**MINUTES**

**Old Mill Community Council**

**Board Meeting**

**August 6, 2015**

A Meeting of the Board of Directors of Old Mill Community Council (OMCC) was called to order on Thursday, August 6, 2015 at 7:34 PM by President Mary Parker. The meeting was held in the Community Room of the West Springfield Government Office, 6140 Rolling Rd, Springfield, VA. Board members present were Sajid Farooqi, Eileen Longstreet, Shelly Neely, Mary Parker, Mike Roche, Heather Ruffner and Maureen Thompson.

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| **Motions** | | | **Made By:** | **Second By:** | **Approved** | **Rejected/**  **Table** |
| 1. To allow vendor to present to the Board and hear resident concerns before moving forward with standard agenda schedule. | | | Ms. Parker | Ms. Longstreet | Unanimous |  |
| 2. To patch the sagging asphalt on the pathway to the school as a temporary fix until analysis of timing of repair is determined and comparison of all bids for the work were obtained and voted on. | | | Mr. Farooqi | Ms. Parker | Unanimous |  |
| 3. To approve the July 2, 2015 meeting minutes as presented. | | | Ms. Ruffner | Mr. Farooqi | Passed 4 to 1 |  |
| 4. That the Board, or an individual on the Board, volunteer to ask the offending board member to resign, pending the approval of the officer, noting that it would not impede the investigation. | | | Ms. Longstreet | Mr. Farooqi |  | Rejected 3 to 3 – Motion Fails |
| 5. That the Board, or an individual on the Board, volunteer to ask the offending board member to resign. | | | Ms. Longstreet | Mr. Farooqi |  | Rejected 2 to 4 – Motion Fails |
| 6. To hold a special meeting for the special election at the time of the annual meeting. | | | Mr. Farooqi | Ms. Parker | Passed 5 to 1 |  |
| 7. To adjourn at 10:45PM. | | | Ms. Parker | Ms. Ruffner | Unanimous |  |
|  | | |  |  |  |  |
| **Subject** | **Description** | **Responsible Party** | **Action/Remarks** | | | **Status** |
| President’s Report |  | Mary Parker | All items under this section were addressed at other points in the meeting. | | | No action |
| Secretary’s Report | Review of Minutes | Heather Ruffner | Ms. Ruffner moved to approve the July minutes as presented. Ms. Neely stated that the minutes inaccurately reflected a conversation she had with Ms. Parker. She noted that Ms. Parker advised her to move forward with vetting companies for the pathway/bridge project. The remaining Board members all agreed that said conversation may have happened, but it was not stated during the meeting. As such, the minutes would not be changed, but the conversation would be noted in the current meeting minutes. The July 2015 minutes were approved. | | | Approved |
| Treasurer’s Report | Conflict of Interest Statement | Eileen Longstreet | Ms. Longstreet noted that she, Mr. Farooqi, Ms. Parker, and Ms. Ruffner returned the signed Conflict of Interest Statement. Ms. Longstreet requested that each board member sign the standard document. Ms. Neely and Mr. Roche refused. Ms. Neely stated she did not sign it because the Board did not vote on using the document. | | | No action |
| Committee Reports  Committee Reports | Architecture Committee  Landscaping Committee  Parking Committee  Social Committee  Streets & Sidewalks Committee  Trash Committee  Website Committee | Maureen Thompson  Eileen Longstreet  Shelly Neely  Mary Parker  Unchaired Committee  Eileen Longstreet  Mary Parker | Ms. Thompson advised that all re-inspections were done, and the second round of letters were set to go out. There was one vote that needed to be taken during closed session to complete the process. Ms. Thompson was reminded of the decision made at a previous meeting, in which the Architecture Committee Chair had discretion to make decisions of simple matters.  Regarding the moisture and erosion problem behind the row of houses on Buffie Court, the committee would move forward with cutting the tree canopy and laying the webbing on the ground.  It was noted that several trees needed to be trimmed because of dead branches, and would be submitted for approval.  Ms. Neely reported that three cars were towed last month. She reminded the group that any board member can have a car towed from a visitor spot, fire lane, or if double parked. A member could not call for a car parked in a reserved spot. The homeowner must make that call. A resident requested the telephone number for the towing company. She said someone had been parking in their second spot. She also said that she received a notice about trash, but it wasn’t their household putting it out. Someone else was putting their trash in front of their house.  The committee had nothing to report.  Nothing to report. The pathway to the school was addressed at another point during the meeting.  Notices would be posted on the doors of those who placed trash out early. Since the 8pm notice had gone out, most residents had been compliant. Ms. Longstreet explained that the notice was posted because trash was not typically picked up before 8am, and the county regulations are that trash, not in bins, cannot be placed out more than 12 hours before pick up. A resident noted that a neighbor sets their trash out a full day before pick up, and someone may need to go through it to see who it belonged to. Ms. Longstreet noted that no one wanted to turn in their neighbor, even though the trash was a problem. A resident asked why there was an extra pick up on Wednesday. The board explained that the extra pickup was for lawn debris from March 1 through December 31 each year.  Ms. Parker stated that the minutes would be posted as soon as they were available. | | | Pending completion  No action  No action  No action  No action  No action  No action |
