

**SPANISH WELLS UNIT TWO HOMEOWNERS ASSOCIATION, INC.**

Post Office Box 1565, Bonita Springs, FL 34133

**NOTICE TO ASSOCIATION MEMBERS AND DIRECTORS OF  
A MEETING OF THE BOARD OF DIRECTORS**

Notice is hereby given that the **regular meeting of the Board of Directors of Spanish Wells Unit Two Homeowners Association, Inc.** will take place in the **Card Room (Lower Level) of the Spanish Wells Golf & Country Club, 9801 Treasure Cay, Bonita Springs, FL 34135 at 1:00 pm on Monday, December 9, 2019.**

**DISTRIBUTION:**

Len Biernet	Frank Schwartz
Diane Floyd	Howard Smith
Don Meek	Scott Wilkins
Pegie Morris	Joe Maccarone

**Agenda of the Board Meeting**

1. Call to Order, Quorum, Posting of Notice
2. Approval of Previous Meeting Minutes
3. Reports of Officers: President, Treasurer, Secretary
4. Committee Reports: Nominating, ARC/Compliance, Social, SWCA

Old Business: Status of assessments received to date

New Business: Appointment of Joe Maccarone as Assistant Treasurer

Adjournment

**BY ORDER OF THE PRESIDENT**

Homeowners wishing to make a statement at the Board Meeting with reference to a designated agenda item may do so, but have a three minute time limit.

This notice has been posted on the website on or before the 21st day of November, 2019 and distributed electronically by order of the Board of Directors and in compliance with Chapter 720, F.S. and Association documents.

**SPANISH WELLS UNIT TWO HOMEOWNERS ASSOCIATION, INC.  
BOARD OF DIRECTORS MEETING  
MONDAY, DECEMBER 9, 2019 @ 1 PM.  
CARD ROOM AT SPANISH WELLS GOLF & COUNTRY CLUB  
9801 TREASURE CAY, BONITA SPRINGS, FL 34135**

**CALL TO ORDER:** A quorum being present, President Meek called the meeting to order at 1:00 PM

**BOARD MEMBERS IN ATTENDANCE:** Officers: Don Meek (President), Frank Schwartz (VP/Treasurer), Directors: Diane Floyd, Pegie Morris, Howard Smith (telcon), Scott Wilkins. Absent: Len Biernat (Secretary). Residents in attendance: John Bronson, Jr., Joe Maccarone, Alex Morris.

**CONFIRMATION OF NOTICE:** Notice of the meeting has been distributed in a timely manner and posted electronically and on the website.

**FIRST ORDER OF BUSINESS:** The first order of business was the approval of the minutes from November 11, 2019. Wilkins moved to accept the minutes as written. Schwartz seconded the mention. The motion was passed unanimously.

**REPORTS OF THE OFFICERS**

**PRESIDENT'S REPORT(DON MEEK):** No report.

**TREASURER'S REPORT (FRANK SCHWARTZ) :** Schwartz submitted the report of income and expenses. He reviewed the report, which is attached. There were no questions or adjustments to the report. Wilkins moved to accept the Treasurer's Report as submitted. Floyd seconded the mention. The motion was passed unanimously.

**SECRETARY'S REPORT:** No report.

**REPORTS OF COMMITTEES**

**ARC/COMPLIANCE (SCOTT WILKINS and FRANK SCHWARTZ):** Schwartz had submitted his report to the Board prior to the meeting (see attached) and discussed the requests with those present. Wilkins moved to accept the ARC/Compliance Report as submitted. Floyd seconded the mention. The motion was passed unanimously.

**NOMINATING COMMITTEE (HOWARD SMITH):** No report.

**SOCIAL COMMITTEE (PEGIE MORRIS):** The December C&C at Adams (28399 Sombrero) on December 18 has 33 expected guests to date. The Club has agreed to host C&C in January, April, June and December in 2020.

