

# Mosby Mountain Community Association

## MEETING OF THE MEMBERSHIP

**Date and time: Tuesday, December 4, 2007, 6:30 pm**

**Meeting location: Covenant High School  
175 Hickory Street, Charlottesville, Virginia**

*Note: Notification of this meeting, along with the agenda and all referenced information, mailed via USPS to the membership on Saturday, November 17, 2007.*

Attending:

Members from 28 households

Officers and directors: Preston Miller, President; Michael Hightower, Vice President; James Peterson, Secretary/Treasurer; Thomas McGrath, Board Member

I. Call to order and declaration of quorum

The meeting was called to order by the president, Preston Miller. He asked the secretary, James Peterson, to report on the quorum. With a total of 119 households, representation from 36 households would be required to achieve the 30 percent threshold necessary for action on the bylaws and amendments to the Declaration of Covenants and Restrictions. Twenty-eight households were represented in attendance and 13 proxies were received for a total of 41 households represented. A quorum was achieved.

II. Welcome and introductions

Mr. Miller welcomed everyone and introduced the members of the board.

III. Adoption of agenda

On a motion by Mr. Peña, seconded by Mr. Ron Matthews, the agenda was adopted as distributed.

IV. Approval of minutes from September 4, 2007, membership meeting

On a motion by Mr. Stebbins, seconded by Mr. Peña, the minutes of the September 4, 2007, membership meeting were adopted as distributed.

V. Year in review

Mr. Miller and Mr. McGrath presented a PowerPoint presentation providing an overview of the activities of the Association for the calendar year 2007:

- Instituted quarterly meetings of the membership.
- Conducted monthly board and neighborhood meetings hosted by members in their homes.
- The Architectural Review Board will have processed at least 25 requests by the end of the year.
- Amended the Covenants (in June) to expand the board from three members to a maximum of seven.
- Convened a Bylaws Committee which met over the summer resulting in comprehensive recommendations for bylaws and the Covenants.
- Developed bylaws and amendments to the Covenants to provide for two-year, staggered board member terms (with officers' terms remaining at one year) to promote continuity.
- Approved "No Solicitation" signs to be installed at the entrances.
- Community Bulletin was issued on a regular basis.
- Reviewed budgets longitudinally to determine trends and plan for the 2008 budget.

- Evaluated the scope of work for the Association, sought and evaluated proposals for management services to implement those services, and entered into an agreement with continuous performance evaluation.
- Sought proposals for community-wide trash collection, surveyed the membership as to the majority preference of the two finalists, and awarded the contract effective January 1, 2008; trash cans will be delivered the last week in December with the first collection to be held at 7:00 a.m. on Monday, December 31.
- Chartered the Common Area Committee which resulted in the following activities:
  - Community volunteers confirmed as members of Landscaping Committee June 22, 2007.
  - Name of the Landscaping Committee changed to Common Area Committee (CAC) on July 14, 2007.
  - First organized meeting of CAC on July 18, 2007.
  - Submittal of charter for CAC on July 20, 2007.
  - Charter approved at August 1, 2007, at Board of Directors meeting.
  - Committee survey of conditions in Common Area between August 5th and 30<sup>th</sup>. Review of work and services with Real Property Inc.
  - CAC meeting August 16, 2007 to develop scope of work in Common Areas.
  - List of Projects selected by CAC members August 29<sup>th</sup>.
  - Contacted Beights Development August 29 to meet and discuss CAC responsibilities.
  - Met with Beights Development on September 4<sup>th</sup>.
  - Met with County Inspector on September 27, 2007 to survey community: County Inspector Mike Frazier provided approved County plan submitted by Beights Development. A copy of this plan is available to community members.
  - Bridge over Ambrose Commons opened September 2007.
  - Met with Mike Frazier on November 5<sup>th</sup>, 2007, to review work in process and balance of work remaining. Reported that approximately \$220,000 is being retained until Erosion and Soil issues (E&S) are addressed. Also, an amount equaled to \$114,000 is retained until landscaping is completed around the Storm Drains.
  - Solicit prices from Landscaping contractors for maintenance for Mosby Mountain.
  - List of Projects
    - Landscape Entrances to Mosby Mountain
    - Natural Walking Trails (identify obstacles and impediments)
    - Landscaping cul de sac at Hatcher/Turnstone
    - Landscaping approaches to Bridge (East and West locations)
    - Identify sloped grounds for low maintenance ground cover
    - Identify flat and rolling areas requiring maintenance and mowing
    - Identify potential site for playground or recreational areas
    - Identify potential site for picnic area

#### VI. Adoption of bylaws

Mr. Peterson reported that the Bylaws Committee (Pat Campbell, Janet Moore and Barbara Strain) met over the summer and developed draft bylaws. The draft was reviewed and revised by real estate attorney Cheri Lewis, Esq., and the board is recommending the adoption of the bylaws. Because the motion comes as a recommendation from the board, a second is not required.

All 13 proxies received voted to approve the bylaws. A vote was called for from the members present. The motion to adopt the bylaws as distributed was unanimously adopted.

