

**VAIL'S GROVE COOPERATIVE, INC.**  
**BOARD OF DIRECTOR'S MEETING**

**JULY 16, 2008**

**CALL TO ORDER:**

Chairperson Waltzer called the meeting to order at 8:05 pm and asked all present to rise for the Pledge of Allegiance.

**ATTENDANCE:**

Victoria Desidero, Secretary, took attendance. Present: Ronnie Waltzer, Mary Rubini, Jim Andes, Tom Duffy, Ray Harting, Bob Gregory, Fred Witte, Victoria Desidero.

Absent: Peggy Boyle, Ellen Mytych

**ACCEPTANCE OF MINUTES:**

Victoria Desidero made a motion to accept the minutes from the June 18, 2008 meeting. Bob Gregory seconded. Tom Duff asked to clarify an item on Page 3 – to be added:(Mr. Burns was referring to 2005 survey). All in favor of accepting the minutes with the change. Motion passed. Mr. Gregory stated that the minutes were outstanding and thanked Cindy Battreall and Victoria Desidero for a good job.

**COMMENTS & CONCERNS OF STOCKHOLDERS:**

1. James Collins thanked everyone for coming to the July 4<sup>th</sup> parade and he plans to do it again next year.
2. Mr. O'Loughlin stated that he submitted a letter and photographs regarding damage to his driveway that they believe was caused by the continuous run-off, referring to the design of Ramp 1 blacktop. Board members should come to the office to look at the report and Ronnie Waltzer will pass this information to Maintenance. Mr. O'Loughlin wanted to make it clear that the swale is working fine but that it was the original design of Ramp 1 blacktop which made the water run into their driveway.
3. Joan Sheridan asked the Board what the Town and/or Groves rules are regarding firecrackers. On the 4<sup>th</sup> of July there were a lot of firecrackers and she was afraid that they could possible cause a fire hazard. She would like to know what might be done next year regarding this. Ronnie stated that next year we could put out notice prior to July 4<sup>th</sup> informing people about the danger and asking people to not do this into the late hours. We will ask Ellen Mytych, our Ombudsman, to discuss with the neighbors in question and then we will publicize the results. John Lee stated that firecrackers are illegal in the state and they have been happening for over 60 years and there is nothing we can do about this. Cindy will put on her calendar as a reminder for next year and will quote the Rule about noise and will note the state law. It was also suggested that people call law enforcement agencies when they have a concern about a dangerous situation.

## **COMMITTEE REPORTS:**

### **PRESIDENT:**

Tom Duffy read a portion of the By-Laws, section 6C, about attending nine regular scheduled Board meetings. The Board, along with legal counsel has determined that Mary Rubini has shown good cause in need to miss four meetings, instead of three. Tom Duffy made a motion to keep Mary Rubini on the Board. Bob Gregory seconded. Vote was taken. Ray Harting voted against. All others in favor. Motion approved.

### **CHAIRPERSON:**

Ronnie Walter reported about the three sub-committees. One is for the revision of the By-Laws. The Board will discuss these revisions at a continuation meeting, which will then be presented to the Shareholders for their ratification at the Annual Meeting. Frank Cassidy is the Chair of the Flip Tax Committee and he will arrange for an informational meeting for shareholders to ask questions about this possible Flip Tax. Victoria Desidero is the Chair of the North End/Boat Ramp procedural proposals. These will be discussed at the August Board meeting and the Board approved process will become part of the Rules and Regulations.

### **SECRETARY:**

Victoria Desidero reported that the Grove has a new mailman who will not stop and leave mail at the office if there are cars blocking the mailbox. The office is very busy right now getting ready for the upcoming Annual Meeting. The Stockholders have been informed that they must be a member in good standing by end of July 31 in order to run for a Board position, sign a petition or vote at the annual meeting. A notice will be displayed informing shareholders that there will be seven vacant seats rather than six, due to a recent resignation. All petitions must be signed by at least 10 members in good standing. The Board members whose terms are expiring this year are Mary Rubini, Ellen Mytych, Ray Harting and Bob Gregory. The vacancies as presented to the Shareholders are for four vacancies for a term of three years and two vacancies for a term of two years. This year we have four terms expiring, and next year we have four terms expire. Fred Witte objects that they are proposing for four for three years, it should be five people for three years, and that these five positions would expire in 2011.