**SWCA (SCOTT WILKINS):** The SWCA board meeting notes are attached.

**OLD BUSINESS:** None.

**NEW BUSINESS:** 1. Meek moved to appoint Joe Maccarone Assistant Treasurer until Schwartz's return from the far east in mid-January. Wilkins Seconded the motion. The motion was approved unanimously.

2. A decision was made to reconsider the issue of standing seam metal roofs in the Rules of Spanish Wells Unit Two. Floyd moved and Wilkins seconded the follow revision of Rule 7:

**“Roofs may be replaced with tile or metal roofing resembling tile. New construction must be a tile roof or metal resembling tile. Standing seam metal roofs are never allowed. Asphalt/shingle roofs are allowed only when replacing an existing asphalt/shingle roof. All roof replacements require approval of the Architectural Review Committee. Roofs must be kept clean and free of mold.”**

Voting in favor: Floyd, Meek, Morris, Smith, Wilkins. Opposed: Schwartz.

Meek moved to adjourn the meeting at 2:10 PM The motion was approved unanimously.

The next meeting will be January 6, 2020 at 1 PM in the card room at the Club House of Spanish Wells Golf and Country Club.

Respectfully submitted,

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Don Meek (for Len Biernat, Secretary)

To: Spanish Wells Unit 2 HOA Board of Directors

From: Frank Schwartz - Treasurer

## Financial Status Good

**Financial Results for January 2019 through >> December 9, 2019**

Paid SWCA \$58,785.88 for November & December (All of 2019 paid)  
Received interest of \$50.38 for November from our Money Market account.  
Received \$74,664.00 for 2020 Annual Assessments

### Year to Date:

We currently have \$105,513.98 cash in our Money Market account.

Paid SWCA for 2019	\$352,715.28
Paid Bleeding Edge Internet for our website	\$600.00
Paid Rosier Insurance for Crime Coverages	\$504.00
Refunded two homeowners who had overpaid their annual assessment	\$134.15
Paid to update the Florida Corporate Incorporation document	\$70.00
Paid for office supplies, postage and printing	\$718.66
Paid a bank service fee (refunded in February)	\$5.00
Owner paid to collect illegible check amount	\$100.00
Bank refunded maintenance fee of	\$5.00
Received bank interest YTD	\$2,099.41
Received an Estoppel fee for 28433 Verde Lane	\$250.00
Received an Estoppel fee for 9909 El Greco Circle	\$250.00
Filed our 2018 1120-H Tax return	
Collected late fees	\$241.32
Refunded Florida National Title for overpayment	\$250.00
Paid Pavese Law Firm for Annual Meeting Work	\$241.68
Received Door Refund Check from Summit	\$20,710.25
Received Credit from Metavante Corp for Funds Not Cashed	\$35.00
Paid Pavese Law Firm for pre-suit preparation	\$1,837.75
Received Estoppel fee for 28380 Sombrero Drive	\$250.00
Paid annual dues for CAI membership	\$295.00
Paid Auto-Owners Insurance for Board Liability coverage	\$453.00
Paid Pavese for legal research regarding ARC issue	\$38.50
Received Estoppel fee for 28420 Sombrero Drive	\$250.00
Received refund from Auto-Owners Insurance	\$15.00
Paid Pavese Law Firm to Record Rules	\$40.00
Paid Frank Schwartz for scanner, and USPS costs (certified mail)	267.43
Paid United States Liability Insurance for D&O Insurance	\$1116.00
Received an Estoppel fee for 9910 El Greco Cir	\$250.00
Received an Estoppel fee for 9860 El Greco Cir	\$250.00
Paid USPS \$118.00 for annual PO Box rental	\$118.00
Received 2020 Assessments	\$74,664.00

**Financial Overview**

Received deposits for November 2019	\$68,126.38
Received Bank interest (included in received deposits)	\$50.38
Paid out a total of	\$58,903.88

