

THREE RIVERS

COMMUNITY DEVELOPMENT DISTRICT

January 21, 2021

BOARD OF SUPERVISORS

REGULAR MEETING

AGENDA

Three Rivers Community Development District
OFFICE OF THE DISTRICT MANAGER
2300 Glades Road, Suite 410W•Boca Raton, Florida 33431
Phone: (561) 571-0010•Toll-free: (877) 276-0889•Fax: (561) 571-0013

January 14, 2021

Board of Supervisors
 Three Rivers Community Development District

ATTENDEES:
 Please identify yourself each time
 you speak to facilitate accurate
 transcription of meeting minutes.

Dear Board Members:

The Board of Supervisors of the Three Rivers Community Development District will hold a Regular Meeting on January 21, 2021 at 3:00 p.m., at Amelia Walk Amenity Center, 85287 Majestic Walk Circle, Fernandina Beach, Florida 32034. The agenda is as follows:

1. Call to Order/Roll Call
2. Public Comments
3. Ratification of Contract(s)/Change Order(s)/Purchase Order(s)
 - Change Order Number 003, Infrastructure Project
4. Consideration of Resolution 2021-03, Approving Request for Proposal Documents for the District’s Unit Six Infrastructure Improvement Project; Providing a Severability Clause; and Providing an Effective Date
5. Acceptance of Unaudited Financial Statements as of November 30, 2020
6. Consideration of November 19, 2020 Regular Meeting Minutes
7. Staff Reports
 - A. District Counsel: *Hopping Green & Sams, P.A.*
 - B. District Engineer: *Dominion Engineering Group, Inc.*
 - C. District Manager: *Wrathell, Hunt and Associates, LLC*
 - NEXT MEETING DATE: February 18, 2021 at 3:00 PM

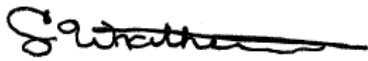
○ QUORUM CHECK

GRADY MIARS	<input type="checkbox"/> IN PERSON	<input type="checkbox"/> PHONE	<input type="checkbox"/> NO
LIAM O’REILLY	<input type="checkbox"/> IN PERSON	<input type="checkbox"/> PHONE	<input type="checkbox"/> NO
BLAKE WEATHERLY	<input type="checkbox"/> IN PERSON	<input type="checkbox"/> PHONE	<input type="checkbox"/> NO
ROSE BOCK	<input type="checkbox"/> IN PERSON	<input type="checkbox"/> PHONE	<input type="checkbox"/> NO
MIKE TAYLOR	<input type="checkbox"/> IN PERSON	<input type="checkbox"/> PHONE	<input type="checkbox"/> NO

8. Board Members' Comments/Requests
9. Public Comments
10. Adjournment

Should you have any questions or concerns, please do not hesitate to contact me directly at (561) 719-8675.

Sincerely,



Craig Wrathell
District Manager

FOR BOARD AND STAFF TO ATTEND BY TELEPHONE

CALL-IN NUMBER: 1-888-354-0094

CONFERENCE ID: 2144145

THREE RIVERS

COMMUNITY DEVELOPMENT DISTRICT

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AIA® Document G701™ – 2017

Change Order

PROJECT: <i>(Name and address)</i> Tributary - Infrastructure Project (FKA) Three Rivers Nassau County, FL.	CONTRACT INFORMATION: Contract For: General Construction Date: August 06, 2019	CHANGE ORDER INFORMATION: Change Order Number: 003 Date: 8/12/2020
OWNER: <i>(Name and address)</i> Wrathell, Hunt & Associates, LLC. 2300 Glades Rd, Suite 410w Boca Raton, FL. 33431	ARCHITECT: <i>(Name and address)</i> Dominion Engineering Group 4348 Southpoint Blvd, Suite 204 Jacksonville, FL. 32216	CONTRACTOR: <i>(Name and address)</i> Vallencourt Construction Co., Inc 449 Center St. Green Cove Springs, FL. 32043

THE CONTRACT IS CHANGED AS FOLLOWS:

(Insert a detailed description of the change and, if applicable, attach or reference specific exhibits. Also include agreed upon adjustments attributable to executed Construction Change Directives.)

Units 1-3, Imported A-3 select fill, Stockpile for future use, Unsuitables in Amenity Center.

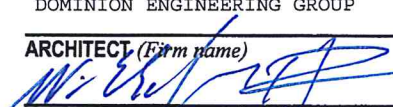
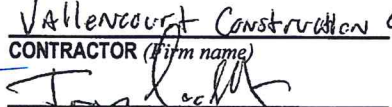
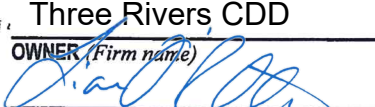
The original Contract Sum was	\$ 19,377,882.77
The net change by previously authorized Change Orders	\$ -2,810,281.79
The Contract Sum prior to this Change Order was	\$ 16,567,600.98
The Contract Sum will be increased by this Change Order in the amount of	\$ 163,061.28
The new Contract Sum including this Change Order will be	\$ 16,730,662.26

The Contract Time will be increased by Zero (0) days.

