

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 Monday, February 12, 2024 at 6:00 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
Wes Haber	District Counsel
Sue O'Lear	Bartram Club Manager
Jay King	Vesta
Darrin Mossing	GMS
Alison Mossing	GMS
Rich Whetsel	GMS
Terry Glynn	GMS
Leah Tincher	GMS
Bryan Wackes	VerdeGo Landscape
Pam Villa	Champion Swim School
John Bloom	Barracudas Swim Team
Fred Atwood	

The following is a summary of the actions taken at the February 12, 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.

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SECOND ORDER OF BUSINESS**Audience Comments**

Mr. Oliver stated this was the opportunity for the public to be heard about items on the agenda. District Counsel, Mr. Haber, reviewed the resolution adopted in 2013 regarding the rights of the public to be heard. Mr. Walden greeted all audience members stating that he was impressed to see the magnitude of people showing up to this meeting. He added that he has been on the Board since 2007 and he had never seen this many people. He noted that he loved seeing the residents here at this meeting and he hopes to see them at the next meeting in March. The audience comment period was opened.

A resident commented that it was his understanding that there were some bids for the company that is helping them move forward with their amenity. He asked how those bids were reviewed and what due diligence the Board has in reviewing those bids and the qualifications for those that bid. He stated that he was also a little perplexed by understanding the potential conflict of interest in terms of reviewing those bids with a member of the Board being someone related to one of the organizations in support of that bid. He also asked where the agendas are posted before the meetings. Mr. Walden addressed his first question stating that the bids were established by having a portfolio of the two companies of interest. He explained that they come together as a Board and make sound strong decisions and they blank out all the negativities. He further explained that it speaks for itself and was how they came up with the determination of the outcome. Ms. O'Lear explained how the agenda is circulated to the residents. They post a notice of all meetings in the newsletters and the agendas are posted on the Bartram Springs CDD website.

A resident asked if they, the residents, would at some point be able to see the two proposals.

A resident commented on the communications being in multiple spots. She stated that residents have to go search for the information in different locations. She also stated that if they were switching, they want to know why. She asked if they would still be able to have the things that they love about the company they are using now through the new company.

A resident commented on the RFP process stating he would like to understand if all the legal processes the CDD Board followed in order to identify or solicit companies for the RFP. He requested review of the evaluation process, due diligence, and final decision making. He also commented on an accusation that a concerning comment was made by one of the Board members

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to one of the staff members. He stated if that comment was made, that Board member should not be representing at Bartram Springs.

Mr. Haber discussed the RFP process. He stated that the District approved three separate procurement processes and there was a variety of different ways the CDD procures different things whether that is goods or services. There is a statutory process called the Consultants Competitive Negotiation Act for engineering services and the District followed that process. That process requires a notice being published in the newspaper, the District evaluate proposals based on evaluation criteria that are statutorily described, and it contemplates that they rank those proposals without seeing price. Then, they negotiate a contract with the highest ranked firm. For maintenance activities, the Board is required to follow another statutory process, which they did for a landscape maintenance proposal. A notice was published, and a formal RFP was provided to companies who were interested in submitting proposals. They received a number of proposals which were evaluated based on the scoring criteria that this Board approved. They were ranked and a notice will be sent to those companies advising who the winner is and those not chosen. Then, they will get a protest hearing. The third type of procurement that the Board put in place was for amenity management, which is considered a contract's notice. He pointed out that the law in Chapter 190 Florida Statutes, which governs Community Development Districts, specifically excludes contract services from the competitive statutes that govern the landscape maintenance and other maintenance contracts. He noted that there was also rules of procedure. He explained that the CDD's own rules of procedure specify as it relates to contract services, which is what the amenity management contract would be pursuant to Section 190.033, Subsection 3, of the Florida Statutes, "*Contractual services shall not be subject to competitive purchasing requirements.*" He further explained that means that the competitive process that they went through before with the landscape maintenance is not required for amenity management procurement. He noted that this Board went through a more formal process than many CDDs throughout the state. This Board did publish an ad in the newspaper, which is not required. Mr. Haber stated that his office handled the procurement for amenity management services. He continued discussing the RFP processes. He noted that he was comfortable that there was no issues with respect to the process they went through in getting the proposals and deciding on the proposals. He was happy to answer any questions.

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The Barracudas Team President presented on behalf of the Barracudas Swim Team confirming terms of the pending contract renewal. After discussion, it was decided to approve amending the agenda to include consideration of the swim team contract and delegating authority to Supervisor Nierengarten to negotiate final agreement.

On MOTION by Mr. Walden, seconded by Mr. Nierengarten, with all in favor, Amending the Agenda to Include Consideration of the Swim Team Contract and Delegating Authority to Supervisor Nierengarten to Negotiate Final Agreement, was approved 5-0.
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Resident Tara noted how important the Bartram Springs amenity sports was to her family and her children's development. She asked if Vesta goes, what will happen to the children's sports.

