



**Amended Petition to Establish
The District Community Development District**

August 6, 2018

Submitted On Behalf Of:
Elements Development of Jacksonville, LCC
Petitioner

By Its Authorized Agent:

Rogers Towers, P.A.
T.R. Hainline
Mark H. Scruby
1301 Riverplace Blvd., Suite 1500
Jacksonville, Florida 32207
(904) 398-3911

**Amended Petition to Establish
The District Community Development District**

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I. Amended Petition to Establish The District Community Development District

Petitioner, ELEMENTS DEVELOPMENT OF JACKSONVILLE, LLC, a Florida limited liability company, (herein referred to as "**Petitioner**"), petitions the City Council of the City of Jacksonville, Florida (the "**City**") pursuant to the Uniform Community Development District Act of 1980, Chapter 190, Florida Statutes, to adopt an ordinance establishing a community development district, to be known as The District Community Development District (the "**District**"), and designating the land area for which the District would manage and finance the delivery of basic services.

The Petitioner has reviewed the contents of this Petition and has executed the Affidavit of Petition regarding the truth and accuracy of the information contained herein. The affidavit is contained in **Exhibit A**. Jacksonville Code of Ordinances Sec. 92.04(a).

II. Supporting Elements of the Petition

In support of this petition, the Petitioner states as follows:

1. Location and Size. The land area to be served by the District is a parcel of unimproved real property containing approximately 32.21 acres. All of the land in the proposed District is in the City of Jacksonville. A Location Map showing the general location of the project is attached as **Exhibit B**. The Location Map delineates the proposed size, boundaries, specific location and general location of the District within the City by reference to proximate roads, boundaries and landmarks. A metes and bounds legal description of the external boundaries of the District and a survey and description sketch are attached as **Exhibit C**. The legal description includes the signature and license number of the surveyor who prepared the same. There are no parcels within the proposed external boundaries of the District, which are to be excluded. Section 190.005(1)(a)1, Florida Statutes, and Jacksonville Code of Ordinances Sec. 92.04(b) and (f).
2. Authorization and Consent of Landowners. The written consent to the establishment of the District by the landowner, as defined in Section 190.003(13), Florida Statutes, of 100% of the real property to be included in and served by the District, is attached as **Exhibit D**. The consent document identifies the signatory's identity and capacity and is attested by a notary public. Section 190.005(1)(a)2, Florida Statutes, and Jacksonville Code of Ordinances Sec. 92.04(c).
3. Board of Supervisors. The five persons designated to serve as the initial members of the board of supervisors of the District are as follows:

1	Name: Jill Langford Dame Address: 4652 Ortega Forest Drive, Jacksonville, Florida 32210
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2	Name: Bob Rhodes Address: 3215 St. Johns Avenue; Jacksonville, Florida 32205
3	Name: Kish Kanji Address: 10175 Fortune Parkway, Suite 504; Jacksonville, Florida 32256
4	Name: Dr. Vikram Gopal Address: 4800 Belfort Road, 2 nd Floor, Jacksonville, Florida 32256
5	Name: Matt Brockelman Address: 208 N. Laura Street, Suite 710; Jacksonville, Florida 32202

These initial supervisors shall serve on the board until replaced by elected members as provided by Section 190.006, Florida Statutes. All of the initial supervisors are residents of the State of Florida and citizens of the United States of America. Section 190.005(1)(a)3, Florida Statutes, and Jacksonville Code of Ordinances Sec. 92.04(d).

4. Name. The proposed name of the District is The District Community Development District (hereinafter in the attached exhibits referred to as "The District CDD"). Section 190.005(1)(a)4, Florida Statutes, and Jacksonville Code of Ordinances Sec. 92.04(e).
5. Existing Utilities. The major trunk water mains, sewer interceptors and outfalls currently in existence to serve the District are identified on the Utility Map and in the Water and Sewer Availability Letter from the JEA, dated July 3, 2018, attached hereto as **Composite Exhibit E**. The Utility Map delineates the closest available utilities, none of which are located within the District. As indicated in the water and sewer availability letter, JEA has identified the connection points indicated on the Utility Map and utility availability thereof. Section 190.005(1)(a)5, Florida Statutes, and Jacksonville Code of Ordinances Sec. 92.04(g). Reclaimed water is not available to the project site, as stated in the availability letter, and therefore the use of reclaimed water within the District is not presently contemplated.
6. Estimated Costs, Proposed Timetable and Proposed Infrastructure Plan. The proposed timetables and related estimates of cost to construct District services and facilities are attached as **Exhibit F**, and the proposed infrastructure plan based upon available data is attached as **Exhibit G**. The documents referenced in this paragraph (i) identify the preparer; (ii) explain whether the estimates include the exercise of special powers; (iii) in that construction of District improvements will exceed 1 year, approximate costs as an annual outlay; and (iv) distinguish between construction

and acquisition costs. Section 190.005(1)(a)6, Florida Statutes, and Jacksonville Code of Ordinances Sec. 92.04(h).

7. Future Land Uses. The future general distribution, location, and extent of public and private uses of land proposed for the area within the District by the Future Land Use Element of the City's adopted 2030 Comprehensive Plan are shown on the map attached as **Exhibit H**. Section 190.005(1)(a)7, Florida Statutes. The proposed project is consistent with such uses and the 2030 Comprehensive Plan.
8. Statement of Estimated Regulatory Costs. The statement of estimated regulatory costs of the granting of this petition and the establishment of the District pursuant thereto are attached as composite **Exhibit I**. The statement includes an explanation of the finance plan for the construction, operation and maintenance of the District improvements, and identifies the entity that will construct, own, operate and maintain the systems, facilities and services corresponding roughly to the categories used in the construction cost estimates above. Section 190.005(1)(a)8, Florida Statutes, and Jacksonville Code of Ordinances Sec. 92.04(i).
9. Grant of Special Powers. The Petitioner is also requesting the City Council to grant the District the special powers under Section 190.012(2), Florida Statutes, to plan, establish, acquire, construct or reconstruct, enlarge or extend, equip, operate, and maintain additional systems and facilities for:
 - (1) Parks and facilities for indoor and outdoor recreational, cultural, and educational uses in accordance with Section 190.012(2)(a), Florida Statutes,
 - (2) Fire prevention and control, including fire stations, water mains and plugs, fire trucks, and other vehicles and equipment in accordance with Section 190.012(2)(b), Florida Statutes,
 - (3) School buildings and related structures and site improvements in accordance with Section 190.012(2)(c), Florida Statutes and
 - (4) Security, including, but not limited to, guardhouses, fences and gates, electronic intrusion-detection systems, and patrol cars, when authorized by proper governmental agencies in accordance with Section 190.012(2)(d), Florida Statutes. The District anticipates the need to contract for security services in the future.
10. Authorized Agent. The Petitioner is authorized to do business in the State of Florida. The authorized agent for the Petitioner is Rogers Towers, P.A. See **Exhibit J** Authorization of Agent attached hereto. Copies of all correspondence and notices should also be sent to:

Rogers Towers, P.A. c/o T.R. Hainline and Mark H. Scruby
1301 Riverplace Blvd., Suite 1500; Jacksonville, Florida 32207
(904) 398-3911

III. History and Background

The land comprising the proposed District (the “**Site**”) is situated on a portion of the parcel of property upon which the former JEA Southside Generating Station was located. The Site is to be redeveloped as a mixed-use urban project (the “**Project**”) and is subject to the Development Order (the “**DO**”) of the City’s Consolidated Downtown Development of Regional Impact (the “**DRI**”). The purpose of a development of regional impact, such as the DRI, is to ensure that the impacts and demands on public infrastructure and services caused by a development of a threshold size or intensity are identified and mitigated through the issuance of a development order that establishes discrete development rights and conditions those development rights on specific impact mitigation. Consistent therewith, the capacity and uses of existing local and regional community development services and facilities required for development within the DRI were addressed and mitigated in the DO. The community development services and facilities required for development within the District will be connected and integrated with those required for development within the DRI. As such, the community development services and facilities of the District as proposed in this Petition will not be incompatible with the capacity and uses of existing local and regional community development services and facilities. In connection with the DRI, by the adoption of Ordinance No. 2015-627-E, the City Council approved a text amendment to Policy 2.3.16 of the Future Land Use Element of the City’s 2030 Comprehensive Plan. As amended, Policy 2.3.16 provides that the City and the Downtown Investment Authority (the “**DIA**”) shall continue encouraging development and redevelopment within the Central Business District land use.¹ It further provides for the adoption of a project specific Notice of Proposed Change (“**NOPC**”) as the mechanism by which development rights under the DRI will be governed. The development rights required for the Project under the DO (the “**Development Rights**”) were assigned to the Petitioner by the DIA in an Allocation of Development Rights Agreement dated November 17, 2015 (the “**Allocation Agreement**”).

A project specific NOPC to the DO was approved for the Project by the City Council under Ordinance No. 2015-777-E (consistent with Future Land Use Element Policy 2.3.16). The project specific NOPC provides the Petitioner the ability to utilize the Development Rights at any time, subject to specified mitigation requirements for impacts associated with the Development Rights.

The Allocation Agreement and the NOPC allow the Petitioner to develop the Project in a single phase in order to provide redevelopment flexibility, expeditiously meet and respond to market demand, and allow master planning of Project infrastructure in a single phase. The Project redevelopment is governed under the terms of a Redevelopment Agreement (the “**RDA**”) among the City, the DIA, and the Petitioner for Redevelopment of the JEA Southside Generator Parcel. Legislation authorizing the City’s entry into the

¹ The Site is located within the Central Business District.

RDA was approved on June 12, 2018, with the City Council's enactment of Ordinance No. 2018-313-E (the "**Ordinance**"). As stated in the Ordinance, the Petitioner

intends to cause the development of a mixed use master planned development anticipated to include approximately 950 residential units, 147 hotel rooms, 200,000 square feet of Class A Office Space, 134,600 square feet of retail space, and 125 marina slips, at an estimated cost of \$280,000,000.

As provided in Section 1.4 of the RDA:

- (a) The City has determined that the Project is consistent with the goals of the City in that the Project will, among other things:
 - (i) increase capital investment in Downtown Jacksonville;
 - (ii) generate significant new ad valorem taxes, including significant new tax revenues for the public school system;
 - (iii) help meet the overall community goal of residential and business development and growth in Downtown Jacksonville;
 - (iv) provide jobs to low and moderate income persons; and
 - (v) promote and encourage private Capital Investment of approximately \$280,000,000.

