

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 14, 2023 at 2:00 p.m. at the Amelia Walk Amenity Center, 85287 Majestic Walk Boulevard, Fernandina Beach, Florida.

Present and constituting a quorum were:

Jeff Robinson	Chairman
Henry "Red" Jentz	Vice Chairman
David Swan	Supervisor
Lynne Murphy	Supervisor
Brad Thomas	Supervisor

Also present were:

Daniel Laughlin	District Manager
Dan McCranie	District Engineer
Lauren Gentry	District Counsel
Kelly Mullins	Amenity & Operations Manager
Terry Glynn	GMS Landscape Consultant
Rhonda Mossing <i>by phone</i>	MBS Capital Markets
Corey Roberts	Kilinski Van Wyk
Peter Dame	Akerman

The following is a summary of the discussions and actions taken at the November 14, 2023 meeting.

FIRST ORDER OF BUSINESS

Roll Call

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

SECOND ORDER OF BUSINESS

Public Comment

Ms. Gentry stated that the District is considering whether to approve an issuance of bonds to fund Phase 1 roadway improvements. The District was planning to fund those improvements by building up capital reserves over time, however the need for the repairs has come up sooner than planned, so the Board has analyzed all of the funding options available over the last few months, including a number that were not approved, such as a one-time special assessment on each homeowner, increasing the capital reserve assessment, and getting a shorter term loan. The

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option before the Board today is a 20-year note/bond and that is what resulted in the lowest payment for each of the households. The numbers have decreased from the numbers circulated in the mailed notice sent to homeowners due to the project costs coming in lower than anticipated. As set forth in the supplemental assessment report included in the agenda package, the new gross number is \$146.76 per unit, per year.

Donna Moskowitz asked if the financing matters could be covered first.

Mr. Laughlin responded yes.

John Lescanec asked why CDD meetings are being held in the middle of the day when the majority of people work.

Mr. Laughlin responded that four meetings out of the year, the first month of each quarter, are held at 6:00 p.m.

Edward Davis asked what the projection was for the road repairs initially and also asked what contingencies are built into the contract.

Mr. Laughlin responded that the roads have met their life expectancy, however the Board was hoping to get another couple of years out of them. Mr. Robinson added that the hope was to stretch it another couple years to collect more capital reserve funds to pay for the repairs in full, however the cost of asphalt went up substantially and that hope for another couple years dissipated with faster deterioration of the road conditions. Mr. Jentz added that there is a contingency in the contract and there is \$82,000 allotted for the pothole repairs where the road is beginning to fail.

Thomas Miller asked if the contract for the road resurfacing is a unit price contract.

Mr. McCranie responded that it is a unit price contract for the majority of the work. If there are overruns such as needing to bring in asphalt for leveling and the underground work, there are unit prices but there are no units yet because those are unknown.

Thomas Miller asked who is going to oversee the work and if there are any specifications for the contract to adhere to.

Mr. McCranie responded that he will be overseeing the work, and the contractor has to meet both FDOT and Nassau County standards.

Thomas Miller asked if there are provisions for traffic control 24 hours per day, a project timeframe, and liquidated damages.

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Mr. McCranie responded that there are provisions for traffic control, but no provisions for liquidated damages or contract time requirements. The milling will take three days and the resurfacing will take three days.

Therese Webb asked if there are any capital reserve funds being allocated to reduce the special assessment.

Mr. Laughlin responded no.

Therese Webb asked what happened to the capital reserves.

Mr. Laughlin responded that they are still available to be used for future capital projects.

Therese Webb stated that there seems to have been a lot of wear and tear due to construction traffic and perhaps a drainage issue in Phase 1 and asked if there was any consideration to ask the developers and/or builders to contribute to the road repairs.

Mr. Laughlin responded no. The roads are public roads, and the CDD could not obligate them to do that. The developer did put money into the capital reserve fund during the time they were funding the development.

Therese Webb asked what the plan is for when the Phase 2 through Phase 5 roads need to be resurfaced.

Mr. Robinson responded that all the roads are included in the capital reserve study, however the price of asphalt can change so the amount of money put into the capital reserve may be changed from year to year. The intent is to use capital reserve funds for future road projects.

Dianna Acosta asked if the county contributed to road maintenance with the roads being public.

Mr. Laughlin responded that Nassau County classifies the roads as private, however the CDD cannot restrict traffic. The District is responsible for the roads.

Chad Bowen asked why the new estimate came in so much lower and asked if the contractor will be repairing the base structure and earth below rather than just milling and resurfacing.

