

**MINUTES OF MEETING
THREE RIVERS
COMMUNITY DEVELOPMENT DISTRICT**

The Board of Supervisors of the Three Rivers Community Development District held a Regular Meeting on July 15, 2021 at 3:00 p.m., at Amelia Walk Amenity Center, 85287 Majestic Walk Circle, Fernandina Beach, Florida 32034.

Present and constituting a quorum were:

| | |
|-------------|---------------------|
| Mike Taylor | Chair |
| Rose Bock | Assistant Secretary |
| Greg Kern | Assistant Secretary |

Also present were:

| | |
|------------------------------|------------------------------------|
| Craig Wrathell | District Manager |
| Kristen Suit | Wrathell, Hunt and Associates, LLC |
| Wes Haber (via telephone) | District Counsel |
| Bill Schaefer | District Engineer |
| Scott Wild | England-Thims & Miller, Inc. |
| Ally Spell | Castle Group |
| Peter Dane | Bond Counsel |
| Sete Zare (via telephone) | MBS Capital Markets (MBS) |
| Ashton Bligh (via telephone) | Greenberg Traurig |

FIRST ORDER OF BUSINESS

Call to Order/Roll Call

Mr. Wrathell called the meeting to order at 3:07 p.m. Supervisors Taylor, Bock and Kern were present, in person. Supervisors O'Reilly and Miars were not present.

SECOND ORDER OF BUSINESS

Public Comments

There were no public comments.

THIRD ORDER OF BUSINESS

Consent Agenda

Mr. Wrathell presented the following Consent Agenda Items:

- A. Ratification of Agreement(s)/Contract(s)/Proposal(s)/Change Order(s)/Purchase Order(s)/Requisition(s) (support documentation available upon request)**

- I. FPL Underground Distribution Facilities Installation Agreement (Tributary Phase 1A Unit 4 Design)
- B. Consideration of Requisitions (*support documentation available upon request*)
 - I. Requisition Number 46: Ferguson Waterworks [\$27,966.96]
 - II. Requisition Number 47: Vallencourt Construction, Co., Inc. [\$926,961.65]
 - III. Requisition Number 48: Dominion Engineering Group, Inc. [\$760.00]
 - IV. Requisition Number 49: Ferguson Waterworks [\$11,087.00]
 - V. Requisition Number 50: Forterra Pipe & Precast, LLC [\$1,963.00]
 - VI. Requisition Number 51: ECS Florida, LLC [\$19,350.00]
 - VII. Requisition Number 52: Rinker Materials [\$71,161.80]
 - VIII. Requisition Number 53: Ferguson Waterworks [\$34,483.20]
 - IX. Requisition Number 54: Dominion Engineering Group, Inc. [\$17,937.75]
 - X. Requisition Number 55: ELM, Inc. [\$10,189.74]

The following Requisitions were additions to the agenda:

- Requisition Number 56: Auld & White Constructors, LLC [\$140,505.01]
- Requisition Number __: Vallencourt Construction Co., Inc. [\$287,890.17]

On MOTION by Ms. Bock and seconded by Mr. Kern, with all in favor, the Consent Agenda Items, were ratified and/or approved.

FOURTH ORDER OF BUSINESS

Consideration of Response to Request for Qualifications (RFQ) for Construction Manager at Risk Services for County Park, Fire Station, and Community Amenities

A. Affidavit of Publication

The affidavit of publication was included for informational purposes.

B. Respondent: Auld & White Constructors, LLC

Mr. Wrathell stated that Auld & White Constructors, LLC (AWC) was the only respondent to the RFQ.

C. Competitive Selection Criteria/Ranking

Mr. Wrathell stated and Mr. Haber confirmed that, as the sole respondent and based on AWC’s qualifications, experience and reputation, the Board could rank AWC as the #1 ranked

respondent and proceed with awarding the contract for Construction Manager at Risk Services for County Park, Fire Station, and Community Amenities. The “Construction Services Staff” category weight factor on the “Scoring Criteria” sheet should be “25” instead of “250”.

D. Award of Contract

On MOTION by Mr. Taylor and seconded by Ms. Bock, with all in favor, ranking Auld & White Constructors, LLC, as the #1 ranked respondent to the RFQ for Engineering Services, authorizing Staff to negotiate the fees and prepare an agreement and authorizing the Chair or Vice Chair to execute, was approved.

FIFTH ORDER OF BUSINESS

Consideration of Response to Request for Qualifications (RFQ) for Engineering Services

A. Affidavit of Publication

The affidavit of publication was included for informational purposes.

