MINUTES OF MEETING
LANDINGS AT MIAMI
COMMUNITY DEVELOPMENT DISTRICT

A regular meeting of the Board of Supervisors of the Landings at Miami Community Development District was held on Wednesday, March 15, 2023, at 9:30 a.m. at 23398 SW 108th Court, Miami, Florida.

Present and constituting a quorum were:

Craig Perry	Chairman
Jose Milan	Vice Chairman
Tom Pagnotta	Assistant Secretary
Nathalia Jiron	

Also present were:

Juliana Duque	District Manager
Ginger Wald	District Counsel
Ana Llerena	FSR Residential Property Management
Several Residents	

FIRST ORDER OF BUSINESS — Roll Call

Ms. Duque called the meeting to order and stated we have a quorum.

SECOND ORDER OF BUSINESS — Organizational Matters

A. Consideration of Appointment of Supervisor to Unexpired Term(s) of Office Seat #2 (11/2023)

B. Oath of Officer for Elected/Newly Appointed Supervisor(s)

Ms. Duque: The next item is the organizational matters, so I would like to remind the Board of Supervisors that we have an open seat for the unexpired term of office for seat #2 which will expire in November, 2023. Is there any direction from the Board at this point to appoint someone?

Mr. Milan: Yes, I nominate Nathalia Jiron to the vacant seat, Nathalia is the president of the HOA, right?

Ms. Jiron: Yes, president and vice president of the master.

Mr. Perry: So, what was your last name Nathalia?

Ms. Jiron: It's Jiron, J-i-r-o-n.

Mr. Perry: Ok, I second that motion.

On MOTION by Mr. Milan seconded by Mr. Perry with all in favor, appointing Nathalia Jiron to fill the unexpired term of office for seat #2 expiring November, 2023 was approved.

Ms. Duque: So, Nathalia, welcome. I would like to administer the oath of office, so "I".

Ms. Jiron: Nathalia Jiron.

Ms. Duque: A resident of the State of Florida and citizen of the United States of America, being a Supervisor of the Landings at Miami Community Development District and recipient of public funds on behalf of the District, do hereby solemnly swear or affirm that I will support the Constitution of the United States and of the State of Florida, and will faithfully, honestly, and impartially discharge the duties devolving upon me in the office of Supervisor of the Landings at Miami Community Development District, Miami-Dade County, Florida.

Ms. Jiron: I accept.

Ms. Duque: Thank you so much Nathalia. Nathalia, I want to hand you this set of documents, and after the meeting you can reach out to me, or you can also reach out to the District attorney so we can explain each one of those documents. So, pretty much you have Form 1, which is the statement of financial interest, it needs to be filled out and given to the Miami-Dade County Supervisor of Elections 30 days from your nomination date, which is 30 days from today. The employment eligibility for payment, the employment form, the W-4, form A & B, and also the Florida Commission on Ethics, the guide to the Sunshine Amendment and Code of Ethics, it's very important to please read this code. If you have any additional questions, I would be glad to answer those, and once again Nathalia, I strongly recommend you to create an additional email, a separate email so that you can keep all the information that pertains to the District on that specific email.

Ms. Jiron: Thank you.

C. Election of Officer(s)

Ms. Duque: So, let's move forward then with the election of officers. So, this is the moment for the Board of Supervisors to make any changes to the slate of officers. Right now we have Craig Perry as the chairman, Jose Milan as vice chairman, Deborah Perry as an assistant secretary, and Tom Pagnotta as an assistant secretary. Julia Duque is your secretary, Rich Hans from my office, assistant secretary, and Patti Powers is the treasurer. If the Board would like to continue with the same slate of officers this is the moment to motion to that or make any changes. Once again, for the purpose of today's meeting, all of the Supervisors have the same duties and responsibilities, the fact that we have a chairman and vice chairman is just to make sure that person is available for signatures on the agreements or documents that were discussed and approved by the Board. So, I know that is not part of the HOA, the way the HOA works is completely different, so I wanted to make sure I mentioned that.

Mr. Perry: So, if we took one person off the Board, and we can get them to resign, does the four, now having Nathalia on the Board make a quorum and make it all work?

Ms. Duque: Correct, right now if you add Nathalia, you're going to have five Supervisors, we need a minimum of three to be able to have quorum.

Mr. Perry: Ok, and I'll discuss it with her but, I don't think it's a problem, have Deborah Perry taken off the Board.

