

**Unicoi Springs Camp Resort
Board of Directors Meeting
Regular Open Board Meeting Minutes
August 22, 2015**

Board Members in Attendance:

David Stover - President
John Gaines -- Vice President
Beth Cruz - Treasurer
Bonnie Jordan - Secretary
Tommy Walker, Aileen Connor

Board Member Absent:

Gary Bryan

Regular Board meeting called to order by David Stover at 9:00 AM.

Prayer given by David Stover

Pledge of Allegiance led by Tommy

Motions Follow:

- 1.) Motion to approve agenda by the President (for August 22, 2015 of the General Board meeting) :
Motion made by Aileen Connor Seconded by Bonnie Jordan
Yeas – David, Beth, Bonnie, Tommy and Aileen Nays – John Absent - Gary
Motion Passed
- 2.) Motion to Not have the Executive Session today August 22, 2015:
Motion made by Beth Cruz Seconded by Aileen Connor
Yeas – David, Beth, Bonnie, Tommy and Aileen Nays – John Absent - Gary
Motion Passed
- 3.) Motion to accept the amended edition of (July 17, 2015) minutes as presented:
Motion made by Aileen Connor Seconded by Tommy Walker
Yeas – David, John, Beth, Bonnie, Aileen and Tommy Nays – None Absent - Gary
Motion Passed
- 4.) Motion to accept the Corporate Resolution of Unicoi (Springs Camp Resort). Copy attached:
Motion made by Aileen Connor Seconded by Tommy Walker
Yeas – David, John, Beth, Bonnie, Tommy, and Aileen Nays- None Absent - Gary
Motion Passed
- 5.) Motion to Adjourn:
Motion made by Tommy Walker Seconded by Bonnie Jordan

Yeas – Dave, John, Bonnie, Tommy, Beth and Aileen Nays – None Absent - Gary
Motion Passed

Managers Reports:

Joyce Tallman-- Business Manager

Maintenance Fees collected as of July 31, 2015 \$885,540.60
Maintenance Fees collected as of May 31, 2014 \$817,073.55

There are 53 partial pays and 11 owing the full amount for the 2015 maintenance fees.
There are 21 owners on the waiting list for RV storage and 2 golf cart spots available.

There are 267 ownerships available for sale.

Steve Tallman - Maintenance Manager

Work completed by Maintenance personnel from 5/19/2015 thru 6/15/15.

Park improvement work:

- Cut dead trees around park.
- Mowed grass and sprayed weeds.
- Worked on park cleanup.
- Mowed the back fields.
- Repaired 3 main water leaks in area 6 in front of 299, 306 and 310.
- Repaired road at site 309.
- Repaired main water leak in front of site 110.

Administration:

- Moved 400 campers.
- Put enzymes in septic system and inspected playground equipment.
- Checked daily well readings.
- Sent in monthly well reports.
- Replaced sand in filter- upper pool.
- Replaced 2 inch Multiport valve- upper pool.
- Rebuilt heat saver pump at lower pool.
- Replaced A/C unit on rental 58.

- Replaced A/C unit on cabin 39.

Project work:

- Started and completed site upgrade 211.
- Helped with front entrance landscaping.
- Started site upgrade on site 24.
- Dead trees cut down in area 1 and 2.

Beth Cruz – Treasurer:

1. Reviewed and audited check ledgers and cash summary thru July.
2. Reviewed payable receipts thru July and part of August.
3. The complete Treasurer Report is in the Office which lists Banks and balances as well as investment information.

Again reminded the Board that we must hold to the 2015 Budget.

Stated that the Accountant met with John and will meet with the entire Board in October. Date to be announced.

Old Business

Open/Closing Standard Policy – Dave read a letter from our Attorney, Rebecca Drube, regarding the winter closing of the Resort. See the attached copy of the Letter. He opened for comments from the audience. A show of hands was then taken and the results were 22 for and 18 against.

New Business:

Dave Stover gave all Board members a copy of the bid sheets to be used by interested parties when bidding for our business when we are ready to purchase new campers for rentals. Aileen asked to have added an upgrade in mattresses. Also, the bidders need to specify if there are any limits in the number of repair visits and if the company will come to the resort to warranty repairs.

The gentleman that had planned to report on possible Internet Service for our Resort was unable to attend this month's meeting and will reschedule.

Reports:

Special Reports – Covenants: Bonnie Jordan announced that Kathy Davis was named Chairman and Bonnie was named Vice-Chairman of the Covenants Committee. A Corporate Resolution of: Unicoi Springs Camp Resort was submitted and signed by Board Members present and a copy is attached

Activities: August 15 was a Luau Dinner night in the Activity building. It was a sellout, with a limit of 100 due to space, beautifully decorated and a good time for all. Sheri and John

Mooney, with an awesome group of volunteers, have done a good job of putting together some good meals this summer. It includes several Breakfasts as well.

