

Minutes of
Grapetree Area Property Owners Association, Inc.
2011 Annual Meeting
January 15, 2011

Location: Surf Room, Divi Casino, St. Croix, USVI

Quorum: A quorum of 25 members was met

Handouts: The following documents were made available to the attending members: 2010 Annual Meeting Minutes, 2010 Profit & Loss Statement, 2010 Statement of Cash Flows, 2010 Dues Collection Report, 2011 Annual Meeting Agenda, and 2011 Slate of Officers & Directors
Meeting called to order by Evlyn Carlin, President, at 4:10 PM

1. Introductions – All Board of Director members and new GAPOA members introduced themselves.
2. Approval of 2010 Annual Meeting Minutes – Rob Bidelspacher moved to approve the minutes. Second Ken Schiellke. Motion carried unanimously.
3. President's Report – Evlyn Carlin thanked Larry & Peg Meyer for hosting a party Friday night (1/14/11) for all GAPOA members. (Email invitations were sent to those members with email addresses on file with GAPOA. This event was not sponsored or financed by GAPOA). She said the Association has been very busy during 2010 as will be evident from the various committee reports to follow. The new Communications Committee was successful in creating and launching a new GAPOA website, www.gapoa.com. The area received an astounding amount of rainfall this past summer and fall. This filled cisterns and minimized the risk of brush fires, but it also caused major growth of vegetation, resulting in severe drainage and road problems. The unusually heavy rains soaked the roads and delayed much of the planned fall roadwork. The roads finally dried out enough so that roadwork could begin in mid-December. Three people are leaving the Board of Directors: Bill LaGrange (she thanked Bill for his service as Road Committee Chairperson), Clayton Kohl (she thanked Clayton for his role as “webmaster” for the new website) and Mike Celestino. She thanked all the Board members for their service and asked that more members get involved with the Association this year by joining a Committee.
4. Committee Reports
 - a) Road Committee – Bill LaGrange, Chairperson & Vice President, reported that the Road Committee faced challenges this year from weather and new government/environmental issues. As reported above in Section 3), because of the unusual amount of rainfall, road repair work was delayed. The drainage system handled the rainfall quite well, the clearing of the system has been completed and it is ready for the new season. Because of new government permitting requirements, dirt roads have not been graded. The hope is to have the new requirements modified to allow GAPOA to obtain permits in the next few months. The asphalt repairs are starting now that the road base and underground water sources have dried up. There are a number of areas where the asphalt has failed due to the wet base and to the use of large equipment and trucks that break the pavement and base creating ruts in the road. These areas are being addressed first and then pothole repairs will follow. The repairs should be complete in the next few weeks.
 - b) Collection Committee – Clayton Kohl, Chairperson and Treasurer, presented the 2010 Profit & Loss Statement and Statement of Cash Flows. He explained that Total Maintenance & Repairs expense (almost exclusively roadwork) shows a 2010 expense of only \$12,163 vs. a Budget of \$57,440. In addition, \$27,115 of roadwork expense was incurred in December, 2010 but paid in January, 2011 and an additional \$17,500 will be spent on roadwork in Q1 2011, delayed from 2010 due to the weather conditions. The total of these three categories is \$56,778, close to the 2010 Budget of \$57,440. The Board recommended a 2010 Total Budget that would bring cash at the end of 2009 of \$67,254 down to \$50,000 at the end of 2010.

