



Association of St. C Condominium Owners

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MINUTES

Board of Directors Meeting

March 15, 2023 – 7:00PM AST

CALL TO ORDER

The Board of Directors' meeting was called to order at approximately 7:00 pm AST.

President Christine Merna greeted the owners and presented the agenda.

ROLL CALL

Directors Present:

Pres. Christine Merna (304), via Zoom
Vice-Pres. Sibyll Jones (207), via Zoom
Treasurer, Jessica Hodge (107), via Zoom
Secretary, Rachel Haverkorn (332), via Zoom
Melinda Bokeno (223), via Zoom
Brandie Kennedy (323), via Zoom
Tommy McGlothlin (309), via Zoom
Diane Petrushkevich (103), via Zoom
Ryan Pickard (118), via Zoom

Directors Absent:

None

*Diane Petrushkevich not audible for roll call but was confirmed present later in the meeting.

St. C Staff:

Jerraine Miller, General Manager (absent)
Patrick Nugent, Operations Manager (absent)

Owners in Attendance¹:

307
324
13055386224
17712008477
19086475710
Bryan and Theresa Haynie
Darin Bokeno
dawnsherwood

Fitzgerald Lawrence
Henry and Jen
ilija.zeljkovic@gmail.com
iPhone
Joe Estes 201
Kay Christiansen
Kimberly Walcott
Mark Pratt

Maurice Harris
Nicole
Robin Becker
Sharone Pierre
todd charles
Vera's iPhone

¹ Attendee names unaltered from Zoom attendee report

[Note: Owners are reminded to use a descriptive attendee name on Zoom to ensure an accurate accounting of Owner attendance at the virtual Board meetings. Thank you!]

APPROVAL OF AGENDA

MOTION [J. Hodge] – Adopt the meeting’s agenda as presented.

This motion was seconded by R. Haverkorn. No opposition – Approved.

WELCOME

New board members – Rachel Haverkorn and Tommy McGlothlin introduced themselves.

President Christine Merna greeted the board and thanked the outgoing board members for their service.

LEGAL UPDATE – Attorney Jay Stucki

Association Attorney Jay Stucki provided an update on the pending lawsuit filed by STC. Excerpt summaries of Attorney Stucki’s remarks provided below:

- Why did the lawsuit come about in the first place?
 - There was a lot of back and forth by email with accusations.
 - Wanted to give all owners comfort level that what board is doing is true and correct, and put it in a public forum rather than the court of public opinion.
 - Want to avoid any nasty emails or any spreading of misinformation.
 - Would rather have everything in the open and before a judge.
- Other background and information on the pending lawsuit:
 - There have been several attempts to remove the current board, but the reasoning has not been based on wrongdoing by the current board, rather the basis was philosophical disagreements, or because bylaws are not being followed.
 - Certain portions of the bylaws have been suspended, openly before the judge, to permit this process to play out.
 - It appears that a small group of owners want to take control and prevent the current board from proceeding with the financial review.
 - The intent of the lawsuit is to allow the current leadership to continue to right the ship and move forward with better accountability.
 - Any opposition to the actions that have been taken by the board can be contested before the judge, and the judge can determine what is proper.

- The lawsuit is not an accusation that anyone named stole money, rather it is an attempt to restore accountability and ascertain where money that is unaccounted for went.
- The ongoing audits have confirmed that there is a lack of documentation and unanswered questions about where a significant amount of money went.
- Several attempts have been made to remove the board since they have begun uncovering what appear to be previous financial missteps.
- Three years of audits have been completed, and the auditor has also found that documentation is lacking.
- *Atty Stucki reviewed several of the emails between attorneys that have been circulated and noted that while representations have been made by the defendant's attorney, nothing to date has been filed in support of those statements.
- Moving forward:
 - Atty Stucki stated: If I was asked today - if the people who are circulating malicious emails would simply stop meddling and agree to participate via vote, and stop trying to solicit proxies to take control, then I would recommend dismissal of the lawsuit.
 - If people would allow the board to move forward, the lawsuit would go away.

