

**MINUTES OF MEETING
JULINGTON CREEK PLANTATION
COMMUNITY DEVELOPMENT DISTRICT**

The Board of Supervisors of the Julington Creek Plantation Community Development District held a Regular Meeting on April 25, 2023 at 6:00 p.m., at the Julington Creek Plantation Club, 350 Plantation Club Parkway, St. John’s, Florida 32259.

Present were:

George Doran (via telephone)	Chair
Daniel Haydu	Assistant Secretary
Patricia Jacob	Assistant Secretary
Luke Jensen	Assistant Secretary

Also present were:

Daniel Rom	District Manager
Jennifer Kilinski	District Counsel
Matt Maggione	District Engineer
Jeff Branch	Field Operations Manager
Matt Roberts	General Manager
Jay King	Vesta Property Services, Inc. (Vesta)
Daniel Bauman	BrightView Landscape Services, Inc.
Jeff Gibson	Ervin Lovett Miller (ELM)
Sete Zare	MBS Capital Markets, LLC (MBS)
Sarah Warren	Bond Counsel, Bryant Miller Olive (BMO)
J. Jason Perry	NineOaks Development, Inc. (NineOaks)
Joe Grippi	Project Director (NineOaks)
David Smith	Construction Oversight(NineOaks)

Residents present were:

Dawn Ross	Mary Lovell	Julianne Tevlin	Aaron Clausen
Alan Belcher	Mani Prieto		

FIRST ORDER OF BUSINESS

CALL TO ORDER/ROLL CALL

Mr. Rom called the meeting to order at 6:04 a.m. Supervisors Jacob, Haydu and Jensen were present. Supervisor Doran attended via telephone. Supervisor Morton was not present.

***Disclaimer:** These summary minutes are intended to only highlight the topics discussed, items being considered and actions taken.*

SECOND ORDER OF BUSINESS

PLEDGE OF ALLEGIANCE

All present recited the Pledge of Allegiance.

THIRD ORDER OF BUSINESS

PUBLIC COMMENTS (limited to 3 minutes per person)

Resident Dawn Ross, representing the Tennis Committee, expressed appreciation for everything the Board is working towards, as far at the Amenity Center and other updates, but wants to make sure concerns presented to the Board were not lost and will be addressed, as soon as possible. Mr. Rom stated that their concerns will be discussed later in the meeting.

FOURTH ORDER OF BUSINESS

BUSINESS ITEMS [approximately 120 minutes]

A. Presentation of BrightView Landscape Maintenance and Irrigation Monthly Report

The Quality Site Assessment Report was included for informational purposes.

B. Presentation of Owner’s Representative Proposal(s) for Amenity Enhancements

Mr. Rom stated, of the two respondents, only NineOaks accepted the invitation to attend today’s meeting.

Mr. Jason Perry, of NineOaks, introduced himself and his colleagues Joe Grippi and David Smith. Mr. Perry and Mr. Smith discussed experience with projects similar to the CDD’s project, working with ELM, the Owner’s Representative role. They responded to questions.

- **Proposal(s) for Owner’s Representative: Nine Oaks Development, Inc.**

On MOTION by Mr. Jensen and seconded by Mr. Haydu, with all in favor, the NineOaks Development proposal to serve as the Owner’s Representative, as amended and subject to date changes in the project Milestone Schedule, for the Plantation Park and Aquatics Center projects, in the total amount of \$195,500, and authorizing District Counsel to prepare an Agreement and for the Chair, or Vice Chair in the absence of the Chair, to execute the final Agreement, was approved.

▪ Presentation of ELM Monthly Report

This Item, previously Item 4M, was presented out of order.

A Board Member asked Mr. Gibson if other CDD uses third-party vendors to maintain the restaurant. Mr. Gibson stated ELM is working through this; most Clubs use food service vendors.

Mr. Gibson presented the Monthly Status Report. He responded to questions regarding office and event space needs and components for Plantation Park.

C. Presentation of Financing Summary [MBS Capital Markets, LLC]

Ms. Zare presented the Financing Summary offering Capitalize Interest Period (CAPI) options through November, 1, 2023 and November 1, 2024.

