

**MINUTES OF MEETING
BOYNTON VILLAGE
COMMUNITY DEVELOPMENT DISTRICT**

The Boynton Village Community Development District held a Landowners' Meeting on November 14, 2018 at 10:30 a.m., at 2300 Glades Road, Suite 410W, Boca Raton, Florida 33431.

Present at the meeting were:

Cindy Cerbone	District Manager
Ginger Wald	District Counsel
Richard "Chip" Carlson	Morguard Boynton Town Center, Inc.
Evan Schlecker	Cortina III
Hugo Pacanins	RRPIV Cortina LLC

FIRST ORDER OF BUSINESS

Call to Order/Roll Call

Ms. Cerbone called the meeting to order at 10:42 a.m.

SECOND ORDER OF BUSINESS

Affidavit/Proof of Publication

The affidavit of publication was provided for informational purposes.

THIRD ORDER OF BUSINESS

Election of Chair to Conduct Landowners' Meeting

All present agreed to Ms. Cerbone serving as Chair to conduct the Landowners' meeting.

FOURTH ORDER OF BUSINESS

Election of Supervisors [SEATS 1, 2 & 5]

Ms. Cerbone stated that Seats 1, 2 and 5, currently held by Mr. Mike Oliveri, Mr. Michael Smith and Mr. Gary Einfalt, respectively, were up for election. The terms of Seats 3 and 4, currently held by Mr. Jim Giolda and Mr. Adam Freedman, respectively, expire November 2020.

Ms. Cerbone explained the election process.

A. Nominations

Mr. Carlson, as Proxy Holder for Morguard Boynton Town Center, Inc. (Morguard), nominated the following:

- Seat 1 William Horowitz
- Seat 2 William Horowitz
- Seat 5 William Horowitz

Ms. Wald confirmed that a person could be nominated for more than one seat; however, the person cannot hold more than one seat.

Mr. Pacanins, representing RRPIV Cortina LLC (RRPIV) nominated the following:

- Seat 1 Richard Buck
- Seat 2 Evan Schlecker
- Seat 5 Hugo Pacanins

No other nominations were made.

B. Casting of Ballots

- i. Determine Number of Voting Units Represented**
- ii. Determine Number of Voting Units Assigned by Proxy**

Mr. Carlson stated that Morguard has a difference of opinion with District Counsel and District Staff regarding how votes are calculated for purposes of Landowner votes and read the following from Chapter 190.006:

“In part, a fraction of an acre shall be treated as a lot, entitling the Landowner to one vote, with respect thereto. For purposes of determining voting interest, platted lots shall be counted individually and rounded up to the nearest whole acre. The acreage of platted lots shall not be aggregated for determining the number of voting units held by a Landowner or a Landowner’s Proxy.”

Mr. Carlson stated that discussion occurred with District Counsel and District Staff, prior to the meeting. The opinion of Morguard is that the language “platted lots shall not be aggregated” is plain on its face and the only question that arises is what lots mean in that sentence. Everyone agrees that Chapter 190 does not define the term lots so the determination must come from elsewhere. Mr. Carlson reviewed the Platting Statutes and read the following from Chapter 177, Section 177.031, Paragraph 11:

“Lot includes tract or parcel and means the least fractional part of subdivided lands having limited fixed boundaries and assigned number, letter or other name, through which it may be identified.”

Mr. Carlson stated that Morguard believes that its platted tracts, identified as SMU5, etc., and other various designations, fall into the definition of lot, for the purposes of platting law and, therefore, fall into the definition of lot for the purposes of Chapter 190.006. Based upon his calculations, using those parameters, he believed that the rounding of each individual lot would result in 31 voting units.

Ms. Cerbone stated that the typical practice, when dealing with plats and Landowner or property owner voting allotments, is based on the information within the plat, itself. If the plat does not mention the number of lots, the acreage used in the plat is used and then the acreage is accumulated or aggregated for that property owner, whether there is one or multiple parcels, as long as it is the same property owner, it is aggregated and then rounded up. The voting units are based on that aggregated and then rounded up acreage number. If that Landowner had, under one name, some plats that had acres and some that had units, with a unit being a lot, when doing the calculation of the vote allotment, there would be a column listing the lots, as listed within the plat, and other plats under that ownership listing acreage and then treat them accordingly. This has been the common practice. When Morguard raised the question regarding how this occurred, she asked the District Engineer to review the actual information in the plat, specifically the ten parcel IDs owned by Morguard, and determine if the plats are listed with lot information in them and, if there is not lot information, for the District Engineer to confirm that there is information that there is acreage, or both. She explained to the District Engineer that the question was being asked because Management needs to confirm that the calculation for the voting allotment is correct. The District Engineer indicated that all of the plats from Morguard reference acreage and not lots; furthermore, the other Landowners' referenced acreage, as well. For the record, prior to a recent replat related to the Cortina III ownership, the prior owner, BR Cortina, had a plat that clearly had lots listed in the plat but that no longer exists, so Cortina III was treated accordingly; their votes are not be calculated using lots because the replat reflects acres. This is just like, not only for this election but for prior elections; the method for calculating vote allotment has not changed; this has been consistent for the history of the District, for the time Management has managed the District.

