

**MINUTES OF MEETING
SOUTH LAKE TOHO
COMMUNITY DEVELOPMENT DISTRICT**

The Board of Supervisors of the South Lake Toho Community Development District held Public Hearings, a Regular Meeting and an Audit Committee Meeting on January 8, 2026, immediately following the adjournment of the Landowners' Meeting, scheduled to commence at 9:30 a.m., the Hart Memorial Library, 211 East Dakin Avenue, Second Floor, Lillie Room - HMC, Kissimmee, Florida 34741.

Present:

| | |
|--------------|---------------------|
| Kevin Kramer | Assistant Secretary |
| Jody Pino | Assistant Secretary |
| Kevin Mays | Assistant Secretary |

Also present:

| | |
|---------------------------------|------------------------------------|
| Ernesto Torres | District Manager |
| Felix Rodriguez (via telephone) | Wrathell, Hunt and Associates, LLC |
| Kate John | District Counsel |
| Kathy Leo | District Engineer |

FIRST ORDER OF BUSINESS

Call to Order/Roll Call

Mr. Torres called the meeting to order at 9:53 a.m.

Supervisors Pino, Kramer and Mays were present. Supervisors-Elect Onorato and Breakstone were not present.

SECOND ORDER OF BUSINESS

Public Comments

No members of the public spoke.

THIRD ORDER OF BUSINESS

Administration of Oath of Office to Elected Supervisors (the following will also be provided in a separate package)

Mr. Torres, a Notary of the State of Florida and duly authorized, administered the Oath of Office to Jody Pino, Kevin Kramer and Kevin Mays. All are familiar with the following:

- A. **Required Ethics Training and Disclosure Filing**
 - **Sample Form 1 2023/Instructions**
- B. **Membership, Obligation and Responsibilities**
- C. **Guide to Sunshine Amendment and Code of Ethics for Public Officers and Employees**
- D. **Form 8B: Memorandum of Voting Conflict for County, Municipal and other Local Public Officers**

FOURTH ORDER OF BUSINESS

Consideration of Resolution 2026-32, Canvassing and Certifying the Results of the Landowners’ Election of Supervisors Held Pursuant to Section 190.006(2), Florida Statutes, and Providing for an Effective Date

Mr. Torres presented Resolution 2026-32.

The Landowners’ Election results were as follows:

| | | | |
|--------|-----------------|-----------|-------------|
| Seat 1 | Noah Breakstone | 400 votes | 4-year Term |
| Seat 2 | Kevin Mays | 400 votes | 4-year Term |
| Seat 3 | Kevin Kramer | 300 votes | 2-year Term |
| Seat 4 | Jody Pino | 300 votes | 2-year Term |
| Seat 5 | Justin Onorato | 300 votes | 2-year Term |

On MOTION by Mr. Kramer and seconded by Mr. Mays, with all in favor, Resolution 2026-32, Canvassing and Certifying the Results of the Landowners’ Election of Supervisors Held Pursuant to Section 190.006(2), Florida Statutes, and Providing for an Effective Date, was adopted.

FIFTH ORDER OF BUSINESS

Consideration of Resolution 2026-33, Electing and Removing Certain Officers of the District and Providing for an Effective Date

Mr. Torres presented Resolution 2026-33.

Mr. Kramer nominated the following slate:

| | |
|---------------------|-----------------|
| Chair | Noah Breakstone |
| Vice Chair | Kevin Mays |
| Assistant Secretary | Kevin Kramer |
| Assistant Secretary | Jody Pino |
| Assistant Secretary | Justin Onorato |

No other nominations were made.

The following The following prior appointments by the Board remain unchanged by this Resolution:

| | |
|---------------------|-----------------|
| Secretary | Craig Wrathell |
| Assistant Secretary | Ernesto Torres |
| Assistant Secretary | Felix Rogriguez |
| Treasurer | Craig Wrathell |
| Assistant Treasurer | Jeffrey Pinder |

On MOTION by Mr. Kramer and seconded by Ms. Pino, with all in favor, Resolution 2026-33, Electing, as nominated, and Removing Certain Officers of the District and Providing for an Effective Date, was adopted.