Resident Jennifer noted concerns about the replacement of the amenities management company, Vesta. She believed the meeting was not properly noticed and the agenda was not made available to the public until sometime after February 10, 2024 because she checked the website multiple times. She stated that if the Board was concerned with Vesta's performance, they should have issued a statement publicly about the meeting and the request for a proposal or ordered Vesta to do so. She added that it was not ok for the Board to cast blame on Vesta. She pointed out that no documentation had been provided to community residents regarding amenity programs for this summer. She explained that the new management company, GMS, lists in their proposal all fee-based programs including sports and summer camps as being needed for contract with outside vendors, not as programs they would run themselves. She further explained that this leaves all discussion of revenue share removed because there is no revenue to share if these are being done by outside vendors. She stated that community members were expressing outrage at the anticipated cancellation of programs with no notice. She commented that the RFP process was flawed, and she understood that they were using a different statute than the usual one, stated that GMS was allowed to submit a last-minute change, but none were submitted by Vesta. She continued noting her concerns of the RFP process. She requested that the Board take immediate steps towards relief. She believed that the bid from GMS was bound to be non-responsive to the Board RFP and to the needs of the community regarding athletics and camps in 2024. She feels that the previous contract with Vesta should be reinstated for the upcoming programs there and a new request for proposal should be reinstated including a committee of community members involved in all parts of the

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process. She stated that the process was rushed. She asked for the Board's immediate attention to this urgent matter.

A resident commented that he was amazed at the outpouring of everyone there. He stated that he didn't feel that the Board had reached out to the residents on this matter. He added that residents haven't been the best at checking the websites and looking at the newspaper. He felt that the Board and residents needed to come together to have better communication. He felt that the process was rushed. He also stated that the sports were very important to him and his family.

A resident asked how it was not a conflict of interest when their District Manager was also the District Manager and the Marketing Manager for the new company that provided the proposal. She stated that GMS shouldn't even have a proposal.

A resident commented on Vesta failing to give the community money and the deal that the Board worked with Vesta to pay it back. She pointed out that Vesta was paying it back with the revenue share program. She stated that if Vesta was doing that, she didn't understand what the big deal was that Vesta raised their price. She was confused by the issue that they raised their money for their sports, but they were upset because they were only getting the 10%. She asked if they were trying to make money off their residents.

A resident commented that he was there also because of Vesta. He coached the children over the last six years. He asked why they didn't include the sports in their fee.

A resident thanked Vesta for their 20 years of service. He commented that he was looking forward to a change and a new perspective with a new management company.

Resident Katie Norton commented that she would love to hear that they would be able to keep these sports and amenity programs going so they can continue to increase their property values and people still have the desire to move to Bartram Springs and they are not limited because they are not offering the same services that they were previously.

Resident Robert wanted to know if the Vesta decision was reversible or is the Board's decision final. Mr. Oliver responded that the Board could absolutely change their mind. Resident Robert asked the Board to keep an open mind and possibly open a discussion to open the bid again.

Resident Leslie Grayson commented on the continuity of services. She explained that she had already signed her son up for soccer in the spring and he loves it. She also noted that he loves the summer camp as well. She expressed that the programming was incredible. She noted that the pricing over all had went up, but the price increases from time to time were expected.

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Resident Nicole asked if they decide to go with the new company, what is the transition date. She asked if they were comparing apples to apples. She also asked what the two companies had to offer.

Resident Ashley asked what happens to the money and will summer camp be available.

Mr. Oliver responded that regardless of what firm has this contract, there will be summer camp. He added that if for some reason this goes to another contract, their money will be returned. He informed the audience that the Board fully supports and expects all popular programs to continue. He pointed out that there may have been a certain amount of unintentional misinformation spread through social media, which would be addressed tonight. He also explained that a message didn't go out immediately following Wednesday night's meeting because the Board decided to come back on Monday night to work on the transition plan to ensure a smooth transition between Vesta and GMS. Mr. Oliver clarified again that the summer camp and athletic programming will be available. He stated that the board's first choice would be to stay with Amenity Athletics. He had a discussion with Mr. King of Vesta about staying with Amenity Athletics. They want to work together to make sure the residents get the best services. He clarified Vesta and Amenity Athletics can continue to manage sports programming.

A resident commented about soccer starting in two weeks. Mr. Oliver responded that Mr. King confirmed they would be able to continue the soccer if internal Vesta insurance matters can be resolved.

Resident Bethany commented on her children playing sports there. She noted that their children's athletic program needed to be ran with morals and ethics, which is exactly what Tim Callahan runs with that program. Ms. Reynolds responded that it was in the interest of the Board to continue with the Amenity Athletics. They desire to have a contract with the Amenity Athletics just like the Bartram Springs Barracudas as a vender. She noted that it would be a seamless transition. She explained that they made it clear to GMS that the first order of business was to obtain a contract with the Amenity Athletics.

Resident Jay King with Vesta explained that the cited obstacle was obtaining insurance coverage. The Board is awaiting definitive response from Vesta regarding the Board's invitation to continue to provide these programs.

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A resident commented on some miscommunication. She stated if the residents knew the facts and answers, they would feel more comfortable. She added that the transition time was a lot for the people to absorb.

Resident Amanda commented she was disappointed in the lack of transparency and communication. She would have liked a little more engagement from the Board regarding this decision to switch management companies. She thanked the Board and noted that she knew it was a difficult decision. She stated that she appreciated everything Vesta has done, but there were some things that were concerning as far as funds, which she felt needed to be addressed and residents need to hear about that. She hopes that they are able to keep the amenity.