Our cash balance as of December 9, 2019 is	\$105,513.98
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**Scroll Down for financial overview (excludes 2020 paid assessments)**

**Spanish Wells Unit II Homeowners Association  
2019 Budget / 2019 YE Projected / 2020 Budget**

12/9/2019  
Accrual Basis

	2019 Budget	2019 YTD	2019 Projected Year End	2020 Budget
<b>INCOME:</b>				
Owner (Occupied) Assessments 2019	327,235	327,550	327,550	362,340
Owner (Vacant Lot) Assessments 2019	2,255	2,256	2,256	2,318
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	329,490	329,806	329,806	364,658
Less Non-payment of Assessments 2019	1,983	0	0	
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	331,474	329,806	329,806	364,658
Summit Broadband Door Refund	20,000	20,710	20,710	0
Estoppel Certificate Fees	2,000	1,500	1,500	1,500
Interest Income	2,000	2,099	2,100	2,100
Late Fees / Interest - Delinquent Assmts	0	250	250	300
Refunds (Bank and Insurance)	0	60	60	0
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	24,000	24,620	24,620	3,900
<b>TOTAL INCOME</b>	355,474	354,426	354,426	368,558
<b>EXPENSES:</b>				
<b>Pass through expenses to SWCA</b>				
SWCA Master Association Fees	188,316	188,316	188,316	193,586
Summit > 2019 budget excluded Door Refun	141,174	164,400	164,399	171,072
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<b>Pass Through Total</b>	329,490	352,716	352,715	364,658
<b>Unit II Expenses:</b>				
Insurance	2,500	3,188	3,188	3,300
Postage & Office Supplies	500	1,104	1,104	700
Website Maintenance	800	600	600	600
Legal Services	500	2,619	2,619	500
Miscellaneous Incl. Overpayments Returned	500	789	789	700
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<b>Total Unit Two Expenses</b>	4,800	8,300	8,300	5,800
<b>Total Expenses</b>	334,290	361,016	361,015	370,458
Excess of Revenues over Expenses	21,184	-6,591	-6,589	-1,900
Beginning Fund Balance	34,608	35,792	29,907	29,820
Ending Fund Balance	35,792	29,907	29,820	27,920

Projected 12/31/19 cash is exclusive of 2020 assessments which will be collected in 2019

Assessment assumes all payments are "post marked" in calendar year 2019.

<b>Make-up of 2020 assessment</b>	<b>2,019</b>	<b>2,020</b>	<b>Annual Increase</b>	
Summit Broadband	83.03	86.40	40	
- SWCA Master Association Fees	71.62	74.25	32	
- Debt Service for Club Purchase	22.35	22.35	0	
- One time rebate from Summit	-11.73	0.00	141	
	✓ 165.27	✓ 183.00	<b>213</b>	<b>Total Increase for 2020</b>
Annual Assessment calculation	165 residences	Month 183	Annual 2,196	
	2 lots	97	1,159	

The 2020 assessment increases are due to having to pay the full Summit Fee plus an increase of \$3.37 per month and a monthly increase of \$6.00 per month for maintaining the three gates in Spanish Wells.

**Spanish Wells Unit Two Homeowners Association, Inc.  
P.O. Box 1565  
Bonita Springs, Florida 34133**

**November 2019 - Unit Two Architectural and Compliance Committee**

**December 9, 2019 Meeting Date**

<b>New Hurricane Shutters</b>	<b>28454 Verde Lane</b>	<b>Submitted and Approved</b>
<b>Stucco Repair and House Painting</b>	<b>9885 El Greco Circle</b>	<b>Submitted and Approved</b>
<b>Minor Painting of Trim</b>	<b>9893 El Greco Circle</b>	<b>Submitted and Approved</b>
<b>Whole House Generator</b>	<b>28412 Sombrero</b>	<b>Submitted and Approved</b>