- (b) The DIA has determined that the Project is a "Catalyst Project" under the DIA's Community Redevelopment Area Plan and is consistent with the following North Bank Downtown and Southside Community Redevelopment Area Plan Redevelopment Goals:
 - (i) Goal 1. Reinforce Downtown as the City's unique epicenter for business, history, culture, education, and entertainment by increasing the opportunities for employment within Downtown; and supporting the expansion of entertainment, restaurant and retail/commercial within proximity to adjacent residential redevelopment;
 - (ii) Goal 2. Increase rental and owner-occupied housing downtown, targeting key demographic groups seeking a more urban lifestyle;
 - (iii) Goal 4. Improve walkability/bikeability and connectivity to adjacent neighborhoods and the St. John River while creating highly walkable nodes;

- (iv) Goal 5. Establish a waterfront design framework to ensure a unique experience and sense of place; and
- (v) Goal 7. Use planning and economic development to promote design for healthy living.

The City Council, in cooperation with the DIA, adopted Ordinance No. 2014-560-E, which approved modifications to the Southside Community Redevelopment Area Plan and approved a Business Investment and Development Plan for downtown (collectively, the “**Plans**”). Section 7.6 of the Plans designates the Site as a mixed-use development site and catalyst redevelopment site. This designation means that the redevelopment of the Site will assist in spurring additional redevelopment within the downtown area by acting as a backbone for redevelopment and assisting in bringing more people downtown to enjoy and interact with the urban core. As noted by the DIA staff in its October 26, 2016, report to the Downtown Development Review Board (the “**DDRB**”) analyzing the Project for site plan approval under Application No. 2016-012 (the “**Application**”), the Project and Development Rights are consistent with the Plans.

On October 26, 2016, the DDRB granted final site plan approval under the Application. The approval included a detailed set of Master Plan Development Guidelines for the Project (the “**Guidelines**”), consistent with City Code Sections 656.361.12 through 656.361.21. All development within the Project must be consistent with the Guidelines, which are intended to promote the creation of a functional and interrelated community on a human/pedestrian scale situated on a compact and contiguous development parcel. As noted above, the size of the Site is sufficient to support the development of a mixed-use project featuring residential units, hotel rooms, Class A office space, retail space and 125 marina slips with an estimated value at build-out of \$280,000,000. As required under the RDA, the Site will also include a minimum of 3.5 acres of riverfront property dedicated to the City for public use (the “**City Property**”)².

The RDA specifically requires the Petitioner to submit this Petition for the establishment of the District. Under the terms of the RDA, the District will be responsible for financing and installing the CDD Infrastructure Improvements described therein. The CDD Infrastructure Improvements, as otherwise described in this Petition and in the RDA, comprise the horizontal infrastructure improvements to support the private development of the vertical improvement elements of the Project, inclusive of roadways, electrical, water and sewer utilities, and other horizontal improvements. The District will be also be responsible under the RDA for financing and installing the CRA Infrastructure Improvements described therein. The CRA Infrastructure Improvements, as otherwise described in the RDA, and in combination with the CDD Infrastructure Improvements, comprise the horizontal public infrastructure improvements for

² Refer to Exhibit D “City Parcels” of the RDA for a property description related to recreational use.

access to and use of the City Property, inclusive of roadways, riverwalk installation and extension, utilities, parks, parking, pedestrian walking and biking trails, bulkhead improvements, and certain other improvements. Under the RDA, both the City and the DIA will provide funding assistance to the CDD toward the cost of the CRA Infrastructure Improvements and the CDD Infrastructure Improvements. The details regarding such funding assistance and such Improvements are comprehensively set forth in the RDA as approved under Ordinance No. 2018-313-E, the RDA being incorporated herein by reference. Exhibit C of the RDA, which identifies the CDD Infrastructure Improvements, and Exhibit E of the RDA, which identifies the CRA Infrastructure Improvements, are attached to Exhibit F hereof.

The establishment of the District as proposed in this Petition will provide a mechanism for the installation and maintenance of the infrastructure serving the development encompassed by the District primarily at the expense of the landowners therein who directly benefit therefrom, rather than at the expense of the City’s taxpayers as a whole. Accordingly, the District is the best alternative for delivering community development services and facilities to the proposed community without imposing an additional burden on the general population of the local general-purpose government. Establishment of the District in conjunction with a comprehensively planned community, as proposed, allows for a more efficient use of resources.

The establishment of the District will advance the land use, urban and downtown revitalization and public facilities goals and policies of the State Comprehensive Plan as set forth in subsections (15), (16) and (17) of Section 187.201, Florida Statutes, and will not be inconsistent with any other portion of the State Comprehensive Plan.

The City’s 2030 Comprehensive Plan Future Land Use Element Policy 4.1.8A acknowledges that the “City has initiated a consensus-based Visioning process for the Urban Core, Greater Arlington/Beaches, and Southeast Planning Districts.” Policy 4.1.8A further states that “Vision Plans will result in an illustrative, guiding document based on extensive citizen involvement, coordination of land use concepts with long range transportation plans, and regional collaboration and visioning.” By the enactment of Ordinance No. 2010-614-E, the City Council approved and adopted the Urban Core Vision Plan (the “UCVP”) “to provide guidance concerning development and redevelopment within the boundaries of the Urban Core Planning District” Guiding Principle Two of the UCVP specifically identifies the Site as a redevelopment opportunity:

Aside from major corridors, there are opportunities for infill development, both mixed-use and mixed-income, in areas such as La Villa, the Southbank and Commodore Point.

* * * *

On the Southbank, the JEA site is identified by the Downtown Master Plan as a major catalyst site within a district described as a midtown neighborhood, providing a vibrant commercial transition between San Marco, one of the city's finest in-town neighborhoods, and the civic core.

The establishment of the District will advance the redevelopment of the Site consistent with the UCVP, which was adopted in accordance with Future Land Use Element Policy 4.1.8A. As such, and owing to the project specific NOPC to the DO approved for the Project by the City Council under Ordinance No. 2015-777-E (consistent with Future Land Use Element Policy 2.3.16), the establishment of the District will not be inconsistent with the City's 2030 Comprehensive Plan.

IV. Statutory Factors

Based upon the foregoing, the Petitioner submits that the City Council should determine as follows:

1. All statements contained within this Petition are true and correct.
2. The establishment of the District as proposed in this Petition and all land uses and services planned within the proposed District are not inconsistent with any applicable element or portion of the state comprehensive plan or of the City's 2030 Comprehensive Plan.
3. The area of land within the District as proposed in this Petition is of sufficient size, is sufficiently compact, and is sufficiently contiguous to be developable as one functional interrelated community.
4. The District as proposed in this Petition is the best alternative available for delivering community development services and facilities to the area that will be served by the District.
5. The community development services and facilities of the District as proposed in this Petition will not be incompatible with the capacity and uses of existing local and regional community development services and facilities.
6. The area that will be served by the District as proposed in this Petition is amenable to separate special-district government.

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V. Conclusion

WHEREFORE, the Petitioner hereby petitions the City Council of the City of Jacksonville to:

- a. Schedule a public hearing schedule a public hearing in accordance with the requirements of Section 190.005(2)(b), Florida Statutes;
- b. Grant the petition and adopt an ordinance establishing the District pursuant to Chapter 190, Florida Statutes;
- c. Consent to the District's exercise of certain special powers to finance, fund, plan, establish, acquire, construct, reconstruct, enlarge or extend, equip, operate, and maintain systems and facilities for parks and facilities for indoor and outdoor recreational, cultural, fire prevention and control, educational uses, and for security, all as authorized and identified in paragraph 9 of Section II hereof;
- d. Grant such other relief as appropriate.

Petitioner:

Elements Development of Jacksonville, LLC, a Florida limited liability company

By: Rogers Towers, P.A.
Its Authorized Agent

By: _____

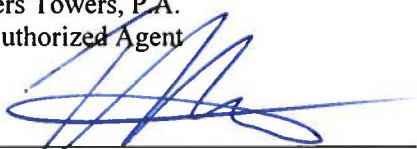
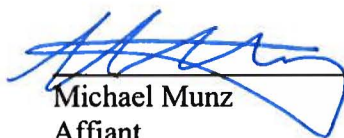

T. R. Hainline
Shareholder

Exhibit A – Affidavit of Petition

Under penalties of perjury, the Affiant declares that the Affiant has read the contents of this affidavit and that the statements herein are true and correct to the best of the Affiant's knowledge and belief.

Executed this 6 day of August, 2018.



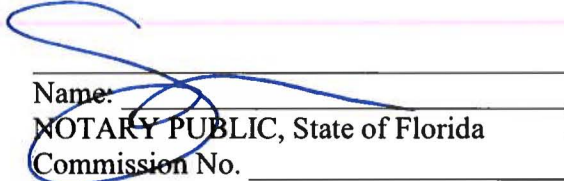
Michael Munz
Affiant

STATE OF FLORIDA
COUNTY OF DUVAL

The foregoing instrument was sworn to and subscribed before me on the 6 day of August, 2018, by Michael Munz, who [check applicable box]

- is personally known to me.
- has provided a Florida driver's license as identification.
- has provided _____ as identification.

