

DRAFT
AMENDMENT 1
TO
ENGINEER'S REPORT
FOR
THE BEELINE
COMMUNITY DEVELOPMENT
DISTRICT

Prepared for:
The Board of Supervisors
The Beeline
Community Development District

Prepared by Engineer:

AECOM

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Appendix A Sketch and Legal Description of the Beeline CDD Boundary

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The Beeline Community Development District Amendment 1 to Engineer's Report

I. Introduction

A. Description of the Beeline Community Development District (the "District" or "CDD")

The District consists of approximately 999.5 acres of land located entirely within Palm Beach County, Florida and lying in portions of Sections 13, 14, 15, and 16, Township 41 South, Range 40 East. In addition, the District is located within the 7,000 acre Pratt & Whitney complex as shown in Figure 1. A sketch and legal description of the boundaries of the District provided by F.R.S. Associates, Inc. is provided in Appendix A.

The District boundary includes an industrial campus of five large building and several smaller buildings and a 6,000 foot runway with associated facilities. The District Boundary is shown on Figure 2.

B. Authorization

AECOM, hereinafter referred to as Engineer, prepared this Amendment 1 to the Engineer's Report (Report) pursuant to the authorization of the Board of Supervisors of the District on May 21, 2013.

C. Purpose and Scope

The purpose of this Report is to present the nature, extent, an estimated cost, and benefits associated with implementing additional infrastructure improvements needed to serve the District. Also, this Report presents an updated narrative description of the major components included within the infrastructure system. The financing for the proposed improvements is to be from the funds remaining from the special assessment revenue bonds previously issued by the District.

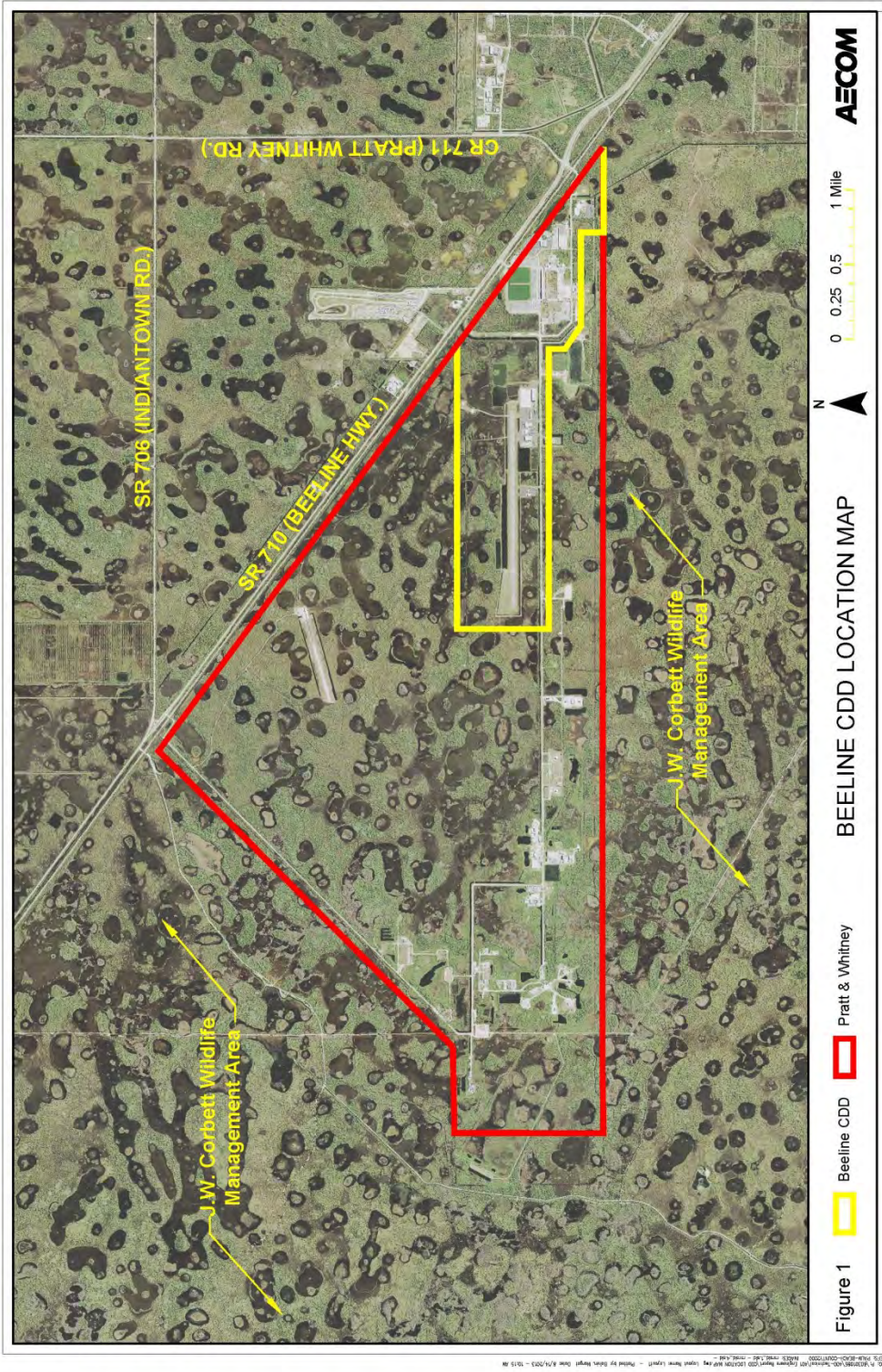
This Report generally describes the improvements, the estimated costs, and benefits associated with implementing the improvements and recommendations. This Report is not intended to be used for exact representation or for construction purposes since detailed construction plans and specifications either have or will be prepared for the improvements authorized by this plan. The intent of this Report is to provide an estimated cost of planning, constructing, and permitting the proposed infrastructure improvements for the District.

