

WindermereOaksCitizensForFairness.Org

P.O. Box 813 - Spicewood, TX 78669

December 1, 2009

From: Citizens for Fairness

Fellow Windermere Property Owners:

As you may know, a majority of the Board of Directors of the Windermere Oaks Property Owners' Association opposes the proposed amendment to the Association Bylaws to be considered at the Special Meeting scheduled for Saturday, December 5, 2009 at 2:00 p.m. You may have already received a letter from the Board of Directors to this effect, together with a memorandum prepared by attorney Ken Wynne (a Windermere homeowner aligned with the Board) stating his opinion that the proposed Bylaw amendment and meeting are invalid.

We feel that the Board's letter misstated both our intentions and the effect the proposed Bylaw amendment, and are writing today to correct these misstatements. We do not seek, and the Bylaw amendment would not provide, that the Board would be prohibited from carrying out its responsibilities with respect to maintenance of common areas, enforcement of restrictive covenants, and the levy of assessments in connection therewith. Instead, we seek, and the Bylaw amendment would provide, a limit on the ability of the Board to collect and spend extraordinary sums (of our money) without first seeking member approval to do so.

Despite the assertions in the Board's letter and Ken Wynne's memorandum, we are confident that both the Bylaw amendment and Special Meeting are authorized under applicable provisions of the Association's governing documents and Texas law. Enclosed with this letter is a memorandum, prepared by Joshua D. Bernstein at the law firm of Armbrust & Brown, L.L.P., responding to the assertions set forth in Ken Wynne's memorandum. As you will see in Joshua's memorandum, the members of the Association are expressly authorized by statute to call the Special Meeting and to adopt at that meeting a Bylaw amendment requiring member approval for the Board to undertake the actions specified in therein. Approving the Bylaw amendment would not present a conflict with the provisions of the Association's governing documents or the community's restrictive covenants. Rather, it would simply be a valid exercise of the individual members' collective right to impose limitations on the Board's authority to act.

We ask that you disregard the Board's request that you not attend the Special Meeting. Our goal is simple: we seek to establish reasonable limits, consistent with applicable law, on the Board's ability to spend OUR money. Yet, now, and at each step in this process, the Board has attempted to thwart our efforts. Let's begin the process of restoring order and sense to our Association – please join us on Saturday.

Thank you for your continued support.

CITIZENS FOR FAIRNESS

PS: Read the enclosed minutes of the June 13th open Board meeting where we ask the Board to call a Special Meeting on September 26th, to address this and vote on it.

ARMBRUST & BROWN, L.L.P.

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To: Windermere Oaks Property Owners' Association
From: Joshua D. Bernstein
Re: Validity of Proposed Amendment to Bylaws and Authority of Members to Call Special Meeting to Approve Same
Date: December 1, 2009

Introduction

In a memorandum, dated November 24, 2009, to the Board of Directors (the "**Board**") of the Windermere Oaks Property Owners' Association (the "**Association**"), Kenneth R. Wynne asserted that the members of the Association (the "**Members**") did not have the authority to call a special meeting of the Members to be held on December 5, 2009 (the "**Special Meeting**") without the approval of an officer or the Board. Mr. Wynne also challenged the validity of the Notice of Special Meeting prepared and delivered to the Members in connection with the Special Meeting, and argued that the proposed amendment to the Bylaws of the Association (the "**Bylaws**") to be considered at the Special Meeting was invalid.

The purpose of this memorandum is to set forth my response to the allegations set forth in Mr. Wynne's memorandum.

Discussion

I. The Members Are Entitled by Statute to Call a Special Meeting

As a non-profit corporation, the Association was established under, and is currently governed by, the terms of the Act. Article 1396-2.10(A)(3) of the Act sets forth the statutory requirements with respect to persons entitled to call a special meeting of a non-profit corporation. It provides as follows:

"Special meetings of the members may be called by the president, the board of directors, by members having not less than one-tenth (1/10) of the votes entitled

to be cast at such meeting, or such other officers or persons as may be provided in the articles of incorporation or by-laws” (emphasis added).

