

VINEYARDS COUMMUNITY ASSOCIATION, INC.
BOARD MEETING
September 12th, 2018

Call to Order: Tom Ruane called the meeting to order at 11:00 AM, September 12th, 2018, at the Avellino Isles Clubhouse 595 Avellino Isles Circle Vineyards Blvd. Naples, FL 34119.

Quorum: A quorum was met. Present were Board of Directors (BOD): Tom Ruane (TR), John Bauman (JB), and Alan Norris (AN). Tom Sackett (TS) and Stephen Sorett (SS) attending by phone. Also present was Stephen Cusson (SC) of PMP Management.

Approval of Minutes: JB made a motion to approve the Board meeting minutes from 8/8/2018, as written, AN seconded the motion; the motion was unanimously approved.

TR acknowledged the work of Ed Moulton of Valley Oak who has been researching County and other official records to find the locations of drainage and lake connection pipes and has been instrumental in helping PMP and the dive contractors find some of pipe locations. Ed has also been taking water level reading in several communities to confirm the levels of our lakes in the south basin are going up and down at the same rates and putting together maps locating storm drains. Ed has been generous with his time and talent.

Old Business:

- A. Status of Inspection of Lake Connection Pipes:** SC informed the Board all the south lake pipe connections have been identified and for those inspected and found to need cleaning those pipes have been cleaned. Additional pipes located in the south basin will be inspected in February but are not known to have any problems at this time. The pipe believed to be damaged at Clubside Reserve lake was determined to be an abandoned pipe and the real pipe connection was found and inspected. Three of the lake pipes had concrete added placed at the ends of the pipes to help reduce sediment from entering the pipes. All lake pipes are believed to be functioning as designed and draining at this time. PMP has scheduled Adams Commercial Divers to return in February to complete the south basin inspection and depending on what is found they may be able to move up into the north basin and begin those lake pipe inspections. No issues are known of in the north basin at this time allowing us time to work within the budget to get this work completed.
- B. Status of Restating Election Documents:** TR read the wording of the proposed change to the VCA Documents for elections, after a brief discussion JB made a motion to approve a vote of the membership through the NR's on the attached proposed amendment to the amended and restated Declaration of Master Covenants, Conditions and Restrictions, TR seconded the motion, the motion was unanimously passed.

TR explained the NR's will vote on this amendment at the October Board meeting scheduled for October 10th. Assuming the NR's approve the amendment, we have scheduled a meet the candidates forum to be held on December 5th at 10:00 AM at the Avellino Isles Clubhouse with the election to be held on December 12th at the Avellino Isles Clubhouse. PMP will email out the background information of the candidates with these minutes and then again ahead of the December 5th candidate forum. TR also informed the NR's the full VCA document changes will not be ready for the NR's to review until at least mid-2019.

Comments today included a concern that the VCA document changes should address a resent problem written about in the Naples Daily News concerning owners trying to use Air B & B style services to rent our units in violation of the sub-association rules about leasing units. TR informed

the community he would review this with counsel and that each sub-association should also review their documents with their own counsel if this is a concern for them.

New Business:

Treasurers Report: AN informed the Board we are getting through the year and can make our bills but due to the cost of the storm cleanup we are being very selective on what items outside of the normal expenses we are having done. The cable loan is paid in full now.

AL also answered questions concerning why the association decided to increase fees over approving a special assessment to build back the funds for storm related items. AL informed the NR's at a meeting of the Board and NR's last year the overwhelming sentiment by the NR's was not to have a special assessment, with that in mind we placed the increase in the operating budget for what will be the next two years provided we have no substantial emergencies.

Manager's Report: SC thanked the NR's for assisting with photos and wording changes on the new website. At this point we are ready to go live and because the photos look so well on the new site I will be taking photos of the remaining communities we have not yet received a photo from yet. We most of the communities having photos on the site I believe to keep the appearance going we need to have at least one photo of each community entrance for all communities within the VCA. The photos can be changed anytime the associations want and we can add links for the sub-association web-sites whenever asked for no fee. We continue to look for software for the gate access control interviewing services and visiting other gatehouses in Naples to review what they use and have learned.

Open Items: TR informed the NRs the Collier County Storm Water Fees have been postponed for now as the calculations used appeared to be flawed. They do not expect to resolve this until after 2019. PMP was asked to contact the County to have the Vanderbilt Beach wall and the sidewalk along Vineyards Blvd East side cleaned.

