

**MINUTES OF MEETING
WENTWORTH ESTATES
COMMUNITY DEVELOPMENT DISTRICT**

The Regular Meeting of the Wentworth Estates Community Development District's Board of Supervisors was held on Tuesday, April 16, 2013, at 9:00 a.m., at the Treviso Bay Sales Trailer, 9014 Tamiami Trail East, Naples, Florida 34113.

Present and constituting a quorum were:

Russell Smith	Chairman
Anthony Burdett	Vice Chairman
Dalton Drake	Assistant Secretary
Noah Breakstone	Assistant Secretary (Telephonic)
Jack Turner	Assistant Secretary (Resigned from Board during Meeting)
Joe Newcomb	Assistant Secretary (Was appointed to Board during the Meeting)

Also present were:

James Ward	District Manager
Jere Earlywine	District Counsel (Telephonic)

FIRST ORDER OF BUSINESS

Call to Order/Roll Call

Mr. Ward called the meeting to order at 9:00 a.m. The record will reflect that all members of the Board are present at roll call.

SECOND ORDER OF BUSINESS

Administration of the Oath of Office for Russell Smith, the Newly Elected Supervisors from the Landowners' Meeting of November 1, 2012

Mr. Ward stated as a notary of the state of Florida, I'm going to take a moment and administer this oath to you.

The Oath of Office was administered, swearing in Russell Smith as a Supervisor on the Wentworth Estates CDD.

Mr. Ward stated I'll ask that you please sign your oath and print your name at the top and print your name and return it to me, and I will notarize it and make it a part of the permanent record for you.

ADDED BUSINESS ITEM

Resignation of Mr. Jack Turner

Mr. Turner stated this is Jack Turner, and I would like to resign my position on the Board.

Mr. Ward asked is that effective immediately?

Mr. Turner stated yes.

Mr. Ward stated with Mr. Turner’s resignation, his term is set to expire November of 2014; the balance of the Board simply by motion, second and affirmative vote will appoint someone to fill his unexpired term. It would be appropriate for you at this time to go ahead and nominate an individual to serve his unexpired term

Mr. Burdett stated I would like to nominate Treviso Bay resident Joe Newcomb.

The Oath of Office was administered, swearing in Russell Smith as a Supervisor on the Wentworth Estates CDD.

On MOTION by Mr. Burdett, seconded by Mr. Smith, with all in favor of nominating Joe Newcomb to serve as a supervisor on the Wentworth Estates CDD Board of Supervisors.

Mr. Ward asked how are you doing this morning?

Mr. Newcomb stated I’m great.

Mr. Ward stated I’m going to do the same thing with you and, for the record again, I’m notary of the state of Florida and authorized to administer this oath.

The Oath of Office was administered, swearing in Joseph Newcomb in as a Supervisor on the Wentworth Estates CDD.

- a. Form 1 – Statement of Financial Interests – Compliance Requirements**
- b. Review of the Sunshine Amendment and Code of Ethics for Public Officers and Employees**

Mr. Ward stated I’m going to provide you with a copy of the Form 1, Statement of Financial Interest. As an elected public official, you’re required to file that here in Collier County with the Supervisor of Elections within 30 days of today’s date. It’s not a particularly difficult form, but if you need any assistance, I’ll give you my card, please give me a call, and

I'll be glad to help you through it. The Supervisor of Elections in Florida can fine you individually if you don't do it, so if you do have a problem, please give us a call, but it has to be done within 30 days.

In addition, I provided to you behind that the guide to the Sunshine Amendment and the Code of Ethics for Public Employees. I won't take a lot of time and go over that with you, just read it at your leisure. The biggest one that you all have to comply with is what we call the Sunshine Law. It simply means that no two public officials may do business outside an open, noticed public meeting, nor may you use a member of your staff or a member of the public to communicate to another member of the Board on a matter, which may foreseeably appear before the Board.

We just encourage you, if you have any questions, just give me a call. Your attorney is Jere Earlywine with Hopping Green; I'll give you his contact information. Also, just give us a call if you have any questions whatsoever with respect to that.

Mr. Earlywine asked Jim, just while I have him sort of as a captive audience, do you mind if I just review the laws more specifically that apply to him as a public officer?

Mr. Ward stated have fun.

