

**Cowpet Bay West  
Board of Directors Meeting  
October 11, 2011**

**Present:** Max Harcourt, Barbara Walter, Bob Cockayne, Rosie Wells, Sharon Koehler, Bill Canfield, Jon Cassady, Louanne Schechter  
Vince Verdiramo is out of the country.  
Lance Talkington (Leeward 3) announced himself as attending the phone conference

**Minutes of August 9, 2011:** The minutes of the August minutes were unanimously approved.

**Minutes of September 13, 2011:** The minutes of the September minutes were unanimously approved with the revisions provided by Max Harcourt (see attached).

**Treasurer Report:** The total cash assets as of September 30, 2011 were \$557,447. The reserve funds total is \$452,300. Sharon presented her analysis of the 3<sup>rd</sup> quarter budget verses actual report (attached).

CBW BOD-P&L Third Quarter Report 9/30/11 & Treasurer's Report

Cash on Hand 9/30/11    Operating Accounts - \$104,000

Reserve Accounts - \$ 452,300

We will be depleting the Reserve Account by approximately \$ 94,800 and reimbursing same to our general accounts to cover expenses made for capital improvements. After the funds have been cleared, we will write a check to repay the Reserve account current through October, approximately \$ 62,855. This will ultimately result in a balance in our Reserve fund of \$420,355.

Our 9/30/11 customer receivables are \$36,940, of which \$25,033 are 60 days and older.

Notes and observations re 3<sup>rd</sup> quarter P&L-Budget vs Actual

1. Income-fixed charges a little off mark....Louanne and I will work towards finding and correcting the posting problems
2. Income is about \$4500 on the plus side; due to sale of transformer to Elysian (\$5900)
3. Expenses:
  - Items under budget
    - ❖ WAPA-Assn (\$16,000)
    - ❖ Contract Labor Bldgs. (\$11,150)
    - ❖ Grounds (\$8,000)
    - ❖ Hurricane (\$3,750)
    - ❖ Beach Refurb (\$5,100) –
  - Items over budget
    - ❖ Building repairs (\$5,300)

- ❖ Grey Water (\$1,900)
- ❖ Electric/Generator (\$6,500) – fuel bills
- ❖ Vehicles/Fuel (\$4,000)
- ❖ Security Guard (\$8,000) Increased hours
- ❖ Office Expense (\$4,000) – new computer & AC unit
- ❖ Contract Labor-Grounds (\$16,000)
- ❖ Medical (\$3500) – increased costs
- ❖ WAPA Owners (\$21,000)
- ❖ Beach Refurbish (\$5,100) – sand, buoys, chairs, cleanup
- ❖ Legal/Accounting (\$1,800) – extra meetings with Jeanne Brennan re insurance

Other observations:

1. A policy was established several years ago that CBW Assn would not act as a ‘middleman’ between owner and vendor. The primary reason for this was twofold, in that it created a liability situation for the assn. and that it distorted our financial reports. In reviewing our records this year, it has come to my attention that when an owner’s phone line is down, we have been having a vendor come and fix the line. The arrangements for these fixes are made by Jon, who then pays the vendor cash (\$50) for the repair. Then the office bills the owner for the repair and reimburses Jon via a company check. While I can understand the owners’ frustrations not having a working phone, I cannot understand why the owner and the supervisor can’t complete the transaction without Jon’s involvement. I recommend we cease this practice and find another way to handle these situations.
2. It will soon be time to prepare the 2012 budget. I have been working with Louanne to correct mis-postings throughout the P&L. I believe it is important to have our records accurately reflect our expenses, rather than worry about how much we are over or under compared to our budget. This is the only way to accurately predict the upcoming budget. I will continue to work with Louanne to keep a more accurate accounting of our expenses.

**2012 Budget:** Max suggested the budget for 2012 be prepared prior to the end of the year. He would like to include the budget with the information sent to owners for the annual meeting.

**OLD BUSINESS**

**Bylaws:** Max set the goal that any changes the Directors would recommend be completed this year and presented to owners so that they could be voted on during the 2012 Owners Meeting. The Directors discussed the changes in the Bylaws suggested by Vince Verdiramo. The following is the recap of suggested Bylaw Revisions

Recap of suggested Bylaw Revisions

October 2011

OUTCOME OF BOD'S DECISIONS AT 10/11/11 BOD MEETING INDICATED IN BLUE

Following is a compilation of suggestions for changes to our bylaws following the order of our current document. In each case, the first name listed below each category initiated the suggested change:

Article II, Section 3 – Managing Agent

Sharon – suggested adding (k) to exclusions limiting the securing of property insurance solely to the Board

Max – Agrees Bill OK, [Approved](#)

Article II, Section 4. – Election and Term of Office

Paragraph 2...Sharon – recommended we change the method of voting stated in the current bylaws to reflect the manner we currently follow.

