



*DPFG Management & Consulting, LLC
250 International Parkway, Suite 280
Lake Mary, Florida 32746*

***THE DISTRICT -
A COMMUNITY DEVELOPMENT DISTRICT***

Board of Supervisors Meeting

Date & Time:

***Monday
October 28, 2019
1:30 p.m.***

Location:

***Riverside Business Center
501 Riverside Ave., Suite 700
Jacksonville, FL 32202***

Note: The Advanced Meeting Package is a working document and thus all materials are considered DRAFTS prior to presentation and Board acceptance, approval or adoption.

THE DISTRICT
A COMMUNITY DEVELOPMENT DISTRICT

*c/o DPG Management & Consulting, LLC
250 International Parkway, Suite 280
Lake Mary, Florida 32746*

October 21, 2019

Board of Supervisors
The District - A Community Development District

Re: October 28, 2019 Meeting Agenda

Dear Board Members:

The regular meeting of the Board of Supervisors of The District CDD is scheduled for **Monday, October 28, 2019 at 1:30 p.m. at The Riverside Business Center, 501 Riverside Ave., Suite 700, Jacksonville, FL 32202.**

The advanced copy of the agenda for the meeting is attached, along with associated documentation for your consideration. Any additional support material will be forwarded to you under separate cover or distributed at the meeting.

The balance of the agenda is routine in nature and staff will present their reports at the meeting. If you have any questions, please contact me.

Sincerely,

Patricia Comings-Thibault

Patricia Comings -Thibault
District Manager
T (321) 263-0132 ext. 4205

District: **THE DISTRICT COMMUNITY DEVELOPMENT DISTRICT**

Date of Meeting: Monday, October 28, 2019

Time: 1:30 PM

Location: Riverside Business Center
501 Riverside Ave., Suite 700
Jacksonville, FL 32202

Dial-in Number: 712-775-7031
Guest Access Code: 109-516-380

Agenda

I. Roll Call

II. Administration Matters

- A. Audience Comments on Administrative Matters - *(limited to 3 minutes per individual for administrative agenda items)*
- B. Consideration for Approval - Regular Meeting Minutes, September 23, 2019 Exhibit 1
- C. Consideration for Acceptance - the Unaudited September, 2019 Financial Statements & Purchase Order Report Exhibit 2
- D. Consideration for Adoption – Resolution **2020 - 01**, Amending the Fiscal Year 2018 – 2019 Budget Exhibit 3

III. Business Matters

- A. Audience Comments of Business Matter - *(limited to 3 minutes per individual for business matters agenda items)*
- B. Consideration for Approval – First Amendment to Bond Financing Team Funding Agreement Exhibit 4
 - Proposal from Greenberg Traurig for Bond Counsel Services
 - Proposal from Hopping Green & Sams for Issuer Counsel & Other Services

IV. Staff Reports

- A. District Manager
- B. District Attorney
- C. District Engineer
 - BSRA Environmental Briefing – David Goldman
 - General Update

V. Supervisors Requests

- Chairman Comments

VI. Audience Comments – New Business – *(limited to 3 minutes per individual for non-agenda items)*

VII. Adjournment

EXHIBIT 1

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**MINUTES OF MEETING
THE DISTRICT
COMMUNITY DEVELOPMENT DISTRICT**

10 The Regular Meeting of the Board of Supervisors of the The District Community Development
11 District was held on Monday, September 23, 2019 at 1:30 p.m. at Riverside Business Center, 501
12 Riverside Avenue, Suite 700, Jacksonville, Florida 32202.

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FIRST ORDER OF BUSINESS – Roll Call

17 Ms. Thibault called the meeting to order and conducted roll call.

18 Present and constituting a quorum were:

19	Robert Rhodes	Board Supervisor, Chairman
20	Dr. Vikram Gopal(<i>joined in progress</i>)	Board Supervisor, Vice Chairman
21	Kish Kanji	Board Supervisor, Assistant Secretary
22	Matthew Brockelman	Board Supervisor, Assistant Secretary

23 Also present were:

24	Patricia Thibault	District Manager, DPGF Management & Consulting LLC
25	Bob Gang(<i>via phone</i>)	Greenberg Traurig, P.A.
26	Michael Munz(<i>via phone</i>)	Elements Development of Jacksonville LLC
27	Sarah Warren	District Attorney, Hopping Green & Sams
28	Bill Schilling	District Engineer, Kimley Horn
29	Mike Mullis	District Engineer, Kimley Horn

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The following is a summary of the discussions and actions taken at the September 23, 2019 The District CDD Board of Supervisors meeting.

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SECOND ORDER OF BUSINESS – Administrative Matters

36 A. Audience Comments on Administrative Matters

37 There being none, the next item followed.

38 B. Exhibit 1 – Consideration for Approval – Regular Meeting Minutes, August 26, 2019

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On a MOTION by Mr. Rhodes, SECONDED by Mr. Brockelman, WITH ALL IN FAVOR, the Board approved the Minutes of the Board of Supervisors Regular Meeting held on August 26, 2019 for The District – A Community Development District.

43 C. Exhibit 2 – Consideration for Acceptance – the Unaudited August 2019 Financial Statements &
44 Purchase Order Report

On a MOTION by Mr. Gopal, SECONDED by Mr. Kanji, WITH ALL IN FAVOR, the Board accepted the Unaudited August 2019 Financial Statements & Purchase Order Report for The District – A Community Development District.

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THIRD ORDER OF BUSINESS – Business Matters - Capital Improvement & Financing Matters

47 A. Audience Comments of Business Matter (*limited to 3 minutes per individual for business matters
48 agenda items*)

43 There being none, the next item followed.

44 B. Exhibit 3 – Consideration for Adoption, **Resolution 2019-40** – Approving the Acquisition of
45 Work Product (*in substantial form*)

46 On a MOTION by Mr. Brockelman, SECONDED by Mr. Kanji, WITH ALL IN FAVOR, the Board
47 adopted Resolution 2019-40, Approving the Acquisition of Work Product, in substantial form, for The
48 District – A Community Development District.

49 C. Exhibit 4 – Consideration for Adoption, **Resolution 2019-41**, Granting the Chairman the
50 Authority to Execute Construction Contracts – \$19,543,188.80 – CRA, \$24,776,775 – CDD,
51 Maximum Delegation for Each Entity

52 On a MOTION by Mr. Brockelman, SECONDED by Mr. Kanji, WITH ALL IN FAVOR, the Board
53 adopted Resolution 2019-41, Granting the Chairman the Authority to Execute Construction Contracts for
54 The District – A Community Development District.

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56 **FOURTH ORDER OF BUSINESS – Staff Reports**

57 A. District Manager

58 There being none, the next item followed.

59 B. District Attorney

60 Ms. Warren

61 ➤ General Updated

62 C. District Engineer – Project Update

63 Mr. Schilling & Mr. Mullis

64 **FIFTH ORDER OF BUSINESS – Supervisors Requests**

65 Mr. Brockelman made a request for timeline of events.

66 **SIXTH ORDER OF BUSINESS – Audience Comments - New Business**

67 There being none, the next item followed.

68 **SEVENTH ORDER OF BUSINESS – Adjournment**

69 Ms. Thibault asked for final questions, comments, or corrections before adjourning the meeting.
70 There being none, Mr. Brockelman made a motion to adjourn the meeting.