The new date of Substantial Completion will be

NOTE: This Change Order does not include adjustments to the Contract Sum or Guaranteed Maximum Price, or the Contract Time, that have been authorized by Construction Change Directive until the cost and time have been agreed upon by both the Owner and Contractor, in which case a Change Order is executed to supersede the Construction Change Directive.

NOT VALID UNTIL SIGNED BY THE ARCHITECT, CONTRACTOR AND OWNER.

<p>DOMINION ENGINEERING GROUP</p> <p>ARCHITECT <i>(Firm name)</i>  SIGNATURE WILLIAM E. SCHAEFER, PE</p> <p>PRINTED NAME AND TITLE</p> <p>8/22/2020</p> <p>DATE</p>	<p>Vallencourt Construction Co. Three Rivers CDD</p> <p>CONTRACTOR <i>(Firm name)</i>  SIGNATURE Tim GIADDIS, Project Mgr.</p> <p>PRINTED NAME AND TITLE</p> <p>8/12/2020</p> <p>DATE</p>	<p>Three Rivers CDD</p> <p>OWNER <i>(Firm name)</i>  SIGNATURE Liam O'Reilly - Chairman</p> <p>PRINTED NAME AND TITLE</p> <p>8/12/2020</p> <p>DATE</p>
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THREE RIVERS

COMMUNITY DEVELOPMENT DISTRICT

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RESOLUTION 2021-03

A RESOLUTION OF THE BOARD OF SUPERVISORS OF THE THREE RIVERS COMMUNITY DEVELOPMENT DISTRICT APPROVING REQUEST FOR PROPOSAL DOCUMENTS FOR THE DISTRICT'S UNIT SIX INFRASTRUCTURE IMPROVEMENT PROJECT; PROVIDING A SEVERABILITY CLAUSE; AND PROVIDING AN EFFECTIVE DATE.

WHEREAS, the Three Rivers Community Development District ("District") is a local unit of special-purpose government created and existing pursuant to Chapter 190, *Florida Statutes* (the "Act"); and

WHEREAS, the Act authorizes the District to construct, operate, and maintain systems and facilities for certain basic public infrastructure, including roadway, water and sewer utilities, stormwater management and drainage facilities, amenity improvements, landscaping, irrigation and associated neighborhood infrastructure; and

WHEREAS, it is in the District's best interests to competitively solicit proposals through a Request for Proposals ("RFP") process for its Unit Six infrastructure improvement project (the "Project"); and

WHEREAS, the Board desires to approve in substantial form the RFP notice and Evaluation Criteria for the Project attached hereto as **Exhibit A**; and

WHEREAS, the Board desires to authorize the Chairman or Vice Chairman, in consultation with District staff, to effectuate any revisions to the documents attached as **Exhibit A**, and the preparation of the additional documents necessary to prepare a final RFP project manual for the Project, and other documents that are in the best interests of the District;

WHEREAS, the Board further desires to authorize the Chairman or Vice Chairman, in consultation with District staff, to approve the scope of the Project that will be subject to the RFP, the timing of the RFP notice, and all procedural matters related to the RFP.

NOW, THEREFORE, BE IT RESOLVED BY THE BOARD OF SUPERVISORS OF THE THREE RIVERS COMMUNITY DEVELOPMENT DISTRICT:

SECTION 1. All of the representations, findings and determinations contained above are recognized as true and accurate, and are expressly incorporated into this Resolution.

SECTION 2. The Board hereby approves in substantial form the documents attached hereto as **Exhibit A**, and subject to further review and revision by District staff as finally approved by the Chairman or Vice Chairman.

SECTION 3. The Board hereby authorizes the Chairman, in consultation with District staff, to 1) effectuate any revisions to the documents attached as **Exhibit A**, and the preparation of the additional documents necessary to prepare the RFP; and 2) approve the scope of the Project that will be subject to the RFP, the timing of the RFP notice, and all procedural matters related to the RFP. Consistent with such approvals, the Chairman, District Manager, District Counsel, District Engineer, Secretary, and Assistant Secretaries are hereby authorized, upon the adoption of this Resolution, to do all acts and things required of them to effect the procurement contemplated by the RFP, and all acts and things that may be desirable or consistent with the RFP's requirements or intent. The Chairman and Secretary are hereby further authorized to execute any and all documents necessary to affect the RFP. The Vice Chairman shall be authorized to undertake any action herein authorized to be taken by the Chairman, in the absence or unavailability of the Chairman, and any Assistant Secretary shall be authorized to undertake any action herein authorized to be taken by the Secretary, in the absence or unavailability of the Secretary.

