

**MINUTES OF MEETING
FLOW WAY
COMMUNITY DEVELOPMENT DISTRICT**

The Regular Meeting of the Board of Directors of the Flow Way Community Development District was held on Thursday, February 16, 2023, at 1:00 P.M. at the Esplanade Golf and Country Club, 8910 Torre Vista Lane, Naples, FL 34119.

Present and constituting a quorum:

Zack Stamp	Chairperson
Ron Miller	Vice Chairperson
Martinn Winters	Assistant Secretary
Tom Kleck	Assistant Secretary

Absent:

Bart Bhatla	Assistant Secretary
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Also present were:

James P. Ward	District Manager
James Messick	District Engineer
Greg Woods	District Counsel
Grace Kobitter	KE Law Group

Audience:

Lynn Hyduk	HOA
David Boguslawski	

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

Chairperson Zack Stamp called the meeting to order at approximately 1:00 p.m. Roll call was conducted, and all Members of the Board were present, with the exception of Supervisor Bhatla, constituting a quorum.

SECOND ORDER OF BUSINESS

Public Comments

Public Comments for non-agenda items (Limited to three (3) minutes). Individuals are permitted to speak on items on the agenda during that item and will be announced by the Chairperson.

Chairperson Stamp reviewed public comment protocols.

THIRD ORDER OF BUSINESS

Consideration of Minutes

- I. January 19, 2023 – Regular Meeting [Page 6]**
- II. January 27, 2023 – Continued Meeting [Page 17]**

Chairperson Stamp made two corrections to the January 27, Continued Meeting Minutes. He asked if there were any additional corrections or deletions; hearing none, he called for a motion.

On MOTION made by Tom Kleck, seconded by Ron Miller, and with all in favor, the January 19, 2023 Regular Meeting Minutes and the January 27, 2023 Continued Meeting Minutes were approved as amended.

FOURTH ORDER OF BUSINESS

Supervisor’s Requests

Chairperson Stamp indicated he would skip this Item until later in the Meeting.

FIFTH ORDER OF BUSINESS

Staff Items

I. District General Counsel

- a) Discussion of Retention of District General Counsel (Litigation Counsel to remain the same) [Page 19]**

Mr. Ward: With Jere leaving his prior law firm, I have reached out to a firm in Ft. Lauderdale: Billing, Cochran, Lyles, Mauro & Ramsey, PA. who does general counsel work for Community Development Districts across the state and who I have also worked with for a number of years during my career. I asked them to provide a proposal to you for providing services to the CDD, which you have a copy of in your Agenda Package. We can proceed forward on this Item. You are welcome to defer the Item if you want to have more discussion about it. I assume, I will just bring up for the record, that you all received the email from the KE Law Firm indicating their desire to also stay with you as your existing law firm, although Jere has left that firm. I will leave it up to you what you want to do. Obviously, the Billing Cochran firm, their desire to do that also came up right about the time we were publishing the Agenda, so I chose to leave this on the Agenda for you for consideration. My understanding was that the KE Law firm was not going to represent the CDD and they did not reach out to me prior to the email that you all saw. I would recommend that you continue to use the Billing Cochran law firm on a going forward basis.

Chairperson Stamp indicated there was someone present who wished to speak.

Ms. Grace Kobitter: (Indecipherable).

Mr. Ward: I cannot confirm if he is on the line or not. I don't see him, but if you would like to come forward a little bit. We can hardly hear you.

Ms. Grace Kobitter: I am with Kilinski, Van Wyk PLLC, formerly known as KE Law Group. I do believe Roy Van Wyck, one of the founding partners is online. He may be waiting to get in if he is not already in. However, I am just here to clear up some miscommunication that I believe resulted from a departing partner who left our firm. Our current firm still serves as District Counsel to the District. We do not have any conflicts with the District and do have the intent, and would appreciate the Board give us the opportunity to continue to serve as District Counsel. Our firm has offices in Tampa and Tallahassee and focuses solely on Special Districts, Community Development Districts who are under Chapter 190. We represent a large number of these Districts across the State of Florida and do have a handful of Districts as well close by in Lee County that we represent that it would be great, if we do stay on, we could coordinate that scheduling, and cut down on costs related to travel. We are staffed with partners, associates, paralegals. Our paralegals are able to do associate entry level work. They are very sophisticated. Our firm has decades of experience doing this type of work and is very knowledgeable in regard to the issues that arise with CDDs and Special Districts and Chapter 190 as it functions. I am happy to answer any questions as it relates to this communication, as well as our desire to stay on as District Counsel. If the Board does decide to go in a different direction, we do understand, and we have enjoyed this short term that we have been engaged with the District.