While the Bylaws may contain additional provisions concerning governance of the Association, Article 1396-2.09(A) of the Act makes clear that the Bylaws may contain only “provisions for the regulation and management of the affairs of the corporation *not inconsistent with law* or the articles of incorporation” (emphasis added).

Article III, Section 2 of the Bylaws sets forth the requirements established thereunder with respect to persons entitled to call a special meeting. It provided as follows:

“Special meetings of the members may be called at any time by the President or Board of Directors, or upon written request of the members who are entitled to vote one-fourth of all of the votes.”

Mr. Wynne maintains that the foregoing language permits the Members only to request that the President or the Board call a special meeting, and does not allow the Members to call a special meeting on their own accord. This construction is not supported by the provisions of the Act. As noted above, the Act permits the Bylaws to include only those additional requirements concerning special meetings which are not inconsistent with the statutory requirements. No provision in the Bylaws may contravene the express authority of the Members under Article 1396-2.10(A)(3) of the Act to call a special meeting.

Article III, Section 2 of the Bylaws must be read in conjunction with the provisions of Article 1396-2.10(A)(3) of the Act, and cannot limit the authority of the Members established thereunder. To the extent that Mr. Wynne reads into Article III, Section 2 of the Bylaws a limitation on the statutory authority of the Members to call a special meeting, such limitation would be inconsistent with applicable law and void as per Article 1396-2.09(A) of the Act.

II. The Notice of Special Meeting is Valid

Mr. Wynne asserts in his memorandum that the language in the Notice of Special Meeting constitutes only a request for the Special Meeting, and not a notice thereof. In so doing, Mr. Wynne is confusing the petition signed by the Members authorizing the call of the Special Meeting with the Notice of the Special Meeting, and ignoring the clear and unambiguous language in the notice itself. The petition serves only as evidence that the requisite number of Members have approved the call of a Special Meeting and is not intended to serve as notice thereof. A separate Notice of Special Meeting was provided to each Member which sets forth the date, time and location of the Special Meeting. The Notice of Special Meeting plainly states that “the Special Meeting of the Members of Windermere Oaks will be held on the above date and time, limited to purpose indicated.”

Mr. Wynne also argues that the petition signed by the Members authorizing the Special Meeting fails to make clear that the proposed Bylaw amendment to be considered at the Special Meeting has not yet been approved. This argument is without merit. Each page of the petition clearly states its purpose, providing, "We the undersigned, in accordance with Article III, Section 2 of the Bylaws, request a Special Meeting on December 5, 2009, to Vote on the attached Amendment to the Bylaws." There would simply be no reason to call the Special Meeting or vote on the Bylaw amendment if it had been previously approved.

Given the foregoing, there is simply no credible argument that the Notice of Special Meeting fails to make clear that the Special Meeting has been called by the Members to vote upon the proposed Bylaw amendment.

III. *The Quorum Requirement Set Forth in Article III, Section 4 of the Bylaws Apply to the Special Meeting*

Article III, Section 4 of the Bylaws sets forth the quorum requirements applicable to both annual and special meetings of the Members. It provides, in pertinent part, as follows:

"The presence at the meeting of the members entitled to cast, or of proxies entitled to cast, one-tenth of the votes of each class of membership shall constitute a quorum for any action, *except as otherwise provided in the Articles of Incorporation, Restrictions or these By-Laws*" (emphasis added).

The meaning of the emphasized language above is clear and easy to discern: members representing at least one-tenth of the votes in the Association represent a quorum at any meeting of the Association, unless there is a provision in the Articles of Incorporation, Bylaws, or the Declaration of Restrictive Covenants affecting Windermere Oaks (the "Declaration") which provides otherwise. Mr. Wynne cites no provision in the Articles of Incorporation, Bylaws, or Declaration which would impose stricter quorum requirements for a meeting of the Members to consider the proposed Bylaw amendment. Instead, his argument appears to be that, because the proposed Bylaw amendment affects the levy of assessments (which are addressed in the Association's other governing documents), the quorum requirements set forth in Article, Section 4 of the Bylaws do not apply to the Special Meeting at which the Bylaw amendment will be considered. This interpretation is simply not supported by the plain language of the Bylaws. Because there is no provision of the Articles of Incorporation, Bylaws, or Declaration which would impose stricter quorum requirements for a meeting of the Members to consider the proposed Bylaw amendment, the quorum requirements set forth in Article III, Section 4 of the Bylaws apply to the Special Meeting.

