# MINUTES OF MEETING WINDING OAKS COMMUNITY DEVELOPMENT DISTRICT

The Board of Supervisors of the Winding Oaks Community Development District held Public Hearings and a Regular Meeting on July 17, 2024 at 1:00 p.m., at the offices of Kimley-Horn, 1700 SE 17th Street, Suite 200, Ocala, Florida 34471.

## Present were:

Kara Disotell Chair
Brian Mihelic Vice Chair

Felicia Breedlove Assistant Secretary

## Also present:

Craig Wrathell District Manager

Ernesto Torres Wrathell, Hunt and Associates, LLC (WHA)

Jason Middleton Wrathell, Hunt and Associates, LLC (WHA)

Jere Earlywine (via telephone) District Counsel Stewart L. Hill District Engineer

William Fife Kolter (appointed at meeting)
John Curtis Kolter (appointed at meeting)

Adam Bolton Supervisor-Elect Jillian Gilbert (via telephone) Supervisor-Elect

#### FIRST ORDER OF BUSINESS

## Call to Order/Roll Call

Mr. Wrathell called the meeting to order at 1:02 p.m.

Supervisors Disotell, Mihelic and Breedlove were present. Supervisor-Elect Bolton was present and stated his intention to decline appointment to the Board. Supervisor-Elect Gilbert was not present at roll call.

#### SECOND ORDER OF BUSINESS

## **Public Comments**

No members of the public spoke.

## THIRD ORDER OF BUSINESS

Administration of Oath of Office to Supervisors Adam Bolton and Jillian Gilbert (the following will also be provided in a separate package)

Declaring Seat 4 Declined by Adam Bolton Vacant

This item was an addition to the agenda.

Mr. Wrathell asked Mr. Bolton if his intention is to decline appointment to Seat 4.

Mr. Bolton replied affirmatively.

On MOTION by Ms. Disotell and seconded by Mr. Mihelic, with all in favor, declaring Seat 4 on the Board of Supervisors of the District vacant, was approved.

Consider Appointment to Fill Vacant Seat 4

This item was an addition to the agenda.

Ms. Disotell nominated Mr. John Curtis to fill Seat 4. No other nominations were made.

On MOTION by Mr. Mihelic and seconded by Ms. Disotell, with all in favor, the appointment of Mr. John Curtis to Seat 4, was approved.

Mr. Wrathell, a Notary of the State of Florida and duly authorized, administered the Oath of Office to Mr. John Curtis. Mr. Curtis is familiar with the following:

- A. Required Ethics Training and Disclosure Filing
  - Sample Form 1 2023/Instructions
- B. Membership, Obligations and Responsibilities
- C. Guide to Sunshine Amendment and Code of Ethics for Public Officers and Employees
- D. Form 8B: Memorandum of Voting Conflict for County, Municipal and other Local Public Officers

Ms. Gilbert joined the meeting via telephone at 1:08 p.m.

Declaring Seat 5 Declined by Jillian Gilbert Vacant

This item was an addition to the agenda.

Mr. Wrathell asked Ms. Jillian Gilbert if her intention is to decline appointment to Board Seat 5. Ms. Gilbert replied affirmatively.

On MOTION by Mr. Curtis and seconded by Ms. Disotell, with all in favor, declaring Seat 5 on the Board of Supervisors of the District vacant, was approved.

Consider Appointment to Fill Vacant Seat 5

This item was an addition to the agenda.

Mr. Curtis nominated Mr. Greg Beliveau to fill seat 5. No other nominations were made.

On MOTION by Mr. Curtis and seconded by Ms. Disotell, with all in favor, the appointment of Mr. Greg Beliveau to Seat 5, was approved.

Mr. Wrathell asked Ms. Gilbert to submit written Notice of Intent to Decline Seat.

Acceptance of Resignation of Supervisor Brian Mihelic, Seat 1 and Consider
 Appointment to Vacant Seat 1

This item was an addition to the agenda.

Mr. Mihelic expressed his desire to resign from Seat 1. Mr. Wrathell asked Mr. Mihelic to submit his resignation in writing if he has not already done so.

On MOTION by Mr. Curtis and seconded by Ms. Disotell, with all in favor, the resignation of Mr. Brian Mihelic from Seat 1, was accepted.

