

Board Meeting Minutes - The Estates at Cienega Creek Preserve
Rincon Valley Fire Department – January 8, 2008 – 6:30pm

Meeting called to order at 6:31 PM by Mr. Sanchez

Attendance:	Director Present	Director Absent
Mr. Elley – 2009	X	
Mr. Sanchez – 2008	X	
Mr. Finlayson – 2010	X	
Mr. Lelivelt – 2009	X	
Mr. Spears – 2008	X	

A Quorum is established: **Yes**

Ken Moyes & Della Ellis-Adam LLC

- Review and accept minutes of November 2007 meeting motion by Mr. Lelivelt, second by Mr. Sanchez- passed no objection

Reports

Treasurer's report

- Given by Mr. Lelivelt

President's report

- Status of monument project- Territorial Sign Company investigating with the county on placement of monuments at our entrance ways

Secretary's report

- Three amendments to Bylaws-Annual Meeting moved to December; Code of Conduct; Quorum at Annual Meeting's from 51% to 15%

Architectural Report

- Bids for Hardscape being prepared-placing decorative rock throughout the property to unify common areas and certain spaces between lots at street sides.

Landscape Chair report

- Irrigation and Performance- have broken valve repaired at Heart Break Ridge irrigation.
- Unapproved Plant list on website. Discussions about Madrona utility easements.

Manager's Report

- Introduction of new property manager, Della Ellis by Ken Moyes

Old Business

- No Trespassing Signs – nine signs placed in December at trailheads and ramadas.
- Establishing Monthly Board Meeting Schedule – Quarterly/Monthly – first Tuesday of each month. Posted on website with post card mailing.
- Charge or do not charge late charges on late dues assessments- \$15 to be charged after 60 days for each late occurrence starting after March 31, 2008.
- Discuss and Adopt a delinquency management policy
 - Accept contract with Brown Law Group- item tabled
 - Determine degree of delinquency to go to an attorney for collection-item tabled

- Modify Bylaws annual meeting quorum requirement.
 - Now 51% of membership – adopted lower percent - 15% of membership

New Business

- **Open**
- Bank Balance Management - CD, Reserve Account-item tabled

Next meeting – February 4th at 6:30PM, RVFD

Adjourn Meeting – 8:13 PM, Mr. Sanchez motion- no objection

Executive Session-called to order at 8:15 PM by Mr. Sanchez-no objection

Mr. Moyes informed the Board that Adam LLC was considering giving its 30-Day termination notice because they felt they no longer could work with Board member Mr. Lelivelt, due to his adversarial nature with Adam LLC and its staff members, especially at Board meetings.

Mr. Lelivelt abruptly asked for Adam LLC to resign, Mr. Moyes promptly gave the resignation. Mr. Sanchez then asked if Adam LLC would defer their decision for one week to give the Board time to discuss the situation. Mr. Moyes said yes and he and Ms. Ellis departed so the Board could discuss the matter.

Over the next ten minutes the Board discussed the impact of the situation. Three Board members voiced their disagreement on what occurred and wanted Adam LLC to continue, given the significant time and effort they felt had been made to recover from the prior manager. Before this session was adjourned, Mr. Lelivelt advised that he had to leave.

The four Board members remaining continued to discuss what the risks and cost would be if Adam did not stay on. The conclusions were that Adam would not stay on with the current Board members and that three of the Board members would resign as well, unless a solution was made to retain Adam. All four members agreed that the only viable solution to keeping Adam was to have the Board member in question removed.

Therefore, in accordance with Article III, paragraph 4 of the Bylaws of the Estates at Cienega Creek Preserve Community Association, as amended, that states: “A Director may be removed from the Board with or without cause in the same manner as such director was appointed or elected to the Board.” The following action was taken:

By a unanimous vote of the four Board members present, Mr. Lelivelt has been removed from the Board.

While no cause is required to be stated for this action the following summarizes the Board’s reasoning:

- On September 10, 2007, Mr. Lelivelt was appointed by the Board to fill the vacancy from the resignation of Mr. Pakalovich.
- On Friday October 19, 2007 the Board met in special session to discuss working together to form a more collective group. This was in response to emails that had been sent by Mr. Lelivelt to both Adam LLC and other Board members that were considered

to be in poor conduct. The Board met and agreed to go forward and adopt a code of conduct and manner that would be respectful to all.

- On this January 8, 2008 Board meeting and special session, the other four Board members present agreed that Mr. Lelivelt's conduct exhibited a disrespectful manner to Mr. Moyes, the homeowners that were present, and his fellow Board members. The only course of action, to salvage our relationship with Adam LLC and to move forward, was to remove Mr. Lelivelt from the Board. As such, the other four Board members all agreed.

Executive Session was adjourned at 8:50 PM.