(SEAL)



Name: _____
NOTARY PUBLIC, State of Florida
Commission No. _____
My Commission Expires: _____

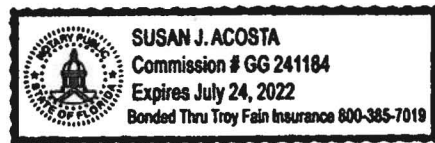
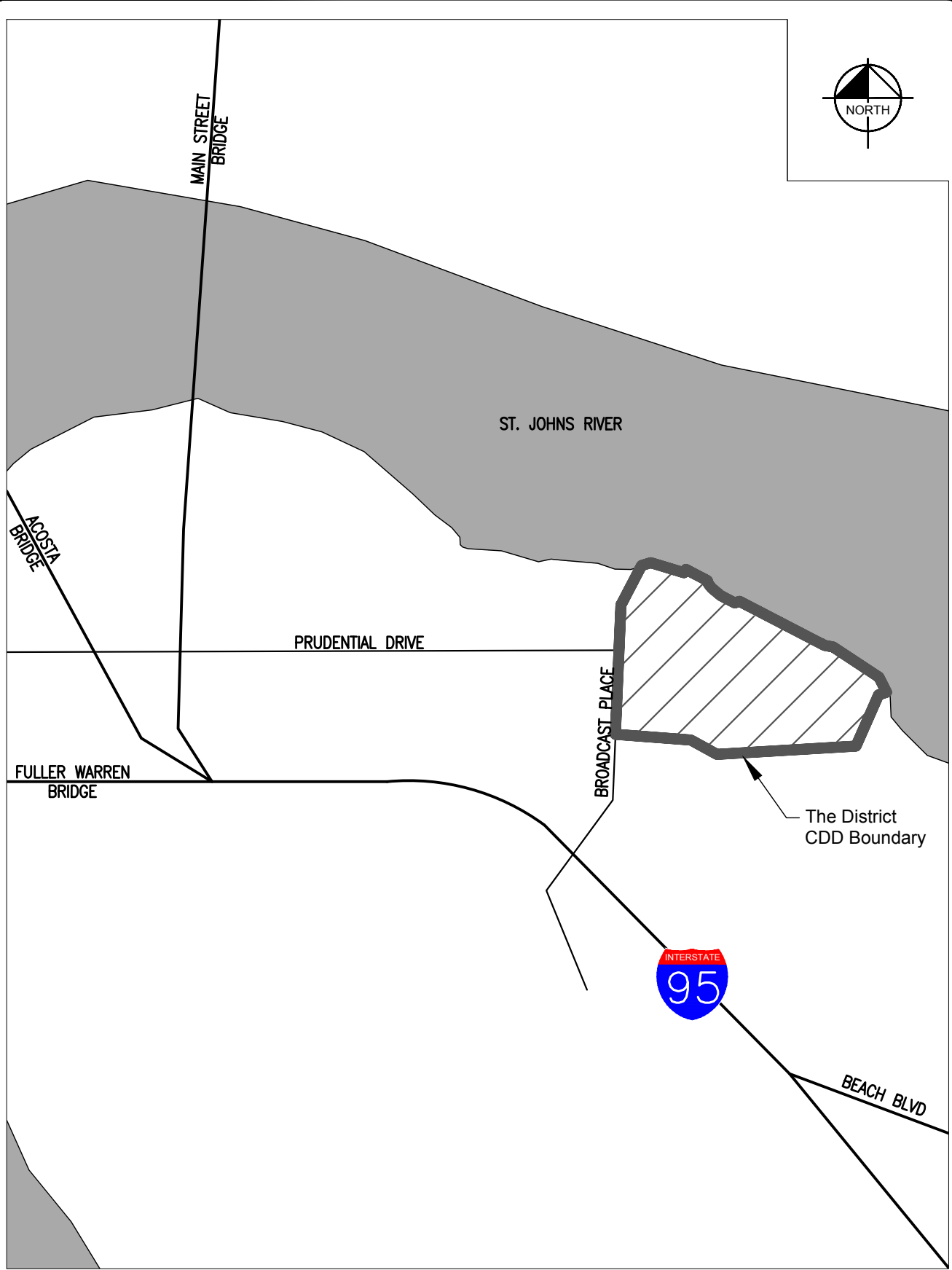


Exhibit B – General Location Map

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THE DISTRICT - COMMUNITY DEVELOPMENT DISTRICT
JACKSONVILLE, FLORIDA

VICINITY MAP



Exhibit C – District Boundary Survey and Description Sketch



PERRET AND ASSOCIATES, INC.
LAND SURVEYORS



PROPOSED DEVELOPMENT PARCEL (DP):

ALL OF LOTS 7 THROUGH 10, WATER LOTS SECOND SERIES, REEDS FOURTH SUBDIVISION OF SOUTH JACKSONVILLE, AS SHOWN ON THE PLAT THEREOF AS RECORDED IN PLAT BOOK 1, PAGE 46 OF THE FORMER PUBLIC RECORDS OF DUVAL COUNTY, FLORIDA, A PART OF KANSAS STREET, A 60 FOOT RIGHT OF WAY, CLOSED BY ORDINANCE BB-246 AND A PART OF SECTIONS 44 AND 45, THE ISAAC HENDRICKS GRANT, AND A PART OF SECTION 60, THE F. BAGLEY AND I. HENDRICKS GRANT, ALL LYING IN TOWNSHIP 2 SOUTH, RANGE 26 EAST, DUVAL COUNTY, FLORIDA, BEING MORE PARTICULARLY DESCRIBED AS FOLLOWS:

FOR A POINT OF COMMENCEMENT, COMMENCE AT THE INTERSECTION OF THE NORTHEASTERLY RIGHT OF WAY LINE OF REED AVENUE, A 60 FOOT RIGHT OF WAY AS PRESENTLY ESTABLISHED AND THE EASTERLY RIGHT OF WAY LINE OF BROADCAST PLACE, A 60 FOOT RIGHT OF WAY AS PRESENTLY ESTABLISHED; THENCE NORTH 02 DEGREES 27 MINUTES 30 SECONDS EAST, 240.42 FEET TO THE POINT OF BEGINNING; THENCE FROM SAID POINT OF BEGINNING, NORTH 02 DEGREES 27 MINUTES 30 SECONDS EAST, CONTINUING ALONG SAID EASTERLY RIGHT OF WAY LINE, THE NORTHERLY PROLONGATION THEREOF, AND ALONG THE WESTERLY LINE OF SAID LOT 7, WATER LOTS SECOND SERIES, REEDS FOURTH SUBDIVISION OF SOUTH JACKSONVILLE; A DISTANCE OF 822.36 FEET TO THE NORTHWESTERLY CORNER OF SAID LOT 7; THENCE NORTH 27 DEGREES 38 MINUTES 14 SECONDS EAST, DEPARTING SAID WESTERLY LINE AND ALONG THE EASTERLY LINE AND NORTHEASTERLY PROJECTION OF THE EASTERLY LINE OF THOSE LANDS DESCRIBED AND RECORDED IN OFFICIAL RECORDS BOOK 5103, PAGE 759 OF THE CURRENT PUBLIC RECORDS OF DUVAL COUNTY, FLORIDA, A DISTANCE OF 283.34 FEET TO A POINT ON A LINE BEING THE BOUNDARY SEPARATING THE LANDS OF PRIVATE OWNERSHIP FROM THE ADJACENT STATE OWNED SOVEREIGNTY LANDS AS DESCRIBED IN OFFICIAL RECORDS BOOK 9008, PAGE 1216 AND OFFICIAL RECORDS BOOK 12686, PAGE 910 OF THE CURRENT PUBLIC RECORDS OF DUVAL COUNTY, FLORIDA; THENCE EASTERLY ALONG LAST SAID LINE THE FOLLOWING 14 COURSES: COURSE 1, THENCE NORTH 72 DEGREES 33 MINUTES 56 SECONDS EAST, 61.48 FEET; COURSE 2, THENCE SOUTH 73 DEGREES 04 MINUTES 04 SECONDS EAST, 220.55 FEET TO A POINT ON THE FACE OF AN EXISTING SEAWALL; COURSE 3, THENCE NORTH 27 DEGREES 29 MINUTES 56 SECONDS EAST ALONG SAID EXISTING SEAWALL, 25.35 FEET; COURSE 4, THENCE SOUTH 62 DEGREES 16 MINUTES 12 SECONDS EAST CONTINUING ALONG SAID EXISTING SEAWALL, 154.29 FEET; COURSE 5, THENCE SOUTH 17 DEGREES 34 MINUTES 47 SECONDS EAST DEPARTING SAID EXISTING SEAWALL, 23.74 FEET; COURSE 6, THENCE SOUTH 39 DEGREES 24 MINUTES 04 SECONDS EAST, 32.94 FEET; COURSE 7, THENCE SOUTH 50 DEGREES 13 MINUTES 49 SECONDS EAST, 74.57 FEET TO A POINT ON THE FACE OF AN EXISTING SEAWALL; COURSE 8, THENCE SOUTH 62 DEGREES 32 MINUTES 42 SECONDS EAST ALONG SAID EXISTING SEAWALL, 100.76 FEET; COURSE 9, THENCE NORTH 71 DEGREES 02 MINUTES 59 SECONDS EAST CONTINUING ALONG SAID EXISTING SEAWALL, 31.40 FEET; COURSE 10, THENCE SOUTH 62 DEGREES 38 MINUTES 03 SECONDS EAST CONTINUING ALONG SAID EXISTING SEAWALL, 447.96 FEET; COURSE 11, THENCE SOUTH 62 DEGREES 16 MINUTES 36 SECONDS EAST CONTINUING ALONG SAID EXISTING SEAWALL, 156.94 FEET; COURSE 12, THENCE SOUTH 78 DEGREES 43 MINUTES 28 SECONDS EAST



PERRET AND ASSOCIATES, INC.
LAND SURVEYORS



DEPARTING SAID EXISTING SEAWALL, 60.20 FEET; COURSE 13, THENCE SOUTH 56 DEGREES 36 MINUTES 20 SECONDS EAST, 348.39 FEET; COURSE 14, THENCE SOUTH 26 DEGREES 50 MINUTES 05 SECONDS EAST, 107.15 FEET TO THE POINT OF TERMINATION OF SAID LINE DESCRIBED IN OFFICIAL RECORDS BOOK 9008, PAGE 1216 AND OFFICIAL RECORDS BOOK 12686, PAGE 910 OF THE CURRENT PUBLIC RECORDS OF DUVAL COUNTY, FLORIDA; THENCE SOUTH 72 DEGREES 27 MINUTES 52 SECONDS WEST, 53.09 FEET TO A POINT ON THE WATERS OF THE ST. JOHNS RIVER; THENCE SOUTH 23 DEGREES 45 MINUTES 12 SECONDS WEST DEPARTING SAID WATERS OF THE ST. JOHNS RIVER, 356.01 FEET; THENCE SOUTH 86 DEGREES 36 MINUTES 07 SECONDS WEST, 885.56 FEET TO THE NORTHWEST CORNER OF THOSE LANDS DESCRIBED IN OFFICIAL RECORDS BOOK 14316, PAGE 1471 OF THE CURRENT PUBLIC RECORDS OF SAID COUNTY; THENCE NORTH 61 DEGREES 14 MINUTES 42 SECONDS WEST, 189.34 FEET; THENCE NORTH 85 DEGREES 43 MINUTES 46 SECONDS WEST, 481.49 FEET TO SAID EASTERLY RIGHT OF WAY LINE OF BROADCAST PLACE AND THE POINT OF BEGINNING. CONTAINING 32.21 ACRES, MORE OR LESS.