IV. *The Members Are Entitled by Statute to Limit the Authority of the Board and the Proposed Bylaw Amendment Does Not Conflict With the Declaration, the Articles of Incorporation or the Bylaws*

Pursuant to Article 1396-2.14 of the Act, the Members have express authority to “limit the authority of the board of directors to whatever extent as may be set forth in the articles of incorporation or by-laws.” Indeed, such is the purpose of the Bylaws – to set forth the governing procedures of the Association. Nonetheless, Mr. Wynne appears to miss the distinction between a procedural limitation on the powers of the Board to carry out its duties and an alleged attempt to contravene the provisions of the Articles of Incorporation and the Declaration.

Mr. Wynne argues in his memorandum that, by adding to the Bylaws a provision which would require Member approval prior to the Board’s undertaking an expenditure or levying and collecting an assessment, the Bylaw amendment would allow the Members to make expenditures and levy assessments on behalf of the Association, and thus conflict with other provisions in the Declaration, the Articles of Incorporation and the Bylaws vesting in the Board the exclusive authority to levy and collect assessments. Mr. Wynne’s line of reasoning appears to be as follows: since the Declaration, the Articles of Incorporation and the Bylaws vest in the Board the exclusive authority to levy and collect assessments on behalf of the Association, and the Articles of Incorporation and the Declaration control to the extent inconsistent with the Bylaws, the Members are prohibited from amending the Bylaws in any manner which impacts the procedures by which the Board may levy and collect assessments.

Mr. Wynne’s argument fails because it rests on the mistaken assumption that *any* Bylaw provision which affects the manner in which the Board may levy and collect assessments the provisions of the Bylaw amendment would conflict with provisions in the Declaration. This is simply not the case. Nothing in the Bylaw amendment would disturb the exclusive authority of the Board to levy and collect assessments, nor transfer from the Board to the Members the rights vested in the Board to do so as set forth in the Declaration and the Articles of Incorporation. The Board would remain, at all times, the sole and exclusive party entitled to levy and collect assessments in accordance with its authority established under the Articles of Incorporation and Declaration. The Bylaw amendment would simply constitute a statutorily authorized procedural limitation on the Board’s authority to act.

V. It is Not Necessary to Amend the Declaration to Require Member Approval for the Board to Undertake Specified Expenditures and Assessments

As an apparent corollary to the arguments advanced by Mr. Wynne and discussed in Paragraph IV above, Mr. Wynne argues that the Board cannot be required to seek member approval for any expenditure or assessment without an amendment to the Declaration. Mr. Wynne appears to assert that imposing such a requirement is tantamount to a modification of the provisions of the Declaration vesting in the Board the exclusive authority to levy and collect assessments.

This argument fails for the same reasons stated above – nothing in the proposed Bylaw amendment would affect the authority of the Board to levy and collect assessments, and there is no provision in the Declaration which would otherwise prohibit the Members from imposing on the Board such procedural limitations as the Members may see fit in accordance with their statutory authority. Since the Members do not seek to affect the authority of the Board to levy and collect assessments as provided in the Declaration, no amendment to the Declaration is necessary.

**Windermere Oaks Property Owners Association (WOPOA)
Open Board of Directors Meeting
Agenda and Minutes**

**Day/Date: Saturday, June 13, 2009
Time: 9:30AM
Place: Windermere Oaks Pavilion**

Attendees

WOPOA Board Members

**Bill Leech, President
Todd Warwick, Vice President
Nicole Gelinac, Treasurer
Tom Hannafin, Secretary
Jerry Kramer, Grounds Chairman
Patricia Flunker, Communications and Social Chairperson**