SECTION 4. If any provision of this Resolution is held to be illegal or invalid, the other provisions shall remain in full force and effect.

SECTION 5. This Resolution shall become effective upon its passage and shall remain in effect unless rescinded or repealed.

PASSED AND ADOPTED this 21st day of January, 2021.

ATTEST:

**THREE RIVERS COMMUNITY
DEVELOPMENT DISTRICT**

Secretary/Assistant Secretary

Chair/Vice Chair, Board of Supervisors

Exhibit A: RFP Notice and Evaluation Criteria

Exhibit A

RFP Notice and Evaluation Criteria

THREE RIVERS COMMUNITY DEVELOPMENT DISTRICT REQUEST FOR PROPOSAL FOR THREE RIVERS UNIT SIX INFRASTRUCTURE PROJECT

Notice is hereby given that the Three Rivers Community Development District (“District”) will receive proposals for the following District project:

THREE RIVERS UNIT SIX INFRASTRUCTURE PROJECT

The contract will require contractors to provide for the construction, labor, materials and equipment necessary to construct (Insert description of improvements subject to RFP) and other associated scopes as more particularly described in the Project Manual and in accordance with the plans and specifications.

The Project Manual, consisting of the proposal package, contract, proposal form, plans, and other materials, will be available for public inspection and may be obtained beginning _____, 202_ at ____:00 ____m. from Dominion Engineering Group, Inc., (904) 854-4500. Plans may be obtained only as full size (24x36). It is recommended that prospective proposers email orders to William E. Schaefer, P.E. (bschaefer@dom-eng.com) in advance to avoid printing delay and for cost information. Proposers may purchase as many Project Manuals as they would like. No partial Project Manual or plans will be available. The Project Manual will be available for pickup at the offices of Dominion Engineering Group, Inc. (4348 Southpoint Boulevard, Suite 201, Jacksonville, Florida 32216).

There will be a **pre-bid proposal conference** at Dominion Engineering Group, Inc. (4348 Southpoint Boulevard, Suite 201, Jacksonville, Florida 32216, on _____, 202_ at ____:____m.

Proposals will be evaluated in accordance with the criteria included in the Project Manual. **The District reserves the right to reject any and all proposals, make modifications to the work, award the contract in whole or in part with or without cause, provide for the delivery of the project in phases, and waive minor or technical irregularities in any Proposal, as it deems appropriate, if it determines in its discretion that it is in the District’s best interests to do so.** Any protest of the Project Manual, including the terms and specifications, must be filed with the District within 72 hours of pickup of the Project Manual, together with a protest bond in a form acceptable to the District and in the amount of \$10,000.00. In the event the protest is successful, the protest bond shall be refunded to the protestor. In the event the protest is unsuccessful, the protest bond shall be applied towards the District’s costs, expenses and attorney’s fees associated with hearing and defending the protest. Failure to timely file a

protest will result in a waiver of proceedings under Chapter 190, Florida Statutes, and other law.

Firms desiring to provide construction services for the referenced project must submit one original and eight copies of the required proposal no later than 5:00 p.m. on _____, 202_ at the offices of Dominion Engineering Group, Inc. (4348 Southpoint Boulevard, Suite 201, Jacksonville, Florida 32216). The District's Engineer will conduct a special public meeting at that place and time to publicly open the proposals. No official action will be taken at the meeting. The meeting is open to the public and will be conducted in accordance with the provisions of Florida law including but not limited to Chapter 190, Florida Statutes. A copy of the agenda for the meeting may be obtained from the District Engineer, at Dominion Engineering Group, Inc. (4348 Southpoint Boulevard, Suite 201, Jacksonville, Florida 32216, or William E. Schaefer, P.E. (bschaefer@dom-eng.com.com). The meeting may be continued in progress without additional notice to a time, date, and location stated on the record. Pursuant to provisions of the Americans with Disabilities Act, any person requiring special accommodations to participate in this meeting is asked to advise the District Office at least forty-eight (48) hours before the meeting by contacting Wrathell Hunt & Associates, LLC, the District Manager, at (561) 571-0010, or at 2300 Glades Road, Suite 410W, Boca Raton, FL 33431. If you are hearing or speech impaired, please contact the Florida Relay Service at 1 (800) 955-8770, who can aid you in contacting the District Office.

Proposals shall be in the form provided in the Project Manual and submitted in a sealed envelope pursuant to the Instructions to Proposers. The District reserves the right to return unopened to the Proposer any proposals received after the time and date stipulated above. Each proposal shall remain binding for a minimum of one hundred and twenty (120) days after the proposal opening.

The successful Proposer will be required upon award to furnish a payment and performance bond for one hundred percent (100%) of the value of the contract, with a Surety acceptable to the District, in accordance with section 255.05, Florida Statutes.