Resident Joe commented on communication and transparency.

A resident commented on the concerning field conditions. He asked what they can do to fix the fields. Mr. Walden responded that the fields were maintained by AgrowPro. He explained that there were three tiers to fixing the field. AgrowPro sponsors the field for the Jaguar Stadium, which is tier three. He clarified that they do not have tier three money. He stated they were doing tier one now and they recently moved to go to tier two, but the issue was deciding when they should do it.

Resident Mary Monroe commented on putting lights at the field and asked what the plan was for that. Mr. Walden responded that they have to be careful if they want night capabilities.

Resident Tina wanted to know if Vesta is going continue to repay the money they owe them.

Resident Amy Alexander commented on how important Amenity Athletics was to a lot of people. She noted that they were not only losing opportunities for children, but they were also losing opportunities for teenagers and adults. She stated that Vesta plans activities for everything and for everyone. She feels that they are not going to get the same level of service from another company. She commented that losing Vesta would be a big loss. Mr. Walden explained that when they had the meeting on Wednesday night, they had to account on the what-ifs. They spoke with GMS and GMS assured the Board that nothing was going to change. He strongly apologized for the information put out on Facebook. Ms. Reynold's stated that as a resident of Bartram Springs, she has been the only resident to attend these meetings in person before running for the Board. She explained that these meetings have always been on the second Monday of the month. Residents requested a more feasible day to have the meetings and to have Zoom opportunities available so

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more residents can attend the meetings. Ms. Reynolds responded that she heard the residents and their requests.

A resident thanked the Board for the reassurance that they will have the same amenities with the new company, GMS. He stated that he wanted to understand the process for the Board having input, GMS's input in selecting third parties, and what reassurance they have with no significant rate increases for the renewed services that they will provide.

A resident commented that everything comes at a cost. She asked how they knew they wouldn't increase their summer camp, etc. Mr. Oliver responded that they would answer this question.

A resident asked for clarification that the statement was made that there would be no changes made with GMS. Mr. Walden responded yes, that was correct. The resident asked why would the Board want to make changes in the first place. Mr. Walden explained that the two documents told the whole story of who they wanted to be there at Bartram Springs and all emotional feelings were taken away during the decision process. It was noted that the proposals were on the website.

A resident asked if they can't secure these services through GMS on the timeline that they were all expecting, could they extend the Vesta agreement for now. Mr. Oliver responded that would be a Board decision. The resident commented on it not being guaranteed that Amenity Athletics would continue. Mr. Oliver responded that is largely up to Amenity Athletics, but if they are unable to provide soccer this Spring, other quality options in the market.

A resident spoke that there was a lot of people in their community that think when it is something that affects their kids, their lives, and their schedules, this is the thing they want to have more input into the process, which they didn't have that opportunity upfront. He recommended that the Board go through their decisions.

Resident Tim Callahan, the lead Director of Amenity Athletics, addressed some comments made. He expressed that he cares deeply about the program. He expressed that the power behind Vesta with Amenity Athletics is huge. He is very passionate about this program. He asked the Board to look at the bigger picture. He noted that someone else will not be able to come in and do what they do. Ms. Reynolds commented on how important Amenity Athletics was to her and her family. She noted that she made it very clear at the end of their Board meeting on Wednesday night that the first order of action was to obtain a contract with Amenity Athletics. She never would have

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assumed that there would be a hiccup, like insurance, as a reason to why they couldn't come to an agreement.

Disagreeing conversations between residents ensued and Ms. Young stated that the discussions were getting out of hand. She noted that everyone in the room should have an opportunity to speak. She asked for the audience to be respectful to all of their neighbors.

A resident commented on the fields being terrible and explained that they can't be fixed in a few weeks. She noted that there was only so much money they can put on grass and hope it's going to grow. She stated that they were also maintaining the basketball courts, they had to put up lights and cameras because of the vandalism. She commented on kids coming from out of the area to play sports. She commented on the school not being fenced in and the residents messing up the school's grass.

Resident Shannon commented on other communities using their spaces. She asked how they maintain the spaces with other communities if they share a common area. Mr. Walden responded that on Wednesday night the Board had the opportunity to talk with GMS about that. He noted that one of GMS's facilities in Oakleaf Plantation has fenced off their sports field and they have card access going into it. Mr. Walden explained that they like that idea because they need it there. He pointed out that it would cost them some money, but they are in the planning stage to see if that is feasible for Bartram Springs. He also pointed out that everything everyone is discussing today, they are in the planning stage with the new company coming in. Ms. Reynolds reflected on that stating they were already in discussions with Amenity Athletics to shut down the fields for at least one season of something. She noted that they knew everyone loved soccer and fall flag football. In saying that, she asked when the best time was to shut down the fields. She commented that the fields were a liability and were in the worst shape they have ever been in.

Resident Diane commented on the fields and the transition from one organization to another stating that it is going to take time. She noted that change is good, but they can't do away with taking care of their children in their neighborhood, which is the most important thing that they can do. She recommended that the Board consider making this a drawn-out transition.

A resident commented on the field, the meeting and having more transparency, and the community having the opportunity to vote to keep Vesta.

A resident commented on a possible conflict of interest. He asked for specific reasons to why they need to change management companies.