Capstone Real Estate Services

Kelkeo Orsak, District Manager

Agenda

- I. Call to Order
- II. Open WOPOA Member Forum – Each member has up to 3 minutes to address the Board Members and/or other WOPOA members. WOPOA members must sign up to speak before the meeting is called to Order.
- III. Minutes from WOPOA Board Meeting of March 7, 2009 – Tom Hannafin
- IV. Financial Review – Financials by Capstone Real Estate Services – K. Orsak
- V. Discussion and Review -
 - Pavilion Roof – Jerry Kramer
 - Road Paving – Jerry Kramer
 - Pools – Jerry Kramer
 - Website – Patricia Flunker
 - Social Activities – Patricia Flunker
 - Windermere Whistler – Patricia Flunker
 - Boat Ramp – Todd Warwick
 - Architectural Control Committee (ACC) – Todd Warwick
 - Tom Young property – Bill Leech
 - Nominating Committee – Bill Leech
- VI. Action Items – Schneider – Restrictive Covenant Violation letter – Bill Leech
- VII. Other Business –
- VIII. Adjournment of Meeting

Meeting Minutes

- I. Call to Order: Mr. Leech called the meeting to order at 9:32AM. He welcomed and thanked all for their interest in participating at the open meeting.
- II. Open Member Forum: a total of thirteen (13) WOPOA members signed up to speak and are as follows:
 - Kerry Spradley – Kerry advised that no Water Board meeting was scheduled but wanted to inform, those in attendance, of the condition and status of water for the

community. He noted, that the April water bill noted the drought, which as of last week's lake level, at or below 650 feet, reached 2nd stage trigger, that is a severe/extreme condition. Although conservation (judicious use of watering lawns (between the times of 12AM to 6AM), washing cars/boats, etc.) of this precious resource is urged, the "2nd stage trigger" is at this time voluntary. He further noted that although the LCRA thinks that 630 feet is the minimum to produce water, the Windermere Water Company believes they can produce water at 627 feet.

- **Doug Strain** – As a homeowner member of the WOPOA, Mr. Strain began by advising the attendees that he and his wife Pat have lived at 722 Coventry Road since July 2001. He read from a prepared statement (below in italics) and requested that his remarks be included in the Open Board Meeting Minutes.

"We are very appreciative of the volunteer time and efforts extended on a daily basis by both the WOPOA Board of Directors and the Windermere Oaks Architectural Control Committee members. It has been exciting to watch the new members, of the Board and ACC for 2009, work with the carry-over members from last year to bring more transparency, balance and common sense guidelines to the decisions made by these leaders of our community. Each of you has performed very well under very difficult conditions.

Today, we are appealing to the WOPOA Board of Directors to please reconsider the previous Board's actions regarding the request by the WO Citizens for Fairness Committee at our annual meeting last February. The request was to have an open public meeting of eligible members and let the membership vote on the two amendments submitted regarding a limit on future Board expenditures as well as any "special assessments" needed in the future operations of the WOPOA. The two amendments are self-explanatory and both should have the opportunity to be voted upon by the WOPOA membership.

Also, we urge the WOPOA Board to take a leadership role in combating the dreaded Oak Wilt disease that is spreading within Windermere Oaks. We need vigilance and pro-active planning from the WOPOA Board acting in mutual concert with all property owners to control this problem. The oak wilt situation can be a detriment to the future value of our properties if not corrected.

Thank you and please include my remarks as part of the Minutes for this meeting".

- **Alan Mincho** – Mr. Mincho provided each Board member a copy of a letter from the Windermere Oaks Citizens for Fairness, which is stated below, in italics, as follows:

"As you are likely aware, our attempt to amend our community's By-Laws at the 2009 Annual Meeting was ruled out of order by the outgoing board president despite the overwhelming support of those present at the meeting who sought a vote on these proposals and despite clear wording of our current by-laws, which states in Article XIII that 'These By-Laws may be amended, at a regular or special meeting of the members, by a vote of a majority of a quorum of members present in person or by proxy'.

That meeting, and the conduct displayed by the then board president, demonstrates again why it is so important that the two amendments proposed at that time be added to our current By-Laws. These amendments, which are printed below, allow our community as a whole rather than our six-member board to determine the future course our community should take. It places an all important check on the currently unlimited power of the board to raise dues, approve 'special assessments' without limit, and spend unlimited amounts of money without any vote by the community at large, and brings our By-Laws into agreement with the By-laws of most other Property Owners Associations we surveyed, including those of our neighbors at Ridge Harbor and Barton Creek Lakeside.