Max – suggested wording be changed to '*All vacancies shall be voted for on the same ballot, and the candidates with the highest number of votes shall be elected to each of the vacancies*'.

[Change approved](#)

Paragraph 4...Vinnie – suggested changing the 'time-out' for board membership from 1 to 2 years

Sharon – questioned reason, feels it should remain at 1 year

Max – felt no change was necessary

Bob – felt no change was necessary

[All agreed that no change was necessary](#)

Article II, Section 5 – Removal of BOD Members

Vinnie – recommended we change the second paragraph to give the Board the ability to remove a board member who has not attended meetings from an entire year to a six month period.

Sharon – felt the verbiage should be changed to 'six consecutive meetings' and that the attendance at the Annual meeting should be further clarified by 'in person'

Max – felt no change was necessary

Bob – felt no change was necessary

[All agreed that no change was necessary](#)

Article II, Sections 8 & 9 – Regular and Special Board Meetings

Sharon – suggested we include ‘email’ as an acceptable means of board meeting notification

All agreed

Article II, Section 11 – Quorum of Board of Directors

Max – **recommends the following: Delete** – “... a majority of those present may adjourn the meeting from time to time. At any such adjournment at which a quorum is present, any business, which might have been transacted at the meeting originally called, may be transacted without further notice.” **Add, in place:** “no business may be transacted until a quorum is achieved.”

Unclear about how this should be worded, but all agreed that no business should be conducted unless a quorum is present.

Article II, Section 15 – Executive Committee

Vinnie – suggests “*in the second paragraph where it states, “merge the association into another,” this right, according to this paragraph, is reserved to the Board. However, the merging of the association is a paramount item which in reality should be voted on by all owners and be carried by a simple majority.*”

“*In the next to the last paragraph which now reads, “and it shall have the powers to authorize the seal of the association to be affixed to all papers which may require it,” this should be changed to read, “and it shall have the powers to authorize the seal of the association to be affixed to all papers which may require it provided said papers and/or contracts do not involve an Board by either e-mail or fax.”*”

Max - **recommends: Revise wording to read:** “...provided said papers and/or contracts do not involve expenditure greater than \$50,000. Greater expenditures require approval by a quorum of the Board in regular or special meeting.”

Sharon – asks if we should reconsider the dollar amount

Undecided, requires more discussion.

Article II, Section 16 – Inspection by Executive Committee

Vinnie – suggests we add “*such reporting to the full Board shall be made within 15 days of the semi-annual inspection*”

Sharon – suggests we also add that monthly progress reports be made by the GM to the Board at each Board meeting.

Max – would like the wording revised to read “**Within 30 days after each such semi-annual inspection, the Committee will report its findings and recommendations to the Board of Directors.**”

Bob – agrees that report to the entire Board be submitted 15-30 days thereafter.

All agreed to add 30 day requirement

Article II, Section 19 (added) – Communications

Max – suggested **Communications by, from, to and among the Board may be in writing, by fax or by electronic communication (telephone, telephone conference, email, internet, etc.). Telephone and telephone conference conversations must be documented (e.g., minutes or record of conversation). This communication will constitute “official” communication by the Board.**

All agreed to include

Article III, Section 1 – Annual Meeting

Max – suggested owner’s be allowed to attend the Annual Meeting by telephonic/electronic means.

Withdrawn

Article III, Section 3 – Special Meetings

Vinnie – suggested last sentence should read ‘*no other business shall be transacted at a special meeting except as stated in the notice*’

Sharon – agreed

Bob – agreed

Max – agreed and suggested we add ‘*Owners may ‘attend’ via electronic means*”

All agreed

Article III, Section 5 – Adjournment of Meetings

Max – suggested allowing electronic participation by owners

Withdrawn

Article III, Section 6 – Annual Meeting Order of Business

Max - suggested the order of business should read:

(a) Roll Call – by unit

- (b) Establishment of Quorum (1/3 of all unit owners)
- (c) Proof of Notice of Meeting
- (d) Reading of Minutes of preceding meeting approval
- (e) President's Report (including cost and coverage of insurance)
- (f) Treasurer's Report (including discussion of Budget and Financial Status)
- (g) Property Manager's Report
- (h) Report of Nominating Committee
- (i) Election of Board members
- (j) Old business
- (k) New business

All agreed to change format as above, except (d) should be amended to "Approval" rather than "Reading". Barbara expressed concern that no provision was made for owners to approve the budget. Bob stated the point would be moot, as the bylaws give the Board the power to develop and approve the budget, and a negative vote by the owners would not be valid.