The Engineer has considered and, in certain instances, relied upon opinions, information, and documentation prepared or supplied by others, which may have included public officials, public entities, the landowners, engineering professionals, general contractors, and surveyors.

D. The Beeline Community Development District

The District was established by Palm Beach County Ordinance No. 2002-30. This Ordinance was enacted on July 23, 2002 and became effective July 31, 2002. The District was established in accordance with Chapter 190 of the Florida Statutes and was formed in order to plan, finance, construct, acquire, operate and maintain public infrastructure for the benefit of the District's landowners. The District has the authority to borrow money and issue bonds for the purpose of constructing and acquiring the improvements. The District has the authority to impose assessments, rates, and charges to pay for the construction, acquisition, and continued operation and maintenance of the improvements.

Figure 1. Location Map



A five (5) member Board of Supervisors as provided in Section 190.006, Florida Statutes, governs the District. The current Board is comprised of the following members:

John Sillan	Chairman
William Howden	Vice-Chairman
John Harris, Jr.	Assistant Secretary
John Neely	Assistant Secretary
Joseph P. Pruszyński	Assistant Secretary

II. District Boundary and Properties Served

A. Property Boundary

Appendix A delineates the boundary of the District with a sketch and legal description. The District is located in Palm Beach County, Florida at the intersection of State Road 710 (Beeline Highway) and Seminole Pratt Whitney Road.

B. Description of Property Served

The District is located in portions of Sections 13, 14, 15, and 16, Township 41 South, Range 40 East, in Palm Beach County, Florida. Previous and existing activities on site are primarily related to United Technologies Corporation (Pratt & Whitney). The existing uses consist of industrial buildings and a 6,000-foot runway and associated facilities. There are over 547,000 square feet of building space and associated parking within the District.

C. Existing Infrastructure and Completed Infrastructure Improvements

Water Management System

A South Florida Water Management General Surface Water Management Permit was issued on May 12, 2005, which transferred ownership of a portion (39.9 acres) of the United Technologies Corporation/Pratt & Whitney surface water management system to the District. The District assumed responsibility for operation and maintenance of the drainage system downstream from a point after the Test Area weir at Innovation Drive, as well as the system downstream from a point after the Front Pond control structure at the north property line. Pratt & Whitney retained ownership and responsibility for operation and maintenance of the drainage system upstream of those two points.

The stormwater management facilities managed by the District consist of the following components:

1. The 25.95 acre Stormwater Management Tract ("SMT") in the Blackbird Subdivision, which includes a lake that is dedicated by Plat of the Blackbird Subdivision to the District "for stormwater management and drainage purposes".
2. The drainage canal facilities shown on Parcel 2 (the Utility Parcel) of the Innovation Subdivision Plat which were conveyed to the District as part of the transfer of the water and wastewater utility facilities.
3. The drainage easements on the platted Parcels 1, 2, 3, and 4 in the Blackbird Subdivision and Parcel 2 of the Innovation Subdivision.
4. An additional easement area in a strip of land along the north side of the Kurt Office Building (KOB) Parcel (Innovation Subdivision Parcel I) coincidental with the utility easement and abutting the south side of Innovation Drive leading eastward to the canal located on the south entry Parcel (the KOB Easement).

