

**MINUTES OF MEETING
EAST NASSAU STEWARDSHIP DISTRICT**

The Board of Supervisors of the East Nassau Stewardship District held a regular meeting on March 5, 2019, at 10:00 a.m., in the Nassau Room (T0126), Building T, at Florida State College, Nassau Center, 76346 William Burgess Boulevard, Yulee, Florida 32097.

Present at the meeting were:

Mike Hahaj	Chair
Dan Roach	Vice Chair
Bob Rhodes	Assistant Secretary
Rob Fancher	Assistant Secretary

Also present were:

Craig Wrathell	District Manager
Sarah Warren	District Counsel
Zach Brecht	District Engineer
Amy Norsworthy	CCMC

FIRST ORDER OF BUSINESS

Call to Order

Mr. Wrathell called the meeting to order at 10:07 a.m.

SECOND ORDER OF BUSINESS

Roll Call

Supervisors Hahaj, Fancher, Roach, and Rhodes were present, in person. Supervisor Hord was not present.

THIRD ORDER OF BUSINESS

Chairman's Opening Remarks

Mr. Hahaj welcomed everyone to the meeting.

FOURTH ORDER OF BUSINESS

Public Comments (*limited to 3 minutes per person*)

There being no public comments, the next item followed.

FIFTH ORDER OF BUSINESS

ANNOUNCE ATTORNEY-CLIENT
SESSION/REGULAR MEETING RECESS

Ms. Warren stated it was necessary to cancel today's Shade Session, due to Mr. Johnson's absence and because the noticing requirements were not met. She requested rescheduling it to March 21, 2019 at 10:00 a.m., which was the date of the next regularly scheduled meeting. A Court Reporter would transcribe the session; however, it would not be subject to public records requirements until the litigation was settled. The attendees included in the published notice should include the five Board Members, Mr. Wrathell, Mr. Johnson, Ms. Warren, the Court Reporter and, to avoid another cancellation, Mr. Ken Safriet and Mr. Gary Hunter, representatives from the firm's litigation team. The subject matter would be limited to the actual ongoing litigation and any discussion would be regarding a potential settlement. After discussion of the date, the Shade Session was rescheduled to March 29, 2019 at 2:00 p.m., in the Nassau Room (T0126), Building T, at Florida State College, Nassau Center, 76346 William Burgess Boulevard, Yulee, Florida 32097.

On MOTION by Mr. Roach and seconded by Mr. Rhodes, with all in favor, authorizing District Staff to notice a Shade Session for March 29, 2019 at 2:00 p.m., in the Nassau Room (T0126), Building T, at Florida State College, Nassau Center, 76346 William Burgess Boulevard, Yulee, Florida 32097, as discussed, was approved.

Ms. Warren stated the Judge granted the District's Motion to Intervene; however, since then, the County initiated a local Dispute Resolution process, which required her to submit a written request such that, if any joint meetings with the County and the District were to take place, Raydient LLC et al. (Raydient), the actual Plaintiff in the lawsuit, is included in those meetings. She had not received a response to that request. She circulated the letter and would email it to each Board Member.

Mr. Rhodes stated that he disagreed with the approach the District took, as he felt that it suggests the wrong tone. Since the District's position is with the Landowner, he would have preferred that the District's Chair, on behalf of this District, send a letter to their Chair, instead

instead of District Counsel sending a letter. He encouraged the Board to meet and start discussions, as much as possible.

Mr. Hahaj welcomed his advice and stated the challenge was not having the Landowner present. Mr. Rhodes agreed that the Landowner should attend the upcoming meeting. Ms. Warren stated she would contact each Board Member individually to answer questions and get their feedback.

On MOTION by Mr. Rhodes and seconded by Mr. Roach, with all in favor, authorizing the Chair, along with a representative of District Counsel, to attend the 164 process, a joint meeting with the County, as long as the Landowner is invited to attend, was approved.

SIXTH ORDER OF BUSINESS

COMMENCEMENT OF ATTORNEY-CLIENT SESSION [Closed to the Public by Law]

- **Attorney-Client Session to Address Strategy Relating to Ongoing Litigation**
This item was deferred.

SEVENTH ORDER OF BUSINESS

**ATTORNEY-CLIENT SESSION
ADJOURNMENT/RECONVENE REGULAR MEETING**

This item was deferred.

EIGHTH ORDER OF BUSINESS

Consideration of Disclosure of Public Finance – Series 2018

Ms. Warren presented an overview of the Disclosures, which were similar to ones used in larger Districts, and the process of recording and processing the bonds as follows:

- The Master Disclosure of Public Finance and Maintenance of Improvements would be recorded over the entire property within the District.
- The Supplemental Disclosure of Public Finance and Maintenance of Improvements described the assessments levied on specific infrastructures, funded by the bond issue.

Ms. Warren noted the Master Disclosure was located in reverse order in the agenda package, behind the Supplemental Disclosure. The following change was made to the Master Disclosure:

Board of Supervisors: Change "Rancher" to "Fancher"

Ms. Warren answered questions regarding assessments on the apartments; she would verify that they were not included, as the Developer would be responsible.

On MOTION by Mr. Hahaj and seconded by Mr. Fancher, with all in favor, the Disclosure of Public Finance – Series 2018, in substantial form, subject to the Chair or other Board Members providing specific comments directly to District Counsel, to incorporate, and authorization to record these documents in the public records of Nassau County, once finalized, was approved.

