

Tuscan Ridge Master Homeowners Association, Inc.

Special Board Meeting
January 24, 2009 – 2:30 p.m.
Held at 124 Dolcetto Drive

MINUTES - Draft

Agenda:

- I. Establish Quorum
- II. Call Meeting to Order
- III. Welcome
- IV. Reading of Minutes from 1.7.09
- V. Set Assessment
- VI. Extension for Assessment for 2009-repeat item
- VII. Set a Point of Contact for Andy Reed, Legal Counsel for TRMHOA for this Board and future Board of Directors for TRMHOA
- VIII. Purchase of 840 Corvina Property—Possible Fee Reductions
- IX. Approval of Budget for 2009
- X. Extension for Assessment for 2009
- XI. Closing Statement
- XII. Adjournment

PRESENT:

Board members and Officers: Michele Joseph, Kimberly D. Davis-Carter, Billy Halliday, Roger Wood, Jan Yunker, and Clarine Leslie (via tele-conference)

Other attendees:

Lance Oakland, 553 Dolcetto
Carole & Joe Dunn, 543 Dolcetto
Robert Leslie, 228 Corvina
Yomaira Vargas, 1126 Corvina
Maryen Louise Miller, 226 Dolcetto
Ron Yunker, 1107 Corvina
Dave Read, 358 Dolcetto
Iggy Stefanski, 346 Moscato
Emmanuel & Judith Crogman, 209 Corvina
Keith Murrell, Mike & Adam Lane, 831 Corvina
Eugene & Marjorie Byron, 165 Dolcetto
Ana & John Muniz, 545 Corvina
Derrick Carter, 208 Corvina
Andrea Waugh, 534 Corvina

Proceedings:

I. Establish Quorum:

A quorum was established with 5 Directors present.

II. Call to Order:

After establishment of a quorum, President Michele Joseph called the meeting to order at 2:36 p.m.

III. Welcome:

The President welcomed everyone to the meeting. The meeting will follow the agenda precisely. Each person has 2 minutes to speak. Opinions are welcomed and valued.

IV. *Reading of minutes from 1.7.09* – Draft of the minutes has been posted on the website and they were distributed to those desiring them at the meeting. Mrs. Yunker objected to the attaching of the statement from Mr. Leslie to the minutes because it was stated that it was due by January 20 and it was not received in a timely way. Mrs. Joseph stated that it will not be attached to the minutes but would be part of the official records of the Association. Mrs. Yunker also stated that her comments were not out of order because the issue of records recovery was part of the agenda. Mr. Leslie disagreed and stated that comments about members posting to the public list server were in fact out of order and of no concern to the Master HOA. Mrs. Joseph assured Mrs. Yunker that her comments have been recorded as part of that meeting, but not part of the minutes. The reading of the minutes was waived.

V. *Set Assessment* – After several days and after discussions with homeowners and officers, the Master Association feels that it can operate within the budget without raising the assessment, so the recommendation is that the 2009 assessment remain at \$154. It was moved and seconded that the assessment be set at \$154 for 2009. An objection was raised that sufficient notice was not given for this meeting, based on the postmark of the notice letter. The President responded that Andy Reed had declared 48 hours between letter date and postmark is acceptable and qualifies as proper notice. The notice letter date allowed for 14 days notice. It was then voted unanimously to keep the assessment for 2009 at \$154.

VI. *Extension for Assessment for 2009, repeat item:* - Given the date of the setting of this assessment, it was unanimously voted that homeowners would have until February 28, 2009 to pay without penalty. Annual assessment notices will be out by January 28. Mailing labels are being updated, but those present today were asked to let the President or Vice President know before leaving the meeting if they want to receive notification via email.

VII. *Set a point of contact for Andy Reed, Legal Counsel for TRMHOA, for this Board and future Board of Directors for TRMHOA* — the general procedure is that he has one single point of contact for the HOA that he deals with. Reasons for that: no one gets into a “he said she said,” and legal fees are kept under control. This is intended to be not just for the current board, but for boards into the future. Mr. Wood stated that, if that is done, there will not be a way of identifying an anomaly, such as occurred previously. Mrs. Joseph stated that the attorney would speak directly with the Treasurer re financial matters, but will keep the President informed of all discussions that take place, and the President will inform the rest of the Board. Mr. Wood felt that any board member that knows something wrong is being done should be able to reach out to the attorney. It was pointed out that the board member should take that to the President and the President would take it to the attorney. After further discussion, it was moved that the President of the Master Association Board be the point of contact for the attorney. VOTED: 3 YES-Billy Halliday, Kim Carter, Michele Joseph; 2 NO-Jan Yunker, Roger Wood.

VIII. *Purchase of 840 Corvina Property – Possible Fee Reductions* – The property at 840 Corvina Drive, has been purchased by another Village homeowner, who has submitted a request for a reduction in legal fees and interest fees on assessments. The property is two years behind, with legal fees. Including the transfer fee, the total is \$884. The new owner would like us to consider a reduction to approximately \$450. Mr. Wood felt this would be a slippery slope, creating a precedent for others to ask. The President asked the Board to vote their conscience. The purchaser was aware of the arrears when he purchased the property. It was moved and seconded that the request be denied. VOTED: 4 to deny-Roger Wood, Kim Carter, Billy Halliday, and Jan Yunker. Michele. Joseph abstained. The request was denied.

