

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, November 27, 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:

Mike Taylor	Chairman
Gregg Kern	Supervisor
Chris Hill	Supervisor
Rose Bock	Supervisor

Also present were:

Daniel Laughlin	District Manager
Jennifer Erickson	Evergreen Lifestyles Management
Jason Walters	District Counsel
Dan McCranie	District Engineer (by phone)
Liam O'Reilly	GreenPointe

**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**

**Affidavits of Publication**

Copies of the affidavits of publication were included in the agenda package.

**FOURTH ORDER OF BUSINESS**

**Organizational Matters**

**A. Oath of Office for Newly Elected Officer**

Mr. Kern subscribed to an oath of office.

**B. Consideration of Appointing Supervisors to Fill Seats 1 and 4**

Mr. Laughlin stated we didn't get much interest from residents so we are going to wait until the next meeting to give residents more time to submit their resumes.

Mr. Walters stated just for the Board's awareness, if a seat goes through the general election and there are no candidates, essentially existing board members will hold their seats

until the Board fills them. The statute provides for a 90-day period in which to do that. We try to declare the vacancy at the Board meeting and to the extent that we can reach out to interested residents and gain resumes or letters or whatever that is then within the next 90 days or so we will look to appoint to those seats.

Mr. Taylor asked so right now we have Greg Matovina and Chris Hill's seats coming up for vacancy, right?

Mr. Laughlin responded yes.

Mr. Taylor stated so Chris is here today so he will stay on Board until we fill his seat?

Mr. Walters responded that is correct.

Mr. Kern asked we had one interested resident?

Mr. Laughlin responded yes we only had one.

Mr. Taylor asked and they have to be a registered voter?

Mr. Walters responded they have to be a registered voter residing in the District so it doesn't have to be a homeowner but they do have to reside in the District so renters can run as long as they are registered to vote within the District.

A resident asked how do you put your name in the ring for that?

Mr. Laughlin responded you can email me a resume or intent that you want to run.

Mr. Taylor stated at the next Board meeting we would review those resumes and make a recommendation?

Mr. Walters stated yes and if not at the next board meeting, in January. Jennifer can help solicit candidates as well

**C. Oath of Office for Newly Appointed Supervisors**

This item was tabled.

**D. General Information for New Supervisors**

**E. Consideration of Resolution 2019-03, Canvassing and Certifying the Results of the Landowners Election**

On MOTION by Mr. Taylor seconded by Mr. Hill with all in favor Resolution 2019-03 was approved.
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**F. Consideration of Resolution 2019-06, Declaring Vacancies for Seats 1 and 4**

Mr. Walters stated the statute states that we declare vacancies so we do that by resolution.

On MOTION by Mr. Taylor seconded by Mr. Hill with all in favor Resolution 2019-06 was approved.

**G. Consideration of Resolution 2019-04, Designating Officers**

Mr. Laughlin stated currently Mike Taylor is Chairman and Greg Matovina is Vice Chair so I don't know if you want to keep that or make Gregg Vice Chair.

Mr. Taylor stated make Gregg Vice Chair.

Mr. Laughlin stated I will be added as Assistant Secretary since Dave is retired.

On MOTION by Mr. Taylor seconded by Ms. Bock with all in favor Resolution 2019-04 was approved.

**FIFTH ORDER OF BUSINESS**

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

On MOTION by Ms. Bock seconded by Mr. Kern with all in favor the public hearing was opened.

**A. Consideration of Resolution 2019-05**

Mr. Walters stated this is the second step the process for levying assessments so that the last meeting we brought the preliminary engineer's report and assessment methodology for the Board to consider. The Board approved those and adopted a resolution to set the date for this public hearing, which is why we're here today. This is the process we use and it anticipates the findings so we are now looking at the final phase and these assessments are specific to that area just like the previous series was just on the area for phase three and the subsequent phase so this will not impact the residents in the previous phases. In the package you have the resolution behind page five and behind tab six E and F are the two documents that will be affixed to that resolution. The revised assessment methodology is similar to the report you approved at the last meeting there are just a couple tweaks and that is there were some slight addition to the construction funds which you can see on page nine which increases the total overall issuance. If you look on page eleven you will see a slight tweak to the acreage.

Mr. Taylor asked on page eight there should be 39, 80' lots and 219, 65' lots. It was to my knowledge being tweaked about an hour ago.

Mr. Walters stated Ms. Erickson is going to print the correct version and we will come back to this.

**SIXTH ORDER OF BUSINESS**

**Financing Matters**

- A. True-Up Agreement**
- B. Completion Agreement**
- C. Declaration of Consent**
- D. Collateral Assignment Agreement**
- E. Engineer's Report**
- F. Assessment Methodology**

Mr. Walters stated items A-D are the ones we will look at now and the second two are going to be attached to resolution 2019-05. We have an assumption of a certain number of units and the financing is based off of that. If fewer numbers of units are built it can become an issue with the density on the backend. The true-up agreement requires the developer to pay off any undeveloped lots. The completion agreement is pretty straight forward in terms of we are going to provide financing for the majority of construction for public infrastructure for the remainder of the phases. The developer will cover any costs above and beyond the bond proceeds. The declaration of consent is simply an agreement where the developer agrees not to challenge the validity of the assessments or anything related to the District itself. The collateral assignment provides additional security in the event of non-payment of assessments. We can foreclose on them but this also provides for the assignment of certain development rights and things of that nature. For today's purposes we're just looking for approval of those four agreements.

