

**MINUTES OF MEETING
UNIVERSITY SQUARE
COMMUNITY DEVELOPMENT DISTRICT**

The Board of Supervisors of the University Square Community Development District held a Public Hearing and Regular Meeting on August 8, 2024 at 12:00 p.m., at the offices of Miromar Development Corporation, 10801 Corkscrew Road, Suite 305, Estero, Florida 33928.

Present were:

Rich Pomeroy	Vice Chair
Mark Geschwendt	Assistant Secretary
Mark Battaglia	Assistant Secretary

Also present were:

Chuck Adams	District Manager
Greg Urbancic (via telephone)	District Counsel
John Fomero (via telephone)	Counsel for Miromar Development Corp.

FIRST ORDER OF BUSINESS

Call to Order/Roll Call

Mr. Adams called the meeting to order at 12:00 p.m.

Supervisors Geschwendt, Pomeroy and Battaglia were present. Supervisor Staner was absent. One seat was vacant.

SECOND ORDER OF BUSINESS

Public Comments

No members of the public spoke.

THIRD ORDER OF BUSINESS

**Presentation of Audited Financial Report
for Fiscal Year Ended September 30, 2023;
Prepared by McDirmit Davis**

On behalf of McDirmit Davis, Mr. Adams read a summary of the Audited Financial Report for the Fiscal Year Ended September 30, 2023, as follows:

“The audit opinion is unmodified. The CDD’s assets have increased by \$105,000, primarily due to an increase in cash and investments as well as receivables. The liabilities have decreased by \$348,000, primarily due to principal payments on long-term debt. There were no significant changes in revenues and the expenses decreased by \$37,000, primarily due to an increase in interest expense on long-term debt and a decrease in maintenance and operating expenses. Overall, the net position increased by \$454,000, the General Fund continues to have a stable fund balance and the District is in compliance with all of the laws and regulations tested as a part of the audit. There were no current or prior year management comments and internal controls tested were operating effectively. This is an overall positive financial report.”

Mr. Adams stated the audit was filed with the State prior to the June 30, 2024 deadline.

FOURTH ORDER OF BUSINESS

Consideration of Resolution 2024-04, Hereby Accepting the Audited Financial Report for the Fiscal Year Ended September 30, 2023

Mr. Adams presented Resolution 2024-04.

On MOTION by Mr. Geschwendt and seconded by Mr. Pomeroy, with all in favor, Resolution 2024-04, Hereby Accepting the Audited Financial Report for the Fiscal Year Ended September 30, 2023, was adopted.

FIFTH ORDER OF BUSINESS

Consideration of Resolution 2024-05, Relating to the Amendment of the Budget for the Fiscal Year Beginning October 1, 2023 and Ending September 30, 2024; and Providing for an Effective Date

Mr. Adams presented Resolution 2024-05. This amends the Fiscal Year 2024 budget because of unbudgeted costs incurred for field operations and accesses fund balance to help offset those costs. This is necessary to avoid a finding in the next audit.

Asked why the “Trustee” fee doubled, Mr. Adams stated it is because the CDD has two debt service funds that are being audited, at roughly \$4,000 per fund plus reimbursables. Asked which banking institution is serving as Trustee, Mr. Adams stated Wells Fargo.

The proposed Fiscal Year 2025 budget will be amended to reflect the increased trustee fees.

On MOTION by Mr. Geschwendt and seconded by Mr. Battaglia, with all in favor, Resolution 2024-05, Relating to the Amendment of the Budget for the Fiscal Year Beginning October 1, 2023 and Ending September 30, 2024; and Providing for an Effective Date, was adopted.

Mr. Urbancic stated he researched a transcript and the Trustee for the Series 2017 bonds is US Bank.

SIXTH ORDER OF BUSINESS

Public Hearing on Adoption of Fiscal Year 2024/2025 Budget

A. Proof/Affidavit of Publication

The affidavit of publication was included for informational purposes.

B. Consideration of Resolution 2024-06, Relating to the Annual Appropriations and Adopting the Budget for the Fiscal Year Beginning October 1, 2024, and Ending September 30, 2025; Authorizing Budget Amendments; and Providing an Effective Date

Mr. Adams presented Resolution 2024-06. He reviewed the proposed Fiscal Year 2025 budget, highlighting increases, decreases and adjustments, compared to the Fiscal Year 2024 budget, and explained the reasons for any changes.

The following change will be made:

Page 1, “Trustee fees”: Increase from \$4,080 to \$8,400 and use \$4,320 of Unassigned Fund Balance to keep assessments flat, year over year.

Mr. Adams responded to questions regarding the debt service fund actuals and interest earnings and the CDD’s outstanding and long-term liabilities.

Mr. Adams opened the Public Hearing.

No affected property owners or members of the public spoke.

Mr. Adams closed the Public Hearing.

On MOTION by Mr. Geschwendt and seconded by Mr. Pomeroy, with all in favor, Resolution 2024-06, Relating to the Annual Appropriations and Adopting the Budget for the Fiscal Year Beginning October 1, 2024, and Ending September 30, 2025, as amended; Authorizing Budget Amendments; and Providing an Effective Date, was adopted.

SEVENTH ORDER OF BUSINESS

Consideration of Resolution 2024-07, Making a Determination of Benefit and Imposing Special Assessments for Fiscal Year 2024/2025; 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. Adams presented Resolution 2024-07.

On MOTION by Mr. Geschwendt and seconded by Mr. Pomeroy, with all in favor, Resolution 2024-07, Making a Determination of Benefit and Imposing Special Assessments for Fiscal Year 2024/2025; 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.

