

**COMANCHE CLIFFS –HOMEOWNERS ASSOCIATION
BOARD OF DIRECTORS MEETING MINUTES**

DATE: May 28, 2009

PLACE: C.I.A. Services Offices, 465 Bear Springs Road, Pipe Creek, TX

ATTENDING: Joe Waddell, President
Denise Jeffreys, Treasurer
Marianne Van Wagner-Jones, Member at Large
Diane Platt, Secretary (arrived 6:45)
Ralph A. Troiano, C.I.A Services (guest)
Rob Platt (guest, arrived 6:45)

MEETING REQUIREMENTS

Ralph Troiano, C.I.A. Services, gave criteria for valid Board meeting and noted that Board Members could not transact any binding CCHOA business unless it was a valid meeting. A valid meeting occurs when all board members have been given proper notice (or waive such notice) and a quorum is present.

It was determined that we had met the criteria for a valid meeting. The meeting was called to order at 6:15 p.m. by President Joe Waddell. Joe asked Marianne Van Wagner-Jones, Member at Large, to take minutes in Secretary Diane Platt's absence.

AGENDA

As this was an impromptu meeting, an agenda was discussed. It was agreed that the following topics would be discussed.

- a. Lawyer fees
- b. Dues notice/letter
- c. Banking
- d. Management operational and review update

LAWYER FEES

President Joe Waddell explained that he had spoken on the phone with the CCHOA attorney, Chris Weber. Joe said that the attorney stated that his bill was outstanding and that if we don't pay the bill he will go to the courts to collect from the home owners. The lawyer had suggested that he himself would send the second dues notice to the homeowners for collecting the dues and in doing so would access extra fees (\$200 per owner) to cover his cost of collections. Joe Waddell explained that is why he had sent a check to the lawyer in the amount of \$4000 from the CCHOA bank account without consent of the entire Board.

Ralph Troiano, C.I.A. Services, summarized the situation as follows:

- a. The attorney has no right to sue anyone in the CCHOA without permission of the CCHOA.
- b. Every communication with the attorney should be in writing as it allows us to be very specific in our instructions to the attorney.
- c. It was recommended that we prepare a letter to send to the attorney. Marianne was asked to prepare the letter with Ralph reviewing the wording and content. The letter should include:
 - 1. Statement that we are not turning over collection of assessments/due to the attorney.
 - 2. We will resolve the payment of the lawyer's bill as soon as we can.
 - 3. Ask if the Rule 11 agreement has been prepared and submitted to the Court for signature.
 - 4. Request an itemized bill for each of the people he represented in the lawsuit.

5. The letter should be signed by the CCHOA President.

Ralph explained that a Rule 11 agreement is a document signed by all parties evidencing the terms of their agreement to settle a lawsuit. When it is reformatted and signed by the judge it is an "Agreed Judgment" which officially concludes the lawsuit.

DUES NOTICE/LETTER

Ralph stated he had received a proposed second dues notice letter from Deborah Waddell. He reviewed the letter and made some suggestions for change which were accepted by the Board members. He explained the standard practice for dues notices should be as follows:

- a. Yearly budget should be approved by the Board at least 30 days prior to the due date.
- b. Initial dues notice should be sent by December 1 for the normal January 1 due date.
- c. Past due notice should be sent February 1.
- d. In early March the 3rd notice should be sent by certified mail that includes specific legal language regarding the collection of attorney's fees, e.g. Section 209 notice.
- e. If dues are still not received then further action should be determined by the Board.

BANKING

Ralph explained the standard practice for most HOA's was to have all Board members on the signature card at the bank. Checks typically should be written by the treasurer and have two signatures. Only two Board members would have online access. It was agreed that all records and access to the accounts should be made available to Denise Jeffreys, Treasurer, and that her responsibilities would include making deposits, paying bills and providing financial reports. Denise indicated that she needed the key to pick up the mail to make the deposits.

NEXT MEETING

Date was not set for the next meeting. Marianne indicated that she would be out of town, June 6-14, and asked that the meeting be scheduled when she was in town. Two agenda items were tabled for the next meeting.

- a. Discuss removing the physical mail box and using only the CCHOA P.O. Box.
- b. Discuss check procedures (two signatures vs. one).

MANAGEMENT OPERATIONAL AND REVIEW UPDATE

An updated report was presented by Ralph Troiano, C.I.A. Services. He has now received many records, including minutes, financial reports and legal documents. He requested that the Treasurer provide him with a year-to-date trial balance for 2007, 2008 and 2009. Ralph will be reorganizing the financial reports with "user-friendly" terms to enhance communications from the Treasurer to the community. He has also started interviewing members of the community in order to better prepare his recommendations to the community. He plans to have a rough draft of the report available to the CCHOA Board by July 1 and a final report which should be widely distributed to the community prior to the July elections.

In his report he plans to include recommendations for consideration regarding the elections. He suggested that C.I.A. Services could run the elections for CCHOA at no cost. The elections could be online with a secure PIN and he explained the difference between proxies and absentee voting. He further explained the duties of the Nominating Committee were to:

- a. Send out a call for nominations by newsletter, email, bulletin board, website, etc.
- b. To provide a minimum slate of five candidates to fill the board positions.
- c. To qualify each of the candidates per the bylaws and provide a bio for each.

Ralph also indicated that there were two significant problems with our current system:

- a. All positions were 1 year so there was no opportunity for continuity.
- b. Voting for positions instead of Board Members frequently led to not having the best candidates on the Board.

He further explained how a bylaws change could be incorporated in the same election with the election of officers.

ADJOURN

With no further business, President Joe Waddell made a motion to adjourn the meeting and it was seconded by Treasurer Denise Jeffreys. The meeting adjourned at 8:00 p.m.

Prepared by: _____
Marianne Van Wagner-Jones
Member at Large

Approved at the _____ meeting of the Board of Directors.

Approved by: _____
Diane Platt
Secretary

cc: CCHOA Board Members
CCHOA Meeting Minutes file
CCHOA Website