

**VAIL'S GROVE COOPERATIVE, INC.**

**BOARD OF DIRECTOR'S MEETING**

**September 20, 2011**

**CALL TO ORDER:**

Ms. Waltzer called the meeting to order at 8:15 pm. Ms. Enos swore in Frank Cassidy as Secretary of the Board of Directors.

**ATTENDANCE:**

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

**ACCEPTANCE OF MINUTES:**

Ms. Enos made a motion to accept the minutes of the August 16 Board meeting. Mr. McGuinness seconded. Abstained: Ms. McHale, Ms. Waltzer, and Mr. Norcross.

**COMMENTS & CONCERNS OF STOCKHOLDERS:**

**COMMITTEE REPORTS**

**CHAIRPERSON:**

Mr. Duffy made a motion to accept the slate of Committee Chairs presented by Ms. Waltzer. Mr. Cassidy seconded.

Ms. Waltzer wanted to discuss the Pavilion Chair. She stated that due to the fact that Ms. Battreall takes care of the rentals, that should be done in the office. Ms. Waltzer has stated that Ms. Rubini does not want to be Ombudsman any more. Ms. Waltzer suggested that the Board have Ms. Battreall take the role of Ombudsman as she does such a good job in dealing with Stockholders regarding payments, etc. Ms. Desidero then asked what the role of the Grievance Committee is. Ms. Desidero stated that there is no such committee and it was explained that this is a standing committee, of which she did the assignments and it was on her list. Ms. Mytych would like to know why the Board is being asked to replace Mike Davies with Jack Waltzer as Chair of Buildings & Grounds. As Treasurer, she feels that Mr. Davies has kept within the B&G budget better than Mr. Waltzer did in previous years. She is also concerned that Mr. Waltzer resigned from the position. She stated that Mr. Davies stepped up and has been doing a great job. She also stated that as recently as August 9<sup>th</sup>, Mr. Waltzer threatened to quit as Chair of the Pump house. Ms. Mytych said that would create a financial consequence for the entire Grove. And that as a Chair of a Committee, Mr. Waltzer was upset because he couldn't keep his word to one of the vendors as to the vendor receiving his payment; Ms. Mytych thinks the money of the Grove is more important than the relationship with one of our vendors. Ms. Myers stated that it was a contentious Executive Session and that it would be in everyone's best interest to put this decision off for now. Ms. Myers does not think that

the Chair of the Board and the B&G Chair should be related. She feels it is awkward. Ms. Myers said that the Board could vote on each Committee Chair separately.

Ms. Desidero said the discussion about whether this is the same process as has been done in the past was had in the Executive Session. She said that the Chair does not start with a whole new slate of people, that she never did that nor did Ms. Waltzer. She stated that this issue is being pushed on the Board and that the Board is rushing into this. She thinks a Committee should not be one person, it should be numerous people. Ms. Desidero does not understand why this is a rush. Ms. Myers said she doesn't even know if this entire new slate is allowed. Mr. Cassidy asked how this is a whole new slate. Mr. Duffy said that there is a motion that is on the table and you either like the motion and vote yes, or you don't like it and vote no. Mr. Duffy said that the Chair could appoint whoever they want and that the Board then affirms or not affirms it. Ms. Myers said that our attorney interpreted this By-law this way (that an entire new slate is not allowed). Mr. Duffy said that the only thing he sees as being contentious is B&G. Mr. Duffy said that originally Ms. Waltzer wanted to keep Mr. Davies as B&G but that Mr. Duffy advised her against it. Mr. Davies, he stated, does not have a good rapport with our employees. Mr. Duffy stated that Ms. Waltzer spoke to Mr. Davies about Mr. Waltzer and Mr. Davies said that he did not want Mr. Waltzer involved. Mr. Duffy said that he will support Ms. Waltzer in whoever she wants. In his opinion, Mr. Duffy said he is surprised about people's thoughts on this. Mr. Waltzer takes care of the Pump house every day. Mr. Duffy stated that he also has an issue that Ms. Mytych never brought it the Boards attention that she was concerned about the B&G finances. Mr. Duffy thinks Mr. Waltzer left the B&G Chair because it became a hostile situation with Ms. Desidero, that she did not back him up and go with his recommendations and he became frustrated. Mr. Duffy stated that Mr. Waltzer was hurt by having to resign and Mr. Duffy would like to see him come back in. Mr. Duffy thinks the Board should support Ms. Waltzer in her decisions as she is the one the Board voted to be Chairperson.