Mr. McCranie responded that there is no problem with the subbase in areas where there is no drainage or underground utilities, so the overall subbase is in good condition and has already settled as much as it is expected to for the life of the asphalt. The subbase will be repaired in areas where there have been drainage pipe leaks as they are found. Additionally, he responded

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that the estimate is lower than the previous estimate due to going directly to Duval Asphalt rather than them being used as a subcontractor.

Chad Bowen asked how it's known if the subbase is okay if no soil samples were taken.

Mr. McCranie responded due to his experience as the engineer and Duval Asphalt's experience in construction. Mr. Robinson added that question has been discussed at length at a previous board meeting.

Therese Webb asked what the interest rate is on the bonds and if it is fixed or variable.

Ms. Gentry responded that the initial interest rate is 6.35% for the life of the loan, however after five years the District has the ability to refinance that if rates come down.

Rita Duke asked that in the future the Board consider what projects are beneficial to all of the residents, versus what a few may be requesting. She also stated that she has some concerns about developing resident clubs, unlimited usage with no fees, no restrictions on how many people can attend the events and the number of non-residents in attendance. She asked that the decision on resident clubs not be rushed, and that feedback is received from the community on the topic.

Michael Olarte asked when the road costs will be integrated into the reserve study.

Mr. Laughlin responded that there is another version with the roads incorporated.

Susan Hurley asked if there is something on the website, or something that can be created where ideas, comments or concerns can be submitted between meetings that is visible to all residents so the Board can see topics that are of concern of a larger portion of residents.

Mr. Laughlin responded that residents could contact him or the Board at any time and their information is available on the website.

The following items were taken out of order of the agenda.

FIFTH ORDER OF BUSINESS

Financing Matters

A. Public Hearing for the Purpose of Levying Special Assessments

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

C. Consideration of Amendment to the Engineer's Report Supplement No. 1

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Mr. McCranie stated that the engineer's report dated August 2023 describes the project and provides an original estimate of \$1,398,000 for the milling and resurfacing repair work. With the new bids obtained, Mr. McCranie submitted an amendment to the report that updated the project costs to an estimated total of \$895,500.

Ms. Gentry asked Mr. McCranie if the cost estimates in the engineer's report as amended are reasonable and proper based on his experience.

Mr. McCranie responded yes.

Ms. Gentry asked Mr. McCranie if he has any reason to believe that the project described in the report could not be carried out by the District.

Mr. McCranie responded no.

B. Consideration of Final Supplemental Assessment Methodology Report

Mr. Laughlin stated that Table 1 provides the sources and uses of funds for the Series 2023 bonds and shows the par amount of the bond issue is \$1,130,000; Table 2 provides the per unit allocation of the par debt, which is \$1,508.68; Table 3 provides the annual assessments per unit, which are \$146.76 gross; and Table 4 provides the preliminary assessment roll showing the allocation to all 749 lots within the District.

Ms. Gentry asked Mr. Laughlin if the lands subject to the assessments receive special benefits from the proposed project.

Mr. Laughlin responded yes.

Ms. Gentry asked Mr. Laughlin if the assessments are reasonably apportioned among the lands that are subject to the assessments.

Mr. Laughlin responded yes.

Ms. Gentry asked Mr. Laughlin if it is reasonable, proper and just to assess the cost of the project against the lands in accordance with the methodology.

Mr. Laughlin responded yes.

Ms. Gentry asked Mr. Laughlin if the special benefits the lands will receive will be equal to or in excess of the assessments thereon when allocated as set forth in the methodology.

Mr. Laughlin responded yes.

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Ms. Gentry asked Mr. Laughlin if it is in the best interest of the district for the assessments to be paid and collected in accordance with the methodology and the assessment resolutions.

Mr. Laughlin responded yes.

Mr. Swan asked what the cost of issuance entails.

Mr. Laughlin responded the fees for all services provided by the financing team, such as the fees for GMS to prepare the assessment roll, Mr. McCranie's firm for preparing the engineer's report, counsel's time, bond counsel's time, and the underwriter's services.

The Board then opened the floor for public comments.

Mark Moskowitz asked if the residents have the opportunity to pay their portion of the bond debt in advance rather than paying it annually for 20 years.

Mr. Laughlin responded yes; however, the assessments will not be added to the tax roll until the next year so once that is done, payoffs can be processed.

Mark Moskowitz asked if someone chooses to pay off their portion of the bond debt, but the bond is refinanced after five years due to a reduction in interest rates if the residents who paid off their bond debt in advance would be entitled to a rebate.

