

**MINUTES OF MEETING
CANOPY
COMMUNITY DEVELOPMENT DISTRICT**

A special meeting of the Board of Supervisors of the Canopy Community Development District was held Tuesday, March 31, 2020 at 11:00 a.m. at Premier Homes, 4708 Capital Circle NW, Tallahassee, Florida. This meeting was conducted by video conference Zoom Program.

Present and constituting a quorum were:

Tom Asbury	Chairman
Gregg Patterson	Vice Chairman
John "Al" Russell	Assistant Secretary
Colleen Castille	Assistant Secretary

Also present were:

Darrin Mossing	District Manager
Jennifer Kilinski	District Counsel
Lauren Gentry	Hopping Green & Sams
Tim Stackhouse	GPI
Colby Brown	GPI
Darrin Mossing, Jr.	GMS
Amanda Ferguson	GMS

FIRST ORDER OF BUSINESS

Roll Call

Mr. Mossing called the meeting to order at 11:00 a.m. and stated we are conducting this meeting in accordance with Executive Orders 20-52 and 20-69 that were signed into law by Governor DeSantis and everyone is participating by the video conference Zoom Program.

SECOND ORDER OF BUSINESS

Public Comment Period

Ms. Kilinski asked have you received any requests by email or phone for public participation?

Mr. Mossing responded we have not.

THIRD ORDER OF BUSINESS

Organizational Matters

A. Acceptance of Resignation Letter from Colson Hosford

On MOTION by Mr. Patterson seconded by Mr. Russell with all in favor Colson Hosford’s resignation was accepted.

B. Consideration of Appointment of Supervisor to Fill the Unexpired Term of Office (11/2020)

On MOTION by Mr. Asbury seconded by Ms. Castille with all in favor David Brady was appointed to fill the unexpired term of office.

C. Oath of Office for Newly Appointed Supervisor

Mr. Mossing stated Mr. Brady is not in attendance today and we will send him the oath of office along with the standard new supervisor package and have him complete that outside our board meeting and we will formally bring him on board at the next meeting.

D. Consideration of Resolution 2020-04 Election of Officers

This item deferred.

FOURTH ORDER OF BUSINESS

Consideration of Resolution 2020-05 Approving the Revised Evaluation Criteria for the District’s Welaunee Boulevard, Segment 3 and Segment 2 Turn Lanes Construction Project

Ms. Kilinski stated as you may recall the board previously approved an RFP package for Welaunee Boulevard and that package had previously had 10 points for the minority, women and small business enterprise category and 15 points for understanding the scope of work. After some discussion with Blueprint and the city on what they are requiring for that MWSPE criteria the points have gone up to 12 points and the corresponding understanding scope of work we are suggesting go down to 13 points. You may also recall the interlocal agreement entered into by the district for reimbursement of this project required us to notify and include in our RFP package this MWSPE criteria as set forth in Blueprint’s procurement policy, which has changed since the execution of the interlocal. We now have approved forms through Blueprint and the city and that

is why we are recommending the change in the point categorization. We can't do that on our own; the board has to take that action for the evaluation criteria and we are suggesting approval of those changes.

On MOTION by Ms. Castille seconded by Mr. Patterson with all in favor Resolution 2020-05 was approved.

Ms. Kilinski stated this Welaunee RFP was actually advertised this past Friday; we have bids due April 27th or at the time the permit is issued by the city we won't have bids due before that. Hopefully, we will have bid responses and a permit issued in time for your next board meeting.

FIFTH ORDER OF BUSINESS

Consideration of Responses to Request for Qualifications for Engineering Services for Welaunee Boulevard Construction Project

Mr. Mossing stated the district did receive two responses, one from Kimley Horn and the other from Dantin Consulting, LLC. That documentation was enclosed in your agenda package and both firms have sufficient qualifications to meet all the requirements the district needed.

Mr. Asbury stated I have reviewed them and I like both of them.