SIXTH ORDER OF BUSINESS

Public Hearing Confirming the Intent of the District to Use the Uniform Method of Levy, Collection and Enforcement of Non-Ad Valorem Assessments as Authorized and Permitted by Section 197.3632, Florida Statutes; Expressing the Need for the Levy of Non-Ad Valorem Assessments and Setting Forth the Legal Description of the Real Property Within the District’s Jurisdictional Boundaries that May or Shall Be Subject to the Levy of District Non-Ad Valorem Assessments; Providing for Severability; Providing for Conflict and Providing for an Effective Date

A. Affidavit/Proof of Publication

B. Consideration of Resolution 2026-34, Expressing its Intent to Utilize the Uniform Method of Levying, Collecting, and Enforcing Non-Ad Valorem Assessments Which May Be Levied by the South Lake Toho Community Development District in Accordance with Section 197.3632, Florida Statutes; Providing a Severability Clause; and Providing an Effective Date

Mr. Torres presented Resolution 2026-34. Ms. John stated that this enables the CDD to utilize the Uniform Method of levying and collecting special assessments using the services of the Property Appraiser and Tax Collector.

On MOTION by Mr. Kramer and seconded by Mr. Mays, with all in favor, the Public Hearing was opened.

No affected property owners or members of the public spoke.

On MOTION by Mr. Kramer and seconded by Mr. Mays, with all in favor, the Public Hearing was closed.

On MOTION by Mr. Kramer and seconded by Mr. Mays, with all in favor, Resolution 2026-34, Expressing its Intent to Utilize the Uniform Method of Levying, Collecting, and Enforcing Non-Ad Valorem Assessments Which May Be Levied by the South Lake Toho Community Development District in Accordance with Section 197.3632, Florida Statutes; Providing a Severability Clause; and Providing an Effective Date, was adopted.

SEVENTH ORDER OF BUSINESS

Public Hearing to Consider the Adoption of an Assessment Roll and the Imposition of Special Assessments Relating to the Financing and Securing of Certain Public Improvements

This item was presented following the Eleventh Order of Business.

- **Hear testimony from the affected property owners as to the propriety and advisability of making the improvements and funding them with special assessments on the property.**
- **Thereafter, the governing authority shall meet as an equalizing board to hear any and all complaints as to the special assessments on a basis of justice and right.**

- A. Affidavit/Proof of Publication
- B. Mailed Notice to Property Owner(s)
- C. Master Engineer’s Report (for informational purposes)
- D. Master Special Assessment Methodology Report (for informational purposes)
- E. Consideration of Resolution 2026-35, Authorizing District Projects for Construction and/or Acquisition of Infrastructure Improvements; Equalizing, Approving, Confirming, and Levying Special Assessments on Property Specially Benefited by Such Projects to Pay the Cost Thereof; Providing for the Payment and the Collection of Such Special Assessments by the Methods Provided for by Chapters 170, 190, and 197, Florida Statutes; Confirming the District's Intention to Issue Special Assessment Bonds; Making Provisions for Transfers of Real Property to Governmental Bodies; Providing for the Recording of an Assessment Notice; Providing for Severability, Conflicts and an Effective Date

EIGHTH ORDER OF BUSINESS

Recess Regular Meeting/Commencement of Audit Selection Committee Meeting

On MOTION by Mr. Kramer and seconded by Mr. Mays, with all in favor, the Regular Meeting recessed and the Audit Selection Committee Meeting commenced.

NINTH ORDER OF BUSINESS

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

- A. Affidavit of Publication
- B. RFP Package

These items were included for informational purposes.

C. Respondent(s)

Mr. Torres discussed the qualifications and pricing for each of the following respondents:

- I. **Berger, Toombs, Elam, Gaines & Frank**

Bid: \$2,800 for the year ended September 30, 2026, and \$3,500 for the years ended September 30, 2027 and 2028, plus an additional \$1,400 with bond issuance.

II. DiBartolomeo, McBee, Hartley & Barnes, P.A.

Bid: \$2,950 for Fiscal Year 2026, \$3,050 for Fiscal Year 2027, \$3,150 for Fiscal Year 2028, \$3,250 for Fiscal Year 2029 and \$3,350 for Fiscal Year 2030, plus an additional not-to-exceed amount of \$1,250 with bond issuance.

