

Board of Directors Meeting

Willowcroft Owners Association, Inc.

Unapproved Minutes

November 20, 2019

Offices of Cornerstone Property Solutions
3700 NW 91st Street, Suite A-100
Gainesville, FL 32606

Attending: Eric Beshore
Tom Herman (Proxy To Sally Ryden)
Richard (Dick) Hord
Andy Howell
Kathleen Morrison
Larry Rooks
Sally Ryden

Others Present: Eugene Haufler, CAM Cornerstone Property Solutions of North-Central Florida, LLC.

WHEREUPON, Sally Ryden, acting on behalf of the Association, noting that a quorum of the membership was present, and the meeting was properly noticed, called the meeting to order at 6:00pm.

- I. Minutes of Previous Board of Directors Meetings May 22, 2019 & January 15, 2019: Eric Beshore made a motion to approve the minutes of both of these meetings, with the inclusion of Mr. Beshore's analysis and explanation of Board members – see below. Dick Hord seconded this motion. All were in favor.
- II. President's Report: None
- III. Mr. Beshore's Analysis of Board Members: Eric Beshore submitted the following data based upon his analysis of the Board's constitution going back to

History of Board of Directors

This history was constructed from the minutes of Annual Meetings and Board Meetings posted on the WOA website. There a a number of factors that make this analysis difficult. Nowhere was there a list of who was on the board with their three year terms. So for each year a table of board members with their position and terms was developed from the minutes. Some board members just seem to disappear.

January 17, 2013 - Annual Membership Meeting

Election of Directors:

i. Jerry Stein made a motion to retain the same slate of Directors for 2013 as in 2012. Bobby Hall seconded this motion. All were in favor. Dick Hord made a motion to appoint John Cousins to the 2013 Board of Directors. Andy Howell seconded this motion. All were in favor.

ii. Dick Hord made a motion to add John Cousins to the 2013 Board of Directors. Andy Howell seconded this motion. All were in favor. The Membership Meeting was adjourned at 7:31pm.

I. Board of Directors Meeting: WHEREUPON, Sally Ryden, acting on behalf of the Board, noting that a quorum of the Board of Directors was present, and the meeting was properly noticed, called the meeting to order at 7:30pm, at which time Ms. Ryden dispensed with the reading of the minutes from the last Board meeting.

ii. Election of Officers: The following slate of officers were appointed by unanimous affirmation. Myrna Gray, President; Andy Howell, Vice President; John Cousins, Treasurer; Dick Hord, Secretary – All were in favor.

2013 Board - 2012 board retained to 2013

<i>Position</i>		<i>Term</i>
<i>President</i>	<i>Myra Gray</i>	<i>Unknown</i>
<i>Vice President</i>	<i>Andy Howell</i>	<i>Unknown</i>
<i>Treasurer</i>	<i>John Cousins</i>	<i>2013 to 2016</i>
<i>Secretary</i>	<i>Dick Hord</i>	<i>Unknown</i>
<i>Unknown</i>	<i>Sally Ryden</i>	<i>Unknown</i>

January 16, 2014 - Membership Meeting

III. New Business:

- a. The membership voted Mrs. Sharon Miller to the board.
- b. Dick Hord made a motion to ratify the 2014 budget Sally Ryden seconded the motion. All were in favor.
- c. **The 2014 Board:**
- d. **President:** Myrna Gray
- e. **Vice President:** Sally Ryden
- f. **Secretary:** Dick Hord
- g. **Treasure:** Evangelos Christou
- h. **Director:** Sharon Miller

2014 Board

<i>President</i>	<i>Myra Gray</i>	<i>Unknown</i>
<i>Vice President</i>	<i>Sally Ryden</i>	<i>Unknown</i>
<i>Treasurer</i>	<i>Evangelos Christou</i>	<i>2014-2017 Fill Vacancy?</i>
<i>Secretary</i>	<i>Dick Hord</i>	<i>Unknown</i>
<i>Director</i>	<i>Sharon Miller</i>	<i>2014-2017</i>

Annual Membership Meeting
January 14, 2015

i. 2015 Board of Directors: There was one Board position open for the 2015 Board of Directors. There were no volunteers to take the position. Sally Ryden said that she would approach **Venita Sposetti** about serving on the Board. (She later accepted the appointment). Management was asked to put this on the agenda for the next meeting to make it official.

