

**MINUTES OF MEETING
BROOKSTONE
COMMUNITY DEVELOPMENT DISTRICT**

The Board of Supervisors of the Brookstone Community Development District held a Public Hearing and a Regular Meeting on Tuesday, September 18, 2018 at 1:00 p.m., at ZNS Engineering, 201 5th Ave., Dr. E, Bradenton, Florida 34208.

Present and constituting a quorum were:

Les Basnight	Chair
Rhett Johnson	Vice Chair
Clifton Fischer	Assistant Secretary
Charles Conoley	Assistant Secretary
Cynthia Uter	Assistant Secretary

Also present were:

Craig Wrathell	District Manager
Cindy Cerbone	Wrathell, Hunt and Associates, LLC
Jere L. Earlywine	Hopping Green & Sams PA
Hal Lutz	DR Horton

FIRST ORDER OF BUSINESS

Call to Order/Roll Call

Mr. Wrathell called the meeting to order at 1:08 p.m. Supervisors Conoley and Cynthia Uter were present in person. Supervisors Heim, Gaudette and J. Marion Uter were not present and had submitted their resignations. District Counsel previously directed Mr. Wrathell to individually accept each resignation and take nominations to fill the vacated seat, following each resignation.

SECOND ORDER OF BUSINESS

Public Comments

This item was not addressed.

THIRD ORDER OF BUSINESS

Consideration of Board Member Resignations and Appointment of Replacements

Mr. Wrathell presented the letter of resignation from Ms. Priscilla G. Heim.

On MOTION by Mr. Conoley and seconded by Ms. Uter, with all in favor, the resignation of Ms. Priscilla G. Heim, dated July 12, 2018, was accepted.

Mr. Wrathell stated that Seats 1 and 4, held by Supervisors Ms. Heim and Ms. Uter, respectively expire November, 2020. Seats 2, 3 and 5, currently held by Supervisors Conoley, J. Marion Uter and Gaudette, respectively, expire November, 2018 and will be up for election at the Landowners' Election on November 6. The Landowner or a proxy holder must attend to cast votes.

Ms. Uter nominated Mr. Les Basnight to fill Seat 1; term expires November, 2020. No other nominations were made.

On MOTION by Ms. Uter and seconded by Mr. Conoley, with all in favor, the appointment of Mr. Les Basnight to Seat 1, term expires November, 2020, was approved.

A. Administration of Oath of Office (*the following to be provided in separate package*)

Mr. Wrathell, a Notary of the State of Florida and duly authorized, administered the Oath of Office to Mr. Basnight.

Mr. Wrathell presented the email resignation from Mr. Eddie Gaudette.

On MOTION by Mr. Conoley and seconded by Ms. Uter, with all in favor, the resignation of Mr. Eddie Gaudette, effective immediately, was accepted.

Ms. Uter nominated Mr. Rhett Johnson to fill Seat 5; term expires November, 2018. No other nominations were made.

On MOTION by Ms. Uter and seconded by Mr. Conoley, with all in favor, the appointment of Mr. Rhett Johnson to Seat 5, term expires November, 2018, was approved.

Mr. Wrathell, a Notary of the State of Florida and duly authorized, administered the Oath of Office to Mr. Johnson.

Mr. Wrathell presented the letter of resignation from Mr. J. Marion Uter.

On MOTION by, Mr. Conoley and seconded by Ms. Uter with all in favor, the resignation of Mr. J. Marion Uter, dated September 18, 2018, was accepted.

Ms. Uter nominated Mr. Clifton Fischer to fill Seat 3; term expires November, 2018. No other nominations were made.

On MOTION by Ms. Uter and seconded by Mr. Conoley, with all in favor, the appointment of Mr. Clifton Fischer to Seat 3, term expires November, 2018, was approved.

Mr. Wrathell, a Notary of the State of Florida and duly authorized, administered the Oath of Office to Mr. Fischer.

