

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 **special** meeting of the Board of Supervisors of Southaven Community Development District was held on **Wednesday, September 14, 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	Board Supervisor, Chairman
Lane Gardner	Board Supervisor, Vice Chairman
Ella "Pud" English	Board Supervisor, Assistant Secretary
Kevin Jund	Board Supervisor, Assistant Secretary

Also present were:

Melissa Dobbins	District Manager, Rizzetta & Company, Inc.
Katie Buchanan	District Counsel, Hopping Green & Sams
Scott Lockwood	ETM (via speakerphone)
Kim Shine	Hines
Todd Myhill	Vesta
Dan Fagen	Vesta

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

Appointment of Board Member Seat # 2

This item was tabled.

FOURTH ORDER OF BUSINESS

Consideration of Minutes of the Board of Supervisors' Regular Meeting held August 3, 2016

On a motion by Mr. O'Shea, seconded by Mr. Gardner, with all in favor, the Board approved the Minutes of the Board of Supervisors' Regular Meeting held on August 3, 2016 for Southaven Community Development District.

FIFTH ORDER OF BUSINESS

Ratification of the Operation and Maintenance Expenditures for July 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 July 2016 in the amount of \$17,082.51 for Southaven Community Development District.

SIXTH ORDER OF BUSINESS

Ratification of Requisitions CR #73, #74-#75 Special Assessment Bonds, Series 2015

REQUISITION NO.	PAYEE	AMOUNT
73	England -Thims & Miller, Inc.	\$248.00
74	England -Thims & Miller, Inc.	\$840.00
75	Southaven Land Associates, LLC	\$1,000.00

On a motion by Mr. O'Shea, seconded by Mr. Gardner , with all in favor, the Board ratified the Requisitions #73, #74 - #75 Special Assessment Bonds, Series 2015 for Southaven Community Development District.

SEVENTH ORDER OF BUSSINESS

STAFF REPORTS

***Chairman approved moving to agenda item 4B at this time.**

- B. District Engineer
Ms. Hines and Mr. Lockwood presented ETM's Work Authorization #7 (Exhibit B) to begin services for bidding and construction services for Phases 2A, 2B, 2C and 2D.

On a motion by Mr. O'Shea, seconded by Mr. Jund , with all in favor, the Board approved ETM's Work Authorization #7 for Southaven Community Development District.

- A. District Counsel
Ms. Buchanan presented Resolution 2016-14 (exhibit A). She stated that Bond Counsel is requiring the district to note their obligation that a future bond issue would refund developer for the acquired amenity center.

On a motion by Mr. O'Shea, seconded by Ms. English, with all in favor, the Board adopted Resolution 2016-14 for Southaven Community Development District.

- C. Construction Administrator
Ms. Shine reviewed projected Phase II Bid Schedule and noted that as-builts had to be updated, which she will send to the District Manager.
- D. Amenity Report
Mr. Myhill reviewed his report under Tab 4.
- E. District Manager
Ms. Dobbins reminded the Board of the Landowner Election on November 1, 2016 at 1:00 p.m. and the next scheduled meeting is on October 4, 2016 at 10:00am.

EIGHTH ORDER OF BUSINESS

Consideration of Pest Control Proposals

This item was tabled.

NINTH ORDER OF BUSINESS

Consideration of Traffic Control Agreement

Ms. Buchanan reviewed agreement and noted concerns regarding the district's insurance being able to provide COI for the other entities.

On a motion by Mr. Gardner, seconded by Mr. Jund, with all in favor, the Board approved the Traffic Control Agreement, in substantial form, authorizing the Chair to work with District Counsel to finalize with the County for Southaven Community Development District.

TENTH ORDER OF BUSINESS

**Acceptance of Final Arbitrage Rebate
Calculation Series A-1 & A-2, for the
period ended March 25, 2016**

On a Motion by Mr. O'Shea, seconded by Mr. Jund, with all in favor, the Board accepted the Final Arbitrage Rebate Calculation Series A-1 & A-2, for the period ended March 25, 2016 for Southaven Community Development District.

ELEVENTH ORDER OF BUSINESS

**Consideration of FY 2017 District
Insurance Policy**

- i.) EGIS**
- ii.) Stahl**

After discussion, the Board accepted EGIS's proposal in the amount of \$21,480.00.

On a motion by Mr. O'Shea, seconded by Mr. Jund, with all in favor, the Board the Board accepted EGIS's proposal in the amount of \$21,480.00 for Southaven Community Development District.

TWELFTH ORDER OF BUSINESS

**Consideration of Dissemination Agent
Agreement**

After discussion, the Board accepted the Dissemination Agent Agreement with Rizzetta and Co., in substantial form.