B. Respondent: England-Thims & Miller, Inc.

Mr. Wrathell stated that ETM was the only respondent to the RFQ.

C. Competitive Selection Criteria/Ranking

Mr. Wrathell stated and Mr. Haber confirmed that, as the only respondent and based on ETM’s qualifications, experience and reputation, the Board could rank ETM as the #1 ranked respondent and award the contract for Engineering Services.

Mr. Haber stated that, based on the RFQ and negotiations, ETM could be engaged to perform additional services including but not limited to broader District Engineering Services.

D. Award of Contract

On MOTION by Mr. Taylor and seconded by Ms. Bock, with all in favor, ranking England-Thims & Miller, Inc., as the #1 ranked respondent to the RFQ for Engineering Services, authorizing Staff to negotiate the fees and prepare an agreement and authorizing the Chair or Vice Chair to execute, was approved.

SIXTH ORDER OF BUSINESS

Update: Series 2021 Timeline

Mr. Wrathell noted that the Timeline in the agenda was not the correct timeline.

SEVENTH ORDER OF BUSINESS

Consideration of Supplemental Engineer’s Report Phase 1B (South Assessment Area)

Mr. Wild presented the Supplemental Engineer’s Report dated July 12, 2021. He highlighted the following:

- Table 1, on Page 2: Development Program reflects a total of 722 lots.
- Table 2, on Page 2: Provides a summary of the cost for each of the proposed improvements for the Phase 1B Project and describes the portion of the Phase 1B Project improvements that will be financed through issuance of the Series 2021B Bonds for the South Assessment Area, which total \$16,047,000.
- Pages 3 through 5: Provide descriptions of the infrastructure improvements.
- Table 3, on Page 5: Reflects the Construction Project Status & Permit Approvals for Phase 1A Project.
- Page 6: Reflects the status of the Phase 1B projects.
- Table 4, on Page 6: Reflects the anticipated ownership and maintenance responsibilities for the Phase 1B Project.
- Page 7: Reflects the Basis for the Cost Opinion and the Engineer’s Certification.

The following change was made:

Table 4, “Estuary Way – North and South: Change “Ownership” and “Maintenance” entity from “County” to “CDD”

On MOTION by Mr. Taylor and seconded by Ms. Bock, with all in favor, the Supplemental Engineer’s Report for Phase 1B, the South Assessment Area, in substantial form, and authorizing the Board to provide comments regarding updates to the Report and authorizing the Chair and Vice Chair to execute, was approved.

Mr. Haber stated that, in light of the Report being approved in substantial form, some language in the Report would be worked on to provide better clarification.

EIGHTH ORDER OF BUSINESS

Consideration of Supplemental Special Assessment Methodology Phase 1B (South Assessment Area)

Mr. Wrathell presented the Supplemental Special Assessment Methodology for Phase 1B, the South Assessment Area. He highlighted the following:

- The Report will be updated to change “South Assessment Area Project” to “Phase 1B Project”, throughout, where appropriate.
- Section 1.2: Describes the purpose, intent and scope of the Project.
- Section 1.3: Describes the special and general benefits provided. Certain areas of the Report would be updated to reflect that the benefits are related to master improvements and that the master improvements may be located through other areas of the District aside from just the South Assessment Area.
- Section 2.1: Describes that the overall acreage within the boundaries of the District is 1,546 acres.
- Section 2.2: Explains the overall Development Plan and the bonds issued or to be issued and the associated units/areas.
- Section 4.2: Describes the types of bonds to be issued for this issuance and the amount of bonds to be issued and anticipated bond proceeds.
- Section 5.3: Describes the South Area Assessment Area and how the bonds will initially sit upon 420 gross acres but, once platted, the assessment will be allocated to each platted residential parcel.
- Sections 5.4 and 5.5: Describe the lienability tests, such that the property owners will receive special and peculiar benefits related to the issuance of the bonds and the implementation of the Capital Improvement Plan (CIP) and that the assessments are being fairly and reasonably apportioned.
- Section 5.6: Sets forth True-Up payment requirements should there be a reduction in the number of Equivalent Residential Units (ERUs).

Mr. Wrathell reviewed Tables 1 through 5, on Pages 10 through 13, and the Exhibits to the Report.

The following change was made:

Page 3, Last Paragraph: Change “\$15,652,000” to “\$16,047,000”

On MOTION by Mr. Taylor and seconded by Mr. Kern, with all in favor, the Supplemental Special Assessment Methodology for Phase 1B, the South Assessment Area, in substantial form, and authorizing the Board to provide comments regarding updates to the Report and authorizing the Chair and Vice Chair to execute, was approved.