- A. **Adjournment:** JB moved to adjourn the meeting at 11:35 AM. TR seconded the motion, the motion passed unanimously.

The next Board meeting is scheduled for October 10th, 2018 at the Avellino Clubhouse.

Respectfully,

Stephen Cusson, CAM, CMAC, AMS
Association Manager

**RESOLUTION OF BOARD OF GOVERNORS
OF
THE VINEYARDS COMMUNITY ASSOCIATION, INC.**

WHEREAS, The Board of Governors hereby approves the attached proposed amendments to the Amended and Restated Declaration of Master Covenants, Conditions and Restrictions (including the Table of Contents, Articles II, V, etc.) along with further amendments to Sections 4.1, 4.3 and 4.4 of the Amended and Restated Bylaws, and authorizes the addition to the agenda at the upcoming Membership Meeting, to be held on the 10 day of Oct 2018, for the Neighborhood Representatives to formally vote on these proposed amendments.

If the Neighborhood Representatives approve said amendment at the upcoming Membership Meeting the Board will have the respective Certificate of Amendment promptly recorded in the Collier County Official Records.

THIS RESOLUTION was considered at a meeting held the 12 day of Sept 2018, at which a quorum of Directors were present. There are 5 total Board members. The number of Board members who voted in favor of this Resolution is 5. The number of Board members who voted against this Resolution is 0. The vote of each Director is reflected in the minutes of the meeting at which this Resolution was adopted.

THE VINEYARDS COMMUNITY
ASSOCIATION, INC.

BY: _____

Thomas Ruane, President

Date: _____

(CORPORATE SEAL)

ACTIVE: 11318421_1

**PROPOSED AMENDMENT
TO THE
AMENDED AND RESTATED DECLARATION OF MASTER COVENANTS,
CONDITIONS AND RESTRICTIONS FOR THE VINEYARDS AT NAPLES**

(Additions indicated by underlining, deletions by ~~strike-through~~)

1. Proposed Amendment to multiple sections of the Amended and Restated Declaration of Master Covenants, Conditions and Restrictions for the Vineyards at Naples to read as follows:

ARTICLE II DEFINITIONS

~~Section 2.51 “Voting Group”9~~

... ..

ARTICLE V MEMBERSHIP AND VOTING RIGHTS

~~Section 5.4 Neighborhood Representatives and Voting Groups22~~

... ..

**ARTICLE II
DEFINITIONS**

... ..

Section 2.47 “Supplemental Declaration” or “Supplement” shall mean an amendment or supplement to this Declaration executed by or consented to by Declarant or its successors in interest which subjects additional property to this Declaration; imposes, additional restrictions and obligations or removes restrictions and obligations on the land described therein; ~~designates Voting Groups~~; and/or is for any other purpose specifically provided for in this Declaration. The term shall also refer to the instrument recorded pursuant to Article III to subject additional property to this Declaration.

... ..

~~Section 2.51 “Voting Group” shall mean one (1) or more Neighborhood Representatives who vote on a common slate for election of governors to the Board of Governors of the Association, as more particularly described in Section 5.4 or, if the context permits, the group of Members whose Units are represented thereby.~~

**ARTICLE V
MEMBERSHIP AND VOTING RIGHTS**

Section 5.4 Neighborhood Representatives and Voting Groups

A. Neighborhood Representatives. Voting on Association matters requiring a vote of the Members will be cast solely by Neighborhood Representatives, in accordance with the By-Laws and any Supplemental Declaration. Each Neighborhood Representative will represent the collective votes of the Members of the Association subject to that Neighborhood Association at all meetings of the Association and as to all Association matters requiring membership vote. Provided, no Neighborhood Representative shall be entitled to cast votes for Units owned by Declarant or a

Merchant Builder, said rights being reserved solely to Declarant who shall be considered a Neighborhood Representative for the purpose of casting such collective votes.

Neighborhood Representatives shall not be required to obtain a consensus or approval on any voting matters from the Owners within their respective Neighborhoods, except as specifically provided in this Declaration or in the Neighborhood Documents.

