

**MINUTES OF MEETING
SHADOWLAWN COMMUNITY DEVELOPMENT DISTRICT**

The Board of Supervisors of the Shadowlawn Community Development District held Multiple Public Hearings and a Regular Meeting on August 16, 2022 9:00 a.m., at Reinhold Corporation, 1845 Town Center Blvd, Suite 105, Fleming Island, Florida 32003.

Present at the meeting were:

George Egan	Chair
Jeff Bryan	Vice Chair
Cooper Murphy	Assistant Secretary
Ann Bryan	Assistant Secretary
Pete Williams (via telephone)	Assistant Secretary

Also present were:

Craig Wrathell	District Manager
Ernesto Torres	Wrathell, Hunt and Associates, LLC
Jonathan Johnson	District Counsel
Kyle Magee	Kutak Rock, LLP
Doug Miller	District Engineer

FIRST ORDER OF BUSINESS

Call to Order/Roll Call

Mr. Wrathell called the meeting to order at 9:00 a.m. Supervisors Ann Bryan, Jeff Bryan, Egan and Murphy were present. Supervisor Williams was attending via telephone.

SECOND ORDER OF BUSINESS

Public Comments

There were no public comments.

THIRD ORDER OF BUSINESS

Public Hearing to Hear Public Comments and Objections to the Adoption of the Rules of Procedure, Pursuant to Sections 120.54 and 190.035, Florida Statutes

A. Affidavits of Publication

The affidavits of publication were included for informational purposes.

B. Consideration of Resolution 2022-30, Adopting Rules of Procedure; Providing a Severability Clause; and Providing an Effective Date

Mr. Wrathell presented Resolution 2022-30 and the Rules of Procedure.

Mr. Johnson stated that the Rules of Procedure require disputes to be addressed at the Board level before escalating to circuit court. The Rules are unchanged since presented at the Organizational meeting. While the Rules are standard for CDDs in Florida, revisions can be made, as necessary. The Rules also address reporting requirements and internal controls to prevent fraud, waste and abuse.

On MOTION by Ms. Bryan and seconded by Mr. Bryan, with all in favor, the Public Hearing was opened.

No members of the public spoke.

On MOTION by Ms. Bryan and seconded by Mr. Murphy, with all in favor, the Public Hearing was closed.

On MOTION by Mr. Bryan and seconded by Mr. Murphy, with all in favor, Resolution 2022-30, Adopting Rules of Procedure; Providing a Severability Clause; and Providing an Effective Date, was adopted.

FOURTH ORDER OF BUSINESS

Public Hearing on Adoption of Fiscal Year 2021/2022 Budget

A. Affidavit of Publication

The affidavit of publication was included for informational purposes.

B. Consideration of Resolution 2022-31, Relating to the Annual Appropriations and Adopting the Budget for the Fiscal Year Beginning October 1, 2021, and Ending September 30, 2022; Authorizing Budget Amendments; and Providing an Effective Date

Mr. Wrathell presented Resolution 2022-31. He reviewed the proposed Fiscal Year 2022 budget, which is a partial-year, Landowner-funded budget, with expenses funded as they are

incurred. As previously discussed, District Management will charge a discounted Management Fee of \$2,000 per month until bonds are issued.

On MOTION by Mr. Murphy and seconded by Mr. Williams, with all in favor, the Public Hearing was opened.

No members of the public spoke.

On MOTION by Ms. Bryan and seconded by Mr. Bryan, with all in favor, the Public Hearing was closed.

On MOTION by Ms. Bryan and seconded by Mr. Bryan, with all in favor, Resolution 2022-31, Relating to the Annual Appropriations and Adopting the Budget for the Fiscal Year Beginning October 1, 2021, and Ending September 30, 2022; Authorizing Budget Amendments; and Providing an Effective Date, was adopted.

FIFTH ORDER OF BUSINESS

Public Hearing on Adoption of Fiscal Year 2022/2023 Budget

A. Affidavit of Publication

The affidavit of publication was included for informational purposes.

B. Consideration of Resolution 2022-32, Relating to the Annual Appropriations and Adopting the Budgets for the Fiscal Year Beginning October 1, 2022, and Ending September 30, 2023; Authorizing Budget Amendments; and Providing an Effective Date

Mr. Wrathell presented Resolution 2022-32. He reviewed the proposed Fiscal Year 2023 budget, which is Landowner-funded, noting any line item increases, decreases and adjustments, compared to the Fiscal Year 2022 budget, and explained the reasons for any adjustments.

Discussion ensued regarding Engineering expenses reimbursable from bond proceeds.

On MOTION by Ms. Bryan and seconded by Mr. Bryan, with all in favor, the Public Hearing was opened.

No members of the public spoke.

On MOTION by Ms. Bryan and seconded by Mr. Bryan, with all in favor, the Public Hearing was closed.

On MOTION by Ms. Bryan and seconded by Mr. Bryan, with all in favor, Resolution 2022-32, Relating to the Annual Appropriations and Adopting the Budgets for the Fiscal Year Beginning October 1, 2022, and Ending September 30, 2023; Authorizing Budget Amendments; and Providing an Effective Date, was adopted.

SIXTH ORDER OF BUSINESS

Consideration of England-Thims & Miller, Inc., Fee Proposal for Improvement Plan Preparation Services

Mr. Wrathell presented the England-Thims & Miller, Inc., Fee Proposal. Mr. Miller and Mr. Wrathell discussed the bond validation processes.

