

**Minutes of Regular Meeting
Goldenwood Property Owners' Association
Board of Trustees**

Thursday, August 8, 2013

**Meeting Location:
Driftwood Firehouse and Teleconference
RR 1826,
Austin, TX 78737**

5:30 pm – Meeting quorum established and meeting called to order

Trustees Present:

President - Andrew Backus
Vice-President - Rob Baxter
Secretary - Jamie Lipman
At-Large - Lynette Seymour

Trustee Absent: Treasurer, Jon Brink - vacation

Also present: Goldenwood Attorney, Mike Marcin

Agenda Items and purpose of meeting:

The primary purpose of this meeting was for the Trustees to discuss listed topics in Executive Session with Counsel Mike Marcin. No decisions were made in Executive Session that require a vote of the Board.

According to GOLDENWOOD BYLAWS, ARTICLE V, BOARD OF TRUSTEES, Paragraph 11. Waiver of Notice. The 3-day notice requirement is waived by e-mail acknowledgement of the meeting by all Trustees. Trustee Jon Brink was on vacation this week and had the opportunity to join the meeting by phone but did not join meeting.
Dial-in Number: 1-712-432-3100
Conference Code: 159505
Host Code: 4595

11. Before or at any meeting of the Board of Trustees, any Trustee may, in writing, waive notice of such meeting, and such waiver shall be deemed equivalent to the giving of such notice. Attendance by a Trustee at any meeting of the Board shall be a waiver of notice by him of the time and place thereof. If all the Trustees are present at any meeting of the Board, no notice shall be required and any business may be transacted at such meeting.

Mr. Marcin explained meeting options without a formally noticed meeting allowed under the Texas Property Code 209.0051(h):

(h) A board may meet by any method of communication, including electronic and telephonic, without prior notice to owners under Subsection (e), if each director may hear and be heard by every other director, or the board may take action by unanimous written consent to consider routine and administrative matters or a reasonably unforeseen emergency or urgent necessity that requires immediate board action. Any action taken without notice to owners under Subsection (e) must be summarized orally, including an explanation of any known actual or estimated expenditures approved at the meeting, and documented in the minutes of the next regular or special board meeting.

The board may not, without prior notice to owners under Subsection (e), consider or vote on:

- (1) fines;
- (2) damage assessments;
- (3) initiation of foreclosure actions;

- (4) initiation of enforcement actions, excluding temporary restraining orders or violations involving a threat to health or safety;
- (5) increases in assessments;
- (6) levying of special assessments;
- (7) appeals from a denial of architectural control approval; or
- (8) a suspension of a right of a particular owner before the owner has an opportunity to attend a board meeting to present the owner's position, including any defense, on the issue.

5:45 PM Board went into executive session

- Consultation with attorney about upcoming Griffin Hearing related to alleged violation of architectural committee requirements laid out in restrictive covenants.

Mike Marcin made following points:

- This is opportunity for Griffins to officially present their side of the story to board.

Procedure for hearing meeting:

- note date, time,
 - state reason for hearing,
 - summarize issues,
 - Griffins have opportunity to speak if desired,
 - Board has option of going into executive session,
 - Public vote on enforcement, continuance of hearing, or settlement details.
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- Hearing needs to be on the record, and Goldenwood should have attorney present since this process may result in further legal proceedings.
 - Board should be prepared to seek a court order to enforce if the issue is not resolved by voluntary compliance.

- Consultation with attorney related to obligations of POA due to recent legislation.

Homeowner Protection Act of 2013 – legislature requires a certificate of homeowners association to be on record with the State.

Mike Marcin, attorney recommends that Goldenwood contract with a 'Registered Agent' / Corporate Agent, who acts as a point of contact between the State of Texas and the GPOA. These are "agents for hire; this removes constant updating with every turnover on the Board of Trustees. POA (HOA) could use a regular Post Office Box but there are risks – checking box regularly; time sensitive issues. Agent takes responsibility for all of these issues. There is an "annual bill" to be paid by Treasurer and that's it. Marcin has used CT Corp. for several clients, and here is a comparative cost table of multiple contractors: <http://www.texas-registered-agents.com/>

- Consultation with attorney regarding O-Bar Ranch.

The subdivision will back up to Goldenwood property owners' land, possibly harming privacy and values.

Mike Marcin, attorney: O-Bar is in compliance with City of Austin regulations. Not much legal standing for Goldenwood.

Board: The Tulls are making good progress working with O-Bar developer on Tull's and Goldenwood's concerns about project. The Board will get involved if Tull's efforts fail.

- Consultation about legal matters involving new bridge and "The Rim Rock Connector."

Mike Marcin, attorney: Rim Rock is actively pressing for action to connect to Chrystal Hills Drive. It is gratuitous for them to have a new connector. They already have Rutherford Lane to Rutherford West. They are not going through proper proceedings to see that it is done right – traffic impact study, but Dripping Springs has some discretion in this matter.

Baxter is in favor of suing Dripping Springs:

- to force a traffic study (\$15,000-\$25,000);
- to deal with safety issue of the connector;
- we could appeal to Hays County since they have a say in the matter too. The intent of the suit would be to require proper engineer and planning procedure not to win money;
- we could force a settlement with legal action.

Mike Marcin, attorney: It will be very expensive to litigate – discovery, depositions, attorney fees, there is significant discretion allowed to city which makes this a difficult case to win. If Goldenwood loses, it will be assessed attorney fees. Goldenwood has about \$45,000 savings and these cases can go into hundreds of thousands of \$.

Baxter: "Let's think about it." "We will regret it if an accident occurs and we didn't try every possible action." "Lawsuit is not unreasonable."

Backus: the city has too much discretion on this matter to make a law suit winnable, if something can be done at the county level through negotiations that would be great.

Mike Marcin, attorney; A decision to litigate would have to be made in the future by a public vote of the board at a noticed board meeting where agenda is posted at least 72 hours prior to meeting and Owners are allowed to attend.

7:35 PM – Board Comes Out of Executive Session.

5. Approval of Draft Minutes from May 21, 2013, annual Members' meeting, and May 31, 2013 Trustees organizational and regular meeting.

Motion by Seymour to approve minutes; seconded by Backus; approved 3-1.

7:45 p.m. Meeting adjourned.

Thursday, August 8, 2013 Minutes approved:

	
Andrew Backus President, Date: 6/30/2014	James Lipman Secretary, Date: 11-19-2014