

**SPRUCE CREEK PROPERTY OWNERS ASSOCIATION, INC.**  
212-1 Cessna Blvd, Port Orange, FL 32128

**DRAFT**

**MINUTES**  
**REGULAR BOARD OF DIRECTORS MEETING**  
February 12, 2008

1. **CALL TO ORDER.** President Russ Faller called the meeting to order at 7:00 p.m. Other directors present were Bert Love, Mike Hay, Jerry Probst and Jack Kihm. With all board members present a quorum was declared.
2. **PROOF OF NOTICE.** David Slayback, POA Manager, confirmed that proper notice had been posted.
3. **COMMUNICATIONS:** None
4. **MINUTES:** The minutes of the last 8 regular and special Board Meetings were presented. They were reviewed individually.
  - 11/13/07 Motion to approve with 2 corrections by Jerry Probst, second by Bert Love, approved unanimously.
  - 11/28/07 Motion to approve by Jerry Probst, second by Mike Hay, approved unanimously.
  - 12/11/07 Motion to approve by Bert Love, second by Mike Hay, approved unanimously.
  - 12/18/07 Motion to approve by Bert Love, second by Russ Faller, approved unanimously.
  - 1/18/08 Motion to approve by Russ Faller, second by Bert Love, approved unanimously.
  - 1/22/08 These minutes were tabled until the next meeting of the Board.
  - 1/31/08 These minutes were tabled until the next meeting of the Board.
  - 2/1/08 Motion to approve by Bert Love, second by Jerry Probst, approved unanimously.
  - 2/6/08 Motion to approve by Jerry Probst, second by Bert Love, approved unanimously.
5. **OPEN FORUM:** Mr. Faller informed the members attending this meeting that the Board had agreed to provide an Open Forum session at this meeting, to last about 30 minutes and to allow any members wishing to present any information to the board to have 3 minutes in which to speak. He said that the board may choose not to respond to a speaker and may elect to respond at a later date.

Jim Poel, SCPOA Member, read a prepared statement requesting a recount of the ballots from the election of directors which took place at the Annual Meeting February 2, 2008.

Harold Bemus, SCPOA Member, seconded Mr. Poel's remarks requesting a recount.

Mr. Faller responded, saying that a new voting procedure utilizing mail-in ballots were used this year and that the voting provisions of the State Statutes and of the Spruce Creek By-Laws do not address the handling of a recount and therefore the State Statute requires that anyone having a dispute with the Association must submit the matter to binding arbitration. Since an arbitrator might be called to conduct a recount the ballots must be totally protected.

Jack Kihm reminded everyone that the association went thru arbitration several years ago over mail in ballots and he ran for office to establish a proper procedure for the use of mail in ballots, and that the members have a right to know.

Bert Love talked about an e-mail letter from John Christensen, Becker & Poliakoff, written to Dawn Sautter regarding his views that “any owner can review the ballots, and conduct his, her or their own count.” Mr. Faller suggested that Mr. Love can rely on the Christensen letter and the board will rely on the rules and regulations of the State of Florida.

John Champlain, SCPOA Member, urged everyone to obey the statutes of the State of Florida, and said that the Florida Administrative Code also addresses the matter of counting of ballots.

Mr. Bemus spoke again to say that “law or no law, rule of no rule” the recount should have been done.

6. REPORTS:

Officers – No Reports

Committees:

Airport – No Report

Architectural Review Committee – No Report

Budget & Finance – No report

Children’s Recreation Committee – No report

Community Relations – Lois Nielson reported that a “mini bonfire” party is to be held 2/22/08 to burn up the rest of the wood. Everyone is invited to come but she said that all the chicken and refreshments are gone so everyone should bring their own chairs, food and beverages. She also announced that the Newcomers Party is scheduled for March 26,2008.

Legal & Bylaws – No report

Public Works Committee – Said that he hoped the board would consider items #2 and #3 later in the New Business portion of the meeting.

Safety & Security – No report

Update Committee – Lorraine Wahl informed the board that the Update reported a profit for 2007 of just over \$6,000.00.

Manager – Dave Slayback thanked all the volunteers of the community who gave so much of their time and energy to make things happen at Spruce Creek. Volunteers serve on committees and work on special projects and their service is invaluable.

Slayback also reported that the two Public Works projects, the damaged drain piping on the 11<sup>th</sup> hole of the Country Club and the wash out damage at the intersection of Taxiways Lima and Foxtrot are about completed. The engineer on the taxiways project visited the site during the course of the work and was very pleased with the work being done.

