

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

The Board of Supervisors of The District Community Development District held Public Hearings and a Regular Meeting on 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.

Present were:

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

Also present:

Craig Wrathell	District Manager
Cindy Cerbone	Wrathell, Hunt and Associates, LLC
Sarah Sandy	District Counsel
Bill Schilling	District Engineer
Niyala Harrison	Bond Counsel
Josh Cockriel	Kimley-Horn and Associates, Inc.
Mike Mullis	Kimley-Horn and Associates, Inc.

FIRST ORDER OF BUSINESS

Call to Order/Roll Call

Mr. Wrathell called the meeting to order at 1:33 p.m. Supervisors Bock, Von der Osten and Mizell were present. Two seats were vacant.

SECOND ORDER OF BUSINESS

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

There were no members of the public present.

THIRD 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.

FOURTH 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.

FIFTH ORDER OF BUSINESS

Presentation of Audited Financial Statements for the Fiscal Year Ended September 30, 2023, Prepared by DiBartolomeo, McBee, Hartley & Barnes, P.A.

Mr. Wrathell presented the Audited Financial Report for the Fiscal Year Ended September 30, 2023 and noted the pertinent information. There were no findings, recommendations, deficiencies on internal control or instances of non-compliance; it was a clean audit.

SIXTH ORDER OF BUSINESS

Consideration of Resolution 2024-11, Hereby Accepting the Audited Financial Report for the Fiscal Year Ended September 30, 2023

On MOTION by Ms. Bock and seconded by Mr. Mizell, with all in favor, Resolution 2024-11, Hereby Accepting the Audited Financial Report for the Fiscal Year Ended September 30, 2023, was adopted.

SEVENTH ORDER OF BUSINESS

Public Hearing on Adoption of Fiscal Year 2024/2025 Budget

- A. Proof/Affidavit of Publication
- B. Consideration of Resolution 2024-13, Relating to the Annual Appropriations and Adopting the Budget(s) for the Fiscal Year Beginning October 1, 2024, and Ending

September 30, 2025; Authorizing Budget Amendments; and Providing an Effective Date

Mr. Wrathell presented Resolution 2024-13. He reviewed the proposed Fiscal Year 2025 budget, highlighting increases, decreases and adjustments, compared to the Fiscal Year 2024 budget, and explained the reasons for any changes.

On MOTION by Ms. Bock and seconded by Mr. Von der Osten, with all in favor, the Public Hearing was opened.

No affected property owners or members of the public spoke.

On MOTION by Mr. Mizell and seconded by Mr. Von der Osten, with all in favor, the Public Hearing was closed.

On MOTION by Mr. Mizell and seconded by Mr. Von der Osten, with all in favor, Resolution 2024-13, Relating to the Annual Appropriations and Adopting the Budget(s) for the Fiscal Year Beginning October 1, 2024, and Ending September 30, 2025; Authorizing Budget Amendments; and Providing an Effective Date, was adopted.

EIGHTH ORDER OF BUSINESS

Public Hearing to Hear Comments and Objections on the Imposition of Maintenance and Operation Assessments to Fund the Budget for Fiscal Year 2024/2025, Pursuant to Florida Law

- A. Proof/Affidavit of Publication**
- B. Mailed Notice(s) to Property Owners**

These items were included for informational purposes.
- C. Consideration of Resolution 2024-14, Providing for Funding for the FY 2025 Adopted Budget(s); Providing for the Collection and Enforcement of Special Assessments, Including but Not Limited to Penalties and Interest Thereon; Certifying an Assessment Roll; Providing for Amendments to the Assessment Roll; Providing a Severability Clause; and Providing an Effective Date**

Mr. Wrathell reviewed off-roll assessment and debt assessment billing schedules.

On MOTION by Mr. Mizell and seconded by Ms. Bock, with all in favor, the Public Hearing was opened.

No affected property owners or members of the public spoke.

On MOTION by Mr. Mizell and seconded by Ms. Bock, with all in favor, the Public Hearing was closed.

Mr. Wrathell presented Resolution 2024-14 and read the title.

On MOTION by Mr. Mizell and seconded by Mr. Von der Osten, with all in favor, Resolution 2024-14, Providing for Funding for the FY 2025 Adopted Budget(s); Providing for the Collection and Enforcement of Special Assessments, Including but Not Limited to Penalties and Interest Thereon; Certifying an Assessment Roll; Providing for Amendments to the Assessment Roll; Providing a Severability Clause; and Providing an Effective Date, was adopted.

NINTH ORDER OF BUSINESS

Consideration of Direct Collection Agreements FY2025

Ms. Sandy presented the following:

- A. Toll Southeast LP Company, Inc.**
- B. Elements Development of Jacksonville, LLC**

On MOTION by Ms. Bock and seconded by Mr. Von der Osten, with all in favor, the Direct Collection Agreements for Fiscal Year 2025 between the CDD and Toll Southeast LP Company, Inc., and the CDD and Elements Development of Jacksonville, LLC, were approved.