71 On a MOTION by Mr. Brockelman, SECONDED by Mr. Gopal, WITH ALL IN FAVOR, the Board
72 adjourned the meeting for The District Community Development District.

73
74 **Each person who decides to appeal any decision made by the Board with respect to any matter
75 considered at the meeting is advised that person may need to ensure that a verbatim record of the
76 proceedings is made, including the testimony and evidence upon which such appeal is to be based.*

77
78 **Meeting minutes were approved at a meeting by vote of the Board of Supervisors at a publicly noticed
79 meeting held on _____.**

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Signature

Printed Name
Title: **Secretary** **Assistant Secretary**

Signature

Printed Name
Title: **Chairman** **Vice Chairman**

EXHIBIT 2

The District Community Development District

Financial Statements
(Unaudited)

Period Ending

September 30, 2019

**THE DISTRICT CDD
BALANCE SHEET
September 30, 2019**

	<u>GENERAL FUND</u>	<u>CRA SPECIAL REVENUE FUND</u>	<u>CAPITAL PROJECTS FUND</u>	<u>CONSOLIDATED TOTAL</u>
ASSETS:				
CASH	\$ 22,369	\$ -	\$ 6,125	\$ 28,494
ACCOUNTS RECEIVABLE	31,553	486,504	280,039	798,096
TOTAL ASSETS	<u>\$ 53,922</u>	<u>\$ 486,504</u>	<u>\$ 286,164</u>	<u>\$ 826,590</u>
 LIABILITIES & FUND BALANCE				
LIABILITIES:				
ACCOUNTS PAYABLE	\$ 36,632	\$ 486,504	\$ 286,164	\$ 809,300
 FUND BALANCES:				
NONSPENDABLE - PREPAID AND DEPOSITS RESTRICTED FOR SPECIAL REVENUE FUND	-	-	-	-
ASSIGNED:	-	-	-	-
UNASSIGNED:	17,290	-	-	17,290
TOTAL LIABILITIES & FUND BALANCE	<u>\$ 53,922</u>	<u>\$ 486,504</u>	<u>\$ 286,164</u>	<u>\$ 826,590</u>

**THE DISTRICT CDD
GENERAL FUND
STATEMENT OF REVENUES, EXPENDITURES, AND CHANGES IN FUND BALANCE
For the Period Starting October 1, 2018 Ending September 30, 2019**

	FY2019 ADOPTED BUDGET	BUDGET YEAR-TO-DATE	ACTUAL YEAR-TO-DATE	VARIANCE FAVORABLE (UNFAVORABLE)
REVENUE				
O&M DEVELOPER FUNDING	\$ 179,349	\$ 179,349	\$ 150,722	\$ (28,627)
INTEREST	-	-	38	38
TOTAL REVENUE	179,349	179,349	150,760	(28,589)
EXPENDITURES				
GENERAL ADMINISTRATIVE:				
SUPERVISORS COMPENSATION	8,000	8,000	3,800	4,200
PAYROLL TAXES	612	612	297	315
PAYROLL SERVICES	457	457	359	98
MANAGEMENT CONSULTING SERVICES	22,500	22,500	21,333	1,167
ADMINISTRATIVE SERVICES	16,000	16,000	16,000	-
CONSTRUCTION ACCOUNTING SERVICES	2,500	2,500	-	2,500
BANK FEES	225	225	38	187
MISCELLANEOUS, ALLOWANCE, CONTINGENCY	4,500	4,500	1,897	2,603
AUDITING SERVICES	3,500	3,500	-	3,500
REGULATORY AND PERMIT FEES	175	175	150	25
LEGAL ADVERTISEMENTS	8,500	8,500	1,615	6,885
ENGINEERING SERVICES	15,000	15,000	31,553	(16,553)
LEGAL SERVICES	75,000	75,000	48,677	26,323
WEBSITE HOSTING	970	970	2,437	(1,467)
MEETING ROOM LOCATIONS	960	960	1,792	(832)
TOTAL GENERAL ADMINISTRATIVE	158,899	158,899	129,950	28,949
INSURANCE:				
INSURANCE - PROPERTY, GENERAL LIABILITY, PROF.	5,500	5,500	3,520	1,980
TOTAL INSURANCE	5,500	5,500	3,520	1,980
DEBT SERVICE ADMINISTRATION:				
DISSEMINATION AGENT	5,000	5,000	-	5,000
TRUSTEE FEES	8,700	8,700	-	8,700
ARBITRAGE	1,250	1,250	-	1,250
TOTAL DEBT SERVICE ADMINISTRATION	14,950	14,950	-	14,950
TOTAL EXPENDITURES	179,349	179,349	133,470	45,879
EXCESS OF REVENUE OVER (UNDER) EXPENDITURES	-	-	17,290	17,289
FUND BALANCE - BEGINNING	-	-	-	-
FUND BALANCE - ENDING	\$ -	\$ -	\$ 17,290	\$ 17,289

THE DISTRICT CDD
CRA SPECIAL REVENUE FUND
STATEMENT OF REVENUES, EXPENDITURES, AND CHANGES IN FUND BALANCE
For the Period Starting October 1, 2018 Ending September 30, 2019

	<u>ACTUAL</u> <u>YEAR-TO-DATE</u>
REVENUE	
CRA FUNDING	\$ 997,562
TOTAL REVENUE	<u>997,562</u>
 EXPENDITURES	
ENGINEERING SERVICES	997,562
TOTAL EXPENDITURES	<u>997,562</u>
 EXCESS OF REVENUE OVER (UNDER) EXPENDITURES	 -
 FUND BALANCE - BEGINNING	 -
FUND BALANCE - ENDING	<u><u>\$ -</u></u>

**THE DISTRICT CDD
CAPITAL PROJECTS FUND
STATEMENT OF REVENUES, EXPENDITURES, AND CHANGES IN FUND BALANCE
For the Period Starting October 1, 2018 Ending September 30, 2019**

	<u>ACTUAL YEAR-TO-DATE</u>
REVENUE	
DEVELOPER FUNDING	\$ 833,892
INTEREST	-
TOTAL REVENUE	<u>833,892</u>
 EXPENDITURES	
ENGINEERING SERVICES	779,442
LEGAL SERVICES	54,450
TOTAL EXPENDITURES	<u>833,892</u>
 EXCESS OF REVENUE OVER (UNDER) EXPENDITURES	 -
 FUND BALANCE - BEGINNING	 -
FUND BALANCE - ENDING	<u><u>\$ -</u></u>

THE DISTRICT
Community Development District
Bank Reconciliation
September 30, 2019

