

**Minutes of the Board of Directors Special Session
Green Valley Villas West Condominium Association
(August 28, 2020)**

A Special Session meeting of the Board of Directors of Green Valley Villas West Condominium Association was held at 460 S. Paseo Quinta, Green Valley, AZ at 9:30 p.m. (and Virtual via Zoom and telephone access by board members and the membership due to Covid-19).

Present: Jim Becker, President (in office); Tim Schaid, Vice-President (via Zoom); Chris Fisher, Treasurer (via Zoom); Mary Meister, Director (by phone). **Absent (Unknown Reason):** Maureen Fry, Secretary. Also present JD Sotelo, General Manager (in office) and invited guest Wendy Ehrlich, Attorney for Villas West Homeowners Association (via zoom).

The purpose of the meeting: To ratify the motion made and agreed to by four of the five Villas West Board Members at an Emergency Executive Session on Monday, August 3, 2020; also, to discuss a proposal to the Board from Director Maureen Fry (attached).

1. Call to Order, Roll Call, and Establish Quorum

Jim Becker called meeting to order at 9:30 a.m. and established a quorum with 4 directors in attendance: Jim Becker, President; Tim Schaid, Vice-President, Chris Fisher, Treasurer and Mary Meister, Director. **Absent:** Maureen Fry, Secretary (Unknown Reason). A quorum was established.

A Villas West home owner volunteered that she heard this morning that Director Fry took off in her motorhome – she thought Director Fry had a long planned vacation postponed for a month now. Wendy Ehrlich introduced that the board had rescheduled this meeting from Wednesday, August 26 to Friday, August 28 at the request of Director Fry. Another homeowner said she understood that Director Fry never agreed to this time. Chris Fisher, Treasurer, indicated that the meeting was originally going to be on the 26th and the 28th was the date and time that Director Fry picked. Another homeowner asked if we had her cell phone – could we call her and put her on that way. Another homeowner indicated she was totally surprised that Director Fry was not here after she received the letter that she had sent – Director Fry had a lot of things she wanted to say. Jim Becker, President cut off additional discussion to get back to the agenda – he checked the Zoom information and Director Maureen Fry was not on the Zoom meeting – she would be recorded as absent for this meeting.

Jim Becker, President, welcomed owners and thanked them for attending today and established some ground rules (maintain courteousness and civil demeanor, wait to be recognized to speak so not talking all at once, Jim will open floor for discussion – limit comments to 2 minutes). Jim indicated that Villas West Condominium Association attorney, Wendy Ehrlich was invited to attend.

2. To ratify the motion made at the Emergency Executive Session on Monday, August 3, 2020 in an open board meeting.

Jim Becker summarized the issue leading up to the Emergency Executive Session and Motion:

- On July 29, Jim Becker was contacted by JD Sotelo, General Manager, concerned about a possible work stoppage from the grounds and maintenance crew. Jim immediately met at office with employees/crew regarding numerous incidents of their perceived harassment by Director Fry.
- Having just met two days prior with JD Sotelo (General Manager) and Director Maureen Fry concerning the same issue, Jim Becker felt the board needed to do something about this. He listened to their complaints and told them he would agree to address the issues with the Board as long as they agreed to have someone available on-call for any emergency issues as health and safety of residents was the highest priority (employees agreed and handled 4 different emergencies during the work stoppage over the weekend).
- After meeting with crew and communicating with fellow board members, Jim Becker sent an email to Director Fry stating the issue and identifying options for Director Fry to consider for solving the issue – that was on the same day, July 29 (Wednesday).
- On Sunday August 2, Jim Becker had not received any communication back from Director Fry related to the options he had identified for solving the issues related to the work stoppage. At that point Jim Becker started the process to conduct an emergency executive session board meeting for that Monday (August 3).
- After setting the time and relaying to board members, Director Fry indicated she could not make that date/time but a later date. Jim felt that the work stoppage was serious enough that we needed to act as soon as possible so he kept the meeting for Monday, August 3 at 1 pm.
- The Board met (by phone) and passed a motion to relieve Director Fry as the Chair of the Landscape Committee and Vice-Chair of the Maintenance Committee at that time and for Director Fry to cease and desist harassment of Villas West employees.

Jim Becker asked the board to entertain a motion to ratify the executive session minutes, Tim Schaid moved and Chris Fisher Seconded the motion to approve and ratify the executive session – Wendy Ehrlich interrupted to say that the motion should be to ratify the decision (made at the executive session) to remove Director Fry from the committees rather than a motion to ratify the minutes. Tim withdrew his original motion and moved to ratify the decision taken by the majority of the board on August 3, 2020 and Chris Fisher seconded.

