MINUTES OF MEETING
CLEAR SPRINGS STEWARDSHIP DISTRICT

An Organizational Meeting of the Clear Springs Stewardship District was held on November 13, 2023, immediately following the Landowners' Meeting, scheduled to commence at 1:00 p.m., at 6105 Spirit Lake Road, Winter Haven, Florida 33880.

Present were:

Patrick Carroll	Chair
Kyle Gashaw	Vice Chair
Craig Underhill	Assistant Secretary
Blake Goodman	Assistant Secretary
Michael Strahan	Assistant Secretary

Also present:

Craig Wrathell	District Manager
Ernesto Torres	Wrathell, Hunt and Associates, LLC
Jonathan Johnson (via telephone)	District Counsel
Rob Springs	Landowner Representative

FIRST ORDER OF BUSINESS — **Call to Order/Roll Call**

Mr. Wrathell called the meeting to order at 1:16 p.m., and noted that the Landowners' Election was held just prior to this meeting. The Landowners' Election results were as follows:

Seat 1	Patrick Carroll	17,484 votes	Term expires November 17, 2026
Seat 2	Kyle Gashaw	17,484 votes	Term expires November 17, 2026
Seat 3	Craig Underhill	17,484 votes	Term expires November 17, 2026
Seat 4	Blake Goodman	17,483 votes	Term expires November 19, 2024
Seat 5	Michael Strahan	17,483 votes	Term expires November 19, 2024

SECOND ORDER OF BUSINESS — **Public Comments**

No members of the public spoke.

GENERAL DISTRICT ITEMS

THIRD ORDER OF BUSINESS — **Administration of Oath of Office to Elected Board of Supervisors (the following will be provided in a separate package)**

Mr. Wrathell, a Notary of the State of Florida and duly authorized, administered the Oath of Office to Mr. Carroll, Mr. Gashaw, Mr. Underhill, Mr. Goodman and Mr. Strahan.

Mr. Wrathell and Mr. Johnson provided the following and discussed the forms, interactions among Supervisors, email usage, recordkeeping, public records law and avoiding conflicts of interest:

A. Guide to Sunshine Amendment and Code of Ethics for Public Officers and Employees

B. Membership, Obligations and Responsibilities

C. Review of Special Act: Chapter 2024-1248, Laws of Florida

D. Financial Disclosure Forms

- **I. Form 1: Statement of Financial Interests**
- **II. Form 1X: Amendment to Form 1, Statement of Financial Interests**
- **III. Form 1F: Final Statement of Financial Interests**

E. Form 8B: Memorandum of Voting Conflict

Mr. Johnson discussed the requirement for Supervisors to complete four hours of ethics continuing education annually. The requirement becomes effective on January 1, 2024. Information pertaining to free training options will be emailed.

Mr. Johnson noted the need for all public records requests to be forwarded to District Management and/or District Counsel. He discussed gift disclosure requirements and prohibitions regarding gifts from consultants or vendors doing business with or seeking to do business with the District. He encouraged the Board Members to contact his office with questions or concerns. Mr. Wrathell urged the Board Members to call him with any questions.

FOURTH ORDER OF BUSINESS **Consideration of Resolution 2024-01, Canvassing and Certifying the Results of the Landowners' Election of Supervisors Held Pursuant to Chapter 2024-346, Laws of Florida, and Providing an Effective Date**

Mr. Wrathell presented Resolution 2024-01. He stated that the results of the Landowners' Election, as previously read, will be inserted into Sections 1 and 2.

On MOTION by Mr. Carroll and seconded by Mr. Underhill, with all in favor, Resolution 2024-01, Canvassing and Certifying the Results of the Landowners'

Election of Supervisors Held Pursuant to Chapter 2023-346, Laws of Florida, and Providing an Effective Date, was adopted.