IX. *Transfer of Official Records to Registered Agent* - Per Florida Statute 720, the archive records will move to the Registered Agent’s home, Kim Carter. 2008 records will remain at the President’s residence until the Secretary moves into town. The question was asked about the appointment of the Registered Agent. The President explained that it normally would be the President, but 720 allows for any Board Member, when the President does not wish to be. The Vice President may assume that role. It was Moved and seconded that the archive records move to the Registered Agent’s home. VOTED: 3 YES-Billy Halliday, Kim Carter,

Michele Joseph; 2 NO-Roger Wood, Jan Yunker. The question was asked why the records could not reside with the attorney; the answer was; for the Board to be diligent about keeping legal fees to a minimum, it would not be effective to defer records requests to the attorney.

X. *Emergency Executive Order – Landscaping Contract* – The Prince landscaping contract was going to be negated, but then administrators from Prince stated to Ms. Carter that their contract was canceled on **their** part due to non-payment by the MHOA. That being said the Board is left in a position where we have not had any services since about November or early December. So, the President is asking the Board to grant an officer the ability to make an interim decision so that we can hire a landscaper on a temporary basis. Mr. Read raised the question, “Why is it a landscaping emergency in February?? Nothing grows in February.” He also stated that there had been a commitment to move to Florida-friendly plantings at the entrance that would require little maintenance. The President stated that there needs to be a stop gap landscaper until the end of August. There was much discussion over the need to do something now. It was pointed out that mowing still needs to be done. Homeowners are concerned about the appearance of the entrance. Thanks to the Carter family for volunteering and mowing the entrance and along Highway 27.

Mrs. Yunker referred to an email sent by the President regarding a homeowner who is willing to landscape in the interim. She asked who that was. The President identified him as William Manzanares, but stressed that he has not been hired. Prince will not negotiate anything with the Board, and has been asked for a final invoice. Because they have a one-year contract, they could force the Board to pay the remainder of the contract, which they have not done. It was mentioned that most contracts have a reciprocating clause that allows cancellation for both parties with 30 days notice. The question was asked as to why the contract fell into non-payment. It appears that the personnel at Prince have changed since the contract was negotiated. It also appears that not all invoices for payment were received, and hence not paid.

Ms. Muniz and Ms. Waugh objected to comments that the previous Board did not pay its bills. They stressed that there was no negligence on their part, that Prince was negligent in its billing and this is why they were not paid. There was discussion that a bid process should be put in place, which takes time, and a stop-gap landscaper on a month-by-month basis should be hired. The feeling was that the stop-gap should not range above \$1000-1450 a month. The President made it clear that any landscaper hired would have to have liability insurance, and list the Association as an addition insured, and agree that any loss or injury of their personnel would not come back to the Association. And, they would have to provide a copy of their business license. The term “temporarily” was asked to be clarified. The interim landscaper would be hired on a month-by-month basis while the bid process played out. At this point we can negotiate our time frame with whoever we bring in here. It was moved to hire a contractor on month-by-month basis, to put out an IFB and put it out to bids, and to forward contacts to MJ. This will be an item on the June quarterly meeting agenda. If it can be accomplished by the March 1 quarterly meeting, all the better. Kim Carter, Vice President will be the landscaping liaison for the Board, and will work with Roger Wood on the bid process. A landscaping team will be activated, and Dave Read, Roger Wood, Robert Leslie, Kim Carter, and maybe Betty Wager will serve.

MOTION: to give Kim Carter permission to appoint a contractor on a month-to-moth basis until we can accomplish bid process, with the stipulation that the Board prefer it not exceed \$1000 per month. An IFB should be prepared for the Board’s review at the March 1 meeting. VOTED: Unanimous. Date, place and time of the March 1 meeting will be posted on the website.

XI. *Ratification of Emergency Executive Order – Closing of Bank of America account and opening of Sun Trust account* – It was clear that the President had to make a quick decision about the funds and chose to close the Bank of America account and opened an account with Sun Trust, who offer electronic fund transfer payments without charges. The President made the decision, and is now asking the Board to ratify that decision for the record. The account requires two signatures, at this point those are Billy Halliday, Treasurer, and Michele Joseph, President. There was discussion from Ms. Muniz, former Treasurer, and Ms. Waugh, former President, who took exception to allegations of misuse of bank cards connected to the Bank of America

accounts. It was pointed out by Mr. Leslie that bankcards for an Association's business account provide speculation and opportunity for question and that bank cards were rejected by former President Kevin Jameson and the Board at the time of his Presidency. It was moved and seconded, and VOTED unanimously to ratify the President's decision to change banks. Bank cards will not be held by the Master Association.

XII. *Closing Statement* – The President expressed her appreciation to the homeowners in attendance. She apologized for the lengthy agenda, but stated that a lot needed to be accomplished to get things on an even keel. Thank you again for coming.

XIII. *Adjournment*

- Meeting adjourned at 3:59 p.m. by President, Michele Joseph**
- Minutes respectfully submitted by Secretary, Clarine Leslie**