5. Certain easements for drainage that are located on land to be retained by Pratt & Whitney that is outside of the platted areas of Blackbird and Innovation Subdivision (the Additional Easement):
 - South Entry Parcel Drainage Easements
 - Easement over 5.57 acre parcel located on the northwest Corner of the intersection of Endeavour and Innovation Drives (abutting the Materials Processing and Engineering (MPE) Parcel along the southerly boundary of the MPE parcel).
 - Easement over approximately 1.85-acre wetland drainage area on the north side of Innovation Drive.
 - Innovation Drive cul-de-sac. Drainage from Innovation Drive from the north side of the Innovation Drive cul-de-sac in a northwest and southwest direction.
 - Utility Parcel (Innovation Subdivision Parcel 2). Sheet flow drainage from Innovation Drive in, on, and across an easement area consisting of a 25-foot wide strip of land abutting the southerly line of Innovation drive along the frontage of Parcel 2.
 - Easement for the use of the Pratt & Whitney Outfall Canal and discharge into the C-18 Canal.

Infrastructure includes all pipes, culverts, headwalls and other improvements and facilities and equipment that are located within the SMT and/or the Platted Easements, KOB Easement and Additional Easements for which the District is responsible, including Control Structure No. 1 (54 cfs pump station) and related appurtenances including diesel engine and diesel fuel tank located at the north/south canal just to the south of Innovation Drive.

The District has responsibility for the management of drainage downstream from the following three (3) discharge points from the Pratt & Whitney property:

1. Discharge Point No. 1: The outflow end of the pipe that runs under the main (north) entrance from the flashboard riser structure at the outlet from the eastern front lake at the property line to Parcel 1 of the Blackbird subdivision at the drainage easement at the northwest corner of Parcel 1.
2. Discharge Point No. 2: The outflow end of the pipe that runs under the main (north) entrance road from the existing canal that runs northwest/southeast and parallel to the property line of the Pratt & Whitney retained property to Parcel 1 of the Blackbird Subdivision at the drainage easement at the northwest corner of Parcel 1.
3. Discharge Point No. 3: The outflow end of the pipes that run under Test Area Road from the test weir to the drainage canal on the Utility parcel.

Control Structure No. 1

Control Structure No. 1 consists of two diesel driven 12,000 gpm (54 cfs) Couch turbine pumps and two Waterman dual action slide/weir gates mounted in a concrete structure. The pumps and gates are currently manually operated. The existing electrical installations for the control structure consist of solar powered battery chargers for the existing diesel engines. Improvements to Control Structure No. 1 are currently under construction and are described in detail under Section IV of this report.

Fire Protection System

The existing buildings within the Blackbird and Innovation Subdivisions are on a District fire protection system. The system generally consists of a fire pump, including a backup diesel engine, contained in a pump house located on the south side of the Stormwater Management

Tract (lake) of the Blackbird Subdivision and located east of the Administrative Office Building (AOB). The fire protection flow is pumped through a distribution system to the AOB, KOB, and Warehouse buildings. The system is interconnected with a second fire protection system that is owned and maintained by Pratt & Whitney. There are two connections which provide redundancy between both systems.

The District has the responsibility for management, operation, maintenance, and repair and replacement of all District-owned components of the fire protection system. Components outside of those owned by the District (e.g., fire protection sprinkler water supply lines that are on the distribution side of the shut-off valves) are the responsibility of the landowners.

III. District Infrastructure Improvement Projects Completed or Under Construction

A. Summary of the Completed District Infrastructure Improvements

With the enactment of Ordinance No. 2002-30, thereby granting the petition to form the CDD, the Board of County Commissioners authorized the District, through its Board of Supervisors, to manage and finance basic infrastructure for the benefit of the landowners that lie within the boundaries of the District. This infrastructure, under section 190.012(1), F.S., includes basic systems, facilities, and services. In accordance with the enabling legislation, the District funded certain public infrastructure improvements in 2008 for the benefit of the landowners of the District including the following:

