

**WEST VILLAGES IMPROVEMENT DISTRICT
SPECIAL BOARD MEETING & ATTORNEY-CLIENT SESSION
FEBRUARY 10, 2023**

A. CALL TO ORDER

The February 10, 2023, Special 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 Special Board Meeting had been published in the *Sarasota Herald-Tribune* on February 1, 2023, as legally required.

C. 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	Present in person
Supervisor	John Meisel	Present in person

Staff members in attendance were:

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

Also present was Cynthia Wilhelm of Nabors, Giblin, & Nickerson, P.A.; and Erica Klevers, Goodwyn, Mills and Cawood

D. ADDITIONS OR DELETIONS TO AGENDA

There were no additions or deletions to the agenda.

E. COMMENTS FROM THE PUBLIC

Lex Van Brero requested that the District consider utilizing Zoom for District meetings.

Elaine Nix requested an update regarding the ongoing litigation concerning irrigation rates between the District and Gran Paradiso.

Victor Dobrin commented that he felt the legal fees the District was spending to litigate the Unit 3 irrigation issues should also be shared by the developer, not just Unit 3. Mr. Dobrin also asked that the District website also contain the documents related to the irrigation litigation matter that have been received from the Gran Paradiso POA or its attorney.

F. APPROVAL OF MINUTES

1. December 15, 2022, Regular Board Meeting

Mr. Meisel stated, as it relates to the request for an advisory opinion regarding voting conflicts of interest, the minutes did not include that he would recuse and absolve himself from any discussions, whether it be strategic in nature or related directly to the litigation.

A **MOTION** was made by Mr. Lewis, seconded by Ms. Masney and passed unanimously to revise the minutes from the December 15, 2022, Regular Board Meeting to include the language stated above.

Mr. Meisel also stated that he agreed with the rest of the Board and supported District Counsel seeking an opinion from the Commission on Ethics on any potential conflicts of interest. Mr. Meisel felt that the advisory opinion that was sought went outside of what the Board had discussed and approved regarding the conflict between him serving on two boards and took it a step further and inquired about his participation on a political action committee while serving on the District Board. Ms. Whelan stated that at the December meeting she expressly provided her concerns for a potential conflict of interest and mentioned both the de-annexation matter as well as the obvious Gran Paradiso litigation related to irrigation matters. The remainder of the Board members confirmed their recollection that the conflict of interest discussion related to both matters.

G. GENERAL DISTRICT MATTERS

1. Consider Bond Counsel Agreement with Nabors, Giblin & Nickerson, P.A.

Ms. Whelan presented the agreement for Nabors, Giblin & Nickerson to provide Bond Counsel services to the District in connection with the issuance by the District of tax-exempt or taxable municipal bonds (the "Bonds"). Nabors, Giblin & Nickerson, P.A. ("NGN") is a Florida based firm with offices in Tampa, Plantation and Tallahassee. She also discussed the conflict waiver related to NGN's representation of the District's trustee, U.S. Bank.

A **MOTION** was made by Mr. Lewis. Seconded by Mr. Buckley and passed unanimously approving the Bond Counsel Agreement with Nabors, Giblin & Nickerson, P.A. and conflict waiver, as presented.

2. Consider Ratification of Dewberry Work Authorization 2023-2 – for Additional Emergency FEMA Consulting Services

Staff presented the need for additional FEMA consulting services and discussed the differences in scope between work being done by Dewberry and Goodwyn, Mills and Cawood.

A **MOTION** was made by Mr. Buckley, seconded by Mr. Lewis and passed unanimously approving Dewberry Work Authorization 2023-2 for additional emergency FEMA consulting services not to exceed \$18,000, as presented.

H. UNIT OF DEVELOPMENT NO. 1

1. Consider Resolution No. 2023-04 – Approving US 41 Community Art Feature

Resolution No. 2023-04 was presented, entitled:

RESOLUTION 2023-04

A RESOLUTION OF THE BOARD OF SUPERVISORS OF THE WEST VILLAGES IMPROVEMENT DISTRICT APPROVING THE DESIGN, ENGINEERING, CONSTRUCTION AND/OR INSTALLATION AND PERPETUAL MAINTENANCE OF U.S. HIGHWAY 41 COMMUNITY ART FEATURE IMPROVEMENTS; APPROVING AN AGREEMENT WITH FLORIDA DEPARTMENT OF TRANSPORTATION RELATIVE TO SAME; PROVIDING A SEVERABILITY CLAUSE; AND PROVIDING AN EFFECTIVE DATE.