FIFTH ORDER OF BUSINESS **Consideration of Resolution 2024-02, Designating Certain Officers of the District, and Providing for an Effective Date**

Mr. Wrathell presented Resolution 2024-02. Mr. Carroll nominated the following slate:

Chair	Patrick Carroll
Vice Chair	Kyle Gashaw
Secretary	Craig Wrathell
Assistant Secretary	Craig Underhill
Assistant Secretary	Blake Goodman
Assistant Secretary	Michael Strahan
Assistant Secretary	Ernesto Torres
Treasurer	Craig Wrathell
Assistant Treasurer	Jeffrey Pinder

No other nominations were made.

On MOTION by Mr. Carroll and seconded by Mr. Underhill, with all in favor, Resolution 2024-02, Designating Certain Officers of the District, as nominated, and Providing for an Effective Date, was adopted.

ORGANIZATIONAL MATTERS

SIXTH ORDER OF BUSINESS **Consideration of the Following Organizational Matters:**

A. Resolution 2024-03, Appointing and Fixing the Compensation of the District Manager; Appointing a Methodology Consultant; and Providing an Effective Date

- **Agreement for District Management Services: Wrathell, Hunt and Associates, LLC**

Mr. Wrathell presented Resolution 2024-03 and the Fee Schedule and Management Agreement. The Management Fee is reduced to $500 per month during the District's period of semi-dormancy. Upon returning to active status to pursue bond issuance, the discounted rate of $2,000 per month will apply until bonds are issued. Once bonds are issued, Management's fee will be $4,000 per month.

On MOTION by Mr. Goodman and seconded by Mr. Strahan, with all in favor, Resolution 2024-03, Appointing and Fixing the Compensation of Wrathell, Hunt and Associates, LLC as the District Manager; Appointing a Methodology Consultant; and Providing an Effective Date, was approved.

B. Resolution 2024-04, Appointing District Counsel for the District, and Authorizing Compensation; and Providing for an Effective Date

- **Fee Agreement: Kutak Rock LLP**

Mr. Wrathell presented Resolution 2024-04 and the Kutak Rock LLP Fee Agreement.

For purposes of disclosure, Mr. Johnson noted that his firm has represented Clear Springs Land Company over the last two years in establishing the Stewardship District.

On MOTION by Mr. Carroll and seconded by Mr. Gashaw, with all in favor, Resolution 2024-04, Appointing Kutak Rock LLP as District Counsel for the District, and Authorizing Compensation; and Providing for an Effective Date, was adopted.

C. Resolution 2024-05, Designating a Registered Agent and Registered Office of the District, and Providing for an Effective Date

Mr. Wrathell presented Resolution 2024-05.

On MOTION by Mr. Goodman and seconded by Mr. Strahan, with all in favor, Resolution 2024-05, Designating Craig Wrathell as the Registered Agent and 2300 Glades Road, Suite 410W, Boca Raton, Florida 33431 as the Registered Office of the District; and Providing for an Effective Date, was adopted.

D. Authorization of Request for Qualifications (RFQ) for Engineering Services

This item was deferred.

E. Board Member Compensation: Ch. 2023-346, Laws of Florida (190.006 (8), F.S.).

This item was discussed following the Eighth Order of Business.

F. Resolution 2024-06, Designating the Primary Administrative Office and Principal Headquarters of the District; Designating the Location of the Local District Records Office; and Providing an Effective Date

On MOTION by Mr. Carroll and seconded by Mr. Underhill, with all in favor, Resolution 2024-06, Designating 2300 Glades Road, Suite 410W, Boca Raton, Florida 33431 as the Primary Administrative Office; Designating 6105 Spirit Lake Road, Winter Haven, Florida 33880 as the Principal Headquarters and as the Location of the Local District Records Office; and Providing an Effective Date, was adopted.

