

**WEST VILLAGES IMPROVEMENT DISTRICT
REGULAR BOARD MEETING & ATTORNEY-CLIENT SESSION
MARCH 14, 2024**

A. CALL TO ORDER

The March 14, 2024, Regular Board Meeting of the West Villages Improvement District (“WVID” or the “District”) was called to order at 10:00 a.m. in the Chambers Room of the City of North Port located at 4970 City Hall Boulevard, North Port, Florida 34286.

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 March 5, 2024.

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	Absent
Supervisor	Christine Masney	Present in person
Supervisor	John Meisel	Present via phone

District Manager	William Crosley	Special District Services, Inc.
District Operations Manager	Ryan Johanneman	Special District Services, Inc.
District Counsel	Lindsay Whelan	Kutak Rock LLP
District Engineer	Giacomo Licari	Dewberry

Also present were Michelle Krizen and Andrew Karmeris, of Special District Services, Inc.; David Kelley of Respec Inc.; and Cynthia Wilhelm of Nabors Giblin Nickerson (via telephone).

D. DISCUSSION REGARDING PUBLIC DECORUM AT BOARD MEETINGS

Chairman Luczynski read the public decorum policy previously approved by the Board.

E. COMMENTS FROM THE PUBLIC FOR ALL AGENDA ITEMS

There were no comments from the public.

F. APPROVAL OF MINUTES

1. February 16, 2024, Regular Board Meeting

Mr. Lewis noted, under the Unit of Development No. 6 agenda item where it states that he asked what a hydrologist was, that he actually asked what services a hydrologist would provide.

A **MOTION** was made by Mr. Lewis, seconded by Ms. Masney approving the minutes of the February 16, 2024, Regular Board Meeting, as amended to reflect the above revision.

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

Ms. Whelan advised that the Attorney-Client Session was not needed at this time.

H. GENERAL DISTRICT MATTERS

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

I. UNIT OF DEVELOPMENT NO. 1

1. Review Contractor Prequalification Statements

During the January meeting, the Board approved Resolution 2024-02, authorizing the Request For Proposals to Prequalify Contractors. March 7th was the deadline for contractors to submit their applications for consideration. On March 11th the Evaluation Committee, designated by the Board, evaluated the lone application that was received by AMC Contracting. The Committee has reviewed and evaluated the submittal from AMC Contracting and is recommending designating AMC Contracting as a prequalified contractor for the following services: (i) excavation/earthwork, (ii) roadways, (iii) stormwater management facilities, (iv) water and sewer facilities, (v) irrigation facilities, (vi) landscape installation, (vii) hardscape facilities, (viii) streetlighting, (ix) exotic vegetation removal, (x) canal drainage maintenance, and (xii) lake and littoral maintenance.

2. Consider Resolution No. 2024-07 – Prequalifying Contractors

Resolution No. 2024-07 was presented, entitled:

RESOLUTION 2024-07

A RESOLUTION OF THE BOARD OF SUPERVISORS OF THE WEST VILLAGES IMPROVEMENT DISTRICT ADOPTING THE ADDITIONAL PREQUALIFIED CONSTRUCTION AND MAINTENANCE CONTRACTORS; PROVIDING A SEVERABILITY CLAUSE; AND PROVIDING AN EFFECTIVE DATE.

A **MOTION** was made by Mr. Lewis, seconded by Ms. Masney and passed unanimously adopting Resolution No. 2024-07, as presented.

Chairman Luczynski asked that the RFP Committee continue with the prequalification process using the Contractor Prequalification Submittal Package approved by the Board in January to readvertise again so the District can have multiple landscape vendors prequalified.

J. UNIT OF DEVELOPMENT NO. 3

1. Board Discussion Regarding Setting Rate Hearing

There was discussion to consider setting the date for a public hearing on revised irrigation rates to coincide with the April 11, 2024 Board meeting in order to hear a presentation from GovRates, Inc. regarding proposed irrigation rates and fees and to consider adoption of the irrigation rate recommendation from GovRates.

