

**MINUTES OF MEETING
EAST NASSAU STEWARDSHIP DISTRICT**

The Governing Board of the East Nassau Stewardship District held a Regular Meeting on November 18, 2021 at 10:00 a.m., at the Fernandina Beach Municipal Airport, 700 Airport Road, Fernandina Beach, Florida 32034.

Present were:

Mike Hahaj	Chair
Dan Roach	Vice Chair
Max Hord	Assistant Secretary

Also present were:

Craig Wrathell	District Manager
Kristen Suit	Wrathell, Hunt and Associates, LLC
Michelle Rigoni	District Counsel
Zach Brecht	District Engineer
Amy Norsworthy (via telephone)	Field Operations Manager
Jaime Northrup	Rayonier, Inc.

FIRST ORDER OF BUSINESS

Call to Order

Mr. Wrathell called the meeting to order at 10:11 a.m.

SECOND ORDER OF BUSINESS

Roll Call

Supervisors Hahaj, Roach and Hord were present, in person. Supervisors Fancher and Price were not present.

THIRD ORDER OF BUSINESS

Chairman's Opening Remarks

Mr. Hahaj welcomed everyone to the meeting, along with Ms. Jamie Northrup, who would be appointed to the Board today.

FOURTH ORDER OF BUSINESS

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

There were no public comments.

FIFTH ORDER OF BUSINESS

Acceptance of Resignation of Supervisor Janet Price, Seat 4; Term Expires November 2022

Mr. Wrathell presented the resignation letter from Ms. Price.

On MOTION by Mr. Roach and seconded by Mr. Hord, with all in favor, the resignation of Ms. Janet Price, was accepted.

SIXTH ORDER OF BUSINESS

Consider Appointment of Jaime Northrop to Fill Unexpired Term of Seat 4, Terms Expires November 2022

Mr. Hahaj nominated Ms. Jaime Northrup to fill Seat 4. No other nominations were made.

On MOTION by Mr. Roach and seconded by Mr. Hord, with all in favor, the appointment of Ms. Jaime Northrup to fill Seat 4, terms expires November 2022, was approved.

A. Administration of Oath of Office to Newly Appointed Supervisor (*the following to be provided in a separate package*)

Mr. Wrathell, a Notary of the State of Florida and duly authorized, administered the Oath of Office to Ms. Northrup. He and Ms. Rigoni briefly explained the following items:

- I. Guide to Sunshine Amendment and Code of Ethics for Public Officers and Employees**
- II. Membership, Obligations and Responsibilities**
- III. Financial Disclosure Forms**
 - a. Form 1: Statement of Financial Interests**
 - b. Form 1X: Amendment to Form 1, Statement of Financial Interests**
 - c. Form 1F: Final Statement of Financial Interests**

IV. Form 8B – Memorandum of Voting Conflict

B. Consideration of Resolution 2022-01, Designating Certain Officers of the District, and Providing for an Effective Date

Mr. Hahaj nominated the following slate of officers:

Michael Hahaj	Chair
Dan Roach	Vice Chair
Craig Wrathell	Secretary
Rob Fancher	Assistant Secretary
Max Hord	Assistant Secretary
Jaime Northrup	Assistant Secretary
Cindy Cerbone	Assistant Secretary
Kristen Suit	Assistant Secretary
Craig Wrathell	Treasurer
Jeff Pinder	Assistant Treasurer

No other nominations were made.

Mr. Wrathell presented Resolution 2022-01.

On MOTION by Mr. Roach and seconded by Mr. Hord, with all in favor, Resolution 2022-01, Designating Certain Officers of the District, as nominated, and Providing for an Effective Date, was adopted.

SEVENTH ORDER OF BUSINESS

Consideration of Resolution 2022-02, Ratifying, Confirming, and Approving the Sale of the East Nassau Stewardship District Special Assessment Revenue Bonds, Series 2021; Ratifying, Confirming, and Approving the Actions of the Chairman, Vice Chairman, Treasurer, Secretary, Assistant Secretaries, and All District Staff Regarding the Sale and Closing of the East Nassau Stewardship District Special Assessment Revenue Bonds, Series 2021; Determining Such Actions as Being in Accordance with the Authorization Granted by the Board; Providing a Severability Clause; and Providing an Effective Date

Ms. Rigoni presented Resolution 2022-02. This Resolution is administrative in nature and closes out the sale of the Series 2021 bond issuance.