Mr. Curtis nominated Mr. William Fife to fill Seat 1. No other nominations were made.

On MOTION by Mr. Curtis and seconded by Ms. Disotell, with all in favor, the appointment of Mr. William Fife to Seat 1, was approved.

Mr. Wrathell, a Notary of the State of Florida and duly authorized, administered the Oath of Office to Mr. William Fife. Mr. Fife is familiar with the documents provided as listed in the Third Order of Business.

Acceptance of Resignation of Supervisor Felicia Breedlove, Seat 3 and Consider
 Appointment to Vacant Seat 3

This item was an addition to the agenda.

Ms. Breedlove expressed her desire to resign from Seat 3. Mr. Wrathell asked Ms. Breedlove to submit her resignation in writing if she has not already done so.

On MOTION by Mr. Curtis and seconded by Mr. Fife, with all in favor, the resignation of Ms. Felicia Breedlove from Seat 3, was accepted.

Mr. Curtis nominated Mr. Pete Williams to fill Seat 3. No other nominations were made.

On MOTION by Mr. Curtis and seconded by Mr. Fife, with all in favor, the appointment of Mr. Pete Williams to Seat 3, was approved.

Mr. Wrathell stated that Supervisors Fife, Disotell and Curtis, in Seats 1, 2 and Seat 4, respectively are present. Supervisors Pete Williams and Greg Beliveau, appointed to Seats 3 and 5, respectively, will be sworn in at or before the next meeting.

## **FOURTH ORDER OF BUSINESS**

Ratification of Resolution 2024-02, Designating Certain Officers of the District, and Providing for an Effective Date

Mr. Wrathell stated that, rather than ratifying the previous slate of officers, a new slate of officers will be nominated and Resolution 2024-02 will be revised. Mr. Curtis nominated the following slate:

Chair William Fife

Vice Chair John Curtis

Secretary Craig Wrathell

Assistant Secretary Kara Disotell

Assistant Secretary Pete Williams

Assistant Secretary Greg Beliveau

Assistant Secretary Ernesto Torres

Treasurer Craig Wrathell

Assistant Treasurer Jeffrey Pinder

No other nominations were made.

On MOTION by Mr. Curtis and seconded by Mr. Fife, with all in favor, Resolution 2024-02, as amended, Designating Certain Officers of the District, as nominated, and Providing for an Effective Date, was adopted.

Public Hearing Confirming the Intent of the District to Use the Uniform Method of Levy, Collection and Enforcement of Non-Ad Valorem Assessments as Authorized and Permitted by Section 197.3632, Florida Statutes; Expressing the Need for the Levy of Non-Ad Valorem Assessments and Setting Forth the Legal Description of the Real Property Within the District's Jurisdictional Boundaries that May or Shall Be Subject to the Levy of District Non-Ad Valorem Assessments; Providing for Severability; Providing for Conflict and Providing for an Effective Date

# A. Affidavit/Proof of Publication

On MOTION by Mr. Fife and seconded by Mr. Curtis, with all in favor, the Public Hearing was opened.

No affected property owners or members of the public spoke.

On MOTION by Mr. Curtis and seconded by Mr. Fife, with all in favor, the Public Hearing was closed.

B. Consideration of Resolution 2024-28, Expressing its Intent to Utilize the Uniform Method of Levying, Collecting, and Enforcing Non-Ad Valorem Assessments Which May Be Levied by the Winding Oaks Community Development District in Accordance with Section 197.3632, Florida Statutes; Providing a Severability Clause; and Providing an Effective Date

Mr. Wrathell presented Resolution 2024-28.

On MOTION by Mr. Curtis and seconded by Mr. Fife, with all in favor, Resolution 2024-28, Expressing its Intent to Utilize the Uniform Method of Levying, Collecting, and Enforcing Non-Ad Valorem Assessments Which May Be Levied by the Winding Oaks Community Development District in Accordance with Section 197.3632, Florida Statutes; Providing a Severability Clause; and Providing an Effective Date, was adopted.

## SIXTH ORDER OF BUSINESS

Public Hearing to Consider the Adoption of an Assessment Roll and the Imposition of Special Assessments Relating to the Financing and Securing of Certain Public Improvements

# A. Affidavit/Proof of Publication

# B. Mailed Notice to Property Owner(s)

These items were presented for informational purposes.