Mr. Laughlin responded no.

Ms. Gentry clarified that a resident is only responsible for the debt while they own their home in the District. If the home is sold during the life of the assessment, the next owner would take over responsibility for the assessment during the time that they own the home.

Donna Moskowitz asked what number will appear on the tax bill, the net or gross.

Mr. Laughlin responded the gross amount.

Donna Moskowitz asked if the assessments on the tax bill would be adjusted if the CDD elects to refinance after the five-year period due to lower interest rates.

Mr. Laughlin responded yes.

Frank Collins commented that the roads are going to be financed for 20 years, but the roads are only going to last 15.

Mr. Laughlin stated that it is expected the District will get 20 years out of the roads. The current roads have lasted 17 years even with the construction traffic.

Michael Olarte asked if the interest rate is fixed at the 6.35% rate if the District chooses not to refinance after five years.

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Mr. Laughlin responded yes.

Therese Webb asked what the calculation would be if, for example, there was a fifteen-year term for the loan.

Ms. Gentry stated that she did not have the documents in front of her, but when the Board considered a shorter term, there was a higher annual payment for the residents and that is why the 20-year term was selected.

Mr. Jentz added that if an individual wanted to decrease the interest payments, they could pay the debt off earlier.

On MOTION by Mr. Swan seconded by Mr. Jentz with all in favor the public hearing was closed.

On MOTION by Mr. Robinson seconded by Mr. Jentz with all in favor the Engineer’s Report Supplement No. 1 was approved.

On MOTION by Mr. Robinson seconded by Mr. Jentz with all in favor the supplemental special assessment methodology report was approved.

D. Consideration of Resolution 2024-03, Authorizing Series 2023 Bonds

1. Seventh Supplemental Indenture

Mr. Dame stated that Resolution 2024-03 authorizes the issuance of the loan, supports the repayment of that loan, authorizes execution of the documents necessary, including the supplemental indenture, authorizes the Board and staff to execute closing documents as necessary to issue the bonds, and approves the term sheet and terms of the bonds.

On MOTION by Mr. Robinson seconded by Mr. Jentz with all in favor Resolution 2024-03, authorizing the Series 2023 Bonds was approved.

E. Consideration of Resolution 2024-04, Equalizing and Levying Special Assessments; Providing for the Payment and Collection of the Special Assessments; Confirming the District’s Intention to Issue Special Assessment Note; and Making Provisions for Transfers of Real Property

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Ms. Gentry provided an overview of Resolution 2024-04 noting it sets forth all of the terms of the assessments that would secure the payments to repay the note. The resolution makes findings including that it is necessary to the public health, safety and welfare; it is in the best interests of the District that the District provides the 2023 project and it is in the District's best interest to issue the 2023 note to provide the funds necessary for the project; the assessments are fairly and reasonably allocated and that the benefit to the homes that are assessed will equal or exceed the amount of assessments levied, among others. The resolution also approves the engineer's report and assessment methodology report discussed earlier.

On MOTION by Mr. Robinson seconded by Mr. Jentz with all in favor Resolution 2024-04, equalizing and levying special assessments, providing for the payment and collection of the special assessments, confirming the District's intention to issue special assessment note; and making provisions for transfers of real property was approved.

THIRD ORDER OF BUSINESS

Approval of Minutes

A. October 10, 2023 Special Meeting

There were no comments on the minutes.

On MOTION by Mr. Jentz seconded by Mr. Robinson with all in favor the minutes of the October 10, 2023 special meeting were approved as presented.

B. October 24, 2023 Regular Board Meeting

On MOTION by Mr. Swan seconded by Mr. Robinson with all in favor the minutes of the October 24, 2023 meeting were approved as presented.

FOURTH ORDER OF BUSINESS

Consideration of Resolution 2024-02, Designating a Treasurer and Assistant Treasurer

Mr. Laughlin asked that Mr. Richard Hans and Ms. Patti Powers of GMS's office be designated as Treasurer and Assistant Treasurer for purposes of signing bank documents.

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On MOTION by Mr. Jentz seconded by Ms. Murphy with all in favor Resolution 2024-02, designating a treasurer and assistant treasurer was approved.

TENTH ORDER OF BUSINESS **Consideration of Proposals / Estimates**

A. Storm Drain Cleaning

Mr. McCranie stated that he does not believe cleaning the storm drains is necessary at this time. As part of the Phase 1 project, the contractor will be sending a camera into each pipe to determine if there are any blockages that need to be addressed.