On MOTION by Mr. Hord and seconded by Mr. Hahaj, with all in favor, Resolution 2022-02, Ratifying, Confirming, and Approving the Sale of the East Nassau Stewardship District Special Assessment Revenue Bonds, Series 2021; Ratifying, Confirming, and Approving the Actions of the Chairman, Vice Chairman, Treasurer, Secretary, Assistant Secretaries, and All District Staff Regarding the Sale and Closing of the East Nassau Stewardship District Special Assessment Revenue Bonds, Series 2021; Determining Such Actions as Being in Accordance with the Authorization Granted by the Board; Providing a Severability Clause; and Providing an Effective Date, was adopted.

EIGHTH ORDER OF BUSINESS

Consideration of Second Supplemental Disclosure of Public Financing and Maintenance of Improvements to Real Property Undertaken by the East Nassau Stewardship District (Wildlight Village Phase 2)

Ms. Rigoni presented the Second Supplemental Disclosure of Public Financing and Maintenance of Improvements to Real Property Undertaken by the East Nassau Stewardship District, which Mr. Brecht and the District’s Assessment Consultant reviewed.

Mr. Wrathell stated that this allows title companies to pick up the property records.

On MOTION by Mr. Roach and seconded by Mr. Hord, with all in favor, the Second Supplemental Disclosure of Public Financing and Maintenance of Improvements to Real Property Undertaken by the East Nassau Stewardship District (Wildlight Village Phase 2), was approved.

NINTH ORDER OF BUSINESS

Consideration of England, Thims & Miller, Inc., Work Authorization No. 1 for 2021/2022 General Consulting Engineering Services

Mr. Wrathell presented England, Thims & Miller, Inc., Work Authorization No. 1 for 2021/2022 General Consulting Engineering Services.

On MOTION by Mr. Hord and seconded by Ms. Northrup, with all in favor, England, Thims & Miller, Inc., Work Authorization No. 1 for 2021/2022 General Consulting Engineering Services, in the estimated fee of \$12,000 annually, was approved.

TENTH ORDER OF BUSINESS

Discussion: District Lease Agreement and Cost Share Agreement

Mr. Hahaj discussed the following as it relates to the Lease and Cost Share Agreements.

- Establishes office at Wildlight Village.
- Proposes 1,500 square feet of space with a tenant upfit and five-year lease term.
- CCMC would share the District and the Commercial and Residential HOA of Wildlight Village.
- The lease agreement is comprised of \$25 per square feet. Tenant upfit of \$50,000 was included by the landlord, for a five-year term. This would be emailed to Ms. Rigoni.

In response to a request, Ms. Rigoni agreed to authorizing the Chair to enter into the Lease Agreement and a separate Cost Share Agreement with all entities, which would be ratified at the next meeting. Mr. Hahaj stated that both the Commercial and Residential HOA’s designated funds in their recently approved operating budgets for the lease and tenant upfit.

Mr. Wrathell presented the proposed Amended Fiscal Year 2021 Budget, in which \$45,000 was transferred to fund this expense. As the office lease was expected to come online towards the end of Fiscal Year 2022, a budget amendment for that would be presented during the Twelfth Order of Business.

Mr. Hahaj stated this action was in the plan; however, as they did not think the timing would happen this quickly, the Developer already leased half the space.

On MOTION by Mr. Roach and seconded by Mr. Hord, with all in favor, authorizing the Chair to work with District Staff and District Counsel to prepare the form of Lease Agreement and the Cost Share Agreement with the various entities, subject to review by the Chair and District Counsel, and to execute those Agreements, subject to ratification at an upcoming District meeting, was approved.

ELEVENTH ORDER OF BUSINESS

Consideration of Partial Releases Related to Wildlight Phase 1 Park Conveyance to Nassau County (Series 2018)

- A. Partial Release of True-Up Agreement, Series 2018 Special Assessments**
- B. Partial Release of Collateral Assignment and Assumption of Development Rights, Series 2018 Bonds**

Ms. Rigoni presented the Partial Release of True-Up Agreement and the Collateral Assignment and Assumption of Development Rights for the Series 2018 Special Assessments, which releases a portion of un-platted land being conveyed to the County. This action would clear up the title. She recommended approval in substantial form as the Developer’s Real Estate Counsel was reviewing both Agreements.