Mr. Meisel commented that he did not recall any workshops between GovRates and the communities in the District that were previously agreed upon as part of the RFP process. Mr. Luczynski responded that it was discussed during the February Board meeting that a Public Outreach Meeting was scheduled for March 21st. Mr. Meisel stated that the Public Outreach Meeting was a workshop for GovRates to present their final product and that in his opinion there was supposed to be three or four community outreach meetings before any rates were established. Mr. Meisel went on to state that he felt it was premature to set the public hearing date.

Chairman Luczynski responded that three or four meetings were never committed to and that GovRates' contract requires them to conduct up to a certain amount of workshops, if necessary, and that community presentations have been held at the October meeting and are upcoming at the March 21st workshop, and that GovRates was prepared to present its findings at the next Board meeting. Mr. Luczynski also stated that should next week's meeting occur and there is a need to continue the irrigation public hearing, the hearing can be continued to a later date. But as of today the irrigation rate public hearing should be on the April agenda so that no one can say it was not properly advertised.

Mr. Meisel asked why we need a motion from the Board to set a public hearing if a motion was not needed previously. Chairman Luczynski responded it was because Mr. Meisel is constantly coordinating lawsuits against the District, causing extra caution for everything that WVID does.

Mr. Meisel requested that District Counsel reach out to the Commission on Ethics for an opinion as to whether there is a conflict of interest that exists since there is active litigation by the master developer against the District and Gran Paradiso POA. Mr. Luczynski responded that he was not aware of any legal action that the master developer had taken against either Gran Paradiso or the District, but he was aware that the master developer is attempting to intervene in Supervisor Meisel's irrigation lawsuit. Mr. Meisel stated there was litigation in that the master developer named the District as a respondent in their filings, which is, in essence, active litigation against the District and that this is the same reason why he had to resign from the Gran Paradiso Property Owners Association (GPPOA). Mr. Luczynski responded that Supervisor Meisel has not followed the recommendation from the Commission on Ethics in that regard, as evidenced in his most recent email last week to the public.

Ms. Whelan responded that the posture of the irrigation litigation that Mr. Meisel is referencing is that Thomas Ranch Intangibles and The Ranch Land Operations are attempting to insert themselves in the irrigation lawsuit that was filed against the District by the GPPOA as intervenors, and that their interests are aligned with the District and not adverse to the District.

Supervisor Lewis asked what we would be requesting an opinion on, and what was the question. Mr. Meisel responded that the question is- if there is active litigation against the District, which the District is a party to, is that a conflict of interest regardless of the fact that the master developer and the District are aligned with respect to the litigation. He stated that he believes he had to resign from the GPPOA because there was active litigation between the GPPOA and the District.

Mr. Luczynski responded that the reason Mr. Meisel had to resign was because he was on both sides of the equation, that he actively participated in the irrigation litigation in an adversarial capacity on behalf of the GPPOA and he was the one who coordinated the lawsuit against the District.

Mr. Meisel asked what was wrong with asking District Counsel to take an hour to send a request to the Commission on Ethics to get an opinion. Mr. Luczynski asked that Ms. Whelan proceed with requesting an opinion even though he thought it was a waste of District money, time and effort, but to appease Mr. Meisel the District will do it. He stated that the Commission on Ethics was very clear that Mr. Meisel was adverse to the District when it ruled that Mr. Meisel had a conflict of interest by serving on the GPPOA Board and the WVID Board at the same time, and that is one of the reasons why the Commission made him resign. Mr. Luczynski stated that Mr. Meisel has not followed the ruling in the ethics opinion, but WVID can ask for an ethics opinion on this issue now, even though the master developer and the District are aligned and not on opposite sides of irrigation litigation and adverse to each other.

Supervisor Lewis asked what the turnaround time is for a response because he did not see stopping all business, pending a response on an opinion that he believed was frivolous to begin with. Mr. Luczynski concurred with Mr. Lewis. Ms. Whelan responded that it was probably a sixty (60) to ninety (90) day response time from past experience. It will take time for staff to prepare and submit a request to the Commission on Ethics, and Commission staff will then need to review the request and provide a recommended opinion which the Commission itself will need to approve at an upcoming meeting. There are also timing considerations regarding the Commission's meeting schedule.

Mr. Lewis asked if that suggests that the irrigation rate public hearing would be on hold for up to ninety (90) days. Mr. Crosley stated that the Board already voted to approve rates during ongoing litigation when it voted 4-1 approving irrigation rates and fees back in April 2023.

