

Shade Meeting

University Park Recreation District Board of Supervisors

August 4, 2026



LIBERTY COURT REPORTING

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PUBLIC NOTICE
UNIVERSITY PARK RECREATION DISTRICT
S P E C I A L M E E T I N G
ATTORNEY/CLIENT SESSION MEETING
August 4, 2026, AT 9:00 A.M.

Location: The Business Offices
8301 The Park Boulevard
University Park, FL 34201

District Attorneys: Mark Barnebey, Esq.
Fred Moore, Esq.

District Manager: Vivian Carvalho

Board of Supervisors: Steve Heitzner
Scott Huebner
Gregory Selep
Steve Swanson

Proceedings were taken before:
Olivia Cristantiello, CSR
Liberty Court Reporting

P-R-O-C-E-E-D-I-N-G-S

MR. CARVALHO: The University of Park Recreation District calls to order to provide a special meeting and attorney-client session is now called to order. Today is Tuesday, August 4th, 2026, and the time is 9:02 a.m.

I'm going to do a roll call.

Steve Heitzner?

MR. HEITZNER: Here.

MS. CARVALHO: Scott Huebner?

MR. HUEBNER: Here.

MS. CARVALHO: Greg Selep?

MR. SELEP: Here.

MS. CARVALHO: Steve Swanson?

MR. SWANSON: Here.

MS. CARVALHO: We have a quorum to proceed.

I'm going to pass it over to counsel that's going to provide an overview of this meeting.

MR. BARNEBEY: Thank you, Vivian. Mark Barnebey for the record. This is meeting is being held under the attorney-client session 286.011.8 Florida statutes on Tuesday, August 4th, 2026, and beginning at 9 o'clock a.m., and lasting approximately 90 minutes. That is at our request.

This meeting is being held in the business

1 offices located 8301 The Park Boulevard, University
2 Park, Florida 34201. This meeting is commencing as
3 an open meeting, and then we'll move into
4 attorney-client session, with district attorney Mark
5 Barnebey and Fred Moore, district manager Vivian
6 Carvalho.

7 We will meet in private with the Board of
8 Supervisors of the University Park Recreation
9 District, Steve Heitzner, Scott Huebner, Greg Selep,
10 and Steve Swanson, and a court reporter who will be
11 transcribing the full proceedings to be made as part
12 of the public record for release, inclusion, or
13 litigation for the purposes of discussing settlement
14 negotiations or strategy sessions related to
15 litigation expenditures in the court case of Dean
16 Matt versus the University Park Recreation District,
17 SC-2024-0990, and that was our case 2024-CA-000252.

18 And at the conclusion of the private portion of
19 the meeting, the meeting shall be reopened to the
20 public.

21 As I look around the room, there are no members
22 of the public present, and therefore, we can move
23 into private session.

24 PRIVATE SESSION

25 MR. BARNEBEY: And you have done that.

1 MR. CARVALHO: I have.

2 MR. BARNEBEY: We're now in private session. I
3 know none of this will be a surprise to you. Just
4 be careful. A transcript of this will become public
5 at some point. So just be aware of it will become
6 public at some point, and with that, you may want to
7 caution your -- your thoughts in that regard.

8 Second thing is, we do have a court reporter
9 here. So if we speak one at a time that will be
10 helpful for her.

11 With that, I'll turn it over to Fred Moore and
12 update where we're at.

13 MR. MOORE: When we were last here back in
14 June, Steve and I were to make some revisions to the
15 settlement agreement. We had a couple of
16 conversations. Started that, and then we got the
17 wonderful news that the Supreme Court had ruled in
18 our favor affirming the validation.

19 Since that time, Dean Matt filed a motion for
20 rehearing on the last day. We filed our response a
21 couple days later. We're now waiting for the Court
22 presumably to deny that motion since it was a
23 unanimous decision. And his whole argument is, it
24 seems like you may have missed this thing I said in
25 my brief for six or seven pages, so since you

1 misread it, didn't understand it, I should be able
2 to explain it a little bit better to you.

3 And that is where we are. We're waiting for
4 the Supreme Court to either grant a rehearing or to
5 deny it. Generally speaking, those are denied, but
6 you never know.

7 I have no real basis on how long it will take.
8 This is even more expedited because there's more
9 language within the rules, talking about moving it
10 along. So we have that going for us.

11 On the motion to strike, we filed a related
12 oral argument way back when this first got going.
13 It took about two weeks for the Court to rule. So
14 I'm hoping we're looking at roughly that time frame,
15 which would be this week.

16 So with that, Steve and I talked about it
17 didn't seem like it made a whole lot of sense to
18 make the final revisions to the settlement agreement
19 or to transmit that over to Mr. Matt, so that's
20 stayed as of now. Because the order hasn't been
21 entered, we thought it would be best to give you
22 that summary here and let everybody talk about where
23 we are and ask any questions about what we may need
24 to do.

25 I will note, as part of that settlement, it was

1 related to these other claims that are out there.
2 And every day that goes by is another day that the
3 statute of limitations has broadened related to
4 those claims that he was seeking to settle as part
5 of this claim.

6 So I'll turn it over to you-all to ask some
7 questions.

8 MR. SELEP: Is the Supreme Court back in
9 session?

10 MR. MOORE: This is the month where they
11 generally don't have oral arguments.

12 MR. SELEP: So they could rule on this?

13 MR. MOORE: They could rule on this, yes. They
14 do not have to be in session to rule on -- I don't
15 know if the judges completely take off and are gone,
16 or if they're around. Generally speaking, there
17 should be one duty judge on. So it's just the
18 matter of calling the issue.

19 MR. SWANSON: Is there any benefit to sort of
20 letting them understand -- I mean, I think there's
21 been some consensus that reaching out to them in
22 some way has been positive over the X number of
23 months. Is there anything that can say that, you
24 know, if this goes beyond a certain point it's going
25 to cause us to have to take these actions in the

1 community, or is there any benefit to that at all?

2 MR. MOORE: Mark and I talked about it. We
3 talked about do we put something more in the
4 response about the need to move it along. I will
5 say the ultimate decision there was, it's stating
6 the obvious. The statute related to bond validation
7 it goes straight to the Supreme Court expedited, and
8 now the motion for rehearing rule is also, it will
9 be dispensed with.

10 So it's, do we state the obvious to the Court,
11 or do we let it ride? At this stage, we're a week
12 and a half in from the date that he filed.

13 MR. SWANSON: That you refiled it -- that you
14 responded?

15 MR. MOORE: We responded -- he filed on the
16 20th, we responded on the 23rd.

17 MR. SWANSON: Okay.

18 MR. MOORE: You get ten days. So I am hoping
19 the quick turnaround is also an indicator of, we
20 think this is serious, we want to address it, we
21 want you to address it quickly as well.

22 MR. HEITZNER: So I just want to get this one
23 answered by everybody here, so we get this off the
24 table.

25 So we stopped settlement negotiations. Okay?

1 So my question is: Are we still interested in
2 trying to settle before this motion for a rehearing
3 has been confirmed one way or another? I have my
4 opinion on that, but I'm throwing that out there
5 because we need -- I thought -- I think the primary
6 reason we're having this meeting is because this
7 Board needs to decide whether we want to stop the
8 settlement negotiations or to continue forward.

9 MR. SWANSON: Well, can we talk about what
10 those elements were?

11 MR. HEITZNER: We can.

12 MR. SWANSON: Because I don't remember,
13 honestly. I can go back to my notes.

14 MR. HEITZNER: You mean the critical ones? The
15 critical few?

16 MR. SWANSON: Yeah.

17 MR. HEITZNER: Okay. He wants \$300,000 in
18 cash. He wants to be the chair of the governance
19 committee. He wants one of his friends to be on
20 that governance committee with him. He wants Rusty
21 Pearson to be named a board member. And --

22 MR. SELEP: Wants an apology.

23 MR. HEITZNER: And he wants an apology from
24 Fetsick, who is not here, and some other residents
25 that we have no control over their lives and what

1 they want to do. So those are the critical
2 elements.

3 MR. SWANSON: Okay.

4 MR. BARNEBEY: One of the challenges, I mean,
5 one of the reasons you might do it, although I think
6 from a timing standpoint is going to be difficult at
7 this point, would be if you wanted to get -- if you
8 wanted to get -- if you wanted to make sure that the
9 bond could be issued during -- the assessment being
10 placed on this year's tax rolls. We have until the
11 end of August to get that bond marketed and out.

12 So we're in the process of getting that ready
13 regardless, because as Fred said, we have a good
14 chance we're going to get a response from the
15 Supreme Court we think. But we've got to get it
16 done, otherwise we will have to do a one-time
17 assessment because we won't have it. Doesn't make
18 any sense to go out for bonds if we have this motion
19 for rehearing still pending over us because nobody
20 is going to buy a bond that has that potentially --

21 MR. SELEP: Well, we would be assessing for the
22 irrigation.

23 MR. BARNEBEY: We would be -- correct, we'd be
24 assessing for the irrigation and then we'll have to
25 go next year for the bond issues.

1 MR. HEITZNER: I'm not sure if that relates to
2 whether or not we want to try to settle.

3 MR. BARNEBEY: Well, I'm just saying from a
4 timing standpoint, that would be the primary reason
5 to.

6 MR. SELEP: Well, what's the secondary
7 litigation. So here's my question to you guys, he
8 has promised us, and I quote, "secondary
9 litigation." What does that mean? Do we have any
10 idea what he could possibly litigate should the bond
11 litigation go through?

12 MR. MOORE: He's never given us specific
13 claims. It's general claims of defamation, sort of
14 a general tort against his reputation is what he
15 states in any conversation or in dealing with the
16 draft settlement.