EIGHTH ORDER OF BUSINESS

Consideration of Goals and Objectives Reporting [HB7013 - Special Districts Performance Measures and Standards Reporting]

Mr. Adams presented the Memorandum explaining the new requirement for special districts to develop goals and objectives annually and develop performance measures and standards to assess the achievement of the goals and objectives. Community Communication and Engagement, Infrastructure and Facilities Maintenance, and Financial Transparency and Accountability will be the key categories to focus on for Fiscal Year 2025. He presented the

Performance Measures/Standards & Annual Reporting Form developed for the CDD, which explains how the CDD will meet the goals.

On MOTION by Mr. Geschwendt and seconded by Mr. Battaglia, with all in favor, the Goals and Objectives and the Performance Measures/Standards & Annual Reporting Form, were approved.

NINTH ORDER OF BUSINESS

Discussion: Stormwater Operating Permit Partial Transfer Challenge

Mr. Adams introduced Mr. John Fomero, who previously requested including the Stormwater Operating Permit Partial Transfer Challenge topic as a discussion item on the agenda.

Mr. Fomero stated he is an attorney, retained by the Miromar Development Corporation to assess actions by the Village of Estero (Village) that could adversely impact the development opportunities and stormwater management for Miromar Properties, including the outlet mall. As part of that effort, he has been filing public records requests with the Village and the South Florida Management District (SFWMD). He asked if anyone is aware of or has heard of the Village's efforts to acquire some stormwater management systems and take over operation and maintenance (O&M) responsibilities for those systems.

Mr. Battaglia stated he has some knowledge of this and is aware that this exists.

Mr. Fomero stated Mr. Battaglia became aware of the Village's plans by reading various magazine and newspaper articles. Based on the articles, it is necessary to understand what the Village is doing with respect to the lake, drainage and the stormwater management systems that serve the outlet mall and surrounding areas. Mr. Fomero stated a very lengthy response from the SFWMD was recently received. In April 2024, the Village received two permit modifications from the SFWMD, wherein they have effectively taken over long-term O&M responsibilities from the surface water management/drainage systems that serve the sports arena and the residential communities to the east. As part of this, the Village acquired fee interest in the lake of 85% of the lake area, easements upstream of the lake in the sports arena and the residential developments and fee ownership of several road segments, including Everglades Parkway, North Everglades Parkway, South Everglades Parkway and a portion of the

outlet mall boulevard. All these actions occurred without any notice, involvement or consultation with Miromar Development Corporation or its subsidiaries.

Mr. Fomero stated the point of this meeting is that, under State law, whenever an agency like the SFWMD takes agency action, such as issuing a permit or modifying a permit, any substantially affected party is supposed to have 21 days to file an administrative petition requesting a hearing. Within 20 days of receiving the requested data from the SFWMD. Mr. Fomero stated that, on behalf of Miromar Development Corporation and its related entities, he filed a petition requesting a hearing regarding the agency actions and to determine if and to what extent his client is adversely-impacted; he also found evidences that the CDD is likewise a substantially-affected party because it has a role in the O&M of at least a portion of the lake and water management systems in the area. He recommended that the CDD Board consider intervening in the administrative proceeding that Miromar Development initiated and stated that there is an opportunity to do that by filing a simple motion to intervene alleging that the CDD is a substantially-affected party in these actions.

Mr. Urbancic stated the Board needs to understand the costs involved and asked exactly how the two Counsels would work together on this matter. Mr. Fomero stated that is a judgement decision that his client would need to make. He thinks it would be efficient for one Counsel to handle this with the understanding that the interests of the CDD and Miromar are directly aligned with the other. He discussed the filing of the administrative action, the SFWMD notice and how the CDD might be impacted by the agency actions.

Discussion ensued regarding whether to intervene on the filing, the Developer, legal costs, the Village's plans, including roadway acquisitions, the Estero River, the SFWMD and how CDD involvement in the intervention could affect the meeting schedule and the budget.

On MOTION by Mr. Battaglia and seconded by Mr. Pomeroy, with all in favor, authorizing the District's participation in an intervention filing by Miromar Development against the Village of Estero, with the Developer/Mall Counsel serving as lead Counsel, incurring the costs, and District Counsel serving in a secondary role, to review the information presented, was approved.

Mr. Adams presented the Unaudited Financial Statements as of June 30, 2024.

The financials were accepted.

ELEVENTH ORDER OF BUSINESS

Approval of May 9, 2024 Regular Meeting Minutes

On MOTION by Mr. Pomeroy and seconded by Mr. Geschwendt, with all in favor, the May 9, 2024 Regular Meeting Minutes, as presented, were approved.

TWELFTH ORDER OF BUSINESS

Staff Reports

- A. District Counsel: Coleman Yovanovich Koester
- B. District Engineer: Hole Montes, Inc.
- C. District Manager: Wrathell, Hunt and Associates, LLC
 - **NEXT MEETING DATE: November 14, 2024 at 11:30 AM [Regular Meeting and Landowners' Meeting]**
 - **QUORUM CHECK**

There were no reports.

THIRTEENTH ORDER OF BUSINESS

Supervisors' Requests

There were no Supervisor requests.

FOURTEENTH ORDER OF BUSINESS

Public Comments

No members of the public spoke.

FIFTEENTH ORDER OF BUSINESS

Adjournment

On MOTION by Mr. Geschwendt and seconded by Mr. Pomeroy, with all in favor, the meeting adjourned at 12:50 p.m.


Secretary/Assistant Secretary


Chair/Vice Chair