The proposed amendments read as follows:

Amendment Number 1: *'Any purchase or expenditure of more than \$15,000 must be approved by a majority of a quorum of members present in person or by proxy at the annual meeting or at a special meeting called for that purpose'.*

*this was not a petition
this was a simple "Request"
for Special Meeting
to be called by the Board
to address this...*

Amendment Number 2: 'Any proposed 'special assessment' of any amount or any dues increase of more than twenty (20) per cent from dues of the previous year must be approved by a majority of a quorum of members present in person or by proxy at either the annual meeting or at a special meeting called for that purpose'.

We believe it is time for property owners to protect themselves from a board which even now is considering a project with a cost that may reach many tens of thousands of dollars. We are facing the prospect of a huge expenditure or 'special assessment' which the board can, under the current bylaws, approve without any vote by the property owners. If you agree that something must be done to regain community control over the major financial decisions that will affect every Windermere Oaks Property owner for years to come, we urge you to join our cause. Sign the letter below, and let the Board know where you stand. Attend the board's next meeting on June 13th 9:30AM and let your voice be heard in urging the board to call a special meeting to allow property owners to vote on the two amendments above.

We who have signed this letter would be happy to answer any questions you might have about the issues discussed here. Kindly contact any of the signers and we would be happy to discuss these proposed By-Law changes and the need to establish minimal checks and balances to preserve our community's financial future."

Sincerely,

Windermere Oaks Citizens for Fairness (see names / signatures below)

Signatures and (if indicated) the number of voting lots: D. Martin (3); Mark Kiedrowski (3); D. Dial (1); Norman Morse (1); Earl Chancellor (1); Carol Foy (3); Glenn Chiappe (1); Robin Schwank (1); Gary Martin (3); James Murdoch (3); W.L. Doffing (1); Liz Jacobs(1); Terry Wiggans (1); Don Vogelsang (4); M. Madden (1); Barry Stein (1); Paul Morris (2); Ed Parsons (3); Dorothy Taylor (1); Deborah Hancock (?); P. Mulligan (?); N. Gelinas(?); A. Mincho (?); D. Ingham (?); C.Y. Ingham (?); Jerry Ingham (?); Doug Strain (?); Robert Mebane (?); Robert Wood (?).

In closing, Mr. Mincho requested that the Board call for a 'Special Meeting' to coincide with and follow the next regular scheduled "open meeting" which is scheduled to be held on Saturday, September 26th. He further requested that notice and purpose of a special meeting be in accordance with stated requirements of Windermere By-Laws.

- M. Zimmerman – asked status of Windermere boat ramp. Mr. Leech advised that this item is on the agenda and would be discussed.
- M. Madden – stated his support of the Windermere 'Citizens for Fairness' proposed amendments and urged the Board's consideration. He also asked, K. Orsak (Capstone) regarding access to Windermere financial records. Ms. Orsak advised that Capstone has electronic records back to 2005. For copies of any record(s) prior to 2005, a charge may be imposed. Mr. Madden was invited to make an appointment.
- S. Campbell – Extended appreciation and compliments to the Board and ACC for their volunteer service to the community. He commented that 'gate security' is 'not-all-its-cracked-up-to-be'. He noted some struggles with punching-in-the-code, but more so with being behind other vehicles (non-residents/ service providers, etc.) that struggle to access (and block ingress). He believes that most residents that are blocked behind other vehicles will simply hit their remote, allowing any in line to enter. Mr. Campbell suggested and urged that the Board perform a review of WOPOA ACC guidelines and deed restrictions. And if warranted or necessary propose additions and/or revisions to present to the community for consideration. He also noted that any ACC deed restriction violations should be fairly and equally enforced.
- D. Vogelsang – echoed Mr. Mincho's call for a vote on the proposed amendments.