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Supervisor McKinney stated that everything that has been said, she thought too. She pointed out that she voted no. She expressed that she has been exceedingly happy with Vesta; they have been doing an amazing job. She stated that Sue O'Lear was an amazing manager.

Mr. Oliver stated the next item would be Board discussion of what they just heard and to also answer any questions. He addressed the last comment on the conflict of interest stating that there was no conflict of interest involved. Ms. Young also addressed this comment stating that they have got to know each other on the Board pretty well and she wasn't sure where the information came from. She clarified that there was no conflict of interest on this Board. None of the Board members have any affiliation with Vesta or GMS.

A resident asked if the Board was voting on their behalf of what the majority of the residents want. Ms. Young stated that the Board members vote individually as to what they feel individually is the best. She pointed out that if the Board members voted in the same way, they would not have a diverse Board.

Mr. Haber explained that this was a represented form of government, and they were an elected Board. He further explained that if every decision the Board made, they went to the neighborhood to get a majority vote, it would be very difficult, if not impossible, to do business. He stated that the residents were there to give their public input. He added that they have all did an excellent job of that, but the Board has the authority to vote. He also stated that the Board has the opportunity to hear the public input, but the Board does not have to act the way the majority of the room wants them to act. Ms. Young noted her appreciation of all the residents' input today, but she was not going to go back and forth with them. She, again, stated that they should all respect each other.

Resident Terry commented that she was for change, but she understands the other residents' concerns. She noted that after all the questions that have been asked by residents, they should let the Board members speak so they can tell them why they are making the change. She pointed out that the other residents are saying that they trust the Board of Supervisors and that is why they don't come to the meetings, but they don't trust them because the Board made an important decision for this community and the majority of the residents disagree with their decision.

Mr. Walden stated that there were a lot of negative things that transpired. He also stated that as a Christian on this Board, he is led in the right direction. He explained that he puts trust and

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confidence in each and every Board member. They have a very well diverse Board. He explained that they are still in the planning stage. He asked residents to let them go through the planning stage. He noted that they already got the assurance from GMS that nothing was going to change. He pointed out that the problem he had was that it took this change for residents to come out and participate in the meeting. He added that the Board has tried everything to work with the residents and they cannot satisfy all residents. He expressed that this was a very hard decision to change management services from Vesta to GMS. He explained that they charge the new company, GMS, to the utmost to satisfy each and every resident in this community. He added that change is good sometimes. He noted that he understood about the continuity. He informed everyone that moving forward they are going to have two meetings a month because of change and continuity.

Mr. Walden asked Mr. Nierengarten if he wanted to talk about the Barracudas Swim Team. Mr. Nierengarten explained that they will continue to work on that process and should have something for the Board after all the contracts are signed.

Ms. Reynolds noted her appreciation for all her neighbors being there. She pointed out that it was a true testament for their passion, and she understood that. She explained that as a resident, coming to these meetings she would sit and listen to the Board make decisions and she knew that sometimes those decisions may not sit well with the community, so she tried to give voice to the community when she was sitting in their spot. She further explained that she only had three minutes to speak, so she decided to run, and she won. She stated that the residents have entrusted her to make critical decisions on their behalf and she ran for this Board because she cares about the community she lives in. She commented that she never made any promises, and she never had any personal vendettas contrary to what has been said on social media, but she cares about the community she lives in. Her children play sports at Amenity Athletics, and they have grown up in Amenity Athletics and her husband is supposed to volunteer for two of the teams in spring soccer. She expressed that she made the best decision on Wednesday night for the community. She is confident that the decision they made as a Board, they can hopefully make a smooth transition in the future with whomever for the residents. She added that she hopes the residents continue to voice their concerns and opinions because the Board wants their community feedback. She also added that they have been asking for someone to come and livestream the meetings so the community can watch because a lot of people aren't able to make the meetings. She explained that when the Board makes decisions, they can only make decisions with the information that they have

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at the time. She stated that knowing that they put this proposal out for bid, and they only received two bids was horrible. She asked Vesta and GMS why they only received two bids. The response was that this is very common in the amenity management world. In saying that, she stated that there were other qualified companies that could bid. Both the companies had equal time to give a presentation and at the end of the night they voted based on how they felt off of each presentation. When they made the decision to go with GMS as their new amenity management provider, they had already put them on notice of some wishes and desires for the community. The first thing was Amenity Athletics. She understood that it was confusing to a lot of residents because they didn't realize Vesta owns Amenity Athletics. They contract with the vendors, the swim team, and the athletic vendors for personal fitness. They are hoping to discuss the Champion Swim School contract tonight as well. She explained that part of that process is understanding the revenue sharing. She noted that several months ago they brought up the fact to Vesta that there was an improper allotment of revenue sharing for their community. They met with Vesta several times and they allowed them to open their books, which they graciously did. She added, however, that there was still a lack of information and there wasn't an accurate way to account for it and it weighed heavily on her decision. She pointed out that there was also confusion in the community about the revenue sharing process. She explained that when it was said that there was no revenue sharing with the new management company for things like summer camp it was because there will still be a fee for the summer camp, but it will go directly back to the community, not to GMS. She further explained that all those fees that are charged for summer camp will come back directly to them as a community. She noted that GMS was in the audience to hopefully answer some of the questions regarding the transition. She added that it was important to them as Board members that they have a smooth transition and they do not disrupt the community as much as possible.