Discussion ensued regarding which of the two capitalized interest period options is best. It was noted that the 2012 bonds mature in 2027.

On MOTION by Mr. Jensen and seconded by Ms. Jacob, with all in favor, the MBS Capital Markets, LLC, Capitalize Interest Period (CAPI) through November 1, 2024 Option, was approved.

D. Ratification of S&P Global Ratings Agreement for Rating Evaluation Services

Ms. Zare reported that the CDD received favorable treatment from Standard & Poor's (S&P) Global Ratings. The CDD received a Triple-B credit rating and procured credit enhancements from HEM, the bond insurer, which allows MBS to price bonds on an investment grade scale, which lowers the interest rate. This is a testament to how successful this CDD is.

Regarding the timeline to lock in the interest rate and price, Ms. Zare gave an overview of the process and stated it will take about 2½ weeks after the Preliminary Offering Document is released this Friday. She will give a final PowerPoint presentation at the next meeting.

On MOTION by Mr. Jensen and seconded by Mr. Haydu, with all in favor, the executed S&P Global Ratings Agreement for Rating Evaluation Services, was ratified.

E. Presentation of Engineer's Report for Recreational Improvements

Mr. Maggiore stated the Engineer's Report was updated to include the latest estimates from ELM and Auld & White Constructors (AWC). It was noted that the construction contingency

increase is included in this Report and the bond contingency increase is included in the Supplemental Assessment Methodology Report.

F. Presentation of Supplemental Special Assessment Methodology Report for Recreational Improvements

Mr. Rom stated that the Methodology Report was updated to mirror the same changes made in the Engineer's Report and the assessments mirror those discussed by Ms. Zare.

On MOTION by Mr. Jensen and seconded by Ms. Jacob with all in favor, the Engineer's Report for Recreational Improvements dated April 9, 2023 and the Supplemental Special Assessment Methodology Report for Recreational Improvements dated April 25, 2023, were approved.

- G. Consideration of Resolution 2023-08, Authorizing the Issuance of Not to Exceed \$42,575,000 Aggregate Principal Amount of Julington Creek Plantation Community Development District Special Assessment Revenue Bonds, in One or More Series (the "Series 2023 Bonds"); Approving the Form of and Authorizing the Execution and Delivery of a First Supplemental Trust Indenture; Authorizing the Negotiated Sale of the Series 2023 Bonds; Appointing an Underwriter; Approving the Form of and Authorizing the Execution and Delivery of a Bond Purchase Agreement With Respect to the Series 2023 Bonds and Awarding the Series 2023 Bonds to the Underwriter Named Therein Pursuant to the Parameters Set Forth in this Resolution; Approving the Form of and Authorizing the Distribution of a Preliminary Official Statement and Its Use by the Underwriter in Connection with the Offering for Sale of the Series 2023 Bonds and Approving the Execution and Delivery of a Final Official Statement; Authorizing the Execution and Delivery of a Continuing Disclosure Agreement and the Appointment of a Dissemination Agent; Authorizing and Approving Certain Credit Facilities with Respect to the Series 2023 Bonds; Providing for the Application of Series 2023 Bond Proceeds; Authorizing the Proper Officials To Do All Things Deemed Necessary in Connection with the Issuance, Sale And Delivery of the Series 2023 Bonds; Appointing a Trustee, Bond Registrar and Paying Agent; Providing for the Registration of the Series 2023 Bonds**

Pursuant to the DTC Book-Entry System; Determining Certain Details with Respect to the Series 2023 Bonds; and Providing an Effective Date

Ms. Warren presented Resolution 2023-08. The Bond Delegation Resolution accomplishes the following:

- Authorizes issuance of a not-to-exceed amount of \$42,575,000 in Special Assessment Revenue Bonds, to be issued in one or more series.
- Approves the Exhibits to the Resolution, comprised of the First Supplemental Trust Indenture, Bond Purchase Agreement, Preliminary Offering Statement, Continuing Disclosure Agreement, Municipal Bond Insurance Commitment and Municipal Bond Debt Service Reserve Commitment. These documents are in preliminary form and will be finalized once final pricing from the Underwriter is received.
- Formally appoints MBS Capital Markets, LLC as the Underwriter.
- Formally appoints U.S. Bank Trust Company, National Association as the Bond Trustee.
- Approves the Engineer's Report and the Supplemental Special Assessment Methodology Report and authorizes modifications to the Reports, if necessary, between now and posting the Preliminary Offering Statement.

