

# Whisperwood Home Owner's Association

## Minutes of the Whisperwood HOA Board Meeting

**Date:** December 12, 2024

**Time:** 6:00 PM

**Location:** Groves Branch Library

### Call to Order

The meeting was called to order at 6:00 PM by **Randall Hamilton**, President.

### Notice of Meeting:

- **Website Notice:** Posted November 18, 2024.
- **Neighborhood Signs:** Posted December 4, 2024.
- **Agenda Posting:** December 6, 2024, by 6:00 PM.

The meeting was properly noticed.

### Attendance:

All board members were present:

- **Randall Hamilton**, President
- **Rehj Hoeffner**, Secretary/Treasurer
- **Robert Guerrero**, Vice President
- **Priscilla Elliott**, Member-at-Large
- **Marnee Bolen**, Member-at-Large

**Quorum:** A quorum was established.

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### Agenda Modifications:

- Added:
  - Governance overview by the President.
  - President's report before the Treasurer's report.
  - CPA, pool, and Facebook discussions before pool policy discussion.
  - Yard maintenance discussion after CPA discussion.
- Moved:
  - Pool report before member comments.

- Discussion of the 2005 amendment to executive session.
  - It was determined that **Randal Hamilton** had not been in communication with the attorney and **Rehj Hoeffner** wanted to present information available to the General Public.
  - After discussion, **Randal Hamilton** allowed public discussion of the 2005 amendment.

#### **Motion to accept the amended agenda:**

- **Rehj Hoeffner** moved accept the amended agenda.
  - **Robert Guerrero** seconded.
  - **Carried unanimously.**
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#### **Governance Overview**

- **Randall Hamilton** emphasized the importance of clear abstentions during voting.
  - Suggested scheduling a **Work Session** for December 29, 2024, pending library availability.
  - **Notice Requirement:** 72-hour notice confirmed by **Rehj Hoeffner**.
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#### **Pool Report**

- **Chad Seay** reported a leak of **500 gallons per day** (~12,800 gallons per month).
  - **Chad Seay** and **Tim Collins** were attempting to coordinate schedules to assess whether gunite removal is necessary to address the leak.
  - Concerns were raised about leaves overwhelming the pump, unnecessarily taxing the system.
  - **Marnee Bolen** agreed to contact pool service companies for maintenance or potential winter closure; however, no vote was taken.
  - **Bryan Foley** suggested blowing out pool lines to prevent freezing.
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#### **Action Item Completed**

- **Pool Volunteer List:** Received from **Marnee Bolen**.
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#### **Approval of Minutes**

### **November 1, 2024 Minutes:**

Large discussion regarding procedural notations. Procedural errors that affected meeting outcomes will remain in the minutes per Robert's Rules.

- **Priscilla Elliott** moved to accept the November 1 minutes as adjusted, retaining procedural notations that affected meeting outcomes.
- **Robert Guerrero** seconded.
- **Carried unanimously.**

### **November 12, 2024 Minutes:**

- **Marnee Bolen** moved to accept the November 12 minutes as written.
- **Robert Guerrero** seconded.
- **Carried unanimously.**

### **Tentative Minutes Distribution Policy:**

Discussion occurred about how tentative minutes should be shared with board members for review prior to being posted. **Marnee Bolen** suggested a system allowing members to approve or suggest changes via email.

- **Marnee Bolen** moved to distribute tentative minutes to board members before posting and allow members to approve or suggest changes via email.
- **Priscilla Elliott** seconded.
- **Carried unanimously.**

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## **President's Report**

- **Randall Hamilton** announced the next meeting is tentatively scheduled for **January 7, 2025**, pending library availability.

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## **Treasurer's Report**

- **Financial Status:** \$303,420.91 in CDs, money market accounts, and checking account.
- **CD Renewal:**  
Discussion centered on the upcoming maturity of CDs and the lack of documentation for some expenses from previous years.
  - **Priscilla Elliott** moved to renew CDs for 90 days.
  - **Robert Guerrero** seconded.
  - **Carried unanimously.**

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## Attorney Discussion

**Marnee Bolen** explained that she contacted several attorneys. **Mike Carper** was available, while others were unavailable due to personal commitments.

