

Minutes
March 6, 2009, 7a.m.
Starbucks Newcastle
MVP HOA Board Meeting

- 1) Meeting called to order at 7:01AM.
Present: Kevin Wick, Mitch Nudelman and Jayne Bell
- 2) Went over what official documents are available for Jayne to look at. Other than copies available on the MVP HOA website, Kevin thought Ron Unger may have some documents. **Jayne to contact him.**
- 3) Discussed remaining terms of service. The Board of Director's terms of service as outlined in the Bylaws are a staggered three-year term with one position coming open every year. The entire board resigned at the same time two years ago and while Kevin, Ron Unger and Mitch all stepped in to fill three openings, it was never defined how the terms were staggered among those three Directors (as the HOA had not been following the three-year staggered term process for some time). It was decided that all three positions could be viewed as three-year positions which means all three positions will be open next year. (Jayne Bell was appointed by Mitch and Kevin to finish out the remainder of Ron Unger's term).

In order to maintain continuity and re-stagger the expiring terms in line with the system contemplated in the Bylaws, we discussed what options are possible. Mitch is not planning on returning next year thus at least one new board member will be required. Kevin is open to staying on one more year for continuity reasons but his position needs to be opened up as he will have already served three years and the Bylaws contemplate three-year board terms (but does not preclude a board member from serving consecutive terms). Jayne is amenable to staying on two more years after this year but her position will need to be opened up as well due to the three-year board term (Ron's two years and Jayne's one year for that board position). This plan to get the board terms staggered will be presented to the homeowners for their approval. For the remainder of this year, Kevin will act as President, Mitch as Vice President and Jayne as Secretary. Bill Lange will continue to act as Treasurer.

- 4) Procedural questions:
 - a) Next Meeting: Since a quorum was not achieved at the Feb 24th HOA meeting, and we were unable to conduct any business, the Bylaws (Article X, Section 4) state a meeting must be held within 60 days of the previous meeting, and at that meeting, a required quorum will consist of 50% of a full quorum, or 30% of the MVP Homeowners. To comply with the 60

days, a new meeting, if required, needs to be scheduled before Saturday, April 25th.

- b) We discussed possibly re-scheduling the next meeting as outlined if needed, but wanted to clarify a few things before having that meeting:
 - i) Landscape Committee: Want to touch base with the Landscape Committee to clarify who is on the committee, and what is their procedure for soliciting and considering the comments made by the Homeowners regarding the proposed plans for the center divider and entrance. We also wanted to be sure that anyone who has expressed an interest in being included on the Landscape Committee has been notified of what is happening. Kevin to email Bill Griffiths for an update. We discussed a desire to continue to use the expertise of the landscape architect that we hired to help make any modifications.
 - ii) Architectural Control Committee: We wanted to identify who is on the Architectural Control Committee (ACC) and ensure they have clarity regarding their role. We voted to table this and discuss at our next Board meeting.
 - iii) CC and R Changes: This process was started last year due to alleged ambiguities in the CC and R's. It was noted that the initial concern did not consider the powers given to the Board according to the MVP Bylaws. After reading through the existing Bylaws, there was some discussion as to whether or not the CC and R's need to be changed at all or if the Board has broad enough powers to clear up ambiguities and enforce whatever is needed through the Bylaws. Specifically the By-Laws state in Section 1(e) "The Board of Directors shall have the power to take any and all actions necessary to comply with and enforce the provisions and requirements of the Declaration (CC and R's), the Articles of Incorporation and these Bylaws..." We voted to table this discussion until our next Board meeting.
 - c) Retaining legal counsel: Kevin brought up the issue of retaining legal council to assist the Board in carrying out its duties as necessary. Conceptually he was thinking it would be helpful to have an independent qualified attorney to be able to call upon if required. It is his understanding other HOA's similar to our size have legal counsel and we all agreed this is worth looking into further. **Kevin to Investigate.**
- 5) Treasurer Update:
- a) Bill Lange is updating our insurance coverage. Some question as to whether or not it is needed.
 - b) Bill and Kevin are planning to add Kevin as a signatory on the HOA Bank of America account. Discussed the need to have dual approval on all checks.
 - c) Bill is waiting until mid-month to send Dues reminder notices. Discussed returning to paper billing in the future as the slow collections this year may be due to the fact that a traditional mailed invoice was not sent.

- 6) ACC - not sure who is on it but think it is Cynthia Arbogast, Roger Youngberg, Hernan Alvarez and Bill Griffiths. We thought we'd check with Bill to be sure. Kevin to ask Bill. We need to clarify who is on the ACC, what, exactly, is their role and improve communication about that. Not sure what their terms of service is or how they are appointed. This issue needs further discussion.
- 7) Internal/external protocol: Discussed how decisions are made among us. Act as a Board, majority rules. No one disseminates any official opinion without discussing with the Board. Happy to use emails in lieu of meeting if possible. Strive for transparency. Board does not exist to establish new policy but to enforce the existing CC and R's and Bylaws and address new issues brought up by homeowners. Discussed how homeowners get their issues addressed. Need to establish a clearer method. Use paper for annual meeting and dues notices, Use email for other, less important updates.
- 8) Emails: Jayne to talk to Hernan regarding updating the website and clarify if the use of email only is working.
- 9) HOA Letter – Jayne proposed we draft a letter to go out to all the homeowners which includes the following:
 - a) Summarize results of HOA meeting
 - b) No quorum so new meeting scheduled on (some date)
 - c) Issues to be voted on (landscaping plan, change to CCRs)
 - d) Introduce new board along with contact info
 - e) Communicate the protocol for bringing up issues or concerns
 - f) Put out a policy statement. I see this as being something along the lines of why we exist, what areas we address and a summary of what the committees are, what they do and who is on them. I would be happy to draft something up after our meeting. But think about this so we can talk about it
 - g) What the responsibilities of living in Meadowview Park include...e.g. that either you show up to the meeting or you send in your proxy.
 - h) Future Budget: To include what expenditures foreseen for Landscaping Projects, Landscape Maintenance, other maintenance - like the possible need to remove hazardous trees from a greenbelt - Insurance, Attorneys fees and reserve. Discussed the need to provide more transparency to homeowners regarding what money goes to and what the overall financial situation/plan is.
- 10) Discussed HO who needs to get trees in greenbelt cut. Kevin to request more information from homeowner.