# Villas of Babcock (Summerwind) HOA Board

# Organizational Meeting Minutes

June 27, 2016

1. Call to order

Melissa Martinez-Carrasco called to order a regular meeting of the Villas of Babcock (Summerwind) HOA Board at 732pm on June 27, 2016.

1. Roll call

The following directors/officers were available at the meeting: Martin Salazar, Angela Casas, Melissa Martinez-Carrasco, and Karen Mueller. Also, in attendance was property manager, Monica Moreno, residents Daniel Martinez, and Paul Vaultier.

1. Secretary’s Report

Meeting minutes were outstanding for May 7th and June 15 meetings. Turned the floor over to the Secretary, Angela Casas. Angela stated that she did not have the logon information to webex and needed to table the item as minutes were not yet completed. Karen mentioned that information had already been sent, but Angela indicated that the logon was not working for her. Melissa made a motion to table minutes. Karen seconded.

1. Treasurer’s Report
* Karen Mueller presented treasurers report and reviewed as follows:
	+ Income: 6/1-2 1313.30 deposited to Frost Bank and payment of 393.25 shown in Quickbooks on 6/24, totaling $1706.55.
	+ Expenses: $16.82 for Quickbooks fees, $240 for annual website hosting, $75 for Lock-away Storage (noted this was paid with Trio credit card since they are waiting on Chart of Accounts from BOD and cannot cut checks from our account until they have it), SAWS $1101.01, TWC $150.08, Quickpass (also paid from Trio credit card due to pending COA) $347.02, CPS $350 (Trio mentioned that this was an estimate since there may be fees because Frost account was closed and payment was originally returned.) Trio also noted that the Property Mgt fee of $650 and startup fee of $300 is pending and due in June.

Beginning Balance $26,230.48, Ending Balance $23,000.55

Note: We spent 189% of our income to cover expenses – approximately $1700 income vs $3200 in expenses.

* IRS Tax Return status for unfiled years
	+ Angela reported she has filed all outstanding years 2013 and prior
	+ Monica had not yet filed 2014 and 2015. Melissa motioned Trio Property Mgt to file 2014 and 2015 based on our bank account. Angela seconded. Motion carried.
* Review/Approve Proposed 2016 Budget

Angela brought up several questions, including concerns that Trio does not have everything from us including our vendor list. Karen indicated that she had asked Trio if there was anything they were waiting on from us and Jessica did not indicate there was anything, except for the Chart of Accounts. Melissa Martinez-Carrasco indicated that Trio should just setup COA as the standard COA using what we have given them thus far. Karen Mueller motioned to accept COA provided by Trio. Melissa seconded. Motion carried.

Karen requested that we approve the budget. Angela and Melissa raised concerns that they wanted input from Trio. Karen indicated input from Trio had already been received and it was only 2 things: 1. USPS changed to Postage 2. Change generic Maintenance entry to break down into specific categories. These changes have been made on the latest budget sent to the board approximately 1 week ago.

Monica Moreno pointed out the SAWS July and August were stating $650 and should be $550. Karen Mueller made a motion to accept the budget with the correction on these 2 entries as well as the updates requested by Trio. Melissa Martinez-Carrasco seconded. Motion carried. Karen made a second motion to update landscaping from $750 to $610 per month based on June charge. Angela requested that we rescind the previously passed motion. Melissa seconded. Angela made a motion to approve budget with aforementioned updates for SAWS and Landscaping. Karen seconded. Motion carried.

1. Old Business
* BOD Time to Respond Process Review/Approval *\**
	+ Melissa indicated this should be under New Business since it had not been previously discussed at BOD meeting. Annual Meeting does not count.
* Property Management Transition

Monica provided update that everything has been turned in/turned over with the exception of some transponders. Trio has all the passwords and all the logons. Any emails/bills that she is receiving, she is forwarding to Trio.

