

**MINUTES OF MEETING
EMERALD LAKES
COMMUNITY DEVELOPMENT DISTRICT**

The Board of Supervisors of the Emerald Lakes Community Development District held a Regular Meeting on February 18, 2022 at 1:00 p.m., at 2651 W. Eau Gallie Boulevard, Suite A, Melbourne, Florida 32935.

Present were:

Richard Gottlieb (via telephone)	Chair
Chris Kasten (via telephone)	Vice Chair
David Kramer	Assistant Secretary
Mel Scott	Assistant Secretary
Alfredo Rodriguez-Walling	Assistant Secretary

Also present were:

Craig Wrathell	District Manager
Andrew Kantarzi	Wrathell, Hunt and Associates, LLC (WHA)
Michael Eckert	District Counsel
Paul Paluzzi	Zons Development
Brenda Yates	Yates & Company, LLC
Lorraine deMontigny	Public

FIRST ORDER OF BUSINESS

Call to Order/Roll Call

Mr. Wrathell called the meeting to order at 1:02 p.m. Supervisors Kramer, Scott and Rodriguez-Walling were present in person. Supervisors Gottlieb and Kasten were attending via telephone.

SECOND ORDER OF BUSINESS

Public Comments

Ms. Lorraine deMontigny thought that the February 11, 2022 date on the agenda letter was incorrect. Mr. Wrathell explained that the February 11, 2022 date is the date that the agenda letter for today's meeting was prepared.

THIRD ORDER OF BUSINESS

Consider Authorization to Publish
Construction RFP

Mr. Paul Paluzzi, of Zons Development, asked the Board for input on the Request for Proposals (RFP) for the Phase 2 Civil Site Work Evaluation Criteria Sheet, so that the Board can score the submittals effectively. The following items were discussed:

- Category 3, Experience: Reasons for and against giving higher ratings to contractors experienced in working on similar sized projects and also within the City or County.

Mr. Wrathell advised the Board not to get too granular in the requirements so they have more flexibility to interpret and evaluate the unique qualifications of each respondent. The verbiage will be revised to include applicable governing jurisdictions, agencies and the state and local government.

Mr. Scott asked about requiring references. Mr. Eckert stated that references are included in the overall RFP package; the only thing being considered today is approval of the RFP and Evaluation Criteria Sheet and authorizing Staff to advertise.

- Purchase Orders will be issued by the CDD to take advantage of its tax-exempt status. The RFP requires contractors to list material and labor costs separately.
- Separate RFPs for other projects will be issued in the future.

Category 6, Price: Modifying language to include "In the event that a bid is submitted in a price that is not feasible, the Board has the authority to deduct points for that submission."

Mr. Kasten left and immediately rejoined the meeting, via telephone.

Mr. Eckert would make the following changes to the Evaluation Criteria:

- Category 3, Experience: Insert "within five years and within applicable local governing water management jurisdictions".
- Category 6, Price: Insert new sentence: "In the event that a bid is submitted in a price that is not feasible, the Board has the authority to deduct points for that submission."
- Category 7, Schedule, Sub-categories: Change both to "10" and insert "In the event that the Schedule is unrealistic, the Board has the authority to deduct points for that submission."

On MOTION by Mr. Rodriguez-Walling and seconded by Mr. Kramer, with all in favor, the Evaluation Criteria, as amended, and Request for Proposals, and authorizing Staff to advertise once the District Engineer has prepared all necessary documents, was approved.

FOURTH ORDER OF BUSINESS**Consideration of Emerald Investment Holdings, LLC, Construction Funding Agreement**

Mr. Wrathell presented the Construction Funding Agreement, prepared by Mr. Eckert. He noted that, once the RFP process is finalized and the Site Contractor is engaged, funding requests for these costs will be submitted to the Developer and then reimbursed from the bond proceeds, once bonds are issued. Mr. Eckert recommended approval in substantial form, as the Developer is still reviewing the form of the Agreement. Having a funding source in place for those costs would make Staff more comfortable doing the work to prepare the RFP.

On MOTION by Mr. Scott and seconded by Mr. Rodriguez-Walling, with all in favor, the Construction Funding Agreement between Emerald Lakes Community Development District and Emerald Investment Holdings, LLC, in substantial form, was approved.

