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**MINUTES OF MEETING**

*Each person who decides to appeal any decision made by the Board with respect to any matter considered at the meeting is advised that the person may need to ensure that a verbatim record of the proceedings is made, including the testimony and evidence upon which such appeal is to be based.*

**SOUTHAVEN  
COMMUNITY DEVELOPMENT DISTRICT**

The **regular** meeting of the Board of Supervisors of Southaven Community Development District was held on **Wednesday, July 6, 2016 at 10:00 a.m.** at the Marshall Creek CDD Recreation Center located at 625 Palencia Club Drive, St. Augustine, FL. 32095.

Present and constituting a quorum:

Walter O'Shea	<b>Board Supervisor, Chairman</b>
Lane Gardner	<b>Board Supervisor, Vice Chairman</b>
Ella "Pud" English	<b>Board Supervisor, Assistant Secretary</b>
Kevin Jund	<b>Board Supervisor</b>

Also present were:

Melissa Dobbins	<b>District Manager, Rizzetta &amp; Company, Inc.</b>
Sarah Warren	<b>District Counsel, Hopping Green &amp; Sams</b> (via speakerphone)
Kim Shine	<b>Hines</b>
Scott Lockwood	<b>ETM</b> (via speakerphone)

**FIRST ORDER OF BUSINESS**

**Call to Order**

Ms. Dobbins called the meeting to order at 10:02 a.m. and read roll call.

**SECOND ORDER OF BUSINESS**

**Audience Comments on Agenda Items**

There were no audience members present.

**THIRD ORDER OF BUSINESS**

**Acceptance of Board Supervisors'  
Resignation (Naomi Lumley)**

\*Ms. Dobbins noted for the record that the oath was given to Kevin Jund prior to the start of the meeting.

On a motion by Mr. O'Shea, seconded by Mr. Gardner, with all in favor, the Board accepted Board Supervisor Naomi Lumley's resignation for Southaven Community Development District.
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**FOURTH ORDER OF BUSINESS**

**Consideration of Minutes of the Board of Supervisors' Regular Meeting held June 1, 2016**

On a motion by Mr. O'Shea, seconded by Mr. Jund, with all in favor, the Board approved the Minutes of the Board of Supervisors' Regular Meeting held on June 1, 2016 for Southaven Community Development District.

**FIFTH ORDER OF BUSINESS**

**Ratification of the Operation and Maintenance Expenditures for May 2016**

On a motion by Mr. O'Shea, seconded by Ms. English, with all in favor, the Board ratified the Operation and Maintenance Expenditures for May 2016 in the amount of \$12,555.27 for Southaven Community Development District.

**SIXTH ORDER OF BUSINESS**

**Ratification of Capital Revenue Bonds Series 2015, #66 - #68**

REQUISITION NO.	PAYEE	AMOUNT
66	Carlton Construction	\$55,961.34
67	Southaven Land Associates, LLC	\$1,000.00
68	England-Thims & Miller, Inc.	\$498.09

On a motion by Mr. O'Shea, seconded by Mr. Jund, with all in favor, the Board ratified the Requisitions #66 - #68 Special Assessment Bonds, Series 2015 for Southaven Community Development District.

**SEVENTH ORDER OF BUSSINESS**

**STAFF REPORTS**

- A. District Counsel  
Ms. Warren noted that there is a resolution in place which authorizes the chair to execute conveyance documents between meetings. The Chair has executed a Special Warranty Deed (Exhibit A) for majority of Phase I property and a Non-Exclusive Assignment of Easements (Exhibit B), both executed on June 17, 2016.

On a motion by Mr. O'Shea, seconded by Mr. Gardner , with all in favor, the Board ratified the Chairs approval of the Special Warranty Deed, for majority of Phase I property, and a Non-Exclusive Assignment of Easements agreements for Southaven Community Development District.

- B. District Engineer  
No Report
  
- C. Construction Administrator
  - i.) Carlton Construction Change Order #5

On a motion by Mr. O' Shea, seconded by Mr. Jund, with all in favor, the Board ratified Carlton Change Order #5 in the amount of the \$20,963.76 for Southaven Community Development District.