Ms. Wald: Well, you can't, she has to submit a resignation.

Mr. Perry: Right, she'll submit a resignation, and it won't be affective until the next meeting.

Ms. Duque: Correct.

Ms. Wald: We just need to do the officers and when she submits the letter of resignation, we have to redo it anyway, redo the election of officers and everything.

Mr. Perry: Ok, so then we don't need to have Nathalia become a position until the following meeting.

Ms. Duque: That's up to the Board, that is correct.

Mr. Perry: Ok, so I make motion to accept the Board positions as presented.

> On MOTION by Mr. Perry seconded by Ms. Milan with all in favor, Elections of Officers, electing to keep the existing slate of officers as stated on the record by Juliana Duque was approved.

Ms. Wald: So, the slate of officers will stay as it was before and Nathalia since you're a resident and the comment made by Craig is very important, it seems that one of the Board of Supervisors will be resigning for the next meeting, so if you happen to know someone from the community that would like to be part of this Board then perhaps you can make contact with that person, and see if that's a position that they may want.

Ms. Jiron: Ok.

THIRD ORDER OF BUSINESS Approval of the Minutes of the August 17, 2022 Meeting

Ms. Duque: Let's move forward with our next item which is the approval of the minutes of the August 17, 2022 meeting. This is the moment to present any additions, corrections, or deletions. If there are none, a motion to approve them will take place.

> On MOTION by Mr. Perry seconded by Mr. Pagnotta with all in favor, the minutes of the August 17, 2022 meeting were approved.

FOURTH ORDER OF BUSINESS Consideration of:

A. Resolution #2023-01 Adjusting Terms of Office

Ms. Duque: The next item is consideration of resolution #2023-01. So, this is a resolution of the Board of Supervisors that extends the terms of the members of the Board by seat numbers as follows; the term of office for seat #1 and seat #3 those being, Crag and Jose right now, are currently scheduled to expire in November, 2025, so with the resolution we're extending the term of office to expire in November, 2026, so that it coincides with the general election to be held in November, 2026. Then, for seats #2, #4 and #5, which are currently Deborah, Tom and Nathalia, those are currently scheduled to expire in November, 2023, so with this resolution it extends those terms of office to expire in November, 2024 so they coincide with the general election to be held in November, 2026.

Mr. Perry: So, that would be the first time that all five seats would be on the general election ballot for the vote?

Ms. Duque: Yes.

Mr. Perry: And you can do that?

Ms. Wald: Yes, by extension you can go a year less, you can go a year more.

Mr. Perry: But don't some seats have different terms?

Ms. Wald: Right, and that's what she just said.

Mr. Milan: They're just staggard.

Ms. Wald: Correct, they're staggard.

Mr. Perry: So now it would be 2 years and 4 years?

Ms. Duque: If we stagger it, some will expire in 2026, which is the election year, some others will expire in 2024, which pretty much the Board member can resign or elect or appoint someone from the community, but the point is it's starting on the election year.

Mr. Perry: So, that the general election on the first election would have all members being voted on at that particular point in time, and that it would stagger thereafter.

Ms. Wald: Correct.

Mr. Perry: Ok, so I'll make a motion to approve resolution #2023-01.

On MOTION by Mr. Perry seconded by Mr. Milan with all in favor, Resolution #2023-01 adjusting terms of office was approved.

