

MINUTES OF MEETING  
WESTSIDE COMMUNITY DEVELOPMENT DISTRICT

The regular meeting of the Board of Supervisors of the Westside Community Development District was held Tuesday, October 4, 2016 at 11:00 a.m. at the offices of Hanson Walter & Associates, 8 Broadway Avenue, Suite 104, Kissimmee, Florida.

Present and constituting a quorum were:

Charles Steele	Chairman
Duane Owen	Vice Chairman
Mike Dady	Assistant Secretary
Thomas Franklin	Assistant Secretary
Scott Stewart	Assistant Secretary

Also present were:

Jason Showe	District Manager
Andrew d'Adesky	District Counsel
Santiago Machado	District Engineer
Alan Scheerer	Field Manager

**FIRST ORDER OF BUSINESS**

**Roll Call**

Mr. Showe called the meeting to order,

**SECOND ORDER OF BUSINESS**

**Public Comment Period**

There being none, the next item followed.

**THIRD ORDER OF BUSINESS**

**Approval of the Minutes of the August 2,  
2016 Meeting**

Mr. Showe stated the next item is approval of the minutes of the August 2, 2016 meeting. Those minutes have been provided as part of the agenda package and we can take any corrections or changes at this time.

Mr. Dady made an amendment on page 5, which will be reflected in the final document.

On MOTION by Mr. Franklin seconded by Mr. Dady with all in favor the minutes of the August 2, 2016 meeting were approved as amended.

**FOURTH ORDER OF BUSINESS                      Discussion of Dissemination Agent**

**A.    Acceptance of Termination of Prager & Co., LLC**

Mr. Showe stated we included in your agenda package a letter from Prager & Co. resigning as dissemination agent effective September 30, 2016. We would like a motion accepting that resignation.

On MOTION by Mr. Dady seconded by Mr. Owen with all in favor the termination letter from Prager & Co., LLC was accepted.

**B.    Consideration of Agreement for Dissemination Agent**

Mr. Showe stated we reached out to Lerner to provide a proposal and they have provided a proposal for \$6,000 to provide those services, which is the same price that Prager was charging.

Mr. Stewart joined the meeting at this time.

On MOTION by Mr. Franklin seconded by Mr. Owen with four in favor and Mr. Dady abstaining from voting due to a conflict of interest the dissemination agent agreement with Lerner Reporting Services, Inc. in the amount of \$6,000 was approved.

**FIFTH ORDER OF BUSINESS                      Discussion of Request from Bok Tower Gardens**

Mr. Showe stated we included in your agenda package a request from Bok Tower Gardens. They would like to obtain seeds of Clasping Warea from the Warea Tract. We reached out to our environmental folks and they said that this would not impact our permit and it is up to the Board to allow them to do that.

On MOTION by Mr. Dady seconded by Mr. Franklin with all in favor the request from Bok Tower Gardens was approved.

**SIXTH ORDER OF BUSINESS                      Staff Reports**

**A. Attorney****i. Discussion on Meeting with County Regarding Jr. Davis Demand Letter**

Mr. d'Adesky stated the biggest issue we had was the meeting with the County and their private attorney, which is Bryant Miller Olive and Alan Zimmet their litigator of some repute in city and county government litigation circles. We finally got all our schedules together and we met with them to lay out our position.

Mr. Dady stated this is the case of the missing right-of-way taking.

Mr. d'Adesky stated yes, this is in response to Jr. Davis sending the County a demand letter stating that they will foreclose on their interests on their lien on a particular section of Westside Boulevard and once they foreclosed the letter stated they would close the road, erect barricades and what would proceed from that would most likely be some sort of takings action either through inverse condemnation or eminent domain. Our anticipation was that the County would in turn come after us for any cost of that eminent domain taking proceeding. After speaking with the County, they confirmed that position, that if they were to proceed with inverse condemnation or eminent domain proceedings they would in turn look to the District for some sort of compensation or contribution regarding that.

We came to the meeting with one of our litigation staff, we feel that our position is strong and facts behind us. This meeting was in advance of a meeting with Jr. Davis, no one has met with Jr. Davis, at this point we haven't attended a mediation, we haven't been able to know what Jr. Davis wants out of this in the end, what percentage of money he is looking for, what he is looking for out of this at all. The next step coming out of this meeting would be attending a mediation, which would be with Jr. Davis, the County and ourselves. If we attend the mediation one of the requirements is that you have some sort of authority to mediate, to settle. At this meeting we would like a delegation to either the District Manager or a particular Board Member to attend the mediation and to settle for a certain amount. The amount that we would propose to the Board would be up to the amount that we are indemnified for plus any District legal costs.

Mr. Stewart asked what is the amount?

Mr. d'Adesky stated \$75,000, Jr. Davis indemnified us against the County when the County would file a claim.

Mr. Stewart stated that would be like a net/net affect.

Mr. d'Adesky stated yes plus whatever fees we expended working on this so far because we have spent some time doing research and background getting up to speed on this. That is what we propose and we also look for someone to be delegated, either George or Jason or one of the Board Members to attend because you need someone at the table with authority.

Mr. Dady stated it has to be someone who can make a go/no go decision.

Mr. d'Adesky stated yes.