Ms. Shine updated the Board of Supervisors that they were finalizing the Carlton Contract for the entry and parks final pay application today. Also, the amenity center will be conveyed in August.

- D. District Manager
  - Ms. Dobbins updated the Board that the district now has property coverage for the entry and parks. The amenities will be added in August.

Ms. Dobbins reminded the Board that the next meeting will be the Budget Public Hearing held on August 3, 2016 at 10:00 a.m. at the Marshal Creek CDD Amenity Center located at 625 Palencia Club Drive, St. Augustine, FL. 32084.

**EIGHTH ORDER OF BUSINESS**

**Consideration of District Facilities  
Management and Maintenance  
(Under Separate Cover)**

Ms. Shine noted that 5 companies were invited to bid, but only 3 submitted. She presented a proposal summary (Exhibit C) and reviewed.

After discussion, the Board authorized the Chair to execute a final agreement between the District and Vesta for district facilities, property management and maintenance services with a lower money outlook.

On a motion by Mr. O'Shea, seconded by Ms. English, with all in favor, the Board authorized the Chair to execute a final agreement between the District and Vesta for district facilities, property management and maintenance services with a not to exceed of \$100,000.00 for Southaven Community Development District.

**NINTH ORDER OF BUSINESS**

**Consideration of Amendment to  
Yellowstone Contract**

*(Under Separate Cover)*

Ms. Hines presented scope to Amendment #1 to Yellowstone's Contract (Exhibit D). Scope includes adding a park in Track I and J in front of amenity center, trash cans removed twice per week, pet stations trash removed once per week, which all will go into effect August 1, 2016.

On a motion by Mr. O'Shea, seconded by Mr. Jund, with all in favor, the Board approved Amendment #1 to Yellowstone's contract in the amount of \$36,905.19 for Southaven Community Development District.

**TENTH ORDER OF BUSINESS**

**Audience Comments and Supervisor  
Requests**

There were no audience members comments.  
There were no supervisor comments.

**ELEVENTH ORDER OF BUSINESS**

**Adjournment**

On a motion by Ms. English, seconded by Mr. Gardner, with all in favor, the Board adjourned the Board of Supervisors' Meeting at 11:43 a.m. for Southaven Community Development District.



Secretary/Assistant Secretary



Chairman/Vice Chairman

# Exhibit A

THIS DOCUMENT PREPARED  
BY AND RETURN TO:

KATHRYN F. WHITTINGTON, ESQ.  
24 CATHEDRAL PLACE, SUITE 400  
ST. AUGUSTINE, FL 32084

Public Records of St. Johns County, FL  
Clerk number: 2016039384  
BK: 4211 PG: 1  
6/22/2016 11:47 AM  
Recording \$44.00  
Doc D \$0.70

### **SPECIAL WARRANTY DEED**

**THIS INDENTURE**, is made effective June 17, 2016, by and between **SOUTHAVEN LAND ASSOCIATES LLC**, a Delaware limited partnership (the "Grantor"), whose mailing address is 605 Palencia Club Drive, St. Augustine, Florida 32095 and **SOUTHAVEN COMMUNITY DEVELOPMENT DISTRICT**, a local unit of special purpose government organized and existing in accordance with Chapter 190, Florida Statutes (the "Grantee"), whose mailing address is 2806 North 5<sup>th</sup> Street, Unit 403, St. Augustine, Florida 32084.

#### **WITNESSETH THAT:**

Grantor, for and in consideration of the sum of Ten and No/100 Dollars (\$10.00) and other good and valuable consideration to it in hand paid by Grantee, the receipt whereof is hereby acknowledged, has granted, bargained and sold to Grantee, its successors and assigns, forever, the real property located in St. Johns County, Florida, more particularly described on Exhibit A attached hereto and made a part hereof (the "Property").

