

MINUTES OF MEETING
AMELIA WALK COMMUNITY DEVELOPMENT DISTRICT

The regular meeting of the Board of Supervisors of the Amelia Walk Community Development District was held Tuesday, February 20, 2017 at 2:00 p.m. at the Amelia Walk Amenity Center, 85287 Majestic Walk Circle, Fernandina Beach, FL 32034.

Present and constituting a quorum were:

Mike Taylor	Chairman
Greg Matovina	Vice-Chairman (by phone)
Gregg Kern	Supervisor
Rose Bock	Supervisor
Chris Hill	Supervisor

Also present were:

Dave DeNagy	GMS
Daniel Laughlin	GMS
Jason Walters	District Counsel
Dan McCranie	District Engineer
Peter Dame	Ackerman Bond Counsel (by phone)
Jennifer Erickson	Evergreen Lifestyles Management
Liam O'Reilly	Greenpointe Senior Development Manager

FIRST ORDER OF BUSINESS

Roll Call

Mr. deNagy called the meeting to order at 2:03 p.m.

SECOND ORDER OF BUSINESS

Audience Comments

There were no audience comments.

THIRD ORDER OF BUSINESS

**Public Hearing to Consider the Imposition
of Special Assessments**

A. Consideration of Resolution 2018-07

Mr. deNagy stated a copy of the resolution is behind Tab III in the agenda package. The public has been noticed related to the new bonds we are issuing. A motion is needed to open today's public hearing.

On MOTION by Mr. Taylor seconded by Mr. Hill with all in favor the Public Hearing is Open
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Mr. Walters stated at the last meeting we started the assessment process so we have the Engineer's Report and the initial Assessment Methodology report. We have two resolutions. One is approving those documents and starting the process, and the other one is setting a hearing. We also mailed notices to the affected landowners. The new assessments we are levying do not affect any existing homeowners within the District. It is only the new undeveloped properties that will be financed by these bonds, and the funds generated will be used to fund construction of the improvements. If you are an existing homeowner, this will not affect your assessments in any way. After this portion, we have some documents related to financing as well, which we will get to. They are all part of the standard financing packages. The last thing I will note for today's purposes is we have got the master lien, which we will assess today, which is the expected cost based on Dan's engineering report which you previously approved. The master methodology will set the lien at those numbers. We are in the process of selling those bonds, so once they go to market and the final terms of those bonds are negotiated between our underwriter and the purchaser of those bonds, we will have what we call a final numbers resolution as well. For the purpose of today, we hold a public hearing to get input from the audience. We will set that master assessment level in accordance with the assessment methodology circulated to the all the board members and then a subsequent meeting once the bond terms have been determined, we will have that supplemental resolution to bring the exact numbers.

Mr. deNagy asked are there any questions on Resolution 2018-07.

Mr. Taylor stated the Engineer's Report throughout the document references January 15. Is that correct?

Mr. deNagy responded the date of the Engineer's Report is January 12, and the date of the special assessment methodology is actually February 20. We had sent out an updated assessment methodology, and we will have a final methodology once the bonds are sold. I do have a corrected signature page that shows February 20.

Resident Mike Lewis stated I went on the website to take a look at some of the documents, specifically an enlargement of the map for Phase 3 and 4, and it was missing from

the document that I looked, and it said it is to be provided later. I was wondering if it was added in the updates that you are discussing?

Mr. deNagy responded I would have to look at the website, but I can certainly make sure that we have a map showing all five phases. I will make a note to make sure it is posted on the website. If you will give me your email address, I can certainly send it to you.

On MOTION by Mr. Hill seconded by Ms. Bock with all in favor the Public Hearing is Closed

On MOTION by Mr. Taylor seconded by Ms. Bock with all in favor Resolution 2018-07 imposing assessment as part of the Series 2018 Assessment Area 3A bonds was approved.

Mr. deNagy stated the date of the Assessment Methodology Report should be reflected as February 20, 2018, and the Engineer's Report is dated January 12, 2018.