FIFTH ORDER OF BUSINESS**Consideration of Subordination Agreement**

Mr. Eckert presented the Subordination Agreement, which give the St. Johns River Management District (SJRWMD) and the Florida Department of Environmental Protection (FDEP) assurances that the land designated as the conservation easement is not developable or subject to debt or operations and maintenance (O&M) assessments. He did not believe this would be used; however, he recommended approval and authorizing Staff to enter into the Agreement, if needed. He stated that he would present some documents later in the meeting that may solve this problem in an easier fashion.

On MOTION by Mr. Rodriguez-Walling and seconded by Mr. Kramer, with all in favor, the Subordination Agreement and authorizing Staff to enter into the Agreement, if needed, was approved.

SIXTH ORDER OF BUSINESS

**Ratification of Hopping Green & Sams
Transition Letter to Kutak Rock LLP**

Mr. Wrathell presented the executed letter acknowledging the transition of District Counsel services from Hopping Green & Sams to Kutak Rock LLP.

On MOTION by Mr. Scott and seconded by Mr. Rodriguez-Walling, with all in favor, transition of District Counsel Services from Hopping Green & Sams to Kutak Rock LLP and the Vice Chair’s execution of the transition letter, was ratified.

SEVENTH ORDER OF BUSINESS

**Ratification of Kutak Rock LLP Retention
and Fee Agreement**

Mr. Wrathell presented the executed Kutak Rock LLP Retention and Fee Agreement to serve as District Counsel.

On MOTION by Mr. Scott and seconded by Mr. Kramer, with all in favor, the Kutak Rock LLP Retention and Fee Agreement engaging Kutak Rock LLP for District Counsel services and the Chair’s execution of the Agreement, was ratified.

EIGHTH ORDER OF BUSINESS

**Statutory Changes from 2021 Legislative
Session**

Memorandums that explain the Statutory Changes from the 2021 Legislation Session were included for informational purposes.

A. Publication of Legal Notices

Mr. Eckert stated that this legislative change allows CDDs to publish legal notices online versus in the printed newspaper; however, this is unlikely to be a benefit because, if advertising

online only, the CDD would be required to publish a weekly notice in the printed newspaper advising that it was utilizing the internet-only form of publishing.

B. Wastewater and Stormwater Needs Analysis

Mr. Eckert stated that the CDD must prepare and submit the State formatted 20-Year Stormwater Needs Analysis Report, once the stormwater system is constructed. The CDD does not need to prepare one for the wastewater system because it will be conveyed to another local entity.

C. Prompt Payment Policies

Mr. Eckert stated that, due to the recent legislative changes, the CDD must update its Prompt Payment Policies and Procedures. The late payment fee increased from 1% to 2%.

- **Consideration of Resolution 2022-01, Adopting Prompt Payment Policies and Procedures Pursuant to Chapter 218, Florida Statutes; Providing a Severability Clause; and Providing an Effective Date**

Mr. Wrathell presented Resolution 2022-01.

On MOTION by Mr. Scott and seconded by Mr. Rodriguez-Walling, with all in favor, Resolution 2022-01, Adopting Prompt Payment Policies and Procedures Pursuant to Chapter 218, Florida Statutes, as described by Mr. Eckert; Providing a Severability Clause; and Providing an Effective Date, was adopted.

D. Public Record Exemptions

Persons exempt from public records disclosure are now required to notify the local government of that status.

NINTH ORDER OF BUSINESS

Update: Financing

- **Status of Final Utility and Transmission Agreements**

Mr. Paluzzi provided the following update:

- The Developer is waiting to receive the final step in the City's utility of record. The City is waiting on information from the other Developer, which is related to the appraised value of the land that is being contributed for the site to construct the water tanks.

- The City needs this information to finalize the value of the contributions and finalize the value of the impact fee credits the CDD will get for oversizing the tanks at the City’s direction.
- The documents were expected to be ready for execution within the next couple of weeks for the final permit that will allow the District to put the conservation easement on all the acreage that the CDD wants to donate. The final permit was being addressed today.
- The final Utility Grant was expected within the next 30 days.

