

**Joe Gimenez**

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May 11, 2018

Les D. Romo  
Attorney for Windermere Oaks Water and Sewer Corporation  
101 West Morrow St, ste. 202  
Georgetown, TX 78626

Dear Mr. Romo:

Please accept this letter as a matter of record with regards to Mr. Norman Morse, the recently elected Board member to the Windermere Oaks Water and Sewer Corporation.

I served with Mr. Morse on the Windermere Oaks Property Owner's Association Board from February 2016 to February 2017, he as Secretary and I as Treasurer.

The record I wish to offer is prior shortcomings in his recognition of proper process and Board officer responsibilities. I offer this record because there are some in our neighborhood who are litigious: if Mr. Morse were to participate in future violations they may want to pursue additional litigation against the WOWSC Board, as they are doing now with the agenda item.

I, as a ratepayer in WOWSC, want to do my part in preventing future litigation which might affect rates. I pray that you will advise Mr. Morse of his responsibilities as a Board member, particularly as to how a Board member should execute duties.

Herewith are examples of Mr. Morse's prior disregard for processes for Board governance:

- 1) At the April 12, 2016 WO POA meeting, Mr. Morse moved, and I seconded a motion for our Board (see minutes, enclosed) to invite two marina associations to engage professional mediators for disputes between our organizations. That motion, including my amendment to invite all Board members to mediation, was approved unanimously. Immediately after the April 12 meeting ended, I witnessed Mr. Morse and Board President Danny Flunker approach Bob Mebane, a marina association president. As I learned later, Mr. Flunker and Mr. Morse decided unilaterally, and without further consultation of the Board, to engage in private discussions with Mr. Mebane about issues between our organizations. They did not employ a mediator. Nor did Mr. Morse and Mr. Flunker invite or include other Board members in their discussion with Mr. Mebane -- the amendment indicated that was desired. Nonetheless, these were rogue discussions. Mr. Morse and Mr. Flunker should have consulted with the Board about Mr.



Mebane's apparent desire not to have professional mediation and then sought Board direction for next steps.

- 2) On May 17, 2016, Mr. Morse was at the office of Greg Cagle, the WO POA attorney, with Mr. Flunker and Board Member Beth Burdett. I was with them by phone. I asked Mr. Cagle whether he had arranged mediation with the marina associations per the April 12 Board vote. Mr. Cagle said he did not know that mediations had been approved by the WO POA Board and as such had not sought mediators. As Secretary, Mr. Morse should have advised the attorney of the Board's vote. He did not.
- 3) In similar fashion, Mr. Morse (and Mr. Flunker in executive duties as President) failed to advise leaders of the Windermere Oaks Marina Association of the WO POA's April 12 vote inviting them to professional mediation. I confirmed with that marina's president, Sandy Neilsen, that she was never contacted about mediation (nor rogue discussions). Windermere Oaks Marina association eventually sued WO POA that summer and the matter was settled through court-ordered mediation in February 2017.

My reason for notifying you of these shortcomings is that Mr. Morse had opportunity to perform his duty as Secretary by:

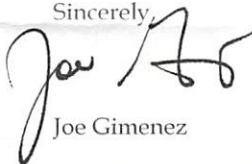
- insisting that Mr. Flunker obtain professional mediation as directed by the April 12 Board vote.
- seeing that Mr. Cagle was informed of the vote.
- informing Windermere Oaks Marina Association of the WO POA Board's invitation to professional mediation.

Had Mr. Morse performed appropriately, the WO POA might have saved its members some of the \$25,000+ it spent on attorney fees before and after getting sued (along with \$60,000 our insurance company paid to settle the suit). Mr. Flunker similarly failed in his duty of following a Board-sanctioned action, but because Mr. Morse made the motion and served as Secretary, he should at the least have known to correct Mr. Flunker and advise him against rogue activities.

This matter of record should also demonstrate to you Mr. Morse's relationship with Mr. Flunker, one of the founding members of TOMA Integrity, Inc., in case you were not aware. In my view, Mr. Morse's relationship with Mr. Flunker is a conflict of interest and he should be disallowed from voting on matters concerning the lawsuit, or at the least he should voluntarily recuse himself from those discussions. Please realize also that the WOWSC now has a person who is at the least compromised, at worst someone who has demonstrated willful disregard of Board decisions, and at best ignorant of the proper execution of Board member duties.

Thank you for efforts with WO WSC. I don't expect a response to this letter. Your having it is enough.

Sincerely,



Joe Gimenez

Cc: David Bertino, WOWSC Board President

**WINDERMERE OAKS PROPERTY OWNERS ASSOCIATION, INC.**  
**OPEN BOARD MEETING**  
**MINUTES**  
**April 12, 2016**

1. **Call to Order:**

The Windermere Oaks Property Owners Association Board Meeting was called to order by the President, Danny Flunker, at 9:34 a.m. on April 12, 2016. The meeting was held at the Windermere Oaks POA Pavilion.

2. **Establish Quorum:**

The following board members were present: Danny Flunker, Norm Morse, Joe Gimenez, Bruce Sorgen, and Beth Burdette. It was determined that quorum was present with five directors in attendance. Also present were 25 members and Jack Baker with Community Association Management.

3. **Consider and Act Upon Mediation with Marinas to Enter into License Agreement:**

Norm moved that the Board offer mediation with the marinas to enter into a license agreement. The motion was seconded. Joe asked for amendment to the motion that all members of the Board would be invited to the mediation. The motion as amended was approved unanimously.

4. **Adjournment:**

With no objection and no other business to be conducted, the meeting was adjourned at 9:39 a.m.