

NOTICE OF SPECIAL MEMBERSHIP MEETING

RIVIERA DUNES MARINA CONDOMINIUM ASSOCIATION, INC.

TO ALL MEMBERS:

On *Wednesday, September 15, 2021 at 10:00 A.M.* in the Captain's Room of the Dockside at Riviera Dunes restaurant, located at *102 Riviera Dunes Way, Palmetto, FL 34221*, a Special Meeting of members will be held for the purpose set forth below and such other business as will lawfully be conducted. The agenda for the meeting will be the following:

- 1) Certifying Quorum – Call to Order
- 2) Proof of Notice of Meeting
- 3) Vote on the following item:
 - 1) Vote of the Members to approve/ratify the Board's decision to file a lawsuit against Riviera Dunes Master Association regarding amendments to the Master Association Documents which have impacted rights and obligations of the Riviera Dunes Marina and its members.
- 4) Adjournment

A quorum must be present, in person or by proxy, at the meeting, in order for the business to be conducted. It is therefore **VERY IMPORTANT** that you either **attend or provide a proxy.**

Please note the following information about **PROXIES:**

A **proxy** is for the purpose of appointing **another person** to vote for you in the event that you might not be able to attend the meeting. It must be signed by all owners of the unit or the owner voting on behalf of the unit upon the concurrence of the other owners.

Again, please be sure to attend the Special Meeting or submit a proxy. Thank you for your assistance in conducting the business of your Association.

DATED: June 11, 2021.

BY ORDER OF THE BOARD OF DIRECTORS

Notice for this meeting has been mailed to all unit owners at least fourteen (14) days in advance of the meeting referred to above and has been posted for fourteen (14) continuous days in advance of such meeting in a conspicuous location on the condominium property.

**RIVIERA DUNES MARINA CONDOMINIUM ASSOCIATION
SPECIAL MEMBERS MEETING
SEPTEMBER 15, 2021**

Approved by
members at
annual meeting
12/11/21

Meeting Minutes

Location of Meeting: Back dining room of Dockside at Riviera Dunes Restaurant
102 Riviera Dunes Way, Palmetto, FL 34221

Board Members Present: Michael Harris, Barry Allen, Gary Schuster, Anthony Shoaf

Marina Staff Present: Bill Chamberlain, Lucas Knuttel, Peggy Trotter, Shana Arredondo

Other Non-Members Present: RDMCA Attorney, Steve Mezer and Stuart Histon, CPA

Attendance Sheet Signed by Members who were present

- 1) Meeting called to order at 10:00 AM on September 15, 2021
- 2) Moment of Silence in honor of Bob Crowley, RDMCA's President who passed away on September 9, 2021
- 3) Confirmation of Proper Noticing of this Special Members Meeting
- 4) Quorum Certified
- 5) Purpose of Special Meeting stated by Harris was to vote to approve/ratify Board's decision to file lawsuit against Riviera Dunes Master Association regarding amendments to the Master Association Documents which have impacted rights and obligations of Riviera Dunes Marina and its members
- 6) Final call for ballots/proxies
- 7) Member Comments
- 8) Unanimous vote to close the polling of votes
- 9) Results of Vote – 128 YES votes and 29 NO votes
- 10) Adjournment

General Narrative from Special Members Meeting on September, 15, 2021

A Special Membership meeting of the Riviera Dunes Marina Condominium Association was held at 10:00 AM on September 15, 2021 in the back dining room of Dockside at Riviera Dunes Restaurant located at 102 Riviera Dunes Way, Palmetto, FL 34221. Board members Michael Harris, Barry Allen, Gary Schuster and Anthony Shoaf were all present. RDMCA employees Bill Chamberlain, Luke Knuttel, Peggy Trotter and Shana Arredondo were there by invitation. Attorney for RDMCA, Steve Mezer, was also present. Stuart Histon, CPA, was also invited and present as he was there to certify the ballot/proxy count. The attached attendance sheet has the names of the other RDMCA members who were also present for the meeting.

Harris called the meeting to order at 10:00 AM, and he first wanted to have a moment of silence in honor of Bob Crowley, RDMCA's President, who had passed away on September 9th, after a tough battle with cancer.