the Board could
have called the
meeting w/o a
petition

- Jerry Ingham – echoed Mr. Mincho's call for a vote on the proposed amendments.
- D. Martin – in addition to supporting Mr. Mincho's call for a vote on proposed amendments, Ms. Martin suggested that an additional By-Law change be considered; that is to consider to either add an additional director (for a total of 7) or to reduce one director position (for a total of 5). Ms. Martin also suggested that a community 'Town-Hall' type meeting be held to encourage feedback and listen to resident suggestions and/or concerns.
- D. Flunker – advised that he has purchased the property previously owned by C. Minton
- C. Schwab – asked for an update/status of landscaping of the Windermere gate. Mr. Leech advised that this subject would be covered later on the meeting agenda. Carol also suggested that more 'speed-bumps' be considered.
- P. Mulligan – echoed support for the proposed amendments, with the caveat that he thought the dollar cap limit of \$15K was too restrictive. Pat also strongly urged that the Board be proactive and step-up-its-action(s) regarding the spread of oak wilt. He warned that if action is not taken, that in the future we will be known as Windermere (without the Oaks!!!!!!)
- Janey Richardson – inquired about the status of WOPOA lawsuits. Mr. Leech advised that this topic would be addressed later on the agenda. Janey also informed and encouraged participation in the Spicewood Lions Club 4th of July parade. The parade, scheduled to run from 9AM to 11AM, starts at CR#408 and continues to CR#404 and ends at the Spicewood Community Center for a picnic. She encouraged all to 'decorate-a-float/car/truck/boat, etc.' and join in the festivities. She also announced the Spicewood Arts Society (SAS) fall season opens on September 26th in the new venue at Spicewood Vineyards. Janey will provide information to P. Flunker for inclusion in the Windermere Whistler. In addition, Janey noted that the Spicewood Arts Society has selected a vendor to develop a website for SAS and will provide the name to the Windermere website task force for potential consideration.

- III. Minutes from WOPOA Board meeting of March 7, 2009. Mr. Leech asked that the Board review the March meeting minutes. After Board review and consideration, Mr. Hannafin made a motion to approve the minutes. The motion was seconded by N. Gelinis and the Board unanimously approved. Prior to Agenda item IV (Financial Review), for the benefit of new WOPOA members in attendance, Mr. Leech asked Board members to introduce themselves to all attending the meeting.
- IV. Financial Review – K. Orsak, of Capstone Real Estate Services, provided the Board with copies of the latest (3/26/09 to 4/25/09) Windermere POA Operating Results. For the benefit of the Board, as well as property owners in attendance, she reviewed and highlighted income revenue as well as operating expenses. The Board will review and if any questions seek clarification.
- V. Discussion and Review – Jerry Kramer, Grounds Chairman

- Grounds Report

- Pavilion Roof – Jerry advised the Board and WOPOA members that he has been working with our insurance carrier and adjuster to assess recent hail storm damage to the Pavilion roof. It was determined that the roof was significantly compromised and would require replacement. The calculated loss for replacement is \$11,518.52, less depreciation of \$3991.85 which leaves an actual cash value loss of \$7526.67. Our deductible is \$2500 which results in an insurance check of \$5026.67. Jerry has already received this check. Jerry also noted that he believes, we should also be able to recover the depreciation after completion of the reroof. That would make a total recovery of \$9018.52. Jerry has also solicited bids from a few contractors to replace the roof in kind (composite 30 years) as well as an alternate option of a metal roof. We are awaiting one or two more quotes before the Board considers and renders a decision.
- Road repairs – Jerry reports receiving two (20 bids for road maintenance repair. One from Bill Hines Asphalt Construction (\$24,192) and a proposal from Wheeler Coatings

Asphalt (\$17,860). Prior to selecting a vendor, the competing bids and companies will be diligently evaluated by the Board to determine the best course of action.