**GRANTOR** reserves for itself, its successors and assigns, for the benefit of the Grantor's adjacent land within the Southaven PUD located in St. Johns County, Florida (the "Southaven PUD"), a non-exclusive and perpetual right and easement for access in, on, over and upon the Property, along with the right, but not the obligation, of construction, maintenance or repair activities as may be reasonably necessary for the purpose of preserving, maintaining, constructing or improving structures, roadways, sidewalks, utilities, drainage or similar improvements within the Property and all other uses not inconsistent with the Grantee's use, occupation or enjoyment of the Grantee's interest conveyed herein. The Grantor's reserved rights with respect to the Property shall include the right of the Grantor to grant other persons and/or entities easements and/or licenses over the Property, so long as the uses provided for in such easements/or licenses are consistent with the provisions contained herein.

**GRANTOR** further reserves for itself, its successors and assigns, for the benefit of the Grantor's adjacent land known as the Southaven PUD, a non-exclusive and perpetual right and easement over and across any drainage, access and utility easements shown on the plat described in the attached Exhibit "A" and roadways, lakes and ponds located on or to be constructed in the future on the Property, and any pipes, culverts or similar drainage structures connecting such lakes and ponds, for the purpose of conveyance of stormwater or drainage water over and through such

portions of the Property, provided however, all such stormwater and drainage water shall be discharged in accordance with all permits issued by the St. Johns River Water Management District that are applicable to the Property.

**TOGETHER WITH** all the tenements, hereditaments and appurtenances thereto belonging or in anywise appertaining and all personal property and improvements located on the Property.

**TO HAVE AND TO HOLD** the same in fee simple forever.

**SUBJECT, HOWEVER,** to all covenants, restrictions, easements, encumbrances and other matters referenced on Exhibit B attached hereto and made a part hereof (together, the "Permitted Encumbrances"), but this instrument shall not operate to reimpose the same; and ad valorem taxes accruing subsequent to December 31, 2015.

**AND** Grantor does hereby fully warrant the title to said Property and will defend the same against the lawful claims of all parties, claiming by, through or under Grantor (except claims made pursuant to the Permitted Encumbrances) but against none other.





**EXHIBIT B**

**[PERMITTED EXCEPTIONS]**

Deed of Conservation Easement (with Third Party Beneficiary Rights to USACE) recorded in O.R. Book 3968, page 646, of the public records of St. Johns County, Florida.

Non-Exclusive Construction and Maintenance Agreement recorded in O.R. Book 3972, page 145, of the public records of St. Johns County, Florida.

PUD Ordinance No. 2014-21 recorded in O.R. Book 3886, page 1323, of the public records of St. Johns County, Florida.

Terms and Conditions as shown on that certain PUD Map as recorded in PUD Drawing Book 25, page 73, of the public records of St. Johns County, Florida.

Notice of Establishment of the Southaven Community Development District recorded in O.R. Book 3885, page 469, of the public records of St. Johns County, Florida.

Easement to Florida, Power and Light Company recorded in O.R. Book 962, page 926, of the public records of St. Johns County, Florida.

Access Easement to Florida Power & Light Company recorded in O.R. Book 4007, page 801.

Impact Fee Credit Agreement recorded in O.R. Book 4028, page 370.

Matters as shown on that certain Incremental Master Development Plan recorded in PUD Book 26, page 78.

Declaration of Covenants and Restrictions recorded in O.R. Book 4101, page 755.

BellSouth Telecommunications d/b/a AT&T Florida Easement recorded in O.R. Book 4105, page 1516.

Florida Power & Light easement recorded in O.R. Book 4128, page 105.

Recorded Notice of Environmental Resource Permit in O.R. Book 4141, page 1306.

Easement for Utilities to St Johns County recorded in O.R. Book 4180, page 1980.

Easement for Utilities to St. Johns County recorded in O.R. Book 4180, page 1986.

Water Unit Connection Fee Refund Agreement recorded in O.R. Book 4184, page 526.

Declaration of Restrictive Covenants recorded in O.R. Book 4198, page 355.