Table 1. Completed Infrastructure Improvements

Capital Projects	Status	Cost
Water and Wastewater Utilities	Completed	\$5,512,754
Water Main Replacement (5,800 LF of 6" diameter Water Main)	Completed	\$425,000
Abandonment of the Deep Injection Well and Production Wells	Completed	\$256,070
Demolition of the Water and Wastewater Treatment Plants	Completed	\$425,421
Control Structure No. 1 Improvements	Ongoing	\$419,845
Additional Infrastructure Improvements	Completed	\$528,895
Professional Services and Permitting	Completed	\$408,147
Total		\$7,976,132

The capital improvements described in this Report represent the present intentions of the District. The implementation of the improvements discussed in this Report requires the final approval by local and state regulatory and permitting agencies. The actual improvements may vary from the improvements proposed in this Report. Cost estimates contained in this Report have been prepared based upon the best available information at this time. The actual cost of construction, final engineering design, planning, approvals and permitting may vary from the cost estimates presented.

B. Water and Wastewater Utilities

Pursuant to its enabling ordinance the District is authorized to provide potable water and wastewater service to customers within an exclusive potable water, reclaimed water and wastewater service area. The District provided those services with an existing water and wastewater treatment plant and distribution and collection system, which the District operated and maintained.

In accordance with an Agreement entitled “Palm Beach County/Beeline Community Development District Water and Wastewater Utility Acquisition, Service and Service Area Agreement” dated February 5, 2005 and subsequent amendments, Palm Beach County now provides retail and wholesale potable water and wastewater service within the District Utility Service Area. As part of the Agreement, the County designed, permitted and constructed the potable water and wastewater pipelines, master lift station, appurtenant facilities and interconnects.

The old water supply treatment system which consisted of five (5) active and two (2) inactive shallow groundwater production wells that fed a lime softening plant with a permitted capacity of one million gallons per day (mgd) and a rate capacity of 1.44 mgd was demolished in 2010.

The old wastewater treatment plant which consisted of two biological treatment systems with a combined capacity of 0.219 mgd for treatment of sanitary wastewater and dilute Pratt & Whitley industrial process wastewater discharged to a deep injection well was also demolished in 2010. The injection well which had a permitted capacity of 1.0 mgd peak hour flow, and a hydraulic design capacity of 2.96 mgd, and the dual zone monitoring well was abandoned per FDEP criteria in 2010, and the final plug and abandonment report was completed in August 2011.

IV. Proposed District Infrastructure Improvements

The capital improvements described in this Report represent the present intentions of the District. The implementation of the improvements discussed in this Report requires the final approval by local and state regulatory and permitting agencies. The actual improvements may vary from the improvements proposed in this Report. Cost estimates contained in this Report have been based upon the best available information at this time. The actual cost of construction, final engineering design, planning, approvals and permitting may vary from the cost estimates presented.

A. Fire Protection System

The Fire Protection System Improvements involves connection to the PBCWUD system along Innovation Drive and the replacement of the existing mains, fire hydrants, valves and appurtenances between the connection and the buildings so that PBCWUD can take over operation and maintenance of that portion of the system between the connection and the buildings. A booster pump station is required to serve the Warehouse building. The booster pump station costs shall be the responsibility of the landowner.

Table 2. Fire Protection System – Preliminary Cost Summary

	Estimated Cost
Design	\$152,000
Construction	804,699
Contingency	191,340
Total	\$1,148,038

Figure 3. Fire System Modifications

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B. Control Structure No. 1

The water levels at Control Structure No. 1 are read off of existing staff gauges and the pumps and gates are manually operated. Proposed improvements to the site which are currently under construction include the installation of electric gate actuators, the installation of an automatic level control system, the installation of a telemetry system for remote control and status monitoring, the installation of site lighting, and the installation of a standby power generator to provide backup power to the site.

An automatic level control system, consisting of upstream and downstream level sensors that control motor operated gates and turn on one or both pumps is proposed. A remote telemetry system would provide the District with the ability to observe site conditions to control the gates and pumps from one or more distant locations via a laptop computer.

In addition to the electrical and automation improvements described above, the replacement of the Couch turbine pumps with electric submersible pumps is proposed. The existing concrete structure can be utilized with minor structural modifications. The pump replacements include new 50 HP 880 RPM submersible electric motors. A new larger diesel engine generator is proposed to provide backup power to the pumps and other site electrical loads.

This project is under construction and is anticipated to be complete by the end of August 2013.

C. Replace Sheetpile Wall Separating Drainage Canals between BCDD and SR 710

There is an existing sheet pile wall approximately 500 LF in length located between and parallel to the north canal for BCDD and the canal on the southwest side of SR 710. The sheet pile wall was originally constructed as a drainage barrier between the two systems. The sheet pile has deteriorated to the point where runoff from the road right-of-way can flow into the BCDD surface water management system at the north canal. This project would consist of reconstruction of the sheet pile wall, along with associated geotechnical testing and report, surveying and preparation of engineering plans.