# C. Engineer's Report (for informational purposes)

Mr. Hill presented the Engineer's Report dated May 2024 and noted that the Capital Improvement Plan (CIP) includes stormwater management, roadways, water and wastewater systems, undergrounding of conduit, hardscape, landscape and irrigation, conservation areas, off-site improvements, professional services and contingency. The total CIP cost estimate is \$80,115,305.

Mr. Earlywine stated the two necessary findings, that the costs are reasonable and that it is feasible that the project can be constructed, are stated in the Report.

On MOTION by Mr. Curtis and seconded by Mr. Fife, with all in favor, the Engineer's Report, in substantial form, was approved.

# D. Master Special Assessment Methodology Report (for informational purposes)

Mr. Wrathell reviewed the pertinent information in the Master Special Assessment Methodology Report dated May 13, 2024 and noted that the Report was presented in detail at the Organizational meeting.

The following change will be made:

Page 2, Section 2.2: Change "BK-KL Winding Oaks LLC" to "KL Winding Oaks LLC".

Mr. Wrathell discussed the Development Program and the special and peculiar benefits to the units related to the CIP and noted the following:

- The Engineer's Report estimates the total cost of improvements to be \$80,115,305.
- The total par amount of bonds, including the cost of financing, capitalized interest and debt service reserve, will be \$109,985,000.

No bond assessments are proposed to be allocated to any governmental property or amenities, whether owned by the CDD or the HOA.

The bond assessments will be levied on approximately 460.12 gross acres.

A Board Member stated the total unit counts will be updated. It was noted that the Engineer's Report and the Methodology Report will be updated accordingly.

Discussion ensued regarding corrections to the product type, number of units and Equivalent Residential Units (ERUs).

It was noted that the townhomes are not included within the CDD boundaries.

A Board Member stated that unit types should reflect product size, not lot size, and suggested that it be changed to lot frontage so that instead of 30', 40' and 50', it should be 40', 50' and 60'; the villa and the single family 40' would remain the same.

Mr. Wrathell noted that ERUs are typically calculated on a front footage basis.

Discussion ensued regarding the preference to keep the ERUs the same, keeping the Villas and 40' as a .6 ERU weighting. The 40' would be named "Single Family 1". An updated, slightly different unit count will be calculated and reflect that there are no 30' units.

A Board Member stated it appears that the unit types were structured to show the building width rather than the lot width, because a 40' wide lot would hold a 30' wide house, so the SF 30' category actually represents 40' lots, the SF 40' category represents 50' lots, and the SF 50' category represents 60' lots.

Discussion ensued regarding changing the names, industry standards, ERU calculations, target assessment levels and resulting annual debt assessments.

Mr. Mihelic stated the Sales Contract sets a cap amount for the various unit types.

Discussion ensued regarding revisions to nomenclature, ERUs and the Sales Contract.

Mr. Wrathell stated that ERUs are calculated on a front footage basis because, while a 30' home could be built on a 60' lot, infrastructure is built to support the maximum use. He believes it to be a nomenclature issue and suggested the ERU weightings remain as, the Villas at .6, SF 40' at .8, SF 50' at 1.0 and 60' at 1.2. The 30' will be omitted, as it was a misunderstanding in the Engineer's Report and the Engineer's Report will be amended accordingly.

Mr. Wrathell stated, from his perspective, adding the 60' units is being consistent in the context of calculating on a front footage basis. With the 50' units as the baseline of 1.0 ERU, it only makes sense that the 60' units be 1.2. He assumes that the Board of Equalization can consider these adjustments, which he believes are in line with the Methodology, to which he

would be willing to testify. He noted that representatives of the affected current property owner are also present, in person.

Mr. Earlywine stated that the Bond Validation Hearing will be held on August 9, 2024; the updated Engineer's Report and Assessment Methodology will be attached to the final Assessment Resolution to be submitted to the Court for consideration.

Mr. Earlywine asked for confirmation that the consensus is that the SF 30' will be eliminated and the ERU weightings will be the Villas at .6, SF 40' at .8, SF 50' at 1.0 and the new SF 60' at 1.2.