After the moment of silence for Mr. Crowley, Harris asked if proper notice of this special members' meeting had been sent to the members, as required, and Trotter verified that it had been. He also asked if there was a quorum. Trotter verified that there was a quorum with members present in person and via proxy.

Harris stated that the purpose of this Special Members meeting was to vote to approve/ratify the Board's decision to file a lawsuit against Riviera Dunes Master Association regarding amendments to the Master Association Documents which have impacted rights and obligations of the Riviera Dunes Marina and its members. He asked the members attending the meeting to turn in any remaining proxies/ballots so that the final count could be tallied. He also offered the members a chance to make any comments that they would like to make, but let them know that even without the final ballots counted yet, the vote was going to pass.

A slip owner asked the Board how much they believe the Master Association owed the Marina Association from overcharging us over the years. Allen explained that it is difficult to come up with an exact amount as the Marina hasn't been able to get information from the Master Association, even though it's been requested, that would help determine the amount. He said that the Master Association voted to reduce the Marina's assessments on the advice of their attorney, upon the discovery that the Marina had been being overcharged, and did so for the last quarter of 2020 and first quarter of 2021. However, they then decided to increase them again when they passed Amendment 8 of their Master Association documents in March of this year, 2021. Another slip owner introduced himself and asked if we know the percentage that the Marina's votes were reduced by, as he heard it was a small amount of about $\frac{1}{4}$ of 1%. Harris explained that the Marina's votes were reduced from 346 to 219 as a result of the Master Association passing Amendment 8 to their governing documents. Another slip owner asked what was the difference per quarter of the assessments from what they had been, to what they had reduced them to when they admitted to having been overcharging the Marina for several years. Trotter stated that the difference was about \$6,000 per quarter. He then wondered if \$24,000 per year was enough to warrant the cost of a perhaps drawn-out lawsuit. He also asked that should the

Marina win the lawsuit and the Master would owe us for the overpayments, if the Master Association might come back and charge a special assessment to us (as part of the Master Association) to help pay what is determined to be owed and legal fees, etc. Harris explained that Mediation is already scheduled, and the Marina not being included in paying itself back would be part of the negotiations. Another slip owner stated that if mediation doesn't work, and the parties go to court, the Marina wouldn't have a say in that. He also stated that the Board shouldn't have filed the lawsuit without first getting a vote of the membership to do so. Harris explained that the Master Association moved quickly in taking away the Marina's rights, and therefore, the Marina Board had to move quickly to protect them. He reiterated the fact that the members have received numerous communications from the Marina Board about the lawsuit, and that, in fact, today's vote is taking place as required and the Marina membership ultimately has the right to determine whether the Board moves forward with the lawsuit. Another slip owner asked what the statute of limitations is regarding recouping from the previous overpayments. Mezer explained that there are different factors on a statute of limitations issue and that there is actually a recent case that would allow us to open the case all the way back to the creation of the Association. Allen explained that the issue is more than prior dollars lost, but that it is also about future dollars, and that the main issue is control of the Master Association over the Marina property and rights, and that they illegally changed the allocation of votes that the Marina has. Allen stated that the Board has a fiduciary duty to protect the Marina Association, and that is what they are doing. Another slip owner asked if the Master Association has a representative from the Marina on the Board, and he was told yes. He also stated that the Marina's voting rights were only reduced by a tenth of one percent according to a document he got off of the Master Association's website, but he was told by Harris that that was incorrect as our votes went from 346 to 219. Mezer, the Association's attorney, indicated that the votes are divided into different categories, creating a dilution to the our votes.

Upon ending comments by Members, Harris made a motion to close the polling. Schuster seconded the motion and the Board unanimously agreed to close the polling. Mr. Histon, the CPA, was asked to announce the results. Mr. Histon stated that there were 128 votes of YES for the lawsuit against the Master Association, and 29 NO votes. When asked by a slip owner, Harris stated that the RDMCA governing documents require a 50% + 1 vote of the membership to pass the vote.

There being no other business to discuss, Schuster made a motion to adjourn the meeting, Harris seconded the motion, and there being no objection, the meeting was adjourned at approximately 10:35 AM.

Respectfully Submitted,



Peggy Trotter
Assistant to Secretary