On a motion by Mr. O'Shea, seconded by Mr. Gardner, with all in favor, the Board the Board accepted the Dissemination Agent Agreement with Rizzetta and Co., in substantial form, for Southaven Community Development District.

THIRTEENTH ORDER OF BUSINESS

**Audience Comments and Supervisor
Requests**

There was no audience present for comments.
There were no supervisor comments.

FOURTEENTH ORDER OF BUSINESS

Adjournment

On a motion by Mr. O'Shea, seconded by Mr. Gardner, with all in favor, the Board adjourned the Board of Supervisors' Meeting at 10:41 a.m. for Southaven Community Development District.



Secretary/Assistant Secretary



Chairman/Vice Chairman

EXHIBIT A

RESOLUTION 2016-14

A RESOLUTION OF THE BOARD OF SUPERVISORS OF SOUTHAVEN COMMUNITY DEVELOPMENT DISTRICT ESTABLISHING ITS INTENT TO REIMBURSE CERTAIN CAPITAL EXPENDITURES OR OBLIGATIONS WITH PROCEEDS OF FUTURE TAX-EXEMPT FINANCINGS; PROVIDING CERTAIN OTHER MATTERS IN CONNECTION THEREWITH; AND PROVIDING AN EFFECTIVE DATE.

BE IT RESOLVED BY THE BOARD OF SUPERVISORS OF SOUTHAVEN COMMUNITY DEVELOPMENT DISTRICT, AS FOLLOWS:

SECTION 1. AUTHORITY FOR THIS RESOLUTION. This Resolution is adopted pursuant to the provisions of the Uniform Community Development District Act of 1980, Chapter 190, Florida Statutes, as amended, and other applicable provisions of law (collectively, the "Act").

SECTION 2. FINDINGS. It is hereby ascertained, determined, and declared that:

A. The Board of Supervisors of Southaven Community Development District (the "Board") has determined that the need exists to incur debt or obligations in order for fixed capital expenditures or fixed capital costs associated with the acquisition and construction of capital improvements including certain recreational projects for various sites within the Southaven Community Development District, each as may be financed by the proceeds received by the Board from the levy of non ad valorem assessments pursuant to the Act (collectively, the "Project").

B. It is expected that the costs of the Project will be reimbursed by and financed with the proceeds of future tax-exempt financings.

SECTION 3. DECLARATION OF INTENT. The Board hereby expresses its intention to be reimbursed from proceeds of future tax-exempt financings for capital expenditures to be paid by the Board in connection with the incurrence of debt for the purpose of acquiring, constructing, equipping, and installing the Project. The Board expects to use legally available funds to pay such costs, including, but not limited to, capital expenditures, costs of design, engineering, retrofitting, and other costs associated with the incurrence of debt. It is reasonably expected that the total amount of debt to be incurred, in one or more financings, by the Board with respect to the Project will not exceed \$10,000,000. This Resolution is intended to constitute a "declaration of official intent" within the meaning of Section 1.150-2 of the Income Tax Regulations which were promulgated pursuant to the Internal Revenue Code of 1986, as amended, with respect to the debt incurred, in one or more financings, to finance the Project.

SECTION 4. SEVERABILITY. If any one or more of the covenants, agreements or provisions of this Resolution should be held contrary to any express provision of law or contrary to the policy of express law, though not expressly prohibited or against public policy, or shall for any reason whatsoever be held invalid, then such covenants, agreements or provisions shall be null and void and shall be deemed separate from the remaining covenants, agreements or provisions of this Resolution.

SECTION 5. REPEALER. This Resolution supersedes all prior actions of the Board inconsistent herewith. All resolutions or portions thereof in conflict with the provisions of this Resolution are hereby repealed to the extent of any such conflict.

SECTION 6. EFFECTIVE DATE. This Resolution shall become effective immediately upon its adoption.

PASSED in Public Session of the Board of Supervisors of Southaven Community Development District, this 14th day of September, 2016.

**SOUTHAVEN COMMUNITY
DEVELOPMENT DISTRICT**

Attest:

Assistant Secretary,
Board of Supervisors

Chairman,
Board of Supervisors

Exhibit B

**EXHIBIT A
SOUTHAVEN PHASES 2A, 2B, 2C AND 2D BIDDING AND CONSTRUCTION ADMINISTRATION**

SCOPE OF SERVICES

England, Thims & Miller, Inc. is pleased to provide this proposal for professional services. This proposal includes modifying bidding and construction administration, which includes approximately Phase 2A (54 lots), Phase 2B (59 lots), Phase 2C (53 lots) and Phase 2D (12 lots).