B. Any Owner who is not a member of a Neighborhood Association shall have the right to cast the vote attributable to his Unit directly, and such Owner shall be considered a Neighborhood Representative for voting purposes; provided such Unit Owner shall not be entitled to attend advisory meetings of the Neighborhood Representatives.

~~C. — Voting Groups. Prior to termination of the Class B Membership, the Declarant will segregate the Neighborhoods into Voting Groups for purposes of electing the Board of Governors. Designation of the Neighborhoods as to which Voting Group its Neighborhood Representatives will be assigned shall be made by the Declarant by designation thereof in a Supplemental Declaration. The Declarant shall have the right to redesignate Voting Groups so long as the Declarant has the right to annex additional property as described in Article III.~~

The Neighborhood Representative from each Neighborhood shall cast their collective votes to elect governors to the Board of Governors in accordance with the Bylaws. ~~Once Voting Groups are established, each Voting Group is entitled to elect at least one (1) governor to the Board of Governors of the Association upon termination of the Class B Membership. All Neighborhood Representatives from each Voting Group will cast their collective votes to elect one (1) governor from each respective Voting Group.~~ After the termination of the Class B Membership, the Declarant shall have the right to elect at least one (1) member of the Board of Governors of the Association as long as the Declarant holds for sale in the ordinary course of business at least five percent (5%) of the parcels in all phases of the Community.

2. Proposed Amendment to multiple sections of the Amended and Restated Declaration of Master Covenants, Conditions and Restrictions for the Vineyards at Naples:

The Tenth Amendment to the Amended and Restated Declaration of Master Covenants, Conditions and Restrictions, recorded on September 14, 2007, in the Collier County Official Records Book 4281, Pages 3446-3448, which established Voting Groups, is hereby rescinded, as Voting Groups have been eliminated.

3. Proposed Amendment to multiple sections of the Amended and Restated Declaration of Master Covenants, Conditions and Restrictions for the Vineyards at Naples:

The Seventeenth Amendment to the Amended and Restated Declaration of Master Covenants, Conditions and Restrictions, recorded on May 1, 2015, in the Collier County Official Records Book 5146, Pages 3035-3036, which further clarified how Voting Groups will elect Directors, is hereby rescinded, as Voting Groups have been eliminated. Note this amendment makes no change to the Director terms which are addressed in the Amended and Restated Bylaws.

**PROPOSED AMENDMENT
TO THE
AMENDED AND RESTATED BYLAWS
FOR
THE VINEYARDS COMMUNITY ASSOCIATION, INC.**

(Additions indicated by underlining, deletions by ~~strike through~~)

1. Proposed Amendment to Section 4.1 of the Amended and Restated Bylaws, to read as follows:

Section 4.1 Number and Terms of Office. The number of Governors which shall constitute the whole Board of Governors shall be five (5). In order to provide for continuity of experience by establishing a system of staggered terms, in the 2016 annual election, the number of Governors to be elected shall be five (5). The three (3) candidates receiving the highest number of votes shall be elected for three (3) year terms. The two (2) candidates receiving the next highest number of votes shall be elected for two (2) year terms. If there are only five (5) candidates, the determination of who will serve the longer terms shall be made among them by agreement or by lot. Thereafter, all Governors shall be elected for three (3) year terms ~~with three (3) Governors being elected in odd numbered years and two (2) Governors being elected in even numbered years.~~ A Governor's term ends at the annual election at which his successor is to be duly elected. Governors shall be elected ~~by the Voting Groups~~ as described in Section 4.3 below, or in the case of a vacancy between annual elections, as provided in Section 4.4 below.

2. Proposed Amendment to Section 4.3 of the Amended and Restated Bylaws, to read as follows:

Section 4.3 Elections. In each annual election the members shall elect by written, secret ballot as many Governors as there are regular terms of Governors expiring, unless the balloting is dispensed with as provided for by law.

