

RYALS CREEK

COMMUNITY DEVELOPMENT DISTRICT

October 5, 2021

BOARD OF SUPERVISORS REGULAR MEETING AGENDA

Ryals Creek 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

September 28, 2021

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| <p><u>ATTENDEES:</u> Please identify yourself each time you speak to facilitate accurate transcription of meeting minutes.</p> |
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Board of Supervisors
Ryals Creek Community Development District

Dear Board Members:

The Board of Supervisors of the Ryals Creek Community Development District will hold a Regular Meeting on October 5, 2021 at 9:30 a.m., at the office of England-Thims & Miller, Inc., located at 14775 Old St. Augustine Road, Jacksonville, Florida 32258. The agenda is as follows:

1. Call to Order/Roll Call
2. Public Comments
3. Presentation/Consideration of Engineer's Report/Memo
4. Presentation/Consideration of Operations and Maintenance Special Assessment Methodology Report
5. Consideration of Resolution 2022-01, Declaring Special Assessments to Fund the Adopted Budgets Pursuant to Chapters 170, 190, and 197, Florida Statutes; Setting Public Hearings; Addressing Publication; Addressing Severability; and Providing an Effective Date
6. Consideration of Resolution 2022-02, Relating to the Amendment of the Annual Budget for the Fiscal Year Beginning October 1, 2021, and Ending September 30, 2022
7. Discussion: Construction Draws *(for informational purposes)*
 - Flow of Construction Funds
 - ICI Construction Draw Timing
8. Consideration of Boundary Amendment Funding Agreement Between Ryals Creek Community Development District and Sawmill Timber, LLC (Fuqua Property)
9. Update: Construction Account Activity
10. Acceptance of Unaudited Financial Statements as of August 31, 2021
11. Approval of August 31, 2021 Public Hearing and Regular Meeting Minutes

12. Staff Reports

- A. District Counsel: *Hopping Green & Sams, P.A.*
- B. District Engineer: *England, Thims & Miller, Inc.*
- C. District Manager: *Wrathell, Hunt and Associates, LLC*
 - NEXT MEETING DATE: November 2, 2021 at 9:30 AM

○ QUORUM CHECK

| | | | |
|---------------------|------------------------------------|--------------------------------|-----------------------------|
| J MALCOM JONES, III | <input type="checkbox"/> IN PERSON | <input type="checkbox"/> PHONE | <input type="checkbox"/> NO |
| RILEY SKINNER | <input type="checkbox"/> IN PERSON | <input type="checkbox"/> PHONE | <input type="checkbox"/> NO |
| CHIP SKINNER | <input type="checkbox"/> IN PERSON | <input type="checkbox"/> PHONE | <input type="checkbox"/> NO |
| DAVIS SKINNER | <input type="checkbox"/> IN PERSON | <input type="checkbox"/> PHONE | <input type="checkbox"/> NO |
| CHRIS EYRICK | <input type="checkbox"/> IN PERSON | <input type="checkbox"/> PHONE | <input type="checkbox"/> NO |

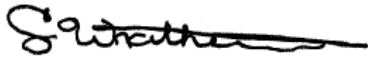
13. Board Members' Comments/Requests

14. Public Comments

15. Adjournment

I look forward to seeing all of you at the upcoming meeting. In the meantime, 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 MEMBERS AND STAFF TO ATTEND BY TELEPHONE

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

PARTICIPANT PASSCODE: 413 553 5047

RYALS CREEK

COMMUNITY DEVELOPMENT DISTRICT

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TO: Craig Wrathell
FROM: Jason Hall
RE: Ryals Creek Assessment Calculation
JOB: Southeast Quadrant, Ryals Creek CDD
DATE: September 28, 2021

To assist the board with determining the appropriate measurement to assess the required property maintenance cost we provide the following summary:

Due to the flexibility of the development:

- a. Entitled for 4,600 residential units
- b. 3.5 million square feet of commercial (mixed-use including multi-family, retail office, etc.)

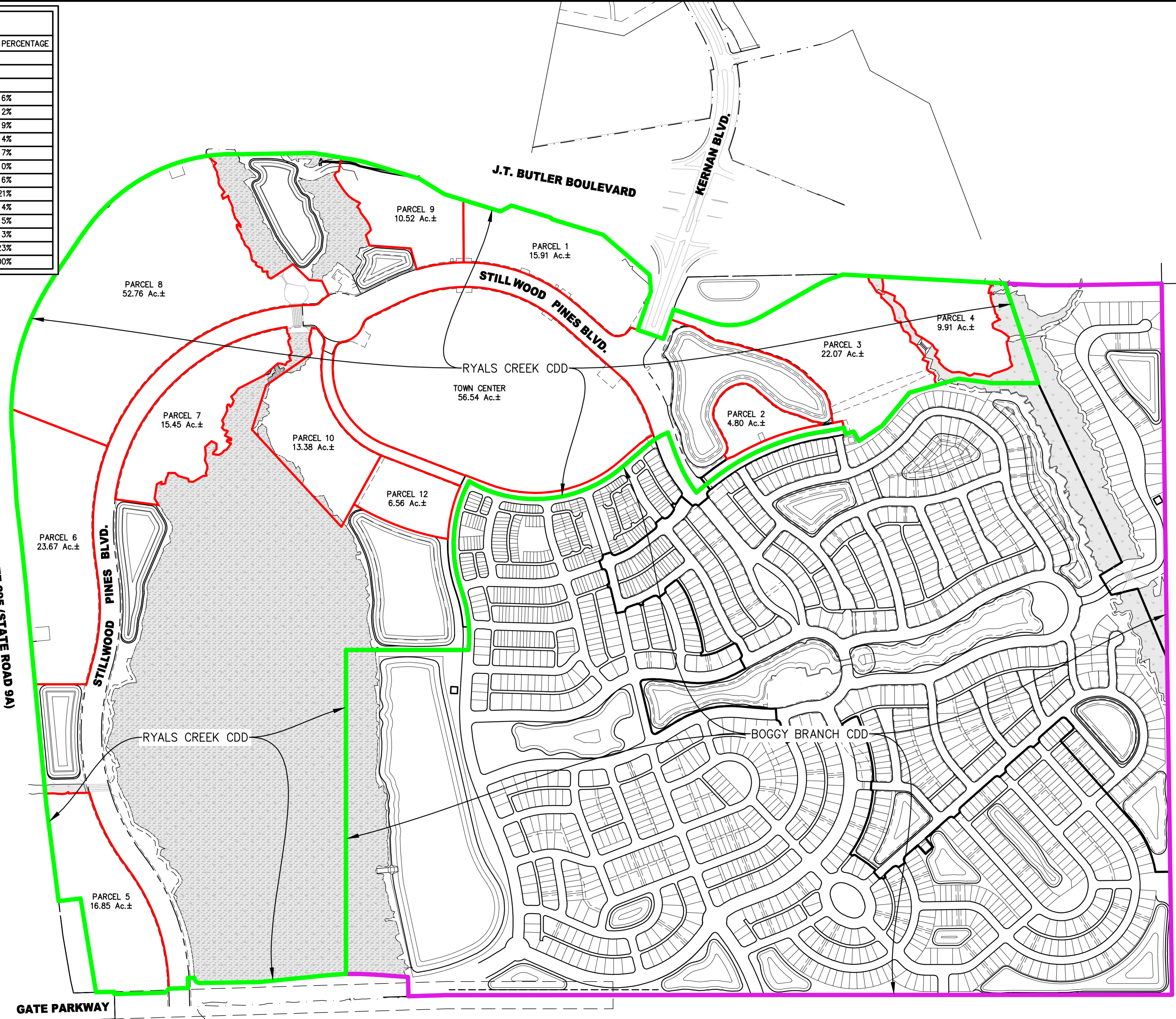
We have determined that the appropriate measurement would be based on net developable land within the district boundary. Net developable land is land area that would be utilized for development and excluding the following:

1. Right of Way Land – land area that is dedicated to the City of Jacksonville encompassing Stillwood Pines Boulevard and Kernan Boulevard.
2. Stormwater Retention Area – land area for stormwater ponds that serve the overall district.
3. Wetlands – land areas that have been designated by the reviewing agencies as preserved and undevelopable.
4. Common Area – remaining land area that is owned by the district that could include parks, open space, amenity areas, etc.

The current district boundary is 494.82 acres. The total right of way, stormwater retention areas, wetlands and common area is 246.40 acres. This leaves a total net developable area of 248.42 acres. We have gone through the current development map and identified potential parcels and size to determine the pro rata share for expenses. These parcels percentages are based on the land area to the total net developable area. At this time, we have identified a total of 13 parcels, divided into two Phases, but these parcels could adjust throughout the development process and the pro rata cost will adjust and can be reassessed as the parcel boundaries change. We have included an exhibit that identifies the proposed parcels and the calculated pro rata percentage each parcel is to the net developable area.

Phase I is comprised of Parcels 1, 2, 3, 4, 9, 10, 12, & Town Center for a total of 139.69 Ac. However, net developable acreage can change year to year as a result of actual development and Phase 1 O & M acreage will also expand as development occurs over the years in the Ryals Creek CDD.

| PARCEL SUMMARY | | |
|---------------------------|-------------|--------------------|
| | AREA | PRORATA PERCENTAGE |
| RYALS CREEK CDD BOUNDARY | 494.82 Ac.± | |
| RIGHT OF WAY AND WETLANDS | 246.40 Ac.± | |
| PARCEL 1 | 15.91 Ac.± | 6% |
| PARCEL 2 | 4.80 Ac.± | 2% |
| PARCEL 3 | 22.07 Ac.± | 9% |
| PARCEL 4 | 9.91 Ac.± | 4% |
| PARCEL 5 | 16.85 Ac.± | 7% |
| PARCEL 6 | 23.67 Ac.± | 10% |
| PARCEL 7 | 15.45 Ac.± | 6% |
| PARCEL 8 | 52.76 Ac.± | 21% |
| PARCEL 9 | 10.52 Ac.± | 4% |
| PARCEL 10 | 13.38 Ac.± | 5% |
| PARCEL 12 | 6.56 Ac.± | 3% |
| TOWN CENTER | 56.54 Ac.± | 23% |
| TOTAL DEVELOPABLE AREA | 248.42 Ac.± | 100% |



| | | |
|--|--|--|
| DEVELOPABLE LAND EXHIBIT STILLWOOD PINES BLVD. PHASE 2 FOR SAWMILL TIMBER, LLC. | REVISIONS: ETM NO. 19-115-02-004 DRAWN BY: DESIGNED BY: CHECKED BY: DATE: Issue Date | PLANS PREPARED UNDER THE DIRECTION OF: |
| | Englund, Thins & Miller, Inc. 10000 Highway 90 Jacksonville, FL 32258 TEL: (904) 642-8890 FAX: (904) 646-9485 REG. #2584 LC 0000316 | PLOTTED: September 10, 2021 - 8:00 AM. BY: Al Dreher |
| DRAWING NUMBER 1 | | |

RYALS CREEK

COMMUNITY DEVELOPMENT DISTRICT

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RYALS CREEK COMMUNITY DEVELOPMENT DISTRICT

Operations and Maintenance Special Assessment
Methodology Report

September 30, 2021



Provided by:

Wrathell, Hunt and Associates, LLC

2300 Glades Road, Suite 410W

Boca Raton, FL 33431

Phone: 561-571-0010

Fax: 561-571-0013

Website: www.whhassociates.com

1.0 Introduction

The Ryals Creek Community Development District (the “District”) currently encompasses approximately 417.68 +/- acres of land located within City of Jacksonville, Duval County, Florida and is currently in the process of amending its boundaries to include a parcel of land, which according to England-Thims & Miller, Inc. (the “District Engineer”) will increase the size of the District to a total of approximately 494.82 +/- acres. The District, along with the immediately adjacent Boggy Branch Community Development District (the “Boggy Branch CDD”), which contains an area of approximately 557 +/- acres, comprise the SEQ PUD. The District is generally located at the southeastern corner of the intersection of Interstate 295 and J. Turner Butler Boulevard and is projected to be developed as a master planned mixed-use community.