17 Since I wasn't involved in the bond voting, it
18 seems to me that the majority of those statements
19 were from around the spring of '24. I think there
20 were some trailing statements that maybe came into
21 August that is generally two-year statutory
22 limitations, so we're now in August. So I don't
23 know how many other statements may have been made,
24 whether or not they're defamatory, how far out that
25 goes, but we're quickly coming to the end of his

1 ability to even bring claims.

2 MR. SWANSON: But one of his main points is
3 this public apology over which everybody that he
4 wants one from is no longer is on the Board or
5 around.

6 MR. HEITZNER: That's not anything we can ever
7 agree to because I think there's two things, to
8 answer Greg's question. One is this defamation
9 accusation. Second is he seems to still be focused
10 on a five-year plan, and that the club is in
11 violation of that provision, which we have SCS in
12 the process of updating our five-year plan right
13 now. I wouldn't -- personally, I wouldn't worry
14 about what was. I'm worried about what is and
15 what's going to be.

16 So that's the other piece, because you read
17 some of his stuff, those are the things that
18 continue to pop up.

19 MR. SELEP: But Fred, if we did that, let's
20 just say he's going to go this defamation piece,
21 that doesn't affect the bond?

22 MR. MOORE: Does not affect the bond.

23 MR. SELEP: He can't stop the bond because he
24 thinks he's been defamed?

25 MR. MOORE: Correct.

1 MR. SWANSON: Okay. So let's just assume the
2 Supreme Court comes back and denies the whole thing.
3 Is there anything he can bring from a lawsuit
4 perspective to stop the bond? Could he refile
5 again? If they said, you know, you have no basis
6 for an appeal, and then he turns around and files
7 some other lawsuit against the bond.

8 MR. MOORE: The horse is already out of the
9 barn at that point in time. Were there claims?
10 Potentially, I think that the way to attack the what
11 I consider the collateral claims are of, hey, the
12 original bond venture has a provision where you
13 can't issue anymore bonds.

14 I think that -- my legal opinion, he should
15 have filed a dec action against the District
16 claiming there's no authority based on this
17 contract, as opposed to completely fighting that
18 validation because I believe that is a collateral
19 issue of, we have the lawful authority to issue
20 bonds, we complied with the requirements and that
21 was what the bond validation was focused on.

22 So could he bring something like that?
23 Possibly, but the bond will be issued and it would
24 be too late.

25 MR. SWANSON: Okay.

1 MR. HUEBNER: I have some observations. I
2 think if we got it to him before he filed his
3 request for rehearing, we may be able to give him a
4 little something to stop that. But at this point, I
5 don't see any reason settle with him, personally.

6 The other thing is I think it's important for
7 you guys to know that I had a conversation with him
8 the other day because he was one of four applicants
9 for the governance committee and I called everybody.
10 So now I have probably spoken to Dean six times
11 since I've been in the community.

12 Before I reached out to him I first contacted
13 counsel and said, is there a problem? If he wants
14 to be on a governance committee and he is a
15 plaintiff, that feels wrong to me. It is
16 uncomfortable at the very least. Is there an issue
17 here? They said he is qualified to be there and
18 fairly considered for the position. However, he may
19 put himself into a position where there's a conflict
20 of interest and he may have to step aside or
21 withdraw, whatever the right term is.

22 MR. BARNEBEY: He likely will have a conflict
23 in some cases and some issue. That doesn't -- the
24 practical question is whether you should appoint him
25 to the governance committee. From a legal

1 standpoint, he can be considered.

2 MR. HUEBNER: So I called all four applicants.
3 I called him, I told him we only had four applicants
4 and I was going to ask Vivian to send out an email
5 looking for more applicants, and I did not want him
6 to take this as a personal attack to just -- but
7 that we're short and we need five.

8 I told him that I was uncomfortable with the
9 fact that he is currently a plaintiff and serving on
10 this governance committee, and he said that I
11 suspect that maybe by the time we get this in place
12 we'll have heard from the Supreme Court and that
13 conflict will have taken care of itself.

14 I was hoping he'd say, I'd consider withdrawing
15 it. He did not offer that as an option. He then
16 went on to say, I suspect that if I were appointed
17 to the governance committee I would probably have to
18 step aside for my finance club responsibilities, or
19 that too, because that could be perceived as a
20 conflict.

21 I said, well, I appreciate your willingness to
22 recognize that in advance of that happening because
23 I hadn't thought about it. He seemed very agreeable
24 and pleasant on the phone conversation.

25 MR. HEITZNER: Always does.

1 MR. HUEBNER: I know. I'm sharing with you the
2 best I can characterize the phone conversation. And
3 my first thought was if he's one -- right now, we
4 only have four applicants and one is trying to get
5 on the strategic planning, so we're down to three,
6 apparently people aren't lining up to (crosstalk).
7 The point is if he is on that and we assign him to
8 help in the five-year plan, he can't complain about
9 it anymore, and we may have -- maybe short on bodies
10 as it is. I'm just thinking out loud here.

11 MR. SELEP: So if you -- what is your thinking?
12 If you've only got three because I think the
13 strategic planning committee is going to take Steve.

14 MR. CARVALHO: Well, again, I appreciate you
15 giving that inside as to Dean Matt. But as I
16 mentioned to Scott at the board meeting today, we'll
17 bring it up at the meeting --

18 MR. HEITZNER: We'll talk about it in detail.

19 MS. CARVALHO: Talk about it in detail and
20 about what the plan of action is. I don't want to
21 get too much into the weeds here.

22 MR. HUEBNER: I'm just trying to -- since I had
23 a conversation with Dean Matt and I feel that it
24 contributes to this conversation right now. If he
25 is active in it -- if he is active in it, the

1 prospect of further litigation I think is diminished
2 I believe. And I told him, I said my goal with this
3 committee is to look at everything we have, do what
4 I would consider a deep scrub of it, and basically
5 put ourselves out of business where we meet once a
6 year, moving forward just to check things to see if
7 things have changed.

8 I have made that point to everybody. I'm not
9 seeing this as a regular ongoing, everyday thing.

10 MR. SELEP: It's been a lot of work up front.

11 MR. HUEBNER: Understood. And part of me is
12 torn. Because Dean is pleasant to me, but I can
13 also see how he can be a little prickly. I'm going
14 to be working with him in closer quarters and I
15 don't know how to -- what to expect there.

16 MR. SELEP: That's fair. Could we make his
17 appointment contingent on giving up the finance
18 legal committee -- or not committee -- meeting and
19 he can't be litigating against us at the same time
20 that he's on the governance committee?

21 MR. HEITZNER: I was going to say the same
22 thing. So one, the finance committee is kind of a
23 given. Second is if we were to put him on the
24 governance committee, it would be not applicable
25 until which time litigation is resolved.

1 MR. MOORE: With that being said, do we want to
2 substantially pair down his settlement proposal to
3 essentially being, you drop the motion for rehearing
4 immediately, you -- we're going to form a governance
5 committee, you will be on it without any active
6 litigation. You can throw him the bone of my lose
7 apology, things can always be done better, you know,
8 we strive to do better and I don't know if --

9 MR. CARVALHO: Rusty was the other one.

10 MR. MOORE: I mean, sure. If that's the
11 direction the Board is looking at. I don't know
12 where you stand --

13 MR. SWANSON: So at one point we talked about
14 his compensation, the monetary compensation he is
15 seeking was \$150,000 in cash and a lifetime
16 membership or something. That's now 300,000 and a
17 lifetime?

18 MR. HEITZNER: A combination.

19 MR. SWANSON: So the 300,000 includes the
20 lifetime membership, which is about 150 grand you
21 think in value? I'm just --

22 MR. HEITZNER: Well, it depends on how long you
23 live, I guess.

24 MR. SWANSON: Well, my point is: If he is
25 saying he wants \$300,000, and we say, well, here's

1 the lifetime membership and he goes, well, that's
2 only worth 150, I want 250,000, I'm just trying to
3 get to whatever that is at some cost. I would be
4 open to the membership, but giving him any cash I
5 would be completely against.

6 MR. HUEBNER: I think the only thing on the
7 table is whether he's automatically added to the
8 governance committee or not. We only have three
9 real applicants right now. We don't know what we
10 might get in a second request. Not sure what we --

11 MR. SWANSON: Here's a question. Would the
12 three of you vote to put him on the governance
13 committee?

14 MR. SELEP: Well, let's -- before we go there,
15 I mean, I am with Scott. I don't see any need to
16 settle. I don't think we give him anything. Right?
17 So now we're on end of the discussion, we put him on
18 the governance committee. I'll reiterate, I would
19 consider voting for him on the governance committee
20 if he -- the litigation gets dropped and he drops
21 the legal finance meeting.

22 MR. HUEBNER: So he already -- he volunteered
23 that of his own accord. I didn't even ask.

24 MR. SELEP: Because I think those are conflicts
25 of interests.

1 MR. HUEBNER: And -- and the dropping this
2 thing, we're maybe within a week of hearing one way
3 or the other. It --

4 MR. SELEP: It might be academic.

5 MR. HUEBNER: It might be academic. But I
6 don't know that we cannot put him on the Board. We
7 cannot vote for him, but I don't know that we can
8 not put him on the Board just because that's hanging
9 out there, from the way I understand.

10 MR. SWANSON: The governance committee.

11 MR. HEITZNER: That's fair.

12 MR. BARNEBEY: Let me put it this way. That
13 doesn't qualify him. I think you can certainly
14 consider that and whether to appoint him.

