

MINUTES OF MEETING
BARTRAM SPRINGS
COMMUNITY DEVELOPMENT DISTRICT

The special meeting of the Board of Supervisors of the Bartram Springs Community Development District was held Wednesday, February 7, 2024 at 6:05 p.m. at the Bartram Springs Club Amenity Center, 14530 Cherry Lake Drive, Jacksonville, Florida.

Present and constituting a quorum were:

Andrew Walden	Chairman
Derri Lassiter Young	Vice Chairperson
Stephanie McKinney	Supervisor
Taner Nierengarten	Supervisor
Lacy Reynolds	Supervisor

Also present were:

Jim Oliver	District Manager
Katie Buchanan	District Counsel
Sue O'Lear	Bartram Club Manager
Stephanie Taylor	Vesta Assistant Manager
Jay King	Vesta
Winslow Wheeler	Operations Manager
Darrin Mossing	GMS
Alison Mossing	GMS
Rich Whetsel	GMS
Jay Soriano	GMS
Terry Glynn	GMS
Jerry Lambert	GMS
Roy Deary	Vesta
David Surface	Vesta
Robert Beladi	Koehn Outdoor
Billy Genovese	VerdeGo
Blake Dougherty	Yellowstone
Stacy Montoya	The Greenery
Chris Charbonneau	Brightview
Fred Atwood	Vesta
Paul Lukert	VerdeGo
Bryan Wackes	VerdeGo
Sean Smith	Vesta

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The following is a summary of the actions taken at the February 7, 2024 Bartram Springs Community Development District Special Board of Supervisors meeting.

FIRST ORDER OF BUSINESS**Roll Call**

Mr. Oliver called the meeting to order at 6:00 p.m. and called the roll. Five Supervisors were in attendance constituting a quorum.

SECOND ORDER OF BUSINESS**Audience Comments**

Mr. Oliver opened the audience comment period. Hearing no comments, the next item followed.

THIRD ORDER OF BUSINESS**Scoring of Proposals for Landscape & Irrigation Maintenance Services**

Mr. Oliver stated that they had seven excellent proposals that were received from landscape companies for the landscape and irrigation maintenance services. He explained that they started the process in December, and they had an initial date to turn in proposals in early January. He further explained that they went through a series of different addendums, and they were based on the communications between the landscape company and the District in terms of additional requests for information regarding the landscape process. The Board previewed the proposals at the meeting on January 22, 2024 and subsequently did preliminary scoring individually. He asked the Board members to read their total scores for each of the companies. Mr. Nierengarten's scores were Brightview Landscape Services 76, Duval Landscape 81, Koehn Outdoor 73, The Greenery, Inc. 72, Tree Amigos Outdoor Services 74, VerdeGo 100, and Yellowstone 68. Ms. McKinney's scores were Brightview Landscape Services 97, Duval Landscape 71, Koehn Outdoor 70, The Greenery, Inc. 72, Tree Amigos Outdoor Services 52, VerdeGo 100, and Yellowstone 69. Mr. Walden thanked everyone for coming to this meeting. Mr. Walden's scores were Brightview Landscape Services 87.21, Duval Landscape 89.6, Koehn Outdoor 87, The Greenery, Inc. 92, Tree Amigos Outdoor Services 85, VerdeGo 100, and Yellowstone 88. Ms. Young's scores were Brightview Landscape Services 87.21, Duval Landscape 89.6, Koehn Outdoor 77.18, The Greenery, Inc. 87.31, Tree Amigos Outdoor Services 85.58, VerdeGo 100, and Yellowstone 93.82. Ms. Reynolds thanked all the landscape companies for their proposals. Ms. Reynolds scores were Brightview Landscape Services 84.21, Duval Landscape 74.6, Koehn Outdoor 78.18, The

