

AGENDA

Saguaro View Management, Inc.

Regular Board Meeting

June 1, 2019—8:30AM-11:30AM

NEW LOCATION→ Sun City West Foundation--Quail Room ←NEW LOCATION

14465 W. R H Johnson Blvd.

Sun City West, AZ 85375

- 8:30AM Call to Order, President Smith
- Roll Call & Quorum, Secretary Molera
- Welcome and Introduction of Guests, President Smith
- President's Comments
- Approval --SVM Regular Board Meeting Protocol, President Smith
- Approval of Minutes
 - April 30, 2019--Vice President Minchella
- Treasurer Sosa's Report & Approval
- Delinquencies Report, President Smith
- Unfinished Business (none forwarded)
- New Business
 - Approval--Remove Peakview Billboard
 - Approval—Vote of confidence in Colby Management, Inc.
 - Approval--Patron contract with Sun City West Foundation, Inc.
 - Approval--2019-2020 SVHOA Annual Assessment
 - Approval-- SVM ad hoc Committees & Appointment of members
 - Document Review and Revision Committee
 - Water Committee
 - Roads Committee
- Adjourn

Saguaro View Management, Inc., Executive Session

- Call to Order, President Smith—**Authority A.R.S. § 33-1804(A3, C & D)**. This meeting is closed and will concern those issues cited herein. The Secretary will take minutes of the meeting and place them in the confidential records of the Association as per **A.R.S. § 33-1805(B3-5)**.
- Approval—Confidential motion #1
- Approval—Confidential motion #2
- Adjourn

Saguaro View Management, Inc.
Board Meeting Protocol & Conduct

We will convene our SVM Board meetings in the Quail Room at the Sun City West Foundation located at 14465 W. R H Johnson Blvd., Sun City West, AZ 85375. The Quail Room is the first meeting room just south of the SCW Foundation Office entrance. There will be a marquee posted next to the room entrance. Sign in will begin at 8:00AM and the meeting will be called to order by the Board President promptly at 8:30AM. We must be out of the room at 11:30AM.

When you enter the Quail Room, you will sign in at the table by the door with your Name and at least one SVHOA Parcel number. You will have received the Agenda with the Notice for the meeting and it will be posted on the saguaroview.org website. There will be copies of the Agenda at the door. This protocol will be posted on the website and we recommend that attendees print a copy of it and bring it to meetings.

If you wish to speak to a specific agenda item please fill out a 3x5 card available at the sign-in table with the following information:

1. Your Name and Parcel number
2. The specific topic you wish to address

Prior to the Call to Order, give the card to the Secretary who will prioritize it by number and agenda topic in the order it was received.

The regular SVM Board meetings will be conducted as per A.R.S. § 33-1804 • Open Meeting; Exceptions. These meetings are the only opportunity for the Board to meet as a body to conduct the affairs of the Association. For that reason, **the Board will adhere to the general tenets of the Rules of Order as outlined in the current edition of *Robert's Rules of Order Newly Revised in Brief*.** This is to ensure an efficient use of our limited time and an orderly progression through the Agenda for the meeting.

Before taking any formal action on a given motion, the Board will provide for a reasonable number of persons to speak on each side of the issue under consideration. The Board may place reasonable time restrictions on those persons speaking once prior to taking formal action.

Once the meeting is called to Order, the Board expects the attendees to listen quietly to the proceedings and speak only when called upon.

The Secretary will call out the name of the person to speak on a specific agenda issue from the prioritized cards. That person shall rise, state their name and speak clearly while addressing the specific matter. The President may rule the speaker "Out of Order" if the speaker strays from the topic.

I know this may be new to you. However, the free-for-all conversations and interruptions of past SVM Board meetings will not be tolerated.

Thank you for your patience and cooperation in having a more productive meeting.

SVM President's Corner—June 2019

Let me begin this first President's Message by introducing you to the new 2019 Saguaro View Management, Inc. Board of Directors.

- James D. Smith (2019-2021), President
- Ron Minchella (2019-2021), Vice President
- Rick Molera (2019-2021), Secretary
- Newilda Sosa (2018-2020), Treasurer
- Martin Rankin (2018-2020), At-Large

Next, and as I did at the April 30th board meeting, I want to extend a heartfelt thank you and appreciation to Newilda Sosa for her 15 years of undying dedication and service to our Association mostly as our Treasurer. Through thick and thin, Nel has always been there for us.