FOURTH ORDER OF BUSINESS

Financing Matters

A. Consideration of True-Up Agreements (AW Venture I and II)

Mr. Walters stated for today's purposes, we are still in the process of selling the bonds and getting all the closing documents completed. All these are in substantial form. There may be a few tweaks here and there that we make. On each of these, we will be looking for approval in substantial form. Also, these four financing developer documents were all part of the previous financing and all part of a standard financing package. You have seen them in substantial form on the 2016 financing. With that being said, I will give a little bit of background for each document.

The first document is the True-Up Agreement. This document provides for true-up payments to be made by the landowner in the event there is a reduction in development. That means if we have 100 acres, and we plan to have 100 houses, those assessments are based on 100 units. If only 80 units are developed, the assessments won't support that, so we ask for a reduction payment of those 20 that aren't developed. We don't anticipate that will happen. We anticipate that the developed plan will go as stated in the documents, but in the event that does, it provides for the developer to make that true-up payment.

On MOTION by Mr. Taylor seconded by Mr. Hill with all in favor the True-Up Agreements were approved in substantial form.

B. Consideration of Completion Agreements (AW Venture I and II)

Mr. Walters stated we cannot finance 100% of the construction costs or the soft costs or the all-in costs. We ask that the landowner enters into this agreement where they agree to complete those improvements after the public funds are exhausted. This makes sure all the improvements are completed.

On MOTION by Mr. Taylor seconded by Ms. Bock with all in favor the Completion Agreements were approved in substantial form.

C. Consideration of Declarations of Consent (AW Venture I and II)

Mr. Walters stated this a mechanism where the landowners are essentially agreeing to the terms of the terms. They are agreeing to the assessments being levied and are agreeing that the District will be informed on all those things so there is no contention later on. There is a small piece that is still owned by AW Ventures I, and most of it is owned by AW Ventures II, so that is why we included both.

On MOTION by Mr. Taylor seconded by Mr. Hill with all in favor the Declarations of Consent were approved in substantial form.

D. Consideration of Consideration of Collateral Assignment Agreement

Mr. Walters stated this document provides for certain entitlements, documents, soft costs, plans, etc. In the event there is a default by the landowner, if the District has to initiate enforcement proceedings and as part of that recovery would be the land that secures the debt and also all those documents and entitlements and so forth.

On MOTION by Mr. Taylor seconded by Mr. Hill with all in favor the Collateral Assignment Agreements were approved in substantial form.

E. Consideration of Engineer's Report

This was discussed under Section III as part of the Resolution

F. Consideration of Supplemental Assessment Methodology

This was discussed under Section III as part of the Resolution

FIFTH ORDER OF BUSINESS

Approval of Minutes of the January 16, 2018 Meeting

Mr. Matovina stated on Page 10, at the top of the page, it states "Mr. Kern stated Dan, in your Engineer's Report..." Mr. Kern did not make that statement. Mr. Matovina made that statement.

On MOTION by Mr. Hill seconded by Ms. Bock with all in favor the Minutes of the January 16 2018 meeting were approved as revised.

SIXTH ORDER OF BUSINESS

Consideration of Proposals for Phase II Infrastructure Improvements

Mr. deNagy stated as noted at the last meeting, there was an RFP sent out for proposals.

Mr. Taylor we received some bids, and I have taken the liberty as chair to put the ranking of my assessment at the table. (Copies were distributed to board members and audience members.) We received bids on the 16th of February. This is my ranking based on my review of the proposals. The ranking criteria were personnel experience, understanding the scope, financial capability, schedule, and price. Each was given a rank of 10 through 20. We had seven bidders – AJ Johns, Besch & Smith, Florida Roads, Earthworks, MSC, W. Gardner, and Petticoat.

Mr. McCranie stated we had a bid opening at 11:30 at my office. Most of those bidders were there to watch. At that point I opened them and read out the total bids and explained to all of the contractors that we have selection criteria, which were part of the proposal package

that is not solely based upon the lowest bid. What I did was go through all of their paperwork, made sure that all forms that were required to be signed were signed, and that the bond was also there. I have checked that everybody has a complete submittal package. I didn't look at all of their data, but I looked at all of the forms they were required to fill out, and everyone submitted a valid submittal.