The deadline for the next edition of the Vail's Voice is July 25<sup>th</sup>. The proprietary lease, stock certificates and recognition agreements are in the process of being scanned for back up. This back up will be stored somewhere other than the office for safekeeping. Committee Chairpersons reports for the Annual Report are due in the office by July 31<sup>st</sup>. The Annual meeting packet should be sent out by August 10th.

### **TREASURERS:**

Ray Harting reported that there are presently not any Stockholders that are two quarters in arrears. We still have until July 31 to receive second quarter payments. This is due to the continued diligence and many friendly reminders from the Office Manager, which have kept arrears down in the past year and a half.

We have received the Final audited Financials for 2006-2007 and we present fairly. Money was spent last year on unbudgeted plumbing and paving items. Michael Ritter is now with the firm of Resnick & Newman. Copies of the Financials are in the office if stockholders want a copy. Ray Harting made a motion to accept the Financials for 2006-2007. Victoria Desidero seconded.

Tom Duffy inquired about the \$60,000 for asphaltting under General Maintenance Costs. Tom asked if a footnote could be inserted about the asphaltting. Ray said we could explain it but not make any changes. Tom also asked about Page 12, referring to Orchard and Terrace. He wants to know if that was also asphalt costs. Why weren't other streets listed in this report? Ray stated that those were the issues happening at that time of the audit. Also, on page 11, Tom asked about subsequent events. Ray explained that our quarterly charge is comprised of the maintenance fees and the estimated real estate taxes. The Real estate taxes can be deducted. For the purpose of the report, Mr., Ritter only includes the Maintenance charge. This year, we reduced the Real Estate taxes in the budget and the actual slight increase is less than 1 percent. Ray will request the change for a clearer explanation. Ray revised the motion to accept the revision to an increase of .89%. Victoria Desidero seconded. All in favor. Motion passed. Bob Gregory abstained, as he would like to review it further.

#### **REAL ESTATE:**

John Lee is the Real Estate Chairperson, who is filling in to handle issues presently outstanding. He spoke of the Verhave application at 9 Vail's Lake Shore Drive. The footing for the fireplace has been knocked down as requested. The \$100 improper use fee has been paid. The plans show a 41.6 length of the house, which is what the board had required. The present plans show balconies, which were not to be included, the architect took his own liberties. John Lee advises the Board to look for a revised set of plans that do not include balconies. John Lee suggests that the Board should approve this, pending receipt of a revised set of formal plans. The Building Department will not accept these plans as is. Mr. Burns has told Mr. Lee that he has a new architect to draw the plans as Mr. Burns as requested, which he will need for the Town of North Salem. The plot plan of record that we have is the original plan from 1981. Tom Duffy wants this stated for the record. It is a 9.9 setback from the northeast corner. From the northwest corner, the property line is 10.09 feet. Ray Harting made a motion to accept the recommendation of the Real Estate committee to approve the plans for 9 Vail's Lake Shore Drive pending receipt of the revised plans indicating that there are no balconies. Mary Rubini seconded. John Lee will verify the new plans when submitted regarding heights. The plan shows 30 feet height. Fred Witte inquired if the present foundation is what would be used. John Lee asked if someone would be verifying the Datum. John Lee suggests that we hire someone to set the Datum from the road. We will call Bergendorf- Collins to come set the Datum and the stockholder will pay for it. The house will be 25 feet from the road. The plan has an elevation of 30 feet. Again, John Lee suggests a Datum. Victoria Desidero stated that Mr. Burns should have been told previously that he needs a Datum. It was asked of Mr. Duffy why Mr. Burns was not asked previous to tonight for a Datum. Mr. Duffy stated that he never received response from Mr. Burns for the two letters that he sent to him. Mary Rubini said that the Datum should be part of the standard procedure. Ray Harting made motion to accept recommendations to get a Datum and new plans. Bob Gregory seconded. Mr. Burns stated that the house will be 30 feet high,

on the footprint, and will have two bedrooms. Victoria Desidero abstained. All others in favor. Motion passed.

