

## Item #1

**WOODCREEK PROPERTIES OWNERS ASSOCIATION  
BOARD OF DIRECTORS MEETING  
FEBRUARY 14, 2013  
MINUTES**

President Sumter determined that a quorum was present. The meeting was called to order at 7pm

Members present were Liz Sumter, Sally Caldwell, Merry Merian, Diane Purcell, Emory Jones, Chris Scudder, Charles Crook and Dottie Sweeton.

Absent: Cullen Davis. Director Cullen Davis arrived at 9pm and was recognized as present.

Pledge of Allegiance was recited. There were no announcements

Public comments:

Richard Sullivan made general comments concerning the WPOA foreclosure and purchase policy.

Glynn Shannon spoke on current state of POA legislation and bills to be filed in current session.

Clint Frankmann congratulated the new board members. He asked that the cost of the camera to be decided on by the board be kept as low as possible. He also complained about the fence deed restrictions in Eagle Rock are not being enforced.

Action Items:

- 1) Discussion to approve the January 15 and January 19 special meeting minutes was held. Sally Caldwell moved that the minutes for both meetings be approved. Merry Merian seconded. The motion passed with Dottie Sweeton voting against and Cullen Davis absent for the vote.
- 2) Discussion was had concerning making the arbitrator's advisory opinion of the section 11 lawsuit public. It was decided, by all board members present, to hold discussion of items 2 and 3 until February 15 when the attorney will be available to attend the meeting.
- 3) Held until continuation of board meeting on February 15, 2013.
- 4) Discussion was held concerning the letter by WSP/WSCA requesting the WPOA board appoint a different

representative for the WPOA mediation with WSP/WSCA. A motion was made by Sally and seconded by Merry that the general partner of WSP, M. Black, be the representative in the mediation. Discussion followed. Liz suggested that a letter be written to Black to affirm Winton Porterfield's power to mediate. Sally substituted a motion to her previous motion to reiterate the 2005 letter from Mr. Black giving Winton permission to mediate on their behalf. Liz stated that she wanted to stay on as mediator. The motion passed with Sumter, Caldwell, Merian, Jones and Purcell voted yes. Scudder, Sweeton and Crook voted no. Davis was absent. Dottie moved that Liz no longer be individual mediator. The motion failed with Scudder, Crook and Sweeton voting yes and Sumter, Caldwell, Merian, Jones and Purcell voting no. Davis was absent.

5) Discussion and possible action regarding WPOA attorney was decided to be held over to the February 15 meeting when the WPOA attorney could be in attendance.

6) Discussion was held concerning insurance deductibles for board members. Charles Crook requested that the insurance company representative meet with the board to answer any questions concerning the insurance. Liz Sumter requested that Charles make that an agenda item for the March meeting. Charles stated that he would do so.

7) Discussion was had concerning moving the general meeting date from Oct. to Nov. and the board meeting date on Nov 14<sup>th</sup> be moved to the 7<sup>th</sup>. Liz Sumter pointed out that the bylaws required that the nominations be presented to the general membership at the Nov general meeting. Liz moved that the WPOA BOD general meeting be moved to Nov 16 and the board meeting be moved to the Nov 7. Merry seconded. The motion passed unanimously.

8) ACC discussion postponed until Feb 15 meeting.

9) Discussion was held on putting board contact information on website. It was decided to add appointed or elected to each director's name. Liz moved to approve amended and post information on website motion and Sally seconded. Motion passed unanimously.

10) Discussion was held on the purchase of digital video camera to record BOD and general meetings. Dottie moved that we purchase a video camera, not to exceed \$400. Sally seconded. Motion passed unanimously.

11) Discussion was held concerning bids on electrical work to be done at the entrances on FM2325 and Woodcreek Drive. It was moved that the work be done by Olsen not to exceed \$350. Dottie moved, to accept motion. Sally seconded. Motion passed unanimously.

