

**WEST VILLAGES IMPROVEMENT DISTRICT  
REGULAR BOARD MEETING  
DECEMBER 15, 2022**

**A. CALL TO ORDER**

The December 15, 2022, Regular Board Meeting of the West Villages Improvement District (“WVID” or the “District”) was called to order at 11:02 a.m. in the Public Safety Building Training Room located at 19955 Preto Boulevard, Venice, Florida 34293.

**B. PROOF OF PUBLICATION**

Proof of publication was presented which showed the notice of the Regular Board Meeting had been published in the *Sarasota Herald-Tribune* on December 6, 2022, as legally required.

**C. SEAT NEW BOARD MEMBER**

John Meisel was seated as a new Board Member in Seat 5. Ms. Whelan provided a brief summary of Supervisor responsibilities.

**D. ADMINISTER OATH OF OFFICE AND REVIEW BOARD MEMBER RESPONSIBILITIES & DUTIES**

Mr. Meisel took his Oath of Office.

**E. ESTABLISH A QUORUM**

It was determined that the attendance of the following Supervisors constituted a quorum, and it was in order to proceed with the meeting:

Chairman	John Luczynski	Present in person
Vice Chairman	Steve Lewis	Present in person
Supervisor	Tom Buckley	Present in person
Supervisor	Christine Masney	Absent
Supervisor	John Meisel	Present in person

Staff members in attendance were:

District Manager	William Crosley	Special District Services, Inc.
District Operations Manager	Mike Smith	Special District Services, Inc.
District Counsel	Lindsay Whelan	Kutak Rock LLP
District Engineer	Richard Ellis	Dewberry
District Engineer	Giacomo Licari	Dewberry

Also present was Cheryl Cook, the previous City Commissioner, along with those listed on the attached sign-in sheet.

**F. ELECTION OF OFFICERS**

- **Chairman**

- **Vice Chairman**
- **Treasurer/Secretary**
- **Assistant Secretaries**

A **MOTION** was made by Mr. Lewis, seconded by Mr. Buckley and passed unanimously electing John Luczynski as Chairman; Steve Lewis as Vice Chairman; Todd Wodraska as Secretary/Treasurer; and William Crosley, Tom Buckley, Christine Masney and John Meisel as Assistant Secretaries.

## **G. ADDITIONS OR DELETIONS TO AGENDA**

There were no additions or deletions to the agenda.

## **H. COMMENTS FROM THE PUBLIC**

Dave Abbott from the Renaissance community asked if the water treatment plant was up and running, and who was responsible for the maintenance of the land where the new River Road expansion project and the Renaissance community wall exists. The water treatment plant is in final testing and should be turned over to the City in the next 30-45 days. The area between the sidewalk and the community wall is operated and maintained by the Renaissance HOA. The area between the sidewalk and River Road is the responsibility of FDOT to maintain.

Paul Maloney from the Islandwalk community expressed his concerns over duality of interest and conflict of interest of newly seated Supervisor John Meisel, and his ability to serve on the WVID Board. This concern was raised because of Mr. Meisel's current involvement in legal action against the District regarding irrigation rates, and the ongoing lawsuit against the City of North Port to de-annex the property in the WVID from the City boundary. Mr. Maloney provided his comments for the official record. Mr. Maloney was advised that his comments would be addressed during the Legal Report. Chairman Luczynski commented that if the de-annexation effort is successful, the District will lose approximately \$38 million just for road impact fees alone.

Steve Hemping stated that he also supported the concerns regarding conflict/duality of interest regarding Mr. Meisel serving on the WVID Board and he also wished to comment about de-annexation and all of the publicity that appears to be pointing towards everyone in the WVID was in favor of de-annexation, but he wanted to make the Board aware that there are many people who are opposed to deannexation.

Dr. Noreen Hemping also stated that she opposed de-annexation and wanted to see the divisiveness to end locally, statewide, and nationally. Dr. Hemping also stated that she expected strict adherence to the Florida Sunshine Law with no "squirring around them" and that she supported all of the statements made by Mr. Maloney.

