cost is for the pumps or the sewage disposal, Mr. Schilling stated it is for the costs related to ECS performing monthly maintenance and for repairs and replacing parts. A shed houses the electrical equipment. This is a budgeted expense and, if a pump breaks down, which is a major expense, Staff must ask for additional funds from the Board. The line item cost is based on ECS's experience and observations.

Mr. Wrathell reviewed the Debt Service Schedule, bond anticipation notes, Series 2023 A-1 bonds, Series 2023 A-2 bonds, Amortization Schedule and off-roll and on-roll assessments.

Discussion ensued regarding the Operation and Maintenance (O&M) assessment, the marina, parks, City, parcels, bond trust indenture, Preston Hollow, off-roll assessments and a budget surplus.

Mr. Wrathell stated Staff will apprise the Board of any modifications to the proposed Fiscal Year 2025 budget that might occur between now and the August 19, 2024 public hearing; When the budget is adopted, expenditures might be at or slightly higher than what is anticipated now.

On MOTION by Ms. Bock and seconded by Mr. Mizell, with all in favor, Resolution 2024-09, Approving a Proposed Budget for Fiscal Year 2024/2025 and Setting a Public Hearing Thereon Pursuant to Florida Law for August 19, 2024 at 1:30 p.m., at the offices of Kimley Horn & Associates, 12740 Gran Bay Parkway West, Suite 2350 Jacksonville, Florida 32258; Addressing Transmittal, Posting and Publication Requirements; Addressing Severability; and Providing an Effective Date, was adopted.

SEVENTH ORDER OF BUSINESS **Consideration of Resolution 2024-10, Designating Dates, Times and Locations for Regular Meetings of the Board of Supervisors of the District for Fiscal Year 2024/2025 and Providing for an Effective Date**

Mr. Wrathell presented Resolution 2024-10. The following will be inserted into the Fiscal Year 2025 Meeting Schedule:

DATES: January 13, 2025 and February 10, 2025

On MOTION by Mr. Von der Osten and seconded by Ms. Bock, with all in favor, Resolution 2024-10, Designating Dates, Times and Locations for Regular Meetings of the Board of Supervisors of the District for Fiscal Year 2024/2025, as amended, and Providing for an Effective Date, as amended, was adopted.

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

Mr. Schilling presented the following:

A. Consideration of Construction Contract with UCC Group, Inc. for the Phase 3B – CRA Project (Parks, Riverwalk, and Streetscape Improvements)

Asked if the Developer is fully engaged in the negotiations of the contracts, Mr. Wrathell stated there are weekly, construction-related calls with everyone on the distribution list.

On MOTION by Mr. Von der Osten and seconded by Mr. Mizell, with all in favor, the Construction Contract with UCC Group, Inc. for the Phase 3B – CRA Project (Parks, Riverwalk, and Streetscape Improvements), in the amount of $15,771,341.10, was approved.

B. Consideration of Construction Contract with UCC Group, Inc. for the Phase 3B – CDD Project (Streetscape Improvements)

On MOTION by Mr. Mizell and seconded by Ms. Bock, with all in favor, the Construction Contract with UCC Group, Inc. for the Phase 3B – CDD Project (Streetscape Improvements), in the amount of $4,882,102.74, was approved.

C. Ratification of Kompan, Inc. Agreement for Playground Equipment Installation

Ms. Sandy stated Kompan was approved through the City, which has a generalized contract for all governmental contracts; the arrangement benefited the CDD by providing a reduced rate for the equipment installation and it was not necessary to go out to bid.

Asked why this item was not put under the UCC contract, Mr. Schilling stated, under the RBA Agreement with the City, the CDD is allowed to have a certain number of contractors and contracts. Kompan, the playground equipment manufacturer, is one of the approved contractors that the CDD was able to contract with directly, under the RBA. Asked if the CDD has any liability to the contractor for time extensions or cost if UCC is late, Mr. Schilling stated that is always a possibility; however, at this point the two entities seem to be working very well together as far as their work schedules.

On MOTION by Mr. Mizell and seconded by Mr. Von der Osten, with all in favor, the Kompan, Inc. Agreement for Playground Equipment Installation, in the amount of $470,423.13, was ratified.

