

MINUTES OF MEETING

Each person who decides to appeal any decision made by the Board with respect to any matter considered at the meeting is advised that the person may need to ensure that a verbatim record of the proceedings is made, including the testimony and evidence upon which such appeal is to be based.

**WATERLEFE
COMMUNITY DEVELOPMENT DISTRICT**

The regular meeting of the Board of Supervisors of the Waterlefe Community Development District was held on **Monday, November 20, 2017 at 2:00 p.m.** at the Waterlefe River Club, located at 995 Fish Hook Cove Bradenton, FL 34212.

Present and constituting a quorum were:

Ken Bumgarner	Board Supervisor, Chairman
Alan Haibach	Board Supervisor, Vice-Chairman
Bill Strollo	Board Supervisor, Assistant Secretary
Jim Davis	Board Supervisor, Assistant Secretary
Ruth Harenchar	Board Supervisor, Assistant Secretary

Also present were:

Greg Cox	District Manager, Rizzetta & Company, Inc.
Andy Cohen	District Counsel, Persson & Cohen
Chris Kolb	District Engineer, Schappacher Engineering
Jeff Dieter	Property Management
Representative	MPOA Committee
Representative	Erosion Committee
Representative	Landscape & Irrigation Committee
Representative	Golf Committee
Josh McGarry	Representative, Aquatic Systems, Inc.
Sarah Bowen	Representative, Aquatic Systems, Inc.

Audience	Present
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FIRST ORDER OF BUSINESS

Call to Order

Mr. Cox called the meeting to order at 2:00 p.m. and conducted roll call.

SECOND ORDER OF BUSINESS

Public Comments

Ms. Mary Lou Kovac expressed concerns regarding the traffic and noise issues associated with the opening of the new bridge. She also expressed concerns regarding the presence of “no see-ums” in the community.

Ms. Cathy Groelly requested information about the fence not being completed near her house and also commented about the traffic increase.

Mr. Tom Davidson expressed concerns regarding the opening of the Ft. Hamer Bridge.

Mr. James D'Angelo expressed concerns regarding the traffic and noise issues associated with the opening of the new bridge.

Ms. Dona Lasseter expressed concern that there is no longer a pedestrian gate at the back/side entrance. Ms. Lasseter requested a change in Open House signage policy and was informed that this was an MPOA issue to address.

Mr. David Sands expressed concern about the bridge opening issues.

Mr. Milt Womack commented about the back gate and also lighting issues.

Mr. John Lavey commented on issues about the bridge opening.

Mr. John Valletta expressed concern for people tailgating into and out of the gates and asked the Board to find solutions.

Mr. Terry Holinsky requested a review of the signage at the traffic circle and suggested a stop sign versus the current yield sign.

THIRD ORDER OF BUSINESS

**Consideration of Aquatic Systems
Contract Renewal**

Mr. McGarry introduced Ms. Sarah Bowen with Aquatic Systems as the new account representative. He presented the aquatic report to the Board and addressed their questions. Mr. McGarry discussed the presence of Spatterdock and the maintenance of the littoral shelves with the Board.

Mr. Jim Davis requested why the fountain at Courtside has been down and asked Mr. McGarry to check the status of this fountain. Mr. Cox stated this was more likely an electrical problem and that Staff was working to get an electrician out to investigate.

Mr. Cox presented a contract renewal addendum to the Aquatic Systems contract and explained that the addendum included a rate increase for the renewal year. He also explained that this renewal increase was the first one requested by Aquatic Systems and that it is anticipated in the agreement language.

On a motion by Mr. Davis, seconded by Mr. Haibach, with all in favor, the Board authorized the Chairman to execute the Aquatic Systems renewal addendum for the Waterlefe Community Development District.

FOURTH ORDER OF BUSINESS

**Discussion of Security System Providers
(under separate cover)**

Mr. Dieter presented proposals from Rapid Security Solutions for the maintenance of the access controls for the main and the back gate along with the video surveillance system for the gates. (Exhibit)

The Board discussed and tabled the consideration of Rapid Security Solutions proposals to

the December 18, 2017 CDD meeting and requested that Ms. Harenchar review the technical details of the proposals for the Board.

FIFTH ORDER OF BUSINESS

**Consideration of the Operations and
Maintenance Expenditures for October
2017**

Mr. Cox presented the October 2017 Operations and Maintenance expenditures report totaling \$157,998.21 and explained its contents. Mr. Strollo requested that Staff determine the purpose of the FPL utility account at 9629 Discovery Terrace since there has been no use activity.