Bruce Theurer asked about status of the planned overflow system that will direct stormwater that is above control level inside the Islandwalk community ponds and direct the water into the District irrigation lake. The permit for the process to direct stormwater into the District irrigation lake is currently underway and should be in hand within 60 days, with construction beginning soon thereafter that and hopefully, will be completed within 30 days after that, weather permitting. The District Engineer is also promoting discussions related to controlling future stormwater flooding that may benefit Islandwalk, the Preserve and Gran Paradiso. This was prompted by the excessive amount of rainfall experienced by Hurricane Ian and challenges that resulted from the rising waters.



Arthur Adams asked if FEMA had zero or low interest loans. Homeowners Associations should communicate with FEMA directly for questions. There was no knowledge from District staff on this question.

Kevin Shaughnessy supported Mr. Maloney's comments regarding Supervisor Meisel serving on the WVID Board of Supervisors and stated that he expected Mr. Meisel to recuse himself from any discussions regarding Gran Paradiso Property Owners Association (GP POA) matters and he does not expect the WVID Board to take appropriate actions. Mr. Shaughnessy also thanked the Board and District staff for a great job the past year and wished everyone Happy Holidays.

Victor Dobrin congratulated Mr. Meisel on his election to the WVID Board seat and stated that financial benefit was where someone should recuse himself from voting. Mr. Dobrin also asked if the hurricane damage was being observed comprehensively as a whole throughout the District. The District is working on a FEMA claim for damages from Hurricane Ian. This process takes considerable time. FEMA does not include reimbursement for any items that are insured or landscape material that was lost. A comprehensive inspection has been conducted on all District property, including inside Gran Paradiso. Universal Engineering is also performing tests on the Renaissance, Prestigio and Galleria roadways. These are District-owned roads inside Gran Paradiso and the testing will provide information on if the high water levels may have compromised the road construction. A report from Universal will be provided once it has been completed.

The District insurance carrier is working on a claim for District owned assets. FEMA does cover the removal of storm debris however, there needs to be documented procurement procedures in place such as contractor license, insurance, indemnification, etc. Documented procurement does not mean a formal request for proposals, but claimants need to provide evidence that multiple contractor resources were considered and prices for services were compared to be reasonable and competitive. The District will need to receive from the GP POA their files of procurement procedure actions for debris removal and storm-related action expenses. One concern from District staff is that without consent or knowledge by the District, the Gran Paradiso POA retained their own contractors for storm-related issues, which could greatly affect a FEMA claim by the District for reimbursement if proper procurement procedures were not followed. The maintenance agreement between the WVID and the GP POA contemplates that the District will perform storm-related clean up however, that is not how it occurred. The GP POA already had a significant amount of work completed days after the storm, before the District was contacted or could take action. The District requires that Gran Paradiso pay the storm-related expenses directly to their contractors and submit a reimbursement with verification of payment to the District.

Mr. Maloney followed up to his comment to state that conflict of interest refers to a financial conflict, but a conflict of duality is a conflict of competing interests, when a person sits on two separate boards.

Ms. Kantola stated that she felt there was a conflict of interest regarding the current Board that consisted of four Mattamy employees. Ms. Kantola also expressed favorable comments about newly elected Supervisor Meisel and stated that she wanted to make sure Gran Paradiso was able to recover everything that is available to recover.

## **I. APPROVAL OF MINUTES**

### **1. November 10, 2022, Public Hearing & Regular Board Meeting**

The minutes of the November 10, 2022, Public Hearing & Regular Board Meeting were presented for consideration.

A **MOTION** was made by Mr. Lewis, seconded by Mr. Buckley approving the minutes of the November 10, 2022, Public Hearing & Regular Board Meeting, as presented.

## **J. GENERAL DISTRICT MATTERS**

There were no General District Matters to come before the Board.

## **K. UNIT OF DEVELOPMENT NO. 1**

### **1. Consider Ratification of GMC FEMA Consulting Services Agreement**

This agreement was previously approved, in substantial form, at the November meeting. This revised agreement now includes a not to exceed amount of \$150,000, which is a FEMA requirement.