G. Resolution 2024-07, Setting Forth the Policy of Clear Springs Stewardship District Board of Supervisors with Regard to the Support and Legal Defense of the Board of Supervisors and District Officers, and Providing for an Effective Date

Mr. Wrathell presented Resolution 2024-07. Mr. Johnson stated the Resolution requires that, if an individual is served a Demand Letter, service of process, etc., the information must be provided to the District Manager and/or District Counsel as soon as possible.

Board Member asked if all lawsuits must be disclosed. Mr. Johnson stated any lawsuits related to service on the Board, service as a Board Supervisor, or that mention the Stewardship District should be disclosed.

On MOTION by Mr. Goodman and seconded by Mr. Strahan, with all in favor, Resolution 2024-07, Setting Forth the Policy of Clear Springs Stewardship District Board of Supervisors with Regard to the Support and Legal Defense of the Board of Supervisors and District Officers, and Providing for an Effective Date, was adopted.

- **Authorization to Obtain General Liability and Public Officers' Insurance**

On MOTION by Mr. Carroll and seconded by Mr. Gashaw, with all in favor, authorizing Staff to obtain General Liability and Public Officers' Insurance, was approved.

H. Resolution 2024-08, Providing for the Public's Opportunity to Be Heard; Designating Public Comment Periods; Designating a Procedure to Identify Individuals Seeking to Be Heard; Addressing Public Decorum; Addressing Exceptions; and Providing for Severability and an Effective Date

Mr. Wrathell presented Resolution 2024-08.

On MOTION by Mr. Goodman and seconded by Mr. Strahan, with all in favor, Resolution 2024-08, Providing for the Public's Opportunity to Be Heard; Designating Public Comment Periods; Designating a Procedure to Identify Individuals Seeking to Be Heard; Addressing Public Decorum; Addressing Exceptions; and Providing for Severability and an Effective Date, was adopted.

I. Resolution 2024-09, Providing for the Appointment of a Records Management Liaison Officer; Providing the Duties of the Records Management Liaison Officer; Adopting a Records Retention Policy; and Providing for Severability and Effective Date

Mr. Wrathell presented Resolution 2024-09. He stated the Board has two options; Option 1 provides for destruction of selected documents and Option 2 provides for all documents to be retained.

On MOTION by Mr. Underhill and seconded by Mr. Gashaw, with all in favor, Resolution 2024-09, Option 2, Providing for the Appointment of a Records Management Liaison Officer; Providing the Duties of the Records Management Liaison Officer; Adopting a Records Retention Policy; and Providing for Severability and Effective Date, was adopted.

J. Resolution 2024-10, Granting the Chairman and Vice Chairman the Authority to Execute Real and Personal Property Conveyance and Dedication Documents, Plats and Other Documents Related to the Development of the District's Improvements; Approving the Scope and Terms of Such Authorization; Providing a Severability Clause; and Providing an Effective Date

Mr. Wrathell presented Resolution 2024-10. This Resolution grants the Chair and Vice Chair, and other officers in the Chair's absence, the authority to work with the District Engineer, District Counsel and District Staff and to execute certain documents in between meetings, to avoid delays in construction.

On MOTION by Mr. Carroll and seconded by Mr. Goodman, with all in favor, Resolution 2024-10, Granting the Chairman and Vice Chairman the Authority to Execute Real and Personal Property Conveyance and Dedication Documents, Plats and Other Documents Related to the Development of the District's Improvements; Approving the Scope and Terms of Such Authorization; Providing a Severability Clause; and Providing an Effective Date, was adopted.

K. Resolution 2024-11, Ratifying, Confirming and Approving the Recording of the Notice of Creation and Establishment of the Clear Springs Stewardship District, and Providing for an Effective Date

Mr. Wrathell presented Resolution 2024-11.

On MOTION by Mr. Carroll and seconded by Mr. Underhill, with all in favor, Resolution 2024-11, Ratifying, Confirming and Approving the Recording of the Notice of Creation and Establishment of the Clear Springs Stewardship District, and Providing for an Effective Date, was adopted.

