

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, October 16, 2018 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:

|            |            |
|------------|------------|
| Gregg Kern | Supervisor |
| Chris Hill | Supervisor |
| Rose Bock  | Supervisor |

Also present were:

|                   |                                 |
|-------------------|---------------------------------|
| Daniel Laughlin   | GMS                             |
| Jennifer Erickson | Evergreen Lifestyles Management |
| Peter Dame        | Akerman                         |
| Jason Walters     | District Counsel (by phone)     |
| Dan McCranie      | District Engineer               |
| Dave DeNagy       | GMS (by phone)                  |
| Liam O'Reilly     | GreenPointe (by phone)          |

**FIRST ORDER OF BUSINESS**

**Roll Call**

Mr. Laughlin called the meeting to order at 2:00 p.m.

**SECOND ORDER OF BUSINESS**

**Audience Comments**

There were no audience comments

**THIRD ORDER OF BUSINESS**

**Financing Matters**

**A. Consideration of Agreement with FMS Bonds for Underwriter Services**

Mr. Walters stated this is essentially the same form as you have seen with prior issuances with our current underwriters, John Kessler. It should be straight-forward and along the same terms and everything else as we have seen in the past.

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| On MOTION by Mr. Kern seconded by Ms. Bock with all in favor the agreement with FMS Bonds for underwriter services was approved. |
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**B. Consideration of Delegation Award Resolution 2019-01**

- 1. Sixth Supplemental Indenture**
- 2. Bond Purchase Contract**
- 3. Preliminary Limited Offering Memorandum**
- 4. Continuing Disclosure Agreement**

Mr. Dame stated the District has authorized the issuance of bonds and in January authorized the issuance of an additional amount of bonds to fund projects within the District. Jason conducted a bond validation proceeding for those additional bonds that were authorized, and that was successfully concluded. Now the time has come to authorize the actual issuance of the bonds and delegate the ability to set the terms of the interest rates and maturities of those bonds, and that is what this resolution does. It is substantially in the form that we have used in the past to authorize and delegate the award of bonds. It also approves the forms of the documents that are necessary to issue the bonds, and that is a Supplemental Trust Indenture, the Bond Purchase Contract with the underwriter, delivering an Offering Memorandum that is provided to potential investors to give them information about the bonds, and the Continuing Disclosure Agreement under which the District provides information to the bond holders in the future as the project progresses, and the assessments are collected. The important part of the Resolution that I would like to turn to is in Section 5 (Page 3), and there we set out, and the board approves if you adopt the Resolution, the parameters under which the bonds can be sold. Those are important, so I want to read them into the record. The principal amount of the bonds would not exceed \$11,000,000; the interest rate would not exceed the maximum interest rate permitted by law, and at this point the maximum interest rate is in the range of just under 7%. It is between 6.5% and 7%. It is based upon a floating interest rate. The underwriters' discount would not exceed 2.5%, which is the parameter we have used in the past and is consistent with the FMS contract. The bonds will be subject to optional redemption no later than May 2030 at a premium of not more than 2%. This is an upper parameter. We expect it to be less than that, but this is what the underwriter has asked to put in as a parameter. The final maturity will be no later than November 1, 2048. Within those parameters, you are delegating to the Chairman and District Manager the ability to sign a bond purchase contract with FMS bonds for the marketing and sale of those bonds. The Resolution broadly delegates

authority to take the actions that are necessary to go forward and issue the bonds. I am happy to answer any questions.

On MOTION by Mr. Kern seconded by Mr. Hill with all in favor Resolution 2019-01, Delegation Award Resolution, was approved.