**Non-Compliance Letters/Email Sent**

Issue	Owner	Address	Letter Sent	Status	Comments
Roof Repairs		28419 Sombrero	8/7/2019	Open Through Jan 2020	Legal
Roof Repairs		28399 Sombrero	8/7/2019	Open Through Jan 2020	Legal
Tall Grass		9910 El Greco	11/08/2019	Closed	Email Sent
Dirty Roof		28392 Sombrero	8/14/2019	Open	Legal
Dirty Roof		28401 Sombrero	8/14/2019	Open	Legal issue but will clean shortly
Dirty Roof		28428 Sombrero	8/14/2019	Open	Will clean in January when they return
Dirty Roof		28510 Sombrero	8/14/2019	Open	Legal
Dirty Roof		28514 Sombrero	8/14/2019	Open	Legal
Dirty Roof		9851 El Greco	Email Germany	Open	Will Clean in November when they return
Lawn Not Mowed, exceeds 16"	Gohari	9880 El Greco	9/14/2019	Monitoring	Owner is cutting grass
Dirty Roof		28418 Verde	8/14/2019	Open	Legal

NOTE: "LTR" Letter mailed via USPS requesting action.

**Requests Sent to SWCA > John Zizzo > None**

**Requests sent to Billy Casper: Request to remove Dead trees behind 28394 Verde Lane > Open**

Notes: All ARC requests are reviewed by Frank Schwartz & Scott Wilkins

Blast email sent to all homeowners about "up-keep" roofs, mailboxes etc.

Frank Schwartz  
Chairman, Unit Two Architectural and Compliance Committee

November 2019 Compliance Report to Board.docx

**LEASE APPLICATIONS FOR SW UNIT TWO**

**DETAILS**

Application Date	Address.	Owner	Lease Term	Renter	Agent
5/17/2019	9871 El Greco Circle		2/1-4/30/2020	Mike & Eileen Matson, 618.409.3999 eimats13@gmail	Amber Jasper, Grice Realty, 239.287.3355 ajasper@gricerealty.com
6/15/2019	9871 El Greco Circle		5/1-6/1/2020	Hendrikus Brands, Maria Hooijen, +31 40 887 1866, m.hooijen@gmail.com	Amber Jasper, Grice Realty, 239.287.3355 ajasper@gricerealty.com
7/30/2019	28433 Sombrero Drive		1/1-2/28/2020	Donald & Dayne Sislen, 314- 712-3225, d.sislen@yahoo.com	Debbie Waichulis, Premier 239.262.4242 Debbie.Waichulis@Premier.com
8/14/2019	28370 Verde Lane		1/1-2/29/2020	Sheldon & Patricia Spare,717- 371-7075, t.spare@comcast.net	Korina Chilcoat, Aadvisor Rentals Inc.,239-455-2303, processing@aadvisorrentals.com
8/16/2019	28370 Verde Lane		3/1-4/15/2020	Mary Ellen & Thomas Rousseau,603-863-4671 Maryellen.rousseau@yale.edu	Korina Chilcoat, Aadvisor Rentals Inc.,239-455-2303, processing@aadvisorrentals.com
9/21/2019	28372 Sombrero		12/3/19-1/3/20	Lori & Steve Steinbach, 417.872.9360, lssteinys@aol.com	N/A
9/21/2019	28372 Sombrero		2/1-3/2-20	Carolyn Beach, 612-741-0025, cbeach3598@aol.com	N/A
9/21/2019	28372 Sombrero		3/4-4/3/20	Dave&Connie Anderson, 563- 370-8628, hawkfans@hotmail.com	N/A
10/25/2019	9851 El Greco Circle		1/1-3/30/20	Dan&Sheila Stojak, 920-915- 1705, dlstojak@gmail.com	N/A
10/31/2019	9853 El Greco Circle		1/2-2/22-20	Jackie&Mike Fair *Pending receipt of current application form.	Sue Hurst, Florida Rentals by the Gulf, suehurst177@gmail.com, (239) 273-4249
11/11/2019	9879 El Greco Circle		1/4-4/4/20	DeniPoulin,705-465-3275, denijpoulin@yahoo.com	N/A
11/7/2019	28417 Verde		1/15-4/15-20	Mark Gliebe,608-436-0001, Mark.glidbe@charter.net	Amber Jasper, Grice Realty, 239- 287-3355



## **SWCA Board Meeting Nov 22, 2019 (Notes)**

This was a regular SWCA board meeting, with a limited agenda, focusing on attorney – client privilege emails on the Henderson Franklin review of the proposed new legal documents.

