

**MINUTES OF MEETING
SHADOWLAWN COMMUNITY DEVELOPMENT DISTRICT**

The Board of Supervisors of the Shadowlawn Community Development District held a Special Meeting on April 14, 2023 at 11:00 a.m., at Reinhold Corporation, 1845 Town Center Blvd, Suite 105, Fleming Island, Florida 32003.

Present at the meeting were:

George Egan	Chair
Jacob Bryan	Vice Chair
Cooper Murphy	Assistant Secretary
Ann Bryan (via telephone)	Assistant Secretary

Also present were:

Craig Wrathell	District Manager
Jonathan Johnson (via telephone)	District Counsel
Kyle McGee	Kutak Rock LLP
Brian Landeweer	England-Thims & Miller, Inc. (ETM)

FIRST ORDER OF BUSINESS

Call to Order/Roll Call

Mr. Wrathell called the meeting to order at 11:07 a.m.

Supervisors Egan, Jacob Bryan, and Murphy were present. Supervisor Ann Bryan attended via telephone. Supervisor Williams was not present.

SECOND ORDER OF BUSINESS

Public Comments

There were no public comments.

THIRD ORDER OF BUSINESS

Consideration of Resolution 2023-10, Approving a Proposed Budget for Fiscal Year 2023/2024 and Setting a Public Hearing Thereon Pursuant to Florida Law; Addressing Transmittal, Posting and Publication Requirements; Addressing

Severability; and Providing an Effective Date

Mr. Wrathell presented Resolution 2023-10. He reviewed the proposed Fiscal Year 2024 budget, highlighting any line item increases, decreases and adjustments, compared to the Fiscal Year 2023 budget, and explained the reasons for any changes.

On MOTION by Mr. Bryan and seconded by Mr. Murphy, with all in favor, Resolution 2023-10, Approving a Proposed Budget for Fiscal Year 2023/2024 and Setting a Public Hearing Thereon Pursuant to Florida Law for June 23, 2023 at 11:00 a.m., at Reinhold Corporation, 1845 Town Center Blvd., Suite 105, Fleming Island, Florida 32003; Addressing Transmittal, Posting and Publication Requirements; Addressing Severability; and Providing an Effective Date, was adopted and authorizing Staff and the Chair to reschedule the date and advertise accordingly if any issues arise with the date, time or location, was approved.

FOURTH ORDER OF BUSINESS

Consideration of ETM Fee Proposal for Construction Engineering and Inspection Services [CR218 Extension (Cathedral Oak Parkway) Roadway]

Mr. Wrathell presented the ETM Fee Proposal. Mr. Landeweer reviewed the proposal and the scope of services.

On MOTION by Ms. Bryan and seconded by Mr. Murphy, with all in favor, the ETM Fee Proposal for Construction Engineering and Inspection Services related to CR218 Extension, Cathedral Oak Parkway Roadway, was approved.

FIFTH ORDER OF BUSINESS

Consideration of Resolution 2023-11, Regarding the Award of a Construction Contract; Providing a Severability Clause; and Providing an Effective Date

Mr. Wrathell presented Resolution 2023-11.

Mr. Landeweer stated that the project was advertised and two bids were received. Based on the bids, the intent is to award the contract to Vallencourt Construction Company, Inc. (Vallencourt). He discussed the scope of the projects, duration of the project, phases.

It was noted that this is a standard road construction contract that the industry uses in the public bid process.

Discussion ensued regarding asking Vallencourt to give the CDD a higher per cubic yard contract credit for the dirt that Vallencourt will be excavating, such as asking them for \$2 per cubic yard instead of the \$1 offered in the contract.

Mr. Johnson stated that is possible; the contract can be approved as proposed, and this element can be negotiated and handled through a change order.

A. Consideration of Agreement Between Shadowlawn Community Development District and Vallencourt Construction Company, Inc. for Construction Contract

These items were addressed following the Eighth Order of Business.

SIXTH ORDER OF BUSINESS

Consideration of Resolution 2023-12, Adopting Certain Amendments to the District’s Record Retention Policy; Addressing Conflicts and Severability; and Providing for Severability and an Effective Date

Mr. Wrathell presented Resolution 2023-12 Options 1 and 2. Mr. Johnson discussed changes in the public records laws that now give more options of how public records are kept. He reviewed Options 1 and 2. Option 1 involves allowing for records to be destroyed after a certain time and Option 2 involves keeping everything but allows it to be kept electronically.

The consensus was to adopt Option 2.

On MOTION by Mr. Bryan and seconded by Mr. Murphy, with all in favor, Resolution 2023-12, Option 2, Adopting Certain Amendments to the District’s Record Retention Policy; Addressing Conflicts and Severability; and Providing for Severability and an Effective Date, was adopted.

SEVENTH ORDER OF BUSINESS

Ratification of Clay County Agreements

Mr. Wrathell presented the following:

- A. Tax Collector Agreement**
- B. Property Appraiser Agreement**
- C. Property Appraiser Non Disclosure Agreement**

On MOTION by Mr. Bryan and seconded by Mr. Murphy, with all in favor, the Clay County Tax Collector Agreement, Property Appraiser Agreement and Property Appraiser Non Disclosure Agreement, were ratified.

