

MINUTES of the 11th Annual Meeting of the Shareholders of MILLENNIUM HEIGHTS ASSOCIATION INC. held at the Clubhouse, Millennium Heights, Welches, St. Thomas, Barbados on Saturday 30th December, 2017 at 9:30 a.m.

Present: Patterson K.H. Cheltenham Q.C. Chairman

The following persons in their capacity as Directors of the Company:-

Mr. Andrew Hutchinson
Mr. Aldo Ho-Kong-King
Mr. Mark Prescott
Mr. Richard Bourne

The shareholders and proxy attendance list attached in the Schedule

Also Present:	Mrs. Kynara Roett-Banfield	Secretary
	Mr. Lee Gooding	Representative of Seaside Realty Inc's Property Management by invitation
	Mr. Rondell Robinson	Representative of Seaside Realty Inc's Property Management by invitation
	Mr. Martin Frost	By invitation

1. Tabling of Notice and establishment of quorum

Mrs. Roett-Banfield tabled the Notice of the Annual Meeting which had been scheduled to commence at 9:30 a.m. Mr. Lee Gooding and Mrs. Roett-Banfield having confirmed a quorum being present at 9:45 a.m., the Chairman called the meeting to order and declared the meeting to be properly constituted for the transaction of business.

Special Welcome

A special welcome was made to Mr. Bill (William) Bradley.

Apologies

Apologies were recorded on behalf of Mr. James Cole, Mr. Bassil Scantlebury, Mr. Harold Dunn and Mr. Ansar Juman.

2. Approval of the minutes of the 10th Annual General Meeting which was held on the 14th May, 2016 and any matters arising therefrom

Approval of Minutes

The minutes of the 10th Annual Meeting were examined and a few corrections were made:-

- page 3 (penultimate paragraph) - “Cherubin” replaced with “Cherebin”
- page 4 (second paragraph) – “own” replaced with “owe”
- page 5 (third paragraph) - “Cherubin” replaced with “Cherebin”

Motion to accept the minutes as presented and amended was made by *Ryan Highland* and seconded by *Bill Bradley*.

IT WAS RESOLVED that the minutes of the 10th Annual Meeting which was held on 14th May, 2016 be and are hereby approved as amended.

Matters Arising from Minutes

Cross fit Style Gym

Lee Gooding was asked to comment on the use of the cross fit style gym and he noted that it was not as heavily used as he had hoped just yet but he has observed persons using it morning and evening and felt that it was indeed a good addition to the facilities and would encourage people to be outdoors.

It was confirmed, in answer to a query, that you can bring your own coach to the gym, just as others have brought coaches for tennis and swimming.

General Use of the Facilities

Use of the Pool : Another shareholder asked whether you can bring friends to use the pool. It was noted that pool parties are not approved because the noise carries down to other units however you can have friends join you and should at all times exercise discretion.

It was noted that rules are to be used as guides. If a homeowner abuses the rules then MHA Inc. will take action.

Use of Clubhouse : *Lee Gooding* commented that you have to be diligent in monitoring the use of facilities, noting that at one stage some homeowners were renting out the clubhouse to outside persons for parties.

It was highlighted that when persons are booking the clubhouse for any event, they have to obtain public liability insurance. *Lee Gooding* clarified that the list of written rules makes it clear that it is the individual homeowner's responsibility.

Events in your own home : *A shareholder* enquired about the protocol if any, for hosting events at your own home. It was stated that there are no specific requirements other than the parking of cars. Notice must be given to the security guards so that they would be aware of the car number and can guide or allocate alternative spaces for parking.

Parking in the Street : *Lee Gooding* added that there is actually a charge of \$50.00 per day for extra parking in the street in Phase 2 . *The Chairman* expressed a desire to render a much higher charge in the range of \$500.00 per day but is aware that such a rate would be excessive. Essentially, everyone must appreciate the mischief that needs to be addressed.

The Chairman noted parking spaces in the Development have been increased to accommodate more guests.

Music / Noise Levels : *The Chairman* asked whether there were any other homeowners who may have experienced issues. There were only a few. An instance was highlighted in which one homeowner notified *Lee Gooding* the next day about music playing after midnight and he was advised that the next time it occurs he was urged to call Lee at midnight rather than waiting until the next day.

A discussion followed on the amplifiers at the Clubhouse. It was noted that it is quite disturbing when the amplifiers are placed outdoors.