# Exhibit B

THIS DOCUMENT PREPARED  
BY AND RETURN TO:

KATHRYN F. WHITTINGTON, ESQ.  
24 CATHEDRAL PLACE, SUITE 400  
ST. AUGUSTINE, FL 32084

Public Records of St. Johns County, FL  
Clerk number: 2016039385  
BK: 4211 PG: 6  
6/22/2016 11:47 AM  
Recording \$27.00  
Doc. D \$0.70

### NON-EXCLUSIVE ASSIGNMENT OF EASEMENTS

**THIS ASSIGNMENT OF EASEMENTS** is given as of the 17<sup>th</sup> day of June 2016, by **SOUTHAVEN LAND ASSOCIATES LLC**, a Delaware limited liability company, whose address is 605 Palencia Club Drive, St. Augustine, Florida 32095, (“Assignor”) to **SOUTHAVEN COMMUNITY DEVELOPMENT DISTRICT**, a local unit of special purpose government established pursuant to Chapter 190 of the Florida Statutes, whose mailing address is 2806 North 5<sup>th</sup> Street, Unit 403, St. Augustine, Florida 32092 (“Assignee”).

#### WITNESSETH:

That for and in consideration of the sum of Ten and No/100 Dollars (\$10.00) and other good and valuable consideration in hand paid by Assignee, the receipt and sufficiency of which are acknowledged, Assignor hereby transfers and assigns to Assignee the easements and easement rights described on Exhibit “A” attached hereto. This Non-Exclusive Agreement of Easements shall be for the use and benefit of Assignee, and its successors and assigns.

The easement rights assigned herein are not exclusive to Assignee, and Assignor shall be permitted to continue its use of said easements, so long as such use does not unduly interfere with Assignee’s use of said easements.



**EXHIBIT A**

A NON-EXCLUSIVE AND PERPETUAL RIGHT AND EASEMENT, INCLUDING INGRESS, EGRESS AND MAINTENANCE RIGHTS AND THE RIGHTS DESCRIBED OVER THOSE CERTAIN EASEMENTS MORE PARTICULARLY DESCRIBED AND SHOWN ON THE SOUTHAVEN PHASE 1 PLAT RECORDED IN MAP BOOK 76, PAGES 39 THROUGH 50 OF THE PUBLIC RECORDS OF ST. JOHNS COUNTY, FLORIDA (THE "PLAT") AS FOLLOWS:

THOSE CERTAIN 10' LANDSCAPE, ACCESS AND MAINTENANCE EASEMENTS, 5' LANDSCAPE, ACCESS AND MAINTENANCE EASEMENTS, 10' MAINTENANCE, DRAINAGE AND ACCESS EASEMENTS, 30' UNOBSTRUCTED MAINTENANCE, REUSE WATER, DRAINAGE AND ACCESS EASEMENT, 10' UNOBSTRUCTED MAINTENANCE, DRAINAGE AND ACCESS EASEMENT, 15' UNOBSTRUCTED DRAINAGE AND ACCESS EASEMENTS, 25' UNOBSTRUCTED DRAINAGE AND ACCESS EASEMENT, 30' DRAINAGE, UTILITY AND ACCESS EASEMENT, 30' DRAINAGE, UTILITY AND ACCESS EASEMENT, 35' DRAINAGE, UTILITY, ACCESS AND MAINTENANCE EASEMENT, 25' UNOBSTRUCTED DRAINAGE, UTILITY AND ACCESS EASEMENT; AND THE 17' DRAINAGE, UTILITY AND ACCESS EASEMENT AND THE 10' LANDSCAPE, UTILITY, DRAINAGE AND ACCESS EASEMENT, ALL AS SHOWN ON THE PLAT.

