

**KINDERTON VILLAGE HOMEOWNERS ASSOCIATION
SINGLE FAMILY ASSOCIATION BOARD MEETING - CLOSED*
KV CLUB HOUSE
6:30 PM, Monday, March 25, 2013**

*The closed meeting was held because of sensitive personnel and contract negotiation discussions. Also, due to Board member's previous scheduling conflicts, this newly elected Board was not able to complete issues left over from the March 7, 2013, organizational meeting. The Board met from 6:00 - 7:15 p.m. to interview candidates to fill one vacated Board seat. Refer to item E.3. in the following meeting minutes for details.

MEETING MINUTES

A. MEETING CALL TO ORDER

The meeting was called to order by Bruce Welch, President, at 7:17 p.m.

Members present were Bruce Welch, President; Bill Bradley, Vice-President; Ken Bateman, Secretary/Treasurer; and Trent Adams, Declarant.

Also present was Wendy Gallimore, Property Manager, Gallimore Management.

B. PREVIOUS MEETING MINUTES APPROVAL

1. Bruce Welch made the motion to approve the January 16, 2013, Board Meeting Minutes. The motion was seconded by: Bill Bradley. The yes vote was unanimous.

2. Bruce Welch made the motion to approve the February 28, 2013, Annual Single Family Meeting Minutes with the following conditions:

These minutes will not be officially approved by the Board until the 2014 Annual Meeting. These minutes have been preliminary approved by the Board to be posted on the KVHOA website for informational purposes only.

The motion was seconded by Bill Bradley. The yes vote was unanimous.

3. Bruce Welch made the motion to approve the March 7, 2013, Single Family Board Organizational Meeting Minutes. The motion was seconded by Bill Bradley. The yes vote was unanimous.

C. TREASURER REPORT

Wendy Gallimore provided the following report.

1. Cash on hand:
Cash Checking - Operating \$ 8,862.54

Cash Savings - Reserves \$75,013.25
2. Expenses are tracking with the budget with no major variances.

3. Kinderton Village Homeowner Association Dues:
Delinquent Account Receivables: \$4,530.16
4. Nine (9) homeowners are over 90 days delinquent and two (2) are being referred to the attorney for collections.

D. OLD BUSINESS

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1. Common Area Greens Landscaping Contract

Wendy Gallimore led a discussion review regarding the awarding of a new contract for landscaping maintenance of the Single Family Association common area greens. There were three (3) landscaping contractors bidding. The bid by Blakley Landscape Service, Inc., Mocksville, NC, most closely adhered to the landscape maintenance specifications provided to each bidder. Blakley was chosen by the Master Association for the Master Association common area greens. Blakley also has a predominant presence in the Kinderton/Bermuda Run area such as Kinderton Commercial, Win-Mock and the installation and maintenance for the upcoming Wake Forest Baptist Hospital.

The Single Family Association Landscape Maintenance Specifications will be posted on the KVHOA website for all to review.

Bruce Welch called for a motion. Bill Bradley made the motion that the landscaping maintenance of Single Family Common Area Greens contract be awarded to Blakley Landscape Service for the total sum of \$22,092 with monthly payments of \$1,841 for the annual period of April 1, 2013, through March 31, 2014.

The motion was seconded by Bruce Welch. The yes vote was unanimous.

Wendy Gallimore was assigned the task of coordination and supervision of the contract.

E. NEW BUSINESS

1. Review Single Family Association and Master Association By-Laws, Section 4.B.3, Page 4. Reference: Vacated Director Seat

A review of the term of office for a Board member selected by the Board to fill a vacated seat reveals that the Single Family By-Law and the Master By-Law read the same. The By-Law has confusing conflicting instructions. An attorney legal opinion is needed to dispel any controversy in the process used by both the Single Family Association and Master Association. When the results are received, the attorney's legal opinion will be shared with the membership.

Bruce Welch called for a motion. Trent Adams made the motion that the Single Family Board requests the Master Board to share the legal expense of obtaining a legal opinion from the KVHOA attorney to clarify SF By-Law and Master By-Law, Section 4.B.3, Page 4.

The motion was seconded by Bruce Welch. The yes vote was unanimous.

Ken Bateman was assigned the task of coordinating this motion with the Master Board and Wendy Gallimore.

2. Review Single Family Association By-Laws, Section 2.B, Page 2. Reference: Annual Members Meeting Quorum.

At the 2012 and 2013 Annual Single Family Association Members Meetings two (2) different processes were used to achieve a quorum in order to conduct business. Both processes were well intended and thought to be in compliance with our By-laws. However, it is questionable whether either one of the processes is proper. There is need for a legal opinion from the KVHOA attorney.

Bruce Welch made the motion that the Single Family Association obtain a legal opinion from the KVHOA attorney to clarify SF By-Law, Section 2.B., Page 2.

The motion was seconded by Trent Adams. The yes vote was unanimous.

Ken Bateman was assigned the task of coordinating the motion with Wendy Gallimore.

