

**Brooke Farm HOA  
Annual Meeting Minutes  
October 12, 2016**

- Meeting Called to Order at 7:00 pm by Kim Stowell. Board Members present: Kim Stowell (President), Thorman Jerry (Vice President), and Jennifer Tobin (Secretary). Andrea Talavera from Jeffrey Charles Management also present.
- Proof of Notice – verified to be in compliance with By-laws
- Quorum is established: 6 proxies, 12 total homes represented.
- Review of 2015 Annual Meeting Minutes – Two adjustments made to contract descriptions for Premium and to Election of Directors wording. Kim motions to accept minutes with changes, Tom Calhoun seconds. All concur, motion carries.

**Board of Directors Report**

- One of the main goals of the Board over the past year has been to reduce the costs incurred by the association from the professional services hired with the intent to help reduced assessments. The Board was able to reduce assessment fees from \$212.50 to \$175 which was made possible by the following:
  - Change in management – The Board agrees that Jeffrey Charles has been a good fit for the association and will be renewing the contract with the company to continue service.
  - New Website – Due to the change in management and in to help reduce costs, the Board is developing a new webpage that will be self-managed. Website will include a log-in for homeowners/residents that will provide a calendar of events, access to pertinent documents, community announcements, etc. (New website will be available soon at [www.brookefarmhoa.org](http://www.brookefarmhoa.org))
  - Legal has helped to reduce delinquency rates and lower past due account balances
  - Changed services to Poop911 and Premium – The Board does agree that while most new service companies have provided the level of service expected, there have been issues regarding the grounds maintenance contract service level. The Board and management have been in contact with the Premium account

manager to resolve these issues and will continue to monitor the situation. If require, the Board will research new companies.

➤ Community Events

- BBQ had to be postponed due to weather. The Board will review dates for rescheduling in the spring.
- Yard sale was an overall success. At least 10 homes participated. The Board provided signs and advertising for a minimal cost (less than \$10) to help draw people to the neighborhood. Will plan to schedule another yard sale date next year.

➤ Community Improvements

- A new sign was purchased to help provide notice of community events, meetings, etc
- Solar lights have been installed at the front entrance stones. Management is in communication with Capitol Sun to correct some issues with the lights regarding timing and the right side not coming on
- The front entrance stones have been power washed.

➤ The Board will look further into finding the results of the speed study that was conducted and the requested signage on Summit School Rd. in an effort to reduce speeding in the neighborhood. The Board had previously been working with Supervisor May's office but the points of contact transferred to new positions and it seems our requests fell through the cracks.

➤ Retention Pond – The Board will be requesting proposals to clean up the area around the retention pond on Brooke Farm Ct. Maintenance that needs to be completed every few years to reduce overgrowth on fence and within the fence.

### **Financial, Operations & Miscellaneous**

➤ Budget Review & Questions – Members present reviewed the budget and discusses any questions or concerns pertaining to it

- Tree Removal Allocation – as the Board has been informed that the trees in question to be removed are not on HOA property, the budgeted amount will be reallocated where it can be best used (potentially common lot improvement)
- Bad Debt Totals – while the association is still carrying some bad debt, it has been consistently decreasing yearly with the aid of the legal team on retainer.

- Trash Service – the trash service cost has increased, it is written into the contract that the cost will increase a specific percent each year
- Reserve Account Allocation – the Board does not set the reserve account level, a reserve study is completed every 5 years and determines the amount that is necessary to allocate to the account, the Board cannot reduce this number or re-distribute monies in this account to homeowners
- Snow Removal – question was posed about adding snow removal for the community, specifically pipe stems. Andrea pointed out that this is difficult to budget as it is done on retainer and as the streets are public, they are serviced by VDoT. Additionally, if streets were damaged by a private contractor, the HOA would be held liable for repairs. Including plowing for pipe stems only would also present significant challenges such as would residents not on pipe stems be required to pay; how could it be implemented fairly; etc

### **Election of Directors**

- Pursuant to Article IV, Section 1 of the Bylaws, discussion was held regarding how many Board Members would best suit the community at this time. While additional Board members would help ease the burden of current the current Board, it is the opinion of some that additional members may not join the Board for the right reasons and maintaining an odd does assist with preventing vote ties. As there has been little interest shown and the current Board members feel that current operating procedures run relatively smoothly, Kim motions to keep the number of Board Members at 3, Jen seconds. All concur, motion carries. The number of Directors may be reevaluated at the next annual meeting.
- Tom Calhoun motioned that an uncontested nomination be automatically elected to the position. Prior to receiving a second, Andrea informed the members that Governing Documents would prevent this action as a majority vote is stipulated and required. Motion rescinded.
- Statement for Candidates
  - Thorman Jerry's Board term is complete and he is nominated to retain this position.
  - Mr. Ben Black nominated himself to run for the open Board of Directors position. Due to the fact that Mr. Black is not a homeowner, the Board contacted the HOA's attorneys to determine if he was an eligible candidate. Legal provided the

answer that he would not be an eligible director and he may only vote using a power of attorney on his mother's (the legal homeowner) behalf.

