

*Stoneybrook South at ChampionsGate  
Community Development District*

*Agenda*

*October 7, 2024*

# AGENDA

# *Stoneybrook South at ChampionsGate*

## *Community Development District*

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219 E. Livingston Street, Orlando, Florida 32801

Phone: 407-841-5524 – Fax: 407-839-1526

September 30, 2024

Board of Supervisors  
Stoneybrook South at ChampionsGate  
Community Development District

Dear Board Members:

The meeting of the Board of Supervisors of the Stoneybrook South at ChampionsGate Community Development District will be held **Monday, October 7, 2024 at 11:00 a.m. at the Oasis Club at ChampionsGate, 1520 Oasis Club Blvd., ChampionsGate, FL 33896.**

### **Call-in Information for Members of Public:**

**Dial-in Number: (267) 930-4000**

**Participate Code: 876-571**

Following is the advance agenda for the meeting:

1. Roll Call
2. Public Comment Period
3. Organizational Matters
  - A. Acceptance of Resignation of Jarred Cornell
  - B. Letter(s) of Interest/Resume(s) for Vacant Seat
  - C. Appointment of Individuals to Fulfill Vacancies in Seats #1 and #3
  - D. Administration of Oath of Office to Newly Appointed Board Members
  - E. Election of Officers
  - F. Consideration of Resolution 2025-01 Electing Officers
4. Approval of Minutes of the August 5, 2024 Meeting
5. Consideration of Addendum to Landscape Agreement
6. Consideration of Letter of Engagement for Fiscal Year 2024 Audit with Grau & Associates
7. Consideration of Agreement for Water Management Services with the Lake Doctors
8. Staff Reports
  - A. Attorney
  - B. Engineer
  - C. District Manager's Report
    - i. Approval of Check Register
    - ii. Balance Sheet and Income Statement
9. Other Business
10. Supervisor's Requests
11. Adjournment

The balance of the agenda will be discussed at the meeting. In the meantime, if you should have any questions, please contact me.

Sincerely,

Jeremy LeBrun

Jeremy LeBrun  
District Manager

Cc: Jan Carpenter, District Counsel

Enclosures

# SECTION III

# SECTION A

**From:** Stacie Vanderbilt svanderbilt@gmscfl.com   
**Subject:** Fwd: CDD Resignation  
**Date:** August 15, 2024 at 3:52 PM  
**To:** Iman Sakalla isakalla@gmscfl.com

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Begin forwarded message:

**From:** George Flint <gflint@gmscfl.com>  
**Subject: Re: CDD Resignation**  
**Date:** August 15, 2024 at 10:28:08 AM EDT  
**To:** Jarred Cornell <jarred.cornell@lennar.com>  
**Cc:** Adam Morgan <adam.morgan@lennar.com>, Stacie Vanderbilt <svanderbilt@gmscfl.com>, Teresa Viscarra <tviscarra@gmscfl.com>

Thank you Jarred. It has been a pleasure working with you and we wish you well. Stacie will send you info on the Form 1F that you will need to file with the Commission on Ethics.

On Aug 15, 2024, at 10:25 AM, Jarred Cornell <jarred.cornell@lennar.com> wrote:

George,

I would like to formally submit my resignation from both CDD Boards I sit on effective immediately: Stoneybrook South at Championsgate CDD and Old Hickory CDD.

Thank you for the consistent maintenance and management of our communities. Please let me know if you need anything else.

Sincerely,

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**Jarred Cornell**

Land Analyst

[Jarred.Cornell@Lennar.com](mailto:Jarred.Cornell@Lennar.com)

(689) 221-3947

<image001.jpg>

6675 Westwood Blvd

5<sup>th</sup> Floor

Orlando, FL 32821

# SECTION F



**RESOLUTION 2025-01**

**A RESOLUTION OF THE BOARD OF SUPERVISORS OF THE STONEYBROOK SOUTH AT CHAMPIONSGATE COMMUNITY DEVELOPMENT DISTRICT ELECTING THE OFFICERS OF THE DISTRICT AND PROVIDING FOR AN EFFECTIVE DATE**

**WHEREAS**, the Stoneybrook South at ChampionsGate Community Development District (the “District”) is a local unit of special purpose government created and existing pursuant to Chapter 190, Florida Statutes; and

**WHEREAS**, the Board of Supervisors of the District (“Board”) desires to elect the Officers of the District.

**NOW, THEREFORE, BE IT RESOLVED BY THE BOARD OF SUPERVISORS OF THE STONEYBROOK SOUTH AT CHAMPIONSGATE COMMUNITY DEVELOPMENT DISTRICT:**

**Section 1.** \_\_\_\_\_ is elected Chairperson.

**Section 2.** \_\_\_\_\_ is elected Vice-Chairperson.

**Section 3.** \_\_\_\_\_ is elected Secretary.

**Section 4.** \_\_\_\_\_ is elected Assistant Secretary.  
\_\_\_\_\_ is elected Assistant Secretary.  
\_\_\_\_\_ is elected Assistant Secretary.  
\_\_\_\_\_ is elected Assistant Secretary.

