

Heathlake Executive Session – 1/17/2022

Attendees: Sara Mammadova, Bruce Nelson, John Trahan

Late Arrival Attendee: Bryant Banes

Absent: Stephen Read

Several homes are under consideration as not being part of the homeowner's association. The homes pay dues, but do they deserve the same rights and are they members? Bruce Nelson's interpretation is that the homes pay dues but do not have the right to vote or serve the community. John Trahan's interpretation is that the bylaws do not state that the homes paying dues cannot serve and vote. Sara Mammadova states that this has been known by the board and certain members of the community since 2018.

Bruce recommends having a voluntary contract for homes to use the facilities but not have rights. Does any of the homes know about the situation? It was known since 2018 and the board chose not to pursue and notify the homeowners at that time. It has become an issue because Bruce believes its an issue.

Sara prefers for this not to be a public issue but to be worked in executive session. Bruce wants for the board to seek legal advice. Stephen requested that this be talked about in the public session. Bruce's recommendation is to go to legal counsel and for him to speak with the attorney.

Stephen has been completely removed from the situation. Sara states that pursuing this is a fiduciary risk and a real problem to the HOA. Bruce does not believe this is a fiduciary risk, it is an issue because one of the homeowners ran for and is serving on the board.

Sara shares there is a risk because a few homes could paint their house pink. To reduce the risk each homeowner must agree to be annexed. Sara and Bruce believe that the homes have received deed restriction violations and paid them. John does not believe the board should be not allowing these homes to serve or vote. We have been treating them as members, deed restriction violations and use of the facility and we are billing them. There is a risk that if we take rights away from those homeowners and they ask for their money back for the last 20 years.

Do we pursue the removal of Stephen? If we do, it creates additional problems for the homeowners.

Bruce prefers to annex each home one by one and believes they will have a problem with trash pick up if they don't. John states that the city of Houston will pick up their trash, and they have the option of not using the amenities, and not paying dues.

Sara recommends adjusting the bylaws to allow these homes to be members of the community and the rights associated with it.

Bruce does not believe seeking attorney's council in 2018 covers the situation we have now with a homeowner serving and voting.

Sara does not believe we should be spending community money on legal council. The past board busted their ass to get back money for the community and now we are going to spend it.

Bruce believes the legal costs will be deminimus. Sara mentions there are more legal issues.

Bruce mentions we paid for Graham management to count our votes and Sara states that was done because the board has continued to be challenged.

Sara mentions if we do seek legal council that it has to be strategic and pointed, but not a back and forth back and forth.

Bruce believes we must take action.

John Trahan shares that not only are we governed by the bylaws but also state law. John shares how the dues increase is another example of how state law says 10% and our bylaws allow it to compound.

Bruce states it will be a minor legal cost and Sara provides further concern. Bruce states if the board does decide to annex then yes there will be additional legal cost.

John mentions the executive session was not mentioned to the community until the day of. Bruce assumed that was all understood and the prior board just always met at 6 for executive session. Bruce adjusted the meeting agenda today.

Mathew entered the meeting and was explained that it was an executive session.

Matthew shares some of the work he needs to do to setup for the meeting.

Matthew leaves

Sara summarizes: we are not going to solve anything and it would not be helpful to have a public debate. Bruce states Stephen was again the one who wanted it on the public agenda.

John, Sara and Bruce recommend to take it off the agenda. Bruce asks for a motion to seek legal council and this is the reason why they don't need to discuss on the legal council.

Sara will chair the meeting and Bruce will take notes for the open meeting. Sara shares that she will allow for debate for each motion between the board members. Kathy and Carlton would like to speak at the meeting and Sara will make the motion.

Bruce makes a motion to allow the officers of the HOA approach Holt and Young on their opinion of the eligibility. Sara seconds. Not sure who all agreed (hand signals?)

New issue [REDACTED] fence appeal. John states all homeowners, community at large, agree that [REDACTED] should have the ability to replace his old fence. If we do not allow a homeowner to replace his fence it is not good for the community and the homeowners. Bruce shares the communication process is broken between the appeal, Graham management, the acc. Bruce requests to table the appeal. John asks, if we approve [REDACTED] appeal then we can proceed forward, if we reject [REDACTED] has the right to be at the meeting to defend his appeal.

Bruce doesn't have a personal reason to reject the appeal, but isn't sure if he should approve because of the fence height. Bruce recommends to table the discussion.

He said she said discussion between John and Bruce.

Sara mentions there were a lot of mistakes as the board transitioned and in the process. She has no objection to [REDACTED] replacing the fence.

Sara and John skip back to the attorney and neither want to pay for the attorney to ask them again.

Back to the appeal – Sara recommends a motion to approve [REDACTED] appeal. She agrees the process is broken and to be fixed but we can approve the appeal and start fresh. Why would we dig in on a broken process at [REDACTED] expense.

Bruce suggests to wait and come to an understanding later. Sara agrees we can wait and discuss and Bruce wants to wait. Sara mentions if we all agree we should approve the appeal why are we delaying just to delay at someone's expense.

Bruce is not yet approving of the appeal. He believes we are backbiting and wants to delay otherwise if we vote now it would be a no. The group would like Bryant to be involved and at this meeting but he is not here.

Sara is separating the ACC process issue than with [REDACTED] appeal. Stephen should be involved too. Bruce adjusts his vote and votes in favor with the caveat that we work on the process.

3-0 vote to approve [REDACTED] appeal.

Discuss who wants to be officers and what positions. John requests Stephen as president, Sara requests to stay vice president. Bruce disagrees with Stephen as president.

Bryant enters the meeting. Sara shares they all agree with [REDACTED] appeal and would like to Bryant and the board to work towards adjusting the methodology and improving / forming a process for the ACC.

Bryant asks if [REDACTED] needs to get a permit from the city. If he does he may need an approval from the HOA. John shares that we gave [REDACTED] approval.

Bruce shares with Bryant that we agreed to seek legal council. In open session we will share we are seeking legal council.

Bruce mentions Sara will not be president. John wants Stephen as President. John asks about Secretary and President and Bruce says we will do it in open session. Bruce will nominate Bryant

ACC – Committee Liaison – Bruce volunteers, Sara recommends Bryant, Bryant accepts

Super Neighborhood – Bryant

Yard of the month – Sara

Waste Disposal – John Trahan

Security – Sara, Bryant would like to help

Bruce is going to nominate Bryant as President and himself as Treasurer.

Secretary - ?

Sara will chair the meeting.

Open the doors (executive session meeting adjourned)

