

VAIL'S GROVE COOPERATIVE, INC.

BOARD OF DIRECTOR'S MEETING

October 18, 2011

CALL TO ORDER:

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

ATTENDANCE:

Mr. Cassidy took attendance. Present: Mr. Cassidy, Ms. Desidero, Ms. Enos, Mr. McGuinness, Ms. McHale, Ms. Myers, Ms. Mytych, Mr. Norcross, Ms. Rubini, Ms. Waltzer, Mr. Witte. Absent: Mr. Duffy and Mr. Ryan.

ACCEPTANCE OF MINUTES:

Ms. Myers made a motion to accept the minutes of the September meeting. Mr. Cassidy seconded. Ms. Rubini abstained. All others in favor pursuant to the revisions from Ms. Enos and Ms. Desidero.

COMMENTS & CONCERNS OF STOCKHOLDERS:

Ms. Waltzer introduced and welcomed Hugh and Denise Andrews of Maple Lane as new Stockholders in Vail's Grove.

Ms. Waltzer stated that she will allow Stockholders from Maple Lane a minute or two for comments and asks them to also put their comments in writing.

Ms. Petroff of 5 Maple Lane, complained about trucks going down Maple Lane to the WWTP. These truck drivers are stating that the wires on the road need to be 14 feet high. Ms. Petroff stated that Maple Lane is having their home values lowered due to the fact that they are on a very busy street. Trucks have been going up and down Maple Lane and the road is getting damaged. She stated that the residents of Maple Lane will have problems selling their homes in the future. The children cannot play outside anymore, trucks are getting stuck and Ms. Petroff does not think that the residents of Maple Lane should have to pay their quarterly fees.

Ms. Andrews of 3 Maple Lane stated that since they closed the construction road and have been using Maple Lane, she is concerned about safety. Ms. Andrews asked if Vail's Grove knew about this change and did they make arrangements for this project to use Maple Lane. She stated that Maple Lane is a private road and should not be used for town and municipal trucks. She asked if we have a legal right to not allow these trucks onto Maple Lane. It was explained to Ms. Andrews that it is the Boards understanding that once construction is complete, there will only be a few vehicles using that road. Ms. Desidero asked why the road was closed before they were finished with construction. Mr. Guldán said Arben did it so they could get their bond money back. Ms. Desidero said that GHD should be the ones we talk to about this. Mr. Guldán said that Arben said they cannot reopen the road because the road is now blacktopped. Ms. Andrews stated that Warren Lucas told her when she was interested in purchasing, that she should go ahead with it because there will only be one truck a day being on that road. Ms. Desidero told the audience that there will be a Coalition meeting here in the Pavilion on Thursday and

that people should come to express their concerns. Mr. Guldán said that he met with Warren Lucas, Tony Hay and Rocco from the DOT about this issue and Rocco has no issue to reopening this road for a temporary time. It was suggested that the road be blocked. Ms. Andrews stated that Maple Lane is going to be destroyed, ripping wires off the homes, dumping dirt, etc.

Mr. Andrews stated that if they are using that road, they are benefitting and only the residents of Maple are going to suffer from this. Ms. Waltzer said that we have Ms. Rubini as our attorney and she will start working on this. Ms. Desidero said that this Board was presented with this information after construction. This was not agreed to by this Board. Arben and GHD have disregarded a lot of things and now our attorney needs to address this easement issue. This Board has fought and complained about these issues. Mr. Andrews suggested that perhaps they open the other entrance and even Maple Lane residents could use that entrance instead of Ramp 5.

Mr. Weber of 8 Maple Lane said they were making deliveries at 4 am and were knocking down signs and also commented on the new sign at the end of Maple Lane, "Peach Lake Environmental Center". Ms. Desidero stated that they do not have a permit for this from the Town of Southeast. Mr. Weber has all the same issues as the previous speakers.

Mr. Guldán of 4 Maple Lane is concerned that the parking spaces that were at the end of Maple Lane are not there any longer. This lot was able to have 8-10 cars in it for overflow parking. Mr. Guldán again stated that Rocco from the State has no issue with opening that previous ramp but the cost of "a clear line of sight" would need to be borne by the District. Mr. Guldán thinks it will be another year until the plant is ready and that the District needs to hire someone to see what is needed to get this road re-opened until everything is ready. This road should be open temporarily while construction is still going on. Mr. Guldán said that even if Arben wouldn't re-open it, GHD should have it re-opened.