	Bank United Account
Balance Per Bank Statement	\$ 28,669.02
Less: Outstanding Checks	(175.00)
<i>Adjusted Bank Balance</i>	<u>\$ 28,494.02</u>
Beginning Bank Balance Per Books	\$ 9,918.57
Cash Receipts	898,072.75
Cash Disbursements	(879,497.30)
<i>Balance Per Books</i>	<u>\$ 28,494.02</u>

The District CDD
Open Purchase Orders Detail
All Transactions

Service	Date	Num	Name	Memo	Amount	Rcv'd	Open Balance
GF Engineering Services							
CRA Task Order 1							
	02/25/2019	CRA 1	Kimley Horn and Associates, Inc.	Preliminary Engineering Services	100,000.00	100,000.00	0.00
Total CRA Task Order 1					100,000.00	100,000.00	0.00
CRA Task Order 2							
	02/25/2019	CRA 2	Kimley Horn and Associates, Inc.	CRA Improvements - Budget Increase	150,000.00	0.00	150,000.00
Total CRA Task Order 2					150,000.00	0.00	150,000.00
CRA Task Order 3							
CRA Task Order 3 - Subtask - EXP							
	07/09/2019	CRA EXP	Kimley Horn and Associates, Inc.	Direct Expense Reimbursement Budget	25,000.00	332.10	24,667.90
Total CRA Task Order 3 - Subtask - EXP					25,000.00	332.10	24,667.90
CRA Task Order 3 - Subtask 1							
	07/09/2019	CRA 3-1	Kimley Horn and Associates, Inc.	General Administrative Services	100,000.00	49,513.00	50,487.00
Total CRA Task Order 3 - Subtask 1					100,000.00	49,513.00	50,487.00
CRA Task Order 3 - Subtask 2							
	07/09/2019	CRA 3-2	Kimley Horn and Associates, Inc.	Weekly Internal and Owner Meetings	175,000.00	64,756.50	110,243.50
Total CRA Task Order 3 - Subtask 2					175,000.00	64,756.50	110,243.50
CRA Task Order 3 - Subtask 3							
	07/09/2019	CRA 3-3	Kimley Horn and Associates, Inc.	Monthly Meetings with City's Representative	30,000.00	7,896.00	22,104.00
Total CRA Task Order 3 - Subtask 3					30,000.00	7,896.00	22,104.00
CRA Task Order 3 - Subtask 4							
	07/09/2019	CRA 3-4	Kimley Horn and Associates, Inc.	Surveying Services	50,000.00	3,500.00	46,500.00
Total CRA Task Order 3 - Subtask 4					50,000.00	3,500.00	46,500.00
CRA Task Order 3 - Subtask 5							
	07/09/2019	CRA 3-5	Kimley Horn and Associates, Inc.	Geotechnical Services	150,000.00	28,250.00	121,750.00
Total CRA Task Order 3 - Subtask 5					150,000.00	28,250.00	121,750.00
CRA Task Order 3 - Subtask 6							
	07/09/2019	CRA 3-6	Kimley Horn and Associates, Inc.	Biological Services	40,000.00	31,582.75	8,417.25
Total CRA Task Order 3 - Subtask 6					40,000.00	31,582.75	8,417.25
CRA Task Order 3 - Subtask 7							
	07/09/2019	CRA 3-7.1	Kimley Horn and Associates, Inc.	Soil Management	45,000.00	31,500.00	13,500.00
	07/09/2019	CRA 3-7.2	Kimley Horn and Associates, Inc.	Preparation of Dewatering Plan	20,000.00	10,400.00	9,600.00
	07/09/2019	CRA 3-7.3	Kimley Horn and Associates, Inc.	Meetings & Coordination with Remediation Contractor	15,000.00	5,247.50	9,752.50
	07/09/2019	CRA 3-7.4	Kimley Horn and Associates, Inc.	Health & Safety Plan	5,000.00	4,500.00	500.00
Total CRA Task Order 3 - Subtask 7					85,000.00	51,647.50	33,352.50
CRA Task Order 3 - Subtask 8							
	07/09/2019	CRA 3-8	Kimley Horn and Associates, Inc.	CMAR RFQ	15,000.00	11,690.50	3,309.50
Total CRA Task Order 3 - Subtask 8					15,000.00	11,690.50	3,309.50
CRA Task Order 3 - Subtask 10							
	07/09/2019	CRA 3-10	Kimley Horn and Associates, Inc.	Prudential Drive Extension - Phase 1 - Civil Engineering	40,000.00	38,800.00	1,200.00
Total CRA Task Order 3 - Subtask 10					40,000.00	38,800.00	1,200.00
CRA Task Order 3 - Subtask 11							
	07/09/2019	CRA 3-11	Kimley Horn and Associates, Inc.	Prudential Drive Extension - Phase 1 - Permitting	20,000.00	20,000.00	0.00
Total CRA Task Order 3 - Subtask 11					20,000.00	20,000.00	0.00
CRA Task Order 3 - Subtask 12							
	07/09/2019	CRA 3-12.1	Kimley Horn and Associates, Inc.	Bulkhead Structural Plans	150,000.00	37,500.00	112,500.00
	07/09/2019	CRA 3-12.2	Kimley Horn and Associates, Inc.	Preparation of Marsh Boardwalk Structural Plans	35,000.00	8,750.00	26,250.00
Total CRA Task Order 3 - Subtask 12					185,000.00	46,250.00	138,750.00
CRA Task Order 3 - Subtask 13							
	07/09/2019	CRA 3-13.1	Kimley Horn and Associates, Inc.	Schematic Design (30% Plans)	50,000.00	50,000.00	0.00
	07/09/2019	CRA 3-13.2	Kimley Horn and Associates, Inc.	Design Development (60% Plans)	85,000.00	42,500.00	42,500.00
	07/09/2019	CRA 3-13.3	Kimley Horn and Associates, Inc.	Construction Documents (100% Plans)	115,000.00	11,500.00	103,500.00
Total CRA Task Order 3 - Subtask 13					250,000.00	104,000.00	146,000.00
CRA Task Order 3 - Subtask 14							
	07/09/2019	CRA 3-14.1	Kimley Horn and Associates, Inc.	Schematic Design (30% Plans)	30,000.00	30,000.00	0.00
	07/09/2019	CRA 3-14.2	Kimley Horn and Associates, Inc.	Design Development (60% Plans)	50,000.00	25,000.00	25,000.00
	07/09/2019	CRA 3-14.3	Kimley Horn and Associates, Inc.	Construction Documents (100% Plans)	60,000.00	6,000.00	54,000.00
Total CRA Task Order 3 - Subtask 14					140,000.00	61,000.00	79,000.00
CRA Task Order 3 - Subtask 15							
	07/09/2019	CRA 3-15.1	Kimley Horn and Associates, Inc.	Schematic Design (30% Plans)	15,000.00	15,000.00	0.00
	07/09/2019	CRA 3-15.2	Kimley Horn and Associates, Inc.	Design Development (60 % Plans)	18,000.00	9,000.00	9,000.00
	07/09/2019	CRA 3-15.3	Kimley Horn and Associates, Inc.	Construction Documents (100% Plans)	25,000.00	0.00	25,000.00
Total CRA Task Order 3 - Subtask 15					58,000.00	24,000.00	34,000.00
CRA Task Order 3 - Subtask 16							
	07/09/2019	CRA 3-16	Kimley Horn and Associates, Inc.	Meetings & Coordination with Review Agencies	30,000.00	1,200.00	28,800.00
Total CRA Task Order 3 - Subtask 16					30,000.00	1,200.00	28,800.00
CRA Task Order 3 - Subtask 17							
	07/09/2019	CRA 3-17	Kimley Horn and Associates, Inc.	Bulkhead and Marsh Boardwalk Structural Permitting Support	50,000.00	24,898.00	25,102.00
Total CRA Task Order 3 - Subtask 17					50,000.00	24,898.00	25,102.00
CRA Task Order 3 - Subtask 18							
	07/09/2019	CRA 3-18	Kimley Horn and Associates, Inc.	Parks, Riverwalk, Boardwalk, Trail Permitting	50,000.00	172.00	49,828.00
Total CRA Task Order 3 - Subtask 18					50,000.00	172.00	49,828.00
CRA Task Order 3 - Subtask 19							
	07/09/2019	CRA 3-19	Kimley Horn and Associates, Inc.	Tree Mitigation, Relocation and Permitting	10,000.00	2,047.50	7,952.50
Total CRA Task Order 3 - Subtask 19					10,000.00	2,047.50	7,952.50
CRA Task Order 3 - Subtask 20							
	07/09/2019	CRA 3-20	Kimley Horn and Associates, Inc.	Mass Grading Plan	25,000.00	20,000.00	5,000.00
Total CRA Task Order 3 - Subtask 20					25,000.00	20,000.00	5,000.00
CRA Task Order 3 - Subtask 21							