Ms. Desidero rebutted that her relationship with Mr. Waltzer was not contentious and that their styles were different. Ms. Desidero said that Ms. Mytych did express her concerns about finances. Ms. Waltzer stated that Mr. Waltzer never spent money on something that didn't need to be done. Ms. Mytych said it wasn't that he spent money unnecessarily but that he was in the habit of not reporting to the Board about his anticipated spending. Mr. Waltzer was accustomed to the way one Board worked versus another Board. Ms. Waltzer says she remembers Mr. Waltzer always standing up at the meetings and reporting all prices. Ms. Mytych stated that she never felt there was an easy rapport with that.

Mr. Ryan stated that as Chairperson, Ms. Waltzer has the responsibility to not let this be a contentious Board, because if it is, he will not be here. Mr. Ryan is disturbed about personality issues and if that continues, he will not be here. Mr. Ryan suggests that this decision be put off another month so that everyone could compromise and that Ms. Waltzer has the right and privilege to do this. Ms. McHale asked if Mr. Davies was removed or if he stepped down. Ms. Waltzer stated that both Mr. Davies and Mr. Waltzer want to be Chair of B&G. They are both good candidates for this job. Ms. McHale asked why they both cannot do the job and Ms. Waltzer said they will not work together. Ms. Mytych asked Mr. Davies if he would be comfortable with Mr. Waltzer joining the committee. Mr. Davies stated that he wouldn't have Mr. Waltzer as Co-Chair, but he could be on the committee and Mr. Davies said that he, Mr. Davies, would have to make all final decisions. Ms. Desidero stated that Mr. Waltzer was already on the committee with certain projects. It appears that both Mr. Waltzer and Mr. Davies do not want to be co-chairs. Mr. McGuinness said that if there are too many Co-chairs, too many people would need to be called upon to make decisions. Mr. McGuinness also asked if it is good business to remove Mr. Davies and replace with Mr. Waltzer or vice versa. He does not think there is a reason to fix a problem that is not there.

Mr. Duffy will remove the motion in respect for Ms. Waltzer. Ms. Desidero made a motion to postpone this vote. Mr. Ryan seconded. Mr. Norcross opposed. Mr. Duffy and Ms. McHale abstained. All others in favor.

**COMMENTS & CONCERNS OF STOCKHOLDERS:**

Steve Sferlazza, owner of 17 Vail's Lake Shore Drive requested that the Board of Directors consider reimbursing his tenant, Sue Callahan for the monies she spent on repairing the broken pipe that she said was crushed by Landscape Unlimited. Ms. Callahan had stated previously that Landscape Unlimited had crushed the pipe by driving heavy equipment over the leaching fields. Mr. Sferlazza stated that \$300 was not enough reimbursement, considering it cost Ms. Callahan \$1900. Ms. Callahan stated again that Landscape Unlimited never said he would repair the pipe and she needed to be able to use the plumbing in her house. This was an urgent problem. Ms. Callahan was asked why she waited so long to bring such a serious matter to the attention of her landlord. Mr. Davies said that Landscape Unlimited did repair the leaching field and Mr. Sferlazza said that was not true. Ms. Mytych made a motion to give Ms. Callahan an additional \$600 which will come from the retainage due to Landscape Unlimited. Mr. Witte seconded. Ms. Myers opposed. Everyone else in favor. Motion approved.