**MEMBERSHIP:**

Victoria Desidero made motion to approve the rental application for Sharon Kroll's house at 33 Orchard to Jeff and Tonya Kempler. Mr. Gregory seconded, but then stated that a telephone interview is not sufficient. The motion was approved pending a satisfactory personal interview. Victoria Desidero abstained. All others in favor. Motion passed.

**PUBLIC SAFETY:**

Drew Gunnison sent a report with Ronnie Waltzer. Things are quiet at the North End but activity seems to be happening on the lake. Mr. Gunnison has told the teenagers that they cannot build fires. Mr. Gunnison does speak to the Security person, Ralph Matachierri.

We will publish the cell phone number of Ralph Matachierri for the weekends and for during the week, people should contact Drew Gunnison or call the police. We will also place the phone numbers on the Web site. Mr. Gunnison would not be willing to come to the Board meetings to make regular reports, and if he knew that was required, he would not have accepted the position of Security Chairperson. For the record, Victoria Desidero feels that the Chairman of a Committee should submit a report or come to a meeting to report what is going on with the Committee. We will ask Ralph Matachierri to come to the next Board meeting.

**BUILDINGS & GROUNDS:**

Jack Waltzer sent a report. There was a water leak on Ramp One by the Mailboxes. The cost was \$1600 for the excavator. There is a water leak at Koestlers' Garden. Plants will need to be moved to fix this leak.

The tarring truck was rented and Jay Moore and Jack Waltzer have filled in cracks around the Grove.

There has been concrete repair done at Patti Goor's house, due to damage done by excavation.

The tennis court cracks will be worked on. Drainage issues at 65/67 Vail's Lake Shore Drive are still being addressed.

**PUBLIC HEALTH/PUMPHOUSE:**

All in good condition

**WWTP:**

Tom Duffy reported the following on behalf of Peggy Boyle:

The Peach Lake Coalition and the Vail's Grove WWTP Subcommittee have been in contact with Fred Testa, our EFC Community Liaison, with regard to the impending deadline for submission of documents to qualify for EFC board review. The deadline is July 25, 2008. Mr. Testa sent the two Towns a detailed letter, copying in the Coalition, itemizing concerns that each Town needs

to address as well as concerns with NYSCED and NYCDEP and the Office of the State Comptroller.

The Peach Lake Coalition pulled together a meeting today, July 16<sup>th</sup> with both Town Supervisors, Paul Greenwood and Michael Rights, to ascertain how prepared each Town is to address EFC's concerns. Also in attendance were Dwight Yee, Southeast Councilperson, Will Stephens, Southeast Town Attorney, and Sarah Cwikla from Stearns and Wheler. All Peach Lake Coalition neighborhoods were represented; Vail's Grove having the most representation. Peggy Boyle suggested that the Coalition follow up, especially with OSC and NYSDEC, both critical governmental entities of this initiative, with a letter from the Coalition, thanking them for their efforts and reminding them of our deadlines for important documents to be sent to EFC in order to successfully submit a complete application for low interest long term financing and no interest short term financing. Peach Lake Coalition representatives felt that the towns had addressed the issues sufficiently and declined to see the need to write any letters at this time. Both Towns are confident that after the required 15 day review period by both Counties, which ends this Friday, they will get formal approval from OSC to form the district, thereby being able to meet with their towns to pass a resolution to form the sewer district and pass a bond resolution; both required of EFC by the 25<sup>th</sup>.

North Salem Town Board plans to meet this Tuesday, July 22 and Southeast Town Board plans to meet a week from this Thursday on July 24. Peach Lake residents should try to attend those Town meetings.

Sarah Cwikla will follow-up with the certification of certain forms by NYSDEC, which is also required by EFC by the 25<sup>th</sup>.

**SUNSHINE/WELCOME:**

We have new neighbors at 7 Hilltop Lane, William Carroll/Maureen Mullarkey. A welcome basket was given to our new neighbors.

Mr. Becker is in the hospital and we will all keep him in our thoughts.