**Section 5.** \_\_\_\_\_ is elected Treasurer.

**Section 6.** \_\_\_\_\_ is elected Assistant Treasurer.  
\_\_\_\_\_ is elected Assistant Treasurer.

**Section 7.** This Resolution shall become effective immediately upon its adoption. **PASSED AND ADOPTED** this 7th day of October, 2024.

**ATTEST:**

**STONEYBROOK SOUTH AT  
CHAMPIONSGATE COMMUNITY  
DEVELOPMENT DISTRICT**

\_\_\_\_\_  
Secretary/Assistant Secretary

\_\_\_\_\_  
Chairperson/Vice-Chairperson

# MINUTES

**MINUTES OF MEETING  
STONEBROOK SOUTH AT CHAMPIONSGATE  
COMMUNITY DEVELOPMENT DISTRICT**

The regular meeting of the Board of Supervisors of the Stoneybrook South at ChampionsGate Community Development District was held Monday, **August 5, 2024**, at 11:00 a.m. at the Oasis Club at ChampionsGate, 1520 Oasis Club Blvd., ChampionsGate, Florida 33896.

Present and constituting a quorum:

Adam Morgan	Chairman
Rob Bonin	Vice Chairman
Jarred Cornell	Assistant Secretary
Barry Bichard	Assistant Secretary
John Lambert	Assistant Secretary

Also present were:

Jeremy LeBrun	District Manager, GMS
Kristen Trucco <i>by phone</i>	District Counsel
Dave Reid <i>by phone</i>	District Engineer
Alan Scheerer	Field Manager
Bryan Clayborne	Floralawn
Casey Hallman	Floralawn

**FIRST ORDER OF BUSINESS**

**Roll Call**

Mr. LeBrun called the meeting to order at 11:06 a.m. and called roll. Five Supervisors were present constituting a quorum.

**SECOND ORDER OF BUSINESS**

**Public Comment Period**

Mr. LeBrun: For the record, there are no members of the public present, just Board and staff.

**THIRD ORDER OF BUSINESS**

**Organizational Matters**

- A. Letter(s) of Interest/Resume(s) for Vacant Seats**
- B. Appointment of Individuals to Fulfill Vacancies in Seat #3**
- C. Administration of Oaths of Office to Newly Appointed Board Members**
- D. Election of Officers**
- E. Consideration of Resolution 2024-05 Electing Officers**

Mr. LeBrun: As the Board recalls, there has been a vacant seat, seat #3 which is currently filled in a holdover position which is open for a general elector to be appointed to that seat. We did have one person that expressed interest. There were a few others that emailed me expressing interest but I did not hear back or receive their information prior to this meeting so there were a few other one's that had names that were thrown out by various people that did express interest. I recommend if the Board wants a recommendation if we want to wait to try to get some of those other names that were interested. They were kind of mentioned in an email that they would be interested. There are some other options out there that did not respond back to this most recent meeting request. It is up to the Board.

Mr. Morgan: So, is that the recommendation of staff is to just wait?

Mr. LeBrun: I would wait until we have those other ones. One of the HOA contacts sent out an email that had other people that were listed on the email. One of those did send in the resume that is in your agenda package.

Mr. Morgan: I saw Campbells.

Mr. LeBrun: Campbell is on there. We can keep that on their as well for the next time. I just want to make sure no one is left out. It is up to the Board how they want to proceed.

Mr. Morgan: Is everybody good with waiting?

Mr. Bichard: Sure.

Mr. Bonin: Yeah.

Mr. LeBrun: That will give us time also to send out another message through the HOA to generate some more resident interest. There is no harm in waiting. We do have a meeting coming up in October that we can appoint someone and that will be the start of the fiscal year as well. If the Board wishes, we can defer that action until the October meeting.