Article III. Section 9 – Majority of Unit Owners

Max – suggested (as stated in sections 1 and 5 above) that electronic participation be included

Withdrawn

Article V - Sections 2, 3, & 10 – Insurance, Repair/Reconstruction After Fire, Routine Maintenance & Repair – TO BE DISCUSSED AT LENGTH LATER, OR ANOTHER TIME

The entire board agreed in principle that all language concerning these sections should specify that the Assn's insurance covers all items within the walls, and that owners are responsible to insure all items from the paint and beyond into the living area, whether they are original or not. A special board meeting may be called before the end of October to discuss these important sections in further detail.

Article V. Section 11 – Restriction on Use of Apartment Units

Vinnie – suggested we add a paragraph concerning our 'no dogs allowed' policy.

Sharon – provided information from the ADA website regarding 'service dogs'; agreed with Vinnie

Max – provided language as follows:

No dogs are allowed on the property, either long term or visiting. The Board may grant exceptions to the NO DOGS ALLOWED rule, on an individual basis, should an owner require the assistance of a service animal (dog) as defined by the ADA. Owners seeking to obtain such an exemption are required to apply, in writing, to the Board with supporting documentation."

Bob – agreed

Bill – agreed and verified that the USVI follows 'service dog' definition of ADA

\*\*Note – need to establish a minimum fine, or delegate fine ability to the BOD, as this is no longer an R&R

All agreed this restriction should become a part of the bylaws. Barbara cautioned that the ADA act forbids asking service animal owner the cause of disability. Bill stated that we can require proof of ADA compliance documents from owner, but cannot deny ADA approved animals on property. Board ability to assess fines is covered earlier in the bylaws.

Article V, Section 12 – Additions, Alterations or Improvements by BOD

Sharon – recommended we increase the dollar limitation for expenditures with Board approval, and not requiring 2/3<sup>rd</sup>s owner approval.

Max – suggested increasing this to \$100,000, from \$50,000.

All Board members agreed to increase the dollar limitation to \$100,000, except Barbara who felt it should remain at \$50,000

Article V, Section 13 – Additions, Alterations or Improvements by Owner

Vinnie – recommended adding an additional paragraph as follows:” *No unit owner may use their seaside patio for the storage of any household goods or appliances and shall limit the use to patio furniture only.*”

Sharon - disagrees

Bob – agrees with Vinnie

Max – feels this should be covered in either Section 14, or belongs in our Rules and Regulations

All agreed this should not be added to the bylaws, but rather covered under rules and regulations

Article XIII – Conflicts

Vinnie – recommends this section should be reviewed to determine if this is still a good law.

Bob – agrees

Rules and Regulations

Max – suggests we review our Rules and Regulations

NOTE: Vinnie Verdiramo was not in attendance at this meeting

Max will ask Anna Paiewonsky if she is interested in providing a legal opinion of these changes to the Bylaws.

**NEW BUSINESS**

**February BOD Meeting?**

**Meet & Greet: Thursday February 2<sup>nd</sup> , Place to be announced**

**Annual Owners Meeting February 4<sup>th</sup> , Place to be announced**

**Nominating Committee:** Bob said the committee is actively preparing.

**Manager Report**

**Systems:** All systems are doing well. The lab retested one fresh water test. The first sample was negative for ecoli as was the second test.

**Dump-truck:** Dump truck stalled at the light when returning from the dump. The truck was covered under warranty for replacement of fuel injectors Jon had the truck towed to the property until arrangements could be made with the Ford company. The truck was then towed to the Ford repair shop for the scheduled repairs.

**Gate:** The gate is functioning without problems.

**Long Term Plan:** Jon is obtaining additions from Mr. Harvey to add to the plan before sending to Max

**Transformer:** The transformer is in route, when it arrives on island we will schedule Mr. Harvey’s visit.

**W-17:** Owner sent complaints that will be entered into log. (Louanne off island will enter when she returns; Jon has copy of her complaints).

**L-07:** Owner complained alarm was beeping for 3 days, owner did not report alarm when it started. Jon spoke with owner and suggested she call office immediately for any alarm.

