

MEETING MINUTES

Odessa National Maintenance Corporation

January 7, 2019

Recorded by: Daniel Camputaro

6:35 p.m.

Meeting called to order

Attendees: Justin Campbell, Keith Carey, Mary Fender, Daniel Camputaro, Scott Vogel, Travis Tucker

6:35 p.m.

Reading of prior minutes

6:40 p.m.

Motion to accept prior minutes / seconded / carried

Banking Update

New checking and savings accounts opened at WSFS

Initial seed check deposited

- \$5,000 to checking for initial expenditures
- \$145,194.41 deposited to savings

No high interest options available so will be earning minimal interest at this point in time

Some personal expenses/expenditures incurred to date:

- P.O. Box annual payment
- Quickbooks purchase for Mary to use (cloud service)
- Small book of checks for purchases

Debit cards assigned to Justin and Mary tied to checking account

Agreement that where possible all purchases will be made with debit cards to allow for electronic paper-trail

P.O. Box set up in Odessa Post Office

Official mailing address of maintenance corporation:

Odessa National Maintenance Corporation

P.O. Box 276

Odessa, DE 19730

Justin had a conversation with John Tracey (Capano legal representative)

- Current EIN (Tax ID) can be retained and transferred to us – no need to obtain new EIN
- Possibility of electing 501C (non-profit) status for tax purposes
 - o Will need to verify
- Discussion of whether we should continue with existing corp or start a new one. Consensus seems to agree on existing corp so long as no “baggage” comes to us

EIN: 204-078-889

Items Needing to be Addressed

In order of importance: legal, financial, taxes, insurance

Andy Taylor (lawyer) agreed to stop by and sit in on meeting to see about starting a potential relationship

Insurance Needed:

- General liability
- Board member protection
- Request for insurance contacts (if we know any – present to the group)

6:55 p.m.

Andrew (Andy) Taylor arrived and introduced himself to the board

- Practicing attorney of 36 years
- “dirt lawyer” which means involved in real-estate and land preservation initiatives
- Knows Mary very well
- We need to look at the recorded land plans to identify exactly what we are responsible for
- Intrigued by Odessa National and its prior legal issues
- Used to represent a number of communities but stopped due to conflict of interest issues
- Works primarily in northern New Castle County out of Greenville DE
- Would be willing to provide additional contacts for other attorneys and suggests that we interview more and do our due diligence
- Part of a small firm with no ties to Capano at all
 - o Only potential conflict would be if any open areas of Odessa National back up to Wildlife Preservation areas
- Fees: **\$395 / hr** – no annual retainer
- If we move forward, he would need to review documents and deed restrictions from a legal perspective
- Availability: not available on 2nd or 4th Tuesday in any given month
 - o Note from DJC: we need confirmation on this because in a later discussion, he mentioned that the 1st Tuesday he was unavailable.

If not hiring property management company, the maintenance corp board is responsible for resale certificates if required

- Resale certs required if maintenance corp assessment fees exceed \$695 per year otherwise we should not be responsible

7:08 p.m.

Continued legal discussion

Flowchart for DE CIOA distributed for review (see *Appendix A*)

Andy Taylor’s business card distributed (see *Appendix B*)

While we are grandfathered into CIOA exemptions, we have the option of adopting certain provisions if we feel the need to do so

Discussion on open areas we are responsible for

Some thoughts on fees:

- Don’t under-budget
- Start building reserves ASAP in case of any incidentals that may arise

Possibly start assessments in **July** or **August** of this year (2019)

- Do all homes pay the same assessment fee?
 - o Example: Townhomes vs. single-family
 - o Be prepared for this being a hard sell to the residents due to continued confusion over fees currently being assessed.

- Last thing we want to do is introduce a new fee (which is too low) only to need to raise it later

We want to push back on handover as long as possible to give us a chance to build up reserves.

- While we can start collecting fees as early as today, we need to be mindful of the fact that as soon as we do, the residents will be expecting services that Capano (who is still providing) may not be doing adequately

Recommended Contact (provided by Andy Taylor):

Chris Curtain - DE Common Interest Community Ombudsman

Great resource for turnover questions

Recommends he be present at first resident meeting if possible

Don't be surprised when we are sued by people

- Example: people falling on ice, injuring themselves while on property, bitten by wild goose, etc...
- Not uncommon to be defending multiple lawsuits at any given time
- Hypothetical legal challenge to stormwater drainage pond from Legacy members

Next Items

Need website for maintenance corporation

Community resource

Document repository

Annual Meeting w/residents

- Required to be roughly the same time each year
- Proposed February timeframe
- Tentative 2/12/19 for first residents meeting
 - Will need to check locations (e.g. Odessa Firehall or Townsend Firehall) due to potential number of attendees
- Andy Taylor (or selected legal representative) should be at the meeting
- Must review all deed restriction documents to be prepared to answer homeowner questions
 - Perhaps each board member take their specific subdivision (e.g. Daniel for Aviemore, etc...)
 - Lawyers will need to review deed restrictions as well to see what applies from a legal perspective as they may have been written from boilerplate language

