

SPANISH WELLS UNIT II HOA, INC.
BOARD OF DIRECTORS MEETING
MARCH 25, 2013 3:00 P.M.
RESORT MANAGEMENT / SWCA OFFICE
9420 BONITA BEACH ROAD, SUITE 1101
BONITA SPRINGS, FL 34135
Minutes

Call to Order: President G.B. Singh called the meeting to order at 3:00 P.M. In attendance: Officers: G.B. Singh, Don Meek (vice-president), Joe Maccarone (treasurer), Karen Benson (secretary). Directors: Doug Bernstein, Paul Kalben, Ioka Summers. Howard Smith on the phone. Homeowners present: Mason Benson.

Certification of the minutes: A quorum, being present, the first order of business was to approve the minutes from January 7, 2013. Don Meek moved to have the minutes approved. Joe Maccarone seconded the motion. Minutes were approved unanimously.

Notice of the meeting had been posted 10 days prior to the meeting.

Report of Officers:

President's Report (G.B. Singh): Singh reported that the Annual Meeting (on February 4, 2013) had legally been adjourned, not suspended, as a new date and time to reconvene was not established at that time. As a board, we would need to establish a date and time. After some discussion, a date of May 1, 2 or 3 was established as the most likely date for the meeting, as it would fall within the 90 day perimeter allotted for the proxies which had already been gathered. Benson would check with the club for availability of the dates and get back to the board.

Singh also let the board know he had received Andy Adams' resignation and had sent him a cordial response. There is now a position available on the board. Howard Smith is the head of the nominating committee. Three names were offered up: Al Van Dam (who is acknowledged as "seasoned" after sitting on the SWCA board for some time), Terry Sieve, a new resident of Unit II and Basil Hobar, also a new resident of Unit II. Joe Maccarone will talk with Terry Sieve and Al Van Dam to assess any interest in sitting on the board for Unit II.

Treasurer's Report (Joe Maccarone): Maccarone had submitted his written reports to board members prior to the meeting. All were well versed in the numbers. He reviewed the income and expenses, pointing out that we were in excellent shape. We have only one delinquent homeowner's assessment and this will be paid off within the

next few months, per an agreement with the board. If it is not paid in time (June) , the matter will be turned over to lawyers. The homeowners have been informed.

The annual tax form has been submitted. An audit committee is necessary, by law, to review all expenses. Bernstein and Kalben volunteered to be the committee.

Secretary (Karen Benson): No report.

Committees:

Compliance (Ioka Summers): Roofs are not clean, mailboxes are still in the same condition and too many cars are in driveways. If we haven't been enforcing an item, we may have to grandfather in the item, at which point these issues will become unenforceable.

Meek strongly suggested we not send letters to people regarding any compliance issues until after the by-laws have been passed.

Architecture (Ioka Summers): Two requests were made and both have been approved.

Social (Paul Kalben): Everything is proceeding smoothly. August, September and December of 2013 are still open. Meek volunteered to take one of them.

SWCA (On Meek): The SWCA annual meeting is complete. Ned Dewhurst of Oakbrook Properties wants to revisit the issue of a manned gatehouse. Without it being fully manned (24 hours a day), Dewhurst is reluctant to put in a gate house at all. Meek volunteered that, once the houses are built and occupied, it will be manned during the day (12 hours), and at night, a bar code will work the arms. Mediterra does it that way. Dewhurst wants SWCA to take over total maintenance from the beginning.

Repaving: SWCA has approved a bid to have Better Roads do the repaving for Unit II. This will happen within the next two months. Meek anticipates it will be done before the rainy season.

SWCA has a new treasurer. The former treasurer resigned.

Old Business: None

New Business: Setting the date for reconvening annual meeting. Need for proxies from 2/3 (112) of the residents is paramount. Maccarone suggested we divide the list of people who have not sent in the proxies and go door-to-door to residents to get them to sign. Maccarone suggested the secretary write letters to each resident informing everyone of a new meeting, and for those who had not sent a proxy, include a proxy and mail a separate letter.

Singh readdressed the issue of a letter he received from a resident of Unit II (not a home owner). Bernstein suggested we ignore the issue and not respond at this point. And, at this point, we cannot make any changes in the by-laws. If we can't get enough proxies to reconvene the meeting and pass the by-laws, then we can go back to the designing table and put in any adjustments.

At this point, Singh put in a call to Susan McLaughlin, our lawyer.

McLaughlin told the board we needed to start with a Town Hall Meeting. At the meeting, we would be able to listen to residents' concerns about the changes in the documents. She pointed out that the new documents are actually more lenient than the old ones. The major changes regarding the board in these documents give the board a structure to enforce the restrictions. She requested we send her the meeting notice, at which time she will review it and send it back to the board.

This week, the board needs to secure a date with the club, gather more proxies, get the notice of the meeting back from McLaughlin, mail the notice and other proxies to people who haven't sent in their proxies.

DnO Meek moved to adjourn the meeting. Paul Kalben seconded the motion. Motion was approved unanimously. The meeting was adjourned at 4:10 P.M.

No new meeting date was set at this time.