Mr. Ward: Thank you.

Mr. Kleck: Do you have a local office?

Ms. Kobitter: Tampa is our closest, and then we have Tallahassee as well.

Chairperson Stamp: Thank you.

Mr. Miller: Practically speaking, I think it is Jim who works with people more than we do, so I would almost rather say give Jim, unless we have some reason to not use somebody, I'd rather give Jim the opportunity to have a voice in this.

Mr. Ward: I don't like this position, but that's okay. The amount of lawyers who do this type of work in the State is pretty limited. I am unfamiliar with the KE Law Firm as it stands now and the attorneys that are working in it, although I do know who they are. I've heard their names around the business for a number of years. Clearly, when I first recommended Jere Earlywine, he is an attorney that I worked with for a number of years. He is, in my opinion, the best CDD lawyer in the State. Be that as it may, there are a limited number of firms. Honestly, I had not a good experience with the KE Law Firm subsequent to Jere leaving. Whether we call it miscommunications or lack of communication, I don't really care. I've not had a good feeling about this process at this point in time. I thought long and hard about who to use for you all. The Billing Cochran Firm, although I haven't worked with them in a number of years, is a firm that I know was well established in the State, and does good work. I do know the particular lawyer that's assigned to this project. I worked with him many years ago on a rather large CDD in Miami. I think they would be a good fit for you at this point in time, and honestly, I don't know of any other firms that I would want to recommend to you at this point.

Mr. Kleck: I'll go along with what Jim's recommending.

The Board agreed to move forward with Billing, Cochran, Lyles, Mauro & Ramsey, PA.

Mr. Ward: We will need two motions. We will do a motion to terminate the services of KE Law Firm.

On MOTION made by Ron Miller, seconded by Tom Kleck, and with all in favor, the services of KE Law Firm were terminated.

Mr. Ward: The second motion would be to retain the firm of Billing, Cochran, Lyles, Mauro & Ramsey, PA. pursuant to the engagement letter enclosed in the Agenda Package.

On MOTION made by Ron Miller, seconded by Tom Kleck, and with all in favor, pursuant to the engagement letter enclosed in the Agenda Package, the firm of Billing, Cochran, Lyles, Mauro & Ramsey, PA., was retained.

II. Litigation Attorney – Woods, Weidenmiller, Michetti, & Rudnick

- a) Status Report on Litigation and Appeal
- b) Request to call Executive Attorney/client shade session. Discussion of settlement matters pertaining to Taylor Morrison Defendants (File Number: 2020-CA-4147)

Mr. Greg Wood: The appeal is going forward at the present time. I believe the brief is due in 45 days or so. The appellate lawyers frequently apply for extensions, so I'm not going to say it will happen in 45 days or not, but that's standard. The attorney's fees and stuff in the litigation is basically pending. No action has been taken moving it forward by either side at the present time. We have a counter settlement proposal from Taylor Morrison based on our counterproposal to them. For that I would request an executive attorney client shade session to discuss settlement matters pertaining to Taylor Morrison.

Mr. Ward: The attorney is recommending to you a shade session for Thursday, February 23, 2023 at 1:00 p.m. at the Esplanade Golf and Country Club, 8910 Torre Vista Lane, Naples, FL 34119. The sole purpose of the attorney client session will be to discuss the settlement in case number 2020-CA-4147. It is expected to last 30 minutes. It will be recorded by a certified court reporter. Those in attendance shall be Zack Stamp, Tom Kleck, Martinn Winters, Greg Woods, Jessica Tolin, and myself. The session will be closed to the reporter.

On MOTION made by Tom Kleck, seconded by Martinn Winters, and with all in favor, the shade session to be held Thursday, February 23, 2023 at 1:00 p.m. at the Esplanade Golf and Country Club, 8910 Torre Vista Lane, Naples, FL 34119 was approved.

