

VENTANA LAKES PROPERTY OWNERS ASSOCIATION

**Board of Directors Meeting
Wednesday, April 23, 2008, 4:00 p.m.
Ventana Lakes Yacht Club
Minutes**

Called to Order: by President Sue Alandar at 4:00 p.m.

Pledge of Allegiance

Meeting Location: Ventana Lakes Yacht Club
20015 North 108th Avenue

Board Members Present: Sue Alandar, Tony Fiore, Moe Frenette, Richard (Dick) Matsuishi, Joe McCord and Darrell Smith

Board Members Absent: Lori Norris

Property Manager present: Jack Donovan

Note: Board Secretary was absent due to illness and the recording device failed. These minutes rely upon notes of the President and Vice President of the Board.

Board Director Joe McCord questioned if the meeting was lawful as Ventana Lakes Bylaws Article 3, Section 4 requires 30 days' notice for special meetings. President Alandar pointed out that section addresses special meetings of Association members, not meetings of the Board. ARS § 33-1804 governs meetings of the Board of Directors and requires at least 48 hours notice of the meeting by newsletter, conspicuous posting or any other reasonable means as determined by the Board of Directors. Homeowner Bill Keitel cited another law that required 24 hours notice. Vice President Darrell Smith and Manager Jack Donovan stated that the meeting had been posted more than 24 hours in advance, and scheduled and other notification made prior to that. Homeowner Chet Homan pointed out that the Board normally posted the agenda at least 48 hours in advance of a meeting and President Alandar agreed, stating that she would not be comfortable with the Board making any decisions with the short posting time. She asked the audience if they would prefer to go home, or just have a discussion regarding the main agenda item, realizing that no decision would be reached by the Board tonight. The consensus was to remain and discuss the matter.

The matter was noticed as it had been continued from the April 16 meeting:

Request all Common Areas be maintained under Master budget. Garden homeowner Don Horton asked to amend the tract declaration for the Gardens at Ventana Lakes to clarify that common areas in the Gardens are not included in the Parcel Assessment Areas.

However, the discussion at the April 16 meeting and the recommendation of the *ad hoc* committee that had been created by the Board had been halted upon challenge by homeowner Bill Keitel that many of the common areas in The Gardens were not accessible to everyone in Ventana Lakes and therefore could not be considered common areas. Vice President Darrell Smith stated he would

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present visuals to the community at a special meeting instead of during the business meeting and it would be discussed then.

At this April 23 meeting, Vice President Smith had prepared and did present photographs of each common area in the Gardens, cross-referenced to a handout with a marked map of each common area. Many of these are narrow paths between private lots which do not quite meet.

Homeowner Bill Keitel again read from governing documents and discussed the fact that these areas were not accessible. President Alandar then read portions of the legal opinion from the Associations attorney addressing the same documents, the fact that there was some conflict, but that there was no doubt whatsoever that these are common areas and that it is the Association's responsibility to maintain them. She noted the Board believes it is prudent to follow the advice of legal counsel.

Several homeowners then rose to discuss their viewpoints regarding this matter and the matter of past payment for these common areas by Gardens homeowners, though this has changed as of September 1, 2007 (the master Association has paid for maintenance of these common areas since that date.) The Board's *ad hoc* committee had worked out a proposal, agreed to by Mr. and Mrs. Horton, to transfer \$40,000 from the Master Association reserves to the Gardens reserves to settle this matter. This would not stop any individual person from suing the Association for past payment.

Homeowner Chet Homan challenged Board Director Tony Fiore's right to discuss or vote on this matter as he owns a home in the Gardens. Director Fiore responded that he had no more conflict of interest in this matter than any other Board member.

President Alandar expressed concern about agreeing with any proposal without consulting legal counsel, as money had not been discussed with legal counsel, and the Board has a fiduciary responsibility to the entire community. She asked if all homeowners in the Gardens had agreed to this, and if it was possible that exact language could be crafted to be provided to the attorney and put before the community before the May 10 business meeting. The *ad hoc* committee agreed they would attempt to do that as soon as possible.

President Alandar stated that this would then be placed on the May 10 open meeting agenda for decision by the Board. Meeting adjourned at 6:00 p.m.

Respectfully submitted,

Sue Alandar
President

Darrell Smith
Vice President