**CBE:** Andy said the owners are still revising bylaws

**Bankruptcy:** Statements were sent to the lawyer representing the owner and we have had no response.

**Signage:** No Dogs Allowed and replacement of Parking Signs to be installed this month.

**New Road Sign:** We have a quote for the sign but not the base

**November BOD Meeting:**

**Adjournment:** There being no further business,

ACTION ITEMS

Repair of manual Security Gate	Jon
Long Term Plan to Max	Jon
Elysian Payment	Jon
CBE Bylaws to Directors when available	Jon
Parking lot striping	Jon

Painting of steps and rails	Jon
Revision of Appraisal	Bill
Contact Anna Paiewonsky	Max
Road Sign Bid for base and sign	Jon
No Dog Sign and No Parking Signs	Jon
Electronic Banking (info was sent to Directors last month)	Directors
DPNR	Max
Long Term Planning Committee	Max
Update on Bankruptcy Ruling	Louanne
Notify Owners Annual Meeting	Louanne
Notify Owners Meet & Greet	Louanne
Notify Owners how to contact Nominating Committee	Louanne

Max Harcourt Suggested Revisions (in yellow)

**Cowpet Bay West  
Board of Directors Meeting  
September 13, 2011**

**Present:** Max Harcourt, Barbara Walters, Bob Cockayne, Rose Wells, Sharon Koehler, Bill Canfield, Jon Cassady, Louanne Schechter,  
Vince Verdiramo is out of the country.  
Lance Talkington (Leeward -03) announced himself as attending the telephone conference.

**Minutes of August 9, 2011:** Board members reported they did not receive a copy of the August minutes. A copy of the minutes will be emailed to the members and they will vote on them at the next meeting. (Copies were emailed during the meeting).

**Determination of Necessity for Executive Session:** No Executive Session was required.

**Treasurer Report**

**Budget Revision:** Sharon reported she collaborated with Jeanne Brennan, our accountant, on the revised budget for 2011. Jeanne provided analysis with the changes highlighted. Max made a motion to except the revisions, all were in favour.

Barbara made a motion to send the analysis as provided by the accountant to the owners, Rosie 2<sup>nd</sup>, all in favour.

**Pay off loan from Reserve fund:** Sharon made a motion to pay off the loan from the Reserve fund. She stated the total payment with interest is \$54,981.37, the initial loan was for \$60,783.33 and the interest is \$298.04.

Bill 2<sup>nd</sup>, all were in favour.

**Transfers of monies:** Sharon will work with Louanne to transfer funds owed to Reserve Fund from the General Funds and transfer funds owed from Reserve Fund (capital projects completed) to General Fund.

**Payment from Elysian:** Sharon asked if we had received a check for the Elysian's portion of the beach and flood control project. Jon stated that he was meeting with Gene today. Max asked Jon to call him after the meeting.

**Bounced Check:** Sharon asked about bounced check- Louanne reported there were none last month,

**Bankruptcy Unit:** Sharon asked who was billed for the account in arrears. Louanne reported that Vince Verdiramo followed up on the ownership of the unit following the awarding of the bankruptcy court; the original owner has retained possession of the property. Louanne contacted the Real Estate agent and the closing attorney. The agent is rewriting the seller's contract as the previous buyer is still interested. The closing attorney, Marcia Resnick, has the current statement and will advise us what is collectable.

**Old Business**

**By-Laws Committee Report:** The committee request the discussion be tabled. Max requested the Directors submit their comments in writing as requested by Vince. Only one Director (Sharon) has responded to Vince's request at this time. Bob asked if the Directors are considered the Committee as a whole. Max stated yes.

Sharon reported she sent copies of Vince's suggested changes to Anna Paiewonsky and Herb Horwitz. The committee has not received any written comments from these owners.

**Owners in Arrears:** Max asked the status of owners in arrears. The owner that has a payment plan is continuing to follow the plan. Another owner that was 90 days in arrears replied by email they were making a payment and would catch-up by December. Bob asked for the total dollar amount over 60 days in arrears. Sharon reported it was \$28,466. Sharon's figure was the total for greater than 90 days. The actual 60 days was \$5,528.03 [\$21,705.54] as of August 31. One payment was made reducing the total to \$4,860 [\$20,505.54] current.

### **New Business**

**Code of Ethics:** Following discussion, the Directors agreed a written code of ethics is not necessary. The Directors agreed to improve on their communications and move forward.

**Security Gate:** The gate was open after Irene because the phone lines were down. The manual gate is broken at this time and repairs are being made. The security guards are stopping people in a professional and courteous manner.

**E-mail List:** Sharon requested **owners** email addresses are added to the Owners List. Bill stated trying to keep the list current is very difficult. Max suggested Louanne contact the owners and inform them that the Owners List will be updated with the owner's email(s) unless they contact the office that they don't want it included.