Regarding how votes are calculated, pursuant to Chapter 190.006(2)(b), and the difference between lots and acres, Ms. Wald stated, for the record, that she believed one word read by Mr. Carlson was incorrectly stated, and she read the following:

“For purposes of determining voting interest, platted lots shall be counted individually and rounded up to the nearest whole acre. The acreage of platted lots shall not be aggregated for determining the number of voting units held by a Landowner or a Landowner’s Proxy.”

Ms. Wald stated that the difference between the acreage, as the use of the acreage in aggregating and rounding up, is different to the use of platted lots. The plat was not reviewed by District Counsel or District Counsel’s office but was reviewed, as stated by the District Manager, by the District Engineer to make the determination as to whether the plat identified lots or not. As stated by the District Manager and relayed to everyone today, based upon the District Engineer’s review, they were not lots. Also, based upon that, District Counsel concurs with the District Manager, as to the interpretation; however, District Counsel did not have the opportunity or posed with the question of what would be the definition of a lot, other than what is based in Chapter 190.

Mr. Carlson voiced his understanding, for the record, and asked, if the Morguard parcels that are platted did not have the acreage calculus on each parcel, would they not be treated as acres. Ms. Cerbone stated that is not what is being said; she said that there was no lot information. Mr. Carlson asked for further clarification. Ms. Wald stated that a fraction of an acre shall be treated as one acre entitling the Landowner to one vote, with respect thereto, when talking about acreage, and not lots. Mr. Carlson asked if that means whether it is platted or not. Ms. Wald stated that it has nothing to do with platting; it is just the precursor to the platting language in Chapter 190 and it is talking about how you read the acreage.

Regarding the number of votes that Mr. Carlson, as Proxy Holder, was eligible to cast, on behalf of Morguard, Ms. Wald stated that Morguard wanted to cast 31 votes that they believe they have for Mr. Horowitz. Ms. Cerbone stated that Management has a different number of voting units for Morguard. Ms. Wald stated that, if Mr. Carlson casts the 31 votes, the question becomes whether that will be acceptable, based on Management’s calculation of Morguard’s number of voting units. Ms. Cerbone asked if she, as District Manager and Chairperson of the Landowners’ Meeting, determines whether she can accept the 31 votes. Ms. Wald replied

affirmatively. Ms. Cerbone asked District Counsel if she can accept a number of votes higher than what Management determined to be the number of voting units, pending further applicable legal review. Ms. Wald replied affirmatively and stated it is not set forth, within the Statute, as to the correct procedure when there is a dispute as to the number of votes, other than, at the end, an individual can object, prior to the certification of the election; therefore, as the Chair, it is up to Ms. Cerbone to make the determination as to whether 31 votes is the proper number of votes that should be accepted, as cast by Morguard. Ms. Cerbone proposed that she accept 31 votes from Mr. Carlson, pending further review by applicable counsel of which she is asking District Counsel to obtain and, if that other counsel determines that Management made the correct calculation, then the 31 votes could revert to the 27 calculated by Management. Ms. Wald stated that it would not be possible to certify the election, under that scenario. Ms. Cerbone asked, for the record, if she advises the Proxy Holder that she cannot accept the 31 votes but can accept up to 27 votes, the Proxy Holder then has the decision to make of whether to cast up to 27 votes. Ms. Cerbone noted that the property owner has other avenues to pursue overruling the number of votes that she accepts today.

Ms. Cerbone advised Mr. Carlson, as Proxy Holder for Morguard, that she cannot accept the 31 votes but she can accept 27 votes.

Mr. Carlson cast the following votes for Seat 1, on behalf of Morguard, without prejudice to object to the number of voting units being 27 and preserving the ability to object to the certification of the election, at the end:

Seat 1 William Horowitz 27 votes

No other votes were cast for Mr. Horowitz for Seat 1.

