

Board of Directors Special Meeting Minutes

May 11, 2016 6:00pm

**Meeting Location: Master Clubhouse
2530 Key Vista Blvd.
Holiday, FL 34691**

Call to Order: Bob Fanning, President convened the meeting of the Master BOD at 6:00pm.

Proof of Notice of the Meeting: Notice was posted 48 hours in advance of the meeting at both Clubhouses, on two (2) signs at both of the entrances and on www.mykeyvista.com, and on the Master HOA official website. Proof of notice was established.

Proof of Quorum: Bob Fanning, Chuck Newman, Ellen Maracotta, Lori Loucas, Joe Sousa and Bill Hubbard were present. Not present, Joe Harris. Also present was Chris Haines, LCAM.

Reading of the Previous Meeting's Minutes: April 28, 2016 minutes will be read during the next regular meeting.

Treasurer's Report: The Treasurer's report will be read at the next regular meeting

Old Business: Old business will be addressed during the next regular meeting.

New Business

The Mankin Law Group Presentation: Attorneys for the Mankin Law Group explained how their firm determines which homes to advise the board to foreclose. The board then discussed 8 delinquent accounts. Lori motioned to move forward with foreclosure on the 8 homes, seconded by Ellen, all in favor. The attorneys agreed to provide status reports whenever requested. Also discussed were the pros and cons of foreclosure, Safe Harbor, squatters, and doubtful accounts. Chuck asked if votes should be postponed when all board members are not present. Bill said that it is possible that someone else could be absent next month which would make it difficult for the board to ever make a decision.

Management Company Discussion:

The Board excused Chris Haines from Melrose for this discussion. Bob stated that there is nothing in the bylaws that prevents the board from voting on a motion if a board member is not present as long as there is a quorum. After all management companies were interviewed, Terra was the finalist. Melrose declined to be present for an interview. Lori stated that Melrose should be eliminated due to their substantially higher cost. Ellen suggested that a committee be

formed to look further into Terra. Lori said that she was more concerned about the Terra contract and that it was skewed towards Terra and that the owner of Terra is an attorney. Terra told the board that everything is negotiable. Ellen said that Melrose never notified previous boards of increases and/or those boards fell down on that. The Terra contract does allow for a 4% or CPI increase of the contract whichever is greater but is not automatic and would have to be renegotiated with the board.

Chuck said that Terra has background experience on road repairs, breakdowns for landscaping, and reports. Ellen said that Terra presents all financials and much more for homeowners and board members online. Bob said that Terra will also help the board with the new landscape contract for July 1st even though they are not under contract yet. Lori said that Terra's next year's budget will be an average of what was spent this year. Terra also provides necessary complaint forms on line for homeowners.

Ellen said that she didn't think it wise to use Cianfrone as an interim attorney since he has such close ties with Melrose. She strongly recommended using another attorney. Bill said that he didn't feel that we should get too involved with Jack (Melrose). Bob and Chuck said that they have no issue using Cianfrone to review the new Terra contract and that the board will discuss new representation once Terra takes over. Chuck made a motion that we change management companies (to Terra), seconded by Bill, all in favor.

Bob said the board needs the lawyer to send a letter to Melrose giving them 60 days' notice. Ellen asked if this needed a motion and Bob said no, that we just voted to replace them. Chuck stated that former boards allowed this (mistrust) to happen and should have stopped it but that we will be moving forward. He said that the consideration of obtaining a forensic audit did us a favor because we got a much more detailed ledger from Melrose.

Resident Comments: The board heard questions and suggestions from homeowners.

Adjournment: With no other business to discuss, Chuck made a motion to adjourn the meeting, seconded by Joe S, all in favor. Meeting was adjourned at 8:10 PM. The next scheduled Board Meeting is May 26, 2016, at 6:30pm.

Respectfully submitted:

Ellen Maracotta, Secretary, Key Vista HOA, Inc.