TENTH ORDER OF BUSINESS

Consideration of Kimley-Horn and Associates, Inc. Amendment Two to Task Order No. CDD Six for Marina Design

Mr. Cockriel presented the Kimley-Horn and Associates, Inc. Amendment Two to Task Order No. CDD Six for Marina Design. This is to facilitate re-allocation of budget from Tasks 1 and 2 into Task 10. It is essentially a shifting of budget with no increase or decrease to the overall budget.

Task 13 relates to additional water quality testing above what was anticipated so it is a direct cost from Taylor Engineering, who was engaged to carry out the testing. Regarding the reason for the water quality testing, Mr. Cockriel stated it was testing the river water related to the marina. The amended amount of \$30,000 is a direct bill from Taylor Engineering.

On MOTION by Mr. Von der Osten and seconded by Ms. Bock, with all in favor, the Kimley-Horn and Associates, Inc. Amendment Two to Task Order No. CDD Six for Marina Design, was approved.

ELEVENTH ORDER OF BUSINESS**Presentation/Consideration of Marina Financing Items**

Mr. Wrathell stated Staff is looking to proceed with a new Bond Anticipation Note (BAN), Series 2024, to provide additional funds for the construction of the marina.

A. RiversEdge Marina District Engineer's Report dated November 28, 2022, updated December 20, 2022

Mr. Wrathell stated it was determined that no updates to the Engineer's Report are necessary at this time. This item was included for informational purposes.

B. Resolution 2024-12, Authorizing the Issuance and Delivery of a District Community Development District Bond Anticipation Note, Series 2024 (Public Marina Project), in a Principal Amount Not to Exceed \$8,000,000, to Provide Interim Funds for the Payment of a Portion of the Costs of the Planning, Financing, Equipping, Installing, Acquisition, Construction, and/or Reconstruction of the Public Marina Project of the District, Including the Refinancing of the District's Outstanding Taxable Bond Anticipation Note, Series 2022; Approving the Private Placement Negotiated Sale of the Note; Appointing a Paying Agent and Registrar for the Note; Creating a Note Redemption Account; Providing for Incidental Action; and Providing for Severability and an Effective Date

Ms. Harrison presented Resolution 2024-12, which increases the amount of the Loan to not-to-exceed \$8,000,000, including refinancing the Series 2022 Taxable Note through the issuance to the Lender, on a tax-exempt basis, of its BAN, Series 2024. It is anticipated that this note will later be repaid from proceeds from the permanent bond issue.

Financing, use of proceeds of the note and closing documents were discussed.

On MOTION by Mr. Von der Osten and seconded by Ms. Bock, with all in favor, Resolution 2024-12, Authorizing the Issuance and Delivery of a District Community Development District Bond Anticipation Note, Series 2024 (Public Marina Project), in a Principal Amount Not to Exceed \$8,000,000, to Provide Interim Funds for the Payment of a Portion of the Costs of the Planning, Financing, Equipping, Installing, Acquisition, Construction, and/or Reconstruction of the Public Marina Project of the District, Including the Refinancing of the District's Outstanding Taxable Bond Anticipation Note, Series 2022; Approving the Private Placement Negotiated Sale of the Note; Appointing a Paying Agent and Registrar for the Note; Creating a Note Redemption Account; Providing for Incidental Action; and Providing for Severability and an Effective Date, was adopted.

C. Purchase Agreement for Series 2024 Note with Investor Representations

On MOTION by Ms. Bock and seconded by Mr. Von der Osten, with all in favor, the Purchase Agreement for Series 2024 Note with Investor Representations, was approved.

TWELFTH ORDER OF BUSINESS

**Presentation/ Consideration of
Construction Related Items**

A. Ratification of Change Order 1 with UCC for Pavilion

On MOTION by Ms. Bock and seconded by Mr. Mizell, with all in favor, Change Order 1 with UCC for Pavilion, in the amount of \$2,465,000, was ratified.

B. Ratification of Notices of Commencement for the Phase 3B CRA Project and Phase 3B CDD Project

On MOTION by Mr. Mizell and seconded by Mr. Von der Osten, with all in favor, the Notices of Commencement for the Phase 3B CRA Project and Phase 3B CDD Project, were ratified.

C. Ratification of Temporary Construction Easement from Elements to the CDD – Tracts 4A, 9C, EE, & FF

On MOTION by Mr. Mizell and seconded by Ms. Bock, with all in favor, the Temporary Construction Easement from Elements to the CDD – Tracts 4A, 9C, EE, & FF, were ratified.