Ms. Kilinski stated we have a number of districts that have multiple engineers under contract. You may have two, three or four in some cases with major projects, even more than that, continuing engineering services contracts with different providers. As projects arise, you may have an engineer who has the time and capacity for project A but not project B or you may have an engineering company that has a specific expertise in a certain kind of project that you want to utilize them for discreet projects, such as roadways or amenities or the like. In consultation with the chair prior to this meeting what staff is suggesting is that you go ahead and approve authorization to execute forms of agreement with both providers under a continuing services agreement and you wouldn't be paying for their services absent a work authorization that would come before the board for discreet portions of that work. We have also reviewed the qualifications; they meet the district's rules of procedure requirements for continuing services contracts and we have also preemptively requested their hourly fees so you can approve those contracts today rather than having to wait 30 or 60 days to bring them back. I believe the continuing services contract form was actually tabbed under the amenity bid accidentally but it is in there. This would be to rank

both of them as your top qualified firm and authorize staff to execute the form of agreement in your agenda package in substantial form with rates not to exceed for Dantin for professional engineer Keith or Debbie \$175 - \$225 per hour maximum rate, techs are \$60 and clerical is \$35 per hour and Kimley Horn has fee schedules that range from \$80 to \$265 depending on the category if they are professionals as a not to exceed, but remember we would be negotiating individual work authorizations for each kind of work.

Mr. Patterson stated we are approving them to be able to work for the district and we will approve specific projects.

Ms. Kilinski stated that is right.

Mr. Russell asked would it be more beneficial if we have more than two in the mix?

Ms. Kilinski stated we received notice there was another company that was interested in submitting qualifications but missed the deadline. What we are going to suggest, and we can do that here is that when we notice our next meeting in order to cut down on the cost to re-advertise qualifications for engineering services, that we go ahead and combine that request with your regular meeting notice. There is another company that is interested in doing work that the district may want to consider also having a contract with. Unfortunately, they didn't respond within the qualification period, so we do need to advertise that but to cut down costs I suggest we add it to our next meeting notice. We can take two motions, one to approve both engineering services contracts for continuing engineering services and authorize to staff to notice another qualification period and bring back responses to your next board meeting.

On MOTION by Mr. Patterson seconded by Ms. Castille with all in favor Kimley Horn and Dantin Consulting were both ranked as the top qualified firms and staff was authorized to execute the form of continuing services agreements in substantial form and staff was further authorized to notice another qualification period for engineering services for the next meeting.

Mr. Mossing stated this has no impact on our existing contract with GPI.

SIXTH ORDER OF BUSINESS

Evaluation of Proposals for Amenity Facilities Construction Project

Ms. Kilinski stated as you have seen the district only received one response to the bid. Typically, we have the evaluation criteria and you rank them when we have multiple bids. You

are welcome to go through the ranking and do that to this bid, however, from staff's perspective we did review the bid and didn't see any deficiencies that were non-waivable deficiencies so this is a responsive bid you can accept and that way you can rank them as number one because it is the only bid you have. We are recommending to award that bid to Baycrest understanding that the next steps once that award resolution is made is we will send them a letter, send them the contract, execute that contract and based on some conversation I anticipate we will have a change order to that contract based on the phasing approach of that project at the next board meeting. Resolution 2020-06 is the award to Baycrest.

Mr. Russell asked is there a timeline by which the amenities have to be built?

Ms. Kilinski responded no, it is part of our capital improvement plan, there is no requirement that the district ever build the amenities except that we have money earmarked for that, but there is no contractual responsibility by the district or anyone else to perform that work on any timeline.

Mr. Russell stated under the circumstances we are in I didn't know if there was a timeframe we had to meet.

Ms. Kilinski stated in this bid in particular we structured it to say we may exercise our options on any one portion of that bid. In other words, we may just build the clubhouse or may just build the pool or the playgrounds. We bid it that way to allows us the flexibility of picking which projects we may move forward on.

Mr. Asbury stated in their bid they said they could start by May 1st.

Mr. Patterson asked is there a completion date?

Ms. Kilinski stated 270 days for the whole project if we were to move forward with all \$2 million worth of improvements.