This Operation and Maintenance Special Assessment Methodology Report (the “Report”) was developed to provide a methodology for apportioning special assessments which will defray the annual costs of operating the District. The District presently accounts for the annual costs of funding of its professional and administrative services (the “Professional & Administration”) and field operations and maintenance (the “Field Operations”) in its General Fund (the “General Fund”).

2.0 Development Program for the District

According to a memorandum prepared by the District Engineer and dated September 28, 2021, the land contained within the expanded District is entitled to be developed with 4,600 residential units and 3.5 million square feet of commercial uses (mixed-use including multi-family, retail office, etc.). Due to potential for a great variety and variability in the development product mix within the District, the District Engineer recommended that a net developable land measured in acres, net developable acre, is utilized as a measurement of development and also that the same net developable acre measure be used as the basis for the apportionment of costs of the Professional & Administration and Field Operations services among properties within the District.

3.0 General Fund Operation and Maintenance Benefit Allocation and Assessment Apportionment

The establishment and continued existence of the District allow for the planning, funding, installation, operation and maintenance of public infrastructure improvements, which made the land in the District developable. Consequently, all activities of the District that support the continued existence of the District as a governmental entity, activities which are described in the District’s annual budgets under the heading of

Professional & Administration, provide a special and peculiar benefit to the landowners within the District, as these benefits would not be possible without the initial establishment and continued existence of the District. Similarly, all activities of the District that support the operating and maintenance of District's public infrastructure improvements, activities which are described in the District's annual budgets under the heading of Field Operations, provide a special and peculiar benefit to the landowners within the District, as these benefits would also not be possible without the initial establishment and continued existence of the District.

The existence of the District and its continued services, therefore, have a logical connection to the special and peculiar benefits received by landowners within the Districts. Further, once the improvements are constructed, their continued operation and maintenance is in the interest of the landowners of the Districts, for whose special benefit such improvements were constructed and are operated and maintained, as the proper operation and maintenance of improvements within the District enhances the value of the land within the District and provides other special benefits to the landowners. The existence of the District and its continued operation and maintenance services, therefore, have a logical connection to the special and peculiar benefits received by landowners within the District.

As the property owners within the District benefit from the continued existence of the District, it is proposed that the annual General Fund budget of the District be funded by the properties within the District through the levy of special assessments. Following the recommendation of the District Engineer, this report proposes that net developable area measured in acres (defined as area used for development and excluding Stillwood Pines Boulevard and Kernan Boulevard road right-of-ways dedicated to the City of Jacksonville, stormwater ponds that serve the entire District, land areas that have been designated by reviewing agencies as wetlands and preserves, and various common areas, such as used for parks, open space, amenity areas, etc.) be used as a common measure for the purpose of assigning both the benefit of and the responsibility for payment of special assessments which would fund the provision of the services funded in the General Fund.

According to the District Engineer, based on the most current development plan for the expanded District, the net developable area encompasses approximately 248.42 +/- acres within a total of 13 parcels. At present time, this 248.42 acres represents the total developable acreage, or net developable acreage, within the District. Nevertheless, as the development of land within the District is projected to occur in two (2) phases and at present time development is proceeding in Phase I only, the eight (8) parcels that comprise Phase I and benefit from services funded in the Field

Operations section of the General Fund are the only parcels proposed to be assessed for the cost of Field Operations services on an equal per net developable acre basis, while all 13 parcels in the District benefit from services funded in the Professional & Administration section of the General Fund are proposed to be assessed for the cost of Professional & Administration services on an equal per net developable acre basis. According to the District Engineer, the eight (8) parcels that comprise Phase I encompasses a total net developable area of approximately 139.69 +/- acres

An additional matter to consider as part of this Report is that the District and Boggy Branch CDD entered into an interlocal agreement on December 23, 2020 (the "Interlocal Agreement"), which stipulates that both the District and Boggy Branch CDD will share certain costs, including but not limited to sharing the costs of operations and maintenance of certain facilities that are common to both the District and Boggy Branch CDD. The Interlocal Agreement stipulates that of the costs of Field Operations which are shared between the District and Boggy Branch CDD (the "Shared Field Operations") in accordance with the Interlocal Agreement, which costs are accounted for in the General Fund of the District and funded by the District, the share attributable to the District totals 77.3527% and the share attributable to Boggy Branch CDD is 22.6473%. Consequently, for every one (1) dollar budgeted to be expended by the District in funding the costs of the Shared Field Operations, Boggy Branch CDD will provide the District with 22.6473 cents. As the District may in the future fund certain Field Operations services which may benefit solely properties within the District and thus not be subject to cost sharing under the Interlocal Agreement (the "Non-Shared Field Operations"), the costs of such Non-Shared Field Operations would be funded solely by the District.

In accordance with the proposed method of apportioning special assessments which will defray the costs of District expenses funded in the General Fund as proposed in the proceeding paragraphs, Table 1 in the *Appendix* illustrates the calculation of assessments based on the costs contained in the District's Adopted Fiscal Year 2022 Budget, while Table 2 presents the assessment roll based on net developable acreage information provided by the District Engineer. Please note that all calculations assume that the boundaries of the District are expanded to a total of approximately 494.82 +/- acres.

Please note that in the future, as development occurs, the net developable area may change and/or the parcels that benefit from Field Operations services may increase in number, all of which will necessitate a recalculation of the per net developable acre assessments.

4.0 Appendix

Table 1

Ryals Creek
Community Development District

Operations and Maintenance Special Assessment Calculations

| Cost Category | Costs Amount | Number of Net Developable Acres | Assessment per Net Developable Acre |
|--|---------------------|---------------------------------------|--|
| Professional & Administration | \$92,201.00 | 248.42 | \$371.15 |
| Non-Shared Field Operations | \$0.00 | 139.69 | \$0.00 |
| Shared Field Operations - Ryals Creek CDD Share (22.6473%) | \$16,830.57 | | |
| Shared Field Operations - District Share (77.3527%) | \$57,485.43 | 139.69 | \$411.52 |
| Total | \$166,517.00 | | \$782.67 |

Phase I Assessment per Net Developable Acre \$782.67
 Phase II Assessment per Net Developable Acre \$371.15

Note: Please note that all costs illustrated herein are based on the costs contained in the District's Adopted Fiscal Year 2022 Budget

Table 2

Ryals Creek
Community Development District

Assessment Roll

| Parcel Number | Number of Net Developable Acres | Assessment per Net Developable Acre | Total Assessment |
|---------------|---------------------------------------|--|---------------------|
| Parcel 1 | 15.91 | \$782.67 | \$12,452.28 |
| Parcel 2 | 4.8 | \$782.67 | \$3,756.82 |
| Parcel 3 | 22.07 | \$782.67 | \$17,273.53 |
| Parcel 4 | 9.91 | \$782.67 | \$7,756.26 |
| Parcel 5 | 16.85 | \$371.15 | \$6,253.88 |
| Parcel 6 | 23.67 | \$371.15 | \$8,785.12 |
| Parcel 7 | 15.45 | \$371.15 | \$5,734.27 |
| Parcel 8 | 52.76 | \$371.15 | \$19,581.87 |
| Parcel 9 | 10.52 | \$782.67 | \$8,233.69 |
| Parcel 10 | 13.38 | \$782.67 | \$10,472.12 |
| Parcel 12 | 6.56 | \$782.67 | \$5,134.32 |
| Town Center | 56.54 | \$782.67 | \$44,252.16 |
| Total | 248.42 | | \$149,686.32 |

Note: Please note that all costs illustrated herein are based on the costs contained in the District's Adopted Fiscal Year 2022 Budget

RYALS CREEK

COMMUNITY DEVELOPMENT DISTRICT

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RESOLUTION 2022-01

A RESOLUTION OF THE BOARD OF SUPERVISORS OF THE RYALS CREEK COMMUNITY DEVELOPMENT DISTRICT DECLARING SPECIAL ASSESSMENTS TO FUND THE ADOPTED BUDGETS PURSUANT TO CHAPTERS 170, 190, AND 197, FLORIDA STATUTES; SETTING PUBLIC HEARINGS; ADDRESSING PUBLICATION; ADDRESSING SEVERABILITY; AND PROVIDING AN EFFECTIVE DATE.

WHEREAS, pursuant Chapter 190, Florida Statutes, the Board of Supervisors ("**Board**") of the Ryals Creek Community Development District ("**District**") has approve budgets ("**Budget**") for the fiscal year beginning October 1, 2021 and ending September 30, 2022 ("**Fiscal Year**"); and

WHEREAS, it is in the best interest of the District to fund in part or in whole the administrative and operations services (together, "**Services**") set forth in the Budget, a current copy of which is attached as **Exhibit A**, by levy of special assessments pursuant to Chapters 170, 190 and 197, Florida Statutes ("**Assessments**");

WHEREAS, the District has prepared the Operation and Maintenance Special Assessment Methodology Report dated September 29, 2021 attached hereto as **Exhibit B** (the "**Assessment Report**") to allocate the benefit and assessments related to the District's improvements to the properties within its boundaries; and

WHEREAS, the District hereby determines that benefits would accrue to the properties within the District, as outlined within the current Fiscal Year Budget and Assessment Report, in an amount equal to or in excess of the Assessments, and that such Assessments would be fairly and reasonably allocated as set forth in the Assessment Report; and

WHEREAS, the Board has considered the proposed Assessments, and desires to set the required public hearings thereon;

NOW, THEREFORE, BE IT RESOLVED BY THE BOARD OF SUPERVISORS OF THE RYALS CREEK COMMUNITY DEVELOPMENT DISTRICT:

1. DECLARING ASSESSMENTS. Pursuant to Chapters 170, 190, and 197, Florida Statutes, the Assessments shall defray the cost of the Services in total or in part of the total estimated amounts set forth in each year's Proposed Budget. The nature of, and plans and specifications for, the Services to be funded by the Assessments are described in the Proposed Budget and Assessment Report and in the reports (if any) of the District Engineer, all of which are on file and available for public inspection at the "**District's Office**," c/o Wrathell, Hunt and Associates, LLC, located at 2300 Glades Road #410w, Boca Raton, Florida 33431. The Assessments shall be levied within the District on all benefitted lots and lands, and shall be apportioned, all as described in each year's Proposed Budget and the Assessment Report. The preliminary assessment roll is also on file and available for public inspection at the District's Office. The Assessments shall be allocated in accordance with the Assessment Report and the

Fiscal Year Budget and shall be paid in one more installments pursuant to a bill issued by the District in November of 2021, and subsequent years following adoption of the annual budget and Assessments and pursuant to Chapter 170, Florida Statutes, or, alternatively, pursuant to the *Uniform Method* as set forth in Chapter 197, Florida Statutes.

