

MATANZAS SHORES OWNERS' ASSOCIATION, INC.

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Minutes to the Special Meeting of the Board of Directors And the Voting Members February 19th 2016

1. **Call to Order:** John Barber called the meeting to order at 1:00 PM (occurred at MSOA clubhouse).
2. **Proof of Notice:** Notice was properly posted and will be proved by affidavit signed by party giving notice.
3. **Determination of Quorum:** Voting Members in attendance were Gary Taylor (Surf Club I), David Sowers (Surf Club II), Bill Strawn (Surf Club III), Bill Clay (Lakeside by the Sea), Karen Hegarty (Las Brisas), George Guiliano (Sea Colony), Dot Barber SCII & III Pool and Spa and Margaret Connor of the LR5A-JV, LP ("LR5A") parcels. A quorum of the membership was attained. Also in attendance was James Roche, Esq. of the Jackson Law Group.
4. **Introductory Remarks:** MSOA President John Barber provided a brief introduction then requested attorney James Roche, Esq. to speak about the reason for which the meeting was called and the possible options and outcomes for the litigation with LR5A.
5. **Objection:** Bill Clay, Voting Member for Lakeside by the Sea, objected to the sufficiency of the meeting notice. Dan Brazzano, MSOA community association manager, asserted that notice was placed in the mail on February 7th 2016. Mr. Clay participated in the proceedings notwithstanding his objection. Mr. Clay also objected to the representative of LR5A being present at the meeting.
6. **Attorney Presentation:** Mr. Roche introduced himself, identified that he represented MSOA, and discussed the history of the current lawsuit and explained the anticipated possible outcomes of the lawsuit for the purposes of comparing the present settlement and declaration amendment option. Mr. Roche also explained the history of the lawsuit filed by LR5A against the Association and the fees and costs that have been associated with the current lawsuit. To preserve attorney-client privilege, Mr. Roche did not discuss particulars of arguments raised, legal strategies, or mental impressions.
7. **Motion:** A motion was made by Bill Strawn, Voting Member for Surf Club III, to "approve the proposed resolution to amend the Declaration of Covenants, Conditions, and Restrictions for Matanzas Shores dated 2/8/16." The motion was seconded by George Guiliano. Debate was invited and certain Voting Members spoke about the proposed amendment. The Voting Members presented a certain letter dated February 18, 2016 ("Letter") which listed certain demands and prerequisites to be added to the proposed amendment for certain Voting Members to approve. After debate by the Voting Members, the floor was opened to all members of MSOA in attendance. Several members spoke about the proposed amendment; most of the members' concerns were questions directed to MSOA's attorney. Mr. Roche addressed the questions and issues concerning the Letter, then asked for further debate. With no further debate being offered, the main motion was put to a vote. The motion failed to obtain the requisite 75% approval of all Voting Members with the votes of each Voting Member being identified as follows: Surf Club III, Sea Colony, and LR5A voted in favor; Surf Club I, Surf Club II, Lakeside by the Sea, and Las Brisas opposed. P&S was present and voted in favor of the motion. The status of P&S as a voting member was questioned. However, the P&S vote would not change the outcome. The status of P&S as a voting member is under further review.
8. **Adjournment:** With no further business to discuss a motion to adjourn was made by George Guiliano at 3:30 PM seconded by Dick Kirtley and all were in favor.

Steve Lieberman
Secretary