B. Resolution #2023-02 Approving the Proposed Fiscal Year 2024 Budget and Setting the Public Hearing

Ms. Duque: Let's move forward to the next item which is resolution #2023-02. This is a resolution of the Board of Supervisors approving the proposed fiscal year for the 2024 budget and setting the public hearing. So, once again, as the Board is aware the budget is the financial plan that serves as the basis for the expenditures of the decision making, and subsequent control of those expenditures. The next page, before we talk about the resolution, is the proposed budget, and I have given you a copy of the budget so that you can follow along as well. So, page 1 is our general fund and we'll come back to this shortly. Pages 2 and 3 are the narrative which gives a detailed explanation of each line in your general fund. Pages 4 to 7 are the debt fund for purposes of today's meeting and a better understanding of our budget, this is the first component of our Non-Ad Valorem Assessments. So, you have the debt service Series 2018 which is on page 4, and the amortization schedule which is on page 5, you also have the debt service Bond Series 2020 on page 6, and the amortization schedule on page 7. The maturity date for Series 2018 is November 1, 2048, and the maturity date for the Series 2020 Bond is November 1, 2049. Once again, this is the first component of our budget, and Nathalia, just so you also understand there are two components. The first component is the O&M of the budget, that's the portion of the budget that we can work around, make changes, add or remove or increase if there is a need, and the debt service which is the one that I just mentioned that is a fixed amount that portion of the budget we cannot change. So, let's to go back to our general fund, so once again this is known as our operation and maintenance, and this is the second component of the Non-Ad Valorem Assessments that the property owners within the District will be seeing on their annual tax bill from Miami-Dade County. This is the portion of the budget the deals with the day in and day out services of the District, and as you can see, and the Board is very aware, we only have administrative expenses in our budget because all of the services in terms of landscaping and maintenance or the areas owned by the District are being provided by your HOA according to the current contract that we have. So, in terms of our general fund budget and the administrative, there is no changes, the amount is the same amount that was paid by the residents during the last year, so there are no increases. As you can see there were some changes in some of the line items, those being the management fee, which you can see a 3% increase, and also in the insurance from $13,000 to $14,400. So, that's pretty much the big changes that you have in your budget, but in terms of the total amount there is no increase.

Mr. Perry: Yes so, I'm ok with the budget, and I've gone through the details of it, so unless anybody has some specific questions, I think we can make a motion to approve it.

Ms. Duque: And Craig, also now that you mentioned that, because we have residents present, the current Board of Supervisors has been very conservative with the current budget because once again, there was no representation from the community, so they kept it to a minimum for the day in and day out activities on the administrative side for the District. As soon as the new resident Board joins and you see a need for making changes, when we discuss the next fiscal year budget then that's your time to add or remove anything.

Ms. Wald: And this is just the proposed budget.

Ms. Duque: That is correct, it's just the proposed budget.

Mr. Perry: Right, so it will be adopted in August, correct?

Ms. Wald: Well, we have to look at the calendar.

Ms. Duque: Yes, we're going to go back and talk about that.

Mr. Perry: Ok.

Ms. Duque: So, if there are no additional comments to the budget at this point, then I would like to go back to the resolution. So, resolution #2023-02 pretty much tells us that we must adopt a proposed budget for the operation and maintenance prior to June 15th and transmit this to the Board of Commissioners of Miami-Dade County. So, we need a minimum of 60 days from today to be able to meet and set our public hearing, and at the same time allow for public comment or any testimony.

Mr. Perry: So, that would be a May meeting?

Ms. Duque: Yes, we're good for the meeting, and 60 days would be May 14th, and our next meeting is May 17th.

Mr. Perry: May 17th, ok, perfect. So, at that May 17th meeting we would approve the budget.

Ms. Duque: Yes, adopt the budget.

Mr. Perry: Right, you're going to adopt it, and then we would not need an August meeting, is that right?

Ms. Duque: We do not.

Mr. Perry: Ok, so we're going to adopt it on May 17th.

Ms. Duque: Yes. So, then I believe the Board is in agreement to have our public hearing to adopt the budget, and also approve the proposed fiscal year 2024 budget for the hearing to be on May 17, 2023 at 9:30 a.m. at the Landings Clubhouse, 23398 SW 108th Court, Miami, Florida 33032, a motion to approve will take place.

> On MOTION by Mr. Milan seconded by Mr. Pagnotta with all in favor, Resolution #2023-02 approving the proposed Fiscal Year 2024 Budget and setting the Public Hearing on May 17, 2023 at 9:30 a.m. at 23398 SW 108th Court, Miami, Florida was approved.

C. Resolution #2023-03 Certifying Project

Ms. Duque: Let's move forward then with our next item which resolution #2023-03. It is the resolution from the District that declares certain public improvements within the District, those being related to the Series Bonds 2018 and Series Bonds 2020, the projects to be completed, accepting the same, and at the same time establishing a 30-day period within which property owners within the District may prepay their debt assessment without any interest. So, exhibit A of that resolution shows the District engineer certificate from Ford Engineers pretty much stating that they have reviewed all of the documentation and that those two projects, Series Bond 2018 and Series Bond 2020 Special Assessments Bonds were completed. So, a motion to approve resolution #2023-03 will take place.

> On MOTION by Mr. Milan seconded by Mr. Perry with all in favor, Resolution #2023-03 certifying the project was approved.