2. SETTING PUBLIC HEARINGS. Pursuant to Chapters 170, 190, and 197, Florida Statutes, public hearings on the Assessments are hereby declared and set for _____, 2022 at _____, at the following location:

LOCATION: _____

3. PUBLICATION OF NOTICE. The District shall cause this Resolution to be published once a week for a period of two weeks in a newspaper of general circulation published in Duval County. Additionally, notice of the public hearings shall be published in the manner prescribed in Florida law.

4. CONFLICTS; SEVERABILITY. The invalidity or unenforceability of any one or more provisions of this Resolution shall not affect the validity or enforceability of the remaining portions of this Resolution, or any part thereof.

5. EFFECTIVE DATE. This Resolution shall take effect immediately upon adoption.

PASSED AND ADOPTED THIS 5th DAY OF OCTOBER, 2021.

ATTEST:

**RYALS CREEK COMMUNITY
DEVELOPMENT DISTRICT**

Secretary

By: _____
Its: _____

RYALS CREEK

COMMUNITY DEVELOPMENT DISTRICT

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RESOLUTION 2022-02

**A RESOLUTION OF THE BOARD OF SUPERVISORS OF THE
RYALS CREEK COMMUNITY DEVELOPMENT DISTRICT
RELATING TO THE AMENDMENT OF THE ANNUAL BUDGET
FOR THE FISCAL YEAR BEGINNING OCTOBER 1, 2021, AND
ENDING SEPTEMBER 30, 2022**

WHEREAS, on August 31, 2021, pursuant to Resolution 2018-06, the Board of Supervisors (hereinafter referred to as the "Board") of the Ryals Creek Community Development District (hereinafter referred to as the "District"), adopted a Budget for Fiscal Year 2021/2022; and

WHEREAS, the Board desires to amend the previously adopted Fiscal Year 2021/2022 budget.

**NOW, THEREFORE, BE IT RESOLVED BY THE BOARD OF
SUPERVISORS OF THE RYALS CREEK COMMUNITY DEVELOPMENT
DISTRICT:**

Section 1. The Fiscal Year 2021/2022 Budget is hereby amended in accordance with Exhibit "A" attached hereto; and

Section 2. This resolution shall become effective immediately upon its adoption, and be reflected in the monthly and Fiscal Year End September 30, 2022 Financial Statements and Audit Report of the District.

PASSED AND ADOPTED this 5th day of October, 2021.

Secretary/Assistant Secretary

Chair/Vice Chair, Board of Supervisors

EXHIBIT "A"

**RYALS CREEK
COMMUNITY DEVELOPMENT DISTRICT
AMENDED BUDGET
FISCAL YEAR 2022**

**RYALS CREEK
COMMUNITY DEVELOPMENT DISTRICT
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**RYALS CREEK
COMMUNITY DEVELOPMENT DISTRICT
GENERAL FUND BUDGET
FISCAL YEAR 2022**

| | Fiscal Year 2021 | | | Total Actual & Projected | Amended Budget FY 2022 |
|--|------------------|--------------------------------|-----------------------------------|--------------------------------|------------------------------|
| | Adopted | Actual through 3/31/2021 | Projected Through 9/30/2021 | | |
| REVENUES | | | | | |
| Landowner contributions | \$ 143,951 | \$ 14,539 | \$ 80,617 | \$ 95,156 | \$ 149,686 |
| Interlocal - Boggy Branch CDD | - | - | - | - | 16,831 |
| Total revenues | <u>143,951</u> | <u>14,539</u> | <u>80,617</u> | <u>95,156</u> | <u>166,517</u> |
| EXPENDITURES | | | | | |
| Professional & administration | | | | | |
| Supervisors | 7,000 | 1,800 | 4,000 | 5,800 | 7,000 |
| FICA | 536 | 138 | 306 | 444 | 536 |
| District engineer | 35,000 | 3,924 | 6,076 | 10,000 | 10,000 |
| District counsel | 35,000 | 9,141 | 15,859 | 25,000 | 25,000 |
| District management | 40,000 | 10,000 | 30,000 | 40,000 | 36,000 |
| Note/bond accounting | 5,000 | - | - | - | - |
| Printing & binding | 500 | 250 | 250 | 500 | 500 |
| Legal advertising | 2,000 | 383 | 1,000 | 1,383 | 1,500 |
| Postage | 500 | 18 | 482 | 500 | 500 |
| Dissemination agent ¹ | 1,000 | - | - | - | - |
| Trustee ¹ | 5,500 | - | - | - | - |
| Arbitrage rebate calculation ¹ | 750 | - | - | - | - |
| Audit | 3,575 | - | 3,575 | 3,575 | 3,575 |
| Insurance - GL, POL | 5,500 | 5,000 | - | 5,000 | 5,500 |
| Miscellaneous- bank charges | 500 | 63 | 437 | 500 | 500 |
| Website | | | | | |
| Hosting & development | 705 | 705 | - | 705 | 705 |
| ADA compliance | 210 | 210 | - | 210 | 210 |
| Annual district filing fee | 175 | 175 | - | 175 | 175 |
| Office supplies | 500 | - | 500 | 500 | 500 |
| Total professional & admin expenditures | <u>143,951</u> | <u>31,807</u> | <u>62,485</u> | <u>94,292</u> | <u>92,201</u> |
| Field operations - Ryals only | | | | | |
| General maintenance | - | - | - | - | - |
| Total field operations | <u>-</u> | <u>-</u> | <u>-</u> | <u>-</u> | <u>-</u> |
| Field operations - Shared² | | | | | |
| Field management | - | - | - | - | 2,000 |
| Stormwater management | | | | | |
| Street lights | - | - | - | - | 5,334 |
| Effluent supply | - | - | - | - | 18,782 |
| Landscape | | | | | |
| Maintenance contract | - | - | - | - | 39,200 |
| Plant replacement | - | - | - | - | 2,500 |
| Irrigation repairs | - | - | - | - | 1,500 |
| Roadway maintenance | - | - | - | - | 5,000 |
| Total field operations | <u>-</u> | <u>-</u> | <u>-</u> | <u>-</u> | <u>74,316</u> |
| Total expenditures | <u>143,951</u> | <u>31,807</u> | <u>62,485</u> | <u>94,292</u> | <u>166,517</u> |
| Excess/(deficiency) of revenues over/(under) expenditures | - | (17,268) | 18,132 | 864 | - |
| Fund balances - beginning | 17,531 | (864) | (18,132) | (864) | - |
| Fund Balances - ending | <u>\$ 17,531</u> | <u>\$ (18,132)</u> | <u>\$ -</u> | <u>\$ -</u> | <u>\$ -</u> |

¹These expenditures will be incurred subsequent to the issuance of bonds.

²These costs are shared pursuant to an interlocal agreement between Boggy Branch CDD and Ryals Creek CDD at 22.6473 and 77.3527% respectively.

**RYALS CREEK
COMMUNITY DEVELOPMENT DISTRICT
COSTS/ASSESSMENTS PER UNIT
FISCAL YEAR 2022**

Derivation of Contribution per Unit (Developable Acre)

| Expenditure Category | <u>Amount</u> | <u># of Units (Developable Acres)</u> | <u>Contribution Amt per Unit (Developable Acre)</u> | |
|--|-------------------|---|---|---------------------------|
| Professional & administration | \$ 92,201 | 248.42 | \$ 371.15 | Future phase(s) cost/acre |
| Field operations - Ryals only | - | 139.69 | - | |
| Field operations - Shared (Ryals' Portion) | <u>57,485</u> | 139.69 | <u>411.52</u> | |
| | 149,686 | | \$ 782.67 | Phase 1 cost/acre |
| Field operations - Shared (Boggy's' Portion) | <u>16,831</u> | | | |
| Total Expenditures | <u>\$ 166,517</u> | | | |

**RYALS CREEK
COMMUNITY DEVELOPMENT DISTRICT
DEFINITIONS OF GENERAL FUND EXPENDITURES**

EXPENDITURES

Professional & administration

| | |
|--|----------|
| Supervisors | \$ 7,000 |
| Statutorily set at \$200 per Supervisor for each meeting of the Board of Supervisors not to exceed \$4,800 for each fiscal year. | |
| FICA | 536 |
| As per federal law, this expenditure is currently 7.65% of gross wages. | |
| District engineer | 10,000 |
| The District engineer will provide engineering, consulting and construction services to the District while crafting solutions with sustainability for the long-term interests of the community while recognizing the needs of government, the environment and maintenance of the District's facilities. | |
| District counsel | 25,000 |
| General counsel and legal representation, which includes issues relating to public finance, public bidding, rulemaking, open meetings, public records, real property dedications, conveyances and contracts. | |
| District management | 36,000 |
| Wrathell, Hunt and Associates, LLC specializes in managing special districts in the State of Florida by combining the knowledge, skills and experience of a team of professionals to ensure compliance with all governmental requirements of the District, develops financing programs, administers the issuance of tax exempt bond financings and operates and maintains the assets of the District. | |
| Printing & binding | 500 |
| Letterhead, envelopes, copies, agenda packages, etc. | |
| Legal advertising | 1,500 |
| The District advertises for monthly meetings, special meetings, public hearings, public bids, etc. After bonds are issued, many of the required public hearings will be completed. | |
| Postage | 500 |
| Mailing of agenda packages, overnight deliveries, correspondence, etc. | |
| Audit | 3,575 |
| The District is required to undertake an independent examination of its books, records and accounting procedures each year. This audit is conducted pursuant to Florida State Law and the Rules of the Auditor General. | |
| Insurance - GL, POL | 5,500 |
| The District carries general liability and public officials liability insurance. The limit of liability is set at \$1,000,000 for general liability and \$1,000,000 for public officials liability. | |
| Miscellaneous- bank charges | 500 |
| Bank charges and other miscellaneous expenses incurred during the year. | |
| Website | |
| Hosting & development | 705 |
| ADA compliance | 210 |
| Annual district filing fee | 175 |
| Annual fee paid to the Florida Department of Economic Opportunity. | |
| Office supplies | 500 |
| Bank charges, automated AP and other charges. | |
| Total professional & admin expenditures | 92,201 |

Field operations - Ryals only

| | |
|------------------------|---|
| General maintenance | - |
| Total field operations | - |

**RYALS CREEK
COMMUNITY DEVELOPMENT DISTRICT
DEFINITIONS OF GENERAL FUND EXPENDITURES**

Field operations - Shared²

| | |
|--|--------------------------|
| Field management | 2,000 |
| Part-time management firm managing District common elements. | |
| Stormwater management | |
| Street lights | 5,334 |
| Twice monthly visits 15.24 acres of pond. | |
| Effluent supply | 18,782 |
| Assumes \$5,600 linear feet and 20' wide ROW. 26 watering weeks a year at 3/4" water each water week at \$1 per 1,000 gallons. | |
| Landscape | |
| Maintenance contract | 39,200 |
| All inclusive; fertilizer/chemical, irrigation checks, mulch/tree trim once etc. assumes \$5,600 linear feet and 20' wide ROW at .35¢ per square ft. | |
| Plant replacement | 2,500 |
| Irrigation repairs | 1,500 |
| Roadway maintenance | 5,000 |
| anticipates periodic street sweeping and once a year pressure washing of \$5,600 linear feet of sidewalk. | |
| Total field operations | <u>74,316</u> |
| Total expenditures | <u><u>\$ 166,517</u></u> |