Certified this 11th day of July, 2018

Nathan P. Perret
Registered Land Surveyor No. LS6900
Perret and Associates, Inc.
5627 Atlantic Boulevard, Suite 6
Jacksonville, FL 32207



Drawing name: K:\A\Environmental\General\CAD\Conceptual Development\Prop.dwg BOUNDARY Jul 12, 2018 2:09pm by: Patricia Mendez

LEGEND

- COMMUNITY DEVELOPMENT DISTRICT BOUNDARY

- COMMUNITY DEVELOPMENT DISTRICT AREA

THE DISTRICT - COMMUNITY DEVELOPMENT DISTRICT
JACKSONVILLE, FLORIDA
BOUNDARY MAP



© 2018 KIMLEY-HORN AND ASSOCIATES, INC.
 12740 GRAN BAY PARKWAY WEST, SUITE 2350
 JACKSONVILLE, FLORIDA 32258
 PHONE: 904-828-3900
 WWW.KIMLEY-HORN.COM CA 00000696

Exhibit D – Authorization and Consent of Landowners

**CONSENT AND JOINDER OF LANDOWNER TO ESTABLISHMENT OF THE
DISTRICT COMMUNITY DEVELOPMENT DISTRICT**

Elements Development of Jacksonville, LLC, a Florida limited liability company ("**Elements**"), is the owner of certain lands more fully described on **Exhibit 1** attached hereto and made a part hereof ("**Property**"). The undersigned Peter S. Rummell is the Manager of RummellMunz Equity, LLC, a Florida limited liability company ("**RME**"), which in turn is the Manager of Elements. In his capacity as Manager of RME the undersigned is authorized to execute this instrument on behalf of RME as Manager of and acting on behalf of Elements.

On behalf of RME acting on behalf of Elements, the undersigned understands and acknowledges that Elements intends to submit a petition to establish a community development district upon the Property in accordance with the provisions of Chapter 190 of the Florida Statutes.

As the owner of lands which are intended to constitute the community development district, Elements, through the undersigned on behalf of RME acting on behalf of Elements, understands and acknowledges that pursuant to the provisions of Section 190.005, Florida Statutes, Elements is required to include the written consent to the establishment of the community development district of one hundred percent (100%) of the owners of the lands to be included within the community development district.

Elements hereby consents to the establishment of a community development district, which will include the Property within the lands to be a part of the community development district, and agrees to further execute any documentation necessary or convenient to evidence this consent and joinder during the application process for the establishment of the community development district.

On behalf of RME acting on behalf of Elements, the undersigned acknowledges that the consent herein will remain in full force and effect until the community development district is established or three years following the date hereof, whichever shall first occur.

On behalf of Elements, the undersigned hereby represents and warrants that Elements and the undersigned have taken all actions and obtained all consents necessary to duly authorize the execution of this consent and joinder by the undersigned.

Dated effective the 12th day of July, 2018.

Elements Development of Jacksonville, LLC, a
Florida limited liability company

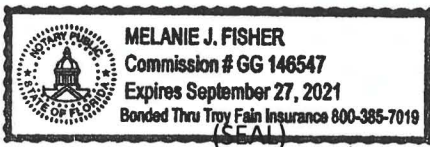
By: RummellMunz Equity, LLC, a Florida limited
liability company, its Manager

By: 
Peter S. Rummell
Its Manager

STATE OF FLORIDA
COUNTY OF DUVAL

The foregoing instrument was acknowledged before me on the 11th day of July, 2018, by Peter S. Rummell, on behalf of and in his capacity as Manager of RummellMunz Equity, LLC, a Florida limited liability company, acting on behalf of and in its capacity as Manager of Elements Development of Jacksonville, LLC, a Florida limited liability company, who [check applicable box]

- is personally known to me.
- has provided a Florida driver's license as identification.
- has provided FL Driver's License as identification.



Melanie J. Fisher
Name: _____
NOTARY PUBLIC, State of Florida
Commission No. _____
My Commission Expires: _____

Exhibit 1
CONSENT AND JOINDER OF LANDOWNER TO ESTABLISHMENT OF THE
DISTRICT COMMUNITY DEVELOPMENT DISTRICT
PROPERTY DESCRIPTION

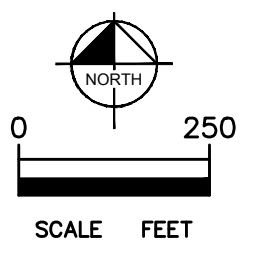
(INSERT)

Exhibit 1

ALL OF LOTS 7 THROUGH 10, WATER LOTS SECOND SERIES, REEDS FOURTH SUBDIVISION OF SOUTH JACKSONVILLE, AS SHOWN ON THE PLAT THEREOF AS RECORDED IN PLAT BOOK 1, PAGE 46 OF THE FORMER PUBLIC RECORDS OF DUVAL COUNTY, FLORIDA, A PART OF KANSAS STREET, A 60 FOOT RIGHT OF WAY, CLOSED BY ORDINANCE BB-246 AND A PART OF SECTIONS 44 AND 45, THE ISAAC HENDRICKS GRANT, AND A PART OF SECTION 60, THE F. BAGLEY AND I. HENDRICKS GRANT, ALL LYING IN TOWNSHIP 2 SOUTH, RANGE 26 EAST, DUVAL COUNTY, FLORIDA, BEING MORE PARTICULARLY DESCRIBED AS FOLLOWS:

FOR A POINT OF COMMENCEMENT, COMMENCE AT THE INTERSECTION OF THE NORTHEASTERLY RIGHT OF WAY LINE OF REED AVENUE, A 60 FOOT RIGHT OF WAY AS PRESENTLY ESTABLISHED AND THE EASTERLY RIGHT OF WAY LINE OF BROADCAST PLACE, A 60 FOOT RIGHT OF WAY AS PRESENTLY ESTABLISHED; THENCE NORTH 02 DEGREES 27 MINUTES 30 SECONDS EAST, 240.42 FEET TO THE POINT OF BEGINNING; THENCE FROM SAID POINT OF BEGINNING, NORTH 02 DEGREES 27 MINUTES 30 SECONDS EAST, CONTINUING ALONG SAID EASTERLY RIGHT OF WAY LINE, THE NORTHERLY PROLONGATION THEREOF, AND ALONG THE WESTERLY LINE OF SAID LOT 7, WATER LOTS SECOND SERIES, REEDS FOURTH SUBDIVISION OF SOUTH JACKSONVILLE; A DISTANCE OF 822.36 FEET TO THE NORTHWESTERLY CORNER OF SAID LOT 7; THENCE NORTH 27 DEGREES 38 MINUTES 14 SECONDS EAST, DEPARTING SAID WESTERLY LINE AND ALONG THE EASTERLY LINE AND NORTHEASTERLY PROJECTION OF THE EASTERLY LINE OF THOSE LANDS DESCRIBED AND RECORDED IN OFFICIAL RECORDS BOOK 5103, PAGE 759 OF THE CURRENT PUBLIC RECORDS OF DUVAL COUNTY, FLORIDA, A DISTANCE OF 283.34 FEET TO A POINT ON A LINE BEING THE BOUNDARY SEPARATING THE LANDS OF PRIVATE OWNERSHIP FROM THE ADJACENT STATE OWNED SOVEREIGNTY LANDS AS DESCRIBED IN OFFICIAL RECORDS BOOK 9008, PAGE 1216 AND OFFICIAL RECORDS BOOK 12686, PAGE 910 OF THE CURRENT PUBLIC RECORDS OF DUVAL COUNTY, FLORIDA; THENCE EASTERLY ALONG LAST SAID LINE THE FOLLOWING 14 COURSES: COURSE 1, THENCE NORTH 72 DEGREES 33 MINUTES 56 SECONDS EAST, 61.48 FEET; COURSE 2, THENCE SOUTH 73 DEGREES 04 MINUTES 04 SECONDS EAST, 220.55 FEET TO A POINT ON THE FACE OF AN EXISTING SEAWALL; COURSE 3, THENCE NORTH 27 DEGREES 29 MINUTES 56 SECONDS EAST ALONG SAID EXISTING SEAWALL, 25.35 FEET; COURSE 4, THENCE SOUTH 62 DEGREES 16 MINUTES 12 SECONDS EAST CONTINUING ALONG SAID EXISTING SEAWALL, 154.29 FEET; COURSE 5, THENCE SOUTH 17 DEGREES 34 MINUTES 47 SECONDS EAST DEPARTING SAID EXISTING SEAWALL, 23.74 FEET; COURSE 6, THENCE SOUTH 39 DEGREES 24 MINUTES 04 SECONDS EAST, 32.94 FEET; COURSE 7, THENCE SOUTH 50 DEGREES 13 MINUTES 49 SECONDS EAST, 74.57 FEET TO A POINT ON THE FACE OF AN EXISTING SEAWALL; COURSE 8, THENCE SOUTH 62 DEGREES 32 MINUTES 42 SECONDS EAST ALONG SAID EXISTING SEAWALL, 100.76 FEET; COURSE 9, THENCE NORTH 71 DEGREES 02 MINUTES 59 SECONDS EAST CONTINUING ALONG SAID EXISTING SEAWALL, 31.40 FEET; COURSE 10, THENCE SOUTH 62 DEGREES 38 MINUTES 03 SECONDS EAST CONTINUING ALONG SAID EXISTING SEAWALL, 447.96 FEET; COURSE 11, THENCE SOUTH 62 DEGREES 16 MINUTES 36 SECONDS EAST CONTINUING ALONG SAID EXISTING SEAWALL, 156.94 FEET; COURSE 12, THENCE SOUTH 78 DEGREES 43 MINUTES 28 SECONDS EAST DEPARTING SAID EXISTING SEAWALL, 60.20 FEET; COURSE 13, THENCE SOUTH 56 DEGREES 36 MINUTES 20 SECONDS EAST, 348.39 FEET; COURSE 14, THENCE SOUTH 26 DEGREES 50 MINUTES 05 SECONDS EAST, 107.15 FEET TO THE POINT OF TERMINATION OF SAID LINE DESCRIBED IN OFFICIAL RECORDS BOOK 9008, PAGE 1216 AND OFFICIAL RECORDS BOOK 12686, PAGE 910 OF THE CURRENT PUBLIC RECORDS OF DUVAL COUNTY, FLORIDA; THENCE SOUTH 72 DEGREES 27 MINUTES 52 SECONDS WEST, 53.09 FEET TO A POINT ON THE WATERS OF THE ST. JOHNS RIVER; THENCE SOUTH 23 DEGREES 45 MINUTES 12 SECONDS WEST DEPARTING SAID WATERS OF THE ST. JOHNS RIVER, 356.01 FEET; THENCE SOUTH 86 DEGREES 36 MINUTES 07 SECONDS WEST, 885.56 FEET TO THE NORTHWEST CORNER OF THOSE LANDS DESCRIBED IN OFFICIAL RECORDS BOOK 14316, PAGE 1471 OF THE CURRENT PUBLIC RECORDS OF SAID COUNTY; THENCE NORTH 61 DEGREES 14 MINUTES 42 SECONDS WEST, 189.34 FEET; THENCE NORTH 85 DEGREES 43 MINUTES 46 SECONDS WEST, 481.49 FEET TO SAID EASTERLY RIGHT OF WAY LINE OF BROADCAST PLACE AND THE POINT OF BEGINNING. CONTAINING 32.21 ACRES, MORE OR LESS.

