

Minutes of Meeting
Armstrong Community Development District

The regular meeting of the Board of Supervisors of the Armstrong Community Development District was held Wednesday, August 2, 2017 at 3:30 p.m. at the Eagle Landing Sales Center, 3973 Eagle Landing Parkway, Orange Park, Florida.

Present and constituting a quorum were:

Roger Arrowsmith	Chairman
Marilyn Ayers	Vice Chairperson
Mike Taylor	Supervisor

Also present were:

James Perry	District Manger
Katie Buchanan	District Counsel (by telephone)
Keith Hadden	District Engineer
Dean Vincent	Armstrong Ventures

FIRST ORDER OF BUSINESS

Roll Call

Mr. Perry called the meeting to order at 3:30 p.m. and stated a number of items on the agenda will be deferred and at the end of the meeting we will continue the meeting and one public hearing in regard to the assessments on the bond.

SECOND ORDER OF BUSINESS

Public Comment

There being none, the next item followed.

THIRD ORDER OF BUSINESS

Affidavit of Publication

A copy of the affidavit of publication for the public hearings was provided in the agenda package.

FOURTH ORDER OF BUSINESS

Approval of the Minutes of the July 12, 2017 Meeting

On MOTION by Mr. Taylor seconded by Ms. Ayers with all in favor the minutes of the July 12, 2017 meeting were approved as presented.

FIFTH ORDER OF BUSINESS

Public Hearing to Adopt the Fiscal Year 2018 Budget

A. Consideration of Resolution 2017-08 Relating to the Annual Appropriations and Adopting the Budget for Fiscal Year 2018

On MOTION by Ms. Ayers seconded by Mr. Taylor with all in favor the public hearing was opened.

Mr. Perry stated included in your agenda package is the standard form resolution and we will include on the second page the total amount of dollars in regard to the general fund. There hasn't been bonds issued at this time and under tab B is the fiscal year 2018 funding agreement. The budget is the standard form budget, we haven't had any changes to the budget since it was approved by this board and it is administrative only. Since it is developer funded any costs above that budget will be funded by the developer and if the actual costs come in below the budget there will be no need for funding.

There being no questions or comments,

On MOTION by Ms. Ayers seconded by Mr. Taylor with all in favor the public hearing was closed.

On MOTION by Mr. Taylor seconded by Ms. Ayers with all in favor Resolution 2017-08 was approved.

B. Consideration of Fiscal Year 2017/2018 Funding Agreement

Mr. Perry stated next is consideration of the fiscal year 2018 funding agreement with Greenpointe and Armstrong Ventures, copies of which were included in the agenda package. The funding agreements are basically identical and the same format as previously provided to those entities.

Ms. Buchanan stated they are in substantial form as what was previously approved; however I have forwarded the version we proposed to use to Greenpointe's counsel so if we can get a motion to approve these in substantial form that would be good.

Mr. Taylor asked is the funding agreement still split 50/50?

Mr. Perry responded yes.

On MOTION by Ms. Ayers seconded by Mr. Taylor with all in favor the fiscal year 2018 funding agreements were approved in substantial form.

SIXTH ORDER OF BUSINESS

Consideration of Proposals for Greyhawk Phase 1 Construction Services

This item deferred to the continued meeting.

EIGHTH ORDER OF BUSINESS

Consideration of Agreement for Tynes Boulevard Extension Project Consulting

Mr. Perry stated this agreement was not included in the agenda packet but we have copies here for the board.

Ms. Buchanan stated this is an agreement that is proposed to be entered into by the district in connection with the construction of Tynes Boulevard Extension. It is services contemplated to be funded by the county through the interlocal agreement and it is going to be used to designate a representative in this particular instance is proposed to be Dean Vincent and that way Dean will have a role with the district, an agreement that cements his ability to represent the district before permitting entities and in dealing with issues with contractors on the project to better keep the project moving forward in between meetings. I want to make sure we are comfortable with section 2.6 that would authorize the administrator in conjunction with the engineer to approve small contracts, change orders, certify requisitions under the amount of \$50,000 if it is necessary to avoid a work stoppage. We all know it is difficult to manage a moving project when you only meet once a month so hopefully this will give Dean the flexibility to keep this moving.