A **MOTION** was made by Mr. Lewis, seconded by Mr. Buckley and passed unanimously ratifying the GMC FEMA Consulting Services Agreement for the not to exceed amount of \$150,000.

### **2. Consider Agreement between the District and Wellen Park, LLLP for Infrastructure Management, Operation and Maintenance**

This agreement is very similar to the structure that the District currently has in Gran Paradiso where due to economies of scale in that the developer is already going to be managing and maintaining a significant amount infrastructure in the downtown project, it also makes sense for them and is cost efficient for the District that they will manage and maintain the District's improvements also. A map exhibit will be included with the agreement that will highlight the specific areas to be managed, operated and maintained. The developer may desire and has the authority to create a commercial property owners association of commercial tenants in the downtown area to bill out those costs to manage, operate and maintain, but the District would not be involved with that process. The District has no intent to assess for those expenses while this agreement is in place. This agreement also includes the Grand Lake and Walking Trail. The exhibit will be added by District staff in coordination with the Chairman, subject to approval by the Board of this agreement, in substantial form.

A **MOTION** was made by Mr. Buckley, seconded by Mr. Lewis and passed unanimously approving the agreement between the District and Wellen Park, LLLP for Infrastructure Management, Operation and Maintenance, in substantial form.

## **L. UNIT OF DEVELOPMENT NO. 8**

### **1. Consider Second Supplemental Special Assessment Methodology Report**

The par amount of the bonds was identical to the preliminary amount that was previously approved by the Board at \$17,000,000 for Unit 8 neighborhood bonds. This second supplemental special



assessment methodology report for Unit 8 Wellen Park Golf and Country Club has no changes from the original methodology report.

A **MOTION** was made by Mr. Lewis, seconded by Mr. Buckley and passed unanimously approving the Second Supplemental Special Assessment Methodology Report, as presented.

## **2. Consider Supplemental Engineer's Report**

This document was previously reviewed by the Board in November. This final version of the report has no changes from the previous version.

A **MOTION** was made by Mr. Lewis, seconded by Mr. Buckley and passed unanimously approving the Supplemental Engineer's Report, as presented.

## **3. Consider Resolution No. 2022-31 – Adopting a Supplemental Assessment Resolution**

Resolution No. 2022-31 was presented, entitled:

### **RESOLUTION 2022-31**

#### **[UNIT OF DEVELOPMENT NO. 8, SERIES 2022 – NEIGHBORHOOD INFRASTRUCTURE]**

**A RESOLUTION OF THE WEST VILLAGES IMPROVEMENT DISTRICT SETTING FORTH THE SPECIFIC TERMS OF THE DISTRICT'S SPECIAL ASSESSMENT REVENUE BONDS (UNIT OF DEVELOPMENT NO. 8), SERIES 2022 (NEIGHBORHOOD INFRASTRUCTURE); CONFIRMING DISTRICT'S PROVISION OF INFRASTRUCTURE IMPROVEMENTS AND CONFIRMING AND ADOPTING A SUPPLEMENTAL ENGINEER'S REPORT; CONFIRMING AND ADOPTING A SUPPLEMENTAL ASSESSMENT REPORT; CONFIRMING, ALLOCATING AND AUTHORIZING THE COLLECTION OF SPECIAL ASSESSMENTS SECURING SERIES 2022 BONDS; PROVIDING FOR THE SUPPLEMENT TO THE IMPROVEMENT LIEN BOOK; PROVIDING FOR THE RECORDING OF A NOTICE OF SERIES 2022 SPECIAL ASSESSMENTS; PROVIDING FOR CONFLICTS, SEVERABILITY AND AN EFFECTIVE DATE**

The Supplemental Assessment Resolution levies assessments for the lands across Unit of Development No. 8. The amounts indicated in the resolution allocate assessments in Unit 8 in accordance with the supplemental assessment methodology that was just approved to build infrastructure included in the engineer's report that also was just approved. The bonds will be issued at a par amount of \$17,000,000, and an aggregate interest rate of 5.5%. These figures have also been reviewed and approved by the developer of Unit 8 which is Lennar Homes who will sign a declaration of consent for these figures.