Board of Directors Meeting

February 24, 2015

I. New Business:

a. Appointment of New Director: Dick made a motion to accept **Venita** to the Board of Directors. Charles seconded this motion. All were in favor.

b. Election of Officers: The slate of officers was proposed as follows:

President: **Sally Ryden**

Vice President: **Dick Hord**

Secretary/Treasurer: **Charles McDonald**

Charles made a motion to accept the slate of Officers as presented. Venita seconded this motion. All were in favor

2015 Board

<i>President</i>	<i>Sally Ryden</i>	<i>Unknown</i>	<i>since 2013</i>
<i>Vice President</i>	<i>Dick Hord</i>	<i>Unknown</i>	<i>since 2013</i>
<i>Treasurer /Secretary</i>	<i>Charles McDonald</i>	<i>2015-2018</i>	<i>Appointed?</i>
<i>Director</i>	<i>Venita Sposetti</i>	<i>2015 -2018</i>	
<i>Director</i>	<i>Sharon Miller</i>	<i>2014-2017</i>	

January 12, 2016 Board of Directors/Annual Meeting

I. New Business:

c. Election of Directors for 2016: The Board from 2015 will roll over for 2016.

2016 Board - rolled over from 2015

<i>President</i>	<i>Sally Ryden</i>	<i>Unknown</i>	<i>since 2013</i>
<i>Vice President</i>	<i>Dick Hord</i>	<i>Unknown</i>	<i>since 2013</i>
<i>Treasurer /Secretary</i>	<i>Charles McDonald</i>	<i>2015-2018</i>	
<i>Secretary</i>	<i>Venita Sposetti</i>	<i>2015 -2018</i>	
<i>Director</i>	<i>Sharon Miller</i>	<i>2014-2017</i>	

January 10, 2017 Membership Meeting

III. New Business:

a. 2017 Board of Directors: Nominations were taken from the floor and the following were established as the 2017 Board of Directors: Sally Ryden, Andy Howell, Richard Hord, Sharon Miller and Tom Herman. Jane Feldman made a motion to adopt this slate of Directors.

Marty Clendenin seconded this motion. All were in favor and the motion carried.

2017 Board

<i>President</i>	<i>Sally Ryden</i>	<i>Unknown</i>	<i>since 2013</i>
<i>Vice President</i>	<i>Tom Herman</i>	<i>2017- 2020</i>	<i>added 2017</i>
<i>Treasurer</i>	<i>Andy Howell</i>	<i>2017- 2020</i>	<i>added 2017</i>
<i>Secretary</i>	<i>Dick Hord</i>	<i>2015 -2018</i>	
<i>Director</i>	<i>Sharon Miller</i>	<i>2014-2017</i>	

January 23, 2018 Membership Meeting

V. 2018 Nominations for the Board of Directors: Sharon Miller nominated Eric Beshore. Allyson Adams nominated Sally Ryden. Katie Floyd nominated Dick Hord. Katie Floyd made a motion to affirm the slate via voice vote. Dennis Wyant seconded the motion. All were in favor.

2018 Board - note that now three board member have the same terms

<i>President</i>	<i>Sally Ryden</i>	<i>2018-2021</i>	<i>added 2018</i>
<i>Vice President</i>	<i>Tom Herman</i>	<i>2017-2020</i>	
<i>Treasurer</i>	<i>Andy Howell</i>	<i>2017-2020</i>	
<i>Secretary</i>	<i>Dick Hord</i>	<i>2018-2021</i>	<i>added 2018</i>
<i>Director</i>	<i>Eric Beshore</i>	<i>2018-2021</i>	<i>added 2018</i>

January 15, 2019 Annual Meeting Draft

I. 2019 Board of Directors: There being two vacancies this year, specifically Sally Ryden and Dick Hord), and no nominations, Tom Herman made a motion that the Board members remain the same, and therefore Sally Ryden And Dick Hord continue for another three-year term. Andy Howell seconded this motion. All were in favor by a voice vote.

It appears that there were not two vacancy to be filled at the 2019 Meeting. So the actions at the annual meeting were in appropriate.