Meeting opened at 1:35 m

Hank Nyenhuis nominated Linda Spotz to the Director-at-large position.

Approved 5 – 3. (Voting Yea: Fairrie, Hines, Nyenhuis, Paulhamus, Wilkins. Voting Nay: Bailey, Daugherty, Hughson.)

Ms. Spotz joined the board at 1:40 pm

President Hines Reviewed Attorney Client Privilege law as it relates to HOAs. He then passed out two email exchanges, between himself and Henderson Franklin Law Firm, which were considered attorney client privilege documents, for the board to review. These were collected after discussion and voting.

- There were four items considered in the email exchanges: Indemnity, Election Procedure, 9th Director, and the 20% of SWCA budget paid by the club.
- There was no discussion on either the Indemnity or Election Procedure recommendations by Henderson Franklin. Their input was accepted.
- Discussion on the principle that as long as the Club is owned by SWCA, a 9th director shall be elected at large at the annual meeting and serve a 1 year term.
- Discussion on whether or not to include the provision that If ownership of the Club changes, the new owner would be responsible for 20% of the SWCA budget.
- President Hines moved “That the SWCA Board accept the corrected version of the Henderson Franklin final document edits and provide the three documents to the membership for review.” Motion was seconded by Ms. Spotz.
- Approved 6 – 3. (Voting Yea: Fairre, Hines, Nyenhuis, Paulhamus, Spotz, Wilkins. Voting Nay: Bailey, Daugherty, Hughson.)

### **Discussion and recommendation:**

- A discussion on how to provide the three documents (Articles of Incorporation, Bylaws, & Declarations) to the members for review ensued.

- Estimated cost to mail the documents to members is \$15,183. Alternatives will be considered.
- Initially, documents will be sent to members electronically. Documents will be posted to SWCA website. Links will be emailed to members.
- Jim Kagy, head of document review committee, will conduct at least two Town Hall meetings in January to explain the document changes to SWCA residents and answer questions. Additional Town Hall meetings can be held if needed.
- The results of the Town Hall meetings will be presented to the board. Any significant changes recommended by the members would be incorporated.
- Final editions of the three documents would be mailed to the members for them to vote on either at a special meeting or the 2021 annual meeting.

The meeting was adjourned at 2:46 pm

Following the meeting

- A resident of the Golf Condos asked what could be done to improve the appearance of the old pump house adjacent to the driving range. Plywood covers the windows, overgrown vegetation surrounds it, and palm rats from it are entering the golf condos. Mr. Zizzo will discuss this with the club and the CLC will also request the Club remediate the problem.

## **SWCA Board Meeting Nov 13, 2019 (Notes)**

This was a regular SWCA board meeting with the focus on reviewing the proposed new legal documents.

Minutes of Oct 16 meeting approved 7-1 (Daugherty voted no)

Phil Volker has resigned as the Vice President and director-at-large

Jack Hughson was nominated by Lynn Daugherty to be the new vice president. Seconded by Anne Baily. Approved by 8-0 vote.

