



Master Homeowners Association for Green Valley Ranch

**SPECIAL BOARD MEETING MINUTES
GREEN VALLEY RANCH RECREATION CENTER
April 1, 2009**

- I. ESTABLISH A QUORUM** – Four of the six Directors needed. T. J. Stone called the meeting to order at 6:00 P.M. A quorum was established with the following Board Members in attendance: T.J. Stone, President; Gary B. Haley, Vice-President; Joanne True, Secretary/Treasurer; Beverly Cribari, Director; James Davis, Director; and Marlene Martin, Director.

Others in attendance – There were no others present.

Agenda Approval – The Board of Directors reviewed the agenda and it was approved by consensus.

Chairman Stone welcomed those in attendance.

- II. EXECUTIVE SESSION** – Chairman Stone entertained a motion to enter into Executive Session to discuss matters subject to Financial and Legal Issues. On a motion duly made, seconded and unanimously carried, the Board entered into Executive Session at 6:05 P.M. The Regular Board Meeting reconvened at 7:30 P.M.

- III. CONFLICTS OF FINANCIAL AND/OR COMMON INTEREST DISCLOSURES**
– There were no conflicts of interest disclosures for agenda items.

IV. NEW BUSINESS

A. Vote of Confidence – The Board of Directors reviewed and discussed the impact and issues of the current personal legal matters of Chairman Stone, to include his comments, other homeowner and public comments. The Board of Directors upheld the American idea that a person is innocent until proven guilty. Therefore, on a motion duly made, seconded and unanimously carried the Board ratified their vote of confidence supporting Chairman Stone and does not support nor will take any adverse action against Chairman Stone until warranted after his legal matters have concluded.

B. Fill Director Vacancy – After review and discussion, on a motion duly made, seconded and carried unanimously, the Board appointed Dixie Witcher to the Board of Directors.

- C. Fill Association Manager Position** – After review and discussion of potential candidates for the Association Manager position, on a motion duly made, seconded and carried unanimously, the Board ratified offering the position of Association Manager and authorized Chairman Stone to proceed with an employment agreement with Director True to include major elements: \$50,000 per year starting base salary; \$3,000 base salary upon receipt of CMCA credential; health benefits; 15 days paid Personal Time Off per year; eight paid Federal holidays; a golden parachute for termination without cause in the first year; and other general benefits to be negotiated. The Board clarified with Director True that she must resign as a Director upon acceptance of this position. The Board also agreed to time-share her work hours with her previous employer through August 31 (if not sooner).
- D. Other** – There was no other new business to conduct.
- V. ADJOURNMENT** – There being no further business to discuss, on a motion duly made, seconded, and unanimously carried, the special meeting was adjourned at 8:15 P.M.

/s/

Joanne True, Secretary