Mr. Roach asked about the County’s plans for the property. Mr. Hahaj stated they put together a conceptual program a year ago but it was not part of a capital plan. Mr. Hahaj stated it is 28.42 acres.

On MOTION by Mr. Roach and seconded by Mr. Hahaj, with all in favor, the Partial Release of True-Up Agreement, Related to Wildlight Phase 1 Park Conveyance to Nassau County (Series 2018), and the Partial Release of Collateral Assignment and Assumption of Development Rights, Series 2018 Bonds, in substantial form and subject to Developer Counsel’s review, was approved.

TWELFTH ORDER OF BUSINESS

Consideration of Resolution 2022-03, Relating to the Amendment of the Annual Budget for the Fiscal Year October 1, 2021 and Ending September 30, 2022; and Providing for than Effective Date

This item was discussed during the Tenth Order of Business.

Mr. Wrathell presented Resolution 2022-03.

On MOTION by Mr. Hahaj and seconded by Mr. Hord, with all in favor, Resolution 2022-03, Relating to the Amendment of the Annual Budget for the Fiscal Year October 1, 2021 and Ending September 30, 2022; and Providing for an Effective date, was adopted.

THIRTEENTH ORDER OF BUSINESS

Consideration of Resolution 2022-04, Designating a Registered Agent and Registered Office of the District, and Providing for an Effective Date

Mr. Wrathell presented Resolution 2022-04.

On MOTION by Mr. Hord and seconded by Ms. Northrup, with all in favor, Resolution 2022-04, Designating Wrathell, Hunt and Associates, LLC, as Registered Agent and 2300 Glades Road, Suite 410W, Boca Raton Florida, 33431 as the Registered Office of the District, and Providing for an Effective Date, was adopted.

FOURTEENTH ORDER OF BUSINESS

Ratification of HGS Transition Letter

Mr. Wrathell presented the Hopping Green & Sams (HGS) and Kutak Rock LLP (Kutak Rock) Joint Transition Letter regarding the transition of District Counsel services to Kutak Rock.

On MOTION by Mr. Roach and seconded by Mr. Hord, with all in favor, the HGS and Kutak Rock Joint Transition Letter regarding the transition of District Counsel services to Kutak Rock LLP and the Chair's execution of the Transition Letter, was ratified.

- **Consideration of Kutak Rock LLP Retention and Fee Agreement**

Ms. Rigoni presented the Kutak Rock Retention and Fee Agreement, which had the same terms as the agreement with HGS. Kutak Rock's rates would remain the same for now.

On MOTION by Mr. Roach and seconded by Mr. Hord, with all in favor, the Kutak Rock LLP Retention and Fee Agreement to serve as District Counsel, was approved.

FIFTEENTH ORDER OF BUSINESS

Discussion: Residential Traffic Calming & Safety

Mr. Hahaj, as a Board Member of several HOA's, presented, on the behalf of those HOA's, their request to purchase and install temporary traffic calming speed bumps or mats and signage for certain roads conveyed to the "THE DISTRICT"; to address the concerns of several homeowners about construction, school traffic and speeding throughout the neighborhoods.

Mr. Hahaj stated that items would be relocated as traffic patterns change and when the various roads open and others are closed during each construction phase. The school bus routes along Wildlight Avenue already changed to help mitigate some of the traffic.

Mr. Wrathell suggested the District Engineer provide input to ensure there would be no issues to what was being proposed. Mr. Brecht stated he would need to present the options to the County for approval to ensure the changes would not affect emergency response vehicles. Mr. Hahaj stated that Ms. Nortsworth was gathering options and was in discussions with the Sherrif's Department and would provide the information to Mr. Brecht to present it to the County.

Ms. Rigoni discussed several options to formalize an Agreement with the HOAs. The Board agreed to District Staff proceeding with researching this matter and obtaining County approval before agreeing to the request and, if necessary, a Cost Share Agreement with the various HOAs to pay these costs would be presented at the next meeting.

SIXTEENTH ORDER OF BUSINESS

Ratification Items

A. Consideration of Resolution 2022-05, Ratifying, Confirming, and Approving the Actions of the Chairman and District Staff Regarding the Conveyance of Portions of Multi-Use Trail System Infrastructure Improvements; and Addressing Severability and an Effective Date

Ms. Rigoni presented Resolution 2022-05. This Resolution finalizes the actions taken to close the process of the District conveying portions of the Multi-Use Trail System Improvements back to the Developer and being reimbursed for the maintenance costs incurred at such time

and including recording the deed in the County. Mr. Wrathell confirmed that the District received the funds, as stated in the Resolution.