Mr. Strollo requested staff to determine where the MCUD billing address of 1005 Winding Stream Way (irrigation) is actually located.

On a motion by Ms. Harenchar, seconded by Mr. Strollo, with all in favor, the Board ratified the payment of the Operations & Maintenance expenditures for the month of October 2017, for the Waterlefe Community Development District.

SIXTH ORDER OF BUSINESS

Staff Report – Property Manager

Mr. Jeff Dieter provided his report to the Board and discussed the need to get the gate and fence vendor moving faster on the fence work. Mr. Strollo requested Staff to look at the auto-close hinges and lock on the gate.

Mr. Jeff Dieter discussed with the Board the new location of the old bulletin board to the inside of the gate. He also addressed pressure washing the retaining wall.

SEVENTH ORDER OF BUSINESS

Staff Report – Landscape Committee

Ms. Dona Lassiter provided an update the Landscape Committee projects.

On a motion by Mr. Bumgarner, seconded by Mr. Haibach, with all in favor, the Board accepted and filed the October 6, 2017 Landscape Committee Meeting Minutes, for the Waterlefe Community Development District.

Ms. Dona Lassiter informed the Board that the next installation of annuals will occur on November 21, 2017.

EIGHTH ORDER OF BUSINESS

Field Inspection Report

Mr. Cox presented the field inspection report to the Board and informed the Board that Scott Acton of ArtisTree is leaving the company.

NINTH ORDER OF BUSINESS

**Discussion of Revised Field Services
Contract**

Mr. Cox presented the revised Field Services contract to the Board with changes as

previously discussed which includes having the Field Services Manager attend the Landscape Committee meetings and to conduct an additional monthly landscape inspection. Mr. Cohen noted that he had reviewed the contract and has approved it as presented for the Board's consideration.

On a motion by Mr. Bumgarner, seconded by Mr. Davis, with all in favor, the Board approved the revised Rizzetta Field Services contract, for the Waterlefe Community Development District.

Mr. Strollo departed the meeting at 2:31 p.m.

TENTH ORDER OF BUSINESS

**Consideration of the Regular Meeting
Minutes from the Board Supervisors'
Meeting held on October 16, 2017**

On a motion by Mr. Davis, seconded by Mr. Haibach, with all in favor, the Board approved the minutes from the regular meeting of the Board Supervisors held on October 16, 2017, as presented, for the Waterlefe Community Development District.

ELEVENTH ORDER OF BUSINESS

**Public Hearing on Golf Course Rules &
Rate Changes**

Mr. Cohen introduced the purpose of the scheduled and publicly noticed Public Hearing for the Golf Course Rules and Rate changes.

On a Motion by Mr. Davis, seconded by Ms. Harenchar, with all in favor, the Board approved to open the public hearing for the Golf Course Rules & Rate changes for the Waterlefe Community Development District.

There were no comments from the public and Mr. Cox requested a motion to close the public hearing.

On a Motion by Mr. Bumgarner, seconded by Ms. Harenchar, with all in favor, the Board approved to close the public hearing for the Golf Course Rules & Rate changes for the Waterlefe Community Development District.

Mr. Cox presented Resolution 2018-01; Amending Golf Course Rules and Rates to the Board and explained that upon adoption by the Board, the Board would be approving the revisions to the Golf Course Rules & Rates.

On a Motion by Mr. Davis, seconded by Mr. Haibach, with all in favor, the Board adopted Resolution 2018-01; Amending Golf Course Rules & Rates for the Waterlefe Community Development District.

TWELFTH ORDER OF BUSINESS

**Consideration of Resolution 2018-02;
Designating Primary Administrative Office**

Mr. Cox presented Resolution 2018-02; Designating Primary Administrative Office to the Board.

On a Motion by Mr. Davis, seconded by Mr. Haibach, with all in favor, the Board adopted Resolution 2018-02; Designating Primary Administrative Office for the Waterlefe Community Development District.

THIRTEENTH ORDER OF BUSINESS

**Consideration of Resolution 2018-03;
Authorizing Golf Committee to meet with
Financial Representatives**

Mr. Cox presented Resolution 2018-03 which authorizes the Golf Committee to meet with representatives of financial institutions to discuss Golf Course finance options. The Board amended the resolution to reflect authority being granted to only the Committee Chairman and Vice Chairman.

