



Abacoa®

ABACOA PROPERTY OWNERS ASSEMBLY, INC.

BOARD OF DIRECTORS

MEETING AGENDA

Monday – December 18, 2006 – 10:30am

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

1. Determination of Quorum
2. Call to Order
3. Welcome/Introduction
4. Election of Officers
5. Selection of legal counsel
6. Check signing authorization and process
7. Execution of management agreement.
8. Set a date for the next Board meeting



ABACOA PROPERTY OWNERS ASSEMBLY, INC.

BOARD OF DIRECTORS MEETING MINUTES (SUMMARY)

Monday – December 18, 2006 – 10:30am

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

In Attendance:

| | |
|----------------|------------------|
| Nader Salour | Steve Daniels |
| Peter Lippman | Scott Hedge |
| David Carrillo | Joe O'Connell |
| Brian Cich | Harvey Silverman |
| Diane Phillips | Donna Cesaro |

1. Determination of Quorum

Quorum achieved.

2. Call to Order

Each participant introduced themselves and described their association with Abacoa, as follows:

Nader Salour, Abacoa Development Company, former President of the APOA.

Donna Cesaro, Abacoa Development Company, former Director of the APOA.

Harvey Silverman, Board of Directors and Treasurer of the New Haven HOA

Joe O'Connell, Resident of Tuscany

Scott Hedge, Resident of The Island, former member of ACC Board for same, has been involved with the design of Abacoa and ongoing site planning for the past 15 years.

Steve Daniels, Counsel for the APOA

Diane Phillips, Bristol Management - Property Management Contractor to the APOA

David Carrillo, CFO of Rendina Companies for last 5 years and resident of Valencia

Peter Lippman, President of The Island HOA, Chairman of the Abacoa Coalition and Resident for the last 6 years.

Brian Cich, Rendina Company on behalf of Richard Rendina; Mr. Rendina was originally elected as Class B, but due to family circumstances, as allowed under the bylaws, chose to replace his seat with Brian Cich of Rendina Companies in order that a full board be present for this meeting. Mr. Rendina intends to re-join the board following this meeting. A letter was submitted regarding this temporary change, for the record.

3. Welcome/Introduction

Nader Salour presented the resignation letters prepared by the former Board of Directors, from Nader Salour, Steve Clark, Donna Cesaro, Diane Moroz, Wendy Johnson and Karla Buchanan.

(Continued)

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Mr. Salour also presented a binder prepared for the new Board, containing, recorded and/original documents, as follows:

- Master Declaration of Covenants, Restrictions and Conditions
- Declaration Amendments
- General Resolutions of the Board
- Actions in Writing by the Board
- By Laws
- Articles of Incorporation
- Annual Meeting Minutes
- Street Lighting and Installation agreement with FP&L
- Maintenance of Street Lighting agreement with Town of Jupiter
- High Level Maintenance Agreement with NPBCID
- Landscaping Median Funding Memorandum from the Town of Jupiter
- Management Agreement with Abacoa Development Company

The APOA financials and additional APOA/Vendor contracts will be added to this notebook and forwarded to the new Board by the next board meeting.

4. Election of Officers

Mr. Salour stated the Board needs to elect a President, Treasurer and Secretary. Steve Daniels confirmed a Vice President could be appointed also. Mr. Salour called for nominations. David Carrillo nominated Scott Hedge as President. Harvey Silverman nominated Peter Lippman as President. All in favor of Scott Hedge, collecting 3 votes; all in favor of Peter Lippman, collecting 3 votes also.

Mr. Lippman offered that the president is someone who would need to devote a significant amount of time and attention to the position and noted that Mr. Scott previously resigned his position on the ACC because of time constraints.

Mr. O'Connell explained that in his perspective it would be advantageous during the first year for the President to be a resident – from the public point of view, it would go down better and make the Board's job easier.

Mr. Hedge offered that he has a lot of experience and time working on Abacoa; he has resources of contacts ranging from Finance to Legal to pull from, as well as his relationship with the Town of Jupiter. He lives here and has a vested interest in the well-being of Abacoa.

Mr. Hedge added that his position on the board is a 1 year term, as is David Carrillo, and that Richard Rendina would be serving the 2 year term.

There continued a lengthy, discussion between the Class A and Class B elected directors regarding who would be the most appropriate president -elect.

Mr. Daniels confirmed that the president's role is simply to preside over the board meetings and sign documents. Nothing else is different than the normal Director responsibilities. He reviewed the documents for an explanation of alternatives.