Mr. Taylor asked on the true-up agreement on page four there are a few blanks. I assume that would get filled in?

Mr. Walters responded correct. We will be coming in with that we call the final numbers resolution once we price the bonds and we will have that calculation done.

Mr. Taylor stated on page six of that same agreement there was a deletion on section nine. I just want to make sure that's accurate.

Mr. Walters stated yes that will be removed.

On MOTION by Mr. Taylor seconded by Mr. Kern with all in favor the true-up agreement, completion agreement, declaration of consent and collateral assignment agreement were approved.

*The board resumed discussion of section five.*

**FIFTH ORDER OF BUSINESS**

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

**A. Consideration of Resolution 2019-05**

Mr. Walters stated besides those modifications to the lot numbers that you discussed and tweaks to the acreage, which is important to the true-up agreement and the calculations, the methodology is essentially the same one we approved previously. The other exhibit to that resolution is the engineer's report, which is behind tab VI-E, and that is exactly the same version that was approved at the previous meeting. The engineer's report sets forth the scope of the project and what we will be using those funds for. This is essentially the same resolution you've seen in the previous financing. The first page and a half are the findings we make that are in support of the project and the assessments. Section six provides for that finalization that I discussed because these are based off of the estimates. The resolution provides for payment procedures, which is the way we've done it in the past, which is direct bill on any undeveloped acreage and then once it's platted we certify those parcel ID numbers to the tax collector for collection. You can see provisions related to true-up and we just approved the agreement for that true-up as well. We will update the references in the exhibits to the updated documents since we obviously got the revised methodology dated today. Other than that, this should be a familiar process to everyone on the Board and again, we will only be levying these assessments on the undeveloped property that is subject to this resolution.

On MOTION by Mr. Taylor seconded by Ms. Bock with all in favor the public hearing was closed.

On MOTION by Mr. Taylor seconded by Mr. Hill with all in favor Resolution 2019-05 was approved.

**SEVENTH ORDER OF BUSINESS**

**Other Business**

Mr. Taylor asked have we gotten the agreement for the new landscaper?

Ms. Erickson responded I just sent it back over to Greg. Trim All hasn't gotten back to me. We do need something there because Martex is getting very skittish.

Mr. Taylor asked are you waiting for us to look at the contract?

Ms. Erickson responded Gregg needed to attach the scope of work, maps and things like that.

Mr. Kern stated Jason provided the form of agreement and then we just needed the exhibits. I think I saw an email come through so that has the proposal.

Mr. Walters stated I think we can go ahead and provide notice if we're wanting to do that. That's the 30-day provision.

Mr. Kern stated if the desire is to get them out before the end of the year I don't know if that's the cut off or if we want to get more confidence level on actually getting a form of agreement with Trim All before we notice the current contractor. Mike, I'll look at the agreement and exhibits and compile that and then Jennifer if you can send it to Trim All and if they don't have any objections to the agreement they can execute it.

Mr. Taylor asked what there a copy of the agreement in the proposal?

Mr. Kern responded I don't think it was included in the RFP because it wasn't quite ready so it wasn't that they agreed to a form of agreement before they submitted a proposal.

Mr. Taylor asked so Martex's agreement is expired? Are they on month-to-month?

Ms. Erickson responded they are on month-to-month. Theirs ended September 30<sup>th</sup>. I spoke to the owner of Martex and they need to know so they can possibly cut their staff down.

Mr. Taylor stated if you can follow through with that and as soon as we get an executed copy we can put the other company on notice.

Mr. Kern stated Jenn, I'll compile them and get them back to you, hopefully by the end of the day.

#### **EIGHTH ORDER OF BUSINESS**

#### **Approval of the Minutes of the October 16, 2018 Meeting**

There were no corrections to the minutes.

On MOTION by Mr. Taylor seconded by Mr. Kern with all in favor the Minutes of the October 16, 2018 meeting were approved.
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**NINTH ORDER OF BUSINESS**

**Staff Reports**

**A. District Counsel**

Mr. Walters stated the expectation with the issuance of the bonds is that we will be mailing out the PLOM, which you approved at the previous meeting under the delegated award resolution. Within the next week or so we will get the pricing and then we can come back at the December 18<sup>th</sup> meeting with the final numbers resolution and pre-close on those bonds.

**B. District Engineer**

**1. Ratification of Requisition Nos. 21-24**

Mr. Taylor stated requisition 21 is Earthworks which is \$412,212.13.

Mr. Kern stated it does not include retainage.

Mr. McCranie stated we're bringing it down to 5% so they are getting half of their retainage now and there's also a final change order that I would like you guys to approve and it is a deductive change order that closes out that project. We just got JEA to sign off approval. We're expecting Nassau County's final letter hopefully today but any day now. That project is effectively complete.