On a Motion by Mr. Haibach, seconded by Mr. Davis, with all in favor, the Board adopted Resolution 2018-03; authorizing Golf Committee members to meet with financial institution representatives, as amended, for the Waterlefe Community Development District.

FOURTEENTH ORDER OF BUSINESS

Staff Report – District Counsel

With regards to the agreement with the Manatee County Sheriff's Office for the hiring of off-duty deputies, Mr. Cohen informed the Board that the contract language regarding indemnification had been worked out.

FIFTEENTH ORDER OF BUSINESS

Staff Report – District Engineer

Mr. Kolb provided an update to the Board and discussed front entrance signage issues.

SIXTEENTH ORDER OF BUSINESS

**Staff Reports – Director of Golf Course
Operations**

Mr. Deitz provided an update of the Golf Course Operations including an end-of-year financial update, website re-design and the delay in the UMRR signage due to a change in vendor.

SEVENTEENTH ORDER OF BUSINESS

Staff Report – Golf Course Committee

Mr. Tony Tierno provided an update to the Board. He informed the Board that Mr. Steve Sanborn has resigned as Chairman from the Golf Course Committee. Mr. Bumgarner requested staff to prepare a letter to Mr. Sanborn thanking him for his service.

On a motion by Mr. Davis, seconded by Ms. Harenchar, with all in favor, the Board accepted the resignation of Steve Sanborn from the Golf Course Committee for the Waterlefe Community Development District.

On a motion by Mr. Davis, seconded by Mr. Haibach, with all in favor, the Board accepted and filed the June 15, 2017, July 13, 2017 and September 14, 2017 Golf Committee Meeting Minutes, for the Waterlefe Community Development District.

Mr. Tierno reminded the Board of a Passport Member meeting scheduled for December 4, 2017 at 6:00 p.m.

EIGHTEENTH ORDER OF BUSINESS Presentation of 5-Year Capital Plan

Mr. Tony Tierno provided a presentation of a 5-Year Capital Plan to the Board. (Exhibit) Following a discussion of the plan, the Board agreed to a motion that included an initial \$61,000.00 be provided to the Golf Club for capital expenditures and to consider a future line of credit/contributions toward a \$541,000.00 5-Year plan which would also allow to bill Passport Members \$100.00 each. The Board requested staff to prepare a budget amendment that would add \$61,000.00 to the O&M budget for Golf Club Capital Expenditures and subtract \$61,000.00 from the Reserve Fund contribution.

On a motion by Mr. Davis, seconded by Mr. Haibach, with all in favor, the Board approved the Golf Course 5-Year Capital Plan that includes an initial \$61,000.00 be provided to the Golf Club for capital expenditures and to consider a future line of credit/contributions toward a \$541,000.00 5-Year plan which would also allow to bill Passport Members \$100.00 each, for the Waterlefe Community Development District.

NINETEENTH ORDER OF BUSINESS Staff Report – Erosion & Waterways

Mr. Haibach stated there was no meeting held last month and requested Board approval to add Mr. Richard Carroll to the Erosion & Waterways Committee.

On a motion by Mr. Haibach, seconded by Mr. Bumgarner, with all in favor, the Board approved Richard Carroll as a member of the Erosion & Waterways Committee for the Waterlefe Community Development District.

TWENTIETH ORDER OF BUSINESS Staff Report – MPOA Update

Mr. Davis provided an update of the MPOA/CDD survey that resulted in over 400 responses.

TWENTY-FIRST ORDER OF BUSINESS Staff Report – District Manager

Mr. Cox reminded the Board that the next CDD meeting has been scheduled for December 18, 2017 at 2:00 p.m.

Mr. Cox reviewed the current financials with the Board.

Mr. Cox reviewed the current action item list with the Board.

The Board discussed the status of the damaged nature trail bridge(s) and indicated interest in possibly capping the current end of the nature trail and not repairing the damage.

Mr. Cox informed the Board that he has presented a claim to FEMA for damage from Hurricane Irma.

TWENTY-SECOND ORDER OF BUSINESS Supervisor Requests

Ms. Harenchar provided an update on the work to upgrade the Golf Club website. She also addressed issues regarding tracking of vehicles coming through the gates as well as the bridge noise and traffic issues.

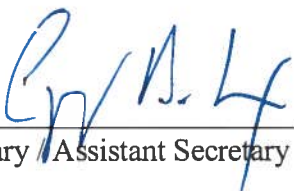
Ms. Harenchar requested more information regarding the fence near the Groelly property and where will the fence end.

Mr. Davis suggested the Board consider inviting FDOT and County officials to meet with residents regarding Ft. Hamer Bridge concerns.