#### **FOURTH ORDER OF BUSINESS**

#### **Consideration of Proposals for Phases 4A and 4B Development Projects**

Mr. McCranie stated over the last month we have advertised for bids for the Phase 4A and Phase 4B project for construction. These are different bond issuances, so they have to be bid out separately. We bid out Phase 4A as a separate contract, Phase 4B as a separate contract, and then we wanted to see if the same contractor were to do A and B at the same time, what would the price be for that. I have a copy of the evaluation that was done by Liam O'Reilly with Greenpointe. Bids came in, and we had five bidders - AJ Johns, Besch & Smith, Earthworks, Vallencourt, and W. Gardner. All of them had all the paperwork involved, and all had the bid bonds and experience to do this project. They were all qualified bidders. We got pricing from all. The only caveat we have AJ Johns is they did not include a schedule. I explained to the bidder that while that might not throw them out, that is going to put them at a strong disadvantage because schedule was a very important part of the evaluation criteria. As it looks, the low bidder as well as the one with the shortest number of calendar days in their schedule and qualified is Earthworks. I know Liam is recommending approval with Earthwork, and I would agree with that recommendation. They have done a very good job with Phase 3. They are the low bidder, and they are the shortest schedule. The total base bid for AJ Johns is \$5.8 million; Besch & Smith \$6.7 million; Earthworks is \$5.6 million; Vallencourt \$6.4 million; and W. Gardner \$6.5 million. For total calendar dates, AJ Johns did not have any, Besch & Smith 368, Earthworks 277, Vallencourt 306, and W. Gardner 326. Of all the ranking criteria, the total scores, based on Liam's review, is AJ Johns did not get a score because of the schedule, Besch & Smith 93.2, Earthworks 99.7, Vallencourt 96.0, and W. Gardner 95.0. I would recommend Earthwork.

Mr. Kern asked at least a portion of this is included in the bonds just approved?

Mr. McCranie stated 4A, those bonds are already approved because when 3 was done, they included 4A. Then 4B/5 is part of the new bond issuance. To break up the two, and we are going to coordinate with Jason, I would suggest taking the total value of Phase 4, dividing it by the length of a roadway that we are constructing in 4A and 4B, and adding a proportionate share so that we know that 4A equals this percent and 4B equals this percent. Those types of details I do want to coordinate with Jason to make sure it meets all the different legal criteria. The project will be performed as one project.

Mr. Kern made a motion, and Mr. Hill seconded the motion, but Mr. Walters asked that before a vote is taken, he wants to amend the motion stating we are approving the rankings as presented.

On MOTION by Mr. Kern seconded by Mr. Hill with all in favor the rankings of the development project for Phase 4A and 4B as presented were approved with Earthworks ranked as #1.

#### **FIFTH ORDER OF BUSINESS**

#### **Consideration of Proposals for Landscape Maintenance Services**

Ms. Erickson stated we got responses from six out of nine. We got Brightview, Dunmar, Martex, R&D Landscaping, Trim All, and Sitex. Except for Sitex, I don't have any information, I just have a bid sheet. This will include the landscaping, fertilization, irrigation, pine straw, mulch, and flowers for the combined 1, 2, and 3 areas we did break them into. The ranking from least expensive to most expensive is Brightview at \$119,256; Trim All at \$122,232; Martex at \$132,391; Sitex did not complete; Dunmar at \$134,321; and R&D at \$230,231, which is a significant increase from their last bid four months ago. Sitex's base landscape of pine straw and flowers will be approximately \$122,000 and does not include any fertilization and irrigation. The deadline was yesterday at 5:00, so some of these came over, and I did have to go back to the vendor to make sure that they included everything. I had two send them over first thing this morning. No comparison sheet was able to be made at that time. At the end of each package that is stapled, the last four pages you are going to find the landscape proposals that are broken down. The entrance, multi-purpose field, Phase 1 and 2 and Phase 3 – each of them will cover the annual landscaping and irrigation services, mulch and pine straw, and annual flowers.

Mr. Hill stated it looks like only two companies are local – Trim All and Martex?

Ms. Erickson stated Dunmar is semi-local. They are the north side of Jacksonville. R&D, at that price, either mis-bid the first time when they bid out \$122,000 for Phase 1 and 2 or did they not wish to truly bid.

Mr. Kern stated in the past we had approved a standard form for the scope of services that Jen and I had worked on. It seems pretty comprehensive. That is what they were asked to bid on. We also created this bid summary form. In my opinion it was an effort to bring all to a standard format, and that is what you will see with the bid proposal summary form. A little more detail in the entry, that is what I call a shared portion. We have talked about it where Village Walk HOA is agreeable in contributing to our General Fund for operations and maintenance. That was the intent in identifying the landscape and irrigation landscape costs separately. It looks like Dunmar just essentially split the cost in half. I don't know if that is really feasible or if that would be appropriate to use in our efforts in our cost sharing.

Ms. Erickson stated Dunmar did not meet with me. The only companies that met with me was Trim All, Martex, R&D.

Ms. Bock asked who was the lowest bidder?

Ms. Erickson responded Brightview. My only concern about Brightview is they are Valley Crest, which was the company who had this the longest time. I have heard good things about some of their account managers, but I don't know about the ones that are here. Trim All did make sure it was broken down for the bush hogging, make sure that the back-haul road was done. Their base bid was \$110,000 with bush hogging.

Mr. Kern stated the scope of services, it will be included in the contracts, which I believe Jason already has or is working on and will be expected to be performed under this amount.