NINTH ORDER OF BUSINESS

Discussion/Consideration of Wildlight Landscape Bids

Mr. Wrathell presented the Wildlight landscape project bid ranking results, prepared by Ms. Norsworthy with CCMC. The Board can accept Staff's recommendations and rankings. Ms. Norsworthy stated that, for scale and consistency, the bidding criteria was intended to award one contractor for the District and the commercial and residential Associations; however, since each entity's scope of work was different, separate contracts would be executed. The commercial and residential Associations approved Martex; however, that was contingent upon this District's approval. Martex also offers street sweeping services, at an additional cost; she had difficulty locating contractors for those services.

In response to a question regarding the terms of the contract, Ms. Norsworthy stated the terms were for two-years and then it would be up for renewal. Ms. Warren stated the District's typical contracts were annual; this was for annual renewal and provides a 30-day, with or without cause, termination clause. Discussion ensued regarding whether the contract should include a contingency requiring that the contractor be certified with The Federal Emergency Management Agency (FEMA), the District's ability to amend the contract to reflect the certification, and, if engaged in disaster recovery, the contractor is to ensure the documentation is eligible for FEMA reimbursement.

A Board Member stated he agreed with having one entity for the entire system; however, one of his concerns was a poorly functioning irrigation system, which typically operates between the hours of 10:00 a.m., and 4:00 p.m., and is active during or after a lengthy rain event. Ms. Warren stated she would include those parameters into the contract. Regarding Martex indicating dog station maintenance was an additional cost but it was not for BrightView, Ms. Norsworthy stated she would address that in the contract with Ms. Warren. Martex was aware that task was to be included in the contract; however, not at an additional cost. Ms. Norsworthy was commended for her thoroughness throughout the bidding process.

On MOTION by Mr. Rhodes and seconded by Mr. Hahaj, with all in favor, accepting the Wildlight Landscape Bid rankings and Staff's recommendations, authorizing District Counsel to work with Staff to negotiate an agreement with the number-one ranked firm, Martex, and incorporating items, as discussed, was approved.

TENTH ORDER OF BUSINESS **Consideration of Maintenance Agreement(s)**

This item was deferred to the next meeting.

ELEVENTH ORDER OF BUSINESS **Acceptance of Unaudited Financial Statements as of December 31, 2018**

Mr. Wrathell presented the Unaudited Financial Statements as of December 31, 2018. Mr. Brecht and the Landowner were working on submitting a formal Requisition, which would be reflected in the March Unaudited Financials. Mr. Rhodes requested detailed information related to the bond closing. Mr. Wrathell stated he would email the Bond Closing Statement.

On MOTION by Mr. Roach and seconded by Mr. Fancher, with all in favor, the Unaudited Financial Statements as of December 31, 2018, were accepted.

TWELFTH ORDER OF BUSINESS **Consideration of January 17, 2019 Regular Meeting Minutes**

Mr. Wrathell presented the January 17, 2019 Regular Meeting Minutes.

The following changes were made:

Line 81: Change "Approval" to "Acceptance"

Line 89: Change "approved" to "accepted"

The above changes should be incorporated into all future agendas and minutes.

On MOTION by Mr. Roach and seconded by Mr. Rhodes, with all in favor, the January 17, 2019 Regular Meeting Minutes, as amended, were approved.

THIRTEENTH ORDER OF BUSINESS

Staff Reports

A. District Counsel: *Hopping Green & Sam, P.A.*

Ms. Warren provided information and emailed the Board the Bond Closing Statement during the meeting.

Ms. Warren stated the Legislative Session commenced today; she would continue to monitor legislation that may potentially impact Special Districts. The Legislative Delegation for Nassau County pulled the bill it previously planned to introduce; it was never introduced.

B. District Engineer: *England-Thims & Miller, Inc.*

Mr. Brecht stated he was in the process of vetting the documents from the Landowner and Developer, based on the issuance of the bonds and, within the next month or two, would begin working on the certifications, Bills of Sale and reimbursable requisitions to acquire that infrastructure.

C. District Manager: *Wrathell, Hunt and Associates LLC*

- **NEXT MEETING: March 21, 2019 at 10:00 A.M.**

The March 21, 2019 regular meeting was cancelled.

A Special meeting and Executive Session were scheduled for March 29, 2019 at 2:00 p.m., in the Nassau Room (T0126), Building T, at Florida State College, Nassau Center, 76346 William Burgess Boulevard, Yulee, Florida 32097.

Since Ms. Warren provided the Closing Statement on the bonds, Mr. Wrathell directed the Board to contact him with any questions.

FOURTEENTH ORDER OF BUSINESS

Board Members' Comments/Requests

In response to a Board Member's question, Ms. Warren stated she was still reviewing a public records request received from Nassau County yesterday; it was a broad request. She would contact each Board Member individually to let them know the specifics of this request and stated that Staff would respond and ensure that the response is in compliance with Florida law. In response to a Board Members question of whether the request was related to litigation, Ms. Warren stated it was a general public records request related to specific communications regarding the ENCPA, the Stewardship District bill and the financing of public facilities, including recreation.

Discussion ensued regarding an article about the University of Florida (UF) Health bond with Nassau County, a conversation with MBS Capital's Bond Counsel to determine if the Stewardship District could be associated with it and the response that the bond would be considered a private activity bond and would not be relevant from a District bond financing perspective; it was considered an industrial Development Revenue Bond (IDRB)

FIFTEENTH ORDER OF BUSINESS

Public Comments

There being no public comments, the next item followed.

SIXTEENTH ORDER OF BUSINESS

Adjournment

There being nothing further to discuss, the meeting adjourned.

On MOTION by Mr. Rhodes and seconded by Mr. Hahaj, with all in favor, the meeting adjourned at 11:02 a.m.

[SIGNATURES APPEAR ON THE FOLLOWING PAGE]



Secretary/Assistant Secretary



Chair/Vice Chair