Mr. Wrathell presented the letter of resignation from Ms. Cynthia Uter. Seat 4, expiring November 2020, would remain vacant; nominations were deferred until the next meeting.

On MOTION by Mr. Conoley and seconded by Mr. Basnight, with all in favor, the resignation of Ms. Cynthia Uter, effective immediately, was accepted.

Mr. Wrathell provided and briefly explained the following items:

- i. **Guide to Sunshine Amendment and Code of Ethics for Public Officers and Employers**
- ii. **Membership, Obligations and Responsibilities**
- iii. **Financial Disclosure Forms**
 - **Form 1: Statement of Financial Interests**
 - **Form 1X: Amendment to Form 1, Statement of Financial Interests**
 - **Form 1F: Final Statement of Financial Interests**
- iv. **Form 8B – Memorandum of Voting Conflict**

The Supervisor's stipend was accepted by each new Board Member. Mr. Wrathell directed new Board Members to complete and file Form 1 in their County of residence, and recommended sending it in a manner such that proof of receipt is provided.

Mr. Wrathell discussed the Sunshine Law, maintaining separate personal and CDD email addresses, computer and file cabinet files. Public records requests should be forwarded to

Management and Management will respond. Mr. Earlywine discussed prohibitions under the ethics code, such as gifts; Management should be informed immediately, if they receive a gift. He stressed the implications of violating the Sunshine and Public Records Laws and reiterated that public record requests should be forwarded to Management immediately, since responses are time sensitive. Mr. Wrathell noted that emails that he, Ms. Cerbone and Mr. Earlywine are copied on are kept by his firm; therefore, Supervisors do not need to save them.

Mr. Wrathell stated that a revised agenda was distributed at the meeting so some items may be under a different tab number, in the agenda book.

FOURTH ORDER OF BUSINESS

**Consideration of Resolution 2018-08,
Electing and Designating the Officers of the
District and Providing for an Effective Date**

Mr. Wrathell presented Resolution 2018-08. He explained the responsibilities of each position.

Mr. Fischer nominated the following slate of officers:

Chair	Les Basnight
Vice Chair	Rhett Johnson
Secretary	Craig Wrathell
Treasurer	Craig Wrathell
Assistant Secretary	Clifton Fischer
Assistant Secretary	Charles Conoley
Assistant Secretary	Vacant
Assistant Secretary	Cindy Cerbone
Assistant Treasurer	Jeff Pinder

On MOTION by Mr. Fischer and seconded by Mr. Basnight, with all in favor, Resolution 2018-08, Electing and Designating the Officers of the District and Providing for an Effective Date, as nominated, was adopted.

FIFTH ORDER OF BUSINESS

**Public Hearing to Hear Comments and
Objections on Adoption of Fiscal Year
2018/2019 Budget**

A. Affidavit of Publication

Mr. Wrathell presented the affidavit of publication.

B. Consideration of Resolution 2018-09, Relating to the Annual Appropriations and Adopting the Budget for the Fiscal Year Beginning October 1, 2018, and Ending September 30, 2019; Authorizing Budget Amendments; and Providing an Effective Date

Mr. Wrathell presented the proposed Fiscal Year 2019 budget which consists mainly of off-roll assessments, and Developer contributions. It was anticipated that some assessments will be on the tax bill by November, 2019, for the Fiscal Year 2020 budget. He reviewed the line item adjustments over Fiscal Year 2018.

Mr. Wrathell discussed recent lawsuits filed against CDDs alleging their websites were not compliant with the Americans with Disabilities Act (ADA) requirements for websites. The District's insurance carrier engaged Counsel to defend these lawsuits on behalf of those CDDs that were served. Management engaged ADA Site Compliance (ADASC), on behalf of all its Districts, to update each website with an ADA Compliance Seal, which links to the District's Accessibility Policy. Negotiations were underway with ADASC to perform a human audit on a prototype CDD website, with the findings to be carried over to individual websites and the cost split between Management's CDDs. The District's insurance carrier will continue to provide coverage, if the websites are brought into compliance. Although there is no formal law about websites being ADA compliant, there were recommendations and courts seem to be enforcing, based on the recommendations. The District's website will contain only legally required documents and outdated or unnecessary information will be removed from the website.