III. Grau & Associates

Bid: \$2,500for Fiscal Year 2026, \$2,600 for Fiscal Year 2027 and \$2,700 for Fiscal Year 2028, plus an additional \$1,500 with bond issuance.

D. Auditor Evaluation Matrix/Ranking

Mr. Kramer presented his Auditor Evaluation Matrix scores and ranking. The Audit Selection Committee agreed with Mr. Kramer’s scores and ranking, as follows:

| | | |
|----------|---|------------|
| #1 | Grau & Associates | 100 Points |
| #2 (tie) | DiBartolomeo, McBee, Hartley & Barnes, P.A. | 98 Points |
| #2 (tie) | Berger, Toombs, Elam, Gaines & Frank | 98 Points |

TENTH ORDER OF BUSINESS

Termination of Audit Selection Committee Meeting/Reconvene Regular Meeting

On MOTION by Mr. Mays and seconded by Mr. Kramer, with all in favor, the Audit Selection Committee Meeting terminated and the Regular Meeting reconvened.

ELEVENTH ORDER OF BUSINESS

Consider Recommendation of Audit Selection Committee

• Award of Contract

On MOTION by Mr. Kramer and seconded by Mr. Mays, with all in favor, accepting the Audit Selection Committee scores, ranking and recommendation ranking Grau & Associates, as the #1 ranked respondent to the RFP for Annual Audit Services as the Board’s own, awarding the Annual Audit Services Contract to Grau & Associates, and authorizing Staff to engage Grau & Associates, was approved.

- **Public Hearing to Consider the Adoption of an Assessment Roll and the Imposition of Special Assessments Relating to the Financing and Securing of Certain Public Improvements**

This item, previously the Seventh Order of Business, was presented out of order.

A. Affidavit/Proof of Publication

B. Mailed Notice to Property Owner(s)

These items were included for informational purposes.

On MOTION by Mr. Kramer and seconded by Mr. Mays, with all in favor, the Public Hearing was opened.

- **Hear testimony from the affected property owners as to the propriety and advisability of making the improvements and funding them with special assessments on the property.**

No affected property owners or members of the public spoke.

Ms. John posed the following questions:

Ms. John: Were names and addresses obtained from the County records?

Mr. Torres: Yes.

Ms. John: Have plans and specifications been on file and available for public inspection?

Mr. Torres: Yes.

Ms. John stated that the Board may levy special assessments for construction, reconstruction, acquisition, and maintenance of the District facilities as authorized under Chapter 190 of the Florida Statutes. There are two criteria special assessments must meet to be valid. The lands subject to the special assessment must receive some benefit and the special assessments must be fairly and reasonably apportioned among the lands subject to the special assessment.

C. Master Engineer’s Report (for informational purposes)

Ms. Leo presented the Engineer’s Report dated January 8, 2026, which was presented in detail at the Organizational meeting. She noted the following:

- 1,384 single family residential and townhome units are anticipated.

- The Opinion of Probable Construction Costs of the project, to be developed in seven phases, is \$100,043,419.
- Only minor changes were made to the Report since it was last presented. The first was updating the legal description to be consistent with edits requested by Osceola County and the second was to add recreational amenities as a possibility for funding in the future.

Ms. John posed the following questions:

Ms. John: Based on your experience, are the cost estimates in your Engineer’s Report, as supplemented, reasonable and proper?

Ms. Leo: Yes.

Ms. John: Do you have any reason to believe the project cannot be carried out by the District?

Ms. Leo: No.

D. Master Special Assessment Methodology Report (for informational purposes)

Mr. Torres presented the Master Special Assessment Methodology Report, which was presented in detail at the Organizational meeting. He noted the following:

- The Methodology Report contains the updates discussed by the District Engineer, including the updated the legal description.
- The Methodology Report supports the assumptions presented in the Capital Improvement Plan (CIP) outlined in the Engineer’s Report.
- Total CIP costs are estimated at \$100,043,419.
- 1,384 units of varying types are anticipated.
- The total par amount of bonds, including the costs of financing, capitalized interest and debt service reserve, is \$137,515,000, to finance an estimated total amount of \$100,043,419.

