

**Minutes of Master Management Board Meeting
February 16, 2017**

President Gene Goldman called to order the regular meeting of the elected volunteer Board of Directors of CVE Master Management at 9:30 a.m.

Gene informed the audience of the sign-in sheet in the back of the room if they wish to speak at Open Mic as well as complimentary coffee.

Roll Call:

Present - Gene Goldman, Michael Routburg, Fred Rosenzweig, Barry Warhoftig, Joe Roboz and Pierre Laliberté

Absent – Dick Ciocca

Gene noted in attendance: Charles Parness, President of COOCVE; Rita Pikar, Chairperson of the COOCVE Recreation Advisory Committee; Sylvia Smaldone, Chairperson of the Council of Area Chairmen; and Richard Rosenzweig, Deerfield Beach Commissioner and Vice Mayor for the City of Deerfield Beach.

Following the Pledge of Allegiance, a moment of silence was held for those who gave their lives in service to preserve our democracy.

Meeting Minutes:

(9:33:31 a.m.)

The Board approved the Minutes of the January 12, 2017, MM Board Meeting; the January 12, 2017, MM Executive Session Meeting; the January 20, 2017, MM Special Board Meeting; and the January 23, 2017, MM Executive Session Meeting as presented.

Moving the meeting from the agenda, Gene announced the resignation of two long-term Board Members; Bill Morse, Board Treasurer since 2006 and credited with helping MM out of near bankruptcy in 2007, and Danielle LoBono who served in various positions for a number of years; and wished them success and happiness.

Financial Report - Joe Roboz:

(9:36:07 a.m.)

For the month ending January 31, 2017, assets (which includes the building, bank accounts, and savings deposits), were \$3,700,000 balanced by a liability total of \$3,964,000 of which there is an equity of \$8200. There are both current and long-term liabilities towards the Comcast contract. The profit and loss collected income totaled \$1,002,000 of which \$986,000 are fees and the balance is from the rental of the adjoining building. Total expenses were \$933,000. The Net Revenue was \$68,000.

Joe noted MM is in good financial status and all actions have been well-planned out and budgeted for the upcoming year.

Clarification Note:

Following the meeting, in consultation between the Treasurer and Executive Director, the financial report was clarified to read:

For the month ending January 31, 2017, assets (which includes the building, bank accounts, and savings deposits), were \$3,700,000 (plus fixed assets equaling \$3,972,000) balanced by a liability total of \$3,964,000 of which there is an equity of \$8000. There are both current and long-term liabilities towards the Comcast contract. The profit and loss collected income totaled \$1,002,000 of which \$986,000 are fees and the balance is from the rental of the adjoining building. Total expenses were \$933,000. The Net Revenue was \$69,000.

President's Report - Gene Goldman, President: (9:38:22 a.m.)

1) Announcements -

Gene reported the golf course property totaling five lots of land, designated as Area 1, 2, 3, 4, and 5, with Area 5 being the only useable land at 20 acres on Military Trail to date, is under contract for sale to Toll Brothers. Although little information is known at this point, MM would update the community accordingly.

Executive Director's Report - Kelly O'Meara Hampton: (9:40:15 a.m.)

1) Village Lighting -

As previously mentioned, MM is aware of the critical need for lighting enhancement throughout the Village. Although updates to the FPL fixtures were made along the exterior roadway and Century Boulevard last year, Kelly stated there was still a lot of work to be done. She acknowledged the numerous calls received and advised the project, unfortunately, remains on hold until a legal opinion from general counsel is received in order to proceed.

2) Bus Route Optimization - (9:41:39 a.m.)

Kelly commented the initial project was to address the internal routes and external stops which has morphed to include bus benches placement, signage, additional stops, shelters and will be data-driven for analysis. Reports from the last couple years will be reviewed to determine ridership patterns. Additionally, 30-minute time intervals will be considered as a result of Residents requests. Kelly hoped to present a comprehensive plan next month to the Board for review and to start meeting with the community for feedback in how to proceed.

Business:

Unfinished - None

New -

- 1) Traffic Safety Project - Phase II - (9:43:01 a.m.)
Kelly reported Phase 1 of the traffic safety project was 95% complete and Phase II has

begun with flag and paint indicators for sign placement throughout the Village. Kelly advised all questions, suggestions and concerns by the residents would be addressed and asked for their patience due to the volume of calls received.

