

Office

**ROTONDA WEST ASSOCIATION, INC.
Board of Directors Meeting
Thursday, January 16, 2020 – 2:00PM**

MINUTES

PRESENT: David Kelly, Sam Besase, Stephen Froggatt, Patti Cowin,
Pattie Aho, Jerry Eldred and Peter Traverso

Management: Derrick Hedges, Assistant Manager

Other Residents: Pat Luscombe, John & Barb Peszko, Jim & Diane Shaw, Bob Bondeson, Ken Guillerm, Stan Plizga, Richard Duggan, Cliff Albright, Sue Killion, Hank Killion, Susan Superak, D & D McGrath, Allyson Eakin, Wayne Legris, Andy & Pauline VanScyoc, Dale Jensen, Frank Warren, Anne Marie Hunter, Ruthann Brown, Cari Hale.

The Meeting was called to order by President David Kelly at 2PM. The meeting was properly noticed and a quorum was present.

The Pledge of Allegiance to the United States of America was said by all.

Director Froggatt moved the Board to approve the Board of Directors (BOD) Meeting Minutes for August 8, 2019, the December 19, 2019 BOD Meeting, and the January 9, 2020 BOD Meeting Minutes. 2nd by Director Traverso. Motion passed unanimously. See attached.

Members Input on Agenda Items:

Anne Marie Hunter - requested that the Developer, Mr. Gary Littlestar, relinquish his right to cast votes in the annual election and release his control of RWA. She also requested that the BOD consider recording the changes to the Election Guidelines that were approved in August of 2018 instead of pursuing another re-write.

Frank Warren – expressed thanks to whomever recorded and posted the last Election Committee meeting as that provides needed transparency. He echoed Ms. Hunter’s request for the Developer to release his control of the RWA.

Treasurer's Report: Director Besase – see attached

Manager's Report: Manager was not present and did not provide a written report. Assistant Manager Derrick Hedges reported that the office is busy processing payments and maintenance personnel are installing additional exterior lighting, Director Eldred inquired as to **why there was no manager or manager's report. President Kelly indicated he would check into that.**

Committee Reports

Activities/Community Relations: Andy Vanscyoc (Chair) Report attached. As Mr. VanScyoc is Chair of both Committees he provided a joint report. The committees decided to move all event planning from Community Relations to Activities. CR will become a communications committee and retain Westways and the running of the RWA Website. Mr. VanScyoc requested the AC Committee membership be rolled over as is and the CR Committee the CR committee roster was not submitted at this time as Mr. VanScyoc plans to step down as Chair of CR at the February meeting and proposed that Director Aho be approved to assume that role.

Director Aho motioned to indefinitely postpone Blue Ribbon Events LLC for multi-day use of Broadmoor Park. 2nd Director Cowin **Motion passed 6-1 with Director Besase voting in the negative.**

Motion to move the event and activities functions from Community Relations and place with the Activities Committee. Further, to roll-over the Chair and all members of both Activities and Community Relations. 2nd Director Besase Motion passed unanimously.

Administrative Personnel: President Kelly (Chair) No report.

Aquatic/Canal: Stan Plizga (Chair) Report attached. Florida Aquatics owner, Tim Farrell, and Manager will be at the 22 January meeting. Bill Dunson will lead the nature walk on January 17th. Director Cowin motioned to rollover the membership of the Aquatics Committee as listed in the report. 2nd Director Traverso Motion passed unanimously.

Budget & Finance: Sam Besase (Chair) Report attached. Director Besase motioned to rollover the current committee membership. 2nd by Director Traverso. Director Cowin questioned the placement of Hank Killion as Chair as Chapter 12 – Section 12.03.02 Paragraph A. states, “The current elected Treasurer of the Board shall serve as Committee Chairperson.” Director Besase insisted that the recorded By-Laws, Article II, Section 10, which states, “...the Board may, at its discretion, decide that a non-director committee chairman would better serve the Association.” takes precedent over the Policies and Procedures. **President Kelly recommended keeping Mr. Killion as Chair until an opinion can be obtained from legal.** Motion passed 4-3 with Directors Aho, Cowin, and Eldred voting in the negative. See attached.