A question was raised by a homeowner as to why we were having this meeting if the decision had already been made. Jim Becker explained that as it was an Emergency Session of the Board, it needed to be ratified at an open board meeting (public). Again the homeowner raised the issue that there was no input from residents. Jim Becker explained that we had a motion and a second but the decision had not been ratified yet. Wendy Ehrlich indicated the board discussion goes first and then the membership. There was no further discussion from the board members.

A homeowner asked if anyone really investigated that Director Fry was harassing as in Director Fry's letter it sounded like there was a language barrier and maybe the GM just told everyone

to not come to work – she is not here and there are two sides – we need to hear about it. If she stays on there were a lot of good things Director Fry was going to tell us about – have us make comments if JD Sotelo is rude to us – I feel he was not exactly nice to me when he was at my house about a complaint I had. Jim Becker indicated that the situation (harassment and intimidation) had been investigated – several employees had come forward and talked about it to him. The Board gave Director Fry the opportunity to visit with us about it from that same day on – she claims we didn't but we did and Jim indicated he had emails to the contrary. Jim Becker indicated that Director Fry has said a lot of things that are basically untrue or exaggerated but he would not go into that. Jim Becker indicated that he is available to any homeowner to talk about any issues they may have – his goal is to make Villas West a good and safe place to live.

Chris Fisher indicated that Director Fry chose not to show up to the original Executive Board Meeting (August 3) and not here today for this one to present her side (Aug 28) – he felt that spoke volumes about where she stands.

A homeowner indicated they she thought she had written to the Board on Friday the 29th or 30th and had not received a response (note – checking the Board email, the actual email from this homeowner was from Sunday, August 2) until she got a phone call from JD Sotelo (GM) that explained to her that on Friday there was a board member harassing and being terrible to people – he made all kinds of statements on/about someone and wondered about the basis for that as board had not met at that point – wondered about as it was before Director Maureen Fry was able to talk with JD or anyone about it – as far as she knew, there was not an investigation on that Friday (July 31) – first day of work stoppage. Jim Becker indicated that at the time he had not gotten a response from Director Fry and was trying to maintain an ability to meet with her about the situation before the Board had to take some drastic activity. Homeowner indicated that on that Friday (July 29) JD Sotelo (GM) gave her a phone call about these allegations as if they were true – did we think that was appropriate? Jim indicated that he wasn't privy to this call but probably not appropriate if true.

Another homeowner indicated there are two sides to every story and wanted to hear both sides – is it possible that Director Fry did go on vacation and due to technical reasons (problems with Zoom) she is not here? She went to the trouble to write that long letter the homeowner found on her car – seems like she would have been here. Jim Becker indicated that when we initially set up this meeting for Wednesday (August 26), Director Fry indicated she would be good for Friday (Aug 28) and that is why we changed the date and time – can't answer as to where she is – Jim/board was not aware of anything. In relation to the two sides to every story comment – Jim indicated the membership was pretty much getting one side of the story coming from Director Fry. This meeting was to make public the decision the Board made and why.

Mary Meister asked that the motion we are going to ratify be read as stated in the minutes of the Executive Session, August 3, 2020 to be clear, Jim read the motion:

Motion: A motion was made by Tim Schaid to remove Maureen Fry as Chairperson of the Landscape Committee and Vice Chair of the Maintenance Committee at this time. Also, to inform Maureen Fry to cease and desist any communication and managing of employees including the General Manager, Office Staff and Landscape and Maintenance Crews. Chris Fisher seconded. All members present voted “yes.”

MOTION CARRIED UNANIMOUSLY

Jim Becker emphasized the phrase in the motion “at this time” – the Board left things open for further discussion if we knew more and if Director Fry would respond. The door was left open to continue discussion. Director Fry never responded until Sunday, August 9 – the plan was to ratify the motion at the August 11 regular board meeting.

Mary Meister indicated that as the board discussed the motion, in order to reduce the possibility of all this potential miscommunication because of language barriers, that Director Fry should cease and desist communications with and managing employees – while Director Fry has indicated that she understands “chain of command,” this is not the first time this has come up – that she was trying to manage employees/staff. We phrased it that way as that would solve the immediate problem – Maureen should communication with Jim Becker and he would communicate with the General Manager – “at this time.”

