

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

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]**

- II. Number 2020-129: Anixter Power Solutions [\$48,053.81
 - III. Number 2020-130: J.B. Coxwell Contracting, Inc. [\$1,132,016.00]
 - IV. Number 2020-131: Kimley-Horn and Associates, Inc. [\$203,405.55]
 - V. Number 2020-132: Fulcrum, LLC [\$ 7,500.00]
 - VI. Number 2020-133: J.B. Coxwell Contracting, Inc. [\$1,106,718.77]
 - VII. Number 2020-134: Anixter Power Solutions [\$45,500.56
 - VIII. Number 2020-135: Kutak Rock LLP [\$420.00]
 - IX. Number 2020-136: KOMPAN, Inc. [\$236,171.01]
 - X. Number 2020-137: Fulcrum, LLC [\$7,500.00]
 - XI. Number 2020-138: Kutak Rock LLP [\$2,370.00]
 - XII. Number 2020-139: Anixter Power Solutions [\$1,692.74]
 - XIII. Number 2020-140: J.B. Coxwell Contracting, Inc [\$525,066.26]
- B. Ratification of Requisitions (Series 2022 BAN)**
- I. Number 2: Elements Development of Jacksonville, LLC [\$226,331.02]
 - II. Number 3: Various Vendors [\$131,764.00]
 - III. Number 4: Kimley-Horn and Associates, Inc. [\$44, 110.50]6
 - IV. Number 5: Kimley-Horn and Associates, Inc. [\$4, 044.00]
 - V. Number 6: Kimley-Horn and Associates, Inc. [\$3,941.50]
 - VI. Number 7: Kimley-Horn and Associates, Inc. [\$3,315.00]
 - VII. Number 8: Kimley-Horn and Associates, Inc. [\$23,632.25]
 - VIII. Number 9: Kutak Rock LLP [\$13,935.50]

On MOTION by Mr. Lancaster and seconded by Mr. John Dodson, with all in favor, the Consent Agenda Items, were ratified.

FOURTH ORDER OF BUSINESS

**Public Hearing on Adoption of Fiscal Year
2023/2024 Budget**

A. Affidavit of Publication

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

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

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

No members of the public spoke.

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

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

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

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

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

FIFTH ORDER OF BUSINESS

Consideration of Resolution 2023-21, 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 Thereon; Certifying an Assessment Roll; Providing for Amendments to the Assessment Roll; Providing a Severability Clause; and Providing an Effective Date

Mr. Wrathell presented Resolution 2023-21.

On MOTION by Mr. Jay Dodson and seconded by Mr. John Dodson, with all in favor, Resolution 2023-21, 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 Thereon; Certifying an Assessment Roll; Providing for Amendments to the Assessment Roll; Providing a Severability Clause; and Providing an Effective Date, was adopted.

SIXTH ORDER OF BUSINESS

Series 2020 & Series 2022 Bond Related Items

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

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

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.

EIGHTH ORDER OF BUSINESS

Series 2023 REV Grant Revenue & Special Assessment Bond Related Items

A. Consideration of Term Sheet

Mr. Wrathell presented the Term Sheet.

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

- B. Consideration of Resolution 2023-22, Authorizing the Issuance of Not to Exceed \$[60,000,000] Aggregate Principal Amount of its District Community Development District (City of Jacksonville, Florida): (I) Grant Revenue and Special Assessment Refunding Bonds, Series 2023A-1 (the "Series 2023A-1 Bonds"), to Refund on a Current Basis a Portion of the District's Outstanding Grant Revenue and Special Assessment Bonds, Series 2020 and Series 2022, and (II) Grant Revenue and Special Assessment Refunding and Improvement Convertible Capital Appreciation Bonds, Series 2023A-2 (the "Series 2023A-2 Bonds") (A) to Refund on a Current Basis a Portion of the District's Outstanding Grant Revenue and Special Assessment Bonds, Series 2020 and Series 2022, and (B) to Fund the Remaining Costs of the Planning, Financing, Construction and/or Acquisition of CDD Public Infrastructure Improvements and Associated Professional Fees and Incidental Costs; Determining the Need for a Negotiated Private Placement Sale of the Series 2023A Bonds and Providing for an Award of Such Bonds to PHCC LLC d/b/a Preston Hollow Community Capital; Appointing a Placement Agent for the Private Placement Sale of the Series 2023A Bonds and Authorizing The Execution and Delivery of a Bond Placement Agreement With Respect to the Series 2023A Bonds; Approving the Form of and Authorizing the Distribution of a Private Placement Memorandum Relating to the Series 2023A Bonds and its Use by the Placement Agent in Connection with the Private Sale of the Series 2023A Bonds; Approving the Forms of and Authorizing the Execution and Delivery of a Third Supplemental Trust Indenture and a Fourth Supplemental Trust Indenture;

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 2023A Bond Proceeds; Authorizing the Proper Officials to Do All Things Deemed Necessary in Connection with the Issuance, Sale and Delivery of the Series 2023A Bonds; and Providing for Severability, Conflicts and an Effective Date and for Other Purposes

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

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

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

with the Private Sale of the Series 2023A Bonds; Approving the Forms of and Authorizing the Execution and Delivery of a Third Supplemental Trust Indenture and a Fourth Supplemental Trust Indenture; 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 2023A Bond Proceeds; Authorizing the Proper Officials to Do All Things Deemed Necessary in Connection with the Issuance, Sale and Delivery of the Series 2023A Bonds; and Providing for Severability, Conflicts and an Effective Date and for Other Purposes, was adopted.

- C. Presentation of Amended and Restated Engineer’s Report, dated August 1, 2023**
- D. Presentation of 2023 Supplemental Assessment Methodology, dated August 1, 2023**
- E. Consideration of Resolution 2023-25, Supplemental 170.08 Resolution**
- F. Consideration of Ancillary Financing Documents**
 - I. True Up Agreement**
 - II. Amendments to Completion Agreement & Acquisition Agreement**
 - III. Collateral Assignment Agreement**
 - IV. Declaration of Consent**
 - V. Notice of Assessment**
 - VI. Disclosure of Public Finance**

These items were deferred.

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

NINTH ORDER OF BUSINESS

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

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

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

On MOTION by Mr. Jay Dodson and seconded by Mr. Lancaster, with all in favor, the May 15, 2023 Regular 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:

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

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

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

- **0 Registered Voters in District as of April 15, 2023**
- **UPCOMING MEETINGS**
 - **August 21, 2023 at 1:30 PM**
 - **September 18, 2023 at 1:30 PM**
 - **QUORUM CHECK**

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

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



Secretary/Assistant Secretary



Chair/Vice Chair