TENTH ORDER OF BUSINESS

Discussion: 404 Wetland Impact Permit and Phase 1 ERP Permit

Mr. Paluzzi stated the Phase 1 ERP Permit was issued. The 404 Wetland Impact Permit will be finalized once the Resolutions being presented during the Eleventh and Twelfth Orders of Business are adopted; the Resolutions indicate that the CDD will not be able to impose liens on the conservation easement acreage that the Developer is contributing to the CDD.

ELEVENTH ORDER OF BUSINESS

Consideration of Resolution 2022-02, Supplementing Resolution 2019-28 to Provide for the Release of the Master Assessment Lien on Property Demonstrated to be Nondevelopable; Providing for the Recording of Releases of Assessment Liens on Demonstrated Nondevelopable Property; Providing for Severability, Conflicts and an Effective Date

Mr. Eckert presented Resolution 2022-02. This Resolution allows the Board to declare, by separate Resolution, that a particular piece of property is not developable, such as the conservation easement, and that it will not be assessed. He explained that this Resolution could also be used in the future to dedicate a fire station site. This process is necessary in order to get the conservation easement recorded so the project can proceed.

On MOTION by Mr. Rodriguez-Walling and seconded by Mr. Kramer, with all in favor, Resolution 2022-02, Supplementing Resolution 2019-28 to Provide for the Release of the Master Assessment Lien on Property Demonstrated to be Nondevelopable; Providing for the Recording of Releases of Assessment Liens on Demonstrated Nondevelopable Property; Providing for Severability, Conflicts and an Effective Date, was adopted.

TWELFTH ORDER OF BUSINESS

Consideration of Resolution 2022-03, Designating 281.998 Acres of Property as Nondevelopable; Releasing the Master Assessment Lien on Such 281.998 Acres of Property; Directing the Recording of a Release of Assessment Lien; Directing That No Operations and Maintenance Assessments Shall Be Levied on Such 281.998 Acres of Property; Providing for Severability, Conflicts and an Effective Date

Mr. Eckert presented Resolution 2022-03. This Resolution designates 281.998 acres of land as nondevelopable; those are the acres that are subject to the conservation easement that was not executed, pending completion of this process today.

Resolutions 2022-02 and 2022-03 would be shipped to the Chair for execution.

MOTION by Mr. Scott and seconded by Mr. Kramer, with all in favor, Resolution 2022-03, Designating 281.998 Acres of Property as Nondevelopable; Releasing the Master Assessment Lien on Such 281.998 Acres of Property; Directing the Recording of a Release of Assessment Lien; Directing That No Operations and Maintenance Assessments Shall Be Levied on Such 281.998 Acres of Property; Providing for Severability, Conflicts and an Effective Date, was adopted.

THIRTEENTH ORDER OF BUSINESS

Acceptance of Unaudited Financial Statements as of December 31, 2021

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

On MOTION by Mr. Scott and seconded by Mr. Rodriguez-Walling, with all in favor, the Unaudited Financial Statements as of December 31, 2021, were accepted.

FOURTEENTH ORDER OF BUSINESS

Approval of September 17, 2021 Public Hearings and Regular Meeting Minutes

Mr. Wrathell presented the September 17, 2021 Public Hearings and Regular Meeting Minutes.

On MOTION by Mr. Kramer and seconded by Mr. Rodriguez-Walling, with all in favor, the September 17, 2021 Public Hearings and Regular Meeting Minutes, as presented, were approved.

FIFTEENTH ORDER OF BUSINESS

Staff Reports

A. District Counsel: *Kutak Rock LLP*

There was no report.

B. District Engineer: *Construction Engineering Group*

There was no report.

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

- **NEXT MEETING DATE: March 18, 2022 at 1:00 P.M.**
 - **QUORUM CHECK**

The next meeting will be held on March 18, 2022.

SIXTEENTH ORDER OF BUSINESS

Board Members' Comments/Requests

There were no Board Members' comments or requests.

SEVENTEENTH ORDER OF BUSINESS

Adjournment

There being nothing further to discuss, the meeting adjourned.

On MOTION by Mr. Kramer and seconded by Rodriguez-Walling, with all in favor, the meeting adjourned at 1:48 p.m.

[SIGNATURES APPEAR ON THE FOLLOWING PAGE]



Secretary/Assistant Secretary



Chair/Vice Chair