Mr. Taylor stated it is pretty clear. Looking at the total base bid at the top, schedule and calendar days below, and then we looked at the criteria of ranking based on the items in the left column, and weighted the seven bidders. Earthworks is the best qualified bid, second was W. Gardner, and third was Besch & Smith. The lowest bid was roughly \$2.7 million and 209 days.

Mr. McCranie stated the Engineer's estimate for this phase is \$2.8 million, and then I had a 10% contingency so give or take \$3 million was where our Engineer's estimate was.

Mr. deNagy stated we look for a motion and ranking – just use the top three Jason for now?

Mr. Walters responded yes, essentially what we have is the board is the evaluating entity here. If the board is comfortable, they can adopt Mike's ranking, and we will award the contract based upon this ranking you have before you.

Mr. deNagy stated so the motion would be to rank Earthworks #1, W Gardner #2, and Besch & Smith as #3.

On MOTION by Mr. Kern seconded by Mr. Taylor with all in favor to rank Earthworks #1, W. Gardner #2, and Besch & Smith #2 for Phase III infrastructure improvements was approved.

The Chairman and District Counsel were authorized to enter into negotiations with the #1 ranked firm and to execute an agreement dependent upon successful negotiations. If not successful, they would move to the #2 ranked proposer.

SEVENTH ORDER OF BUSINESS

Acceptance of Audit Committee Recommendation and Authorization to Issue an RFP

Mr. deNagy stated this was discussed during the Audit Committee meeting as well as authorizing staff to issue the RFP. I need a motion from the board to accept the Audit Committee recommendations.

On MOTION by Ms. Bock seconded by Mr. Hill with all in favor to accept the Audit Committee's recommendation was approved.

EIGHTH ORDER OF BUSINESS

**Consideration of Resolution 2018-08
Instructing Nassau County Supervisor of
Elections to Begin Conducting the District's
General Election**

Mr. deNagy stated this year we have three seats whose terms expire – Seat 1 (Mr. Matovina), Seat 2 (Mr. Kern), and Seat 4 (Mr. Hill). Two of those three slots will be filled through the General Election process, which would be residents, general electors of the District. Any residents who are interested in sitting on the CDD board can put their name in for the General Election process that will take place this November. I recommend going to the Supervisor of Elections website in Nassau County for instructions about how to place your name on the ballot. People within the District will vote for who they want to serve on the CDD board. There will be two resident seats. The third seat will be a landowner elected seat.

On MOTION by Mr. Hill seconded by Mr. Taylor with all in favor Resolution 2018-08 authorizing the Nassau County Supervisor of Elections to begin conduct the District's General Elections was approved.

NINTH ORDER OF BUSINESS

Other Business

There being none, the next item followed.

TENTH ORDER OF BUSINESS

Staff Reports

A. District Counsel

Mr. Walters stated I don't have any action items for the board today.

B. District Engineer

Mr. McCranie stated he had nothing to report.

C. District Manager

Mr. deNagy stated he had no report. We will be getting into our budget process in the next couple of months. That is slated for our May meeting for budget approval, which is the first step in the budget process. In July we will look at adopting our budget.

D. Community Manager - Report

Ms. Erickson stated the NCSO has gotten back to me, and they have a contract for us. It will be in my office by tomorrow. They require Mike to sign the contract. This is one for them to patrol the neighborhood and enforce the roadway rules. It will go before the council meeting within the next 30 days, and then the Sheriff's office will sign it. I am looking at the end of March. Regarding maintenance items, right now I am dealing with a possible pool leak. An inspection will be done this week. Ms. Erickson listed the other items shown in her report regarding maintenance. There are a few proposals that are not located in the agenda package. We have a plot of land on the other side of the road from the clubhouse. It has been treated for bugs and mold. The replacement cost for that sod is \$9,400. It is from the entrance into the community down 200' past the clubhouse that needs to be treated and replaced. We have had it treated several times over the last 8 months. We could not save the grass. To seed it would not be viable.

Mr. deNagy stated this is an unbudgeted item.

Mr. Taylor states it looks like on Page 2 of the General Fund, we are already \$4,500 over in landscaping.

Mr. deNagy stated I want to take a look at that \$4,500.

