

**MINUTES OF MEETING
VILLAGE COMMUNITY
DEVELOPMENT DISTRICT NO. 7**

A Special Meeting of the Board of Supervisors of Village Community Development District No. 7 was held on Thursday, May 24, 2021 at 2:00 p.m. in the Savannah Regional Recreation Center, 1545 Buena Vista Boulevard, The Villages, Florida, 32162.

Board members present and constituting a quorum:

Jerry Vicenti	Chairman
Steve Lapp	Vice Chairman
Bill VonDohlen	Supervisor
Edward Coleman	Supervisor

Staff Present:

Richard Baier	District Manager
Kenny Blocker	Deputy District Manager
Carrie Duckett	Assistant District Manager
Mike Eckert	District Counsel
Barbara Kays	Budget Director
Mark LaRock	Purchasing Director
Mike Harris	District Property Management Assistant Director
Brittany Wilson	Director of Technology & Board Support Services
Jennifer Farlow	District Clerk
Candice Harris	Deputy District Clerk

FIRST ORDER OF BUSINESS: Call to Order

A. Roll Call

Chairman Vicenti called the meeting to order at 2:00 p.m. and stated for the record that all Board Supervisors were present representing a quorum.

B. Pledge of Allegiance

The Chairman led the Pledge of Allegiance.

C. Observation of a Moment of Silence

The Board and residents observed a moment of silence for those who have served our Country

D. Welcome Meeting Attendees.

The Chairman welcomed the meeting attendees.

Mike Eckert, District Counsel, advised that it is his understanding there are several members of the Project Wide Advisory Committee (PWAC) in attendance, and stated that because today's meeting was advertised as a Special Meeting of the District 7 Board, that PWAC members would need to refrain from engaging in discussion or responding to questions that might be raised by a another PWAC member.

Chairman Vicenti stated that the main purpose of this meeting will be for the Board to provide direction to District Counsel on specific items, including suggested revisions to the language of the Third Amended and Restated Interlocal Governmental Agreement for Project Wide maintenance. Chairman Vicenti clarified that this Board does not disagree with the concept of the Project Wide Fund (PWF), but believes changes need to be made to the language within the agreement.

E. Audience Comments

Audience Comments were addressed later in the agenda.

SECOND ORDER OF BUSINESS: Agenda – Special Meeting

Below is the agenda that was provided by Chairman Vicenti.

1. District 7 Participation in Project Wide Advisory Committee

A. Process for District 7 input into and approval of PWAC budget

Supervisor VonDohlen suggested that at this time the Board discuss which items within the Agreement that the Board would like to see revised.

Supervisor VonDohlen stated that he does not believe it is a good legal practice to amend an existing contract multiple times, and believes that the Interlocal Agreement should been re-written completely, not amended. Supervisor VonDohlen advised that the contract begins by defining the specific of the PWF, which was increased by an amendment to include South of SR 44. Within that area, the contract reads that any Districts and assets can be added to the Interlocal Agreement between the areas of CR 466 and St. Rd. 44, by amending the Agreement.

Chairman Vicenti stated prior to the revisions made to the Second Amended and Restated Agreement, the suggested revisions/additions to the Exhibit A were brought to each of the participating Districts for review and approval. The Agreement now provides that the Sumter Landing Community Development District (SLCDD) Board has authority over what items are included on the Exhibit A. Richard Baier, District Manager, advised that those revisions were made to the Agreement under the prior administration and requested that Brittany Wilson, Director of Technology & Board Support Services respond.

Ms. Wilson advised that the Second Amended and Restated Agreement was executed in 2010, and at that point in time, the language was revised to stated that the SLCDD Board would approve, via a Resolution, any amendments Exhibit A of the Project Wide Agreement. This same language was also retained within the Third Amended and Restated Agreement.

Chairman Vicenti requested clarification if prior to the Second Amended and Restated Interlocal Agreement that revisions to the Exhibit A had to receive approval from the participating Districts. Mr. Baier stated that in 2006 the Amended and Restated Interlocal Agreement provided authority to the SLCDD Board to amend the Exhibit A by Resolution.

