MINUTES OF MEETING
FLOW WAY
COMMUNITY DEVELOPMENT DISTRICT

The Regular Meeting of the Board of Supervisors of the Flow Way Community Development District was held on Thursday, November 20, 2025 at the Esplanade Golf and Country Club, 8910 Torre Vista Lane, Naples, FL 34119. It began at 1:00 p.m. and was presided over by Mr. Zack Stamp, Chairperson, and James P. Ward as Secretary.

Present and constituting a quorum:

Zack Stamp	Chairperson
Ron Miller	Vice Chairperson
Bart Bhatla	Assistant Secretary
Tom Kleck	Assistant Secretary
Mark Scimio	Assistant Secretary

Also present were:

James P. Ward	District Manager
Jimmy Messick	District Engineer
Michael Pawelczyk	District Counsel

Audience:
Mike

All residents' 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 these minutes may be transcribed in verbatim.

FIRST ORDER OF BUSINESS **Call to Order/Roll Call**

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

SECOND ORDER OF BUSINESS **Consideration of Minutes**

October 23, 2025 – Regular Meeting Minutes

Chairperson Stamp asked if there were any additions, corrections, or deletions to the Minutes; hearing none, he called for a motion.

On MOTION made by Ron Miller, seconded by Tom Kleck, and with all in favor, the October 23, 2025 Regular Meeting Minutes were approved.

THIRD ORDER OF BUSINESS Consideration of Resolution 2026-2

Consideration of Resolution 2026-2, a Resolution of the Board of Supervisors of the Flow Way Community Development District Redesignating the Registered Agent; Designating the Office and Location of the Registered Office; and Providing for Conflicts and Invalid Provisions and Providing for an Effective Date

Mr. Ward explained Resolution 2026-2 updated the address of the Registered Agent (Jim Ward) in the CDD's records to the current address. He noted the address of the Registered Agent was correctly recorded with the state of Florida, and this resolution simply updated the information in the CDD's own records.

On MOTION made by Ron Miller, seconded by Bart Bhatla, and with all in favor, Resolution 2026-2 was adopted, and the Chair was authorized to sign.

FOURTH ORDER OF BUSINESS Consideration of Resolution 2026-3

Consideration of Resolution 2026-3, a Resolution of the Flow Way Community Development District (the "District") amending and restating the Fiscal Year 2025 Budget which began on October 1, 2024, and ended on September 30, 2025; amending Resolution 2025-5 related to the annual appropriation and adopting the budget for Fiscal Year 2026 beginning October 1, 2025 and ending September 30, 2026: providing a severability clause; providing for conflict and providing an effective date

Mr. Ward stated Resolution 2026-3, amended and restated the Fiscal Year 2025 Budget and amended Resolution 2025-5 related to the annual appropriations. He explained this was a cleanup resolution to correlate the line item budget to the actual expenditures on a line item basis. He stated the CDD was ready for audits. He stated the increase in fund balance was about $317,000 dollars on September 30, 2025, and the overall fund balance was $743,000 dollars on September 30, 2025. He indicated he broke these numbers down with an analysis into the reserves for operations and the long term asset restoration. He stated he traditionally reserved three months for the operations, but he reduced this down to two months because the CDD was now starting to see the tax collectors send the CDD money in the early parts of November as residents began to pay taxes and a full three months cash was no longer needed to operate.

Mr. Bart Bhatla asked what the CDD's cash balance was.

Mr. Ward responded on September 30, 2025, the CDD's cash balance was $743,000 dollars. He explained this was broken down into $334,000 dollars for the two-month operating reserve and then around $400,000 dollars into long term asset restoration.

Mr. Ron Miller: I look at the $743,000 dollar number as the number we are trying to inch toward $1 million dollars. The lower number is the cash flow number to get the CDD to the collection point for the following year's assessment. In other words, I don't think we need to get $1 million dollars plus two months operating costs.

Chairperson Stamp: We should probably wait and see what the asset replacement plan looks like before we make that judgement.

