

MINUTES OF MEETING
AMELIA CONCOURSE COMMUNITY DEVELOPMENT DISTRICT

A special meeting of the Board of Supervisors of the Amelia Concourse Community Development District was held Tuesday, April 26, 2016 at 1:00 p.m. at the Amelia Concourse Amenity Center, 85200 Amaryllis Court, Fernandina Beach, Florida 32034.

Present and constituting a quorum were:

| | |
|----------------|--------------------------|
| James Marvin | Chairman |
| David Jae | Vice Chairman (by phone) |
| Scott Campbell | Supervisor (by phone) |
| Jan Doan | Supervisor |
| Debbie Malloch | Supervisor |

Also present were:

| | |
|----------------|------------------------------|
| Dave deNagy | District Manager |
| Jason Walters | District Counsel |
| Dan McCranie | District Engineer (by phone) |
| Tony Shiver | First Coast CNS |
| Melissa Rogers | Greenberg Traurig (by phone) |

FIRST ORDER OF BUSINESS

Roll Call

Mr. deNagy called the meeting to order at 1:00 p.m.

SECOND ORDER OF BUSINESS

Audience Comments

There being none, the next item followed.

THIRD ORDER OF BUSINESS

Affidavit of Publication

Mr. deNagy stated included in your agenda package is a copy of the affidavit of publication.

FOURTH ORDER OF BUSINESS

**Approval of the Minutes of the March 23,
2016 Special Meeting**

Mr. deNagy stated included in your agenda package is a copy of the minutes of the March 23, 2016 special meeting. There is one change on page five. We will remove the name in the motion box and add Mr. Marvin.

On MOTION by Mr. Doan seconded by Mr. Marvin with all in favor the Minutes of the March 23, 2016 Special Meeting were approved as amended.

FIFTH ORDER OF BUSINESS

Acceptance of the Minutes of the March 23, 2016 Audit Committee Meeting

Mr. deNagy stated included in your agenda package is a copy of the minutes of the March 23, 2016 audit committee meeting.

On MOTION by Mr. Doan seconded by Mr. Marvin with all in favor the Minutes of the March 23, 2016 Audit Committee Meeting were accepted.

SIXTH ORDER OF BUSINESS

Acceptance of the Minutes of the March 16, 2016 Construction Services RFP Meeting

Mr. deNagy stated included in your agenda package is a copy of the minutes of the March 16, 2016 construction services RFP meeting.

On MOTION by Mr. Marvin seconded by Mr. Doan with all in favor the Minutes of the March 16, 2016 Construction Services RFP Meeting were accepted.

SEVENTH ORDER OF BUSINESS

Public Hearing to Consider the Imposition of Special Assessments

A. Consideration of Resolution 2016-06, Imposing Assessments for Phase II

On MOTION by Ms. Malloch seconded by Mr. Doan with all in favor the Public Hearing to Consider the Imposition of Special Assessments was opened.

Mr. deNagy stated we had to change the methodology somewhat to account for additional funds that were needed in the bond issuance. A copy of the methodology is included with the resolution.

Mr. Walters stated this series of bonds and these assessments will only affect phase two lands. This is to fund the infrastructure, the roads, the water, the sewer and the stormwater for phase two. At the last meeting, we had this kind of process teed up, where we were going to open the public hearing and levy the assessments but just prior to that meeting we got the construction numbers in and there was a decision to change the amount of the bonds that we were going to issue. When that happens, we have to go back through that entire process again, so we went back to those first two resolutions. We published notice again. We mailed notice to the effected landowners and we set this date for the public hearing. Now we have our resolution that levies those assessments. There are a number of findings in the resolution set out under section two. We have a true-up agreement that we will get to later. That simply means that we are assuming a certain number of units. If less than that number of units is developed then the landowner would have to pay off whatever units were not developed.

A resident asked how many units are planned?

Mr. deNagy responded 153.

On MOTION by Mr. Marvin seconded by Mr. Doan with all in favor the Public Hearing to Consider the Imposition of Special Assessments was closed.

On MOTION by Mr. Marvin seconded by Ms. Malloch with all in favor Resolution 2016-06 Imposing Special Assessments for Phase II was approved.

EIGHTH ORDER OF BUSINESS

**Consideration of Resolution 2016-07,
Delegated Award Resolution**

- A. Second Supplemental Indenture**
- B. Bond Purchase Contract**
- C. Preliminary Limited Offering Memorandum**
- D. Continuing Disclosure Agreement**

Ms. Melissa Rogers stated the resolution is for the approval of the issuance of its bonds in a not to exceed amount of \$3.5M. This resolution approves the forms of the documents that are attached and also approving the application of the bond proceeds from the sale of the bonds and authorizing the appropriate officials to take any necessary actions in connection with the issuance, sale and delivery of the bonds, including preparation and execution of the attached document.

On MOTION by Mr. Doan seconded by Mr. Marvin with all in favor Resolution 2016-07 Delegated Award Resolution was approved.