III. District Engineer – Calvin, Giordano & Associates

a) Engineer's Report [page 21]

- 1. Strategic Operational Plan**
- 2. Bonita Springs Floodwater Diversion Plan**

Mr. Jimmy Messick: I have the same two current items for the Strategic Operational Plan, just some vendor updates. Ecologic has continued treating lilies and that treatment was intensified in January. They started using a new chemical and browning started happening the following week as expected. Algae really has not been a problem in the month of January and limited manual raking was also performed on lake 18-19 to address resident complaints. I did followup with my field inspector and he said we are seeing more positive results with less lilies. We are hoping to continue this in the dry season and continue to intensify the treatment.

Chairperson Stamp: When do we start on the lake banks?

Mr. Messick: I will get to that. The landscaping, there was just some dead dried up open spaces in existing beds which we replanted. MRI underground services is doing the chemical treatment for the irrigation system that provides adequate nutrient levels for the reclaimed water, and lights and nozzles for the main entry fountain were completed. For the lake banks, last month we awarded to Cross Creek Environmental. They met on site on the 31st. They actually started yesterday. So, you are going to start seeing more and more construction vehicles. I think there is only one crew, but they will start laying out and addressing restoring the banks and the GeoTubes. Lake 12 will take about a month, and then they will immediately start on lake 20-21, and that lake is expected to take a month and a half to two months. So, the overall construction timeline is 3 months and they started yesterday on the 15th.

Mr. Ron Miller: (Indecipherable) for the people who are living on those lake banks, it would be nice if they were aware that this is going to happen. (Indecipherable). Will this cause them any annoyance?

Mr. Messick: I'm sure that there are going to be some residents that speak up about not understanding what's going on in their backyard. I believe we have taken the appropriate actions to notify everyone and certainly have discussed the project at monthly meetings and came up with a CIP plan, and we have identified which lakes are addressing here first of all in 2023. As any questions or concerns do come up, we are prepared to address those residents.

Mr. Tom Kleck: What treatment is being done on the lakes currently? Has all of it been completed? Are there still lakes to be treated?

Mr. Messick: With respect to the aquatic lily pad treatment, they are a rotating service, so they have completed treatment on every lake. They will come back quarterly to the lakes and treat them, so they address those lakes that have the worst algae or lily pads and they treat those first. Right now they are focusing on the right-of-way canal, the Flow Way canal, and they had to address lake 18-19 with manual raking.

Mr. Kleck: When we talk about treatment of the lakes we include the Flow Way canal?

Mr. Messick: Correct. The other projects we are working on, the entrance improvements were completed at the end of the month. The bridge arches were painted black. I did include some

pictures in my report. The pictures show power washing the bridge and pavers before and after, with the painted arches. Last thing, we requested a proposal to add a third recharge well to our irrigation system. I am in coordination with the environmental firm today and kind of working out some details before they finalize their proposal. I'm hoping to have that integrated into the draft budget for next year and when it comes to starting that process we can get them going with permitting and construction of a third recharge well. The only other item is a followup. We previously talked about our coordination efforts with Collier County – oh, another thing, I did hear from my field inspector that Collier County has started treating the rip rap that had a greyish brown film to it. I think they are power washing some of the rip rap outside the front entrance. But back to the Bonita Springs Floodwater Diversion Plan, we are still waiting for a followup meeting date as requested by Collier County to put together some technical group to discuss options for alternative discharge points for the diversion plan.

Chairperson Stamp: I think that Big Cypress is meeting the 24th. I think their agenda is not yet posted.

Mr. Messick: I'll check the agenda when it comes out and I can virtually attend that if you would like me to.

Chairperson Stamp: You were at the first meeting and we've heard from the conservancy. You addressed that with them, thank you. The Audubon Society, is there any possibility they could be included into that working group?

Mr. Messick: You are asking for the Audubon Society in addition to the conservancy?

Chairperson Stamp: Well, and Florida Fish and Wildlife. Those are the three who spoke against the Bonita pumps at the public meeting. I'm just asking you if you think it's a good idea. It seems to me it would be good to have somebody there from that side of the table.

Mr. Messick: Well, this followup meeting is more for the technical groups, not necessarily the political groups. So, at this time I think we would wait to hold, unless they had an engineer that represented them from a technical side. I can certainly followup with Collier County and ask where we are at with pulling together the second meeting, but right now I don't see any headway being made.