The Chairman suggested to *Lee Gooding* to refer to the terms and conditions under which the Clubhouse premises can be utilised and suggested the solution was to hold the position that if in the opinion of the security personnel, such usage was a nuisance to any other person/resident and the directions of the guards were not heeded, the guards had the authority to shut down the event.

On the suggestion for a time at which music should be turned down, *Lee Gooding* noted that there is already a rule in place and all persons are advised that all music ceases at 12 a.m. and further that the Clubhouse be cleaned and vacated immediately after. An additional suggestion was made that decibel levels should be monitored and this was recognised as a significant point to be noted.

Maintenance of the Property

It was noted that the BWA bulk water meter has not been working properly for about six months so recent bills from BWA have been rendered for a small amount.

The Chairman suggested that as it is not MHA Inc's fault, *Lee Gooding* should negotiate a payment plan with BWA for stage payments with no interest.

Lee Gooding noted that the meters have detected numerous leaks over the years, reflecting that they were indeed a worthwhile investment. *The Chairman* stated that MHA Inc opened in 2001 and now in its 16th year of operation, he deemed it fit to issue a general caution to homeowners to set aside funds for their own capital expenditure and noted that in another ten years or so, MHA Inc may need to review its road infrastructure.

Another shareholder asked about the maintenance of the Phase 2 duplexes, where there seems to be an issue with water leaks which appears to be the cause of some rusting. They also asked about the roofs as they were made aware that the roofs were not under warranty and also felt that the clamping system was inadequate and further that there was an issue with the affixing of solar panels for which sheet metal was used instead of steel clamps. The shareholder confirmed willingness to pay for the repairs of the roof but felt that a sharing of the cost would be more agreeable.

With regards to the question of MHA Inc. intervening or taking action, *Lee Gooding* noted that the challenge would be that the contract for purchase is between the Developer and the homeowner. MHA Inc. not being party to the contract, can only agitate on the behalf of the homeowners but it is not in a position to take action. Any direct involvement would concern the specific real estate agents and the contractors.

Lee Gooding suggested that *the shareholder* have a discussion with the other duplex owners and as a collective group determine the action to be taken. *The Chairman* recommended that the homeowners have a separate meeting to discuss the matter.

Website

The website, millenniumheightsbarbados.com has been reconstructed. At the moment there is no sign-in protocol but all the information can be accessed. *Lee Gooding* was commended and he in turn commended Sophia Arrindell, MHA Inc.'s office administrator, who he said was the individual handling that aspect.

Security

The cost of security has increased since the guard service was requested to return for 24 hours cycle.

A Director noted the entrance gate security has improved tremendously in the past 6 months.

The Chairman also noted that due to the presence of USA Embassy personnel, the G4S van passes through Millennium Heights every 3 hours at least 5 or 6 times per day with spotlights and this has had a good effect in deterring potential trespassers.

Fencing/Incidents

The Chairman noted one unique incident reported by Bassil Scantlebury in which his bicycles were stolen but because Mr. Scantlebury has a good rapport with the neighbours on the outside of Millennium Heights, they had alerted him and also informed him that the perpetrator's pants leg got caught on the barbed wire as he was trying to escape.

One shareholder commented that the bicycle and other incident years ago involving a motorcycle are the only two incidents he has heard of over the past 11 years. *Another shareholder* noted that at one point when there was a part of the fence damaged, it was fixed immediately after being reported.

Security Cameras

Lee Gooding noted that there has been an increase in the number of security cameras on the premises and therefore more points from which the grounds can be monitored.

Intercom Placement

A question on the placement of the intercom was raised and *Lee Gooding* noted that the developers did not build Millennium Heights originally to be a gated community so the road was not constructed wide enough to facilitate proper placement of an intercom.

The Chairman noted that the placement was unfortunate but ultimately he is pleased that Millennium Heights is still gated as this will be better in the long run and observed that the homeowners seemed to prefer the gated set up nonetheless.

LED Lights

The Chairman mentioned that more residents seem to be walking at night. He also expressed his wish to have a few more lights installed. *Lee Gooding* noted that the problem with the LED lights is that they are blocked by the trees and if they are placed further out, they would not get any sunlight and the tractor would be unable to clean

the grounds as easily. He suggested that a possible solution would be to hard wire some additional lights in the trees and along certain specific areas.