Mr. Carlson cast the following votes for Seat 2, on behalf of Morguard, without prejudice to object to the number of voting units being 27 and preserving the ability to object to the certification of the election, at the end:

Seat 2 William Horowitz 27 votes

No other votes were cast for Mr. Horowitz for Seat 2.

Mr. Carlson cast the following votes for Seat 5, on behalf of Morguard, without prejudice to object to the number of voting units being 27 and preserving the ability to object to the certification of the election, at the end:

Seat 5 William Horowitz 27 votes

No other votes were cast for Mr. Horowitz for Seat 5.

Mr. Pacanins, as Proxy Holder, cast the following votes for Seat 1, on behalf of RRPIV Cortina LLC:

Seat 1 Richard Buck 14 votes

Ms. Cerbone stated, for the record, that she has ballots from RRPIV and Cortina III, which the Proxy Holder and Landowner Representative completed with the name of the candidates and the number of votes being cast for each. For the record, Cortina III wished to list the candidates on its ballot in the same order as on the RRPIV ballot, which resulted in arrows on the Cortina III ballot switching Mr. Richard Buck to 1 and Mr. Schlecker to 2.

Mr. Schlecker, a Landowner Representative, cast the following votes for Seat 1, on behalf of Cortina III:

Seat 1 Richard Buck 28 votes

No other votes were cast for Mr. Buck for Seat 1.

Mr. Pacanins, as Proxy Holder, cast the following votes for Seat 2, on behalf of RRPIV Cortina LLC:

Seat 2 Evan Schlecker 14 votes

Mr. Schlecker, a Landowner Representative, cast the following votes for Seat 2, on behalf of Cortina III:

Seat 2 Evan Schlecker 28 votes

No other votes were cast for Mr. Schlecker for Seat 2.

Mr. Pacanins, as Proxy Holder, cast the following votes for Seat 5, on behalf of RRPIV Cortina LLC:

Seat 5 Hugo Pacanins 14 votes

Mr. Schlecker, a Landowner Representative, cast the following votes for Seat 5, on behalf of Cortina III:

Seat 5 Hugo Pacanins 27 votes

No other votes were cast for Mr. Pacanins for Seat 5.

C. Ballot Tabulation and Results

Ms. Cerbone reported the ballot tabulation, as follows:

Seat 1:	William Horowitz	27 votes	Richard Buck	42 votes
Seat 2:	William Horowitz	27 votes	Evan Schlecker	42 votes

Seat 5: William Horowitz 27 votes Hugo Pacanins 41 votes

Ms. Cerbone reported the winners of the election and Seat terms, as follows:

Seat 1 Richard Buck 42 votes Four-year Term

Seat 2 Evan Schlecker 42 votes Four-year Term

Seat 5 Hugo Pacanins 41 votes Two-year Term

FIFTH ORDER OF BUSINESS

Landowners' Questions/Comments

There being no Landowners' questions or comments, the next item followed.

Ms. Cerbone stated that the next regular meeting was scheduled for December 12, 2018 at 10:30 a.m., at this location. She recommended that the new Board Members be present, in person, to ensure a quorum and so that the Oath of Office can be administered.

Discussion ensued regarding rescheduling the next meeting and Sunshine Law.


Ms. Wald stated that the results of the Landowners' election must be certified, during a regular meeting and the Oath of Office must be administered. The Oath of Office can be administered by any Notary Public. At least three Board Members must be present, in person, to establish a quorum. Regarding the Sunshine Law, Ms. Wald stated that, following an election, she generally speaks with the new Board Members about the Sunshine Law. Ms. Cerbone stated that Management also provides a New Supervisor Packet, which contains information and includes the Sunshine Law, Code of Ethics, etc.

Mr. Carlson asked when the election results would be certified. Ms. Cerbone stated at the next regular meeting. Mr. Carlson asked if any objections must be raised in that meeting. Ms. Cerbone stated that an objection must be filed within 30 days of the election. Ms. Wald stated that the objection could be filed now. Mr. Carlson stated that he would not object now but would reserve the right to object to the calculus later and recommended that District Counsel and Management obtain legal opinion on it because it is conceivable that the commercial interests could align, at some time, which would make it a meaningful issue, in the future.

SIXTH ORDER OF BUSINESS

Adjournment

There being no further business to discuss, the meeting adjourned at 11:20 a.m.


Secretary/Assistant Secretary


Chair/Vice Chair