EIGHTH ORDER OF BUSINESS

Acceptance of Unaudited Financial Statements as of February 28, 2023

Mr. Wrathell presented the Unaudited Financial Statements as of February 28, 2023.

Regarding submitting Developer-incurred engineering expenses to the CDD before Vallencourt starts, Mr. Wrathell stated that the amounts and backup should be provided to Mr. Johnson so he can prepare an acquisition of work product package for approval at a future meeting.

Regarding the contribution of right-of-way (ROW) from Cathedral Oak LLC to the County, via plat, Mr. Egan stated that the School Board voted to dedicate the fees to the County, at the time the County approves the plat, meaning the School District is essentially giving the CDD conditional approval to convey the ROW to the County. The preference is for Vallencourt to start construction on County property, not Cathedral Oak LLC property. Mr. Landeweer stated that the plat was resubmitted to the County with their comments addressed; the County's goal is to have it on the May 8, 2023 Commission meeting.

Mr. Egan stated that the CDD will receive mobility fee credits in exchange for building the road and the amount is still being negotiated. The plan is to complete negotiations by the end of the month and for it to also be on the Commission's May 8, 2023 agenda, along with the update to the impact fee agreement that Reinhold signed three years ago and recently signed over to the CDD.

Regarding a notice to proceed, Mr. Egan stated that the contract will be approved and a notice to proceed will be given but with conditions. Mr. Wrathell suspected that the Vallencourt contract has a window of time in which to issue the Notice of Commencement. Mr. Johnsons confirmed that a window of time is included in the contract.

On MOTION by Mr. Bryan and seconded by Mr. Murphy, with all in favor, the Unaudited Financial Statements as of February 28, 2023, were accepted.

- **Discussion Resumed: Consideration of Resolution 2023-11, Regarding the Award of a Construction Contract; Providing a Severability Clause; and Providing an Effective Date**
 - A. Consideration of Agreement Between Shadowlawn Community Development District and Vallencourt Construction Company, Inc. for Construction Contract**

Mr. Landeweer stated that bids were received on February 17, 2023 and evaluated and ranked on February 22, 2023. In addition to himself, Mr. Chase Wilkeson of ETM, participated in the scoring and ranking. He reported the following scoring and ranking of the respondents:

- #1 Vallencourt Construction Company, Inc. 99 points
- #2 J.B. Coxwell Contracting, Inc. 98 points

On MOTION by Mr. Bryan and seconded by Mr. Murphy, with all in favor, accepting the District Engineer’s recommended scores and rankings, ranking Vallencourt Construction Company, Inc., as the #1 ranked respondent for the County Road 218 Extension Project, was approved.

On MOTION by Mr. Bryan and seconded by Mr. Murphy, with all in favor, Resolution 2023-11, Regarding the Award of a Construction Contract to Vallencourt Construction Company, Inc.; Providing a Severability Clause; and Providing an Effective Date, was adopted, and the Construction Contract with Vallencourt Construction Company, Inc., authorizing the Chair or Vice Chair to execute the contract and giving both the discretion as to when to issue the Notice to Proceed, was approved.

Mr. Murphy asked if the CDD needs to worry about the insurance provision in the contract since the road is going to the County. Mr. Johnson stated, if the CDD purchases materials, the risk of loss and delivery is on the CDD, so builder’s risk insurance will be needed.

Discussion ensued regarding material purchases, contract provisions regarding materials and CDD purchases of materials, etc.

NINTH ORDER OF BUSINESS

Approval of February 9, 2023 Public Hearings and Regular Meeting Minutes

On MOTION by Mr. Bryan and seconded by Mr. Murphy, with all in favor, the February 9, 2023 Public Hearings and Regular Meeting Minutes, as presented, were approved.

TENTH ORDER OF BUSINESS

Staff Reports

- A. District Counsel: Kutak Rock LLP**
- B. District Engineer: England-Thims & Miller, Inc.**

District Counsel and the District Engineer had nothing further to report.

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

Mr. Wrathell stated that a proposal was received for gopher tortoise permitting and relocation. He reviewed the scope of the proposal and the cost for the services.

On MOTION by Mr. Bryan and seconded by Mr. Murphy, with all in favor, amending the agenda to include consideration of the Peacock Consulting Group, LLC proposal, was approved.

- **Peacock Consulting Group, LLC**
This item was an addition to the agenda.

Mr. Wrathell noted that a few items on the proposal have a variable cost depending on the number of tortoises, etc.

On MOTION by Mr. Bryan and seconded by Mr. Murphy, with all in favor, the Peacock Consulting Group, LLC, proposal for gopher tortoise permitting and relocation, in the amount of approximately \$15,000, was approved.

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

The next meeting will be on June 23, 2023 at 11:00 a.m.

ELEVENTH ORDER OF BUSINESS

Board Members' Comments/Requests

There were no Board Members' comments or requests.

TWELFTH ORDER OF BUSINESS

Public Comments

No members of the public spoke.

THIRTEENTH ORDER OF BUSINESS

Adjournment

On MOTION by Mr. Bryan and seconded by Mr. Murphy, with all in favor, the meeting adjourned at 11:55 a.m.

[SIGNATURES APPEAR ON THE FOLLOWING PAGE]


Secretary/Assistant Secretary


Chair/Vice Chair