All questions regarding the Project Manual or this project shall be directed in writing only to Dominion Engineering Group, Inc. (4348 Southpoint Boulevard, Suite 201, Jacksonville, Florida 32216, or William E. Schaefer, P.E. (bschaefer@dom-eng.com.com). No phone inquiries please.

THREE RIVERS COMMUNITY DEVELOPMENT DISTRICT
Request for Proposals – Unit Six Infrastructure Construction Project
Evaluation Criteria

1. *Personnel.* (10 Points)

(E.g., geographic locations of the firm’s headquarters or permanent office in relation to the project; capabilities and experience of key personnel, including the project manager and field supervisor; present ability to appropriately staff and manage this project; evaluation of existing workload; proposed staffing levels, etc.)

2. *Proposer’s Experience.* (20 Points)

(E.g. past record and experience of the respondent with Three Rivers CDD; past record and experience in similar projects and with other CDD’s and units of government; volume of work previously performed by the firm; character, integrity, reputation, of respondent, etc.)

3. *Understanding of Scope of Work.* (10 Points)

Extent to which the proposal demonstrates an understanding of the District’s needs for the services requested.

4. *Financial Capability.* (10 Points)

Extent to which the proposal demonstrates the adequacy of Proposer’s financial resources and stability as a business entity, necessary to complete the services required.

5. *Price.* (25 Total Points)

Points available for price will be allocated as follows:

15 Points will be awarded to the Proposer submitting the lowest cost proposal , (i.e., the summation of the unit price extensions using quantity estimates provided, the allowances shown, plus the proposal contractor’s fee) for completing the work. All other proposals will receive a percentage of this amount based upon the difference between the Proposer’s bid and the low bid.

10 Points are allocated for the reasonableness of unit prices and balance of bid.

6. *Schedule.* (25 Points)

Points available for schedule will be allocated as follows:

15 Points will be awarded to the Proposer submitting the proposal with the most expedited construction schedule (i.e. the fewest number of days) for completing the work. All other proposals will receive a percentage of this amount based upon the difference between the Proposer’s timeline and the most expedited construction schedule.

10 Points will be allocated based on the Proposer’s ability to credibly complete the project within the Proposer’s schedule without a premium cost for accelerated work and demonstrate on-time performance. These points will also take into account the demonstration of Proposer’s understanding (through presentation in the proposal of a milestone schedule) of how to meet the required substantial and final completion dates and the delivery approach outlined in the Project Manual.

THREE RIVERS
COMMUNITY DEVELOPMENT DISTRICT

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**THREE RIVERS
COMMUNITY DEVELOPMENT DISTRICT
FINANCIAL STATEMENTS
UNAUDITED
NOVEMBER 30, 2020**

**THREE RIVERS
COMMUNITY DEVELOPMENT DISTRICT
BALANCE SHEET
GOVERNMENTAL FUNDS
NOVEMBER 30, 2020**

	General Fund	Debt Service Fund Series 2019A-1	Debt Service Fund Series 2019A-2	Capital Projects Fund Series 2019	Total Governmental Funds
ASSETS					
Cash	\$ 1,398	\$ -	\$ -	\$ -	\$ 1,398
Investments					
Revenue	-	5,904	2,848	-	8,752
Reserve	-	1,001,062	74,812	-	1,075,874
Prepayment	-	-	201,953	-	201,953
Construction - master	-	-	-	23,143	23,143
Construction - neighborhood	-	-	-	1,344,459	1,344,459
Due from Developer	18,073	-	-	-	18,073
Total assets	<u>\$ 19,471</u>	<u>\$1,006,966</u>	<u>\$ 279,613</u>	<u>\$1,367,602</u>	<u>\$ 2,673,652</u>
LIABILITIES					
Liabilities:					
Accounts payable	\$ 16,377	\$ -	\$ -	\$ -	\$ 16,377
Contracts payable	-	-	-	1,259,561	1,259,561
Retainage payable	-	-	-	655,132	655,132
Accrued wages payable	1,000	-	-	-	1,000
Accrued taxes payable	444	-	-	-	444
Total liabilities	<u>17,821</u>	<u>-</u>	<u>-</u>	<u>1,914,693</u>	<u>1,932,514</u>
DEFERRED INFLOWS OF RESOURCES					
Deferred receipts	18,073	-	-	-	18,073
Total deferred inflows of resources	<u>18,073</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>18,073</u>
FUND BALANCES					
Assigned:					
Restricted for					
Debt service	-	1,006,966	279,613	-	1,286,579
Capital projects	-	-	-	(547,091)	(547,091)
Unassigned	(16,423)	-	-	-	(16,423)
Total fund balances	<u>(16,423)</u>	<u>1,006,966</u>	<u>279,613</u>	<u>(547,091)</u>	<u>723,065</u>
Total liabilities, deferred inflows of resources and fund balances	<u>\$ 19,471</u>	<u>\$1,006,966</u>	<u>\$ 279,613</u>	<u>\$ 1,367,602</u>	<u>\$ 2,673,652</u>