Photo Voltaic Panels

Lee Gooding advised the shareholders that 2 inverters were actually offline and the solar company has promised to remedy this. As a result, MHA Inc. did not recoup the revenue it should have over the past few months. The Chairman suggested that a very stern letter should be written early in the new year, indicating MHA Inc.'s dissatisfaction.

Food Van

It was reported that the lady selling food no longer comes on to the premises.

Painting

It was noted that Mr. Brewster, (who is also a homeowner), has done a good job with the painting this year and that the 5 % retention has been held, pending the period after completion for monitoring the job.

Charging Ports

It was reported by *Rondell Robinson* that this system has been settled and is running smoothly and that there is provision for 6 more ports in Phase 1 and 8 more in Millennium Ridge, Phase 2 and 1 which is currently private.

3. Chairman's Report

The Chairman noted that there was a deferment of the previous A.G.M. due to his grave concern over the excessive Land Tax Bill, (which was in excess of \$700,000.00) and he did not intend for an A.G.M. to be held until that issue was resolved. Apart from that matter, there was no other excuse for the deferment of the AGM and *the Chairman* asked that the delay in holding the A.G.M. be forgiven.

The point on having a fixed date for the A.G.M. was noted however it was appreciated that this would pose a challenge for some shareholders to attend.

The Chairman commended the Directors and noted that they all have various strengths and give their input as necessary, keeping the Board in line.

The Chairman highlighted that they were not tendering the 2017 accounts as they were not ready but wished to present them for review so that the shareholders could nonetheless have the information placed before them.

He noted that the Directors will have a meeting early in the new year to address and confirm various points on the governance and accounts so that the necessary adjustments can be made.

4. Review and Adoption of the Audited Financial Statements of the Company for the years 2015-2016 and 2016-2017

The review started with the 2016 Financial Statements.

Under the heading of “Common levies receivable”, it was noted that there are a few unit owners who give chronic difficulty with regards to paying. In light of the timing of the preparation of the reports being when these payments are due and outstanding, this figure appears particularly high.

It was also noted that the reports need to show clearly that there is a nil profit at year end because MHA Inc. is a non-profit association. If for example there is a loss, it is placed in the “Other receivables” column, shown as a debt due by members.

Under “Liabilities and equity,” it was noted that the PUPs do not have separate bank accounts. Funds are held in trust by MHA Inc.

Regarding the “Replacement reserve,” a query was raised as to whether the PUPs have a similar reserve. It was confirmed that they do. This reserve derived from capital contributions.

Martin Frost noted that from the members’ perspective the replacement reserve is a cash neutral element.

On a motion made by *Andrew Hutchinson* and seconded by *Desiree Cherebin*:

IT WAS RESOLVED that the 2016 audited Financial Statements be adopted.

A review of the draft 2017 Financial Statements for the purposes of explanation or discussion then followed. As the auditor conceded that there was nothing that raised concern, it was determined that the draft could be reviewed and discussed. The Board would do a formal review shortly at their upcoming meeting.

A correction to the draft was noted under the section “statement of changes in shareholders equity” to insert reference to explanatory note “6” in the net income for the year under share capital.

Statement of Comprehensive Income: *Martin Frost* lead the shareholders through the accounts with summary explanations.

Specific explanation of :-

- Staff Costs : the increase in 2017 was due to the implementation of 24 hour security
- Miscellaneous : the increase was due mainly to a grant issued for medical assistance for long standing staff member, Wendel Carter, (who has since passed away), (approximately \$17,000.00) and an award for Dr. Edhill for his long service as a Director and contributions over the years.

The Chairman interjected for the benefit of those who were unaware, that it was Dr. Edghill who implemented the protocol of an annual medical ‘check-up’ for the staff at MHA Inc.

The Chairman specifically acknowledged the sterling contribution of Dr. Edghill, especially with respect to his interest in health care. Further testament to his commitment was noted with his position on patient confidentiality, where Dr. Edghill was the only one on the Board to review the medical check-up reports. This spoke further to his staunch values and insistence for protocol.

- Administration expense : it was noted that the increase was due to the addition of an accounts assistant, Tricia Grant, who works 3 days a week.

5. Election of Directors

All directors indicated their willingness to continue to serve on the Board.

