

Villas at the Country Club

Held at 2:30 pm, Thursday, Dec 5, 2024
Meeting to be held via Zoom & at the Clubhouse

Minutes for the Meeting

Welcome

Scott Houston

1. Note committee members and property Manager representatives in attendance and confirm that a quorum is present to formally transact the business of the HOA:
Scott Houston, President,
Gordon Smith, Vice President,
Benjamin Young, Treasurer,
Ken White, Board Member,
Rich Wells (TPM),
HOA member observers: Craig Fowers, Gary Crosby, Phil Bryson

2. Review and approve the minutes of the Nov 13, 2024, Management Committee Meeting.
 - a. **Motion to approve minutes, unanimous approval.**

3. Annual Meeting Planning: Set the annual meeting schedule & discuss preparations.
 - a. Proposed annual meeting date:
 - i. **Motion to set the annual meeting for 11 Feb 2025 @ 6:00 PM, unanimous approval**
 - b. Notice date: NLT 1 Feb 2025
 - c. Proposal to change the budget year-end from Feb 28 Dec 31.
 - . **Motion to approve change for budget year. Unanimous approval.**
 - d. Management Committee member solicitation and elections.
 - . Ben to draft a letter to be included in the annual notice with board member requirements as well as to confirm with Rich which positions are up for re-election.
 - e. Proposal that we continue to function with only 4 members on the management committee until the annual meeting in February and fill the vacancy at that time through the regular elections of the HOA.
 - . **Motion to approve leaving the position vacant for the remainder of the year until the annual meeting.**

4. Sub-Committee assignment updates:
 - a. Governance & Legal Matters (Scott) Gordon Smith
 - b. Property Maintenance Matters Ken White
 - c. Capital Projects/Finance Committee: Ken/Ben/Rich
 - i. 2024 carry-over projects (Deck and Stucco work) Rich Wells

- ii. South Building Interior Update: Ken
- iii. Tennis Court Options: Ken
- d. Financial Matters Ben

5. Discussion of Legal Matters: (Gordon)

a. ByLaws and CCR's: The Management Committee believes that weaknesses in the HOA's current Bylaws & CCR's have contributed to some of the conflicts the HOA has been addressing over the recent year or so. Therefore, we believe it is imperative that the Bylaws and CCR's be reviewed and updated or completely rewritten, if necessary to avoid some of the legal challenges we have had recently.

i. Proposal to immediately engage competent counsel to review and update the existing documents or recommend a better template for governance in time for the annual meeting.

1. Motion to authorize the president to engage counsel to make needed corrections to the CC&Rs with an initial budget of \$6,000. It passed unanimously.

b. Starling litigation: The Starlings filed their lawsuit shortly after the November Management Committee meeting. The management committee recommends formally engaging Jonathan Hafen of Parr Brown law to defend the HOA. The HOA would prefer to settle the matter without litigation, if possible. Mr. Hafen has already been in contact with Mr. Morris to schedule discussions.

i. HOA has formally engaged Mr. Hafen to represent the HOA, there is some confusion between the HOA and the insurance company about paying for the counsel. The counsel is reaching out to the Starlings counsel to negotiate a settlement.

c. Status of the Ben & Caralee Young matters:

- i. UALD has dismissed the UALD matter.
- ii. The HUD matters remain open pending final determination by HUD.

d. Status of the Top Gun Roofing legal matter. Decide whether to offer a new settlement amount. What do we need to do to have the case dismissed?

- i. Follow up on Rich's assignment to gather documentation from his files regarding the matter to pass along to legal counsel.
- ii. It is proposed that we ask Mr. Hafen to help us get the matter dismissed or at least remove Ms. Barnum as a defendant in the matter.
 - 1. Ms. Barnum has set a deadline for January 1 to be removed from the case or she will be engaging in litigation against the HOA. The original estimate was \$3,000. David Senior approved minor changes. The final invoice was \$24,000. The board had previously agreed to \$10,000 for settlement. Since then, the board has spent \$6,500 on legal fees and \$6,300 on corrections to the

work that Top Gun Roofing performed. The only payment to Top Gun Roofing was the deposit of \$2,000.

6. Property Maintenance Matters: (Ken)
- a. Update on sidewalk repair/replacement & handrail installation
- i. HOA replaced the sidewalk on the north building. Rich reported that there is a chip on the concrete, he will get with the concrete contractor and get that corrected.
 - ii. The north side of the north building needs to be ground off for one of the lips.
 - iii. The crash bar fell apart again and needs to be replaced, and a new one has been ordered.

7. Capital Projects/Finance Matters: (Ken/Rich/Ben)
- a. Update on the central courtyard deck project (scope to include garage entry concrete repairs and any transition concrete or decorative deck work needed near main entries)
- b. Update on the stucco repair projects, scope, bids, and timing.
- c. Other critical or high-priority deferred maintenance capital projects
- d. Committee report on the scheduled south building updates.
- i. The south building committee has 3 carpet quotes and light fixture proposals and replacing picture frames. The committee proposed removing the couch on the 3rd floor. Lighting costs will probably be about \$10,000. No costs yet for the carpets. The committee recommends not changing the painting or wallpaper.
- e. Committee report on the tennis court alternatives.
- . The tennis court committee has not met. Craig's option is a great option. \$1,000-\$2,000 to grind down the cracks and then cover it with 1, 2, or 3 pickleball courts. 2 courts for \$50,290 (would also be stripped for a tennis court). The ones Craig saw in California lasted for 10 years with no fading or issues. It is guaranteed for 16 years for everything except color fade.

8. Financial Matters:
- a. Monthly Financial Report: (Rich – TPM)
- b. Reserve Study - Query whether we should engage an outside consultant to update our reserve study cost estimates. (Ben)
- i. **Motion – Approve the retention of a professional to review the reserve study analysis.** Rich Wells to provide referrals to 2-3 vendors.

9. Proposed Management Committee hosted a holiday event for the HOA. (Ben)
- a. HOA holiday party will be on December 17, 2024, at 6:00 PM hosted by Ben..

10. Comment Period for HOA members.
- a. No comments made.

11. The next board meeting is on Wednesday, January 8, 2025, at 3:00 PM.

1. Adjourn