I also want to thank all of you who cast ballots in the April 30, 2019 election. It has been a hard-fought and confusing period in our Association's history and **one I hope never to see again**. As I have said several times, this election was going to be a turning point for our Association.

I want to clear the air on the litigation we just went through. Against many warnings, the past SVM Board (minus Newilda Sosa) chose a path of illegal and confusing elections which led to a lawsuit against Association, costing nearly \$30,000 to date. The Board had many opportunities to listen to reason from the Association's legal counsel and conduct a proper election on March 23rd for three rather than two open seats.

The issue could have been resolved for a few hundred dollars on both sides. However, the Board chose to abandon their Duties of Care and Fiduciary Responsibility in favor of suspending our Bylaws and Arizona Statutes in the reckless and imprudent pursuit of retaining absolute control of the SVM Board.

In the future, all SVHOA shareholders need to give serious consideration to who they elect and trust with the stewardship of our Association. The Association is not a social club. It is a corporation of shareholders who are contractually bound to the Property. The job of the SVM Board of Directors is to manage our affairs with a Duty of Care and Fiduciary Responsibility in the context of a Standard of Conduct for Directors in discharging these duties:

1. In good faith
2. With the care of an ordinarily prudent person
3. In a manner the director reasonably believes to be in the best interests of the corporation.

Serving on the Board carries a heavy responsibility and is not a job to be taken lightly. We need level-headed individuals who have our best interests at heart with a clear understanding and commitment to performing their duties in accord with our Community Documents and Arizona Statutes. In the coming months there will be opportunities for individuals who aspire to serving on the SVM Board to get proper training for that task.

The current SVM Board promises to do our best to get the Association back on track. All we ask is for you to not sit on the sidelines but to engage with us to the extent of agreeing or disagreeing with the propositions we put before you over the coming months and years.

Thank you for your attention and patience.

Respectfully, James

At our upcoming SVM Regular Board meeting on June 1, 2019, I will introduce a proposal to create an ad hoc committee structure to help organize and spread the work to small groups of individuals (no more than three) with expertise in areas of concern. These committees will be chaired by one or two SVM directors. These ad hoc committees will not be empowered to take any formal action and are intended only to do research and report their findings and advice to the SVM Board at our regular meetings. The Board may act upon these recommendations and seek membership approval as per SVM Bylaws and Arizona Statutes.

Document Review & Revisions (Proposed)

Members: James Smith, President and Ron Minchella, Vice President

Charter.—The assigned duties of this committee are to Review the Saguaro View Home Owner's Association (SVHOA or Association) Community Documents and to Advise the SVM Board of any necessary Revisions.

By necessity, this committee will begin its review of our Bylaws (1997) and *2003 Restatement of Declaration of Covenant, Conditions and Restrictions for Saguaro Management, Inc.* immediately with the objective of updating and modernizing them to comply with Arizona Revised Statutes (A.R.S) especially those involving the Planned Community Statutes. It is expected that this careful review and approval process will be carried out over an extended period of time.

There may be additional charters for this committee as deemed necessary by the SVM Board.

Water System (Proposed)

Members: Mr. Ted Chittenden, SVM Water Manager, Rick Molera, Secretary, Martin Rankin, Director

Charter.—The assigned duties of this committee are to monitor and advise the SVM Board of any issues pertaining to maintenance and well-being of the Association's well and water delivery system **now and in the future.**

There may be additional charters for this committee as deemed necessary by the SVM Board.

Roads (Proposed)

Members: Messrs. Clete Zurcher, Scott Phillips, and James Smith, President, *ex officio*

Charter.—The assigned duties of this committee are to: Establish the state of easement dedications to the City of Surprise, meet with City officials to work out an equitable agreement to temporarily grade those roads within the SVHOA boundaries for which the City holds quitclaims, and meet with City officials to work out long term plans for improving those roads within the SVHOA boundaries for which the City holds quitclaims.

There may be additional charters for this committee as deemed necessary by the SVM Board.