- D. Consideration of Resolution 2024-15, Approving the Conveyance of Certain Real Property; Authorizing the Chairperson to Take the Necessary Actions to Facilitate the Conveyance and Providing General Authorization; and Addressing Severability, Conflicts and an Effective Date [Conveyance of Tracts E-1, F-1, and F-2 to Elements]**

Ms. Sandy presented Resolution 2024-15 and the accompanying Exhibits.

Discussion ensued regarding the CDD's construction of infrastructure on public and private property, plats, tracts, use of easements and conveyance of infrastructure.

On MOTION by Mr. Mizell and seconded by Mr. Von der Osten, with all in favor, Resolution 2024-15, Approving the Conveyance of Certain Real Property; Authorizing the Chairperson to Take the Necessary Actions to Facilitate the Conveyance and Providing General Authorization; and Addressing Severability, Conflicts and an Effective Date [Conveyance of Tracts E-1, F-1, and F-2 to Elements], was adopted.

THIRTEENTH ORDER OF BUSINESS

Consideration of Interlocal Agreement by and Among, Duval County Property Appraiser, Duval County Tax Collector, and the District Community Development District for Uniform Collection and Enforcement of Non-Ad Valorem Assessment

Mr. Wrathell presented the Interlocal Agreement by and Among, Duval County Property Appraiser, Duval County Tax Collector, and the District Community Development District for Uniform Collection and Enforcement of Non-Ad Valorem Assessment.

On MOTION by Ms. Bock and seconded by Mr. Mizell, with all in favor, the Interlocal Agreement by and Among, Duval County Property Appraiser, Duval County Tax Collector, and the District Community Development District for Uniform Collection and Enforcement of Non-Ad Valorem Assessment, in substantial form, was approved.

FOURTEENTH ORDER OF BUSINESS**Update: Insurance Renewal**

Mr. Wrathell discussed the CDD's Builders Risk policy related to the CDD's purchase and on-site storage of construction materials. The current contract will likely not be extended. It is likely that the CDD's other insurance carrier will provide coverage; property insurance will be added as appropriate. Proposals for construction security will be provided at a future meeting.

Discussion ensued regarding security, construction and staging of materials.

Mr. Mullis stated that the parks will be open to the public while construction is ongoing on the remaining parcels. CRA roadways are projected to be completed by December 31, 2024 and the CDD roadways are projected to be completed by December 31, 2025. Mockups of hardscape and streetscape areas are in development; the City's Downtown Investment Authority is expected to approve mockups this week.

Discussion ensued regarding aerial photographs, the various stages of construction, site access and storage of construction materials.

It was noted that Phase 3 is approximately 96% complete. Phase 3B includes hardscape, streetscape and landscape, and Phase 4 includes the marina. A summary of the phases of construction will be provided.

FIFTEENTH ORDER OF BUSINESS**Consideration of Goals and Objectives Reporting [HB7013 - Special Districts Performance Measures and Standards Reporting]**

Mr. Wrathell presented the Memorandum explaining the requirement for the CDD to develop goals and objectives. He presented the Performance Measures/Standards & Annual Reporting Form developed for the CDD, which explains how the CDD will meet the goals. Community Communication and Engagement, Infrastructure and Facilities Maintenance, and Financial Transparency and Accountability are the key categories to focus on for Fiscal Year 2025.

On MOTION by Mr. Mizell and seconded by Ms. Bock, with all in favor, the Goals and Objectives and the Performance Measures/Standards & Annual Reporting Form, were approved.

SIXTEENTH ORDER OF BUSINESS

Acceptance of Unaudited Financial
Statements as of June 30, 2024

On MOTION by Ms. Bock and seconded by Mr. Von der Osten, with all in favor, the Unaudited Financial Statements as of June 30, 2024, were accepted.

SEVENTEENTH ORDER OF BUSINESS

Approval of May 20, 2024 Regular Meeting
Minutes

On MOTION by Mr. Mizell and seconded by Mr. Von der Osten, with all in favor, the May 20, 2024 Regular Meeting Minutes, as presented, were approved.

EIGHTEENTH ORDER OF BUSINESS

Staff Reports

A. District Counsel: Kutak Rock LLP

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

There were no District Counsel or District Engineer reports.

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

- 0 Registered Voters in the District as of April 15, 2024
- NEXT MEETING DATE: September 16, 2024 at 1:30 PM
 - QUORUM CHECK

NINETEENTH ORDER OF BUSINESS

Board Members' Comments/Requests

There were no Board Members' comments or requests.

TWENTIETH ORDER OF BUSINESS

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

No members of the public spoke.

TWENTY-FIRST ORDER OF BUSINESS

Adjournment

On MOTION by Mr. Mizell and seconded by Mr. Von der Osten, with all in favor, the meeting adjourned at 3:22 p.m.



Secretary/Assistant Secretary



Chair/Vice Chair