



Hiddenbrooke Property Owners Association, Inc.
Board of Directors – Minutes
Thursday, September 25, 2008 Time: 6:30 PM
Location: Library – Hiddenbrooke Golf Club
Call 707 644-0922 for Owner/Guest Reservations

(Board will adjourn to Closed Session as needed for Fines and Fine Hearings.)

1. **Call to order:** The meeting was called to order by Joyce Estes, President, at 6:35 PM. A quorum was present.
2. **Attendance/Introductions:**
 - a. Board Members present: Joyce Estes, Ian Forsyth, Chris Brittle, Margarita Fernandez, Laura Kazaglis, and Vicki Idlor
 - b. Board Members Absent: Kathy Wildermuth
 - c. Advisory Board:
 - d. Independent Contractors Invited:
Desiree Conley, Valley Management Services – Financial Management - Present
Kim Dowdall-Johnson, KD Logistics, Assistant Manager - Absent
Dave Caldwell, CC&R Management - Present
 - e. Guests: None
3. **Approve Minutes: Approved**
 - a. Board Meeting Minutes of August 28, 2008. One change, Page 4, 7e Vicki Idlor was present at meeting.
4. **Community Forum** -- *Anyone wishing to address the Board on any matter for which another opportunity to speak is not provided on the agenda, and which is within the jurisdiction of HPOA may speak now. Each speaker should state his /her name, and address for the record. Each speaker is limited to three minutes. Secretary will track the time.*
5. **Consent Calendar and Approval of Agenda Approved**

All matters are approved under one motion unless requested to be removed for discussion by a Board Member. Any item discussed separately may be voted separately upon request by a Board Member.

- a. **Changes/additions to agenda or order of agenda**
- b. **Correspondence Received:**
Notice from City of Vallejo re Transit Center at Curtola/Lemon Project, Community Workshop, Wed., Oct 1, 2008 6:30 – 8:00 pm
- c. **Votes Conducted by Email:** None

See bills next page

Bills to be approved for payment: Approved

Payee	Description	Amount
Valley Management Services	Sept. Fee \$1,700 Reimbursement for Transfer Fess paid to HPOA	\$1,700.00 \$200.00
David Caldwell	August Services	\$475.06
Kim Dowdall Dbas KD Logistics	August Services	\$450.00
HB Golf Club	Library Room Rental through August 2009	\$600.00
RJD Mechanical	Front Yard Maintenance – August 2008 & September 2008	\$180.00
Joyce Estes	Notarized Change of Address Document	87.00
Total Bills Approved for Payment		\$3,692.06

6. Officer's Reports

- a. President Joyce Estes. Handed out 08/09 Balance Sheet and Budget. Board discussed First Amended and Restated CC&R's of Hiddenbrooke.

First Amended and Restated CC&RS of Hiddenbrooke—page 23

10.4 Use of Annual Assessments. The Assessments levied by the Board shall be used exclusively to pay for the costs of management and operation of Hiddenbrooke, of conducting the business and affairs of the Association, to promote the recreation, health, safety, welfare, benefit, and interests of the Owners and Residents in Hiddenbrooke, and, to the extent provided for in the Governing Documents or by law, of the Lots situated within Hiddenbrooke or which, in the opinion of the Board, shall be deemed to be necessary or proper for the management of Hiddenbrooke or of the affairs of the Association, or the benefit of the Lot Owners, or for the enforcement of the Governing Documents.

- b. Vice President Kathy Wildermuth
- c. Secretary Margarita Fernandez
- d. Treasurer Ian Forsyth

7. Financial Management Company – Desiree Conley

See Management Report and Financials

Committee Reports

- a. **HARC** –Chris Brittle/Vicki Idlor
Board discussion of golf ball netting. City, HARC or HPOA issue?
 - 1) HPOA Board Member Volunteers for HARC meetings:
 - Sept. 18th meeting – Vicki Idlor
 - Oct. 16th meeting – Margarita Fernandez
 - Nov. 20th** meeting – Ian Forsyth (Note meeting date changed).

- 2) HARC Meeting Sept 18th – Chris
HARC has decided that golf netting will not be approved for yards.
- b. **CC&R Manager/Verification Committee** – Dave Caldwell - Verification Drive
Board discussion regarding parking issues with regards to trailers, boats and illegal cars. Also, red bark, trash cans and weeds. Dave Caldwell noted that lawns are still an issue. Discussion as to problems with foreclosure or pre-foreclosure homes and when to use 15 day Notice program.