The Board Members and Staff were in agreement.

Mr. Wrathell stated that Table 4 will be updated accordingly, as it is a nomenclature matter. Mr. Hill will update the Engineer's Report accordingly, as it was approved in substantial form, to reflect a front footage basis of the lots rather than on the actual width of homes. Tables 1, 4 and 5 will be updated accordingly.

On MOTION by Mr. Curtis and seconded by Mr. Fife, with all in favor, the Master Special Assessment Methodology Report dated May 13, 2024, in substantial form, to be amended to correct the name of the Development Entity to KL Winding Oaks LLC, and updating unit counts, product mix description nomenclature to represent front footage basis rather than width of the home, and adding the SF 60' category, was approved.

On MOTION by Mr. Curtis and seconded by Mr. Fife, with all in favor, the Public Hearing was opened.

Hear testimony from the affected property owners as to the propriety and advisability
of making the improvements and funding them with special assessments on the
property.

No affected property owners or members of the public spoke.

On MOTION by Mr. Curtis and seconded by Mr. Fife, with all in favor, the Public Hearing was closed.

On MOTION by Mr. Curtis and seconded by Mr. Fife, with all in favor, the Public Hearing was reopened.

• Thereafter, the governing authority shall meet as an equalizing board to hear any and all complaints as to the special assessments on a basis of justice and right.

Mr. Wrathell stated that there were no comments from the Landowner or the public. The Board is now technically sitting as the Equalization Board. During the Board Meeting, the revised nomenclature in the Methodology was discussed, and the Tables will be amended so that the SF 30' will be eliminated; the Villas will be .6 ERU; the SF 40' will be .8 ERU; the SF 50' will be 1.0 ERU; and the new SF 60' will be 1.2 ERU. These calculations are consistent with the application of the Methodology. The Development Entity will also be corrected to KL Winding Oaks LLC.

The Board, sitting as the Equalizing Board, had no questions and made no changes.

On MOTION by Mr. Curtis and seconded by Mr. Fife, with all in favor, the Public Hearing was closed.

E. Consideration of Resolution 2024-29, Making Certain Findings; Authorizing a Capital Improvement Plan; Adopting an Engineer's Report; Providing an Estimated Cost of Improvements; Adopting an Assessment Report; Equalizing, Approving, Confirming and Levying Debt Assessments; Addressing the Finalization of Special Assessments; Addressing the Payment of Debt Assessments and the Method of Collection; Providing for the Allocation of Debt Assessments and True-Up Payments; Addressing Government Property, and Transfers of Property to Units of Local, State and Federal Government; Authorizing an Assessment Notice; and Providing for Severability, Conflicts and an Effective Date

Mr. Wrathell presented Resolution 2024-29 and read the title.

On MOTION by Mr. Curtis and seconded by Mr. Fife, with all in favor, Resolution 2024-29, Making Certain Findings; Authorizing a Capital Improvement Plan; Adopting an Engineer's Report; Providing an Estimated Cost of Improvements; Adopting an Assessment Report; Equalizing, Approving, Confirming and Levying Debt Assessments; Addressing the Finalization of Special Assessments; Addressing the Payment of Debt Assessments and the Method of Collection; Providing for the Allocation of Debt Assessments and True-Up Payments; Addressing Government Property, and Transfers of Property to Units of Local, State and Federal Government; Authorizing an

Assessment Notice; and Providing for Severability, Conflicts and an Effective Date, was adopted.

## **SEVENTH ORDER OF BUSINESS**

Public Hearing to Hear Public Comments and Objections to the Adoption of the Rules of Procedure, Pursuant to Sections 120.54 and 190.035, Florida Statutes

## A. Affidavits of Publication

The affidavits of publication were included for informational purposes.

On MOTION by Mr. Curtis and seconded by Mr. Fife, with all in favor, the Public Hearing was opened.

No affected property owners or members of the public spoke.

On MOTION by Mr. Curtis and seconded by Mr. Fife, with all in favor, the Public Hearing was closed.

B. Consideration of Resolution 2024-30, Adopting Rules of Procedure; Providing a Severability Clause; and Providing an Effective Date

On MOTION by Mr. Curtis and seconded by Mr. Fife, with all in favor, Resolution 2024-30, Adopting Rules of Procedure; Providing a Severability Clause; and Providing an Effective Date, was adopted.