Mr. Ward: I would recommend, as Jimmy and I present to you your fiscal year 2027 budget, we are incorporating your full asset restoration plan into that budget and that will be a more appropriate time to have that discussion.

On MOTION made by Ron Miller, seconded by Tom Kleck, and with all in favor, Resolution 2026-3 was adopted, and the Chair was authorized to sign.

FIFTH ORDER OF BUSINESS Staff Items

I. District General Counsel - Billing, Cochran, Lyles, Mauro & Ramsey, P.A.
a. Litigation updates

Mr. Michael Pawelczyk: Not much has happened since the last time we met in October, other than the Esplanade Golf and Country Club, the Association, has been dismissed from the lawsuit. The plaintiff dismissed them. In speaking with HOA counsel, it seems like their assigned insurance defense counsel requested the dismissal and Colosi dismissed them for whatever reason. As you know, Mr. Colosi did file an appeal back in October. That appeal was filed inappropriately, so he refiled it on November 17 with the court which means for both the Quarry CDD and the Flow Way CDD, our reply brief is due on December 17, 2025. I did speak with special counsel, Jeff Hurcomb, assigned by the insurance company, and he confirmed that with me. Then we have to wait on the court to rule on the appeal.

Chairperson Stamp: I talked to the President of the HOA here and as I understand it, Colosi came to the conclusion that he didn't have to cross HOA property, so there was no reason for them to stay in the lawsuit.

Mr. Pawelczyk: Correct. Because remember that lawsuit is more of a mandamus lawsuit. It's doesn't really deal with access, it has to do with allegedly the District and its officials in both Districts acted inappropriately is what he claims, which we certainly deny. We will see how the appellate brief – once it's filed we will send it to you.

Chairperson Stamp: I just have one question. It he trying to have me removed just as chairman or removed totally from the Board? Sometimes it reads like he wants me totally off the Board and sometimes he just wants me not to be chairman anymore.

Mr. Pawelczyk: Well, I'm sure when he reads the minutes, he will send us an email and tell us exactly what he thinks. Again, I'm not going to address the status of his petition or *how he pled it, but I agree that there are some confusing statements in there as to what he seeks as his remedy. Hopefully, clarification will be provided soon.*

An attendee identified as Mike(unverified) typed into the meeting chat box "I could clarify here", at approximately 1:14pm, this comment was unseen and was not addressed.

II. District Engineer – Calvin, Giordano & Associates
a. Engineer's Report
1) Purpose
2) Current Asset Updates:
1. Landscaping
2. Entrance Maintenance
3. Lake Maintenance
4. Irrigation Pump House
5. External Preserves Compliance update
b. Water Quality Report

Mr. Jimmy Messick discussed the landscaping: pine mulch was installed, grasses were trimmed, flowers were installed, the pavers in the front were cleaned and sealed (jointly with the HOA), and the front entrance holiday decorations were installed and running. He stated the lakes continued to be treated and maintained. He indicated there was a water quality report attached for reference. He noted there was no algae reported in the water quality report, but the water needed continued monitoring by staff to ensure there was no algae growth in the summer months, particularly in the Flow Way Canal. He stated there were no changes in the previously permitted plans for the aqua range dredging for modifications to the driving range, and the Golf Club understood the CDD had to approve any changes made to the plan. *Their developing engineer understands their responsibility to submit for approval if there are any changes. I would expect in the next week or so, before the holidays, that they are going to gear up and provide the changes, if that is their plan. We will review it.*

Mr. Miller: I hope we plan to be cooperative so when that request comes to us we will say yes. Should we maybe think about approving their request in advance since we aren't having a meeting in December, so we don't slow them down?

Chairperson Stamp: That doesn't take Board action. Jimmy can approve it. The talk I've heard is instead of taking dirt from the number 2 tee, they want to move it back, but I've only heard talk of that. They haven't filed anything.

Mr. Mark Scimio: They still have meetings with the Reese Jones Group (ph) about all that. They weren't even going to engage with anybody about it until we got it approved.

Mr. Bhatla: What is the concern?

Mr. Ward: There is no concern. They are just moving dirt from one place to another.

