

**MINUTES OF MEETING
SHADOWLAWN COMMUNITY DEVELOPMENT DISTRICT**

The Board of Supervisors of the Shadowlawn Community Development District held a Special Meeting on October 30, 2023 at 1:00 p.m., at Reinhold Corporation, 1845 Town Center Blvd, Suite 105, Fleming Island, Florida 32003.

Present were:

George Egan	Chair
Jacob (Jeff) Bryan	Vice Chair
Cooper Murphy	Assistant Secretary
Peter Williams (via telephone)	Assistant Secretary

Also present:

Ernesto Torres	District Manager
Kyle Magee (via telephone)	District Counsel
Katie Buchanan	Kutak Rock LLP
Daniel Welch	District Engineer
Buckley Williams	England-Thims & Miller, Inc. (ETM)
Misty Taylor	Bond Counsel
Peter Dame	Akerman LLP
Kelly Fitzpatrick	Reinhold Corporation
Liam O'Reilly	Cathedral Oak, LLC (Appointed at meeting)

FIRST ORDER OF BUSINESS

Call to Order/Roll Call

Mr. Torres called the meeting to order at 1:00 p.m. Supervisors Murphy, Jeff Bryan and Egan were present. Supervisor Williams was not present at roll call. Supervisor Ann Bryan was not present.

SECOND ORDER OF BUSINESS

Public Comments

There were no public comments.

THIRD ORDER OF BUSINESS

**Acceptance of Resignation of Ann Bryan
[Seat 5]; Term Expires November 2024**

<p>On MOTION by Mr. Murphy and seconded by Mr. Bryan, with all in favor, the resignation of Ms. Ann Bryan, was accepted.</p>

**Consider Appointment of Liam O'Reilly to
Fill Unexpired Term of Seat 5**

Mr. Murphy nominated Mr. O'Reilly to fill Seat 5. No other nominations were made.

On MOTION by Mr. Murphy and seconded by Mr. Bryan, with all in favor, the appointment of Mr. Liam O'Reilly to Seat 5, was approved.

A. Administration of Oath of Office to Appointed Supervisor (the following will be provided in a separate package)

Mr. Torres, a Notary of the State of Florida and duly authorized, administered the Oath of Office to Mr. Liam O'Reilly. Mr. O'Reilly is familiar with the following:

- I. Guide to Sunshine Amendment and Code of Ethics for Public Officers and Employees**
- II. Membership, Obligations and Responsibilities**
- III. Financial Disclosure Forms**
 - a. Form 1: Statement of Financial Interests**
 - b. Form 1X: Amendment to Form 1, Statement of Financial Interests**
 - c. Form 1F: Final Statement of Financial Interests**
- IV. Form 8B – Memorandum of Voting Conflict**

FIFTH ORDER OF BUSINESS

**Consideration of Resolution 2024-01,
Appointing and Removing Officers of the
District and Providing for an Effective Date**

Mr. Egan nominated the following slate:

Liam O'Reilly	Chair
George Egan	Vice Chair
Jacob Bryan	Assistant Secretary
Cooper Murphy	Assistant Secretary
Peter Williams	Assistant Secretary

No other nominations were made. Prior appointments for Secretary, Treasurer, Assistant Treasurer and Assistant Secretary Ernesto Torres, are unaffected by this Resolution.

On MOTION by Mr. Murphy and seconded by Mr. Bryan, with all in favor, Resolution 2024-01, Appointing and Removing Officers of the District, as nominated, and Providing for an Effective Date, was adopted.

SIXTH ORDER OF BUSINESS**Consideration of Construction Matters**

A. Consideration of Resolution 2024-02, Approving a Construction Funding and Acquisition Agreement and Authorizing the Issuance of a Promissory Note; Authorizing the Chairman and Vice Chairman to Approve Changes; Providing a Severability Clause; and Providing an Effective Date

Ms. Buchanan presented Resolution 2024-02. She reviewed updated Exhibit A and the Construction Funding and Acquisition Agreement with Cathedral Oak, LLC, which is not in final form, as the project is not yet finalized. Mr. Peter Dame, of Akerman LLP, stated he drafted the form of the Note with Financing Counsel to ensure it will be treated as tax-exempt for federal income tax purposes, includes a competitive interest rate within the range permitted, that it would bear interest on the amounts advanced and that sufficient funds are anticipated from the County or otherwise available to the CDD to be sure the CDD can make the required payments. The Promissory Note is an agreement to repay the advances with interest from the sources of funds specified.

