

**Barrington Downs Homeowners Association  
Annual Meeting  
Minutes of May 11, 2010**

The meeting was called to order by Chairman Roy Roatcap

Parliamentarian - Chris Dickey, who is a professional Parliamentarian.

Chair noted that documentation was received that proper notice sent to all members.

Secretary confirmed a 10% quorum was met.

Meeting rules were guided by the current issue of Roberts Rules of Order newest edition, which is currently the 10<sup>th</sup> edition.

Anyone wishing to speak must be recognized by the Chair and stand in the podium area. If you are handicapped accessible please remain in your seat and raise your voting card and you will be slotted in.

Each member can speak twice in debate over a motion, if there is no objection each member may speak 3 minutes per speech in debate.

**OBJECTION** was noted by member about the three (3) minute time limit.

Motion **PASSED** to adopt a three (3) minute time limit.

Minutes of the 2009 Annual meeting had been approved by the Board of Trustees. If there are no objections minutes from this (2010) annual meeting will also be approved by the Board of Trustees at a regular meeting.

**OBJECTION**, was noted by member regarding approval 2010 annual meeting minutes.

Motion **FAILED**. The minutes of this annual meeting be passed out and approved by the members at the next annual meeting.

**Chairman's Report::**

Report was presented by Roy Roatcap.  
SEE ATTACHED

**Treasurer's / Finance Report:**

Report presented by Vince Miller, Treasurer and Janet Camarota, Finance Chair.  
SEE ATTACHED

**Committee Reports:**

**ACC:**

Report presented by Mr. Charles Brown, ACC Chair.

The ACC committee function is to make sure that the designs/improvements you make to the outside of your home are cleared by this committee. By-laws have been established as a guide to help the homeowners be in compliance with our sub-indentures. The committee will make sure the projects have proper documentation and are in compliance with St. Louis County.

Process:]

Application is obtained from clubhouse office and completed and returned.

The ACC committee will have 45 days to review the documents and get Board approval.

If a problem is noted the homeowner will be contacted and the process will start over.

If the homeowner does not get a response from the ACC committee within 45 days, they are free to move forward with the project.

**Audit:**

Report presented by Janet Camarota, Finance Chair.

Bids are in the process of being obtained, as a problem that may effect the cost is that they records are for 2009 are at both CVTO (City & Village tax Office) and DNI.

**Clubhouse:**

Report presented by Mr. Dave Alwardt, Clubhouse Chair.

The Clubhouse committee's main focus has been on how to use the clubhouse more.

A new rental policy was put in place as well as a non-fee use policy for during the day (information is in the office).

Everything in the building is under clubhouse committee.

The social committee activities are also under this committee.

**Common Grounds:**

Report presented by Mr. Ron Baker, Common Grounds Chair.

Accomplishments this year:

All 14 (2 in Keeneland) entranceway landscaping has been completed.

Pool large planter box was landscaped last summer.

27 trees have been replaced up and down Old Halls Ferry.

Fences in front of each village have been painted.

5 cul-de-sacs have been re-done.

Churchill, Keeneland, Windcrest and Belmont have dry basin areas were cleaned out last year and will get them cleaned out this year as well.

2 (1-Belmont & 1-between Fairmont and Gainesway) retention ponds need to be maintained.

Fishing Derby will be held June 12, 2010 at the Fairmont/Gainesway pond.

Thanks to Dave Camarota for replacing light bulbs at the village entranceways.

Playground common ground area had some dirt, grass repairs along edge of playground and rubber mulch added.

**Recreation:**

Report presented by Mr. Mark Hall, Recreation Chair.

Recreation committee is responsible for the swimming pools, basketball, tennis and volleyball courts and playground.

This years projects:

Tennis courts are being resurfaced.

New bar-be-que grill installed at the playground. Painted picnic tables, however due to vandalism they will need to be repainted.

Pool signs have been ordered to be in compliance with St. Louis County.

Adult pool has been resurfaced and coping stones replaced.

Playground equipment has had some safety issue repairs completed.

Cover for baby pool has been purchased.

Future projects:

Sand volleyball court.

New tables for pool area.

Concrete work in pool area.

**Communications:**

Report presented by Mrs. Kaci Seals, Communications Chair

The committee has sent out 4 Derby News letters this year on time. The cost to print and send these out is about \$1,000.00.

Beginning with the next edition the Derby News will be on line, signs will be posted at each end of the subdivision to let everyone know it is available. If for some reason you still would like one mailed, please call the clubhouse office and a list will be kept and the Derby News will be mailed to you.

