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**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 Monday, April 11, 2022, at 10:00 A.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 |
| Bart Bhatla | Assistant Secretary |
| Tom Kleck | Assistant Secretary |

Also present were:

| | |
|---------------|-------------------|
| James P. Ward | District Manager |
| James Messick | District Engineer |
| Greg Woods | District Counsel |
| Jessica Tolin | District Counsel |

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

Chairperson Zack Stamp called the meeting to order at approximately 10:00 a.m. Roll call was conducted, and all Members of the Board were present, 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 Service Agreement

Consideration of approval of the Service Agreement, between HGS, LLC, d/b/a Angler Environmental, LLC and the District dated April 11, 2022, for consulting and expert testimony services related to litigation; HGS provides specialized litigation services

49 *Mr. Greg Woods: We had a conference with the potential expert last week and we are going to use her*
50 *as a consulting expert with her thoughts, but not as a testifying expert. She doesn't have a lot of*
51 *testifying experience. She has generated some materials for us and has some very good ideas, but we*
52 *don't think we want to move forward with her as a testifying witness. I guess we need approval to sign*
53 *off on her agreement, but her services have mostly been performed already. There won't be a great deal*
54 *of stuff in the future, maybe just periodic questions and issues.*

55
56 *Mr. Bhatla: What kind of expertise is that?*

57
58 *Ms. Jessica Tolin: She is an environmental engineer. She works with a big engineering company. She*
59 *basically walks through the various permits, the South Florida Water Management District permits, the*
60 *Army Corps of Engineers permits, and so we have been working with her on that to have a better*
61 *understanding of the permit conditions, terms, the process with the District and the Corps.*

62
63 *Chairperson Stamp: Do we have any kind of resume?*

64
65 *Mr. Bhatla: Is this to deal with the water? Is it do deal with the preserves? It is going to be implied that*
66 *the preserves are a benefit to the community, and I think we need also an expert to verify what is the*
67 *benefit. We have an idea what the benefits are, but I think odds are only comments. We need expertise*
68 *on that. I don't understand what kind of expertise we need on the water end.*

69
70 *Ms. Tolin: She has expertise on both the South Florida Water Management District permit and the Corps*
71 *permit, so we have been consulting with her as to both.*

72
73 *Mr. Miller: So, the intention of this consultant is to help us with the preserve suit or is it with other*
74 *things?*

75
76 *Chairperson Stamp: It is with litigation we have filed.*

77
78 *Mr. Miller: As we go down the path with the preserve suit we are seeking, it seems to me there were*
79 *three things which are essential: one is what is the cost of maintaining these preserves, a second would*
80 *be what would be the inflation factor in the future; and the third would be the preserves are to be*
81 *maintained in perpetuity in the permits, so with the perpetuity factor you need a sum of money or*
82 *principal amount that is in an escrow fund that does not deplete. The interest on that fund is intended to*
83 *provide the maintenance in perpetuity. It's a pretty big number. (Indecipherable). I've been involved*
84 *since the get go and I do have some background in finance. If it were to please the Board I would be*
85 *happy to be a liaison with these people, so that the Board can stay involved. We know we can't have*
86 *more than one involved because that would become a Board Meeting.*

87
88 *Mr. Bhatla: I think we need that expertise for the Board. I don't think we need it for the legal because*
89 *it's a cost issue and we have a historical need for it too because the preserve has been maintained for the*
90 *past three years. Once a number is established it is strictly an economical analysis really. I understand*
91 *that the consultant we are retaining is for environmental purposes, for the permit, not the preserve. The*
92 *preserve is still under observation as far as the remediation is concerned, the success criteria. The other*
93 *thing is, what is the cost involved for this consultant?*

94
95 *Ms. Tolin: It has her rates in the agreement.*

96

97 *Mr. Bhatla: It is open ended?*

98

99 *Mr. Ward: It is depending on what is authorized by Greg and Jessica to do the work, so I don't know*
100 *what the total cost will be, but the rate schedule is in the agreement. It's like \$175 to \$280 a billing hour.*

101

102 Discussion ensued regarding the consulting rates.

103

104 Mr. Miller offered to serve as a liaison between the Board and the finance consulting experts.

105

106 Mr. Bhatla offered to serve as a liaison between the Board and the environmental consulting experts.

107

108 Chairperson Stamp stated any Board Member could communicate with the lawyers at any point about
109 anything they wished. He stated it certainly made sense for Mr. Bhatla to talk with the lawyers about
110 the environmental issues and for Mr. Miller to talk about the financial issues. He noted Martinn Winters
111 also had a financial background. He called for a motion.

112

113 **On MOTION made by Mr. Ron Miller, seconded by Mr. Bart Bhatla,**
114 **and with all in favor, the Service Agreement, between HGS, LLC, d/b/a**
115 **Angler Environmental, LLC and the District dated April 11, 2022, for**
116 **consulting and expert testimony services related to litigation was**
117 **approved.**

118

119 **FOURTH ORDER OF BUSINESS**

Staff Items

120

121 **I. District Attorney – Woods, Weidenmiller, Michetti, & Rudnick**

122

123 **a) Request to call Executive Attorney/client shade session. Discussion of lawsuit, File Number: 20-**
124 **CA-4147**

125

126 *Mr. Woods: Our mediation has been continued and will adjourn on Tuesday, April 26. That was*
127 *the nonbinding arbitration date. The nonbinding arbitration date is going to be moved to May,*
128 *probably in the May 20 to May 27 time period. The judge moved us back one trial period, so we*
129 *are now in the July 11 to August 5 range trial docket. The defendants filed one motion for*
130 *summary judgment as to the individual board members. The attorney has indicated that they will*
131 *be filing another motion for summary judgment as to Taylor Morrison. The judges will work in*
132 *some time to get those motions for summary judgment heard prior to trial, but that will probably*
133 *occur in June. That's kind of an update of what has transpired in terms of scheduling and where*
134 *we are at.*