Additional discussion ensued by the Board regarding BSO and the traffic safety project. (Refer to time stamp to hear full discussion.)

Barry Warhoftig moved to authorize the Executive Director to expend \$205,000 for the vendor, Fast Signs, on moving forward with area signage as per the budget and proposal previously provided. Michael Routburg seconded the motion. The motion passed unanimously.

Kelly remarked this was a kickoff meeting for most of the projects through the year.

- 2) Westbury Retaining Wall - (9:52:35 a.m.)
As discussed at the Town Hall meeting and workshopped by the Board, Kelly reported a decision was made to replace the fencing currently holding back dirt and trees along Westbury with a nice retaining wall and the soil would be leveled out in addition to new landscaping.

Gene complimented Kelly and Dan's efforts involved with the Town Hall meeting and was pleased with the turnout of several hundred residents who attended the meeting.

A round of applause ensued.

Michael Routburg moved to authorize the Executive Director to expend \$93,000 with various vendors on a retaining wall in Westbury to replace the current fencing as per the budget and proposal previously provided. Fred Rosenzveig seconded the motion. The motion passed unanimously.

- 3) LeClub Sound & Acoustic System - (9:54:23 a.m.)
After feedback from the Town Hall Meeting regarding the poor audio quality in the LeClub, it was decided to replace the sound system and acoustics. After seeking alternative bids and conducting online research, Kelly and Lori were very pleased with the price received by the vendor Rec uses for their shows. A proposal was drafted and circulated to the Board for review.

Pierre Laliberté authorized the Executive Director to expend \$87,000 with vendor, SHOWPRO Audio for a new sound system as well as acoustics for LeClub. Michael Routburg seconded the motion.

Per Member recommendation, Kelly agreed to change the terms of the contract, wherein MM will pay out no more than 60% at the beginning of the contract.

Following brief discussion, the vote was taken and the motion as amended was passed unanimously.

4) Roadway Paving Project - (9:58:12 a.m.)

As part of the large, six-year paving project it's MM's hope to have all of Century Boulevard as well as portions of East Drive and West Drive paved by years' end with vendor, Five Star Sealing & Paving, Inc. Kelly anticipated the project would begin May/June and would take a couple months to complete. Kelly hoped night work, off-season, and traffic management would help alleviate some congestion.

Michael Routburg moved to authorize the Executive Director to expend \$530,000 with the vendor, Five Star Sealing & Paving, Inc. on the 2017 paving plan which includes all of Century Boulevard and portions of East Drive and West Drive as per the budget and proposal previously provided. Pierre Laliberté seconded the motion.

Joe reminded the Board the budget includes planned activity with the gatehouses and the roads; West Drive, Century Boulevard, and East Drive are going to be included in this project as opposed to the previous inclusion with the gatehouse project.

Gene commented these projects were previously budgeted for the upcoming year.

Following clarification of the roads to be repaved, the vote was taken and the motion passed unanimously.

5) LED Lighting - (10:01:15 a.m.)

Kelly explained the lighting at the Activities Center/LeClub complex parking lot, tennis courts, medical center, MM offices, and The Reporter will be replaced with LED lighting which will be the most cost-effective long term.

Fred Rosenzveig moved to authorize the Executive Director to expend \$96,000 with the vendor, Key Electric, Inc. on upgrading the current lighting and the external lighting at the MM/LeClub complex parking lot as well as the internal building lighting to include The Reporter and the Medical Center as per the budget and proposal previously provided. Barry Warhoftig seconded the motion. The motion passed unanimously.

Joe pointed out all items passed were budgeted with the exception of the LeClub sound system, and Kelly answered she will look at incorporating the additional cost into the existing budget.

6) Proposed Amendments to Bylaws (10:03:37 a.m.)

Moving the meeting to the remaining agenda item, Gene discussed the Board's proposed changes to the current Bylaws of MM regarding association voting participation. Gene explained there were approximately 50 associations that do not partake in the voting process for a variety of reasons and desired all 253 associations have the opportunity to

vote without barriers because they are, too, members of MM which spends everybody's money.

