

MINUTES OF MEETING

**UNIVERSITY PARK RECREATION DISTRICT
BOARD OF SUPERVISORS' WORKSHOP
Wednesday, November 28, 2018 at 2:00 p.m.
University Park Country Club, Lakeside Room,
7671 The Park Blvd.,
University Park, Florida 34201**

Board Members present at roll call:

Mike Smith	Board Member	
Bob Wood	Board Member	
Nancy Kopnisky	Board Member	
Lisabeth Bertsch	Board Member	
Steve Ludmerer	Board Member	(via phone)

Also, Present:

Carol Harris	Fishkind & Associates, Inc.
Alan Mishlove	Fishkind & Associates, Inc.
Mark Barnebey	Blalock Walters Law Firm
Curtis Nickerson	UPCC - Golf Course Manager
Laurie Evans	UPCC - General Manager
Ron Tobin	UPCC – Controller

FIRST ORDER OF BUSINESS

Call to Order and Roll Call

The workshop was called to order at 2:00 p.m. Those in attendance are outlined above.

SECOND ORDER OF BUSINESS

Opening Comments- Chairman Wood

Mr. Wood explained that the purpose of this workshop is to allow Supervisors to work toward understanding the path forward on issues critical to the administration and Recreation District issues.

Ms. Harris asked the attendees to identify themselves.

Mr. Wood explained that District staff has taken steps to establish the Recreation District, that the District would purchase the County Club, how that purchase would be financed, and how the allocation of those expenses would be divided among the homeowners in University Park. He stated that the next step is to approve the Purchase and Sale Agreement, the budget, and an organization structure. He added that all those documents will be available to homeowners.

THIRD ORDER OF BUSINESS

Board Discussion

a) Board Operation

- **Agenda Formation**
- **Statutory Requirements**
- **Timing Requirements**

b) Information Requests off/for the District Staff

c) Attendance Requirements for Board Meetings and Workshops

d) Email Communication with Residents and District Staff

Ms. Kopnisky asked what documents are going to be included to residents in the Bond Referendum packet. Ms. Harris explained the items that will be given to residents regarding the Bond Referendum Packet.

The Board discussed the following;

1. The Purchase and Sale Agreement
2. The Bond Referendum Packet
3. The relevance of information in the Audit Report for the Bond Referendum Packet.
4. The Audited Financial Statements.
5. The Club Management Agreement
6. The timing of closing
7. The Honorary Club Memberships.
8. Tract 7 - Right of first refusal, etc.

Mr. Barnebey explained that Tract 7 is not within the District and it was carved out based on a legal description the District would have to add them in at some point. He does not think there are any problems in proposing in the draft that is sent out a right of first refusal on that parcel with 180 days before they sell that. Mr. Barnebey suggested alternatives. He stated that there could be some provisions that talk about buffering, limit the types of uses that would run with the

land. He noted that there are a number of things that could be done if that is something the Board wants to pursue.

Discussions continued among the Board. Mr. Barnebey commented on the District's scope of capability and responsibility as it relates to Tract 7 between the RD and the HOA. He stated that the RD has no responsibility per se and he agreed this is the best time to broach putting limitations on Tract 7. He suggested that the District proposed requesting a 50-foot buffer of landscaping trees and hedges and then put that request in a draft so the Board can see if they want to move forward with that request. He stated that it is difficult to negotiate when the other side could potentially hear what is being discussed. The Board continued to discussing negotiations.

Mr. Barnebey stated that his preference is to have someone appointed from the Board to negotiate however the danger with that is that the minute that the District officially appoints someone, there are a number of Attorney General opinions that suggests that it opens up the negotiations to public participation. He explained that there is caselaw and Attorney General opinions that suggest that when someone is appointed to act on behalf of the Board to eliminate options etc. that becomes a meeting of the Board. He stated that it is crazy but that is the law right now. He stated that if the Board appointed a Board Member to negotiate there would be a meeting like this one and everyone would sit and watch. The meeting would be open to the public which was why he did not recommend this in the past.