**THREE RIVERS
COMMUNITY DEVELOPMENT DISTRICT
GENERAL FUND
STATEMENT OF REVENUES, EXPENDITURES,
AND CHANGES IN FUND BALANCES
FOR THE PERIOD ENDED NOVEMBER 30, 2020**

	Current Month	Year to Date	Budget	% of Budget
REVENUES				
Developer contribution	\$ -	\$ -	\$ 268,602	0%
Total revenues	<u>-</u>	<u>-</u>	<u>268,602</u>	0%
EXPENDITURES				
Professional & administrative				
Supervisor fees	1,000	1,000	12,000	8%
FICA	77	77	918	8%
Engineering	-	-	12,000	0%
Attorney	-	-	25,000	0%
Arbitrage	-	-	450	0%
Assessment administration	417	833	5,000	17%
Dissemination agent	83	166	1,000	17%
Trustee	4,041	4,041	5,000	81%
Audit	-	-	4,200	0%
Management	3,750	7,500	45,000	17%
Website maintenance	-	-	1,680	0%
ADA website compliance*	-	-	210	0%
Telephone	45	90	544	17%
Postage	-	-	1,000	0%
Insurance	-	5,381	6,000	90%
Printing & binding	167	333	2,000	17%
Legal advertising	334	626	5,000	13%
Other current charges	5	21	800	3%
Office supplies	-	-	625	0%
Dues, licenses & subscriptions	175	175	175	100%
Total professional & administrative	<u>10,094</u>	<u>20,243</u>	<u>128,602</u>	16%
Operations & maintenance				
Landscape maintenance	-	-	65,000	0%
Landscape contingency	-	-	7,000	0%
Utilities	-	-	50,000	0%
Lake/stormwater maintenance	-	-	8,000	0%
Irrigation repairs	-	-	10,000	0%
Total operations & maintenance	<u>-</u>	<u>-</u>	<u>140,000</u>	0%
Total expenditures	<u>10,094</u>	<u>20,243</u>	<u>268,602</u>	8%
Excess/(deficiency) of revenues over/(under) expenditures	(10,094)	(20,243)	-	
Fund balances - beginning	(6,329)	3,820	-	
Fund balances - ending	<u>\$ (16,423)</u>	<u>\$ (16,423)</u>	<u>\$ -</u>	

*The expenses were previously budgeted for and reflected in Information technology, and have now been split accordingly

**THREE RIVERS
COMMUNITY DEVELOPMENT DISTRICT
STATEMENT OF REVENUES, EXPENDITURES,
AND CHANGES IN FUND BALANCES
DEBT SERVICE FUND SERIES 2019A-1 BONDS
FOR THE PERIOD ENDED NOVEMBER 30, 2020**

	Current Month	Year To Date	Budget	% of Budget
REVENUES				
Assessment levy: off-roll	\$ -	\$ -	\$ 1,000,506	0%
Interest	7	14	5,000	0%
Total revenues	<u>7</u>	<u>14</u>	<u>1,005,506</u>	0%
EXPENDITURES				
Debt service				
Principal	-	-	270,000	0%
Interest 11/1	367,753	367,753	367,753	100%
Interest 5/1	-	-	367,753	0%
Total debt service	<u>367,753</u>	<u>367,753</u>	<u>1,005,506</u>	37%
Excess/(deficiency) of revenues over/(under) expenditures	(367,746)	(367,739)	-	
OTHER FINANCING SOURCES/(USES)				
Transfers out	(4,409)	(4,409)	-	N/A
Total other financing sources	<u>(4,409)</u>	<u>(4,409)</u>	<u>-</u>	N/A
Net change in fund balances	(372,155)	(372,148)	-	
Fund balances - beginning	<u>1,379,121</u>	<u>1,379,114</u>	<u>1,383,738</u>	
Fund balances - ending	<u><u>\$ 1,006,966</u></u>	<u><u>\$ 1,006,966</u></u>	<u><u>\$ 1,383,738</u></u>	

**THREE RIVERS
COMMUNITY DEVELOPMENT DISTRICT
STATEMENT OF REVENUES, EXPENDITURES,
AND CHANGES IN FUND BALANCES
DEBT SERVICE FUND SERIES 2019A-2 BONDS
FOR THE PERIOD ENDED NOVEMBER 30, 2020**

