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**Silver Springs Master Homeowners Association**

 **Board of Trustees Meeting**

 **Tuesday, October 8, 2013**

#  MINUTES

**Confirm Quorum**: 1-Park Place (Jeff Nielsen, President), 2-Willowbend West (Larry Eichner),
3-Quail Meadows Condos (Susanne Burkett), 4-Meadow Wild (Les Carriel), 5-Quail Meadows Townhomes (Nancy Samson), 6-SSSFHOA (Dwight Hibdon- left early), 7-Northshore (Gaylynn Mooney- arrived very late).

**Not Present**: Willowbend East (Brenda Lake, Manager; Izza Wright, President); Ptarmigan (Bill Chambers), Meadow Springs (Whit Logan); Silver Meadows (Phil Tisovec); SouthShore (Ron Duyker).

**Others Present**: Robyn Bailey, MA Manager; Clay Archer, property owner; Lucy Archer, property owner and volunteer webmaster for [www.silverspringscommunity.com](http://www.silverspringscommunity.com).

[When the Archers entered the room Robyn Bailey disrupted the meeting by loudly calling out to them, “You’re in the wrong meeting Lucy, this is only for the Masters.” Aren’t all board meetings supposed to be open for all interested members to attend?]

1. Meeting Called to Order at 6:10 p.m.
2. **2014 Budget:** As has been the questionable practice for over two decades, Bailey and the board president (currently Jeff Nielsen) went line by line through the proposed 2014 budget with very little input or comments from the board members in attendance. Bailey suggested work she recommended that her company, Greenleaf Maintenance, would perform for the MA. Bailey then stated the amount to be paid for the work from the budget, in each case Nielsen agreed, and then they move on to the next category. This was the method used for the entire budget. As far as we know Bailey as MA manager and Greenleaf as the maintenance company, do not have contracts with the MA, and competitive bids for any of the MA work is never sought nor received. Further, Bailey, as manager, then writes the checks to Greenleaf for payment. This arrangement is obviously full of Conflicts of Interest and has been *modus operandi* since 1990.

[[See Conflict of Interest Policy](http://www.silverspringscommunity.com/wp-content/uploads/MHOA-Conflict-of-Interest-Policy.pdf)]

1. **Treasurer Report:** Don’t know who the MA Treasurer currently is, Nielsen was Treasurer for several years prior to being designated as MA President.
Nancy Samson asked that a line for the legal fees paid by Quail Meadows Townhomes in their attempt to leave the MA (since 2008) be included in the 2013 Final Budget. Did QMT pay the legal fees or did the MA pay? Larry Eichner while looking at papers Bailey had at her place at the table showed great surprise and consternation when he saw that the MA had accrued $221,000 in a savings account and another $25,000 in a reserve account. After some discussion on the discovered matter, Eichner requested accrual disclosure on the monthly reports to the board. He requested a separate entry for MA Savings to the Operating Fund, Contingency fund, and Reserve fund for the quarter of a million being held by the MA. Eichner would like to see the balance sheet reconciled with the Reserve Study and posted regularly on the website. He also asked why the MA had so much in reserve, why the illegitimate $357 assessment by Noland in 2010 had not been returned to the property owners, and what the MA expected to do with so much money, -- in light of the fact that both ponds have been completely repaired during the last couple years. Also, why is the board spending so much on legal fees, $39,000 this year. No ascertainable response from the board members.
2. MA Bylaws – The 1990 DRAFT Bylaws provided by the Southshore developers Barnes and Widdows in 1989 continue to prop up the MA authority for regulating the Master Association and its Board.

Nielsen announced that board attorney Ted Barnes continues to work on the new, updated Bylaws. [Barnes’ delay may stem from the nature of the requests made by Nielsen, Bailey, and others that they want included in the Bylaws to give them an opaque advantage over the property owners to run the MA.] Lucy Archer inquired whether the MA property owners would be allowed to review the Bylaws before they were adopted. Nielsen replied that the Bylaws only regulated the manner in which the Board performed its duties and functions so the property owners really did not need to have any say in the rules [and what about the manner in which future assessments will be created, how dues are computed, the rules for use of common areas, how fines are applied and assessed, how elections for officers are regulated, etc.]. “Something is rotten in the state of Denmark.”

The next meeting: Tuesday, November 12, 2013.

Meeting adjourned at 6:50 p.m.

Lucy Archer asked Robyn Bailey if she had yet found the $80,000 CD from c. 2006. Jerry Romero, Ron Duyker, and Robyn Bailey had discussed this CD at a MA meeting at Robyn Bailey’s house in mid-2008. After more than five years of being asked the question “Where is this CD, why isn’t it listed in the accruals,” Robyn Bailey did not deny that the conversation had occurred; rather today Bailey replied to Archer that the conversation had been a joke. Les Carriel added that the MA Board had discussed the CD on a number of occasions but did not have enough information to determine whether the $80,000 CD ever did or did not exist so they decided not to look further into the matter. Bailey, as MA manager since 1990, has had the responsibility to maintain the financial records for the MA. Archer asked Carriel whether he thought he and the MA Board felt they were adequately performing their fiduciary duties to the property owners when they simply dropped the subject. Now the MA Board has accrued a quarter of a million dollars, what safeguards are now in place to assure that more money does not disappear or become part of a joke. There was no response from Bailey, Nielsen, Carriel or any other member present.

[“The MA Minutes are signed each month by “Secretary” Whit Logan though Logan is often absent from these meetings. Jeff Nielsen seems to be the author of the greatly minimized and sanitized reports.
Nielsen continues to type at the end of each month’s minutes the following:

“©2013 Silver Springs Master Homeowners’ Association. All rights reserved. This document and its content are the exclusive property of Silver Springs Master Homeowners’ Association. No part of this document may be modified, reproduced, or distributed without the express written permission of the Secretary of the corporation.”

Permission has been requested on a number of occasions, and has been completely ignored.

Nielsen is also ignoring the Homeowner votes on the survey ballots as follows:

“"In April 2010 a Survey Ballot of the Silver Springs Community received a 100% vote from the property owners in the affirmative on Item 5 – “I vote all Boards’ Minutes and Budgets are the property of the property owners, are to be posted promptly, and exhibit fiduciary duty and transparency of all issues."]