

**TALLAVANA HOMEOWNERS' ASSOCIATION, INC.**

Minutes of the monthly Board of Directors meeting held on February 12<sup>th</sup>, 2008, at the meeting room of the Havana Library, Havana, FL.

PRESENT: Neil McDonald, Bill Oswald, Larry Jones, Rick Kornmeier, Kimsey Helms and Rob Combs Board members, Debbie Robinson, Corporate Secretary. See attached list of others in attendance.

ABSENT: Tom Scott

The meeting was called to order at 7:05 pm by President, Neil McDonald.

Corporate Secretary is recording the meeting for the purpose of accurate minutes. No one else is recording.

**Approval of Agenda:**

Added item c. under Legal: Arbitration-Attorney's fees

ROB COMBS MOVED TO APPROVE THE AGENDA AS REVISED. LARRY JONES SECONDED THE MOTION. MOTION CARRIED.

**Approval/Corrections of January 2008 Minutes:**

Clarification revision.

KIMSEY HELMS MOVED TO APPROVE THE MINUTES AS REVISED. BILL OSWALD SECONDED THE MOTION. MOTION CARRIED.

**Treasurer's Report:** Rick Kornmeier reported the total deposit for January was \$13,297.35, routine operating expenses of \$5,365.96, \$0.00 in major project expenses, checking account balance is \$1,749.08, Money Market balance is \$33,003.81 and the balance in CDs/Savings is \$117,170.41.

Rick reported that the routine expenses included secretarial/bookkeeping, landscape cleanup, dirt road maintenance and security. Rick developed a handout for the members that tracked the cash balances, account transfers and expenses.

It was the consensus of the Board at the January meeting to transfer funds from the Money Market account to a higher interest bearing Certificate of Deposit. Debbie reported that this was done in January.

LARRY JONES MOVED TO ACCEPT THE TREASURER'S REPORT AS READ. ROB COMBS SECONDED THE MOTION. MOTION CARRIED.

Neil took a moment to thank the attending members for showing up and to thank Cheryl Roberts for the refreshments.

**Correspondence/Phone Calls:**

1. Rob Combs received a phone call from Bobby Boatright concerning deer carcasses that were dumped in the power line easement. Officer Mike Fish was called to the scene and checked for deer stands. It appears the carcasses were dumped but that the deer were not hunted on Tallavana properties.

2. Neil McDonald reported receiving a letter from the Ritters, residents from Reston, regarding an abandoned boat on property inside Tallavana that is visible from their property. Neil and Bill Oswald investigated and found the abandoned boat on the property of Cheryl Roberts. Cheryl had the boat removed the following day. Debbie called the Ritters to inform them that the boat was taken care of. The Ritters sent a thank you card expressing their appreciation for the prompt and pleasant response to their letter.

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3. Neil received a phone call from Pat Powell regarding Mr. Bravo's shed, his picnic table in the lake and the disarray of his yard. Neil spoke with Mr. Bravo's other neighbor, Mrs. Ringenberger, who does not have a problem with the condition of the Bravo's property. Neil said that he has placed several calls to Mr. Bravo but his calls have not been returned.

Regarding Mr. Bravo's shed in the front yard, Neil said he was not sure there could any enforcement, as there are other sheds in the front yards within the community. Actions that have been taken so far include a letter from Andrena Knicely when she was the ACC chairperson and Pat has spoken with Mr. Bravo asking him to return the shed to it's previously ACC approved location in the back yard. Mr. Bravo has given several reasons why the shed has not been moved including his desire to leave room for heavy equipment to access his shoreline for restoration.

Board Members Bill Oswald and Larry Jones felt that the issue of Bravo's shed in the front yard should be dropped. Board Member Rick Kornmeier said that he would need more information before he could make a decision.

There was additional discussion about the Bravo shed issue, the restrictive covenants and the ACC guidelines. While the restrictive covenants do not allow sheds, docks, gazebos, fences, etc., the ACC attempts to allow the members to have what they wanted in the ACC guidelines. The guidelines regarding sheds require the location to be in the back yard.

In determining that nothing was going to be solved at this meeting, Neil suggested that the Bravo shed issue be tabled to allow the new Board members to become more familiar with the history of the Bravo shed.

4. Neil and Bill investigated a report of a drainage problem on Magnolia Court. Member Donald Guy is preparing his lot for building and has yet to install a culvert for his driveway causing runoff from his lot onto Magnolia Court. Neil spoke with Mr. Guy who told Neil that after the heavy equipment is in and out of his property, he will install the culvert.