Mr. Meisel stated that he wanted to see some community input for the artworks that will be installed and requested the rationale for the District being the procuring agent of the artwork. It was explained by the Chair that one of the reasons was because the District did not have to pay sales tax.

A **MOTION** was made by Ms. Masney, seconded by Mr. Lewis and passed unanimously adopting Resolution No. 2023-04, as presented.

2. Consider Ratification of Change Orders 1 and 2 to DeMoya – US 41 Project

Staff presented Change Orders 1 and 2 to the US 41 Project.

A **MOTION** was made by Mr. Lewis, seconded by Mr. Buckley approving Change Order No. 1 in the increased amount of \$192,165.30 and Change Order No. 2 in the increased amount of \$350,500. The new total contract price after these two change orders is \$9,848,267.34. Upon being put to a vote the **MOTION** carried 4 to 1 with Mr. Meisel dissenting, as he did not approve of the project and the savings of the tax on goods.

Additional discussion related to the project ensued.

I. UNIT OF DEVELOPMENT NO. 8

1. Consider Resolution No. 2023-05 – Ratifying Series 2022 Bonds

Resolution No. 2023-05 was presented, entitled:

RESOLUTION 2023-05

A RESOLUTION OF THE BOARD OF SUPERVISORS OF THE WEST VILLAGES IMPROVEMENT DISTRICT RATIFYING, CONFIRMING,

AND APPROVING THE ISSUANCE OF THE WEST VILLAGES IMPROVEMENT DISTRICT SPECIAL ASSESSMENT REVENUE BONDS (UNIT OF DEVELOPMENT NO. 8), SERIES 2022 (NEIGHBORHOOD BONDS); RATIFYING, CONFIRMING, AND APPROVING THE ACTIONS OF THE CHAIRMAN, VICE CHAIRMAN, TREASURER, SECRETARY, ASSISTANT SECRETARIES, AND ALL DISTRICT STAFF REGARDING THE ISSUANCE AND CLOSING OF THE WEST VILLAGES IMPROVEMENT DISTRICT SPECIAL ASSESSMENT REVENUE BONDS (UNIT OF DEVELOPMENT NO. 8), SERIES 2022 (NEIGHBORHOOD BONDS); DETERMINING SUCH ACTIONS AS BEING IN ACCORDANCE WITH THE AUTHORIZATION GRANTED BY THE BOARD; PROVIDING A SEVERABILITY CLAUSE; AND PROVIDING AN EFFECTIVE DATE.

It was explained that this resolution was an administrative item ratifying the actions taken to close the bonds which were approved by the Board at the December 15, 2022, meeting and were then issued on December 21, 2022.

A **MOTION** was made by Mr. Lewis, seconded by Mr. Buckley and passed unanimously adopting Resolution No. 2023-05, as presented.

J. UNIT OF DEVELOPMENT NO. 9

1. Consider Underwriter Services Agreement with FMSBonds

It was noted that this services agreement needs to be approved for each Unit of Development as they are created and the District plans to commence the issuance of Unit No. 9 bonds at its March board meeting.

A **MOTION** was made by Mr. Lewis, seconded by Mr. Buckley and passed unanimously approving the Underwriter Services Agreement with FMSBonds for Unit No. 9, as presented.

K. ADMINISTRATIVE MATTERS

1. District Engineer

Mr. Licari reported that he had reviewed the final report from Universal Engineering Services for the inspection of the District owned roads in Unit of Development No. 3 regarding damages sustained by several days of standing water on the roadways as a result of Hurricane Ian. The sub-base of the roads appears to be in good shape and the standing water did not cause any damage to the degradation of the roads. The report did provide that the surface layer was in need of resurfacing in certain areas. District staff will request bids for the road resurfacing on Renaissance and Prestigio and bring that information back to the Board for consideration. Mr. Licari also commented that he inspected the sidewalks east of West Villages Parkway towards River Road (south side of US 41) and that FDOT had agreed to repair all of the items of concern noted in his report before the District takes over the responsibility of operations and maintenance.

2. District Attorney

There were no updates from the District's attorney.

3. District Operations' Manager

Mr. Smith reported that there were now orange traffic signs posted on West Villages Parkway, indicating construction traffic is to adhere to 25 mph. Mr. Smith also commented that every effort had been made to get the streetlights that were damaged by the hurricane operational. Replacement parts, which are challenging to obtain, are on order and will be completed as they arrive. In addition, the drainage ditches will receive maintenance to remove debris that fell into them as a result of the hurricane. This project is scheduled to be completed before the end of March, weather permitting.