A Board Member asked if District Counsel reviewed this. Ms. Kilinski replied affirmatively; they must prepare an opinion based on review of these items.

On MOTION by Mr. Jensen and seconded by Mr. Haydu, with all in favor, Resolution 2023-08, Authorizing the Issuance of Not to Exceed \$42,575,000 Aggregate Principal Amount of Julington Creek Plantation Community Development District Special Assessment Revenue Bonds, in One or More Series (the "Series 2023 Bonds"); Approving the Form of and Authorizing the Execution and Delivery of a First Supplemental Trust Indenture; Authorizing the Negotiated Sale of the Series 2023 Bonds; Appointing an Underwriter; Approving the Form of and Authorizing the Execution and Delivery of a Bond Purchase Agreement With Respect to the Series 2023 Bonds and Awarding the Series 2023 Bonds to the Underwriter Named Therein Pursuant to the Parameters Set Forth in this Resolution; Approving the Form of and Authorizing the Distribution of a Preliminary Official Statement and Its Use by the Underwriter in Connection with the Offering for Sale of the Series 2023 Bonds and Approving the Execution and Delivery of a Final Official Statement; Authorizing the Execution and Delivery of a Continuing Disclosure Agreement and the Appointment of a Dissemination Agent; Authorizing and Approving Certain Credit Facilities with

Respect to the Series 2023 Bonds; Providing for the Application of Series 2023 Bond Proceeds; Authorizing the Proper Officials To Do All Things Deemed Necessary in Connection with the Issuance, Sale And Delivery of the Series 2023 Bonds; Appointing a Trustee, Bond Registrar and Paying Agent; Providing for the Registration of the Series 2023 Bonds Pursuant to the DTC Book-Entry System; Determining Certain Details with Respect to the Series 2023 Bonds; and Providing an Effective Date, was adopted.

- H. Consideration of Resolution 2023-09, Setting Forth the Specific Terms of the District’s Special Assessment Revenue Bonds, Series 2023 (“2023 Bonds”); Making Certain Additional Findings and Confirming and/or Adopting an Engineer’s Report and a Supplemental Assessment Report; Delegating Authority to Prepare Final Reports and Update This Resolution; Confirming the Maximum Assessment Lien Securing the Bonds; Addressing the Allocation And Collection of the Assessments Securing the 2023 Bonds; Addressing Prepayments; Addressing True-Up Payments; Providing for the Supplementation of the Improvement Lien Book; and providing for Conflicts, Severability and an Effective Date**

Ms. Kilinski presented Resolution 2023-09.

On MOTION by Mr. Jensen and seconded by Ms. Jacob, with all in favor, Resolution 2023-09, Setting Forth the Specific Terms of the District’s Special Assessment Revenue Bonds, Series 2023 (“2023 Bonds”); Making Certain Additional Findings and Confirming and/or Adopting an Engineer’s Report and a Supplemental Assessment Report; Delegating Authority to Prepare Final Reports and Update This Resolution; Confirming the Maximum Assessment Lien Securing the Bonds; Addressing the Allocation And Collection of the Assessments Securing the 2023 Bonds; Addressing Prepayments; Addressing True-Up Payments; Providing for the Supplementation of the Improvement Lien Book; and providing for Conflicts, Severability and an Effective Date, was adopted.

- I. Consideration of Resolution 2023-10, Designating the Date, Time and Place of Public Hearing and Authorizing Publication of Notice of Such Hearing for the Purpose of Adopting Rules, Rates, Fees and Charges of the District and Providing an Effective Date**

Mr. Rom presented Resolution 2023-10. Because of the recent conduct of a resident, the Board thinks it necessary to amend the Amenity Rules and Policies. Ms. Kilinski stated the

changes involve suspension and implements the ability to impose penalties/fines for violating the CDD’s Amenity Rules and Policies, including reimbursing the CDD for property damage and attorney’s fees.