NINTH ORDER OF BUSINESS **Consideration of Developer Agreements**

A. Collateral Assignment and Assumption of Development Rights

Mr. Walters stated all of these agreements have been circulated to the larger financing group some time ago. I haven't received any comments but that doesn't mean a group of 20 consultants and lawyers might not have last minute comments. I don't look for any major changes but I will look for approval in substantial form for each of the agreements. The collateral assignment and assumption of development rights provides for is in the event that the landowner fails to pay their assessments and the property has to be foreclosed on then this provides that all of their development rights, their permits, etc. are assigned to the District.

Mr. Marvin asked so the CDD already had those and then gave those to the Developer?

Mr. Walters responded correct. They had to reestablish those. They had to do a lot of the background work on that.

On MOTION by Mr. Marvin seconded by Ms. Malloch with all in favor the Collateral Assignment and Assumption of Development Rights Agreement was approved in substantial form.

B. Acquisition Agreement

Mr. Walters stated the acquisition agreement deals with many things. In this case, we are financing the bulk of the construction, so the District will likely already own and have the work product and the real estate related to that. To the extent that the Developer does some private work, this provides that they will convey that over to the District as a donation.

Mr. deNagy asked are there any deferred costs associated with this deal?

Mr. Walters responded no.

On MOTION by Ms. Malloch seconded by Mr. Marvin with all in favor the Acquisition Agreement was approved in substantial form.

C. Completion Agreement

Mr. Walters stated the completion agreement obligates the landowner to complete all of the improvements needed for the public infrastructure in phase two. I think it will largely be

financed, so we are not dependent upon a landowner to do a lot of work on the backend but to the extent that there are any costs or improvements that need to be completed in the improvement in phase two that aren't financed then this obligates the landowner to complete those improvements on their own cost.

On MOTION by Mr. Marvin seconded by Mr. Doan with all in favor the Completion Agreement was approved in substantial form.

D. True-Up Agreement

Mr. Walters stated this was referenced in the assessment resolution and that is part of the lien associated with the land. What this agreement provides is that if there are fewer units developed than planned then they would have to pay off the extra units of debt.

On MOTION by Ms. Malloch seconded by Mr. Doan with all in favor the True-Up Agreement was approved in substantial form.

TENTH ORDER OF BUSINESS

**Acceptance of the Draft Fiscal Year 2015
Audit Report**

Mr. deNagy stated included in your agenda package is a copy of the draft Fiscal Year 2015 audit report. On page two it states, "In our opinion, the basic financial statements referred to above, present fairly in all material respects, the financial position of the governmental activities, in each major fund of Amelia Concourse Community Development District as of September 30, 2015 and the respective changes in financial position and the budgetary comparison for the general fund of the year then ended in conformity with the accounting principles generally accepted in the United States of America." On page 31 is the report on internal controls. The auditor states, "We did not identify any deficiencies in internal control that we consider to be material weaknesses." Pages 33 through 36 are the management letters. There were some findings with regard to the reserve requirement, the assessments and the budget for the SPE. There was a financial condition regarding the assessments. As you know there was no debt being paid, so there were some audit comments. These will come up later when we have to report back to the state. We did reply to all of the findings. You can see the management response to each of those.

On MOTION by Mr. Doan seconded by Mr. Marvin with all in favor the Draft Audit for Fiscal Year 2015 was accepted.

ELEVENTH ORDER OF BUSINESS Other Business

There being none, the next item followed.

TWELFTH ORDER OF BUSINESS Staff Reports

A. Attorney

There being none, the next item followed.

B. Engineer

Mr. McCranie stated in regards to the drainage repairs in phase one, we have had an onsite preconstruction meeting. The County was pretty amenable to everything that we want to do. There is one new location where the pavement is failing. They have a cone there and in that area, we have a two pronged approach for the repair. Step one would be there is no problem with the stormpipe underneath the road and we would only have to patch and stop the leak around the inlet. Step two is if the pipe is truly cracked or leaking and we need to do something with the pipe itself then we have to take out the entire pipe. We have money approved and set aside for that but what I am trying to do is keep that from occurring. We have met with the County. They are agreeable to that approach. AJ Johns is in the process of getting that line tv'd. It will be tv'd with the County there. They believe in three months that the repairs should be completed, so all stormwater related items on that phase one lift will be complete. For phase two, I have the letter from Jason ready to send out to the different bidders. I am waiting on Jason to tell me that we are ready to award and my understanding is we wait until we have funding until we are ready to award.

Mr. Doan asked have the approvals for phase two been updated, so they don't expire in July?

Mr. McCranie asked the approval of the plans?

Mr. Doan responded yes.

Mr. McCranie responded we have not done anything as far as that. They have not been updated. Do we anticipate AJ Johns will start construction after July or before?

Mr. Doan responded I don't think we know that answer.

Mr. Walters stated funding is anticipated early June. They could start early June.

Mr. Marvin stated, "Dan, I think this is something that Jan has raised that is something you need to track very carefully."

Mr. McCranie stated okay.

Mr. Marvin asked on the storm repair, when will they actually start doing some physical work on it?