The District CDD
Open Purchase Orders Detail
All Transactions

Date	Num	Name	Memo	Amount	Rcv'd	Open Balance
07/09/2019	CRA 3-21	Kimley Horn and Associates, Inc.	Opinions of Cost, Phasing, and CMAR Coord	25,000.00	3,004.00	21,996.00
Total CRA Task Order 3 - Subtask 21				25,000.00	3,004.00	21,996.00
CRA Task Order 3 - Subtask 22						
07/09/2019	CRA 3-22	Kimley Horn and Associates, Inc.	Dry Utility Coordination	35,000.00	4,162.00	30,838.00
Total CRA Task Order 3 - Subtask 22				35,000.00	4,162.00	30,838.00
CRA Task Order 3 - Subtask 23						
07/09/2019	CRA 3-23	Kimley Horn and Associates, Inc.	Dry Utility Layout (Optional)	40,000.00	0.00	40,000.00
Total CRA Task Order 3 - Subtask 23				40,000.00	0.00	40,000.00
CRA Task Order 3 - Subtask 24						
07/09/2019	CRA 3-24	Kimley Horn and Associates, Inc.	Roadway Conceptual Design (30% Plans)	45,000.00	45,000.00	0.00
Total CRA Task Order 3 - Subtask 24				45,000.00	45,000.00	0.00
CRA Task Order 3 - Subtask 25						
07/09/2019	CRA 3-25	Kimley Horn and Associates, Inc.	Vision Document	40,000.00	29,523.50	10,476.50
Total CRA Task Order 3 - Subtask 25				40,000.00	29,523.50	10,476.50
CRA Task Order 3 - Subtask 26						
07/09/2019	CRA 3-26	Kimley Horn and Associates, Inc.	Streetscape Conceptual Dsign (30% Plans)	30,000.00	30,000.00	0.00
Total CRA Task Order 3 - Subtask 26				30,000.00	30,000.00	0.00
CRA Task Order 3 - Subtask 27						
07/09/2019	CRA 3-27	Kimley Horn and Associates, Inc.	Roadway Design Development (60% Plans)	120,000.00	120,000.00	0.00
Total CRA Task Order 3 - Subtask 27				120,000.00	120,000.00	0.00
CRA Task Order 3 - Subtask 28						
07/09/2019	CRA 3-28	Kimley Horn and Associates, Inc.	Streetscape Design Development (60% Plans)	50,000.00	50,000.00	0.00
Total CRA Task Order 3 - Subtask 28				50,000.00	50,000.00	0.00
CRA Task Order 3 - Subtask 29						
07/09/2019	CRA 3-29	Kimley Horn and Associates, Inc.	Roadway Construction Documents (100% Plans)	150,000.00	15,000.00	135,000.00
Total CRA Task Order 3 - Subtask 29				150,000.00	15,000.00	135,000.00
CRA Task Order 3 - Subtask 30						
07/09/2019	CRA 3-30	Kimley Horn and Associates, Inc.	Streetscape Construction Documents (100% Plans)	70,000.00	7,000.00	63,000.00
Total CRA Task Order 3 - Subtask 30				70,000.00	7,000.00	63,000.00
CRA Task Order 3 - Subtask 31						
07/09/2019	CRA 3-31	Kimley Horn and Associates, Inc.	Roadway and Streetscape Permitting	50,000.00	344.00	49,656.00
Total CRA Task Order 3 - Subtask 31				50,000.00	344.00	49,656.00
CRA Task Order 3 - Subtask 32						
07/09/2019	CRA 3-32	Kimley Horn and Associates, Inc.	Bidding & Value Engineering Assistance	40,000.00	300.00	39,700.00
Total CRA Task Order 3 - Subtask 32				40,000.00	300.00	39,700.00
CRA Task Order 3 - Subtask 33						
07/09/2019	CRA 3-33.1	Kimley Horn and Associates, Inc.	Prudential Drive Extension - Phase 1- CPS	20,000.00	0.00	20,000.00
07/09/2019	CRA 3-33.2	Kimley Horn and Associates, Inc.	CRA Improvement CPS -TBD	0.00	0.00	0.00
Total CRA Task Order 3 - Subtask 33				20,000.00	0.00	20,000.00
Total CRA Task Order 3				2,243,000.00	895,869.35	1,347,130.65
CDD Task Order 1						
01/16/2019	CDD 1	Kimley Horn and Associates, Inc.	CDD Interim District Engineer Services	100,000.00	13,866.50	86,133.50
CDD Total Task Order 1				100,000.00	13,866.50	86,133.50
CDD Task Order 2						
02/25/2019	CDD 2	Kimley Horn and Associates, Inc.	Engineering Consulting Services	100,000.00	17,686.70	82,313.30
CDD Total Task Order 2				100,000.00	17,686.70	82,313.30
CDD Task Order 3						
02/25/2019	CDD 3	Kimley Horn and Associates, Inc.	CDD Improvements-Preliminary Engineering Services	100,000.00	100,000.00	0.00
CDD Total Task Order 3				100,000.00	100,000.00	0.00
CDD Task Order 4						
04/22/2019	CDD 4	Kimley Horn and Associates, Inc.	CDD Improvements-Budget Increase	250,000.00	0.00	250,000.00
CDD Total Task Order 4				250,000.00	0.00	250,000.00
CDD Task Order 5						
CDD Task Order 5 - Subtask - EXP						
07/18/2019	CDD 5-EXP	Kimley Horn and Associates, Inc.	Direct Expense Reimbursement Budget	25,000.00	680.24	24,319.76
Total CDD Task Order 5 - Subtask - EXP				25,000.00	680.24	24,319.76
CDD Task Order 5 - Subtask 1						
07/09/2019	CDD 5-1	Kimley Horn and Associates, Inc.	General Administrative Services	100,000.00	49,550.50	50,449.50
Total CDD Task Order 5 - Subtask 1				100,000.00	49,550.50	50,449.50
CDD Task Order 5 - Subtask 2						
07/09/2019	CDD 5-2	Kimley Horn and Associates, Inc.	Weekly Internal and Owner Meetings	175,000.00	63,156.50	111,843.50
Total CDD Task Order 5 - Subtask 2				175,000.00	63,156.50	111,843.50
CDD Task Order 5 - Subtask 3						
07/09/2019	CDD 5-3	Kimley Horn and Associates, Inc.	Monthly Meetings with City's Representative	30,000.00	7,896.00	22,104.00
Total CDD Task Order 5 - Subtask 3				30,000.00	7,896.00	22,104.00
CDD Task Order 5 - Subtask 4						
07/09/2019	CDD 5-4	Kimley Horn and Associates, Inc.	Surveying Services	50,000.00	1,500.00	48,500.00
Total CDD Task Order 5 - Subtask 4				50,000.00	1,500.00	48,500.00
CDD Task Order 5 - Subtask 5						
07/18/2019	CDD 5-5	Kimley Horn and Associates, Inc.	Geotechnical Services	150,000.00	8,600.00	141,400.00
Total CDD Task Order 5 - Subtask 5				150,000.00	8,600.00	141,400.00
CDD Task Order 5 - Subtask 6						
07/18/2019	CDD 5-6	Kimley Horn and Associates, Inc.	Biological Services	25,000.00	0.00	25,000.00
Total CDD Task Order 5 - Subtask 6				25,000.00	0.00	25,000.00
CDD Task Order 5 - Subtask 7						
07/18/2019	CDD 5-7.1	Kimley Horn and Associates, Inc.	Soil Management Plan	45,000.00	31,500.00	13,500.00
07/18/2019	CDD 5-7.2	Kimley Horn and Associates, Inc.	Preparaion of Dewatering Plan	20,000.00	12,000.00	8,000.00