Mr. Luczynski stated that the Commission on Ethics previously ruled that the WVID Board's actions in approving the rates and fees in April 2023 was legal and permissible and so this Commission on Ethics opinion request should not delay the irrigation rate public hearing.

A **MOTION** was made by Mr. Lewis, seconded by Ms. Masney setting the Irrigation Rate Public Hearing for April 11, 2024. The **MOTION** carried on a vote of 3 to 1 with Mr. Meisel dissenting, citing his previous comments.

K. UNIT OF DEVELOPMENT NO. 6

1. Discussion Regarding 10-Year Master Irrigation Plan

This item was tabled.

2. Master Irrigation Plan of Improvements Presentation

Giacomo Licari, Ryan Johanneman and David Kelly presented the Master Irrigation Plan of Improvements. Mr. Crosley noted that the PowerPoint presentation would be posted on the District's website.

L. UNIT OF DEVELOPMENT NO. 10

1. Consider Preliminary Supplemental Assessment Methodology

Mr. Karmeris presented an overview of the Preliminary Supplemental Assessment Methodology Report for Unit 10. Ms. Whelan asked Mr. Karmeris to confirm that the assessments were fairly and equitably allocated among the benefited lands. Mr. Karmeris confirmed that they were.

A **MOTION** was made by Mr. Lewis, seconded by Ms. Masney and passed unanimously approving the Preliminary Supplemental Assessment Methodology, as presented.

2. Consider Resolution No. 2024-08 – Delegated Award Resolution

Resolution No. 2024-08 was presented, entitled:

RESOLUTION NO. 2024-08

A RESOLUTION DELEGATING TO THE CHAIRMAN OF THE BOARD OF SUPERVISORS OF WEST VILLAGES IMPROVEMENT DISTRICT (THE "DISTRICT") THE AUTHORITY TO APPROVE THE SALE, ISSUANCE AND TERMS OF SALE OF WEST VILLAGES IMPROVEMENT DISTRICT CAPITAL IMPROVEMENT REVENUE BONDS (UNIT OF DEVELOPMENT NO. 10), SERIES 2024 (ASSESSMENT AREA ONE), AS A SINGLE SERIES OF BONDS UNDER THE MASTER TRUST INDENTURE (THE "SERIES 2024 BONDS") IN ORDER TO FINANCE THE ASSESSMENT AREA ONE PROJECT; ESTABLISHING THE PARAMETERS FOR THE PRINCIPAL AMOUNTS, INTEREST RATES, MATURITY DATES, REDEMPTION PROVISIONS AND OTHER DETAILS THEREOF; APPROVING THE FORM OF AND AUTHORIZING THE CHAIRMAN TO ACCEPT THE BOND PURCHASE CONTRACT FOR THE SERIES 2024 BONDS; APPROVING A NEGOTIATED SALE OF THE SERIES 2024 BONDS TO THE UNDERWRITER; APPROVING THE FORMS OF THE MASTER TRUST INDENTURE AND FIRST SUPPLEMENTAL TRUST INDENTURE AND AUTHORIZING THE EXECUTION AND DELIVERY THEREOF BY CERTAIN OFFICERS OF THE DISTRICT; APPOINTING A TRUSTEE, PAYING AGENT AND BOND REGISTRAR FOR THE SERIES 2024 BONDS; APPROVING THE FORM OF THE SERIES 2024 BONDS; APPROVING THE FORM OF AND AUTHORIZING THE USE OF THE PRELIMINARY LIMITED OFFERING MEMORANDUM AND LIMITED OFFERING MEMORANDUM RELATING TO THE SERIES 2024 BONDS; APPROVING THE FORM OF THE CONTINUING DISCLOSURE AGREEMENT RELATING TO THE SERIES 2024 BONDS; AUTHORIZING CERTAIN OFFICERS OF THE DISTRICT TO TAKE ALL ACTIONS REQUIRED AND TO EXECUTE AND DELIVER ALL DOCUMENTS, INSTRUMENTS AND CERTIFICATES NECESSARY IN CONNECTION WITH THE ISSUANCE, SALE AND DELIVERY OF THE SERIES 2024 BONDS; AUTHORIZING THE VICE CHAIRMAN AND ASSISTANT SECRETARIES TO ACT IN THE STEAD OF THE CHAIRMAN OR THE SECRETARY, AS THE CASE MAY BE; SPECIFYING THE APPLICATION OF THE PROCEEDS OF THE SERIES 2024 BONDS; AUTHORIZING CERTAIN OFFICERS OF THE DISTRICT TO TAKE ALL ACTIONS AND ENTER INTO ALL AGREEMENTS REQUIRED IN CONNECTION WITH THE ACQUISITION AND CONSTRUCTION OF THE ASSESSMENT AREA ONE PROJECT; AND PROVIDING AN EFFECTIVE DATE.