FIFTH ORDER OF BUSINESS — Appointment of Audit Selection Committee

Ms. Duque: The next item that we have is the audit selection committee, so the process that is required by the Statute is for the Board of Supervisors to select the auditor. So, the state makes us form an audit selection committee, and then we have to rank those auditors for the proposals presented by those auditing firms. So, basically the first act that we need is to appoint yourselves as the audit selection committee, so I will need a motion to select the Board of Supervisors as the audit selection committee.

Mr. Perry: I make a motion to approve the Board as the audit selection committee.

> On MOTION by Mr. Perry seconded by Mr. Milan with all in favor, appointing the entire Board of Supervisors to serve as the Audit Selection Committee was approved.

Audit Selection Committee Meeting

A. Opening Audit Selection Committee Meeting
B. Roll Call
C. Selection of Criteria for Evaluation
D. Ratification of RFP
E. Ranking of Respondents to the RFP
F. Adjournment

Ms. Duque: Now, I need a motion to open the audit selection committee meeting.

> On MOTION by Mr. Milan seconded by Mr. Pagnotta with all in favor, opening the Audit Selection Committee Meeting was approved.

Ms. Duque: So, as for the roll call, the members of the audit selection committee are Craig Perry, Jose Milan, Tom Pagnotta, and Nathalia Jiron. Then you have a copy of the criteria sheet, we can kind of discuss that criteria sheet right now if you have any questions but, at this time approval of the criteria evaluation will take place, and that's pretty much what's on the sheet.

Mr. Perry: Yes, I think we've gone through it, we should use this, as long as everything is consistent which we see it is, it's a fair price on using the existing audit firm consistency year over year, so we went through and made that recommendation and gave 100 points to Berger, Toombs, Elam, Gaines and Frank, and to the competing firm, Grau & Associates, 95 points, so I think we would go with the existing firm, the Berger, Toombs firm.

Ms. Duque: So, just to follow our committee meeting because we have to make some motions, so a motion to ratify the criteria for evaluation will take place.

Ms. Jiron: Do I have a copy of that paperwork?

Ms. Duque: Yes, and I can provide it to you right here.

Mr. Perry: Just give her the whole package because we have an extra one.

Ms. Duque: Yes, you can use this one, and you can open section 5, if you go to section 5, you will see that sheet that we are talking about.

Mr. Perry: And this is how we rank them.

Ms. Duque: So, what we have Nathalia is that we have requested proposals from auditing firms to provide that service to the District. We received proposals from Berger, Toombs, Elam, Gaines and Frank, as well as Grau & Associates, and what we're doing right now is we're ranking those proposals and there is a criteria for that, the ability of personnel, the proposer's experience, the understanding of the scope of work, ability to furnish the required services and the price. So, in realty it comes down to the price because both companies, I would say they are very competent, and they do deal with a lot of Special Taxing Districts, Community Development Districts, and governmental entities. So, location is not a big factor because basically today everything is being done through email, so all of the documents are scanned, they have access to our A/P, just by logging into our system, so as mentioned by Craig it comes down to the price. Berger, Toombs, they were our audit firm, they've been our audit firm since 2018, and as you can see in terms of the prices there's a difference of $490 on a 5-year term from one, and Berger being the cheaper one.

Ms. Wald: If we can take a step back, you have no choice, this is required by Florida Statutes that each Community Development District as a governmental entity has to proceed forward with an independent audit of those books, and that's the process that we're actually going through now. The first four criteria are set by Florida Law, the last one is optional, which everybody wants to know, what's the price. So, you really have no choice to say, no I don't want to do this because we have to. The other item is that you're supposed to have three proposals but, if you don't get three then you just move to waive the number three and then you rank #1 and #2, which is where we are right now.

Ms. Duque: So, unless there are any questions Nathalia, let me go back, and then once again I need a motion to ratify the criteria for evaluation.

On MOTION by Mr. Milan seconded by Mr. Perry with all in favor, ratifying the criteria for evaluation was approved.

Ms. Duque: So, once again, we ran an advertisement for getting those proposals, so just a ratification of that action will be in order, so it would be a ratification of the RFP, is there a motion?

On MOTION by Mr. Perry seconded by Mr. Milan with all in favor, ratifying the RFP was approved.

Ms. Duque: So, before we rank the respondents and as was mentioned by Ginger, we need to waive the requirement of three proposals since we received only two RFPs, so a motion will take place.

On MOTION by Mr. Milan seconded by Mr. Pagnotta with all in favor, waiving the requirement of three respondents for selecting an auditing firm was approved.

