

**MINUTES OF MEETING
BROOKS OF BONITA SPRINGS & BROOKS OF BONITA SPRINGS II
COMMUNITY DEVELOPMENT DISTRICTS**

The Boards of Supervisors of the Brooks of Bonita Springs & Brooks of Bonita Springs II Community Development Districts held a Joint Special Meeting on November 15, 2023 at 1:00 p.m., at The Commons Club at The Brooks Enrichment Center, 9930 Coconut Road, Bonita Springs, Florida 34135.

Present for Brooks CDD:

James Merritt	Chair
Sandra Varnum	Vice Chair
David Garner	Assistant Secretary
John Woolsey	Assistant Secretary

Present for Brooks II CDD:

Joseph Bartoletti	Chair
Ken D. Gould	Vice Chair
Thomas Bertucci	Assistant Secretary
Mary O'Connor	Assistant Secretary
Lynn Bunting	Assistant Secretary

Also present:

Chuck Adams	District Manager
Cleo Adams (via telephone)	District Manager
Dan H. Cox (via telephone)	District Counsel
Theresa Weinberg	The Commons Club President
Jennifer Smyth	The Commons Club Vice President
Bob Lienesch	The Commons Club Finance Committee
Joe Archazki	The Commons Club General Manager
Chris Manners (via telephone)	Resident

Residents present:

Lea Scodrix	Terry Silva	Dean Cohagen
Randy Kemnitz	Lou lanney	Ron Trotter
David Costello	Bob Dollwick	Susan Mather

FIRST ORDER OF BUSINESS

Call to Order/Roll Call

Mr. Adams called the meeting to order at 1:01 p.m.

For Brooks of Bonita Springs, Supervisors Merritt, Varnum, Woolsey and Garner were present. One seat was vacant.

For Brooks of Bonita Springs II, all Supervisors were present.

Mr. Bartoletti asked those attending via telephone to mute their phones and made the following comments:

- A frequently asked questions (FAQ) sheet was drafted and posted on the CDD website, in response to numerous emails from homeowners regarding the proposed sale of Coconut Park to The Commons Club.
- An updated version of the proposed joint agreement facts can be accessed at <https://brookscdds.net>.
- On behalf of the Board Members, he thanked both negotiating teams for developing the joint proposal for the sale of the park.

Mr. Bartoletti explained the protocols for public comments.

SECOND ORDER OF BUSINESS

Public Comments [3 minutes per person]

Resident Leah Scodrix read the following statement:

“Historically, CDDs were created as the solution to Florida’s need to provide valuable community infrastructure and generated growth, ultimately without overburdening our tax payers and other government entities. There are many CDDs in Florida and 45 in Lee County alone. If you look at their websites, they are similar to the Brook CDDs, in that they feature greenspace, walking paths, picnic areas, soccer fields and dog parks. The Brooks CDDs were established to make it possible for our four master communities; Spring Run, Shadow Wood, Lighthouse Bay and Copper Leaf to offer the most desirable elements of a master planned community. Residents get to enjoy high quality infrastructure facilities and services with the comfort and assurance of knowing that the standards of the Brooks community would be

maintained long after the Developer was gone. At this time, with the information that has been circulated by the CDD Supervisors, it is unclear to me why any of you would vote in favor of the proposal to sell the land to The Commons Club, especially for a paltry \$1 million plus. Here is why I say this; in 2024, the CDD adopted a 58% increase in the budget, which passed without much conflict. It represented a small dollar increase to each Brooks resident. The CDD manages a budget of \$3.4 million. The expenses to maintain Coconut Road Park, which include the pickleball courts, the Children's Park, the restrooms etc. equals only about \$234,000, less than 7% of the total operating budget. So, my question is this to all of you, why would you, some of whom sit both on the CDD and The Commons Club Boards, in good conscience, vote to sell a total slice of paradise that is currently accessible to all Brooks residents and restrict access only to those who will pay an additional fee to a for-profit organization, in order to save less than 7% of your operating budget. secondly, will our property values be hindered if the park becomes an amenity that is only available to a select few. The Commons Club has stated in writing, that they want to control the parking, the beauty of the park, the pickle ball expansion and even control access so, and I quote 'mothers and children are not playing in the park.' If the CDDs are indeed worried that non-Brooks residents use of the park facilities, then let us figure out a way to restrict access without penalizing the tax-paying members of the CDD; waive the initiation fee to The Commons Club for any Brooks resident who wants to retain access to the park. There has to be a better solution than rushing into a sale without the appropriate due diligence and community involvement that this topic warrants."

Resident Terry Silva voiced her opposition to the sale of the land to The Commons Club and asked if current owners will be grandfathered in to be able to use the amenities that they have used for the last 12 years. She also asked if the CDDs will reduce assessments as a result of the sale of this property. She wants to know why the Board Members feel that The Commons Club is better-suited to provide amenities than the CDDs and asked which Board Members are currently serving on The Commons Club Board, which, in her opinion, is a complete conflict of interest.

Resident Dean Cohagen discussed the sale price, the fiduciary responsibilities of Board Members and discussions at a prior meeting about the 2022 appraisal. He thinks there is a problem with the appraisal and wants to know if it was resolved and corrected.