	Current Month	Year To Date	Budget	% of Budget
REVENUES				
Assessment levy: off-roll	\$ -	\$ -	\$ 74,812	0%
Interest	1	2	-	N/A
Total revenues	<u>1</u>	<u>2</u>	<u>74,812</u>	0%
EXPENDITURES				
Debt service				
Interest 11/1	37,406	37,406	37,406	100%
Interest 5/1	-	-	37,406	0%
Principal prepayment	15,000	15,000	-	N/A
Total debt service	<u>52,406</u>	<u>52,406</u>	<u>74,812</u>	70%
Excess/(deficiency) of revenues over/(under) expenditures	(52,405)	(52,404)	-	
OTHER FINANCING SOURCES/(USES)				
Transfers out	(448)	(448)	-	N/A
Total other financing sources	<u>(448)</u>	<u>(448)</u>	<u>-</u>	N/A
Net change in fund balances	(52,853)	(52,852)	-	
Fund balances - beginning	332,466	332,465	113,497	
Fund balances - ending	<u>\$ 279,613</u>	<u>\$ 279,613</u>	<u>\$ 113,497</u>	

**THREE RIVERS
COMMUNITY DEVELOPMENT DISTRICT
STATEMENT OF REVENUES, EXPENDITURES,
AND CHANGES IN FUND BALANCES
CAPITAL PROJECTS FUND SERIES 2019 BONDS
FOR THE PERIOD ENDED NOVEMBER 30, 2020**

	<u>Current Month</u>	<u>Year To Date</u>
REVENUES		
Interest	\$ 8	\$ 20
Total revenues	<u>8</u>	<u>20</u>
EXPENDITURES		
Capital outlay - master	16,125	16,125
Capital outlay - neighborhood	65,730	65,730
Total expenditures	<u>81,855</u>	<u>81,855</u>
Excess/(deficiency) of revenues over/(under) expenditures	(81,847)	(81,835)
OTHER FINANCING SOURCES/(USES)		
Transfer in	4,857	4,857
Total other financing sources/(uses)	<u>4,857</u>	<u>4,857</u>
Net change in fund balances	(76,990)	(76,978)
Fund balances - beginning	<u>(470,101)</u>	<u>(470,113)</u>
Fund balances - ending	<u>\$ (547,091)</u>	<u>\$ (547,091)</u>

THREE RIVERS
COMMUNITY DEVELOPMENT DISTRICT

6

DRAFT

**MINUTES OF MEETING
THREE RIVERS
COMMUNITY DEVELOPMENT DISTRICT**

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The Board of Supervisors of the Three Rivers Community Development District held a Regular Meeting on November 19, 2020 at 3:00 p.m., at Amelia Walk Amenity Center, 85287 Majestic Walk Circle, Fernandina Beach, Florida 32034.

Present and constituting a quorum were:

Liam O'Reilly	Chair
Mike Taylor	Vice Chair
Blake Weatherly	Assistant Secretary
Rose Bock	Assistant Secretary

Also present were:

Craig Wrathell	District Manager
Wes Haber	District Counsel
Bill Schaefer	District Engineer
Ashton Bligh	Greenberg Traurig
Peter Dame	Bond Counsel

FIRST ORDER OF BUSINESS

Call to Order/Roll Call

Mr. Wrathell called the meeting to order at approximately 3:03 p.m. Supervisor O'Reilly, Taylor, Weatherly and Bock were present, in person. Supervisor Miars was not present. The Governor's Executive Order, which allowed for meeting quorum requirements to be met virtually or telephonically, due to the COVID-19 pandemic, was not extended.

SECOND ORDER OF BUSINESS

Public Comment

There were no public comments.

THIRD ORDER OF BUSINESS

Ratification of Contract(s)/Change Order(s)/Purchase Order(s)

- 39 **A. England-Thims & Miller, Inc. Limited Development Inspection (CEI) Services for**
- 40 **Greyhawk Phase I**

41 This item was inadvertently included in the agenda and would be removed.

- 42 **B. Change Order Number 004, Infrastructure Project**

- 43 **C. Change Order Number 005, Infrastructure Project**

44 Mr. Wrathell presented Vallencourt Construction Company Change Orders Number 004
45 and Number 005, which were executed by the Chair.

46

47 **On MOTION by Mr. O’Reilly and seconded by Mr. Weatherly, with all in favor,**
 48 **the Change Orders, as presented by Mr. Wrathell, were ratified.**

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51 **FOURTH ORDER OF BUSINESS**

**Presentation of Supplemental Engineer’s
52 Report**

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54 Mr. Schaefer presented the Supplemental Engineer’s Report for Phase 1A. The Report
55 accomplishes the following:

- 56 ➤ Supports the 2020B Bond Issuance, using funds to complete the construction of
- 57 Neighborhood 3 and to construct Neighborhoods 4, 5 and 6.
- 58 ➤ Outlines the status of the ongoing construction and percentage completed.
- 59 ➤ Outlines the permits that are in place or were submitted to construct Units 3 through 6
- 60 and the Community Park.

61 Mr. Wrathell referred to the Phase 1A Project Cost Opinion and Table, on Pages 9 and
62 10, and asked, of the \$43,445,943 in improvements, if \$18,509,583 was related to the Master
63 costs and \$24,936,361 to the Neighborhood Costs. Mr. Schaefer replied affirmatively.