Buildings & Grounds: Sam Besase (Interim Chair) Report attached. Director Besase motioned to **install additional sidewalks near administration building** at a cost of \$3,350. 2nd Director Froggatt. Motion passed unanimously.

Director Besase motioned to reseal driveway and parking lot (including directional arrows & no parking near kitchen area) at a cost of \$6,630. 2nd Director Eldred. Due to the cost of the project, Director Traverso inquired if 3 quotes had been obtained as required, by our amended by-laws, for any expenditures in excess of \$6,000. Director Besase was unaware if 3 quotes had been obtained. **Motion failed 6-1 with Director Besase voting in the positive.**

President Kelly requested Director Besase to reintroduce the funding of the sealing/painting of the driveway and parking lot once 3 quotes have been obtained.

Director Besase motioned to rollover the current B&G Committee membership with him as Chair and the addition of Director Eldred to the Committee. 2nd Director Eldred. Motion passed unanimously.

Compliance: Barb Peszko (Vice Chair) No report. Ms. Peszko requested that the current membership be retained. Director Cowin motioned to rollover the current membership. 2nd Director Froggatt. Motion passed unanimously.

Deed Restrictions: President Kelly spoke with Attorney Sarah Spector on January 15th to inquire about the status of the Deed Restrictions changes. She was holding off on review until advised otherwise. **President Kelly instructed her to begin her review and to inform the RWA when it is completed.**

Election: Pete Traverso (Chair) Director Traverso moved to cap the election committee to 5 members, at this time, and to approve Pauline VanScyoc as the 5th member. 2nd Director Froggatt. Director Aho requested the motion be separated into two motions.

Director Traverso agreed to separate the motion and moved to cap the election committee to 5 members, at this time. 2nd Director Froggatt. **Motion passed 4-3 with Directors Aho, Cowin, and Eldred voting in the negative.**

Director Traverso motioned to approve Pauline VanScyoc as the 5th member. 2nd Director Froggatt. Motion passed unanimously. See attached

Director Aho motioned to amend Chapter 3 Section 3.3 of the Policies and Procedures to specifically include the ability for residents to speak at all non-statutory Committee meetings. 2nd Director Cowin. Director Eldred spoke in favor of allowing member input at Committee meetings. Director Besase is not in favor of the motion as he would like the Chair to have the flexibility to not allow input. Director Froggatt indicated he was in favor of allowing community input, however, he believes it is the responsibility of the Chair to implement that right. Since the motion did not address the responsibility of the Chair to allow input he is not in favor of the motion. Director Cowin offered that Chapter 12 Section 12.00, V, C. 3. States "The committee meeting agenda must include time for member comments." Director Traverso opined that the Policies and Procedures should be "mothballed" until such a time as the discrepancies are cleared up. **President Kelly acknowledged the issues and will take the matter up with Attorney Spector.**

Director Aho withdrew her motion. Director Cowin withdrew the 2nd.

Director Cowin motioned to have Committee Chairs have their governing documents reviewed and updated to current practices and alignment w/recorded By-Laws. 2nd Director Traverso. Motion passed unanimously.

Residential Modification: Barb Peszko (Chair) Report attached. Director Aho motioned to rollover the current membership (excluding Cheryl Lateer who resigned) with Ms. Peszko as Chair and the addition of Allison Eakin. 2nd Director Cowin. **Motion passed 6-1 with Director Besase voting in the negative.**

Director Aho spoke of an issue that arose at the January 14 RMC meeting. A resident attended the meeting to see their application through however the RMC did not have her application. Ms. Birdsong then informed the attendees that the application had been approved by the office under the direction of Manager Feldkamp. She further stated that this practice has been ongoing for two months or so. Under the Deed Restrictions and Florida law the RMC is the permitting authority and they have no idea how many permits were improperly issued.