Lastly, the office has been deluged with payments of the annual assessments and is catching up on making the deposits.

7. OLD BUSINESS:

1. Use of Sheriff's Deputies in Spruce Creek. Russ Faller commented that speeding in Spruce Creek is getting worse and is a major problem—he said that he himself has brushed by a car which was going too fast. He reminded everyone that the Board has previously approved the creation of a contract with the Sheriff to perform traffic control services within Spruce Creek to include enforcement of speed limits and traffic control laws, but that such enforcement will not extend to golf carts, seat belt requirements, etc.

Mike Hay, outgoing Chair of the Safety and Security Committee reported that a preliminary contract has been received; that the SCPOA has to supply maps of its road and taxiways, and proof of insurance to cover the deputies while on our property and a final approval by the Volusia County Council.

A **motion** was made by Jack Kihm, second by Jerry Probst, to continue the process to have a final contract. The motion was approved unanimously.

2. Eagles Crest. Bert Love reported that there has been no progress on this matter. Much communication has taken place with Becker and Poliakoff, association counsel, but it has been inconclusive in arriving at a way to handle the matter. It was supposed to be ready for the Annual Meeting but was not. Work on resolving this matter will continue.

3. Status of Contract for New Manager. Mike Hay requested up-to-date information on the status of the contract. Mr. Faller said that the contract was signed on February 1, 2008 by Dawn Sautter for the SCPOA and by the applicant. Mike Hay queried whether this board should meet in executive session to discuss the contract and Mr. Probst said that the contract was a public document and can only be discussed in an open forum. Mike Hay made a motion that the Board meet in executive session to discuss personnel issues involving the Jones Contract and the retention of Slayback. The motion was not seconded and therefore no vote was taken on it. (Note: the preceding sentence added by Board at 4/16/08 meeting.)

Jack Kihm commented that the prior board spent a lot of time on the matter of hiring and contracting with a new manager for the SCPOA and he doesn't understand why the business of the past board is being discussed now.

Mike Hay responded that two members of the prior board were not involved in the process of hiring a new manager, that there may be some criticisms of the applicant and that since Jones gave his consent for the SCPOA to check into his background this is what should be done. Mr. Kihm said that such a check was performed and that Dawn Sautter, past President of the Board, was most intimately involved. Mr. Faller said that if there are any questions regarding the process used to hire a new manager they would be discussed with the two current board members involved since they too were intimately involved in the process.

8. NEW BUSINESS

1. CONSIDER AND APPROVE LIST OF SIGNATORIES FOR BANK ACCOUNTS. Mr. Slayback requested, for operating efficiency, that all five directors be signatories on the operating account at Sunshine State Bank, that he is one of the current signatories but the account requires the additional signature of a director and it is important that a director be around when checks need signing. Mr. Faller agreed that all 5 directors be signatories on the operating account, along with Mr. Slayback.

Slayback then pointed out that he is not to be included as a signatory on the Reserve Accounts and the Capital Accounts and that these accounts require only the signature of a director. Mr. Faller agreed that all five directors be signatories on these accounts. (Subsequent to this meeting Mr. Faller instructed Mr. Slayback to have only the Treasurer, Jerry Probst and the President, Russell Faller as signatories on these accounts.

2. CONSIDER AND APPROVE BID FOR REPAIRS TO SECLUSION DRIVE AT CESSNA BLVD. Art Horton, from Public Works Committee presented the proposal and scope of work for the project. He said that an alternate access route was to be laid out using Cochran Court and that this would create the least amount of disruption to traffic flows. The contractor will place proper detour signage and Security will provide manpower as needed to help direct traffic. Only 2 bids were received, with the lowest bid being from J. D. Weber Construction Company. This is the firm which handled the repairs on the 11<sup>th</sup> Fairway and did an excellent job. A **motion** was made by Russ Faller, second by Jerry Probst, to approve the bid of \$97,000 from J. D. Weber, with the funding to come from the Reserve Account. The motion was approved unanimously.

3. CONSIDER AND APPROVE BID FOR ENGINEERING STUDY OF SCPOA COMMON AREAS. The Public Works Committee requested the expenditure of \$4,900 to start a complete engineering review of all POA properties. MBV Engineering, which has been handling our projects engineering work, has bid \$4,900 to "Research and compile all record drawings in the POA files, research and compile all record drawings available in the St. Johns River Water Management District, Scan all relevant files and compile as much of the development from the available records to create a digital overall master plan and to prepare a proposal to do the necessary work, including surveying to complete the master plan." Mr. Love requested confirmation that the price of \$4,900 was a fixed cost and was told it was. A **motion** was made by Russ Faller, second by Bert Love, to approve the request. The motion was approved unanimously.

