

**MINUTES OF MEETING  
DP1  
COMMUNITY DEVELOPMENT DISTRICT**

A Regular Meeting of the Board of Supervisors of the DP1 Community Development District was held on Tuesday, April 24, 2018, at 11:00 a.m., at the Ponte Vedra Library, 101 Library Boulevard, Ponte Vedra Beach, Florida 32082.

**Present were:**

Bobby Bennett	Chair
Lucas Hildebrand	Vice Chair
Melissa Yuhus	Assistant Secretary
Lou Paquet	Assistant Secretary
L. Kelly Webb	Assistant Secretary

**Also present were:**

Craig Wrathell	District Manager
Cindy Cerbone	Wrathell, Hunt & Associates, LLC
Howard McGaffney	Wrathell, Hunt & Associates, LLC
Katie Buchanan	District Counsel
Brad Davis	District Engineer
Park McMillan	Gatlin Development Co., Inc.
Brett Sealy	MBS Capital Markets, LLC
Ken Artin	Bond Counsel, Bryant Miller Olive, P.A.
Christina Childers	Bond Counsel, Bryant Miller Olive, P.A.
Amanda Kumar	Trustee Representative

**FIRST ORDER OF BUSINESS**

**Call to Order/Roll Call**

Mr. Wrathell called the meeting to order at 11:00 a.m. All Supervisors were present, in person.

**SECOND ORDER OF BUSINESS**

**Public Comments**

There being no public comments, the next item followed.

**THIRD ORDER OF BUSINESS**

**Consideration of Agreement By and Between the CDD and Durbin Park Pavilion, LLC Regarding the Acquisition of Certain Work Product, Infrastructure and Real Property [Phase 1A-2 Improvements Assignment]**

Mr. Wrathell presented the Agreement By and Between the CDD and Durbin Park Pavilion, LLC Regarding the Acquisition of Certain Work Product, Infrastructure and Real Property for Phase 1A-2 Improvements Assignment.

Ms. Buchanan stated that the entire Acquisition Package would be considered. The previously authorized Acquisition Agreement and Engineer's Report were included, neither of which changed. The following other documents were included:

- Developer's Affidavit: Supports and identifies the cost of the improvements and the amount left to be paid on the contracts.
- Contractor Affidavit: Releasing the Contractor's rights to payment, except for the retainer, and acknowledging that the contract is being assigned to the District.
- Contractor's Acknowledgement and Release: Related to work product.
- District Engineer's Certificate: Indicates that the District Engineer reviewed the documentation relating to the improvements, the improvements are within the scope of the Engineer's Report and installed according to specifications, are capable of performing the intended function, that the total costs of the improvements are equal to or less than the amount actually paid by the Developer or the fair market value, all plans, permits and specs are on file or will be on file and that it is appropriate, at this time, to acquire the Phase 1A-2 improvements.

Mr. Wrathell stated that the \$171,974.70 retainage amount was wired to the Contractor and the District confirmed the Contractor's receipt of the payment.

Ms. Buchanan stated that the Bill of Sale and Limited Assignment and Construction Funding Agreement were also part of the Acquisition Package.

Mr. Park McMillan, of Gatlin Development Co., Inc. (Gatlin), stated that the improvements were the off-site utility network, which is common for the entire shopping center. The Phase 1A-2 improvements include a water, force and reuse mains compile the majority of the contract.

**On MOTION by Mr. Bennett and seconded by Mr. Hildebrand, with all in favor, the Agreement By and Between the CDD and Durbin Park Pavilion, LLC Regarding the Acquisition of Certain Work Product, Infrastructure and Real Property and authorizing the assignment of the Phase 1A-2 Improvements and authorizing execution of the enclosed forms, in substantial form, by the Chair, were approved.**

#### **FOURTH ORDER OF BUSINESS**

**Consideration of Resolution 2018-04, Authorizing the Issuance of Not to Exceed \$8,122,247 Aggregate Principal Amount of its DP1 Community Development District Capital Improvement Revenue Bond (the "Series 2018 Bond"); Determining Certain Details of the Series 2018 Bond; Approving the Form of and Authorizing the Execution and Delivery of a Master Trust Indenture and a First Supplemental Trust Indenture; Approving and Accepting a PIF Revenue Projections Report From GAI Consultants, Inc., Authorizing the Negotiated Sale of the Series 2018 Bond; Authorizing the Proper Officials To Do All Things Deemed Necessary in Connection With the Issuance, Sale and Delivery of the Series 2018 Bond; Making Certain Declarations; Providing for the Registration of the Series 2018 Bond; Providing an Effective Date and for Other Purposes**

Mr. Wrathell presented Resolution 2018-04 and read the title.

Ms. Buchanan stated that, based on the acquisition approved in January and the one approved moments ago, there was an expenditure amount of \$8,122,247 in improvements that were advance-funded by the Developer. Issuance of the bonds essentially establishes an "I owe you" such that, every time the District receives revenue from the Public Infrastructure Fee (PIF) that was adopted in September, the revenue will go towards repayment of the bonds to repay the Developer for the amount they advance-funded. This is different from the traditional process, since the Developer advance-funded the improvements.

