

**MINUTES OF MEETING
ESPLANADE LAKE CLUB
COMMUNITY DEVELOPMENT DISTRICT**

The Regular Meeting of the Board of Supervisors of the Esplanade Lake Club Community Development District was held on Thursday, February 9, 2023, at 11:00 A.M. at the offices of Atwell, LLC 28100 Bonita Grande Drive, Suite 305, Bonita Springs, Florida 34135.

Present and constituting a quorum:

Charles Cook	Chairperson
Trisha Sing	Vice Chairperson
Clayton Wasson	Assistant Secretary
Rebekah Norton	Assistant Secretary

Absent:

Valerie McChesney	Assistant Secretary
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Also present were:

James P. Ward	District Manager
Wes Haber	District Attorney
Richard Freeman	Asset Manager

Audience:

All resident's names were not included with the minutes. If a resident did not identify themselves or the audio file did not pick up the name, the name was not recorded in these minutes.

**PORTIONS OF THIS MEETING WERE TRANSCRIBED VERBATIM. ALL VERBATIM PORTIONS WERE
TRANSCRIBED IN *ITALICS*.**

FIRST ORDER OF BUSINESS

Call to Order/Roll Call

Mr. James P. Ward called the meeting to order at approximately 11:09 a.m. He conducted roll call; all Members of the Board were present, with the exception of Supervisor McChesney, constituting a quorum.

SECOND ORDER OF BUSINESS

Consideration of Minutes

- I. November 11, 2022 – Landowners Meeting**
- II. November 11, 2022 – Regular Meeting Minutes**

Mr. Ward asked if there were any corrections or deletions to the Landowners Meeting Minutes; hearing none, he called for a motion.

On MOTION made by Clayton Wasson, seconded by Rebekah Norton, and with all in favor, the November 11, 2022 Landowners Meeting Minutes were accepted for purposes of inclusion in the record.

Mr. Ward asked if there were any corrections or deletions to the Regular Meeting Minutes; hearing none, he called for a motion.

On MOTION made by Trisha Sing, seconded by Rebekah Norton, and with all in favor, the November 11, 2022 Regular Meeting Minutes were approved.

THIRD ORDER OF BUSINESS

Supervisor's Requests

Chairman Charles Cook:

- a. Severed Centerplace Commercial Properties from the irrigation system
- b. Discussion of commercial property on Centerplace Blvd. related to stormwater flowing through Esplanade Lake Club CDD pursuant to SFWMD permits
- c. Discussion that may require an adjustment of the Districts Boundary for perimeter changes

Mr. Ward indicated there were a number of things Chairman Cook wished to discuss.

Mr. Charles Cook: We just wanted to put on record (indecipherable) the commercial and other land uses on Centerplace Blvd. They have a permit on that parcel with our stormwater system in the District. They actually flow through Lake Club to Lake Como. We normally have a (indecipherable) relationship with them. They have their own separate property association. The system is substantially built, but in talking with the District Engineer, we thought it would be appropriate to make sure this (indecipherable) and recognize that the commercial property owners are discharging through the community as per the permit. So, everything is consistent with SFWMD. Nothing has changed in this regard, but we wanted to make sure that if there were questions, that it be clear on the record that the system is built and the commercial property does in fact flow through the residential community.

Ms. Jackie LaRocque: The apartments, the commercial, they all flow through, and it is in compliance with the current ERP.

Mr. Ward: Did the South Florida permit get changed over to (indecipherable) CDD at this point?

Ms. Jackie LaRocque: I don't have the Staff Report just yet. We should have it any day, and then we will do the transfer.

Mr. Ward: Okay.

FOURTH ORDER OF BUSINESS**Staff Reports****I. District Attorney****a) Form 8B Conflict of interest for Taylor Morrison Board Members**

Mr. Wes Haber: Chapter 190, which governs Community Development Districts, as well as Chapter 112, which is the Code of Ethics and governs conflicts of interest, include language that authorizes members of a Board of Supervisors for a CDD who are elected through a landowner election, to make decisions that may impact the majority landowner within the bounds of the District. The purpose of that language in both those chapters is to recognize that for Community Development Districts to effectively operate and conduct business, certain votes need to be made by those Board Members that are necessarily going to impact the business operations of the majority landowner. As a result, they provide exemptions for those landowners to make those types of determinations. There is a conflict of interest memorandum that majority landowner/developer Board Members are able to sign and have kept in the District's records that disclose the fact that those Board Members are employees of the developer/majority landowner, that those developers will make decisions that impact the developer/landowner, and that such decisions are in accordance with Florida Law because of those exemptions included in Chapter 190 and 112, but that this conflict of interest memorandum is being recorded in an abundance of caution, sort of as a belt and suspenders, even though you are entitled to make those votes, you are disclosing on the record that those votes may impact your employer. This is really an abundance of caution memorandum that's getting recorded, noted on the public record at today's meeting, and then recorded in the District's records to specify that these Board Members have the authority to make those decisions.