RYALS CREEK

COMMUNITY DEVELOPMENT DISTRICT

7

From: Craig Wrathell
Sent: Tuesday, September 07, 2021 2:50 PM
To: Alex Jacobs
Cc: Jason Crews; 'Katie Buchanan'; Hugh Mathews; 'A. Chester Skinner'; Scott Wild; Jason Hall; Kristen Suit; Stephanie Schackmann; Craig Wrathell
Subject: RE: Ryals Creek CDD
Attachments: Ryals Creek CDD Balances.pdf; Ryals Creek CDD - Construction Draw #1; RE: Ryals Creek CDD Reimbursement

Good afternoon everyone

Here is a summary of the flow of construction funds as we discussed at the August 31st Ryals Creek CDD Board meeting:

1. Per the attached Ryals Creek CDD Balances spreadsheet, there are three sources of funds for construction:
 - **\$1,932,779.82 per the Interlocal Agreement** between the Ryals Creek and Boggy Branch CDDs. These funds have been fully depleted and therefore, no more requisitions will be processed out of this pot of funds.
 - **\$5,600,220 Construction Draw Fund** to be funded by ICI Homes. This is the fund that all requisitions will be paid out of until fully depleted.
 - **\$6,467,000 Construction Fund** received from ICI Homes at closing. The unexpended balance of these funds will only be utilized once the \$5,600,220 Construction Draw Fund is fully depleted.
2. At the August 31st, Ryals Creek CDD Board meeting, the Board directed District Management to submit the minimum initial funding draw of \$750,000 to provide initial funding to the **\$5,600,220 Construction Draw Fund**. Construction draw #1 for \$750,000 was submitted to ICI on August 31st. On Friday September 3rd, District Counsel advised that draw request #1 should be reduced from \$750,000 to \$390,533.92. A revised funding request for \$390,533.92 was send to ICI.
3. The District Engineer will prepare a reimbursement requisition for \$390,533.92 (previously paid Vallencourt requisition #35 in the amount of \$354,643.62 and Vallencourt requisition #32 in the amount of \$35,890.30) to be funded by draw request #1 out of the **\$5,600,220 Construction Draw Fund**. Once the \$390,533.92 is received from ICI, these funds will be 'reimbursed' to the **\$6,467,000 Construction Fund**. The current balance, as of August 20th, in the **\$6,467,000 Construction Fund** is \$1,640,068.22. Once the \$390,533.92 is received and allocated to the **\$6,467,000 Construction Fund**, then the balance will be \$2,030,602.14.

I am happy to discuss.

Thanks Craig

Craig Wrathell
President & Partner
Wrathell, Hunt & Associates, LLC
2300 Glades Road, Suite 410W
Boca Raton, Florida 33431
Toll-free: (877)276-0889
Phone: (561)571-0010
Fax: (561)571-0013
www.whhassociates.com

FRAUD ALERT ---- DUE TO INCREASED INCIDENTS OF WIRE FRAUD, IF YOU RECEIVE WIRE INSTRUCTIONS FROM OUR OFFICE DO NOT SEND A WIRE.



Wrathell, Hunt and Associates, LLC

From: Alex Jacobs
Sent: Tuesday, September 07, 2021 11:43 AM
To: Craig Wrathell <wraithellc@whhassociates.com>
Cc: Jason Crews <CrewsJ@etminc.com>; 'Katie Buchanan' <KatieB@hgslaw.com>; Hugh Mathews <MathewsH@etminc.com>; 'A. Chester Skinner' <chip@SkinnerRealty.com>; Scott Wild <WildS@etminc.com>; Jason Hall <HallJ@etminc.com>
Subject: RE: Ryals Creek CDD

Ok, that sounds good. Thank you.

Alex Jacobs

Executive Administrative Assistant to:
N. Hugh Mathews, P.E., President and CEO
England-Thims & Miller, Inc.
904.265.3117

From: Craig Wrathell <wraithellc@whhassociates.com>
Sent: Tuesday, September 7, 2021 11:25 AM
To: Alex Jacobs <JacobsA@etminc.com>
Cc: Jason Crews <CrewsJ@etminc.com>; Katie Buchanan <KatieB@hgslaw.com>; Hugh Mathews <MathewsH@etminc.com>; A. Chester Skinner <chip@SkinnerRealty.com>; Scott Wild <WildS@etminc.com>; Jason Hall <HallJ@etminc.com>
Subject: RE: Ryals Creek CDD

Hi Alex

Good morning. I am working on my write-up and plan to circulate to the group before the end of the day. I think the write-up will be pretty clear and straight forward. I will be happy to have a call to discuss.

Thanks Craig

Craig Wrathell
President & Partner
Wrathell, Hunt & Associates, LLC

2300 Glades Road, Suite 410W
Boca Raton, Florida 33431
Toll-free: (877)276-0889
Phone: (561)571-0010
Fax: (561)571-0013
www.whhassociates.com

FRAUD ALERT ---- DUE TO INCREASED INCIDENTS OF WIRE FRAUD, IF YOU RECEIVE WIRE INSTRUCTIONS FROM OUR OFFICE DO NOT SEND A WIRE.



Wrathell, Hunt and Associates, LLC

From: Alex Jacobs
Sent: Friday, September 03, 2021 11:28 AM
To: Craig Wrathell <wrathehc@whhassociates.com>
Cc: Jason Crews <CrewsJ@etminc.com>; Katie Buchanan <KatieB@hgslaw.com>; Hugh Mathews <MathewsH@etminc.com>; A. Chester Skinner <chip@SkinnerRealty.com>; Scott Wild <WildS@etminc.com>; Jason Hall <HallJ@etminc.com>
Subject: Re: Ryals Creek CDD

Craig,

Can we hop on a call next week to determine how ETM can help track this? Please let me know your availability.

On Sep 3, 2021, at 10:08 AM, A. Chester Skinner, III <chip@skinnerrealty.com> wrote:

Craig, I would like to receive minutes from our meeting this week within the next few days so we are all clear and it is documented how the flow of funds will work between the separate accounts and also how we will get reimbursed out of the \$5.6 million account for construction draws made from Vallencourt that were incorrectly funded out of the other account.

I went back through my notes from our previous meeting and it was clear how we expected the funding to occur but it did not make it into the minutes. This needs to be correctly documented so there is no confusion going forward. Thanks.

From: Katie Buchanan
Sent: Thursday, September 30, 2021 3:19 PM
To: Hugh Mathews <MathewsH@etminc.com>; Alex Jacobs <JacobsA@etminc.com>
Cc: Craig Wrathell <wraithellc@whhassociates.com>; Chip Skinner (Chip@skinnerrealty.com) <chip@skinnerrealty.com>; Jason Crews <CrewsJ@etminc.com>; Jason Hall <HallJ@etminc.com>; Stephanie Schackmann <schackmanns@whhassociates.com>
Subject: RE: Ryals Creek CDD Funding Request

This is what I think we should do:

1. Request reimbursement from the JV out of the original \$5.6 obligation for all prior direct purchases to replenish the original \$6.4M account. I think it would be more than \$1.27M. Combined with funding request 2, this puts us at close to \$1.7M coming back to Ryals Creek.
2. Fund pay apps from the \$6.4M account (which should have a higher balance after the reimbursement) to ensure the contractor is funded on time. The JV can't meet its 15 day funding obligation.
3. Request reimbursement from the \$5.6 obligation for all future Vallencourt and direct purchase amounts funded from the \$6.4M account.

With the JV's once a month funding schedule, using the \$6.4M account to route payments seems like the best solution to ensure the contractor is paid on time. So long as we keep reimbursing the \$6.4M account, we should spend the \$5.6 prior to the end of the contract.

What are y'all's thoughts on that? This isn't strictly how the documents are written, but this is the most logical approach that I think we can implement without having the parties consider amendments to the funding agreements.

From: Hugh Mathews <MathewsH@etminc.com>
Sent: Thursday, September 30, 2021 3:09 PM
To: Alex Jacobs <JacobsA@etminc.com>
Cc: Katie Buchanan <KatieB@hgslaw.com>; Craig Wrathell - Wrathell, Hunt & Associates, LLC (wraithellc@whhassociates.com) <wraithellc@whhassociates.com>; Chip Skinner (Chip@skinnerrealty.com) <chip@skinnerrealty.com>; Jason Crews <CrewsJ@etminc.com>; Jason Hall <HallJ@etminc.com>; Stephanie Schackmann <schackmanns@whhassociates.com>
Subject: Re: Ryals Creek CDD Funding Request

Notice: External

I'm hearing complaints that we are slow pay. What do we need to do to get this problem solved?

Regards,
N. Hugh Mathews, P.E.
President & CEO
England-Thims & Miller, Inc.
o. (904) 642-8990

c. (904) 613-4203
www.etminc.com

Sent from my iPad

On Sep 30, 2021, at 2:02 PM, Alex Jacobs <JacobsA@etminc.com> wrote:

Good afternoon,

I have attached my spreadsheet to address Katie's question below regarding pending funding requests. I have highlighted the requisitions that have not been paid yet according to the CDD. The 2nd page is strictly direct owner purchases. Please let me know if you have any questions for me.

Alex Jacobs

Executive Administrative Assistant to:
N. Hugh Mathews, P.E., President and CEO
England-Thims & Miller, Inc.
904.265.3117

From: Katie Buchanan <KatieB@hgslaw.com>

Sent: Thursday, September 30, 2021 2:34 PM

To: Craig Wrathell - Wrathell, Hunt & Associates, LLC (wrahellc@whhassociates.com) <wrahellc@whhassociates.com>; Chip Skinner (Chip@skinnerrealty.com) <chip@skinnerrealty.com>; Jason Crews <CrewsJ@etminc.com>; Jason Hall <HallJ@etminc.com>; Hugh Mathews <MathewsH@etminc.com>

Cc: Stephanie Schackmann <schackmanns@whhassociates.com>

Subject: Ryals Creek CDD Funding Request

Importance: High

Good afternoon,

As a follow up to Craig's correspondence regarding the reimbursement schedule for the RMIC, please advise as to the following:

1. ***Should we request reimbursement from DRP FL 2, LLC for the direct purchase materials previously funded by the CDD? This would decrease the original \$5.6M balance due and increase the balance of that was originally \$6.4M.***

A quick look on my part suggests that the table below reflects eligible reimbursements, but ETM would need to confirm that they are in fact RMIC as described in the Interlocal Agreement. This would result in a significant amount of money coming back to the CDD when added to the already provided Requisition 2.

| | | |
|----|-------------------------|----------------|
| 6 | Core & Main | \$593,466.53 |
| 8 | Forterra Pipe & Precast | \$100,286.97 |
| 9 | Core & Main | \$12,867.20 |
| 12 | Core & Main | \$18,742 |
| 13 | Core & Main | \$184,403.28 |
| 14 | Forterra Pipe & Precast | \$31,361.65 |
| 18 | Forterra Pipe & Precast | \$18,185.40 |
| 20 | Forterra Pipe & Precast | \$39,135.69 |
| 21 | Core & Main | \$140,273.96 |
| 27 | Forterra Pipe & Precast | \$76,382.83 |
| 29 | Core & Main | \$4,477.76 |
| 30 | Forterra Pipe & Precast | \$20,275.51 |
| 31 | Core & Main | \$31,214.00 |
| | | |
| | TOTAL | \$1,271,072.78 |
| | | |

2. Going forward, should both Vallencourt pay applications and direct purchase materials be funded by DRP FL 2 or is the direction to continue to fund professional and direct purchase costs from the original \$6.4M account?