**VICE-CHAIRPERSON:**

No Report

**VICE-PRESIDENT:**

No report

**TREASURER:**

No Report

**SECRETARY:**

Mr. Cassidy reported that the directory forms for updates for the new directory will be going out with the October quarterly statement mailing, along with the Vail's Voice. The office will be closed on Thursday and Friday, September 29 and 30<sup>th</sup> for the Jewish Holidays and again on Monday, October 10 for Columbus Day. The deadline for the Vail's Voice is September 25<sup>th</sup>.

**SUNSHINE:**

Ms. Battreall read the report for Ms. Enos. "Our deepest condolences go out to Dave Bruen and Diana Stevens and their families on the passing of their mother and former Grove resident Marilyn Bruen." A thank you note from Jim Sheridan was also read.

**BUILDINGS & GROUNDS:**

Mr. Davies stated that at last month's meeting, it was discussed that there was water in the manholes. A letter was sent to Sarah Cwikla from GHD. Mr. Davies saw Sarah yesterday and she stated that the pipes have a one-year warranty from the day the sewer system is completed and hooked-up. Mr. Davies feels (from speaking with Mark Grzella from GHD), that the container is supposed to have a locking

mechanism and Mr. Davies does not think those seals were put in. Mr. Davies had Jay Moore check the manholes and there was water in all of them. Ms. Cwikla had someone come test the water.

Mr. Davies stated that the six-car garage should be completed by the beginning of October. The check was mailed to NYSEG to get the power turned on. The sheet rocking will be done on Friday with it being taped next week. The outside box/wires will be moved to make them nicer to look at. The six sub-meters will be upstairs. Mr. Moore will have to read the meters quarterly and the office will bill the tenants quarterly. Ms. Battreall will send a letter to the renters informing them about what the electric fees will be, as soon as she gets the information from Mr. Davies. The decision was made through an Executive vote.

Mr. Davies reported that pipes were crushed and there was a major water problem at 91 Vail's Lake Shore Drive. A lot of work had to be done and Jay Moore will go around and check other pipes in the Grove to be sure they are not crushed. Mr. Davies stated that Tim Butler did a great job with the repairs and fixing the area after repairs.

Mr. Davies went down to the North End and Sarah Cwikla from GHD is getting the area made bigger for more leaf storage.

Mr. Davies stated that Jay Moore's hours have gone back to 8 until 4 now that the summer is over.

Mr. Davies said that the electrician stated that the wires on the Pavilion that melt the snow are no longer good. They need to be placed in four separate zones.

#### **REAL ESTATE:**

Mr. McGuinness made a motion to approve the application for the placement of a shed on the property at 5 Maple, Hugh and Denise Andrews. Motion seconded by Ms. Myers. Mr. McGuinness stated that he checked the property and informed the Andrews that they would need to move the shed 5 feet. The only issue he has is that there is only 8 feet in the back of the house, but if they had to move it closer to the house, it would be too close and tight to the deck. Mr. McGuinness has asked them for a new drawing of the layout and then pursuant to that, it should be approved. All in favor. Motion approved subject to receiving the new sketch.

Mr. McGuinness then discussed a letter he received from Angela Terrilli-Malkin about repairs that need to be done on her foundation which would result in the house being 6 feet taller. Mr. McGuinness stated that this would be discussed at the next meeting as the paperwork was received in the office yesterday and more information is needed.

Ms. Waltzer discussed that there has been a request from 3 Vail's Lake Shore Drive, Vito Errico, to have the road in front of his house blocked off for a day, so that a dumpster could be brought in for the demolition of the house. The roads will be barricaded far enough away so that people are not backing up to get around the road. Ms. Myers made a motion to approve this for one day pursuant to it being done on a weekday. Ms. Desidero seconded. All in favor. Motion approved.

