SPANISH WELLS UNIT THREE HOMEOWNERS' ASSOCIATION, INC.
Post Office Box 2943, Bonita Springs, FL 34133-2943

BOARD OF DIRECTORS Meeting Minutes

the Board of Directors of Spanish Wells Unit Three Homeowners Association, Inc. met at 1:00 pm on Wednesday, January 10, 2024 in the Spanish Wells Country Club – Card Room 1.

AGENDA OF THE BOARD MEETING

1. Call to Order – 1:00 p.m.
2. Quorum – Yes
3. The meeting announcement was Posted and mailed
4. Review and approve meeting minutes:
    a. for September 19, 2023, November 14, 2023, and December 13, 2023 – John King made the motion to approve all; Dottie Janitz 2nd the motion; all agreed; motion passed unanimously.

A Couple of outstanding issues:

1. The noise issue David stated we did get a response from Ed Doyle. John King began to clarify further:

- Breaking it down into. Two different times of day:
    - After the contractor's regular working hours (6p.m.), regardless of the source of the noise, call the Sheriff.
    - During normal hours:
        - Relating to contractors – call Lori Shields, she will have the rover dispatched. (still needs clarification?) No one should be calling the gate. (John King is going to try to get this clarified by Ed Doyle from the Safety Committee.
        - How to deal with the issue for Household/Household is still outstanding as there is concern about directing calls to the Sheriff on Neighbors. It was brought up again that calling the Sheriff on Neighbors is something we may not advertise and support.

2. The Mailboxes.

- David confirmed that the homeowner, with the temporary set-up, did put in a request for a new Mailbox.
    - Have we come up with the exact brand and/or reference number for the black color? Would be good to publish so that we don't keep getting questions. Glossy or semi-gloss should be specified. Additionally, we have/will not be providing the community-wide painting as done prior. That was a one-time shot. David will follow this up with Linksys to find out the paint specs.

5. Reports from the following:
    a. Treasurer:
        i. The money has been coming in. We're down to 30 that haven't paid, which is exactly where we were a year ago. They get to January 31st to get in their money. Past that then they're late and late charges would begin to accrue. Dottie had 2 outstanding rejected Emails that were clarified and will be resent. We have had no property transfers since the last meeting or the last couple of meetings, that has slowed down.
        ii. Buying the CD we discussed – Dottie would like to hold up on that. The reason is if/when we transition to a different financial company, we would have to change banks. She thinks we should hold off on the CD until we finalize our position with a financial partner. We are still earning interest on the money that is in our savings account. We spoke about paying SWCA a one-time payment instead of monthly installments and reminded that we would lose the monthly interest it earns while in our account. We may not want to do that this time around.

b. SWCA Representative:
    i. Dottie asked about the conversations about how SWCA is looking at how we are structured in running the Community and the Country Club. John King stated that several committees are investigating various scenarios. One of them is called the entity committee. When we bought the golf course they combined a for-profit subsidiary with a not-for-profit existing entity. A committee was formed to look at what we could be. Is there an advantage to changing the structure? Putting the golf course under an LLC or corporation, but obviously would keep the HOA as a not-for-profit. Would this be the optimal way to handle these two entities? We have people with a lot of experience and lawyers looking at the possibilities and what makes the most sense. Dottie's query was also based on the possibility that SWCA could take over the billing for all. The fact-finding committee is in its infancy, but community-wide billing sounds like it would not be a considered factor. Getting board participants continues to be a problem and can cause an HOA some serious ramifications. Might it be wise to consolidate smaller HOAs into one? A review of our board members and their intentions concluded that we would be able to proceed and function definitely for this coming year/term. David will look into what and if merging with Unit Two would be advantageous and considered openly.
    ii. The gates continue to be a problem, our equipment is old and/or inefficient. Cordova, which is the newest, is breaking constantly. With repairs being done on an ad hoc basis.
    iii. Dwelling Live is a nightmare for the gate staff. Updates are not 'real-time' causing severe back-ups when guests need to be added that have been overlooked by the homeowners.
    iv. They are in search of a new SWCA CAM as Jay Malamphy has resigned.
    v. Reminder that guests and/or vendors will NOT get into the community without a valid driver's license.
    vi. The transition to Direct TV will begin on 2/1. A dish is not required, this is a streaming service. There will be Town Hall meetings and there is a good presentation on the SWCA website. The internet will be quicker. Summit is getting out of the Content business and will provide us with only our internet service. Direct TV will provide the streaming/content TV, Movie, etc. capability. Homeowners need to order their equipment and set up an in-home installation appointment. Old Summit equipment will be removed at that time.
    vii. Ponds and Lakes were mentioned as an ongoing issue. Question about the Federal organization that comes in and takes care of ponds and lakes in gated communities. A 'supervisor' type gets appointed within the community to interact with the officials from the organization. Was wondering why we don't do that since our lakes and ponds cause us such angst. Phyllis needs to find out who they are.
    viii. Brian Regan is the new Chairperson of the CLC. His concern was if the charter, for this committee was being closely followed. It was agreed that action would be immediate if issues were associated with safety. And the answer is yes. Otherwise, other issues are just pending especially if any part of the revenue is being affected, then very little change if any is ever seen. Reluctance to take action is evident. The fact that we pay Indigo on Revenue Generated only, guarantees that we will never see a change.
c. Rental Committee - John King also reported that last year we had 23 rentals related to all the rental properties; year to date is 16. (we believe we have 10 rental houses active and that we know about)
    i. A side conversation had ensued previously regarding 28496 turning into a rental property that was not indicated on the 'New Homeowner's information form. The situation had changed there. Phyllis is trying to run down the rental information and copy of the lease agreement.
d. ARC Committee and Compliance- No reporting done at this meeting.

OLD BUSINESS

1. Committee update on finding a bookkeeper.
    a. Ginny contacted Deb Volk – who is not interested. But she had someone who might have been on option. That was not pursued since the board agreed that they did not want to go outside of the community to hire someone.
    b. Dottie has spoken with KPG, who she thought was a good fit for us because they're not big. They do a lot of smaller communities. They're established, they're professional, they have a website. Her contact was on vacation and has not gotten back to her with a response and price. They do accounting for HOAs. We would have to change banks and they do have their own software. That would give us access to all our financial records. We budgeted $3,000 for this function. However, if we had to hire outside it might be more around the $5-$6000 range we discussed previously.

    c. Diane Conrad was mentioned who is an owner of a CPA Accounting/financial firm. Phyllis will contact her to discuss possibilities.
    d. Frank Schwartz mentioned that he could be interested.

NEW BUSINESS.

1. David started the preparation for our annual meeting and has drafted an advanced notice to go out.
    a. Also included is one last announcement about getting a bio in by February 5, 2024, if anyone is interested in joining the Board of Directors. Phyllis will send it out to the community.
    b. The current Board member's term expires at the 2024 Annual meeting on March 12, 2024. David Hancock, Dottie Janitz, and Ginny Joyce, and Jim Erner.
        i. But the way it looks right now, we can use the clause that we have used in the past that we don't have to have an election. We can use the statute that states that if there isn't anyone that steps up to come onto the board, we don't have to have an election as long as all of the seven members continue.
2. Notation made by John King based on some rumblings from Tallahassee regarding possible changes to HOA guidelines again. Could impact our financials and require Legal support in 2025.
3. Question about having construction trailers in driveways for extended periods of time. We don't have anything in our documents that would provide us the leverage to control and/or manage that situation,

January 10,2024 is the next Board Meeting.

John King made the motion to Adjourn the meeting; Dottie Janitz 2nd, all were in favor the motion passed unanimously.