- (A) First Notice; Candidates. Not less than sixty (60) days before the election, the Association shall mail or deliver, or electronically transmit to each Neighborhood Representative (NR), a first notice of the date of the election to distribute to the Neighborhood Representative's (NR) members. Any Owner or other eligible person desiring to be a candidate may qualify as such by giving written notice to the Association, in care of its management company, not less than forty (40) days before the annual election.
- (B) Second Notice; Candidate Information Sheets. If there are more candidates than there are Governors to be elected, balloting is required, and at least fourteen (14) days before the election, the Association shall mail or deliver a second notice of election to all Neighborhood Representatives to distribute to their Owners entitled to vote in the contested election, together with a ballot which shall list all qualified candidates in alphabetical order, by surname. This notice may also include the notice of the annual meeting required by Section 3.3 above. Upon timely request

of a candidate, and if supplied to the Association at least thirty-five (35) days before the election, the Association shall include a "candidate information sheet" (no larger than 8½ inches by 11 inches, furnished by the candidate) with the mailing of the ballot, with the costs of mailing and copying to be borne by the Association.

- (C) Balloting. Where balloting is required, Governors shall be elected by a plurality of the votes cast, provided that at least twenty percent (20%) of the eligible voters cast ballots. Proxies may not be used in the election. In the election of Governors, there shall be appurtenant to each Unit as many votes for Governors as there are Governors to be elected, but no Unit may cast more than one (1) vote for any candidate, it being intended that voting for Governors shall be non-cumulative. Tie votes may be broken by agreement among the candidates who are tied, or if there is no agreement, by lot, by flipping a coin, or by any other method required or permitted by law. The Neighborhood Representative (NR) shall cast the ballot for its respective ~~that Neighborhood Association Representative's voting group~~. The determination as to how that vote shall be cast will be determined by the requirements of those Neighborhood Associations, ~~in that Neighborhood Representative's Voting Group~~. Since the vote is non-cumulative, Neighborhood Representatives may not vote for any one candidate more than one times the number of Units within that Neighborhood.

- ~~(D) Election of Governor. Each Voting Group will be entitled to elect at least one (1) Governor to the Board of Governors. However, that Governor need not be a member of that Voting Group. Therefore, the four candidates from each Voting Group with the highest totals shall be elected as the Governors. Should the same candidate be elected by more than one Voting Group, that candidate shall be elected by the lowest number Voting Group (1-4) and will be that Voting Group's Governor. The candidate that receives the next highest number of votes from all Voting Groups, but who was not a top vote getter from any Voting Group and therefore was not elected as a Governor, shall be elected as the Governor from the higher number Voting Group that had elected the same Governor as the lowest number Voting Group. The fifth candidate elected to the Board shall be that candidate, who has not been elected as a Governor by any Voting Group, that has received the next highest number of votes from all Voting Groups.~~

3. Proposed Amendment to Section 4.4 of the Amended and Restated Bylaws, to read as follows:

4.4 Resignation; Vacancies on the Board. Any Governor may resign at any time by giving written notice to the Association, and unless otherwise specified therein, the resignation shall become effective upon receipt. If the office of any Governor becomes vacant for any reason, a successor to fill the remaining unexpired term shall be appointed or elected as follows:

- (A) Any vacancy occurring on the Board of Governors may be filled by the affirmative vote of the majority of the remaining Governors, even though the remaining Governors constitute less than a quorum, or by the sole remaining Governor. In the alternative, the Board of Governors may (but is not required to) hold an election to

fill the vacancy, in which case the election procedures must conform to Section 4.3 above. A Governor elected or appointed to fill a vacancy shall be elected or appointed for the unexpired term of his predecessor in office. If a vacancy is not so filled or if no Governor remains, the replacement may be elected ~~by the Voting Groups, as described above, or,~~ on the petition of any member, or by appointment of the Circuit Court of Collier County.

- (B) If a vacancy occurs on the Board as a result of an increase in the number of Governors or a recall in which less than a majority of the Board members are removed, the vacancy may be filled by the affirmative vote of a majority of the remaining Governors, though less than a quorum, but only for a term of office continuing until the next annual election of Governors by the members, at which time the members shall elect a successor to fill the remaining unexpired term, if any.
- (C) If vacancies occur on the Board as a result of a recall, and a majority or more of the Governors are removed, the vacancies shall be filled in accordance with procedural rules to be adopted by the Division of Florida Condominiums, Time Shares and Mobile Homes, which provide procedures governing the conduct of the recall election as well as the operation of the Association during the period after a recall, but prior to the recall election.
- (D) A vacancy that will occur at a specific later date, by reason of a resignation effective at a later date under §617.0807 or otherwise, may be filled before the vacancy occurs. However the new Governor may not take office until the vacancy occurs.