On a motion made by *the Chairman*, seconded by *Lee Gooding* and unanimously carried:

IT WAS RESOLVED that the following persons be and are hereby elected as Directors of the Company:

Patterson K.H. Cheltenham Q.C.
Andrew P. Hutchinson
Mark G. Prescott
James F.C. Cole
Aldo Ho-Kong-King
Bassil Scantlebury
Richard Bourne
Harold Dunn

6. Appointment of Auditors

The Shareholders, being satisfied with the service of the current auditor, on a motion that they be re-appointed, made by *the Chairman*, seconded by *Mark Prescott* and unanimously carried:

IT WAS RESOLVED that Mr. Ronald L. Wilkinson be and is hereby appointed as the Auditor of the Company.

7. Any Other Business

Pools

Lee Gooding noted that the fencing by the Townhouses has been changed to PVC. The pool fencing by the townhouses has also been changed to PVC. The gazebos that were installed in same material have lasted well.

A discussion ensued on completion of the second Clubhouse. It was stated that, as outlined previously by the Developer, this may likely never come to fruition. A query was raised on the eventual completion of the houses in Phase 2 and whether 2 pools would be sufficient for the eventual number of residents.

It was suggested that the situation be monitored. *The Chairman* noted that the only recourse would be to go to the Developer and seek their fulfilment of the promise for the pool in Phase 2.

By-Laws

The Chairman noted that when the By-Laws were first contemplated, the electronic method of Notice and documents were not a feature. However, they are part of the amendments to the by-laws under consideration, which the *Board* will review, advise the homeowners and deal with it accordingly.

Electric Bill Usage for Blocks H & J

It was noted that the amount of \$3,000.00 is to be deducted/credited and settled by MHA Inc. It was agreed that when the invoice for the painting of those blocks is prepared, the credit from the electricity payment would be used to offset the painting cost and the allocation would be shown.

Monthly Contributions

Following a few comments made on this point, it was felt that stern measures may need to be implemented or an increase in penalties. *Lee Gooding* reiterated for the benefit of some shareholders, that the 10% penalty was currently in place.

Gym Expansion: *Lee Gooding* noted that the expansion probably will not happen in the short term as it will require careful planning. *One shareholder* reminded all

present that on the last occasion, two years ago, it was noted that the expansion plan would require 100 per cent approval, so all homeowners need to be made aware prior to any commencement of the work.

Gym Equipment: *Lee Gooding* mentioned he was not aware of any equipment that required improvement other than the elliptical machine.

In addition, it was highlighted that the television in the gym was often left turned on. It was suggested that perhaps a sign can be erected to this effect and also place additional signs as a reminder that children are not permitted to enter the gym.

Birds: A question was raised and a discussion followed on a solution to the problem of birds creating a nuisance and making a mess on the buildings. Some homeowners shared their various solutions.

Hurricane Damage: *One Director* recalled the recent horrendous hurricane damage in neighbouring islands, cautioning that attention should be given to some preparedness in this respect. It was suggested that all homeowners should consider hurricane roll shutters and also a standby power station.

Roofs: *Another Director* noted that work executed on the roofs must be carefully monitored because sometimes items are left on the roofs which could be potential missiles in the event of a hurricane. *Lee Gooding* noted that this occurrence has been more acutely monitored in recent months and that various professionals have also been engaged to conduct surveys for the provision of facilities to access the necessary building infrastructure and costs. *Lee Gooding* requested that any homeowners wishing to make such provisions first inform the management office so that the process could be streamlined and the aesthetics of the development are not compromised. He indicated that he had also asked another homeowner who was an architect to consider any possible solution to balance practical aspects and the aesthetics.

Date For A.G.M.

It was acknowledged that a fixed date would be a challenge for various reasons.

Much discussion surrounded the selection of a date for the AGM with regards to it taking place in September 2018 or December 2018 or in the late summer period. 11 persons were in favour of having it the 3rd Saturday in September 2018 while 8 were in favour of the first Saturday in December.

The Chairman indicated that he would hold this decision for one year and review it for the following year.

IT WAS RESOLVED that the A.G.M. for the upcoming year would be held on the 3rd Saturday in September, 2018.

Members expressed a unanimous desire to utilise technology, especially in preparing for the A.G.M. *The Chairman* noted that these items will be on the Director's agenda and reviewed carefully.

The Directors and Property Management team were commended on the upkeep and well managed development and surroundings.

There being no further business, *the Chairman* declared the meeting closed at 12:36 p.m.