On MOTION by Mr. Morgan, seconded by Mr. Bichard, with all in favor, Deferring Appointment of Seat #3 to the October Meeting, was approved.
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**FOURTH ORDER OF BUSINESS**

**Approval of the Minutes of the June 3, 2024 Meeting**

Mr. LeBrun: We have approval of the minutes from the June 3, 2024 meeting. Those are also in your agenda package starting on page 11.

Ms. Trucco: I have a couple of comments on the seventh order of business. The name of the street West Side Blvd should be one word Westside. On page 7, it says it runs all the way up to 182 and should be 192 also it says sovereign immunity is \$195K per claim and actually is \$200K per person. Those are the only comments.

Mr. LeBrun: I did receive that email that had those listed so I will make sure those get incorporated into the revised minutes.

Ms. Trucco: Great, thank you.

Mr. LeBrun: Do you want to motion to approve that as amended per counsel?

On MOTION by Mr. Lambert, seconded by Mr. Morgan, with all in favor, the Minutes of the June 3, 2024, Meeting, were approved as amended.
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**FIFTH ORDER OF BUSINESS**

**Consideration of Agreement for Professional Engineering Services with Kimley-Horn & Associates, Inc.**

Mr. LeBrun: This item starts on page 26 of your electronic agenda package. Just as a reminder, our District Engineer notified the Board of their intention to resign as they are moving onto new projects and cycling through their portfolio. We issued an RFP for engineering services. The District then ranked those responses on the criteria that was approved and the Board selected Kimley-Horn as the number one ranked engineering firm. As a result, we sent out letters of intent to award and counsel has also drafted an agreement with Kimley-Horn that is in your agenda for today. We are anticipating a September 1<sup>st</sup> start date. I talked to Dave earlier and he would be amenable to that so that will give us a month or so to transition and hand things off then we will be ready to go September 1<sup>st</sup> with the new engineering firm. This is just the agreement. I will let counsel if they want to provide any other details. That is just the agreement that is in your package for your review and approval. Kristen, did you have anything to add for the engineering agreement?

Ms. Trucco: No, I don't. This is just basically our standard form of engineering agreement but it shows the typical CDD provisions that we put in all of our agreements like the existing ones such as the contractor agreement for landscaping for example so you have indemnification, reimbursement, insurance requirements, E-Verify requirements, and acknowledgement that we are limited by sovereign immunity as a governmental entity and those types of things. If you have any questions, I would be happy to answer them now otherwise again, this is just our form standard agreement and I believe Kimley-Horn is comfortable with it so we don't have an objection to moving forward. I will point out that exhibit B in the agreement on page 80 of the PDF of the agenda shows the hourly rate. GMS has included them now in the agreement. That is it for me unless you have any questions on this agreement.

On MOTION by Mr. Morgan, seconded by Mr. Bichard, with all in favor, the Agreement for Professional Engineering Services with Kimley-Horn & Associates, Inc., was approved.

**SIXTH ORDER OF BUSINESS**

**Review and Acceptance of Fiscal Year 2023 Audit Report**

Mr. LeBrun: Each year the District is required to go through a third-party independent audit of its finances and then we will transmit that to the state once the audit has been approved. In the agenda package is the full audit for your review. I usually direct Supervisors to the letter to management which is on page 111 of the agenda package. In the letter to the Board of Supervisors, they indicate that they found everything to be the way it is supposed to be so it is referred to as a clean audit for fiscal year 2023. That is good news, a clean audit for last year's fiscal year. Any questions on it, if not, we would just be looking for a motion to approve that audit report and then transmit it to the state.

On MOTION by Mr. Morgan, seconded by Mr. Cornell, with all in favor, Accepting the Fiscal Year 2023 Audit Report, was approved.

**SEVENTH ORDER OF BUSINESS**

**Consideration of Agreement for Lighting Service with Duke Energy**

Mr. Scheerer: I received an email from Karly Chambers with Lennar asking if we had an executed agreement for this particular agreement. We could not find one. It is already in the name

of the District but there apparently was not any signatures on it and Duke Energy and Lennar are both asking for that so we are looking to get that approved formally by the Board and have it executed today so everybody has a copy. It is already in our name and we are already paying the bill.

Mr. Morgan: We have already been paying it. It's just that there was no formal contract ever?

Mr. Scheerer: No signed contract.

Mr. Morgan: That is strange.

Mr. Scheerer: Very strange.