Mr. Messick: It's just we are responsible for maintenance of the lakes, so as long as we can maintain it, they can do modifications, but they need our approval. There is no concern. The other asset, the irrigation, we are currently good. The third emergency well has been installed for emergency use only. He reported the other two wells were inspected and one required some maintenance, but this was being done. He stated 2026 would be the last year for monitoring and reporting on the external preserves. He noted there was some perpetual maintenance of the external preserves which would be required after the monitoring and reporting was completed, but he would elaborate on this in January. He stated there were no updates on the capital projects. He noted there would be ongoing monitoring of the wells and water use going into the dry season.

Chairperson Stamp asked if there were any lakes which would require restoration next year.

Mr. Messick explained the initial report identified the erosion and lake bank issues which needed to be addressed with a five-year plan and 2026 was the last year of this plan. He said the lakes would need to be reevaluated once this was done.

Mr. Tom Kleck asked about the cost of the lake bank restoration project along the cart path.

Mr. Messick indicated he would forward this information to Mr. Kleck.

Mr. Kleck asked what caused the erosion. He asked if there was poor drainage in the area.

Mr. Messick explained lake bank restoration was an ongoing maintenance issue Florida communities had due to wind, water table changes, etc. He explained erosion was a normal occurrence which would always need maintenance.

Mr. Miller stated it would be good to know what riprap cost per foot for potential inclusion in future budgets when erosion occurred.

Mr. Messick stated he could get this information.

Chairperson Stamp asked about cane toads along the loop. He said he read the cane toad report but had a resident who called to complain about the cane toads around the loop.

Mr. Messick stated the vendor indicated the cane toads were significantly slowing across the community due to the cold snap which would help reduce the number of cane toads; however, the vendor was busy last month with the cane toads.

Mr. Ward stated the vendor removed 78,000 egg strands, 2,500 tadpoles, 200 toads, and 91 adult toads so far this season. He said he was unsure exactly how the eggs and tadpoles were counted, he believed they were weighed and the count estimated.

Mr. Bhatla asked about the Burmese pythons mentioned in last month's minutes.

Mr. Ward said he did not remember talking about pythons.

Chairperson Stamp: I don't know that we've had a sighting here.

Mr. Miller asked about changing the lights in the fountains to Christmas colors. He asked if this was a simple task. He stated the work around lake 11 looked fantastic, but there were some holes in the landscaping, mostly on the north end, which could use some attention.

Discussion ensued regarding installing colored lights in the fountains.

Mr. Ward noted the HOA was given credit for the landscaping around lake 11 which was installed by the CDD, but that was fine. He noted the residents liked the landscaping and no one was complaining; therefore, he was happy.

Mr. Messick indicated the CDD could do whatever it liked with the fountains.

Mr. Miller stated he would like to know how much it would cost before changing the lights because if it was a couple hundred dollars that would be great, but if it was thousands, it was not worth it.

Chairperson Stamp stated an estimate on how much it cost to fill the landscaping gaps was also needed. He said he believed water and electricity would need to be run in order to fill the gaps, so it could get expensive.

III. District Manager – JPWard & Associates, LLC

a. Reminder: Ethics Training – Due by December 31, 2025
b. December 18, 2025, Meeting Cancelled
c. Financial Statements for the period ending October 31, 2025 (unaudited)

Mr. Ward reminded the Board to complete the ethics training by December 31, 2025. He said he would send out the links once more after the meeting. He stated the December 18, 2025 meeting was cancelled.

Mr. Miller left the meeting.

SIXTH ORDER OF BUSINESS Supervisor's Requests

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

SEVENTH ORDER OF BUSINESS Public Comments

Chairperson Stamp asked if there were any public comments; there were none. There were no members of the public present in person.

EIGHTH ORDER OF BUSINESS Adjournment

The meeting was adjourned at approximately 1:35 p.m.

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

Flow Way Community Development District

James P. Ward

James P. Ward, Secretary

Zach Stamp

Zach Stamp (Jan 15, 2026 15:10:47 EST)

Zack Stamp, Chairperson

FW - Minutes 11/20/25

Final Audit Report 2026-01-15

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