

## BOARD MEETING MINUTES

July 26, 2017  
Basketball Court

### ATTENDANCE

#### BOARD OF DIRECTORS:

Lauren O'Brien  
Melissa Clark  
Donna Chaney  
Andrea Michael

#### OFFICERS:

Mike Morency, president  
Lauren O'Brien, vice president  
Andrea Michael, treasurer  
Donna Chaney, secretary

MEMBERS: page 5

### BOARD DISCUSSION

1. Discussion and authorization to engage a law firm for the purposes of advising on bylaws/covenants updates
  - Six or seven lawyers/firms were initially considered for possible replacement of the current HOA lawyer, who does not specialize in HOA law; three law firms made a short list of firms for serious consideration and were asked to submit proposals for their services (Cynthia Hitt Kent; Winegrad, Hess, Friedman, and Levitt; and Whiteford Taylor Preston).
  - Mike Morency, Mark Gillies, and Donna Chaney met with Lisa Heimlicher of Winegrad, Hess, Friedman, and Levitt on July 18, 2017 to discuss their services (Heimlicher would be the main point of contact from the firm for the HOA) and were impressed with her presentation and her understanding of the neighborhood.
  - Heimlicher charges \$275/hour but does not require a retainer for her services.
  - We have spent \$3,200 in legal fees and voting expenses; the total budget was \$3,500 (approximately \$500 for mailing and the balance for legal fees).
  - **ACTION: A motion and board vote to retain the services of Winegrad, Hess, Friedman, and Levitt, LLC passed 4-0 with no abstentions.**
  - **ACTION: Mike Morency will formally engage the services of Heimlicher and her firm.**
2. Discussion and authorization for scope of bylaws/covenants updates project
  - The bylaws/covenants update committee has approximately 18-20 members who will be working on three major areas:
    - Reviewing and tailoring new bylaws and covenants documents using a template provided by the new lawyer
    - Developing a new set of architectural guidelines
    - Develop a communications strategy for introducing this to the neighborhood and obtaining votes
  - It is not known whether the lawyer will charge for sending us the initial template documents to use as a starting point for the update work.
  - **ACTION: A motion and board vote to approve the creation of a bylaws/covenants update committee passed 4-0 with no abstentions.**
  - **ACTION: The initial legal expenses will be kept to \$300; if additional work is required above that amount, it will need to be authorized by the board.**

### 3. Discussion and board vote for electronic notices

- **ACTION: Motion and vote to approve exploring the implementation of electronic notices passed 4-0 with no abstentions.**
- This action will not incur any expense to the HOA.

### 4. Discussion and board vote for electronic voting

- **ACTION: Motion and vote to approve exploring the use of electronic voting passed 4-0 with no abstentions.**
- This action will not incur any expense to the HOA.

### 5. Elections: how to address the current question of the legitimacy of the board, actions that need to be taken, advice from counsel on the subject, and recommendations for the November elections

- There are questions about the legitimacy of the current board, given the confusion over the language in the existing bylaws, including:
  - How many board seats are up for election in November?
  - Who is a current officer?
- In the interview with the lawyer, Lisa Heimlicher, recommended that when the new board is elected in November, its first action should be to vote to ratify all past boards and all past board votes, assuming the board is legitimately elected by a quorum.
- There are six current board members; the board consensus is that the terms of the current board members should expire at the end of the year and three new board members be elected, per the requirements of the current bylaws.
- **ACTION: The board will continue to discuss these issues at its upcoming meetings as we are working on updating the bylaws and identifying an electronic voting system.**

### 6. Current financials and reporting

- Treasurer Andrea Michael presented an income/expense report (*page 6*).
- The original 2017 budget that was approved by the board was very short and only had approximately four to five major expense categories.
- In developing the income/expense report, Andrea expanded many of the categories but did not change the total budget amount.
- The process of reallocating funds among budget categories was discussed. The practice is that the board votes on the overall budget each year (total income and expenses), including how the expense categories are funded. Throughout the year, the board may decide to reallocate funds among expense categories, if there is a need.
- At a previous board meeting, there was a discussion about reallocating funds within budget categories (moving funds from the storage unit to the social events).

### 7. Discussion and ideas for commons management in 2018

- Ron and Andrea Kowaleski are not at the meeting so this issue is tabled until the next meeting

### 8. Motion to adjourn

**BOARD ACTIONS**

ITEM	Board Member	For	Against	Abstain	Absent
Conduct the board meeting following the defined agenda and allow non-board members to comment on agenda items during the meeting  Motion: Donna Chaney Second: Melissa Clark	Mark Gillies	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>
	Andrea Michael	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
	Lauren O'Brien	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
	Donna Chaney	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
	Melissa Clark	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
	Ron Kowaleski	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>
<b>VOTE RESULT</b>	<b>PASS</b>	<b>4</b>	<b>0</b>	<b>0</b>	<b>2</b>

ITEM	Board Member	For	Against	Abstain	Absent
Request for authorization to retain the services of Winegrad, Hess, Friedman & Levitt, LLC as the new lawyer for the HOA  Motion: Donna Chaney Second: Lauren O'Brien	Mark Gillies	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>
	Andrea Michael	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
	Lauren O'Brien	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
	Donna Chaney	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
	Melissa Clark	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
	Ron Kowaleski	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>
<b>VOTE RESULT</b>	<b>PASS</b>	<b>4</b>	<b>0</b>	<b>0</b>	<b>2</b>

