

**MINUTES OF MEETING
SANDRIDGE
COMMUNITY DEVELOPMENT DISTRICT**

The Board of Supervisors of the Sandridge Community Development District held a Special Meeting on December 18, 2020 at 9:00 a.m., at The Wood Development Company of Jacksonville, 414 Old Hard Road, Suite 502, Fleming Island, Florida 32003.

Present were:

Susie Wood (via telephone)	Chair
Matt Roberts (via telephone)	Vice Chair
Liam O'Reilly	Assistant Secretary
Emily Meagher	Assistant Secretary
Darryl Anderson	Assistant Secretary

Also present, were:

Craig Wrathell	District Manager
Howard McGaffney	Wrathell Hunt and Associates, LLC (WHA)
Jennifer Kilinski	District Counsel
Lauren Gentry	Hopping, Green & Sams, P.A.
Sete Zare	MBS Capital Markets
Peter Dane (via telephone)	Bond Counsel
Erik Wilson	Wood Development Co. of Jacksonville
Gregg Kern	Landowner Representative

FIRST ORDER OF BUSINESS

Call to Order/Roll Call

Mr. Wrathell called the meeting to order at 9:07 a.m. Supervisors Meagher, Roberts and O'Reilly were present in person. Supervisors Wood and Anderson were attending via telephone.

SECOND ORDER OF BUSINESS

Public Comments

No members of the public spoke.

THIRD ORDER OF BUSINESS

Acceptance of Resignations from Supervisor(s)

Mr. Wrathell stated that, today, some Board seats would transition to representatives of the new Landowner, GreenPointe. He presented the resignation of Ms. Susie Wood.

On MOTION by Mr. O’Reilly and seconded by Mr. Roberts, with all in favor, the resignation of Ms. Susie Wood from Seat 1, was accepted.

Mr. Wrathell stated that Form 1F, Final Statement of Financial Interests, would be emailed to each departing Board Member and to Mr. Wilson.

FOURTH ORDER OF BUSINESS

Appointment of Supervisor(s) to Vacant Seat(s)

Mr. O’Reilly nominated Mr. Gregg Kern to fill the unexpired term of Seat 1. No other nominations were made.

On MOTION by Mr. O’Reilly and seconded by Mr. Roberts, with all in favor, the appointment of Mr. Gregg Kern to Seat 1, term expires November 2024, was approved.

FIFTH ORDER OF BUSINESS

Administration of Oath of Office to Newly Appointed Supervisor(s) *(the following to be provided in a separate package)*

- A. Guide to Sunshine Amendment and Code of Ethics for Public Officers and Employees**
- B. Membership, Obligations and Responsibilities**
- C. Financial Disclosure Forms**
 - I. Form 1: Statement of Financial Interests**
 - II. Form 1X: Amendment to Form 1, Statement of Financial Interests**
 - III. Form 1F: Final Statement of Financial Interests**
- D. Form 8B – Memorandum of Voting Conflict**

Mr. Wrathell, a Notary of the State of Florida and duly authorized, administered the Oath of Office to Mr. Gregg Kern.

Mr. Wrathell presented the resignation of Mr. Alfred ‘Darryl’ Anderson.

On MOTION by Mr. O'Reilly and seconded by Mr. Roberts, with all in favor, the resignation of Mr. Alfred 'Darryl' Anderson from Seat 3, was accepted.

Mr. O'Reilly nominated Mr. Blake Weatherly to fill the unexpired term of Seat 3. No other nominations were made.

On MOTION by Mr. O'Reilly and seconded by Mr. Kern, with all in favor, the appointment of Mr. Blake Weatherly to Seat 3, term expires November 2022, was approved.

Mr. Wrathell presented the resignation of Ms. Emily Meagher.

On MOTION by Mr. O'Reilly and seconded by Mr. Kern with all in favor, the resignation of Ms. Emily Meagher from Seat 4, was accepted.

Mr. O'Reilly nominated Ms. Rose Bach to fill the unexpired term of Seat 4. No other nominations were made.

On MOTION by Mr. O'Reilly and seconded by Mr. Kern, with all in favor, the appointment of Ms. Rose Bach to Seat 4, term expires November 2022, was approved.

Mr. Wrathell stated that, as Mr. Weatherly and Ms. Bach were not present, the Oath of Office would be administered to Mr. Weatherly and Ms. Bach prior to the next meeting.

SIXTH ORDER OF BUSINESS

Consideration of Resolution 2021-03, Designating a Chair, a Vice Chair, a Secretary, Assistant Secretaries, a Treasurer and an Assistant Treasurer of the Sandridge Community Development District, and Providing for an Effective Date

Mr. Wrathell presented Resolution 2021-03. Mr. O'Reilly nominated the following slate of officers:

Chair

Liam O'Reilly

Vice Chair	Gregg Kern
Secretary	Craig Wrathell
Assistant Secretary	Blake Weatherly
Assistant Secretary	Rose Bach
Assistant Secretary	Matt Roberts
Assistant Secretary	Howard McGaffney
Treasurer	Craig Wrathell
Assistant Treasurer	Jeff Pinder

No other nominations were made.