Mr. Bumgarner requested all Board members review a summary he had prepared regarding an update to the Community and provide comments to Mr. Cox.

TWENTY-THIRD ORDER OF BUSINESS Adjournment

On a Motion by Mr. Bumgarner, seconded by Mr. Haibach, with all in favor, the Board adjourned the meeting at 5:00 p.m. for the Waterlefe Community Development District.
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Secretary / Assistant Secretary



Chairman / Vice Chairman

Waterlefe Development District

Draft Motion

Capital Funding for the Waterlefe Golf Course

November 20, 2017

Approve the replacement of green side bunkers on the Waterlefe Golf Course. This project will take place during the summer of 2018, specific date to be determined.

To assist in funding the replacement of green side bunkers on the Waterlefe Golf Course, it is proposed that \$61,000 be designated from the "Reserve" that was developed in the 2017/2018 CDD Budget for this project.

Should additional funds be needed to complete the replacement of greenside bunkers on the Golf Course, the CDD Board will consider loaning funds to the Golf Course "Enterprise Fund". Any loaned funds will be repaid by the Golf Course.

It is understood that the Golf Course will also increase the 2018 Passport Membership Fees by \$100 per membership to help supplement the funding for this project.



2016-17 FISCAL YEAR END NOTES

REVENUE:

To Budget: Down \$13,566
To 2015-16: Up \$36,365

GROSS PROFIT:

To Budget: Down \$41,281
To 2015-16: Up \$18,415

COMBINED EXPENSES:

To Budget: Down \$58,896
To 2015-16: Up \$95,391

NET EBITDA INCOME / (LOSS) – AFTER ADD BACKS

To Budget: Up \$17,039
To 2015-16: Down \$72,746

CAPITAL EXPENDATURES:

2016-17: \$69,590

COURSE PROJECTS EXPENDATURES:

2016-17: \$38,586

ENDING CASH BALANCE:

2016-17: \$192,212

ROUNDS PLAYED:

Member: 16,547 rounds, positive 2,894 to budget
Non-Member Rounds: 23,853 rounds, negative 1,146 to budget
Total Rounds: 40,394 rounds, positive 1,748 to budget

Waterlefe Golf Course 2016/2017 EBITDA Forecast

	ACTUAL				
	YTD 2016/2017	2016/17 Budget	Budget Diff (Unfav)/Fav	2016-2016 Actual	Diff to Last Years Actual (Unfav)/Fav
Combined Revenue					
Pro Shop	1,956,853	1,982,667	(25,814)	1,956,185	668
Restaurant	247,357	235,469	11,888	211,361	35,996
Admin	360	-	360	659	(299)
Total Revenue	2,204,570	2,218,136	(13,566)	2,168,205	36,365
Combined COGS					
Pro Shop	121,550	120,174	(1,376)	119,483	(2,067)
Restaurant	117,030	90,691	(26,339)	101,147	(15,883)
Total COGS	238,580	210,865	(27,715)	220,630	(17,950)
Gross Profit	1,965,990	2,007,271	(41,281)	1,947,575	18,415
Combined Payroll					
Pro Shop	254,946	243,056	(11,890)	244,741	(10,205)
F&B	124,162	132,222	8,060	110,731	(13,431)
Maintenance	349,366	396,746	47,380	333,511	(15,855)
G&A	185,799	206,151	20,352	181,722	(4,077)
Total Payroll	914,273	978,175	63,902	870,705	(43,568)
Combined Expenses					
Pro Shop	182,935	181,530	(1,405)	165,024	(17,911)
Restaurant	36,748	31,550	(5,198)	26,738	(10,010)
Maintenance	510,888	457,770	(53,118)	499,526	(11,362)
G&A	479,232	533,947	54,715	466,692	(12,540)
Total Expenses	1,209,803	1,204,797	(5,006)	1,157,980	(51,823)
Other Income related to debt forgiveness	-	-	-	23,861,990	(23,861,990)
Total Other Income	-	-	-	23,861,990	(23,861,990)
All Expenses (including COGS)	2,362,656	2,393,837	31,181	2,249,315	(113,341)
Net Income From Operations	(158,086)	(175,701)	17,615	23,780,880	(23,938,966)
Add back depreciation	222,420	217,920	4,500	218,034	(4,386)
Add back amortization	-	5,076	5,076	-	-
Add Back Debt Forgiveness Income	-	-	-	(23,861,834)	(23,861,834)
Monthly Totals (EBITDA)	64,334	47,295	17,039	137,080	(72,745)