D. Consideration of AT&T Letter of Agreement for Custom Work and Estimate of Actual Cost

This is related to overhead utilities along Broadcast and, as part of this project, Broadcast Place is being relocated. AT&T will require the CDD to pay for the relocation of its base of communications equipment on the power poles, at an estimated cost of $35,987.68.

On MOTION by Ms. Bock and seconded by Mr. Von der Osten, with all in favor, the AT&T Letter of Agreement for Custom Work and Estimate of Actual Cost of $35.987.68, was approved.

In response to a question, Mr. Wrathell explained the purpose of ratifying and approving contracts, proposals, agreements and other documents.

E. Consideration of Proposals to RFP for Phase 4 - CDD Marina Project

Mr. Schilling stated it was clearly delineated in the Request for Proposals (RFP) that one firm would be selected for both projects. He gave an overview of the proposers, the four staff members that reviewed the submittals and the scoring criteria. In total, Rush Marine scored higher than J.B. Coxwell. Ultimately, the Board will be asked to rank the respondents to allow Staff to begin negotiating with the #1 ranked respondent.

Ms. Sandy stated the Board should have copies of the evaluation criteria in each of the project manuals and blank evaluation sheets to evaluate each of the respondents. The primary goal is to make sure the Board is able to have a discussion, evaluate the proposals received and allocate points based on the Board discussion and Staff's recommendation.

Mr. Schilling stated a final score needs to be established and the best approach would be to have a combined score from the Board.

Mr. Schilling and Ms. Sandy responded to questions regarding the scoring for schedule and pricing, the cap on liquidated damages, how much weight to place on the difference in schedule, which entity will fund the CRA portion of the project and if the CDD will receive maximum reimbursement from the City for the improvements.

I. J.B. Coxwell

J.B. Coxwell bid $28,900,183.

II. Rush Marine

Rush Marine bid $26,781,955.

The Board collectively completed an evaluation criteria sheet. Mr. Wrathell recapped the scores and ranking as follows:

#1	Rush Marine	97 points
#2	J.B. Coxwell	90 points

On MOTION by Ms. Bock and seconded by Mr. Mizell, with all in favor, accepting the scores and ranking with Rush Marine as the #1 ranked respondent to the Phase 4 – CDD Marina Project RFP, with 97 points, and J.B. Coxwell as the #2 ranked respondent, with 90 points, was approved.

On MOTION by Mr. Mizell and seconded by Mr. Von der Osten, with all in favor, authorizing District Staff to enter into negotiations for the CDD Marina Project with the #1 ranked respondent, Rush Marine, prepare a form of agreement, and authorizing the Chair to execute the agreement, was approved.

F. Consideration of Proposals to RFP for Phase 4 - CRA Project

I. J.B. Coxwell

J.B. Coxwell bid $5,114,106.53.

II. Rush Marine

Rush Marine bid 5,885,035.

The Board collectively completed an evaluation criteria sheet. Mr. Wrathell recapped the scores and ranking, as follows:

#1	Rush Marine	94 points
#2	J.B. Coxwell	90.5 points

On MOTION by Ms. Bock and seconded by Mr. Mizell, with all in favor, accepting the scores and ranking with Rush Marine as the #1 ranked respondent to the Phase 4 – CRA Project RFP, with 94 points, and J.B. Coxwell as the #2 ranked respondent, with 90.5 points, was approved.

On MOTION by Mr. Mizell and seconded by Mr. Von der Osten, with all in favor, authorizing District Staff to enter into negotiations for the CRA Project with the #1 ranked respondent, Rush Marine, prepare a form of agreement, and authorizing the Chair to execute the agreement, was approved.