64

65 **On MOTION by Ms. Bock and seconded by Mr. O’Reilly, with all in favor, the**
 66 **Supplemental Engineer’s Report, in substantial form, and authorizing the Chair**
 67 **to execute any offering documents, was approved.**

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70 **FIFTH ORDER OF BUSINESS**

**Presentation of Supplemental Assessment
71 Methodology Report**

72

73 Mr. Wrathell presented the Supplemental Assessment Methodology Report, for the
74 Series 2020B Bonds, and highlighted the following:

- 75 ➤ The Methodology Report Supplements the February 2019 Master Report.
- 76 ➤ The Series 2020B Bond debt would fund constructing Units 3 through 6, the debt would
77 also sit on Unit 16; however, once Units 3 through 6 are fully platted, the debt would be
78 removed from Unit 16.
- 79 ➤ The Capital Improvement Plan (CIP), as stated in the Supplemental Engineer’s Report, is
80 comprised of \$18,509,583 in Master Improvements and \$24,936,361 in Neighborhood
81 Improvements. The District’s overall CIP cost was \$43,445,943.
- 82 ➤ The Development Program is comprised of three phases, Phases 1A, 1B and 2.
- 83 ➤ Units 3 through 6 are comprised of 423 resident units.
- 84 ➤ The 2020 Bonds principal amount estimated is \$9,970,000, which would finance
85 infrastructure in the approximate amount of \$8,750,000.

86

87 **On MOTION by Mr. Weatherly and seconded by Mr. O’Reilly, with all in favor,**
 88 **the Supplemental Assessment Methodology Report, in substantial form, and**
 89 **authorizing the Chair to execute any changes that may arise in finalizing the**
 90 **Offering documents, was approved.**

91

92

93 **SIXTH ORDER OF BUSINESS**

94 **Consideration of Resolution 2021-02,**
 95 **Supplementing Its Resolution 2019-26 By**
 96 **Authorizing the Issuance of Its Three Rivers**
 97 **Community Development District Special**
 98 **Assessment Bonds, Series 2020B (the**
 99 **“Series 2020B Bonds”) In An Aggregate**
 100 **Principal Amount Not Exceeding**
 101 **\$11,000,000 For the Principal Purpose of**
 102 **Acquiring and Constructing Assessable**
 103 **Improvements; Delegating To the**
 104 **Chairman or Vice Chairman of the Board of**
 105 **Supervisors of The Issuer, Subject To**
 106 **Compliance With The Applicable Provisions**
 107 **Hereof, the Authority To Award the Sale of**
 108 **Such Bonds To MBS Capital Markets, LLC**
By Executing and Delivering To Such

109 Underwriter a Bond Purchase Agreement
110 and Approving the Form Thereof;
111 Approving the Form Of and Authorizing the
112 Execution of a Supplemental Trust
113 Indenture; Approving U.S. Bank National
114 Association as the Trustee, Bond Registrar
115 and Paying Agent For Such Series 2020B
116 Bonds; Making Certain Findings; Approving
117 the Form of Said Bonds; Approving the
118 Form of the Preliminary Limited Offering
119 Memorandum and Authorizing the Use By
120 the Underwriter of the Preliminary Limited
121 Offering Memorandum and the Limited
122 Offering Memorandum and the Execution
123 of the Limited Offering Memorandum;
124 Approving the Form of the Continuing
125 Disclosure Agreement And Authorizing The
126 Execution Thereof; Authorizing Certain
127 Officials of the District and Others to Take
128 All Actions Required In Connection With
129 The Issuance, Sale and Delivery Of Said
130 Bonds; Providing Certain Other Details
131 With Respect To Said Series 2020B Bonds;
132 and Providing an Effective Date
133

- 134 • **Exhibit A: Second Supplemental Trust Indenture**
- 135 • **Exhibit B: Bond Purchase Agreement**
- 136 • **Exhibit C: Preliminary Limited Offering Memorandum**
- 137 • **Exhibit D: Continuing Disclosure Agreement**

138 Mr. Wrathell stated that the updated version of Resolution 2021-02, which differed
139 from the version in the agenda package, would be executed.

140 Mr. Dame stated Resolution 2021-02 accomplishes the following:

- 141 ➤ Authorizes the issuance of bonds not-to-exceed \$11 million.
- 142 ➤ Approves the ancillary financing documents, in substantial form.
- 143 ➤ Authorizes the negotiated sale of the bonds and gives the Chair authority to enter into a
144 bond purchase contract with MBS.
- 145 ➤ The interest rate should not exceed the maximum rate permitted by law, in the range of
146 4.325%, which is adjusted monthly.

147 ➤ Bond maturity is 30 years from date of paying the principal.