Cumulative EBITDA

Calculated Data

Waterlefe Golf Club
2016/2017 Cash Flow Forecast
 Combined 2016-2017 Waterlefe Golf Club Forecast

Cash Flow Statement	Sep	Year Totals
Net Income From Operations	(87,848)	(188,088)
Depreciation & Amortization	18,743	222,421
Cash from operating activities	18,743	222,421
Changes in Accounts Receivable	(12,630)	(8,688)
Change in Inventory	2,188	(18,473)
Change in Other Assets	-	155
Change in Prepaid Expenses	(40,553)	(32,636)
Change in Current Operating Liabilities	8,875	9,173
Change in Payroll Taxes	-	-
Change in Other Liabilities	47,586	(47,639)
Change in Sales Taxes Payable	7,627	930
Change in Accrued Operating Expenses	-	-
Change in Maintenance Reserve	-	-
Change in Insurance Note Payable/Leases	-	-
Changes in Deferred Revenue	(8,721)	13,018
Cash from balance sheet changes	4,153	(88,070)
Capital Expenditures (PP&E)	(6,296)	(69,580)
Cash used for Capital Assets	(6,296)	(69,580)
Principal Bond Debt (Payments)	-	(576)
Equity Adjustments	(705)	(130)
Interest Accruals	-	-
Cash from Debt Activities	(705)	(706)
Increase/(decrease) in cash	(71,853)	(92,031)

Capital Expenditures Forecast 2016-2017

Hole #	Operations CapX 2016/2017 Description/Location/Scope of Work	Actual	Actual	Actual	Actual	Actual	Actual	Actual	Actual	Actual	Actual	Actual	Actual	Actual	Actual	Total 2016/17
		Oct	Nov	Dec	Jan	Feb	Mar	Apr	May	Jun	Jul	Aug	Sep			
	Bridge Repair	\$19,170														\$19,170
	Parking Lot			\$12,070												\$12,070
	Driving Range								\$5,871							\$5,871
	Club House							\$4,986								\$4,986
	Club House									\$5,874						\$5,874
	Equipment						\$15,322									\$15,322
	Club House												\$6,296			\$6,296
	Totals (Forwarded to Cash Flow Balance Sheet)	\$19,170	\$0	\$0	\$12,070	\$0	\$15,322	\$4,986	\$5,871	\$5,874	\$0	\$0	\$6,296	\$0	\$0	\$69,589

Project Expenditures Forecast 2016-2017

Hole #	Operations - Projects List: 2016/2017 Description/Location/Scope of Work	Oct	Nov	Dec	Jan	Feb	Mar	Apr	May	Jun	Jul	Aug	Actual Sep	Total 2015-16
Golf Course	#9 Blue Tee-remove/replace timbers											\$501	\$495	\$996
Golf Course	#1 Blue Tee										\$880			\$880
Golf Course	#17 Blue & White Tees										\$880			\$880
Golf Course	Drainage & Irrigation									\$3,800				\$3,800
Golf Course	Turf Nursery									\$625		\$2,321		\$2,946
Golf Course	Returfish #1 Green side bunker										\$1,702			\$1,702
Golf Course	Returfish grade of shell access (#2, #14, #18)								\$1,315	\$1,343	\$1,500			\$4,158
Golf Course	Bridge inspection								\$5,850					\$5,850
Golf Course	UV Protection for #1 & #14 bridges								\$2,700					\$2,700
Golf Course	Bridge Repair									\$205	\$5,895		\$0	\$6,100
Golf Course	Remove Palms by #5 Comfort Station											\$500		\$500
	Sub-Totals	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$9,865	\$5,973	\$10,417	\$3,322	\$495	\$30,072

Pro Shop - Projects List: 2016/2017 Description/Location/Scope of Work

Building	Life Room Chairs Refurbishment									\$243	\$500	\$195		\$938
Building	Roof Repair										\$2,575	\$1,182	\$0	\$3,757
Building	Roof Cleaning											\$1,200		\$1,200
Building	Parking Lot Mulch - Due reimbursement from CDD											\$630		\$630
Building	#5 Comfort Station											\$1,724		\$1,724
Building	Grille Acoustics Engineer Plan											\$265		\$265
	Sub-Totals	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$243	\$3,075	\$5,196	\$0	\$8,514
	Totals	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$9,865	\$6,216	\$13,492	\$8,518	\$495	\$38,586