Buildings: John passed out a Short – Long term list of possible projects to be considered. It will be studied and considered for planning this winter's projects and future projects.

Grounds: Bonnie spoke briefly about the condition of our grounds. Our Maintenance staff were kept busy with camper moves, repairs of various kinds and 5 completed upgraded sites. With one left to complete, we will put more attention on our grounds. Clean up days will be announced. Our newest Maintenance staff member, Levi, has a landscaping/gardening background and our bushes are getting a long needed trimming. Thanks also to Frank Ward for his efforts.

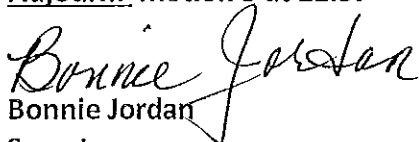
Equipment: Tommy asked why there is not a waiting list for covered golf cart storage with electric. We have one for open golf cart storage but not for the covered storage. We will be studying all golf cart storage.

Rules and Regulations: If any owner has a suggestion for Rules and Regulations please submit them in writing, signed, dated and with your U#, to the office.

Owner Relations: Numerous letters of concern were read and will be further addressed by the Board of Directors.

Owner Suggestions and Comments: There was a question about owners in arrears asked. Joyce explained the procedure to collect. She said we had 30 owners return their memberships. The deeds have to be cleared at the county court house. Once cleared, those memberships are added into the number available for sale in the office.

Adjourn: Motion 5 at 11:37


Bonnie Jordan
Secretary

Hope all is well with you. My apologies again on the delayed response on this. I concur with the prior opinion of our firm that the Board has the legal right to change the season during which the resort is open, provided that it does not reduce the season from a period of less than March 15 through December 31. The Board has the right to do so through an amended to its rules and regulations, which can be adopted by a majority Board vote.

While I can understand the concern of the prior attorney regarding the Board acting contrary to the clear wishes of the membership, it has now been over 13 years since the membership vote on keeping the park open during the winter was held. Many new owners have bought into the resort since that time period, and I'm sure that there have been other significant changes that may have affected the membership's feelings on keeping the resort open during the winter. The 2002 vote of the membership may very well not represent the wishes of the membership currently.

Given that, so long as the Board can clearly articulate legitimate reasons that it rationally believes that keeping the park open in the winter would be in the best interest of the owners, and has reviewed the additional costs that would be incurred in keeping the park open during the winter and believes that such costs are justified in relation to the potential benefit to the membership, then it could make the decision to keep the resort open during the winter consistent with its fiduciary obligations.

If the Board wanted to test the feelings of the membership on this issue, it could do another survey, although it is not required to do so. However, if you do so a survey and the members overwhelmingly want to keep the resort closed during the winter, you would be in the same situation as back in 2002 and the Board would be hard-pressed to justify keeping the resort open contrary to the wishes of the membership.

Please just let me know if you have any questions or if I can be of any further help.

Thank you,
Rebecca

Corporate Resolution of:
Unicoi Springs Camp Resort

We, the undersigned, being directors of this corporation consent and agree that the following corporate resolution was made during the August 22, 2015 regularly scheduled meeting. In accordance with State law and the bylaws of this corporation, by majority consent, the Board of Directors decided

To establish a covenant committee that will study, ^{research} research, take owner input and to allow the committee to propose, recommend to owners for their consideration to approve or deny.

Therefore, it is resolved, that the corporation shall: Establish said committee as of this date to carry out the above. In doing so they give permission for telephone access to the committee chairperson, vice chairperson, and recorder to contact our corporate attorney on covenant matters, give the committee use of our "free" one hour attorney session for the years 2016 and 2017, establish a covenant budget line item or equivalent for the years 2016 and 2017, and a \$500 budget for legal fees for calendar year 2015.

The officers of this corporation are authorized to perform the acts or to allow others to carry out this corporate resolution.

Bonnie Jordan
Director signature

Bonnie Jordan
Printed Name

8-22-15
Date

Beth Cruz
Director signature

Beth Cruz
Printed Name

8-22-15
Date

John Gaines
Director signature

John Gaines
Printed Name

22 AUG 15
Date

David F. Stover
Director signature

David F. Stover
Printed Name

22 Aug 15
Date

Tommy Walker
Director signature

TOMMY WALKER
Printed Name

8-22-15
Date

Aileen M. Connor
Director signature

Aileen M. Connor
Printed Name

8-22-15
Date

Director signature

Printed Name

Date

The Secretary of the Corporation, certifies that the above is a true and correct copy of the resolution that was duly adopted at the above dated meeting of the Board of Directors.

Bonnie Jordan
Secretary signature

Bonnie Jordan
Printed Name

8-22-15
Date