Ms. Erickson stated I believe the flowers and mulch should be part of the landscape contract. Ms. Erickson then briefly described what the landscape company has been doing to treat the area that needs new sod.

Mr. Kern stated one thought is the general timing of this development of this land and maybe we want to coordinate that. Also, St. Augustine is pretty high maintenance turf. Maybe there is a consideration for an alternat turf. I know it is real susceptible to the bugs.

Ms. Erickson stated if you go through the entire CDD, there are a lot of patches. Previous, when Valley was here, they did not do what they should have been doing for years.

We have got it as healthy as we can get. We can dig out what is damaged and change it, absolutely.

Mr. Kern stated I was thinking a more native turf might be more resistant to the bugs and drought.

Mr. Taylor asked Ms. Erickson to circulate Martex's contract for the board's review. Also, on page 2 in the General Fund, it looks like there is a savings today of \$9,500, am I reading that correctly?

Mr. deNagy responded yes.

Mr. Taylor said so it looks like if everything goes to schedule, we will have some additional funds.

Mr. deNagy responded I want to be sure. I'd have to take a look. It could be a timing issue with our invoices. So there may or may not be a savings there. I want to double check that.

Mr. Hill stated my concern is if we are going to spend \$9,500, what are we doing to remediate or mitigate the fact that you have the chinch bugs, which is a reoccurring theme and although St. Augustine can withstand a certain level of chinch bugs, but what are they going to do to help prevent this happening again? Just because you replace the sod, does that guarantee that you got rid of chinch bugs? What is the game plan?

Ms. Erickson responded since I have been on the site, the sod itself has had ongoing issues from previous companies. The sod has grown back in many places. They treated everything again, several times. They will do a quality treatment before replacing the sod.

Mr. Taylor stated let the residents know that they can almost sterilize the soil in a way, but it is a process, and it will probably look unsightly for whatever that duration of time is. If we can project out to the residents the expectations of what they will see during that period of time. Can we make a motion to approve this pending the review of the contract and scope?

Mr. deNagy responded absolutely.

Mr. Walters stated I think to give some leeway, we ought to be flexible in terms of a not-to-exceed number and to make sure all things are in play in terms of long-term strategy decision. We ought to have an approval NTE \$9,400 subject to review by the chair and counsel.

On MOTION by Ms. Bock seconded by Mr. Hill with all in favor to have sod replaced NTE \$9,400 subject to long-term strategy, funds available, and review by Chair and Counsel was approved.

Ms. Erickson stated the next one is for replacement of dead plants in Phase II from the freeze.

Mr. Hill stated Plumbago will come back. It is very common for it to check out and then come back.

Ms. Bock stated I am more concerned with the dead grass and bushes that have been there for several years in the same area.

Ms. Erickson stated that would be Phase 1. That is something that we have addressed previously at the monuments. We have a contractor giving us a bid to do the repairs on the monuments themselves, and after we get that done, we can look at the landscaping.

Mr. Taylor said part of the next bond issuance, which was alluded to earlier, we also have some plans that are still in the design phase to make improvements throughout the community, primarily the clubhouse, and getting a renovation and some cosmetic improvements. That will also segway into some landscaping enhancements. We are trying to get all that sorted out right now.

Ms. Erickson stated the next item is mold remediation. Mold and spores have been found in my office. There are two proposals in front of you. One bid is for \$6,072. They don't specialize in mold remediation, but they are capable of doing some. Another is from Pure Clean who does this often and are a reputable company. Their bid is \$13,554.56. All surfaces, heat, and furnishings will be done. This, along with the roof flashing repair will be submitted to insurance, but we would request that the developer fund the repairs.

Mr. deNagy stated I have submitted the report that Jen got to our insurance company, and they are just waiting for the price quote now. I will get that to the insurance company, and they will let us know if it is covered or not.

Mr. Taylor asked what is the schedule to do this work and what interruption will it have?

Ms. Erickson responded within two weeks. The entire clubhouse will be closed down both sides, and it will be about five days.

Mr. Taylor stated we typically like to get more than two.

Ms. Erickson stated we asked other companies to come out, and they chose not to.

Ms. Bock asked did you talk to Sky Tech? They are out of Jacksonville, but they have done a lot over the years. I know they will find it. I'm not sure about the remediation part, but I think they do that.