On MOTION by Mr. Hord and seconded by Mr. Hahaj, with all in favor, Resolution 2022-05, Ratifying, Confirming, and Approving the Actions of the Chairman and District Staff Regarding the Conveyance of Portions of Multi-Use Trail System Infrastructure Improvements; and Addressing Severability and an Effective Date, was adopted.

- B. Consideration of Resolution 2022-06, Ratifying, Confirming and Approving the Assignment of Construction Contracts Related to Series 2021 Project**
- I. A.J. Johns, Inc., Construction Contract & Acquisition of Completed Improvements (Wildlight Avenue Extension Improvements)**
 - II. Burnham Construction, Inc., Construction Contract & Acquisition of Completed Improvements (Wildlight Avenue – North/South Arterial Roadway Phase 1A)**
 - III. A.J. Johns, Inc., Construction Contract & Acquisition of Completed Improvements (Curiosity Avenue & SR 200 Improvements)**
 - IV. Burnham Construction, Inc., Construction Contract & Acquisition of Completed Improvements (North/South Collector Road – Pod 4 Mass Grading)**

Ms. Rigoni highlighted the following related to Resolution 2022-06:

- Since the Developer has not executed the Assignments, she recommended approval of the Assignment of the Construction Contracts encompassing the Series 2021 Project, for certain infrastructure improvements funded by the Series 2021 bond proceeds, in substantial form.
- Although the Board approved the first two Assignments but not the other two, she began the process for the other two as they were contemplated in the Acquisition Agreement.
- The Consulting and District Engineers reviewed the work being done by the contractors to certify that it is as contemplated in the Engineers Report and is consistent with the specifications and designs.
- Resolution 2022-06 encompasses all four Assignments, which, all together, constitute the Series 2021 Project.

➤ Developer’s Counsel pointed out that Wildlight, LLC is a subsidiary of Raydient LLC dba Raydient Places + Properties LLC; a corrected Resolution would be sent to “THE DISTRICT”.

Mr. Wrathell presented Resolution 2022-06

On MOTION by Mr. Roach and seconded by Mr. Hahaj, with all in favor, Resolution 2022-06, as amended, Ratifying, Confirming and Approving the Assignment of Construction Contracts Related to Series 2021 Project, was adopted.

C. Bond Requisitions

Mr. Wrathell presented the following requisitions encompassing the Series 2021 project:

- I. **Number 1: Burnham Construction, Inc. [\$111,304.52]**
- II. **Number 2: Burnham Construction, Inc. [\$129,750.54]**
- III. **Number 3: A.J. Johns, Inc. [\$270,786.89]**
- IV. **Number 4: A.J. Johns, Inc. [\$250,711.09]**
- V. **Number 5: A.J. Johns, Inc. [\$166,451.89]**
- VI. **Number 6: Burnham Construction, Inc. [\$84,591.90]**

On MOTION by Mr. Roach and seconded by Mr. Hord, with all in favor, Requisition Numbers 1 through 6, were ratified.

▪ **Additional Bond Requisitions Encompassing the Series 2021 Project**

The following were additions to the agenda.

Mr. Brecht presented the following Requisitions:

- Number 7: Hopping Green & Sams [\$1,376.50]: For professional services regarding the assignment of the construction contracts.
- Number 8: England-Thims & Miller, Inc. [\$626.00]: For construction related services and to review and provide assistance in the assignment and certification process.
- Number 9: A.J. Johns, Inc. [\$257,292.32]: Phase 3, comprised of over 200 improvements for construction work that was done and completed in October 2021.

- Number 10: Burnham Construction, Inc. [\$305,135.17]: The fourth pay application for work done and completed in October 2021.
- Number 11: A.J. Johns, Inc. [\$218,344.18]: The first pay application, for work done in association with the extension of Wildlight Avenue, which was just assigned, for work that was completed in September.
- Number 12: A.J. Johns, Inc. [\$171,858.72]: The second pay application, for work done in association with the extension of Wildlight Avenue, which was just assigned, for work that was completed in October.