#### VII. Adoption of amendment to the Declaration of Covenants and Restrictions

Mr. Peterson noted that although the membership had adopted an amendment to the Covenants at the June 5, 2007, membership meeting which provided for an increase in the size of the board of directors from three members to at least five members, but not more than seven members, it is necessary to approve a second amendment to the Covenants in order for the bylaws and Covenants to be consistent with regard to terms of the directors and the nominating process. The proposed amendment was prepared by real estate attorney Cheri Lewis, Esq., and the board is recommending the adoption of the amendment. Because the motion comes as a recommendation from the board, a second is not required:

**PROPOSED AMENDMENT TO DECLARATION**

The current text of Article III, Section 3 is hereby deleted in its entirety and the following is substituted therefor in its entirety:

- Section 3.            Governance.
- (a)            The Association shall be governed by a Board of Directors consisting of not less than five (5) members nor more than seven (7) members, of which at least three (3) shall also serve as Officers and no more than four (4) shall be Members-at-Large.
  - (b)            Directors shall be elected by the Membership of the Association and shall serve terms of two (2) years beginning January 1<sup>st</sup> of the year after the annual meeting at which they are elected. The terms of the Directors shall be staggered, with three (3) Directors being elected at the annual meeting in even-numbered years and four (4) Directors being elected at the annual meeting in odd-numbered years. Directors shall be eligible to serve a maximum of two (2) consecutive terms. A Director appointed to fill an unexpired term shall be eligible for election to two (2) more additional consecutive terms. The election of, terms of, vacancies in, resignation and removal of Directors shall be governed by Article V (“Directors”) of the Bylaws.
  - (c)            The Officers of the Association shall be President, Vice President, Secretary/Treasurer. No two or more offices may be held by the same person and all Officers must be Voting Members of the Association. Officers shall be elected annually by the Membership of the Association and must also be eligible to serve on and be elected to the Board of Directors. An Officer may serve a maximum of four (4) successive one-year terms. An Officer appointed to fill an unexpired term is eligible for election to a maximum of three (3) additional consecutive terms. Vacancies in, resignation of, and removal of Officers shall be governed by Article VIII (“Officers”) of the Bylaws.
  - (d)            At least thirty (30) days prior to the annual meeting of the Association, the Board of Directors shall convene the Nominating Committee, consisting of three (3) Members appointed by the Board of Directors, to generate a slate of nominations for the election of Directors and Officers for the annual meeting, in accordance with the provisions of the Declaration and the Bylaws for the Association.

All 13 proxies received voted to approve the amendment. A vote was called for from the members present. The motion to adopt the amendment as distributed was unanimously adopted.

VIII. Election of officers and directors

Mr. Miller presented the slate of officers and directors for 2008 provided by the Nominating Committee (Barbara Strain, Pat Campbell and Janet Moore; note that the slate with two vacancies pending had been published with the original meeting announcement mailing on November 17 with a follow up on November 27 with a full slate):

<b>Position</b>	<b>Name</b>	<b>Director Term</b>	<b>Officer Term</b>
President	Preston Miller	1 year	1 year
Vice President	Michael Hightower	2 years	1 year

Secretary/Treasurer	Jim Peterson	2 years	1 year
Director	Brian Roy	2 years	N/A
Director	Tom McGrath	1 year	N/A
Director	Todd Pullen	1 year	N/A
Director	Barbara Strain	2 years	N/A

Mr. Miller asked if there were any nominations from the floor. Mr. Peña moved that the nominations be closed and that the slate be elected by acclamation. The motion was seconded by Mr. Ron Matthews and unanimously approved.

IX. 2008 Budget

The 2008 budget had been included with the meeting announcement mailing on November 17:

<b>INCOME</b>	
Assessment income	46,241
Interest income	100
<b>Total income</b>	<b>46,341</b>
<b>EXPENSES</b>	
Accounting	300
Legal	1,000
State fees	50
Management	4,400
Meeting expense	250
Office expense	1,200
Other professional services	250
Liability, D&O, Bonding	900
Common areas maintenance	13,500
Signage/Sign maintenance	450
Snow removal	2,500
Community-wide trash pickup	20,163
<b>Total expenses</b>	<b>44,963</b>
<b>Operating surplus increase</b>	<b>1,378</b>

The 2008 budget represents a five percent increase over the 2007 budget (quarterly dues increase by \$4.63, from \$92.52 to \$97.15). However, the 2008 budget includes the entire cost for the new community-wide trash collection service for which most Mosby Mountain residents have been paying over \$60.00 per quarter through their individual arrangements for trash pickup.

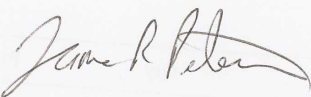
X. Items from the membership

Discussion questions were raised about snow removal, a play ground area, and the status of the installation of "no soliciting" signs. One member thanked the board for their work over the past year, and another said that the board must strive to improve its communication with the membership in the upcoming year.

XI. Adjourn

On a motion and second, the meeting was adjourned at 7:52 pm.

Respectfully submitted,



James R. Peterson  
Secretary/Treasurer