Mr. Cook: Wes, does that also apply to others associated with Taylor Morrison, not only their employees, but also their consultants and the like if they are sitting on the Board.

Mr. Ward: It would not apply to the consultants for purposes of this kind of a conflict. This is only the exemption for landowner board members. If there were a consultant sitting on the Board, since Jackie is sitting here, we will use her as an example, to the extent that there is a matter that came before you that was related to Atwell Engineering, she would have to declare the conflict and then under the law she is permitted to vote on that conflict. Generally, we recommend that they abstain from the vote when they declare a conflict. If they are sitting on the Board and they are a consultant for Taylor Morrison, the conflict still exists, but they would still have to disclose it, not on an annual basis, on each vote, every time the vote came up in the CDD.

Mr. Cook: (Indecipherable).

Mr. Ward: Let Wes and I talk about that and we will come up with an appropriate solution for you. So, the record will reflect that I did provide you all a Conflict Form. I will ask that you fill it out and send it in. We will provide a separate one for Ms. McChesney as she is not here.

II. District Engineer

No report.

III. District Asset Manager

- a) **Operations Report December 2022**
- b) **Operations Report January 2023**
- c) **Water Quality Report November 2022**

No report.

IV. District Manager

- a) **Important Board Meeting Dates for Balance of Fiscal Year 2023:**
 - 1. **Proposed Fiscal Year 2024 Budget – April 13, 2023, at 11:00 A.M.**
 - 2. **Public Hearings: Fiscal Year 2024 Budget Adoption – July 13, 2023, 11:00 A.M.**
- b) **Financial Statements for period ending November 30, 2022 (unaudited)**
- c) **Financial Statements for period ending December 31, 2022 (unaudited)**
- d) **Financial Statements for period ending January 31, 2023 (unaudited)**

Mr. Ward: I am probably going to start your Budget in April of this year, so we are in the process of preparing that Budget for you and scheduling a public hearing tentatively now scheduled for July 13. As we firm those up, we will get those dates to you to put on your calendars.

FIFTH ORDER OF BUSINESS

Supervisor’s Requests and Audience Comments

Mr. Ward asked if there were any Supervisor’s requests.

Mr. Cook: I did overlook the property adjustment that’s in process. That is ongoing and we are moving in that direction to account for two areas. The recent acquisition of the FGCU 40 acre piece and also the northeast (indecipherable) piece.

Mr. Haber: With respect to the boundary amendment, and forgive me because I don’t have the prior resolution in front of me, but to the extent that there are any changes that may be needed to the authorizations in that resolution as a result of potential changes to the property that may be added to the CDD, it may be beneficial to have a broad motion of the Board to delegate authority to your Chair to make any changes to the property identified in that resolution so that we are able to move forward relying on that without having to come back to a meeting. I just want to maximize flexibility in light of changes to the property that we may find as we move forward through that boundary amendment process.

Mr. Ward: I will ask you to do that in the form of a resolution, so we will just ask the Board for a resolution to essentially allow for boundary amendment changes outside of the original FGCU parcel that was authorized by you all sometime in the last year or so, and then provide authorization of the Chair and your staff to make those changes as necessary. That would be your motion.

On MOTION made by Trisha Sing, seconded by Clayton Wasson, and with all in favor, Resolution 2023-4 was adopted, and the Chair was authorized to sign.

Mr. Ward: Wes, if you could do a resolution and send it over that would be appreciated.

Mr. Haber: I certainly will.

Mr. Cook: We have had some damage on the north side of Lake Como, on the rip rap, caused during Hurricane Ian. I have already reached out to the site contractor to get some numbers pulled together. It is a grey area as far as the property ownership of that is technically CDD property, but it abuts and affects the developer owned lots adjacent to it where the erosion took place. I will share this with you. I'm not sure where this is going to go. It needs to be repaired.

Mr. Ward: Did we know about this?

Mr. Freeman: I didn't know about this prior. I don't know if that has yet been turned over to the CDD.

Mr. Cook: It's nothing egregious, but it's probably several thousand dollars' worth of repair work to remove the rip rap, regrade it, refill it, and put it back down.

Mr. Ward: I know we are doing some in other areas where there are actual homes where we've had some erosion from Hurricane Ian, so we will add this to the list and get you to confirm that those are CDD properties. He asked if there were any audience members present in person or by audio or video with any comments or questions; there were none.

SIXTH ORDER OF BUSINESS

Adjournment

Mr. Ward adjourned the meeting at approximately 11:22 a.m.

On MOTION made by Trisha Sing, seconded by Rebekah Norton, and with all in favor, the Meeting was adjourned.

Esplanade Lake Club Community Development District


James P. Ward, Secretary


Charles Cook, Chairman