The board asked what can be put in the contract to safeguard that the Board has done as much as it can to maintain as much privacy with the rest of University Park. Mr. Barnebey stated that one option is to purchase the property without a price increase. The other option is to put some sort of buffer if tract 7 is developed that provides for a berm with some landscaping and see if that is approved. A Board Member suggested adding language that the HOA would be given first right of refusal and the District would like to acquire the property as part of the entire purchase at the existing purchase price with the understanding that if University Park ever sells or liquidates that property because of Immanent Domain with the County, any proceeds from that would remit back to Neil or Pasold so they would be compensated if and when the property is ever developed by the County. Mr. Barnebey stated that if the District had a right of first refusal and the County condemned it then the District would buy it first and the County would pay the District. He asked the Board what they wanted to do.

Mr. Wood suggested including that language and as a Board, nominate Mr. Smith to have any conversation that is required with Neil following the Board's

collective review of Mr. Barnebey's draft of the contract. Mr. Barnebey stated that the District would still have to notice it and have someone take minutes. The Board discussed if more than one person from the Board should be involved with negotiations. The Board discussed that having more than one member of the Board to help negotiate would open all the negotiations up to a public meeting. Mr. Barnebey stated that as it is right now the current process would not include a public meeting until the end. The final approval of the contract would be at a publicly noticed meeting. The final steps in that process would not be public but appointing more than one Board Member to negotiate would make any discussions including phone calls etc. open to the public and the District would have to make notice of that and have someone keep minutes of that.

The Board discussed the contract and the negotiations that are currently taking place. Mr. Barnebey stated that if the District appoints someone, he suggests that they take over negotiations for Vin and John and they step back. The concern of the Board is that the other party will not want to negotiate in front of a public audience. Mr. Barnebey stated he will send the contract and purchase agreement to the Board Members first and he is going to add some language in the contract and will ask Mr. Smith to write down his thoughts on that and he will present the draft and if there is a real concern then the Board will have to come back and talk and if there are no major concerns then it will be presented to the attorneys.

Mr. Barnebey was asked about the timeline and he responded that if there are no major changes, he can get it out within 24 hours after sign off.

The Board discussed the liquor license and renewal. Discussions took place regarding charging sales tax. Mr. Ludmerer suggested that it should be investigated because the HOA will own the LLC. Mr. Barnebey stated the HOA attorneys will probably look at the sales tax and he can talk to the Tax Attorneys in his office.

Mr. Barnebey discussed the Membership issues and asked the Board what they wanted him to propose. Mr. Wood requested that he categorize it as four and four as opposed to eight and classify it as Founders members that don't pay dues but pay as they go for any expenses and that they cannot bequeath their memberships and be able to transfer their memberships with approval of the management or Board. The Board discussed fees that they would pay.

Mr. Barnebey stated that once the agreement is approved the District will be setting up the assessment but they cannot set it up until the agreement is in place. When the assessment is finalized the District will go forward with a Bond Validation hearing and then the District will have to go out for bonds. Mr. Wood

asked for a timeline regarding the referendum. Mr. Barnebey stated that he thought mid-January would be the earliest the District could do that. Mr. Wood suggested an unknown of what has to happen and by when. Mr. Barnebey will try to get with Dr. Fishkind and Ms. Harris to try to get a chart together of what they expect and the timeframes and get that to the Board Members.