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Greenery, Inc. 86.31, Tree Amigos Outdoor Services 73.58, VerdeGo 91, and Yellowstone 93.82. Mr. Walden explained that on the first sheet he read, he forgot to add a column, and the second sheet has the correct one. Mr. Oliver totaled all the scores. After totaling the scores, he read the scores with the highest score going to VerdeGo with 491 points and the second highest is Brightview with 431 points. He continued reading the scores of the other proposals in no specific order, Yellowstone had 413 points, The Greenery, Inc. had 410 points, Duval Landscape had 422 points, Tree Amigos Outdoor Services had 370, and Koehn Outdoor had 385. Mr. Oliver listed the rankings in order, VerdeGo ranked #1, Brightview ranked #2, Duval Landscape ranked #3, Yellowstone ranked #4, The Greenery, Inc. ranked #5, Koehn Outdoor ranked #6, and Tree Amigos Outdoor Services ranked #7.

On MOTION by Mr. Walden, seconded by Ms. Young, with all in favor, Adopting the Ranking and Directing Staff to Enter into an Agreement with VerdeGo, was approved.

FOURTH ORDER OF BUSINESS

Consideration of Proposals for On-Site Staffing for Amenities & Operation Management Services

Mr. Oliver explained that the informal RFP resulted in two proposals from Vesta and GMS. Each company had the opportunity to present their proposals to the Board of Supervisors. GMS presented their proposal to the Board first.

Mr. Darrin Mossing, the President and Founder of the GMS Organization, thanked the Board of Supervisors for allowing them to be there to present their qualifications to hopefully have the privilege of operating and maintaining their beautiful facility. He stated that they were excited to be there. In GMS's presentation, there was an introduction of the GMS staff present in this meeting, a history provided of the GMS Organization and their relationship with Bartram Springs, GMS company information was provided, a presentation of charts comparing the two fees that were proposed for the RFP, the alternatives and how it relates to their budget, GMS's staff spoke specifically to the athletic field as well as some of their programming, and the Amenity Manager from Oakleaf Plantation spoke about their operations.

Mr. Walden asked about the access cards and how Mr. Soriano and their staff differentiates residents and non-residents on the soccer field because of the two different entities. Mr. Soriano explained that the residents on each side were able to go back and forth. They have the same card.

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Mr. Walden asked if Mr. Soriano had been on their soccer field. Mr. Soriano responded that he had not. Ms. Young asked GMS if they would be the ones staffed in their location. The response was yes, Terry Glynn and Richard Whetsel would be. Mr. Soriano explained that there would be times where they would see any of the GMS staff members helping out. Ms. Young also asked if GMS supplies the vehicles for their staff. The response was yes, they have multiple trucks, ATVs, golf cart, etc. Ms. Young asked if their staff would have to utilize their own personal vehicles. The response was no. Mr. Nierengarten asked how much of their plan involves Supervisor involvement and how much of that is handling it at the GMS level. Mr. Soriano responded that the Board of Supervisors would direct that, and GMS would be involved with each of them every step of the way and they will be available at all times. Mr. Mossing explained that statutorily the Board of Supervisors hires the District Manager to handle all day-to-day operations of the District and GMS's preference would be that they handle all of the day-to-day operations, and the Board was there to govern the District. He explained that if GMS feels like the Board has to be involved in their job, then GMS isn't doing their job. He stated that hopefully the Board doesn't need to be involved in their job unless the Board has a passion and desire to do it. Ms. Young agreed with Mr. Mossing's statement and was so glad he made that comment. She explained that the management company has the duty to inspect the property and the Board members should not have to report to the management company on safety as well as other concerns. Mr. Mossing stated that safety was very important, and it was in their own personal interest to take safety very seriously and make sure those areas are taken care of.