Ms. Young introduced herself to the audience. She stated that she made the decision to vote for GMS on Wednesday night for several reasons. She stated that there were several Vesta employees that have been wonderful, and she had the joy of coming through the gate seeing their beautiful smiles and cheerful faces. In saying that, she noted that there were some issues behind the scenes that concerned her, and they were issues that residents do not get to see because the participation at the meetings has not been great. She stated that if the residents were to come to the meetings, they will understand why several of the Board members voted the way they did. She also stated that there was a discrepancy in the numbers, and they did not add up. She noted that

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Ms. Reynolds requested several times for an accounting and Vesta complied and provided documentation, but there was still great errors. She also noted that Supervisor Nierengarten met with Vesta about those discrepancies as well, but the numbers still did not add up. She explained that she also had a concern when they had an issue regarding one of the residents and it became a legal issue. When they have any issues that turn out to be legal issues, they have to pay attorney fees. She further explained that the issues seem to be training issues. She added that training within Vesta has always been an issue since she has been on the Board. She pointed out that if Vesta wasn't providing their employees with proper training, then it is a reflection on the Board. Then, the Board has more issues that they have to deal with every time they come to a meeting, which is not good, and it presents more liability for the Board and in turn ends up costing the Board more money in legal fees. Some of the other issues Ms. Young had concerns with was honesty. She noted an incident where a Vesta employee took equipment home and to this day, they still don't have the equipment back. They were promised that they would be reimbursed, but she has not heard or seen any type of reimbursement for it. Mr. King clarified that it was reimbursed. Ms. Young asked when that happened. The response was right after the meeting. Ms. Young responded that no one told them it was reimbursed, and the fact was that they shouldn't have Vesta employees taking their equipment home that they had paid with their CDD funds. She also had concerns about the bids that they received for roofing because they had to go back and add more money to it and the mistakes cost them over \$3,000. She added that these were the residents' funds that she was referring to and they were mistakes that should not have been made. She also had concerns with their safety. She explained that she found out that there were keys that were given out to vendors and some of the keys were master keys to every door in the facility. The vendor should not have master keys to any door around them on the facility. She had some concerns with turnover in Vesta. They had some people leave and be replaced and the Board didn't know why. She had concerns with the timeliness of repairs that should have been done. Ms. Young has been on the forefront of their landscape. She stated that Mr. Walden has been the one to really work on the project. She added that as their Chairman, Mr. Walden, has had to stay on Vesta every single week. She explained that Mr. Walden shouldn't have to meet with Vesta and the landscape company every single week to make sure that Vesta is telling the landscape company to do what they should be doing. She commented that these were things that she feels their management company should inspect every single week and they should be the ones to identify the issues. She noted they have

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issues with liability, and it was a shame that the residents notice it first instead of the Vesta employees noticing the issues. She concluded that this was the basis upon which she personally made her decision, and she took everything into consideration.

Mr. Nierengarten stated that he took on the majority of the roles of the residentiaries and there was a lot of pieces to that. One piece was the Amenity Athletics. He explained that he differs from some of the opinions that they had up there. He felt like when they raise their rates for his kid and other kids from \$105 to \$110 it was acceptable and then from \$110 to \$145. He explained that the big jump to him pointed toward the fact that this was the first year that Vesta and Amenity Athletics was going to give them the required funds in the contract that they have with them. He further explained that they worked with Vesta to move forward and try to make this process something that could be beneficial for everybody in the neighborhood as well as not having to lose their services for a simple revenue sharing agreement that wasn't per the contract that they agreed upon. He felt that they pushed the additional funds that they were required to give them as kind of a payback or as a way for them to make do of previous monies that weren't collected to them for them to use as their community on to the people that are playing the sport. He noted that this was the last straw for him. He stated that the monies that were not collected in the past, Vesta was going to give the monies back to the community. He thought that was a great plan, but they raised their rates 30% and the previous years they raised their rates 5% and that was their way of giving that money back to them. He didn't feel that was giving that money back to them, but they were still trying to maintain certain profit margins for themselves and certain revenue sharing margins for Bartram Springs. He discussed revenue sharing as far as third-party vendors stating that this was a situation that particularly put a bad taste in his mouth during their presentation. They presented the fact that over the last two years they created thousands of dollars of interest in using their facilities for individual vendors to use. In part with that, Bartram Springs required 10% of the revenue that they would bring in to go back Bartram Springs because they have to maintain the soccer field, the tennis courts, etc. If they have more people using it through third party vendors using those spaces, they have to give back to that just to break even. In their contract, it states that they are supposed to get 10% of those revenues. They were only getting 10% of the 10% of the revenues, which is 1% of the revenue. Vesta was getting the rest which equates to \$19,323.06 in 2022 and \$13,326.31 in 2023; that was supposed to go to the District to help Bartram Springs maintain the soccer fields, the tennis courts, and the facilities. He explained that was monies that

