



Association of St. C Condominium Owners

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MINUTES

Board of Directors Organizational Meeting

March 2, 2024 – 3:45 P.M. AST

CALL TO ORDER

The Board of Directors' meeting was called to order at approximately 3:45 pm AST.

ROLL CALL

Directors Present:

Jim Bonacci (219), via Zoom
Sabrina Ferris (244), via Zoom
Anquanette Gaspard (234), via Zoom
Jessica Hodge (107), via Zoom
Rachel Haverkorn (332), via Zoom
Sibyll Jones (207), via Zoom
Tommy McGlothlin (309), via Zoom
Christine Merna (304), via Zoom
Ryan Pickard (118), via Zoom

St. C Staff:

Jason May, General Manager
Patrick Nugent, Operations Manager

Association Attorney:

Jay Stucki

Directors Absent:

None

Owners in Attendance:

*Refer to Owner's Annual Meeting Roster

CERTIFICATION OF THE NEW BOARD MEMBERS

- There were two eligible applicants and three vacancies; therefore, no vote was required. The three positions board members with expiring terms were Diane Petrushkevich, Jessica Hodge and Sibyll Jones. The two eligible candidates will be filling the two vacancies with a three-year term: Anquanette Gaspard and Jessica Hodge.
- **MOTION** [J. Hodge] – Motion to approve Sibyll Jones to fill the third vacancy.
 - This motion was seconded by JB.
 - No opposition – **Approved**.

RATIFICATION OF THE BY-LAWS REVISION VOTE

- Discussion regarding lack of quorum at the owners meeting two years in a row and consulting the litigating attorney.
- Announcement of the results from the by-laws revision vote: 80% of the votes received approved the revisions; however, the number of voters did not meet the required 3/5's of the ownership. Therefore, the by-laws revisions could not be adopted.

ELECTION OF THE BOARD OF DIRECTORS OFFICERS

- Nomination made by Jessica Hodge: Christine Merna to be president.
- Nomination made by Jessica Hodge: Rachel Haverkorn to be vice president.
- Nomination made by Jessica Hodge: Jessica Hodge to be secretary/treasurer.
- **MOTION** [J. Bonacci] – Motion to approve Christine Merna as President, Rachel Haverkorn as Vice President, and Jessica Hodge as Secretary/Treasurer.
 - This motion was seconded by TM.
 - No opposition – **Approved**.
 - The nominees accepted.

LEGAL UPDATE BY ASSOCIATION ATTORNEY JAY STUCKI

- Brief introduction of legal team and qualifications for litigating Attorney Kye Walker, Attorney Erika Scott, and Attorney Jay Stucki.
- Following are highlights from the discussion:
 - Insurance/mortgage challenges that the association/board of directors will need to address as a result from the condo collapse in Florida:
 - Funding of reserve funds
 - Structural repairs
 - Allowing short term rentals
 - ADA requirements for commercial properties in that Owners will need to:
 - carry insurance,
 - be aware of ESA requirements, and
 - ensure commercial standards are met in the unit.
 - Encouraged the Board not to entangle with the inflammatory emails being circulated.
 - Annual audits and forensic audits are not the same. For example: the 2015/2016 annual audits did not find an embezzlement, but the forensic audit did.
 - Associations are not required to be incorporated. The only purpose for being incorporated is for reporting income/dividends/etc.; however, the association is not for profit and does not have income to report. The association was previously incorporated but the board in 2015 did not file for 2014, putting the association not in good standing and thus losing the incorporation status. To become incorporated, the association would have to go back to file for 2014 and pay all fines, then 2015 and pay all fines, and so forth for all subsequent years. To get back to incorporation status, it would be a large expense that would serve no purpose.
 - Strongly encourage the association to:
 - Continue to fund reserves,
 - Perform all structural repairs, and
 - Make sure all line items have been repaired that were funded with the 2018 insurance monies.
 - Question: why are the pending lawsuits taking so long as the Board is eager to resolve the matter? Answer: the lawsuit is at the mercy of the court system, the courts are short-staffed, and criminal cases take precedence. An alternative

would be to work out an agreement and there was some discussion on what that could look like. At some point the case will go to mediation.

- Question: if one of the owners involved in the lawsuit wanted to join the board, could they serve? Answer: it would not only be a conflict of interest, but there would be no way to maintain confidentiality of the Board's position with a member from the opposition on the Board.
- The lawsuit was filed because some owners were trying to prevent the Board from investigating the \$1.4 million in hurricane funds that are unaccounted for. Question: if the Board had not filed the lawsuit to allow for an investigation, how would the Board have looked after knowing there were \$1.4 million in funds unaccounted for? Answer: if the current Board had not acted, then the current Board could have been held accountable also. The lawsuit against the Board does not allege that there has been any actual wrongdoing but that the Board has not followed the Bylaws to allow for these owners to prevent the investigation by removing the Board at a special meeting. In essence, the Bylaws are being weaponized to prevent the Board from performing their fiduciary duty to investigate the \$1.4 million.
- A point was made that there is a reason why the Board does not respond to the disparaging comments/emails that are being circulated. The Board, in the past, had tried to address misinformation but only to have the responses twisted.
- Question: owners have concerns about having the right to speak at Board of Directors meetings, is the Board supposed to provide owners an opportunity to speak at these Board of Directors meetings? Answer: no, it is a Board of Directors meeting. The Board of Directors can elect to do so, but, from past experience at St C meetings, allowing owners to speak turned it into a caustic and unproductive meeting.
- Question: we have a group of owners who periodically email the Board of Directors, what is your recommendation on how to respond? Answer: it depends upon the email. If it relates to litigation, it should go through legal counsel. In regard to requests for financial information, the condominium act does not entitle owners to have unlimited access to the Association's records. The Association is run by the Board of Directors, and the owners elect the Board of Directors. The Bylaws say "book of accounts" which are owner accounts and which is more limiting than what the condominium act allows. The Bylaws revisions that were presented and did not pass included additional language in line with the condominium act and would have benefited the owners. This is one of the issues that is before the judge.
- Question: is there anything we can do proactively to move this along in a positive way? Answer: this is something that needs to be asked of Kye if there is any way to move this along to mediation.

ANNOUNCEMENTS

- General Manager Jerraine Miller has submitted her resignation and will be retiring full time. We appreciate her dedication to St C and value all the work that she did. We wish her the best in retirement.

- Farewell to Diane Petrushkevich. Her term was up, and she rolled off. She was a valuable contributor as a Board member and will be missed.
- Welcome to our new General Manager Jason May. He is the former General Manager for The Reef. Official start date is the 11th.

ADJOURNMENT

- **MOTION** - There being no further business, on motion duly moved by J. Hodge.
 - Seconded by R. Haverkorn – No opposition.

The meeting was adjourned approximately 5:19 P.M. AST.

Minutes submitted and approved by:



Jessica Hodge, Secretary

Addendum: See Secretary's Report dated March 11, 2024 for vote on change in signers due to change in management.