Mr. Wrathell opened the Public Hearing.

No members of the public spoke.

Mr. Wrathell closed the Public Hearing.

Mr. Wrathell presented Resolution 2018-09.

On MOTION by Mr. Fischer and seconded by Mr. Conoley, with all in favor, Resolution 2018-09, Relating to the Annual Appropriations and Adopting the Budget for the Fiscal Year Beginning October 1, 2018, and Ending September 30, 2019; Authorizing Budget Amendments; and Providing an Effective Date, was adopted.

**BROOKSTONE CDD
SIXTH ORDER OF BUSINESS**

September 18, 2018

Consideration Resolution 2018-10, Making a Determination of Benefit and Imposing Special Assessments for Fiscal Year 2018/2019; Providing for the Collection and Enforcement of Special Assessments; Certifying an Assessment Roll; Providing for Amendments to the Assessment Roll; Providing a Severability Clause; and Providing an Effective Date

Mr. Wrathell stated that this Resolution sets forth the collection methods available to the District and enables the District to place on-roll assessments on the tax bill and to direct bill off-roll assessments to the commercial and undeveloped property owners. It was decided that the Fiscal Year 2019 assessments will remain off-roll and will be billed monthly. In response to the question of occupancy, Mr. Wrathell stated that there were no occupied units, as infrastructure construction was underway; however, DR Horton is under contract to purchase lots. It was noted that occupancy is expected to occur no earlier than June 2019. Discussion ensued regarding whether to change assessments to on-roll but it was decided that they would remain off-roll and adjustments would be made for Fiscal Year 2020, if needed. In response to a question, Mr. Lutz expected 75 homes to be built from June 2019 through summer.

Mr. Wrathell opened the Public Hearing.

No members of the public spoke.

Mr. Wrathell closed the Public Hearing.

Mr. Wrathell presented Resolution 2018-10.

On MOTION by Mr. Conoley and seconded by Mr. Fischer, with all in favor, Resolution 2018-10, Making a Determination of Benefit and Imposing Special Assessments for Fiscal Year 2018/2019; Providing for the Collection and Enforcement of Special Assessments; Certifying an Assessment Roll; Providing for Amendments to the Assessment Roll; Providing a Severability Clause; and Providing an Effective Date, was adopted.

SEVENTH ORDER OF BUSINESS

Presentation of Audited Financial Statements for the Fiscal Year Ended September 30, 2018, Prepared by Carr, Riggs & Ingram, LLC

BROOKSTONE CDD

September 18, 2018

Mr. Wrathell presented the Audited Financial Report for Fiscal Year 2017 and described the information that could be found on each page. The audit was transmitted to the Auditor General by the June 30, 2018 deadline. Since the bonds were issued, subsequent to Fiscal Year 2017, there was minimal activity noted in the audit. The Developer funded capital projects expenses, such as the Engineer’s Report, is expensed to a Debt Service or Capital Projects Fund, as the Developer is eligible to be reimbursed for the advanced funding, when the bonds are issued. This was a clean, unqualified audit; there were no findings, deficiencies or instances of noncompliance. The audit was consistent with past audits.

The following scrivener’s error in the agenda item title above was noted:

The audit was for the Fiscal Year Ended 2017 and not 2018.

EIGHTH ORDER OF BUSINESS

**Consideration Resolution 2018-11,
Accepting the Audited Financial
Statements for the Fiscal Year Ended
September 30, 2017**

Mr. Wrathell presented Resolution 2018-11.