Ms. Trucco: Board, if you don't mind just allowing me to review that so you can approve it subject to any comments that I have. I want an opportunity to read through that and try to add any language that we might be able to get to protect the CDD.

Mr. Morgan: It's Duke power, they are pretty standard. Whatever the Board wants to do.

Ms. Trucco: Yeah, whatever you would like. I just have to say that on the record because I have not reviewed this. I can't without your direction to do so.

Mr. LeBrun: You can motion to approve pending counsel review and delegate authority to the Chair to sign once counsel is comfortable with it.

Mr. Morgan: Speaking of lighting agreements. I heard in the previous meeting that there were some lighting agreements that were assigned to the HOA but they were supposed to be to the CDD. Did any of those apply to us that need to be transferred.

Mr. Scheerer: Yes, there will be once we get them all identified and Stoneybrook South at ChampionsGate CDD there are some. I am working with the Master, Nina and anybody in Country Club to try to identify those accounts. As we get them, more than likely what will end up happening is we will transfer them in the name of the CDD because all of the plats that I have read state that it is in the name of Stoneybrook South at ChampionsGate CDD. Its successors were assigned. It seems like we are supposed to have all of the streetlights here but for some reason they did not get to us.

Mr. Morgan: Got it.

Mr. Scheerer: It is part of an internal audit between the different HOA's and the Stoneybrook South CDD asked for LED lighting because this phase did not have LED lighting as opposed to this CDD. This is how it kind of all got started.

Mr. LeBrun: Do we have a motion?

On MOTION by Mr. Morgan, seconded by Mr. Bichard, with all in favor, the Agreement for Lighting Service with Duke Energy Pending District Counsel Review & Approval and Delegating Authority to the Chair to Execute once Counsel Formally Reviews and Approves, was approved.

**EIGHTH ORDER OF BUSINESS**

**Consideration of Amtec Proposal for Arbitrage Rebate Calculation Services for Series 2023 Bonds**

Mr. LeBrun: The Board has seen these proposals before, essentially you can't earn more interest on the bonds than you are paying. A third-party firm provides the audit of that calculation. There is no rebate liability that exists which is the good news so there is no further action that we need to go through with the IRS for any arbitrage.

On MOTION by Mr. Morgan, seconded by Mr. Bichard, with all in favor, the Amtec Proposal for Arbitrage Rebate Calculation Services for Series 2023 Bonds, was approved.

**NINTH ORDER OF BUISNESS**

**Staff Reports**

**A. Attorney**

**i. Memorandum Regarding Recently Enacted Legislation**

Ms. Trucco: The first thing is about House Bill 7013 which was recently signed into law by the legislature. It went into effect on July 1<sup>st</sup> and the main requirement is that by October 1, 2024 each CDD needs to establish a list of goals and objectives for each program and activity that they are undertaking. By December 1<sup>st</sup> of each year thereafter beginning December 1, 2025 a report is required to be published on their website which lists out the goals and objectives as well as the standard measurement that they used to determine if they met those goals and objectives and then it also requires the CDD to publish a statement as to whether or not they met them. The only other provision that relates to CDD's was the repealment of Section 190.047 which requires CDD's to hold a referendum at a general election of whether or not to incorporate after certain requirements were met by the CDD. That is not relevant for this CDD so we are not recommending any action on that. We are recommending the CDD to work with their District Management Company and adopt goals and objectives. GMS has already drafted that and it is included in the agenda. That



should take care of the requirement. Just wanted to make you aware of this new legislation that passed. As far as other updates, the easements with the county for the extension of Westside Blvd. to 192, those were approved thanks to the Chairman for signing those so we could get those back to the county. They sent them to be recorded. Once we have them, I will send them back to GMS for their records of the CDD. Since the last meeting, I have also drafted a contract with Kimley-Horn and also, we did take a look at the title work for the remaining Phase 5 & 6 plat tracts that need to come to the CDD. There was an error on the title work which has been resolved this morning and now the title work does appear clear. We are okay with proceeding with getting that recorded. We will keep you updated on that. My understanding is that those were the last tracts that needed to be conveyed to the CDD. We are moving forward on that. This is all I have for you today unless you have any questions for me.

Mr. Morgan: Very good, thank you!

## **B. Engineer**

### **i. Presentation of Annual Engineer's Report**

Mr. LeBrun: Dave, do we still have you on the phone?