Discussion excerpts:

- RH - Asked if mediation had been discussed.
- Atty Stucki – Mediation has not been suggested. It will be ordered by the court, but it may be an early way to figure out how to focus on what is ahead and not what is behind us.
- CM - Stated that the board discussed mediation, but things became toxic quickly, and putting out fires (figuring out financials, etc) was the priority, but if there is a way forward, would be open to mediation.
- JH – Stated no one has reached out asking for a way forward, only accusations. Would be open to listening, though.
- Atty Stucki – Litigation takes on a life of its own and it behooves the parties to avoid it. It puts a spotlight on the issues and makes things worse because they are under a magnifying glass.
- *[Brief discussion of the board's decisions regarding repairs and costs.]*
 - CM – Stated that StC has extremely low fees compared to some of the other associations and we would like to keep it that way, but when operating in the red by half a million dollars 18 months ago and you have concrete falling down, and a pool with a circumferential leak and trying to repair catwalks and staircases falling over; these are projects that should not have had to be redone. Currently looking at the roofing situation. What is the alternative if they do not want fees or an assessment? Board is reviewing strategies, renovating rentals to increase rental income; trying to make things better.
 - RP – Asked if there is there a way to publicize the invoices so that owners can see how much things actually cost? Increased costs due to additional damage uncovered, etc.

- Atty Stucki – Bring it back to mediation. It could be done a lot cheaper than full litigation. If the board would like, will discuss with Attorney Kye Walker to pursue the question of mediation with opposing counsel.

Committee Announcements (C. Merna)

Appointed Committee Chairs

- Jessica Hodge – Finance Committee Chair
- Brandie Kennedy - Buildings and Grounds Chair
- Tommy McGlothlin – Communications Chair
- Christine Merna – Legal Committee Chair (not open to owners)

Additional Comments:

- CM- Owners interested in joining committees can reach out to the chair or directly to CM.
- SJ – Inquired about Social Committee.
- CM – No Social Committee chair appointed yet. Will gauge interest.

ANNOUNCEMENTS

2023 Board of Directors Meeting Schedule

- Tentatively scheduling meetings the 3rd Wednesday of each month at 7:00 AST.
- Will notify if there is not a meeting that month.
- All meetings will be posted on website.

Generator Update

- The new generator is connected. Will be talking about phase two – getting units connected.
 - Phase two will be a process, not an immediate improvement.

Roof Update

- The roof situation is being evaluated. Operations Manager will be giving an update.

Other Comments?

- JH – Look out for emails seeking volunteers.

ADJOURNMENT

MOTION - There being no further business, on motion duly moved by J. Hodge

Seconded by T. McGlothlin – No opposition.

The meeting was unanimously adjourned 8:05 P.M.

Minutes submitted and approved by:



Rachel Haverkorn, Secretary



St. C Condominiums
St. Croix, U.S. Virgin Islands

AGENDA

Board of Directors Meeting

March 15, 2023

7:00 PM AST

Welcome & Call to Order

Roll Call

Approval of Agenda

President's update

- Welcome new Board members
- Legal update
- Call for Committee Members
 - Finance Committee
 - B&G Committee
 - Communications Committee
 - Legal Committee

Announcements

Adjourn



St. C Condominiums

St. Croix, U.S. Virgin Islands

Secretary's Report

Submitted by: Mark Pratt

Following is a summary of actions taken by the Board¹ since January 18, 2023 to be recorded with the Minutes for the Board Meeting to be held on March 15, 2023:

Regarding the Proposed Amended Bylaws

January 26, 2023

- **Issue:** Authorize the proposed "Amended By-Laws" to be sent to the Owners for approval at the 2023 Annual Meeting.
- Approved unanimously by the Board with eight (8) "Yes" votes, zero (0) "No" votes, zero (0) non-votes and zero (0) abstentions.

Regarding the filling of a Board Vacancy

January 26, 2023

- **Issue:** Consensus to fill one vacant position on the St. C Board of Directors with applicant/Owner Melinda Bokeno.
- Approved unanimously by the Board with eight (8) "Yes" votes, zero (0) "No" votes, zero (0) non-votes and zero (0) abstentions.