The District CDD
Open Purchase Orders Detail
All Transactions

Date	Num	Name	Memo	Amount	Rcv'd	Open Balance
07/18/2019	CDD 5-7.3	Kimley Horn and Associates, Inc.	Meetings and Coordination with Remediation Contractor	15,000.00	5,247.50	9,752.50
07/18/2019	CDD 5-7.4	Kimley Horn and Associates, Inc.	Health and Safety Plan	5,000.00	4,500.00	500.00
Total CDD Task Order 5 - Subtask 7				85,000.00	53,247.50	31,752.50
CDD Task Order 5 - Subtask 8						
07/18/2019	CDD 5-8	Kimley Horn and Associates, Inc.	CMAR RFQ	15,000.00	11,862.50	3,137.50
Total CDD Task Order 5 - Subtask 8				15,000.00	11,862.50	3,137.50
CDD Task Order 5 - Subtask 10						
07/18/2019	CDD 5-10	Kimley Horn and Associates, Inc.	School Board Parking - Civil Engineering	45,000.00	43,650.00	1,350.00
Total CDD Task Order 5 - Subtask 10				45,000.00	43,650.00	1,350.00
CDD Task Order 5 - Subtask 11						
07/18/2019	CDD 5-11	Kimley Horn and Associates, Inc.	School Board Parking - Permitting	25,000.00	21,500.50	3,499.50
Total CDD Task Order 5 - Subtask 11				25,000.00	21,500.50	3,499.50
CDD Task Order 5 - Subtask 12						
07/18/2019	CDD 5-12	Kimley Horn and Associates, Inc.	Stormwater Compensation Credits	35,000.00	10,852.00	24,148.00
Total CDD Task Order 5 - Subtask 12				35,000.00	10,852.00	24,148.00
CDD Task Order 5 - Subtask 13						
07/18/2019	CDD 5-13	Kimley Horn and Associates, Inc.	Tree Mitigation, Relocation and Permitting	10,000.00	1,965.00	8,035.00
Total CDD Task Order 5 - Subtask 13				10,000.00	1,965.00	8,035.00
CDD Task Order 5 - Subtask 14						
07/18/2019	CDD 5-14	Kimley Horn and Associates, Inc.	Mass Grading Plan	25,000.00	20,000.00	5,000.00
Total CDD Task Order 5 - Subtask 14				25,000.00	20,000.00	5,000.00
CDD Task Order 5 - Subtask 15						
07/18/2019	CDD 5-15	Kimley Horn and Associates, Inc.	Opinions of Cost, Phasing, and CMAR Coord.	25,000.00	3,176.00	21,824.00
Total CDD Task Order 5 - Subtask 15				25,000.00	3,176.00	21,824.00
CDD Task Order 5 - Subtask 16						
07/18/2019	CDD 5-16	Kimley Horn and Associates, Inc.	Dry Utility Coordination	35,000.00	4,334.00	30,666.00
Total CDD Task Order 5 - Subtask 16				35,000.00	4,334.00	30,666.00
CDD Task Order 5 - Subtask 17						
07/18/2019	CDD 5-17	Kimley Horn and Associates, Inc.	Dry Utility Layout (Optional)	40,000.00	0.00	40,000.00
Total CDD Task Order 5 - Subtask 17				40,000.00	0.00	40,000.00
CDD Task Order 5 - Subtask 18						
07/18/2019	CDD 5-18	Kimley Horn and Associates, Inc.	Roadway and Utility Conceptual Design (30% Plans)	60,000.00	60,000.00	0.00
Total CDD Task Order 5 - Subtask 18				60,000.00	60,000.00	0.00
CDD Task Order 5 - Subtask 19						
07/18/2019	CDD 5-19	Kimley Horn and Associates, Inc.	Vision Document	40,000.00	29,438.50	10,561.50
Total CDD Task Order 5 - Subtask 19				40,000.00	29,438.50	10,561.50
CDD Task Order 5 - Subtask 20						
07/18/2019	CDD 5-20	Kimley Horn and Associates, Inc.	Streetscape Conceptual Design (30% Plans)	40,000.00	40,000.00	0.00
Total CDD Task Order 5 - Subtask 20				40,000.00	40,000.00	0.00
CDD Task Order 5 - Subtask 21						
07/18/2019	CDD 5-21	Kimley Horn and Associates, Inc.	Roadway and Utility Design Development (60% Plans)	150,000.00	150,000.00	0.00
Total CDD Task Order 5 - Subtask 21				150,000.00	150,000.00	0.00
CDD Task Order 5 - Subtask 22						
07/18/2019	CDD 5-22	Kimley Horn and Associates, Inc.	Streetscape Design Development (60% Plans)	65,000.00	65,000.00	0.00
Total CDD Task Order 5 - Subtask 22				65,000.00	65,000.00	0.00
CDD Task Order 5 - Subtask 23						
07/18/2019	CDD 5-23	Kimley Horn and Associates, Inc.	Roadway and Utility Construction Documents (100% Plans)	200,000.00	20,000.00	180,000.00
Total CDD Task Order 5 - Subtask 23				200,000.00	20,000.00	180,000.00
CDD Task Order 5 - Subtask 24						
07/18/2019	CDD 5-24	Kimley Horn and Associates, Inc.	Streetscape Construction Documents (100% Plans)	90,000.00	9,000.00	81,000.00
Total CDD Task Order 5 - Subtask 24				90,000.00	9,000.00	81,000.00
CDD Task Order 5 - Subtask 25						
07/18/2019	CDD 5-25	Kimley Horn and Associates, Inc.	Roadway, Utility and Streetscape Permitting	75,000.00	3,733.00	71,267.00
Total CDD Task Order 5 - Subtask 25				75,000.00	3,733.00	71,267.00
CDD Task Order 5 - Subtask 26						
07/18/2019	CDD 5-26	Kimley Horn and Associates, Inc.	Bidding and Value Engineering Assistance	40,000.00	300.00	39,700.00
Total CDD Task Order 5 - Subtask 26				40,000.00	300.00	39,700.00
CDD Task Order 5 - Subtask 27						
07/18/2019	CDD 5-27.1	Kimley Horn and Associates, Inc.	School Board Parking Lot CPS	25,000.00	0.00	25,000.00
07/18/2019	CDD 5-27.2	Kimley Horn and Associates, Inc.	CDD Improvements CPS - TBD	0.00	0.00	0.00
Total CDD Task Order 5 - Subtask 27				25,000.00	0.00	25,000.00
Total CDD Task Order 5				1,680,000.00	679,442.24	1,000,557.76
Total GF Engineering Services				4,723,000.00	1,806,864.79	2,916,135.21
Total Service				4,723,000.00	1,806,864.79	2,916,135.21
TOTAL				4,723,000.00	1,806,864.79	2,916,135.21

