

**THE VILLAGES OF VALENCIA
HOMEOWNERS ASSOCIATION, INC.**

**Minutes of Board of Directors
January 24, 2023
Special Board Meeting**

Minutes of the Board of Directors **Special Meeting** of the Villages of Valencia, held at the St. Augustine Shores Riverview Club in St. Augustine, Florida at 2:00 pm on January 24, 2023.

1. Call to Order

Victor Depallo called the meeting to order at 2:00 pm

2. Proof of Notice

Proof of notice was posted

3. Roll Call

Board members present:

Victor DePallo – President

John Hart – Vice President

Kim Shailer – Treasurer

Sophie Hanson – Secretary

Christine Gehring – Member

4. Quorum Established

A quorum of the Board was present

5. Approval of Minutes - December 6, 2022 Organizational Meeting & December 6, 2022 Annual Meeting

Kim Shailer made a MOTION to approve the December 6, 2022

Organizational Meeting Minutes. Sophie Hanson SECONDED THE MOTION with the AMENDMENT that Leland Management CAM, Jim Roche, add his name at the bottom as preparer. MOTION PASSED BY UNANIMOUS VOTE.

Victor DePallo made a MOTION TO TABLE the approval of the December 6, 2022 Annual Meeting Minutes to the next Annual Members Meeting. Sophie Hanson SECONDED. MOTION PASSED BY UNANIMOUS VOTE.

6. New Business:

A. General Liability Insurance Policy

The Board agreed that in addition to the insurance quote pursued by Sophie Hanson from Thompson Baker expected in March 2023, Kim Shailer would obtain an additional insurance quote from another agency for comparison.

B. Audit Contract Agreement

Audit options and costs were discussed since financial calculations were more clearly defined after extensive research by Kim Shailer. All agreed to seek legal counsel before pursuing what is required.

Kim Shailer made a MOTION to not approve signing the Cole & Associates CPA contract agreement. John Hart SECONDED MOTION PASSED BY UNANIMOUS VOTE.

C. Vendor Contracts

The current Management contract was discussed.

Victor DePallo made a MOTION to form an Ad Hoc Committee to include himself and Kim Shailer to review management proposals and present to the Board. Kim Shailer SECONDED. MOTION PASSED BY UNANIMOUS VOTE.

The pool contract was discussed.

Sophie Hanson made a MOTION to have Leland Management CAM, Jim Roche, pursue getting three pool/janitorial services proposals for Board consideration. John Hart SECONDED. MOTION PASSED BY UNANIMOUS VOTE.

HOA Legal counsel was discussed. The Board agreed to continue discussion to the January 31, 2023 Special Meeting in order to allow Sophie Hanson and Kim Shailer to meet with another Law Firm.

D. Security Cameras Proposal

Victor DePallo to ask Leland Management CAM, Jim Roche, to obtain another proposal in addition to the two already obtained by the February Board meeting for a Board decision.

E. Tree Trimming Proposal

The Landscaping Committee will identify the trees that need trimming and report to the Board.

F. Volunteer Committees Roles & Responsibilities

The Board agreed to continue discussion to the January 31, 2023 Special Meeting in order for Board members to review the Drafted Roles and Responsibilities. Sophie Hanson to resend to the Board.

G. Board/Committee Relationship and Communications

Discussion occurred about how best to communicate among each other without violating Roberts Rule.

H. February Construction Testing Duplexes

Sophie Hanson made a MOTION to pursue conducting destructive testing of the duplexes, as recommended by Ball Janik, and confirm the February 9th and 10th dates. Victor DePallo to instruct Leland Management CAM, Jim Roche, to send a Notice letter to all duplex owners. John Hart SECONDED. MOTION PASSED BY UNANIMOUS VOTE.

Victor DePallo to contact Ball Janik and inquire about adding an addendum to conduct destructive testing of the Amenities as part of the same litigation or a separate litigation and report back to the Board at the January 31, 2023 Special Meeting.

I. Meeting Room – The St. Augustine Shores Riverview Club

Kim Shailer suggested having monthly Board meetings as well as Quarterly members meetings at the Riverview Club on scheduled Thursdays at a cost of \$25 for the small room and \$200 for the large room. The Board discussed the affordability and agreed to continue discussion to the January 31, 2023 Special Meeting for Kim Shailer to obtain the Agreement for review.

7. Next Meeting Date

Special Board meeting January 31, 2023 at 2:00 pm at the Riverview Club.

8. Adjournment

Victor DePallo made a MOTION to adjourn. John Hart SECONDED. MOTION PASSED BY UNANIMOUS VOTE.

The meeting was adjourned at 3:25 pm.

Prepared by:

Sophie Hanson, VOV Board Secretary