

Tri County POA Meeting Minutes

Special Executive Session Directors Meeting November 11, 2021 at 1:00 p.m.

As this meeting was an Executive Session meeting with the newly elected BOD to get informed of all business being conducted for the present and the future.

Meeting was via Zoom - Meeting was not recorded properly so the Secretary recorded via her personal cell phone about half way into the meeting. No time was noted on the device as to when the recording started nor was the BOD notified the Zoom meeting recording failed.

All newly elected BOD present:

President- Clint Hammonds

Vice President _ Shelly Koether

Secretary – Kayla Schilhab

Treasurer – Karen Gallaher

Place 5 – vacant

Secretary Schilhab informed the BOD that the prior President had Legal draw up a letter to Stanley Kazwell asking for his developers' agreement with the POA.

Mr. Michael Gainer was present at the BOD request, Motion was made by President Hammonds to hire Mr. Gainer for the POA attorney seconded by VP Koether. Discussion was made by Secretary Schilhab if it was legal to hire legal in an executive meeting without the Community present, Mr. Gainer stated yes as to the only items are listed are to be conducted in open meetings by Statutory are listed in the bylaws and updated by Legislature, hiring Legal representation is not one of them.

Mr Gainer asked how was so much money being spent with Legal and no litigation was brought forth on Stanley Kazwell developers' agreement. Secretary Schilhab stated that the prior president and office manager would make calls to legal for all concerns and issues and conduct business for hours via phone calls.

Mr Gainer will inform the prior legal of his retainment by the BOD to represent the POA and get all legal items forwarded to his office.

Mr. Gainer suggest the Mr Hill to stay engaged for the sale of the water of sewer.

Mr. Gainer suggested that Cantrell stay engaged for the IRS issues.

All other matters are to go to Mr. Gainer for the betterment of the POA.

Mr. Gainer suggested to President Hammonds to have the last two years of the financials audited as he will get the BOD several firms that could assist in getting an audit completed.

Mr. Gainer stated he will serve the Tri Count POA corporation as a whole.

Secretary Schilhab to get all legal invoices over to Mr. Gainer for all firms conducting business for the POA as the BOD can know where it stands on all items and what is owed to each Firm.

Secretary Schilhab stated the attorneys were doing double duty reviewing all work conducted by each firm. Secretary Schilhab had no knowledge of retainers to each firm or the amounts owed to each firm as of the date of this meeting. Secretary Schilhab to send all items of legal to Mr. Gainer.

President Hammonds spoke about pending litigation against the POA.

Secretary Schilhab stated the Controls Committee had sent an updated draft of the bylaws to the Legal a few months ago and that a draft had been sent back to her. No further action had been carried out.

Mr Gainer requested the 2015 Bylaws and the newly drafted bylaws to review for formation of a Corporation, Secretary Schilhab to send both items to the BOD and to Legal for review and further action.

Secretary Schilhab stated to fill Place 5 it must be done by election. Secretary Schilhab stated she would start the process as it needed to be open for letters of intent for 30 days and the election to be conducted 60 days after the letter of intent closing, President Hammonds asked her to open the item to the public and get it started.

Future items to complete are;

Policy for employees

Camera systems for security

Become a (EOE) Equal Opportunity Employer

Get the 501 3 (c) in compliance

Meeting was one hour and twenty-three minutes.