Mr. Hill stated the consistency to Martex and Trim All and even to a lesser extent, Brightview, tells me that they understand the project. Dunmar and R&D, obviously you can tell by their bid kind of where they are going, and obviously they didn't meet with you. R&D communicated, but they didn't come out and walk the site.

Ms. Erickson stated they drove it themselves but did not take the time with me.

Mr. Hill stated so they don't understand any of idiosyncrasies of the community at this time?

Ms. Erickson responded no. I spent about three hours with Trim All going through when they were here, and Martex is familiar with the community. A big difference in a lot of these prices is fertilization. Trim All does their own in-house fertilization.

Mr. Hill stated when it comes to Trim All they are \$7,600 less in Phase 3 Scope 1 annual landscape irrigation services. That is a pretty big differential on that. Is there a particular reason?

Ms. Erickson responded Martex was here last year when Phase 2 came on. There wasn't supposed to be a lot of landscaping, and when they bid the contract, they well under-bid because they didn't know the flowers were going in, so they wanted to make sure that were ample funds in that from Phase 3 to take care of that. That is one of the reasons.

Mr. Hill asked were they given a landscape plan to see what the new phase planning would be?

Ms. Erickson responded it was some general information but not detailed. We had the basic maps but not architectural designs.

Mr. Kern directed his question to Mr. Walters and asked if we today decide to go forward with a contractor, it would still be subject to contract negotiations to get to an actual formal agreement?

Mr. Walters responded it would, but I don't think that would take much time at all. We could have the formal agreement drafted up in the next couple of days.

Mr. Kern stated we can establish a 1-2-3 type scenario where if you can't come to an agreement with the preferred vendor we go to the secondary.

Ms. Bock responded that would be good. I like it.

Mr. Walters stated it makes sense if we want to designate the top-ranked and then we can have a second in case negotiations failed with the first.

Mr. Kern stated to me it would be Trim All, Martex, and Brightview.

Mr. Hill stated I would ask Jen about how we feel about Martex from your standpoint and from the community standpoint. Even though they might be a few grand higher, but if we are happy with what they have been giving us, then is that worth that, or it sounds like there have been some issues?

Ms. Erickson stated I almost have to recuse myself on this because of the personal argument.

Mr. Hill stated we have had to get rid of their in-house spray because they were not fulfilling their obligations?

Ms. Erickson responded yes, that is something that was an issue ongoing. They have apparently improved.

Mr. Hill asked are there any homeowner complaints of issues with them, are they professional?

Ms. Erickson stated they recently changed the entire crew management. They have only been here two weeks. They don't have a copy yet, so they are missing things.

Mr. Hill asked are they pretty responsive when it comes to action items of that nature? If there is a rain event, are they able to get back on schedule pretty quickly and promptly?

Ms. Erickson responded they don't do rain days. That is not part of what they do. They send out a crew, they get caught up as soon as possible.

Mr. Hill stated but they are not going to wait 10 days before they catch back up?

Ms. Erickson responded if it is raining through the Friday, they don't get it until the next Wednesday, so that is something they have done unless there is a problematic area.

On MOTION by Mr. Kern seconded by Mr. Hill with all in favor to choose Trim All for landscape maintenance services dependent on negotiation of contract and authorize staff to complete an agreement was approved. If chairman/staff cannot come to an agreement with Trim All, staff is authorized to complete negotiations with Martex. If Martex will not negotiate, staff is authorized to complete negotiations with Brightview.

**SIXTH ORDER OF BUSINESS**

**Consideration of Resolution 2019-02  
Amending the FY18 General Fund Budget**

Mr. Laughlin stated this is an end-of-year cleanup of the budget. There are a couple of over-budget items that we are just moving from carry-forward surplus. I need to a motion to accept it.

On MOTION by Mr. Kern seconded by Mr. Hill with all in favor Resolution 2019-02 amending the FY18 General Fund budget was approved.

**SEVENTH ORDER OF BUSINESS**

**Approval of the Minutes of the September 18, 2018 Meeting**

**A. September 18, 2018 Meeting**

Mr. Laughlin stated if there are no changes or revisions, I need a motion to approve.

On MOTION by Ms. Bock seconded by Mr. Kern with all in favor the Minutes of the September 18, 2018 meeting were approved.

**B. September 27, 2018 Continued Meeting**

Mr. Laughlin stated if there are no changes or revisions, I need a motion to approve.

On MOTION by Ms. Bock seconded by Mr. Hill with all in favor the Minutes of the September 27, 2018 continued meeting were approved.