NINTH ORDER OF BUSINESS

Consideration of Resolution 2021-08, Supplementing Its Resolution 19-26 By Authorizing the Issuance of Its Three Rivers Community Development District Special Assessment Bonds, Series 2021B (South Assessment Area) (The "Series 2021B Bonds") in an Aggregate Principal Amount Not Exceeding \$15,000,000 for the Principal Purpose of Acquiring and Constructing Assessable Improvements; Delegating to the Chairman or Vice Chairman of the Board of Supervisors of the Issuer, Subject to Compliance with the Applicable Provisions Hereof, the Authority to Award the Sale of Such Bonds to MBS Capital Markets, LLC by Executing and Delivering to Such Underwriter a Bond Purchase Agreement and Approving the Form Thereof; Approving the Form of and Authorizing the Execution of a Supplemental Trust Indenture; Approving U.S. Bank National Association as the Trustee, Bond Registrar and Paying Agent for Such Series 2021B Bonds; Making Certain Findings; Approving the Form of Said Bonds; Approving the Form of the Preliminary Limited Offering Memorandum and Authorizing the Use by the Underwriter of the Preliminary Limited Offering Memorandum and the Limited Offering Memorandum and the Execution of the Limited Offering Memorandum; Approving the Form of the Continuing Disclosure Agreement and Authorizing the Execution Thereof; Authorizing Certain Officials of the District and Others to Take All Actions Required in Connection with the Issuance, Sale and Delivery of Said Bonds; Providing Certain Other Details

**With Respect to Said Series 2021B Bonds;
And Providing An Effective Date**

Mr. Dane stated that Resolution 2021-08 accomplishes the following:

- Authorizes the issuance of up to \$15,000,000 of bonds; the bonds are payable by special assessments levied in connection with the Project set forth.
- Authorizes the execution and delivery of the Bond Purchase Agreement for the sale of the bonds.
- Approves the form of the documents needed and broadly authorizes Staff to do the things necessary and execute the Agreements required to issue the bonds.

Mr. Wrathell presented Resolution 2021-08.

On MOTION by Mr. Kern and seconded by Mr. Taylor, with all in favor, Resolution 2021-08, Supplementing Its Resolution 19-26 By Authorizing the Issuance of Its Three Rivers Community Development District Special Assessment Bonds, Series 2021B (South Assessment Area) (The "Series 2021B Bonds") in an Aggregate Principal Amount Not Exceeding \$15,000,000 for the Principal Purpose of Acquiring and Constructing Assessable Improvements; Delegating to the Chairman or Vice Chairman of the Board of Supervisors of the Issuer, Subject to Compliance with the Applicable Provisions Hereof, the Authority to Award the Sale of Such Bonds to MBS Capital Markets, LLC by Executing and Delivering to Such Underwriter a Bond Purchase Agreement and Approving the Form Thereof; Approving the Form of and Authorizing the Execution of a Supplemental Trust Indenture; Approving U.S. Bank National Association as the Trustee, Bond Registrar and Paying Agent for Such Series 2021B Bonds; Making Certain Findings; Approving the Form of Said Bonds; Approving the Form of the Preliminary Limited Offering Memorandum and Authorizing the Use by the Underwriter of the Preliminary Limited Offering Memorandum and the Limited Offering Memorandum and the Execution of the Limited Offering Memorandum; Approving the Form of the Continuing Disclosure Agreement and Authorizing the Execution Thereof; Authorizing Certain Officials of the District and Others to Take All Actions Required in Connection with the Issuance, Sale and Delivery of Said Bonds; Providing Certain Other Details With Respect to Said Series 2021B Bonds; And Providing An Effective Date, was adopted.

TENTH ORDER OF BUSINESS

**Consideration of Resolution 2021-09,
Extending the Terms of Office of All
Current Supervisors to Coincide with the
General Election Pursuant to Section**

190.006, Florida Statutes; Providing for Severability; and Providing an Effective Date

Mr. Wrathell presented Resolution 2021-09. This Resolution extends the terms of Seats 1, 3 and 5 to November 2022 and Seats 2 and 4 to November 2024.

On MOTION by Mr. Taylor and seconded by Mr. Kern, with all in favor, Resolution 2021-09, Extending the Terms of Office of All Current Supervisors to Coincide with the General Election Pursuant to Section 190.006, Florida Statutes; Providing for Severability; and Providing an Effective Date, was adopted.