L. Authorization of Request for Proposals (RFP) for Annual Audit Services

Mr. Wrathell presented the RFP For Annual Audit Services.

- **Designation of Board of Supervisors as Audit Committee**

On MOTION by Mr. Carroll and seconded by Mr. Strahan, with all in favor, the Request for Proposals for Annual Audit Services, authorizing the District Manager to advertise the RFP and designating the Board of Supervisors as the Audit Committee, were approved.

M. Strange Zone, Inc., Quotation #M23-1026 for District Website Design, Maintenance and Domain Web-Site Design Agreement

Mr. Wrathell presented the Strange Zone, Inc. (SZI) proposal.

Mr. Carroll will provide information related to the domain purchase.

On MOTION by Mr. Carroll and seconded by Mr. Goodman, with all in favor, Strange Zone, Inc., Quotation #M23-1026 for District Website Design, Maintenance and Domain Web-Site Design Agreement, in the amount of

$1,679.99 for the first year and approximately $705 annually thereafter, was approved.

N. ADA Site Compliance Proposal for Website Compliance Shield, Accessibility Policy and One (1) Annual Technological Audit

Mr. Wrathell presented the ADA Site Compliance proposal.

On MOTION by Mr. Goodman and seconded by Mr. Strahan, with all in favor, the ADA Site Compliance Proposal for Website Compliance Shield, Accessibility Policy and One (1) Annual Technological Audit, in the annual amount of $210, was approved.

O. Resolution 2024-12, To Designate Date, Time and Place of Public Hearing and Authorization to Publish Notice of Such Hearing for the Purpose of Adopting Rules of Procedure; and Providing an Effective Date

I. Rules of Procedure

II. Notices [Rule Development and Rulemaking]

Mr. Wrathell presented Resolution 2024-12.

On MOTION by Mr. Underhill and seconded by Mr. Strahan, with all in favor, Resolution 2024-12, To Designate March 25, 2024 at 1:00 p.m., at 6105 Spirit Lake Road, Winter Haven, Florida 33880, as the Date, Time and Place of Public Hearing and Authorization to Publish Notice of Such Hearing for the Purpose of Adopting Rules of Procedure; and Providing an Effective Date, was adopted.

P. Resolution 2024-13, Adopting the Annual Meeting Schedule for Fiscal Year 2023-2024; and Providing for an Effective Date

Discussion ensued regarding scheduling meetings on an as-needed basis.

This item was deferred.

Q. Resolution 2024-14, Approving the Florida Statewide Mutual Aid Agreement; Providing for Severability; and Providing for an Effective Date

Mr. Wrathell presented Resolution 2024-14.

On MOTION by Mr. Strahan and seconded by Mr. Goodman, with all in favor, Resolution 2024-14, Approving the Florida Statewide Mutual Aid Agreement; Providing for Severability; and Providing for an Effective Date, was adopted.

R. Stormwater Management Needs Analysis Reporting Requirements

Mr. Wrathell stated Districts are required to prepare a Stormwater Management Needs Analysis Report every five years. As the due date for the initial Report has passed and there is no interim reporting requirement, the Report will be prepared and submitted when necessary.

BANKING MATTERS

SEVENTH ORDER OF BUSINESS **Consideration of the Following Banking Matters:**

A. Resolution 2024-15, Designating a Public Depository for Funds of the Clear Springs Stewardship and Providing an Effective Date

Mr. Wrathell presented Resolution 2024-15.

On MOTION by Mr. Carroll and seconded by Mr. Underhill, with all in favor, Resolution 2024-15, Designating Truist Bank as Public Depository for Funds of the Clear Springs Stewardship and Providing an Effective Date, was adopted.

B. Resolution 2024-16, Directing the District Manager to Appoint Signors on the Local Bank Account; and Providing an Effective Date

Mr. Wrathell presented Resolution 2024-16. Funding requests should be sent to Mr. Carroll.