#### **INSURANCE:**

No Report

## **MEMBERSHIP:**

Mr. Ryan made a motion to accept a re-finance application from Mr. and Mrs. Scott at 57 Vail's Lake Shore Drive. Ms. Desidero seconded. All in favor pursuant to receiving name of bank and an appraisal that shows financing is not more than 80% of appraised value.

Mr. Ryan also made a motion to allow for the transfer of ownership from Robert Mathieson to his son who inherited the house from the father's estate. Legal has informed the office that all papers are in order. Mr. Ryan said this would be subject to passing a septic inspection. Ms. Mytych seconded. All in favor. Motion approved.

## **BOAT RAMP:**

Mr. Ryan said that everything down at North End storage was pulled out. There was excessive storage on the part of one stockholder. The area has been brush hogged and the boats and trailers are being laced back in the area. There will now be more space down there. Mr. Davies stated that the most northern part of the ball field will be leveled off.

## **WWTP:**

Mr. Duffy reported that 123 electrical panel surveys have been completed. Mr. Duffy reported that Sarah Cwikla from GHD stated that GHD has agreed to pay Vail's Grove \$500 per month for the time that our storage area was taken and used. Their attorneys will be preparing papers for Ms. Rubini and the Board to review. GHD and Mr. Davies are working on the leaf retention area.

The Grinder Pump bids will be going out in December and the electrical should be done in January/February with Grinder Pumps being installed after that.

The DOT was holding up construction on Route 121 and Bloomer Road. Peggy Boyle wrote a letter to the Governor of New York, sending copies to many government officials and things are now moving again.

Ms. Desidero stated that she was notified that the temporary construction road at 121 was being closed and guardrails were placed back. She stated that Tony Hay has said he will still be working on getting this made into a permanent road for the Sewer Plant and that this is not a lost cause.

## **PAVLION:**

Mr. Witte made a motion to approve rental application from Gwen Blackwell for October 1. Mr. Ryan seconded. All in favor. Motion approved.

Mr. Witte made a motion to approve rental application from John Huntington for October 8<sup>th</sup>. Mr. Ryan seconded. All in favor. Motion approved.

Mr. Witte made a motion to approve rental application from Mary Schroeder for October 15. Mr. Ryan seconded. All in favor. Motion approved.

Mr. Witte made a motion to approve rental application from Jim Kiernan for October 22<sup>nd</sup>. Mr. Ryan seconded. All in favor. Motion approved.

**LONG RANGE PLANNING:**

Ms. Desidero reported that she, along with Ms. Battreall looked at the tape from Landscape Unlimited to try to ascertain who caused the gutter damage at 39 Vail's Lake Shore Drive. The tape was inconclusive. We will give Ken Sullivan \$350 for the repair of the gutter, which will come from the retainage money of Landscape Unlimited, as the Board had discussed last month.

**OMBUDSMAN:**

No Report

**LEGAL:**

Ms. Battreall reported for Ms. Rubini that as of this evening, she had not received a response from GHD as to our asking for \$500 a month rental fee for the land they used at the North End.

**RECREATION/SOCIAL:**

Ms. Waltzer stated that Recreation and Social will now be one committee, with Mary Rubini, Meghan Cassidy and Rob Norcross as the Chairs.

**AESTHETICS:**

Ms. Waltzer stated that the flower beds are being cleaned up.

**PUBLIC HEALTH/PUMPHOUSE:**

No Report

**COMMUNITY LIASON:**

No report

**BEACH:**

Mr. Cassidy reported that the committee is sorry there was no "end of summer party", but due to the Hurricane, the beach was washed away for a while.

**PUBLIC SAFETY:**

There will be increased security on Halloween and parking passes will not be required.

**LEND A HAND:**

No report

**WELCOME:**

No report

**NEW BUSINESS:**

Ms. Myers is concerned about illegal immigrants doing any work at Vail's Grove. It was discussed and when a bid package goes out to any contractors, there will be a statement that they must use legal workers if they do work here at the Grove.

Meeting adjourned at 10:40 pm.