15 MR. SELEP: Then I'll rephrase my answer,
16 Scott. I will not vote for him as long as there's
17 an open litigation. Primarily because of the threat
18 of the second-phase litigation. He is off the table
19 for me. And I appreciate the fact that you
20 recognize it, that puts you in a tough spot. I
21 mean, that's a conflict of interest.

22 MR. HUEBNER: I felt uncomfortable the moment
23 that I read it. I don't know the law. I just know
24 what feels right and wrong.

25 MR. HEITZNER: I know I brought that up when he

1 originally put himself in to run for the Board. I
2 asked him that question before he pulled out the
3 litigant, could he be on the Board and the answer
4 was, yes, he could. Again, maybe, there may be some
5 conflict of interests conversations he'd have to
6 back out of, but --

7 MR. HUEBNER: So he could withdraw his request
8 to the Supreme Court for rehearing?

9 MR. MOORE: He could.

10 MR. HUEBNER: All right. Then the question is:
11 If we were to go to him now because it would be
12 advantageous for us to get a decision, it avoids the
13 risk of assessment right, and we can move forward on
14 the bond, would it be best to have Fred go back to
15 his attorney, or would you like me to call him as --
16 since I just talked to him about these things over
17 the weekend and say, I want you to know we talked
18 where we are on this.

19 (Crosstalk)

20 MR. BARNEBEY: I was going to say --

21 MR. HEITZNER: I just want you to remember the
22 email that came from Dean after the Supreme Court's
23 ruling was, The Supreme Court has made it's
24 decision, we have to respect their decision and move
25 forward. Then four days later, five days later,

1 files for a rehearing.

2 MR. HUEBNER: Perks back up.

3 MR. HEITZNER: And so just not sure about the
4 level of commitment of what he commits to.

5 MR. SWANSON: That's a very diplomatic way of
6 saying it.

7 MR. SELEP: But he serves at our discretion.
8 If it doesn't happen, we can remove him.

9 MR. HUEBNER: The other thing is, if I were in
10 his shoes and I was about to get involved in the
11 governance committee, I would want to try to mend
12 fences, recognizing it as probably impossible, but
13 want to try to mend fences a little bit because now
14 he is living, working, and communicating with people
15 within the community.

16 And now for him to drop this request for
17 rehearing, which is, I don't know statistically
18 probably has less than a half a point of potential,
19 would at least be a nice mending gesture for us all
20 to move forward.

21 That's the way I look at it.

22 MR. SELEP: I would agree with that.

23 MR. HUEBNER: Now, how do we would communicate
24 that?

25 MR. SELEP: I think it would go a long way for

1 him if he dropped the appeal and he dropped the
2 call, it goes along way.

3 MR. SWANSON: Right.

4 MR. HEITZNER: So what about the tier two
5 litigation?

6 MR. SELEP: So I think the answer to that is if
7 he litigates -- he can't be on the committee and
8 litigate against --

9 MR. HUEBNER: It would be a conflict of
10 interest.

11 MR. SELEP: It's a conflict of interest.

12 MR. HUEBNER: And it's where can he do the best
13 good from his perspective? He can do it, I think,
14 as an active member of the governance committee
15 versus trying to do it from outside with gunfights
16 the whole time.

17 MR. SELEP: Especially since he hasn't won a
18 gunfight yet.

19 MR. HEITZNER: I agree with you.

20 MR. HUEBNER: I agree with you. How do we get
21 that communicated? I can certainly try, but I'm
22 sure I'll say something wrong.

23 MR. MOORE: I think the first question is, I
24 mean, it sounds like there might be a little lean
25 this way if you can get this thing knocked out in a

1 week or two, so that you know that you're not
2 waiting for the Supreme Court to rule and possibly
3 having to issue the assessment.

4 What are the four points, settlement points?
5 And I don't think it needs to be word-smithed like
6 we had to do with the other one because there was so
7 much in and out. I think it's as simple as, you
8 know, one, he drops the rehearing.

9 Point two, we're forming a governance
10 committee. This is what the governance -- a little
11 format as to what the governance committee looks
12 like. We say, this is what it looks like and we'll
13 appoint you to the governance committee.

14 If you want to issue the joint statement, which
15 is, you know, rah, rah, we're all looking forward
16 and we're going to make this community best, we can
17 add that.

18 And then, if you're buttoning things up, it
19 would be good to get a release -- it could be a
20 release, but I don't know that there are claims. It
21 would be nice to get it if we had our claims because
22 then we know for certain that he is not going to be
23 suing the District. And then, lastly, if everybody
24 is on board with appointing Rusty. That's it.

25 One, two, three, four, five. Take it or leave

1 it. We need to know this week, and that way -- and
2 we need you to sign this document and we will bring
3 the signed document to the next meeting or have a
4 special meeting to where you-all would then vote on
5 a settlement. There will be no revisions on his
6 side.

7 MR. SELEP: I'm not on board with throwing
8 Rusty in there.

9 MR. MOORE: I would think --

10 (Crosstalk)

11 MR. SELEP: And I don't think Rusty's on board
12 on --

13 MR. HUEBNER: My opinion is challenging. I
14 don't think Rusty wants to under those terms, but I
15 also thoroughly believe Rusty is the right person
16 for the spot for a handful of reasons to be
17 discussed in the next meeting if we get into that
18 conversation.

19 So it's -- I don't see any skin -- I would not
20 yield to the -- I would not request a release from
21 any future lawsuits because I don't believe there's
22 anybody left that he has to sue.

23 MR. MOORE: I mean, it's not whether they're
24 still here. If they committed a tort and he can
25 connect that tort to the UPRD, he can still sue the

1 district and/or the individual.

2 So I don't know that there are claims, but to
3 the extent he wants to claim there are claims, this
4 is a way to make sure that anything happened in the
5 past is washed in the past.

6 MR. SWANSON: But isn't --

7 MR. HUEBNER: I think you're poking the bear by
8 throwing it out there.

9 MR. MOORE: I understand. It's for you-all to
10 decide.

11 MR. SELEP: Are you comfortable with telling
12 him if he takes legal action against -- against the
13 community, he can't stay on the governance
14 committee?

15 MR. HUEBNER: I have no problem telling him
16 that.

17 MR. SELEP: Because I think that's a conflict
18 of interest straight up.

19 MR. SWANSON: So Scott's telling him that, or
20 is Fred?

21 MR. CARVALHO: I was going to say.

22 MR. HUEBNER: But the conversation will come
23 up. I have always been very straight with him.
24 When I've agreed, I've agreed. When I've disagreed,
25 I have told him I disagree. So like I said, I

1 called him and said I'm uncomfortable putting you on
2 because you're a plaintiff. It gives me pause is
3 the word I used.

4 MR. MOORE: I think the discussion point with
5 him is the only reason we're coming back to you at
6 this point is to avoid the assessment from the
7 community, which nobody wants, but is going to
8 happen if we wait.

9 So it's kind of take it or leave it, now is
10 your chance, otherwise, we may find out later this
11 week, we may find out next week that we're going to
12 go ahead with the bond, or it may be in September
13 and now we've had an assessment and the ability to
14 issue the bond.

15 MR. SELEP: But we lose another year, which is
16 costing us about a million and a half a year every
17 year we --

18 MR. MOORE: I don't understand you lose another
19 year, I mean --

20 MR. SELEP: You can't get on the tax roll until
21 the following September.

22 MR. SWANSON: For the kitchen?

23 MR. SELEP: For the kitchen.

24 MR. BARNEBEY: For the bond assessment.

25 MR. MOORE: For the bond assessment.

1 MR. CARVALHO: So you're going to gain
2 capitalize interest.

3 MR. SELEP: We pay the irrigation off, but
4 we're next September now before we can start the
5 kitchen. Every year we wait --

6 MR. CARVALHO: No, no. It's not next September
7 until you start the kitchen, but it's going to cost
8 more because you're going to have to pay for
9 capitalized interest because you did not get it in
10 time for tax roll.

11 So residents are going to be impacted with the
12 one-time assessment, as well as the following year
13 less money to utilize because you're going to have
14 to pay capitalize interest.

15 MR. SWANSON: But it's also going to be 2028
16 before the kitchen even gets a shovel in the ground,
17 so we knew at least a full year.

18 MR. BARNEBEY: Construction costs.

19 MR. CARVALHO: It's more of the construction
20 cost. It's going to be --

21 (Crosstalk)

22 MR. SWANSON: Agreed. It's going to be more
23 money. But it's also you're not going put a shovel
24 in the ground until spring '28, most likely.

25 So are we looking to just sort of opine on

1 those four, five elements then that you might go
2 back to him? Do we even want to go back to him?

3 MR. SELEP: I don't have a problem going back
4 to him on, you know, on those -- on those bullet
5 points. Obviously, no settlement, no money. You
6 want in on it, this is what you got to go do.

7 MR. CARVALHO: I think it's important to
8 distinguish that last time around, the governance
9 committee was not in place. Right? It was starting
10 to form. And since then, you have spoken with him
11 and there's interest because he put his name in the
12 hat.

13 So there's some value to go on those points
14 that Fred is mentioning. And again, I think it's
15 straightforward. Take it or leave it. And if you
16 leave it, then the District is still going to see
17 some movement at some point, right?

18 MR. MOORE: Maybe in time, this year in August
19 or --

20 MR. SWANSON: May not.

21 MR. MOORE: It may not. That's not taking so
22 long to get the initial opinion. I would be very
23 optimistic in getting the denial.

24 MR. SELEP: Our window is pretty small. We're
25 really a two and a half week window, maybe three.

1 MR. BARNEBEY: That's about right. It goes
2 without saying, our position is very strong in
3 regard to litigation at this point.