- Under these circumstances, Thorman Jerry will run uncontested in the position for this election. All votes counted, Thorman Jerry is re-elected to the Board of Brooke Farm HOA for a 3 year term and will also continue to serve the officer duty of Vice President. (\*see end for addendum to election proceedings)

## Open Forum

- Discussion pertaining to the level of service provided by the new ground maintenance company, Premium. The Board is aware that there have been a number of issues with the service since beginning the contract; specifically large areas are not being mowed and the common lot being excessively weedy. Tom Calhoun pointed out that the lowest cost of service is not always the best option. The Board verified that the level of service contracted is equal to that of the previous company's contract. The Board and management are working to resolve issues immediately and are considering requesting proposals from other companies if unresolved in a satisfactory manner.
- The question was raised about an excessive number of people residing in single family houses. Carm Calhoun asked if we could ask legal if it is possible to dictate occupancy levels in the governing documents. Andrea added that while it may be possible, a 75% majority vote of all homeowners is required to amend the governing documents. The best possible solution to combat over-crowding is to contact the county and file a complaint.
- Discussion regarding how to get more community members active in events. The Board has found it difficult to get community members to engage and participate in events. Suggestions for community get-togethers and events are always welcome and participation in planning is encouraged. The Board hopes that by offering a mix of events throughout the year and making them annual, more people will begin to participate. A homeowner present suggested a holiday party could be a good idea to get neighbors together. The Board agreed that this could be a possibility and will research options to put something together prior to the holidays.
- Concern was raised that residents/homeowners may not respond to mail that has a Jeffrey Charles return address label. The Board agreed that this may cause confusion and authorized Andrea to create a Brooke Farm HOA return label for use in mailings.

- The question was raised about the possibility of building some form of amenities on the common lot. The Board believes that as informed by the prior management company, there are too many restrictions and easements on the lot to allow for any useful community additions. Andrea has agreed to review the documents from the previous property manager and research further what the HOA may be able to do with this lot.

Kim motions meeting adjournment, Thorman seconds. The general annual meeting adjourned at 8:49 pm. The Board entered into executive session at 8:50 pm. The executive meeting closed at 8:55 pm.

#### **\*Addendum to Board of Directors Election Proceedings**

- Following the election proceeding on October 12<sup>th</sup>, for which Mr. Black did not appear, he contested the determination provided by the Association's legal team that he was ineligible to run for a Board of Director's vacancy. Upon further review of the By-Laws and Governing Documents with the lawyers, it was determined that Mr. Black (or anyone affiliated or not with the community) is able to run for and hold a director's seat. However, only homeowners (or someone acting as their agent via power of attorney) are eligible to vote for a candidate in the election.
- Due to this new information and to prevent threatened legal action, legal counsel advised that it would be mandatory to re-hold the election for the vacant director's seat. Notice was sent to Association members requesting return of proxies and notifying of the meeting date of November 9, 2016 at 6:45pm. (\*see below for official meeting minutes)
- The oversight and negligence in legal counsel's first advisement that Mr. Black was not an eligible candidate caused the association to incur additional expenses not only for legal fees but also those required to notify members and hold the meeting. As such, the Board requested legal fees be waived that were incurred due to the error.

**Brooke Farm HOA  
Re-Election Meeting Minutes  
November 9, 2016**

- Meeting Called to Order at 7:03 pm by Kim Stowell. Board Members present: Kim Stowell (President), Thorman Jerry (Vice President), and Jennifer Tobin (Secretary). Andrea Talavera from Jeffrey Charles Management also present.
- Proof of Notice – verified to be in compliance with By-laws
- Quorum is established: 7 proxies, 10 total homes represented.

**Purpose of Meeting** - Due to a controversy between the Brooke Farm Homeowners Association Articles of Incorporation, Declarations and By-Laws, the Board of Directors was informed that an individual was not able to be considered as candidate to the 2016 Annual meeting held on October 12, because the individual did not meet the basic requirements or qualifications to run for the Board of Directors.

Further review of the Association Governing Documents, it was noted that the individual did meet the qualifications to be considered to run for the Board of Directors at the 2016 Annual Meeting.

Therefore, it is necessary to redo the election portion of the Annual Meeting to allow the individual who was left off the ballot to run for the Board of Directors.

Amendment of the governing documents to disallow non-property owners from serving on the Board of Directors would require a 75% majority vote.

**Election of Directors**

- Statement for Candidates
  - Thorman Jerry's Board term is complete and he is nominated to retain this position.
  - Mr. Ben Black nominated himself to run for the open Board of Directors position. He did not bother to attend the meeting or cast a vote for himself (acting via power of attorney on his mother's behalf).
- All votes counted, Thorman Jerry is re-elected unanimously to the Board of Brooke Farm HOA for a 3 year term and will also continue to serve the officer duty of Vice President.

Re-election meeting closed at 7:11pm.