**AESTHETICS:**

Victoria Desidero reported that planting and weeding is still going on around the Grove.

**BEACH:**

Ronnie Waltzer stated that the Sunset Cocktails on the Beach was very nice and well attended. The Beach Committee Chair would like more money and if any other Committee Chairs have extra money in their budget, would they be able to pass it to the Beach budget.

**RECREATION/CONCESSION:**

Mary Rubini said that the July 4<sup>th</sup> parade was great and successful. Thanks to Fred Witte, Lucille Witte, Patti Ford, Ronnie Waltzer. This event was well attended. The fire truck was there. Thank you to Peter Van Scoy for arranging for that. July 19<sup>th</sup> will be a Family Picnic.

**COMMUNITY/SOCIAL:**

Fred Witte said that the Family picnic would be at noon at the playground. People can bring their own food and in addition, hot dogs, burgers and soda will be sold. There will also be games and prizes, organized by Mary Rubini.

**PAVILION:**

No Report

**LEGAL:**

Mary Rubini reported that Indy Mac Bank has collapsed and the Grove is not having an easy time finding banks that will do individual's mortgage financing here at the Grove. PCSB and Putnam County National Bank will only accept 20%, not 10%.

**INSURANCE:**

Mr. Gregory reported that all insurance coverage is in order.

**COMMUNITY LIAISON:**

Mr. Gregory said that we need people to attend Town Board meetings to make our presence known. North Salem will have a meeting on July 22, and Southeast will have a meeting on July 24.

**OMBUDSMAN:**

No report

Ray Harting made motion to adjourn this meeting until next Wednesday, July 23<sup>rd</sup> at 7 pm. to finish discussing the proposed By-Laws revisions. Mr. Gregory seconded. Adjourned at 9:49 pm.

July 23, 2008 – Continuation of July 16, 2008 meeting regarding the By-Law revisions changed to July 29, 2008 at 7 pm due to lack of quorum on July 23<sup>rd</sup>. Present: Ronnie Waltzer, Fred Witte, Bob Gregory, Ray Harting, Victoria Desidero, Peggy Boyle, Ellen Mytych, Jim Andes, John Lee.

Ronnie Waltzer explained that she would go through all the changes. It was brought to the attention of the Board that if the Board approves the changes, the changes become effective immediately, to be ratified by the Stockholders at the Annual Meeting. Ray Harting made a motion to approve the proposed revisions to the By-Laws as submitted by the By-Law committee, by the Board of Directors. Victoria Desidero seconded.

Article II: Section 1. Change the date and time of the Annual Meeting to be "a date and time" set by the Board of Directors.

Section 1(a) Remove completely.

Article III: Section 1(a): Change the part that Directors can be re-elected to the Board after a one-year period (instead of three-years) after resigning and also to add "never" convicted of a crime. In addition, "all candidates sworn into office will sign a Conflict of Interest Policy.

Section (d): Addition of “All propositions will be part of the Proxy.”

Section (f); A Director can “never” have been convicted of a crime; after a director resigns, they can re-run for office after one-year, rather than three.

Section 1 (c) A Proxy is only valid if it contains at least one vote for either one or more directors, and/or a vote for any proposition on the ballot.

Section 5. Meetings will be publicized on all bulletin boards around the Grove; the Chairperson will determine the time-slot when Stockholders may address the Board.

Section 6. (c) Board members must attend nine regularly scheduled meetings, including the meeting directly after the Annual meeting.

Section 11. The Chairperson will have the power to appoint Chairpersons of Committees. The Committee Chair can appoint members of the committees. Each member is encouraged to be on a Committee. Each Committee Chair is required to give reasonable written notice to resign.

Article IV. Section 1: President will now be known as Vice Chairperson.

Section 5: President will now be known as Vice Chairperson.

After reviewing and discussing all proposed changes, all in favor of accepting the revisions to the By-Laws with the discussed changes:

All in favor. Motion passed.

Fred Witte made motion to adjourn. Ray Harting seconded. Meeting adjourned at 8:48 pm.

Ray Harting thanked John Lee and Jack Waltzer for their hard work on these By-Law revisions.