Resident Randy Kemnitz stated his comments are from two perspectives; as President of the Pickleball Club and as a long-term Shadow Wood resident. He stated, in August, when The Commons Club announced that it had made another offer to purchase Coconut Park, the Pickleball Club Board met and endorsed the plan because the consensus was that it is in the best interest of the pickleball players living in the Brooks CDDs. The CDDs and The Commons Club provided a great deal of information since then, the Pickleball Club Board met and reviewed all the additional information and came to the same conclusion, which is that Coconut Park, in its entirety including the pickleball amenity and with the plans that The Commons Club has for it, is in the best interest of residents and especially Brooks residents who are pickleball players. Mr. Kemnitz stated he spent more time engaged in pickleball issues than any other Brooks resident except for Mr. Bartoletti and, over that time, he conferred with several residents and learned a lot about how the CDDs and The Commons Club operate and about the Village of Estero. Based on what he learned and the time invested, he strongly recommends endorsing the sale of the park to The Commons Club.

Resident Lou Ianney stated, per the FAQs on the proposed sale, there is a provision that The Commons Club will not be able to sell the property for five years. He questioned why it is only five years if the benefit to everyone is to have a recreational facility for all Brooks members to use. In his opinion, it should be 20 years if it is truly going to be recreational. He asked that The Commons Club commit to the property for 20 years.

Resident Ron Trotter stated this has been a grueling, ongoing process for three years. He expressed his opinion that no one likes change but change happens and change can be very good. He voiced his belief that the CDDs are better at managing landscaping, water management, retention, lakes, etc., but The Commons Club is better at building, growing and maintaining amenities. He urged the meeting attendees to agree with his opinions and allow for new stewardship of the park so that The Commons Club can do what, in his opinion they do

best, which is to maintain, take care of and grow an amenity that might increase property values.

Mr. Bartoletti closed public comments and explained the protocols for Supervisors' comments.

THIRD ORDER OF BUSINESS

**Discussion/Consideration of Joint Proposal
for The Commons Club to Acquire Coconut
Park**

Mr. Bartoletti asked Mr. Garner and Mr. Gould to explain the joint proposal for The Commons Club to purchase Coconut Park from the CDDs, along with the process and their recommendations.

There were motions and seconds on behalf of both CDD Boards to approve the sale of Coconut Park to The Commons Club; a vote was taken later in the meeting.

Referencing slides, Mr. Garner presented the Proposal for the Sale of Coconut Park and discussed the role of congeniality in the negotiations, the History of Coconut Park, the two teams, Team Ground Rules, Community Concerns, Facilitator-suggested approach, Access Control Recommendations, Control Recommendations, the right of first refusal, proposed changes to The Commons Club By-Laws, price negotiations, maintenance and post-closing items, including electrical equipment replacement, fence repairs, interactive fountain, new sunshade and a gravel parking lot.

Regarding a resident question as to why The Commons Club will only offer the property for repurchase within five years of conveyance instead of 20 years, Mr. Garner stated because five years is reasonable and, in his opinion, The Commons Club would not have agreed to 20 years.

Regarding a resident's comments as to the June 2022 appraisal, Mr. Garner stated the Boards discussed the appraisal at meetings and there were some items in the appraisal that probably should not have been in it and how that affect the appraised price. He discussed the range of value, including the price of the dock, the appraiser's calculation of \$935,000, the replacement value of the pickleball courts that were contained in the appraisal and the

construction price that was discussed when the Boards voted against expanding the pickleball courts. The appraisal ranged from a low of \$935,000 to a high of \$990,000.

Mr. Garner voiced his hope that this will be a unanimous vote and that the issue will be resolved for all within the community.

Mr. Cohagen asked what will happen with funds received from the sale when the money goes into the CDD accounts. He asked if it will be distributed back out to the homeowners or go towards offsetting future expenses. Mr. Bartoletti stated it will be a combination. He discussed necessary repairs, operating expenses, assessments and inflation and stated the CDD Boards will do all they can to pass the profits back to the homeowners.

Resident David Costello asked about a conflict of interest. He asked how many individuals on the CDD Boards are members of The Commons Club. In his opinion, it is relevant that the interests of the non-members are clearly represented by the CDD Board Members.

Mr. Cox stated the statutes provide that a they do not have a voting conflict even if they are in some way benefitted by the decision being made, as long as if the benefits received are shared by all people that are similarly-situated as the Board Members are and there is no disproportionate benefit to the Board Members. So, as homeowners, the Board Members of the CDDs and The Commons Club Board Members are presumed to not have a conflict.

Resident Bob Dollwick stated he is a member of The Commons Club. He commended the CDD Supervisors on their transparency and hoped that The Commons Club will have the same amount of transparency at its Special Meeting regarding the purchase of the park.

Resident Chris Manners asked if the apartments planned for the old Winn Dixie location will contribute to the assessment/tax base of the CDD if they are built.

