



Meeting Minutes of the Falling Waters HOA Board of Directors

Executive Meeting September 27, 2023

Call to order: Morgan called the meeting to order at 8:05 p.m.

Officers Present: Morgan Brosch, Izabela Bebekoski, Josh Pagel, Lovie Davis, and Deb Mann.

Morgan passed out the agenda for the evening and highlighted "Group Agreements" for all of us to follow during meetings. She said that this is a collaborative effort and asked us to contribute what we felt was important as well. The first Group Agreement suggested by Morgan was that we would all be "open-minded" to one other's views and ideas. The Board also discussed the Board's meeting earlier this week with the ACC and whether it may be advantageous to meet more often with the ACC. Deb said that this was the first time in her experience that the Board met for a meeting with the ACC to discuss a plan. She thinks it was because this particular plan had been sent back four times by the ACC and they wanted to explain to the Board about that. All agreed it was helpful to meet with the ACC and better understand their recommendations about the plan.

Next, Morgan that "staying on topic" would be important during the Board's meeting, including having an agenda prior to meetings and at the conclusion of the meetings that would guide us during our meetings. Lovie indicated it is important for all of us to know and understand our respective roles. Izabela added that transparency and honesty is important, and with respect to any actions we take, we need to make certain we are acting in the best interest of the FW community and according to the Covenants.

Morgan mentioned that many people did not receive the Survey Monkey questionnaire, "per Facebook" so she is working with Zac Garner to create a Google form that will allow members to update their contact their information. It will be sent to 1st American for proper listing of members for correct e-mail information. She wants to post it on Facebook page as well for easier access. Josh pointed out that it is important that we ensure that we have all residents' accurate contact information. Josh said it is important to reach as many residents as possible. Josh mentioned stuffing flyers in mailboxes to inform members of an upcoming meeting.

Another Group Agreement reached was that we are mindful of listening to one another, being supportive of each other, transparent and honest, and respectful of each other. Morgan would also like to have more public meetings. It was discussed to possibly start meeting at the clubhouse, since it is free versus paying the church \$125.00 each time we meet. As we see how many people start to attend, we may need the space available at the church.

The Code of Ethics form was discussed and signed by all. Morgan will forward the Board's signed copies to 1st American Management for their file.

Conflicts of interests- Any conflict of interest of any Board member was discussed. Josh said Morgan's husband, Will, owns an insulation company that provides insulation services to every builder that builds homes in the FW Community. Josh also said that every approval of a home, regardless of the builder, will result in generating a revenue to Will's company. Josh also said that it is his understanding that Morgan is not an employee or an owner of that company. Josh said that because there is no other company that provides insulation services to the builders, in his view, Morgan is not conflicted to vote on the builders' plans submitted to the Board for approval. Josh also said that he would be in support of Morgan not being part of the voting when it comes to Viking homes. Deb said that this would be her suggestion as well. Morgan then said that it would have to apply to Providence also and that she would not be able to vote on any of the home plans. Josh then said that it would apply to any of the builders' plans that come before the Board for approval, other than those where Will does not provide the insulation. Deb pointed out that Lovie shared with the prior Board that she sends clients to Jim Garofalo through her work as a broker. Lovie said she no longer works as a broker. Josh said that the important difference is that Will generates a revenue where Lovie does not receive a financial benefit from sending clients to Jim. Izabela said that we cannot even have the appearance of a conflict as to any decisions we make as a Board and that to her it appeared that Morgan had a clear conflict. Deb said that it is a perceived conflict of interest for Morgan.

After much discussion, Morgan agreed to leave it up for a vote to the Board and said that she still wants to administer the process of submitting the plans to the Board. She claimed not to have received any money from these transactions and that she had her own business apart from her husband but would agree with what the Board decides. Josh made a motion to vote on whether Megan has a conflict of interest. Izabela voted "yes." Josh also voted "yes," as did Deb. Lovie did not feel that it was a conflict of Interest. The vote taken was 3-1, so I was decided that Morgan will not vote on any builder's plans submitted to the Board for approval. All agreed that we need to consult Attorney Nathan Vis as to the Board's options in the event of a tie vote since Morgan cannot vote on builders' plans.