The board discussed the importance of securing legal representation promptly.

### Hire Attorney:

- **Randall Hamilton** moved to hire **Mike Carper** as HOA Attorney.
- **Robert Guerrero** seconded.
- **Carried unanimously.**

### Engage Services:

- **Rehj Hoeffner** moved to authorize **Marnee Bolen** to contact and engage **Mike Carper's** services.
- **Robert Guerrero** seconded.
- **Carried unanimously.**

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## Ratification of November 1 Meeting Votes

### 1. Purchase of water/volume meter:

Discussion included the importance of tracking water usage given ongoing pool maintenance issues.

- **Rehj Hoeffner** moved to ratify the purchase of the water/volume meter.
- **Marnee Bolen** seconded.
- **Carried unanimously.**

### 2. Open election policy for review:

- **Randall Hamilton** moved to ratify the decision to open the election policy for review.
- **Robert Guerrero** seconded.
- **Carried unanimously.**

### 3. Remove maximum of 5 proxies:

- **Randall Hamilton** moved to ratify the removal of the maximum of 5 proxies in the election policy.
- **Marnee Bolen** seconded.
- **Carried 3-2.**

4. **Amend proxy form requirements:**
    - **Randall Hamilton** moved to ratify the amendment to the proxy form requirements, removing the word "numbered."
    - **Marnee Bolen** seconded.
    - **Carried 3-2.**
  
  5. **Designate a third party to collect ballots/proxies:**
    - **Randall Hamilton** moved to ratify the decision to designate a third party to collect ballots and proxies.
    - **Marnee Bolen** seconded.
    - **Carried unanimously.**
  
  6. **Designate a third party to count votes:**
    - **Randall Hamilton** moved to ratify the decision to designate a third party to count votes.
    - **Robert Guerrero** seconded.
    - **Carried unanimously.**
  
  7. **Hire Brenda Sue Lindsey as election official:**

The board discussed Brenda's qualifications and the importance of impartial oversight for the election.

    - **Marnee Bolen** moved to hire Brenda Sue Lindsey as the third-party election official for \$1,000.
    - **Robert Guerrero** seconded.
    - **Carried unanimously.**
  
  8. **Appoint election process overseers:**
    - **Randall Hamilton** moved to appoint **Robert Guerrero** and **Rehj Hoeffner** to oversee the election process.
    - **Rehj Hoeffner** seconded.
    - **Carried unanimously.**
  
  9. **Allow President to reschedule election if needed:**
    - **Randall Hamilton** moved to allow the President to unilaterally reschedule the election if conflicts arise.
    - **Marnee Bolen** seconded.
    - **Carried 3-2.**
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## **OLD BUSINESS**

### **Pool Policy Discussion**

### **Tabled at November 1 meeting.**

Each board member presented their thoughts on whether pool attendants should be reinstated:

- **Robert Guerrero:** Supported attendants to ensure smooth operations, including cleaning and rule enforcement.
- **Priscilla Elliott:** Stated there were numerous complaints from members during the summer when no attendants were present.
- **Marnee Bolen:** Opposed attendants, believing they create a false sense of security without addressing emergencies.
- **Rehj Hoeffner:** Cited liability concerns, noting that failure to allocate resources that had been collected for safety could be seen as gross negligence.

### **Motion to approve pool policy as published with amendments for pool parties and deposits:**

- **Robert Guerrero** moved to approve the pool policy.
  - **Priscilla Elliott** seconded.
  - **Carried 4-1.**
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## **Budget Approval**

### **Tabled at November 1 Meeting.**

The budget was tabled at the November 1 meeting, and discussion resumed regarding its approval:

- **Marnee Bolen** raised concerns about discrepancies in the budget and referenced past communication asking for clarifications. She suggested some figures did not align with previous years' averages.
- **Rehj Hoeffner** clarified that the budget reflects current year-to-date spending and is based on available financial reports. Discrepancies in historical data were attributed to different bookkeeping practices in previous years and currently outsourcing bookkeeping.