Another homeowner indicated that he has been listening to the conversation and would like to ask when did the letter that they received this morning (from Director Maureen Fry to the Board), when was it received by the board? There was some confusion about “what letter” as there were letters put on cars in the parking areas and some homeowners received letters/emails from Director Fry and there was the Proposal to the Board sent out this morning to homeowners before the board meeting. The homeowner was speaking about the “Proposal” document (from Director Fry to the Board) the members received before this Board Meeting. Jim indicated the “Proposal” was given to him 30-40 minutes before the August 11 Board Meeting and this is why the Board did not ratify the August 3, 2020 Emergency Executive Session at that time because there was a question as to whether the Board would be having a further discussion with Director Fry. This homeowner indicated he has had several past interactions with JD Sotelo who was totally supportive and helpful. He indicated he felt the Board should ratify the decision we came to, an investigation was done, Director Fry agreed to this specific date for this meeting, yet chose not to attend indicates that she is not interested in coming to any conclusion regarding losing the valuable time from employees because of her actions. He urged the Board to ratify the decision.

Another homeowner indicated that it seems all he has heard are allegations – hasn’t heard charges or definitive proof that these actions did in fact take place. Jim Becker indicated this was not the first time – had two meetings with Director Fry about her harassment of employees, had several employees who confirmed this, Jim Becker decided to address it that day and asked Director Fry to respond to some options presented – from firing the crew to asking her to play better with others – stop harassing was one of the options. Director Fry

chose not to respond to any of that. Sunday (August 2) she wanted a later date – we determined we couldn't wait any longer and needed to address with an executive meeting (August 3).

Wendy Ehrlich spoke that she has been general counsel for many years for Villas West. She wants membership to know that committee members serve at the pleasure of the Board who may appoint and remove people from those positions. These are not criminal charges; no violation of law, the Board has a duty to protect employees from harassment and related liability. The Board can make the decision to remove someone from a committee – this is within the Board's prerogative –it is their decision to make whether you think it is good or bad decision.

Another homeowner wanted each board member to answer a question “just yes or no” – did any of you have any participation in the events that Director Maureen Fry has been accused of doing. Jim Becker indicated No, No and No. Mary Meister asked what specific events the homeowner is actually talking about. The homeowner responded that they did not know what events lead up to the Board's actions – did any board member participate in them? Tim Schaid asked whether he meant participate in or witness the events. Jim Becker indicated he did not witness. Tim Schaid indicated that he did not witness but heard about the events from the General Manager on several occasions and the GM's concern with staff and his ability to do his job with interference from a single board member. Chris Fisher indicated he had numerous employees come to him with their complaints and seen various emails sent to the GM that were totally inappropriate and totally overstepped her bounds (Director Fry). Chris indicated the Board had their first meeting with Director Fry on March 3 – about 2 weeks after her election and indicated we are still rehashing that (issue of overstepping bounds). After the Board had their meeting on August 3, Director Fry had the option of meeting with employees and the Board didn't hear anything back until August 9 – six days later, and that was at 10:30 p.m. on a Sunday night (Regular Board Meeting scheduled for August 11). We are kind of stymied in Director Fry's schedule – not getting timely responses (from her) and (her) not showing up today speaks for itself.

Tim Schaid asked to expand on his earlier statement – he was a witness to one aspect of the myriad things the GM has been dealing with – he received a copy of an email written back to the GM on July 24 which included a list of directives regarding parks and grounds issues to the GM from Director Fry – JD Sotelo replied back again that he would like her to check with him before starting projects and scheduling. Tim quoted from the email (from Director Maureen Fry's response) . . . “I will tell you how the parks project will go, and unfortunately you will not decide which park is done in which order. More to follow JD. Regards, Maureen.” Tim Schaid said perhaps the real issue is – we as individual board members have no power apart from being in an official board meeting with a quorum and then each only have one vote. It is the board's job to set policy and direction for the association and the board's job to hire a good GM and let him/her carry out that direction. We need to be good stewards of fiscal management and help the GM get the job done. As an individual board member, I have no business directing our GM and our staff on what to do – that is micromanagement and micromanagement will kill

any organization. Tim indicated he had 40 years of experience dealing with school boards and non-profit boards and any time we had a board member micromanaging it was a problem – a tragic problem for the organization. Tim thanked the members for listening and indicated he was the Vice President of Villas West and has owned a villa for 20 years.

Call for a vote to ratify the decision made at the August 3, 2020 Executive Session of the Board of Directors of Villas Condominium Association (motion was made and seconded earlier). All in favor – all board members attending voted “aye.”

Motion carried unanimously.

3. Proposal to Villas West Board of Directors from Director Maureen Fry

Jim Becker asked for a motion to accept or reject the proposal from Director Fry to the Board which was sent out this morning before the board meeting. Chris Fisher moved that we reject the proposal. Tim Schaid seconded. No discussion from Board. Any discussion from members?