Ms. Wilhelm presented an overview of Resolution 2024-08.

Mr. Meisel asked if the maximum amount of the bond is \$21,000,000, how that covers the allocation for the master development. Mr. Lewis responded that the amount of the bonds is not intended to pay 100% of the costs. Mr. Lewis also noted that \$21,000,000 was the maximum and not likely the final amount. Mr. Lewis then stated that the Assessment Methodology Report, previously approved during the meeting, addresses that the preliminary anticipated par amount of the bonds is just under \$19,000,000, which will vary based on the ultimate pricing of the bond. In any event, the amount of construction costs ultimately

financed will be lower than the construction costs incurred to construct these public infrastructure facilities, because there is no present intention by the Board to finance all of the public infrastructure costs.

A **MOTION** was made by Mr. Lewis, seconded by Ms. Masney and passed unanimously adopting Resolution No. 2024-08, as presented.

3. Consider Ancillary Financing Agreements

- a. Acquisition Agreement**
- b. Collateral Assignment Agreement**
- c. Completion Agreement**
- d. True-Up Agreement**

Ms. Whelan explained these documents were standard forms of financing-related agreements and that they are in draft form. She indicated that they are the same forms as have been reviewed and approved by the Board previously for other financings. The highlighted information will be inserted upon the final pricing of the bonds. Staff recommended that these agreements be approved in substantial form.

A **MOTION** was made by Mr. Lewis, seconded by Ms. Masney and passed unanimously approving the Acquisition Agreement, Collateral Assignment Agreement, Completion Agreement, and True-Up Agreement for Unit No. 10, in substantial form.

M. ADMINISTRATIVE MATTERS

1. District Engineer

Mr. Licari reported that the Playmore Road resurfacing project would begin April 1, 2024.

2. District Attorney

Ms. Whelan reported, regarding the assessment litigation, the motion for summary judgment that the District filed was denied pending the plaintiff being afforded additional time for discovery, which they argued was needed. She indicated that once the discovery process has been completed, the District will likely re-file its motion.

In addition, regarding the urbanization litigation, the insurance company confirmed that the District has insurance coverage in the amount of \$100,000 to assist with the defense of that matter.

3. District Operations' Manager

Mr. Johanneman reported that repair work to the Grand Paradiso guardhouse and monuments had begun on March 11th with the hope that it is completed and ready for inspection by District staff the week of March 18.

4. District Manager

Mr. Crosley noted that the next meeting was scheduled for April 11, 2024.

N. BOARD MEMBER COMMENTS

Mr. Lewis thanked Bond Counsel, Cynthia Wilhelm, and the Assessment Methodology Consultant, Andrew Karmeris, for their efforts on the Unit No. 10 bond documents.

O. ADJOURNMENT

There being no further business to come before the Board, the Regular Board Meeting was adjourned at 10:54 a.m. on a **MOTION** made by Ms. Masney, seconded by Mr. Lewis and passed unanimously.


Secretary/Assistant Secretary


Chair/Vice Chair

WEST VILLAGES IMPROVEMENT DISTRICT

SIGN-IN SHEET

MEETING DATE: March 14, 2024

Please print your name & address below.

Print Name LEGIBLY

Address/Company

Stephen Wyatt

GRAN PARADISO

Beverly Beasley

Gran Paradise

Paul Maloney

Island walk

Rich Bardo

Gran Paradise

Bob Hughes

GRAN PARADISO

Tamara Hla

Gran Paradise

NEIL BRADY

RENAISSANCE

VICTOR BOBRIN

GRAN PARADISO

M. MURPHY

MURPHY