3. Election to fill unexpired term Board seat vacated by Pat Whitaker

Prior to the Board meeting, a special meeting ranged from 6:00 - 7:15 p.m. to interview four (4) candidates for the vacant Board position as advertised by the March 21, 2013, KVHOA e-mail "Request for Volunteers." The candidates were Matt Davidson, Mike Jenkins, Brent Naylor and Kathleen Sears. The Board is very grateful to each one of these volunteers for their time and interest in Kinderton Village. Each candidate has unique skills to bring to the community. The Board made its final decision by matching skills with the most pressing needs of the Board.

After thoughtful discussion, Bruce Welch called for a motion. Ken Bateman made the motion to elect Mike Jenkins to fill the open unexpired 2015 term seat for one year, with the opportunity to be reelected for an additional one year at the 2014 Annual Single Family Association Members Meeting.

The motion was seconded by Bruce Welch. The yes vote was unanimous.

A realignment of officer positions will be conducted via phone conversations and will be announced via the KVHOA website.

F. FUTURE SINGLE FAMILY ASSOCIATION OPEN MEETINGS

1. Audience Participation Guidelines

There was a candid and congenial discussion on the value and pitfalls of open Board meetings. Time did not allow an in-depth discussion this topic deserves. Wendy Gallimore provided good input on some of the "best practices" used by other HOA's. It was determined we need a fresh start on how open meetings are conducted. It will be a process of continuous improvements, identifying what went well and what did not. Ken Bateman provided a draft of meeting guidelines to start the process of asking for membership input to continuously define and redefine the guidelines.

Bruce Welch made the motion that *Audience Participation - Open Discussion Guidelines*, as proposed, be adopted. Said guidelines are to be included in all Single Family Board Meeting notices (US Postal Mail or E-Mail), will be posted on the KVHOA website and a copy will be distributed to attendees at SF Board Meetings.

The motion was seconded by Bill Bradley. The yes vote was unanimous.

Ken Bateman was assigned the task of coordinating the guidelines being published for mailings and posted on the KVHOA website.

2. Open Meeting Schedule

After a brief discussion it was determined that for now we will schedule Single Family Association Board Meetings one date at a time with the possibility of having at least one (1) open meeting per quarter. Additional membership input is to be solicited.

Ken Bateman made the motion that the next OPEN Single Family Association Board Meeting be held on Monday, April 22, 2013 (*), at the KV Club House at 6:30 p.m. The motion was seconded by Bruce Welch.

(*) Two (2) days after the meeting it was determined that the Club House was not available on April 28. Due to other conflict scheduling of some Board members the “Open” meeting was deferred to Monday, May 13. The meeting is to be announced via the KVHOA website/e-mails and posted at the mail kiosks.

Ken Bateman was assigned the task of coordinating the announcements and publicity with the KVHOA website administrator and Wendy Gallimore.

G. COMMUNICATIONS

1. US Postal Mailed Documents

There was a review and discussion on the need to have specific documents and notices U.S. Postal Mailed to ensure that all Single Family Association property owners receive the information. In addition there is need to ensure that absentee property owners and those who rent/lease a house in Kinderton Village also receive this information.

At some time in the future we look forward to the possibility of minimizing the expense of postal mail. To that end we need to have all associated with Kinderton Village registered on the KVHOA website to receive informational alert e-mails.

Ken Bateman made the motion that specific informational documents be mailed to all Single Family resident property owners, all absentee property owners, and all resident non-property owners. This first mailing to include:

- Cover letter, signed by Bruce Welch, President, providing an overview and purpose of the mailing.
- Single Family Association Collections Policy Resolution
- Audience Participation - Open Discussion Guidelines
- KVHOA Website/E-Mail promotional flyer

The motion was seconded by Trent Adams. The yes vote was unanimous.

Ken Bateman was assigned the task of coordinating printing an mailings with Wendy Gallimore.

H. BOARD PLANNING

1. Priorities and Strategic Initiatives

Due to the late hour of the evening there was very little discussion on this subject. Board planning will be a continuing topic of discussion and action.

Ken Bateman provided each Board member and Wendy Gallimore with a copy of the “Kinderton Village Master Board Code of Ethics” which was adopted by the 2012 and 2013 Master Boards. Single Family Board members were asked to do a self-evaluation on what Board Members will or will not do. Board members were informed that a motion will be made at the next Single Family Association Board Meeting to adopt a “Single Family Association Board of Directors Code of Ethics.”

It was also recommended that all Board members become members of the Community Association Institute to become more informed and educated in community governing. Wendy Gallimore to check on membership cost.

I. MEETING ADJOURNMENT

Bruce Welch called for a motion to adjourn the meeting. Bill Bradley made a motion to adjourn the meeting. The motion was seconded by Ken Bateman The **YES** vote was **UNANIMOUS.** Meeting was adjourned at 9:02 p.m.

Submitted by: Ken Bateman, Secretary, Single Family Association Board of Directors