Mr. Vincent stated I have looked at all the changes and I'm absolutely okay with everything.

Mr. Arrowsmith stated it looks fine to me.

On MOTION by Ms. Ayers seconded by Mr. Taylor with all in favor the agreement for Tynes Boulevard Extension project consulting services agreement was approved.

SEVENTH ORDER OF BUSINESS

**Consideration of Proposals for Tynes
Boulevard Extension Phase 1B and 2
Construction Services**

Mr. Perry stated you have been provided a ranking of the proposals received for Tynes Boulevard Extension Phase 1B and 2 construction services.

Mr. Vincent stated this is based on the proposals received and also based on one contract for 1B and 2. Using the criteria that was provided in the bid documents as it related to the ranking and text I went through everything very thoroughly and it ended up being pretty close with Vallencourt ranked no. 1 followed closely by Watson and J.B. Coxwell.

Mr. Arrowsmith asked were there any problems with the starting date?

Mr. Vincent responded no, all anticipated in their schedule to start earlier than what had been laid out in the contract documents. I had laid out in instructions to bidders anticipating a start around April, everyone's schedule reflected an earlier start. All bidders were pretty consistent and were looking at a three to four month lag in the schedule between 1A, starting 1B.

Mr. Taylor asked is it contemplated to award 1A and 1B in one contract?

Mr. Vincent responded no. The intent is to award two separate contracts, one for 1A and one for 1B and 2.

Ms. Ayers moved to adopt the ranking proposed by Mr. Vincent for the construction of Tynes Boulevard Phase 1B and 2 as follows: Vallencourt Construction no. 1 at 94 points, Watson no. 2 at 92 points and J.B. Coxwell no. 3 at 91 points and the other bidders receiving lesser points.

Mr. Arrowsmith asked what is the process after this?

Ms. Buchanan responded we need to issue a notice of ranking to the bidders and they will have 72 hours to file a notice of protest. If no one files a notice of protest then we can move forward with negotiating the form of agreement. If there is a protest filed they have another week to file their actual written protest and at that point we would have to consider whether or not we have the bid protest on our hands that we need to deal with.

Mr. Arrowsmith stated I have never had one of those before. What happens if that were to happen?

Ms. Buchanan stated the district would sit as a board and they would have to present evidence showing that your ranking was arbitrary or capricious or in some way wrong. In this particular instance I think they would have a hard case because the rankings that you adopted today are very similar at least in the first three to those that were previously adopted with no challenge. The scoring we did for pricing and the formula was applied consistently and the schedule was prorated fairly when I reviewed it earlier with Dean. The two things being offered today are not subjective criteria so they would be difficult to overcome.

On voice vote with all in favor the motion passed.

Mr. Vincent asked as a point of clarification does the district engineer publish the rankings?

Mr. Hadden stated yes.

NINTH ORDER OF BUSINESS

**Consideration of Agreement for Tynes
Boulevard Extension CEI Services**

Mr. Perry stated item nine is consideration of agreement for Tynes Boulevard Extension CEI services and that is with England Thims & Miller and there is a copy of that included in the agenda package.

Ms. Buchanan stated this is the agreement that was included in the original solicitation, it hasn't been substantially altered and it also is modeled after the CEI form of agreements that the county does. While ETM hasn't signed it yet I don't expect a lot of changes and to be safe I would ask that the agreement be approved in substantial form.

Mr. Vincent stated the amount is consistent with what we have budgeted and is around 5.4% of the construction dollars. It is in the range of what you expect to see. I found the proposal complete, it addressed the RFQ and the numbers are consistent with what we would expect. I feel the district can proceed with executing this agreement.

Mr. Hadden stated with the district moving forward with the construction of 1B and 2 in maybe January I don't believe when we advertised for CEI we included 1B and 2 at all. Are we going to have to go back and re-advertise for CEI again for 1B and 2?