- Pool status – Jerry advised that an auto leveler for controlling pool water level has been installed. He has requested that the Board consider and take action to bury the water supply tubing (connected to the leveler) underground. This will eliminate potential mowing damage as well as any potential safety issue. A motion was made, by Mr. Kramer, to proceed with this project of burying the water supply tubing; the motion was seconded by N. Gelinas and unanimously approved by the Board. Jerry also reported that fecal matter was recently found in the Pavilion pool which required the pool to be closed and required a special additional cleaning by the company servicing Windermere pools. Mr. Kramer reminded all in attendance that the posted pool regulations do not permit any animals/pets inside the pool fence.
- Grounds – confirmed that lights have been installed on the gate, along with new posts and reflectors that have been installed along Exeter Road, to help at night time, identify the culverts. Jerry acknowledged and thanked Tony Riggins for his assistance. Jerry likewise thanked Richard Crow for getting a new USA flag for the WOPOA flagpole.
- Security Gate – a comment was made that it is obvious from tire tracks, trampled grass, etc. that there have been some unauthorized vehicles, without legitimate entry protocol, who to by-pass the security gate, have driven across the end of airport runway to get on Exeter and enter Windermere. Mr. Stark made a comment that alleged “that the previous Board assured WOPOA residents that the airport would install a security device (fencing, rocks, etc.) before the Windermere gate was complete. Although this allegation was not challenged in the meeting, it is not supported by records of minutes, nor is any inference that the WOPOA has any responsibility, financial or otherwise to fund any method to secure the airport.
- Pavilion Pool Emergency 911 box - It was noted that the emergency phone box at Pavilion Pool pump shed was knocked down. Jerry was informed by Verizon that they are not responsible. Jerry contacted K. Orsak (Capstone) to arrange repair.
- Grounds landscaping – Jerry commented that a year ago, we had talked about landscaping (flower bed(s)) at the in front of Pavilion area entrance of Exeter Road. He suggested that we consider the same as has been done in front of the Water Company on Coventry. At this point, we have an 'old proposal' from Lalo for about \$1100. This potential project will remain as an agenda item for Board discussion and consideration. Marta, considering the extreme drought conditions, expressed concern with watering.
- Social Committee Report – P. Flunker, Chairperson - Ms. Flunker reported no planned activity until the fall social.
- Windermere Whistler – P. Flunker, Chairperson – Ms. Flunker advised that she was working on the next edition and solicited input for suggested/recommended items of interest to be included in the Whistler from WOPOA residents .
- Communications Task Force (TF) – This TF is composed of P. Flunker, T. Warwick, M. Madden and E. Parsons. Mr. Warwick and Ms. Flunker described the TF's vision for establishing a Windermere Oaks website to be used as a timely communication tool for the benefit of Windermere residents. The initial scope of the website will be for 'one-way' outgoing information to the community. Mr. Warwick projected an approximate \$2000 cost to develop. Mr. K. Spradley has offered to host the Windermere web site.
- Boat Ramp – Todd Warwick, Task Force Chair. Todd, along with Bill Leech, has been graciously and ably assisted by C. Gelinas for this potential project. Mr. Warwick clearly stated 'that at this stage of the 'studies to extend the boat ramp down to 640 feet, as well as other alternate potential cost saving options are being explored'. Todd noted that engineering drawings were recently received and Mr. Gelinas is still in the process of conducting a detailed review before he provides recommendations for the

scope of work required to provide residents boat access to Lake Travis. Mr. Warwick also reported on Ridge Harbors 'low-water-level' boat access solution. It involves a 2nd ramp, installed on LCRA property, which provides access with a lake level of 642 feet. The reported cost to lease the LCRA land is \$500 per year. Todd also mentioned the possibility of an alternate, likely cost effective, solution (Windermere) that would be much the same as Ridge Harbor, in that it would involve LCRA land and a 2nd ramp. Mr. Warwick has made many attempts to contact the right person in pursuing this option. Mr. Warwick cautioned that until the study can be complete to determine either extension of the existing ramp or a 2nd ramp, and specifications with a bid document prepared, it is too early to project cost. At the behest of questions, Mr. Warwick did offer a 'Cadillac Guesstimate' on extension of the existing ramp of \$150,000. Finally, Mr. Warwick also noted that the task force was also exploring options on how to fund the project. Depending on the final plan selected and cost, potential options include the following: fund from WOPOA revenue; sale of a POA owned property to the airport; or an assessment of all property owners. Mr. Warwick indicated that it would be several more weeks before they will have a draft plan ready for Board review.