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they retained in Vesta for doing the work of getting those third-party vendors, but the work of getting the third party vendors in there and setting up the contracts and making sure that money goes to the District was something that GMS was going to be able to provide at no additional cost, so the revenue sharing that is supposed to go to the District will go to the District. As far as Amenity Athletics goes, they took a dive into their numbers, they break it out between residents and non-residents. He explained that with these types of situations, there is a growing period. In the beginning stages of this community, there were not a lot of people that play soccer or flag football, which is a testament to Vesta and how well they are doing with promoting these things and getting these things to their community. The problem is throughout that whole process of expanding the program, they aren't getting to spend the revenue to help fuel the soccer field to help maintain them. He added that had they had the additional funds, he didn't know if the soccer fields would have been in the position that they are in. He stated that if there had been conversation about how everyone would benefit from the programs, how they would charge more money for the programs and how the money would come back to Bartram Springs so Bartram Springs could provide good fields for those programs, they would have a lot better place with them as an Amenity Athletics provider. Mr. Nierengarten discussed some of the smaller items with one being the unnecessary delays in posting some of the required documents for the Florida Statutes. They said that the Board said it was important for them to make sure that the community knows what these documents are, that they are posted that they went with GMS to do this process going forward and comply with what was supposed to be posted and how they were supposed to be posted. Throughout that process, they incurred an additional cost on the District to make sure that is done. Yet, Vesta has not lowered their cost of services being that that is no longer their priority to do those things. They just focused on amenity, and they didn't take any of their money off the table for that. He stated that earlier this year they voted on Vesta's spending limits, and they found that there were monies that were being distributed for services in this community that were well beyond the scope of normal wear and tear type situations. He explained that earlier this year Vesta wanted a community vehicle, and they proposed a vehicle at \$13,503.30 to do the things in this community that needs to be done. He noted that GMS has their own vehicle that they will use to do all those things. He discussed the CDD Board meeting times stating that he has tried to make these meetings in the evenings. Being that the Chairman has talked about it at two Board meetings, he thought it would behoove the Board to consider making an evening meeting and a morning meeting. He stated that

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they were looking at a lot of different ways to make this transition as seamless as possible, but there is a lot of different aspects to it that are outside of some of the stuff that was discussed today.

Ms. McKinney stated that this was the most conversation that they have had regarding the RFP. She was very sad Wednesday night because the vote was very rushed. She noted that they didn't have extensive discussions. She added that she wasn't made aware that they would be voting. She noted that from what she was hearing from everyone, Vesta was being chastised for the Board's decisions. She pointed out that any issue they have had with Vesta has been corrected as soon as they were made aware of them. She commented on the documents not being posted stating that was GMS. She didn't feel they had any reassurance that Amenity Athletics was going to continue as is. As far as conflict of interest, she knew there were concerns that Mr. Jay King was a resident, used to be a Board member and now works for Vesta, which is why he is no longer a Board member. She didn't understand why that would be a conflict. She pointed out that Mr. Oliver works for GMS, is running their meetings and answering questions, which doesn't seem right. She suggested that there should have been a third-party person to help them with the RFP. She stated that they have worked with GMS for 13 years and she has been so happy with them. She expressed that GMS has done a wonderful job, but as far as amenity management, she didn't know. She noted that as far as transparency, she didn't understand what transparency they were missing. She addressed the training stating that she sees constant training and constant changes. She pointed out that Vesta was always improving. She explained that Vesta can only do what the Board tells them to do, and it wasn't Vesta's fault that things take time. She addressed the missing money stating that Vesta, GMS, and the entire Board were all at fault for that money not coming in correctly. She discussed the revenue sharing stating that the contracts can all be changed, and they can't chastise Vesta for the contracts that they agreed to. She briefly mentioned the turnover stating that Vesta has a really good extension policy. She commented that she was floored by the whole thing, she is sad, and she has more questions than she did Wednesday night when she left there. She requested that they rescind the vote or reopen the RFP for discussion. She recommended that from now on they need to have a clearer process with the same scrutiny that they had for the engineering report for the landscape maintenance. She also recommended that they need to send out surveys to the residents.

Mr. Walden explained that he made the decision again based off the two portfolios presented to the Board. He noted that seeking comfort was what Vesta did. He stated that this

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Board was well diverse. He commented that he judged his decision on what was presented, and he cancels out everything else. He pointed out that GMS had a well put together packet; it was amazing. He added that GMS has everything that the District needs and what they still have is there. They are not changing the soccer field and how they do business; it's going to stay the same. He stated that Vesta's packet didn't have everything. Mr. Walden dissected both portfolios and noted that it was a very hard decision to make. He closed stating that he surrounds himself with good people and applauded Supervisor Reynolds for coming on the Board with the financial aspect of numbers, Supervisor Young for coming on the Board with her attorney background, Supervisor McKinney for coming on the Board with her family background as well as her economic development background, and Supervisor Nierengarten for coming on the Board with his engineering mindset.

Mr. Oliver asked if there was going to be any action to rescind the Board's decision. Ms. Reynolds noted that it was her desire to continue with Amenity Athletics as a vendor separate from a Vesta contract. Ms. Young stated that based upon the information that she provided to the community tonight, she does not want to rescind her decision. Ms. McKinney made a motion to rescind the decision and if they may possibly still go with that company, she thinks they need to have more discussions. Mr. Nierengarten stated that he had no desire to change his vote at this time. He stated that there were a lot of questions, and he believes that they will have the answers with GMS. He added that if GMS cannot provide the answers that are right for this community, then they could easily see a different property management company going forward, but for right now he did not plan on changing his vote. There was no second to Supervisor McKinney's motion. The decision to accept GMS as Bartram Springs CDD's new management company was sustained.