5. Neil received a phone call from Jan Townsend regarding the street sign on Deer Pass. Kimsey reported that several street signs need replacing and will be ordering them from the company that did them the last time. An inventory of the neighborhood street signs will be done prior to ordering.

6. Neil spoke with Member Earl Mills regarding a position on the ACC, which will be covered under ACC.

## **BOARD REPORTS**

**Legal:** Neil McDonald and Rick Kornmeier

A. Lambert runoff – A meeting at the site was scheduled for February 8<sup>th</sup>. Ken and Sean were not able to attend so the meeting will have to be rescheduled.

B. Heidenreich/Magnolia Ct. & Pine Top Ct. – Neil thanked Diane for all the documents and the insight regarding Heidenreich and the situations with Magnolia Court and Pine Top Court. Neil suggested that he, Rick, Debbie and any other Board member meet with Ken Abele to go over the documents to see what we can do to correct the issues.

C. Arbitration/Attorney Fees – Neil stated that Debbie Robinson received a phone call from our attorney regarding the attorney fees currently in arbitration. Neil asked Debbie to proceed. Debbie stated that the motion for recovery of attorney fees was filed in December 2007 with the DBPR (Dept. of Business and Professional Regulation). This motion was to recover \$4,100 in attorney fees that the Association paid in defense of the Arbitration filed by Jim Poss. Attorney Ken Abele called Debbie on Monday morning (2/10) regarding an offer from Jim Poss' attorney to settle out of arbitration for \$2,000. Ken said that it would be up to the Board to accept the offer of \$2,000 or wait to see what the arbitrator

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would decide. Ken said that rarely are 100% of the fees awarded by the arbitrator.

Ken Abele also called Neil McDonald on Monday morning. Neil said that Ken stated that it is normal to recover 30-40% either way. Neil asked Ken what the Board should do but Ken said it is up to the Board. Neil then opened the floor for discussion.

Jim Poss spoke on the reasons he filed for the arbitration stating that he felt the By-Laws were violated by the appointment of Diane Sheffield. Jim was not the opposing party for the position on the Board and therefore not the injured party with the right to take the dispute to arbitration. Jim proposed to the Board that he assume the responsibilities for his attorney fees and that the Board assume the responsibility for theirs. There were 2-3 members who agreed that this should be put behind us and move on.

Member Mike Mapstone asked Jim if he was withdrawing his offer to reimburse the Association for \$2,000. Jim said he was not withdrawing anything and that both parties should be responsible for their own attorney fees.

Member Steve Kinary explained the whole issue that brought about the arbitration. (See attached portion of July 2007 Bd. Minutes for details.) Diane explained that after extensive research our attorney wrote his opinion and the Board took action according to Ken's suggestions. (See attached portion of Aug 2007 Bd. Minutes for details.) Discussion continued. The DBPR dismissed the case in favor of the Association because Jim Poss was not the offended party.

Board Member Larry Jones mentioned that although he did not have much background on this issue he could see both sides. To avoid additional attorney fees, Larry felt that this issue needs to be put to a close.

LARRY JONES MOVED THAT THE ASSOCIATION BE RESPONSIBLE FOR THEIR ATTORNEY FEES AND SEEK NO REIMBURSEMENT FROM JIM POSS. BILL OSWALD SECONDED THE MOTION.

DISCUSSION: It was explained that if the Board votes in favor of this motion that the Association would be out a guaranteed \$2,000 of the possible \$4,100 that is currently being sought through arbitration. Jim Poss' attorney called the Association attorney with an offer to pay \$2,000. It cannot be determined what the amount of recovery the arbitrator would allow but at least by accepting the \$2,000 offer, we will recover some of the fees. Kimsey asked why would we willingly turn down \$2,000. Once Larry heard the explanations, he reconsidered his motion.

LARRY JONES WITHDREW HIS PREVIOUS MOTION.

BILL OSWALD MOVED THAT THE ASSOCIATION ACCEPT THE SETTLEMENT OFFER OF \$2,000 FROM JIM POSS AND ASK KEN ABELE TO WITHDRAW THE MOTION FOR RECOVERY OF ATTORNEY FEES FROM THE DBPR. KIMSEY HELMS SECONDED THE MOTION. THOSE VOTED IN FAVOR: BILL OSWALD, NEIL MCDONALD, ROB COMBS, LARRY JONES AND KIMSEY HELMS. THOSE OPPOSED: RICK KORNMEIER.