Exhibit Composite E – Existing Utilities



LEGEND

- - - COMMUNITY DEVELOPMENT DISTRICT BOUNDARY
- - - ROAD RIGHT-OF-WAY
- JEA, WATER MAIN DISTRIBUTION
- > JEA, SEWER MAIN TRUNK
- POTABLE WATER MAIN STUB
- SANITARY MANHOLE

PLEASE NOTE: WATER AND SEWER SERVICE CONNECTION POINTS PROVIDED BY THE JEA AVAILABILITY LETTER# 2018-1749



THE DISTRICT - OFF-SITE UTILITY TIE-IN
 JACKSONVILLE, FLORIDA



21 West Church Street
Jacksonville, Florida 32202-3139

ELECTRIC

WATER

SEWER

RECLAIMED

Joseph Mecca, PE
Kimley-Horn and Associates, Inc.
12740 Gran Bay Parkway West, Suite 2350
Jacksonville, Florida, 32258

July 03, 2018

Project Name: The District
Availability#: 2018-1749

Attn: Joseph Mecca, PE,

Thank you for your inquiry regarding the availability of electric, potable water, sanitary sewer and reclaimed water (WS&R) service. The eight digit availability number referenced in this letter will be the number JEA uses to track your project. Please reference this number when making inquiries and submitting related documents. This availability letter will expire one year from the date above.

Point of Connection:

A summary of connection points for WS&R services are identified on the following page. JEA recognizes Connection Point #1 as the primary point of connection (POC); however, a secondary, conditional POC will be listed if available. JEA assumes no responsibility for the inaccuracy of any service connection portrayed on a JEA utility system record drawing. JEA strongly recommends field verification of all POCs prior to any construction to ensure connection availability. If this availability request is for a sewer lateral, prior to relying on the described POC and/or any reference drawings, the applicant shall request and pay for a JEA field locate, for a cost of \$491.00, to determine the actual location and suitability of this potential POC. Please note the Special Conditions stated in each section contain pertinent information and additional requirements as well as further instructions.

Offsite Improvements:

For all utilities located in the public Right of Way or JEA easement, the new WS&R utilities shall be dedicated to JEA upon completion and final inspection, unless otherwise noted. It shall be the applicant's responsibility to engage the services of a professional engineer, licensed in the State of Florida. All WS&R construction shall conform to current JEA Water, Sewer & Reuse Design Guidelines which may be found on jea.com.

Reservation of Capacity:

This availability response does not represent JEA's commitment for or reservation of WS&R capacity. In accordance with JEA's policies and procedures, commitment to serve is made only upon JEA's approval of your application for service and receipt of your payment of all applicable fees.

A detailed overview of the process can be found at JEA.com. This document along with other important forms and submittal processes can be found at the subsequent link, JEA Stages of a Project or by following the steps below:

- ⇒ Visit www.jea.com
- ⇒ Select Working with JEA
- ⇒ Select Stages of a Project

Sincerely,

JEA Water, Sewer Reclaim
Availability Request Team



21 West Church Street
 Jacksonville, Florida 32202-3139

ELECTRIC WATER SEWER RECLAIMED

Availability#: 2018-1749
 Request Received On: 7/2/2018
 Availability Response: 7/3/2018
 Prepared by: Susan West

Project Information

Name: The District
 Type: Multi-Family
 Requested Flow: 401,250 gpd
 Location: 801 Broadcast Place. Intersection of Prudential Dr and Broadcast Pl, JEA Southside generating site.
 Parcel ID No.: 080096 0010
 Description: Redevelopment of SSGS property into a mixed use project.

Potable Water Connection

Water Treatment Grid: SOUTH GRID
 Connection Point #1: Existing 20" water main stub in the intersection of Broadcast Pl. and Reed Ave.
 Connection Point #2: NA
 Special Conditions: Fire protection needs to be addressed.

Sewer Connection

Sewer Treatment Plant: BUCKMAN
 Connection Point #1: Existing manhole on 48" gravity sewer main near the intersection of Broadcast Pl. and Reed Ave.
 Connection Point #2: NA
 Special Conditions: If gravity flow cannot be achieved, then connection to the JEA-owned sewer system for your project will require the design and construction of an onsite, JEA owned and maintained pump station, and a JEA dedicated force main (min. 4" dia.).

Reclaimed Water Connection

Sewer Region/Plant: N/A
 Connection Point #1: No reclaimed water available
 Connection Point #2: NA
 Special Conditions:

General Comments:

Electric Availability: The subject property lies within the geographic area legally served by JEA. JEA will provide electric service as per JEA's most current Rules and Regulations. Point of connection location(s) to be field verified by developer during project design. Send pre-application meeting requests, with availability number, to wsedevprojrequests@jea.com. Copies of reference drawings may be requested from the JEA Record online at https://www.jea.com/engineering_and_construction/request_an_as-built_drawing/.

Exhibit F – Estimated Costs and Proposed Timetable

**Estimated Costs and Proposed Timetable
The District Community Development District**

The following table presents the construction cost estimate and timetable:

Description	Total Costs	Year 1	Year 2
Public Roadways (Health Walk, Prudential Drive extension, Broadcast Place extension, Backbay Drive, Marina Way, Cul-de-sac)	\$5,849,290	\$2,898,015	\$2,951,275
Parking (School Board, Marina, Public Parking) ¹	\$1,870,000	\$1,750,000	\$120,000
Potable Water ²	\$1,383,772	\$830,263	\$553,509
Stormwater Management	\$5,356,645	\$4,739,205	\$617,440
Sanitary Sewer	\$1,727,041	\$1,238,521	\$488,521
Electrical - Duct Bank and Site Lighting	\$1,493,276	\$1,194,621	\$298,655
Open Space (Saunter Lane, Pocket Park) ³	\$150,000	\$0	\$150,000
Engineering & Soft Costs (15%)	\$2,674,504	\$1,897,594	\$776,910
Contingency (15%)	\$2,674,504	\$1,897,594	\$776,910
Escalation of Cost (3% per year for 3-year period from date of cost estimate to end of construction)	\$1,597,744	\$798,872	\$798,872
Total	\$24,776,775	\$17,244,684	\$7,532,091

Note. Kimley – Horn (2018). Cost data based on 2017 estimates adapted from Exhibit B – CDD Capital Improvements Engineers Opinion of Probable Costs Summary prepared by The Haskell Company and contained within the Redevelopment Agreement, dated July 2018, among the City of Jacksonville, The Downtown Investment Authority and Elements Development of Jacksonville, LLC for Redevelopment of the JEA Southside Generator Parcel (“**RDA**”). For further details refer to Exhibit B of the “Interlocal

¹ Portions of the parking improvements require the exercise of special powers related to School site improvements in accordance with section 190.012(2)(c), Florida Statutes, and Jacksonville Code of Ordinances Sec. 92.04(h).

² Portions of the water improvements require the exercise of special powers related to fire improvements in accordance with section 190.012(2)(b), Florida Statutes, and Jacksonville Code of Ordinances Sec. 92.04(h).

³ Portions of the open space improvements require the exercise of special powers related to Parks and facilities for outdoor recreational uses in accordance with Section 190.012(2)(a), Florida Statutes, and Jacksonville Code of Ordinances Sec. 92.04(h).

Agreement”, which is Exhibit F of the RDA. None of the estimated costs shown in the table include acquisition costs. Under the RDA, both the City and the Downtown Investment Authority will provide funding assistance to the CDD toward the cost of the CRA Infrastructure Improvements and the CDD Infrastructure Improvements. The details regarding such funding assistance and such Improvements are comprehensively set forth in the RDA as approved under Ordinance No. 2018-313-E, the RDA being incorporated herein by reference. Exhibit C of the RDA, which identifies the CDD Infrastructure Improvements, and Exhibit E of the RDA, which identifies the CRA Infrastructure Improvements, are attached hereto.

[Remainder of page intentionally left blank]

Exhibit C
CDD Infrastructure Improvements

The CDD shall pay for the design, construction, and conveyance to the City of those items of infrastructure (the “CDD Infrastructure”) which aid in the development or provide services or benefits to what will be development parcels within the Project Parcel. The estimated budget for CDD Infrastructure Improvement costs (the “CDD Infrastructure Budget”) is \$24,776,775. The CDD shall be responsible for all costs and any overruns attendant to the construction of the CDD Infrastructure.