A member indicated it was the proposal received in email this morning and suggested everyone read it – 3 pages long.

No additional discussion from membership.

Call for a vote on the motion to reject the proposal given to the board by Director Fry – all board members voted “aye.”

Motion Passed Unanimously.

No other issues on agenda. Jim Becker mentioned that members may contact the office and to speak with Jim on any issue or use the board email – he tries to review daily and will try to answer all questions, may not always get the answer you want but he will try to answer.

A homeowner had a question about the emails going to the board – it was her understanding that Director Fry was excluded from the board email – that her password was deleted and she was not able to access even though she continues to be a board member, even though not on certain committees – is that true? Jim Becker responded that Director Fry was not banned from the website email – there was a password change because of a problem. She was notified (along with other board members) and she should have full access as she has always had – no attempt by the Board to remove Director Fry from the Board or eliminate her from any discussion dealing with Villas West – Jim indicated that there have been several email decisions that she has not responded to that the other 4 directors here have all responded to – for example a decision we had to make for a new sewer machine – never got any response from Director Fry on this or several others.

Another homeowner asked if there was any way that the membership could start some sort of recall to have Director Fry taken off the board – what was the method for doing that. Chris Fisher indicated that it was covered in the By-Laws (5.3) and the Arizona Revised Code. Both the Villas West By-Laws and the AZ Statutes are online – it was clarified that the Board has no power to remove a director.

Wendy Ehrlich (Villas West HOA attorney) indicated our by-laws follow state law as to how directors may be removed – only by members, not the Board. Board can remove officers (V.P., Treasurer, Secretary, etc.) but only members can remove directors. It requires that a petition be served on the association. AZ Legislative Code 33-1243:

(a) In an association with one thousand or fewer members, on receipt of a petition that calls for removal of a member of the board of directors and that is signed by the number of persons who are eligible to vote in the association at the time the person signs the petition equal to at least twenty-five percent of the votes in the association or by the number of persons who are eligible to vote in the association at the time the person signs the petition equal to at least one hundred votes in the association, whichever is less, the board shall call and provide written notice of a special meeting of the association as prescribed by section 33-1248, subsection B.

Homeowner questioned Wendy Ehrlich as to whether she was advising or interpreting the statute. Wendy indicated she was reading the actual statute (AZ 33-1243). Wendy indicated she does not advise individual members of the association but is there to clarify questions members may have.

4. Adjournment

Mary Meister moved to adjourn the meeting. Chris Fisher Seconded. Meeting adjourned at 10:25 a.m.

Recorded and respectively submitted by,
Mary Meister
Director

Negotiations with the VW Board of Directors:

1. Reinstate me formally, to both my positions.
2. Announce in the zoom meeting, that after further investigation, the work stoppage was brought on by an unfortunate miscommunication on both the sides of HOA Management and the employees. There is a big cultural and communications gap with the employees and the Board Members because of the language barrier. This has added to the miscommunication considerably. One of our Board Members took the brunt of this miscommunication, and we are sorry for any harm it has caused her. We should have invested time in getting both sides of the story.
3. You will also apologize to me in writing, for not EVER, on any occasion where I was involved in anything that was communicated as a problem, for not taking the time to ask me "what happened". You as a governing body, have acted as independently from me, as you have acted in concert with each other, and specifically excluding me. This written apology will only go to me, and I will not release it unless you do not hold up your end of our agreement, as listed in 1-5 of this document.
4. In writing, you will agree to complete a list of Grounds and Maintenance items that I provide to you. These are mostly the items I have already identified, but I will list them out item by item, so that we can check them off "our contract" as we move forward. I will have no intervention with the employees or the GM, except if there is a significant flaw in the execution of a contractual line item. I will then submit the suggested correction in writing, to you and you can relay it to the GM.
5. The GM, Marcos, and Joseph will lose three days of pay due to the work stoppage. I will need to see pay stubs with personal information blacked out, identifying that they received three days without pay. The GM is on salary, so figure out how to make that happen with him. The rest of the employees, will receive full pay, not Paid Time Off (PTO) during the work stoppage. The reason that I feel this important, is that from what I have heard, the employees were used as political pawns in this "serious employee issue". I had minimal contact with employees with other than Landscape employees, and yet all the other section employees were also involved in the work stoppage. I was told from an unnamed current employee, that most of the employees were told "not to worry about the reason", just don't come to work, and if you do you'll be fired". Not fair to put them in the middle of management issues.