135

136 *Mr. Miller: We have had a mediation session and it has been continued to a later session?*

137

138 *Mr. Woods: Correct.*

139

140 *Mr. Miller: Based upon what has transpired in the first session do we have what need to have a*
141 *shade session? Or do we have to wait until the next mediation?*

142

143 *Mr. Woods: I think we should go ahead and have the shade session to discuss the proposals that*
144 *came out and to kind of talk to the board perhaps about a potential range of things that might be*
145 *acceptable to the Board. I think for those purposes the shade session and settlement discussions*
146 *would be worthwhile.*

147
148 *Mr. Ward: What he is saying is, the mediation has happened. Apparently, there is some offer on*
149 *the table. He would like to discuss that with you. That can be the subject of the shade session. It's*
150 *recommended that that be Thursday, April 21, at the end of your meeting. We put in here who the*
151 *attendees will be. It will be Zack Stamp, Ron Miller, Tom Kleck, Martinn Winters, Bart Bhatla,*
152 *District Attorney Jessica Tolin and Greg Woods, and myself as your District Manager. We will be*
153 *limited to that. There will be a court reporter that takes that session, and then we will go back in*
154 *open session. If that is acceptable to you, then you will need a motion to set that as an executive*
155 *session.*

156
157 **On MOTION made by Mr. Ron Miller, seconded by Mr. Tom Kleck, and**
158 **with all in favor, an Executive Attorney/client shade session was set**
159 **for April 21, 2022.**

160
161 **II. District Engineer – Calvin, Giordano & Associates**

162
163 *Mr. Bhatla: We are interested in the status of permitting. How is that going?*

164
165 *Mr. James Messick: We submitted the permit transfer application and required documents at the*
166 *beginning of the month. It is currently under process by the District. It will take over a month for*
167 *them to address and give us approval for that.*

168
169 *Mr. Bhatla: Approval to install another well?*

170
171 *Mr. Messick: No, this is for permit transfer for us to be the applicant and permittee of the*
172 *consumptive use permit.*

173
174 *Mr. Bhatla: What about the well?*

175
176 *Mr. Messick: I had the well as an action item I was to discuss next week with you, but the well –*
177 *further investigation was done with a more detailed camera and the existing casing is actually in*
178 *good condition, so we've ordered the new pump. It's going to take several weeks, maybe up until the*
179 *end of the month before it can get installed. We are looking into whether or not we can drill a third*
180 *well which would include permit modifications and we haven't heard back from the District on*
181 *whether or not that would be acceptable or not.*

182
183 *Mr. Bhatla: I think we should keep that in the back of our mind because we have only two wells and*
184 *these are essentially mechanical devices which can easily fail. If we had a redundancy, it would be*
185 *prudent because water is the lifeline of this community.*

186
187 *Mr. Messick: We understand that. We definitely need some sort of redundancy. Based on our*
188 *budget and what we can afford, we are looking to purchase a third well during this upcoming rainy*

189 *season, so that we are ready for next dry season with a backup pump. I think that would be the*
190 *redundancy that we would need right away.*

191
192 *Mr. Bhatla: As you have some information from the groundwater experts as to the condition of the*
193 *well, I would like to take a look at the information.*

194
195 *Mr. Messick: I know they investigated the well casing further. I don't know if there is a copy of that*
196 *video.*

197
198 *Mr. Bhatla: Okay, we can talk about that afterwards.*

199
200 *Mr. Kleck: A question on the related photos and videos I sent to Jim Ward. Have you had a chance*
201 *to analyze what can be done with the lakes when the water is so low right now in regard to*
202 *eliminating some of the growth and the weeds and the swamp grasses that are in there?*

203
204 *Mr. Messick: We have a current aquatic vendor that's spraying the lakes. That's the tried and true*
205 *method of containing and not letting these littorals get out of hand. I know our budget for that is*
206 *somewhat limited right now and I think that's maybe why we see a little bit of the growth that*
207 *you've documented in your emails. We are trying to address and pinpoint which of those littoral*
208 *shelves we can address now. But certainly, as a whole, as of 2023, we have the budget to start being*
209 *more aggressive and spraying those on a weekly basis.*

210
211 *Mr. Kleck: Okay, because I know we did that with the golf course driving range pretty easily and*
212 *efficiently and I thought now would be the time to do it before the waters come up, to do it to the*
213 *rest of the lakes that need it. We don't have to do them all at once, but if we can effectively start an*
214 *active program of doing that while the lakes are low.*

215
216 *Mr. Messick: We do have an active program. I think we are going to look at seeing which lakes we*
217 *can focus on, if there are some that are getting out of hand.*

218
219 *Mr. Miller: The golf personnel, for spraying the aqua range, they have advised me that has been*
220 *very helpful for them to accumulate golf balls and they wouldn't mind if we actually sprayed that a*
221 *second time.*

222
223 *Mr. Bhatla: Who is our contractor for spraying and other things?*

224
225 *Mr. Ward: I don't know. I can get that for you.*

226
227 *Mr. Messick: I think it's Ecologic Solutions.*

228
229 *Mr. Ward: I think it's the same vendor the HOA has.*

230

231 **III. District Manager – JPWard & Associates, LLC**

232

233 No report.

234

235 **FIFTH ORDER OF BUSINESS** **Audience Comments**

236