A **MOTION** was made by Mr. Buckley, seconded by Mr. Lewis and passed unanimously adopting Resolution No. 2022-31, as presented.

## **M. ADMINISTRATIVE MATTERS**

### **1. District Engineer**

Mr. Ellis advised that he was retiring from Dewberry Engineering, but had agreed to work on a part time schedule to help facilitate Giacomo Licari to transition into the position. Mr. Ellis said he enjoyed working with everyone. The Board and staff wished him well.

Mr. Licari reported that he was working on an inspection/walk through for the US 41 sidewalks on that run along US 41 east of West Villages Parkway towards River Road where the District intends to maintain that portion of the road; similar to the improved areas in front of Islandwalk and Gran Paradiso. Mr. Licari also went over his idea of allowing the pond levels to be reduced and directed to the Myakka River prior to a significant rainfall similar to help minimize roadway flooding that occurred from Hurricane Ian. The intersection where vehicles enter and exit the Publix shopping center will be evaluated to see if any engineering changes can help provide a safer intersection.

### **2. District Attorney**

Ms. Whelan advised that the GPHOA indicated its intent to not remit the entirety of its irrigation fees in November, which were due for the prior quarter and that WVID initiated suspension proceedings in accordance with its rulemaking authority and the terms of the irrigation water supply agreement with the GPHOA. The GPHOA filed a lawsuit and motion for emergency injunction on November 21<sup>st</sup> in part seeking to prevent WVID from suspending Gran Paradiso's irrigation water during the period of the POA's non-payment. WVID has filed a response to the litigation and the parties had an initial hearing on December 9<sup>th</sup> and have additional hearings set for December 20<sup>th</sup> and February 8<sup>th</sup>-9<sup>th</sup>

Ms. Whelan also advised that it was prudent to set a shade session for January so that we are able to get Board guidance and advice concerning the litigation. Only those persons listed in the statutory exemption are authorized to attend a shade session (i.e., WVID, WVID's attorney, the District Manager as chief administrative officer of WVID, and the court reporter).

Additionally, Ms. Whelan went over the extensive situational and voting conflicts of interest that appear to exist due to Mr. Meisel's relationship as both an HOA board member and WVID board member, as well as due to his involvement as a named party in the recently filed de-annexation appeal, which would affect WVID development projects within the City. Ms. Whelan indicated that she does not represent any Supervisor in their individual capacity, only the Board as a whole, but she has concerns on behalf of the District due to these conflicts. In an attempt to help ensure the legality of Mr. Meisel's actions, legal counsel thinks it is prudent to seek an advisory opinion on the Commission on Ethics regarding these matters for guidance.

Mr. Meisel expressed his desire for District Counsel to seek an ethics opinion on his behalf, and the Board indicated their desire and consent for District Counsel to obtain a Commission on Ethics opinion to provide guidance on Mr. Meisel's appearance of conflicts of interest. Mr. Meisel also stated he would recuse and absolve himself from any discussion whether it be strategic in nature or related directly to the Gran Paradiso litigation.



### 3. District Operations' Manager

Mr. Smith reported hurricane storm cleanup was ongoing and would take several more months to complete, including tree and plant replacement. Most immediate street lighting repairs were underway and some were complete, but many were affected by heavy wind driven rain and needed to be inspected, one by one, in order to determine the condition from water intrusion. Many were still not working due to supply issues and will take several months before replacements become available. At the previous meeting, Ms. Messina of Renaissance brought her concerns of a tree behind her home and questioned the health of it and felt that it posed a safety concern. The field inspection by a licensed arborist determined that the tree was not healthy, but not a safety concern. A written report and supplemental report from another arborist concluded that the tree was healthy and did not pose a safety issue. Ms. Messina was provided both copies of the arborist reports.

### 4. District Manager

Mr. Crosley reported the next Board Meeting was scheduled for January 12, 2023. He also thanked Mr. Ellis for his service to the District and welcomed Mr. Licari to the staff. He went on to stated that he was looking forward to working with him and wished happy holidays to everyone.