Either option works for staff, we just want to be clear on our direction. At one point I believe the goal was to use the original \$6.4 for direct purchase and professional costs only, but perhaps drawing down the original \$5.6M is now the priority.

ETM, are there any other funding requests pending?

Chip, I understand you're out of the office today. If you get a chance, please provide responses so we can get the funding request submitted today.

Katie S. Buchanan

.....

Hopping Green & Sams, P.A.

119 South Monroe Street, Suite 300
Tallahassee, FL 32301

850.222.7500 | hgslaw.com | [Attorney Bio](#)

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From: Craig Wrathell <wrathellc@whhassociates.com>
Sent: Tuesday, September 28, 2021 11:55 AM
To: Stephanie Schackmann <schackmanns@whhassociates.com>; 'Chip Skinner' <chip@skinnerrealty.com>; Scott Wild <WildS@etminc.com>; Alex Jacobs <JacobsA@etminc.com>; Katie Buchanan <KatieB@hgslaw.com>
Cc: Jeffrey Pinder <pinderj@whhassociates.com>
Subject: Re: [External] Ryals Creek CDD - Construction Draw #2

Chip, Scott & Alex FYI below on ICI timing to fund construction draws to the district. Basically, they pay once per month with a set deadline as articulated below. Katie had mentioned this to me as well.

Thanks Craig

Sent from my iPhone

On Sep 28, 2021, at 11:34 AM, Stephanie Schackmann <schackmanns@whhassociates.com> wrote:

Craig,

Just in case anyone brings it up at a meeting and questions the turnaround time of getting requisitions paid, please see ICI's funding schedule below. Once we receive payment from ICI, we'll still need a little time to get payments to the vendors.

<image001.png>

Best regards,

Stephanie Spidell Schackmann

STEPHANIE SCHACKMANN

Staff Accountant

Wrathell, Hunt and Associates, LLC

2300 Glades Road, Suite 410W

Boca Raton, FL 33431

Phone: 561-571-0010, ext. 303

Fax: 561-571-0013

FRAUD ALERT ---- DUE TO INCREASED INCIDENTS OF WIRE FRAUD, IF YOU RECEIVE WIRE INSTRUCTIONS FROM OUR OFFICE DO NOT SEND A WIRE.

From: Stephanie Schackmann
Sent: Tuesday, September 28, 2021 11:29 AM
To: 'Nicole Keeley' <NKeeley@icihomes.com>
Cc: Jeffrey Pinder <pinderj@whhassociates.com>
Subject: RE: [External] Ryals Creek CDD - Construction Draw #2

Thanks, Nicole.

Please be sure to using the wiring instructions included on the construction draws to wire funds to the District. Once the wire has been released, kindly forward the fed wire confirmation number.

Best regards,

Stephanie Spidell Schackmann

STEPHANIE SCHACKMANN

Staff Accountant

Wrathell, Hunt and Associates, LLC

2300 Glades Road, Suite 410W

Boca Raton, FL 33431

Phone: 561-571-0010, ext. 303

Fax: 561-571-0013

FRAUD ALERT ---- DUE TO INCREASED INCIDENTS OF WIRE FRAUD, IF YOU RECEIVE WIRE INSTRUCTIONS FROM OUR OFFICE DO NOT SEND A WIRE.

From: Nicole Keeley <NKeeley@icihomes.com>

Sent: Tuesday, September 28, 2021 10:43 AM

To: Stephanie Schackmann <schackmanns@whhassociates.com>

Subject: RE: [External] Ryals Creek CDD - Construction Draw #2

Thank you for sending Draw #1. I also wanted to share the payment schedule. The cut-off to submit draw requests is by the end of the month to receive payment on the 05th of the 2nd month or approx. 5 weeks from cut-off (i.e.: cut-off Sept 30th; pymt Nov 05th).

Thanks!

Nicole

Nicole Keeley

Finance Department

ICI HOMES | 2379 Beville Road | Daytona Beach, FL 32119

Direct: 386.236.4186 | nkeeley@icihomes.com

www.ICIHomes.com

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From: Stephanie Schackmann <schackmanns@whhassociates.com>

Sent: Monday, September 27, 2021 3:18 PM

To: Nicole Keeley <NKeeley@icihomes.com>

Subject: RE: [External] Ryals Creek CDD - Construction Draw #2

Will do. I've attached Construction Draw #1, in case you don't have it already.

Best regards,

Stephanie Spidell Schackmann

STEPHANIE SCHACKMANN

Staff Accountant

Wrathell, Hunt and Associates, LLC

2300 Glades Road, Suite 410W

Boca Raton, FL 33431

Phone: 561-571-0010, ext. 303

Fax: 561-571-0013

FRAUD ALERT ---- DUE TO INCREASED INCIDENTS OF WIRE FRAUD, IF YOU RECEIVE WIRE INSTRUCTIONS FROM OUR OFFICE DO NOT SEND A WIRE.

From: Nicole Keeley <NKeeley@icihomes.com>

Sent: Monday, September 27, 2021 2:20 PM

To: Stephanie Schackmann <schackmanns@whhassociates.com>

Subject: FW: [External] Ryals Creek CDD - Construction Draw #2

Hello Stephanie,

Kelly forwarded me the Ryals Creek draw request for processing and asked that I reach out and request that you include me on the draw request emails.

Thank you so much!

Nicole

Nicole Keeley

Finance Department

ICI HOMES | 2379 Beville Road | Daytona Beach, FL 32119

Direct: 386.236.4186 | nkeelely@icihomes.com

www.ICIHomes.com

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From: Kelly White ICI <kwhite@icihomes.com>

Sent: Thursday, September 23, 2021 3:17 PM

To: Nicole Keeley <NKeeley@icihomes.com>
Subject: FW: [External] Ryals Creek CDD - Construction Draw #2

See attached.. Will you have them copy you for future invoices.

Thank you,

Kelly (McCarrick) White

Director of Finance

ICI HOMES | 2379 Beville Road | Daytona Beach, FL 32119

Direct: 386.236.4188 | Mobile: 386.527.3940 | KWhite@ICIHomes.com

www.ICIHomes.com

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Disclaimer regarding Uniform Electronic Transactions Act ("UETA") (Florida Statutes Section 668.50): If this communication concerns negotiation of a contract or agreement, UETA does not apply to this communication; contract formation in this matter shall occur only with manually-affixed original signatures on original documents.

From: Stephanie Schackmann <schackmanns@whhassociates.com>

Sent: Tuesday, September 14, 2021 2:45 PM

To: Kelly White ICI <kwhite@icihomes.com>

Cc: Kathy Berdeaux <KBerdeaux@icihomes.com>; chip@SkinnerRealty.com; 'Katie Buchanan' <KatieB@hgslaw.com>; Jason Crews <CrewsJ@etminc.com>; Craig Wrathell <wraithellc@whhassociates.com>; Kristen Suit <suitk@whhassociates.com>; Jeffrey Pinder <pinderj@whhassociates.com>

Subject: [External] Ryals Creek CDD - Construction Draw #2

Good afternoon Kelly,

See attached Ryals Creek CDD Construction Draw #2 for payment.

Thanks, and best regards,

Stephanie Spidell Schackmann

STEPHANIE SCHACKMANN

Staff Accountant

Wrathell, Hunt and Associates, LLC

2300 Glades Road, Suite 410W

Boca Raton, FL 33431

Phone: 561-571-0010, ext. 303

Fax: 561-571-0013

FRAUD ALERT ---- DUE TO INCREASED INCIDENTS OF WIRE FRAUD, IF YOU RECEIVE WIRE INSTRUCTIONS FROM OUR OFFICE DO NOT SEND A WIRE.

RYALS CREEK

COMMUNITY DEVELOPMENT DISTRICT

8

BOUNDARY AMENDMENT FUNDING AGREEMENT BETWEEN
RYALS CREEK COMMUNITY DEVELOPMENT DISTRICT
AND SAWMILL TIMBER, LLC

This Agreement is made and entered into this ____ day of _____, 2021, by and between:

Ryals Creek Community Development District, a local unit of special-purpose government established pursuant to Chapter 190, Florida Statutes, and located in City of Jacksonville, Duval County, Florida ("District"), and

Sawmill Timber, a Florida limited liability partnership, whose address is 2963 Dupont Avenue, Suite 2, Jacksonville, Florida 32217 ("Landowner").

RECITALS

WHEREAS, the District was established by Ordinance 2019-490-E adopted by the City Council of the City of Jacksonville, for the purpose of planning, financing, constructing, operating and/or maintaining certain infrastructure; and

WHEREAS, the District presently consists of 417.68 acres, more or less, as more fully described in the Ordinance; and

WHEREAS, the District currently provides infrastructure systems, facilities, and services to the lands within the District, and

WHEREAS, the Landowner has approached the District and requested the District petition to amend its boundaries to include land to the District; and

WHEREAS, the District agrees to petition to amend its boundary in accordance with the procedures and processes described in Chapter 190, Florida Statutes, which processes include the preparation of a petition to the City Council of the City of Jacksonville and such other actions as are necessary in furtherance of the boundary amendment process; and

WHEREAS, in order to seek a boundary amendment pursuant to Chapter 190, Florida Statutes, the District desires to authorize District Staff, including but not limited to legal, engineering, and managerial staff, to provide such services as are necessary throughout the boundary amendment process; and

WHEREAS, any such work shall only be performed in accord with the authorizations of the District's Board of Supervisors; and

WHEREAS, the retention of any necessary consultants and the work to be performed by District Staff may require the expenditure of certain fees, costs, and other expenses by the District as authorized by the District's Board of Supervisors; and

WHEREAS, the Landowner desires to provide sufficient funds to the District to reimburse the District for any such expenditures including but not limited to legal, engineering, and other consultant fees, filing fees, administrative, and other expenses, if any.

NOW, therefore, based upon good and valuable consideration and mutual covenants of the parties, the receipt of which and sufficiency of which is hereby acknowledged, the parties agree as follows:

1. PROVISION OF FUNDS. The Landowner agrees to make available to the District such monies as are necessary to enable the District to proceed with the boundary amendment and to provide such monies as are necessary to enable District Staff, including legal, engineering, and managerial staff, to assist in the boundary amendment process and proceedings. The Landowner will make such funds available on a monthly basis, within thirty (30) days of a written request by the District. The funds shall be placed in the District's depository as determined by the District.

2. DISTRICT USE OF FUNDS. The District agrees to use such funds solely for the fees, costs, and other expenditures accruing or accrued for the purpose of seeking an amendment to the boundaries of the District in accord with Chapter 190, Florida Statutes. The District agrees to use good faith best efforts to proceed in an expeditious manner with the preparation and filing of the petition and related materials to seek the amendment of the District's boundary pursuant to Chapter 190, Florida Statutes, and with the prosecution of the procedural requirements detailed in Chapter 190, Florida Statutes, for the amendment of the District's boundary. The District also agrees to make monthly requests for necessary funds from the Landowner for reimbursement for services of the boundary amendment team, as described in Paragraph One (1) of this Agreement. The District shall not reimburse the Landowner for funds made available to the District under this Agreement.

3. DEFAULT. A default by either party under this Agreement shall entitle the other to all remedies available at law or in equity, which may include, but not be limited to, the right of damages, injunctive relief and/or specific performance.