The CDD Infrastructure Improvements shall include the following:

- The public utilities necessary to serve both the project and the public space/public roads
- Stormwater management facilities necessary to serve both the CDD and CRA Infrastructure Improvements, inclusive of the public spaces and public roads
- An extension of Prudential Drive with enhanced sidewalks, enhanced landscaping, bike lanes, and on-street parking
- An extension of Broadcast Place with enhanced sidewalks, enhanced landscaping, bike lanes, and on-street parking
- A new Back Bay drive with enhanced sidewalks, enhanced landscaping, bike lanes, and on-street parking
- A new Marina Way with enhanced sidewalks, enhanced landscaping, bike lanes, and on-street parking.
- New pedestrian-only promenades
- New school board parking
- New marina/riverfront parking
- New public use parking

Exhibit E
CRA Infrastructure Improvements

The Developer will transfer unencumbered title via either (at the City's sole option): (i) special warranty deed or the equivalent thereof; or (ii) perpetual easement, to the land for the parks and public open spaces, including the Riverwalk, (including any submerged lands under the Riverwalk) bulkhead and riverfront park, the easement interest in the surrounding trail, parking for a minimum of 100 public parking spaces constructed by the CDD (at CDD's sole cost and expense and not as part of the CRA Infrastructure Improvements budget), the Prudential Drive expansion, traffic circle, Broadcast Place north of the traffic circle and Riverplace Drive (collectively, the "Public Space").

The CRA Infrastructure Improvements shall include the following, as further detailed on Exhibit L attached hereto:

- approximately 1,900 feet of new riverfront bulkhead.
- A top of bank extension of the Southbank Riverwalk for a total of approximately 1,900 linear feet, to a minimum total width of twenty (20) feet as follows: sixteen (16) feet of unobstructed new pathway and a minimum of four (4) feet of perimeter consisting of landscaping, furniture (e.g. benches), lighting, and trash receptacles. The extension shall be constructed with materials and furnishings (i.e., lighting, benches, shade structures, railing) matching the existing Southbank Riverwalk.
- approximately 1,255 linear feet of New Boardwalk as follows: a minimum twelve (12) foot wide boardwalk through marsh to connect the extension of the Southbank Riverwalk to an overland trail segment along the southern boundary of the development. The boardwalk shall include platforms to accommodate furnishings (e.g. benches) as well as lighting.
- Approximately 1,650 linear feet of new overland trail as follows: a minimum twelve (12) foot wide overland trail to connect Boardwalk to southwest corner of development.
- The parks shall have approximately 820 linear feet of river frontage (length), and an average depth of 112 feet. Riverfront park shall include amenities (e.g., fitness equipment to enhance wellness theme), as well as Riverfront Activation Node elements.
- A New Water Taxi stop, new transient boat docking facilities and new kayak launch
- An extension of Prudential Drive with enhanced sidewalks, enhanced landscaping, bike lanes, and on-street parking.
- An extension of Broadcast Place with enhanced sidewalks, enhanced landscaping, bike lanes, and on-street parking.
- Riverside Drive with enhanced sidewalks, enhanced landscaping, bike lanes, and on-street parking.

Exhibit G – Proposed Infrastructure Plan

**Proposed Infrastructure Plan
The District Community Development District**

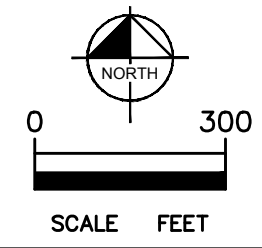
The following table presents the proposed infrastructure plan: **

Improvement	Construction Funded By	Ownership	Operation and Maintenance
Public Roadways	The District CDD	City of Jacksonville	City of Jacksonville
Private Roadways	Developer	POA	POA
Parking (School Board, Marina, Public Parking)	The District CDD	The District CDD	The District CDD
Potable Water	The District CDD	JEA	JEA
Stormwater Management	The District CDD	The District CDD	The District CDD
Sanitary Water	The District CDD	JEA	JEA
Electrical - Duct Bank and Site Lighting	The District CDD	The District CDD	The District CDD
Open Space (Saunter Lane, Pocket Park)	The District CDD	The District CDD	The District CDD
Landscaping/Irrigation/Hardscape	The District CDD	The District CDD	The District CDD

**Based on present expectations. In the event The District CDD is unable or unwilling to continue as the owner and entity responsible for the maintenance of the facilities described above, a property owners' association (POA) will assume such rights and obligations. Additionally, The District CDD may elect to enter into agreement with the POA to maintain certain improvements.

Source: The Petitioner (2018)

Exhibit H – Future Land Use



LEGEND

■	CENTRAL BUSINESS DISTRICT (CBD)
■	CONSERVATION (CVS)
■	COMMERCIAL GENERAL COMMUNITY (CGC)
■	PUBLIC BUILDING AND FACILITIES (PBF)
■	INDUSTRIAL LIGHT (LI)
■	MEDIUM DENSITY RESIDENTIAL (MDR)
■	LOW DENSITY RESIDENTIAL (LDR)
- - -	COMMUNITY DEVELOPMENT DISTRICT BOUNDARY
- - -	ROAD RIGHT-OF-WAY

Drawing name: K:\A\Environmental\General\CD\Zoning and FUM.mxd FUM Jul 12, 2018 2:48pm by: PolinaBenedict

THE DISTRICT - COMMUNITY DEVELOPMENT DISTRICT

JACKSONVILLE, FLORIDA

FUTURE LAND USE MAP



© 2018 KIMLEY-HORN AND ASSOCIATES, INC.
 12740 GRAN BAY PARKWAY WEST, SUITE 2350
 JACKSONVILLE, FLORIDA 32258
 PHONE: 904-828-3900
 WWW.KIMLEY-HORN.COM CA 00000696

Exhibit I – Statement of Estimated Regulatory Costs

Statement of Estimated Regulatory Costs

For Establishment of

The District Community Development District

June 28, 2018

(amended August 3, 2018)

Prepared by

DPFG Management and Consulting, LLC
250 International Blvd., Suite 280
Lake Mary, Florida 32746
(321) 263-0132

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A. EXECUTIVE SUMMARY

The Petitioner, ELEMENTS DEVELOPMENT OF JACKSONVILLE, LLC, seeks to establish a community development district to be known as The District Community Development District (the “**District**”). This Statement of Estimated Regulatory Costs (the “**SERC**”) is a component of the petition filed with the City of Jacksonville, Florida (the “**City**”), to establish the District in accordance with Ch. 92 of the City’s Code of Ordinances, and Section 190.005, Florida Statutes, and designating the land area for which the District would manage and finance the delivery of public infrastructure improvements and community development services.

With respect to establishing the District, this SERC documents that there are no adverse impacts on state and local revenues and on small businesses, and that there are no additional administrative costs and transactional costs associated therewith. Any one-time transactional or administrative expenses associated with establishing the District will be covered by one-time fees paid by the Petitioner.

The establishment of the District will not create any significant economic costs overall for the State of Florida nor for the City. The proposed establishment of the District may facilitate private development and may result in positive fiscal impacts in the long run.

B. PURPOSE AND SCOPE

This SERC has been prepared as a component of the petition filed with the City to establish the District in accordance with Ch. 92 of the City’s Code of Ordinances, and Section 190.005, Florida Statutes, and to provide for the best alternative available for delivering community development services and facilities to the area that will be served by the District. Specifically, Section 190.005(1)(a)8, Florida Statutes, requires, as part of the petition, the preparation and submittal of a SERC in accordance with the requirements of Section 120.541, Florida Statutes.

A community development district (“**CDD**”) is established under the Uniform Community Development District Act of 1980, codified in Chapter 190 of the Florida Statutes, as amended (the “**Act**”). A CDD is a local unit of special-purpose government that is limited to the performance of those specialized functions authorized by the Act. Those specialized functions consist of the planning, financing, constructing and maintaining of certain public infrastructure improvements and community development services. As an independent special district, the CDD’s governing body establishes its own budget and, within the scope of its authorized powers, operates independently of the local general-purpose governmental entity (i.e., the county or city) whose boundaries include the CDD.

A CDD cannot regulate land use or issue development orders. Those powers reside with the local general-purpose government. According to Section 190.004(3), Florida Statutes, *“The establishment of an independent community development district as provided in this act is not a development order within the meaning of Chapter 380. All governmental planning, environmental, and land development laws, regulations, and ordinances apply to all development of the land within a community development district. Community development districts do not have the power of a local government to adopt a comprehensive plan, building code, or land development code, as those terms are defined in the Community Planning Act. A district shall take no action which is inconsistent with applicable comprehensive plans, ordinances, or regulations of the applicable local general-purpose government.”*

In addition, the parameters for the review and evaluation of CDD petitions are set forth in Section 190.002(2)(d), Florida Statutes, as follows: *“That the process of establishing such a district pursuant to uniform general law be fair and based only on factors material to managing and financing the service*

delivery function of the district, so that any matter concerning permitting or planning of the development is not material or relevant.”

Therefore, the scope of this SERC is limited to an evaluation of those factors pertinent to the establishment of a CDD as defined by the Legislature and outlined in Section 120.541(2), Florida Statutes. The purpose of the Act is to provide another tool to government and private landowners in their efforts to comply with comprehensive plans that require adequate public facilities and services as a pre-condition for future development.

The CDD is a special purpose unit of local government that is established for the purpose of providing an alternative mechanism for financing the construction of public infrastructure and delivery of community development services. A CDD must be structured to be financially independent as intended by the Legislature. The cost of any additional public improvements to be constructed or any additional services to be provided by the City as a result of development contemplated within the District will be incurred whether the infrastructure is financed through a CDD or any other alternative financing method. These costs have already been evaluated by all appropriate agencies during the approval process for the development. The annual administrative costs of the District, as well as the costs of operating District infrastructure, will be borne entirely by the District and will not require any subsidy from the State of Florida or the City, nor will it place any additional economic burden on those persons not residing within the District. While some District improvements may eventually be dedicated to the City for ownership/control and maintenance, this is a common mechanism associated with development, and the limited impact to City revenues would likely occur even if the District did not exist as a CDD, and alternative financing was used.

C. PROPOSED THE DISTRICT COMMUNITY DEVELOPMENT DISTRICT

The Petitioner intends for the proposed District to exercise the powers outlined in Section 190.012, Florida Statutes, to finance, fund, plan, establish, acquire, construct or reconstruct, enlarge or extend, equip, operate and maintain systems, facilities and basic infrastructure that may include, but are not limited to, water management and control, water supply, sewer, wastewater management, District roads and street lights, transportation facilities, parking improvements, environmental remediation and cleanup, conservation areas, parks and recreational facilities, security, waste collection and disposal, or any other project, with or without the boundaries of the District, legally authorized, required by a development order issued by a local government or subject of an agreement between the District and a governmental entity.

