

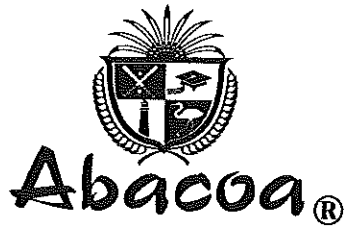


*ABACOA PROPERTY OWNERS ASSEMBLY, INC.*

**Board of Directors Meeting — Tuesday, March 6, 2007**

# **AGENDA**

- 1) Determination of Quorum**
- 2) Call To Order & Proof Of Due Notice**
- 3) Approval of Minutes of 1/30/2007 Meeting**
- 4) Progress Toward Securing Contracted Management**
- 5) Progress Toward Securing Office Space**
- 6) "ABACOA" Trademark/Trade Style Considerations**
- 7) Crown Theater & Town Center Challenges**
- 8) Activities Director**
- 9) Building An Abacoa Email Notification List**
- 10) Enforcement Of HOA CC&R's Relating To "Public" Roadways**
- 11) APOA Approval Of Sub-Association CC&R Amendments**
- 12) Other New Business**
- 13) Future Meetings: Dates, Times & Locations**



*ABACOA PROPERTY OWNERS ASSEMBLY, INC.*

## MINUTES

### BOARD OF DIRECTORS MEETING

Tuesday– March 6th, 2007 – 11:30am

Location: 1200 University Boulevard, Suite 210, Jupiter, FL 33458

#### **In Attendance**

Scott Hedge, APOA V.P.	Nader Salour, ADC
Peter Lippman, APOA President	Donna Cesaro, ADC
Joe O’Connell, APOA Secretary	Diane Phillips, Bristol Mgmt.
Richard Rendina, APOA Director	Gary Fields, Attorney
Harvey Silverman, APOA Treasurer	Peter Rene, CPA

#### **1. Determination of Quorum**

Quorum achieved.

#### **2. Call to Order and Proof Of Due Notice**

**3. Approval of Minutes of 01/30/07**– Mr. Silverman moved that the minutes of the January 30, 2007 meeting be approved as presented. Mr. O’Connell seconded and the motion was unanimously approved.

**4. Progress Toward Securing Contracted Management** – Mr. Lippman reported meeting with Steve Inglis of Bristol Management and Bill Issacson of Lang Management, both of whom will be submitting proposals. He has also collected a file of resumes which he is in the process of reviewing for the Executive Director position. Resumes of those persons most qualified for the position will be circulated for review by each Board member. It was agreed by the Board that a scope of services and job description would need to be prepared in order for Bristol and Lang to formulate their proposals, and the job description of the Executive Director would need to be defined by the Board in order to aid them in their selection of candidates to interview.

**5. Progress Toward Securing Office Space** – Mr. Lippman will contact John Sickler, Director of Planning & Zoning at the Town of Jupiter to inquire about rezoning a storefront within the Town Center for the APOA to use as office space. Mr. Silverman suggested that the APOA check with Don Hearing regarding the potential to sub-lease a portion of their office space at Bermudiana, pursuant to a conversation Mr. Silverman recently had with Mr. Hearing. Mr. Silverman was asked to contact Mr. Hearing to determine space availability and secure a quote.

**6. "ABACOA" Trademark/Trade Style Considerations** – Peter Lippman reiterated that while a standard license agreement authorizing the APOA to use the mark today is acceptable, he would like confirmation in writing that Abacoa Development Company (ADC) will transfer the trademark registration to the APOA when the project finally builds out. Mr. Salour responded that at this stage of development, Cypress Realty is not prepared to expend the legal fees necessary to effect assignment of the trademark registration.

*At this time, Peter Rene, joined the meeting, introduced by Mr. Silverman. Mr. Rene has been retained by the APOA Board to conduct an audit of the APOA, 01/01/06 through 12/31/06. Mr. Renee provided the Board with a brief presentation of his professional background.*

*The group then broke for lunch.*

Discussion continued regarding the "Abacoa" trademark:

Mr. Silverman agreed with Mr. Hedge's recommendation that the Board make a formal request of ADC for assurance that it is their intention to transfer the trademark to the APOA at the appropriate time. Mr. Fields also suggested that the letter request that the Development Company provide assurance they would not grant a license agreement to a user outside the Abacoa community. With respect to the license agreement previously submitted to the Board by ADC, Mr. Lippman asked Mr. Fields to please review it on behalf of the Board and provide any corresponding recommendations.

**7. Crown Theater and Town Center Challenges** - Discussion continued from the last Board meeting as to the fate of the vacant movie theatre building. Mr. Lippman informed the group that his conversation with the person in charge at Crown suggested that the building is for sale to the right buyer at the right price. Mr. Rendina offered that it was his understanding that past negotiations with other interested buyers had been terminated when the buyer indicated intention to operate the property as a movie theatre. There have been other uses suggested for the structure, but since zoning for the site is specifically for a movie theatre, convincing the Town of Jupiter and Abacoa residents to any such alternative is projected to be a lengthy and difficult process.