Mr. Dady stated I'm willing to do that. We are running a couple jobs with Jr. and we have a good relationship. I think this is a case where he has a better relationship with the County. Perhaps some cooler minds can prevail and remind him of the big picture. He unfortunately has gotten the short end of the stick with Mr. Oxley like the District did we are in the same boat as far as I can see. We took a tremendous loss during this whole fiasco during the real estate recession so we shouldn't be held to any special burden so it would be my recommendation that if the Board so desires I think it should be a Board Member, it could be any Board Member but if we have to go into our pockets I think our first option would be as Counsel recommended for the limited liability of \$75,000. I would remind them that we have already committed substantial dollars, time, materials, right of way and professional services seeking resolution.

Mr. d'Adesky stated we made that clear to the County that we have contributed a significant amount.

Mr. Dady stated if somebody else thinks they have a better in with him I have no special consideration but I would be willing to do it.

Mr. Steele asked Tom don't you have that special relationship?

Mr. Franklin stated it is very similar. I have a very tight personal relationship with Jr. and have since he got out of high school. Jr. worked for me for many years before he went on his own. I don't know that in this particular case I would have any more influence than anybody else would and because we are personal he might try to take advantage of that, which maybe someone who wouldn't have as close of a relationship he wouldn't.

Mr. Dady stated I would think you would have the better relationship but you may not want to use that chip on this. When is the mediation?

Mr. d'Adesky stated we haven't set a date yet we are looking for a mediator that is neutral and agreeable to all parties.

Mr. Stewart asked what is your feeling that the County wants out of us?

Mr. d'Adesky stated I think the County wants a contribution of some sort.

Mr. Owen asked what is the County's legal fee going to be for a taking?

Mr. d'Adesky stated our portion was about \$300,000 we thought theirs would be similar but they came with the \$1 million to \$2 million range for the taking, which I thought is high.

Mr. Stewart asked is the mediation meant to solve it once and for all?

Mr. d'Adesky stated it is meant to solve it.

Mr. Owen asked what is the size of this piece of property we are discussing?

Mr. d'Adesky stated there are two little pieces, 90 feet wide by 300 feet.

Mr. Dady asked what do you want to accomplish? If it is to just offer the \$75,000 then I think District management could attend and say we are authorized by the Board to give \$75,000. If you want to try to put a hard line on there of making points that we have already contributed significant dollars then I'm your bad cop. If you want a good cop Tom can go and say can't we just all get along this is a public right of way what are we fighting over. Those are your choices.

Mr. d'Adesky stated I think there is a time for good cop bad cop but George attended the meeting with the County and did a great job and I think he would be the guy to attend the mediation.

Mr. Owen stated my feeling is it should just be the District Manager.

On MOTION by Mr. Dady seconded by Mr. Stewart with all in favor the District Manager was authorized to participate in the mediation with an upset limit of \$75,000 to offer the County as a last offer to settle.

Mr. d'Adesky stated at the last meeting you approved the temporary construction easement regarding Paradise Palms and what would be Lennar coming in and removing the underground tank. There was an issue at closing, the closing didn't happen because someone filed a lis pendens on the property. There is a hearing to lift it and I spoke with Jason Merritt on the way here and it should be lifted on the 14<sup>th</sup> so that should be cleared up. When you approved the temporary construction easement we made that subject to them agreeing to pay our legal and engineering fees. We did get that agreement and they are willing to pay our fees and Santiago is overseeing this. The permanent easement will come at a future meeting.

**B. Engineer**

**i. Status of Conveyance of Utilities to TWA**

Mr. Machado stated I have not had a response from Pulte. I contacted the contractor and the TWA inspector has been out there and as far as I know they have everything completed.

Mr. Showe stated Pulte represented to me that in their opinion they completed all the check list items.

Mr. Machado stated that is the same as I got from the TWA inspector; however, I'm trying to get confirmation above him saying that everything is okay. I know there is one outstanding item connecting the newly converted reuse over from potable water to that new reuse line for Parcels D and E, which is Tuscany and Calabria. I have asked for a cost from the contractor who has been working out there to provide that and I haven't gotten a response from him. I'm trying to get confirmation from TWA that everything has been done can we now close the chapter on this book.

Mr. Dady asked do you have an update on the Sand Mine Road connection, the alignment issue that came up?

Mr. Machado stated as far as alignment goes it has been approved for the SPE approved construction plans for Parcel M2. That alignment has been blessed and approved by the County.

Mr. Dady asked have you gotten confirmation of that?

Mr. Machado responded yes, I have confirmation by email from Jose Gomez at the County and it is on the plans.

Mr. Dady stated I appreciate that the District worked hard to cooperate with the County to make sure that right of way was available and I believe Mattamy contributed right of way at the corner. A lot of people spent time and money to get it right so we would like to put that issue to bed as well.

**C. Manager**

**i. Approval of Check Register**

Mr. Showe stated the next item is approval of the check register for general fund checks 1127 through 1140 for \$42,833.97, August payroll for \$937.97 for a total of \$43,771.94 and both Alan and I can take any questions you may have on those.

On MOTION by Mr. Franklin seconded by Mr. Stewart with all in favor the check register was approved.

**ii. Balance Sheet and Income Statement**

Mr. Showe stated next is the balance sheet and income statement. There is no action required by the Board on these items.

**iii. Discussion of Direct Bill Status**

Mr. Showe stated the direct bill schedule is attached and we have received both the on roll and off roll assessments over 100%. All the landowners paid for 2016.

**SEVENTH ORDER OF BUSINESS**

**Supervisor's Requests**

Mr. Dady stated the only thing I have is just my issue on following through on the County alignment.

On MOTION by Mr. Owen seconded by Mr. Franklin with all in favor the meeting adjourned at 11:30 a.m.

  
Secretary/Assistant Secretary

  
Chairman/Vice Chairman