EXHIBIT 3

RESOLUTION 2020-01

A RESOLUTION OF THE BOARD OF SUPERVISORS OF THE DISTRICT COMMUNITY DEVELOPMENT DISTRICT ADOPTING AN AMENDED GENERAL FUND BUDGET FOR FISCAL YEAR 2018/2019, PROVIDING FOR APPROPRIATIONS; ADDRESSING CONFLICTS AND SEVERABILITY; AND PROVIDING FOR AN EFFECTIVE DATE.

WHEREAS, on March 25, 2019, the Board of Supervisors of the District Community Development District ("**Board**"), adopted Resolution 2019-24 providing for the adoption of the District's Fiscal Year 2018/2019 annual budget ("**Budget**"); and

WHEREAS, the District Manager, at the direction of the Board, has prepared an amended Budget, to reflect changes in the actual appropriations of the Budget due to the addition of costs and fees; and

WHEREAS, Chapters 189 and 190, *Florida Statutes*, and Section 3 of Resolution 2019-24 authorize the Board to amend the Budget within sixty (60) days following the end of the Fiscal Year 2018/2019; and

WHEREAS, the Board finds that it is in the best interest of the District and its landowners to amend the Budget to reflect the actual appropriations; and

NOW, THEREFORE, BE IT RESOLVED BY THE BOARD OF SUPERVISORS OF THE DISTRICT COMMUNITY DEVELOPMENT DISTRICT:

1. BUDGET AMENDMENT.

a. The Board has reviewed the District Manager's proposed amended Budget, copies of which are on file with the office of the District Manager and at the District's Records Office, and hereby approves certain amendments thereto, as shown in Section 2 below.

b. The amended Budget attached hereto as **Exhibit A** and incorporated herein by reference as further amended by the Board is hereby adopted in accordance with the provisions of sections 190.008(2)(a) and 189.016(6), *Florida Statutes*; provided, however, that the comparative figures contained in the amended Budget as adopted by the Board (together, "**Adopted Annual Budget**") may be further revised as deemed necessary by the District Manager to further reflect actual revenues and expenditures for Fiscal Year 2018/2019.

c. The Adopted Annual Budget shall be maintained in the office of the District Manager and the District Records Office and identified as "The Adopted Budget for the District Community Development District for the fiscal year ending September 30, 2019, as amended and adopted by the Board of Supervisors effective October 28, 2019."

2. APPROPRIATIONS. There is hereby appropriated out of the revenues of the District Community Development District, the fiscal year beginning October 1, 2018, and ending September 30, 2019, the sums set forth below, to be raised by special assessments, which sums are deemed by the Board of Supervisors to be necessary to defray all expenditures of the District during said budget year, to be divided and appropriated in the following fashion:

TOTAL GENERAL FUND	
---------------------------	--

3. CONFLICTS. This Resolution is intended to amend, in part, Resolution 2019-24, which remains in full force and effect except as otherwise provided herein. All terms of Resolution 2019-24 that are not amended by this Resolution apply to the Adopted Annual Budget as if those terms were fully set forth herein. All District resolutions or parts thereof in actual conflict with this Resolution are, to the extent of such conflict, superseded and repealed.

4. SEVERABILITY. The invalidity or unenforceability of any one or more provisions of this Resolution shall not affect the validity or enforceability of the remaining portions of this Resolution, or any part thereof.

5. EFFECTIVE DATE. This Resolution shall take effect as of October 28, 2019.

PASSED AND ADOPTED this this 28th day of October, 2019.

ATTEST:

**DISTRICT COMMUNITY
DEVELOPMENT DISTRICT**

Secretary/Assistant Secretary

Chairperson, Board of Supervisors

Exhibit A: Amended Fiscal Year 2018/2019 Budget

Exhibit A
Amended Fiscal Year 2018/2019 Budget

THE DISTRICT - A COMMUNITY DEVELOPMENT DISTRICT

GENERAL FUND BUDGET AMENDMENT #1 - FY 2019

For the Time Period January 16, 2019 - September 30, 2019

	Adopted	9/30/2019 As of 10/21/2019	Additional/Reduction in Projected	FY 2019 Amended
I. REVENUE				
DEVELOPER FUNDING	\$ 179,349	\$ 150,760	\$ 11,612	\$ 190,961
TOTAL REVENUE	179,349	150,760	11,612	190,961
II. EXPENDITURES*				
GENERAL ADMINISTRATIVE				
SUPERVISORS COMPENSATION	8,000	3,800	(4,200)	3,800
PAYROLL TAXES	612	291	(321)	291
PAYROLL SERVICES	457	359	(98)	359
MANAGEMENT CONSULTING SERVICES	22,500	21,333	(1,167)	21,333
ADMINISTRATIVE SERVICES	16,000	16,000	-	16,000
CONSTRUCTION ACCOUNTING SERVICES	2,500	-	(2,500)	-
BANK FEES	225	38	(187)	38
MISCELLANEOUS, ALLOWANCE, CONTINGENCY	4,500	1,897	10,000	14,500
AUDITING SERVICES	3,500	-	(3,500)	-
REGULATORY AND PERMIT FEES	175	150	(25)	150
LEGAL ADVERTISEMENTS	8,500	1,615	(6,885)	1,615
ENGINEERING SERVICES	15,000	31,554	15,000	30,000
LEGAL SERVICES	75,000	48,678	15,000	90,000
WEBSITE HOSTING	970	2,437	1,467	2,437
MEETING ROOM LOCATION	960	1,793	833	1,793
TOTAL GENERAL ADMINISTRATIVE	158,899	129,945	23,417	182,316
INSURANCE				
INSURANCE-PROPERTY, GENERAL LIABILITY, PROF.	5,500	8,645	3,145	8,645
DEBT ADMINISTRATION:				
DISSEMINATION AGENT	5,000	-	(5,000)	-
TRUSTEE FEES	8,700	-	(8,700)	-
ARBITRAGE	1,250	-	(1,250)	-
TOTAL DEBT ADMINISTRATION	14,950	-	(14,950)	-
TOTAL EXPENDITURES*	179,349	138,590	11,612	190,961

EXHIBIT 4

FIRST AMENDMENT TO BOND FINANCING TEAM FUNDING AGREEMENT

THIS FIRST AMENDMENT TO BOND FINANCING TEAM FUNDING AGREEMENT (“Amendment”) is made and entered into, by and between the following parties, and to be effective as of October 28, 2019:

THE DISTRICT COMMUNITY DEVELOPMENT DISTRICT, a local unit of special-purpose government established pursuant to Chapter 190, Florida Statutes, and located in Duval County, Florida ("**District**"), and

ELEMENTS DEVELOPMENT OF JACKSONVILLE, LLC, a Florida limited liability company, and the primary developer of lands within the District ("**Developer**").

RECITALS

WHEREAS, effective January 16, 2019, the District and Developer previously entered into a *Bond Financing Team Funding Agreement* ("**Original Agreement**"), whereby, generally stated, the Developer agreed to fund certain expenses in connection with the District’s issuance of bonds or other indebtedness to fund the District’s improvements, facilities and services; and

WHEREAS, the District desires to approve certain proposals for bond counsel and issuer’s counsel services, attached hereto as **Exhibit A** (together, "**Proposals**"); and

WHEREAS, pursuant to Section 7 of the Original Agreement, the District and the Developer desire to enter into this Amendment in order to clarify that the terms of the Original Agreement apply to the Proposals, and that the Proposals are approved for purposes of the District’s bond financing;

NOW, THEREFORE, in consideration of the above recitals which the parties hereby agree are true and correct and are hereby incorporated by reference, and for other good and valuable consideration, the receipt and sufficiency of which are acknowledged, the Developer and the District agree as follows:

1. **APPROVAL OF PROPOSALS.** The parties agree that the Proposals attached hereto as **Exhibit A** are within the scope of the services that are the subject of the Original Agreement, and are approved for purposes of the District undertaking the issuance of bonds or other indebtedness.
2. **CONFLICTS.** The Original Agreement remains in full force and effect except as clarified by this Amendment.
3. **AUTHORIZATION.** The execution of this Amendment has been duly authorized by the appropriate body or official of the District and the Developer; both the District and the Developer have complied with all of the requirements of law; and both the District and the Developer have full power and authority to comply with the terms and provisions of this instrument.

4. **SEVERABILITY.** The invalidity or unenforceability of any one or more provisions of this Amendment shall not affect the validity or enforceability of the remaining portions of the Original Agreement, as amended by this Amendment, or any part of this agreement not held to be invalid or unenforceable.

5. **COUNTERPARTS.** This Amendment may be executed in any number of counterparts, each of which when executed and delivered shall be an original; however, all such counterparts together shall constitute one and the same instrument. Signature and acknowledgment pages, if any, may be detached from the counterparts and attached to a single copy of this document to physically form one document.

IN WITNESS WHEREOF, the parties execute this Agreement to be effective the day and year first written above.

THE DISTRICT COMMUNITY DEVELOPMENT DISTRICT

Chairman, Board of Supervisors

**ELEMENTS DEVELOPMENT OF JACKSONVILLE, LLC,
a Florida limited liability company**

**By: RUMMELLMUNZ EQUITY, LLC,
a Florida limited liability company,
Its Manager**

By: _____
Its: _____

Exhibit A: Proposal from Greenberg Traurig for Bond Counsel Services
Proposal from Hopping Green & Sams for Issuer Counsel and Other Services

Robert C. Gang, Esq.
Tel: (305) 579-0886
Fax: (305) 961-5886
gangr@gtlaw.com

October 28, 2019

District Community Development District
c/o DPGF Management & Consulting, LLC
250 International Parkway
Suite 280
Lake Mary, FL 32746

Attention: Patricia Comings-Thibault
District Manager

Re: Bond Counsel Fee Letter – District Community Development District

Dear Patricia:

On January 16, 2019 Greenberg Traurig P.A. was engaged to serve as bond counsel to the District Community Development District in connection with its proposed financing program involving the issuance of special assessment bonds (“Bonds”), secured additionally in part by certain incentive payments (“Recapture Enhanced Value Grant”) pursuant to a Redevelopment Agreement among the City of Jacksonville, Florida (the “City”), the City of Jacksonville Downtown Investment Authority (“DIA”), Elements Development of Jacksonville, LLC (the “Master Developer”) and the District, an Interlocal Agreement between the District and the DIA, and a CRA Infrastructure Improvements Costs Disbursement Agreement among the District, the DIA and the Master Developer. This letter is designed to supplement our engagement letter dated November 6, 2018 (the “Engagement Letter”), as requested by the Board, to provide for a bond counsel fee. For your convenience, a copy of the Engagement Letter is included herewith.

For purposes of this letter, we have assumed that the District will issue one series of long term Bonds to finance the CDD Infrastructure Improvements. Absent unusual circumstances, we would propose to charge a flat fee. We have been working with the District’s finance team over the past 11 months and are currently working toward submitting financing documents for Board approval at its November meeting. We will continue our tax analysis of the improvements and be prepared to deliver our approving opinion at closing to the District and the Bond Purchaser regarding the validity of the Bonds and the exclusion of interest thereon from gross income for Federal income tax purposes. Given the complexity of the District’s financing structure and related documentation, we propose to charge a flat bond counsel fee of \$125,000, payable out of Bond proceeds at closing. Any proposed increase in the fee resulting from “unusual circumstances” would be subject to prior Board approval. Unusual circumstances are usually the

District Community Development District
c/o DPGF Management & Consulting, LLC
Attn: Patricia Comings-Thibault, District Manager
October 28, 2019
Page 2

product of unexpected delays in the financing schedule that require us to repeat the work we have already done or discard what we have done and do something else. A flat amount of \$3,000 will be added to our invoice at closing to cover expenses, including providing electronic transcripts to the working group.