**Member Relations:** Tom Scott (absent) read by Debbie Robinson

There were 742 visits to the website in January.

All members were reminded of the Feb. 15<sup>th</sup> deadline for the newsletter.

**Lake Management:** Tom Scott (absent but reported by email) & Bill Oswald

Following is quote from Tom's email report read by Bill Oswald:

- 1- We have talked about applying for a Florida Forever grant and put \$5,000 in the budget for the watershed modeling needed for the application and \$5,000 for Sean's time applying for it. It appears that we have a very good chance of getting a sizeable grant for Lake Tallavana. Doug

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Barr, director of the Northwest Florida Water Management District, has said he does NOT want to give any more grant money to Leon or Escambia Counties. He says they have gotten more than their share. He wants to give some money to Wakulla, Liberty or Gadsden counties. The water management district calls Lake Tallavana "little Talquin". Tallavana is important in the watershed to Talquin. Our timing could not be better. At the December 8th budget meeting Mac said that Tallavana couldn't get a grant because we're in Gadsden County. Now it sounds like we have a good shot at the grant. We must make application by June. I was told that Lake Yvette is planning to apply. I think the water management would consider "Little Talquin" to be more important.

- 2- I have been told that we have some support in Congressman Boyd's office including access to a grant writer. This could be invaluable!
- 3- Given the discussion above, we need to give Sean the "go-ahead" approval to do the watershed modeling and begin the application process. If we need a motion to do this, someone please make the motion for me. If we are going to attempt to get the grant, we must start now.

Discussion between Board Members and attending members: The GIS mapping (watershed modeling) would show where the pollution is coming from as it enters Lake Tallavana. It would show the entire watershed, which includes the nurseries upstream. The model could also show what the lake might look like in 5 years if nothing is done between now and then.

Neil asked Diane Sheffield to contact Sean McGlynn to see if he would be willing to attend the next Board meeting to give more information about the GIS mapping and the possibilities of our Association applying for grant money for lake projects. Diane explained the importance for us to receive grant money is to take a proactive approach that water upstream from Lake Tallavana is cleaned before it comes into our lake and that we do what is necessary for clean water to pass through Lake Tallavana and eventually drains into Lake Talquin.

RICK KORNMEIER MOVED TO GIVE SEAN MCGLYNN THE APPROVAL TO BEGIN THE GIS MAPPING (WATERSHED MODELING) AS BUDGETED FOR 2008. LARRY JONES SECONDED THE MOTION. MOTION CARRIED.

Rick asked that Sean provide a letter of engagement that states what he is going to do and the cost for the GIS mapping.

Bill reported that the plankton bloom appears to be bad at Beaver Creek and Hurricane Creek on the north end of the lake. Member Gordon Patton asked why there was not weed spraying on the North end of the lake. He said that the Duckweed and Salvinia were plentiful on his end of the lake. Gordon also pointed out there is an abundance of an unknown weed that is taking over the North end of the lake. There was discussion about the last weed spraying, using a hand help pump sprayer to target certain weeds, chemicals that target certain weeds and future weed spraying by a different company. Neil said that they have been in contact with other companies for pricing on spraying. One in particular is Plantation Creations. Neil said that he was going to have the representative from Plantation Creations come out to check the lake and work up a price for us if he can do it.

Bill suggested that a cove be sectioned off and used as a spawning area. Bill determined that netting could be stretched across the designated cove where the brim and bass would be protected during spawning. Bill reported that the netting would cost \$150.00. He also suggested that members should be feeding the fish.

BILL OSWALD MADE A MOTION TO PURCHASE THE NETTING FOR \$150 TO SECTION OFF A COVE FOR SPAWNING. ROB COMBS SECONDED THE MOTION. MOTION CARRIED.

- a. Carp/Cormorant reports – Leonard reported that most of the cormorants are gone. Member

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Dorothy Gillan asked if the shooting noises were more than the guns. Leonard explained that most of the noise is produced by noisemakers such as firecrackers and screamers.

Bill reported the harvest of 228 carp in January. He said the size of the carp seem to be getting smaller.

**Lake Watch** – Pat Powell: Pat reported that Lake Watch could not go out last month but will try to get a group together for the 23<sup>rd</sup>.

