

WIND MEADOWS CORPORATION
BOARD OF DIRECTORS MEETING MINUTES
Monday, November 18, 2024 – 6:30 P.M.

I. Call Meeting to Order, President

President Claudia Simonson called the meeting to order at 6:30 pm.

II. Roll Call, Secretary

The following directors were in attendance, in person or via Zoom: Claudia Simonson, Mike Palazzola, Katie White, Carmen Gaspero, Dan Crispin, Cary Anastasio, Don Allen, Bob Randleman, and Marci Boucher. Memo Fachino and Meg Richardson were excused. Carrie Amos from Washington Properties, Inc., project manager for Wind Meadows, was also present via Zoom.

III. Discuss and motion for the October 2024 Board Meeting Minutes

The regular Board of Directors meeting minutes from October 2024 were reviewed. Bob Randleman made a motion to accept the minutes. The motion to accept the October minutes was seconded by Dan Crispin and carried without dissent.

IV. Discuss and motion for the October 2024 Financial Statements

The financial statements for October 2024 were presented and reviewed. Cary Anastasio shared his financial report. Bob Randleman made a motion to accept the financial statements. The motion to accept the October Financial Statements was seconded by Carmen Gaspero and carried without dissent.

V. ARC Proposals

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| A. 6 Shorewood Ct. | PSA 4 (completed work) |
| B. 15 Applewood Ct. | PSA 4 (completed work) |
| C. 152 W Parkfield Ct. | PSA 8 (approved 11/5/24) |
| D. 131/132 E Parkfield Ct. | PSA 6 |
| E. 5 Maplewood Ct. | PSA 4 |
| F. 15 Applewood Ct. | PSA 4 |

The ARC recommended approval of the change applications listed above. A motion was made by Dan Crispin and seconded by Marci Boucher to approve all change applications. The motion carried without dissent.

VI. Committee Reports

- A. **Election Committee.** The following were elected to be on the election committee: Chair, Anne Stoltenberg, Angie Burwell, Mare Wheeler, and Corrine Merry. A motion was made by Bob Randleman to accept the election

committee. The motion was seconded by Carmen Gaspero and carried without dissent.

- B. Pathway Committee.** Cary Anastacio and Jim Kroll reported on the pathway. On November 7, 2024, Carrie Amos sent a draft Easement to the Village Administrator for review by the Public Works Committee and presentation to the Village Board. WMC will wait for a response from the Village Board before moving forward.

VII. Motion to open the floor to the members.

Bob Randleman made the motion to open the floor. The motion was seconded by Carmen Gaspero and carried without dissent. There was one comment by a resident of Sprucewood Court, who commented regarding a lawsuit settled by WMC in October 2023. He remarked on the membership's reaction to the discussion of the lawsuit during the January 2024 annual meeting. He also restated his position regarding the settlement of the lawsuit, stated that a lien that was the basis for the lawsuit was not lifted, and said that he would be communicating with WMC or WMC's counsel regarding that lien.

VIII. Motion to close the floor to the members

A motion to close the floor to members was made by Bob Randleman. The motion was seconded by Don Allen and carried without dissent.

IX. Old Business

- A. Follow up on resident comments.** President Claudia Simonson responded to the two resident comments that were made at the October 2024 Meeting: a resident of Sandalwood Court commented that she preferred that all Board members be visible on the zoom camera; the Board thanked the resident for the comment; and a resident of Parkwood Court noted that Wind Meadows is approaching 50 years in existence and asked the board to consider changing the color of front doors in the Patio Homes from red to upgrade the look; the Board thanked the resident and took the comment under advisement. There was no written correspondence to the Board.
- B. Final Cover Letter for the 2025 Budget and Approval of PSA Monthly Dues.** The cover letter was approved during the October monthly meeting and each of the PSA directors provided Carrie Amos with final PSA dues which have been incorporated into the final cover letter.
- C. Delinquency Process.** The Board discussed the status of one resident who has fallen into arrears with monthly HOA fees and fines. Carrie Amos has followed the process in the bylaws for notifying the resident and the resident's family is aware of the arrears. The Board took two votes on next steps with regard to collection of the arrears. The first vote was to approve contacting the lawyers to send an intent to collect letter with 60 days to pay in full in the

event there is no response to the 2nd certified mail notice. Mike Palazzola made a motion to approve sending an intent to collect letter as described above; this motion was seconded by Bob Randleman and carried without dissent. The second vote was to approve the lawyers filing a lien with the court in the amount of the delinquency in the event there is no response to that intent to collect letter. Cary Anastasio made a motion to approve filing a lien if the resident does not respond to the intent to collect letter. The motion was seconded by Carmen Gaspero and carried without dissent.