2019 Board - same as 2018

<i>President</i>	<i>Sally Ryden</i>	<i>2018-2021</i>	
<i>Vice President</i>	<i>Tom Herman</i>	<i>2017-2020</i>	
<i>Treasurer</i>	<i>Andy Howell</i>	<i>2017-2020</i>	

Secretary
Director

Dick Hord
Eric Beshore

2018-2021
2018-2021

Gene Haufler and Mr. Beshore went over the analysis in detail.

- IV. Proxy Revision: Mr. Beshore stated that most owners agree to most all issues involving the removal of the Declarant, so this is what has been left in as amendments, etc. He went over his explanation page in detail. The attorney sent the “Kauffman language” which was incorporated on 11-20-2019. This language is scanned into these minutes and are officially a part of them.
- V. Concerns about Proposed Cover Letter To The Limited Proxy Prepared By Andy Howell 20-Nov 2019: Mr. Howell submitted a document to the Board that read as follows:
1. This statement requires revision. “The Board reviewed the 21 ballots item by item.” REASON: Although a member of the Board, Andy Howell was not involved in this review. Replace the word “Board” by the name of the person or committee who conducted the review.
 2. Eliminate the statement that “One proxy voted against all items.” REASON: Irrelevant. The only relevant point is that less than 2/3 of membership cast their votes.
 3. Eliminate the statement “Board members will contact owners with outstanding proxies.” REASON: May be perceived as coercion.
 4. Change target date to 15 Dec 2019. REASON: Article XII of the Declarations requires at least 30 days notice prior to voting on amendments.
- VI. Mr. Beshore Document entitled “Willowcroft Owners Association Proxy Campaign”: Mr. Beshore distributed this document to the Board. It is scanned into and is part and part of these minutes. Mr. Beshore made a motion to incorporate Mr. Howell’s items 1 & 2 respectfully into the final document as well as the three recommendations from the Attorney. Mr. Hord seconded this motion. All were in favor.
- VII. Nominating Committee: Members of this standing committee are Rick Smith, Dennis Wyant and Tom Herman. This report was tabled until the next meeting.
- VIII. Paving: Concern was put forth regarding the reputed carcinogenic properties in coal tar products. Mrs. Ryden distributed a document from the National Cancer Institute regarding this. This document is scanned into these minutes and is officially a part of them. The Board wants clarification on this matter. Management was directed to email the representative of the paving company who provided the quotation the information and questions.
- IX. 2020 Proposed Budget: The 2020 proposed budget was reviewed by the Board. Mr. Hord made a motion to approve the budget as submitted. Mr. Beshore seconded this motion. All were in favor except Mr. Howell who voted against the motion. Mr. Howell submitted a

document showing the increases of expenses year over year. This document is scanned into these minutes and is considered an official part of them.

- X. ARB Reports: Mr. Beshore made a motion to ratify the ARB reports recently submitted. Mr. Hord seconded this motion. All were in favor. Mr. Howell stated that the ARB is required by law to provide the same notice to owners as Board meetings for their meetings. There needs to be a sign made up for the ARB meetings and posted 48 hours in advance , etc.

- XI. Local Community Association Management Attorneys: Mr. Howell distributed a list of local community association management attorneys. This list has been scanned into and is officially a part of these minutes.

- XII. Letters To Owners: Letters will be sent to the following lots: Lot 13 & 14 – Dead Tree, Painting, Wood Work Needed, Restoration of Exterior.

XIII. Attachments:

1. Willowcroft Proxy Campaign Document Prepared & Submitted By Mr. Beshore.
2. Concerns about the proposed cover letter to the Limited Proxy Prepared by Andy Howell, 20-Nov 2019
3. National Canver Institute Document about Coal Tar & Coal Tar Pitch Submitted By Sally Ryden.
4. Alachua County Homeowners Association Law Firms Prepared by Andy Howell, 20 Nov 2019.
5. Willowcroft Budget History submitted by Andy Howell.
6. "Kauffman Language" from Attorney.

XIV. Adjournment: The meeting was adjourned at 7:25PM by unanimous consent.

Minutes taken and respectfully submitted by Gene Haufler
Review by Mr. Hord is completed.