(Cash of \$50,000 was judged to be enough for emergencies). Cash at the end of 2010, however, was \$103,782. Again, this was inflated by the roadwork weather delays that pushed some work and payments into 2011. John Roberts, a member of the Collection Committee and Secretary, presented the 2010 "Dues" (Assessments) Collection Report. The report shows the following percents of dues collected for the year, as of 12/31/10: 2011 = 42%, 2010 = 77%, 2009 = 90% and 2008 = 93%. Total dues collected in 2010 for all years were \$61,926. He explained that the Board authorized the Collection Committee to place liens on all late dues when \$400 or more is owed late on a property (termed "Lien Eligible"). Per the new By-laws, payment is due January 1 of each year. If unpaid by 3/31 the payment is considered late and a late fee of \$50 is charged for each unpaid assessment. When a lien is placed, the amount liened includes the dues + late fees + lien costs. Of the total late dues (for all years) of \$73,124, \$38,374 is "Lien Eligible" and 87% of this amount currently has liens placed (27 properties) and the remaining 13% consists of "liens in process" (4 properties) and "sending Final Notice" (2 properties). If unpaid by 3/31/11, 27 additional properties will become "Lien Eligible". Now, the dues situation is truly "pay me now or pay me later", and there is "no free lunch".

- c) Architectural Review Committee – Gayle Moore, Chairperson, reported that two home additions were reviewed and approved: 45 S. Slob and 41A S. Slob. She encouraged members to submit plans as early as possible and to work closely with the Committee during the review process.
- d) Legal Committee - Steve Larchuk, Chairperson, was unable to attend the meeting due to a family medical emergency in PA. Evlyn Carlin read his report:

2010 Legal Committee Report

Members of Legal Committee for 2010: Steve Larchuk (Board Member & Committee Chairperson), John Roberts (Board Member & Secretary), Rob Bidelspacher (Association Member & Past President), Doug Brady (Association Member), Bob Carlin (Association Member), Bill Sterling (Association Member & immediate past Chairperson of Legal Committee).

Many thanks to all of the members of the Legal Committee for their service to the community.

Function: The Legal Committee is a standing Committee of the Association with the responsibility for reviewing matters referred by the Board and providing recommendations. The Committee does not provide legal advice to the Board or Association Members, but does liaison with outside legal counsel for GAPOA.

2010 Major Matters of Interest:

1. *Review of By-law Amendment adopted at 2010 Annual Meeting allowing Board Member proxies in times of emergency.*

Issue: Questions were raised at the last Annual Meeting regarding whether there might be a better approach to assuring a fully functioning Board in times of emergency. Under the terms of the amendment Board members can provide proxies to other Board Members.

Action: This issue was considered at several Committee and Board meetings. The conclusion was to not recommend any further change but to agree that the Committee and the Board would interpret this provision as being operative only after an emergency has occurred and only for the duration of the emergency.
2. *"One Lot One Vote?" - Question*

Issue: A question was presented to the Board and referred to the Committee regarding the question of whether the Association By-laws that grant a vote for every assessment paying lot, thus allowing multiple lot owners to have multiple votes, is valid under the law of the USVI?

Action: This question was referred to the GAPOA legal counsel who provided a written opinion that the By-laws are valid.
3. *Covenant & Restrictions ("C & Rs") Questions*

Issue: The By-laws are unclear regarding the role of the Association with respect to enforcing the C & Rs. Over the past several years the Board has denied requests for waivers which has raised questions about the proper role of the Association and the circumstances under which waivers will

be granted. A related issue is whether the Board or a president has the power to grant a waiver in any event.

Action: After much debate the Board voted to present a resolution to the Association Membership at the 2011 Annual Meeting which was intended to do the following:

- (a) Preserve the right of any individual property owner to enforce the C & Rs against a neighboring property;*
- (b) Affirm that the Association would take no enforcement action regarding existing violations except where there is an encroachment on a roadway owned and maintained by the Association;*
- (c) Affirm that the Association would take action with regard to violations of the C & Rs where the violation first occurs on or after January 1, 2011;*
- (d) Set forth a procedure and criteria for consideration of waivers of the C & Rs on a fair and uniform basis.*

The Board further requested that the proposed Resolution be reviewed by outside counsel for comment. This was done and counsel responded with the recommendation that the proposed Resolution be substantially revised before voting. This recommendation was received after the proposed Resolution was circulated to the membership. It is therefore the recommendation of the Legal Committee Chair that the matter be withdrawn from consideration at the 2011 Annual Meeting.