Mr. Earlywine stated we certainly appreciate you being willing to serve on the Board. You are now a public officer, and there are several laws that govern you in that capacity. Jim has mentioned the Sunshine Laws and also the Public Records Laws and Ethics Laws. In a nutshell, what the Sunshine Laws says is that if there is any business that may come before the Board, it can only be discussed in a publicly noticed meeting like today's meeting, not as between or among Board supervisors. If you have questions about something involving the District, you can certainly talk with me or you can talk with Jim or any of the other District staff, but you can't talk to other supervisors about it, unless you have a publicly noticed meeting.

That includes by way of email correspondence, so you can't have email communications or anything like that. If you see an email come out from me or Jim Ward, typically, we'll put a disclaimer across the top or sort of a caution across the top, saying that don't reply at all to the email, because it could be construed as a violation of the Sunshine Laws. I would also point out we get what's call the Brechner Report circulated around our office every month, and what it essentially details is all the different instances where local

governments and whatnot have gotten in trouble with the Sunshine Laws and Ethics Laws and Public Records Laws, and there's a lot of litigation about it lately.

Some firms, particularly on the Public Records Law issue has certainly made it a cottage industry to go around suing districts for public records violations, and let me explain to you about the Public Records Law. Essentially, what that says is that any of the District records are publicly available, subject to certain limited exceptions. If you have an agenda package or receive email correspondence from Jim, you need to keep that in a separate file, so if there's a public records request that Jim brings to your attention, you'll need to respond to it and provide those records. If we don't, and if you're particularly asked for a set of records by another resident or someone else, that could be construed as a public records request, and if we don't timely respond to it, then it can create a liability for the District. You're going to want to bring that to Jim or my attention immediately.

The third set of laws that govern you as a public officer are the Ethics Laws that Jim mentioned, and there's really two aspects to it. One is a conflict of interest provision that says that if there's some matter in which you or a family member or a close friend has some pecuniary or financial interest, and it's coming before the Board for a vote, you'll need to bring that up before we take the vote on the issue. It doesn't necessarily mean you can't vote on it, but staff would need to analyze the issue before we take the vote. So, for example, if we're doing a landscape contract, and your wife is a landscape contractor and wants to submit a bid, you'd want to reveal that relationship before we voted on the contract.

The other set of laws that's ethics related has to with gift laws, and if you receive any gifts from anyone, you'll need to disclose that as a gift under the public gift laws, and if you have questions about that, we can talk about that further. But those are kind of the three main laws: the Sunshine Laws, the Public Records Laws, and the Ethics Laws, in a nutshell.

Mr. Ward stated thanks Jere.

a) **Consideration of Resolution 2013-3 Designating Mr. Newcomb as an assistant secretary of the Board of Supervisors**

Before we get to minutes, I'm going to ask that you take up a resolution, which will number 2013-3. It will add Mr. Newcomb as an assistant secretary of the Board for purposes of just signing. With that I'll ask that you, by motion, adopt Resolution 2013-3.

On MOTION by Mr. Smith, seconded by Mr. Burdett, with all in favor of approving Resolution 2013-3.

THIRD ORDER OF BUSINESS

Consideration of Minutes

a. September 21, 2012 – Regular Meeting/Public Hearing

Mr. Ward stated if you have any additions, corrections or deletions, hearing none, a motion to approve would be in order.

On MOTION by Mr. Smith, seconded by Mr. Drake, with all in favor of approving the September 21, 2012, regular meeting minutes.

b. November 1, 2012 – Landowners' Meeting

Mr. Ward stated I'll ask that you accept those for purposes of inclusion in the record.

On MOTION by Mr. Smith, seconded by Mr. Drake, with all in favor of approving the acceptance of the November 1, 2012, Landowners' meeting minutes.

c. November 1, 2012 – Regular Meeting

On MOTION by Mr. Smith, seconded by Mr. Drake, with all in favor of approving the November 1, 2012, regular meeting minutes.

Mr. Earlywine stated Jim, I don't mean to interrupt your train of thought. I did have a few comments on the September 21 minutes, and the motions went by fairly quickly, so I didn't get to make that statement. But there were a couple of areas where I think the tape was inaudible, and I think I supplied those changes to you. I can read those into the record now, or if you're just comfortable making those changes, we can state that the minutes will be subject to the revisions that are suggested by staff.

Mr. Ward stated we'll just make them subject to the revisions that you wanted, and if you could send me the revisions, that will be helpful.

Mr. Earlywine stated very good.