Longer Range Goals

After we are fully up and running:

- Review architectural review and deed restriction documents to see what's appropriate, what should be enforced, and what may need to be amended
 - Consistency is important here – we cannot make exceptions for one without making exceptions for all
- Decide on CIOA provisions we may want to adopt

Final Advice from Andy Taylor

- Keep your sense of humor
- Can't please everyone

- Possibly consider adopting a modern rules of order format to the meetings if we expect difficulty in maintaining order from certain residents
- Fiscal year vs. calendar year – decision made to use calendar year for easier accounting/taxes

Next Meeting

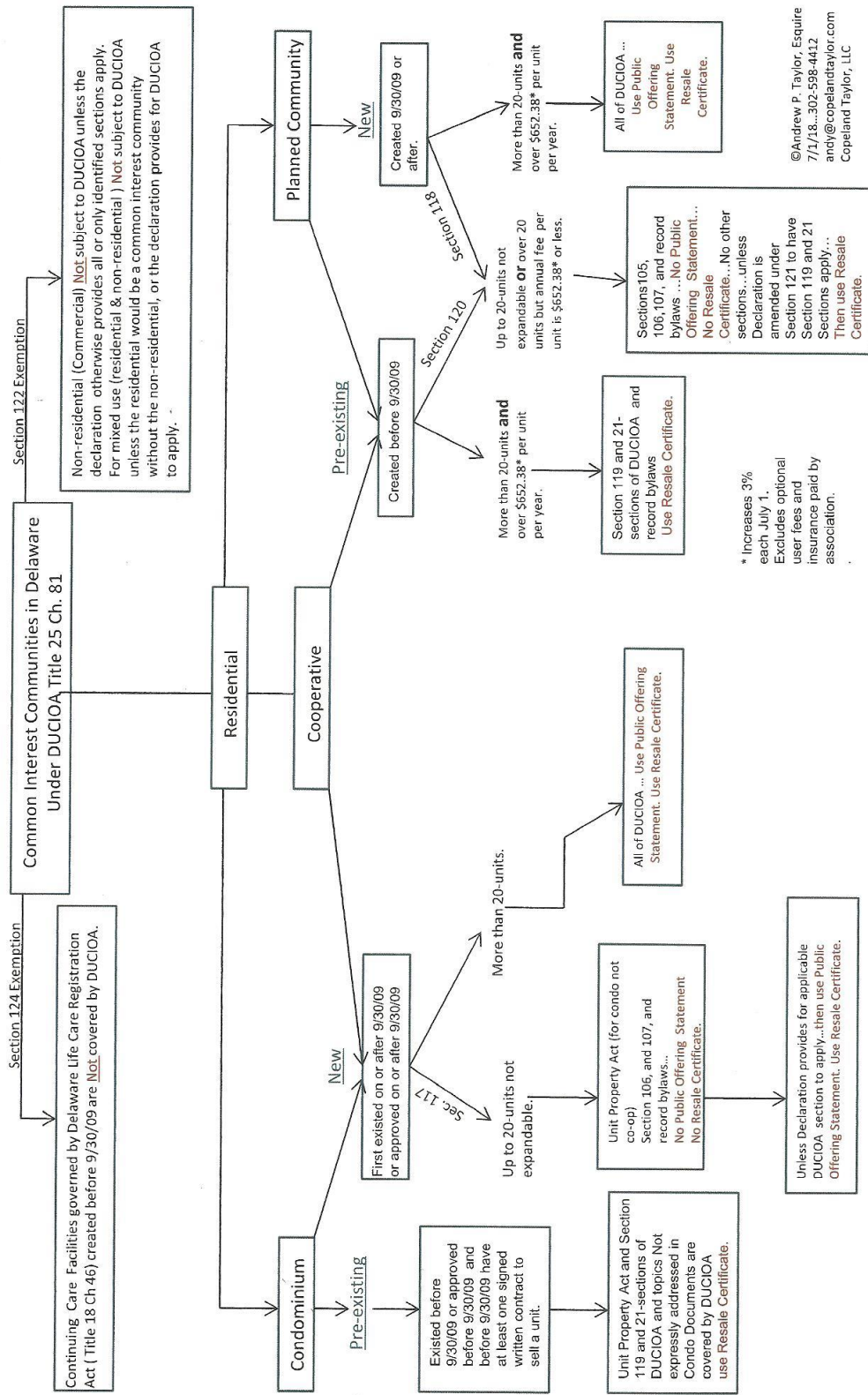
- Possibly next week depending on clubhouse availability
- Maybe 1/21 ~6:30 p.m.

7:50 p.m.

Motion to adjourn / seconded / carried

Meeting adjourned

Appendix A: DUCIOA Flowchart



Appendix B: Andy Taylor Business Card



Copeland
Taylor, LLC

Andrew P. Taylor, Esq.

andy@copelandtaylor.com

3801 Kennett Pike
Building D, Suite 300
Greenville Center
Greenville, DE 19807

Phone 302-281-5547
Cell 302-598-4412
Fax 302-598-2671
www.copelandtaylor.com