Respectfully submitted, Steve Larchuk

Evlyn Carlin said the Board agreed that the C & Rs question should be withdrawn from consideration at this meeting.

- d) Beach Committee – Stuart Taylor, Chairperson, advised that the Committee typically organizes two volunteer beach clean-ups each year. The last clean-up occurred in September, 2010 and was attended by over a dozen good-spirited, community minded members. He encouraged all to participate and to contact him to be put on the notification list.
- e) Nominating Committee – John Roberts, Chairperson, said the Committee's main purpose is to recruit Directors to serve on the Board. The proposed 2011 slate is again composed of 11 members, the maximum number allowed in the By-laws. Three 2010 Directors are leaving the Board as reported in Section 3) above. New Directors on the proposed 2011 slate are: Yvonne Toussaint, Roger Rothwell and Barry Edwards. Roberts mentioned a recurring concern: Finding members who are willing to serve on the Board and/or one of the Association committees. There are typically 5 Board meetings per year, usually about 2 hours each. If a member can attend 3 of the 5 Board meetings he asked that they please consider serving on the Board in 2012. There are 7 Committees and the By-laws require that the Chairperson of each Committee be a Director. He said these chair people need members' help, and asked that members consider volunteering for a Committee this year.
- f) Communications Committee – Jim Pedrick, Chairperson, said members of this new 2010 Committee are Clayton Kohl, Colette Diegel, Isabel Brady and Rosaria Ambrosi. 2010 goals were: i) Evaluate the old web site and make recommended changes that would improve ease of access and navigation, lower annual domain cost, simplify site to pertinent content that members will use and keep site information current, and ii) Compile current email and other contact information on all members. Action taken: A new web site was rolled out 4/1/10 and the old web site membership was cancelled. Clayton Kohl designed and updated content on the new site. It has a low monthly cost and is easy to access, navigate, manage and update....www.gapoa.com. Features of the new site include ability for members to update their contact information, sign up to volunteer for Committees, contact Officers and Directors, pay annual assessments and access important information about GAPOA. Pending possible additions to the web site include; post projects that are under review by the Architectural Review Committee, expand news/events section and introduce a Meet The Neighbor section. The plan for 2011, in addition to working on the website, includes updating membership contact information (email & phone) to lower the cost of communicating with the membership.

Pedrick said the Committee welcomes member feedback and suggestions to improve the website. He encouraged members to go to the site and update their contact info or provide it to one of the Board members. He stressed that contact info will not be posted on the website and will be used only for contacting members.

6. Old Business - None

7. Election of 2011 Officers & Directors – Evlyn introduced the proposed 2011 slate of Officers & Directors. Rob Bidelspacher moved to allow a voice vote for the election. Second Barbara McLaren. Motion carried unanimously. The 2011 slate of Officers and Directors was approved unanimously.

8. New Business

a) Annual Dinner – Evlyn Carlin said that attendance at the Annual Dinner following the Annual Meeting dropped sharply from 37 in January, 2010 to around 15 today. She asked for a discussion on how to improve attendance. Ideas ranged from a sit-down (non-buffet) dinner to a cocktails only event in a member's home. Sweeny Toussaint moved that the event be cocktails only, with decisions as to whether to have hors d'oeuvres and the location left up to the Board. Second Kim Sanford. Motion carried unanimously.

b) Rob Bidelspacher said The Nature Conservancy is progressing very well in providing a new route to Jacks/Isaac's Bay, relieving the use of the South Grapetree access. He suggested GAPOA make a donation to TNC showing its support. As an alternative, Bob Carlin suggested that GAPOA offer volunteers to TNC to help with the project. Evlyn Carlin said these ideas would be considered by the Board.

c) Rob Bidelspacher thanked Evlyn Carlin for her two years of service as GAPOA President, commenting that she has "elevated GAPOA operations to a new level".

Meeting adjourned at 5:30 PM.

Respectfully submitted,
John Roberts, Secretary