IN RETURN FOR COMPLIANCE WITH THE CONDITIONS STATED ABOVE, I WILL:

RESIGN my Board of Directors position, in totality, after the Zoom HOA Board meeting. As Secretary, I will record and complete the minutes of the meeting. I will publish them in PDF for inclusion in the next board meeting for approval. If the minutes are modified, after my PDF file has been submitted, the contract is null and void.

IF YOU DO NOT AGREE TO THESE CONDITIONS, AND COMPLY FULLY:

1. I will remain on the Board for the FULL TENURE of my term of office, of three years, and will run again for a second consecutive term. (By-laws Article V, section 5.2).
2. I will encourage Residents and Homeowners alike to identify in writing, every single little thing that is wrong with the management of the HOA, and demand responses and feedback on progress as the issues are addressed.
3. I will encourage Residents and Homeowners alike to identify in writing, every single instance that our General Manager has a negative, nasty, or foul mouthed thing to say to them, as he so often has. He has been afforded a shield from many of his comments by my reassurance to the Residents that he is just getting settled in and has a limited staff. I have spoken to the GM personally about this very issue (and so has Jim Becker), but my protection, and patience has dissolved with this orchestrated attempt to obfuscate my credibility as a Board Member and caused great defamation to my name and character.
4. I will become the expert on Roberts Rule of Order, and ensure that every single meeting is conducted by the books, exactly as they should be and should have been, and ensure that Homeowners have plenty of time to contribute valuable input to the Board of Directors, HOA meetings. I will inform Homeowners when items are removed from the board meeting agendas arbitrarily, and ensure that they have input to whether they should be considered for addition as an agenda item.
5. I will encourage written transparency for ALL MATTERS of importance be revealed to the Residents on the WEBPAGE.
6. I will reveal the conversations and Email exchanges that Jim Becker and I have had regarding the GM and his habit of making decisions on behalf of the board, and how we both had problems with that. This work stoppage is a prime example except that Jim was fully aware of the serious employee issue, in advance of the proposed work stoppage day. It's shocking that there was not even a conversation with the Board (certainly not all Board Members) or a vote taken by the entire Board, on how to avoid the "strike". GM referred to the stoppage as a strike and when Residents called in to ask about what was going on, he informed several, that it was a result of harassment and intimidation by a Board Member, and "she" would be gone by Tuesday. This information was distributed by phone and email PRIOR to the Executive Session. You all acquiesced away our obligations as a governing body, when you let the GM allow the employees to not be at their workplaces, and caused stress to our residents. Completely unnecessary.
7. I will also release the written email exchange that Jim Becker and I had and about and the non-competent and non-effective Directorship of one of our Board Members.
8. I will become the TRANSPARENT, and OUTSPOKEN Board Member of your dreams. I will be the inside information advocate for the Homeowners, that will prevent you from having the closeted conversations and business dealing that have been going on in this HOA for years. I will be VWAC on steroids.

IN CLOSING:

I was told several months ago by the GM that my election to this Board had attempted to be sabotaged by several individuals, as he discovered by going through Cathy Russells emails. I laughed and said, I don't care. I'm on the board to do a job, and I'll get it done. I should have known that from

the beginning, 2 weeks into my tenure as a new Board Member, that any employee could approach the President of the Board, launch a unsubstantiated complaint against a Board Member, and that the conversation would be taken lock, stock and barrel as the gospel. I was never asked for an accounting of the conversation in private, the witness, a employee who was in a LEAD position (Vern Cox) was never asked for an accounting of that conversation, and I was reprimanded in front of the new GM and my fellow Board Members without so much as a heads up. I should have taken that as the shot across the bow. But then again, I'm an optimist. I was foolish enough to think that my enthusiasm and abilities would speak louder than the petty politics involved in the semantics of how to get stuff done.

I will provide you with my "contract" specifics in a timely manner after I have a verbal agreement one way of the other. This negotiation will be conducted between myself and my fellow Board Members. The GM is not invited into these negotiations. I recommend it be concluded prior to the Zoom meeting on 11 Aug, 2020 at 0900. You need to apologize to me, and our Residents, and explain that all issues are resolved, and everything is back to "normal". This will all be forgotten soon enough, and we can go our separate ways if you make the correct choice.

It's your choice. I am happy to continue my service to the HOA, or give you back your Board Member seat.

I will need an answer immediately upon completion of the presentation of the proposal.

Respectfully, and sincerely submitted,

Maureen Fry

JIM BECKER, BOARD PRESIDENT _____ DATE: _____

TIM SCHAID, VICE PRESIDENT _____ DATE: _____

CHRIS FISHER, TREASURER _____ DATE: _____

MARY MEISTER, DIRECTOR _____ DATE: _____