COMMITTEE REPORTS

CHAIRPERSON:

Ms. Waltzer stated that she will propose her committee chairs. She also stated that this was not an entire new slate and she copied this list from the previous year with only two-three changes and she thought she was being organized in having this list ready at last month's meeting. Ms. Waltzer said that Mr. Davies will be B&G Chair and has done a fine job and she welcomes him as Committee Chair. Another change is that Ms. Desidero has agreed to be Ombudsman and Mr. Duffy will be Real Estate Chair, with Mr. McGuinness staying on a Co-Chair. Ms. McHale will be Insurance Chair. Ms. Waltzer also stated that she spoke to all involved during this process and everyone was fine with these changes. In addition, to simplify Pavilion issues, Ms. Battreall will do Pavilion Rentals and Mr. Witte will do Pavilion Maintenance, such as the Energy Audit. Ms. Mytych will be Ethics Chair.

Ms. Myers made a motion to accept Ms. Waltzer's list of Committee Chairs. Ms. McHale seconded. All in favor. Motion approved. Ms. Desidero stated that Ms. Waltzer did an excellent job on this list and that this was not her list that was presented. She stated that there were many changes to her list. Ms. Desidero asked if Mr. McGuinness was a co-chair of Real Estate and Ms. Waltzer stated that he is.

VICE-CHAIRPERSON:

No Report

VICE-PRESIDENT:

Ms. Enos stated that in the executive session, finances were discussed as well as a new Conflict of Interest Policy.

TREASURER:

Ms. Mytych reported that there are no stockholders who are two quarters in arrears. She had presented the quarterly report of budget in the executive session and our income is higher and expenses are lower than budgeted for. Ms. Mytych asked for input on budget items from Committee Chairs with budget, so she can prepare for the 2012 budget.

ETHICS:

Ms. Mytych proposed a new revised Conflict of Interest Policy. She will present another version with suggested changes for voting at the next Board meeting.

SECRETARY:

Mr. Cassidy reported that the directory for 2012 is being worked on. The office also sent final letters to stockholders who have not had their electrical panels inspected; GHD is very grateful. All of the garages have been re-leased to those who had them prior to the collapse. There is now a waiting list for garages. The office is sending a follow up list to all Board members. Please be prepared to give updates on each item on the list that is yours. Ms. Mytych asked how long someone needs to wait if they are the garage waiting list. She feels that there should be a limit on how long people should be able to rent a garage for. Ms. Mytych would like to know in the future if anyone complains about the time of wait.

SUNSHINE:

Ms. Enos read a thank you from Karen and Dave Bruen. Ms. Enos announced the birth of the Braunwarts grandchild, David Michael Braunwart born to Dave and Claudia Braunwart and also reported that Jessica Braunwart got married last summer. Ms. Waltzer stated that Ms. Battreall was the captain of a team for Making Strides against Breast Cancer and her team raised about \$14,000.

BUILDINGS & GROUNDS:

Mr. Davies reported that the garages are done and the plantings are in, gravel is set, soil is down, grass seed has been put down. He reported that we have probably come in at \$2000-3000 ahead of budget.

There are problems in the Grove with some issues from the sewer project. Mr. Davies stated that he has met with Sarah Cwikla, Ken Kohlbrenner and homeowners, and that the homeowners have been guaranteed that these issues will be resolved and things will be back to how they were prior to this project. There are still a lot of water issues around the Grove. Because our new recycle area is smaller, Mr. Davies is finding out about dropping off some of these items to a location in the Town of Southeast at no charge. We might be able to utilize this to get rid of some of the tree limbs and debris as we are running out of room for these items. Ms. Battreall stated that some people are saying it is good to mow the leaves right into lawns that it is good for the lawns and that we perhaps should consider doing this.

Mr. Davies stated that Stearns and Wheler/GHD and Arben are going to be gone from the site very quickly. The last he spoke to Sarah Cwikla, which was about a week or two ago, she stated that they are working on the pipe this week on 121 but he has not seen any of this happening. When the crew comes back to the area, they were to be coming into Vail's to repair punch list items, manhole issues, etc. Mr. Davies stated that he will have Mr. Moore attend the Coalition meeting on Thursday to ask some questions about these issues. Ms. Waltzer stated that herself and Mr. Waltzer will be at the meeting as well.

Mr. Davies has an appointment with Brooker Smith and Tim Butler to discuss the issue on the back road off of 121, which has been an issue for many years. He hopes to be able to correct that water run-off.

Mr. McGuinness asked if the speed bumps will be staying in and Mr. Davies said they would be as they are not removable. They will be marked so the snowplow does not hit them.

