Myakka Valley Ranches Improvement Association

Minutes of Board Meeting — January 09, 2012

1. Call to order, by Vice-President

2. Identify Board Members Present: Jim Holthaus, Deb Houston, Bill McArthur, Gary James, Stan Dacar, Norma Whitler, Jackie Vizzi, Vivian Zabik & Trudi Lawrenz

3. Absent with apologies: Chris Thomas & Richard Johnson.

4. Quorum Declared

0. Welcomed & identify Guests: 32 present.

5. Vacancy of President: Resolution: that Deb Houston be appointed President. Proposed by: Jackie Vizzi. Seconded by: Trudi Lawrenz. Approved unanimously. Resolution: that Bill McArthur be appointed Vice-President. Proposed by: Jackie Vizzi. Seconded by: Vivian Zabik. Approved unanimously.

Minutes of the Board meeting held on December 12, 2011. Resolution: that the minutes be approved subject to the addition to the New Business Item 3 of "The Board agreed that Trudi Lawrenz and Jim Holthaus should jointly liaise with the Attorneys concerning the Bradley law suit." Proposed by: Jackie Vizzi. Seconded by: Jim Holthaus. Approved unanimously. The Board noted that the item "Legal Update" refers to the Road Assessment case.

Minutes of the Emergency Board meeting of December 21, 2011. Resolution: that the Minutes be approved. Proposed by Vivian Zabik. Seconded by: Jackie Vizzi. Approved with one abstention.

Recording of meeting A member, Sherri Tabor, asked to tape record the meeting. However, since no request had been made in advance, permission was refused.

Residents Questions: None

REPORTS

1. Treasurer's report. (a) Resolution. That the Treasurer's report for December 2011 be accepted. Proposed by: Jackie Vizzi. Seconded by: Jim Holthaus. Approved unanimously. The method of appointing and remuneration the Treasurer was questioned by a Member. The Board agreed that the matter would be reviewed. Stan Dacar resigned as a Director.

2. Legal Update. (a) Resolution: that the previous resolution be revised and readopted so that the Association retains Chad McClenathan and David Davis on counts Ito III of the Bradley law suit and to retain James Burgess on that portion of count III relating to the Board Directors. Proposed by: Trudi Lawrenz. Seconded by: Jackie Vizzi. Approved

unanimously. Members objected to the lack of any copy of the law suit. The board advised that the Attorney had recommended that the law suit was not for discussion at this stage. The lawsuit is available at the Clerk of the Court Public Records. A Member offered to make the law suit available at dan.mckillop@gmail.com. It was suggested that a copy would be posted on the Valley web site and on the official Notice Board in the Fire Station forecourt, but the Board did not decide to do this. The time frames in the law suit require a timely response. A "quick" mediation was suggested. Keith Bradley confirmed he was willing to participate in mediation. The Board will take attorney advice on this course of action.

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Members questioned whether the issues are covered by insurance. However, the insurance may not cover this dispute since Keith Bradley was on the Board at the time. It would appear that State Statute 607.850 may well indemnify the Directors. The Board confirmed that the named Directors will sign an undertaking that they acted properly in this matter and are therefore indemnified, but if the Court were to decide otherwise the Directors would be liable for their own costs of legal defense. The operating account is the source of funds.

b) Resolution: that Becker & Poliakoff be retained for a further year at a cost of $200. Proposed by: Jackie Vizzi. Seconded by: Trudi Lawrenz. Approved by 7 for and 1 against. It was confirmed that Becker & Poliakoff currently have no instructions.

 ) Legal liaison on the Bradley law suit. Resolution: that an Ad Hoc Committee be formed to liaise with the Attorneys representing the Association comprising Trudi Lawrenz, Norma Whittler and John Corcoran. Proposed by: Trudi Lawrenz. Seconded by: Jim Holthaus. Approved by 7 for, 1 against. Various concerns were raised by members including whether this Committee are to pursue the Mediation option, the composition of the Committee and the cost of Attorneys. The per hour rates are $310 to Chad McClenathen and David Davis and $300 to James Burgess. The Board instructed the treasurer to separately identify in the Association's accounts all fees paid to the Attorneys for this Law Suit.

a) Road Assessment case. There is a Court hearing scheduled for February 8 on the motion to collect the dues and fees for the sole remaining non-payer of the road assessment.

3. Finance Committee: The Chairman reported that the necessary computer equipment and software has been acquired for $308, at a considerable saving compared with the estimate. Vivian Zabik was thanked for her help in this. Members objected to the payment of an individual to set up the Quick Books program, but no Member volunteered free time. The actual total cost will be $658 compared with the budget of $1,500. The Board noted that the Finance Committee requires bids for next year's Budget by the end of January to be sent to the Treasurer. The necessary 1099 and W9 forms will be completed for the current year and the past 3 years.

4. Board e-mail system. Proposed e-mail addresses were tabled for Board members.

5. Deed Restrictions Committee: Resolution: that the Scriveners error in Article II of the current Articles be corrected by the addition of the clause: "to contract for, to buy sell services and property necessary or incidental to the attainment of its corporate purposes" and that the amended Articles be officially recorded and subsequently sent to all Members. Proposed by: Jackie Vizzi. Seconded by: Trudi Lawrenz. Approved unanimously. The Committee has yet to commence review of the Deed Restrictions.

6. Roads Committee. The Chairman gave a verbal update on progress in enacting the resolutions agreed at the Board meeting on December 12, 2011.

7.Saddle Trail Committee. The Board noted that the saddle trails have been mowed. Many compliments have been received and no complaints. Members reported that parties of young people from outside the Valley had taken place over the holidays in the Association's Park off Old Ranch Road. The Sherriff assisted in removing the offenders and subsequently in removing their waste. Member questioned the current restrictions over access to the boat ramp. The Board agreed that a further attempt could be made to find suitable means to secure the access for residents use only, subject to compliance with State designations on the adjacent conservation areas. It was agreed that Jackie Vizzi, Dale Ream, Linda Monette and Harold Joslin would review this issue and report their findings to the Board. Keith Bradley offered to provide a copy of the platted deed for the boat ramp. The Board noted that the trees around the Park entrance need trimming. The Board noted with thanks that most residents had responded to their request to trim trees on their road-side easements, but that some had not.

8. Security Committee: No reported incidents.

9. Lot 166 saddle trail. ATVs are using the saddle trail across Lot 166. Resolution: that posts be placed to prevent ATV access as requested by the owner of Lot 166. Proposed by: Jackie Vizzi. Seconded by: Jim Holthaus. Approved unanimously. Dale Ream offered to undertake the installation.

10. Rules and compliance Committee. Jackie Vizzi tabled a paper: "Reinventing the rules" for the Board's future consideration.

10. Disaster Planning Committee. No report.

OTHER BUSINESS

1. Construction applications. None received.

2. President's Message in TnT. The Board agreed that the main issue should be "getting along as a community" but also mention should be made of the conduct of Board meetings and the Bradley law suit.

NEW BUSINESS

1. Members questioned the pile of road material in the Associations Park adjacent to the Bridge. This pile is kept in case of an urgent need.

2. Members asked that the Board consider the use of Facebook to inform members.

Close meeting Proposed by: Bill McArthur. Seconded by: Gary James. Approved unanimously. Time 21.30