Mr. McCranie responded the first step has to be the tving, so they are scheduling that. My hope is in the next week that we get it tv'd. They will come in and do all of the pipe work where they draw down the ponds and do all repairs and all patches at once. That has to be reactive to what the tving shows us. The best guess is in two or maybe three weeks, they will begin. When they begin, they will do it all at once.

Mr. Marvin asked but the new one is the one that is holding things up because it has to be tv'd?

Mr. McCranie responded yes because I am trying to save money. We can save about \$15,000 or maybe \$20,000 if we do not have to replace that one pipe.

Mr. Marvin stated I rode by and looked at them again this morning. It looks like the one you are talking about with the cone is clearly where the pipe comes into the inlet fare. It is right at the box, isn't it?

Mr. McCranie responded you can never be clear because we have that FRCP, the fiberglass reinforced concrete pipe. Pat Gilroy is out there inspecting and he does not like that type of pipe, so we have to prove that that pipe is not failing.

Mr. deNagy asked are the pond levels going to come down?

Mr. McCranie responded they will be lowered down about five feet, so it dries up all of the stormdrains within the system.

Mr. deNagy stated we probably should let the residents know that.

Mr. McCranie stated yes. Tell them in the next two months that the ponds will come down in order to repair the stormdrains.

Mr. Marvin asked did we explore putting a bladder in the stormdrain line rather than bringing the ponds down?

Mr. McCranie responded because there are so many of them and because those bladders are so expensive, I think the least expensive way is to pump the pond out. We did not tell AJ

Johns how to do it. They are going to be doing it the least expensive way to be able to get everything done all at the same time. My understanding is they will be pumping down the ponds.

Mr. Marvin stated check with them on stopping the water some other way.

Mr. McCranie stated okay.

C. Manager

Mr. deNagy stated our next meeting is May 12th and that will be our budget approval meeting.

D. Operations Manager - Report

Mr. Shiver stated they are going to be installing the new DVR system here in the clubhouse on Thursday and Friday this week.

THIRTEENTH ORDER OF BUSINESS Financial Reports:

A. Balance Sheet and Statement of Revenues & Expenditures for the Period Ending March 31, 2016

Mr. deNagy stated included in your agenda package is the balance sheet and income statement.

B. Treasury Report

Mr. deNagy stated included in your agenda package is the treasury report.

C. Approval of Check Register

Mr. deNagy stated included in your agenda package is a copy of the check register, which totals \$36,368.92.

On MOTION by Mr. Doan seconded by Mr. Marvin with all in favor the Check Register was approved.

D. Assessment Receipt Schedule

Mr. deNagy stated included in your agenda package is the assessment receipt schedule.

FOURTEENTH ORDER OF BUSINESS Audience Comments/Supervisor's Requests

A resident stated we have some area behind lot 83. I like to call it the desert triangle because there is no grass there. I have no problem with mowing this area. The problem is about a 1/3 of the triangle is sand. I had sent an email and asked if someone could come out and look at it. Tony came right out and he took some pictures. He said he was hopeful that we would be able to do something with that sand area.

Mr. Marvin asked is that in the drainage track?

Ms. Malloch responded it is part of the pond.

Mr. deNagy asked does it need to be sodded?

Mr. Shiver responded that would be a solution. I think this gentleman said he would water it to get the sod established.

Mr. Marvin stated if it is CDD property then we need to grade it and sod it.

Mr. Shiver stated I think it would take two pallets of sod.

Mr. Marvin asked will you make sure it gets done?

Mr. Shiver responded absolutely.

A resident asked where can we go online to find the public record of everything you guys are discussing?

Mr. deNagy responded it should be Ameliaconcoursecdd.com.

A resident asked so all 276 homes will be using this pool and clubhouse?

Mr. Marvin responded yes.

A resident asked did I hear him say that the ponds will go down five feet?

Mr. Marvin responded potentially.

A resident asked for how long?

Ms. Malloch responded possibly two or three months.

A resident asked can you see if there is anything that can be done with timing on that fence?

Mr. Shiver responded yes.

A resident asked is there any plan in place to add more pool furniture? There is no shade either.

Mr. Shiver responded I will probably have to work with Dave on that in the upcoming budget.

A resident stated the mulch out front looks very nice. Has any progress been made on the completion of the sidewalk on Bell Flower?

Ms. Malloch responded it is supposed to be a part of the repairs that the CDD is responsible for.

Mr. McCranie stated that is all part of the contract that AJ Johns will be working on.

FIFTEENTH ORDER OF BUSINESS

Next Scheduled Meeting – May 12, 2016 at 9:30 a.m. at Amelia Concourse Amenity Center

Mr. deNagy stated the next schedule meeting is May 12, 2016 at 9:30 a.m. at this location.

SIXTEENTH ORDER OF BUSINESS

Adjournment

On MOTION by Mr. Doan seconded by Mr. Marvin with all in favor the Meeting was adjourned.


Secretary / Assistant Secretary


Chairman / Vice Chairman