Mr. Ken Artin, of Bryant Miller Olive, P.A. (BMO), introduced himself and Ms. Christina Childers. He stated that the District is issuing a Capital Appreciation Bond (CAB), meaning there are no principal and interest payments to the final maturity date of 2058. GAI Consultants, Inc., prepared a PIF Revenue Projections Report and, as PIF revenues are received, the District will prepay small portions; whenever PIF revenues reach \$75,000, the Trustee will sweep the account and make a payment to the Bondholders. If nothing occurred and no prepayments were made over the life of the bond, the District would owe \$83 million on April 1, 2058, with the difference between the \$8 million bond being the tax exempt interest. That scenario should not occur because the PIF revenues will pay down the bond. The bond is projected to be paid off by 2031. The Resolution authorizes the 2018 bond, which is being exchanged for the improvements; instead of issuing bonds to a bondholder in exchange for cash, the Developer will hold the bond for the term. The bond accrues interest at a rate of 6%. Mr. Artin discussed the following items approved as part of adopting Resolution 2018-04:

- Master Trust Indenture: Provides the framework of obligations to be issued by the CDD, allows both the user-fee revenue bonds and the special assessment bonds.
- First Supplemental Trust Agreement: Authorizes this particular bond, in the form described, and includes the terms with respect to repayment of the bond.
- GAI PIF Revenue Projections Report: Outlines a reasonable repayment projection.

**On MOTION by Mr. Bennett and seconded by Mr. Paquet, with all in favor, Resolution 2018-04, Authorizing the Issuance of Not to Exceed \$8,122,247 Aggregate Principal Amount of its DP1 Community Development District Capital Improvement Revenue Bond (the "Series 2018 Bond"); Determining Certain Details of the Series 2018 Bond; Approving the Form of and Authorizing the Execution and Delivery of a Master Trust Indenture and a First Supplemental Trust Indenture; Approving and Accepting a PIF Revenue Projections Report From GAI Consultants, Inc., Authorizing the Negotiated Sale of the Series 2018 Bond; Authorizing the Proper Officials To Do All Things Deemed Necessary in Connection With the Issuance, Sale and Delivery of the Series 2018 Bond; Making Certain Declarations; Providing for the Registration of the Series 2018 Bond; Providing an Effective Date and for Other Purposes and the associated documents, in substantial form, was adopted.**

**A. Engineer’s Report**

This item was included for informational purposes.

**B. PIF Collecting Agent Agreement**

Ms. Buchanan presented the PIF Collecting Agent Agreement. This Agreement will impose upon any retailer the requirement to collect PIF; it documents the requirement, the flow of funds and details of the process.

**On MOTION by Mr. Bennett and seconded by Mr. Hildebrand, with all in favor, the Public Infrastructure Fee (PIF) Collecting Agent Agreement, in substantial form, was approved.**

**FIFTH ORDER OF BUSINESS**

**Consideration of Resolution 2018-05, Approving the Proposed Budget for Fiscal Year 2018/2019 and Setting a Public Hearing Thereon Pursuant to Florida Law and Providing for an Effective Date**

Mr. Wrathell presented Resolution 2018-05. The \$5,000 “Collection agent\*” line item, on Page 1, would be removed. Six meetings per year were budgeted. The budget still reflected the District’s operations being Landowner-funded; however, once receipt of PIF revenues commences, funding requests would cease. As PIF revenues are deposited with the Trustee, the District would, as the annual budget is adopted, transmit a funding request to the Trustee to fund the operations of the District.

**On MOTION by Mr. Bennett and seconded by Mr. Paquet, with all in favor, Resolution 2018-05, Approving the Proposed Budget for Fiscal Year 2018/2019, as revised, and Setting a Public Hearing Thereon Pursuant to Florida Law for July 31, 2018 at 11:00 a.m., at this location, and Providing for an Effective Date, was adopted.**

**SIXTH ORDER OF BUSINESS**

**Approval of Unaudited Financial Statements as of March 31, 2018**

Mr. Wrathell presented the Unaudited Financial Statements as of March 31, 2018.

**On MOTION by Mr. Bennett and seconded by Mr. Hildebrand, with all in favor, the Unaudited Financial Statements as of March 31, 2018, were approved.**

**SEVENTH ORDER OF BUSINESS**

**Consideration of November 28, 2017  
Regular Meeting Minutes**

Mr. Wrathell presented the November 28, 2017 Regular Meeting Minutes and asked for any additions, deletions or corrections.

**On MOTION by Mr. Bennett and seconded by Mr. Paquet, with all in favor, the November 28, 2017 Regular Meeting Minutes, as presented, were approved.**

**EIGHTH ORDER OF BUSINESS**

**Staff Reports**

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

There being nothing additional to report, the next item followed.

**B. District Engineer: *Prosser, Inc.***

There being no report, the next item followed.

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

**i. 0 Registered Voters in District as of April 15, 2018**

Mr. Wrathell stated that there were no registered voters residing within the boundaries of the District as of April 15, 2018.

**ii. NEXT MEETING DATE: May 22, 2018 at 11:00 A.M. (*Ponte Vedra Beach Branch Library*)**

Mr. Wrathell stated that the next meeting will be held on May 22, 2018 at 11:00 a.m.; however, he anticipated cancellation of that meeting.

**NINTH ORDER OF BUSINESS**

**Board Members' Comments/Requests**

There being no Board Members' comments or requests, the next item followed.

**TENTH ORDER OF BUSINESS**

**Public Comments**

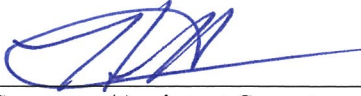
There being no public comments, the next item followed.

**ELEVENTH ORDER OF BUSINESS    Adjournment**

There being no further business to discuss, the meeting adjourned.

**On MOTION by Mr. Bennett and seconded by Ms. Webb, with all in favor, the meeting adjourned at 11:26 a.m.**

SIGNATURES APPEAR ON THE FOLLOWING PAGE]



Secretary/Assistant Secretary



Chair/Vice Chair