4. ENFORCEMENT OF AGREEMENT. In the event that either party is required to enforce this Agreement by court proceedings or otherwise, then the prevailing party shall be entitled to recover all fees and costs incurred, including reasonable attorneys' fees and costs for trial, alternative dispute resolution, or appellate proceedings.

5. AGREEMENT. This instrument shall constitute the final and complete expression of this Agreement between the parties relating to the subject matter of this Agreement.

6. AMENDMENTS. Amendments to and waivers of the provisions contained in this Agreement may be made only by an instrument in writing that is executed by both of the parties hereto.

7. AUTHORIZATION. The execution of this Agreement has been duly authorized by the appropriate body or official of all parties to this Agreement, each party has complied with all the requirements of law, and each party has full power and authority to comply with the terms and provisions of this instrument.

8. NOTICES. All notices, requests, consents and other communications under this Agreement ("Notices") shall be in writing and shall be delivered, mailed by First Class Mail, postage prepaid, or overnight delivery service, to the parties, as follows:

A. If to Landowner: Sawmill Timber, LLC
2963 Dupont Avenue, Suite 2
Jacksonville, Florida 32217
Attn: Chris Skinner

B. If to District: Ryals Creek Community Development District
2300 Glades Road, Suite 410W
Boca Raton, FL 33431
Attn: District Manager

With a copy to: Hopping Green & Sams, P.A.
119 South Monroe Street, Suite 300 (32301)
Post Office Box 6526
Tallahassee, Florida 32314
Attn: Katie S. Buchanan

Except as otherwise provided in this Agreement, any Notice shall be deemed received only upon actual delivery at the address set forth in this Agreement. Notices delivered after 5:00 p.m. (at the place of delivery) or on a non-business day, shall be deemed received on the next business day. If any time for giving Notice contained in this Agreement would otherwise expire on a non-business day, the Notice period shall be extended to the next succeeding business day. Saturdays, Sundays, and legal holidays recognized by the United States government shall not be regarded as business days. Counsel for the parties may deliver Notice on behalf of the parties. Any party or other person to whom Notices are to be sent or copied may notify the other parties and addresses of any change in name or address to which Notices shall be sent by providing the same on five (5) days written notice to the parties and addresses set forth in this Agreement.

9. THIRD PARTY BENEFICIARIES. This Agreement is solely for the benefit of the formal parties to this Agreement and no right or cause of action shall accrue upon or by reason hereof, to or for the benefit of any third party not a formal party to this Agreement. Nothing in this Agreement expressed or implied is intended or shall be construed to confer upon any person or corporation other than the parties to this Agreement any right, remedy or claim under or by reason of this Agreement or any provisions or conditions hereof; and all of the provisions, representations, covenants and conditions contained in this Agreement shall inure to the sole

benefit of and shall be binding upon the parties to this Agreement and their respective representatives, successors, and assigns.

10. ASSIGNMENT. Neither party may assign this Agreement or any monies to become due hereunder without the prior written approval of the other party.

11. CONTROLLING LAW. This Agreement and the provisions contained herein shall be construed, interpreted, and controlled according to the laws of the State of Florida.

12. EFFECTIVE DATE. The Agreement shall be effective after execution by both parties to this Agreement and shall remain in effect unless terminated by either of the parties.

13. PUBLIC RECORDS. Landowner understands and agrees that all documents of any kind provided to the District or to District Staff in connection with the work contemplated under this Agreement may be public records and will be treated as such in accord with Florida law.

14. ARM'S LENGTH TRANSACTION. This Agreement has been negotiated fully between the parties as an arm's length transaction. The parties participated fully in the preparation of this Agreement with the assistance of their respective counsel. In the case of a dispute concerning the interpretation of any provision of this Agreement, the parties are each deemed to have drafted, chosen, and selected the language, and doubtful language will not be interpreted or construed against any party.

15. SOVEREIGN IMMUNITY. Landowner agrees that nothing in this Agreement shall constitute or be construed as a waiver of the District's limitations on liability contained in Section 768.28, Florida Statutes, or other statutes or law.

16. HEADINGS FOR CONVENIENCE ONLY. The descriptive headings in this Agreement are for convenience only and shall not control nor affect the meaning or construction of any of the provisions of this Agreement.

17. COUNTERPARTS. This Agreement may be executed in any number of counterparts, each of which when executed and delivered shall be an original; however, all such counterparts together shall constitute but one and the same instrument. Signature and acknowledgment pages, if any, may be detached from the counterparts and attached to a single copy of this document to physically form one document.

In witness thereof, the parties execute this agreement the day and year first written above.

Attest:

**RYALS CREEK COMMUNITY
DEVELOPMENT DISTRICT**

Assistant Secretary

Name: _____
Title: _____

SAWMILL TIMBER, LLC

Witness

By: _____
Its: _____

RYALS CREEK

COMMUNITY DEVELOPMENT DISTRICT

9

**RYALS CREEK CDD
CONSTRUCTION ACCOUNT ACTIVITY
BOGGY BRANCH INTERLOCAL AGREEMENT**

Interlocal funding agreement commitment amount \$ 1,932,779.82

Interlocal Agreement Funding Received

| | | |
|-----------------------|------------------------------|---------------------|
| 2/26/2021 | Boggy Branch Requisition #2 | 159,073.21 |
| 2/26/2021 | Boggy Branch Requisition #3 | 114,238.35 |
| 4/8/2021 | Boggy Branch Requisition #8 | 363,259.47 |
| 4/30/2021 | Boggy Branch Requisition #17 | 471,762.45 |
| 6/1/2021 | Boggy Branch Requisition #23 | 669,949.26 |
| 6/30/2021 | Boggy Branch Requisition #32 | 154,497.08 |
| Total Received | | 1,932,779.82 |

Requisitions:

| Date | Requisition # | Payee | Amount |
|------------------|---------------|----------------------------------|-----------------------|
| Processed | | | |
| 3/5/2021 | 2 | Vallencourt Construction Company | (159,073.21) |
| 3/5/2021 | 3 | Vallencourt Construction Company | (114,238.35) |
| 4/15/2021 | 11 | Vallencourt Construction Company | (363,259.47) |
| 4/30/2021 | 17 | Vallencourt Construction Company | (471,762.45) |
| 6/17/2021 | 24 | Vallencourt Construction Company | (669,949.26) |
| 7/30/2021 | 32 | Vallencourt Construction Company | (154,497.08) |
| Balance | | | (1,932,779.82) |

Interlocal agreement funding still to be received -

In circulation (awaiting funding)

Balance -

Total interlocal funding available (excluding Retainage Payable) -

Retainage Payable

| | | | |
|----------------|----|----------------------------------|---------------------|
| 3/5/2021 | 2 | Vallencourt Construction Company | (17,674.80) |
| 3/5/2021 | 3 | Vallencourt Construction Company | (12,693.15) |
| 4/15/2021 | 11 | Vallencourt Construction Company | (40,362.16) |
| 4/30/2021 | 17 | Vallencourt Construction Company | (52,418.05) |
| 6/17/2021 | 24 | Vallencourt Construction Company | (74,438.81) |
| 7/30/2021 | 32 | Vallencourt Construction Company | (21,154.15) |
| Balance | | | (218,741.12) |

Total interlocal funding available (assuming all obligations paid) **\$ (218,741.12)**

**RYALS CREEK CDD
CONSTRUCTION ACCOUNT ACTIVITY
CONSTRUCTION DRAWS**

Requisitions:

| Date | Requisition # | Payee | Amount |
|---|---------------|-------|-------------|
| Payment verified | | | |
| Balance | | | - |
| Construction Draw Funding Receiving* | | | |
| Balance | | | - |
| Total Cash In Account | | | - |
| In circulation (to be processed) | | | |
| Balance | | | - |
| Total Available/(Shortfall): Assuming all Obligations Paid | | | \$ - |

*Construction draw funding received will total \$5,600,220. There will be a minimum initial funding of \$750,000.00.

**RYALS CREEK CDD
CONSTRUCTION ACCOUNT ACTIVITY**

Construction funds received \$ 6,467,000.00

Requisitions:

| Date | Requisition # | Payee | Amount | |
|--------------------------------|---------------|--|----------------|--|
| <i>Payment verified</i> | | | | |
| 3/2/2021 | 1 | Sawmill Timber, LLC. | (2,266,000.64) | |
| 3/5/2021 | 4 | England, Thims & Miller | (24,000.00) | |
| 3/22/2021 | 5 | England, Thims & Miller | (24,024.31) | |
| 3/22/2021 | 6 | Core & Main | (593,466.53) | |
| 3/22/2021 | 7 | England, Thims & Miller | (4,800.00) | |
| 4/5/2021 | 8 | Forterra Pipe & Precast, LLC. | (100,286.97) | |
| 4/5/2021 | 9 | Core & Main | (12,867.20) | |
| 4/5/2021 | 10 | ECS of Florida | (2,500.00) | |
| 4/5/2021 | 12 | Core & Main | (18,742.00) | |
| 4/5/2021 | 13 | Core & Main | (184,403.28) | |
| 4/5/2021 | 14 | Forterra Pipe & Precast, LLC. | (31,361.65) | |
| 5/4/2021 | 15 | England, Thims & Miller | (36,791.70) | |
| 5/4/2021 | 16 | England, Thims & Miller | (28,851.67) | |
| 5/4/2021 | 18 | Forterra Pipe & Precast, LLC. | (18,185.40) | |
| 5/19/2021 | 19 | ECS of Florida | (9,000.00) | |
| 5/19/2021 | 20 | Forterra Pipe & Precast, LLC. | (39,135.69) | |
| 5/19/2021 | 21 | Core & Main | (140,273.96) | |
| 5/19/2021 | 22 | England, Thims & Miller | (270,545.65) | |
| 5/19/2021 | 23 | ECS of Florida | (21,500.00) | |
| 6/30/2021 | 25 | Valmont Industries, Inc. | (177,000.00) | |
| 6/30/2021 | 26 | ECS of Florida | (6,000.00) | |
| 6/30/2021 | 27 | Forterra Pipe & Precast, LLC. | (76,382.83) | |
| 6/30/2021 | 28 | England, Thims & Miller | (134,858.13) | |
| 6/30/2021 | 29 | Core & Main | (4,477.76) | |
| 8/2/2021 | 30 | Forterra Pipe & Precast, LLC. | (20,275.51) | |
| 8/2/2021 | 31 | Core & Main | (31,214.00) | |
| 8/2/2021 | 32 | Vallencourt Construction Company, Inc. | (35,890.30) | |
| 8/2/2021 | 33 | ECS of Florida | (14,300.00) | |
| 8/2/2021 | 34 | England, Thims & Miller | (141,652.98) | |
| 8/20/2021 | 35 | Vallencourt Construction Company, Inc. | (354,643.62) | |
| 8/20/2021 | 36 | ECS of Florida | (3,500.00) | |
| Balance | | | (4,826,931.78) | |