D. Security Fencing and Gates

Over the past year, BCDD has experienced problems with the dumping of tires on District property in the undeveloped area south of Innovation Drive between the KOB and the old treatment plant site. In order to limit access to the area, a project is proposed to fence the property along Innovation Drive and gate the five (5) dirt access roads that run through the area.

E. Replacement of Stormwater Pond Overflow Culvert

One of two outfall culverts which serve as an overflow structure from the stormwater tract lake to the north canal has been damaged to the point of requiring replacement. The structure consists of a 36 inch diameter x 40 LF corrugated metal culvert. The culvert is proposed to be replaced with a corrugated aluminum culvert.

F. Professional Services, Permitting, and Miscellaneous Costs

Professional Services including but not limited to legal, administrative, engineering, planning, testing, surveying, and construction inspection, will be part of the District's Project budget. In addition, state and local permits and engineering plan approvals are required prior to the construction of site infrastructure. The permit fees required for approval of the other proposed infrastructure improvements are also included in the District costs. Other miscellaneous costs that the District will incur will be legal and administrative fees, Fannie Mae fees, and bond generation fees.

V. Opinion of Probable Construction Costs

A. Summary of Costs

Table 3 represents the opinion of probable costs for the completed and proposed District infrastructure improvements. The opinion of probable costs includes the actual infrastructure costs for the various improvements, such as: materials, labor, construction, technical services, and contingencies. All estimates are in 2013 dollars and no inflation factor was utilized. It is estimated that the project will be completed in 2015.

Table 3. District Project Infrastructure Costs

District Infrastructure	Estimated Cost
PBC Water and Wastewater Utilities	\$5,512,754
Water Main Replacement	\$425,000
Fire Protection System Improvements	\$996,038
Electrical Improvements to C.S. No. 1	\$155,000
Electric Submersible Pumps/Installation	\$264,845
Abandonment of Deep Injection Well/Monitor Well and Production Wells	\$256,070
Demolition of Water & Wastewater Treatment Plants	\$425,421
Additional Infrastructure Improvements*	\$528,895
Security Fencing and Gates	\$15,000
Overflow Culvert Replacement	\$15,000
Professional Services and Permitting	\$560,147
Total	\$9,154,170
Total Bond Funding	\$8,763,407

*Includes Gravity Sewer Manhole Improvements, 8-inch Water Main Replacement, and Fire Pump Access Road Paving

It is proposed that Special Assessment Revenue Bonds will fund all or a portion of the District infrastructure improvements.

VI. Ownership and Maintenance Authority

Maintenance and operational responsibilities of the District include aquatic weed control for the lakes and canal areas, maintenance of the water control facilities, and the water management system. Ownership, operation and maintenance of the water distribution and the wastewater collection system is by the Palm Beach County Water Utilities Department (PBCWUD). For the Fire Protection System Improvements, PBCWUD would assume responsibility for operation and maintenance of the system between the connection to the PBCWUD main and the buildings. The fire protection sprinkler lines on the distribution side of the shut-off valves will continue to be the responsibility of the landowners, as will the booster pump station for the warehouse building.

VII. Report Modification

During development and implementation of the improvements identified in this Report, it may be necessary to make some modifications and deviations to the improvements. Therefore, if such deviations or modifications do not change the overall primary objective of this Report, then such changes will not materially affect the Report.

Any future infrastructure improvement projects will be included in a subsequent Engineer's Report.

VIII. Engineer's Certification

In our opinion, the improvements' cost estimates are fair and reasonable and we have no reason to believe that the improvements described herein cannot be constructed and installed at such costs, and in the construction timeframes as described in this report. The estimated probable construction costs were determined utilizing comparable unit prices within Florida with a ten percent (10%) contingency added. We expect that all improvements to be constructed can be completed on schedule. Detailed design documents and permits necessary to complete the improvements will be acquired in the normal course of business. We, therefore, believe that the CDD will be well served by the infrastructure improvements discussed in this report. The improvements, if designed and constructed to the standards described herein, will be sufficient to support the CDD in this Engineering Report, and will provide a direct and special benefit to the elands within the boundaries of the CDD.

I hereby certify that the foregoing is a true and correct copy of The Beeline Community Development District Engineer's Report.

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