### **Document Review:**

#### **Background:**

- About 2 years ago, SWCA announced that it would review and revise and update its governance documents. The Document Review Committee (DRC) was formed and has spent 21 months at work on the documents.
- DRC was tasked to determine the best alternative for HOA legal advisory service and chose the firm of Henderson Franklin (HF).
- The SWCA board specifically approved assigning the project for legal document review to Henderson Franklin and authorized direct communication between the DRC chairman and HF.
- SWCA submitted its final draft version of the revised documents to HF along with a series of questions and concerns for which it required direct feedback.
- HF examined the proposed documents and created modifications and additions as it considered them to be appropriate.
- DCR chairman and SWCA president conducted a telephonic review of the proposed documents with HF. DRC has accepted the recommended changes to the governing documents and presented them to the SWCA board for its final determination.

### **Significant Items recommended for inclusion by Henderson Franklin:**

- **Articles of Incorporation**
  - o Add a statement that as long as the Club is owned by SWCA it will not be entitled to a vote.
- **Bylaws**
  - o Reduce the quorum from 30% to 15%
  - o As long as the Club is owned by SWCA, a 9th director shall be elected at large at the annual meeting and serve a 1 year term.

- o Defined the manner in which a 9th director would be nominated and elected. (40 days in advance a notice would be sent out asking for anyone interested in being the 9th director to submit a brief bio. Ballots would be included in the mailing of the annual package.

#### **Declarations**

- o If ownership of the Club changes, the new owner would be responsible for 20% of the SWCA budget.
- o Emphasized that the sub-associations are responsible for collecting and remitting the annual assessment to SWCA.

#### **Discussion and recommendation:**

- The subject of a 9th director generated the most discussion. Not all SWCA directors are in favor of an at-large director. There are some attorney-client privileged documents that could not be reviewed in an open session. An Executive Session to discuss this subject is scheduled for Friday November 22nd at 1:30 P.M.
- At least two Town Hall type meetings will be held to explain the changes to SWCA residents and solicit inputs and reactions to these changes. One meeting will be held in Dec and 1 in Jan.
- The goal is still to get the revised documents presented for a vote at the March 2020 annual meeting.

#### **Financial Reports**

- SWCA is on budget with no issues reported. Most line items are under budget YTD
- The golf club reported revenue is over budget and its finances are healthy. Golf rounds continued to be under projections in September due to the temporary tees. YTD Green Fees are over budget (projection) by \$16,263 and total revenue is over budget by \$22,811.
- October numbers for the Club were not available but play and revenue have increased. Early Nov numbers are even higher.

#### **Las Brisas Fence**

- The original plan to extend the cement wall north from Del Largo to the northern Spanish Wells border has been abandoned due to issues with Bonita Springs Utility. They are unable to identify where their underground utilities are located.

- The new plan is to install screening on the fence that was damaged in Irma.
- \$6,375 was approved for the screen installation .

## **Committee Reports**

### **Drainage & Lakes**

- Project 101, the drainage at Tasca and White Sands, is continuing. As mentioned as month, the latest issue is the newly installed pipe needs to be lowered one foot. As the project progressed, it encountered underground utilities that were at the same level. BSU did not know how deep they were and ground penetrating radar wasn't precise on the depth. Much of the digging had to be done by hand.
- It will be an estimated 3 -4 more weeks to complete the project.

### **Hidden Lakes Project**

- Hidden Lakes water flow is being studied.
- The remaining 800 feet of Cement wall is ready to be installed behind Del Lago. Waiting for swale to dry out
- The wall behind the rest of Del Lago will be lower than the one installed by Milhaus. Both sections of wall are 8 feet high but the grade at Hidden Lakes is higher than at Spanish Wells.

### **Assessment Collection and Remitting.**

- Unit 1 objected to the long held practice of a sub-associations being responsible for remitting assessment for residents who don't pay.
- This was discussed in both the public portion of the November 13, 2019 SWCA board meeting and in the board's executive session following the meeting. It was repeatedly stated, in the public presentation to the board by the chairman of the SWCA document review committee, that it is the obligation of each and every SWCA neighborhood association to timely collect and remit to SWCA all assessments.

- This statement was affirmed by the SWCA board in its executive session. It is the responsibility of the sub-associations to use whatever means necessary to collect.