FOURTH ORDER OF BUSINESS**Consideration of the appointment of Tax Counsel to assist in the representation of the District with respect to the IRS audit of the District's Series 2006 Capital Improvement Revenue Bonds**

Mr. Ward stated Joe, just for your benefit, the District was noticed some time last year, I don't recall exactly when, that we're going to an Internal Revenue Service audit of our Series 2006 bonds. It's not unusual in Florida; at the current time, there's a lot of districts that are being subjected to these IRS audits. As a part of that process, some of the questions the IRS auditor is asking, both Jere and I have recommended that we retain the appropriate tax counsel, who is sufficiently versed in the IRS law to be able to assist us through that.

There are three firms who have submitted proposals to the District. The first is Greenspoon Marder out of Ft. Lauderdale, Mike Krul and Denise Ganz have done tons of CDD financings over the years with respect to these kind of issues. The second firm is Squire Sanders, I think these are out of Miami; well, this firm is out of the Cincinnati office, which is where their tax counsel is. The third is Greenberg Traurig out of Miami, which is also versed in this area of the law.

It's up to you who you want to use as your tax counsel, and I'll leave it up to you. We've reviewed all of these, and they're all fine for us.

Mr. Smith asked does Jere have a recommendation based on any other experience or do you, Jim, on previous experience with any one of these firms?

Mr. Ward stated my recommendation is Greenspoon Marder. I've worked with them on a number of bond issues over the years, and I found them to be extraordinarily helpful. They're local, at least local to Florida and, as I've said, I'm familiar with particular lawyers in that firm. The other two firms, I'm familiar with the firms but not familiar with the lawyers.

Mr. Smith asked Jere, what about you?

Mr. Earlywine stated my firm has worked with all three, and I think they're all excellent. I think you can't make a wrong decision. The Greenspoon, as Jim mentions, I think the firm is relatively new. They've got people who've been in the industry for a long time. Denise Ganz is over there, and the tax lawyer too has been involved with CDDs for long time, so I think any of the three would be fine.

On MOTION by Mr. Smith, seconded by Mr. Drake, with all in favor of appointing the law firm of Greenspoon Marder to provide tax counsel to assist in the representation of the District with respect to the IRS audit of the District's Series 2006 Capital Improvement Revenue Bonds.

Mr. Earlywine stated Jim, I would just point out too for the new Board Supervisor, this audit is not an unusual audit by the IRS. They've been auditing Districts for the last 30 years, and so we view this as a relatively routine audit. The reason for getting the tax counsel is they've gone through the preliminary rounds of the audit, and they're starting to ask some questions that normally have a tax lawyer answer. That's the purpose for retaining counsel today.

FIFTH ORDER OF BUSINESS**Consideration of Ratification of Settlement Agreement with Entrix, Inc. (Cardio Entrix) for services performed for the period May 2012 through June 2012**

Mr. Ward stated just briefly, when I took over as your manager, apparently this firm was doing some work for the District, which I did not know about. Subsequent to that, they had sent invoices to the District for payment. After some substantive due diligence by both Jere and I, we were able to confirm that the work was accomplished. Since they had threatened litigation, we actually required a settlement agreement with them in order to make sure that we got out of any further liability once that payment was made. That has been done. Mr. Smith, on behalf of the District, as chairman, signed that.

I would ask that you simply ratify that settlement agreement for the record.

Mr. Smith asked what were the details of the settlement agreement?

Mr. Ward stated it was a long time ago we did this.

Mr. Smith stated well, we've got a new Board member.

Mr. Earlywine stated no, Entrix hadn't been paid for some amounts for some work that they did, and the way it was going to be resolved is we were going to make them a payment for those past due amounts, and then provide a release. That's really the whole settlement in a nutshell.

Mr. Ward stated it was for something just shy of \$21,000 that happened kind of the summer of last year sometime, so it was a while ago. They were doing some sort of reporting with respect to our water management system for the record.

Mr. Smith stated well, we have a pretty significant water quality reporting requirement as part of our ERP.

Mr. Ward stated yes.

Mr. Smith stated I think at the time when the District was really handling all that stuff for the community before Lennar took over, the CDD was in a position to having to do that, because there was nobody else who was doing it, so I think that's what that was. They did that work. That kind of brings you up to speed.

On MOTION by Mr. Smith, seconded by Mr. Drake, with all in favor of approving the Ratification of Settlement Agreement with Entrix, Inc. (Cardio Entrix) for services performed for the period May 2012 through June 2012.