Regarding the Disposition of Unit 124

February 7, 2023

- **Issue:** Take Unit 124 off the market, remodel and rent; remodel budget is \$20K; scope of remodel to include (but not limited to) copper piping removal/replacement, new slider, and kitchen remodel.
- Approved by a majority of the Board with six (6) "Yes" votes, one (1) "No" vote, one (1) non-vote and one (1) abstention.

Regarding the Vote Allocated to Unit 124 in the 2023 Election

February 7, 2023

- **Issue:** Cast the St. C-owned Unit 124's vote in the upcoming election for three candidates [Note: Candidates' names not included due to confidentiality of vote].
- Approved by a majority of the Board with seven (7) "Yes" votes, zero (0) "No" votes, one (1) non-vote and one (1) abstention.

¹ The Secretary's Report does not include the actions taken by the Board of Directors during normal BoD meetings. These actions are documented in the BoD meeting minutes.



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Regarding Repair of Entry Gate Arm

February 7, 2023

- **Issue:** Authorize repair of electronic entry gate by ALARMCO at a cost of approximately \$5,000.
- Approved by a majority of the Board with eight (8) “Yes” votes, one (1) “No” vote, zero (0) non-votes and zero (0) abstentions.

Regarding Contract to Purchase Unit 124

February 8, 2023

- **Issue:** Reject the offer to purchase Unit 124 from the Association for \$130K.
- Approved unanimously by the Board with nine (9) “Yes” votes, zero (0) “No” votes, zero (0) non-votes and zero (0) abstentions.

Regarding Unit 115 (in Arrears)

February 9, 2023

- **Issue:** Agree to work through Atty. Stucki on terms of repayment of monies in arrears for Unit 115.
- Approved by a majority of the Board with five (5) “Yes” votes, four (4) “No” votes, zero (0) non-votes and zero (0) abstentions.

Regarding Plans for the 2023 Election and Annual Meeting in Consideration of Atty. D’Amour’s Letter

February 17, 2023

- **Motion:** [M. Pratt] Stay the course on current plans for the 2023 Annual Meeting and board elections per the board-approved procedures.
- The motion was seconded by B. Kennedy and carried by a majority of the Board with seven (7) “Yes” votes, one (1) “No” vote, one (1) non-vote and zero (0) abstentions.

Regarding Water Plant Improvements

February 23, 2023

- **Issue:** Authorize the modernization of the water plant which includes the installation of a float switch (in lieu of the current method of using a dip stick) and the replacement of pump suction and distribution piping.
- Approved by a majority of the Board with eight (8) “Yes” votes, zero (0) “No” votes, one (1) non-vote and zero (0) abstentions.

Regarding Filling of Third Director Vacancy

March 1, 2023

- **Issue:** Tie-breaking votes for Director to fill third vacancy. Candidates tied for third place: Todd Charles and Rachel Havercorn.
- Rachel Havercorn received five (5) votes and Todd Charles received three (3) votes. There were zero (0) non-votes and one (1) abstention.



St. C Condominiums

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Regarding Overhang Replacement/Repair

March 4, 2023

- **Issue:** Authorize change order amount (\$4,920) for overhang repairs that require work outside the original contract scope.
- Approved by a majority of the Board with seven (7) “Yes” votes, zero (0) “No” votes, two (2) non-votes and zero (0) abstentions.

Regarding Assignment of Bank Signers for St. C Accounts

March 15, 2023

- **Issue:** Authorize bank signers for BoSTX and First Bank:
 - Christine Merna
 - Jessica Hodge
 - Rachel Havercorn
 - Tommy McGlothlin
 - Mark Pratt
 - Jerraine Miller.
- Approved by a majority of the Board with six (6) “Yes” votes, zero (0) “No” votes, three (3) non-votes and zero (0) abstentions.

To the best of my knowledge, the above is a fair and accurate representation of the actions taken by the Board Members of the St. C Condominium Association.

Mark Pratt
Secretary