4. District Manager

Mr. Crosley reported that the next meeting was scheduled for March 9, 2023.

L. BOARD MEMBER COMMENTS

Mr. Meisel noted that he had read about the expansion of the District by approximately 20 acres and asked what that was. Chairman Luczynski responded that the 20 acres was added to the District and had been completed last year. Mr. Meisel also thanked the Board for resuming Zoom video for future meetings. He also thanked District Staff for being proactive on the construction traffic speed limit signs. Mr. Meisel also asked if the District could look into "indexing" on the District website to make it is easier to find when searching on a browser because as Mr. Meisel was told that the website originally was allowing for indexing, but that feature has been turned off since 2019. Staff was unaware of what website indexing is or how indexing of the District's website was modified, but will continue to research the matter. Mr. Meisel also requested that the Board go into the attorney-client session keeping the best interests of the Board and the community in mind.

M. ATTORNEY-CLIENT SESSION RELATIVE TO GRAN PARADISO HOA IRRIGATION LITIGATION

Mr. Brown asked that the court reporter begin transcribing. He discussed that the District is currently involved in pending litigation between the Gran Paradiso POA versus West Villages Improvement District and Lennar Homes, Case No. 2022-CA-005368, pending in the 12th Judicial Circuit for Sarasota County. An attorney-client session was requested, and a notice of the attorney-client session was published announcing that the non-conflicted Board of Supervisors, District Counsel, the District Manager, and a court reporter would be present. The attorney-client session will be transcribed by a court reporter and maintained under Florida law and that transcript will not be available until after the conclusion of the litigation and will become part of the District's public record.

Chairman Luczynski then announced the commencement of the private attorney-client session at 12:13 p.m. The estimated length of this session is 30 minutes. The names of those persons attending were WVID Supervisors John Luczynski, Steve Lewis, Tom Buckley, Christine Masney, District Counsel Joe Brown and Lindsay Whelan and District Manager William Crosley. The Special Board Meeting will resume immediately after this session.

The Special Board Meeting was then recessed at 12:13 p.m. for the Attorney-Client Session.

The Attorney-Client Session concluded, and the Special Board Meeting was reconvened at 12:37 p.m. at which time Supervisor Meisel joined the Special Board Meeting.

N. ADJOURNMENT

There being no further business to come before the Board, the Special Board Meeting was adjourned at 12:38 p.m. on a **MOTION** made by Mr. Lewis, seconded by Ms. Masney and passed unanimously.


Secretary/Assistant Secretary


Chair/Vice Chair

WEST VILLAGES IMPROVEMENT DISTRICT

SIGN-IN SHEET

MEETING DATE: February 10, 2023

Please print your name & address below.

Print Name <u>LEGIBLY</u>	Address/Company
<u>Jim Canton</u>	<u>20880 Canavese, Boca Raton FL 33433</u>
<u>Paul Maloney</u>	<u>18740 Yelma St Island Walk</u>
<u>Bruce & Gyll Theurer</u>	<u>19251 Lappacio Island Walk</u>
<u>Steve Hemphill</u>	<u>13588 Yelma St IW</u>
<u>VICTOR DOBRIN</u>	<u>28327 REALE 34293</u>
<u>Pam Kantola</u>	<u>13220 AMERIGO LN 34293</u>
<u>Bob Hughes</u>	<u>12560 Shilvert Cir W 10/154293</u>
<u>Jeff OSullivan</u>	<u>12279 Canavese Ln. 34293</u>
<u>LEX VAN BREDO</u>	<u>20870 GRANLAGE DR, 34293</u>
<u>Rich & Jeanne Bando</u>	<u>13675 Vancanza Dr</u>
<u>ELAINE NIKS</u>	<u>20472 CRISTOFORO PLACE</u>
<u>RICK DUFF</u>	<u>11667 Sistine 34293</u>
<u>Bob McDermott</u>	<u>20860 Granlago Dr.</u>
<u>Tom Porada</u>	<u>20590 GRANLAGE DR</u>
<u>Jay ALVORD</u>	<u>20742 Trafalgar Loop</u>
<u>Mike Milk</u>	<u>11697 RENAISSANCE BL</u>
<u>Steve Glunt</u>	<u>113824 Vancanza Dr</u>
<u>Mark Wojnowicz</u>	<u>13576 Yelma street 34293</u>
<u>Kevin Shanahan</u>	