

**MINUTES OF MEETING
MEDITERRA NORTH
COMMUNITY DEVELOPMENT DISTRICT**

A Special Meeting of the Mediterra North Community Development District's Board of Supervisors was held on **Wednesday, March 1, 2017 at 1:30 p.m.**, at **The Renaissance Center, 28121 Palmira Blvd., Bonita Springs, Florida 34135.**

Present were:

David Risley	Chair
David Bocchini	Vice Chair
Thomas H. Van Tassel	Assistant Secretary
Brian Neary	Assistant Secretary

Also present were:

Chuck Adams	District Manager
Cleo Adams	Assistant Regional Manager
Alyssa Willson (<i>via telephone</i>)	District Counsel
Jonathan Johnson (<i>via telephone</i>)	District Counsel

FIRST ORDER OF BUSINESS

Call to Order/Roll Call

Mr. Adams called the meeting to order at 1:30 p.m., and noted, for the record, that Supervisors Risley, Van Tassel, Neary and Bocchini were present, in person. Supervisor Godshall was not present.

SECOND ORDER OF BUSINESS

Public Comments [3 minutes per person]

There being no public comments, the next item followed.

▪ **Acceptance of Resignation - Frank Godshall**

*****This item was an addition to the agenda.*****

Mr. Adams presented Mr. Godshall's resignation letter for consideration.

<p>On MOTION by Mr. Risley and seconded by Mr. Neary, with all in favor, the resignation of Mr. Frank Godshall, dated March 1, 2017, was accepted.</p>

Mr. Adams stated that it was customary for the Board to consider appointing a replacement for the remainder of the term, since Mr. Godshall’s term would expire in November, 2018. The Board could appoint a replacement to ensure it had a Chair and Vice Chair or reconsider the entire slate of officers.

Mr. Neary nominated Mr. Risley to serve as Chair, Mr. Bocchini to serve as Vice Chair, and the remainder to serve as Assistant Secretaries. No other nominations were made.

On MOTION by Mr. Neary and seconded by Van Tassel, with all in favor, the nomination of Mr. Risley to serve as Chair, was approved .

On MOTION by Mr. Neary and seconded by Mr. Van Tassel, with all in favor, the nomination of Mr. Bocchini to serve as Vice Chair, with the remainder of the Board serving as Assistant Secretaries, were approved.

Mr. Adams urged the Board to ask potential candidates to submit a letter of interest and resume and he would contact them. Mr. Risley would take the lead in filling the vacant seat.

THIRD ORDER OF BUSINESS

Continued Discussion/Consideration of Required Actions Resulting from Joint Public Workshops

- A. February 1, 2017: [Districts Merger]**
 - i. Draft Merger Agreement**
 - ii. Draft Resolution Approving Merger**

Mr. Risley stated that the combined Board would consist of three Mediterra South Board Members and two Mediterra North Board Members. Discussion ensued regarding which Board Members would serve on the combined Board, after the merger. Each Board Member offered to resign to allow others to serve on the new Board.

Mr. Neary stated that Mr. Robert Greenberg, a Mediterra South CDD Board Member, did an outstanding job organizing the merger and the presentation was clear and easy to understand; however, both Boards could have improved upon ensuring that the process was more inclusive and welcoming. In response to a question, Mr. Adams stated that Mr. Neary and Mr. Van Tassel’s terms would expire in 2018 and Mr. Risley and Mr. Bocchini’s terms would expire in

2020. Discussion ensued regarding the Merger Agreement and when the decision must be made. Ms. Willson advised that the decision should be made today but was not required. Mr. Van Tassel removed himself from consideration. Names were drawn and Mr. Adams announced that Mr. Neary and Mr. Risley would serve on the merged Board. If one of them could not serve, the Board would substitute another Mediterra North CDD Board Member.

Mr. Bocchini questioned Sections 20, 27 and 29 of the Merger Agreement. He stated that it should not be a contentious issue and the Mediterra North CDD Board did not have an aggressor, as alluded to in Section 20. If something negative happened after the merger, Board Members should be able to walk away from the agreement and not suffer any harm or consequences. Mr. Johnson stated that Sections 20, 27 and 29 were standard provisions but not required. Section 20 was a source of protection for both Districts but neither District was obligated to use it. Section 27 preserved the integrity of the Merger Agreement and should remain. Section 29 protected the Board Members in the unlikely event that the Mediterra North CDD Board sued the Mediterra South CDD Board; this provision would enable the prevailing party to recover its attorney's fees from the non-prevailing party. Without that clause, the prevailing party could not recover attorney's fees. Mr. Bocchini felt that section 29 should not be in the agreement but deferred to the judgment of the group.

Mr. Adams stated that, although the provisions sounded abrasive, it would be good business to keep them. Mr. Risley stated that District Counsel responded accordingly, clarified the provisions and the agreement was acceptable.