Mr. Torres reviewed Appendix Tables 1 through 5, including the Development Program, CIP, Preliminary Sources and Uses of Funds, Benefit Allocation, and Bond Assessment Apportionment.

Ms. John posed the following questions:

Ms. John: In your professional opinion, do the lands subject to the assessments receive special benefits from the District’s improvement plan?

Mr. Torres: Yes.

Ms. John: In your professional opinion, are the special assessments reasonably apportioned among the lands subject to the special assessments?

Mr. Torres: Yes.

Ms. John: In your professional opinion, is it reasonable proper and just to assess the cost of the project against the lands in the District in accordance with your Methodology, which results in the special assessments set forth in the final assessment roll?

Mr. Torres: Yes.

Ms. John: Is it your opinion that the special benefits the lands will receive as set forth in the final assessment roll will be equal to or in excess of the special assessments thereon when allocated as set forth in the Methodology?

Mr. Torres: Yes.

Ms. John: Is it your professional opinion that it is in the best interests of the District that the special assessments be paid and collected in accordance with the Methodology and the District's Assessment Resolutions?

Mr. Torres: Yes.

Ms. John asked for any comments or questions from any of the Board Members and noted that there are no members of the public present.

The Board had no questions or comments.

Ms. John: Were there any letters received by the District Manager?

Mr. Torres: No.

Ms. John: Is there any need to adjust the assessments?

Mr. Torres: No.

- **Thereafter, the governing authority shall meet as an equalizing board to hear any and all complaints as to the special assessments on a basis of justice and right.**

The Board, sitting as the Equalizing Board, made no changes to the assessment levels.

- E. **Consideration of Resolution 2026-35, Authorizing District Projects for Construction and/or Acquisition of Infrastructure Improvements; Equalizing, Approving, Confirming, and Levying Special Assessments on Property Specially Benefited by Such Projects to**

Pay the Cost Thereof; Providing for the Payment and the Collection of Such Special Assessments by the Methods Provided for by Chapters 170, 190, and 197, Florida Statutes; Confirming the District's Intention to Issue Special Assessment Bonds; Making Provisions for Transfers of Real Property to Governmental Bodies; Providing for the Recording of an Assessment Notice; Providing for Severability, Conflicts and an Effective Date

Ms. John presented Resolution 2026-35 and read the title. This Resolution accomplishes the following:

- Sets forth the Board's authority to adopt the Resolution.
- Makes certain findings based on the steps taken to date and on the evidence presented at this Public Hearing.
- Authorizes the District project as set forth in the Engineer's Report, as supplemented.
- Approves the costs of the project and the costs to be paid by the special assessments.
- Equalizes, approves, confirms and levies the special assessments.
- Provides for the finalization of the special assessments in the future when the project is completed.
- Provides for the payment of the special assessments and the manners of collection of said special assessments.
- Provides for the True-up obligations and for the application of True-up payments.
- Provides that certain property owned by HOAs, POAs, and governments are exempt from the assessments.
- Provides for the recording of an assessment notice in the property records.

On MOTION by Mr. Kramer and seconded by Mr. Mays, with all in favor, Resolution 2026-35, Authorizing District Projects for Construction and/or Acquisition of Infrastructure Improvements; Equalizing, Approving, Confirming, and Levying Special Assessments on Property Specially Benefited by Such Projects to Pay the Cost Thereof; Providing for the Payment and the Collection of Such Special Assessments by the Methods Provided for by Chapters 170, 190, and 197, Florida Statutes; Confirming the District's Intention to Issue Special Assessment Bonds; Making Provisions for Transfers of Real Property to Governmental Bodies; Providing for the Recording of an Assessment Notice; Providing for Severability, Conflicts and an Effective Date, was adopted.

On MOTION by Mr. Kramer and seconded by Mr. Mays, with all in favor, the Public Hearing was closed.

TWELFTH ORDER OF BUSINESS

Consideration of Response(s) to Request for Qualifications (RFQ) for Engineering Services

A. Affidavit of Publication

B. RFQ Package

These items were included for informational purposes.