Ms. Mossing discussed GMS's approach to special events, summer camp, and lifestyle planning. She noted that the main point she wanted to get through today was that GMS does not utilize a revenue share profit. She explained that for special events, if the District decides to charge a fee for special events, GMS does not take any portion of the fee. The money goes entirely back into the general fund and back to the CDD and they do not take a portion of that revenue. She stated that the same concept goes for the summer camp and fitness classes. She noted that they have the ability to run summer camp and have run summer camps in the past. The entire fee to run summer camp goes back to the District and they do not take a cut of their fee. The District will pay for their staffing and supplies for the summer camp. She added that GMS prefers to utilize outside vendors and independent contractors that are licensed and insured to come in and put on the fitness

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class programs in the District. Again, the fee goes to the fitness instructor with a percentage going to the CDD. GMS doesn't take a cut of any of the fitness classes.

Ms. Reynolds noted that her first observation was that Mr. Nelson's, the chief operating officer, biography was missing from the proposal. Mr. Mossing explained that they focused on the people that are in the industry. Mr. Nelson covers all their offices all over the state. He pointed out that Mr. Nelson prepared this proposal. Ms. Reynolds noted that as a follow up, they would like Mr. Nelson's biography. Mr. Mossing responded absolutely. Ms. Reynold's second observation was that GMS may be missing an accountant. She noted that it was critically important in this industry that GMS and Vesta have an accounting department or somebody who is a CPA to look at the numbers. She recommended that they should have an accountant who only deals with the math, who can be accurate with numbers, who is very proficient in excel, and who does not rely on Board of Supervisors to put together an excel spreadsheet. She pointed out that she can appreciate Mr. Mossing's background as an accountant, but she felt that was what was missing from the chart. Mr. Mossing responded that he would send their organizational chart on the corporate side. He noted that their CFO is a CPA, and they have three other CPAs in their industry in their south Florida office. He pointed out that two of their accountants are CPAs and one of those accountants was a former Grau & Associates employee. He explained that Grau & Associates was one of their top auditing firms in their industry and this accountant worked 20 years for Grau & Associates. Ms. Reynolds responded that she had seen other firms bring that to the table, and she was very sad when they got two proposals and neither proposal had an accountant in their family companies. Mr. Mossing responded that he appreciates that feedback because when they look at the complexities and the material information, it's draining to put all that information together and try to comply with meeting all the requirements. Mr. Walden stated that moving forward, that is a key element. Ms. Reynolds noted that her third observation was the mention of the scope of the RFP. She explained that the scope should have come to the Supervisors before it went out. She pointed out that there were some important questions that were not asked. She asked if it came to a staffing shortage, do they borrow from other properties. She also asked what their backup plan was in the event that someone can't be there after hours or there is not a manager that they can reach. Ms. Mossing responded that she would be there. She also stated that they have additional staff to fill in that is not already assigned to another District. Ms. Reynolds noted that things happen, and she wanted to make sure that there is a plan for that because she didn't find that

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plan in the proposal. Mr. Mossing explained that GMS has a very high retention rate of their employees. He further explained that they appreciate their staff and do the best they can to take care of them. He noted that they pay 100% to the employee premium. Ms. Reynolds noted that paying 100% to the employee premium is very nice of Mr. Mossing as an employer and she commends him for that. She stated that benefits are always important and is how they attract and retain employees. She stated that they want to make sure that the staff there will be happy working for whatever company they decide. She asked if Mr. Mossing contributes anything to the family or dependent. Mr. Mossing responded that they did not and explained that they pay 100% of the individual, but not the dependent. Ms. Reynolds noted that they had reached out to AgrowPro. She explained to GMS that there was an aeration done on the fields last year and it was unsuccessful, and they all recognize the need to make those fields better. She stated that it was good to know that GMS works with different vendors that they are already consulting and working with. Ms. Reynolds asked Mr. Mossing's professional opinion on using a cost-plus contract with a CDD this size and if they think they could lose a significant amount of money. Mr. Mossing explained that he would put the right person in the position even if it cost him money. He further explained that he would invest in the community. Mr. Oliver explained that he was not a fan of the cost-plus contract, but he wasn't saying that it doesn't work in some situations. Mr. Walden asked Ms. Mossing what they do for veterans. Ms. Mossing explained that they often decorate the facilities for veterans. It was asked for Mr. Mossing to explain how the transition process would work. Mr. Mossing explained that they have some insight and are naturally familiar with Bartram Spring's facility. Rich Whetsel, the Operations Manager, is very familiar with this property. Mr. Mossing further explained that the first thing that comes to mind is immediately putting into action the staffing for the lifeguard, which is priority with Spring Break coming up. He noted that most of the other positions are covered. He added that if there was somebody from Vesta that the Board really thought was good, they would absolutely entertain an interview with them and consider them. He explained that their staffing was in place. They have done this many times. He also stated that GMS knows their budget and their operations; they will just get things organized. He noted that they will be communicating with Vesta on a pretty regular basis on when their contracts up, when their last day will be, and on any open items. He noted that they will be transparent in communications. Ms. Mossing added that they would schedule a transition meeting and get all the