Mr. Thomas stated that in Phase 4B there is a leveling issue, so no water is reaching the storm drain.

Mr. McCranie stated that he would review the area, however that issue would not be related to cleaning of the storm drain. He did however note there is an area of Poplar Breeze that has a cross drain that needs to be cleaned out.

Mr. Robinson stated that the landscape contractor has been asked to address the cattails.

EIGHTH ORDER OF BUSINESS **Discussion of Phase IV and V Common Areas**

Ms. Murphy stated that there is a list of issues in Phases IV and V that Lennar is addressing. There are also a number of areas that the District will work to enhance and those areas will be prioritized. Those areas include the Apple Canyon cul-de-sac, the corner of Stonehurst and Fall River, the Stonehurst cul-de-sac, the corner of Fall River and River Birch, both sides of Northfield and Poplar Breeze, and Greylock Court.

Mr. Robinson stated that Aquagenix has looked at Pond 14 and will provide proposals to address the issues reported on that pond.

SIXTH ORDER OF BUSINESS **Consideration of Responses to RFP for Landscape and Irrigation Maintenance Services**

- A. BrightView**
- B. JCH & Co**
- C. Koehn Outdoor**
- D. The Greenery**
- E. Victory Lawn & Landscape**

Mr. Robinson informed the Board that since the last meeting, two more proposals have come in; one from Fresh Cut Lawn Care and another from Nader’s Pest Raiders for pest control. BrightView is the current contractor and their performance between when they began in July

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through about the first half of September was unacceptable, so a deficiency notice was sent and multiple meetings between staff, the Chair and BrightView have been held. A request for proposals was then issued in which the scope was broken down into zones including lawn care, irrigation and fertilization/pest control so the Board could choose to either have multiple contractors for different services, or one to provide all services. Since the RFP was issued BrightView has changed their entire management team for Amelia Walk and their performance has since improved. The options are to remain with BrightView whose contract is priced at \$715,731 for a four-year period, consider another contractor such as Koehn Outdoor who will perform all services for a four-year total of \$766,338, or choose different contractors for each service. Choosing different contractors for each service is estimated to save around \$140,000 over a four-year period.

Mr. Glynn and Ms. Mullins both agreed improvements have been seen from BrightView. Mr. Glynn expressed concern with the hybrid approach to selecting vendors for each service and the vendors not feeling like the contract is worth the value.

A representative from Koehn Outdoor was present and gave an overview of their company and the service they would provide.

Following a discussion on the options, the Board made the following motion to retain BrightView as the landscape and irrigation contractor.

On MOTION by Mr. Jentz seconded by Mr. Robinson with all in favor retaining BrightView as the landscape contractor was approved.

NINTH ORDER OF BUSINESS

Consideration of Resident Club Policies; Resolution 2024-06

Ms. Gentry stated that the purpose of the resident club policies is to document how the process has been functioning, which is that residents can form clubs and bring the amount of guests they are permitted to bring under the standard amenity policies, and they can reserve space at no cost as long they're using the space for recreational purposes. The policies also request contact information for the resident and have the resident sign to recognize that they are responsible for complying with all laws.

Consideration of the policies was tabled to allow for further discussion by the Board.

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SEVENTH ORDER OF BUSINESS

**Consideration of Resolution 2024-05,
Amending the Fiscal Year 2023 Budget**

Mr. Laughlin informed the Board that the purpose of Resolution 2024-05 is to reflect money moved between budget line items to adjust any lines that are over or under.

On MOTION by Mr. Robinson seconded by Mr. Jentz with all in favor Resolution 2024-05, amending the Fiscal Year 2023 Budget was approved.

FIFTEENTH ORDER OF BUSINESS

Financial Reports

A. Financial Statements as of October 31, 2023

B. Approval of Check Register

Copies of the financial statements were included in the agenda package for the Board’s review, as well as a copy of the check register totaling \$127,031.42.

On MOTION by Mr. Robinson seconded by Mr. Swan with all in favor the check register was approved.

Ms. Gentry stated that the Board previously discussed withholding amounts from BrightView’s August and September payments and staff has received an offer from BrightView if those payments are made.

Mr. Glynn confirmed that BrightView offered \$7,000 of landscape enhancement work if the payments are released and if the Board chose to retain BrightView as the landscape and irrigation contractor for the next 30 or 60 days.