ITEM	Board Member	For	Against	Abstain	Absent
Approve the creation of a bylaws/covenants update committee  Motion: Donna Chaney Second: Lauren O'Brien	Mark Gillies	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>
	Andrea Michael	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
	Lauren O'Brien	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
	Donna Chaney	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
	Melissa Clark	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
	Ron Kowaleski	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>
<b>VOTE RESULT</b>	<b>PASS</b>	<b>4</b>	<b>0</b>	<b>0</b>	<b>2</b>

Harvest Farms Homeowners' Association

ITEM	Board Member	For	Against	Abstain	Absent
To begin exploring, at no cost to the HOA, the process of sending electronic notices to members as allowed by MD law  Motion: Donna Chaney Second: Andrea Michael	Mark Gillies	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>
	Andrea Michael	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
	Lauren O'Brien	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
	Donna Chaney	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
	Melissa Clark	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
	Ron Kowaleski	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>
<b>VOTE RESULT</b>	<b>PASS</b>	<b>4</b>	<b>0</b>	<b>0</b>	<b>2</b>

ITEM	Board Member	For	Against	Abstain	Absent
To look into, at no cost to the HOA, the use of electronic voting for elections  Motion: Melissa Clark Second: Donna Chaney	Mark Gillies	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>
	Andrea Michael	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
	Lauren O'Brien	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
	Donna Chaney	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
	Melissa Clark	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
	Ron Kowaleski	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>
<b>VOTE RESULT</b>	<b>PASS</b>	<b>4</b>	<b>0</b>	<b>0</b>	<b>2</b>

**MEMBERS PRESENT**

Tomas Carroll  
Michele Carroll  
Vicki Gallagher  
Kathy Newton  
Patricia Liberatore  
Margot Williams  
Greg Hiltz  
Charles Lawson  
Becki Lawson  
Peter O'Toole  
Nick Padula  
Melanie Greenway  
Liz Cressman  
Karen Pohl  
Mike Whiteford  
Lynn Woodruff

Updated: 7/25/2017

199 Units

2017

	\$/Unit (Budget)	Budget	Actual	Remaining
<b>Revenue</b>				
Dues (199 at \$375)	\$ 375	\$ 74,625	\$ 73,875	\$ (750)
Interest	\$ 0	\$ 15	\$ 15	\$ -
<b>Total Revenue</b>	<b>\$ 375</b>	<b>\$ 74,640</b>	<b>\$ 73,890</b>	<b>\$ (750)</b>

**Expenses**

**HOA Services**

Waste Collection	\$ 210	\$ 41,875	\$ 20,288	\$ 21,587
PO Box	\$ 1	\$ 100	\$ 73	\$ 27
Storage Unit	\$ 1	\$ 100	\$ 99	\$ 1
Office Supplies & Banking Fees	\$ 2	\$ 300	\$ 140	\$ 160
<b>Subtotal Services</b>	<b>\$ 213</b>	<b>\$ 42,375</b>	<b>\$ 20,600</b>	<b>\$ 21,775</b>

**Admin, Finance & Legal**

Legal Fees & Voting Materials	\$ 18	\$ 3,500	\$ 3,165	\$ 335
Insurance	\$ 10	\$ 2,000	\$ 1,957	\$ 43
State & Federal Taxes	\$ 0	\$ 40	\$ 36	\$ 4
<b>Subtotal AFL</b>	<b>\$ 28</b>	<b>\$ 5,540</b>	<b>\$ 5,158</b>	<b>\$ 382</b>

**Community Resources**

Grounds Maintenance	\$ 70	\$ 14,000	\$ 4,914	\$ 9,086
Pond - Maintenance	\$ 29	\$ 5,800	\$ 4,039	\$ 1,761
Pond - Electricity	\$ 6	\$ 1,200	\$ 350	\$ 850
<b>Subtotal Resources</b>	<b>\$ 106</b>	<b>\$ 21,000</b>	<b>\$ 9,303</b>	<b>\$ 11,697</b>

**Community & Communications**

Website	\$ -	\$ -	\$ -	\$ -
Social - Easter Egg Hunt	\$ 1	\$ 250	\$ 229	\$ 21
Social - July 4th	\$ 11	\$ 2,100	\$ 2,084	\$ 16
Social - Yard Sale	\$ 1	\$ 200	\$ 60	\$ 140
Social - Fall Bonfire	\$ 3	\$ 600	\$ -	\$ 600
Social - All Ages Basketball	\$ 0	\$ 60	\$ 54	\$ 6
<b>Subtotal Community</b>	<b>\$ 16</b>	<b>\$ 3,210</b>	<b>\$ 2,427</b>	<b>\$ 783</b>
<b>Total Expenses</b>	<b>\$ 362</b>	<b>\$ 72,125</b>	<b>\$ 37,487</b>	<b>\$ 34,638</b>

**Reserves**

Basketball/Tennis Court Repair	\$ 13	\$ 2,515
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**Gain/(Loss)** \$ -

Checking Accts \$ 61,723

CD \$ 15,226