Mr. Reid: Yes, I am still here. In June we submitted our Annual Engineer's Report and generally found that the project is being maintained in excellent condition. I did follow up last week with a summary maintenance report for Alan and basically wanted to document all of the ponds and control structures and have an exhibit for the new engineer so when they come in, they can see what they have got to look at. I submitted that last week so Alan if you have any questions or Jeremy has any questions, let me know and I can update you with that report. Other than that, that is all I have.

Mr. Scheerer: Thank you, Dave.

Mr. LeBrun: Any questions for Dave? In the agenda is the letter from Dave also and Dave's office basically certifying that report. He asked for a motion to accept that Annual Engineer's Report.

On MOTION by Mr. Morgan, seconded by Mr. Lambert, with all in favor, the Annual Engineer's Report, was approved.
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**C. District Manager’s Report**

**i. Approval of Check Register**

Mr. LeBrun: Next is approval of the check register on page 134 of your electronic agenda. For the general fund you have checks 758-786. For capital reserve, you have check #7, and from the payroll fund you have checks 50090-50094. The total for the check register is \$179,204.60.

Mr. Morgan: Are the tower lights the tower in this roundabout?

Mr. Scheerer: Those tower lights are all of the ones on Westside Blvd and Whistling Straights, the main archway features. There are lights in each one of the towers so we have to go through and repair those. That is not on this District but all of the rest of them.

On MOTION by Mr. Morgan, seconded by Mr. Bichard, with all in favor, the Check Register, was approved.
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**ii. Balance Sheet and Income Statement**

Mr. LeBrun: Behind that, you have your unaudited financials through June 30, 2024. No action is required by the Board, just there for your review.

**iii. Adoption of District Goals and Objectives**

Mr. LeBrun: This is the District Goals and Objectives. Kristen touched on them a little earlier. New legislation requires CDD’s to adopt annual goals and objectives. This has to be done by October 1<sup>st</sup> of this year. GMS developed goal and objectives for their Districts that not only align with state statutes and work that we are already doing as far as following those state statutes and also meeting the requirements of this new law. You will see the goals and objectives are in your agenda. We are recommending that all of our Districts adopt these for the current upcoming fiscal year starting October 1<sup>st</sup> just because the turnaround time is so quick. These goals also meet the reporting requirement and in December of the following year the District has to report if they have met these goals and objectives. These will get posted to the District’s website. As of now, there is no other oversight committee or another department to review. We will post those to our website to meet that reporting requirement. In future years if the Board wants to, they can change and develop and get as specific as they want but we felt for our Districts this is the best approach as it already follows the work that we are doing and aligns with state statute so we feel comfortable

recommending these goals to the Board. Happy to take any questions or comments on it, if not, we recommend a motion to approve those.

On MOTION by Mr. Morgan, seconded by Mr. Lambert, with all in favor, the Adoption of District Goals and Objectives, was approved.

**iv. Approval of Meeting Schedule for Fiscal Year 2025**

Mr. LeBrun: We are coming to the end of our fiscal year so we have our Fiscal Year 2025 meeting schedule. It follows the same pattern that I think the Board has been comfortable with, every other month listed there. I will take any questions, if not, just look for a motion to approve the Fiscal Year 2025 meeting schedule.

On MOTION by Mr. Lambert, seconded by Mr. Morgan, with all in favor, the Meeting Schedule for Fiscal Year 2025, was approved.

**v. Presentation of Series 2019 Arbitrage Rebate Calculation Report**

Mr. LeBrun: We have another rebate arbitrage calculation report. This is the Series 2019. Similar to the previous one, there is no rebate liability that exists. We just look for a motion to approve this report.

On MOTION by Mr. Morgan, seconded by Mr. Cornell, with all in favor, the Series 2019 Arbitrage Rebate Calculation Report, was approved.

**TENTH ORDER OF BUISNESS**

**Other Business**

Mr. LeBrun: Any Supervisors have other business to discuss.

Mr. Cornell: Is the Corporate Transparency Act going to be affecting us?

Ms. Trucco: Sorry, the Corporate Transparency Act?

Mr. Morgan: Will it affect the Board members?

Ms. Trucco: Not that I am aware of, at least not in your capacity as a CDD Supervisor.

Mr. Cornell: Thank you. I just wanted to confirm as I know it affects the HOA's.

Ms. Trucco: There has been a change to the HOA law. To my knowledge so far that doesn't impact CDD's however I will double check on the Corporate Transparency Act to see if there is

any impact but as of right now, none to my knowledge but if there is I will reach out to all of you to update you on that.

**ELEVENTH ORDER OF BUSINESS**

**Supervisor's Requests**

There being no comments, the next item followed.