Ms. Buchanan stated let me look into that and I will get back to you on that but I think it is a possibility.

Mr. Arrowsmith asked is there any way this can be considered like a unit cost that just gets extended? We have done that before but I don't know if that applies to this.

Ms. Buchanan stated at this point I understand we prefer not to rebid but let me look at some options and see what we have to do.

Mr. Hadden stated typically CEI is just like a mathematical formula based on how many hours a week you want somebody onsite and how many weeks the construction project is. I think Dean and I can very closely come up with an engineer's estimate of what it should be for Phase 1B and 2 based on what they gave us for Phase 1A but give that some thought and let us know. There is no urgency but if we have to bid it we need to start that process.

Ms. Buchanan stated I'm looking at the advertisement and it actually just says construction engineering inspection services for Tynes Boulevard Extension it doesn't say which phase. We may have gotten a work authorization for only Phase 1 but I don't think we have to re-notice and go through the process again for Phases 1B and 2, we just need a new work authorization.

On MOTION by Mr. Taylor seconded by Ms. Ayers with all in favor the agreement with England Thims & Miller for CEI services for Tynes Boulevard Extension in an amount not to exceed \$188,198 was approved in substantial form.

TENTH ORDER OF BUSINESS

Public Hearing on Imposition of Special Assessments

- A. Consideration of Engineer's Report**

- B. Consideration of Special Assessment Allocation Report**

- C. Consideration of Resolution 2017-09 Equalizing and Levying Special Assessments**

Mr. Perry stated as discussed earlier in the meeting items 10 and 11 will be deferred but we ask for a motion to open the public hearing and we will continue it to our continued meeting date.

On MOTION by Mr. Taylor seconded by Ms. Ayers with all in favor the public hearing was opened.

ELEVENTH ORDER OF BUSINESS Consideration of Matters Related to Project Finance

- A. Consideration of Supplemental Engineer’s Report**

- B. Consideration of Supplemental Assessment Methodology Report**

- C. Consideration of Resolution 201710 Authorizing the Issuance of Special Assessment Revenue Bonds, Series 2017**
 - 1. Exhibit A – Supplemental Indentures**

 - 2. Exhibit B – Bond Purchase Contract**

 - 3. Exhibit C - Preliminary Limited Offering Memorandum**

 - 4. Exhibit D – Disclosure Document**

- D. Consideration of Resolution 2017-11 Setting Forth the Terms of the Series 2017A Bonds and Levying and Allocating Assessments Securing the Series 2017A Bonds**

- E. Consideration of Resolution 2017-12 Setting Forth the Terms of the Series 2017B Bonds and Levying and Allocating Assessments Securing the Series 2017B Bonds**

- F. Consideration of Developer Agreements**
 - 1. Consideration of Acquisition Agreement**
 - 2. Consideration of Collateral Assignment Agreement**
 - 3. Consideration of Completion Agreement**
 - 4. Consideration of True-Up Agreement**

- G. Consideration of Dissemination Agent Agreement**

On MOTION by Mr. Taylor seconded by Ms. Ayers with all in favor funding request no. 12 from the general fund in the amount of \$8,590.97 was approved.

**SIXTEENTH ORDER OF BUSINESS Consideration of Funding Request No. 7
(Construction Fund)**

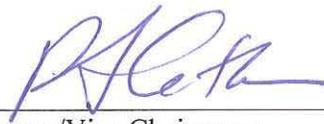
On MOTION by Ms. Ayers seconded by Mr. Taylor with all in favor funding request no. 7 from the construction fund in the amount of \$5,845 was approved.

**SEVENTEENTH ORDER OF BUSINESS Next Scheduled Meeting – 09/06/17 at 3:30
p.m. at the Eagle Landing Sales Center**

Mr. Perry stated our next regularly scheduled meeting is September 6th at 3:30 at this location but we want to continue this meeting.

On MOTION by Mr. Taylor seconded by Ms. Ayers with all in favor the meeting was continued to April 17, 2017 at 3:30 p.m. in the same location.


Secretary/Assistant Secretary


Chairperson/Vice Chairperson