## **EIGHTH ORDER OF BUSINESS**

Public Hearing on Adoption of Fiscal Year 2023/2024 Budget

## A. Affidavit of Publication

The affidavit of publication was included for informational purposes.

B. Consideration of Resolution 2024-31, Relating to the Annual Appropriations and Adopting the Budgets for the Fiscal Year Beginning October 1, 2023, and Ending September 30, 2024; Authorizing Budget Amendments; and Providing an Effective Date

Mr. Wrathell presented the proposed Fiscal Year 2024 budget. It is a partial-year Landowner-funded budget, with expenses funded as they are incurred.

Mr. Earlywine will prepare new Budget Funding Agreements.

On MOTION by Mr. Curtis and seconded by Mr. Fife, with all in favor, the Public Hearing was opened.

Discussion ensued regarding the land closing.

Mr. Earlywine left the meeting at 2:00 p.m.

No affected property owners or members of the public spoke.

On MOTION by Mr. Curtis and seconded by Mr. Fife, with all in favor, the Public Hearing was closed.

On MOTION by Mr. Curtis and seconded by Mr. Fife, with all in favor, Resolution 2024-31, Relating to the Annual Appropriations and Adopting the Budgets for the Fiscal Year Beginning October 1, 2023, and Ending September 30, 2024; Authorizing Budget Amendments; and Providing an Effective Date, was adopted.

Consideration of Fiscal Year 2023/2024 Budget Funding Agreement

This item was an addition to the agenda.

On MOTION by Mr. Curtis and seconded by Mr. Fife, with all in favor, the Fiscal Year 2023/2024 Budget Funding Agreement, with KL Winding Oaks LLC, was approved.

Budget funding requests will be submitted to Mr. Curtis.

#### **NINTH ORDER OF BUSINESS**

Public Hearing on Adoption of Fiscal Year 2024/2025 Budget

## A. Affidavit of Publication

The affidavit of publication was included for informational purposes.

B. Consideration of Resolution 2024-32, Relating to the Annual Appropriations and Adopting the Budgets for the Fiscal Year Beginning October 1, 2024, and Ending September 30, 2025; Authorizing Budget Amendments; and Providing an Effective Date

Mr. Wrathell presented the proposed Fiscal Year 2025 budget. It is a full-year Landowner-funded budget, with expenses funded as they are incurred.

On MOTION by Mr. Curtis and seconded by Mr. Fife, with all in favor, the Public Hearing was opened.

No affected property owners or members of the public spoke.

On MOTION by Mr. Curtis and seconded by Mr. Fife, with all in favor, the Public Hearing was closed.

On MOTION by Mr. Curtis and seconded by Mr. Fife, with all in favor, Resolution 2024-32, Relating to the Annual Appropriations and Adopting the Budgets for the Fiscal Year Beginning October 1, 2024, and Ending September 30, 2025; Authorizing Budget Amendments; and Providing an Effective Date, was adopted.

Consideration of Fiscal Year 2024/2025 Budget Funding Agreement
 This item was an addition to the agenda.

On MOTION by Mr. Curtis and seconded by Mr. Fife, with all in favor, the Fiscal Year 2024/2025 Budget Funding Agreement, with KL Winding Oaks LLC, was approved.

With regard to outstanding Budget Funding Requests, a Board Member noted that the assignment was completed and, going forward, they will be forwarded to Kolter.

**TENTH ORDER OF BUSINESS** 

Consideration of Resolution 2024-33, Designating Dates, Times and Locations for Regular Meetings of the Board of Supervisors of the District for Fiscal Year

2024/2025 and Providing for an Effective Date

Mr. Wrathell presented Resolution 2024-33. It was noted that a meeting location further south in Marion County is preferable; meetings will be scheduled to coincide with the Twisted Oaks CDD meetings.