As we move forward the committee will be working on improvements to the website.

Web designers are needed and would very much be appreciated.

Thanks to the office staff for taking over and laying out the Derby News.

**Bylaws Review Committee:**

Report presented by Mr. Bill Klaus, Bylaws Committee Chair

The committee was established to make the bylaws them more user friendly for the homeowners and Trustees. The revised bylaws are in the final stages for committee approval then will be mailed to all homeowners with notice of the vote to accept. It will take 2/3's majority of members present at a meeting for which prior notice will be given to approve the revised bylaws.

All are welcome to come to the next meeting on Thursday May 13, 2010.

**DNI Report:**

Report presented by Michelle Olejniezak, Property Manager

Explained the team concept that DNI provides to help with administration duties for the Board of Trustees.

Property exterior home inspections are done twice (2) a month to make sure homes are in compliance with our governing documents. Process includes: making notes, sending warning letters, follow through with fine letters, and possible contacts with St. Louis County Neighborhood Preservations.

Common ground inspections are done in conjunction with the homeowner's property inspections.

Michelle meets with vendors, supervises office staff, supplies financial reports to the board, attends 1 board meeting a month, and if needed will attend committee meetings, supplies the board with a status report, helps committees and the board with projects from obtaining bids to following the projects through.

Bids for clubhouse renovation are a major project in progress. As bids are being obtained they will be forwarded to the clubhouse committee to discuss.

Michelle has met with St. Louis County regarding cul-de-sacs and pictures have been taken of all cul-de-sacs, so before a cul-de-sac renovation project begins a determination of who is responsible for what can easily be made.

**Certification Committee for the Trustee Election:**

Chairman states per our sub-indentures, we need to elect a Chairman and Secretary of an Election Certification Committee before we have our trustees' election. This committee will be responsible for certifying the results of the trustees' election.

Nominations were opened for Chair.

Janet Camarota nominated as Chair of the Certification Committee.

Dave Alwardt nominated as Chair of the Certification Committee, however respectfully declined.

Nominations were closed without objection.

**Janet Camarota was elected to serve as the Chair of the Certification Committee.**

Nominations were opened for Secretary.

Bill Klaus nominated as Secretary of the Certification Committee.

Jane Stergos nominated as Secretary of the Certification Committee.

Nominations were closed without objection.

**Bill Klaus was elected as the Secretary of the Certification Committee.**

**Trustee Elections:**

**Arlington Village** nominations:

Kathryn Glenn

Announcement made for any other nominations from the floor. Nominations were closed.

Chairman requested members to cast their votes for Arlington Village.

**Keeneland Village** nominations:

Ike Ngumoha

Julius King

Announcement made for any other nominations from the floor. Nominations were closed.

Chairman requested members to cast their votes for Keeneland Village.

**Oaklawn Village** nominations:

Beatrice Penman

1 nominee declined

Announcement made for any other nominations from the floor. Nominations were closed.

Chairman requested members to cast their votes for Oaklawn Village.

**Windcrest Village** nominations:

Tracie Eiland

Tom Caldwell

Announcement made for any other nominations from the floor. Nominations were closed.

Objection was made that Tracie Eiland was not listed on the St. Louis County Tax record.

Chairman requested members to cast their votes for Windcrest Village.

**Homeowner Open Forum:**

Homeowners were given an opportunity to ask questions and voice concerns.

Without objection election polls were CLOSED.

Homeowner's questions and concerns continued.

**Election Results Announced As:**

**Oaklawn Village:**

Beatrice Penman

**Arlington Village:**

Kathryn Glenn

**Windcrest Village:**

Tom Caldwell

**Keeneland Village:**

Julius King

Motion **PASSED** to adjourn.

The Villages at Barrington Downs  
Chairman's Report, Annual Meeting, May 11, 2010

The past year has seen plenty of change in our Community. One of the significant changes is that DNI Properties is now our property management company. We also filed past-due tax returns and are now in good standing with the IRS and State of Missouri. Additionally, we have a new well-known and highly rated landscaping maintenance company, Brickman, who were brought on board with a significant savings in cost over the previous year. Due to past deficient accounting practices, we contracted an independent auditing firm to conduct a forensic analysis and, based on their recommendations, made changes to significantly improve our accounting practices and make them more transparent.

