

MRAPPOA Special BOD
Emergency Meeting

Date: November 2, 2013

Time: 10:30 AM

Location: Roger & Barbara Taillefer Hangar

Directors Present:

Jason Sheffield

Roger Taillefer

John Perry

Bill Bentley

Jim Manus

Donna Koester

Tim Wing

Role was called by Donna Koester and Bill Bentley provided the invocation.

Minutes from previous meeting were waived.

Purpose of meeting.

Jason stated the purpose of the meeting is to discuss and vote on a proposed settlement proposal for presentation to the Wilcox's. Jason explained for the last 2.5 years MRAPPOA has had an issue with the Wilcox lots, specifically the developer owned lots. Mid to late 2011 the discovery was made that per state statutes the Wilcox's were required to pay dues on all lots. Many discussions took place with the Wilcox's who disputed the requirement. Wilcox's neglected to provide any legal substantiation for their argument. Eventually MRAPPOA filed liens on most of the Wilcox lots. Fast forwarding to current times, the Wilcox's have approached MRAPPOA with the request to work out some resolution. After several board meetings over the last 6 months the board came to the conclusion of negotiating a settlement based on starting the dues "clock" in 2012, when the requirement was discovered. The 2012 clock is only applicable to the developer owned lots and not lots returned to the Wilcox's. Jason further explained several points of justification for starting the developer owned lot dues in 2012 which were:

1. The association failed to recognize the dues were required.
2. The attorneys who were paid money in 2006 to legally monitor the rewriting of MRAP C&R's failed to recognize and advise the association on the matter. The C&R's support the developers statement about not owing dues on unsold lots.
3. Relative to budgets, the association never developed or planned for dues from unsold lots until the year 2012.
4. Wilcox's were blindsided by a technicality that would never have been agreed to if the information was realized up front.

Discussion

Jim Manus raised the question of general association member approval of the timeline issue. Bill Bentley expanded on the question and expressed the desire to run any decision by the attorney, Doug Stanford. Debate ensued about the issue. Dave Houchin reinforced the opinion that had Paul Wilcox known of the statute requiring dues on unsold lots, he would have never turned over the association when he did. There was discussion about defensibility of the decision to move the clock forward to 2012.

Discussion was initiated by Jason primarily with Bill Bentley regarding the proper deeding of the water plant to the Water Board. Jason is requesting records/documents of the creation and transfer in order to properly research the issue. C&R's 3.1, subsection B & C was discussed relative to this issue.

Susan Drago commented on the question of water board solvency and the possibility of association assessments to enable it to continue functioning.

Review of proposal spreadsheet resulted in addition of 2 new items:

New Item #1 - \$5,000 direct cash payment to MRAPPOA from Wilcox's

New Item #7 - New pending buyers of Wilcox lots to pay prorated dues for 2014.

A vote was held with 5 for, 1 against (Bentley) and 1 abstained (Wing).

Revised spreadsheet is attached to page three of these minutes.

All agreed this vote is a preliminary vote for the proposal. Bill Bentley requested time to submit to his attorney for review. Jason is to informally run by Robert Anderson representing the Wilcox's and will also submit to Doug Stanford for his legal review along with two questions:

1. Is the board legally able to enter into an agreement based on this proposal.
2. Is the board's decision legally defensible.

Jim Manus motioned to adjourn. Roger Taillefer seconded the motion.

**Wilcox Dues Analysis
2012-2014**

Lot No.	Owner Name(s)	2011	2012	2013	2014	Total
76	Wilcox Owned		\$ 1,032.00	\$ 1,032.00	\$ 1,032.00	\$ 3,096.00
77	Wilcox Owned		\$ 1,032.00	\$ 1,032.00	\$ 1,032.00	\$ 3,096.00
78	Wilcox Owned		\$ 1,032.00	\$ 1,032.00	\$ 1,032.00	\$ 3,096.00
81	Wilcox Owned		\$ 1,032.00	\$ 1,032.00	\$ 1,032.00	\$ 3,096.00
82	Wilcox Owned		\$ 1,032.00	\$ 1,032.00	\$ 1,032.00	\$ 3,096.00
83	Wilcox Owned		\$ 1,032.00	\$ 1,032.00	\$ 1,032.00	\$ 3,096.00
84	Wilcox Owned		\$ 1,032.00	\$ 1,032.00	\$ 1,032.00	\$ 3,096.00
85	Wilcox Owned		\$ 1,032.00	\$ 1,032.00	\$ 1,032.00	\$ 3,096.00
86	Wilcox Owned		\$ 1,032.00	\$ 1,032.00	\$ 1,032.00	\$ 3,096.00
87	Wilcox Owned		\$ 1,032.00	\$ 1,032.00	\$ 1,032.00	\$ 3,096.00
88	Wilcox Owned		\$ 1,032.00	\$ 1,032.00	\$ 1,032.00	\$ 3,096.00
90	Wilcox Owned		\$ 1,032.00	\$ 1,032.00	\$ 1,032.00	\$ 3,096.00
91	Wilcox Owned		\$ 1,032.00	\$ 1,032.00	\$ 1,032.00	\$ 3,096.00
93	Wilcox Owned		\$ 1,032.00	\$ 1,032.00	\$ 1,032.00	\$ 3,096.00
97	Wilcox Owned		\$ 1,032.00	\$ 1,032.00	\$ 1,032.00	\$ 3,096.00
98	Wilcox Owned - Returned Lot	\$ 840.00	\$ 1,032.00	\$ 1,032.00	\$ 1,032.00	\$ 3,936.00
104	Wilcox Owned		\$ 1,032.00	\$ 1,032.00	\$ 1,032.00	\$ 3,096.00
105	Wilcox Owned - Returned Lot	\$ 840.00	\$ 1,032.00	\$ 1,032.00	\$ 1,032.00	\$ 3,936.00
111	Wilcox Owned - Returned Lot	\$ 584.70	\$ 1,032.00	\$ 1,032.00	\$ 1,032.00	\$ 3,680.70
Total Due		\$ 2,264.70	\$ 19,608.00	\$ 19,608.00	\$ 19,608.00	\$ 61,088.70
Balance Sheet Debt Balance on Lot 101 as of September 2013				\$ (16,666.56)		\$ 44,422.14
Escrow Amount held by Broad and Cassel as of September 2013				\$ (11,910.29)		\$ 32,511.85
Option 1: Provide \$5,000 Payment				\$ (5,000.00)		\$ 27,511.85
Option 2: Donate Phase III Lot						
Option 3: Donate Property on Runway 8 Approach (Romona Rd)						
Option 4: Donate Property on Runway 26 Approach						
Option 5: Assign all 2014 votes to MRAPPOA Board (Legler Idea)						
Option 6: Request Closure on Utility Lot (Julie's)						
Option 7: Buyers to pay MRAPPOA pro-rated dues for 2014						