**Security:** Rob Combs

Rob reported that Scott Ivey worked 20 hours for the Association and 12 hours on duty in January. Scott reported 11 traffic stops and 85 house checks. Mike Fish worked 20 hours in January. Part of Mike's time was spent working traffic with a speed device.

Scott contacted the owner of a 1986 red/gray truck that did not have decals. It appears that the person was trespassing.

Rick asked that Scott include a report in the newsletter 1-2 times a year.

**Gate:** No report.

**Roads, Grounds & Dam:** Kimsey Helms & Larry Jones

As previously mentioned, Kimsey said that an inventory of the street signs would be taken before ordering. The signs will cost approximately \$45-\$50 each. Due to the cost of set up, Kimsey suggested that we might order some spares.

Kimsey reported that surveyor Thomas Skipper was out on January 15<sup>th</sup> and again on the 5<sup>th</sup> to survey the area behind the dam. Mr. Skipper should have some drawings to us by the end of this week. The drawings will be passed on to our engineer, Ray Walke, for inclusion to his answers to the Water Management District regarding the work to be done on the backside of the dam and spillway. Contact has been made with the Bloomquists regarding required tree removal from their property that is part of the dam.

Kimsey reported that the north end boat ramp will be getting repairs and should be usable in the near future.

There is no update on the crack sealing on the last paved portion of Tallavana Trail.

Neil suggested that members call him or Bill Oswald if there is a tree that has fallen on any of the roads. They would be willing to clear the road and would be saving the Association some money.

**COMMITTEE REPORTS**

**ACC:**

ACC Report – Since the full report is attached to minutes, a brief summary follows:

**Approved Submittals:**

Mike Mapstone & Carolyn Rankine, 2167 Tallavana Trail, color change on exterior of house.

Linda Ritchie, 3899 Tallavana Trail, removal of 9 trees.

Earl Mills, 3801 Tallavana Trail, removal of 1 tree.

**Submittal approved by ACC between ACC meeting and Board Meeting:**

Robert & Kathy Bailey, 4245 Tallavana Trail, submittal for 2 trees to be removed that are posing

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danger to house and walkway. ACC members made site visit.

Other ACC Issues:

Committee member, Earl Mills, was contacted by Neil McDonald regarding his term expiration. Earl agreed to serve another year. Neil proposed Earl Mills for appointment to one-year term on the ACC.

KIMSEY HELMS MOVED TO ACCEPT THE APPOINTMENT OF EARL MILLS FOR A ONE-YEAR TERM ON THE ACC. BILL OSWALD SECONDED THE MOTION. MOTION CARRIED.

It was the consensus of the Board to have the Budget Committee and the Lake Management Planning Committee added to the agenda for a monthly update. Regarding the Budget Committee, Don McEwen has agreed to be the chairperson. It was decided that a planning meeting should be called. The Lake Management Planning committee should also consider meeting and begin planning.

**OLD BUSINESS**

Recycling – Waste Pro will furnish curbside recycling in Tallavana if enough people sign up. Laura Helms had a sign up sheet on the bulletin board to see how many would be interested. Since we got at least 25 signatures, all those interested must complete a form that is to be returned to Waste Pro. Laura Helms indicated that there were forms available at the meeting and that a notice would be included in the newsletter.

**NEW BUSINESS**

1. Contribution to Tallavana Christian School for Annual Mtg. – It has been customary for the Association to contribute \$100 to TCS for the use of their gymnasium for our Annual Meeting.

KIMSEY HELMS MOVED TO CONTRIBUTE \$100 TO TALLAVANA CHRISTIAN SCHOOL FOR THE USE OF THEIR GYMNASIUM FOR THE ANNUAL MEETING. RICK KORNMEIER SECONDED THE MOTION. MOTION CARRIED.

Member Cheryl Roberts suggested that we consider a second bulletin board that would allow business ads. It was mentioned that there is a cost involved and that the current governing documents do not allow business notices on the bulletin boards. It was also mentioned that the members are better served by placing their free ads on the website and in the newsletter. The exposure to all the members is better in the newsletter than on a bulletin board.

Member Cheryl Roberts suggested that a “Suggestion” form be included in the newsletter. It could be a form that can be torn out and mailed back to the Association. Rick offered to make up the form and send it to Linda for the newsletter.

With no further business, meeting was adjourned at 9:19 p.m.