If approved, the District will be authorized to finance these types of public infrastructure improvements through special or non-ad valorem assessment revenue bonds. Repayment of these bonds will be through special or non-ad valorem assessments levied against all benefited properties within the District. In addition, the City’s Downtown Investment Authority, as the Community Redevelopment Agency, is anticipated to contribute certain project revenue (as defined in the Redevelopment Agreement, defined below) to the District to help defray a portion of the costs of the District’s public infrastructure improvements and as an additional source of security for bonds issued by the District. On-going operation and maintenance for District owned facilities is expected to be funded through maintenance assessments levied against all benefited properties within the District. In addition, the District may elect to enter into agreement with the property owners association to maintain certain improvements. Refer to **Exhibit A** for an overview of proposed public facilities and services related to the development of land within the District.

D. PLAN OF FINANCE

The City previously enacted Ordinance 2018-313-E on June 12, 2018 (the “**Ordinance**”), which, among other matters, authorized the City to enter into a Redevelopment Agreement with the Petitioner and the

Downtown Investment Authority for the redevelopment of the land within the proposed District (the “**Redevelopment Agreement**”). Under the terms of the Redevelopment Agreement, the Petitioner is required to submit the petition to establish the District. The Ordinance describes the plan of finance in greater detail; however, it is anticipated that the CDD will oversee the development of certain horizontal infrastructure improvements necessary to support the District project, as further detailed in the Redevelopment Agreement (the “**CDD Infrastructure Improvements**”), with an estimated construction cost of \$24,776,775. Furthermore, the City, Downtown Investment Authority and District will enter into an Interlocal Agreement in substantially the form attached to the Redevelopment Agreement for the District to cause the development of certain CRA Infrastructure Improvements¹ on behalf of the City in conjunction with the development and maintenance by the District of the CDD Infrastructure Improvements. Under the Redevelopment Agreement, both the City and the Downtown Investment Authority will provide funding assistance to the CDD toward the cost of the CRA Infrastructure Improvements and the CDD Infrastructure Improvements. The details regarding such funding assistance and such Improvements are comprehensively set forth in the Redevelopment Agreement as approved under Ordinance 2018-313-E, the Redevelopment Agreement being incorporated herein by reference. Exhibit C of the Redevelopment Agreement, which identifies the CDD Infrastructure Improvements, and Exhibit E of the Redevelopment Agreement, which identifies the CRA Infrastructure Improvements, are attached to Exhibit F of the Petition to which this SERC is attached as Exhibit I. The petition to establish the District is a logical step in the plan of finance for certain public infrastructure and implementation of the Ordinance.

E. STATUTORY ELEMENTS

For purposes of this SERC, the term “**agency**” means the City of Jacksonville, and the term “**rule**” means the ordinance the City Council will enact in establishing the District. Section 120.541(2), Florida Statutes, provides that the SERC must contain the following:

- (a) An economic analysis showing whether the rule directly or indirectly:
1. Is likely to have an adverse impact on economic growth, private sector job creation or employment, or private sector investment in excess of \$1 million in the aggregate within 5 years after the implementation of the rule;
 2. Is likely to have an adverse impact on business competitiveness, including the ability of persons doing business in the state to compete with persons doing business in other states or domestic markets, productivity, or innovation in excess of \$1 million in the aggregate within 5 years after the implementation of the rule; or
 3. Is likely to increase regulatory costs, including any transactional costs, in excess of \$1 million in the aggregate within 5 years after the implementation of the rule.

¹ Inclusive of roadways, Riverwalk installation and extension, utilities, parks, parking, pedestrian walking and biking trails, bulkhead improvements, and certain other improvements as further detailed in the Redevelopment Agreement.

- (b) A good faith estimate of the number of individuals and entities likely to be required to comply with the rule, together with a general description of the types of individuals likely to be affected by the rule;
- (c) A good faith estimate of the cost to the agency, and to any other state and local government entities, of implementing and enforcing the proposed rule, and any anticipated effect on state or local revenues;
- (d) A good faith estimate of the transactional costs likely to be incurred by individuals and entities, including local government entities, required to comply with the requirements of the rule²;
- (e) An analysis of the impact on small businesses as defined by Section 288.703, Florida Statutes, and an analysis of the impact on small counties and small cities as defined in Section 120.52, Florida Statute. The impact analysis for small businesses must include the basis for the agency's decision not to implement alternatives that would reduce adverse impacts on small businesses;
- (f) Any additional information that the agency determines may be useful.
- (g) In the statement or revised statement, whichever applies, a description of any regulatory alternatives submitted under paragraph (1)(a) and a statement adopting the alternative or a statement of the reasons for rejecting the alternative in favor of the proposed rule.

The estimated regulatory impacts of the establishment of the District are summarized below.

(a) An economic analysis showing whether the rule directly or indirectly:

- 1. Is likely to have an adverse impact on economic growth, private sector job creation or employment, or private sector investment in excess of \$1 million in the aggregate within 5 years after the implementation of the rule;**
- 2. Is likely to have an adverse impact on business competitiveness, including the ability of persons doing business in the state to compete with persons doing business in other states or domestic markets, productivity, or innovation in excess of \$1 million in the aggregate within 5 years after the implementation of the rule; or**
- 3. Is likely to increase regulatory costs, including any transactional costs, in excess of \$1 million in the aggregate within 5 years after the implementation of the rule.**

The establishment of the District is not likely to have an adverse impact on or increase regulatory costs with respect to the items described in (a) 1, (a) 2, and (a) 3 above. The basis for this determination is provided in the discussions below.

Economic Growth

Since the property is currently vacant and in raw land condition, favorable changes in public costs and revenues associated with the development will likely take place. The establishment of the District will likely have no adverse impact in excess of \$1 million. On the contrary, the District will likely

² As used in this section, "transactional costs" are direct costs that are readily ascertainable based upon standard business practices, and include filing fees, the cost of obtaining a license, the cost of equipment required to be installed or used or procedures required to be employed in complying with the rule, additional operating costs incurred, the cost of monitoring and reporting, and any other costs necessary to comply with the rule.

induce economic growth over the next 5 years and rising costs of providing public infrastructure and services to the development will be matched by an essentially comparable increase in revenues – the relative relationship of costs and revenues will change little over time. The District is proposed to be structured on a “pay for itself” basis and has favorable direct impact on local economic growth.

In addition, the District provides a financing mechanism to (i) fund public infrastructure at a low cost of capital, and (ii) on a timely, “pay for itself” type basis. The District is being used to finance basic public infrastructure and services. Owners of the property within the District agree to a lien on their property, which is paid off over time through a special assessment and a recapture enhanced value (REV) grant. The assessment and REV grant is used to pay debt service on bonds and assessments are used to pay for annual infrastructure maintenance and district operating expenditure, which are secured further by the assessed property as collateral. Assessment liens are superior to private liens, such as construction or mortgage loans. This structure results in a lower cost of capital as otherwise is available to fund public infrastructure and supports community development.

Although new development results in increased land value, a larger tax base, and more tax revenue for the community at large, it also creates immediate demand for new streets, water and sewer capacity, and other infrastructure. Consequently, a cash-flow mismatch exists between the upfront costs of public facilities and generation of tax revenue to pay for same. To fill this gap, the District is established to fund infrastructure directly, and developers can fund the public-use components of new neighborhoods before improvements are conveyed to the general purpose government or municipality. The result is that new growth can “pay for itself” instead of burdening an entire community with its costs.

Job Creation

Compared with the property’s existing land use, establishment of the District and subsequent residential and commercial development would spur private job creation. In general, changes in the pace of real estate development can have major ramifications for many other local industries. A jump in real estate construction drives up demand for steel, wood, electricity, glass, plastic, wiring, piping and concrete. The need for skilled construction workers such as bricklayers, carpenters, electricians and other construction trades soars as well. In addition to the wide range of on-site construction services, capital expenditures associated with the District also support a wide range of professional and business services, including architecture and engineering services, legal services, marketing and management services, grading, paving and landscaping services, site engineering services, interior design and construction services. This combination of spending for pre-construction, construction and post-construction activities required to deliver buildings ready for occupancy represents the District’s total direct contribution to the local economy. By one estimate, some 16 jobs for every \$1 million in direct construction spending are created.³ The establishment of the District and subsequent development likely has favorable impacts on job creation or employment.

³ NAIOP Research Foundation in conjunction with DODGE Data & Analytics (2018). “Economic Impacts of Commercial Real Estate”, January 2018. Retrieved from <https://www.naiop.org/en/Research/Our-Research/Reports/Economic-Impacts-of-Commercial-Real-Estate-2018>.

*Transactional Costs*⁴

It is not likely that transactional costs in excess of \$1 million in the aggregate within 5 years after the establishment of the District occur. Any transaction costs are covered with one-time fees as described above.

Competitiveness

The establishment of the District is likely to have a favorable impact on business competitiveness, including the ability of persons doing business in the state to compete with persons doing business in other states or domestic markets, productivity, or innovation in excess of \$1 million in the aggregate within 5 years. Commercial real estate development increases the property tax base which generates revenue that supports local schools and community infrastructure, which leads to the creation of a more competitive City.

(b) A good faith estimate of the number of individuals and entities likely to be required to comply with the rule, together with a general description of the types of individuals likely to be affected by the rule.

The individuals and entities likely to be required to comply with the rule, or affected by the proposed establishment of the District are:

- a) THE STATE OF FLORIDA - The State of Florida and its residents and general population will not incur any compliance costs related to the establishment of the District and on-going administration of the District. They will only be affected to the extent that the State incurs those nominal administrative costs outlined in Section (c) below.
- b) CITY AND ITS RESIDENTS - The City and its residents not residing within the boundaries of the District will not incur any compliance costs, or ongoing administrative costs related to the establishment, other than any one-time administrative costs outlined in Section (c) below.
- c) CURRENT PROPERTY OWNERS - The current property owners of the lands subject to the District will be affected to the extent that the District allocates assessments and bonded indebtedness for the construction of public infrastructure and undertakes operation and maintenance responsibility for District infrastructure. Any assessments and bonded indebtedness will be based on special benefit and will be fairly and reasonably apportioned among the properties that receive the special benefit. It would require consent from the owners of land subject to the petition to establish the District. The Petitioner anticipates providing full landowner consent to be included as an exhibit to the petition to establish the District.
- d) FUTURE PROPERTY OWNERS – The District is a form of governance which allows landowners, through landowner voting and ultimately electoral voting for resident elected boards, to determine the type, quality and expense of the District services they receive, provided they meet the City’s overall requirements. For the imposition of special assessments to be valid, any assessments will be based on special benefit and will be fairly and reasonably apportioned among the properties that receive the special benefit from the public improvements and services provided by the District.

