



Official submission of 2021 Annual meeting Minutes

1 message

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MINUTES

Cumberland Point Condominium Association

2021 Annual Owners Meeting

November 6, 2021

The meeting began at 11:30 at the scheduled time and place identified in the announcement provided to owners. After completing sign-in activities, Secretary to the Board, Mr. Holly announced to President Carter and the assembly that a quorum was present.

President Carter opened the meeting welcoming the attending members and declaring that there were certain concerns about proxy vote certification. It had also been brought to the Board's attention that an owner had asserted that the meeting had not been properly called according to the stipulations in the Bylaws. Mr. Carter provided a brief history that over time, well before anyone on the current board had been elected, the annual meetings had been shifted from the date specified by the Bylaws. This condition had existed for many years. He informed the assembly that this Board had undertaken to bring the Annual owners meeting back to reasonable Bylaw compliance, given the need last year to postpone the Annual Meeting. Prior to 2020, the Annual Meetings were being held in March or April. The ongoing pandemic and constraints with public gatherings drove the Board to slip the Annual Meeting to Aug, and for 2020 the Board decided to hold the meeting the first Saturday in November, to become reasonably compliant with Bylaws.

The board determined that a certain ten proxy votes submitted were technically non-compliant with requirements. The board's ruling concerning non-compliance was contested by certain owners. Two owners of non-compliant Proxies attended this meeting in person, thereby nullifying their respective Proxies by voting in person. The Board determined that the remaining eight technically non-compliant proxies would not be tallied for official voting purposes.

Based on these two issues as stated above, President Carter described two courses of action; either continue with the meeting or postpone the meeting and reschedule at a later date. He proposed a written vote by attending members of yes or no to continue or postpone. The assembly agreed by acclamation to hold the yes or no vote. Blank 3x5 index cards were distributed to all attendees and attendees were instructed to identify name, Unit number and record their vote yes or no. The completed cards were collected and counted.

The votes were tallied, and the assembled owners voted 33 yes and 12 no votes. (There was one additional "No" vote in the tally, but the voter did not include the building number nor voter's name, so the vote could not be legitimately tallied since the vote instructions were not followed by this voter). The no vote tally cited does not include the

contested non-compliant proxy votes. (There were 8 proxy votes that had been ruled non-compliant. The vote totals IF the non-compliant votes are considered result in 33 yes and 20 No votes.)

The results were announced and based upon the majority owner votes to continue with the official Annual Owners Meeting, President Carter resumed the meeting reminding attendees of the published agenda.

President Carter asked Secretary to the board to address the minutes of the 2020 Owners meeting. Secretary Holly asked the assembly for comments or corrections to the published minutes; a discussion followed addressing statements recorded in the minutes not germane to the accuracy of the minutes as recorded and reported. President Carter reminded all that the issue was to assess that the minutes for accuracy of recording the events of the 2020 meeting. Discussion abated and Mr. Holly requested a motion to approve the published minutes. A motion was offered by Mr. Ferry and seconded by Mrs. Bettis; the motion carried by acclamation.

Vice President Lemon recognized new owners and offered an opportunity for them to introduce themselves to the assembly.

New owners introduced included: Mr. Mark Wagner, Mr. Charles Roberts, Mr. Ken McGreavy, Mr. Rob Miller, Mr. Charles "Radebaugh", and Mark Gaultney. The new owners were welcomed by the assembled membership.

President Carter opened the floor for nominations to fill one board vacancy. Certain members were recognized, and off topic discussion followed concerning term expiration protocols. Because the board had determined to hold the 2021 annual meeting in November as stipulated in the by-laws vice the fluid and varying spring meeting schedule adopted sometime in the past, an anomaly of periods of service resulted causing certain sitting members to serve beyond their three-year terms. One owner asserted that this anomaly means that one board member's term will expire in 2022 spring. Discussion followed concerning the significance of this anomaly. The Bylaws fully address this issue. Therefore, after lengthy discussions the President terminated the discussion and moved forward with the vote to fill the one 2021 expiring board position given that the bylaws fully address the matter.

Two nominees were proposed for the membership to consider as follows:

Mr. John Dugan was nominated Ms Thornton, seconded by several attendees, including Ms. Simpson, Mrs. Bettis and others,

Mr. Darryl Schwartz was nominated by Mrs. Dennis seconded by Mrs. Otto.

