

**MINUTES OF MEETING
FOX BRANCH RANCH
COMMUNITY DEVELOPMENT DISTRICT**

The Board of Supervisors of the Fox Branch Ranch Community Development District held a Regular Meeting and Audit Committee Meeting on November 8, 2023 at 9:30 a.m., at the Ramada by Wyndham Davenport Orlando South, 43824 Highway 27, Davenport, Florida 33837-6808.

Present at the meeting were:

Bill Fife	Chair
Mary Moulton	Vice Chair
John (JC) Nowotny	Assistant Secretary
Shelley Kaercher	Assistant Secretary (appointed at meeting)

Also present:

Cindy Cerbone	District Manager
Andrew Kantarzhi	Wrathell, Hunt and Associates, LLC (WHA)
Jere Earlywine (via telephone)	District Counsel
Nicole Stalder (via telephone)	District Engineer

FIRST ORDER OF BUSINESS

Call to Order/Roll Call

Mr. Kantarzhi called the meeting to order at 10:41 a.m. Supervisors Fife, Moulton and Nowotny were present. Supervisor Tyree was not present. One seat was vacant.

SECOND ORDER OF BUSINESS

Public Comments

There were no public comments.

THIRD ORDER OF BUSINESS

Consideration of Appointment of Shelley Kaercher to Fill Unexpired Term of Seat 5; Term Expires November 2024

Mr. Fife nominated Ms. Shelley Kaercher to fill Seat 5. No other nominations were made.

On MOTION by Mr. Fife and seconded by Mr. Nowotny, with all in favor, the appointment of Ms. Shelley Kaercher to Seat 5, was approved.

- **Administration of Oath of Office to Appointed Supervisor (the following to be provided in a separate package)**

Mr. Kantarzhi, a Notary of the State of Florida and duly authorized, administered the Oath of Office to Ms. Shelley Kaercher. Having served on other Boards, Ms. Kaercher is familiar with the following:

- A. Guide to Sunshine Amendment and Code of Ethics for Public Officers and Employees**
- B. Membership, Obligations and Responsibilities**
- C. Financial Disclosure Forms**
 - I. Form 1: Statement of Financial Interests**
 - II. Form 1X: Amendment to Form 1, Statement of Financial Interests**
 - III. Form 1F: Final Statement of Financial Interests**
- D. Form 8B – Memorandum of Voting Conflict**

FOURTH ORDER OF BUSINESS

Consideration of Resolution 2024-01, Appointing and Removing Officers of the District and Providing for an Effective Date

Mr. Kantarzhi presented Resolution 2024-01. Mr. Fife nominated the following slate:

Chair	Bill Fife
Vice Chair	Mary Moulton
Assistant Secretary	Chris Tyree
Assistant Secretary	John Nowotny
Assistant Secretary	Shelley Kaercher

No other nominations were made. Prior appointments by the Board for Secretary, Treasurer, Assistant Treasurer and Assistant Secretaries Cindy Cerbone and Andrew Kantarzhi, remain unaffected by this Resolution.

On MOTION by Mr. Fife and seconded by Ms. Kaercher, with all in favor, Resolution 2024-01, Appointing and Removing Officers of the District, as nominated, and Providing for an Effective Date, was adopted.

FIFTH ORDER OF BUSINESS

Recess Regular Meeting/Commencement of Audit Selection Committee Meeting

The Regular Meeting recessed at 10:45 a.m., and the Audit Selection Committee Meeting convened.

SIXTH ORDER OF BUSINESS

Review of Response to Request for Proposals (RFP) for Annual Audit Services

A. Affidavit of Publication

B. RFP Package

The above items were included for informational purposes.

C. Respondents

I. Berger, Toombs, Elam, Gaines & Frank

II. Grau & Associates

Mr. Kantarzhi stated that he and Ms. Cerbone have worked with both respondents and, in their opinion, both are qualified to perform the audit. Given that both firms are well qualified, cost is the factor that sets the firms apart. It was noted that the proposals are identical to those presented at the Harmony on Lake Eloise CDD meeting held earlier today.