# Exhibit C

# Markland - Property Management Proposals

6-Jul-16

Proposer	Years of Property Management Experience	CDD Experience	Number of CDD communities currently managing	Pool, Janitorial, Bldg Maint Provided In House	Scheduling and Amenity Manager Placement Plan Provided	COI Provided	Contract Accepted Without Qualifications	Interviewed	Annual Fee for Services Covered in RFP
Vesia Property Management	19	Yes	21	Yes	Yes	Yes	Yes	Yes	\$ 99,389.88
Riverside Management Services	7	Yes	12	Yes	No	No	Yes	Yes	\$ 118,266.00
Severn Trent Services	40	Yes	4	Yes	No	No	No	No	\$ 162,000.00

Leland Management Company Declined

Flordian Property Management Declined

# Exhibit D



**Southaven CDD**

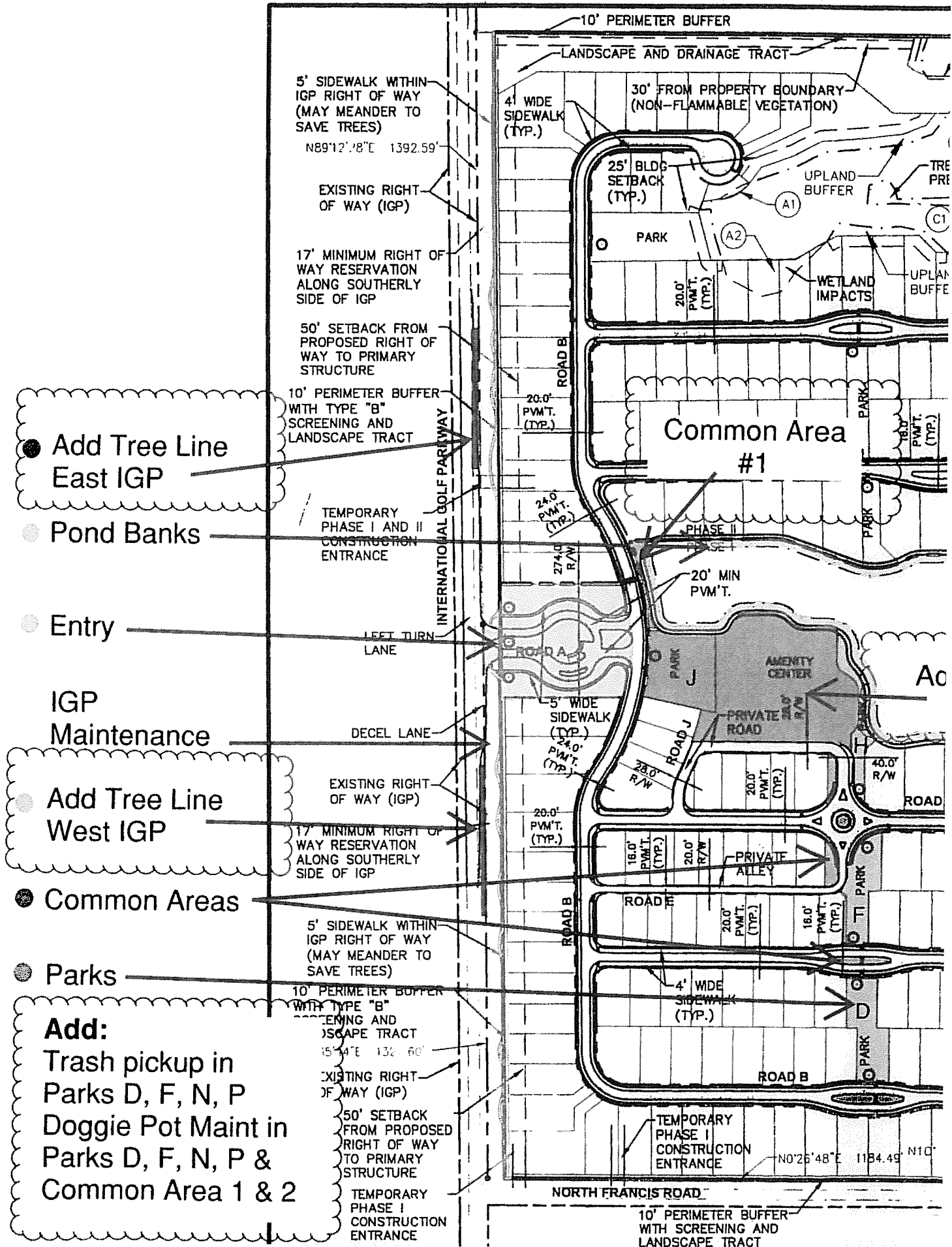
New Areas & Scope Per Landscaping and Irrigation Key Map # 2