* + Legal Review of Governing Documents

Deferred to next BOD meeting

* Per Melissa, below items to be tabled since Trio Property Mgt needs to handle many of these and thus they need to be involved in the discussion.
	+ Gate update – Repairs
	+ Gate is non-operational Sign
	+ Status of SOS Sign at Gate ($50 allocated by BOD in March)
	+ Status on Opening of Exit Gate for City Compliance
	+ Status on Damaged Light
	+ HOA Insurance Status
1. New Business
* BOD Time to Respond
	+ Proposed process sent to BOD by Karen Mueller via email. Proposed process was previously accepted by Trio. Angela stated she did not agree with the 24 hours and that she did not agree with the following statement:

 “In the interest of ensuring we effectively server the Association members, 3 failures by a Director to respond within the above specified deadlines can cause an enactment of Bylaws Section 5.06 – Removal of Directors.

She wants to change to 48 hours and stated this needs to be response time to Trio only and we need separate guidelines for how we will communicate amongst ourselves. Karen mentioned during the annual meeting the problem was that the BOD was not responding in a timely manner to Monica. Monica responded in the chat and agreed this was the problem. Melissa indicated this was in relation to requests from Trio. E.g. Can we pay this bill? Karen agreed, but reiterated that in order to respond to Trio within the specified time, the Board needs to be responsive to each other in LESS than the allotted time so that we can meet our response commitment to Trio. Some discussion ensued. BOD wanted to say process ONLY applies to requests from Property Management Company.

Karen mentioned that HB1168 now allows BOD to conduct business outside of a meeting, with the exception of 14 detailed items. The one requirement is that any business conducted outside a meeting must then be detailed in the next meeting and included in the minutes for that meeting.

Angela requested that Trio ensure they provide the necessary details in their communications when asking for BOD approvals. Example cited was recent request for BOD to approve payment plan and no details were provided. I.e. No attached payment plan, no balance of member account, etc. Melissa agreed and said that we need to set this expectation with the property management company.

Additional discussion on the 48 hours and Melissa asked if it is business days, weekdays or what. Agreed to change the 24 hours to 48 hours and leave the “excluding legal holidays”. Angela indicated it also needs to exclude weekends. Martin and Karen did not agree. Karen mentioned that past history would show we respond better on weekends than weekdays, but agreed to defer to majority.

Angela indicated that for Emergency issues, which should be indicated in the subject line, time could be different. Suggestion was emergency is 24hrs including holidays. Angela wanted to remove the paragraph referencing bylaws (see above). Additional discussion ensued about emails and responses. Angela indicated that not everyone should be replying to all. Karen disagreed and indicated she wanted to be knowledgeable about all HOA business and thus wanted to be cc’d on all emails related to HOA business. She suggested that if a given director opts to not be cc’d that could be their choice, but by the same token directors that want to be included should have that option. Karen attempted to make an example using the email Trio sent recently which was only sent to 2 directors and thus after 5 days was still pending an answer, but she was interrupted and not allowed to finish. Angela continued to say that she was not going to be dictated to about who to CC on her emails. Martin agreed that all directors should reply to all when discussing HOA business. Melissa requested to move forward and suggested that once we are out of the transition period that Trio wants to have a single liaison. Karen indicated that if she is going to be the Treasurer she will need to be able to go directly to Trio without going thru a third party liaison. Some discussion about the meaning of liaison in the Trio contract ensued. Melissa directed conversation back to process. Karen Mueller motioned to accept the process as presented with the inclusion of emergency verbiage stating that for emergency requests, the word Emergency will be in the subject and the turn-around time will be 24hours including weekends and holidays and change the 24 hours to 48 hours and exclude weekends for non-emergency requests. Also to instruct Trio that only a quorum needs to respond before action can be taken. Angela argued that last paragraph needed to be removed. Karen agreed to start without it and see if it’s an issue and when it is we can re-assess/re-visit. Karen amended motion on the table remove the entire last paragraph referencing bylaws 5.06. Martin seconded. Motion carried.

* Next BOD Meeting

Trio requested 30-45 days before first meeting with them. Melissa stated Trio will start drive-thru between July 7-15. In August they will start with 2 drive-thrus per month. Next BOD meeting was slated to occur in July, but specific date/time to be coordinated with Trio’s availability.

1. Adjournment

Meeting adjourned the meeting at 833p.

Minutes submitted by: Karen L. Mueller, 2nd Assistant Secretary