On MOTION by Mr. Haydu and seconded by Mr. Jensen, with all in favor, Resolution 2023-10, Designating the Date, Time and Place of June 27, 2023 at 6:00 p.m., at the Julington Creek Plantation Club, 350 Plantation Club Parkway, St. John’s, Florida 32259 for a Public Hearing and Authorizing Publication of Notice of Such Hearing for the Purpose of Adopting Rules, Rates, Fees and Charges of the District and Providing an Effective Date, was adopted.

J. Ratification Actions of District Manager in Publishing Request for Qualifications for Aquatic Engineering Services

On MOTION by Mr. Jensen and seconded by Mr. Haydu, with all in favor, the actions of the District Manager in publishing the Request for Qualifications (RFQ) for Aquatic Engineering Services, was ratified.

K. Consideration of Asphalt Proposals

Mr. Branch presented a summary spreadsheet of Asphalt Proposals showing substantial cost increases due to inflation and exceeds the overall budget.

Discussion ensued regarding coordinating these projects with the Fiscal Year 2024 capital plan roadway project, which would help reduce mobilization costs and allow time to obtain other proposals since each vendor omitted certain items from the scope of work.

The consensus was to table this item for one year and continue monitoring the roadways.

L. Consideration of Proposal for Tennis Court Usage

Mr. Roberts expressed his belief was that neither party has lived up to the level of expectation for presenting a tennis program in relation to maintenance and overall effort that the CDD is giving the tennis program. He wants to make sure the CDD is fulfilling its side of the expectations.

Mr. Roberts discussed Mr. Miller’s email on renegotiating the terms of his contract.

Discussion ensued regarding the offer to reduce court usage down to five during peak times subject to certain concession, residents' difficulties getting reservations during peak hours or in the event of a cancellation, implementing a no-show policy and making sure the JCP Tennis Program puts residents above any other court user.

Mr. Roberts suggested giving Mr. Miller a set schedule for a few months, as it will hold him accountable and provide a benchmark to determine if residents are getting more court time. It was noted that the annual revenue to the CDD is minimal; however, there are other offsets as Mr. Miller incurs the costs to maintain the courts.

A resident asked how much non-residents versus residents pay to use the tennis facilities and other areas not open to the public. Mr. Roberts stated that non-members pay a 10% non-member surcharge. A resident felt that Mr. Roberts statement is untrue and reviewed the online reservation process, which leads her to believe they are not collecting those fees.

Mr. Haydu recommended addressing the minor things first and, if it does not correct the issues within a few months, the Board can consider other options.

Ms. Kilinski stated non-residents cannot access the facilities without paying an annual user fee; it is only for clinics where everyone who resides outside the CDD's boundaries pays a surcharge.

Discussion ensued about the differences between the previous and current fee structures due in part to Mr. Miller transitioning from an employee to an outside vendor.

An opinion that the quality of the clinics and lessons have declined significantly in the last five years, was expressed.

Mr. Haydu stated he will continue working with Mr. Roberts about the 10% surcharge to non-members and submitting it to the CDD and speaking with Mr. Miller about accountability, addressing no-shows and implementing a fee.

A resident felt that, since Mr. Miller pays the CDD monthly for every non-resident, Staff should be able to figure out how many non-residents use the facilities. He thinks the CDD should be able to terminate or renegotiate the contract if the fees were not collected and a clause should be included in his contract stating that only a certain percentage of his clients can be non-residents.

Mr. Roberts was asked to provide work with Mr. Haydu on survey questions and find out what other communities use, for the next meeting.

M. Presentation of ELM Monthly Report

This item was presented following Item 4B.

N. Amenity and Park Enhancement Communication

Mr. Rom stated that this is an ongoing agenda item and recalled that the Board decided that Mr. Roberts and Mr. Haydu would draft a communication to residents after every meeting, subject to Board approval.