D. Audit Service Quotes. WPI contacted two auditors to submit quotes to conduct external audits as required under the bylaws. WPI received one response, from Gordon Maier for \$5000. Bob Randleman made a motion to approve the audit service quote. The motion was seconded by Dan Crispin and carried without dissent.

E. Articles of Incorporation Issue. Claudia Simonson followed up on questions and comments from the January annual meeting related to the total number of directors prescribed by the Articles of Incorporation and the relative representation of directors to homes in the PSAs.

- Carrie Amos and Sydney Harbach from WPI and Claudia researched the original Articles of Incorporation, dated 1966, as well as the Restated Articles of Incorporation from 1975. They also reviewed the Restated Bylaws from 1975, and every subsequent set of Bylaws that could be located.
- The original and restated governing documents set a number of directors but did not set a ratio of directors to homes. None of the Bylaws revisions since then has set a ratio of directors to homes.
- Subsequently, the Bylaws have been amended in 1984, adding PSAs VI and VII; in 2004, adding PSA VIII; and in 2021, adding PSA V. All these amendments were approved by the membership.
- WMC is in compliance with the governing documents—the Restated Articles of Incorporation, the declarations, and the Bylaws as revised and amended from time to time and approved by the membership.

F. Other Old Business.

1. Don Allen said the Leisure Center Committee may recommend sound panels inside the Clubhouse.
2. Mike Palazzola asked for the status on the PSA III road survey. Carrie Amos has called Dan Peterson about Madsen conducting a survey and will follow up.
3. There was no other old business brought to the floor.

X. New Business

A. 2025 Special Assessment PSA II, Capital Reserve. Claudia Simonson described the HOA fees increase to \$350 and a Special Assessment of \$350

for PSA II for 2025. A motion to approve the dues increase and special assessment for PSA II was made by Dan Crispin. The motion was seconded by Bob Randleman and carried without dissent.

- B. **Draft Bylaws Change and Draft Harassment Policy.** Claudia Simonson described the draft Harassment Policy and the need for such a policy and penalties set forth in the draft policy. The Board discussed the basis for amending the bylaws to address the absence of authority to impose penalties for violations for anything other than non-payment of fines or fees or ARC violations. A motion to bring the Bylaw change to the membership to be presented at the annual meeting was made by Michael Palazzola he motion was seconded by Carmen Gaspero and carried without dissent. Approval of the draft harassment policy was tabled until the February 2025 Board meeting.
 - C. **PSA III Declarations Change.** Mike Palazzola briefly discussed the history of responsibility for roof repairs and replacement in PSA III and said that PSA III will meet in the Spring to vote on whether to change the declarations to change responsibility for roof repairs/replacements to the homeowners.
 - D. **Kaman & Cusimano, LLC Community Protection Program.** WMC has signed a representation agreement with this law firm which specializes in homeowners associations. This Community Protection program would offer a reduced hourly fee and additional services for \$2000 annually. The Board discussed and voted on participating for one year. Marci Boucher made a motion to approve \$2000 to participate for one year. The motion was seconded by Dan Crispin and carried without dissent.
 - E. **Request for December Board Meeting by Zoom.** Claudia Simonson proposed holding a brief December Board meeting by Zoom only. A motion to conduct a December 16, 2024 meeting by Zoom only was made by Dan Crispin. The motion was seconded by Bob Randleman and carried without dissent.
 - F. **Other Old Business.** There was no other old business brought to the floor.
 - G. **Correspondence to Review.** One email was reviewed.
- XI. **Motion to Adjourn.** A motion was made to adjourn by Bob Randleman at 7:54 p.m.