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important information from Vesta. She assured the Board that they have done five seamless transitions in the last year, and they are very comfortable with transitioning.

Ms. Young asked GMS to explain the computer systems and if the computer systems in place now onsite were owned by Vesta or will GMS have their own computer systems. Ms. Mossing explained that they would have to figure out whether it is a District computer or a Vesta computer. If it's a Vesta computer, they would purchase a new computer and bring it to their site and upload all the new programs and transition everything. Ms. Young asked if they had ever had any issues with the transition from one company to another where the other company was not cooperating. Ms. Mossing responded yes; they have run into that quite a bit. She explained that they fill in the gaps. They get the crucial information and fill in the gaps. She noted that they are comfortable with this process and know what they need to get done. After all questions were answered and discussed, GMS concluded their presentation. The Board thanked GMS for their presentation.

At this time, Vesta presented their proposal to the Board. Ms. O'Lear thanked the Board for the opportunity to talk with them tonight. She stated that Vesta is a large organization, they have a large corporate structure, and they are a good company. She explained that they have a very long history of about 20 years being part of the Bartram Springs community, and they want to continue their partnership as long as they would have them. She expressed that this exercise was great and was an awesome opportunity to step back and make sure they are providing the level of service and the value to all the Board members and their neighbors in the community. She noted that the most compelling thing that Vesta has in bringing their proposal to life was their team. She explained that they are truly an organization that has high quality, experienced and diverse individuals with the very background that can all come together and continue to meet the needs of their community for years and years to come. There was an introduction of the Vesta staff present in this meeting. After the introduction of Vesta's staff, Ms. O'Lear and Vesta staff discussed the value that Vesta can bring to the Bartram Springs community, the different ways they will do that, resident and employee satisfaction, quality assurance and their processes, the Board's engagement and satisfaction, their working partnership moving forward, how they would continue to fill residents satisfaction, the future of what the staffing model looks like, they were presented with choices so the Board can make a sound decision based on what the Board thinks best fits the needs of the community, and they discussed the future in terms of their pricing models where Vesta

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offered the Board options so the Board can make a decision. She added that the Board didn't necessarily have to go with the way it's always been, and they could decide on what they think best fits the needs of the community. Mr. King explained the cost-plus contract to the Board as well.