**TWELFTH ORDER OF BUSINESS**

**Adjournment**

Mr. Morgan: I make a motion to adjourn.

On MOTION by Mr. Morgan, seconded by Mr. Bichard, with all in favor, the meeting was adjourned.

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Secretary/Assistant Secretary

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Chairman/Vice Chairman

# SECTION V

**FIRST EXTENSION AND AMENDMENT TO THE TRI-PARTY LANDSCAPE  
MAINTENANCE AGREEMENT**

(Stoneybrook South Community Development District, Stoneybrook South at ChampionsGate  
Community Development District and Floralawn, Inc.)

**THIS FIRST EXTENSION AND AMENDMENT TO THE TRI-PARTY LANDSCAPE MAINTENANCE AGREEMENT** (the “Amendment”), effective as of the 1<sup>st</sup> day of October, 2024 (the “**Effective Date**”), between the **STONEBROOK SOUTH COMMUNITY DEVELOPMENT DISTRICT** (the “**SBS District**”) and the **STONEBROOK SOUTH AT CHAMPIONSGATE COMMUNITY DEVELOPMENT DISTRICT** (“**SBS CG District**”) (hereinafter the SBS District and SBS CG District are collectively referred to herein as the “**District**”), local units of special purpose governments, created under Chapter 190, *Florida Statutes*, whose mailing addresses are c/o Governmental Management Services – Central Florida, LLC, 219 E. Livingston Street, Orlando, Florida 32801, and **FLORALAWN INC.** (hereinafter referred to as “Contractor”), a Florida corporation, whose principal address is 734 S. Combee Road, Lakeland, Florida, 33801.

**WHEREAS**, the District and Contractor are parties to the Tri-Party Landscape Maintenance Agreement, dated September 1, 2023 (the “Agreement”), relating to the maintenance of landscaping within the boundaries of the District;

**WHEREAS**, the Contractor and District, in accordance with the provisions of the Agreement and this Amendment, determined it to be in their best interest to extend the Term of the Agreement for an additional two year period; and

**NOW, THEREFORE**, in consideration of the mutual benefits to be realized by the parties upon the execution hereof and other good and valuable consideration, the receipt and sufficiency of which is acknowledged, the parties hereto agree as follows:

1. That the foregoing recitals are true, correct and are hereby incorporated by reference as terms.
2. That the terms of the Agreement are in full force and effect.
3. That the Agreement is amended to reflect that the Contractor shall provide the Services to the SBS CG District for an additional two years in accordance with the compensation terms detailed in the “Fee Summary” attached hereto as **Exhibit “A”** (the “SBS CG Proposal”) and at a 3% increase for Fiscal Year 2026, to be paid after the Services are completed and have been inspected and approved by the District’s authorized representative.
4. That the Agreement is amended to reflect that the Contractor shall provide the Services to the SBS District for an additional two years in accordance with the compensation terms detailed in the “Fee Summary” attached hereto as **Exhibit “B”** (the “SBS Proposal” and with the “SBS CG Proposal” collectively referred to herein as the “Propsoal”) and at a 3% increase for Fiscal Year 2026, to be paid after the Services are

completed and have been inspected and approved by the District's authorized representative.

5. That the Agreement is amended to reflect that the SBS CG District and the SBS District shall have the option to add an additional year of Services for Fiscal Year 2027 at the rate charged for Fiscal Year 2026.
6. That the Agreement is amended to reflect that the Contractor is now providing the SBS CG District the Services to the added areas described in **Exhibit "C"** attached hereto, and that the cost for such additional areas is reflected in the compensation terms described in Paragraph 3 herein.
7. In the event of any conflict between the terms herein and the term(s) in the Proposal, the terms herein shall prevail.
8. That in order to facilitate execution of this Amendment, this Amendment may be executed in as many counterparts as may be required and it shall not be necessary that the signature of, or on behalf of, each party appear on each counterpart; it shall be sufficient that the signature of, or on behalf of, each party appear on one or more of such counterparts. All counterparts shall collectively constitute a single agreement.
9. That except as specifically modified and/or amended herein, all provisions of the Agreement and Amendment shall remain in full force and effect.

**IN WITNESS WHEREOF**, the parties hereto have caused this Amendment to be executed on their behalf by duly authorized representatives as of the date first set forth above.

*[Signatures on following page.]*

# SECTION VII



# SECTION VIII

# SECTION C

# SECTION 1