Mr. Taylor stated these are apples and oranges, so we need to have one competitive to this.

Mr. deNagy stated so are we going to table this for now?

Mr. Taylor stated yes, we would like to get another proposal to evaluate.

Mr. Kern asked would it benefit to do a NTE of some amount so we could approve it without waiting for another meeting?

There was general discussion among the board members and counsel regarding repairs and insurance.

Mr. Taylor stated let's make a motion to approve it NTE \$15,000, and we will authorize Supervisor Kern to review and solicit another proposal.

On MOTION by Mr. Taylor seconded by Mr. Hill with all in favor a NTE of \$15,000 for mold remediation, pending a third party quote, was approved. Supervisor Kern is authorized to review and approve the process.
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Ms. Erickson stated I have had some residents express concerns with the construction in front of the community and the lack of dense preserve area to conceal the new homes from Amelia Walk's view. There are also ongoing concerns about drainage along Majestic Walk Blvd.

Mr. Taylor responded the first phase is always the most shocking phase where you take down the trees. They have permits to do what they are doing today. Also, we do have an architectural review process, and we do have landscape plans that have been reviewed, so there will be additional plantings that will be protecting the entry into the community. Part will done by fence, and part will be done by trees and plantings. The intent is to preserve the drive into the community and have that as a separate development.

**ELEVENTH ORDER OF BUSINESS Supervisor's Requests and Audience
Comments**

There were no supervisor requests.

Audience Comments

Ms. Mary Ann-Luleskie stated I am curious, especially with the new development going up here up front as well as the additional phases for Amelia Walk, will this be the only entrance and exit out, or is there some consideration to a different exit?

Mr. Taylor responded there are no other plans for a separate entrance into the community.

Mr. Mike Lewis stated I am looking for some additional information regarding the time frame of the phases. Is that somewhere on the website as well? I know there is a long list of documents. I went through a number of them but not all of them.

Mr. Taylor stated there is not a prescribed schedule. We do have in our bid tab here we note the next Phase III that 95 lots will be done in 209 days, which is roughly November. Phase IV will probably start the first quarter of next year, and that will be complete by the end of the year.

Ms. Carolyn Lewis stated we are bordering the logging road, and I am wondering if most of the logging is done.

Mr. Kern stated it is my understanding that all of the logging is completed, however, that road is intended to be used for construction access of those future phases.

Ms. Lewis stated the road is taking a beating into and out of Phase I and Phase II. Are there things in place to repair?

Mr. Taylor responded I think the last HOA budgeting process, we looked at doing a reserve study and trying to figure out how to maintain those roads going forward. We are going to evaluate that in this budgeting process coming up.

Mr. Lewis stated the streetlights still need straightening.

Ms. Erickson responded that the issue is they are behind getting things fixed. They impose no functionality issues. They do have work orders so they are in queue. They have to be leaning more than 30 percent to make it a top priority.

TWELFTH ORDER OF BUSINESS Financial Reports

- A. Balance Sheet & Income Statement**
- B. Approval of Check Register**
- C. Special Assessment Receipts Schedule**

Mr. deNagy stated a copy of your financial statements is included in your agenda package as of January 31, 2018. The total of the check register is \$55,282.08.


On MOTION by Mr. Matovina seconded by Ms. Bock with all in favor the check register in the amount of \$55,282.08 was approved.

THIRTEENTH ORDER OF BUSINESS Next Scheduled Meeting for March 20, 2018 at 2:00 p.m. at the Amelia Walk Amenity Center, 85287 Majestic Walk Circle, Fernandina Beach

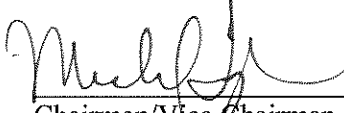
Mr. deNagy stated the next scheduled meeting is March 20, 2018 at 2:00 p.m. at this location.

FOURTEENTH ORDER OF BUSINESS Adjournment

On MOTION by Mr. Taylor seconded by Mr. Hill with all in favor the Meeting was Adjourned.



Secretary/Assistant Secretary



Chairman/Vice Chairman