Morgan then asked that we discuss if Lovie has any conflict of interest. Morgan said that she is no longer working for a bank, no longer refers clients to builders, and was not making any money from any builders. Lovie said she met Jim Garofolo through her work for US Bank and Wells Fargo. Deb asked her why she recused herself in the past from voting on plan #1 of Vikings proposal for lot #4 at 102 Levanno Dr. She explained that she felt pressured to recuse herself because of her job as a broker with the Bank at that time, of which she has now retired. Morgan made a motion to vote on whether everyone thought that Lovie had a conflict of interest considering her relationship with Viking builders. Vote taken, all in favor that no conflict exists in Lovie voting on builders' plans because she is no longer a broker and does not

receive a financial benefit from doing business with any builder. Lovie said she would notify the Board if she starts working as a broker.

Morgan moved to approve the plans for the pool at 82 Bergamo East, as well as the proposed home at 104 Bergamo. Morgan mentioned that her business also builds pools, and if a vote were to come up that is one of her pools, she would recuse herself from that vote. The ACC approved of proposed plans for a built-in pool with a large deck and covered outdoor seating and dining area, along with a fire pit. The ACC just recommended that the drainage be directed to the front of the home near the street. It was then discovered that there was drainage possibility on the backside of the home which would be a much more desirable area. Morgan will contact the Engineer Adam McAlpine for advice in the chance that other homeowners in that area, should they decide on installing a pool, would that drainage area have the capacity of more than just the home requesting it? Morgan made a motion to accept the pool project, Lovie seconded, vote taken-all approved none opposed, motion carried.

Next item of discussion, approval of house plans for 102 Bergamo Lane. The Board had a joint meeting with the ACC to review and approve the plans. The ACC had rejected prior 3 home plans submitted for the lot, and this one was #4. The ACC vote was 3 in favor 1 not in favor. Deb said we have 30 days to decide from when the builder submitted plan #4. Josh said we should try to decide within 7 days.

Izabela was curious as to the reason for the one disapproval. The comment was that they had just rejected a house plan that did not have the brick on the inside walls of the entrance to the home. This proposal asked the same request and if we rejected those plans, why would we allow it with this home. He also cited that it is still a "Cottage Home" enlarged to meet the covenants.

Josh made the comment that there are several homes in the development that have been allowed this practice, granted by the Declarant, so how can we not allow for this one? Izabela quoted the line directly from the Covenants that the front elevation facing the street MUST be all brick or masonry, not could be, or may be but Must be. This particular plan is not all masonry in the front elevation. Also mentioned in the covenants that plans may be rejected by the board for esthetic reasons as well and it is the sole discretion of the board to approve final plans.

The Board discussed the meaning of "front elevation facing the street" within the covenants.

Lovie made a motion to accept the plans as presented, Josh seconded the motion. Deb said it is also up to the Board to declare whether or not it is harmonious with the surrounding homes. Morgan said the Board has the right to decline a plan if we do not like its appearance. Vote taken. Izabela said she disapproves the plan based on not meeting the front elevation masonry requirement, esthetics and because the ACC did not give a very confident recommendation to approve. Josh said he believes it is Jim's frustration that his client has bent already on the

ACC's requests to revise the plan. Lovie said we should be sympathetic to the Viking client as a result of their client's personal issues. Josh agreed. Deb asked why couldn't they build on a different lot. Lovie and Morgan said the lot Deb mentioned was too small. Lovie said she has been taking food to these people. Izabela said we need to abide by the covenants and leave our personal feelings aside.

Vote called. Deb no; Izabela no; Josh yes, Lovie yes. Vote is 2 to 2. It was decided that we need to consult with Nathan Vis given the circumstances that Morgan is conflicted and we have now reached a tie vote. Josh thought the ACC should break the tie. Izabela disagreed because under the covenants the ACC provides recommendations to the Board and cannot be the final decision-maker of this. Izabela said we must respect each other's votes and leave our personal feeling out of it. Josh said Jim is going to be angry. Josh and Lovie said that in voting yes, they are considering if that were them one day or their mother dealing with this same issue. Morgan said everyone has a right to decline. Josh made a motion to adjourn the meeting. Deb seconded. Meeting adjourned at 9:25 p.m.