### **Motion to approve the budget as published:**

- **Randall Hamilton** moved to approve the budget.
  - **Rehj Hoeffner** seconded.
  - **Carried unanimously.**
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## **NEW BUSINESS**

## Yard Maintenance

- The board discussed renewing the contract with Steve's Lawn Service after the service provider increased their monthly fee from \$1,525 to \$1,600.
- Alternative Bids:
  - Missions Turf quoted \$51,000 annually.
  - Another vendor declined to bid, estimating their costs at \$35,000 annually, stating they could not provide competitive pricing for a nonprofit group.

The board agreed that Steve's Lawn Service provided the best value and had a good track record.

### **Motion to renew the contract with Steve's Lawn Service at \$1,600 per month:**

- **Priscilla Elliott** moved to renew the contract.
  - **Rehj Hoeffner** seconded.
  - **Carried unanimously.**
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## CPA Resignation

- Discussion turned to the resignation of the current CPA, who cited time constraints as the reason for stepping down.
- **Priscilla Elliott** had contacted several potential replacements:
  - **Blake Smith** declined due to personal commitments.
  - **Eric Miller** was contacted and a response was pending.

The board emphasized the importance of finding a CPA who could handle monthly bookkeeping, tax returns, W-2s, and 1099s.

### **Motion to authorize Priscilla Elliott to continue seeking a new CPA:**

- **Rehj Hoeffner** moved to authorize the search.
  - **Robert Guerrero** seconded.
  - **Carried unanimously.**
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## AT&T Fiber Internet at Pool

- **Rehj Hoeffner** brought up AT&T's interest in installing fiber internet at the pool but noted no one on the board was aware of how the initiative began.
- Concerns were raised about the lack of administrative access to the pool's security camera system, and **Bryan Foley** agreed to provide the password to the board for privacy and oversight purposes.

No motion was made, and the matter was deferred.

## Facebook Discussion

- **Priscilla Elliott** expressed frustration over comments on an unofficial Facebook page that referred to the board as illegitimate. She further expressed offense at remarks on an unofficial Facebook page and felt it was very disrespectful and hurtful to the board as a whole.
- **Rehj Hoeffner** proposed creating an official public HOA Facebook page for meeting notices and updates, with comments disabled to avoid controversy.
- **Randal Hamilton** raised concerns about the feasibility of monitoring a new page.

No resolution was reached.

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## 2005 Amendment Discussion

- Discussion centered on the alleged validity of the unsigned, unnotarized, unrecorded, and unsupported 2005 amendment versus the legitimate, recorded 2013 amendment.
  - **Rehj Hoeffner** noted that the attorney **Robert St. Clair** was all too quick to share the invalid amendment, yet you had to request the valid 2013 amendment in order for him to share it.
  - **Rehj Hoeffner** noted that the 2013 amendment superseded the 2005 amendment by way of Texas mandated document retention regulations. Any bylaws, amendments and supporting documents are to be retained permanently. There are no files retained except for the meeting minutes supporting the passage of the 2013 Amendment that the attorney **Robert St. Clair** prepared and had recorded.
  - **Randal Hamilton** mentioned ongoing communication with attorney **Robert St. Clair** to locate individuals who could provide affidavits to validate the 2005 amendment.
  - **Randal Hamilton** thanked Marnee Bolen for assisting him in locating 2 individuals who were on the board at the time of the 2005 Amendment. Neither woman remembered the Amendment or the vote.
  - **Marnee Bolen, Robert Guerrero, Rehj Hoeffner** and **Priscilla Elliott** expressed skepticism about pursuing the 2005 amendment further, suggesting it should be considered void.
  - **Randall Hamilton** disagreed, and no vote was taken.
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## Executive Session

The board entered executive session to discuss the upcoming absence of a board member.



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## **Adjournment**

- **Robert Guerrero** moved to adjourn the meeting at 9:04 PM.
- **Priscilla Elliott** seconded.
- **Carried unanimously.**