12) Discussion was held concerning the purchase of new filing cabinets. Emory Jones stated that the Texas State surplus has filing cabinets at reasonable cost. Dottie moved that we purchase the filing cabinets not to exceed \$200 with a \$25 gas allowance. Chris seconded. Motion passed unanimously.

13) Discussion was held concerning the selection of an outside auditor to conduct an audit of the WPOA financial records for years 2006 to 2012. Chris Scudder recommended Montemayor for conducting the audit. They submitted a bid not to exceed \$10,000 to conduct the entire audit. Dottie moved that the bid be accepted.

Charles seconded. The motion passed with Chris Scudder abstaining. Donna Hathway made a public comment.

Liz Sumter called a 10-minute recess at 8:30pm.

Meeting resumed at 8:45pm.

14) Discussion was held concerning creating a committee to draft a policy for land sales of properties held by the WPOA. Chris Scudder proposed that a committee be set up to draft the policy to sell lots or get rid of them. Liz moved that a committee be formed to draft a policy to manage assets in terms of land sales and that Chris chair the committee. Sally seconded. Motion passed. P. Funderburg and Dottie volunteered to be on the committee.

15) Discussion was held to set aside the funding of the new WPOA building. Chris moved that the building of an office be set aside. Sally seconded. Motion passed.

16) Discussion was held concerning subcontracting maintenance duties. Chris stated he wants to bid the duties out to the public. Chris and Charles would develop a sub contractor proposal to be used in subcontracting. Sally moved that Chris develop a subcontracting proposal. Dottie seconded. Motion passed.

17) Discussion was held regarding late fees and the amount charged. Liz suggested adding interest on to accounts on Dec 31 instead of every month. Cullen agreed. Dottie moved to apply interest on Dec 31, not to exceed 6%. Cullen seconded. Motion Passed.

18) Discussion was held concerning legal remedy regarding Aqua Texas/CAS damage to WPOA roads. Cullen has spoken with Brian, with Aqua. Shady Bluff Drive is falling apart and there are many potholes. He suggested a letter from our attorney to CAS. Cullen will turn over his information to the Chris for follow-up since he is now chair of the road committee. No action was taken.

19) Discussion and possible action to file liens in March 2013 on properties in arrears for year 2012 will be put on the March agenda.

20) Discussion was held concerning adoption of Board of Directors Conflict of Interest and Board Member Ethics Policy and Procedures. Liz asked that between now and March meeting the board members review the policy and send any wordsmith to her prior to the meeting. No action

#### Committee Reports:

Treasurer: Treasurer's report given. Written report included.

Roads: Postponed until Feb 15

ACC: Cullen reported on number of houses built and issues concerning dog barking complaints and complaints about trailers.

Parks: Report given by Charles concerning walkways and parks are being cared for. No issues at this time.

Bylaws: Liz stated that the bylaws committee is on schedule.

Due to the lateness of the hour the meeting was recessed at 10:30pm.

The meeting is scheduled to resume at 7pm. Feb 15, 2013

Meeting resumed at 7pm. Present was Sumter, Caldwell, Purcell, Sweeton, Scudder, Davis, Jones and Crook

Road Report given by Scudder, written report provided.

Item 2, 3 and 5 were discussed then moved into executive session at approximately 7:15pm. Reconvened in open session at approximately 9:00pm.

2). Motion made to have the attorney draft an order for the judge to release the second advisory opinion of the arbitrator and first mediation information if WSP agrees. Motion made by Crook, second by Sweeton. Motion failed. 2 yes, 5 nays and 1 abstention (Scudder declared conflict of interest).

3). No action

5). No action

Executive Session. No action on POA fees owed. No action on update of litigation. Action taken on performance review of employees. Motion made by Sweeton to take action as discussed in executive session, second by Scudder. Motion passed unanimously.

8). ACC committee has no change to membership or chair.

Meeting adjourned at approximately 9:45pm.