Ms. Duque: Now, we need the ranking of the respondents, can I have the sheet with the ranking, that committee decided on? Thank you. So, for the record we have Berger, Toombs, Elam, Gaines and Frank with 100 points, and Grau & Associates with 95 points. We need a motion to adjourn audit committee selection meeting.

On MOTION by Mr. Perry seconded by Mr. Pagnotta with all in favor, the Audit Selection Committee Meeting was adjourned.

SIXTH ORDER OF BUSINESS Selection of Audit Firm

Ms. Duque: So, now that we ranked them pretty much moving back to the meeting, now we need the Board of Supervisors to come back again and sit as the Board of Supervisors of the District, so based on the audit selection committee recommendation, they have ranked Berger, Toombs, Elam, Gaines and Frank as #1, and Grau & Associates as #2. So, a motion to approve the selection and authorize the staff to bring back the agreement at the next meeting will take place.

> On MOTION by Mr. Milan seconded by Mr. Pagnotta with all in favor, accepting the audit firm of Berger, Toombs, Elam, Gaines & Frank to serve as the auditor for the District, and authorizing staff to enter into an agreement was approved.

SEVENTH ORDER OF BUSINESS — Ratification of Engagement Letter with Berger, Toombs, Elam, Gaines & Frank to perform the Audit of Fiscal Year Ending September 30, 2022

Ms. Duque: The next item is ratification of the engagement letter with Berger, Toombs, Elam, Gaines & Frank to perform the audit for fiscal year ending September 30, 2022.

> On MOTION by Mr. Perry seconded by Mr. Pagnotta with all in favor, ratification of engagement letter with Berger, Toombs, Elam, Gaines & Frank to perform the audit for Fiscal Year ending September 30, 2022 was approved.

EIGHTH ORDER OF BUSINESS — Staff Reports

Ms. Duque: The next item is staff Reports, attorney.

A. Attorney

Ms. Wald: Nothing today, none.

Ms. Duque: Thank you so much.

Mr. Perry: There was nothing that came out of like any committees or anything?

Ms. Wald: Nothing has transpired.

Mr. Perry: Ok.

B. Engineer

Ms. Duque: Nothing to report under the engineer.

C. Manager

1) Discussion of:

a. Designation of District Records Office – 2804 NE 8th Street, Suite 202, Homestead, Florida

b. Track H-1 – District Property – Commercial Property Debris

Ms. Duque: Nothing additional to report under the manager's report, the only thing that I would like to mention to the Board is that I have been in communication with Ana, the HOA property manager, in reference to Track H-1 which is the piece of land next to our commercial neighbors. We received a violation from Miami-Dade County in terms of the maintenance of that piece of land but, I have been in communication with Ana, and as we agreed, the best approach is to reach out to the managers of the commercial side, and hopefully they understand the need to work together since we are pretty much the same community and share those items, if there is any additional concern, I'll make sure we address that with Ana directly. Nothing else to report. Let's move forward, and we need to designate our office at 2804 NE 8th Street, Suite 202, Homestead, Florida as the District's records office, so a motion to approve will take place.

> On MOTION by Mr. Perry seconded by Mr. Pagnotta with all in favor, designating the District records office as 2804 NE 8th Street, Suite 202, Homestead, Florida was approved.

Ms. Duque: We already discussed the tract H-1.

NINTH ORDER OF BUSINESS — Financial Reports

A. Approval of Check Run Summary

B. Balance Sheet

Ms. Duque: Now let's move forward to financial reports, tab A is approval of the check run summary and tab B is the balance sheet and income statement. Unless there is any question about those, a motion to approve them will take place.

> On MOTION by Mr. Perry seconded by Mr. Pagnotta with all in favor, the check run summary and the balance sheet were approved.

TENTH ORDER OF BUSINESS — Supervisors Requests and Audience Comments

Ms. Duque: Are there any Supervisors requests?

Mr. Perry: No.

Ms. Duque: Not hearing any, and it seems we lost our audience, I don't see anyone else on the conference, so there are no audience comments.

ELEVENTH ORDER OF BUSINESS — Adjournment

Ms. Duque: A motion to adjourn will take place.

On MOTION by Mr. Perry seconded by Mr. Pagnotta with all in favor, the Meeting was adjourned.

Secretary /Assistant Secretary

Chairman / Vice Chairman