Mr. O'Reilly stated Dan, do you want to explain what the change order is? I think it was deductive for the things that were not utilized in the scope of work like the conduit and underdrain items.

Mr. McCranie stated correct. Changes in the field that we ended up not needing to do so because they didn't do the work they didn't charge for the work.

Mr. Taylor stated I was just confirming for the Board the construction fund balance. We have sufficient funds to pay the requisitions as submitted. Just note that this contract that we're talking about with Earthworks is for phase three only. Phase 4A is under construction which is going to come out of that fund balance as well.

On MOTION by Mr. Taylor seconded by Mr. Kern with all in favor Requisition Nos. 21-24 was approved.
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**2. Consideration of Change Order No. 7**

Mr. McCranie stated that is a deduct of \$41,058 in savings because of work that they did not need to do.

On MOTION by Mr. Taylor seconded by Mr. Kern with all in favor Change Order No. 7 was approved.

Mr. McCranie stated we've received two pay application requests from Earthworks for their work in 4A and B because they are working on the clearing of everything. I'm going to split the cost between A and B based off of the length of road. That is going to be the fairest percentage. With that, we don't have the funds for 4B available yet. I think that's scheduled to be funded in December but I would not want them to have to wait too long after that so I'd like approval of pay application numbers one and two. Pay application number one is \$53,824.50 and it's for their bond and the beginning of the clearing. Pay application number two is \$169,052.80 which is more clearing work that they've done on that site. The total is \$222,877.30 so what I'd like is your approval today of those two pay applications so that when I do create the requisitions Daniel would be able to immediately sign them and I can send them to the bondholders so we don't hold up payment because they are already going to be held up another month or so.

Mr. Taylor asked are we able to approve that?

Mr. Walters responded we will bring those requisitions back in a subsequent meeting to ratify those so if the Board is comfortable with that we can move forward.

Mr. Kern asked do you need to earmark the split amount for 4B to be repaid when the bonds are issued?

Mr. Walters responded correct. You are essentially the engineer and accountant on that as well so you have to track those costs between the phases so I'm assuming you are doing that on these pay applications.

Mr. McCranie stated yes and that's what I'll be doing and I'll be spreading things out and making a whole new spreadsheet so we fully track everything for phase 4A and separate everything from phase 4B so that we allocate it to the correct bond funds.

Mr. Taylor asked can I make a motion to pay 4A as presented and 4B upon bond closing money proceeds hitting the bank?

Mr. Walters responded we can. Dan, are you saying that's going to put us in a timing issue?

Mr. McCranie responded yes what Mike is recommending would be perfect because then I can break out the requisitions, I can have them approve for the 4A portion by Daniel



now because he will need to sign and then I can send it to the trustee and then I will hold 4B until I can make the requisition and then have Daniel be able to sign it immediately and you guys ratify all of that at the following meeting.

On MOTION by Mr. Taylor seconded by Mr. Hill with all in favor Pay Applications One and Two were approved with 4A costs to be paid immediately and 4B costs to be paid following closing of the bonds.

**C. District Manager**

There being none, the next item followed.

**D. Community Manager - Report**

Ms. Erickson stated we had the pool chemical pump replaced this month which was huge. The big thing we have now is we have two different sections of trees to be removed. Since Martex is on their way out they are not very forthcoming with these bids. The company that they use gave me an estimate of \$2,000 however that was reduced to \$1,575 to cut down trees on Majestic Walk that will hit a home and then one large oak that has been struck by lightening and has been leaning towards a home. They have to have crane out there because of the size.

Mr. Taylor asked so they are going to cut the trees and let them fall in the preserve?

Ms. Erickson responded correct. It is a total of four trees at \$1,575. These are items that we put off from hurricane season but now that it's getting cold and we're having a lot of storms I'd like to get them out of the way before they do fall down.

On MOTION by Mr. Taylor seconded by Ms. Bock with all in favor removal of four trees at an amount of \$1,575 was approved.

Ms. Erickson stated we have our big Christmas party with Santa coming on the 22<sup>nd</sup>. The only comment people have been bringing me has been an ETA on the start of renovations. Everyone is worried about having to get gym memberships if we're going to be down so I didn't know if we had some kind of anticipated date.

Mr. Hill stated it will be the first quarter of next year.

**TENTH ORDER OF BUSINESS**

**Supervisor's Requests and Audience Comments**

There being none, the next item followed.

**ELEVENTH ORDER OF BUSINESS**

**Financial Reports**

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

Mr. Taylor asked on the check register does it really cost \$4,429 for a public hearing notice?

Mr. Laughlin responded yes it's multiple pages and it has maps of the District.

Mr. Walters stated that can be reimbursed from the bond proceeds.

Mr. Laughlin stated for the record the check register is \$51,301.17.

Mr. Taylor asked is it a one-time publication or multiple runs?

Mr. Laughlin responded they run twice.

On MOTION by Mr. Taylor seconded by Ms. Bock with all in favor the check register was approved.

**TWELFTH ORDER OF BUSINESS**

**Next Scheduled Meeting for December 18, 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 December 18, 2018 at 2:00 p.m. at this location.

**THIRTEENTH 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