**Landscape Irrigation Maintenance Bid Form**

<u>Item</u>	<u>Description</u>	<u>Bidders Quantity</u>	<u>Units</u>	<u>Price</u>
<b>1</b>	<b>Zoysia 37(x)</b>	28,226	Sq. Ft.	5,629.27
1a	Mowing, Edging,String Trimming, Blowing			\$ 5,629.-27
1b	Herbicide			\$ 69 -64
1c	Insecticide /Fungicides			\$ 91.64
1d	Fertilizing			\$ 471 -03
	<b>Total Zoysia Turf Maintenance</b>			\$ -
<b>2</b>	<b>Bahia Turf Maintenance 18(x) ditch line</b>	15.000	Sq. Ft.	\$ 2,258.75 -
2a	Mowing, Edging,String Trimming, Blowing			\$ 2,258 - 75
2b	Herbicide			\$ -
2c	Insecticide			\$ -
2d	Fertilizing			\$ -
	<b>Total Bahia Turf Maintenance</b>			\$ -
<b>3</b>	<b>Pond Bank Turf Maintenance</b>		Sq. Ft.	
3a	Mowing, Edging,String Trimming, Blowing			\$ -
3b	Herbicide			\$ -
3c	Insecticide			\$ -
3d	Fertilizing			\$ -
	<b>Total Pond Bank Turf Maintenance</b>			\$ -
<b>4</b>	<b>Tree-Palm Maintenance &amp; fert/pest/prune</b>			3,571.46
4a	Oaks		Ea.	\$ 170 -02
4b	Magnolias		Ea.	\$ 124 -67
4c	Holly /other		Ea.	\$ 440 -45
4d	Crepe Myrtles 57	57	Ea.	\$ 660-06
4e	Other - Palms 20 Sylvester/12 wash(one prune only)	20/12		\$ 2,176.26
	<b>Total Tree-Palm Maintenance</b>		Ea.	\$ -
<b>5</b>	<b>Shrub Maintenance</b> Includes. weeding. pests.fert. prune.	24,301 sqft	L.S.	\$ 12,772.- 77
<b>6</b>	<b>Annuals 4 rotations</b>	65 4" annuals	Ea.	\$ 467-64
<b>7</b>	<b>Trash Removal Weekly</b> Monday(52x) Trash Removal Dog Station Maintenance(52x)		52	\$ 2,940.14
<b>8</b>	<b>Tree line buffer string trimming &amp; Maintenance</b> <del>Street Roadways</del> MONDAY East/West IGP	24(x)	12	\$ 1,986.36
<b>9</b>	<b>Mulch 1X per year</b> (+/- 105 cubic yards of pine bark)	18,228	Sq. Ft.	\$ 4,760-00
<b>10</b>	<b>Irrigation inspection, maintenance and repair</b>		L.S.	\$ 2,518.80
<b>GRAND TOTAL COST:</b>				\$ 36,905-19

\* Palm Pruning is included at 1(x). Additional Palm Pruning is priced at \$1,120.00 per occurrence  
 \* Playground mulch replenishment is not included in above pricing.