As for the general condition of the Town Center, Mr. O'Connell noted that his observations of the Town Center recently are that it is dirty and in need of pressure washing, that there are sodded areas that need attention and paver bricked areas that need repair. Mr. Lippman reiterated his observations of the condition of the parking garages. The management companies responsible for each area of the town center were identified. It was also confirmed that once Phase 4 of the Town Center is built out, the Town Center Master Property Owners Association would be turned over to the residents/business owners. Mr. Salour pointed out that the chain of authority is as follows; the APOA has overall authority, then the Town Center Master Property Owners Association under them, and then the sub-associations. The APOA can demand that areas in disrepair be attended to in a prescribed amount of time, or have the work done and the responsible association(s) invoiced for such costs.

There was a discussion regarding the rules that govern the use of the Town Center. Mr. Hedge explained that all parties wishing to use the Town Center for any event must present proof of adequate insurance and post a bond. The Town Center is private property, but is generally available to the public.

**8. Activities Director** - The Abacoa Coalition has expressed support for the appointment of an activities director, with nine of twelve communities voting in favor. Mr. Lippman circulated a resume from a woman

who lives in Abacoa who would like to be considered for this position. Mr. Hedge recommended that the Board wait to install the Executive Director and leave the task of hiring an Activities Director to him/her. The Board unanimously concurred.

**9. Building An Abacoa Email Notification List** - Mr. Silverman proposed the compilation of an Abacoa-wide email address list, to be used only to disseminate information of vital interest; e.g. hurricane preparation notices, a candidate's forum, notice of a health threatening epidemic, etc. It was recommended that as an alternative the Board consider delivering such messages to each of the Association Presidents who would in turn pass them along to their individual communities. Mr. Fields recommended that the Board contact each of the sub-associations and ask that they put forth a special notice to their residents that the APOA is trying to develop an email list for special notices and have those people interested in being a part of such a project respond.

#### **10. Enforcement of HOA CC&R's Relating to "Public" Roadways and**

**11. APOA Approval of Sub-Association CC&R Amendments** - Mr. O'Connell objected to the Board being asked to approve new documents for Mallory Creek that contain language relating to parking restrictions. Based on the Town of Jupiter Counsel's recently published opinion, they do not appear to be enforceable. Mr. O'Connell contends that approval of such documents will condone the dissemination of misleading information to prospective homebuyers. Mr. Fields added that it is not only the Town that is taking this position, but that the courts have ruled similarly: that private restrictions may not be enforced on public roadways, the latter defined as any roadways to which there is unrestricted public access. Mr. Hedge suggested that perhaps a disclaimer could be added to the documents, to the effect that all restrictions noted are subject to the current rules and regulations of the Town of Jupiter. Mr. Fields commented that such a statement should not be necessary, as it is a given that the governing municipality's laws will always prevail. Mr. Lippman suggested that the issue be tabled to the following month's meeting. Mr. Fields pointed out that DiVosta would require approved documents before closing on any homes, and that it was his understanding that there were a number of contracts in abeyance. Mr. Lippman agreed to discuss the issue with Mike Greene, DiVosta Counsel, and consult with the Board further via email.

#### **12. Other New Business**

Donna Cesaro presented the following documents for signature by the Board's President:

- Annual report form updated and signed by Gary Fields.
- Proton Electrical; renewal contract.
- Staking assessment proposal by GHO.
- Creative Plumbing contract.
- Holiday Illuminations - new contract for the 2007-2009 seasons.

She also delivered Bermudiana's newly drafted declaration to Gary Fields for review and comment to the Board.

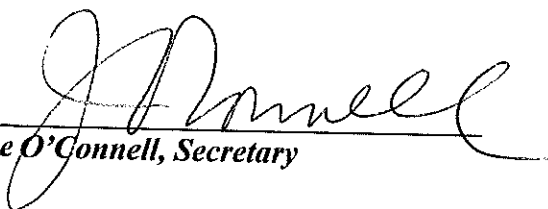
**Letter From Abacoa Plaza Asking To Take Over Maintenance Of Portion Of Donald Ross Road Median.** Following discussion, it was agreed that the APOA will continue to maintain the Donald Ross Road median and that the offer to assume this responsibility by the proprietors of the Abacoa Plaza and Donald Ross Village be declined. Ms Cesaro was asked to draft a response letter to them for Mr. Lippman's signature.

**The APOA is in receipt of an invoice covering repair** of a water valve located at the Independence School that was damaged by some construction being performed at the school. Diane Phillips is taking steps on the APOA's behalf to seek reimbursement. In the meantime, Mr. Salour believes that the APOA should pay the bill now, eliminating the possibility of the Town cutting off the supply of water because of delayed payment. The Board agreed that the bill be paid immediately, as recommended, while reimbursement from the School Board is pursued.

**13. Future Meetings: Dates, Times & Locations** – the next Board meeting will occur on Tuesday, April 10<sup>th</sup> at 11:30am, at the offices of Cypress Realty/ADC. Lunch will be provided.

There being no further business to discuss, a motion was made to adjourn the meeting, seconded and unanimously approved.

*Approved and accepted this \_\_\_ day of \_\_\_\_\_, 2007*

By:   
*Joe O'Connell, Secretary*