### N. BOARD MEMBER COMMENTS

Mr. Meisel asked if he was able to individually discuss bonds with Supervisor Lewis to better educate himself on the specifics of public bonds. Ms. Whelan stated that in order for the Supervisors to have the ability to discuss these types of issues and in order to avoid any Sunshine Law violations, a workshop would need to be noticed and the public be able to attend if they wish.

### O. ADJOURNMENT

There being no further business to come before the Board, the Regular Board Meeting was adjourned at 12:48 p.m. on a **MOTION** made by Mr. Buckley, seconded by Mr. Lewis and passed unanimously.

  
Secretary/Assistant Secretary

  
Chair/Vice Chair

# WEST VILLAGES IMPROVEMENT DISTRICT

## SIGN-IN SHEET

**MEETING DATE:** December 15, 2022

Please print your name & address below.

Print Name <b><u>LEGIBLY</u></b>	Address/Company
Paul Maloney	13740 Yelma St, North Port 34293
Connie Parenteau	13740 Yelma St, North Port
Marta Wojnarowicz	13576 Yelma St, Northport 34203
STEVE & NANCY HENNING	13588 YELMA ST
BRUCE & GUYL THEUNER	19251 LAPPACIO ST 34293
KEVIN M SHANNONLESSY	20130 GRANLAGE DR 34293
RICK DUFF	11667 Sistine Ln 34293
Pam Kantola	13220 Amerigo Ln 34293
STEVE FERRELL	11674 ALESSANDRO 34293
TOM DeSAUS	13897 KARINA ST 34293
Arthur Adams	19415 Solarzano ST. 34293
Mike Milok	11697 RENAISSANCE ST 34293
Marigga Mituanga	20365 Minuet pl 34293
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_____	_____
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## **WVID- December 15, 2022 - Board of Directors Meeting**

Paul Maloney from Islandwalk. Thank you for allowing me the time to speak before the Board this morning.

Being a Board member comes with significant responsibilities. The National Council of Non-Profits identifies three primary legal duties every Board member owes to the WVID.

First: The Duty to ensure the prudent use of all District assets

Second: The Duty to ensure the District follows its own bylaws; and it adheres to its stated mission.

Third: The Duty to ensure that District activities and transactions are advancing its mission.

According to the National Council this third duty includes recognizing and disclosing all conflicts of interest so that decisions are made in the best interest of the WVID; and *not in the best interest of an individual board member*. In addition, the 2022 - Guide to the Sunshine Amendment and Code of Ethics for Public Officers and Employees and Florida State Statute - 112 also provide guidance on how to address conflicts of interest. According to the National Council of Non-Profits the most important policy for a board to adopt is a policy addressing Conflicts of Interest or a Duality of Interest. Duality of Interest situations are created when a Board Member has competing interests which could impede their ability to act in the best interest of the Board on which they sit. The National Council recommends that any policy on Conflict of Interest requires the Board Member with a potential conflict to disclose that conflict. JUST TO BE CLEAR, LET ME REPEAT: And, if warranted, the Board Member with a conflict should be barred from taking part in any deliberation or voting on any matter where such a conflict exists. This Board is aware the residents of Gran Paradiso, through their Board of Directors, initiated legal action against the WVID over Irrigation Water rates. This Board is also aware that newly elected Resident Board Member, Mr. John Meisel, serves on the Gran Paradiso Board of Directors. Serving on a Board that initiated legal action against another Board on which that individual serves falls well within the concept of Duality of Interest or Conflict of Interest. This Board is also aware that the WV4RG and Mr. Meisel have again initiated legal action against the City of North Port over de-annexation. De-annexation could have a serious financial and operational impact on the WVID. When these types of situations present themselves, it is the duty of the Board to investigate the conflict and, if necessary, take appropriate action.

I have three questions:

First: Have these potential conflicts been disclosed to the WVID Board of Directors by Mr. Meisel? (PAUSE)

Second: Have any discussions taken place about these potential conflicts? (PAUSE) And,

Third: What action, if any, has been proposed or taken place on these matters?

Thank you for your time and consideration.