4 MR. SWANSON: It's all timing, though.

5 MR. BARNEBEY: It's all timing and a little bit
6 to the -- you know, the feeling of the community in
7 question. But that could work both ways, so --

8 MR. SWANSON: So I mean, not that it really
9 matters, but I mean, I can't -- how many times have
10 we done this with him?

11 MR. BARNEBEY: Four.

12 MR. SWANSON: Four?

13 MR. BARNEBEY: It's probably more than that.
14 Before you were on the Board, there was a couple.

15 MR. SELEP: Oh, right. I was on the board.

16 MR. SWANSON: Personally, I don't think we even
17 go back. What's the point?

18 MR. HEITZNER: My only point is if we can
19 salvage not having to assess the community. That's
20 the only reason.

21 MR. SELEP: Guarantee we can make --

22 MR. SWANSON: Then we should talk about the
23 points that we agree with, that Fred would go back
24 with because I had a couple of sticking points
25 there. But I mean, it's four of us and if you guys

1 all vote for it, then it is what it is.

2 MR. HEITZNER: So you want to hit those points
3 again?

4 MR. MOORE: Drop the rehearing motion.

5 MR. SWANSON: So why don't we just say yay or
6 nay as we call off the points because that --

7 MR. SELEP: For the record, yes.

8 MR. SWANSON: That's a yes.

9 MR. MOORE: I figured that's an easy one.

10 The next one is governance committee.

11 MR. SWANSON: Personally, I -- this has
12 nothing -- I have no personal animus towards this
13 guy. I think he is confident, I think he's bright.
14 I think he can bring something to the governance
15 committee.

16 My problem is with his -- I'm going to search
17 for the right word here. The problem I have is with
18 his intent and in his disingenuousness with each
19 time we have talked with him.

20 It doesn't speak well to have someone on the
21 governance committee that has shown this proclivity
22 continually. I can't, in good conscious, vote for
23 that. I mean, better to have somebody outside
24 of the tent -- or inside of the tent going out, than
25 outside of the tent coming in. I get that.

1 But you know, though, the fable about the
2 scorpion and the frog, right? He is not going to
3 change his -- his -- his who he is. And I don't
4 think there's -- so there you go. There you have it
5 on that one.

6 But again, you guys can all go in.

7 MR. CARVALHO: What's the rest of you?

8 MR. SELEP: Scott, I have some concerns about
9 his language. We have seen that in his emails.
10 That concerns me. But if we could -- we could get a
11 guarantee on the date, that's just something you're
12 going to have to look at it, the communications
13 coming out of that committee.

14 MR. HEITZNER: Well, we have - so remind us how
15 the governance bylaws are written. Super majority
16 of this Board can remove somebody with or without
17 cause.

18 MR. BARNEBEY: Correct.

19 MR. HEITZNER: So if what you just described
20 happens, we have the ability as a Board to --

21 MR. HUEBNER: And I have no problem voting yes
22 to remove him if his behavior is toxic, for lack of
23 a right term.

24 MR. SELEP: That's a good term.

25 MR. HUEBNER: I have -- I have concerns putting

1 him on the committee. Like I said, he has always
2 been friendly to me, and I feel like I have dodged
3 bullets as a result. You don't want to be on the
4 wrong side of it.

5 MR. SELEP: The minute you disagree, you're on
6 the wrong side.

7 MR. SWANSON: There's always something he
8 doesn't agree with.

9 MR. HUEBNER: The other thing to take into
10 consideration, he will be a strong voice on that
11 committee. He will be the one person who says, I'll
12 be the chair. And the four other people, unless
13 there's someone equally as strong to run against
14 him, he will be the chair and we will have the
15 opportunity to hear from him regularly at our board
16 meetings as we move forward.

17 MR. HEITZNER: Also, I don't know if this
18 actually gets out in front or not. But if people
19 learn that he is on the governance committee, that
20 is going to prevent some people from putting their
21 name in the hat.

22 MR. SWANSON: So on that point, no. I'm just
23 trying to keep us moving here. That's all.

24 MR. MOORE: Right.

25 MR. HEITZNER: Let's go to the other ones and

1 come back to this one.

2 MR. HUEBNER: That was the easy one.

3 MR. MOORE: The next one was the five-year
4 plan. Easy.

5 MR. SELEP: We're already working on it.

6 MR. MOORE: Next one was the release.

7 MR. HEITZNER: I don't even know if that is
8 needed because it's going to get into wordsmithing
9 and wordsmithing and editing and wordsmithing and
10 editing.

11 MR. MOORE: Well, that, I think would just be a
12 general release.

13 MR. HEITZNER: Because what we had said before
14 was, you know, we have reached a settlement and
15 here's all of the reasons, et cetera, and both
16 parties, et cetera, et cetera.

17 The Supreme Court has already ruled. So I'm
18 not sure what -- we're admitting all of these
19 mistakes relative to the bond when the Supreme Court
20 unanimously approved the bond?

21 MR. MOORE: The purpose of the release would
22 just give peace of mind to the District that he
23 can't sue for anything that happened up to the date
24 of the agreement. So he's not going to be able to
25 come in and say, you treated me badly, I know you

1 put me on this --

2 MR. HEITZNER: This is not the release that you
3 have already written that says, we all could have
4 done better?

5 MR. MOORE: That's the apology acknowledgment.
6 I haven't gotten to that one yet. We're just
7 talking about he's agreeing that he is not going to
8 sue for anything that happened in the past.

9 MR. BARNEBEY: I would assume he would want one
10 back the other way.

11 MR. MOORE: He would want one back the other
12 way. That one does have to be word-smithed because
13 we're not releasing him from assessments and things
14 like that.

15 MR. HEITZNER: Sorry. When you originally said
16 "release," I wasn't thinking of legal release. I
17 was thinking of press release.

18 MR. MOORE: Again, there aren't going to be any
19 other claims that he brought. He has just suggested
20 that he will bring them or may bring them. So that
21 would be the reason why we want the release just to
22 have him acknowledge I'm not going to bring them.

23 MR. SWANSON: If you listen to a man, he'll
24 tell you his bad intentions.

25 MR. BARNEBEY: The release would be to our

1 benefit, frankly, just because it would eliminate
2 anything prior.

3 MR. SELEP: Yes, to the release.

4 MR. MOORE: Okay. The next one would be the
5 acknowledgment apology, as he called it, and that
6 would be something -- I think to the very first one
7 that we had proposed, which was just we're all going
8 to work together and forward, and do better.

9 MR. SWANSON: That's the only version I would
10 vote for. I wasn't on this Board. I had nothing to
11 do with his -- his animus towards to the Board. I'm
12 not apologizing for something I had nothing to do
13 with.

14 MR. CARVALHO: So which one are you in
15 agreement?

16 MR. SELEP: The one that Fred --

17 MR. SWANSON: The one that Fred put out there.

18 MR. CARVALHO: Okay. Not naming, fraught
19 [phonetic]?

20 MR. SWANSON: Correct.

21 MR. HEITZNER: I don't think we need to do
22 that.

23 MR. MOORE: The only reason to include that is
24 to sweeten the pot for him a little bit. That would
25 be the only real reason to do so.

1 MR. SELEP: So Steve, in your opinion, does
2 help the community heal? Does it -- does it --
3 we're all agreeing to play in the same sand box and
4 play ball. Do we need it? No, but if it helps, I
5 will be okay with it. I was okay with it when Fred
6 proposed it.

7 MR. SWANSON: The way we help this community
8 heal is communication and constant forward progress.
9 Your communication, Steve, have done that. I don't
10 know that you need this. I would go for the one you
11 originally drafted with no changes.

12 MR. CARVALHO: Everybody else in agreement?

13 MR. SELEP: I'm okay with it.

14 MR. HUEBNER: I'm thinking you may not need to
15 include it. If he asks for it, you can say, we can
16 put together a general statement.

17 MR. SWANSON: That he's already seen?

18 MR. HUEBNER: So if you're going to call his
19 attorney, and his attorney's going to say, what
20 about the letter of apology? He says, well, we can
21 put something together that you recognize. These
22 are all known people, so it's going to be general.

23 MR. SWANSON: He hasn't already seen the one
24 you drafted?

25 MR. HEITZNER: He's seen the one you drafted.

1 He initially liked it and was okay with it, and then
2 decided he wasn't.

3 MR. SWANSON: There you have it.

4 MR. HUEBNER: That is the best we can do.

5 MR. MOORE: Is it -- I'm only including it if
6 during the discussion it's thrown out there by his
7 side.

8 Right now I've got four points that you've
9 agreed to, if you agree to this one: Drop the
10 rehearing, five-year plan, release, then this
11 acknowledgement.

12 So is this left off unless I say you want it,
13 or is it part of my presentation to them?

14 MR. HUEBNER: My concern is if we add three,
15 four, five elements, it gives him three, four, five
16 elements to pick at. Really, all we want is for him
17 to drop the request for rehearing. Whatever gets us
18 to that end the quickest is what I will --

19 MR. MOORE: And I think that you have to give
20 him something in order for him to drop the
21 rehearing. He is not going to just say, oh, I'm
22 going to drop it now that you're calling me up to
23 try to --

24 MR. SELEP: We are giving him something. We're
25 putting him on the committee.

1 MR. CARVALHO: Well, you haven't decided that
2 yet. You skipped that.

3 MR. SELEP: We did skip that. You're right.

4 MR. HEITZNER: So let me ask you a question in
5 advance of another conversation that we're going to
6 be having today. What happens when the vote is
7 two/two?