On MOTION by Mr. Carroll and seconded by Mr. Gashaw, with all in favor, Resolution 2024-16, Directing the District Manager to Appoint Signors on the Local Bank Account; and Providing an Effective Date, was adopted.

BUDGETARY MATTERS

EIGHTH ORDER OF BUSINESS **Consideration of the Following Budgetary Matters:**

A. Resolution 2024-17, Approving the Proposed Budget for Fiscal Year 2023/2024 and Setting a Public Hearing Thereon Pursuant to Florida Law; Addressing Transmittal, Posting and Publication Requirements; and Providing an Effective Date

Mr. Wrathell presented Resolution 2024-17 and the proposed Fiscal Year 2024 budget, which is Landowner-funded, with expenses being funded as they are incurred.

On MOTION by Mr. Carroll and seconded by Mr. Strahan, with all in favor, Resolution 2024-17, Approving the Proposed Budget for Fiscal Year 2023/2024 and Setting a Public Hearing Thereon Pursuant to Florida Law for March 25, 2024 at 1:00 p.m., at 6105 Spirit Lake Road, Winter Haven, Florida 33880; Addressing Transmittal, Posting and Publication Requirements; and Providing an Effective Date, was adopted.

B. Fiscal Year 2023/2024 Budget Funding Agreement

Mr. Wrathell presented the Budget Funding Agreement.

Mr. Carroll confirmed that Clear Springs Land Company, LLC is the correct funding entity. Asked if different Funding Agreements will be necessary should real estate holdings change, Mr. Johnson stated the District can make changes if need be but such changes are at the Board's discretion.

Mr. Johnson noted that an updated version of the document was distributed; the motion will be to approve, as amended.

On MOTION by Mr. Carroll and seconded by Mr. Gashaw, with all in favor, the Fiscal Year 2023/2024 Budget Funding Agreement, as amended, was approved.

C. Resolution 2024-18, Adopting Investment Guidelines for Investing Public Funds in Excess of Amounts Needed to Meet Current Operating Expenses, in Accordance with Section 218.415(17), Florida Statutes; Providing for an Effective Date

Mr. Wrathell presented Resolution 2024-18.

On MOTION by Mr. Carroll and seconded by Mr. Goodman, with all in favor, Resolution 2024-18, Adopting Investment Guidelines for Investing Public Funds in Excess of Amounts Needed to Meet Current Operating Expenses, in

Accordance with Section 218.415(17), Florida Statutes; Providing for an Effective Date, was adopted.

D. Resolution 2024-19, Authorizing the Disbursement of Funds for Payment of Certain Continuing Expenses Without Prior Approval of the Board of Supervisors; Authorizing the Disbursement of Funds for Payment of Certain Non-Continuing Expenses Without Prior Approval of the Board of Supervisors; Providing for a Monetary Threshold; and Providing for an Effective Date

Mr. Wrathell presented Resolution 2024-19.

On MOTION by Mr. Carroll and seconded by Mr. Underhill, with all in favor, Resolution 2024-19, Authorizing the Disbursement of Funds for Payment of Certain Continuing Expenses Without Prior Approval of the Board of Supervisors; Authorizing the Disbursement of Funds for Payment of Certain Non-Continuing Expenses Without Prior Approval of the Board of Supervisors; Providing for a Monetary Threshold; and Providing for an Effective Date, was adopted.

E. Resolution 2024-20, Adopting a Policy for Reimbursement of District Travel Expenses; and Providing for Severability and an Effective Date

Mr. Wrathell presented Resolution 2024-20.

On MOTION by Mr. Carroll and seconded by Mr. Strahan, with all in favor, Resolution 2024-20, Adopting a Policy for Reimbursement of District Travel Expenses; and Providing for Severability and an Effective Date, was adopted.