Mr. Bartoletti stated that part of the Town Center is in an acreage assessment that goes back to the owner of the grounds, which is Long Bay Partners. The apartment owners have no personal rights to be considered members of the Brooks CDD and have no proprietary access to Brooks properties; however, the Landowner will pay, which he has been doing since 1998.

Mr. Merritt called for a roll call vote of the CDD Board Members on the previously stated motion to approve the sale of the property to The Commons Club.

Mr. Adams polled all Board Members individually.

On MOTION for Brooks of Bonita Springs by Mr. Garner and seconded by Mr. Woolsey, with all in favor, the sale of Coconut Park to The Commons Club for \$1,012,500, as outlined in the proposal contained in the documents but as more fully defined in the contract and deed prepared jointly by attorneys for both parties, which were previously distributed to the Board Members, was approved.

Prior to stating his vote, Mr. Bartoletti asked to make a comment.

Mr. Bartoletti stated, "in 2010, he was one of two Supervisors who voted "no" to the purchase of the park from The Commons Club and, as Mr. Garner pointed out, it is a unique parcel of land that offers a lot of benefits to all the members of the Brooks. He read the following statement into the record:

"For the past three years, the CDDs have tried to provide an enhanced pickleball amenity to ensure the Brooks remains an amenity competitive with other gated communities. A strong bias exists within the CDDs against providing amenities. As such, the CDDs have been unable to provide the amenities needed to retain competitiveness in the Brooks with other gated communities. I reference back to the saying of what is an insanity...it is doing the same thing over and over again and hoping for the result to change and I've done that for three years, along with other members of my group here. Finally, I have to admit that I have to change, that I am not insane and will not continue to do that. So, you've seen a great proposal by a great team of people, who worked very hard in delivering something that I think is a reasonable offer and that's all I asked for when we began this process, an equitable offer. I want to commend again, both the two members Ken Gould and Dave Garner, from our side, Theresa, Joe, Bob, Jennifer for what you've done today. I think it meets the goal that we all set out to do and we did it in a way that is representative of what we are; friends, neighbors and members of the Brooks. I think it goes a long way to preserve the value and future enhance the value of the Brooks, for all of us. And, while I wish we could have achieved a better outcome and provided access to those who don't belong to The Commons Club, it just was not in the

cards and I can't change that and I understand the rationale why and accept that. In recognizing all these facts in my further sanity, I vote in favor of doing this."

On MOTION for Brooks of Bonita Springs II by Mr. Gould and seconded by Mr. Bertucci, with all in favor, the sale of Coconut Park to The Commons Club for \$1,012,500, as outlined in the proposal contained in the documents but more fully defined in the contract and deed, prepared jointly by attorneys for both parties, which were previously distributed to Board Members, was approved.

FOURTH ORDER OF BUSINESS

**NEXT MEETING DATE: January 24, 2024 at
1:00 PM**

The next meeting will be held on January 24, 2024.

FIFTH ORDER OF BUSINESS

Supervisors' Requests

Mr. Bartoletti stated he emailed a letter to the Board Members that he and Mr. Woolsey drafted to alert homeowners and residents about what is happening with the sidewalk repairs. He noted a very bad trip hazard along 14 miles of sidewalks and stated that is why the CDDs borrowed \$4 million, of which \$2 million is allocated to the repair of those sidewalks. One of the things he is trying to do is alert all homeowners and resident of the trip hazards. He asked if he has approval from all Board Members to send the email to homeowners and residents. All Supervisors replied affirmatively.

Ms. Bunting responded to Mr. Bartoletti's question regarding a status relative to volunteers for the sidewalk effort.

Mr. Gould asked about the signage. Mr. Merritt stated he recently conferred with Mr. Burford who reported that the signs were at Johnson Engineering and will be installed promptly. He discussed liability and the number of signs to be installed.

The Boards and Staff discussed the Request for Proposals (RFP) for the sidewalk project, leadership changes at Johnson Engineering, the SOLitude Lake and Wetland contract, defective

work notices, the termination process, a standby contractor, light issues on the Boulevard, tree removal, engaging an Arborist and execution of the purchase agreement and other documents.

Mr. Adams will ask Johnson Engineering about the finalization time period.

Staff will obtain proposals for lighting repairs on the Boulevard.

SIXTH ORDER OF BUSINESS

**Public Comments: Non-agenda items only
[3 minutes per person]**

There were no further public comments.

SEVENTH ORDER OF BUSINESS

Adjournment

On MOTION for Brooks of Bonita Springs by Mr. Merritt and seconded by Mr. Garner, with all in favor, the meeting adjourned at 2:16 p.m.

On MOTION for Brooks of Bonita Springs II by Mr. Bertucci and seconded by Ms. O'Connor, with all in favor, the meeting adjourned at 2:16 p.m.

[SIGNATURES APPEAR ON THE FOLLOWING PAGE]

**BROOKS OF BONITA SPRINGS &
BROOKS OF BONITA SPRINGS II CDDS**

November 15, 2023

FOR BROOKS OF BONITA SPRINGS:


Secretary/Assistant Secretary


Chair/Vice Chair

FOR BROOKS OF BONITA SPRINGS II:


Secretary/Assistant Secretary


Chair/Vice Chair