Vice Chairman Lapp advised that when contracts and/or agreements are brought before the Board, those contracts are approved for a few years at a time; but, the Project Wide Fund Interlocal Agreement has a term of twenty (20) years. Mr. Baier advised that the Fourth Amended and Restated Interlocal Agreement, which would remove Districts 12 and 13 from the existing agreement and remove all common infrastructure south of SR 44.

Supervisor VonDohlen expressed concern that the assessable acreage of each District is utilized as the cost allocation methodology.

Chairman Vicenti concurred and stated the cost allocation methodology utilizing assessable acreage should be reviewed. Mr. Eckert advised that any methodology utilized will be based on the benefit to that party and advised that he would reviewed the existing methodology utilized, as well as other possible alternatives.

Chairman Vicenti advised that the Developer constructs the infrastructure; such as multi-modal paths and bridges, etc.; however, there the District does not receive a warranty when the infrastructure is turned over to Districts for maintenance responsibility. Mr. Eckert advised that he believes that item

would be addressed when adding items to Exhibit A, but stated a review will be completed to determine if there are requirements that should be put in place, prior to items being added to Exhibit A.

Supervisor Coleman stated that any revisions to the existing agreement should reflect that all parties are co-equal partners within the Agreement. Mr. Eckert advised that when the proposed revisions to the agreement are brought to this Board, it will include language that each party of the agreement will be more coequal.

Chairman Vicenti and Vice Chairman Lapp reiterated their prior requests that Staff provide the Board with the amount of PWF funds that were expended to maintain District 7 infrastructure. Mr. Baier advised that this Board had previously advised that it would review the listing of PWF expenditures and identify which line items the breakdown would be requested for. Mr. Eckert advised that a precise figure may be difficult to provide for certain line items, and believes that the goal of this request is to ensure there the District is receiving a benefit for the funds being expended.

Supervisor VonDohlen stated that he believes the Project Wide Advisory Committee (PWAC) should be the final decision maker, and not rely solely on SLCDD.

Chairman Vicenti concurred and stated that the PWAC should be provided with the authority as the final decision maker, and not just an advisory Committee to the SLCDD.

Chairman Vicenti provided an overview of a previous discussion the Board held, in which it was identified that a Supervisor, who sat on this Board at the time the Third Amended and Restated Agreement was approved, had indicated that he approved the agreement under duress, which led to this Board selecting new District Counsel, because the prior District Counsel identified a conflict of interest.

Chairman Vicenti inquired what the financial impact would be to the participating Districts, if Districts 12 and 13 were removed from the existing Interlocal Agreement. Mr. Baier advised that those calculations have not yet been completed; but will be achieved over the summer months.

Mr. Eckert advised that he would review the items included on the agenda by the Board, as well the following: if new Districts could be added to the Fourth Amended and Restated Interlocal Agreement without consent of the District 7 Board, should improvements outside of current CDD's boundaries be permitted to be added to the Exhibit A, identify a better definition of "project", identify if assignment of the Agreement can be made to another governmental entity and what protection will be afforded to the Districts that are currently parties to the Agreement.

The remaining items on the Agenda were previously addressed.

- B. Percentage of PWAC budget allocated to Village 7 lands (past and future)
- C. Flow of Funds from District 7 to PWAC
- D. Allocation of PWAC funding responsibilities among participating CDD's
- E. Term of Agreement
- F. Renewal Provisions for Agreement
- G. Evaluation of Infrastructure currently maintained by PWAC
- H. Process for adding new infrastructure to PWAC responsibility under Appendix A
- I. PWAC role as advisory vs. decision making
- J. Analyze financial impact on District 7 of being part of PWAC vs. not participating
- K. Analyze financial impact of removing district 12 and future CDD's by creating PWAC2, including a review of changes that would be made to Appendix A and what happens with infrastructure that connects PWAC lands with PWAC2 lands
- L. Duress when Agreement Approved

Ron Ruggeri, Village of Bonita, advised that he previously served as a District 7 Supervisor and concurs that PWF is a good concept, and provided an overview of previous incidents that occurred where the District would have benefitted if a warranty timeframe was in place.