Each nominee was asked to offer pertinent facts about their experience and life history.

President Carter announced the call for members to vote for candidates. Votes were cast and collected; President Carter then recessed the meeting. He requested Mr. Lemon and Mr. Holly assist counting ballots. The process completed and verified by Mr. Holly and Mr. Lemon, President Carter reconvened the meeting and announced the results of the ballot tally:

Mr. John Dugan was elected for a three-year term.

Mr. Otto introduced a challenge to the vote conducted at last year's annual meeting, asserting that a spouse of an owner, who was not cited on the deed, participated in voting, which should not have been allowed, and such occurred again this year. President Carter responded that his review of pertinent Bylaws clearly provides for spouses to vote. No adjustments to the voting procedure or counts were made as a result.

President Carter directed the meeting to consideration of Old Business:

Treasurer John Dugan provided a treasurer report discussing expenses for 2020 and 2021 through the current period. He and President Carter reminded the owners that that our association openly publishes financial data on our web site each quarter so that each owner can be aware of the Association financial operations. There followed an open discussion of expenses and financial condition of the association. Suggestions were offered recommending additional detail in the reporting documents. No issues were raised requiring further action. Mr. Dugan also presented the 2022 operating budget which highlighted the dues' structure going forward, where the dues remain \$210 per month. Mr. Dugan informed the owners that monthly amount formerly programmed for RMCC dues were reprogrammed into CPCA dues, avoiding a \$20.00 per month overall dues increase, because once the sewer system was placed on CPCA property proper, the CPCA was entitled to an exemption from RMCC fees, charges and assessments. This topic was again discussed during the RMCC discussion later in the meeting.

Vice President Lemon provided a report detailing repairs and improvements to the physical plant and campus. He praised owner participation in landscaping and maintenance activities which are contributing to the enhancement of Cumberland Point.

Owner John Dennis interjected about certain activities of other organizations. After a lengthy lecture by Mr. Dennis, President Carter reminded the assembly that our focus in this meeting concerned CPCA affairs and activities.

President Carter noted that Vice President Phelps had taken ill on his way to the meeting and could not attend. President Carter noted that therefore the scheduled report out on the status of the Committee organization would not be presented.

President Carter provided a status report concerning the Waste-Water Treatment Facility discussing our successful installation and operation. He reported laudatory comments from the system operators and the State of Tennessee Water authorities.

President Carter provided a review of on-going discussions concerning dues and assessment practices of the RMCC in its relationship with the CPCA. President Carter reviewed past CPCA actions, reminding CPCA owners that during the period 2010 to 2018 our Association paid approximately \$140,000.00 in dues payments to the community club, and over \$250,000.00 from 2004 to 2018 yet the Renegade Mountain Parkway received very little, if any, of the funds in repair and upkeep. Further, Mr. Carter reminded owners that even though Cumberland Point had faithfully paid dues since its inception, the RMCC "owner board" had, since 2012, asserted that ALL owners in Cumberland Point were not in good standing, and had no right to participate in and vote in RMCC affairs.

President Carter followed by advising the owners that the CPCA board contested the amounts cited in certain invoices presented by the RMCC for payment. President Carter emphasized that the CPCA board will consider remitting all valid invoiced charges only if and when independent authority validates these are legal and proper dues assessments, fully supported by valid community club governing documents, through proper legal channels.

President Carter introduced the topic of exemption from fees, assessments and charges provided in the 1972 Covenants and Restrictions, specifically for the sewer system. Because the relocated CPCA waste-water treatment plant is now on the contiguous CPCA property site (as of October 2020), the CPCA is entitled to an exemption cited in those 1972 CCRs. The CPCA Board position is that the CPCA is exempt from RMCC fees, assessments and charges based on the valid 1972 Covenants and Restrictions. Mr. Carter reminded owners that each owner could still contribute to the RMCC community affairs at their own discretion should they so choose, if the RMCC was open to such contributions.

The board opened the floor for general questions and comments. No matters requiring action were identified.

Motion to adjourn was made by Ms. Simpson, seconded by Ms. Bettis, and voted by acclamation. Meeting adjourned at approximately 2:30 PM (one hour beyond the scheduled adjournment time).

Respectfully submitted,

Thomas J. Holly, Jr., Secretary to the Board of Directors