F. Resolution 2024-21, Adopting Prompt Payment Policies and Procedures Pursuant to Chapter 218, Florida Statutes; Providing a Severability Clause; and Providing an Effective Date

Mr. Wrathell presented Resolution 2024-21.

On MOTION by Mr. Goodman and seconded by Mr. Strahan, with all in favor, Resolution 2024-21, Adopting Prompt Payment Policies and Procedures Pursuant to Chapter 218, Florida Statutes; Providing a Severability Clause; and Providing an Effective Date, was adopted.

G. Resolution 2024-22, Adopting an Internal Controls Policy Consistent with Section 218.33, Florida Statutes; Providing an Effective Date

Mr. Wrathell presented Resolution 2024-22.

On MOTION by Mr. Strahan and seconded by Mr. Goodman, with all in favor, Resolution 2024-22, Adopting an Internal Controls Policy Consistent with Section 218.33, Florida Statutes; Providing an Effective Date, was adopted.

H. E-Verify Memo with MOU

Mr. Wrathell presented E-Verify information related to the requirement for all employers to verify employment eligibility utilizing the E-Verify System and for the District to enroll with E-Verify and execute a Memorandum of Understanding (MOU) with E-Verify.

On MOTION by Mr. Goodman and seconded by Mr. Carroll, with all in favor, acknowledging the E-Verify Memo requirements, as set forth in the Memorandum of Understanding, and authorizing enrollment and utilization of the E-Verify program, was approved.

I. Resolution 2024-23, Authorizing an Individual Designated by the Board of Supervisors to Act as the District's Purchasing Agent for the Purpose of Procuring, Accepting, and Maintaining Any and All Construction Materials Necessary for the Construction, Installation, Maintenance or Completion of the District's Infrastructure Improvements as Provided in the District's Adopted Improvement Plan; Providing for the Approval of a Work Authorization; Providing for Procedural Requirements for the Purchase of Materials; Approving the Form of a Purchase Requisition Request; Approving the Form of a Purchase Order; Approving the Form of a Certificate of Entitlement; Authorizing the Purchase of Insurance; Providing a Severability Clause; and Providing an Effective Date

Mr. Wrathell presented Resolution 2024-23.

On MOTION by Mr. Carroll and seconded by Mr. Underhill, with all in favor, Resolution 2024-23, Authorizing an Individual Designated by the Board of Supervisors to Act as the District's Purchasing Agent for the Purpose of Procuring, Accepting, and Maintaining Any and All Construction Materials Necessary for the Construction, Installation, Maintenance or Completion of the District's Infrastructure Improvements as Provided in the District's Adopted Improvement Plan; Providing for the Approval of a Work Authorization; Providing for Procedural Requirements for the Purchase of Materials; Approving the Form of a Purchase Requisition Request; Approving the Form of a Purchase Order; Approving the Form of a Certificate of Entitlement; Authorizing the Purchase of Insurance; Providing a Severability Clause; and Providing an Effective Date, was adopted.

- **Board Member Compensation: Ch. 2023-346, Laws of Florida (190.006 (8), F.S.).**

This item, previously Item 6E, was presented out of order.

The consensus was to defer consideration of compensation.

NINTH ORDER OF BUSINESS **Staff Reports**

A. District Counsel: Kutak Rock LLP

B. District Manager: Wrathell, Hunt and Associates, LLC

There were no District Counsel or District Manager reports.

TENTH ORDER OF BUSINESS **Board Members' Comments/Requests**

There were no Board Members' comments or requests.

ELEVENTH ORDER OF BUSINESS **Public Comments**

No members of the public spoke.

TWELFTH ORDER OF BUSINESS **Adjournment**

On MOTION by Mr. Carroll and seconded by Mr. Gashaw, with all in favor, the meeting adjourned at 3:01 p.m.

CLEAR SPRINGS STEWARDSHIP DISTRICT

November 13, 2023

Secretary/Assistant Secretary

Chair/Vice Chair