Ms. Young noted concern about Vesta's turnover. She explained that since she had been on the Board, Vesta's employee, Jane, had been there for quite some time. She further explained that she felt that Jane had been overlooked and has not evolved. Ms. Young felt that Jane should be in some type of management position, but she is not. She pointed out that Mr. Wheeler would be going to another community and there had not been much said about him leaving. She added that personally she thought Mr. Wheeler was an asset to the community. She stated that she knew there were some mistakes along the way, but whatever those mistakes were, it would be a reflection upon whoever the boss is. She asked about the new operations manager. Ms. O'Lear explained that Mr. Atwood has great experience. She pointed out that it had been amazing to have a fresh set of eyes come in and help them see some things that they can immediately impact and improve. She also explained that Jane had been with Vesta since 2016 and was an asset to their team. She noted that she would not discuss Jane's personal situation, but she has restrictions on her employment, how many hours she can work and how much she can earn. She added that through all of that, they have continued to keep her challenged, developing and engaged in a lot of ways outside of her title. She stated that Jane functions like an office manager for them and they try to max out her development, income, responsibility and job satisfaction any way they can. She expressed that if there was anyone who thought that other Vesta properties doesn't come looking for her to come and work there, they would be mistaken. She noted that Jane was committed there right now. She stated that it wasn't a checkmark on Vesta that Jane has stayed in her position this long because she has evolved it, developed it, taken on more responsibility, was the background of Vesta and was the most resident facing person on their management team. She added that she appreciated everything Jane does for Vesta. She also stated that she didn't think that Mr. Wheelers transition was a result of any mistakes regardless of whose fault they were. Ms. Young again noted her concern with the turnover. She noted that Ms. Taylor was doing an awesome job. She thanked Mr. King for clearing up some things regarding the accounting. She also noted that Mr. King coming in in that position as a resident in their neighborhood and already being on this Board, was a conflict of interest because he lives in the community and if he wanted to come to the meeting

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as a resident, he can't because of the position that he is in. She added that she was shocked when she noticed the turnover for him to be over there versus Dan. She stated that to her, in her opinion, it was a conflict of interest. She loved that he was with the company, but she has never liked the fact that he is sitting in the position that he is in right now because he could not separate resident versus his job with Vesta. Mr. King responded that Ms. Young's noted concern was fair, but he felt that it was an advantage for him to be there as a resident because he is there all the time both in an official capacity as well as using the gym, swimming, etc. and he can hear from his neighbors and get the feedback and is very accessible in that sense. He argued that they get a better product from him because he is a resident of their community. He pointed out that at the end of the day, he wants to do what is right not only from an ethical standpoint, but he wants to direct all his neighbors and friends who use the facility. He appreciated the perspective, but he wanted to them to know his approach to it, and he sees it as a positive.

Ms. Young noted multiple issues over the past few years regarding the revenue share, accounting, etc. She pointed out that they had come forward and answered a lot of questions for them and had to prepare a lot of documents for them. She asked Vesta how they saw those issues getting better as they move along. Mr. King responded that all the third-party vendors are contracted directly to the Board instead of coming through Vesta. He explained that Vesta was still providing full 10% revenue share and then some for the programs that they provide, which is the summer camp and athletics. He stated that it was always a partnership, and they are always happy to serve to the pleasure of the Board. In terms of their arrangement between Vesta and the Board, they are always open.

Ms. Reynolds noted her appreciation for Vesta's proposal presentation. In saying that, the presentation brought up more questions for herself than answers. Her first question to Vesta related to transparency and the transparent pricing. She pointed out that she noticed today that in 2011, there was something called amenities leadership and she wasn't sure if it was the intention for it to be the same as amenities sports group or if it is the same. Mr. King responded that was before his time. Mr. Deary explained that it was a company he owned and operated and was the reason he started the swim team. He further explained that they specialize in serving CDDs. He was called to see if he was interested in joining Vesta and his company was acquired by Vesta. He stated that he ran their amenities division for a number of years, which was what little biography was meant to describe. They have been focusing on CDDs since 1997 and they joined Vesta in 2011. Ms.