# Landscaping and



● Add Tree Line East IGP

● Pond Banks

● Entry

IGP Maintenance

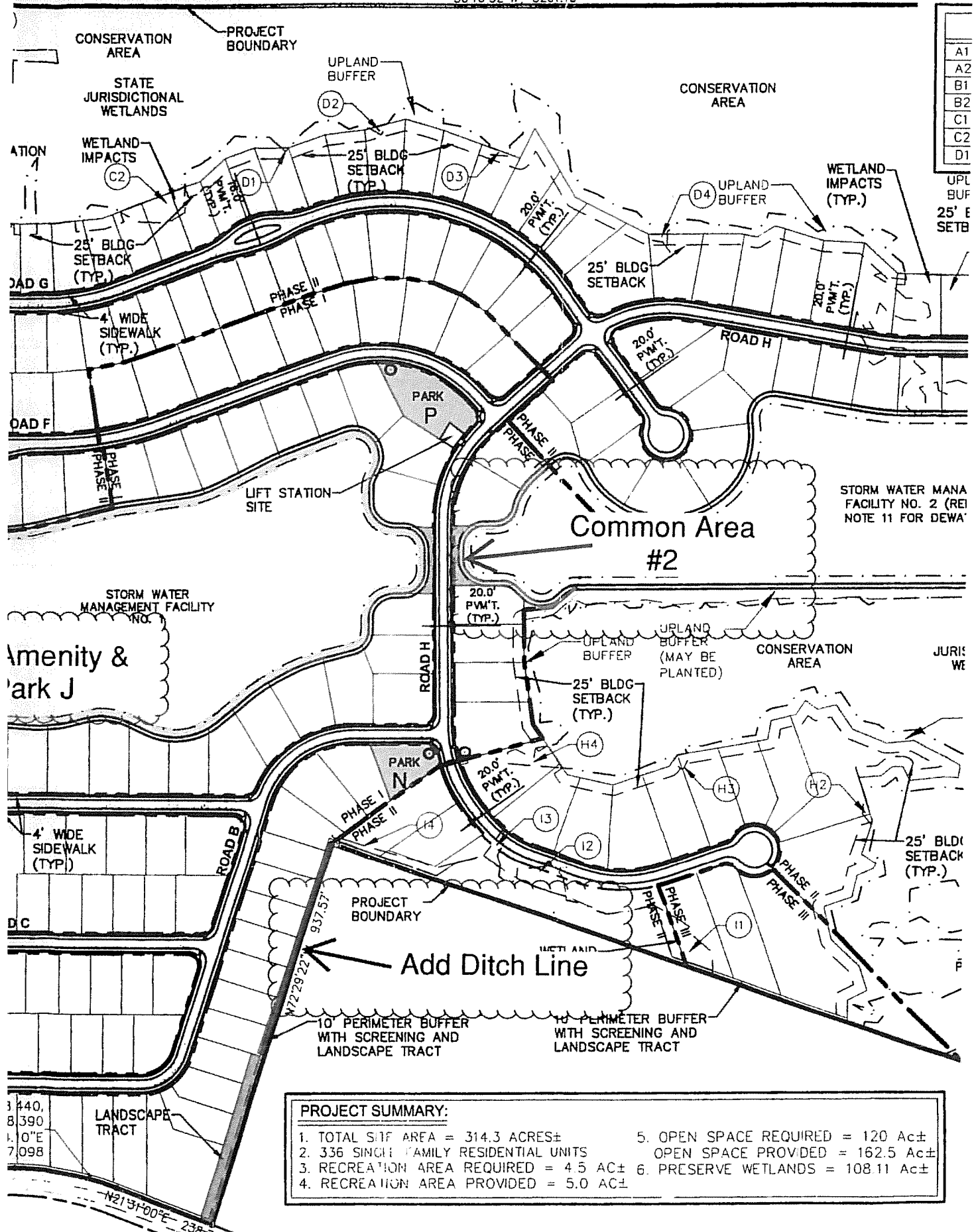
● Add Tree Line West IGP

● Common Areas

● Parks

**Add:**  
 Trash pickup in Parks D, F, N, P  
 Doggie Pot Maint in Parks D, F, N, P & Common Area 1 & 2

S0'10'32"W 5261.16'



A1
A2
B1
B2
C1
C2
D1
UPL BUF 25' E SETB

PROJECT SUMMARY:	
1. TOTAL SITE AREA = 314.3 ACRES±	5. OPEN SPACE REQUIRED = 120 Ac±
2. 336 SINGLE FAMILY RESIDENTIAL UNITS	6. OPEN SPACE PROVIDED = 162.5 Ac±
3. RECREATION AREA REQUIRED = 4.5 AC±	6. PRESERVE WETLANDS = 108.11 Ac±
4. RECREATION AREA PROVIDED = 5.0 AC±	

3,440  
8,390  
1,100  
7,098

LANDSCAPE TRACT

N21°34'00"E 238.72'