8 MR. BARNEBEY: Then there's no actions taken.

9 MR. HEITZNER: But then, no action requires an
10 action, so what -- then what?

11 MR. BARNEBEY: Then somebody's got to shift
12 position.

13 MR. CARVALHO: Either somebody has to shift
14 position at the meeting, or they have to think about
15 going back out to get more candidates.

16 MR. BARNEBEY: There is no action taken with a
17 two/two vote.

18 MR. HUEBNER: We're good with no action.

19 I'm fine with everything you've put down so
20 far.

21 MR. CARVALHO: You're fine with it, but also
22 understanding that it will be part of his
23 presentation?

24 MR. HUEBNER: Making it part of his
25 presentation, so I'm thinking about it now.

1 MR. HEITZNER: At the governance committee,
2 you've got to make sure that it's requisite of it's
3 not the legal finance club and when the litigation
4 is dropped is when you're being --

5 MR. HUEBNER: I think you can go so far as to
6 say you mentioned to Scott on the phone that you
7 would do that -- he would do that voluntarily. I
8 had not thought about Steve --

9 MR. HEITZNER: It came up somewhere else. I
10 can't remember where, but it did come up.

11 MR. HUEBNER: Because we can't talk anywhere
12 else.

13 MR. SWANSON: So getting back to this. So are
14 you voting to put Dean on the governance committee?

15 MR. SELEP: Under these circumstances.

16 MR. HEITZNER: Under these circumstances, yes.

17 MR. SELEP: Yes.

18 MR. HUEBNER: I'm a yes.

19 MR. SWANSON: No. Okay.

20 MS. CARVALHO: Three to one.

21 MR. SWANSON: No. I get it. I'll accept the
22 vote. I'm just going on record as no, and for the
23 reasons why.

24 MR. SELEP: And they're valid.

25 MR. SWANSON: It's a Board conscious or it's

1 not.

2 MR. BARNEBEY: We're just trying to get a
3 consensus.

4 MR. CARVALHO: Got it, Fred?

5 MR. MOORE: Is there anything else that you can
6 think about? But from my perspective I want to keep
7 it short and simple.

8 MR. HEITZNER: Well, short and simple and we
9 have to have a timeline on this. This can't drag
10 out for ten days.

11 MR. MOORE: I would agree. I would -- so we
12 have a meeting today, and then when is the next
13 meeting?

14 MR. CARVALHO: The 11th. August 11th.

15 MR. SELEP: This has to be done by August 11th.

16 MR. MOORE: We need to be voting on this by
17 August 11th.

18 MR. SWANSON: Maybe have another shade meeting.

19 MR. CARVALHO: No. No. This has to be in
20 Sunshine.

21 MR. BARNEBEY: Final vote.

22 (Crosstalk)

23 MR. HEITZNER: My only issue is that's a week.
24 So we have got to start sending some pretty
25 straightforward, hard hitting communications about

1 an assessment. So I'm just thinking about the
2 length of time people are going to start getting
3 riled up. Because once we send this out that you're
4 putting together, then that goes out this week, you
5 know, that is going to wake some people up and so we
6 have to have a decision by end of this week.

7 (Crosstalk)

8 MR. MOORE: A little PR over here, too. You
9 can go ahead and how quick can you have agenda for
10 the meeting?

11 MS. CARVALHO: Ten days.

12 MR. MOORE: You can have the settlement
13 statement on the agenda already related to the
14 assessment so it's clear that this --

15 MR. CARVALHO: You're talking on the agenda, it
16 is seven days. But a notice is 10 days because we
17 have to work with the paper to get it.

18 MR. SELEP: We've already noticed.

19 MS. CARVALHO: We've noticed.

20 MR. MOORE: Whether this comes off or not, so
21 it's clear that you-all are contemplating the
22 settlement at this point in time to avoid the
23 assessment.

24 MS. CARVALHO: So like today we have this
25 meeting, and today we're posting an agenda for next

1 week's meeting?

2 MR. HUEBNER: So put it as an agenda next week.

3 MR. MOORE: Yeah. You can pull it off.

4 MR. HUEBNER: Or there's nothing to update.

5 MR. MOORE: When I leave here, I'm going to
6 call Kevin Henesey and tell him, we just left the
7 shade meeting. The motion for rehearing is pending.
8 We've got one last opportunity to resolve this.
9 We've got these five points. We need to know before
10 the end of this week whether there's an agreement,
11 and if so, we'll paper it, he needs to have it
12 signed so that going into the August 11th meeting,
13 we're voting on the settlement agreement.

14 MR. CARVALHO: So there's two sides to it. One
15 is a side that if we put that out there, residents
16 are going to be like furious. Right? Here we are,
17 we had a ruling affirming, and then they're trying
18 to settle with this man?

19 So there's that side. But then there's also
20 the side of Dean Matt, like, okay they're really
21 trying to work with me on this.

22 MR. SWANSON: Only one of those is true. The
23 community would be furious. He is not going to see
24 it that way. This --

25 MR. CARVALHO: I don't know how he is going to

1 see it, nor does it matter. I'm talking about from
2 a stand point of --

3 MR. SWANSON: PR.

4 MR. CARVALHO: No, a negotiation piece. Which
5 one is the more risky? What residents are going to
6 think versus how he is going to perceive to get to
7 the settlement of him drawing.

8 MR. MOORE: I mean, the added benefit here for
9 the District on the settlement is he has threatened
10 other claims, you're getting a release. So that's
11 -- you're really not giving up anything since you've
12 already been talking about the governance committee.
13 The only thing you're giving is he's getting to be
14 on it definitively. You're already doing the
15 five-year plan. So --

16 MR. SWANSON: What about Rusty's appointment?
17 Is that not one of the points?

18 MS. CARVALHO: It's not on the five points yet.

19 MR. SWANSON: So let's walk through these five
20 points again so I'm clear.

21 MR. MOORE: Okay. He agrees to immediately
22 withdraw his motion for rehearing and agree that the
23 opinion validated in the bond is final.

24 We agree to the governance committee as
25 structured, and appointing him to that committee.

1 MR. HEITZNER: Hold on. There's a couple of --

2 MR. CARVALHO: With the understanding that --

3 MR. MOORE: With the understanding that you're
4 stopping the legal finance club as a conflict of
5 interest, and that he cannot be appointed with any
6 pending litigation or threaten to litigation, which
7 helps sell the release, too, because of the
8 threatened litigation.

9 We agree that we're going to have an updated
10 and more detailed five-year plan.

11 MR. HEITZNER: I would just word that as "The
12 five-year plan that SCS is working on will be
13 formalized." We're already --

14 MR. HEITZNER: It's in the works.

15 MS. CARVALHO: It's in the works.

16 (Crosstalk)

17 MR. MOORE: The five-year plan being updated by
18 SCS is being formally adopted.

19 MR. HEITZNER: Is in the process of being
20 formalized.

21 MR. CARVALHO: Formalized. Don't put adopted.

22 MR. MOORE: The release, a general release --
23 him to UPRD. We'll grant him the same thing with
24 carve outs related to assessments and things that
25 are continuing, and then the acknowledgement from

1 the initial settlement way back when.

2 MR. SELEP: Fred's statement.

3 MR. MOORE: My statement, yes, with him having
4 to agree by --

5 MR. HEITZNER: Friday.

6 MR. MOORE: Friday. So that way we can have an
7 agreement signed -- what time is the meeting on the
8 11th?

9 MR. HEITZNER: 2 o'clock.

10 MR. HUEBNER: How about Noon Friday. So we can
11 hear Friday? Otherwise we won't hear until Monday.

12 MR. CARVALHO: So Rusty is still not part of
13 this list. And then, let's go back to the point of
14 the August 11th item? Is that going to be on it and
15 what will it entail?

16 MR. BARNEBEY: Let's talk about whether
17 anything has to be on the agenda at all. The answer
18 is no, assuming because this would an emergency
19 item. The chair would have to declare this to be an
20 item to take action immediately. And we're going to
21 call it your item to the agenda. Now, that's not to
22 say what we should put on the agenda either. If
23 we're going to put it on the agenda, I would just
24 put a consideration of possible settlement in the
25 case.

1 MR. HEITZNER: Can I bring up this board
2 position because it involves Rusty and his --

3 MR. BARNEBEY: Let's see where you're going
4 with this. How's that?

5 MR. HEITZNER: So I don't think that we should
6 make a decision on a board member today, and for a
7 variety of reasons. I won't get into the variety of
8 reasons because you probably don't want me to get
9 into the variety of reasons here.

10 But by chance that Rusty is not elected to the
11 Board this afternoon, that will influence Dean Matt's
12 decision on this.

13 MR. BARNEBEY: It could.

14 MR. SWANSON: So we're voting on the fifth
15 board member today?

16 MR. HEITZNER: No, well, it's on the agenda to
17 discuss. Not to vote. It's on the agenda to
18 discuss. It doesn't say vote. There's some things
19 I would like bring up. A lot of things I would like
20 to bring up. But it doesn't say vote. An outcome
21 that Dean Matt doesn't like could influence this.

22 MR. SWANSON: You know, Rusty could say no
23 and -- because he doesn't want to be put on the
24 board under these circumstances --

25 MR. HEITZNER: That would be Rusty's decision,

1 though, not the Board's.

2 MR. SWANSON: Do we also -- this is a side note
3 on that. Do we also get to state in the board
4 meeting why? Because there's a whole bunch of
5 chatter in the community about why we haven't
6 appointed anybody, and they think it's unethical
7 reasons, or at least that's how it's getting
8 circulated.

9 Do we get a chance to say that the reason we
10 haven't appointed somebody to the Board is because
11 it's been part of the settlement considerations?