148 Mr. Wrathell presented Resolution 2021-02

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On MOTION by Ms. Bock and seconded by Mr. Weatherly, with all in favor, Resolution 2021-02, Supplementing Its Resolution 2019-26 By Authorizing the Issuance of Its Three Rivers Community Development District Special Assessment Bonds, Series 2020B (the "Series 2020B Bonds") In An Aggregate Principal Amount Not Exceeding \$11,000,000 For the Principal Purpose of Acquiring and Constructing Assessable Improvements; Delegating To the Chairman or Vice Chairman of the Board of Supervisors of The Issuer, Subject To Compliance With The Applicable Provisions Hereof, the Authority To Award the Sale of Such Bonds To MBS Capital Markets, LLC By Executing and Delivering To Such Underwriter a Bond Purchase Agreement and Approving the Form Thereof; Approving the Form Of and Authorizing the Execution of a Supplemental Trust Indenture; Approving U.S. Bank National Association as the Trustee, Bond Registrar and Paying Agent For Such Series 2020B Bonds; Making Certain Findings; Approving the Form of Said Bonds; Approving the Form of the Preliminary Limited Offering Memorandum and Authorizing the Use By the Underwriter of the Preliminary Limited Offering Memorandum and the Limited Offering Memorandum and the Execution of the Limited Offering Memorandum; Approving the Form of the Continuing Disclosure Agreement And Authorizing The Execution Thereof; Authorizing Certain Officials of the District and Others to Take All Actions Required In Connection With The Issuance, Sale and Delivery Of Said Bonds; Providing Certain Other Details With Respect To Said Series 2020B Bonds; and Providing an Effective Date, in substantial form, subject to Chair to execute final version, was adopted.

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SEVENTH ORDER OF BUSINESS

Acceptance of Unaudited Financial Statements as of September 30, 2020

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178 Mr. Wrathell presented the Unaudited Financial Statements as of September 30, 2020.

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On MOTION by Mr. O'Reilly and seconded by Mr. Taylor, with all in favor, the Unaudited Financial Statements as of September 30, 2020, were accepted.

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EIGHTH ORDER OF BUSINESS

Consideration of October 14, 2020 Virtual Regular Meeting Minutes

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188 Mr. Wrathell presented the October 14, 2020 Virtual Regular Meeting Minutes.

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190 **On MOTION by Mr. Taylor and seconded by Mr. Weatherly, with all in favor,**
191 **the October 14, 2020 Virtual Regular Meeting Minutes, as presented, were**
192 **approved.**

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195 **NINTH ORDER OF BUSINESS**

Staff Reports

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197 **A. District Counsel: *Hopping Green & Sams, P.A.***

198 There being no report, the next item followed.

199 **B. District Engineer: *Dominion Engineering Group, Inc.***

200 There being no report, the next item followed.

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

- 202 • **NEXT MEETING DATE: December 17, 2020 at 3:00 P.M.**

- 203 ○ **QUORUM CHECK**

204 The next meeting will be held on December 17, 2020.

205

206 **TENTH ORDER OF BUSINESS**

Board Members' Comments/Requests

207

208 It was noted that language in delegation Resolution 2021-02 was missing; however,
209 since it was approved in substantial form, any missing items would be inserted into the
210 document.

211

212 **ELEVENTH ORDER OF BUSINESS**

Public Comments

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214 There being no public comments, the next item followed.

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216 **TWELFTH ORDER OF BUSINESS**

Adjournment

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218 There being nothing further to discuss, the meeting adjourned.

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220 **On MOTION by Mr. Weatherly and seconded by Ms. Bock, with all in favor, the**
221 **meeting adjourned at 3:29 p.m.**

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Secretary / Assistant Secretary

Chairman / Vice Chairman

THREE RIVERS
COMMUNITY DEVELOPMENT DISTRICT

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THREE RIVERS COMMUNITY DEVELOPMENT DISTRICT

BOARD OF SUPERVISORS FISCAL YEAR 2020/2021 MEETING SCHEDULE

LOCATION

Amelia Walk Amenity Center, 85287 Majestic Walk Circle, Fernandina Beach, Florida 32034

DATE	POTENTIAL DISCUSSION/FOCUS	TIME
October 14, 2020	Virtual Regular Meeting	12:00 PM
November 19, 2020	Regular Meeting	3:00 PM
December 17, 2020 CANCELED	Regular Meeting	3:00 PM
January 21, 2021	Regular Meeting	3:00 PM
February 18, 2021	Regular Meeting	3:00 PM
March 18, 2021	Regular Meeting	3:00 PM
April 15, 2021	Regular Meeting	3:00 PM
May 20, 2021	Regular Meeting	3:00 PM
June 17, 2021	Regular Meeting	3:00 PM
July 15, 2021	Public Meeting	3:00 PM
August 19, 2021	Regular Public Hearing & Meeting	3:00 PM
September 16, 2021	Regular Meeting	3:00 PM