Mr. Davies said that he was informed today that Mr. Moore has been told he does not have to come to Board meetings anymore. Ms. Waltzer stated that it does not seem necessary as Mr. Davies is at the meetings. Mr. Davies said that Mr. Moore was encouraged to come to the meetings to perhaps have him take over more administrative responsibilities. Ms. Waltzer congratulated Mr. Davies on his son's marriage.

REAL ESTATE:

Mr. McGuinness said that everyone should have received the new information from the Andrews about changing the set back of their proposed deck. They have received an approval letter contingent on receiving that new drawing.

Mr. McGuinness discussed the plans from the Rubinis for a master bedroom expansion. Ms. Rubini explained that there is a deck off their bedroom that is not used and that they will enclose the deck to make it part of the master bedroom. There will no longer be an outside deck. Ms. Battreall stated that no neighbor letters had gone out as the Real Estate Chair usually determines who would be receiving these letters. Ms. Desidero asked if a building permit is required and that if so, Ms. Rubini would need a variance from the town of Southeast. Neighbor letters need to go out. Mr. McGuinness made a motion to approve this alteration pursuant to neighbor letters going out and giving time for neighbors to respond. Ms. Desidero seconded. Ms. Rubini abstained. All others in favor. Motion approved.

INSURANCE:

Mr. McGuinness stated that we received the renewal for our Commercial Package Policy from our Insurance Company which needs to be reviewed. Ms. Battreall suggests that Ms. McHale should come into the office and perhaps discuss with Pat Clair from SKCG, our broker, to understand everything that we are covered for with insurance.

MEMBERSHIP:

Ms. Myers made a motion to approve a re-finance application from Marie Fagan, pursuant to receiving an appraisal that shows she is not financing more than 80% of appraised value. Ms. Desidero seconded. Ms. Rubini abstained. All others in favor. Motion approved. Ms. Myers made a motion to approve a re-finance application from William Carroll/Maureen Mullarkey pursuant to receiving appraisal showing financing is not more than 80% or 90% , as long as tri-merge credit report shows that have the higher credit scores. Mr. and Mrs. Carroll have submitted that tri-merge report. Ms. Rubini abstained. All

others in favor. Motion approved. In addition, Mr. Carroll sent a letter to the Board stating his concern that in this present real estate market, home values might be going down.

Ms. Myers reported that a Loan Modification request from Mr. and Mrs. Duffy does not need Board approval, as it is just a change in interest rate.

Ms. Desidero made a motion to approve a re-finance application from Mr. and Mrs. J. Myers pursuant to receiving an appraisal showing financing is no greater than 80% of appraised value. Ms. Mytych seconded. Ms. Rubini and Ms. Myers abstained. All others in favor. Motion approved.

Ms. Enos asked what was happening with having Mr. H. Myers' second house being transferred out of his name. Ms. Rubini stated that this is in process and one of the homes will have an ownership change. Ms. Myers reported that Mr. H. Myers had surgery this past week,

BOAT RAMP:

No Report

WWTP:

Ms. Battreall reported that the office sent out about 25 letters to stockholders about having their electrical panels inspected. GHD indicated that the Vail's office does not need to go any further on this issue. All the communities have the same percentage of inspections not done as of now.

Ms. Desidero said that Warren Lucas wrote an e-mail about the fact that people do not need to have their electrical panels upgraded. Mr. Davies said that Mr. Lucas is looking into this as he believes that it is the case that they do not need to be upgrade. Ms. McHale stated that at the lake wide meeting months ago, Mr. Lucas was very firm that this had to be done. Ms. Desidero said that this is huge, as we have told people they have to do this and now there is this contradiction. Ms. Waltzer said they will hopefully get more information on this at the Coalition meeting on Thursday. Ms. Desidero also suggests that Ms. Waltzer have the punch list of items that are still to be done here at the Grove. Ms. Desidero feels we have been very patient about these issues. Ms. McHale said that her understanding is that if there was ever a power outage, the upgrade was needed to get the grinder pumps started again.

PAVILION:

Ms. Myers made a motion to approve an application from Mr. and Mrs. Tolve to rent the small room on October 26th for a children's party at the rate of \$40. Ms. Desidero seconded. All in favor. Motion approved pursuant to getting insurance certificate.

Ms. Battreall reported that we have a renter who would like the Pavilion for December 30th. As the New Year's Eve party will be here on December 31st. Ms. Battreall informed the Walsh family that they would need to pay to have Mr. Moore come in to clean at their expense, if the Walsh's do not want to clean themselves.