The Board and District staff discussed the Fiscal Year 2019 budget and the projected budget for Fiscal Year 2020. Mr. Wood asked Mr. Ludmerer to get the information he needs from Ms. Evans or the District Manager and come back to the Board with his conclusions. The Board asked Ms. Harris about the start up costs for the RD and the annual cost projected. Ms. Harris will go back to Dr. Fishkind and Mr. Mishlove about getting more detailed overlay of the two. She explained that through November 16, 2018 the District is looking at close to \$20,000.00 in expenses. Part of that is the insurance and the mailing, legal ads the District owes close to \$1,000.00. She stated that does not include legal because Mr. Barnebey cannot submit his legal fees to the District. She stated that it does include the District Management fee and it does not include the cost for the mailout for the assessment letters and the plan is to pay for that through the proceeds of the Bonds.

The Board discussed the time and money spend responding to frivolous concerns. Ms. Harris stated that emails from residents have decreased since the November 9, 2018 meeting. Mr. Barnebey stated that from a legal standpoint, the District must respond to public records requests and sometimes it requires District Counsel review and can take time. He noted that some of that can be charged back if it is significant. He explained that the District does not from a legal standpoint, have to respond to every email that the District gets and the District does not have to make up documents to respond to every email but if there is a document that answers the question then the District needs to provide that and they have to pay for it until it's emailed. He stated that it is a legitimate concern and it has calmed down since November 9, 2018 and it may pick up again as the District gets closer to the contract and the referendums and he suggested that District staff monitor the resident emails. Ms. Harris stated that she and Dr. Fishkind discussed that if it will take more than 15 minutes to find the answer to a query, they will charge them for it and they meant to bring this up at the last meeting. She discussed whether or not she should put what the Board decided regarding the referendum when it is still being researched. She might pull it out of Transitions and include the language regarding one vote per household and the documents to be provided. She stated that she might add that if someone requests public records the District reserves the right to charge them. The Board was in agreement. Ms. Barnebey will get Ms. Harris a sample policy from another District to have the amount of the fees in there.

A discussion took place regarding those who may not have received an assessment letter for various confidential reasons. She asked the Board to have those individuals call the District Management office. The Board discussed how to push this information out to the residents who are not listed on the property Appraisers website. The District will ^{not} use Transitions. District staff will ask John to bring it up at the impact meeting of the neighborhood Chairs. The next meeting is in January. District staff discussed the email list and issues that arise. Ms. Harris will send the wording to Ms. Evans and she will send the email to John ~~White~~ ^{White} and then email the Board with his response. Ms. Harris stated that she is not telling Ms. Evans to send this email and cannot control what she does of her own free will.

instead will provide links to the items & the Club

The Board discussed Attendance Requirements for Board Meetings and Workshops. Ms. Harris explained that workshops do not require a quorum but regularly scheduled delete Board meetings do. Ms. Harris will poll the Board a week before a meeting to make sure that they do have quorum. She knows that Mr. Wood will not be here for the December 14, 2018 meeting. Ms. Harris discussed meeting requests and why it takes so long to schedule a meeting. She explained that part of it is contacting the board and arranging the facilities and getting the article or meeting request into the Bradenton ~~Herald~~ ^{Herald} and approved. Ms. Harris stated that she is required to do that by Florida Statute and the Rules of procedure. District staff discussed that 10 days is a realistic timeframe. Ms. Harris stated that the Bradenton ~~Herald~~ ^{Herald} publishes every day but if a meeting request is made around a holiday the Bradenton ~~Herald~~ ^{Herald} may want a couple more days before they will publish. Ms. Harris stated that Dr. Fishkind requested that the Board Members hold December 28, 2018 available and the thought is that the District may not be able to sign the Purchase and Sale Agreement on December 14, 2018 in which case Dr. Fishkind is likely to ask the Chair or Vice-Chair to recess the meeting and continue it on December 28. The District does not have to notice a continued meeting and the District could chose to cancel the meeting on December 14, 2018 or even between December 14, 2018 and December 28, 2018. She stated that the District probably will set a time on December 14, 2018 but the District does not have to. Ms. Evans already has the facility reserved for the Board Meeting. Ms. Harris stated that the Board can discuss this at the December 14, 2018 meeting.