**A ten-minute recess was taken at this time.*

THIRD ORDER OF BUSINESS

Approval of Minutes of the January 22, 2024 Meeting

Mr. Oliver presented the minutes of the January 22, 2024 meeting. Hearing no changes from the Board, the motion was approved.

On MOTION by Ms. McKinney, seconded by Mr. Walden, with all in favor, the Minutes of the January 22, 2024 Meeting, were approved.

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FOURTH ORDER OF BUSINESS**VerdeGo Update****This item was tabled.***FIFTH ORDER OF BUSINESS****Consideration of Proposals****A. VerdeGo for Tree Removal**

It was noted that four trees dropped totaled \$400.

B. Champion Swim School

Mr. Oliver explained that this item was for discussion of the swim lessons for this new year. He noted that Ms. Pam Villa was attending the meeting today. He noted that there was an excellent synopsis in the agenda packet for review. The floor was opened for discussion of what they think the agreement should look like. Ms. Villa introduced herself as the founder and owner of Champion Swim School. She explained that they offer a very unique and successful swim lesson program. They get two-year-old and three-year-old children swimming long distances. They are a third-party swim lesson company, and they serve quite a few different amenity centers and neighborhoods. Her position is that they are happy to serve Bartram Springs again in 2024 with their swim lesson program if they would like it. They have served Bartram Springs with their swim lesson program for the past three years and it has been successful. She noted that in Bartram Springs on a weekly basis, there are about 100 Bartram Spring residents that are students. She explained she would like the Board to tell her what they want swim lessons to look like. Ms. Reynolds explained that the past contract was directly with Vesta and not with the Board. This would be the first time this contract is directly with the Board as a separate vendor. The suggested proposal was reviewed and discussed. Ms. Reynolds noted her appreciation for the fact that the lessons are starting earlier, and they are no longer teaching on Sundays. Ms. Reynolds asked for the residents' input on if they think having swim lessons six days a week is appropriate. Residents provided their input. One resident noted that the lessons were a disruption when she is constantly having to keep her children out of a third of the pool because of lessons going on. Mr. Nierengarten pointed out that the proposed schedule for Champion swim school was in conflict with the Barracudas proposed swim schedule. Discussion ensued and it was decided to approve the terms of agreement with Champion Swim School.

Mr. Walden applauded the residents for staying and helping the Board with this decision. Ms. McKinney added that a lot of the decision making happens by attending events, etc.

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On MOTION by Ms. McKinney, seconded by Ms. Reynolds, with all in favor, the Proposal from Champion Swim School, was approved.

SIXTH ORDER OF BUSINESS**Transition Matters**

Mr. Oliver presented this item to the Board. The GMS staff introduced themselves to the Board and audience. Mr. Darrin Mossing stated that they were currently working on their transition list, and they are all working together. He noted that once the dates are decided on for that transition period, then they will begin to work towards those dates. He pointed out that they already have a pretty good start on their list of things that need to be accomplished prior to the turnover date. He thanked the Board of Supervisors again for their support. He assured the Board that GMS will work as hard as they can to make sure that their decision Wednesday night and tonight was the right decision for their community. Mr. Oliver stated that during his discussion with Mr. Jay King this morning, he offered to share his transition list too. Mr. Oliver thanked Mr. Jay King. Ms. Reynolds noted that it was important to talk about the transition plan in detail for things like kids' activity night, camp, etc. Staffing transition was discussed. She hoped that it would be the desire of Vesta to share the employees hired with GMS so they can make a smooth transition for their residents. Mr. King responded that they try to let the vendor that is losing the contract have an opportunity to talk with the employees and find out what they want to do. When they work through that list, they will provide it. Ms. Reynolds noted that there had been voices within their community that have expressed the desire to keep the staff that is currently in place. She stated that they want to understand that this is an employee-based decision, but asked if Vesta could offer that information to GMS so GMS can negotiate with the staff, if they so desire. Mr. King responded absolutely; they will certainly be supportive. Ms. Reynolds asked GMS what a successful transition plan looked like to them. Mr. Mossing responded that to him a successful transition plan looks a lot like a seamless transition where the programming of the special events are similar in nature, timing, and costs. He stated that they would work hard to make sure the camps are scheduled. He commented on getting the athletic field arrangements with Vesta in place as soon as possible. He is hopeful they can work through the insurance requirements. If they cannot, he stated that they will be seek an equal alternative. He expressed that their community was very desirable, and he feels GMS will be successful in operating and meeting the levels and expectations that they have come accustomed to with the current service provider. Mr. Walden asked Mr. King

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if he thought Vesta can do a positive transition over in 30 to 45 days. Mr. King responded that they have already done that and from a calendar standpoint, a good time is March 14, 2024. It's prior to spring break. He noted that this would be the physical turnover.