Director Aho motioned to **require the Manager and staff to supply the RMC with all applications it has improperly permitted in 2019 and 2020 for review at the 1/28/2020 RMC meeting.** 2nd Director Traverso. Motion passed unanimously.

Director Aho motioned to have a special closed BOD meeting to **discuss the issue of improper permitting and take appropriate action.** 2nd Director Cowin. Director Traverso was not in favor of the motion. Director Besase was not in favor of the motion as it was not provided to him in advance. Director Eldred agreed with the motion as he believes it important that the staff follows policy. Director Froggatt believes the AP committee should have been notified in advance. President Kelly believes this to be an AP Committee function so he does not support the motion. Director Cowin pointed out that the AP Committee Charter only authorizes them to "...assure the employee manual is current and up to date." "...do a yearly review of the guidelines.", "...meet with the manager to discuss funds, if any, available for increases.", and "...yearly review the manager's contract and submit to the Board of Directors recommended changes." and therefore this is an issue for the entire BOD, not just the AP Committee. **Motioned failed 4-3 with Director Froggatt, Director Traverso, Director Besase, and President Kelly voting in the negative.**

Wildlife: Director Cowin (Chair) Report attached. Director Cowin indicated that the committee had not met since the last BOD meeting but had sponsored a presentation on Sea Turtles by Carol Leonard, Director/Outreach Coordinator,

Coastal Wildlife Club. The presentation is available to view on the Wildlife Facebook page. Next presentation, scheduled for 1pm on February 19th, will be on Sharks. Director Cowin motioned that the current membership be rolled over with the Chair to be voted on by the members at the next meeting. 2nd Director Traverso. Motion passed unanimously. See attached

Unfinished Business:

Status of shed/Tiki Hut violations. As manager Feldkamp was not in attendance no update was provided.

Status of RMC Guidelines changes. Director Traverso stated that they are on the developer's desk. He can not give a timeline as to when they will be reviewed but indicated that when they are, he and Cari Piper would be involved in the process.

Status of Deed Restrictions changes. President Kelly confirmed that he requested Attorney Spector to review this and he will follow-up with her next week.

New Business & Communications:

Director Aho updates on:

The O'Carroll application. As Ms. O'Carroll was not present no action was taken.

Board Communications/Laptops. Director Aho would like to table this discussion as it needs to be had with the manager present as it is unclear as to what needs to happen for BOD members to have RWA email addresses and chrome books or small laptops so Directors could have all the pertinent information in one place.

Director Eldred on:

Term Limits. (See Attached) He proposed Directors be limited to 2 three-year consecutive terms. President Kelly asked if this had been taken to the Election Committee and Director Eldred confirmed that he had given it to Director Traverso, Chair of the Committee. Director Traverso then stated that this is not an Election committee issue but one for the BOD as this would require a change in the By-Laws.

Director Besase shared information with the Directors about a monthly learning luncheon he attended. The last speaker was from Becker and spoke about Balloting. The luncheons are very informative and he will continue to pass information about them to the BOD as he gets them.

President Kelly addressed communications received regarding political signs. It is his opinion that the sign guidelines need to be enforced. That is, political signs for national elections must follow the same restrictions as RWA elections regarding size and display restrictions. There is no distinction between political flags and signs. Director Traverso read the sign guidelines and indicated that provisions for enforcement were already in place. **President Kelly then took on the task to direct the manager and office to enforce the rules.**

Member's Input (Non-Agenda):

Wayne Legris, Member of Budget & Finance Committee, wished for the records of the meeting to reflect the Board's thanks and gratitude towards Hank Killion for the many good works he has done as Treasurer for the Association.