12 MR. BARNEBEY: You know, by the way, one of the
13 things that irked me was Dean Matt's comment, that
14 the appointment should have been made already.

15 MR. SWANSON: Well, there's -- yes. That's in
16 the back of my mind, because --

17 MR. SWANSON: -- settlement negotiations.

18 MR. CARVALHO: Which he knows that.

19 MR. BARNEBEY: He knows.

20 MR. SWANSON: There goes to the intent. But
21 let me ask the question: Can we state in the
22 meeting today that we're working through this? One
23 of the reasons we haven't is because it's been part
24 of settlement discussions.

25 Not that it's a matter of public record, it

1 needs to be a matter of public record because too
2 many people know about it. Lee showed up at a board
3 meeting and publicly asked why we haven't appointed
4 somebody, even though he knows. So I don't know
5 that can we state that.

6 MR. MOORE: It will be stated as soon as this
7 appeal is over with because all of these
8 transcripts --

9 MR. SWANSON: But that could be two or
10 three weeks from now, and we're going to be talking
11 today at the board meeting about we're in
12 consideration about a fifth board member, which we
13 need. But people don't know why we haven't done it
14 yet, and there's chatter about the fact that we
15 haven't, which is disingenuous considering where
16 it's emanating.

17 MR. HEITZNER: So that's all true. So the
18 question is whether, you know, what we can and can't
19 say. What we've said so far is -- I think we did
20 say it was related to the -- I don't know whether
21 one point or several was related to the case or not.
22 Related to the litigation.

23 MR. CARVALHO: It was probably very general
24 terms. But it is fine line because all of those
25 points, no one else should know and that is one of

1 the points that he has brought forward, back and
2 forth in part of the negotiation.

3 MR. SWANSON: Well, yeah. We're having to play
4 by a set of rules here that he doesn't. This is
5 about perception in the community. I'm not
6 saying -- outing anything. I'm simply stating that
7 we're considering candidates for the fifth board
8 seat and the reason we haven't done it yet is this.

9 MR. SELEP: Steve, what's the good if we put
10 the board member on today and Dean derails? That's
11 kind of a sign, right? I mean, the problem with me
12 is we do something he doesn't like there's going to
13 be a derailment. It's inevitable.

14 MR. HUEBNER: The whole reason we're going to
15 him with anything right now is just to try to avoid
16 the assessment. There's no reason for us to shoot
17 the tire prematurely and go to -- I agree with
18 Steve. If we wait until the 11th -- we have a
19 discussion today, if you want to have discussion,
20 share some observations, that would be great, and
21 then we say we'll vote next week. And he'll know
22 that is pending.

23 MR. SWANSON: I'm in agreement that we should
24 punt the actual election of the fifth board member
25 to the following meeting. Have a little time to

1 really consider it and a little bit deeper.

2 All I'm saying is: Do we get a chance to
3 publicly state why we haven't appointment someone?
4 It's a simple question.

5 MR. SELEP: Are we also going to punt -- we
6 have to punt the appointments of to the governance
7 committee as well.

8 MR. HUEBNER: I'd recommend that. Or we have
9 three candidates and we vote for them, and there's
10 no option. And then you say, but you have to
11 request more and we get more, hopefully you have
12 eight, and then we can pick from there.

13 MR. CARVALHO: Going back to Steve Swanson's
14 question, Mark. By stating something beyond what
15 has probably, and I recall it, I think in one of
16 your opening remarks, Steve, I remember you
17 mentioning something.

18 Does it compromise the settlement if something
19 else is discussed today in the regular course of
20 board supervisors?

21 MR. MOORE: I think there's two issues, really.
22 Does it compromise? I mean, we're not in Mr. Matt's
23 head, so it might. But I think it could be shared
24 in a general sense because it's not just been
25 discussed in the shade meetings because Rusty has

1 been part of your meetings with Mr. Matt.

2 MR. SWANSON: It's out there.

3 MR. MOORE: It's out there in some regard
4 outside of this room. So I don't think that you're
5 sharing. something directly from the shade meeting
6 in a general sense, but it could cause this for
7 Mr. Matt not to want to even consider settlement.

8 MR. SWANSON: But if we're on that, then I see
9 the idea of like, to hear that, because that shows
10 that he's having some way with this. My only point,
11 again, is to let people understand why we haven't
12 done it. Tying it directly --

13 MR. HEITZNER: Lots of questions on this.

14 MR. SWANSON: Tying it directly to a point
15 where you're going to state something about a fifth
16 board member, we're going to discuss on it today,
17 vote on it at the next meeting, the reason we
18 haven't is --

19 MR. BARNEBEY: Could we say that the reason
20 that we have not done this, at least in part, maybe
21 not total, but at least in part is because it has
22 been the subject of settlement negotiations.

23 MR. SWANSON: Everybody is going to know what
24 that means, and that is fine.

25 MR. HUEBNER: I don't like it phrased quite

1 like that because I happen to know Rusty has been
2 helpful in trying to get --

3 MR. MOORE: I wouldn't say any names.

4 MR. HUEBNER: And I would make sure that
5 whatever you say that it doesn't put a negative
6 light on fellow member who has diligently try to
7 keep the dialogue going.

8 MR. SWANSON: I completely agree.

9 MR. HUEBNER: I'm worried about my good friend:

10 MR. SWANSON: I'm completely appreciative of
11 everything Rusty has done. This has nothing do with
12 Rusty, zero in my thought, about letting the
13 community understand we don't even have to mention
14 Rusty.

15 My whole point is we haven't voted on a fifth
16 board member, so this guy is flying left and right
17 because we don't have a fifth board member and we
18 haven't done it because of the settlement
19 negotiations. It's not complicated.

20 MR. SELEP: And it's not just about Rusty.
21 It's about the other candidates that have --

22 MR. SWANSON: Why are we beating this --

23 MR. SELEP: -- since April.

24 MR. SWANSON: We either don't want to, or we
25 can't. So what --

1 MR. SELEP: I hear you. I don't want to throw
2 Rusty under the bus.

3 MR. SWANSON: That's not what I'm saying. It's
4 got nothing to do with Rusty.

5 MR. CARVALHO: Nor Dean's feeling. I
6 understand where you're coming from. It's what is
7 being perceived in the community.

8 MR. SWANSON: Absolutely.

9 MS. CARVALHO: And I have had multiple
10 questions.

11 MR. HEITZNER: It's confusing.

12 MR. CARVALHO: Residents think that the Board
13 is not doing their job by appointing --

14 MR. SWANSON: That's right. By the way, even
15 if it was subtly mentioned in a previous board
16 meeting, that is long gone. You're tying it
17 directly to the bullet point today in the call.
18 That's all I'm saying.

19 Again, we couldn't have even gotten this far
20 without Rusty's help. It's not anything against
21 Rusty. It's why we haven't appointed. Not who.

22 MR. CARVALHO: So it's confirmed that a general
23 statement could be stated.

24 MR. HEITZNER: And what is --

25 MR. SWANSON: It can be that we have not

1 appointed a fifth board member in part because it's
2 been part of the settlement negotiations.

3 MR. HEITZNER: I have said in the past that --
4 I think I've said that we weren't going to -- we
5 were delaying the selection of the fifth board
6 member until we get through litigation. We thought
7 we were going to be through litigation by now.

8 Can I say something like that?

9 MR. BARNEBEY: Yeah.

10 MS. CARVALHO: I think that's probably the
11 best.

12 MR. HEITZNER: And I don't have to explain it
13 any further. Nobody is going to be able to ask me a
14 question other than you guys, so don't ask.

15 MS. CARVALHO: That was stated before like
16 that.

17 MR. HUEBNER: I'm just wondering if in there
18 you say as of Friday, we'll make a decision one way
19 or the other.

20 (Crosstalk)

21 MR. HUEBNER: Recognizing you're giving him a
22 deadline.

23 MR. HEITZNER: Yes.

24 MR. MOORE: So I mean, if on the agenda there
25 is a tag about settlement, I mean, people are going

1 to have to be involved, but connecting the dots --

2 MS. CARVALHO: This is not going to get
3 released until after we're done. Going to make sure
4 of it.

5 MR. HUEBNER: Yeah. On the agenda, if you're
6 talking about what it says, Mr. Counselor, counselor
7 comments, that that's where you put it, settlement
8 update or whatever you decided to say.

9 MR. HEITZNER: Can't you just say chair
10 comments or something?

11 MR. HUEBNER: Yeah. We already -- we just have
12 an update. If you want to put a little something in
13 to why.

14 MS. CARVALHO: Are you talking about for the
15 August 11 or today?

16 MR. HUEBNER: August 11. I just think trying
17 to think ahead, if you wanted to know.

18 MR. BARNEBEY: We just put a note saying, would
19 you put the case for us and then update of case
20 action.

21 MS. CARVALHO: That's better. Update of case
22 and the case number, because then you're not
23 committing the District is settling. You're not
24 committing to anything. It's an update, which
25 that's historically every single board meeting, Mark

1 has provided an update about the case.

2 MR. HUEBNER: And I believe at this point,
3 we're at the point where, as of Friday, if he either
4 agrees or disagrees, then we're fine either way.
5 with that, right?

6 MR. BARNEBEY: Right, well, we could have sent
7 him to the Supreme Court --

8 MR. MOORE: I'm just a very hopeful person.
9 What happens if Thursday or Friday we get an order
10 denying the motion for rehearing and we have not
11 adopted his agreement at that point in time?