PART ONE – BIDDING AND CONSTRUCTION ADMINISTRATION

I. TASK ONE - DOCUMENTS AND BIDDING (ASSUMES BIDDING IS COMPLETE FOR ALL OF PHASE 2A, 2B, 2C AND 2D AT THE SAME TIME)

Prepare Subdivision Civil Engineering Bid documents and provide assistance with bidding including the following:

- Prepare Subdivision Civil Site construction items Bid Proposal
- Attend Pre-Bid conference
- Provide addendum's to bid documents to respond to bidder's request for information
- Review and evaluate bid's
- Make recommendations for contractor selection

TOTAL BUDGET.....\$10,000.00

HOURLY/BUDGET (NOT TO EXCEED WITHOUT OWNER AUTHORIZATION)

ESTIMATED REIMBURSABLE EXPENSES.....\$1,000.00

II. TASK TWO – LIMITED CONSTRUCTION ADMINISTRATION

Provide owner directed Limited Construction Administration services including but not limited to:

- Attend Pre-construction conference
- Review Shop drawings and other submittals.
- Coordination with Owner and Contractor on Contract Documents and construction plans.
- Attend Project construction meetings.
- Provide periodic construction observation of the Project and review contractor's civil/site work progress.
- Observe and review the civil / site work project testing (as requested by owner)
- Provide a monthly review and approval to the Owner of the civil/site work Contractor's, AIA standard format, applications for payment based on the schedule of values.
- Issue clarification drawings and respond to RFI requests as required by the Development Manager.
- At the request of the Development Manager review contractor change order requests for accuracy and pricing.
- Assist in coordinating the independent testing agency's work and review and make recommendations concerning test results.

II. TASK TWO – LIMITED CONSTRUCTION ADMINISTRATION – CONTINUED:

- Provide a review of the Project prior to Project substantial completion with agencies and the Development Manager. Prepare and issue punch list items as necessary.
- Review site work Contractor prepared Project record documents and civil/site work warranties for conformance to the Contract Documents and report findings to the Development Manager.
- Provide certifications of completed work for the St Johns County, St Johns River Water Management District, SJUD and FDEP permits.

TOTAL BUDGET.....\$120,000.00

HOURLY/BUDGET (\$30,000 budget per phase based on 4 phases-2A, 2B, 2C, and 2D)

Note: If Phases 2A, 2B, 2C and 2D are constructed and certified as one Phase then the budget is anticipated to be \$30,000 Total

(NOT TO EXCEED WITHOUT OWNER AUTHORIZATION)

ESTIMATED REIMBURSABLE EXPENSES.....\$ 6,000.00

ITEMS NOT INCLUDED

EXHIBIT B

**ENGLAND-THIMS & MILLER, INC.
HOURLY FEE SCHEDULE - 2016**

Principal – CEO/CSO/President	\$247.00/Hr.
Principal – Vice President	\$232.00/Hr.
Chief Engineer	\$232.00/Hr.
Senior Engineer	\$185.00/Hr.
Engineer	\$144.00/Hr.
Project Manager	\$170.00/Hr.
Assistant Project Manager	\$139.00/Hr.
Chief Planner	\$232.00/Hr.
Senior Planner	\$170.00/Hr.
Planner	\$139.00/Hr.
CEI Senior Engineer	\$201.00/Hr.
Senior Inspector	\$139.00/Hr.
Inspector	\$113.00/Hr.
Senior Landscape Architect	\$155.00/Hr.
Landscape Architect	\$139.00/Hr.
Senior Graphics Technician	\$139.00/Hr.
GIS Programmer	\$149.00/Hr.
GIS Analyst	\$124.00/Hr.
Senior Engineering Designer / Senior LA Designer	\$139.00/Hr.
Engineering/Landscape Designer	\$119.00/Hr.
CADD/GIS Technician	\$113.00/Hr.
Administrative Support	\$77.00/Hr.