Allyson Eakin, would like to thank the Board of Directors for the impressive use of Policies & Procedures versus By-Laws discussions and the efforts to align and follow the documents in the conduct of meetings. She also asked that as the Committees are tasked with updating their Policies & Procedures that they are given "Hard Deadlines" for completion of the task. She also expressed her concern that a vote was taken by the Budget & Finance Committee after the formal meeting was gaveled closed. She asked the Board to please keep in mind, as they address the issue of improperly permitted RMC applications, the homeowners that are impacted.

Hank Killion the unintended consequences of the developer turning over control to the RWA, giving up his rights, would mean that any changes to the Deed Restrictions would have to be voted on by over 4,000 property owners. Director Traverso responded that RWA was in effect prior to FL Statute 720 so the rules regarding "turnover" do not really apply. Further, multiple Attorneys are on record stating the "turnover" has in fact already occurred as evidenced by the fact that the RWA we elect our own Directors, we set our own budget, and collect assessments. The Developer retained three rights; one, he can appoint a Director, two, only the Developer can make changes to the Deed Restrictions, and three, he has control over new construction. Director Cowin added that the Developer, Mr. Littlestar, has not, to her knowledge, every denied any Deed Restrictions change requests made by the BOD.

Sue Killion addressed the issue of a Board member having to Chair a committee. During her 12 years here as a resident, there have been many committees that were not chaired by a Board member. She stated the reason behind this was that as new Board members were elected, they did not necessarily have the experience needed to Chair a committee so the committee members decided who their Chair would be. She feels that every committee should be treated the same way. Director Cowin asked if she could respond as was told, by President Kelly, that this was member input. President Kelly then commented that all of this was just “growing pains” and that 20 years ago the RWA couldn’t even find people to run for the Board. Now we have more people living here and wanting to be involved. Director Traverso then asked to comment. He said the By-Laws say exactly what Ms. Killion requested. Ms. Killion then asked why the issues was being taken to the Attorney. Director Cowin interjected that it was because the Policies and Procedures (Budget & Finance Committee Charter) differs from the By-Laws. Director Traverso further stated that another reason to have non-board members Chair committees is because only 7 Directors would not have the time to Chair all the committees.

Ruth Anne Brown requested clarification regarding the mowing cycles. Assistant Manager Hedges stated the 7 mowing cycles of the vacant lots had been completed in 2019. Ms. Brown did not believe that the lot next to her property had been mowed 7 times. Assistant Manager Hedges explained that it may seem that way because flooding problems sometimes limit mowing of certain areas. **President Kelly requested her address so that RWA could keep an eye on the situation.** Her second question was in regards to election sign guidelines. She asked if the sign guidelines applied to state and national elections. Director Traverso clarified that the sign restrictions in the recorded Election Guidelines only applied to RWA elections. He further stated that the recorded Deed Restrictions covered the requirements for all other signs. **President Kelly indicated that the issue of political signs would be sent to the Attorney.**

Anne Marie Hunter expressed her concern that the Board picks and chooses which Policies and Procedures they want to follow. She said the Policies and Procedures that HAVE been accepted by Board need to be recorded. Board members need to sit down and review the current Policies and Procedures, have all the committees and chairs review them and they are in line with what you

intend for RWA then they need to be recorded. This eliminates the need to take issues to the Attorney because if they are recorded, they apply.

Diane Shaw was shocked as what she perceived to be hostility on the part of the Board to input from residents. She that what happened at the Budget and Finance meeting, attended by numerous residents, where after the meeting was closed prior to addressing the issue many of them were there for, a phone vote was held. This tactic completely eliminated the ability of residents to provide input. She also doesn't understand why the Board feels so much hostility towards resident input. She believes the Board should welcome resident attendance and interest and that through open communication many of the problems could be resolved.