12 MR. SWANSON: Meaning the Supreme Court rules
13 in our favor?

14 MR. MOORE: Yes. Is it the deal off the table
15 or is it still on? Because there's still the
16 release that's still --

17 MR. SWANSON: Oh. So if they rule in our favor
18 ahead of his accepting a potential settlement?

19 MR. MOORE: Well, not just him accepting it,
20 because technically we haven't accepted it until the
21 August 11th meeting.

22 MR. SWANSON: Right. And so he has until
23 Friday to agree to it?

24 MR. MOORE: Correct.

25 MR. SWANSON: Even if, so --

1 MR. MOORE: He has until Friday to agree to it,
2 but that doesn't mean he couldn't revoke that before
3 you agree on the 11th, though, too.

4 MR. HUEBNER: We have to agree as a group.

5 MR. HEITZNER: So the question is: So what
6 happens if on Thursday the rehearing is denied? Can
7 he still -- does he still have Friday at Noon to
8 agree to these terms?

9 MR. MOORE: Yes.

10 MR. HEITZNER: And then do we have to
11 subsequently agree with him?

12 MR. BARNEBEY: Yes.

13 MR. SWANSON: Because we put it out there.

14 MR. HEITZNER: Because we put it out there, we
15 have to live up to it?

16 MR. MOORE: Terms that I know he will be
17 willing to accept and so that then if he accepts it,
18 signs it, I can bring it to you, and I'm able to
19 represent to him I have a consensus on the Board
20 that I'm going to get this agreement, but it's not a
21 settlement agreement until you've voted on it.

22 MR. HEITZNER: Right. But if the rehearing is
23 denied, can we throw all that out the window, or are
24 we tied to that? Because if the rehearing is denied
25 on Thursday, he's going to agree to that.

1 MR. SWANSON: It's my understanding once it's
2 there, it's out there. Unless you have a release in
3 there that states unless, only -- although this is
4 null and void, if the Supreme Court rules in our
5 favor, right, because we made the offer and there is
6 no contingency in there for us to withdraw it.

7 MR. SELEP: The offer is only an offer. It is
8 not accepted it until we vote on it.

9 MR. SWANSON: Okay.

10 MR. MOORE: Correct. It's contingent on
11 you-all voting on it, but I have a consensus these
12 are the deals --

13 (Crosstalk)

14 MR. SWANSON: You know what I'm saying, right?

15 MR. MOORE: Yes.

16 MR. HEITZNER: We can vote no, even though we
17 put this out.

18 MR. BARNEBEY: The truth of the matter is
19 actually this contingency, this issue is going to be
20 all the way up until the time we meet on the 11th.
21 Because if you get a decision the morning of the
22 11th in your favor, I don't know what you're
23 settling, so --

24 MR. MOORE: It's really at that point in time
25 just the release which is going to be done in the

1 open meeting.

2 MR. HEITZNER: So we don't really need to put
3 in there that this agreement must be accepted by
4 Noon on Friday or before a Supreme Court ruling,
5 whichever, comes first?

6 MR. MOORE: I mean, I can put that in, but
7 again you guys -- if he accepts it before the
8 ruling, you-all don't have to vote on it on the
9 11th.

10 What I would like to know is, let's say that I
11 gave him until Noon on Friday and on Thursday we get
12 the decision. If you-all don't want to move forward
13 it, and I know that right now, I'm just going to go
14 ahead and send an email to Kevin and say, hey, it's
15 too late, decision has been made, the deal is off.

16 So is that where everybody is looking at? If
17 we made a decision before he's accepted it, I can
18 tell him no deal?

19 MR. SWANSON: Absolutely.

20 MR. HUEBNER: I agree.

21 MR. MOORE: If it happens to come out after he
22 accepts it before the meeting, that's just going to
23 be on you-all after your meeting to make a decision.

24 MR. SWANSON: Yep.

25 MR. MOORE: Okay.

1 MR. SELEP: It's why we get paid the big bucks.

2 MR. CARVALHO: But you don't need to spell it
3 out. What Steve stated is spelling it out, but is
4 that maybe not in the best interest to spell it out
5 that way?

6 In other words, it is self-understood that by
7 outlining the point because we're still waiting on a
8 ruling that if it comes first before --

9 MR. MOORE: What I'm going to say is it's
10 basically you need to agree to these points by
11 Friday at Noon, and then the Board will vote on the
12 11th on that. It is clear that it's still not a
13 done deal.

14 If it's before he agrees, that's easy because
15 I'm going to be revoking it before he even has an
16 opportunity to accept it.

17 MR. CARVALHO: Gotcha. Okay.

18 MR. SWANSON: So I'm clear, we're going to make
19 a statement today, in some capacity, that states why
20 we haven't voted on a fifth board member is
21 related -- however you want to word it -- is related
22 to the litigation and settlement discussions, is
23 that correct?

24 MR. CARVALHO: Steve --

25 MR. HEITZNER: Part of that. Say we have made

1 a decision that we were going to elect the fifth
2 board member until we got through litigation. We
3 anticipated that we were through litigation, so we
4 had planned to do that today. However, the litigant
5 filed for a rehearing.

6 MR. SWANSON: Perfect.

7 MR. HEITZNER: So we are delaying our decision
8 until August 11th.

9 MR. SWANSON: That's perfect.

10 MR. HEITZNER: While we're doing that, there's
11 a couple of points that I would like the Board to
12 consider.

13 MR. SWANSON: That's perfect. I only wanted to
14 tie why we haven't done it to the actual statement
15 around board members.

16 MR. CARVALHO: So that will be done. And then
17 I just showed Mark that for the August 11th meeting
18 under staff report, district counsel, it will just
19 have the update of court case and then that
20 verbiage. That's it. That's what will be reflected
21 on the agenda that is going to go out later this
22 afternoon.

23 MR. SWANSON: Okay. You have a furrow brow
24 over there.

25 MR. BARNEBEY: No, I don't think so.

1 MR. SWANSON: Maybe this entire topic just
2 furrows your brow.

3 MR. BARNEBEY: If we get to the settlement
4 point, we're going to have to -- we should, in my
5 opinion, get the settlement finalized and put it on
6 paper and make it available for the public in
7 advance of that meeting, just so everybody
8 understands that. Sooner the better.

9 MR. SELEP: So when do you publish the agenda
10 for the 11th?

11 MS. CARVALHO: Today.

12 MR. BARNEBEY: The agenda only asks for what
13 subject.

14 MR. SELEP: Do a second --

15 MR. CARVALHO: So we would do a revision, an
16 updated agenda, which we could do it on Friday once
17 we have -- after 12, because that's the deadline, if
18 there's anything.

19 MR. MOORE: Mm-hmm.

20 MR. SELEP: Okay.

21 MR. BARNEBEY: Okay. Any questions?

22 MR. SWANSON: I have a general question for my
23 colleagues. But go ahead, Fred, please.

24 MR. MOORE: What I'm going to do is call Dean's
25 attorney today, Kevin, run through these points,

1 these five points. And some time between now and
2 Friday, depending on how that conversation goes, put
3 it in writing to him. I'm going to send it to Steve
4 just to make sure if it was his understanding, what
5 we talked about and get it over to Kevin,
6 recognizing that is expiring on Friday at Noon.
7 Okay? Do you -- Steve?

8 MR. SWANSON: Mine was more, since we can't
9 talk amongst ourselves, I guess I need to test it
10 here -- I'm not -- let me see how I want to phrase
11 this because it's all going to become public record.

12 Why do we think that -- despite his wanting to
13 be part of the governance committee, why do we think
14 that he will add value on that -- outside of his --
15 again, this is not about competency, skills or
16 ability, what is it about that placing him on there
17 doesn't give anybody any pause?

18 MR. SELEP: Well, it does. It gives Scott
19 pause. It gives me pause.

20 MR. SWANSON: Yet, we'll vote him on to the
21 committee.

22 MR. SELEP: Because he said, and I'll use
23 Scott's words, if he does something outrageous, we
24 vote him off. We have the ability to vote him
25 off --

1 MR. SWANSON: As long as the majority agrees.

2 MR. SELEP: Right.

3 MR. MOORE: Super majority.

4 MR. CARVALHO: And it's the Board, not the
5 committee itself.

6 MR. SWANSON: I understand. If it wasn't part
7 of the settlement, would you do it?

8 MR. SELEP: If it wasn't part of the
9 settlement, would I vote Dean Matt on the committee?

10 MR. SWANSON: Yes.

11 MR. SELEP: No.

12 MR. SWANSON: There you have it.

13 MR. SELEP: That's what I said up front.

14 MR. SWANSON: No, I understand. That's where
15 you guys are at. This is for my education. Nobody
16 else's.

17 MR. SELEP: I'm voting to put him on based on
18 points of agreement to ensure that the bond goes
19 through on the date. That's the -- that's my only
20 reason.

21 MR. SWANSON: Okay. I'm good.

22 MR. HEITZNER: Big reason.

23 MR. CARVALHO: I think that's good as a board
24 member to to always keep that in mind.

25 MR. HEITZNER: It's a big reason.

1 MR. CARVALHO: What is the ultimate goal as a
2 board member when you guys took office?
3 Specifically as it relates to this litigation here.

