

# **BOARD OF DIRECTORS' MEETING MINUTES**

Winding Cypress Homeowners' Association, Inc.

Date: 12/5/2022

Time: 10:00am

7180 Winding Cypress Drive, Naples, FL 34114-Event Room

Join Zoom Meeting

[https://us06web.zoom.us/j/84225668899?  
pwd=UHNRCmhTcnd6SVFuZDMvRVlvUGhqdz09](https://us06web.zoom.us/j/84225668899?pwd=UHNRCmhTcnd6SVFuZDMvRVlvUGhqdz09)

Meeting ID: 842 2566 8899

Passcode: 648093

## **AGENDA**

1. Call to Order - President Powell called the meeting to order at 10:02
2. Establishment of a Quorum - Present: Mr. Powell, Mr. Bell, Dr. Schopp, Mrs. Ballard; Present via Zoom - Dr. Boriss; Also present John Rowland (WC Property Manager), Jade McKim (Assist. Property Manager), Kyla Thompson (WC Attorney)
3. Board Meeting Protocol - Dr. Schopp explained how open meetings are different from Town Hall meetings and workshops. He reminded those present that a Board meeting is different than a town-hall meeting. A board meeting is a meeting that must be held in public with at least one section for public comment and we have two opportunities.
4. Reading or Disposal of Minutes from 11/11/22 and 11/28/22 - Motion to approve Mr. Bell; Second- Mrs. Ballard Motion passes unanimously
5. New Business/Informational Items
  - Kyla Thompson, Esq. Partner with Goede, DeBoest & Cross, PLLC to discuss the voting quorum threshold

Kyla talked about the importance of our governing documents (Covenants, By-laws, and Articles). On Dec. 14th there will be an important vote. Those that need to be posted with the county: By-laws, Articles, Covenants. Presently the documents require of 2/3 vote by all homeowners (766 homes). The discussion today is to change this to

2/3 of those voting however, **you still have to have 30% of voters participate (quorum) or the vote will be null and void.** What will this mean when the developer is finished? The references of the developer will be removed and the documents will be easier to use and will be updated.

6. Public Comment Regarding Agenda items (Note: 3-Minute time limit per speaker)

a. Questions/Comments Regarding the Quorum Threshold

1. If the board throws out the amendments, must they be done one at a time or all at the same time? Can be either - usually all at once as we want one document.
2. Did you consider going to 75% of those voting? We talked about several options. I was the person who proposed 2/3 for continuity of existing language.
3. Elephant in the room - pickelball vs tennis
4. We haven't had many votes. Why wouldn't we wait and see if there's a problem and then make the change if we need it? We would need 511 votes.
5. Special interests have been noted. Is there anything in those documents about pickelball courts?
6. How many residents are in the room? 65 - would there be a quorum. On voting we have reached quorum but not even close to passing.
7. In the last election how many people voted? We don't know the exact amount but we almost didn't have enough to elect board members.
8. In what areas do we need to votes to make changes? Leasing, pets, minimum food and beverage sales, etc.
9. Pickelball vs. Tennis - who makes the decision to change a court. Currently, the board can make the vote.
10. I play both pickelball and tennis - I was feeling like a minority.
11. What happens in your communities that have our original language? If we don't get quorum or enough votes to pass, there can be a motion to preserve the votes for 90 days to get more votes. If after that time you still haven't met the threshold, the vote fails.
12. Developer veto - while the developer is here, they have veto rights. I have spoken to Mr. Brooks and he has approved.
13. How many votes does Pulte have? As many properties as they have.
14. Have you really tried a vote? Maybe we should wait to see if we have a problem. We didn't consider that. Taking the developer language out of the docs is important.
15. What changes can be made by board without community input? ARC standards, Rules and Regs.
16. Can we have a campaign? Yes
17. So if we sign up for Hoast - do we have to sign up each time we vote? No
18. Community communication - can the board have more than 2 weeks notice? Yes
19. In your experience, have there been any unintended consequences using this lower threshold? Not really.
20. The only downside is if there is a controversy and residents don't vote.

21. How many are currently signed up to use Hoast? 513

b. Other Questions Regarding Agenda Items

1. Are committee questions part of the agenda? No

7. Additional New Business/Informational items

- Discussion for an application for a line of credit

There is a need for the community to have a back-up line of credit. We need to have access to credit. If the roof blew off, we'd need a line a credit before we have a special assessment. Steve Shedd - we pay our dues regularly however our bills don't come in regularly. This is then a safety net.

\$500k would be the credit limit and President Bill Powell and Treasurer Mike Boriss will be authorized to sign. If utilized the repayment will be from regular owners' assessment with a backup of a special assessment, depending upon the situation.

- Discussion regarding the ARC Guideline Revision - most of the changes were format - fewer long paragraphs, more bullets. Taken out some conflicting language. Added some language on garage air conditioners, water filtration systems etc.

8 . Action Items

- Approval to proceed with the application for bank line of credit as discussed - Motion to approve Mr. Powell; Second - Mr. Bell; passes unanimously
- Approval of revised/updated ARC Guidelines - Motion to approve - Dr. Schopp; Second Mr. Bell - unanimously approved.

9. Committee Reports:

Finance (Mr. Powell) - no further report

Access and Security (Mr. Bell) - John - where are we with key fobs, etc? We still need to choose a vendor. We are still discussing speeds humps.

Activities (Dr. Boriss) New Year's Eve Party - last number was 90 people sign up

Communications (Dr. Boriss) - Kelly Harris and committee really put in a lot of time - so thanks for all you do!

Buildings and Grounds (Dr. Boriss) - Mike - ongoing - court maintenance, fountain, more sod for dog run, new plants at both entrances, mowing schedule out soon

Shady Palm (Mrs. Ballard) - Jack Creamer - Oscar, Marcus, and Jaques all passed their Safe Serve exam. That completes our inspection list. We are going to purchase 3 more tables and chairs. Tiki torches added to help with bugs. Looking for solutions to the card swipe.

ARC (Dr. Schopp) - Before the fact

Compliance (Dr. Schopp) - After the fact

Appeals/fining (Dr. Schopp) - in place when we get to the fining stage of violations

10. Other


11. General Public Comments

Note: 3-Minute time limit per speaker

1. I've lived here for many years. I'm a vegetarian and would like more options on the menu. You can ask, but they should be on the menu. If it's not on the menu people will not know to order it and if people don't order it, the item will be deleted.
2. Gate Control on back gate - they break a lot - is there anything that can be done? They are designed to break off so there's no real damage. With the new vendor, we're hoping that will be better.
3. I'm an x-vet and a police officers. Let's be able to have lights to support different any cause.
4. What amount of reserves will we get from Pulte? There is no guarantee of a specific amount of money.
5. Gate - signage at back gate that states this is for residents only. In the works
6. Access to AED is limited to when we can get into the building and the center is closed from 10pm and 6am. We have two proposals for three AEDs.

12. Adjournment - motion to adjourn Mr. Powell; Second-Mr. Bell; Motion passes unanimously 12:05

Respectfully submitted,

  
Dr. James Schopp  
Board Secretary