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Reynolds asked about some differences regarding events and financials when comparing Bartram Springs CDD to other Districts similar to this District. Mr. King responded that every District is different, and each community has a different personality. He noted that Vesta prides themselves in adjusting to those differences. He explained that it was on Vesta to make the most of the money and the instruction that the Board gives them. Ms. Reynolds noted that a lot of the Districts are missing in the contract amount and she always feels like it's good to compare notes. She expressed that it was important to know what their fellow communities are charging, what they are getting for their service and what they are getting out of it. She also noted that she noticed that on page 46 that Vesta did not put Bartram Springs in the graph. She pointed out that there was no revenue sharing included in the cost nor an asterisk with the other communities of similar size and how much they pay. Mr. King clarified that what they see on page 46 and 47 was just their contract services fees and it didn't show all the money that flows through those. He explained that for the most part, anywhere they do programming, they have 10% revenue share. Ms. Reynolds recommended that Vesta have an accountant on staff that can have these numbers and present them in a fair way. She explained that the Board of Supervisors wants to be transparent with the residents as far as the amount of money Vesta makes from Bartram Springs, which was missing from the proposal. She further explained that it was ok because they as a Board knew how much Vesta made last year, but it wasn't in the proposal. She stated that if Vesta was hanging their hat on transparency in a formal RFP process, it should be in the proposal. Mr. King asked if Ms. Reynolds wanted to know Vesta's profitability in each location. Ms. Reynolds responded that it was important to note if Vesta has a program revenue share at Heritage Landing, Bartram Springs and other Vesta properties. Mr. King responded that they do have revenue shares at all their properties with programs. Ms. Reynolds stated that was fair, but they were missing numbers from their contract amount on page 44 and 45 and this is an important part of the contract. She stated that the other part of the contract where there is missing amounts from the RFP totals is for the cleaning and pool chemicals. She explained that other than those concerns, she feels like Vesta advocates for them as Board of Supervisors and she was very happy with what has been put out in the RFP.

Ms. Reynolds noted another concern was the cost-plus contract. She asked what the advantages and the disadvantages were. Mr. King explained that the advantages were that they would be getting monthly reporting on exactly what they are spending on all things onsite in terms of labor, which is the vast majority of their expenses. He also noted that they would get flexibility

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to change staffing and hours and they get their reporting on how they are doing relative to their expense and budget. He noted that the only negative was the concern with a fixed rate, but he noted some solutions to this. He stated that they were happy to do either a closed contract or cost-plus contract. In saying that, he recommended to the Board of Supervisors the cost-plus contract because it facilitates more transparency and it's the least expensive option.

Mr. Nierengarten asked what kind of benefits Vesta offers to their employees. He noted that there was a page in the RFP that details employee benefits. He explained that they offer 401K, and they try to pay their employees the best they can given the market conditions. He added that they try to facilitate a culture. He noted that he took pride in Vesta not experiencing much turnover. Ms. Young asked if Vesta pays 100% of the employee health. Mr. King responded that it has evolved over time. It was explained that they switched providers this year and it was 90% coverage by Vesta and 10% by the employee individual. Ms. Young asked Vesta what their turnover ratio was. The response was that they have 1,300 employees, but it's hard to gage that because 300 of those employees are seasonal employees. It was explained that if they go off the 1,000 full-time employees across the state, they have anywhere from 10% turnover ratio up to 40%.

Ms. Reynold's asked if there was a reason that someone would not want to put in an RFP on their property in Bartram Springs. It was explained that there was not a lot of companies in this on the amenity side of the business. It was noted that this was a challenging business.

Mr. Walden noted kudos to the entire team. He also thanked Mr. Surface for coming out and he understands his position. He stated that they have highs and lows. He explained that it was sad to see on this particular day during an RFP process that they are losing continuity. He stated that the Board's duties and responsibility is the safety and to protect the property. He noted that if Vesta messes up, it's a reflection on the Board. He asked why they had Board members tasks to make sure things are done right. He stated that moving forward, if Vesta sustains the contract, he will personally ask each Board member to back off and let Vesta do what they are supposed to do. He pointed out that the only reason there was a task was because there was a flaw somewhere. With that said, he thanked Vesta for coming out and he appreciated everything and sustainability.

At this time, Vesta stepped out of the room. The Board of Supervisors discussed the two proposal presentations. Ms. Young brought up a good point that was noted also by Ms. Reynolds that if they start out messy, they will end messy. She noted that her concern has always been the actions that Vesta has taken that could potentially allow them to end up being liable. She stated

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Jim Oliver

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Secretary/Assistant Secretary

DocuSigned by:

Andrew Walden

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Chairman/Vice Chairman