4 MR. HEITZNER: Only way to get the projects
5 moving.

6 MR. SELEP: Right. We move work forward and we
7 move work forward using the financially most
8 economical mind. If that means Dean is on the
9 committee, that means he is on the committee until
10 he does something so outrageous that he gets voted
11 off. That's the way the charter is, so --

12 MR. SWANSON: Fair enough. Just caution.

13 MR. BARNEBEY: Anything else? Fred, anything
14 else?

15 MR. MOORE: I don't have anything else. I have
16 my marching orders.

17 MR. BARNEBEY: Standby. We can go back into
18 public.

19 MR. HUEBNER: Will we receive any notice from
20 you? How can we know how things went if you have a
21 phone call.

22 MR. MOORE: I will -- well, I will send updated
23 emails. Just remember not to respond to everybody
24 as to. If I have a call with Kevin and he says, no,
25 he's not interested at all, I'll let everyone know

1 that. If, you know, I tell him and he says he'll
2 talk to Mr. Matt and I don't hear anything until
3 after -- well, then it's Noon on Friday, one
4 o'clock, I'll send an email saying, I didn't hear
5 from Mr. Matt, so the deal is off.

6 Or I heard from him this morning, he has agreed
7 to accept the deal and we'll be voting for it on
8 Tuesday.

9 MR. SELEP: Set 1 o'clock deadline, because
10 we're a 2 o'clock meeting. We need to make sure
11 everybody sees that email --

12 MR. MOORE: The deadline is Noon on Friday.

13 MR. SELEP: That's what I'm saying --

14 MR. MOORE: You're not meeting until the
15 following --

16 MR. SELEP: Nevermind. Sorry.

17 MR. BARNEBEY: You're okay.

18 MR. SELEP: I get jet lagged.

19 MS. CARVALHO: Can I start the recorder?

20 MR. SWANSON: Let me just ask one more
21 question, and this is -- it's going to be brought up
22 in today's meeting. Mark, you went on. It was an
23 email between -- you were on it, as well, you were
24 asked about this invoice detail. Is that -- can I
25 bring that up here?

1 MR. BARNEBEY: I wouldn't, no.

2 MR. CARVALHO: It's not --

3 MR. BARNEBEY: It's not related to the
4 settlement or to the case.

5 MR. HEITZNER: In about two minutes you can.

6 MR. SWANSON: Can I?

7 MR. HEITZNER: When we get to the public
8 meeting.

9 PUBLIC MEETING RECONVENED

10 MR. CARVALHO: The time is 10:25, and the
11 Special Board of Supervisors Meeting has reconvened.
12 Mark?

13 MR. BARNEBEY: Public, still nobody here from
14 the public. At this point, there is no official
15 action to be taken by the Board, and so we are
16 closing that part of the meeting.

17 We have one item that the Board wanted to
18 discuss related to this matter -- two items that
19 Board wanted to discuss at least briefly.

20 MR. SWANSON: So in regard to the -- so I spoke
21 to Bob Ganey [phonetic] at length. I'm satisfied
22 that his -- he has the documentation to back up his
23 basis for the increase in the bond counseling.

24 The question I have, and I posed to you and
25 Marissa was he said that he'll send it to me, and I

1 told him not to do that yet. I wanted to speak to
2 you guys first because once that information is out
3 there, it's a matter of public record.

4 Again, that's their billing information. It
5 doesn't need be out in the public ether. How can I
6 satisfy what I believe to be my fiduciary
7 requirement as a treasurer in validating his basis
8 for an increase in his bond council fee based on
9 \$130 ,000 in unbilled charges without providing
10 those details? Does that make sense?

11 MR. BARNEBEY: Yes.

12 MR. SWANSON: Can I state -- can I have Bob
13 show them to me in a Zoom call that nothing is
14 captured and I state that I'm comfortable with it?
15 Or do we need to receive those documents and make
16 those part of the public record?

17 MR. BARNEBEY: Let me say a couple of comments.
18 One is if -- if they are sent to you and you will
19 receive them, they are public record.

20 MR. SWANSON: Right. He hasn't done that yet.

21 MR. BARNEBEY: As to the other, I suggest we
22 talk after this meeting.

23 MR. SWANSON: Okay.

24 MR. HEITZNER: I wanted to bring this up. So
25 we made a decision a while ago that we were going to

1 hold off on selecting the fifth board member until
2 we got through litigation for a variety of reasons.

3 We thought we were there once we got the
4 Supreme Court ruling. The litigant filed for a
5 rehearing so we're actually still in litigation, so
6 we are going to not select a board member today. We
7 will select one by our August 11th meeting, which
8 is next Friday.

9 I have a couple of questions on this, you know.
10 One was -- I think might have answered this earlier,
11 when we do vote, what if the vote is a tie since we
12 have four board members? What happens next?

13 The second: It's been a long time since we
14 asked for interested candidates and should we do one
15 more run at the community to see if there aren't any
16 other interested candidates?

17 Three: Do we want to require the fifth board
18 member to be a full-time resident? Because we run
19 into issues with quorums, et cetera, especially in
20 the summer and like we have in some of the other
21 committees where everybody is gone and we can't hold
22 a meeting. So do we want to consider any of those
23 things? Do we want to think about this before our
24 next meeting, which is at 2 o'clock this afternoon,
25 or do you want to --

1 MR. SWANSON: What was your second point again?

2 MR. CARVALHO: Should we send another round of
3 emails to get more candidates?

4 MR. HUEBNER: What if we have a tie?

5 MR. SWANSON: I think we should go back out to
6 the community. I don't think we have as many as we
7 would like to consider. That is just my
8 perspective.

9 MR. HEITZNER: I think the ones, minus one, I
10 think everybody is a full-time resident?

11 MR. CARVALHO: I believe so.

12 MR. SWANSON: That would be great. I just
13 don't know if that limits us. I mean, who wants to
14 be on the Board at this point with everything that
15 is going on here?

16 MR. SELEP: I would say this. I don't know if
17 going back out to the community is -- I'm not
18 opposed to it.

19 MR. SWANSON: How many total candidates do we
20 have?

21 MR. SELEP: Four.

22 MR. BARNEBEY: Let me --

23 MR. SELEP: Let me finish, sorry. Sorry. I
24 would say we should contact the four candidates and
25 make sure they're still interested since it's now

1 been three months.

2 MR. CARVALHO: I think that's a good idea.

3 MR. SELEP: And there's been a lot of water
4 under that bridge.

5 MR. BARNEBEY: Two things. One is, and as I
6 told the chair before, a two/two vote is no vote.
7 It does not pass. So you either have to --
8 someone's got to shift, got to find compromise,
9 something like that.

10 Second comment I'll make is you are not limited
11 by the people that apply. I know you went out and
12 asked. I just want to remind you, you're not
13 limited to that list of people.

14 MR. SWANSON: You can appoint somebody or ask
15 somebody?

16 MR. BARNEBEY: Yeah. You can say, hey, we
17 think you would be good, we think you should. And
18 if the Board appoints them, they appoint them.

19 So I just want to make sure you're aware of
20 that. You're not limited by that list of people
21 under the charter for the district. You just have
22 to appoint to somebody.

23 MR. HUEBNER: How do we reach out to the
24 applicants and see if they're still interested, if
25 they still remember that they applied?

1 MR. CARVALHO: I can do that.

2 MR. HUEBNER: You'll do that?

3 MR. CARVALHO: Yeah, I can do that because
4 they're the ones that sent their original bios and
5 interests to me.

6 MR. SELEP: Can I propose this? If you can
7 reach out to them and if they're all still
8 interested, then I think there's -- I think we're
9 good. If three of them drop out, then I think we've
10 got to consider opening it back up, but that is
11 going to make the 11th a lot more difficult.

12 MR. SWANSON: Can you reach out to them today
13 then?

14 MR. CARVALHO: I can try.

15 MR. SWANSON: That's just a question.

16 MR. CARVALHO: Here's the thing is you guys are
17 discussing this and then you also will discuss it
18 again at your meeting this afternoon. So the
19 timing --

20 MR. SELEP: Not a lot of timing.

21 MR. CARVALHO: Not a lot of time.

22 MR. SELEP: People don't look at their emails
23 like we do.

24 MR. HEITZNER: And I talk about this this
25 afternoon when it comes to that piece on the agenda.

1 MR. CARVALHO: Area:

2 MR. CARVALHO: I think it's appropriate for you
3 to talk during the section of the agenda item
4 itself.

5 MR. SWANSON: I got to go back through my
6 emails. Did all those resumes or bios, did they
7 come in one email or are they separate emails?

8 MR. SELEP: They're in the agenda packet.

9 MR. SWANSON: Which date it was?

10 MR. HEITZNER: Maybe they can be resent to us.

11 MR. SWANSON: I only spoke to one person.

12 MR. BARNEBEY: Anything else?

13 MR. CARVALHO: Anything else before we proceed
14 with adjournment? At this time, is there a motion
15 to adjourn?

16 MR. SWANSON: So motion.

17 MR. SELEP: Second.

18 MR. CARVALHO: Swanson, second by Greg Selep.
19 All in favor say aye.

20 THE BOARD: Aye.

21 MR. CARVALHO: Any opposed? This meeting is
22 adjourned. The time is 10:34 a.m.

23 (Whereupon, the meeting was adjourned at 10:34
24 a.m.)
25

1 CERTIFICATE OF COURT REPORTER

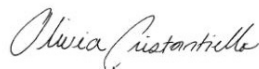
2 STATE OF FLORIDA

3 COUNTY OF SARASOTA
4

5 I, Olivia Cristantiello, Certified Shorthand
6 Reporter, do hereby certify that I was authorized to and
7 did stenographically report the Shade Meeting; and that
8 the foregoing transcript is a true record of my
9 stenographic notes.

10
11 I FURTHER CERTIFY that I am not a relative,
12 employee, or attorney, or counsel of any of the parties,
13 nor am I a relative or employee of any of the parties'
14 attorney or counsel connected with the action, nor am I
15 financially interested in the action.

16
17 DATED this 13th day of August, 2026 at Sarasota
18 County, Florida.

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23 _____
24 Olivia Cristantiello, CSR
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