Mr. O'Reilly asked if the CDD has the opportunity to assess the property if, after receiving the mobility fee credits the County is transferring to the CDD and \$2 million in cash, there are insufficient funds to repay the note; Mr. Dame replied affirmatively.

On MOTION by Mr. Murphy and seconded by Mr. Bryan, with all in favor, Resolution 2024-02, Approving a Construction Funding and Acquisition Agreement and Authorizing the Issuance of a Promissory Note; Authorizing the Chairman and Vice Chairman to Approve Changes; Providing a Severability Clause; and Providing an Effective Date, was adopted.

B. Ratification of Vallencourt Construction Co., Inc., Change Order No. 1 [CR 218 Extension - Cathedral Oak Parkway]

It was noted that Change Order No. 1 is the same negotiated amount specified in the Interlocal Agreement with the Clay County Utility Authority (CCUA).

On MOTION by Mr. O’Reilly and seconded by Mr. Bryan, with all in favor, Vallencourt Construction Co., Inc., Change Order No. 1 [CR 218 Extension - Cathedral Oak Parkway], was ratified.

C. Consideration of Other Matters

The ETM Surveying & Mapping proposal is related to the Cathedral Oak Parkway project as Clay Electric requires a legal description sketch to install the overhead lines underground along 218. A Work Authorization will be presented for ratification at the next meeting.

On MOTION by Mr. Murphy and seconded by Mr. Bryan, with all in favor, the ETM Surveying & Mapping proposal for survey services, in a not-to-exceed amount of \$4,500, was approved.

SEVENTH ORDER OF BUSINESS

Acceptance of Unaudited Financial Statements as of September 30, 2023

Mr. Peter Williams joined the meeting at 1:15 p.m., via telephone.

Ms. Fitzpatrick confirmed that the adjustments discussed at the last meeting were done.

On MOTION by Mr. Murphy and seconded by Mr. O’Reilly, with all in favor, the Unaudited Financial Statements as of September 30, 2023, were accepted.

EIGHTH ORDER OF BUSINESS

Approval of June 23, 2023 Public Hearing and Regular Meeting Minutes

On MOTION by Mr. Murphy and seconded by Mr. Bryan, with all in favor, the June 23, 2023 Public Hearing and Regular Meeting Minutes, as presented, were approved.

NINTH ORDER OF BUSINESS

Staff Reports

A. District Counsel: Kutak Rock LLP

Ms. Buchanan introduced herself and noted her professional background.

Bond Counsel Misty Taylor and Mr. Peter Dame of Akerman LLP, engaged by Reinhold Corporation to help structure financing, introduced themselves.

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

Mr. Daniel Welch, Engineer of Record, Parcel 61 Project Manager and Drainage Engineer for the roadway, stated he has worked closely with Transportation Engineer Rob Reinland.

Mr. Welch and Mr. Williams reported the following:

- Mr. Buckley Williams is the Project Lead for construction management.
- The Maintenance of Traffic (MOT) plan is in process; most of the earthwork on the west side is done and earthwork on the east side below easement 218 continues.
- The new construction operations are proceeding very well. Monthly updates will be provided to the Board in written format.
- The scope of services includes managing Requisitions and coordinating with the County to ensure funding continues.
- Conducts bi-weekly team meetings.

Discussion ensued regarding locking in the interest rate, having an ongoing Construction Account Activity Report agenda item and Mr. O’Reilly having discussions with Ms. Buchanan, Mr. Johnson, Mr. Dame and Ms. Fitzpatrick to review if language in prior Agreements included reimbursing interest for advance funding and if it is taxable or non-taxable.

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

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

Management will create a proposed Fiscal Year 2024 Meeting Schedule starting January 2024, for meetings either the 3rd or 4th Monday of every other month, no earlier than 9:30 a.m.

TENTH ORDER OF BUSINESS

Board Members’ Comments/Requests

There were no Board Members’ comments or requests.

ELEVENTH ORDER OF BUSINESS

Public Comments

No members of the public spoke.

TWELFTH ORDER OF BUSINESS

Adjournment

On MOTION by Mr. Murphy and seconded by Mr. Bryan, with all in favor, the meeting adjourned at 1:29 p.m.



Secretary/Assistant Secretary



Chair/Vice Chair