Dale Jensen made a plea to the Board and the community in general regarding providing support to the victim of a fire on Sportsman Road. This individual has had a hot tub sitting on his driveway for months. Staff is aware of this and have contacted him however, issues in his life have prevented him from being able to move it. He would like to see some sort of initiative to help this guy out. Maybe the RWA could help him comply rather than just adding more citations. Maybe we could set up some sort of neighbors helping neighbors program where instead of fining some 90 year old for not painting their house we gather together and get the job done.

Jim Shaw he is concerned about the suggestion that the Policies and Procedures be "mothballed" until such time as they can be revised. These documents were approved at some point by previous Boards and we should enforce them. The second issue is the failure of the manager and his Director supervisor to record the Election Guidelines. This failure caused a great deal of strife in the community. His final point was the issue of office staff approving permits that they do not have the authority to do. He was further distressed about the appearance that this Board does not consider this an urgent issue. He is concerned that this will become a legal issue.

Director's Input:

Director Eldred would like to be appointed to the Aquatics Committee. Stan Plizga invited him to attend the January 22nd meeting.

Director Froggatt indicated he is also opposed to the "phone vote". He feels all of RWA business should be conducted in the Community Center and it should be recorded with minutes and all. Regarding the claim that the Board is hostile to the residents, Director Froggatt believes that Ms. Shaw's "group" promotes hostility toward the Board and does not promote free speech. He called them hypocrites and stated they need to follow the same rules expected of the Board. He reminded individuals that they have never been denied the opportunity to speak and stated that if they ever feel they have been denied that opportunity they should contact him. He has been free with his contact information and insisted that no one, not the Shaws, Director Aho, Director Cowin, or Director Eldred have bothered to contact him. He further insisted that he had reached out to these individuals and waited for months to be contacted by them about what they wanted to happen. He stated the way to get things done is to communicate and he has done his part.

Director Cowin stated she did not appreciate being called out for something she is not guilty of. President Kelly reminded the Board to read the code of conduct on the back of their name plates. Director Cowin indicated that his comment would have been better served had he brought it up during Director Froggatt's comments. Director Cowin clarified that she had indeed communicated with Director Froggatt, regarding issues such as member input on agendas, in communications to ALL Directors. This was done in her capacity as a Director and Secretary of the Board. She acknowledged that she may not have communicated with Director Froggatt one-on-one but it was not because she did not value his opinion but rather the fact that the issues concerned the entire Board. The other issue Director Cowin brought up was that recording all the Policies and Procedures was not necessarily a good idea as it would be costly and not conducive to them being "living documents". She also acknowledged that not all Committees were remiss in keeping their documents current. In fact, Stan Plizga and his committee had updated the Aquatics documents within the past 6 months. Finally, she addressed the issue of By-Laws vs. Policies and Procedures and order of precedent. She indicated that just because the Policies and Procedures don't match the By-Laws, that does not mean they are in conflict. The By-Laws are a broader document and the Policies and Procedures further refine the guidance of the By-Laws. She further stated that she does not oppose a non-director being the Chair of the Budget and Finance committee, she just wants the Board to follow the policies in place until such a time as they are updated. She

gave the example of government documents where federal documents take precedence over state documents. The hierarchy dictates that state policy can be more restrictive than federal policy but not more lenient.

Director Aho wanted to remind members that the **By-Laws on the RWA website are NOT correct as they lack the 2 amendments in the recorded document.** She also indicated that the **By-Laws being mailed to new owners also lack the amendments.**

President Kelly concluded by acknowledging there are a number of issues that need to be worked through. **He requested that if we plan to video that he would like to be informed in advance and would even like to see the videos of future meetings posted to the RWA website.** He reminded everyone that committee chairs have to run their meetings as they see fit and encouraged all to be respectful in their comments.

Next Board Meeting: February 20, 2020

Adjournment: Meeting adjourned at 4:27 pm.

Respectfully Submitted,
Patricia Cowin,
Director/Secretary

Attachments:

Agenda

Minutes

Motions

Committee Reports