Chris Brittle brought list and photos given to him by homeowner with lawn issues.

- 1) Number of Courtesy Letters Sent – 27, 3 second letters, 9 have come into compliance, 6 to watch.
- 2) Number of Final Letters - none
- 3) **Emails to CCR-Complaint@hiddenbrookeonline.org goes to:**
Dave Caldwell, Joyce Estes, Jamie Clark, Kim Dowdall and Kathy Wildermuth

Anyone else want to be on this list?
- c. **15 Day Notice to Correct CC&R Violations** (Pre-foreclosure, foreclosed or vacant homes) – Vicki Idlor Two homes did not come into compliance. Listing agents agreed they would get it done.
 - 1) Number of homes tagged with front door violation notice in Sept - 10 to 11
 - 2) Number referred to gardener for maintenance. None
 - 3) Should we be maintaining more vacant homes? Board decided that we should strive to maintain vacant homes.
- d. **Neighbors** – Joyce. October issue is at printers with 4 page HPOA insert. Will add communication as a New Business discussion topic for October so we can discuss need for getting information to new owners and perhaps all owners in some type of special mailing/letter and should it include information about joining HCA. Board discussed viability of HPOA sending its own notices instead of including in Neighbors.
- e. **HCA/HPOA Committee** – Kathy Wildermuth (absent) & Laura Kazaglis, and Vicki Idlor (alternate). Discussion of HCA Minutes. Minutes have been posted to Web. Board discussion regarding the policies and differences of HPOA and HCA and how a merger may or may not work. Discussion as to number of meeting to have and if there should be a formal agenda.

HCA raised dues to \$40.00

Next Meeting November 11th
- f. **Web Page** – Joyce
Updated for calendar change is complete

8. **Old Business**
 - a. **Foreclosures:** Joyce. Sent via email.
Notice of Change of Address-Filing with Recorders Office – Joyce
15 page document recorded with the Solano County Recorder's office on September 11, 2008, by Joyce Estes. Cost \$87. Copy posted to web and original given to Valley Management Services.
9. **New Business**
 - a. **Standing Rules** – See insert at end of agenda. Strikethroughs will be eliminated, yellow highlights are changes, remaining rules to be re-numbered. Board went over rules and #15 addition. No other changes.

Motion: Approve changes/updates to standing rules as shown. **Approved**
 - b. **HCA Trash Program** – Shall HPOA make a contribution? **Tabled**
10. **Closed Session – CC&R Fines** – Dave Caldwell
 - a. **Recommendations for Fines--New and Continuing:**
 - b. **Hearings: None**
11. **Next Meeting Date:** October 23, 2008. (Absent Vicki Idlor)
12. **Adjourn**

Submitted by,

Desire Conley
Valley Management Services



Hiddenbrooke Property Owners Association, Inc. Standing Rules

Standing Rules can be changed by the Board of Directors at any regular Board Meeting.

- (1) **Minutes** – Within 30 days of approval, the Board minutes will be posted on the web at <http://www.hiddenbrookeonline.org>. Neighbors will contain a statement each year that minutes can be requested by asking the Secretary. (Amended September 25, 2008)
- (2) **Board Meeting Dates** shall be posted under Important Dates in Neighbors for at least the following two months. (Adopted December 21, 2005)
- (3) **Parliamentary Procedure** will be Roberts Rules of Order, Newly Revised, per Bylaws Article 4.4. (Adopted December 21, 2005)
- (4) **Committee Year** — Shall be September 1 through August 31. (Adopted December 21, 2005)
- (5) **Time Limit** for members to speak at a Board Meeting shall be set by the Board of Directors per Bylaws Article 4.4. The Board has set the time limit at three minutes. The following will appear on the agenda for all regular Board Meetings:

Anyone wishing to address the Board on any matter for which another opportunity to speak is not provided on the agenda, and which is within the jurisdiction of HPOA may speak now. Each speaker should state his /her name, and address for the record. Each speaker is limited to three minutes. Secretary will track the time.