On MOTION by Mr. O'Reilly and seconded by Mr. Kern, with all in favor, Resolution 2021-03, Designating a Chair, a Vice Chair, a Secretary, Assistant Secretaries, a Treasurer and an Assistant Treasurer of the Sandridge Community Development District, as nominated, and Providing for an Effective Date, was adopted.

SEVENTH ORDER OF BUSINESS

Consideration of Resolution 2021-04, Supplementing Its Resolution 2020-28 By Authorizing the Issuance of Its Sandridge Community Development District Special Assessment Revenue Bonds, Series 2021 in a Principal Amount of Not Exceeding \$10,000,000 for the Principal Purpose of Acquiring and Constructing Assessable Improvements; Delegating To the Chairman or Vice Chairman of the Board of Supervisors of the District, Subject To Compliance With the Applicable Provisions Hereof, the Authority To Award the Sale of Such Series 2021 Bonds To MBS Capital Markets, LLC, By Executing and Delivering To Such Underwriter a Bond Purchase Agreement and Approving the Form Thereof; Approving the Form of and Authorizing the Execution of the First Supplemental Trust Indenture; Appointing U.S. Bank National Association as the Trustee, Bond Registrar and Paying Agent for Such Series 2021 Bonds; Making Certain Findings; Approving Form of Said Series 2021 Bonds; Approving the Form of the

Preliminary Limited Offering Memorandum and Authorizing the Use By the Underwriter of the Preliminary Limited Offering Memorandum and the Limited Offering Memorandum and the Execution of the Limited Offering Memorandum; Approving the Form of the Continuing Disclosure Agreement and Authorizing the Execution Thereof; Authorizing Certain Officials of Sandridge Community Development District and Others to Take All Actions Required in Connection With the Issuance, Sale and Delivery of Said Series 2021 Bonds; Providing Certain Other Details With Respect To Said Series 2021 Bonds; and Providing an Effective Date

- A. Exhibit A: Form of Supplemental Trust Indenture**
- B. Exhibit B: Form of Bond Purchase Contract**
- C. Exhibit C: Form of Preliminary Limited Offering Memorandum**
- D. Exhibit D: Form of Continuing Disclosure Agreement**

Mr. Dane presented Resolution 2021-04. This Resolution accomplishes the following:

- Authorizes the issuance of the first series of bonds, in an amount up to \$10,000,000.
- Authorizes the negotiated sale of the bonds.
- Approves the forms of the documents necessary to market the bonds.
- Delegates authority to the Chair to proceed with the financing, subject to the parameters set forth.

Mr. Wrathell stated the Resolution and exhibits would be approved in substantial form.

On MOTION by Mr. O'Reilly and seconded by Mr. Kern, with all in favor, Resolution 2021-04, in substantial form, including all Exhibits, Supplementing Its Resolution 2020-28 By Authorizing the Issuance of Its Sandridge Community Development District Special Assessment Revenue Bonds, Series 2021 in a Principal Amount of Not Exceeding \$10,000,000 for the Principal Purpose of Acquiring and Constructing Assessable Improvements; Delegating To the Chairman or Vice Chairman of the Board of Supervisors of the District, Subject To Compliance With the Applicable Provisions Hereof, the Authority To Award the Sale of Such Series 2021 Bonds To MBS Capital Markets, LLC, By Executing and Delivering To Such Underwriter a Bond Purchase Agreement and Approving the Form Thereof; Approving the Form of and Authorizing the Execution of the First Supplemental Trust Indenture; Appointing U.S. Bank

National Association as the Trustee, Bond Registrar and Paying Agent for Such Series 2021 Bonds; Making Certain Findings; Approving Form of Said Series 2021 Bonds; Approving the Form of the Preliminary Limited Offering Memorandum and Authorizing the Use By the Underwriter of the Preliminary Limited Offering Memorandum and the Limited Offering Memorandum and the Execution of the Limited Offering Memorandum; Approving the Form of the Continuing Disclosure Agreement and Authorizing the Execution Thereof; Authorizing Certain Officials of Sandridge Community Development District and Others to Take All Actions Required in Connection With the Issuance, Sale and Delivery of Said Series 2021 Bonds; Providing Certain Other Details With Respect To Said Series 2021 Bonds; and Providing an Effective Date, was adopted.

EIGHTH ORDER OF BUSINESS

Consideration of Ancillary Financing Agreements

- A. Consideration of Completion Agreement**
- B. Consideration of Collateral Assignment Agreement**
- C. Consideration of True Up Agreement**

Ms. Kilinski presented the ancillary financing Agreements, which were unchanged since last presented. Approval, in substantial form, was requested pending receipt of final comments from the financing team.

On MOTION by Mr. O’Reilly and seconded by Mr. Kern, with all in favor, the Completion Agreement, Collateral Assignment Agreement and True Up Agreement, in substantial form, were approved.