Respectfully submitted,

Debra Robinson  
Corporate Secretary

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**TALLAVANA HOMEOWNERS' ASSOCIATION, INC.  
ARCHITECTURAL CONTROL COMMITTEE**

**February 5, 2008**

**Minutes/Report**

Meeting of the monthly Architectural Control Committee (ACC) was held on February 5, 2008 at the pavilion of Lake Tallavana.

PRESENT: ACC Members –Pat Powell, Earl Mills, Virginia Everett, Linda Ritchie, and Jim Grantham.  
THA Members –Jim & Sue Poss, Gary Robinson, Larry Jones, Rod Pigott and Corporate Secretary, Debbie Robinson.

**Approvals:**

Mike Mapstone & Carolyn Rankine, 2167 Tallavana Trail, submittal for color change on exterior of house. The main color is Taupe with trim in Thyme Green and Terrazzo Tan on the fascia. Paint chips provided as well as a picture of the color combination.

Linda Ritchie, 3899 Tallavana Trail, submittal for the removal of 9 trees. Eight of the trees are not in the buffer, one of the eight is next to the house and pushing the foundation up with it's roots. The one tree that is in the buffer is dead and will be replaced. Four of the five ACC members approved the submittal; Linda abstained.

Earl Mills, 3801 Tallavana Trail, submittal for the removal of 1 pine tree that is in the side buffer but is leaning on and being supported by other trees. The pine tree was also found to be diseased. Four of the five ACC members approved the submittal; Earl abstained.

**Pending:** Nothing to report.

**Other ACC Issues:** Owner Donald Guy, lot on Magnolia Court, has cleared some of the lot in preparations to build. It has been observed by several others that there is a drainage issue regarding his driveway. The ACC concluded that a letter should be sent to Mr. Guy regarding this problem. Earl Mills will draft a letter prior to the next Board meeting, to be presented to the Board for their approval before the letter is sent.

Respectfully submitted,  
Debbie Robinson,  
Corporate Secretary for Tallavana Homeowners' Association

From July 10, 2007 Board Meeting Minutes:

**Election of New Board Member to Fill Vacancy**

Former Board Member Mike Jefferis submitted his resignation from the Board at the June meeting. Mike is moving out of the area.

Tom stated that the person to fill the vacancy will be working with Debbie on the Budget Review Committee and will be the legal liaison; to work on the Lambert case. The legal liaison will also work with THA attorney and fellow Board Member, Mike Mapstone.

Board Member Neil McDonald presented member Lewis Harper's name for consideration to the Board. Lewis spoke of his long-term residency and his desire to become involved.

Member Diane Sheffield expressed interest in serving on the Board and the desire to organize a community project to develop walking trails on the common properties. Diane spoke of her past experience in the Association and would like to once again become involved. Board member Tom Scott presented Diane's name for consideration to the Board.

Board Members voted via secret ballot (allowed by FL State Statutes) for the two persons presented for consideration. The results ended in a tie, three to three. A second vote was taken and again resulted in a tie, three to three. Prior to the third vote, President Tom Scott stated that if the third vote ended in a tie, the President would then make an appointment to fill the vacancy. There was no objection from the Board Members. The third and final vote resulted in a tie, three to three. As President, Tom Scott appointed Diane Sheffield to fill the vacancy left by Mike Jefferis until the Annual Meeting in January 2008. Tom thanked Lewis for his interest to serve. Tom's decision to appoint Diane was based on her knowledge and experience that would be a great benefit to the Board concerning the ongoing Lambert case.

Neil McDonald questioned if the President only voted to break a tie or if he could vote as a Board Member. Tom replied that when it applies to a Board vacancy & motions, the President votes as a Board Member.

Diane Sheffield took her position on the Board.

From August 14, 2007 Board Meeting Minutes:

**Letter from Ken Abele regarding Appointment of Board Member by President:** President Tom Scott read the following letter from the THA attorney, Ken Abele. (Copy of letter inserted to minutes)

**MEMORANDUM**

**TO:** Lake Tallavana Board Members  
**FROM:** Ken Abele  
**DATE:** August 9, 2007  
**RE:** Appointment of Board Member by President

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You have asked me to give you an opinion regarding whether the recent appointment of a board member by President Tom Scott is valid. The facts, as explained to me, are that the Board has a vacancy due to Mike Jeffries resigning prior to completion of his term at the end of this year. Per

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Section 3(c) of the Bylaws, the Board voted three separate times in an attempt to fill the vacant seat. On each of the three votes, the Board deadlocked 3 for one candidate and 3 for the other candidate. After those 3 votes, President Tom Scott appointed the candidate he had voted for to the Board.