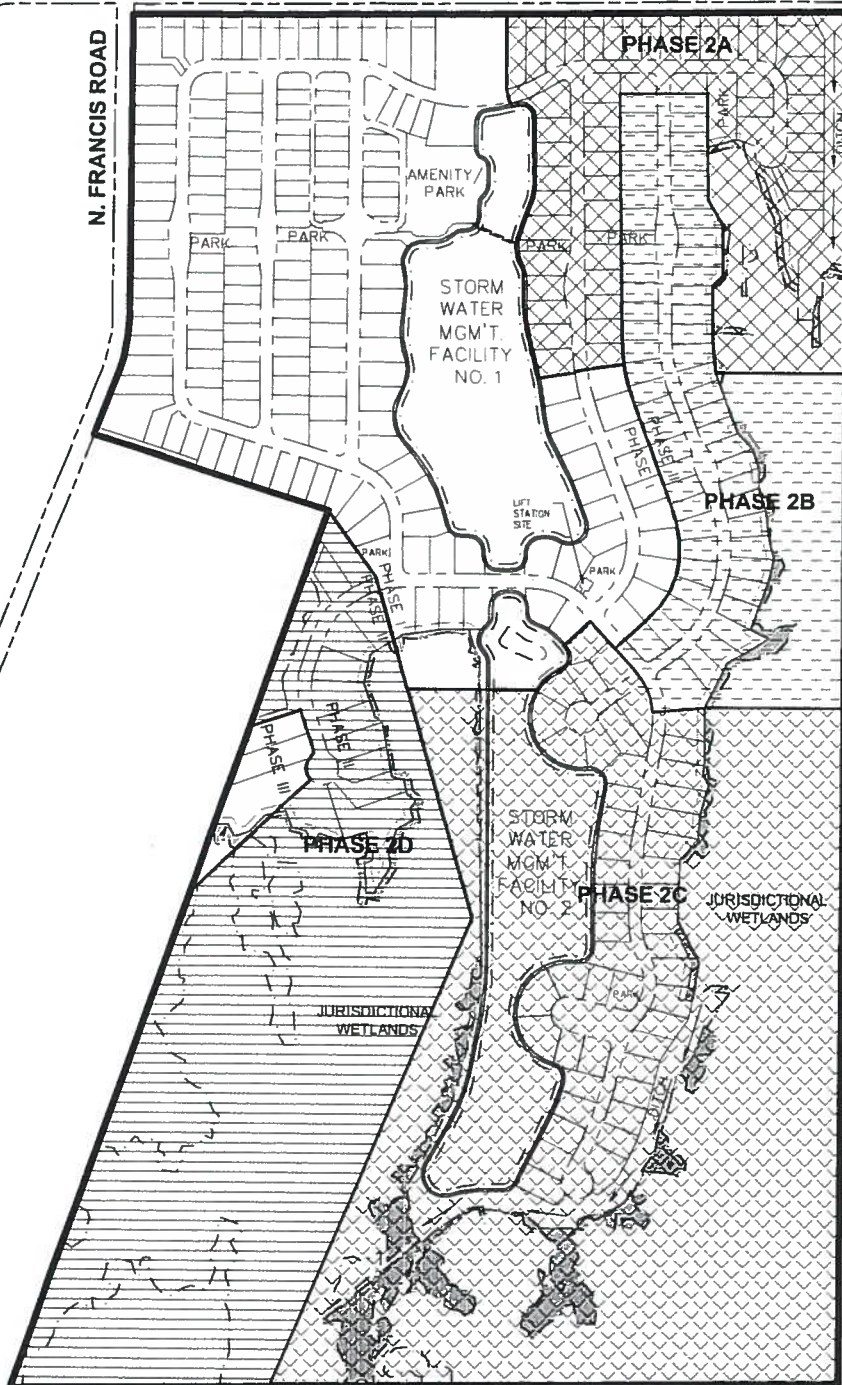
2016

**ROBERT M. ANGAS ASSOCIATES, INC.
HOURLY FEE SCHEDULE**

Principal Surveyor	\$200.00/Hr.
Senior Surveyor – Vice President	\$180.00/Hr.
Senior Project Surveyor	\$160.00/Hr.
Senior SUE Coordinator	\$145.00/Hr.
Project Surveyor	\$140.00/Hr.
Project Manager – Survey	\$110.00/Hr.
CADD Survey Technician	\$100.00/Hr.
Field Supervisor	\$120.00/Hr.
Survey Field Crew	\$150.00/Hr.
Survey Field Crew – HD Scanning	\$390.00/Hr.
GIS Field Crew	\$125.00/Hr.
GIS Technician	\$100.00/Hr.
Administrative Support	\$77.00/Hr.

INTERNATIONAL GOLF PARKWAY

N. FRANCIS ROAD



700'

INTERSTATE NO. 95

PLOTTED: September 13, 2016 - 2:11 PM, BY: Scott Lockwood

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ETM

VISION - EXPERIENCE - RESULTS
ENGLAND - THIMS & MILLER, INC.

14775 Old St. Augustine Road, Jacksonville, FL 32258
TEL: (904) 642-8990, FAX: (904) 646-9485
CA - 00002584 LC - 0000316

SITE MAP

**SOUTHAVEN PUD
FOR SOUTHEAST LAND STRATEGIES, LLC
ST. JOHN COUNTY, FLORIDA**

ETM NO 13-047

DRAWN BY: S. Lockwood

DATE: September 11, 2016

DRAWING NO. 1