NINTH ORDER OF BUSINESS

Consideration of Responses and Ranking of Phase 1 Infrastructure Project Proposals

- A. Review/Ranking of Proposals**
- B. Consideration of Resolution 2021-05, Regarding the Award of a Construction Contract for Sandridge Dairy Phase 1; Providing A Severability Clause; and Providing an Effective Date**

Mr. Wrathell stated that, based on the criteria in the RFP, with the total maximum being 100 points, Mr. O’Reilly scored the respondents and ranked them as follows, with Jax Utilities Management receiving the highest score:

Jax Utilities Management: 98.8 points

Pipeline:	97.6 points
Vallencourt:	95.5 points
Baker:	93.1 points
AJ Johns:	93 points
Petticoat-Schmidt:	89.5 points

On MOTION by Mr. O'Reilly and seconded by Mr. Kern, with all in favor, accepting the rankings for the Sandridge Dairy Phase 1 Infrastructure Project, as presented by Mr. O'Reilly, was approved.

On MOTION by Mr. O'Reilly and seconded by Mr. Kern, with all in favor, Resolution 2021-05, Regarding the Award of a Construction Contract for Sandridge Dairy Phase 1 to Jax Utilities Management, the number one ranked bidder, with a total of 98.8 points; Providing A Severability Clause; and Providing an Effective Date, was adopted.

TENTH ORDER OF BUSINESS

Consideration of Request for Qualifications (RFQ) for Architectural Services

Mr. Wrathell presented the RFQ for Architectural Services.

On MOTION by Mr. O'Reilly and seconded by Mr. Kern, with all in favor, the Request for Qualifications and authorizing Staff to advertise the RFQ, was approved.

ELEVENTH ORDER OF BUSINESS

Consideration of Acquisition of Work Product prepared by Taylor & White, Inc.

This item was deferred.

TWELFTH ORDER OF BUSINESS

Consideration of Website Related Proposals

Mr. Wrathell presented the following website related proposals:

- A. Strange Zone, Inc., Quotation #M20-1004 for District Website Design, Maintenance and Domain**

B. ADA Site Compliance Proposal for Website Compliance Shield, Accessibility Policy and One (1) Annual Technological Audit

On MOTION by Mr. O’Reilly and seconded by Mr. Kern, with all in favor, the Strange Zone, Inc., Quotation #M20-1004 for District Website Design, Maintenance and Domain, in the amount of \$1,679.99, and the ADA Site Compliance Proposal for Website Compliance Shield, Accessibility Policy and One (1) Annual Technological Audit, in the amount of \$210 per year, were approved.

THIRTEENTH ORDER OF BUSINESS

Consideration of Resolution 2021-02, Designating Dates, Times and Locations for Regular Meetings of the Board of Supervisors of the District for Fiscal Year 2020/2021 and Providing for an Effective Date

This item was deferred.

FOURTEENTH ORDER OF BUSINESS

Acceptance of Unaudited Financial Statements as of October 31, 2020

Mr. Wrathell presented the Unaudited Financial Statements as of October 31, 2020.

On MOTION by Mr. O’Reilly and seconded by Mr. Kern, with all in favor, the Unaudited Financial Statements as of October 31, 2020, were accepted.

FIFTEENTH ORDER OF BUSINESS

Consideration of Minutes

- A. October 21, 2020 Special Meeting**
- B. November 4, 2020 Continued Special Meeting**

Mr. Wrathell presented the October 21, 2020 Special Meeting and the November 4, 2020 Continued Special Meeting Minutes.

On MOTION by Mr. O’Reilly and seconded by Mr. Kern, with all in favor, the October 21, 2020 Special Meeting and the November 4, 2020 Continued Special Meeting Minutes, as presented, were approved.

SIXTEENTH ORDER OF BUSINESS

Staff Reports

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

There being no report, the next item followed.

B. District Engineer: *Taylor & White, Inc.*

There being no report, the next item followed.

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

- NEXT MEETING DATE: _____
 - QUORUM CHECK

Mr. Wrathell stated the Financing Team would like to schedule a Special Meeting during the week of January 11, 2021. The next meeting would be on January 15, 2021 at 9:30 a.m.

On MOTION by Mr. O'Reilly and seconded by Mr. Kern, with all in favor, scheduling a Special Meeting on January 15, 2021 at 9:30 a.m., was approved.

SEVENTEENTH ORDER OF BUSINESS

Board Members' Comments/Requests

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

EIGHTEENTH ORDER OF BUSINESS

Public Comments

Mr. Wilson thanked those in attendance for their hard work.

NINETEENTH ORDER OF BUSINESS

Adjournment

There being nothing further to discuss, the meeting adjourned.

On MOTION by Mr. O'Reilly and seconded by Mr. Kern with all in favor, the meeting adjourned at 9:28 a.m.

[SIGNATURES APPEAR ON THE FOLLOWING PAGE]



Secretary/Assistant Secretary



Chair/Vice Chair