IV. District Manager – JPWard & Associates, LLC

- a) Bond Refinancing – Series 2013 Bonds**
- b) Important Board Meeting Dates for Balance of Fiscal Year 2023:**
 - 1. Proposed Fiscal Year 2024 Budget - March 16, 2023, at 1:00 P.M.**
 - 2. June Board Meeting – June 29, 2023**
 - 3. Public Hearings: Fiscal Year 2024 Budget Adoption – July 20, 2023, 1:00 P.M.**
- c) Financial Statements for period ending January 31, 2022 (unaudited). [Page 36]**
- d) Update on Discussions with HOA regarding ultimate ownership/maintenance responsibilities (Continuing Item – No additional report for February 2023)**

Mr. Ward: We are intending to start your budget process in March at your next board meeting and should conclude that by the June 29th meeting we have scheduled. Maybe the July meeting if

we have to push it to that date. Quick comment on your financial statements: We are doing well on collections as of this particular point in time. We have almost a million and a half dollars received, which is almost all the assessments at this point. The thing that has lagged in most of my districts this year is, through Hurricane Ian, with the Governor extending the time schedule for payment of all taxes to December 31 in order to get the 4% discount, I have seen some lag. I have not seen it in this community nearly as much as I have in other communities that I represent up and down the west coast. We should be able to hopefully deal with our Truist loan in the next couple of months, but that will be seen as we move forward.

SIXTH ORDER OF BUSINESS

Audience Comments

Audience Comments: Public comment period is for items NOT listed on the Agenda, comments are limited to three (3) minutes per person, assignment of speaking time is not permitted, however the Presiding Officer may extend or reduce the time for the public comment period consistent with Section 286.0114, Florida Statutes

Chairperson Stamp asked if there were any Supervisor's requests; there were none. He asked if there were any audience comments.

Ms. Lynn Hyduk: I am Community Association Manager. Yesterday we were made aware of the work starting on the lake banks, and we wanted to get a little bit more information. So today we were able to send out an email to the community letting them know with that map that was included where they will see work taking place. I made sure in that email to direct them to the Flow Way CDD website to get them to try to go through you first. But I'm pretty sure I will get many calls because don't read emails. How do I – do I just direct them to the CDD? Your email? How would like to handle this?

Mr. Ward: Direct all residents to me personally.

Mr. Tom Kleck: We lost power yesterday. Were you aware of the fact?

Ms. Hyduk: I found out because also the landscaping guys out there did, but that's FPL, so I don't know anything.

Mr. Kleck: I understand that. We on my street have lost power three times in five years.

Ms. Hyduk: My understanding is that some streets are on a different grid and I know that they are working with FPL to get them all on the same grid, but that's a thing that FPL looks at us and says "We'll get to it when we get to it." But I do know that's on the radar.

Discussion ensued regarding reaching out to FPL in this regard as individuals and as a community, and FPL's shortcomings.

Mr. David Boguslawski: Each of our communities have goals. The Green and Ground Committee just got their goals for 2023. Parking followup that affects the community is part of their goals. The bigger issue to me is the irrigation system at the golf course. We lost a pump house, and if you lose a pump house following a hurricane after you've got all the salt blowing in the air you've got big problems. Every followup I get is FPL is not responding. So, I actually asked for the same thing you asked for, at what

point to we start a letter writing campaign or do something, because we can't get into the summer and not have at least some contact.

Chairperson Stamp: Jimmy, did you say the lights in the fountains have been repaired or are going to be repaired?

Mr. Messick: They have been repaired.

Mr. Ward: Jimmy, they are scheduled for next week. They were supposed to have been here, but they rescheduled to next week.

SEVENTH ORDER OF BUSINESS

Announcement of Next Meeting

Announcement of Next Meeting – Regular Meeting on March 16, 2023

EIGHTH ORDER OF BUSINESS

Adjournment/Recess

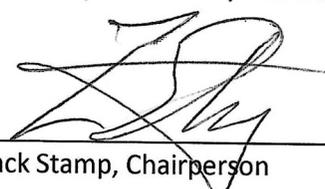
The meeting was adjourned at approximately 1:30 p.m.

On MOTION made by Tom Kleck, seconded by Ron Miller, and with all in favor, the Meeting was adjourned.

Flow Way Community Development District



James P. Ward, Secretary



Zack Stamp, Chairperson