- A. Ranking Sheer & Evaluation Criteria**
- B. Review of Proposals Received**
- C. Consideration of Resolution 2020-06 Award of Construction Contract for Amenity Facilities Construction Project**

On MOTION by Mr. Patterson seconded by Mr. Russell with all in favor Resolution 2020-06 Ranking of Baycrest as the #1 Bidder was approved.
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SEVENTH ORDER OF BUSINESS

Approval of Easement Agreement for Proposed Comcast Project – Sweet Ridge Street

Ms. Kilinski stated we received this from the developer asking for approval by the district to provide some utility services and easement agreement for Comcast. We are waiting on confirmation that the district needs to be a party to this easement. If the Comcast improvements cross district property then we typically have negotiated a form of easement that says Comcast can enter district property, put in their utilities and restore the property to its same or better condition. In an abundance of caution, we are asking the board to approve that idea in substantial form. We have a form of agreement we previously negotiated with Comcast and if it does cross district property and we need to provide those easement rights we will negotiate that form of agreement. Not knowing exactly what the district needs to provide we weren't prepared to have an agreement in place because we haven't gotten confirmation that the district actually needs to be a party to it.

Mr. Asbury stated this easement is going down the private road, it is not a public road and it will be owned by the district.

Ms. Kilinski stated that is what I was waiting for confirmation and if that is the case then yes.

Ms. Asbury stated that is the case; it is the alley where they are running it and not on the main road.

Ms. Castille asked who owns the alleys?

Mr. Asbury stated the district does. The right of way owned by the district is about 20 feet or so and the easement is just like any other utility easement.

On MOTION by Ms. Castille seconded by Mr. Russell with all in favor the easement agreement for the proposed Comcast project on Sweet Ridge Street was approved in substantial form and staff was authorized to execute an easement agreement on district property for installation of various Comcast utilities.

EIGHTH ORDER OF BUSINESS

Consideration of Form of FGT Encroachment Agreement for Future Crossings

Ms. Kilinski stated this is similar in nature to what I just described. You previously approved an encroachment agreement and saw the form of agreements for a specific crossing. It has come to our attention after we had some discussion with FGT that there will be a number of

encroachment agreements that are necessary as we move through development and once FGT approves the form with the individual property owner or construction contractor as the case may be for us, they won't have to run those back through their legal staff. So we don't have timing issues with board meetings and getting these encroachment agreements approved is have the board look at the form of encroachment agreement we have already negotiated with FGT for this first crossing and approve that in substantial form allowing staff to execute those encroachment agreements as we move through development of the project. We will bring them back for ratification but in the event we need them ahead of a board meeting we would be allowed to execute those with the chairman and district staff.

On MOTION by Mr. Asbury seconded by Ms. Castille with all in favor the form of the FGT encroachment agreement for future crossings was approved in substantial form and the chair and district staff were authorized to execute the agreements.

NINTH ORDER OF BUSINESS

Acceptance of Arbitrage Rebate Report

Mr. Mossing stated the arbitrage rebate report was enclosed in your agenda package. As part of our bond issuance the district needs to have a rebate calculation performed to confirm that the district isn't earning more interest on its bond moneys than what it is paying. We are paying approximately 6% for our bonds and we are earning about 2%. There was a very large negative arbitrage requirement on all of our district accounts. We need to have this calculation done annually in case there was any chance we would earn more than we are paying.

Ms. Castille stated when I was in state government the Division of Bond Finance was continually looking at the cost of bonds and refinancing the bonds. Is that something we are able to do?

Mr. Mossing stated when the district issued these bonds there is generally a ten-year call protection built into them so that they are not eligible for refunding for ten years. The bond market right now is really bad, the interest rates are so low that they are having trouble selling bonds. I think there is only one bondholder for the Canopy bonds and there is a chance at some point in the future that there would be an opportunity to do that earlier with bondholder consent, but the way it is structured it won't be eligible for ten years.

On MOTION by Ms. Castille seconded by Mr. Russell with all in favor the arbitration rebate calculation report was accepted.