**Blog:** Sharon wanted to know why the newsletter stated that we don't have a blog. Louanne stated owners have called the office requesting clarification. The facts were placed in the newsletter as clarification for all owners. Lance was asked about the blog, but he had dropped off the line. Sharon suggested a Board member be appointed to preview the newsletter before it is sent. Max stated there was no problem and we should continue with the newsletter as we have.

**Resolution:** Sharon stated the resolution (from the February meeting) had never been completed and was not in the minutes. She stated it needed to be typed, and signed or put into file and it should be signed by the President and Secretary. Louanne stated the revisions were inserted into the minutes when the Board approved them. Louanne sent Sharon copies of the revisions, as she requested yesterday. Louanne was unaware the resolutions needed signatures and will obtain the signatures that Sharon is requesting.

### **Manager Report**

**Infrastructure and Maintenance:** Gray and fresh water filters were changed 8/5/11. All systems are operating efficiently.

**The RO** has not been run recently due to the heavy rains.

**The generator** ran without problems during the storm. Jon switched the generator to manual after the storm while WAPA made any repairs to the area.

**Shutters:** We follow the mariners 3 day avoidance within the vector cone. Irene was made a named tropical storm on Sunday and passed by on Monday, shutters were not closed. There was no 3 days to prepare. Maria was a named Tropical Storm and we were within the vector. Owners were notified on Thursday and shutters were closed on Friday.

**Transformer:** 3 phase rebuilt transformer should arrive on island in approximately 2 weeks. When it arrives, we will schedule the electrical contractor, Kent Harvey, to install the transformer and complete the high voltage system changes slated.

**Grey Water Lines:** The project is approximately 70% complete. The heavy rains have prevented any work for the last 2 weeks. Work will complete when weather clears.

**Elysian Payment:** Jon is meeting with Gene after meeting

**CBE Bylaws:** CBW has sent their bylaws back to their attorney and are not complete. Bob would like Jon to try to obtain owner responsibility and insurance portions of their bylaws if they are complete.

**Pump Systems:** Jon has information on the pumps to share with the long term planning committee

**Satellite Vendors:** Dish network was installed by Enrique Garcia in two buildings.

**Parking Lot Striping:** On hold until weather clears.

**Balusters:** Repair after hurricane season

**Painting of steps and railings:** When weather clears.

**Dish TV:** Jon reported that Enrique Garcia had installed units in Leeward, and he was pleased with the operation.

**Mapfre Insurance Policy:** Policy is in the office.

**Revision of Appraisal:** Shep will return and revise the appraisal to include the systems that were left off. Bill will contact Shep to revise.

**Contact information from Mapfre:** Available in office

**Road Sign:** Louanne reported another incident occurred where the concrete base was pushed over. The Board was asked if the sign needed replacing. The bid for the sign does not include the base. Max asked to get an inclusive bid.

**NO DOG SIGN:** Jon asked for verification. Max stated the Board had decided to place a NO DOG SIGN, by the beach drive

**Work Orders:** Louanne is sending the work orders on Fridays. She was unable to send this Friday as the hurricane shutters blocked the internet signal. There were no complaints to send.

**Banco Electronic Banking:** Waiting for return call from Banco. Louanne requested information on several options. She will send any info to Directors when available.

**DPNR:** On hold, per Max

**Long Term Planning:** Jon was asked again to send Max a copy of the LTP. Max is planning on scheduling a meeting of the committee in September.

**HO6 Policy:** Mapfre will contact us when they have them

**Service Dogs:** Dogs must be registered with the ADA. VI does not have guidelines for service dogs.

**Next meeting:** October 11, 2011 at 7:45am.

**Adjournment:** There being no further business the meeting was adjourned.

#### ACTION ITEMS

August Minutes to BOD	Louanne
Transfer monies as calculated by Sharon to Reserve Fund on 9/14/11	Louanne
Letter to Owners in Arrears	Louanne
Written comments on revisions to Bylaws	Directors
Repair manual Security Gate	Jon
Inform owners email address(s) will be added to Owner List	Louanne
Update owner's list to include email address(s)	Louanne
Send Resolutions from February & March Minutes to Max and Rosie for signatures	Louanne
Send LTP to Max	Jon
Gray Water Lines	Jon
Elysian Payment	Jon
CBW Bylaws to Directors	Jon
Parking lot striping	Jon
Painting of steps & rails	Jon
Revision of Appraisal	Bill
Road Sign Bid for base + sign	Jon
No Dog Sign	Jon
Electronic Banking for Owners to make direct payment	Louanne
DPNR	Max
Long Term Planning Committee meeting	Max