Mr. Smith indicated he had to leave the meeting early.

SIXTH ORDER OF BUSINESS

Staff Reports

a. Attorney

Mr. Earlywine stated I don't have anything unless there are questions for me.

b. Engineer

None

c. Manager

Mr. Ward stated I had nothing for you either, unless you have any questions.

SEVENTH ORDER OF BUSINESS

**Supervisors' Requests and
Audience Comments**

Mr. Ward asked anything from the Board?

EIGHTH ORDER OF BUSINESS

Adjournment

Mr. Ward stated a motion to adjourn would be in order.

On MOTION by Mr. Burdett, seconded by Mr. Drake, with all in favor the meeting was adjourned at 9:19 a.m.

James P. Ward, Secretary

Russell Smith, Chairman

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EIGHTH ORDER OF BUSINESS

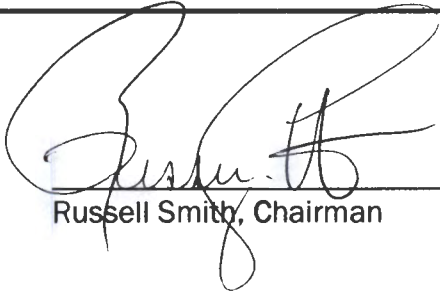
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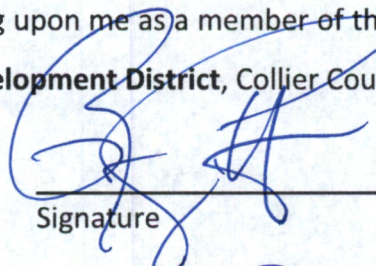
James P. Ward, Secretary



Russell Smith, Chairman

OATH OR AFFIRMATION OF OFFICE

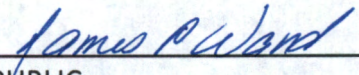
I, Russell Smith, a citizen of the State of Florida and of the United States of America, and being an officer of the **Wentworth Estates Community Development District** and a recipient of public funds as such officer, do hereby solemnly swear or affirm that I will support the Constitution of the United States and of the State of Florida, and will faithfully, honestly and impartially discharge the duties devolving upon me as a member of the Board of Supervisors of the **Wentworth Estates Community Development District**, Collier County, Florida.



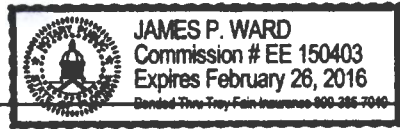
Signature
Printed Name: Russell Smith

STATE OF FLORIDA
COUNTY OF COLLIER

Sworn to (or affirmed) before me this 16 day of APRIL, 2013, by Russell Smith, whose signature appears hereinabove, who is personally known to me or who produced _____ as identification.

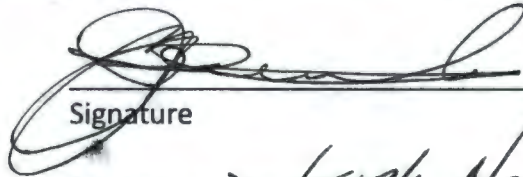


NOTARY PUBLIC
STATE OF FLORIDA

Print Name: 
My Commission Expires: _____


OATH OR AFFIRMATION OF OFFICE

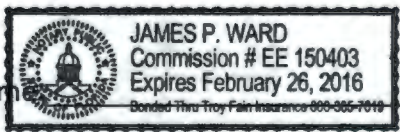
I, Joseph Newcomb, a citizen of the State of Florida and of the United States of America, and being an officer of the **Wentworth Estates Community Development District** and a recipient of public funds as such officer, do hereby solemnly swear or affirm that I will support the Constitution of the United States and of the State of Florida, and will faithfully, honestly and impartially discharge the duties devolving upon me as a member of the Board of Supervisors of the **Wentworth Estates Community Development District**, Collier County, Florida.


Signature
Printed Name: Joseph Newcomb

STATE OF FLORIDA
COUNTY OF COLLIER

Sworn to (or affirmed) before me this 16 day of APRIL, 2013, by JOSEPH NEWCOMB, whose signature appears hereinabove, who is personally known to me or who produced _____ as identification.


NOTARY PUBLIC
STATE OF FLORIDA

Print Name 
My Commission Expires: _____