⁴ As used in this section, “transactional costs” are direct costs that are readily ascertainable based upon standard business practices, and include filing fees, the cost of obtaining a license, the cost of equipment required to be installed or used or procedures required to be employed in complying with the rule, additional operating costs incurred, the cost of monitoring and reporting, and any other costs necessary to comply with the rule.

(c) A good faith estimate of the cost to the agency, and to any other state and local government entities, of implementing and enforcing the proposed rule, and any anticipated effect on state or local revenues

- a) THE CITY - The City will not incur any quantifiable on-going costs. As previously stated, the District operates independently from the City and all administrative and operating costs incurred by the District relating to the financing and construction of infrastructure are borne entirely by the District. The District will submit, for informational purposes, its annual budget, financial report, audit and public financing disclosures to the City. Since there are no legislative requirements for review or action, the City should not incur any costs. The City may, however, choose to review these documents. To offset these one-time administrative costs, the petitioner will submit a petition filing fee for \$1,500 to the City.
- b) STATE - The State of Florida will not incur any additional administrative costs as a result of the establishment of the District to review the periodic reports required pursuant to Chapters 190 and 189, Florida Statutes. These reports include the annual financial report, annual audit and public financing disclosures. To offset these costs, the Legislature has established a maximum fee of \$175 per District per year to pay the costs incurred by the Special Districts Information Program to administer the reporting requirements of Chapter 189, Florida Statutes.

Because the District, as defined in Chapter 190, Florida Statutes, is designed to function as a self-sufficient special-purpose governmental entity, it is responsible for its own management. Therefore, except for the reporting requirements outlined above, or later established by law, no additional burden is placed on the State once the District has been established.

- c) DISTRICT - The District will incur costs for operations and maintenance of its facilities and for its administration. These costs will be completely paid for from annual assessments against all properties within the District benefiting from its facilities and its services.
- d) IMPACT ON STATE AND LOCAL REVENUES - It is anticipated that approval of this petition will not have any adverse effect on state and local revenues. There is potential for an increase in state sales tax revenue resulting from the establishment and subsequent development of the subject land. It is not possible to estimate this increase with unconditional certainty. In addition, local ad valorem tax revenues may be increased due to long-lasting increases in property values resulting from the District's construction of infrastructure and on-going maintenance services. Similarly, private development within the District, which will be facilitated by the District's activities, should have a positive impact on property values and therefore ad valorem taxes. In addition, impact fee and development permit revenues are expected to be generated by private development within the District and, accordingly, should also increase local revenues.

Any concerns that a District obligation could become a state, city or county obligation cannot arise. Chapter 190 specifically addresses this issue as follows: "*It is further the purpose and intent of the Legislature that no debt or obligation of a district will constitute a burden on any local general-purpose government without its consent.*" [Section 190.002(3), Florida Statutes]. Further, "*A default on the bonds or obligations of a district shall not constitute a debt or obligation of a local general-purpose government or the state.*" [Section 190.016(15), Florida Statutes]. Therefore, approval of this petition will not have any adverse effect on state and local revenues.

In summary, the enactment of an ordinance establishing the District will not create any significant economic costs for the State of Florida or for the City. It provides potential revenue generation opportunities for local general-purpose government. The District is fiscally neutral for the state and the City.

(d) A good faith estimate of the transactional costs likely to be incurred by individuals and entities, including local government entities, required to comply with the requirements of the rule

The transactional costs associated with enactment of an ordinance to establish the District are primarily related to the financing of public infrastructure improvements. The District will determine what infrastructure it considers prudent to finance through the sale of bonds. Once the decision is made to issue bonds it is expected that assessments will be levied against benefited property owners within the proposed District. The revenue generated by payment of these assessments will be used to repay the bonds. The obligation to pay the assessments will "run with the land" and will be transferred to new property owners upon sale of any portions of the property.

To fund the cost of maintaining infrastructure that the District maintains, operation and maintenance assessments may be imposed on the District property owners. The property owner will be responsible for payment of these assessments on the basis of the amount of benefited property owned. All persons choosing to acquire property in the District will be responsible for such assessments in addition to the taxes or assessments imposed by the City and other taxing authorities.

In exchange for the payment of these special assessments, there are potential benefits to be derived by the future property owners. Specifically, these persons can expect to receive a higher level of services, because they will elect the members of the District's Board of Supervisors. Further, the District is limited in jurisdiction and responsibility to this single development. Therefore, the District should be extremely responsive to the needs of the property owners within the District.

The cost impact on the ultimate landowners in the District is not the total cost for the District to provide infrastructure services and facilities. Instead, it is the incremental costs above what the landowners would have paid to install infrastructure via an alternative financing mechanism. Given the low cost of capital for a District as compared with viable alternatives, the cost impact to landowners is relatively small. This incremental cost of the high-quality infrastructure provided by the District is likely to be fairly low.

(e) An analysis of the impact on small businesses as defined by Section 288.703, Florida Statutes, and an analysis of the impact on small counties and small cities as defined in Section 120.52, Florida Statutes. The impact analysis for small businesses must include the basis for the agency's decision not to implement alternatives that would reduce adverse impacts on small businesses.

The establishment of the District should not have any negative impact on small businesses. Current land use plans provide for residential and commercial development. The District must operate according to Florida's Sunshine law and must follow certain competitive bidding requirements for certain goods and services it will purchase. As a result, small businesses should be better able to compete for District business serving the lands to be included within the District. A District does not discriminate in terms of the size of businesses that can be located within the boundaries or transact business with the District. The City has an estimated population that is greater than 10,000; therefore the City is not defined as a small city according to Section 120.52(18), Florida Statutes.

(f) Any additional information that the agency determines may be useful

Certain data utilized in this report was provided by the developer/Petitioner and represents the best information available at this time. Other data was provided by the designated District manager and was based on observations, analysis and experience with private development and other CDD communities in various stages of existence.

(g) In the statement or revised statement, whichever applies, a description of any regulatory alternatives submitted under paragraph (1)(a) and a statement adopting the alternative or a statement of the reasons for rejecting the alternative in favor of the proposed rule.

No good faith written proposals as described in Section 120.541(1)(a), Florida Statutes, are known to have been submitted to the City. Should any be submitted, they will be addressed appropriately and in due course.

F. CONCLUSION

For the above stated reasons, the proposed The District Community Development District will be a beneficial land development in the City and it will not have any material negative impacts to the state or City. This SERC Report provides supporting justification for granting the petition to establish this Community Development District.

Exhibit A: Proposed Infrastructure Plan

The following table presents the proposed infrastructure plan: **

Improvement	Construction Funded By	Ownership	Operation and Maintenance
Public Roadways	The District CDD	City of Jacksonville	City of Jacksonville
Private Roadways	Developer	POA	POA
Parking (School Board, Marina, Public Parking)	The District CDD	The District CDD	The District CDD
Potable Water	The District CDD	JEA	JEA
Stormwater Management	The District CDD	The District CDD	The District CDD
Sanitary Water	The District CDD	JEA	JEA
Electrical - Duct Bank and Site Lighting	The District CDD	The District CDD	The District CDD
Open Space (Saunter Lane, Pocket Park)	The District CDD	The District CDD	The District CDD
Landscaping/Irrigation/Hardscape	The District CDD	The District CDD	The District CDD

**Based on present expectations. In the event The District CDD is unable or unwilling to continue as the owner and entity responsible for the maintenance of the facilities described above, a property owners' association (POA) will assume such rights and obligations. Additionally, The District CDD may elect to enter into agreement with the POA to maintain certain improvements. Nothing herein shall be construed as affirmative acceptance by the City of improvements or acceptance of any operating and maintenance obligations of the District.

Source: *The Petitioner (2018)*

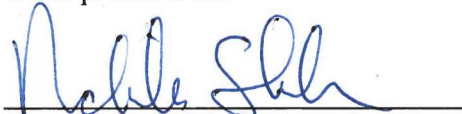
Exhibit J – Authorization of Agent

AUTHORIZATION OF AGENT

This instrument shall serve as the designation of Rogers Towers, P.A., whose address is 1301 Riverplace Boulevard, Suite 1500, Jacksonville, Florida 32207, to act as agent for Elements Development of Jacksonville, LLC, a Florida limited liability company, with regard to any and all matters pertaining to the Petition to the City Council of the City of Jacksonville, Florida, to establish the District Community Development District pursuant to Chapter 190, Florida Statutes. The petition is true and correct. This authorization shall remain in effect until revoked in writing.


DATED this 10th day of July, 2018.

Signed, sealed and delivered
in the presence of:


Name printed: Michelle Shelor

**ELEMENTS DEVELOPMENT OF
JACKSONVILLE, LLC**, a Florida
limited liability company

By: **RUMMELLMUNZ EQUITY,
LLC**, a Florida limited liability
company, its Manager


Name printed: Lee Ann Rummell

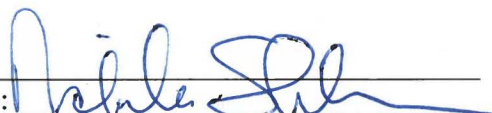
By: 
Peter S. Rummell
Its Manager

STATE OF FLORIDA
COUNTY OF DUVAL

The foregoing instrument was acknowledged before me on the 10th day of July, 2018, by Peter S. Rummell, as Manager and on behalf of RummellMunz Equity, LLC, a Florida limited liability company, as Manager and on behalf of Elements Development of Jacksonville, LLC, a Florida limited liability company, who [check applicable box]

- is personally known to me.
- has provided a Florida driver's license as identification.
- has provided _____ as identification.

(SEAL)

Name: 
NOTARY PUBLIC, State of Florida
Commission No. _____
My Commission Expires: _____

