

Minutes
REFUGE at WHITE HALL OWNERS ASSOCIATION
Board of Directors Meeting
April 4, 2012, 6:30pm
5404 Nesting Place (Carlisle Harrison's House)

- I. Attendees: Carlisle Harrison, Rodney McLeod (Telephonically), John Thompson, Will Terrell, Renea Gasser (Excused Absence)
- II. Call to Order: Carlisle Harrison called the meeting to order at 6:35pm and welcomed new board members. Carlisle emphasized meeting will serve as a baseline for future meetings. Carlisle requested the meeting be extended an additional thirty minutes. Extension necessitated by the first official meeting of new directors and a robust Agenda. (Attachment One). Request was approved by directors present.
- III. Approval of Minutes: John Thompson made a motion that the Board of Directors, February 23, 2012, Annual Meeting (Attachment Two) be approved as written and second by Will Terrell. Carlisle introduced a motion that the previous distributed Board of Directors, March 2, 2012, Meeting be designated as Newly Nominated Director's Working Group Discussion Notes. Carlisle stated his failure to respond timely was instrumental in the distribution of these minutes. Motion second by John and was unanimously concurred.
- IV. Committee Reports
 - a. ARB: Will Terrell provided a comprehensive update on the status and findings of the ARB. Considerable discussion centered on the Covenants and Restrictions especially as it pertain to the Middleton Plantation Conservation Easement. Areas of emphasis were use restrictions, communication, management, remediation and enforcement. Will reiterated he had received tremendous support in his transition from Mark Johnson ensuring continuity of efforts. Will was asked to undertake a process review utilizing the Refuge Work Sheet (Attachment Three). Carlisle is to work with Will to complete the worksheet. Will will provide a process review brief at the next board meeting (May 2, 2012).
 - b. Landscaping Committee: John Thompson briefed the board on action taken to address the landscaping contract and clarification of common properties area. John and Mike Kelly provided the board a comprehensive maintenance contract position paper that outlined Scope Of Work, Assumptions, Budget, Concerns, Questions and Recommendation. The board applauded John and

Mike's efforts. John emphasized the urgency to seek a legal opinion and or professional guidance as to what constitute common property to include the area surrounding the pond. (Attachment Four). The board concurred in seeking professional counsel. John and Carlisle are tasked to develop specific statements to be sent to the HOA's legal consultant for an opinion. With the concurrence of the board a sum not to exceed 500.00 was authorized. In the interim any additional modification or comments to the scope of work is to be sent to John and Mike for review and possible inclusion in the HOA's Maintenance Contract Request For Proposal (RFP). (April 18, 2012).

- c. Playground Committee: In review of previous meeting minutes there was a mention of a Playground Committee and resulting recommendations. Carlisle made a motion that the functions of the Play Ground Committee be consolidated into a "Common Property Advisory Committee" (CPAC) based on the definition of common property in the Covenants and Restrictions (Article I, Page 2). It is envision this committee would assess the viability and acceptability of all common property area. Committee to be made of up interested representatives from throughout the neighborhood (i.e. residents on the marsh, pond, oyster road, thoroughfares etc). The board unanimously accepted this motion. Will volunteered and felt that the ARB and this advisory committee could work in harmony. Will is to serve as board representative and Carlisle is to develop a charter for this committee (May 2, 2012).
- d. Treasurer Report: John Thompson reported account balances as of 4/4/2012 - Checking \$5,182.41 and Savings \$58,918.11. Second signatory on checking account discussed and it was the consensus of the board that President be added. The limit for treasurer to sign independently was established at 1000.00 which corresponded with the highest recurrent bill. Anything above 1000.00 will require two signatories. John briefed the board on pending CY 2010 and 2011 tax filings and the complications of dual HOA's Employee Identification Numbers and IRS interactions. (May 2, 2012). Other treasurer concerns were address under Old Business. (Item: V.d.)

V. Old Business

- a. CY 2011 Annual Meeting Final Legal Opinion: Final legal opinion rendered by the HOA attorney dated March 17, 2012 (Attachment Five). Closed Item
- b. Installation of New Officers and Board Members: The slate of new officer and board members are as follows: Carlisle Harrison – President, Rodney McLeod – Vice President, John Thompson – Treasurer, Renae Gasser – Secretary, Will Terrell Architectural Review Board Chairman Closed Item