Section 3(c) of the Bylaws states, "Except as to vacancies resulting from removal of Directors by members, vacancies in the Board of Directors occurring between annual meetings of members shall be filled by the remaining directors." Section 607.0809, Florida Statutes states, "Whenever a vacancy occurs on a board of directors, including a vacancy resulting from an increase in the number of directors, it may be filled by the affirmative vote of a majority of the remaining directors, though less than a quorum of the board of directors, or by the shareholders, unless the articles of incorporation provide otherwise."

There is nothing within the Restrictive Covenants, Articles of Incorporation, or Bylaws of the Tallavana Homeowners' Association, Inc., on the procedure to follow to break a tie vote on the Board. Additionally, there is nothing within Chapter 720, Florida Statutes which addresses how to resolve a tie vote on the Board of Directors. Finally, there is no statutory procedure within Chapter 607, Florida Statutes for tie votes on the Board of Directors. It is my understanding that Roberts' Rules of Order may provide some authority to the President in such circumstances. However, other than customary use by the Board, these rules are not binding on the Board.

Thus, there is nothing in the statutes or governing documents authorizing or prohibiting the actions taken by the President. The Bylaws Section 6(b) provide the President with broad authorities and powers. Appointment power is not expressly listed. In Conlee Construction Co. vs. Cay Construction, 221 So.2d 792 (Fla. 4<sup>th</sup> DCA 1969), the appellate court affirmed action taken by the President of a corporation when the Board was deadlocked 2-2. The Court stated, "Although factionalism within a corporation is ordinarily settled by the practical device of majority rule, when a situation arises, however, where no majority vote can be marshaled, where the directors or stockholders are divided evenly and hopelessly on a controversial corporate matter, immediate action by an officer may be necessary to preserve vital interests." Whether the current situation fits within this exception is an open and debatable question.

With the above in mind, the Board has the following options:

1. Do nothing and proceed forward unless and until a judge says otherwise, or the election of a new board in January. There is potential that actions taken by the Board could be found to be invalid if the appointment is ruled invalid;
2. Ask the members to vote to ratify the appointment;
3. File a declaratory judgment action and ask the Court to decide the issue;
4. Amend the Bylaws and agree on procedure to break tie votes;
5. Have another vote, and find a candidate who can get a majority of the votes; and/or
6. Operate the Board with six (6) members until the annual meeting in January.

In conclusion, I have not found any authority that authorizes or prohibits the action taken by the President.

KPA/ss

NEIL MCDONALD MOVED FOR THE BOARD TO VOTE ON EACH OPTION BY SECRET BALLOT.

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THERE COULD NOT BE A SECOND ON THE MOTION, AS FL STATE STATUES DO NOT ALLOW SECRET BALLOT AT BOARD MEETINGS, EXCEPT THEY MAY BE USED IN THE ELECTION OF OFFICERS.

There was discussion on the 6 options suggested by Ken Abele. By the time some of the options could be activated, the position in question would be taken care of at the Annual Membership meeting in January 2008. Another option was in violation of the governing documents. It was the consensus of the Board to narrow the options then vote.

NEIL MCDONALD AMENDED HIS MOTION FOR THE BOARD TO VOTE ON OPTIONS #1 AND #5. BILL OSWALD SECONDED THE MOTION.

FOLLOWING ARE THE RESULTS OF EACH OPTION:

IN FAVOR OF OPTION #1: KIMSEY HELMS, MIKE MAPSTONE, AND TOM SCOTT. AGAINST: NEIL MCDONALD AND BILL OSWALD. ABSTAINING: ROB COMBS AND DIANE SHEFFIELD.

IN FAVOR OF OPTION #5: ROB COMBS, BILL OSWALD AND NEIL MCDONALD. AGAINST: KIMSEY HELMS, MIKE MAPSTONE AND TOM SCOTT. ABSTAINING: DIANE SHEFFIELD

OPTION #1 CARRIED BY A MAJORITY, OPTION #5 ENDED IN A TIE. OPTION #1 IS THE ACTION TO BE TAKEN BY THE BOARD CONCERNING THE DEADLOCK AND THE APPOINTMENT TO FILL THE VACANCY ON THE BOARD.