Mr. Robinson noted that the offer is larger than the amount of deficiencies so it may be worth taking the offer. He also asked that the offer be provided in writing. Ms. Gentry will draft an addendum documenting that an enhancement credit is being provided and the payments will then be released.

On MOTION by Mr. Swan seconded by Mr. Thomas with all in favor releasing payment in full to BrightView subject to an addendum being executed to document honoring a \$7,000 enhancement credit was approved.

TENTH ORDER OF BUSINESS

Consideration of Proposals (Continued)

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- B. Playground Mulch**
- C. Palm Root Drenching**
- D. Pavers for Pool Area**
- E. Pavers for Flagpole Area**

The proposals above were tabled to the next meeting.

ELEVENTH ORDER OF BUSINESS

Staff Reports

- A. Landscape**
- B. District Counsel**
- C. District Engineer**
- D. District Manager**
- E. Amenity / Field Operations Manager – Report**

The staff reports were tabled to the next meeting.

TWELFTH ORDER OF BUSINESS

Audience Comments

Chad Bowen asked when a discussion on the utility easement will take place.

Mr. Robinson provided a brief update stating that the request to change the zoning from rural open to single family was granted at a recent county planning and zoning meeting and there are 267 planned lots in the community. For the easement, over a thousand feet of haul road would need to be torn up to run the water and sewer lines. Around 40 homes backing up to the haul road would be affected. The negotiations for the easement are ongoing.

Rita Duke commented that even if there is a financial benefit to providing the easement, there is still a concern of long-term quality of life for residents to consider, not just during the construction.

Ken Pierce asked if the adjacent developer would be able to take the haul road once construction is complete and if they would start working on the other side of the road.

Mr. Robinson responded no and added that they would not use the haul road for construction equipment, they would use land that they've cleared off of Hendrix Road. Privacy fences and trees have been discussed and those options could be negotiated.

Chad Bowen asked if there has been a discussion regarding money or benefit to the CDD.

Mr. Robinson responded no.

Edward Davis asked that as landscape projects are being prioritized throughout the neighborhood that the dead spots throughout the neighborhood be considered, mainly Cherry

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Creek going back to the cul-de-sac. He also asked if the lights on the clubhouse and the tower can be a solid color outside of holiday times.

Daniel Coelho asked about the purpose of the streets and sidewalks being marked in various colors.

Mr. Laughlin stated that the areas marked are related to repairs to be made by the developer before they close out the neighborhood.

Therese Webb stated that it might have been helpful to have a preliminary public hearing to get feedback from the neighbors on the assessment prior to it being mostly set in stone. She also asked when construction on the road will begin.

Mr. Robinson stated that as soon as the funds are received and the contracts are signed the work can be scheduled, but he recommends not starting the work until after the holidays.

Rita Duke stated that Cherry Creek has been ignored and needs new sod. She also commented that Pampas grass has grown up close to the sidewalk and is like razor blades if it brushes skin so she asked if it can be replaced in the future. Lastly, she reported broken sidewalks on Cherry Creek.

A resident asked how the CDD fee can be paid off.

Mr. Laughlin responded that he could assist with pay offs.

Don DeCanio asked if the depressions on Majestic Walk can be mitigated until the construction begins.

Mr. Laughlin stated that staff can look into them.

Don DeCanio also asked when the trees will be trimmed to 16-feet.

Ms. Mullins responded that the trees have been trimmed and while they may not all be to 16-feet, they were trimmed enough to clear RVs.

Don DeCanio asked what the status is on the builder release for Phase IV and the result of the investigation.

Ms. Gentry responded that walk throughs have been done on Phases IV and V and the builders are gone, so there is no recourse.

Mr. Laughlin added that the contracts are between the developer and the builder, so they are private contracts.

Ms. Gentry stated that the District is looking into remediation for Phase IV and staff can advise further at the next meeting.

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THIRTEENTH ORDER OF BUSINESS

Supervisor Requests

There being none, the next item followed.

FOURTEENTH ORDER OF BUSINESS

Other Business

There being none, the next item followed.

SIXTEENTH ORDER OF BUSINESS

**Next Scheduled Meeting – December 12, 2023
at 2:00 p.m. at the Amelia Walk Amenity
Center**

SEVENTEENTH ORDER OF BUSINESS

Adjournment

On MOTION by Mr. Jentz seconded by Mr. Swan with all in favor
the meeting was adjourned.

DocuSigned by:

Daniel Laughlin

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Secretary/Assistant Secretary

DocuSigned by:

Jeffrey E Robinson

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Chairman/Vice Chairman