- c. Directors and Officers (DO) Insurance: John Thompson provided a quote for DO insurance (Attachment Six). It was concluded that DO was the most appropriate coverage as compared to Errors and Omission Insurance. After a review of the proposal provide by our current insurance provider Rodney asked for clarification on the scope and limits of coverage. John is to seek an expanded proposal and Carlisle is to seek a second insurer estimate. Issue will be readdress at the next board meeting (May 2, 2012).
- d. Accounting Issues (Accounting Assistance, Software, and Delinquent HOA Assessment): John Thompson stated he had worked out an arrangement with Kate to continue to serve as the accounting technician (Closed). Two copies of QuickBooks were approved for purchase by the previous Board on April 8th, 2011. John is reevaluating the availability and currency of QuickBooks software (June 6, 2012). Considerable discussion centered on what is the appropriate approach to recouping delinquent assessment fees. The discussions include the interpretation of provision in the Covenant and Restrictions concerning a maximum of 18 percent per annum (Article V Section 7.05.) Rodney McLeod is to review the Covenants and Restrictions, previous policies and any other precedence to determine board latitude in assessing fees (May 2, 2012).
- e. Common Access Easement (Oyster Road): John Thompson updated the board on remaining delinquent account from the refurbishing of Oyster Road. This account will be addressed with other delinquent accounts.
Closed Item
- f. Common Property (Motion Detector Pavilion, Play Ground Items 2,7,8,9 and 11, Dock, Common Area Property Line): These areas will be transferred to the CPAC for assessment and reporting (June 6, 2012).
- g. News Letter (Editor, Frequency): The board discussed the necessity to communicate with homeowners. Committee chairs expressed a desire to have column in each News Letter. Specifically, Will Terrell would like an ARB column. Carlisle made a motion to establish a Community Interface Advisory Committee (CIAC). It is envision this committee would advise the board on how best to communicate, educate, survey and foster a positive social environment in The Refuge. The motion carried and Rodney McLeod is to serve as the chairman and Renae Gasser as the other appointed board member. Rodney will develop a committee charter based on format provided by Carlisle (June 6, 2012).

VI. New Business

- a. Welcome Committee: The board agreed that a "Welcome" functionality is critical to integrating new residents into The Refuge. The board requested

Renae Gasser continue to develop and or revitalize this critical functions and it be a component of CIAC.

- b. Social Committee: The board agreed that a "Social" functionality is also critical to the health of The Refuge. The board requested that Rodney McLeod continue to develop and or revitalized this critical function and it be a component of CIAC. Carlisle stated there is a National Neighborhood Day which is celebrated in September and this maybe a good date for a social event.
- c. Problems and Issues Tracking Tool: Carlisle Harrison introduced a Refuge Work Sheet to be used for addressing problems, concerns and issues (Attachment Seven). This form is open for modification and or enhancement. The board thought this was a good tool but would like for Carlisle to generate and example (May 2, 2012).
- d. The Refuge Website: Rodney McLeod and Will Terrell champion the development of a HOA website as a way to keep the community informed. It is envision that HOA documents will be available to all resident and will facilitate easier board collaboration. Unanimously embraced by all board members. The website is also considered a component of CIAC (June 6, 2012).
- e. Neighborhood Stop Signs: Will Terrell briefed the board on his concerns about a safety hazard created by the placement of current stop signs. Will witness vehicles not stopping and near misses with pedestrians. Will provided the board a phase approach to resolving this safety issue (Attachment Eight). After considerable discussion to include speed bumps and other remedies. It was suggest by John Thompson that he contact appropriate agency and was provided contact numbers (May 2, 2012).
- f. Legal Consultation: Carlisle Harrison is to contact Kevin Huger a resident who is a lawyer to see if he would be willing to assist with the legal issues. Particularly options for management of delinquent accounts. Specifically liens and other legal remedies (May 2, 2012).
- g. CY 2012 Financial Status Report: John Thompson is currently briefing the board on expenditure, status of funds, delinquencies and any other topic deem appropriate. Carlisle asked John to provide a onetime brief on contractual obligations, CY 2012 Budget's Expenses and a consolidated report of delinquent dues and assessment. Individual delinquencies will be addressed in an executive session (May 2, 2012).
- h. Directors Review of the Covenants and Restrictions and By-Law (Board Training): Carlisle requested Rodney McLeod with his experience and familiarization with the Covenants and Restrictions and By-Law to compile a list of time specific obligations and responsibilities of the board. Carlisle is to meet with Rodney to develop a board training outline for the remainder of this year (June 6, 2012).
- i. HOA Strategic Plan: Carlisle briefed the board on the need to develop a strategic plan. The board concurred with the development of a strategic plan. Carlisle with the assistant of the other directors will conduct a

Strengths, Weakness, Opportunities and Threat's (SWOT) analysis.
Assessment sheets will be sent to current board member and selected
past directors for their input (July 11, 2012).

VII. Next Board Meeting: May 2, 2012, The Refuge Pavilion, 6:30pm

VIII. Adjournment: John Thompson made a motion for adjournment and was second
by Will Terrell and meeting adjourned at 8:45pm.

Approved _____

Carlisle Harrison, President

Recorder

Carlisle Harrison

1. Meeting Agenda April 4, 2012
2. February 23, 2012, Annual Meeting Minutes
3. Refuge Work Sheet
4. Maintenance contract position paper
5. CY 2011 Annual Meeting Final Legal Opinion
6. Directors and Officers (DO) Insurance Quote
7. Problems and Issues Tracking Tool
8. Neighborhood Stop Signs Solution