Ms. Harris stated that when the District approved the meeting schedule the meeting starting December 14, 2018 move to 1:00 p.m. She stated that with the exception of December 14, 2018 there will be an assessment hearing that will take place at 2:00 p.m. because that is what the Board said in the meeting. She stated that the regular meeting will take place and the Board may have to recess to 2:00 p.m. for the assessment hearing.

The Board discussed Email Communication with Residents and District Staff. Ms. Harris went on to discuss email communication and asked Mr. Smith if he was able to reach back out to Kristin who sent him an email. Mr. Smith spoke with her today but she was not able to help and he said she might tomorrow. Ms. Harris asked if Ms. Bertsch if she received any emails to her District email account. Ms. Bertsch stated that the first week it was up there were some emails mostly from Ms. Harris and she received 1-2 others but none since then. Ms. Harris stated that it would be great to switch the Board over and have them start using the District emails and it will make things much easier if they ever get a public records request because their emails can be requested as well as Ms. Harris' emails. Ms. Harris stated that a resident sent public records requests to the Board's personal email addresses and she recommended that the board respond with their District email address and add a signature to the bottom of their emails. She recommended they respond. Ms. Harris discussed the timeline in which to respond to emails. Mr. Barnebey stated that the Board does not have to answer every question but they may want to respond by encouraging them to come to the next meeting where that questions will be answered in a publicly recorded meeting. He also suggested that the Board can forward the email to District management and they will get back to the resident.

Ms. Kopnisky asked if Mr. Barnebey was satisfied with the wording regarding the motion to vote that the Board made at the last meeting. Mr. Barnebey stated that the motion was fine and from a practical standpoint his concern is having to send out all the documents which are pretty thick. He thinks that making them available is satisfactory and said that he might suggest sending the public the contract. He explained that the District will be working with the Supervisor of Elections to get the process in place for the election and there will be a vote on the Bond Referendum. He stated that will go to a Bond Validation hearing which is very important because the Bond issuers is going to want to see that it went to court. He stated that the District must send it to the State and they oppose it as a procedural matter and if there is an issue and the court comes back and says there is an issue then the District may have to look at the revote which is possible. He stated that the District will find out whether or not there is a challenge very quickly in this process on any of those issues. Ms. Bertsch asked him if he is satisfied with the wording of the motion. Mr. Barnebey replied that he thinks District staff has adequate direction from the Board.

Ms. Kopnisky asked about the response to the opposition. She asked if the RD is planning to have a response as well as the HOA who already has a response letter going. Mr. Wood replied that Dr. Fishkind sent him an email saying that a response was going out today on behalf of the RD. The Board discussed the response that Dr. Fishkind was developing. Mr. Barnebey stated that he thinks that it is appropriate for the Board to have a response and the District itself should have a response. Ms. Bertsch asked how the Board should come to

writing that response. Mr. Barnebey stated that it is the responsibility of District Manager. Ms. Harris stated that Dr. Fishkind is working with John. Ms. Harris will follow up with Dr. Fishkind and ask him how he is planning to address this and if he is planning on making it a public statement or not and making sure that he copies the Board on the response or sends them a copy of the response.

Ms. Harris stated that a question came up when the District started which was how the agendas get formulated. She stated that with the first couple of meetings there are organizational issues and as District staff they know what those are and that is what they put into the agendas. Going forward Ms. Harris comes up with an agenda based upon input from Mr. Wood, Mr. Barnebey and Dr. Fishkind, they go over that agenda, it gets sent out 10 days prior to a meeting with no supporting documentation and then it is finalized by 7 days prior the meeting and it goes up on the website and if she has the documents for the agenda packet that goes in it. Ms. Harris noted that Ms. Kopnisky has agreed to read the minutes to help Ms. Harris edit them. The meeting has been quite large and having an extra set of eyes on them will help her.