4. CONSIDER ALTERNATIVES TO CHANNEL 2 AS COMMUNITY COMMUNICATIONSMEDIUM. Jack Kihm addressed this matter, saying that the Channel 2 system works poorly and is unreliable. He recommended that the POA Manager come up with ideas of a better system to communicate information to the residents of Spruce Creek. Ellie Murray said that Channel 2 does work, that the recent changes by Brighthouse have temporarily interrupted the availability of Channel 2 but it has been resolved that the information channel is still found on Channel 2 on TV sets which are not connected to a digital box but TV sets which are connected to a digital box carry the channel 2 information at channel 701. One must actually enter the numbers 701 on the set to get to the channel but the information is there.

5. REVIEW AND APPOINT COMMITTEE CHAIRPERSONS, COMMITTEE MEMBERS AND BOARD LIAISON TO COMMITTEES. A motion was made by Jack Kihm, second by Jerry Probst, to appoint the following persons to the following POA committees:

**1. Airport Authority**

**Present Member wishing to continue:**

Charles Kohler (Residential). Wishes to stay on for an additional 2 years (2010)

**New Proposed Members:**

Mike Kelly (Hangar) 2 year term until 2010, Bob Spillman (Hangar) 2 year term until 2010  
Al Ullrich (Residential) 1 year term until 2009, Gene Ledda, (Residential) 1 year term until 2009

**Members with unexpired term to remain on Authority.**

Al Brillaud (Hangar) 1 year of term remaining, until 2009, Bruce Williams (Commercial)  
year of term remaining, until 2009

**2. Architectural Review Committee**

Roland Marchetti – Chairperson, Brent Canup – Member, Laura Leary – Member, Jerry  
Masters – Member, Scott Seagrave – Member, Paul Warnell – Member

**3. Budget & Finance Committee**

Jerry Probst (Treasurer), Al Bennett – Member, Art Faria - Member, Linda Graffeo -  
Member, George Holmes – Member

**4. Children’s Recreation Committee**

Krista Ghaffarian – Chairperson, Marcie Crawford – Member, Christina Ensminger-  
Member

**5. Community Relations Committee**

Jean Franzone (Co-Chair), Lois Neilson (Co-Chair), Jackie Woods (Co-Chair), Carol  
Ballentine – Member, Gayle Fisk – Member, Judy Ford – Member, Hazel Hooper – Member,  
Kathy Jillson – Member, Mary Kaye – Member, Diane Kelly – Member, Debbie Kramer –  
Member, Kathy Minner – Member, Judy Rinker – Member, Nancy Robinett – Member, Joanna  
Robinson – Member, Diana Sosbey – Member, Marie Vaughter – Member, Bonnie Willey –  
Member, Belinda Wood – Member

**6. Legal and By-Laws Committee**

Mary Ann Hoffner – Member, Wayne Hollingsworth – Member, Michael McDermott –  
Member

**7. Public Works Committee**

Ray Gage – Chairperson, Art Horton – Member, Brent Canup – Member, Peter Rouse –  
Member, David Slayback - Member

**8. Safety & Security Committee**

Warren Bales – Member, Richard Bicknell – Member, Pat Corbett – Member, Joan Dufton  
– Member, Mike Fuller – Member, John Sluus – Member

**9. Update Committee**

Lorraine Wahl – Chairperson, Judy Chiles – Member, Marianne DeFossey – Member,  
Peach Gazda – Member, Maureen Reynolds – Member, Wilma Russell – Member, Dawn Sautter –  
Member, Kathy Savoca – Member, Nancy Tennstedt – Member

A final assignment of board members to serve as liaison to the various committees will be made in  
the near future.

6. CONSIDER SEARCH OF A NEW ATTORNEY TO REPRESENT THE SCPOA.

It was pointed out that the law firm of Becker – Poliakoff, Maitland, FL has been on retainer for the past year as the primary legal firm for the SCPOA. They are considered specialists in Homeowners Association and Condominium Association Law. A local attorney, Robert Kramer, has been engaged to handle collection matters for the SCPOA and a local attorney, Douglas Daniels was used in January and February of this year by former Board President Dawn Sautter for “executive sessions” of the board.

By consensus of the board, the consideration of a new attorney to represent the SCPOA was tabled.

9. ADJOURN: With no further business to come before the board, on motion made and seconded the meeting was adjourned at 8:20 p.m.

Mike Hay, Secretary