ELEVENTH ORDER OF BUSINESS

Presentation of Audited Financial Report for Fiscal Year Ended September 30, 2020, Prepared by Grau & Associates

Mr. Wrathell presented the Audited Financial Report for the Fiscal Year Ended September 30, 2020 and noted the pertinent information. He referred to Page 7 and noted the negative "Total net position" amount and stated that it is common to be at a negative net position at this time because the CDD is currently issuing bonds and the par amount of bonds and associated costs usually cause the liabilities to exceed the amount of infrastructure being constructed and there are contracts and retainage payable on the books. This is not indicative of any issues or problems. There were no findings, recommendations, deficiencies on internal control or instances of non-compliance; it was a clean audit.

TWELFTH ORDER OF BUSINESS

Consideration of Resolution 2021-10, Hereby Accepting the Audited Financial Report for Fiscal Year Ended September 30, 2020

Mr. Wrathell presented Resolution 2021-10.

On MOTION by Mr. Taylor and seconded by Mr. Kern, with all in favor, Resolution 2021-10, Hereby Accepting the Audited Financial Report for Fiscal Year Ended September 30, 2020, was adopted.

THIRTEENTH ORDER OF BUSINESS

Consideration of Resolution 2021-11, Designating an Officer of the District, Ratifying Executed Documents; and Providing for an Effective Date

Mr. Wrathell presented Resolution 2021-11. This Resolution appoints Mr. Kern as an Assistant Secretary and ratifies any documents that Mr. Kern may have executed.

On MOTION by Mr. Taylor and seconded by Ms. Bock, with all in favor, Resolution 2021-11, Designating an Officer of the District, Ratifying Executed Documents; and Providing for an Effective Date, was adopted.

FOURTEENTH ORDER OF BUSINESS

Acceptance of Unaudited Financial Statements as of May 31, 2021

Mr. Wrathell presented the Unaudited Financial Statements as of May 31, 2021.

On MOTION by Ms. Bock and seconded by Mr. Kern, with all in favor, the Unaudited Financial Statements as of May 31, 2021, were accepted.

FIFTEENTH ORDER OF BUSINESS

Consideration of June 17, 2021 Regular Meeting Minutes

Mr. Wrathell presented the June 17, 2021 Regular Meeting Minutes.

On MOTION by Mr. Taylor and seconded by Ms. Bock, with all in favor, the June 17, 2021 Regular Meeting Minutes, as presented, were approved.

SIXTEENTH ORDER OF BUSINESS

Staff Reports

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

There was nothing to report.

B. District Engineer: *Dominion Engineering Group, Inc. & England-Thims and Miller, Inc.*

Mr. Schaefer reported the following:

- Filling activities at the Community Park were 98% completed and the parking lot should be paved soon.

- Construction in Units 4 and 6 was ongoing.
- Mr. Wild had nothing additional to report.

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

I. Website Related Proposals

Mr. Wrathell presented Strange Zone, Inc. (SZI) Quotation # M20-1006 for website creation and annual maintenance, hosting, email domain registration and SSL certificates and the ADA Site Compliance (ADASC) proposal to bring the website into compliance with Americans with Disabilities Act (ADA) requirements and affix an ADA Compliance seal to the homepage stating that steps are underway to make the website ADA compliant. As the website domain was already created, the SZI \$975 fee for that service would be deducted.

On MOTION by Mr. Taylor and seconded by Mr. Kern, with all in favor, Strange Zone, Inc., Quotation #M20-1006 for District Website Design, Maintenance and Domain, and the ADA Site Compliance Proposal for Website Compliance Shield, Accessibility Policy and One (1) Annual Technological Audit, were approved.

II. NEXT MEETING DATE: August 19, 2021 at 3:00 PM

○ QUORUM CHECK

The next meeting will be held on August 19, 2021 at 3:00 p.m.

SEVENTEENTH ORDER OF BUSINESS

Board Members' Comments/Requests

There being no Board Members' comments or requests, the next item followed.

EIGHTEENTH ORDER OF BUSINESS

Public Comments

There being no public comments, the next item followed.

NINETEENTH ORDER OF BUSINESS

Adjournment

There being nothing further to discuss, the meeting adjourned.

On MOTION by Mr. Kern and seconded by Ms. Bock, with all in favor, the meeting adjourned at 4:00 p.m.



Secretary / Assistant Secretary



Chairman / Vice Chairman