

**PGA WEST Master Association
SPECIAL BOARD OF DIRECTORS MEETING
November 22, 2013
MINUTES**

A meeting of the Board of Directors of the PGA WEST Master Association was held on Friday, November 22, 2013, at 3:00 p.m. at the Private Clubhouse. A quorum of the members was present.

<u>MEMBERS PRESENT:</u>	Richard Hayes	President
	Linn Wiley	Secretary/Treasurer
	Jim Cox	Director
	Mary Caldwell	Director
	Mickey Evans	Director
	Dick Moore	Director
	Russell Roehrkasse	Director

ALSO PRESENT: Rosie Galla, Jodi Fischer, John Handel, Lynn Gilliam and Robert Pantanella representing The Management Trust and David Peters, attorney, representing Peters & Freedman

CALL TO ORDER:

The meeting was called to order by the President, Richard Hayes, at 3:00 p.m.

Mr. Moore moved, Mr. Evans seconded to move the last agenda item to the top of the agenda. Motion failed; Mr. Hayes, Mr. Cox, Mr. Wiley, Ms. Caldwell, Mr. Roehrkasse voted no.

OLD BUSINESS:

Appointment of Vice President

Ms. Caldwell moved, Mr. Roehrkasse seconded to appoint Mr. Cox as Vice President. Mr. Moore moved, Mr. Evans seconded to appoint Mr. Evans as Vice President. A vote was taken and Mr. Cox received five (5) votes and Mr. Evans received two (2) votes. The motion to appoint Mr. Cox passed.

Legal Affairs Committee Assignment

Mr. Cox moved, Ms. Caldwell seconded to appoint Linn Wiley to the Legal Affairs Committee. Mr. Moore moved, Mr. Evans seconded to appoint Mr. Evans to the Legal Affairs Committee. A vote was taken and Mr. Wiley received five (5) votes and Mr. Evans received two (2) votes. The motion to appoint Mr. Wiley passed.

Proxies/Election Rules

Mr. Peters addressed the Board. He noted the Board has three (3) options: 1) have a proxy for only one member; 2) have a proxy for all members; 3) not allow proxies. A lengthy discussion ensued.

Mr. Moore moved, Mr. Evans seconded to allow proxies, legal counsel should draft it for all members. Motion failed; Mr. Hays, Mr. Cox, Mr. Wiley, Ms. Caldwell, Mr. Roehrkasse voted no.

NEW BUSINESS:

Document Requests by Directors

Mr. Peters addressed the Board. He noted all Directors have a right to all documents unless a conflict exists. He further noted that a request for documents does not include an explanation nor is there a legal right to expect to know why something was done. At issue is the cost of legal expenses; which Mr. Evans states are too high. Mr. Hayes noted the following for past and current legal expenses: 2009 - \$42,000; 2010 - \$35,000; 2011 - \$56,000; 2012 - \$51,000 and to date for 2013 - \$57,000. He went on to explain that all legal fees for Developers are reimbursed. Mr. Moore noted the issue is the right to review documents. No one was asking for any explanations, only the documentation to support the various charges. A lengthy discussion ensued, various motions were made and withdrawn.

Mr. Moore moved, Mr. Evans seconded to withdraw previous motions and allow legal counsel to draft them. Motion carried unanimously.

Landscape Plans

Mr. Peters commented on the Signature landscape for PGA Boulevard, stating the first part needs to be completed prior to year end.

Mr. Peters also commented on the Monterra project, stating he felt only a few minor issues need to be resolved.

Ms. Penni Sturgill commented that the Landscape Committee had met with both developers, and their plans have been finalized. Hort Tech Landscape will have the first phase of the Signature plan completed by January 6, 2014.

Ms. Sturgill noted the Monterra design on Monroe has been completed.

Determine Eligibility of Richard Hayes being on 2012 Master Board

Mr. Peters noted the LLC is an estate planning vehicle. He further stated there should not be any question as to this tool as most people in communities use this type of ownership and family trusts for estate planning purposes.

OPEN FORUM:

Homeowners spoke on various topics: they included changing the CC&Rs allowing HOA Presidents to serve on the Master Board; a code of conduct for Board members; recording meetings; proxies.

NEXT MEETING DATE:

The next scheduled Board meeting will be held December 3, 2013, at The Private Clubhouse at PGA WEST at 1:00 p.m.

ADJOURNMENT:

With no further business to be brought before the Board at this time, the meeting adjourned at 4:40 p.m.

Respectfully submitted,

Linn Wiley, Secretary/Treasurer
As prepared by The Management Trust

Date