Ms. Kilinski distributed the "GM Article for inclusion to the Julington Journal" that she drafted with regard to what occurred during this meeting. Mr. Roberts stated that, although the Board did not approve the first one before it was sent, residents requested they continue this process.

The Board directed Mr. Roberts to e-blast the document.

A Board Member asked for the fees charged to residents to use the facilities. It was noted that the fees are in the Amenity Handbook. Ms. Kilinski stated there are not many rates; she will email the rates the Board suspended a few years ago; although they were not formally repealed.

Mr. Branch noted certain fees are self sustained, such as the group fitness and summer camp programs and other amenity fees.

FIFTH ORDER OF BUSINESS

STAFF REPORTS [approximately 5 minutes]

A. Field Operations Manager: *Jeff Branch*

I. Monthly Report

The Report was included for informational purposes.

II. CIP

Mr. Rom presented the updated Capital Improvement Plan (CIP). It contains a list of items from the existing CIP that are no longer required, should the CDD proceed with issuing bonds, which totals about \$2 million in CIP reserves that will not need to be used.

III. Vendor Scorecards (under separate cover)

Mr. Branch presented the scorecards and noted the reason for the decent scores is because the vendor was aware this was happening.

A Board Member asked Mr. Branch to confirm if the tree trimming debris the vendor left on Racetrack Road was removed, speak to Tammy about trimming some trees and have the car accident debris removed.

Mr. Branch discussed the lengthy process of submitting a claim, being reimbursed by the insurance company and replacing a damaged item. He stated everyone should continue reporting incidents to him.

B. General Manager: Matthew Roberts

- **Monthly Report**

The Report was included for informational purposes.

Mr. Roberts referred to the options in his Report about how to reduce or eliminate non-resident attendance at CDD events; the consensus was to proceed with promoting events to CDD residents.

Discussion ensued regarding concerns about the bar being closed over the summer, possibly reconsidering expending funds for a beverage cart, the decision several years ago to close the service window or provide pool service and general staffing needs.

C. District Engineer: England-Thims & Miller, Inc.

D. District Counsel: Kilinski | Van Wyk, PLLC

District Counsel and the District Manager had nothing further to report.

E. District Manager: Wrathell, Hunt & Associates, LLC

- 12,563 Registered Voters as of April 15, 2023

SIXTH ORDER OF BUSINESS

CONSENT AGENDA ITEMS [approximately 5 minutes]

A. APPROVAL OF MINUTES

- **March 28, 2023 Regular Meeting**

B. ACCEPTANCE OF UNAUDITED FINANCIAL STATEMENTS

- **As of March 31, 2023**
 - **Check Detail**
 - **Credit Card Activity**

On MOTION by Mr. Haydu and seconded by Mr. Jensen, with all in favor, the Consent Agenda Items, as presented, were approved and accepted.

SEVENTH ORDER OF BUSINESS

SUPERVISORS’ REQUESTS

A Board Member requested information about fees for those who reside in the Greens. It was noted that he was looking at an old version of a marketing material. Only annual memberships are offered; \$2,100 for a family membership and \$1,300 for an individual membership.

EIGHTH ORDER OF BUSINESS

NEXT MEETING DATE: May 23, 2023 at 6:00 P.M.

○ **QUORUM CHECK**

▪ **PUBLIC COMMENTS**

This item was an addition to the agenda.

Going forward, “PUBLIC COMMENTS” will be included as an agenda item.

On behalf of new homeowners, resident Julian Tevlin stated that they are having difficulty connecting with others since they are not interested in the fitness center, pool or tennis. They want to know if they can receive e-blasts about HOA/CDD activities. Residents were advised to contact the HOA and sign up at JCPPOA.com, as e-blasts are only sent to members.

Mr. Rom stated that the previously discussed information in the Unaudited Financial Statements is correct.

NINTH ORDER OF BUSINESS

ADJOURNMENT

On MOTION by Mr. Jensen and seconded by Mr. Doran, with all in favor, the meeting adjourned at 8:56 p.m.

[SIGNATURES APPEAR ON THE FOLLOWING PAGE]



Secretary/Assistant Secretary



Chair/Vice Chair