Gene noted the changes were drafted with the assistance of legal counsel and read parts of the following, with the Board having been given a complete copy to review:

FINAL VERSION - JANUARY 25, 2017

Proposed Amendments to CVE Master Management Company, Inc. **Bylaws**.
Removed portions are ~~struck~~, proposed new portions are underlined.

Sec. 5.1 The Corporation shall have two (2) classes of membership:

- (a) ~~VOTING MEMBER:~~ ~~The Condominium Owners Organization of Century Village East, Inc., also known as and referred to as "COOCVE," a Florida not for profit corporation acting as a unit, shall be the sole voting member of the Corporation. It shall have the sole right to vote for and elect the directors of the Corporation and to remove any director with or without cause at any time and to fill all vacancies of directors, except as hereinafter provided.~~
- (a) VOTING MEMBERS: The individual 253 Condominium Associations of Century Village East shall be the Voting Members of the Corporation. They shall have the sole right to vote for and elect the directors of the Corporation and to remove any director with or without cause at any time and to fill all vacancies of directors, except as hereinafter provided. Each Voting Member will be represented by its duly-elected or appointed Voting Representative(s), who will each be entitled to cast one vote per available opening and shall themselves be elected or appointed as follows:
1. Each 16, 20 and 24-unit building shall elect one (1) of its unit owners as a Voting Representative.
 2. Each 56 and 64-unit building shall elect two (2) of its unit owners as Voting Representatives.
 3. Each 72, 80 and 96-unit building shall elect three (3) of its unit owners as Voting Representatives.

Eligibility standards, and the procedure and manner of voting, electing or appointing Voting Representatives shall be set by each Voting Member. Each Voting Member shall advise the company's Executive Director, in writing, of the identity and contact information of its Voting Representatives for the following year by the Company's December Board of Director's meeting.

Sec. 6.3 ~~A quorum at such meeting shall constitute 150 directors of COOCVE, the Corporate Voting Member.~~

A quorum at such meeting shall constitute 100 of the total Voting Representatives from the 253 individual Condominium Association Voting Members.

Sec. 7.3 ~~The annual meeting of the Corporation shall be held no later than January of each year. Prior to such annual meeting, the Executive Committee of the Voting Member shall interview candidates for the number of openings available on the Board of Directors and shall thereupon report to the Voting Member, with its recommendations, the names of such candidates and of those it has approved. Such report shall be submitted to the Voting Member. Candidates for any available opening on the Board of Directors must self-nominate and advise the Corporation's Executive Director in writing, using the nomination form created and approved by the Board of Director, of his/her intent to run for an available opening no later than the preceding December meeting of the Board of Directors. No further nominations shall be made subsequent to the closing of said December meeting.~~

The President shall appoint a Nomination Committee of no less than three (3) Directors which will be created each year prior to the Board of Director's meeting in November. The Nomination Committee may interview and will review all nominees for the Board of Directors and shall generate a slate from which the Voting Representatives will elect Directors. The slate shall consist of any candidate nominated who fulfills the following criteria:

- a) They are an individual, non-voting Member of the Corporation;
- b) They are current and, otherwise, not delinquent in their monetary obligations to the Corporation;
- c) They have never been suspended or removed from the Corporation's Board of Directors by the State of Florida;
- d) They have never been convicted of a felony, unless their civil rights have been restored for at least five (5) years as of the date such person seeks election to the board;
- e) They are 18 years or older.

At the annual meeting, or a special meeting of the Corporation called for that purpose, the Voting Representatives of the individual Condominium Association Voting Members shall elect the Board of Directors for the following year. The method, procedure and manner of voting shall be set by the Board of Directors, including any policy or procedure for "tie-breaking" in the event two candidates receive the same number of votes. Each Voting Representative shall

be entitled to cast one vote per available opening. Voting shall be by closed ballot, and may be conducted live, by mail, or electronically (email, web-portal, etc.), and a quorum shall be achieved by the number of Voting Representatives in attendance at the election meeting, and/or by the number of votes cast by mail or electronically. If votes are cast in person, they shall be tallied at the election meeting and the results delivered to the membership at that time. If votes are cast by mail or electronically, they shall be tallied at the election meeting and the results delivered to the membership at that time.