Ms. Evans asked if the District would want a monthly report from her once the sale has gone through to explain the financials. Ms. Harris stated that she assumed that is the case and once the District does have funds the Board will start seeing funding requests and payment authorizations related to expenses of the District. She noted that District staff will provide budget to actuals and statement of financial position. She stated that at many of her Districts, the Chair is given the authority to approve payments of the expenses and then the Board ratifies those payments afterward. So, it allows the District to pay the vendors promptly and move forward. Ms. Harris is discussing the RD expenses. Ms. Evans asked when the District has conversations about the mechanics of the Enterprise and if they are subject to the Sunshine laws. Mr. Barnebey stated that they are subject to Sunshine Laws if they are discussed with the Board. Ms. Evans asked who will sign checks. Mr. Barnebey stated that a lot of those things will be taken care of under the LLC and the District will have to work that through the agreement with the LLC. Mr. Ludmerer stated that the Board would like for Ms. Evans to state what she thinks are the authorization levels that she needs and he would like to see an abbreviated monthly report and a comprehensive quarterly report. Ms. Evans will work on an authorization policy for the Board to look at and approve. She asked when the Board will decide those things. Mr. Barnebey stated that part of the answer will come when the Board sees the Draft Management Agreement. Ms. Evans stated that the LLC is only going to address personnel issues for purchase of equipment and operational things and not include the mechanics of who is signing checks.

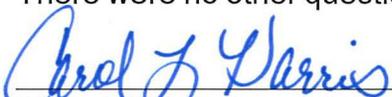
Mr. Smith brought up concerns with the difficulty of the process and he mentioned that the workshops are critical and asked if it is necessary to have everyone here. He stated that the Board has no ability to communicate between each other than the one regular meeting per month. He stated his original idea was to call this a communication and coordination meeting among the Board. He stated that it is going to be public record and asked if the workshops should happen more frequently. Ms. Harris stated that there is a lot going on between organizing the District, procuring the bonds, setting up assessments, plus the acquisition of the County Club, and the Club Management Agreement. She stated that once the Bond referendum is done things will settle down and the agendas will be less intense. Mr. Wood recommended scheduling a meeting a week before the board Meetings. Mr. Barnebey stated that he thinks it is an excellent idea for the first 6 months at least and it will calm down substantially once the District gets past the Bond issuance.

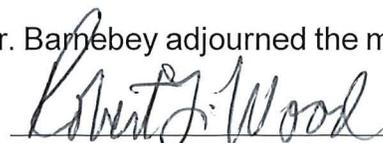
Mr. Smith expressed concerns regarding the microphone pick-up. He suggested an enhanced communication system for remote participation such as zoom or a dedicated computer. He stated that the conference calling system does not have enough range to pick up everyone in the circle. The Board discussed zoom. Mr. Barnebey stated that someone will need to take notes and minutes. Ms. Harris stated that she would prefer they are recorded the minutes. She noted that she relies on a transcriptionist to prepare the minutes. Ms. Harris recommended that more than 7 days before the meeting only because if the Board is going to decide something in that meeting that they need in the next meeting it can be a time constrain for her to get it done as well as her other Districts. The Board discussed recording the meeting. Ms. Harris stated it can be uploaded to drop box. Ms. Harris reminded the Board that it still has to be noticed and every notice to the Bradenton ~~Herold~~ Herald is about \$87.00. Mr. Barnebey stated that one ad can be run if several are scheduled in advance. Ms. Harris stated that the meeting facilities will be easier to schedule after the season in May She wants to ensure there is enough room for District staff and five Board Members and someone from the County Club. The Board agreed to do a meeting per month in addition to the Board Meeting every two weeks in between. The soonest the new workshop would be is mid-January. Ms. Harris and Ms. Evans will work together on scheduling.

FOURTH ORDER OF BUSINESS

Adjournment

There were no other questions or comments. Mr. Barnebey adjourned the meeting.


Secretary / Assistant Secretary


Chairman / Vice Chairman