

**MINUTES from the SPECIAL MEETING of
The BOARD OF DIRECTORS of
SPYGLASS POINT CONDOMINIUM OWNERS ASSOCIATION of PENSACOLA, Inc.**

NOVEMBER 17, 2022 / 6:15 PM

PLACE OF MEETING:

Pensacola Library
239 N. Spring Street
PENSACOLA, FL 32502

MINUTES

1. Call meeting to order and establish quorum

Taylor Loftin presiding over the Special Board meeting called the meeting to order at 6:17pm; a quorum was established with 6 of 7 board members present:

Board Members Present: Patty Martinez, President; Daniel Dorman, Vice President and Secretary; Jason Robbins, Treasurer; Taylor Loftin, Director; Angela Heinrichs, Director (via Zoom); and Clif Kirk, Director.

Board Members Absent: Natalia Chapman, Director.

2. Review of minutes from Board Meeting on 11/10/2022

Tabled until Daniel completes them and sends them to Etheridge; next board will approve the minutes from 11/10/2022

3. Solicit Members of the Community to Serve as the 2023 Board of Directors

A quorum, a minimum of 4 members of the community, but no more than 7, must volunteer to serve on the Board of Directors for 2023 in order to prevent the Community from having a court-appointed state receivership.

Taylor Loftin solicited volunteers from the community to serve on the 2023 Board of Directors, four members of the community volunteered:

Fawn Chustz, H4; Allen Davis, A4; Virginia Brown, N7; Christina Alsop, D4.

Taylor confirmed that Clif Kirk would not be submitting his resignation and would be staying on the Board of Directors, thus also confirming that only two appointments (as opposed to three) from members of the community could be appointed to the Board by the 2023 Board of Directors.

4. Resignation of 2022 Board Officers and Director

All 2022 Board Officers (President, Vice President, Secretary, and Treasurer) will submit their resignations. One 2022 Board Director will submit their resignation.

The 2022 Board Officers, Patty Martinez, President; Daniel Dorman, Vice President and Secretary; and Jason Robbins, Treasurer; tendered their resignations in writing to the presiding Board Director, Taylor Loftin.

Angela Heinrichs and Natalia Chapman had previously tendered their resignations to Patty Martinez, President, prior to the Special Board meeting.

5. Remaining 2022 Board Directors Appoint 2023 Board Directors

Remaining three 2022 Directors will appoint four members from the Spyglass Point community to serve as the 2023 Directors.

Angela and Natalia, having already submitted their resignations, left Taylor Loftin as the sole remaining 2022 Board Director. Taylor Loftin appointed a quorum of four (4) volunteers from the community to serve on the board for 2023 pursuant to the guidance received from the Association Attorney, informed by 718.112(2)(d)(9), Florida Statutes and the Spyglass Point Bylaws, Section 3.3.

The following four individuals were appointed to the Spyglass Point Condominium Association Board of Directors and constituted the minimum required number for a quorum: Fawn Chustz, H4; Allen Davis, A4; Virginia Brown, N7; Christina Alsop, D4.

6. Remaining 2022 Board Directors Resignations

Following appointment of the first four 2023 Directors, the remaining three 2022 Directors will submit their resignations.

Taylor Loftin hand-delivered his signed, written resignation, and the signed, written resignations of the 2022 Board Officers to Kevin Etheridge.

7. 2023 Directors Appoint Additional Directors

Following the resignation of the remaining three 2022 Directors, the 2023 Directors may appoint three members from the community to serve as additional 2023 Directors; constituting a board of seven directors for 2023.

Allen Davis, A4, took lead and Presided over the meeting for the appointed 2023 directors. Allen solicited two members from the community to fill the remaining two seats on the board of Directors to serve for 2023.

The following individuals volunteered and were appointed to the Spyglass Point Condominium Association Board of Directors: Trey Urquhart, L1; David Mascarenas, J5.

Trey and David joined the appointed Directors, filling all seats on the Board and constituting a Board of Directors numbering seven (7) in total. Allen Davis, speaking for the Directors, stated that the expectation would be that the process to include additional Director seats on the Board would be explored.

8. 2023 Directors Election of Officers

2023 Directors Hold Elections by Private Ballot for the 2023 Board Officers Positions: President, Vice President, Treasurer, Secretary

Kevin Etheridge facilitated the private ballot initiatives for the Board appointees to elect the Officers of the Board. One sheet ballot for the offices of President, Vice President, Secretary, and Treasurer. Allen Davis confirmed that the nominees would be announced. Allen Davis confirmed that the following individuals had volunteered for the respective Officer positions:

Allen Davis, President; Fawn Chustz, Vice President; Virginia Brown, Secretary; Christina Alsop; Treasurer

There were no duplications or others desiring to submit their nominations for board officers' seats. Being no contest in the desired Board Officers seats, there was no private ballot held for the 2023 Board of Directors Officers seats. The following individuals assumed their positions as Officers of the Spyglass Point Board of Directors:

- Allen Davis, President
- Fawn Chustz, Vice President
- Virginia Brown, Secretary
- Christina Alsop, Treasurer

The 2023 Board of Directors introduced themselves in the following order:

- Allen Davis, President: Lives in A4, grew up in Georgia, attended the University of Georgia and studied business. Resided in Pensacola for 18 years, at Spyglass for 10 years. Currently in law enforcement, wife is Kia Davis.
- Fawn Chustz, Vice President: Lived Pensacola almost her whole life, loves Pensacola. Has been at Spyglass for three years, H4. Has been a banker for 25 years; feels strongly about frugality and common sense. Feels we can work together to get things done without breaking the bank.
- Virginia Brown, Secretary: Virginia owns her Unit, N7 with her husband, Tim. They don't live here but are here frequently, and can be here at any time she is needed.
- Trey Trey Urquhart, Director: Lives in L1, has been there 6 years. Works for a precious metal refining company.
- Christie (Christina) Alsop, Treasurer: Lives in unit D4, has lived in Spyglass for 6 years. She's a CPA and used to be in public practice, currently works for her husband.
- Clif Kirk, Director: Lives in Spyglass with his wife of the last 34 years. Watched the fields being cleared when they were first building Spyglass point. Lives in C4.
- David Mascarenas, Director: Does not live in Spyglass, but has a couple of rental units here. Got to know Allen and Kia, feels the new board has the same mindset that there are things that need to be done, need to be corrected, and they're going to do it. The fact he doesn't live there doesn't make a difference.

Allen Davis thanked the 2022 board for their service. He reiterated his understanding that it's a thankless job and that the 2022 board has invested hundreds of hours. Daniel Dorman, former Vice President/Secretary, stated it was our pleasure and that we wish the 2023 board the best of luck. He reiterated that it is a thankless job, it will teach you a lot and he encouraged the new board to listen to Suzanne (the association attorney), as she is a great resource. Daniel stated it was a pleasure to serve the community and he commended the new board on their willingness to serve their community as well.

Clif discussed the need for a Corporate Resolution to be completed tonight so that the Treasurer can take the resolution to the bank(s) to change the signatures on accounts. Kevin Etheridge spoke up and confirmed that Etheridge can start that process for the new board. Kevin confirmed with the former Board President, Patty Martinez, that the Operating account is at Synovus. Kevin suggested they can initiate that via email and start with the Operating account and work their way to the other accounts. Couple of the other accounts may be a little more trouble and may need the officers to go to the banks in-person.

Fawn Chustz, Vice President, stated that one they they would like to do is to consolidate some of the accounts. Patty Martinez mentioned that the CPA's recommendation was to consolidate, and that the 2022 Board had recommended this early on but did not want to do so until the CPA had completed the financial audit. Patty mentioned that the "Financial Review" had been completed; but the audit was still being completed.

Christina Alsop, Treasurer, stated that she would like to clarify that there is actually no audit. Patty Martinez, former Board President and Jason Robbins, former Board Treasurer, disagreed with Christina that there was an audit. Christina stated "my brother is the CPA that is doing the work in Louisiana, there were agreed upon procedures for financial reviewed statements, there's no audited financial statements." Patty reiterated that a report is still forthcoming, Christina stated that yes there is definitely financial reviewed statement reports coming.

Kevin Etheridge asked about Virginia's travel out of the country regarding the notice of the December 5th meeting (Special Unit Owners Meeting for Proposed Substitute Budget) and that he would have Brienne get together with her on what is required for that notice. There was some confusion on what was mentioned by the Attorney as required of the Secretary to notice that meeting. Daniel Dorman, former Board President/Secretary, offered some clarifying details regarding the requirements: The Secretary can be the individual to sign the affidavit confirming that notice of the meeting was given to the community, but it was his understanding that Etheridge can accomplish that without the Secretary. Suzanne was merely adamant that we ensure we have the affidavit that the notice was given.

Allen Davis confirmed that he and Kevin Etheridge would get together to discuss the December 5th meeting.

Allen Davis suggested that the 2023 Board hold its first meeting on Thursday, December 8th, to discuss the budget for the coming year. Daniel Dorman confirmed that the Library was booked for the December 5th meeting, and that Susan would be able to assist the board in scheduling future meeting dates should they want to continue using the library. Patty Martinez mentioned that to use the library rooms, they would need a library card.

Allen Davis motioned to have their first board meeting on Thursday, December 8th, at 5:30pm; Fawn Chustz seconded; motion passed unanimously.

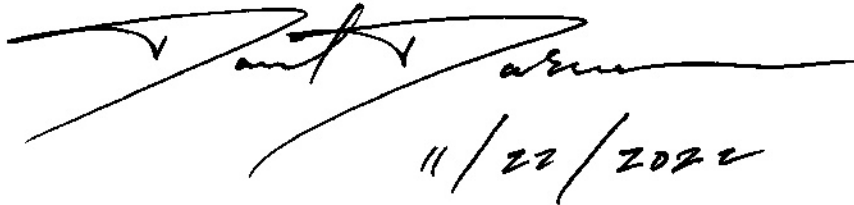
Seven YES votes: Allen Davis, President; Fawn Chustz, Vice President; Virginia Brown, Secretary; Christina Alsop; Treasurer; Trey Urquhart, Director; Clif Kirk, Director, David Mascarenas, Director.

9. 2023 Board of Directors Adjourns the Meeting

Library Staff require adjournment of the meeting no later than 6:45pm.

Meeting was adjourned at 6:35pm.

Completed by Daniel Dorman, 2022 Vice President/Secretary



11/22/2022