**EIGHTH ORDER OF BUSINESS**

**Other Business**

There being none, the next item followed.

**NINTH ORDER OF BUSINESS**

**Staff Reports**

**A. District Counsel**

Mr. Walters stated I have a brief update on the validation. The validation hearing did go successfully, and the order was entered by the court. There is a 30-day appeal period, which we have to wait to ensure there are no appeals of that judgment. The appeal period ends today, so barring some last-minute appeal, that judgment will become final, and we will be fully validated to issue the bonds here in the next month or so.

**B. District Engineer**

**1. Ratification of Requisition Nos 15 - 17**

**2. Consideration of Requisition Nos 18-20**

Mr. McCranie stated I have the ratifications of Requisition 15 – 17 and consideration of Nos. 18 – 20. They are all in the agenda package.



On MOTION by Mr. Kern seconded by Ms. Bock with all in favor to ratify Requisition Nos. 15-17 was approved.

Mr. McCranie stated we want to approve 18 – 20. No. 18 is Earthworks for last month's work. No. 19 is for my staff for design of Phase 4 and construction process for Phase 3. No. 20 is Hopping Green and Sams for their work.

On MOTION by Mr. Kern seconded by Mr. Hill with all in favor Requisition Nos. 18-20 were approved.

Mr. McCranie stated last month I was given the authorization to be able to approve the change order for lot grading. It is not specific lot grading, but it is engineered grading. It is not building the lot pads, but it is building the pads with underlying dirt underneath the pads to make it all match engineering grade. It is semantics, but it used to be outside of the contract and now it is part of the contract, and I have approved that during the last month. Over the last month, the Phase 3 plat has gotten recorded. Otherwise the contract for the construction for Phase 3 is on schedule. The week of the 16<sup>th</sup> they are raising manholes and doing their final lime rock and about to pave everything. They are doing as-builts for JEA. They pave next week. We are on schedule.

**C. District Manager**

Mr. Laughlin had no report.

**D. Community Manager - Report**

Ms. Erickson stated we fixed the AC issue that we had here. Apparently the wiring was incorrect. It has been fixed. There has been some general maintenance around here. Dead plants have been replaced. Over 85 people showed up for October Fest. The next events are a wine tasting in November and 2018 Christmas Party on December 22, 2018. The only general comments brought to my attention is parking. I did have the HOA's attorney look at our docs. We cannot keep people from parking legally on the streets. Unless they are blocking a fire hydrant, drainage, or someone's passageway, they are allowed to park.

Mr. Walters stated because the roads are District owned, there is a process the District can go through, and the statute was changed a couple of years ago to allow for that where the District could enforce towing. It is a long process, and it is not going to make you any friends,

but at the end of the day if there is a fierce enough issue, that is something we can explore in the future.

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

**Supervisor Requests**

There being none, the next item followed.

**Audience Comments**

Mr. Paul Geiger, Berryessa Way, I am right on the edge of Phase 3, the development, and since they started in April, they have gotten to a point where they tend to back up towards my driveway, and as you can see here, these cracks have happened. It is because they turn around at the edge. It is great big long grader, the roller, the water truck, and what they have done is crack that (showing photographs). They have cut across the asphalt. They have broken the asphalt there, and we have cracks, and they continue to do it. He said not my problem.

Mr. McCranie stated he has to do a walk-thru, so when I do a walk-thru with them, I will look at it. There are two options. One is to saw cut it and fill with epoxy, which is probably the probable option. Otherwise, they will replace it.

Mr. Geiger stated the only other question I have is that in all our houses, we have rain gauges, and every one of them is stopped. It seems like it is a lot of wasted water.

**ELEVENTH ORDER OF BUSINESS                      Financial Reports**

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

Mr. Laughlin stated a copy of your financial statements is included in your agenda package as of September 30, 2018. The total of the check register is \$30,436.25

On MOTION by Ms. Bock seconded by Mr. Kern with all in favor the check register in the amount of \$30,436.25 was approved.

**TWELFTH ORDER OF BUSINESS**

**Next Scheduled Meeting for November 27, 2018 at 2:00 p.m. at the Amelia Walk Amenity Center, 85287 Majestic Walk Circle, Fernandina Beach**

Mr. Laughlin stated the next scheduled meeting is November 27, 2018 at 2:00 p.m. at this location.

**THIRTEENTH ORDER OF BUSINESS**

**Adjournment**

On MOTION by Mr. Hill seconded by Mr. Kern with all in favor the meeting was adjourned.

  
Secretary/Assistant Secretary

  
Chairman/Vice Chairman