Total Cash In Account 1,640,068.22

In circulation (to be processed)
Balance -

Total Available/(Shortfall): Assuming all Obligations Paid \$ 1,640,068.22

RYALS CREEK

COMMUNITY DEVELOPMENT DISTRICT

10

**RYALS CREEK
COMMUNITY DEVELOPMENT DISTRICT
FINANCIAL STATEMENTS
UNAUDITED
AUGUST 31, 2021**

**RYALS CREEK
COMMUNITY DEVELOPMENT DISTRICT
BALANCE SHEET
GOVERNMENTAL FUNDS
AUGUST 31, 2021**

| | General Fund | Capital Projects Fund | Total Governmental Funds |
|---|-------------------|-----------------------------|--------------------------------|
| | <u> </u> | <u> </u> | <u> </u> |
| ASSETS | | | |
| Cash | \$ 7,005 | \$1,640,068 | \$ 1,647,073 |
| Due from Landowner | 4,126 | - | 4,126 |
| Due from ICI Homes | - | 390,534 | 390,534 |
| Total assets | <u>\$ 11,131</u> | <u>\$2,030,602</u> | <u>\$ 2,041,733</u> |
| | | | |
| LIABILITIES AND FUND BALANCES | | | |
| Liabilities: | | | |
| Accounts payable | \$ 3,042 | \$ - | \$ 3,042 |
| Retainage payable | - | 258,146 | 258,146 |
| Due to Landowner | 431 | - | 431 |
| Accrued wages payable | 1,200 | - | 1,200 |
| Accrued taxes payable | 459 | - | 459 |
| Landowner advance | 6,000 | - | 6,000 |
| Total liabilities | <u>11,132</u> | <u>258,146</u> | <u>269,278</u> |
| | | | |
| DEFERRED INFLOWS OF RESOURCES | | | |
| Deferred receipts | 4,126 | 390,534 | 394,660 |
| Total deferred inflows of resources | <u>4,126</u> | <u>390,534</u> | <u>394,660</u> |
| | | | |
| Fund balances: | | | |
| Restricted for: | | | |
| Capital projects | - | 1,381,922 | 1,381,922 |
| Unassigned | (4,127) | - | (4,127) |
| Total fund balances | <u>(4,127)</u> | <u>1,381,922</u> | <u>1,377,795</u> |
| | | | |
| Total liabilities, deferred inflows of resources and fund balances | <u>\$ 11,131</u> | <u>\$2,030,602</u> | <u>\$ 2,041,733</u> |

**RYALS CREEK
COMMUNITY DEVELOPMENT DISTRICT
GENERAL FUND
STATEMENT OF REVENUES, EXPENDITURES,
AND CHANGES IN FUND BALANCES
FOR THE PERIOD ENDED AUGUST 31, 2021**

| | Current Month | Year to Date | Budget | % of Budget |
|--|-------------------|-------------------|----------------|----------------|
| REVENUES | | | | |
| Landowner contribution | \$ 11,837 | \$ 57,697 | \$ 143,951 | 40% |
| Total revenues | <u>11,837</u> | <u>57,697</u> | <u>143,951</u> | 40% |
| EXPENDITURES | | | | |
| Professional & administrative | | | | |
| Supervisors | 1,000 | 4,400 | 7,000 | 63% |
| FICA | 77 | 337 | 536 | 63% |
| District engineer | - | 5,293 | 35,000 | 15% |
| District counsel | - | 14,536 | 35,000 | 42% |
| District management | 3,000 | 26,333 | 40,000 | 66% |
| Note/bond accounting | - | - | 5,000 | 0% |
| Printing & binding | 42 | 458 | 500 | 92% |
| Legal advertising | - | 672 | 2,000 | 34% |
| Postage | 8 | 53 | 500 | 11% |
| Dissemination agent* | - | - | 1,000 | 0% |
| Trustee* | - | - | 5,500 | 0% |
| Arbitrage rebate calculation* | - | - | 750 | 0% |
| Audit | - | 2,725 | 3,575 | 76% |
| Insurance - GL, POL | - | 5,000 | 5,500 | 91% |
| Miscellaneous- bank charges | - | 63 | 500 | 13% |
| Website | | | | |
| Hosting & development | - | 705 | 705 | 100% |
| ADA compliance | - | 210 | 210 | 100% |
| Annual district filing fee | - | 175 | 175 | 100% |
| Office supplies | - | - | 500 | 0% |
| Total professional & administrative | <u>4,127</u> | <u>60,960</u> | <u>143,951</u> | 42% |
| Excess/(deficiency) of revenues over/(under) expenditures | 7,710 | (3,263) | - | |
| Fund balances - beginning | (11,837) | (864) | - | |
| Fund balances - ending | <u>\$ (4,127)</u> | <u>\$ (4,127)</u> | <u>\$ -</u> | |

* These items will be realized when bonds are issued

**RYALS CREEK
COMMUNITY DEVELOPMENT DISTRICT
STATEMENT OF REVENUES, EXPENDITURES,
AND CHANGES IN FUND BALANCES
CAPITAL PROJECTS FUND
FOR THE PERIOD ENDED AUGUST 31, 2021**

| | Current Month | Year To Date |
|--|---------------------|---------------------|
| | <u> </u> | <u> </u> |
| REVENUES | | |
| Landowner contribution | \$ - | \$ 15,208 |
| Total revenues | <u>-</u> | <u>15,208</u> |
| EXPENDITURES | | |
| Capital outlay | 397,549 | 7,027,580 |
| Total expenditures | <u>397,549</u> | <u>7,027,580</u> |
| Excess/(deficiency) of revenues over/(under) expenditures | (397,549) | (7,012,372) |
| OTHER FINANCING SOURCES/(USES) | | |
| Intergovernmental revenue | - | 8,399,780 |
| Total other financing sources/(uses) | <u>-</u> | <u>8,399,780</u> |
| Net change in fund balances | (397,549) | 1,387,408 |
| Fund balances - beginning | 1,779,471 | (5,486) |
| Fund balances - ending | <u>\$ 1,381,922</u> | <u>\$ 1,381,922</u> |

RYALS CREEK

COMMUNITY DEVELOPMENT DISTRICT

11

DRAFT

**MINUTES OF MEETING
RYALS CREEK
COMMUNITY DEVELOPMENT DISTRICT**

The Ryals Creek Community Development District Board of Supervisors held a Public Hearing and Regular Meeting on August 31, 2021 at 9:30 a.m., at the office of England-Thims & Miller, Inc., located at 14775 Old St. Augustine Road, Jacksonville, Florida 32258.

Present were:

| | |
|------------------------------------|---------------------|
| A. Chester (Chip) Skinner, III | Chair |
| J Malcom Jones, III | Vice Chair |
| Christopher J. Eyrick | Assistant Secretary |
| Clayton (Riley) Skinner | Assistant Secretary |
| David (Davis) Godfrey Skinner, Jr. | Assistant Secretary |

Also present, were:

| | |
|--------------------------------|------------------------------------|
| Craig Wrathell | District Manager |
| Kristen Suit | Wrathell, Hunt and Associates, LLC |
| Katie Buchanan (via telephone) | District Counsel |
| Jason Crews | District Engineer |
| Jason Hall | England-Thims & Miller, Inc. (ETM) |
| Jason Ellis | England-Thims & Miller, Inc. (ETM) |

FIRST ORDER OF BUSINESS

Call to Order/Roll Call

Mr. Wrathell called the meeting to order at 9:33 a.m. All Supervisors were present, in person.

SECOND ORDER OF BUSINESS

Public Comments

No members of the public spoke.

▪ **Update: Construction Account Activity**

This item, previously the Seventh Order of Business, was presented out of order.

38 Mr. Crews stated Mr. Ellis was overseeing Vallencourt construction for Phase 1A and
39 Phase 1B. An updated construction schedule received from Vallencourt yesterday reflected
40 items they had previously noted regarding force majeure, supply and weather delays and
41 revised completion dates.

42 Mr. Ellis provided a construction update and discussed the following:

43 ➤ The revised schedule was consistent with supply issues Vallencourt has been
44 experiencing from the beginning of the project; such delays are occurring industry-wide.

45 ➤ The schedule now reflects a two-month delay for Roadway 1A, with projected
46 completion on March 5, 2022; Roadway 1B was only delayed two weeks as materials are on
47 site.

48 ➤ All 1A utilities are installed and roadwork is underway; it was hoped that curb would be
49 installed soon.

50 ➤ The subdivision was projected to be delayed three months. Phased model rows were
51 requested for faster presentation.

52 ➤ Utilities were already flushed and preliminary pressure tests were done. Vallencourt
53 was trying to stay as far ahead of schedule as possible.

54 Discussion ensued regarding the feasibility of the completion dates. Mr. Ellis stated a
55 meeting would be necessary to discuss accommodating the additional requests that cause
56 further delays and to develop accurate timelines, as almost every manufacturer was
57 experiencing supply chain issues. The projected timeline for completion of 1A was March 5,
58 2022 and 1B was projected to be complete on September 14, 2022. The lift station was
59 upgraded and moved to 1C; the pending Change Orders would be a credit to the project. Mr.
60 Ellis stated contractors have been working six days per week. Closing and delivery dates,
61 contracts, staffing and the construction schedule were discussed. Mr. Ellis stated that ICI
62 Homes was aware of the construction schedule. Discussion ensued regarding Change Orders
63 and documentation to be requested from Vallencourt when the project is complete.

64 Mr. Wrathell reviewed the "Construction Account Activity-Boggy Branch Interlocal
65 Agreement" and "Construction Account Activity" spreadsheets. Discussion ensued regarding

66 requisitions, the three sources of funds for construction, funds expended and the remaining
67 available funds as follows:

68 ➤ Three Sources of Funds for Construction:

69 ▪ \$1,932,779.82 per the Interlocal Agreement between the Ryals Creek and Boggy
70 Branch CDDs: These funds have been fully depleted and, therefore, no more requisitions will be
71 processed out of this pot of funds.

72 ▪ \$5,600,220 Construction Draw Fund to be funded by ICI Homes: All requisitions
73 will be paid out of this fund until fully depleted.

74 ▪ \$6,467,000 Construction Fund received from ICI Homes at closing: The
75 unexpended balance of these funds will only be utilized once the \$5,600,220 Construction Draw
76 Fund is fully depleted.

77 Ms. Buchanan stated she would call ICI to set up the ongoing funding mechanisms. Mr.
78 Wrathell stated he would submit the initial \$750,000 funding request and additional
79 requisitions would be submitted on an ongoing basis.

80 Discussion ensued regarding the Interlocal Agreement, expenses funded by the CDD
81 before ICI Weekly had done enough construction to begin drawing on its construction loan,
82 accounting for previously funded expenditures via reimbursement requisitions and which
83 requisitions were already paid and from which construction funds.

84 The Board directed Mr. Wrathell to submit the minimum initial funding draw of
85 \$750,000 to provide initial funding to the \$5,600,220 Construction Draw Fund; Construction
86 Draw #1, for \$750,000, was submitted to ICI on August 31, 2021.

87 Mr. Crews was directed to prepare a reimbursement requisition for \$390,533.92, which
88 equaled the combined amount of the previously paid Vallencourt Requisition #35, in the
89 amount of \$354,643.62, and Vallencourt Requisition #32, in the amount of \$35,890.30, to be
90 funded by Draw Request #1 out of the \$5,600,220 Construction Draw Fund. Once the
91 \$390,533.92 is received from ICI, these funds will be "reimbursed" to the \$6,467,000
92 Construction Fund. The current balance in the \$6,467,000 Construction Fund, as of August 20th,
93 2021, is \$1,640,068.22. Once the \$390,533.92 is received and allocated to the \$6,467,000
94 Construction Fund, then the balance will be \$2,030,602.14.

