

**NOTICE OF MEETING OF THE MEMBERS
OF
WINDING CYPRESS HOMEOWNERS ASSOCIATION, INC.
A Florida not for profit corporation**

**APPROVED
MINUTES**

TO ALL MEMBERS:

NOTICE IS HEREBY GIVEN that a Special Meeting of the Members of Winding Cypress Homeowners Association, Inc. (the “Association”) will be held at the following date, time and place:

Date: December 14, 2022

Time: 6:00 pm

Address: Winding Cypress Clubhouse – 7180 Winding Cypress Drive, Naples, FL 34114

Join Zoom Meeting:

<https://us06web.zoom.us/j/89200221796?pwd=R0NwMDJ5YWlXaGk0RDQxbDVKS1ZnQT09>

Meeting ID: 892 0022 1796

Passcode: 766209

AGENDA FOR SPECIAL MEMBERS’ MEETING:

1. Call to Order - President Powell called the meeting to order at 6:00
2. Proof of Notice - The property manager, Mr. Rowland, confirmed that the meeting was properly noticed according to the state statute.
3. Establish Quorum - Present: Mr. Powell, Mr. Bell, Dr. Schopp, Mrs. Ballard; Absent: Dr. Boriss. Also present: John Rowland (Property Manager) and Jade McKim (Assistant Property Manager) Proxies attained = 471 (electronic and hard copies) 30% required - Quorum present
4. Board Meeting Protocol - Dr. Schopp - Dr. Schopp explained how special members’ meeting is different from other meetings. Mr. Rowland continued to explain why this change is necessary.
Mr. Powell spoke to what the board is trying to accomplish - **see Appendix 1**
5. Public Comment regarding Proposed Amendments (Note: 3-Minute time limit per speaker)
 - a. We have not had a membership since the last vote? Correct - do we know how many how many voted at that time? We don’t have a specific number but the last vote was close. There is a two week

notice before anything can change. I've always attended budget meetings but this year I couldn't because we were only given 48 hours notice. Two different things - change in governing documents require two weeks where general meetings are only 48 hours. Was there ever a discussion of a middle ground? We followed our legal advise. My concern is the communication aspect.

- b. Seems to me that we all know this board is doing a good job. If there is a special interest group they could take this in a negative direction. Is it possible to change the percentage? It also makes it easier to block a special interest group.
- c. Everyone has to vote. HOA's are regulated strictly - this board is trying to help us.
- d. My concern is about communication/marketing. Seems like this percentage is taking the easy way out. More communication will help get people to vote.
- e. Thank you all for what you do. It's important to remember what Kay mentioned regarding the number of total votes in this area. We will be electing people in the future.
- f. Are all the documents equal? In the statutes - yes
- g. We need 511 people to vote - and we're not even there yet.

Mr. Bell - we reached more than quorum at 62%. But this vote is evidence that our current language will make it all most impossible to make a change. 281 residents chose not to vote. We can look to extend the time to gather votes for 90 days.

Mr. Powell - would someone like to make a motion to extend the time and not adjourn the meeting?

Steve Shedd - I move to extend the time and not adjourn the meeting - Mike Merola second - hand vote - motion passed.

Kay Ballard - many have asked if they can change their vote? Yes - What do they need to do? Send an email to the board or the office.

New Business:

- a. Discussion and Vote on the Proposed Amendment to Section 14.3 of the Declaration of Covenants – Amendment Threshold
- b. Discussion and Vote on the Proposed Amendment to Article VIII, Section C of the Articles of Incorporation – Amendment Threshold
- c. Discussion and Vote on the Proposed Amendment to Section 9.3 of the Bylaws – Amendment Threshold

7. Adjournment - no adjournment until the next announced meeting within 90 days 7:08

MINUTES Continued from Dec. 14, 2022

TO ALL MEMBERS:

NOTICE IS HEREBY GIVEN that a Special Meeting of the Members of Winding Cypress Homeowners Association, Inc. (the “Association”) will be held at the following date, time and place:

Date: March 14, 2023

Time: 10:30am

Address: Winding Cypress Clubhouse – 7180 Winding Cypress Drive, Naples, FL 34114

Join Zoom Meeting:

<https://us06web.zoom.us/j/89200221796?pwd=R0NwMDJ5YWlXaGk0RDQxbDVKS1ZnQT09>

Meeting ID: 892 0022 1796

Passcode: 766209

AGENDA FOR SPECIAL MEMBERS’ MEETING: (Continuation of the December 14th, 2022 Members’ Meeting)

1. Call to Order - Mr. Powell called the meeting to order at 10:32am
2. Proof of Notice have been sent 14 days prior
3. Establish Quorum - Present: Mr. Powell, Mr. Bell, Dr. Schopp, Mrs. Ballard. Also present Dr. Boriss (Via Zoom), and Mr. Rowland (Property Manager)
4. Meeting Protocol - Dr. Schopp explained that this meeting is a continuation of the last Members’ Meeting. At the last meeting there was no adjournment as it was decided to extend the voting time-period by 90 days. It has now been 90 days.