As we enter the next year, we will continue to improve how we do business on behalf of the Association. We plan to adopt a Bylaws revision that will better clarify the rights and obligations of Members, rules for Trustees and committees, notice requirements, and how our annual meetings should be conducted. We also plan to have an independent third-party vendor perform a Reserve Analysis, which will become a blueprint for our future expenditures, with the goal of preserving, protecting and enhancing our community's values for many years to come, within our financial constraints. Based on this analysis, we will evaluate whether our assessments are justified at their current level. We also plan to contract an independent auditing firm to conduct a full audit of our Association's accounts. Finally, we will be evaluating whether or not DNI has been a good fit for our association, based on our members' inputs, and make recommendations whether or not to continue our relationship with DNI.

Committee Chairmen will be giving reports summarizing their accomplishments over the past year, and there are many. I hope you share my sense of pride in the accomplishments of these unselfish volunteers who serve our community.

I would now like to recognize the outstanding achievement of someone with whom I have the privilege calling my colleague, neighbor and friend. Without his diligence, persistence, talent, and high ethical standards, our Association would have been facing potentially huge penalties from the IRS, as previous officers had failed to file required tax returns from as early as 2002. This unselfish individual worked countless hours to provide needed documents to our CPA's and negotiated on the Association's behalf. This effort spanned many months, and in the end, saved our association many tens of thousands of dollars. Please join me in recognizing Vince Miller, our Treasurer, as our Association's Volunteer of the Year.

# **Finance Committee and Treasurer's Report**

## **May 11, 2010**

### **Tax Returns**

We filed the 2000-2007 Federal and State tax returns in May of 2009. Our request to the IRS to allow us to file on Form 1120H even though we had not met the timely filing requirement was granted. This saved us substantially in taxes, interest and penalties. We paid just over \$5,000 in back taxes, interest and penalties for the years with amounts due (\$4,331.38 Federal, \$ 687.57 State)

The 2008 returns were filed by the extended deadline last fall.

The 2009 returns were filed in early March this year.

We are current on all tax filings with the IRS and Missouri Department of Revenue.

### **Reserve Analysis**

The Finance Committee undertook looking at the adequacy of our reserves in the latter half of 2009. After limited progress it was determined we would benefit from the independent view of a professional reserve analysis firm. Bids were obtained from 3 vendors and in April the trustees approved the retention of Reserve Advisors of Milwaukee, Wisconsin to perform the analysis for \$4,000. This should be completed over the next 10-12 weeks.

The reserve analysis should serve as a budgeting baseline for the next 3-5 years. If we are happy with the firm's work, we should update the reserve analysis every 4-6 years.

In addition, we accepted an option on their analysis to perform an insurance advisory service.

Michelle from DNI has been assigned to begin coordination with Reserve Advisors.

### **Rental Deposit Refunds**

For a number of years the amount of rental deposits refunded exceeded the amount shown as received in the Association's financial statements.

The clubhouse rental policy was changed in 2008 to prevent this from happening again in the future.

We conducted a review of all refunds issued in 2006, 2007 and 2008. During those 3 years, refunds exceeded the amount shown as deposited (or we could not locate the receipt of a deposit) by approximately \$29,000.

We reviewed the accounting support and cancelled checks from City and Village Tax Office for the rentals involved. A survey was then mailed to the 45 homeowners impacted asking for their support in supplying any supporting information that would help us determine if their rental deposit was properly deposited in our accounts. The 15 responses failed to provide clarity to the situation.

The Chairman and Treasurer met with legal counsel in September and reviewed the detail of the work performed. Our goal was to identify what further steps we could pursue to bring resolution to this matter. Mr. Salivar offered four possible approaches: 2 involved using legal and investigative services to perform further work, one was to turn it in to our insurance carrier and the fourth was to not spend any funds pursuing a matter with no known likelihood of recovery.

After asking for the input of the homeowners present at the meeting on October 13, the trustees voted to not spend any funds pursuing this matter.

### **Assessments**

During the first 4 months of 2010 we collected \$337,000 in assessments.

134 homeowners owe us all or part of their 2010 assessment.

Another 144 homeowners owe us more than the 2010 year assessment.

In July the trustees approved legal action against any homeowner owing more than 3 years of assessments. Of those 38 accounts:

- 11 have entered into payment plans or are negotiating payment arrangements
- 8 lawsuits are pending
- 7 are in bankruptcy
- 6 did not show for court and we obtained a default judgment
- 5 have settled their accounts
- 1 was foreclosed on by their lender

The legal action on these accounts was slower than we wanted and we have asked DNI to explore other options for legal representation on collection matters.

### **Current Cash Position**

#### General accounts

DNI	\$204,704.60
US Bank	\$151,318.57

Total	\$356,023.17
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#### Reserves

Business Bank of STL CD's	\$233,354
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