- Architectural Control Committee (ACC) Report – Mr. Warwick advised that there is no current ACC activity.
- Tom Young Property – Mr. Leech reported that the WOPOA has closed on the purchase of Mr. Young's property, at the end of Exeter Road. The size of the property purchased was a total of 1504 sq. ft. at \$0.95 per sq. foot. In addition, the WOPOA assumed closing costs of approximately \$400. This will now enable landscape design work at the security gate to go forward. Mr. Leech indicated we should have (a) proposed plan(s) within six weeks for Board consideration and action.
- Nominating Committee – Mr. Leech, the Chairman of the Nominating Committee informed the WOPOA that the committee will go thru the process of selecting candidates for open positions on 2010 ~ 2012 WOPOA Board. The committee, chaired by Mr. Leech is composed of Bill Doffing, Janey Richardson and Hubert Lohmand, conducted their first meeting on Monday, June 8th. Mr. Leech requested that any person interested in volunteering to serve contact any person on the committee.

VI. Action Items – Mr. Leech informed of the following items:

- (1) A Restrictive Covenant Violation has been sent to Mr. Schneider regarding violations by tenants of his rental property.
- (2) Specht lawsuit against the WOPOA. About six to eight weeks ago, to no avail, the Board tried to negotiate, with the homeowner, a mutually acceptable solution to remedy/correct deed restriction violations. Without resolution, the WOPOA Board, to protect the interest of all WOPOA members and abide by our approved By-Laws and Covenants, thru our legal counsel, Mr. A. Garrett of Hutto & Lucksinger has filed a counter claim to the Specht lawsuit. Hutto & Lucksinger, Mr. Alan Garrett, is cooperating with AIG, the WOPOA insurance carriers attorney Winstead PC, who will defend the WOPOA's position. At thi9s time both sides are in the discovery stage
- (3) Mr. Leech advised that Alan Garrett has advised and suggested that the WOPOA obtain a signed 'Owner's Release from Liability' on behalf of Capstone. As Duich does not carry 'Workman's Compensation', this release from liability form, to protect from Windermere Oaks from any potential liability claim(s), is to be presented to Duich, from our lawn mowing service provider, is to be presented to Duich for a required signature to be held on file at Capstone. Mr. Garrett further suggested that the WOPOA Board should review our insurance policy coverage with our insurance agent and make sure our current policy(s) adequately cover premises liability.
- (4) It has been requested that the WOPOA purchase and install additional mail boxes. The Board will review and determine the need and make the appropriate decision.

Adjournment of meeting – With the agenda complete and no further business to discuss or action to take, Mr. Hannafin made a motion to adjourn; Mr. Kramer seconded and the Board unanimously approved. The meeting was adjourned at 11:15AM.

Action Items

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- Per Doug Strain review the oak wilt issue and determine action(s) required
 - Consider and take appropriate action(s) regarding Mr. Mincho's call for a special meeting to vote on two (2) proposed amendments to the Windermere Oaks By-Laws. 
 - Discuss and consider Mr. Campbell's suggestion for the WOPOA Board to perform a review of the ACC guidelines and deed restrictions.
 - Discuss and consider D. Martin's suggestion to either increase to seven or decrease to five the number of WOPOA Board members
 - Move forward with landscaping plan for the security gate
 - Consider C. Schwab's suggestion for additional speed bumps
 - Finalize review of bids and make a decision for repair of the Pavilion roof
 - Review bids and finalize decision on contractor for Windermere road maintenance and repair
 - As unanimously approved by the Board, confirm that the Pavilion pool water feed line has been buried
 - Discuss any open comments/issues regarding security gate
 - Confirm that the Pavilion pool 911 emergency phone box has been repaired/replaced
 - Discuss proposed additional landscaping plan at the front entrance (Pavilion area) to Windermere
 - Continue study for Windermere's paperless communication project
 - Continue boat ramp extension evaluation, including other potential options.

Respectfully submitted,

Thomas J. ('Tom') Hannafin, WOPOA Secretary