TENTH ORDER OF BUSINESS

Acceptance of Annual Audit Report for Fiscal Year 2019

Mr. Mossing stated the audit report was enclosed in your agenda package. Everything is in good shape for the district from the auditor’s perspective and it is a clean opinion.

On MOTION by Ms. Castille seconded by Mr. Russell with all in favor the fiscal year 2019 audit report was accepted.

ELEVENTH ORDER OF BUSINESS

Consideration of Escrow Agreement between the District and Ox Bottom Mortgage Holdings and Capital City Bank

Ms. Kilinski stated I received a call from Capital City Bank who is providing the loan to the developer for construction of Welaunee Boulevard. As you will recall when the district issued bonds we did not issue bonds for the purpose of Welaunee Boulevard recognizing that it would be a reimbursable expense and there was an interlocal agreement and it could have been constructed by the developer or the district at the developer’s option. The district is undertaking construction of this project and the only way the district has funds to perform that work is through the construction funding agreement you previously approved and has been executed by the developer. The developer is getting a loan from Capital City Bank and recognizing that the district is a unit of government they really can’t be at least from the district’s perspective a security for that loan. They would be in second or third position behind assessment and O&M assessments. The only security for that loan is this escrow agreement. I have provided that to you under separate cover and it is fairly straightforward and envisions that the district along with the developer and Capital City Bank would each be parties to the escrow agreement and I have listed the attorney for Capital City Bank as the escrow agent. Once the district receives reimbursement for construction of Welaunee Boulevard pursuant to the interlocal the money would be put in an escrow account and then ultimately released to Capital City Bank once they are notified the money is sitting in that account. It never changed hands to the developer, the district would still be in receipt of those funds, but it would be placed in escrow and immediately remitted to Capital City Bank up to the amount of the loan. It is important to note that we added provisions in the escrow agreement that says the district can’t guarantee it will be reimbursed, we don’t control what the city is ultimately

going to do, but it doesn't additionally obligate the district to repay the loan. The loan agreement is solely between Ox Bottom Mortgage Holdings and Capital City Bank. This is a provision to allow for that loan to happen. I am very comfortable with it; it has also been signed off by developer's counsel as well as Capital City Bank.

On MOTION by Mr. Patterson seconded by Ms. Castille with all in favor the escrow agreement between the district and Ox Bottom Mortgage Holdings and Capital City Bank was approved in substantial form.

ELEVENTH ORDER OF BUSINESS

Staff Reports

A. Attorney

There being none, the next item followed.

B. Engineer

Mr. Asbury asked when do you anticipate seeing a permit on Unit 5 and Welaunee Boulevard?

Mr. Stackhouse stated they have verbally signed off on everything.

Mr. Asbury asked you think you will see it this week?

Mr. Stackhouse responded yes.

C. Manager

i. Approval of Check Register Summary and Requisition Summary

On MOTION by Mr. Patterson seconded by Ms. Castille with all in favor the check run summary and requisition summary were approved.

ii. Balance Sheet and Income Statement

A copy of the balance sheet and income statement were included in the agenda package.

iii. Ratification of FY20 Funding Request #3

On MOTION by Ms. Castille seconded by Mr. Russell with all in favor FY20 funding request no. 3 was ratified.

iv. Approval of FY20 Funding Request #4

On MOTION by Mr. Patterson seconded by Ms. Castille with all in favor FY20 funding request no. 4 was approved.

TWELFTH ORDER OF BUSINESS Other Business

There being none, the next item followed.

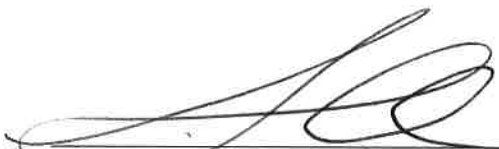
THIRTEENTH ORDER OF BUSINESS Supervisors Requests

There being none,

On MOTION by Mr. Patterson seconded by Ms. Castille with all in favor the meeting adjourned at 12:18 p.m.



Secretary/Assistant Secretary



Chairman/Vice Chairman