Mr. Brecht stated that the combined total for Requisition Numbers 7 through 12 was \$954,633.43. He offered to provide copies of the requisitions to the Board, as they were not ready in time to be included in the agenda package. Mr. Hahaj asked to be provided with information on tracking the contract value and change orders versus the construction account balance. Mr. Brecht stated that he would send a summary sheet to Mr. Hahaj, which would be updated after each meeting to include requisitions that are approved.

Mr. Wrathell opened public comments.

There were no public comments.

Mr. Wrathell closed public comments.

On MOTION by Mr. Hahaj and seconded by Mr. Hord, with all in favor, Bond Requisition Numbers 7 through 12, as presented by Mr. Brecht, in a combined amount of \$954,633.43, subject to review by the Chair, and authorizing the Chair to execute, was approved.

D. Change Order No. 1: A.J. Johns, Inc [Curiosity Avenue Phase 3 and SR 200 Improvements]

Mr. Brecht presented the A.J. Johns, Inc. Change Order No. 1, for a credit of \$17,297.10. This was a true-up to the contract due to changes to the plans from the time it went out to bid and when it was approved.

On MOTION by Mr. Roach and seconded by Mr. Hahaj, with all in favor, A.J. Johns, Inc Change Order No. 1 related to Curiosity Avenue Phase 3 and SR 200 Improvements, for a credit of \$17,297.10, was ratified.

SEVENTEENTH ORDER OF BUSINESS

Acceptance of Unaudited Financial Statements as of September 30, 2021

Mr. Wrathell presented the Unaudited Financial Statements as of September 30, 2021.

On MOTION by Mr. Roach and seconded by Mr. Hord, with all in favor, the Unaudited Financial Statements as of September 30, 2021, were accepted.

EIGHTEENTH ORDER OF BUSINESS

Approval of August 19, 2021 Public Hearing and Regular Meeting Minutes

Mr. Wrathell presented the August 19, 2021 Public Hearing and Regular Meeting Minutes.

On MOTION by Mr. Hord and seconded by Mr. Hahaj, with all in favor, the August 19, 2021 Public Hearing and Regular Meeting Minutes, as presented, were approved.

NINETEENTH ORDER OF BUSINESS

Staff Reports

A. District Counsel: *Kutak Rock, LLP*

Ms. Rigoni stated that she and her colleagues were officially at Kutak Rock LLP as of Monday, November 15, 2021.

- **Statutory Changes from 2021 Legislative Session**
 - I. **Wastewater and Stormwater Needs Analysis**

Ms. Rigoni stated that recent legislative changes will require Mr. Brecht to prepare a 20-Year Wastewater and Stormwater Needs Analysis Report to submit to the State by June 30, 2022. Mr. Brecht stated his firm was determining the best way to prepare this. It was noted that the “wastewater” portion of the report would not be needed because the District does not operate its own utility.

Mr. Brecht stated that he would present a work order authorization once his firm determines the best course of action.

II. Prompt Payment Policies

Ms. Rigoni stated that recent legislative changes will require the District to update its Prompt Payment Policies and Procedures related to the Dispute Resolution Procedures and the District bearing a 2% fee, if construction invoices are not paid timely. She would present a Resolution at the next meeting to formally adopt the amended policy.

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

There was no report.

C. Field Operations: *CCMC*

• Operations Report

There was no report.

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

• NEXT MEETING DATE: December 16, 2021 at 10:00 A.M.

○ QUORUM CHECK

The December 16, 2021 meeting would be cancelled.

TWENTIETH ORDER OF BUSINESS

Board Members' Comments/Requests

Mr. Roach stated he would not be able to attend the April, May or June 2022 meetings.

TWENTY-FIRST ORDER OF BUSINESS

Public Comments

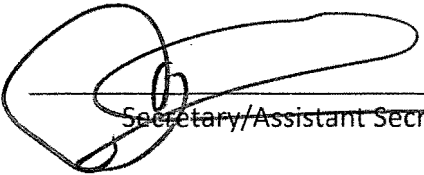
There were no public comments.

TWENTY-SECOND ORDER OF BUSINESS

Adjournment

There being nothing further to discuss, the meeting adjourned.

On MOTION by Ms. Northrup and seconded by Mr. Roach, with all in favor, the meeting adjourned at 11:27 a.m.



Secretary/Assistant Secretary



Chair/Vice Chair