**On MOTION by Mr. Fischer and seconded by Mr. Conoley, with all in favor,
Resolution 2018-11, Accepting the Audited Financial Statements for the Fiscal
Year Ended September 30, 2017, was adopted.**

NINTH ORDER OF BUSINESS

**Consideration Resolution 2018-12,
Adopting an Annual Meeting Schedule for
Fiscal Year 2018/2019**

Mr. Wrathell presented Resolution 2018-12. There following change was made:

Meeting Dates: Change to the first Friday of each month, with the exception of the November 6th Landowner Election meeting.

**On MOTION by Mr. Basnight and seconded by Mr. Fischer, with all in favor,
Resolution 2018-12, Adopting an Annual Meeting Schedule for Fiscal Year
2018/2019, as amended, was adopted.**

**BROOKSTONE CDD
TENTH ORDER OF BUSINESS**

September 18, 2018

Consideration Of Resolution 2018-13, Rescinding Resolution 2018-07 Which Resolution Designated a Date, Time, and Location for Landowners' Meeting of the District, and Provided for an Effective Date; Redesignating a Date, Time, and Location for Landowners' Meeting of the District, and Providing for an Effective Date

Mr. Wrathell presented Resolution 2018-13. The updated instructions and proxy for the Landowners' Election on November 6, 2018, will be provided and advertised, accordingly.

On MOTION by Mr. Fischer and seconded by Mr. Basnight, with all in favor, Resolution 2018-13, Rescinding Resolution 2018-07, Which Resolution Designated a Date, Time, and Location for Landowners' Meeting of the District, and Provided for an Effective Date; Redesignating a Date, Time, and Location for Landowners' Meeting of the District, and Providing for an Effective Date, was adopted.

ELEVENTH ORDER OF BUSINESS

Approval of Unaudited Financial Statements as of July 31, 2018

Mr. Wrathell presented the Unaudited Financial Statements as of July 31, 2018.

On MOTION by Mr. Fischer and seconded by Mr. Conoley, with all in favor, the Unaudited Financial Statements as of July 31, 2018, were approved.

TWELFTH ORDER OF BUSINESS

Consideration of Minutes

- A. May 2, 2018 Regular Meeting**
- B. June 11, 2018 Regular Meeting**

Mr. Wrathell presented the May 2 and June 11, 2018 Regular Meeting Minutes and asked for any additions, deletions or corrections.

On MOTION by Mr. Conoley and seconded by Mr. Johnson, with all in favor, the May 2 and June 11, 2018 Regular Meeting Minutes, as presented, were approved.

THIRTEENTH ORDER OF BUSINESS

Staff Reports

A. District Counsel: *Vogler Ashton, PLLC*

Mr. Wrathell stated that he will advise Mr. Vogler that new District Counsel was hired and to transition everything to Mr. Earlywine, at Hopping Green & Sams PA

Mr. Earlywine discussed his firm’s experience and presented the Fee Agreement.

On MOTION by Mr. Johnson and seconded by Mr. Fischer, with all in favor, the Hopping Green & Sams PA Fee Agreement to serve as District Counsel, was approved.

B. District Engineer (Interim): *ZNS Engineering, L.C.*

There being no report, the next item followed.

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

- i. Consideration of ADA Site Compliance Proposal for Website Compliance Shield, Accessibility Policy and One (1) Annual Technological Audit**

This item was also discussed during Item 5B.

On MOTION by Mr. Conoley and seconded by Mr. Basnight, with all in favor, the ADA Site Compliance Proposal for Website Compliance Shield, Accessibility Policy and One (1) Annual Technological Audit, was approved.

FOURTEENTH ORDER OF BUSINESS

Board Members’ Comments/Requests

There being no Board Members’ comments or requests, the next item followed.

FIFTEENTH ORDER OF BUSINESS

Public Comments

There being no public comments, the next item followed.

SIXTEENTH ORDER OF BUSINESS

Adjournment

There being nothing further to discuss, the meeting adjourned.

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


Secretary/Assistant Secretary


Chair/Vice Chair