(Adopted December 21, 2005)
- (6) **Fiscal Year** of corporation shall be July 1 to June 30th. (Adopted August 24, 2006)
- (7) **Standing Rule re Payment of Bills:** All invoices for payment must be submitted to Valley Management Services by the 15th of the month to be paid at the following Board Meeting. (Adopted August 24, 2006, revised 6/1/07 for VMS)
- (8) **HARC Complaints from Neighborhoods with an HOA** - If a complaint is received from a neighborhood with an HOA it will be forwarded to the HOA Management Company with a copy to the resident. (Approved February 22, 2007)
- (9) **Financial Reserves:** Agreed to build a \$100,000 reserve before the annual assessment is reduced. (Approved August 23, 2007)

- (10) **Purchase CD's:** Authorized President or Valley Management Services to purchase future CD's for HPOA and make transfers between checking account and CD's without Board approval. New CD's cannot be for longer than 14 months without Board approval. (Approved September 23, 2007)
- (11) **15 Day Notices to Correct:** must be posted by the 1st Day of the Month, inspected on or after the 16th and then gardener can come sometime the next week with the bill being approved based on the hours we contract for. (Approved July 24, 2008).
- (12) **Insurance:** Officers, Directors must carry a minimum \$300,000 of auto liability either with their Auto Insurance or via an Umbrella per policy with Granite Bay. (Approved July 24, 2008).
- (13) **Board Meeting Location** has been changed to the Library at the Hiddenbrooke Golf Club. The Club will be paid each September. (Approved August 28, 2008).

Hiddenbrooke Property Owners Association, Inc.
Procedures for Nominations and Annual Election
Standing Rule – Adopted May 18, 2006 as revised May 19th and June 16th

1. **Nominating Committee** shall consist of at least three people appointed by the Board of Directors as early as possible, but no later than December. They should serve two years with staggered terms.
2. **Election Committee:** Shall consist of at least three people appointed by the Board of Directors or Management Company, one of whom shall act as Chairperson and collect the proxies. They should serve two years with staggered terms. If the Board does not appoint members of the committee, the Chairperson or Management Company has the authority to select two owners to serve on this committee. The Election Committee will be given a copy of the roster in Excel listing all owners of record as of the ownership record date set by the Board.
3. **Newsletter Information:** Nominee's names, profiles and Revocable Directed Proxy will be included in June newsletter (Approximate Deadline May 15th) if the annual meeting is held in June. The newsletter will include a request for owners who do not plan to attend the annual meeting to return their Quorum Only Proxies or Directed Proxies as soon as possible to help establish the minimum quorum.
4. **Solicitation of Quorum Only Proxies and Directed Proxies** should be done by all Board Members, Nominating Committee Members and Election Committee Members to assure 100 persons/proxies in attendance. If 10 days prior to the meeting, the required proxies are not in hand, the Election Chair will notify the Board/Management Company and the solicitation efforts will be increased by including an Email on HB-News, posting a sign at the Welcome Center and personal phone calls.
5. **Quorum:** The Election Committee will count Quorum Only Proxies and Directed Proxies as they arrive, and report the total to the President the day before the meeting. At the Annual Meeting, the Election Chairperson shall report the final quorum to the membership. If 100 owners or proxies are in attendance, the election can proceed. If less than 100, then the election portion of the meeting will be re-scheduled to a date and time as directed by the President.
6. **Annual meeting** – Owners will not sign in. If the President is a candidate, the election portion of the meeting will be conducted by the Vice President if not a candidate or other officer.
7. **Election by Proxy/Ballot:** If a ballot is required because we have more candidates than open positions, then the ballot will be handed out after the period for nominations has been officially closed. The ballots and Proxies With Discretion will be picked up by the Election Committee after all owners have voted and added to the Directed Proxies.
8. **Counting/Results:** The counting of the ballots/proxies will be done during the Annual Meeting and if possible reported prior to adjournment. If the results cannot be completed, the Election Committee at their sole discretion can continue to count ballots/proxies and make their report to the owners who have decided to stay for the results or delay the counting until the next day. A report will also be posted to HB-News and given to the President and the webmaster. The President will include the election results in his next President's message. Note: Article 4.8 provides that members are entitled to the results of Membership votes but shall not be entitled to review individual ballots or proxies.
9. **Tie Vote:** In case of a tie vote, Bylaws Article 6 requires that a second vote shall immediately be taken in which the Members or their proxies may vote. Bylaws Article 3 says members may vote by voice vote or by ballot; provided that it must be by ballot if a demand therefore is made by a Member at any election BEFORE the voting commences.
10. **Retention of Proxies/Ballots:** The ballots will be retained by the Secretary and destroyed after December 31st of the year of the vote.