If no quorum is achieved at the election meeting, the current Board of Directors will continue to serve until a quorum is achieved and the election of new Board members is completed.

Sec. 12.1 Proposed written amendments or revisions to these bylaws shall be submitted to a Bylaws Committee created and designated by the President. All such proposed amendments or revisions together with the recommendations of the Bylaws Committee shall be submitted to the Corporation's Board of Directors for their consideration and, if approved, shall be recommended to the ~~Voting Members for adoption by a two-thirds vote of the directors of the Condominium Owners Organization of Century Village East, Inc., present and voting, as the Voting Member,~~ Voting Members for adoption by a quorum vote of the ~~Voting—~~Representatives from the 253 individual Condominium Association Voting Members and, if adopted, such amendments or revisions shall be and become part of these Bylaws. The President may appoint a Bylaws Committee to propose and submit an amendment and/or revision on any particular matter or subject.

Proposed Amendments to CVE Master Management Company, Inc. **Articles of Incorporation**. Removed portions are struck, proposed new portions are underlined.

ARTICLE VII-MEMBERS:

1. ~~VOTING MEMBER: The Condominium Owners Organization of Century Village East, Inc., also known as and referred to as "COOCVE," a Florida not for profit corporation acting as a unit, shall be the sole voting member of the Corporation. It shall have the sole right to vote for and elect the directors of the Corporation and to remove any director with or without cause at any time and to fill all vacancies of directors, except as hereinafter provided.~~

1. VOTING MEMBERS: The individual 253 Condominium Associations of Century Village East shall be the Voting Members of the Corporation. They shall have the sole right to vote for and elect the directors of the Corporation and to remove any director with or without cause at any time and to fill all vacancies of directors. except as hereinafter provided. Each Voting Member will be represented by its duly-elected Voting Representative(s), who will each be entitled to cast a vote and shall themselves be elected as follows:
 - a. Each 16, 20 and 24-unit building shall elect one of its unit owners as a Voting Representative.
 - b. Each 56 and 64-unit building shall elect two of its unit owners as Voting Representatives.
 - c. Each 72, 80 and 96-unit building shall elect three of its unit owners as Voting Representatives.
 - d. Each building shall also elect an alternative Voting Representative for each Voting Representative it is entitled to elect.

ARTICLE VIII - DIRECTORS:

(Keep everything as-is, but remove the last sentence) ~~The Directors need not be members of the Corporation.~~ Directors must be Members of the Corporation, in good standing and, otherwise, not delinquent in their monetary obligations to the Corporation.

Gene remarked these Bylaw changes would enable a greater democracy and representation of the Community by affording all 253 associations the opportunity to vote without barriers. Also, voting methods would expand to include internet, mail, and personal participation.

Gene Goldman moved to have the Board adopt the Bylaws and request that the COOCVE Board of Directors approve them. Fred Rosenzweig seconded the motion.

Following discussion, **the vote was taken and the motion passed unanimously.**

Gene asked the Board to appear before the COOCVE Board meeting next Tuesday for presentation of the proposal. Gene felt it was a wise decision on behalf of the Board and the Community.

Michael desired COOCVE Directors attend the COOCVE meeting to speak in favor of the proposal.

Member Comments:

(10:17:13 a.m.)

Fred was pleased the projects previously pending approval can now begin.

Michael was happy the projects are moving forward. And reminded the community the projects of high priority; the gatehouses, fencing, and lighting have been put on hold pending legal resolution.

Adjourn:

(10:18:12 a.m.)

Meeting was adjourned at 10:18 a.m.

The next regular MM Board Meeting is scheduled for March 16, 2017, at 9:30 a.m. in the Activities Center.

(For greater detail, those wishing to hear all comments, discussions, and debates are encouraged to view the meeting video in its entirety or by using the time markers above on www.cvedb.com. Meetings may also be viewed on our Community TV Channel 98.)

Respectfully submitted on behalf of,

Dick Ciocca
Secretary
CVEMM Board of Directors

The signature above indicates only that these are the minutes adopted by the Board of Directors in open session on _____, 2017.