NINTH ORDER OF BUSINESS **Consideration of Kimley-Horn Project Task Order Amendments**

Mr. Schilling stated for anything that is related to environmental oversight, including the ECS amounts for the hydraulic containment system, and any time Kimley-Horn is on-site observing any construction below the 2’ cap on the site, they are eligible to receive voluntary cleanup tax credits. He presented the following:

A. Amendment Six To Task Order No. CRA Three (3)

B. Amendment Six To Task Order No. CDD Five (5)

C. Amendment One To Task Order No. CDD Six (6)

On MOTION by Ms. Bock and seconded by Mr. Mizell, with all in favor, Kimley-Horn Project Task Order Amendments Amendment Six To Task Order No. CRA Three (3), Amendment Six To Task Order No. CDD Five (5) and Amendment One To Task Order No. CDD Six (6), were approved.

TENTH ORDER OF BUSINESS **Consideration of COJ Revocable Permit and Indemnification Agreement Related to Construction Work in the City’s ROWs**

Mr. Schilling presented the COJ Revocable Permit and Indemnification Agreement Related to Construction Work in the City’s Right of Way (ROW). This allows the CDD to install enhancements above and beyond what the City would normally allow in the ROW; this includes pavers, decorative concrete and irrigation system.

On MOTION by Mr. Von der Osten and seconded by Mr. Mizell, with all in favor, the COJ Revocable Permit and Indemnification Agreement Related to Construction Work in the City’s ROWs, was approved.

ELEVENTH ORDER OF BUSINESS **Update: VCTC Placement Agreement**

Ms. Sandy presented the VCTC Placement Agreement. Because the CDD remediated a site, it received tax credits from the Florida Department of Transportation (FDOT). However, the CDD, as a tax-exempt entity, would not be able to use them. Staff worked with a placement group entity that was able to sell the VCTC credits on the CDD's behalf and produced a placement agreement, the contents of which is confidential. Ms. Schilling concluded that the CDD has been able to sell the VCTC credits from 2022. She asked for ratification of the placement agreement pursuant to a prior agreement with the same entity for them to represent the CDD as sales agent.

Mr. Wrathell stated this is beneficial to the CDD; the amount received is approximately $178,000 and the funds can be utilized for construction-related activities or O&M.

On MOTION by Ms. Bock and seconded by Mr. Von der Osten, with all in favor, the VCTC Placement Agreement and the Chair's execution, were ratified.

TWELFTH ORDER OF BUSINESS **Acceptance of Unaudited Financial Statements as of March 31, 2024**

On MOTION by Mr. Mizell and seconded by Ms. Bock, with all in favor, the Unaudited Financial Statements as of March 31, 2024, were accepted.

THIRTEENTH ORDER OF BUSINESS **Approval of February 19, 2024 Special Meeting Minutes**

On MOTION by Mr. Mizell and seconded by Ms. Bock, with all in favor, the February 19, 2024 Special Meeting Minutes, as presented, were approved.

FOURTEENTH 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:

➢ Approval from the City's Tree Fund was received. The CDD will receive a grant of $1 million to $1.1 million to reimburse the CDD for the trees that are planted in the parks, riverwalk and overland trail areas.

- As a part of this, the City is asking the CDD to do a pilot project along River's Edge Boulevard, for with it will receive a grant. The City will reimburse the CDD for the project.
- Referencing a map, Mr. Schilling stated, on one side, 1,000 cubic feet of structural soil will be used within each tree planting area and, on the other side, silva cells will be used to promote the health of the trees. Once a final agreement is reached on the grant amount, it will be brought before the Board to formalize.
- The change orders with J.B. Coxwell for the utility work for the parks, riverwalk and marina that were presented at the last meeting were approved for less than the maximum amount approved by the Board.
- Referencing an aerial map, Mr. Schilling stated the curbing and asphalt lifts on Broadcast Place were completed. The substructure and decking of a boardwalk being constructed by J.B. Coxwell is 60% complete.
- Toll Brothers closed on Parcels 3A and 9B and commenced construction of townhomes on those parcels, within the project.
- Overall things are proceeding nicely. He invited the Board Members to visit the project.

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

- **NEXT MEETING DATE: June 17, 2024 at 1:30 PM**
  - **QUORUM CHECK**

The June 17, 2024 meeting will be cancelled. The next meeting will likely be held in August.

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. Von der Osten and seconded by Ms. Bock, with all in favor, the meeting adjourned at 3:39 p.m.

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Secretary/Assistant Secretary

Rose S. Bock
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Chair/Vice Chair