95 Discussion ensued regarding reimbursements to be requested from ICI. Mr. Skinner
96 stated his understanding that ICI would submit the initial \$750,000 and that construction
97 monies accrued in Ryals Creek CDD before construction began were now available to draw from
98 the lender. A Board Member noted that monies had not been requested since construction
99 began eight months ago. Discussion ensued regarding requisitions listed under the Eighth Order
100 of Business. Mr. Crews and Mr. Chip Skinner would determine which reimbursement
101 requisitions would be requested from ICI in addition to the initial \$750,000.

102

103 **THIRD ORDER OF BUSINESS**

**Public Hearing to Hear Comments and
Objections on the Adoption of the
District's Final Budget for Fiscal Year
2021/2022, Pursuant to Florida Law**

104

105

106

107

108 **A. Proof/Affidavit of Publication**

109 The affidavit of publication was included for informational purposes.

110 **B. Consideration of Resolution 2021-04, Relating to the Annual Appropriations and**
111 **Adopting the Budgets for the Fiscal Year Beginning October 1, 2021, and Ending**
112 **September 30, 2022; Authorizing Budget Amendments; and Providing an Effective**
113 **Date**

114 Mr. Wrathell presented Resolution 2021-04. He reviewed the proposed Fiscal Year 2022
115 budget, which included a newly developed Phase I Operations and Maintenance (O&M) budget.
116 The budget would be Developer funded; expenses would be funded as they are incurred. While
117 the proposed Fiscal Year 2022 budget does not currently reflect assessments to property
118 owners, the process may be initiated to begin billing property owners for off-roll O&M
119 assessments.

120 Mr. Chip Skinner stated that there may be additional property owners as early as Spring
121 2022. Mr. Wrathell discussed estoppel letter processes and the need for a methodology in
122 order to assess property owners. Mr. Chip Skinner stated that the consensus was that O&M
123 assessments would be done on a pro rata acreage basis. Mr. Wrathell stated he would create
124 and include a table in the budget showing a cost per net developable acreage.

125 Discussion ensued regarding the O&M budget, the possibility of additional owners being
126 added to the Property Appraiser’s rolls, a deficit funding agreement with Sawmill Timber as the
127 Master Developer, the existing Residential Funding Agreement and the need for a one or two
128 page Engineer’s Report describing the net acreage calculation for the purposes of calculating
129 the O&M assessments.

130

**On MOTION by Mr. Eyrick and seconded by Mr. Riley Skinner, with all in favor,
the Public Hearing was opened.**

133

134

135 No members of the public spoke.

136

**On MOTION by Mr. Riley Skinner and seconded by Mr. Jones, with all in favor,
the Public Hearing was closed.**

137

138

139

140

**On MOTION by Mr. Jones and seconded by Mr. Riley Skinner, with all in favor,
Resolution 2021-04, Relating to the Annual Appropriations and Adopting the
Budgets for the Fiscal Year Beginning October 1, 2021, and Ending September
30, 2022; Authorizing Budget Amendments; and Providing an Effective Date,
was adopted.**

141

142

143

144

145

146

147

FOURTH ORDER OF BUSINESS

**Consideration of Fiscal Year 2021-2022
Budget Funding Agreement**

148

149

150

Mr. Wrathell presented the Fiscal Year 2021-2022 Budget Funding Agreement.

151

152

**On MOTION by Mr. Riley Skinner and seconded by Mr. Davis Skinner, with all
in favor, the Fiscal Year 2021-2022 Budget Funding Agreement, was approved.**

153

154

155

156

FIFTH ORDER OF BUSINESS

**Presentation of Audited Annual Financial
Report for the Fiscal Year Ended
September 30, 2020, Prepared by Berger,
Toombs, Elam, Gaines & Frank**

157

158

159

160

161

162 Mr. Wrathell presented the Audited Annual Financial Report for the Fiscal Year Ended
163 September 30, 2020 and reviewed the information therein. The CDD received an unmodified
164 opinion, which is the best type of opinion. There were no findings, current year comments,
165 recommendations, deficiencies on internal control or instances of noncompliance; it was a
166 clean audit.

167

168 **SIXTH ORDER OF BUSINESS**

**Consideration of Resolution 2021-05,
Hereby Accepting the Audited Financial
Report for the Fiscal Year Ended
September 30, 2020**

169

170

171

172

173 Mr. Wrathell presented Resolution 2021-05.

174

Mr. Riley Skinner left the meeting at 11:13 a.m.

175

176

177

178

**On MOTION by Mr. Davis Skinner and seconded by Mr. Jones, with all in favor,
Resolution 2021-05, Hereby Accepting the Audited Financial Report for the
Fiscal Year Ended September 30, 2020, was adopted.**

179

180

181 **SEVENTH ORDER OF BUSINESS**

Update: Construction Account Activity

182

183 This item was presented following the Second Order of Business.

184

185 **EIGHTH ORDER OF BUSINESS**

Ratification of Requisitions

186

187

Mr. Riley Skinner rejoined the meeting at 11:14 a.m.

188

Mr. Wrathell presented the following Requisitions, which were executed by the Chair:

189

A. Number: (24) Vallencourt Construction Company, Inc. [\$669,949.26]

190

B. Number: (25) Valmont Industries, Inc. [\$177,000.00]

191

C. Number: (26) ECS Florida, LLC [\$6,000.00]

192

D. Number: (27) Forterra [\$76,382.83]

193

E. Number: (28) England, Thims & Miller, Inc. [\$134,858.13]

194

F. Number: (29) Core & Main [\$4,477.76]

195

G. Number: (30) Forterra [\$20,275.51]

- 196 H. Number: (31) Core & Main [\$31,214.00]
197 I. Number: (32) Vallencourt Construction Company, Inc. [\$190,387.38]
198 J. Number: (33) ECS Florida, LLC [\$14,300.00]
199 K. Number: (34) England, Thims & Miller, Inc. [\$141,652.98]
200 L. Number: (35) Vallencourt Construction Company, Inc. [\$354,643.62]
201 M. Number: (36) ECS Florida, LLC [\$3,500.00]

202

203 **On MOTION by Mr. Eyrick and seconded by Mr. Jones, with all in favor,**
204 **Requisition Numbers 24 through 36 and execution by the Chair, was ratified.**

205

206

207 Mr. Crews presented the following deductive Change Orders, executed by the Chair:

- 208 ■ Change Order Number 3, Vallencourt Contract: Decrease of \$273,549.23 to contract
209 value.

210

211 **On MOTION by Mr. Eyrick and seconded by Mr. Riley Skinner, with all in favor,**
212 **Change Order Number 3 and execution by the Chair, was ratified.**

213

214

- 215 ■ Change Order Number 4, Vallencourt Contract: Decrease of \$54,728.91 to contract
216 value.

217

218 **On MOTION by Mr. Riley Skinner and seconded by Mr. Jones, with all in favor,**
219 **Change Order Number 4 and execution by the Chair, was approved.**

220

221

222 **NINTH ORDER OF BUSINESS**

**Acceptance of Unaudited Financial
Statements as of July 31, 2021**

223

224

225 Mr. Wrathell presented the Unaudited Financial Statements as of July 31, 2021.

226

227 **On MOTION by Mr. Eyrick and seconded by Mr. Riley Skinner, with all in favor,**
228 **the Unaudited Financial Statements as of July 31, 2021, were accepted.**

229

230 TENTH ORDER OF BUSINESS

Approval of June 1, 2021 Regular Meeting
Minutes

231

232

233 Mr. Wrathell presented the June 1, 2021 Regular Meeting Minutes.

234

235

236

On MOTION by Mr. Jones and seconded by Mr. Davis Skinner, with all in favor, the June 1, 2021 Regular Meeting Minutes, as presented, were approved.

237

238

239 ELEVENTH ORDER OF BUSINESS

Staff Reports

240

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

242

243

244

245

246

247

Ms. Buchanan presented a Resolution addressing the boundary amendment and an Exhibit pertaining to the addition of the Fuqua property that would be referred to as “the expansion area”. The CDD and the Developer would be expected to enter into a Funding Agreement for costs as compared to being included in the CDD’s O&M budget. The additional land would be included in total acreage for calculation of the benefit analysis. The legal description of the added land and the overall new CDD boundaries would be needed.

248

249

250

251

252

Mr. Chip Skinner voiced his opinion that local representation would be helpful and suggested including Attorney T.R. Hanline to the team. Ms. Buchanan stated that, in the past, her firm has prepared the petition and worked with the Office of General Counsel. Given the number of City of Jacksonville Committee Meetings she or Mr. Hanline or both could attend meetings, if the Board is comfortable with that.

253

254

255

256

On MOTION by Mr. Riley Skinner and seconded by Mr. Eyrick, with all in favor, authorizing District Counsel to proceed with the Boundary Amendment to annex the Fuqua property, as described, was approved.

257

258

259

260

261

On MOTION by Mr. Jones and seconded by Mr. Riley Skinner, with all in favor, authorizing the Funding Agreement with the Landowner for annexation of the Fuqua property, as previously authorized, was approved.

262

263

264

B. District Engineer: *England, Thims & Miller, Inc.*

265 There being nothing further to report, the next item followed.

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

267 I. 0 Registered Voters in District as of April 15, 2021

268 II. NEXT MEETING DATE: September 7, 2021 at 9:30 a.m.

269 o QUORUM CHECK

270 The meeting scheduled for September 7, 2021 was canceled. If necessary, a Special
271 Meeting would be scheduled before the next meeting scheduled on October 5, 2021.

272

273 **TWELFTH ORDER OF BUSINESS** **Board Members' Comments/Requests**

274

275 There were no Board Members' comments or requests.

276

277 **THIRTEENTH ORDER OF BUSINESS** **Public Comments**

278

279 No members of the public spoke.

280

281 **FOURTEENTH ORDER OF BUSINESS** **Adjournment**

282

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

284

285 **On MOTION by Mr. Riley Skinner and seconded by Mr. Eyrick, with all in favor,**
286 **the meeting adjourned at 11:34 a.m.**

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[SIGNATURES APPEAR ON THE FOLLOWING PAGE]

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297
298

Secretary/Assistant Secretary

Chair/Vice Chair

RYALS CREEK

COMMUNITY DEVELOPMENT DISTRICT

12C

RYALS CREEK COMMUNITY DEVELOPMENT DISTRICT

BOARD OF SUPERVISORS FISCAL YEAR 2021/2022 MEETING SCHEDULE

LOCATION

England-Thims & Miller, Inc., 14775 Old St. Augustine Road, Jacksonville, Florida 32258

| DATE | POTENTIAL DISCUSSION/FOCUS | TIME |
|--------------------------|---|--|
| October 5, 2021 | Regular Meeting | 9:30 AM |
| November 2, 2021 | Landowners' Meeting | 9:30 AM |
| November 2, 2021 | Regular Meeting | <i>immediately following Landowners' Meeting</i> |
| December 7, 2021 | Regular Meeting | 9:30 AM |
| January 4, 2022 | Regular Meeting | 9:30 AM |
| February 1, 2022 | Regular Meeting | 9:30 AM |
| March 1, 2022 | Regular Meeting | 9:30 AM |
| April 5, 2022 | Regular Meeting | 9:30 AM |
| May 3, 2022 | Regular Meeting | 9:30 AM |
| June 7, 2022 | Regular Meeting | 9:30 AM |
| July 5, 2022 | Regular Meeting | 9:30 AM |
| August 2, 2022 | Public Hearing & Regular Meeting | 9:30 AM |
| September 6, 2022 | Regular Meeting | 9:30 AM |