Gilbert Windsor, Village of Bonita, suggested that District Counsel send a letter to the State of Florida Attorney General requesting a legal definition of what items a Board Supervisor can be personally sued for their actions as an elected official.

Chairman Vicenti advised that the Board recently adopted a Defense and Indemnification Policy which provides an additional layer of legal protection. Mr. Eckert advised that if a Supervisor is performing his/her duties in good faith, and within the scope of his/her duties, the District and the District's insurance company will defend them. Per Florida Statutes 768.28 which provides that an elected Supervisor will personally not be sued, and if an elected Supervisor is sued inappropriately, a motion for sanction will be filed against whoever filed the lawsuit.

- 2. Management Services Agreement
- 3. Procurement/Purchasing Protocols, Agreement Forms and Options
 - A. Participation by District 7 in approving RFP's and evaluation criteria

- B. Evaluation of proposals submitted
- C. Review of forms and agreements
- D. Alternatives to current structure for procurement

Vice Chairman Lapp stated that he believes it is important for the residents of the District to have a say in how the District's contracts are written, reviewed and approved, as it pertains to the District's procurement process. Mr. Baier advised that the Board has final approval of the contracts brought before the Board, but stated if the Board would like to have the procurement process for District 7 contractors amended, the Supervisors can counsel discuss possible revisions with District Counsel. Mr. Baier stated that as Staff has previously indicated, having a Supervisor participate in the contractor review and selection process is not a typical practice for larger Community Development Districts (CDD) or municipal or county governmental entities.

Mr. Eckert advised that a review would be accomplished and suggestions for changes that can be incorporated within the process would be provided, in an effort to address some of the concerns of the Vice Chairman Lapp.

4. ARC Meeting Attendance

Mr. Eckert advised that he continues to complete a weekly review of the Architectural Review Committee (ARC) applications in advance of the meetings, and provides any comments to Staff, and has not been attending the weekly ARC meetings in person or via phone. Mr. Eckert stated that he would provide a status report to the Board at the June meeting as it pertains to District Counsel participation at the ARC meetings.

Tom Hosken, District 7 ARC Primary Representative, advised that there has been a number of residents in attendance at recent meetings that have become confrontational when the ARC denies their application, and reiterated his opinion that it is imperative that legal representation be present at the meetings, to address conflicts when they occur. Mr. Eckert advised that he is currently available via telephone, if an issue should occur.

Mr. Eckert advised that Board that in terms of priority, the PWF related items would be addressed first, followed by the Procurement/Purchasing protocols, and then all other remaining items discussed.

5. List of assets and infrastructure owned by the Village 7 CDD

6. Review of bond documents regarding roadway reserves

THIRD ORDER OF BUSINESS: District Manager Reports

There were no District Manager Reports.

FOURTH ORDER OF BUSINESS: District Counsel Reports

There were no District Counsel Reports.

FIFTH ORDER OF BUSINESS: Supervisor Comments

There were no additional Supervisor Comments.

Vice Chairman Lapp suggested that Dennis Broedlin, who recently resigned from the Board, be acknowledged for his service to the community. Mr. Baier advised that Staff will order a memento which can be presented to Mr. Broedlin at a future meeting.

Supervisor Coleman requested clarification on the timeframe for the interview process for the vacant seat. Mr. Baier advised that, as requested by the Board, interview of candidates who submit an application will be held during the July 8, 2021 meeting.

David Robbins, a District 12 Supervisor, requested a recap of the items District Counsel would be reviewing, which was provided.

SIXTH ORDER OF BUSINESS: Adjourn

The meeting was adjourned at 3:28 p.m.

On MOTION by Bill VonDohlen, seconded by Steve Lapp, with all in favor, the Board adjourned the meeting.

Richard J. Baier
Secretary

Jerry Vicenti
Chairman