On MOTION by Mr. Neary and seconded by Mr. Van Tassel, with all in favor, the Resolution Approving the Merger Agreement, was adopted.

B. February 9, 2017: [Wildfire Management]

Mr. Risley stated that there was a suspicious brushfire on the south side, yesterday. Discussion ensued regarding possible causes, the size of the fire and the extent of the damages. Discussion ensued regarding the Wildfire Management Workshop. The Workshop discussions centered on ways to prevent brushfires, the Mediterra Community Association (MCA) suggestion to install a walking trail to serve as a fire break and the CDDs possibly funding the project, which could result in reduced property taxes. The District Engineer conducted a

preliminary investigation and determined that passive recreational permits could be obtained; however, the CDDs must apply for a modification to the Conservation Easement. Mr. Adams estimated that the project might cost \$750,000.

Mr. Adams stated that Mr. Tarr, a Mediterra South CDD Board Member, would assemble a Wildfire Task Force comprised of members from Mediterra North CDD, the MCA and The Club. One goal would be to obtain Firewise Certification, which could result in homeowners insurance reductions. The District Engineer was preparing a proposal to present to the South Florida Water Management District (SFWMD). District Management was researching the total cost of the project, which would clarify the potential return in insurance premium savings to the community.

In response to a question about using the lakes to minimize or prevent brushfires, Mr. Adams stated that draft pipes would be installed in the lakes to assist firefighters in fighting fires. The District Engineer would provide Fire Department officials with the weight limits of the bridges, which would help expedite response time.

FOURTH ORDER OF BUSINESS

Consideration of Assessment Roll Management Services RFP

Mr. Adams stated that the Mediterra South CDD Board prompted Staff to advertise a Request for Proposals (RFP) for Assessment Roll Management Services. AJC Associates, Inc. (AJC) provided this service since the District's inception. AJC and Wrathell, Hunt and Associates, LLC (WHA) submitted proposals to District Counsel for consideration. AJC proposed a combined annual fee of \$24,500. WHA proposed a combined annual fee of \$5,000. There would be an Addendum to the Management Agreement.

On MOTION by Mr. Neary and seconded by Mr. Van Tassel, with all in favor, the Wrathell, Hunt and Associates, LLC proposal for Assessment Roll Management Services, in the amount of \$5,000, was approved.

The additional pro-rated fee would be added to WHA's current management services and the CDDs would be billed each month, instead of once, per year.

FIFTH ORDER OF BUSINESS

**Approval of February 1, 2017 Joint
Public Workshop Meeting Minutes**

Mr. Adams presented the February 1, 2017 Joint Public Workshop Meeting Minutes and asked for any additions, deletions or corrections.

On MOTION by Mr. Neary and seconded by Bocchini, with all in favor, the February 1, 2017 Joint Public Workshop Meeting Minutes, as presented, were approved.

SIXTH ORDER OF BUSINESS

**NEXT MEETING DATE: Wednesday,
May 18, 2017 at 9:30 A.M.**

Mr. Adams stated that the next meeting will be held on May 18, 2017 at 9:30 a.m., at this location. If the meeting date must be changed or a special meeting was necessary, Staff would poll the Board to schedule or reschedule a meeting.

SEVENTH ORDER OF BUSINESS

Supervisors' Requests

Mrs. Adams stated that a pre-bid meeting was held for Aeration Installation services. Two contractors submitted bids and the Mediterra South CDD Board preliminarily approved the \$400,663 TSI Disaster Recovery, LLC (TSI) bid. Mr. Adams stated that TSI was a subcontractor of LakeMasters Aquatic Weed Control, Inc. (LakeMasters), who completed the CDD's prior installation projects and prepared the design plan for this project. Mediterra South CDD chose the company that it was both familiar and comfortable with and sent a preliminary award notice to TSI. Mediterra South CDD was examining financing options for the project. Mr. Adams and Mr. John Henry, a Mediterra South CDD Board Member, were working on securing a \$400,000 loan from Florida Community Bank. The goal was to repurpose budget funds to repay the loan without levying additional assessments. \$125,000 was available to repurpose to pay the annual debt service on the loan and additional electrical costs, repairs and maintenance. Mr. Adams' focus was to keep the CDDs budgets neutral, while completely safeguarding the Districts' existing \$230,000 combined surplus fund balances.

In response to a question regarding the Calabria issue, Mr. Adams sent a demand for recovery to the President of the Calabria Association; Crawford Landscaping took responsibility for the breach and transmitted a restitution check for \$5,000.

EIGHTH ORDER OF BUSINESS

Public Comments

There being no public comments, the next item followed.

NINTH ORDER OF BUSINESS

Adjournment

There being no further business to discuss, the meeting adjourned.

**On MOTION by Mr. Risley and seconded by Mr. Bocchini,
with all in favor, the meeting adjourned at 2:45 p.m.**

[SIGNATURES APPEAR ON THE FOLLOWING PAGE]


Secretary/Assistant Secretary


Chair/Vice Chair