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Mr. Silverman asked and it was confirmed that no one Director of the board has unilateral control. Mr. Daniels confirmed that the board could appoint a co-president.

Mr. Hedge added that a dual contact could cause miscommunication and confusion.

Mr. Daniels also suggested that the Board consider electing a President and Vice President for 6 months and then after 6 months, switch positions.

The Board agreed this is the most logical solution. It was agreed that they would flip a coin to establish which nominated member would serve as President for the first 6 months. Heads, it would be Scott Hedge, tails would be Peter Lippman. Mr. Salour flipped a coin, which landed on tails, therefore, Mr. Lippman will serve as the Boards' president for the next six months (until June 18, 2007) and Mr. Hedge will serve as Vice President.

Harvey Silverman was elected Treasurer and Joe O'Connell was elected Secretary.

5. Selection of legal counsel

Mr. Lippman took over chairing the meeting, and began this discussion. It was agreed that the Board would defer deciding on counsel for thirty days. Mr. Silverman recommended the Board choose counsel that has no vested interest in Abacoa either on the residential or commercial side. Mr. Salour stated that Steve Daniels representation of the former APOA board has been for this election process only. Mr. Daniels's wife, Alys Daniels, is the APOA'S full-time counsel. Mr. Lippman mentioned Gary Fields as a consideration. Mr. Hedge suggested that the Board get names together and review the suggested candidates at the next meeting. Mr. Lippman stated that any and all e-mails he authors on behalf of the Board will be copied to all of the board members, and he asked that everyone else do the same. It was agreed that by the 9th of January, e-mail proposals of suggested legal counsel be forwarded to each other.

6. Check signing authorization and process

Mr. Silverman proposed there be two signatories. It was agreed that each check should be signed by one Class A member (Treasurer) and one Class B member. Mr. Salour removed himself as a signatory on any future checks. Mr. Lippman stated that the HOA have all of the Directors be authorized as signatories, and the same is being suggested here, especially since there will be two signatories required for each check.

7. Execution of management agreement.

Mr. Salour explained that as of 2:30pm on Friday, December 15th, ADC is no longer running the APOA. Mr. Silverman proposed keeping the existing management agreement with ADC/Cypress. Mr. Lippman stated that he has been impressed with the service and integrity with which Nader Salour and his staff has conducted the duties of the APOA. Therefore, he has no problem with continuing that relationship. Mr. Lippman requested a motion to continue the services of ADC/Cypress, the motion was unanimously approved.

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Therefore, the Board authorized a 30 day period for which ADC, through Cypress, would continue to manage the day to day services of the APOA, at the same fee previously charged. This cost is fully budgeted for in the 2007 APOA budget. As the new APOA comes up to speed; the management tasks required by Cypress would decrease.

Mr. Salour is to refine the rough draft of the management agreement and circulate to the Board in the next few days.

Nader Salour made a point of clarification, asking the Board if they wished to also maintain the current property management contract with Bristol Management. They agreed to do so for the next thirty (30) days.

Before moving on to the next item, Peter Lippman recited a list of issues, in priority order, that the Board has not yet addressed, but recommends they do at the next meeting are as follows:

Priority 1:

- Preliminary consideration of office space requirement
- Assessment of Director's Liability Insurance (believes it is currently inadequate)
- Determine and assess any residual D.O. responsibilities
- Who performs any engineering review after separation?
- Who performs the separation audit?

Priority 2:

- Financial control be internal or contracted out?
- Selection of outside accountants and auditors
- Shall the Board retain Bill Watkins as the Community Architect?
- Who will be the second member of the ACC?
- Understanding and implementing the cost allocation formula
- Committee structuring and staffing
- Activities Director

Priority 3:

- Examine and assess our contract with Comcast, including Channel 63 considerations
- Is a review of our financial and operational relationship with the publisher of the "Abacoa News" warranted?
- What changes or adjustments are warranted in the operation of the company that runs our server and edits website?
- What methods may we develop to improve our communication with all or most of our titleholders?
- Developing some specific liaison and strengthened relationships with the Town of Jupiter, Abacoa Golf Club, Palm Beach County Commission, Northern Palm Beach County Improvement District, Loxahatchee River Control District (ENCON) and individual HOA's
- Review and possibly refine the APOA election process

Mr. Silverman stated that this is a rather lengthy agenda and while some things have to be addressed, other items can be tabled to future meetings.