On MOTION by Ms. Bryan and seconded by Mr. Bryan, with all in favor, the England-Thims & Miller, Inc., Fee Proposal for Improvement Plan Preparation Services, in the lump sum fee of \$25,000, plus costs such as final printing, telephone, delivery service, mileage and travel to be invoiced at direct costs plus 15%, was approved.

SEVENTH ORDER OF BUSINESS

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

- A. Affidavit of Publication**
- B. RFQ Package**

The affidavit of publication and RFQ package were included for informational purposes.

- C. Respondent(s): *England-Thims & Miller, Inc.***

Mr. Wrathell stated that England-Thims & Miller, Inc. (ETM) was the only respondent to the RFQ.

- D. Competitive Selection Criteria/Ranking**

Mr. Wrathell stated, and Mr. Johnson confirmed that, as the sole respondent, the Board could rank ETM as the #1 ranked respondent. Mr. Johnson stated the ranking is provided as a convenience but the Board is not obligated to utilize that mechanism.

E. Award of Contract

On MOTION by Mr. Williams and seconded by Ms. Bryan, with all in favor, ranking England-Thims & Miller, Inc., as the #1 ranked respondent to the RFQ for District Engineering Services, authorizing Staff to negotiate and prepare a Continuing Services Agreement with England-Thims & Miller, Inc., the #1 ranked respondent, and for the Chair or Vice Chair to execute, was approved.

EIGHTH ORDER OF BUSINESS

Consideration of Resolution 2022-33, Designating Dates, Times and Locations for Regular Meetings of the Board of Supervisors of the District for Fiscal Year 2022/2023 and Providing for an Effective Date

This item was deferred.

NINTH ORDER OF BUSINESS

Consideration of Financing Related Items

- A. Trustee, Paying Agent and Registrar (*pending*)**
- B. Resolution 2022-26, Designating a Date, Time, and Location of a Public Hearing Regarding the District’s Intent to Use the Uniform Method for the Levy, Collection, and Enforcement of Non-Ad Valorem Special Assessments as Authorized by Section 197.3632, Florida Statutes; Authorizing the Publication of the Notice of Such Hearing; and Providing an Effective Date**
- C. Presentation of Engineer’s Report (*pending*)**
- D. Presentation of Master Special Assessment Methodology Report (*pending*)**
- E. Resolution 2022-27, Declaring Special Assessments; Designating the Nature And Location of The Proposed Improvements; Declaring The Total Estimated Cost of the Improvements, the Portion to be Paid By Assessments, and the Manner and Timing in Which The Assessments are to be Paid; Designating the Lands Upon Which The**

Assessments Shall Be Levied; Providing for an Assessment Plat and a Preliminary Assessment Roll; Providing for Publication of this Resolution

F. Resolution 2022-28, Setting a Public Hearing for the Purpose of Hearing Public Comment on Imposing Special Assessments on Certain Property Within the District Generally Described as the Shadowlawn Community Development District in Accordance with Chapters 170, 190 and 197, Florida Statutes

G. Resolution 2022-29, Authorizing the Issuance of not Exceeding \$_____Principal Amount of Shadowlawn Community Development District Bonds in One or More Series, for the Purpose of Financing the Construction and/or Acquisition by the District of the Public Improvements and Community Facilities Permitted by the Provisions of Chapter 190, Florida Statutes, as Amended, and the Ordinance Creating the District; Approving a Form of a Master Trust Indenture; Approving and Appointing a Trustee; Authorizing the Commencement of Validation Proceedings Relating to the Foregoing Bonds; Authorizing and Approving Other Matters Relating to the Foregoing Bonds; and Providing an Effective Date *(pending)*

These items were deferred.

TENTH ORDER OF BUSINESS

Acceptance of Unaudited Financial Statements as of June 30, 2022

Mr. Wrathell presented the Unaudited Financial Statements as of June 30, 2022.

On MOTION by Ms. Bryan and seconded by Mr. Bryan, with all in favor, the Unaudited Financial Statements as of June 30, 2022, were accepted.

ELEVENTH ORDER OF BUSINESS

Approval of Minutes

Mr. Wrathell presented the following Meeting Minutes:

A. **May 23, 2022 Landowners' Meeting**

Line 19: Change "Anni" to "Ann"

Line 15: Change "Zalupski" to "Metcalfe"

B. May 23, 2022 Organizational Meeting

Line 13: Change “Anni” to “Ann”

Line 23: Change “Zalupski” to “Metcalf”

On MOTION by Ms. Bryan and seconded by Mr. Bryan, with all in favor, the May 23, 2022 Landowners’ Meeting and May 23, 2022 Organizational Meeting Minutes, as amended, were approved.

TWELFTH ORDER OF BUSINESS

Staff Reports

A. District Counsel: *Kutak Rock LLP*

There was no report.

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

Mr. Miller thanked the Board for selecting ETM as District Engineer and welcomed the Board Members to call himself or Mr. Daniel Welch with any questions.

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

- **NEXT MEETING DATE: TBD**
 - **QUORUM CHECK**

The next meeting date will be coordinated with the Chair.

THIRTEENTH ORDER OF BUSINESS

Board Members’ Comments/Requests

There were no Board Members’ comments or requests.

FOURTEENTH ORDER OF BUSINESS

Public Comments

No members of the public spoke.

FIFTEENTH ORDER OF BUSINESS

Adjournment

On MOTION by Ms. Bryan and seconded by Mr. Bryan, with all in favor, the meeting adjourned at 9:39 a.m.



Secretary/Assistant Secretary



Chair/Vice Chair