October 22, 2014 Unapproved Special Meeting Minutes

1. A special meeting of the Walden Woods Conservancy Inc. Board of Directors was held on October 22, 2014. The meeting was called to order at 7:03 p.m. Directors present were: Dale Herrick(President),Andrew Lattimer (Treasurer), , Brian Onessimo (Vice President) Glenn Brand ,Joe Palladino, Kevin MacIlvane, Susan Raupach, , Diane Bernier and Adele Clark. Directors Debra Denker and Cori-Lynn Webber (Secretary) were absent. Mr. Chris Kohnle of Elite Property Management, LLC was also present for the meeting. Minutes for this meeting were taken by Director Palladino
2. This meeting was noticed for the purposes of discussing the Proposed Declaration Amendment a.k.a. “Walden Woods 59th Amendment of Amended and Restated Declaration” and review Conservancy’s counsel Attorney Matthew Perlstein response to various questions regarding the proposed amendment that been previously posed by residents.
3. Before the Board began its review some guidelines were set out and unanimously agreed to be members present. First, it was reiterated that this meeting would have no open forum although several residents were in attendance. Second, the questions and Attorney Perlstein responses would be reviewed in turn for understanding and acceptability. Third any question requiring additional clarification would be flagged and resubmitted to Attorney Perlstien through Mr. Kohnle. Fourth, it was stated intent that meeting would end regardless of where in process we were by no later than 8:30PM.
4. In general discussion all agreed that there existed a need to define boundaries and to proceed to bring a proposed amendment to a vote. It was also brought out by Director MacIlvane that the Conservancy By-Laws are fluid and subject to change and as such the changes being considered may be revisited again at sometime in the future.
5. A copy of the “Responses to Questions” is attached for reference purposes. The Boards comments and conclusions are summarized below:
6. The response was found acceptable as presented.
7. The response was found acceptable as presented. There was additional discussion regarding what method will be used to identify and define boundaries that are agreed upon. The emphasis was on using a method that will be suitable way to identify boundaries in years to come. There was discussion regarding the use of the available survey map and refining it further through satellite images. There was some discussion on other options that might be available. The choice of the method will be incorporated into the Boards November meeting agenda and subject to a vote.
8. The response was found acceptable as presented. The general consensus was that per the response from our counsel that the Board and Councils will decide where these expenses are to be.
9. The response was found acceptable as presented. Refer to question 3.
10. The response was found acceptable as presented. The main entrance will need to be identified and defined by the Board and incorporated into the proposed amendment.
11. The response was found acceptable as presented.
12. Refer to question 5 response
13. The response was found acceptable as presented.
14. The response was found acceptable as presented.
15. The response was found acceptable as presented.
16. The response was found acceptable as presented. This will need to be a decision of the Board.
17. The response was found acceptable as presented. It was recognized that placement of the vortechnic units within either the Conservancy or a Council will need to be defined by the Board through the proposed amendment. Director Lattimer asked for an explanation of what the actual function is of these units. President Herrick explained that they collected silt from runoff and prevented a build up in the pond.
18. The response was found acceptable as presented.
19. The response was found acceptable as presented.
20. The response was found acceptable as presented.
21. The response was found acceptable as presented.
22. The response was found acceptable but further clarification of response 17B was requested. The response as presented was found to be conflicting with 17A and needed additional explanation as to the writers meaning.
23. The response was found acceptable as presented.
24. The response was found acceptable as presented.
25. The response was found acceptable as presented.
26. In general discussion it was agreed that as a Board we will need to define at next Board meeting the steps required to complete the process and bring the matter before the residents. It was determined that a part of the presentation will have to be a presentation of what the changes will do to current budgets and need to incorporate where additional, currently not covered, reserves may be needed. The Board concluded further that The Conservancy is ultimately responsible for the general maintenance of all the physical plant for Walden Woods and that without a determination of boundaries and Council responsibilities that the costs incurred that might be disputed will initially need to be borne by The Conservancy and all residents equally.

The meeting adjourned at 8:26 p.m.