

**Mariner Hills Property Association, Inc.
Board of Directors -- Minutes from 2009-09-19**

Directors Present: N. Bakko, A. Dietenberger, W. Miller, L. Schauer, M. Schultz, R. Seyfried
Directors Absent: [E. Graff – resigned]
Members Present: J. Hansen, J. Kirkpatrick, F. O'Brien
Other Guests: Atty. James Duquette from Seymour, Kremer, Kock & Lochoqicz, LLP.
(present at request of several directors)

Proceedings:

1. Due to absence/resignation of President E. Graff, the regular MHPOA Board Meeting for September was called to order by Vice President M. Schultz at 10:00 AM on Saturday, September 19, 2009, at the home of A. Dietenberger.
2. Motion was made by W. Miller to “Suspend the normal order of business, acknowledge the resignation of E. Graff as President and as Director, and deal with appointing a replacement director and electing a new President.” Motion was seconded by L. Schauer, all were agreed.

Special Proceedings – Appointment of a New Director & Election of a new President:

1. On Sept. 15th, 2009, President Eric Graff tendered his resignation via email. Upon consultation with the our Association attorneys, it was accepted as valid. Due to the uncertainty of the process and legal requirements, Presence of Atty. Duquette was requested to provide formal legal counsel to the Board, and directly answer legal questions or concerns.
2. Motion was made by L. Schauer to “Nominate Frank O'Brien to join the board and fill the unexpired director's term left vacant by the resignation of E. Graff.” Motion was seconded by N. Bakko; all were agreed.
3. Motion was made by L. Schauer to “Proceed with electing a new President from the board, and to open the floor to nominations.” Motion was seconded by N. Bakko, all were agreed.
4. VP Schultz opened the floor to nominations for the office of President:
 1. Nomination of Frank O'Brien was made by L. Schauer, seconded by N. Bakko.
 2. Nomination of of Mary Schultz was made by M. Schultz, seconded by R. Seyfried.
 3. R. Seyfried moved to “Close the nominations and vote by ballot.” Seconded by W. Miller, all agreed.
 4. Results of ballot: 7 votes total, 6 votes for Frank O'Brien, 1 vote for Mary Schultz.
5. Newly elected President O'Brien assumed Chair, and requested that the board elect/affirm the other officers in order to have a team that could work well together; he would entertain any motions to that effect.
6. L. Schauer moved that the board “Hold a new election for the office of Vice President.” Motion was seconded by N. Bakko, voice vote was taken, but results were uncertain. Secretary performed roll-call vote, those answering “aye” were L. Schauer, W. Miller, N. Bakko, A. Dietenberger; those answering “nay” were M. Schultz, and R. Seyfried. Motion was adopted.
7. President opened the floor to nominations for the office of Vice President:
 1. Nomination of Andy Dietenberger by L. Schauer, second by N. Bakko.
 2. Nomination of Mary Schultz by R. Seyfried, second by M. Schultz.
 3. There being no further nominations, the President closed the nominations and called for a vote by ballot.
 4. Results of ballot: 7 votes total, 5 votes for Andy Dietenberger; 2 votes for Mary Schultz.
 5. A. Dietenberger welcomed as new Vice President.
8. Motion was made to hold elections for Secretary and Treasurer positions, but failed for lack of a second. President stated he would accept this as an affirmation of the current Secretary and Treasurer.
9. Attorney Duquette was thanked for his presence and the legal counsel he had provided.
10. W. Miller moved “For a short recess to allow the new President to become familiar with recent minutes, unfinished business, and determine a quick agenda for the remainder of the meeting.” L. Schauer seconded, and President recessed the meeting at 10:35 AM, stating that we should reconvene in 10-15 minutes.

Reconvened – Normal Order of Business:

1. President F. O'Brien reconvened the meeting directly at 10:50 AM, and called the meeting to order, opening by making the following statement for the record:

“That the board expresses heartfelt appreciation to Mr. Eric Graff for his many years of service as a director and officer of the Mariner Hills Property Owners Association.”
2. President welcomed as a guest, general MHPOA member Joe Kirkpatrick who addressed the board with several concerns, and noted he would be interested and willing to volunteer for a Safety committee or similar group.
3. Minutes from the July 18, 2009 Regular Board Meeting were read and approved as corrected.
4. Treasurer's Report as of September 18 was presented and accepted.
5. Pool Manager W. Miller gave a brief report regarding the recent DHS inspection, pool close & reopen.

Unfinished Business:

1. **MHPOA History Document & Welcome Letter concepts:** General ideas behind these were discussed. The “History” document is to give “new” members some idea of how much of existing facilities and amenities were completed by the association (as opposed to how little by the “developer”). The “Welcome Packet” idea is so the first communication from MHPOA to new homeowner-members would not be the annual assessment bill. M. Schultz volunteered to write a draft “Welcome Letter” for consideration.
2. **Bylaws committee, Long Term Planning Committee, & Pool Committee:** Committees have not met since the July regular Board meeting, with no objections President suspended and postponed committees indefinitely.
3. **Legal Facilitator/Registered Agent:** President eliminated the facilitator position stating that we have used the Elkhorn law firm of Seymour, Kremer *et al* since the foundation of the association, and they have always served our minimal needs well and cost effectively. In addition, he directed the Secretary to make certain that our corporate records showed our “Registered Agent” as an attorney with Seymour, Kremer, Koch & Lochowicz.
4. **Locks & Keys:** President stated that traditionally, the officer serving as President held the “extra” set of master keys, and requested that whoever had obtained them from Mr. Graff drop them off to him after the meeting.

New Business

1. **Renovation Project:** F. Obrien presented the “renovation summary sheet” from previous 2001 projects to Board members for review, and for possible discussion at the next Board meeting.
2. **Pavilion/Picnic Shelter:** Based on the results of the 2008 Survey, a pavilion/picnic shelter concept warrants further discussion. N. Bakko offered to get estimates on building concepts, and to work with the W. Miller to obtain survey and plats information; F. Obrien will contact past concrete contractor to obtain preliminary bid for slab.
3. **Upcoming Regular Board Meetings:**
 - a) December 5th – at home of L. Schauer.
4. **Motion to Adjourn:** W. Miller moved to adjourn, all agreed, meeting adjourned at 11:55 AM.

Minutes submitted by Warren L Miller.

Signatures of acceptance and certification of above attached minutes:

Secretary

Date

President (or Vice President, or other Director)

Date