

**WIND MEADOWS CORPORATION
BOARD OF DIRECTORS MEETING MINUTES
Monday, February 24, 2025 – 6:30 P.M.**

I. Call Meeting to Order, President

President Marci Boucher called the meeting to order at 6:31 pm.

II. Roll Call, Secretary

The following directors were in attendance, in person or via Zoom: Marci Boucher, Don Allen, Claudia Simonson, Mike Palazzola, Carmen Gaspero, Selena Muro, Meg Richardson, Dan Crispin, Cary Anastasio, and Bob Randleman. Cory Washkevich was excused. Carrie Amos from Washington Properties, Inc., project manager for Wind Meadows, was also present via Zoom.

III. Discuss and motion for the January 2025 Annual Meeting Minutes

The January 2025 Annual Meeting Minutes were reviewed. Bob Randleman made a motion to accept the minutes. The motion was seconded by Carmen Gaspero and carried without dissent.

IV. Discuss and motion for the February 2025 Special Meeting Minutes

The February 2025 Special Meeting Minutes were reviewed. Dan Crispin made a motion to accept the minutes. The motion was seconded by Bob Randleman and carried without dissent.

V. Discuss and motion for the January 2025 Financial Statements

The financial statements for January 2025 were presented and reviewed. Mike Palazzola shared his financial report. Bob Randleman made a motion to accept the financial statements with revisions to the Brightview invoice classification. The motion was seconded by Dan Crispin and carried without dissent.

VI. ARC Proposals

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| A. 148 Lakefield Ct. | PSA 1 |
| B. 94 Woodfield Ct. | PSA 1 |
| C. 35 Stonewood Ct. | PSA 2 |

All three of the ARC requests were pre-approved by the Board by email.

VII. Committee Reports

A. Leisure Center Committee (LCC).

1. The LCC announced that it intends to hold a 50th Anniversary party for Wind Meadows on May 18, 2025.
2. The LCC made the following recommendations:

- (a) Wireless Microphone. The LCC recommended the purchase of a wireless microphone to enhance sound quality for WMC Board meetings. The Directors discussed and agreed to look into options.
- (b) LC Rental Contract. The LCC noted a comment at the Annual Meeting regarding holiday decorations at the LC and recommended that the LC rental contract be amended to state that renters should expect holiday décor and those will be removed by January 10. The directors discussed and noted that Carrie Amos was the party who updated the rental contract. Selena Muro made a motion to amend the LC rental contract accordingly. The motion was seconded by Carmen Gaspero and carried without dissent.
- (c) Seating Arrangement at Board Meetings. The LCC suggested that for Board meetings, WMC set up a long table and use two microphones so that the membership could see and hear better. The directors discussed those options as well as going to all Zoom for all meetings or only for winter meetings. In the end, the directors determined that the mix of in-person and Zoom would remain. Under the prior suggestion on mics, the Board will be investigating additional sound options.

B. Insurance Committee.

1. Committee Membership. Bob Randleman, the Insurance Committee chair, noted that the committee consists of himself and Claudia Simonson, and that Marci Boucher is a de facto member of the committee, as directors, and Jim Kroll as a non-Board member for his institutional knowledge. Marci Boucher solicited any interest from the Board in addition to Don Allen who had previously expressed an interest. Hearing none, Bob Randleman made a motion to accept the membership on the Insurance Committee of Marci Boucher, Bob Randleman, Claudia Simonson, Jim Kroll, and Don Allen. Cary Anastasio seconded the motion, which carried without dissent.
2. Insurance agency change. Marci Boucher reported that following the February 2025 Special Meeting, WMC's insurance agency has changed to Fidelis Insurance.
3. Thank you letters. Marci Boucher noted that thank you letters were sent to all insurance agents who expressed an interest in representing WMC's business, including WMC's past agent, Compass Insurance.

VIII. Motion to open the floor to the members.

Carmen Gaspero made the motion to open the floor. There were three comments during the open comment period:

- A resident of West Parkfield Court commented that he supported Zoom meetings in the winter when people are out of town, but in the summer with better weather, he thought that members should attend Board meetings in person.

- A resident of Pinewood Court commented that at the Annual Meeting there can be questions asked that receive a written response but for which the membership as a whole would be interested in hearing the response. This resident read a portion of her separate written correspondence to which WMC sent a response regarding the number of directors set in the Articles of Incorporation and Bylaws. Marci Boucher responded to her in the meeting identifying a passage from the letter, and the resident was satisfied with the response given.
- A resident of Sandalwood Court commented regarding the Board's efforts to make Zoom work for the membership. He also commented on the LCC's recommendations and the Board's vote on the LC Rental Contract amendment and thinks that holiday decorations should be removed from the LC.