There were questions from Mr. Silverman as to the amount of bookkeeping workload there is and suggested to the board that they review bids from outside contractors to perform this function, to see if this work could be done for significantly less than the \$40,000 per year included in the 2007 Budget. The Board authorized Mr. Silverman to look into it and get back to the Board.

Diane Phillips, of Bristol Management, distributed notebooks containing some of the APOA contracts and documentation retained by the existing APOA. Mr. Salour was not aware nor had he viewed the notebook's contents. The Board understood that it may not be complete. Moving forward, Mr. Salour requested Donna Cesaro to review the contents of the notebook provided against the information that ADC/Cypress has on file, and prepare a complete, up to date list of original and/or recorded documents, contracts, etc., relative to the APOA management (including Intranet, Newspaper and Community TV Channel). This notebook (original) will be available to the Board by the next meeting date (see below).

8. Set a date for the next Board meeting

The next meeting date was set for January 30th at 11:30am in the ADC/Cypress office, with lunch being provided by Nader Salour.

9. Set a date for the 2007 Annual Board meeting

It was agreed the next annual meeting date will be Thursday, March 29th. The Board agreed to invite all voting members along with the HOA presidents. The meeting will be held at the New Haven Community Center (South) beginning at 6:00pm. The APOA is required to publicly post notices of the meeting date, at least 30 days in advance, as the meeting is open to all residents and owners in Abacoa.

Being no further business to discuss, the meeting was adjourned.

cc: All Attendees
Richard Rendina

Approved and accepted this 30th day of January, 2007

By: 
Peter Lippman, APOA President

PRIORITY I

Selection of legal counsel

Determination of whether or not our meetings are subject to the provisions of the Florida Sunshine Act.

Commit to the record a functional description of the duties and responsibilities of all APOA employees.

Complete list of existing contracts and commitments, explicit or otherwise.

Decision: In-house or contracted management?

Assignment of short-term management responsibility.

Will financial management be internal or contracted out?

Selection of outside accountants/auditors.

Preliminary consideration of office space & related requirements.

Assessment of the adequacy of current directors' liability insurance coverage.

Assessment of residual APOA DO responsibility, if any.

Who performs any required engineering review attendant to turnover?

Obtain a full list of APOA constituents, with names of principals and/or contact persons.

Transfer Internet contractor responsibility.

Transfer "Abacoa News" responsibility.

PRIORITY II

Shall we retain Bill Watkins as the "Community Architect"? If not, who will be appointed to this position?

Who will be the additional member(s) of the ACC?

Understanding & implementing the cost allocation formula.

Committee structure and staffing.

Activities Director.

Examine and assess our contract & relationship with Comcast, including Channel 63 considerations.

Review our financial and operational relationship with the publisher of the "Abacoa News".

What changes/adjustments are warranted in our relationship and contract with the person/company who runs our server and edits our web site?

Follow-up Crown Theater situation.

Define & explore Town Center retail situation.

Review configuration and schedule of revised Town Center roadways.

What methods may we develop to improve direct communication with our titleholders?

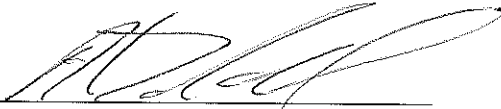
Improving liaison and strengthening relations with:

- Town of Jupiter Council and Executive
- Abacoa Golf Club
- Palm Beach County Commission
- NPBCID
- ENCON (Loxahatchee River Commission)
- Individual HOA's

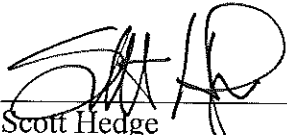
Review & refine the APOA election process.

REMOVAL AND REPLACEMENT OF DIRECTOR

In accordance with Section 3.1.4 of the By-Laws of Abacoa Property Owners' Assembly, Inc., a Florida corporation not for profit (the "Assembly"), the undersigned, constituting a majority of the Directors elected by the Class "B" Voting Members of the Assembly, do hereby remove Richard Rendina as a Director and elect Brian Cich to replace him as the third Director acting on behalf of the Class "B" Voting Members, without prejudice to the undersigneds' and/or the Class "B" Voting Members' rights to later elect or re-elect, as the case may be, Richard Rendina as a Director of the Assembly.



David Carrillo
Dated: December 18, 2006



Scott Hedge
Dated: December 18, 2006