Mr. Powell, revisited the purpose of changing the voter threshold. As of today - we still don’t have the number of votes necessary.

5. Public Comment regarding agenda item (Note: 3-Minute time limit per speaker)
 - I don’t believe that the reasoning was properly explained. There was an issue that a particular group could work together to change things.
 - What are the key limitations

New Business:

- a. Voting Threshold - Closing of the time limit

Mr. Bell explained how the board communicated why this vote was necessary. 79% of all households voted (605 people). Votes: 410 yes - 195 no. We did not get the 511 yes votes needed to make the change. After the election, the board will consider a new proposal with a possible higher percentage.

7. Motion to close the voting threshold: Mike Morola; Second Matthew Zepnick Passes; Unanimously passes

8. Adjournment - Move to adjourn Mike Morola Second Mathew Zepnick -
Unanimously passed

Appendix #1

Good Evening & Happy Holidays:

We know that this is a particularly busy time of the year, so we want to thank you for taking the time to attend tonight's meeting. Our single item of business this evening is to conduct a members' vote on the Board's proposed amendment to lower the threshold requirement for votes required to amend the governing documents of our Homeowners' Association.

As you likely know from our last informational session, Attorney Kyla Thompson (who is a Partner at Goede, DeBoest & Cross specializing in representing the interests of Homeowner and Condominium Associations) serves as Counsel for the Winding Cypress Homeowners' Association. She recommended (as she does for all of her Homeowner Associations) that changes be made to our governing documents, including but not limited to the number of votes required to pass a change to those documents (i.e "the threshold") going forward.

Based upon her extensive experience and expertise, Kyla routinely makes this recommendation to Associations as part of the turnover process from Developers. Not surprisingly and completely legitimately, Developers write governing documents to meet their

own objectives (i.e. sell every home as quickly and at the greatest profit possible). For example, Developers (including Pulte) routinely include a provision giving themselves veto power over any changes going forward for as long as they have even only a single home closing remaining. We are proposing to lower the voting threshold to facilitate our ability to amend our documents to meet the Association's current needs. Regarding our illustrative example: Without a sufficient number of homeowners' voting to make amendments to our governing documents, Pulte will retain their veto power, and they will appear as a party in our governing documents, rather than your Winding Cypress HOA Board of Directors.

Based on Kyla's and our own experience in attempting to encourage homeowners to register in HOAst and/or attend meetings to date, getting sufficient numbers of homeowners to vote on any issue is always a challenge. There are many legitimate reasons for Homeowners not to vote on issues before the HOA Membership. For example, some homeowners may not vote because they are too busy and have competing demands on their time. Some homeowners may not feel particularly strongly about an issue or two and, therefore, decide to "sit this one out". Still other homeowners may prefer not to spend time in retirement conducting HOA business by voting. Whatever their reasons for not voting, under our documents as currently written, 2/3 of the entire membership -- or 511 votes are required (that's 2/3 of 766 homes at final buildout) to make any change to our governing documents, including simple but important technical changes like removing references to Pulte and eliminating the veto power that they currently still retain.

Our proposed amendment is to change the voting threshold to 2/3 of the **voting** interests present – whether in person, by proxy or by electronic voting in HOAst. **What does**

this actually mean to you and to us as a community? It means that, rather than continuing to require 511 votes to make any changes, 2/3 of **those actually voting on a particular issue** – whether that number might be 766, 500, 250 or even fewer households – could vote to adopt a change. **That's** what this vote is about.

This proposed amendment does **NOT** change the quorum required to conduct any members meeting in the first instance. **A quorum is and will continue to be required to conduct a membership meeting in order to conduct any membership vote.** Pursuant to Florida state law, a 30% of all households or 230 households must be present before a vote is conducted. When and only when 230 households are present, whether in person, by proxy or through HOASt, can a vote for any changes to our amendments be made. It is at this point that the proposed change in voting threshold would be triggered.

Over the course of the past 6-8 months, that's what we have tried to communicate through briefing, postings, newsletters and conversations. This is the issue that we have presented to all households for their respective votes. Again, we thank you for taking the time to understand and participate.

Please now turn your attention to HOA Vice President Bill Bell for his report on HOASt and proxy participation to date.