IX. Motion to close the floor to the members

A motion to close the floor to members was made by Dan Crispin. The motion was seconded by Carmen Gaspero and carried without dissent.

X. Old Business

- A. Follow up on resident comments.** President Marci Boucher responded to four pieces of correspondence that were received:
1. Lawsuit settled with a resident. Marci Boucher notes that this lawsuit has been settled, and the matter is closed. She suggests that should any residents have further questions about this lawsuit, they consult the WMC minutes.
 2. Capital expenses questions. There were two pieces of correspondence on this issue: one regarding capital expenses generally, requesting information about payment of tennis court resurfacing and LC patio door costs; and the other regarding the lawsuit settled with the resident and how WMC paid the legal fees. Marci Boucher responded by identifying the specific budget line items from which these costs were paid. With respect to the lawsuit, Marci reminded those attending the Board meeting that members did not want a special assessment to cover the cost of defense of the lawsuit and the Board did not vote for such a special assessment.
 3. Articles of Incorporation and Bylaws questions. This piece of correspondence was sent by a resident on January 20, 2025, asking why WMC is not following its governing documents regarding the total number of directors. Marci Boucher responded with a full study of the 1966 Articles of Incorporation, the 1975 Restated Articles of Incorporation; the Restated Bylaws from 1975, 1984, 1987, 2004, 2007, 2021, 2023, and 2024. The Articles of Incorporation as amended by the Bylaws, and approved by the membership permit the number of directions that WMC has, which have been increased from 7 to 11 over the years. While there is no requirement for a director for each PSA in the governing documents, this is what the membership approved. The correspondence also asked about unequal representation, but the governing documents identify no

requirement in that regard. Marci noted that Carrie Amos provided a spreadsheet indicating approximately 30-40 homes per director with the exception of PSA 5. Mike Palazzola pointed out that directors must be experts in the home forms they represent, thus the director of PSA 3 could not have expertise in the issues facing PSA 5.

B. **Other Old Business.** There was no other old business brought to the floor.

XI. New Business

A. **Discuss Budget Allocations related to future capital expenses.** Director Carmen Gaspero asked whether the budget could present specific reserve allocations to address the Reserve Study recommendations. The Board discussed the demands of the budgeting process and transfers to Capital Reserves and determined that it would consider this matter in the 2026 budgeting process.

B. **WMC Guidelines, Rules and Regulations, proposed Change, Lake Meadow.** Director Claudia Simonson presented a draft revision to the Meadow Lake Rules and Regulations in response to the February 2025 Special Meeting on WMC's insurance coverage. The Board discussed and agreed to table any changes to the Guidelines, Rules and Regulations, but would continue to review them and keep them on the Agenda for March.

C. **Discuss Village Ordinances versus WMC governing documents regarding chickens.** The Village of Wind Point (VWP) has passed an ordinance that permits keeping of chickens (but not roosters) within the Village limits. Carrie Amos consulted WMC's counsel about the inconsistency between VWP's ordinance and WMC's governing documents that prohibit keeping poultry. The attorneys said that WMC's restrictions may be more restrictive than VWP's ordinances. The Board discussed and agreed.

D. **Discuss Village Ordinances versus WMC governing documents regarding bees.** VWP also passed an ordinance that permits keeping of bees, however that ordinance includes a number of signage requirements. The Board discussed the issues including how WMC's governing documents are more restrictive. Claudia Simonson made a motion to add language to the Guidelines, Rules and Regulations that would not permit members to keeping bees. Bob Randleman seconded the motion, which passed with eight in favor and two opposed (Meg Richardson and Cary Anastasio).

E. **March and April Meeting Dates.** The Directors discussed the March 17, 2025 and April 21, 2025 meeting dates and agreed to keep those dates as scheduled.

F. **Other Old Business.** There was no other old business brought to the floor.

XII. Correspondence to Review. We have had two pieces of correspondence:

- A. **Village of Wind Point (VWP) Administrator email.** Carrie Amos described the position of VWP to maintain the status quo regarding maintenance of the pathway and that VWP would enter into a service agreement with WMC not to exceed \$3000 to maintain the pathway. The directors discussed this email.
- B. **Resident email received 2/24/25 regarding WMC insurance agent.** An email was sent to WMC on 2/24/25 and will be addressed before the next board meeting.

XIII. Motion to Adjourn. A motion was made to adjourn by Dan Crispin at 7:57 p.m.

Claudia Simonson
Director