The following will be inserted into the Fiscal Year 2025 Meeting Schedule:

DATE: October 16, 2024; November 12, 2024; December 9, 2024; January 13, 2025; February 10, 2025; March 10, 2025; April 14, 2025; May 12, 2025; June 9, 2025; July 14, 2025; August 11, 2025 and September 15, 2025

TIME: 2:30 PM

LOCATION: To be determined

On MOTION by Mr. Curtis and seconded by Mr. Fife, with all in favor, Resolution 2024-33, Designating Dates, Times and Locations for Regular Meetings of the Board of Supervisors of the District for Fiscal Year 2024/2025, as amended, and Providing for an Effective Date, was adopted.

## **ELEVENTH ORDER OF BUSINESS**

Recess Regular Meeting/Commencement of Audit Selection Committee Meeting

The Regular Meeting recessed at 2:07 p.m., and the Audit Selection Committee Meeting convened.

## TWELFTH ORDER OF BUSINESS

Review of Responses to Request for Proposals (RFP) for Annual Audit Services

- A. Affidavit of Publication
- B. RFP Package
- C. Respondent(s)

Mr. Wrathell stated that he has worked with both respondents and voiced his opinion that both are qualified to perform the CDD's audit; however, in recent years, Berger, Toombs, Elam, Gaines & Frank (BTEGF) has struggled to complete audits by the June 30<sup>th</sup> deadline.

I. Berger, Toombs, Elam, Gaines & Frank

Bid \$3,250; if a bond issuance occurs in the fiscal year ended September 30, 2024, the fee will be \$4,500.

## II. Grau & Associates

Bid \$3,100 for the first year, with a \$100 per year increase in the second through fifth years, plus \$1,500 per year if bonds are issued.

## D. Auditor Evaluation Matrix/Ranking

Mr. Curtis presented his overall scores and ranking, as follows:

#1 Grau & Associates 55 points

#2 Berger, Tombs, Elam, Gaines & Frank 45 points

## THIRTEENTH ORDER OF BUSINESS

Termination of Audit Selection Committee Meeting/Reconvene Regular Meeting

The Audit Selection Committee Meeting terminated at 2:11 p.m., and the Regular Meeting reconvened.

#### FOURTEENTH ORDER OF BUSINESS

Consider Recommendation of Audit Selection Committee

## Award of Contract

On MOTION by Mr. Curtis and seconded by Mr. Fife, with all in favor, accepting Mr. Curtis'/Audit Selection Committee's scores, ranking and recommendation, ranking Grau & Associates as the #1 ranked respondent to the Request for Proposals for Annual Audit Services, as the Board's own, was approved.

On MOTION by Mr. Curtis and seconded by Mr. Fife, with all in favor, awarding the contract for Annual Audit Services to Grau & Associates, the #1 ranked respondent to the RFP for Annual Audit Services, and authorizing Staff to prepare a form of Agreement with Grau & Associates, was approved.

#### FIFTEENTH ORDER OF BUSINESS

Acceptance of Unaudited Financial Statements as of May 31, 2024

Mr. Wrathell presented the Unaudited Financial Statements as of May 31, 2024.

On MOTION by Mr. Curtis and seconded by Mr. Fife, with all in favor, the Unaudited Financial Statements as of May 31, 2024, were accepted.

## SIXTEENTH ORDER OF BUSINESS

## **Approval of Minutes**

- A. May 13, 2024 Landowners' Meeting
- B. May 13, 2024 Organizational Meeting

On MOTION by Ms. Disotell and seconded by Mr. Curtis, with all in favor, the May 13, 2024 Landowners' Meeting and Organizational Meeting Minutes, as presented, were approved.

## SEVENTEENTH ORDER OF BUSINESS

**Staff Reports** 

A. District Counsel: Kutak Rock LLP

B. District Engineer (Interim): Kimley-Horn

C. District Manager: Wrathell, Hunt and Associates, LLC

NEXT MEETING DATE: TBD

QUORUM CHECK

There were no Staff reports.

## **EIGHTEENTH ORDER OF BUSINESS**

**Board Members' Comments/Requests** 

There were no Board Members' comments or requests.

#### NINETEENTH ORDER OF BUSINESS

**Public Comments** 

No members of the public spoke.

# TWENTIETH ORDER OF BUSINESS

**Adjournment** 

On MOTION by Mr. Curtis and seconded by Mr. Fife, with all in favor, the meeting adjourned at 2:15 p.m.

Secretary/Assistant Secretary

Chair/Vice Chair