Mr. Kantarzhi stated that Berger, Toombs, Elam, Gaines & Frank (BTEGF) bid a total of \$5,275, for the first year. Grau & Associates (Grau) bid \$4,900 for the first year, \$5,000 for the second year, \$5,100 for the third year, \$5,200 for the fourth year and \$5,300 for the fifth year.

D. Auditor Evaluation Matrix/Ranking

Mr. Kantarzhi stated that Grau is the lowest priced respondent. He presented the District Manager’s scores and rankings of the respondents, as follows:

- | | | |
|----|--------------------------------------|-----|
| 1. | Grau & Associates | 100 |
| 2. | Berger, Toombs, Elam, Gaines & Frank | 99 |

On MOTION by Mr. Fife and seconded by Ms. Kaercher, with all in favor, accepting the District Manager’s scores and rankings, was approved.

SEVENTH ORDER OF BUSINESS

Termination of Audit Selection Committee Meeting/Reconvene Regular Meeting

The Audit Selection Committee Meeting terminated at 10:49 a.m., and the Regular Meeting reconvened.

EIGHTH ORDER OF BUSINESS

Consider Recommendation of Audit Selection Committee

- **Award of Contract**

On MOTION by Mr. Fife and seconded by Ms. Kaercher, with all in favor, accepting the scores, rankings and recommendation of the Audit Selection Committee ranking Grau & Associates as the #1 ranked respondent to the RFP for Annual Audit Services and authorizing District Staff to negotiate an agreement with Grau & Associates, was approved.

NINTH ORDER OF BUSINESS

Consideration of Resolution 2024-02, Designating the Primary Administrative Office and Principal Headquarters of the District and Providing an Effective Date

Mr. Kantarzhi presented Resolution 2024-02, and suggested that only the Primary Administrative Office be designated, at this time. The Resolution will be amended accordingly.

On MOTION by Ms. Kaercher and seconded by Mr. Fife, with all in favor, Resolution 2024-02, as amended, Designating 2300 Glades Road, Suite 410W, Boca Raton, Florida 33431 as the Primary Administrative Office of the District and Providing an Effective Date, was adopted.

TENTH ORDER OF BUSINESS

Consideration of Resolution 2024-03, Designating the Location of the Local District Records Office and Providing an Effective Date

This item was deferred.

ELEVENTH ORDER OF BUSINESS

Acceptance of Unaudited Financial Statements as of September 30, 2023

On MOTION by Mr. Fife and seconded by Ms. Kaercher, with all in favor, the Unaudited Financial Statements as of September 30, 2023, were accepted.

TWELFTH ORDER OF BUSINESS

Approval of August 9, 2023 Public Hearing and Regular Meeting Minutes

On MOTION by Ms. Kaercher and seconded by Ms. Moulton, with all in favor, the August 9, 2023 Public Hearing and Regular Meeting Minutes, as presented, were approved.

THIRTEENTH ORDER OF BUSINESS

Staff Reports

- A. District Counsel: Kutak Rock LLP**
- B. District Engineer: Dewberry Engineers, Inc.**

There were no District Counsel or District Engineer reports.

- C. District Manager: Wrathell, Hunt and Associates, LLC**

- **NEXT MEETING DATE: December 13, 2023 at 9:30 AM**
 - **QUORUM CHECK**

The next meeting will be December 13, 2023, unless cancelled. Mr. Kantarzhi will check with the Board Members and District Counsel a few weeks prior to the meeting.

FOURTEENTH ORDER OF BUSINESS

Board Members' Comments/Requests

There were no Board Members' comments or requests.

FIFTEENTH ORDER OF BUSINESS

Public Comments

There were no public comments.

SIXTEENTH ORDER OF BUSINESS

Adjournment

On MOTION by Mr. Fife and seconded by Ms. Kaercher, with all in favor, the meeting adjourned at 10:52 a.m.



Secretary/Assistant Secretary



Chair/Vice Chair