We would appreciate it if this fee arrangement could be presented to the Board of Supervisors at the October Board meeting. If the foregoing proposal is acceptable please execute this letter and return a copy to the undersigned. We look forward to presenting final documents to the Board in November and preparing to close NY time thereafter.

Yours sincerely,



Robert C. Gang

The foregoing proposal is hereby accepted
this ___ day of October, 2019.

Chairman

cc: Tom Hoban
President and CIO
Kitson & Partners
4500 PGA Boulevard, Suite 400
Palm Beach Gardens, FL 33418

Peter S. Rummell
Michael Munz
Elements Development of Jacksonville, LLC
c/o RummellMunz Equity, LLC
2538 River Road
Jacksonville, FL 32207

ACTIVE 45950924v1

Robert C. Gang, Esq.
Tel: (305) 579-0886
Fax: (305) 961-5886
gangr@gtlaw.com

November 6, 2018

The District Community Development District
c/o DPF Management & Consulting LLC
250 International Parkway, Suite 280
Lake Mary, FL 32746

Attention: Maik Aagaard
President

Re: Bond Counsel Representation – The District Community Development District

Dear Maik:

Greenberg Traurig, P.A. would be pleased to serve as Bond Counsel to The District Community Development District (the “District”) in connection with its proposed financing program involving the issuance of special assessment bonds secured additionally in part by certain incentive payments pursuant to a Redevelopment Agreement among the City of Jacksonville, Florida (the “City”), the City of Jacksonville Downtown Investment Authority (“DIA”), Elements Development of Jacksonville, LLC (the “Master Developer”) and the District, an Interlocal Agreement between the District and the DIA, and a CRA Infrastructure Improvements Costs Disbursement Agreement among the District, the DIA and the Master Developer. Such bonds will provide a portion of the public infrastructure for an approximately 32.21 acre mixed use development in the Southside Community Redevelopment Area of the City. Although many of the underlying governmental documents have been provided to us in draft form, we recognize that the capital program is still a work in progress, and it is not possible at this time to determine with exactness whether there will be more than one bond issue, and if so, the amounts of each issue and to what degree the revenues to be pledged will include DIA payments under the agreements referenced above. For purposes of this letter, we have assumed that the District will issue one or more series of long term bonds secured by assessments, and in part by DIA payments pursuant to the Redevelopment Agreement, the Interlocal Agreement and/or the CRA Infrastructure Improvements Costs Disbursement Agreement, to finance its portion of the public infrastructure. As the structure of the financing becomes more definitive, we will propose a fee structure that, absent unusual circumstances, will be based on a fixed amount per issue, to be payable out of bond proceeds at closing. Once agreed upon, any proposed increase in the fee resulting from “unusual circumstances” would be subject to prior Board approval. Such unusual circumstances might include an appeal of the bond validation judgment resulting in a long delay in completion of the financing. A flat amount will be added to each invoice at bond closing to

The District Community Development District
c/o DPF&G Management & Consulting LLC Inc.
Attn: Maik Aagaard, President
November 6, 2018
Page 2

cover expenses. The cost of binding transcripts, if applicable, will be billed directly by the bindery to the bond trustee.


Our services will include all of the normal and customary services provided by bond counsel, including without limitation the preparation of proceedings of the Board of Supervisors and the Master and Supplemental Trust Indentures, and issuance of a final approving validity and tax opinion for each series of bonds to the District.

In the unlikely event for any reason the District is unable to complete a financing after work has commenced and been diligently pursued by the finance team, as evidenced by the written confirmation by the District Manager that the particular series of bonds will not be issued, our fees and expenses would be due and payable calculated at our normal hourly rates, less 10%, subject to a cap equal to the agreed upon fixed fee. We expect that any such payment described in this paragraph would be made under a developer funding agreement between the District and the Master Developer or related entities.

We would appreciate it if this proposal for representation of the District could be presented to the Board of Supervisors at its organizational meeting. If the foregoing is acceptable to the District, please so indicate by executing this letter and emailing a copy back to me.

We look forward to serving the District as its Bond Counsel.

Yours sincerely,


Robert C. Gang

Accepted and agreed to
this __ day of _____, 2018


Authorized District Signatory

cc: Tom Hoban
President and CIO
Kitson & Partners

The District Community Development District
c/o DPF Management & Consulting LLC Inc.
Attn: Maik Aagaard, President
November 6, 2018
Page 3

4500 PGA Boulevard, Suite 400
Palm Beach Gardens, FL 33418

Peter S. Rummell
Michael Munz
Elements Development of Jacksonville, LLC
c/o RummellMunz Equity, LLC
2538 River Road
Jacksonville, FL 32207

Hopping Green & Sams

Attorneys and Counselors

October 28, 2019

Board of Supervisors
The District Community Development District

Re: Fee Proposal for Work Related to 2019 Bond Issuance

Dear Board of Supervisors:

On behalf of Hopping Green & Sams, P.A. (“Firm”), we are pleased to submit this letter regarding our interest in serving as counsel to the Board of Supervisors of the District Community Development District (“District”) for the purpose of providing advice and counsel regarding the issuance of the District’s proposed Grant Revenue and Special Assessment Bonds, Series 2019 (“Bonds”). This letter is intended to supplement our prior fee agreement with the District dated January 17, 2019.

We represent over 200 community development districts throughout Florida, and have served as issuer’s counsel on over a billion dollars of tax-exempt bond issuances and refundings. We have also represented trustees and bondholders in connection with such transactions. Moreover, we are familiar with the underlying project and the activities of the District. In that regard, we are uniquely situated to provide general advice and counsel to the District regarding the issuance of the Bonds.

In connection with the issuance of the Bonds, we propose the following flat fees: (i) \$20,000 for Bond Validation Services, (ii) \$75,000 for Issuer’s Counsel Services, and (iii) \$50,000 for Disclosure Counsel Services. As you are aware, the Bond Validation Services have already been completed, with HGS having successfully secured a Final Judgment authorizing the District’s issuance of the Bonds. Issuer’s Counsel Services, which are partially completed, include fees associated with reviewing and revising the engineer’s report and assessment report, as well as any supplements thereto, preparing the legal notices and resolutions for levying and imposing special assessments, drafting various issuer’s counsel documents, reviewing and commenting on numerous bond counsel and other financing documents, etc. Disclosure Counsel Services, which have also been started, include review of various due diligence materials and preparation of a Private Placement Memorandum, among other items.

The flat fees would be due and payable at the time that the Bonds are issued. If, after the provision of any of the services contemplated above, the District elects not to continue with the issuance of the Bonds, we propose to charge hourly fees and expenses consistent with, and on the terms provided in, the Firm’s existing contract with the District for such services. All other terms of this engagement shall be according to our existing contract with the District.

Please do not hesitate to call with any questions you may have. We sincerely appreciate your consideration of this proposal and look forward to working with you.

Sincerely,



HOPPING GREEN & SAMS, P.A.
Jere L. Earlywine

ACCEPTED:
The District
Community Development District

By: _____
Title: _____