Mr. Walden asked what would be the largest obstacle they would have based off what they heard tonight. Mr. Mossing responded that for him it was the athletic program, which is number one on the list. He explained that they are optimistic, and they have already been in touch with a couple of organizations that have really good reputations. He pointed out that this is a desirable location and a desirable community. Another possible obstacle that Mr. Mossing commented on was spring break and the transition of people that have already signed up, but he hopes for no issues. Ms. Mossing discussed the seasonal staffing for the lifeguards stating that if they are doing a 30-day notice, they will need to start immediately advertising in the community for lifeguards. She commented that they are comfortable working with Vesta if they are comfortable working with them to get their advertisements out to the community. She added that everything will go out tomorrow and they would start hiring immediately. She perceives that being a hurdle because they only have 30 days to get staffing going, but it's possible. Mr. King provided and discussed work-around options for the possible obstacles noted by GMS staff.

Mr. Walden stated that he would like to see a board up in the office saying what they have done to be able to review at any time. Mr. Mossing responded that they would have board up for review.

Ms. Reynolds commented on the communication of the timeline stating that it was imperative in their communication that they include the information that they were discussing about Amenity Athletics to the residents as well as the transition plan with GMS about hiring the lifeguards and camp counselors. She also stated that in the timeline they need to have the dates set for the camp as well as a calendar of all the activities they are going to do for them within the next three months. She thinks that is a critical part of the communication to their residents. She added that the more transparent they are, the easier this transition will be.

Residents commented on the spring soccer program. It was noted that if Vesta decides to cancel its spring soccer program, Vesta will be required to directly return funds that have been collected from residents. The funds did not flow through the CDD. It was also noted that the CDD may rehabilitate the athletic fields as soon as possible if spring soccer is cancelled by Vesta. Discussion ensued regarding Vesta continuing to provide programs and the cited obstacle of

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obtaining insurance coverage. Ms. Reynolds stated that it wasn't just the residents that are at a loss if spring soccer doesn't happen, there is also a loss for the individuals that are the part-time referees. She asked if the referees will be notified if the spring soccer doesn't work out. Mr. King responded that they have already notified them. Ms. Reynolds asked when the communication will go out about GMS. Ms. Young stated that she wanted to make sure that communication outlines everything. It was noted that the communication will be released to Board for review by COB February 13, 2024, announcing transition to GMS effective March 14, 2024 and reiterating the Board's unwavering commitment to continue all existing popular programs and events. Mr. Oliver stated to Mr. King that they needed to get a handle on what projects are in process and the status. Mr. King responded absolutely.

SEVENTH ORDER OF BUSINESS**Ratification of Agreement for Engineering Services** *(will be sent under separate cover)*

**This item was tabled.*

EIGHTH ORDER OF BUSINESS**Consideration of Agreement for Landscape & Irrigation Maintenance Services** *(will be sent under separate cover)*

**This item was tabled.*

NINTH ORDER OF BUSINESS**Update Regarding Structural Engineer Slide Tower Inspection Report**

Mr. Oliver presented the inspection report of the slide tower. He stated that the engineer suggested that they complete repairs within six months. Mr. King provided a status update on this inspection.

TENTH ORDER OF BUSINESS**Staff Reports****A. Attorney**

Mr. Haber reminded the Board that starting January 1, 2024, they have an entire year to do four hours of ethics training.

B. Engineer

There being no comments, the next item followed.

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C. District Manager

There being no comments, the next item followed.

D. General Manager – Report

The report was provided in the agenda package for review. Mr. King stated that he was happy to answer any questions. Ms. Reynolds asked if the gym equipment was delivered. Mr. King responded that it has not been delivered. Ms. Young asked if they had a timeline. The response was six to eight weeks from the time of the order, which was about 2 weeks ago. Mr. Walden asked about what they were going to do with the furniture in the card room. Mr. King is going to have Ms. O’Lear follow up with an answer to Mr. Walden’s question about the furniture.

E. Operation Manager – Report

The report was provided in the agenda package for review. It was noted that Mighty Dog roofing project is still in progress and wood rot was detected. There was an update on the repairs to deteriorated and corroded hardware. They are awaiting shipment of additional hardware. Completion will be in the next week or so.

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Mr. Oliver reviewed the financial statements. A copy of the financials was included in the agenda package. The capital reserve balance is \$208,085. He pointed out that the repairs and maintenance budgeted \$78,000 for the year and they are at \$33,580.

B. Assessment Receipt Schedule

A copy of the assessment receipt schedule was included in the agenda package. The District is 96.9% collected.

C. Approval of Check Register

Mr. Oliver presented the check register for review.

On MOTION by Mr. Walden, seconded by Ms. McKinney, with all in favor, the Check Register, was approved.

THIRTEENTH ORDER OF BUSINESS

Next Scheduled Meeting – March 11, 2024 at 8:30 a.m. @ Bartram Springs Club Amenity Center

Mr. Oliver stated the next meeting regular meeting will be on March 11, 2024 at 8:30 a.m.

FOURTEENTH ORDER OF BUSINESS

Adjournment

Mr. Oliver asked for a motion to adjourn the meeting.

On MOTION by Mr. Walden, seconded by Ms. McKinney, with all in favor, the meeting adjourned.

DocuSigned by:

Jim Oliver

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Secretary/Assistant Secretary

DocuSigned by:

Andrew Walden

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Chairman/Vice Chairman