Ms. Desidero requested that as Ms. Battreall is Chair of Pavilion rentals, all applications should be submitted to the Board for approval. Ms. Battreall stated that all applications do come through the Board. Ms. Myers stated that she thinks we should make a standard as to if we rent the pavilion the day prior to the annual meeting. Ms. Mytych said she thinks this should be brought to the Board for the Board to

decide. Ms. Rubini said that she received a desperate call from Don Rossi about needing a place for his daughter's wedding. Ms. Rubini checked with Ms. Desidero about this, who in turn called Ms. Battreall on vacation. Ms. Battreall stated that she had already told the O'Loughlins that they could not rent the Pavilion as it was the day before the Annual Meeting. Ms. Rubini said she contacted the O'Loughlins about this. Ms. Battreall explained that before the annual meeting, the Pavilion needs to be set up and food shopping needs to be done. Ms. Myers said she thinks the Board should be able to talk about this and make the decision and that Ms. Battreall does not have to make the decision. Ms. Battreall stated that when it is her responsibility to do everything for the Annual meeting, she should be able to make that decision. Ms. Myers said that for the future the Board should have all these decisions come before them. Ms. Desidero does not understand why the pavilion should not be rented before the annual meeting. Ms. Battreall said that these issues will be brought to the Board from here on and that if it is rented the day before the meeting, the annual meeting will need to be catered. Ms. Desidero asked why it would have to be catered. Ms. Battreall stated that there is setting up to do and shopping to be done. Ms. Waltzer said that this rental was an emergency situation. Ms. Desidero said that if we make a rule that every application come to the Board and the Board discusses on a case by case basis, it would be better. She thinks it should be the Board's decision. Ms. Mytych would have liked to know the cost associated with catering the meeting. Ms. Battreall reminded Ms. Mytych that she was on vacation. Ms. Desidero said it is about the process, so that the Board would know. Ms. Mytych asked what the price was that it cost us to cater. Ms. Battreall stated that we rented Pavilion for \$350 and the catering cost \$480 plus other incidentals. Ms. Desidero asked if we will bring everything to the Board. Ms. Waltzer said everything will be brought to the Board.

LONG RANGE PLANNING:

Ms. Desidero asked Ms. Battreall if there is a file in the office about the Water Tank replacement. If there is, she would like a copy of the file.

OMBUDSMAN:

No report

LEGAL:

Ms. Rubini stated that the Tennis Courts are fantastic and she thanks Mr. Davies and Mr. Moore for their hard work.

Ms. Rubini reported that GHD did agree to give Vail's Grove \$8500 as a settlement for the land they used for the retention area, which is our land, as long as the Grove signs a release that we cannot sue them for anything or go after them for anything in the future. Mr. Davies said that our land is not restored to our satisfaction. Ms. Rubini suggests that we say we will not sign the release until the land is restored to our satisfaction and at that point, the total amount will be determined. Ms. Desidero stated that it should be B&G who decides if the land is restored to our satisfaction.

Ms. Rubini will meet with Maple Lane residents and Ms. Desidero to try to get the construction road reopened to help the people on Maple Lane. Mr. McGuinness said that this is a quality of life issue. He said that he is affected as well as the workers are coming down the road by his house as well.

RECREATION/SOCIAL:

Ms. Rubini stated that the Tag Sale is this coming Saturday and Sunday, October 22 and 23rd. The Pumpkin Carving/Covered Dish Dinner will be on Saturday, October 29 and the Vail's Grove Christmas Party will be on December 10th.

It was also brought to everyone's attention that the December Board meeting will be on December 13th. The office will put together a list of the Board meetings for 2012 and distribute to the Board, as well as putting on website and into the Vail's Voice.

AESTHETICS:

No Report

PUBLIC HEALTH/PUMPHOUSE:

No report

COMMUNITY LIASON:

No report

BEACH:

Ms. Battreall stated that the Beach phone is now turned off for the season.

PUBLIC SAFETY:

Ms. Battreall reported that our security patrol will be out on Sunday, October 30th for mischief night and again on Monday, October 31st for Halloween.

LEND A HAND:

No Report

WELCOME:

No report

TREE:

Mr. Norcross reported that Mr. and Mrs. O'Loughlin of One Vail Blvd. asked to have cables put on the tree by their house. Mr. Norcross investigated the issue and stated that there is no obvious reason for this. A letter will be sent to the O'Loughlins in response to this. Mr. Norcross will draft a letter and it will be notarized in the office and sent to the O'Loughlins.

Meeting adjourned at 9:50 pm.