C. Respondent: GAI Consultants

Mr. Torres stated that GAI Consultants (GAI), the current Interim District Engineer, was the sole respondent to the RFQ for Engineering Services.

D. Competitive Selection Criteria/Ranking

Ms. John stated that, since there was only one respondent, the Board can determine that the response was responsive and authorize the Board to enter into an Engineering Services contract with GAI.

E. Award of Contract

On MOTION by Mr. Mays and seconded by Mr. Kramer, with all in favor, ranking GAI Consultants as the #1 ranked most responsive and responsible respondent to the RFQ for Engineering Services, awarding the Engineering Services Contract to GAI Consultants, and authorizing Staff to prepare an Engineering Service Agreement and engage GAI Consultants, was approved.

THIRTEENTH ORDER OF BUSINESS

**Discussion/Consideration/Ratification:
October 1, 2025 - September 30, 2026
Performance Measures/Standards &
Annual Reporting Form**

Mr. Torres stated that it is not necessary to consider this, as this item was previously approved.

FOURTEENTH ORDER OF BUSINESS

Resolution 2026-18, Designating the Location of the Local District Records Office and Providing an Effective Date

This item was deferred.

FIFTEENTH ORDER OF BUSINESS

Ratification Items

- A. GAI Consultants, Inc. Interim Engineering Services Agreement and Work Authorization**
- B. Interlocal Agreement Between Osceola County, Florida and the District Regarding the Exercise of Powers and Cooperation on Providing Additional Disclosure and Notices and the Provision of Enhanced Improvements and Infrastructure**

On MOTION by Mr. Kramer and seconded by Mr. Mays, with all in favor, the GAI Consultants, Inc. Interim Engineering Services Agreement and Work Authorization and the Interlocal Agreement Between Osceola County, Florida and the District Regarding the Exercise of Powers and Cooperation on Providing Additional Disclosure and Notices and the Provision of Enhanced Improvements and Infrastructure, were ratified.

SIXTEENTH ORDER OF BUSINESS

Acceptance of Unaudited Financial Statements as of November 30, 2025

On MOTION by Mr. Kramer and seconded by Mr. Mays, with all in favor, the Acceptance of Unaudited Financial Statements as of November 30, 2025, were accepted.

SEVENTEENTH ORDER OF BUSINESS

Approval of November 6, 2025 Organizational Meeting Minutes

The following change was made:

Lines 207 through 208: Change “The Board Members chose to receive the allowable compensation of \$200 per meeting, 208 up to a maximum of \$4,800 per year.” to “The board does not accept compensation.”

On MOTION by Mr. Kramer and seconded by Mr. Mays, with all in favor, the November 6, 2025 Organizational Meeting Minutes, as amended, were approved.

EIGHTEENTH ORDER OF BUSINESS

Staff Reports

A. District Counsel: Kutak Rock LLP

Ms. John stated the bond validation hearing will be held virtually on February 10, 2026. Invites were sent to those necessary. Per Bond Counsel, the tentative plan is to delegate the bonds in February. The appeal period will end in mid-March.

B. District Engineer (Interim): GAI Consultants

Ms. Leo stated that the project is progressing with design and permitting.

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

- **NEXT MEETING DATE: February 5, 2026 at 10:00 AM [Adoption of Rules of Procedure and FY2026 Budget Public Hearings]**

NINETEENTH ORDER OF BUSINESS

Board Members' Comments/Requests

There were no Board Members' comments or requests.

TWENTIETH ORDER OF BUSINESS

Public Comments

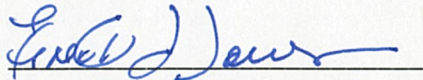
No members of the public spoke.

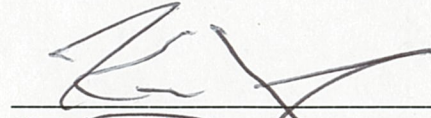
TWENTY-FIRST ORDER OF BUSINESS

Adjournment

On MOTION by Ms. Pino and seconded by Mr. Kramer, with all in favor, the meeting adjourned at 10:21 a.m.

[SIGNATURES APPEAR ON THE FOLLOWING PAGE]


Secretary/Assistant Secretary


Chair/Vice Chair