| Old Business  Old Business  Old Business | Legum & Norman Contract  Corner Beautification  Pathway to School Repair – Vendor Presentation  Pathway to School Repair – Discussion  Pathway to School Repair - Discussion | OMCC Board  OMCC Board  OMCC Board | A committee meeting was held the previous day to vet management companies. A presentation will be given on the potential vendors. It was recommended that OMCC partner with another smaller HOA to minimize the costs. A preliminary analysis showed that it would cost approximately $1600 to $2000 per month for a full service management company. Another option discussed was using a CPA firm to do the OMCC financial work. The plan was to obtain business references from the five vendors bidding on the work. A spreadsheet would be created to compare the findings. A notice for the next committee meeting would be posted on the website. The committee should be able to present the results at the next meeting. Mr. Roche expressed his opinion that OMCC needed a full service management company. He stated there was not enough owner participation to run the board effectively.  Ms. Ruffner stated that this topic could be tabled indefinitely and removed from the agenda. There is no work to be done.  After vetting multiple companies, Ms. Neely suggested that the Board move forward with Bright Construction Group (BCG) for repairing the pathway/bridge from Buffie Court to White Oaks Elementary. She invited Stephen Szalach from Bright Construction Group to present their proposal. BCG met with an engineer, and confirmed that multiple county authorities must be consulted before any work could take place. Their proposal included a new concrete bridge and culverts, repair to the asphalt where needed, and replacement of the bridge railing; all per county specs. He estimated that it would take one week from the time the project was approved to obtain permits, and approximately seven days to complete the work once permits were obtained. It was noted that the new concrete culverts would provide better drainage, and the company would also re-arrange the current rip rap and provide more as necessary, in order to better guide the water. Mr. Szalach said that he had a preliminary rendering of the completed project, but it was subject to changed based on inspection and county requirements. With there being no addition questions, BCG concluded their presentation.  To date several bids were obtained for the work to be done. The lowest being $10,050 for paving and high density plastic culverts, and the highest being $45,000 for asphalt repair and concrete culverts. There was considerable discussion about the difference in the bids. It was noted by a resident that all the bids should be for the same kind of work (i.e. concrete to concrete). It was strongly felt that one could not compare a $15k bid to a $45K if it was not for the exact same work/material. The Board stated that they were still awaiting another bid, and would make decisions after all bids were collected. Resident Celia Farver, who is experienced in the construction field, agreed to assist in collecting pricing information for the project.  Later in the meeting, the topic of the path came up again. It was further discussed that all bids should be “apples to apples.” It was again noted that bids cannot be compared if one is for concrete and one is for galvanized pipe and one is for high density plastic. Ms. Longstreet explained how the reserve funds worked and what it could be used for. OMCC had enough reserve money to do the work, regardless of which option was ultimately chosen. The Reserve Study, which will be underway soon, will confirm whether OMCC is adequately funded, based on what large needs may be on the horizon.  A resident requested that some of the money be allocated to fixing the lights near the playground on Buffie Court. She stated that inappropriate activity regularly took place in the dark. Ms. Longstreet will discuss this with the resident outside of the meeting.  At another point in the meeting, the bridge/pathway project was discussed again. Ms. Neely said that the Soil & Water Board had been contacted and couldn’t/wouldn’t help. She tried to find out if a permit was needed. She asked the Soil & Water Board who owned the stream, because it would help with the direction for permitting. She was then told that Fairfax owned the stream, and it was a Chesapeake Bay protected area. The ground could not be disturbed within a certain area of the waterway. Ms. Neely was then contacted by a Streams & River Specialist who confirmed it’s a protected area. Permits would be needed, as well as a water quality test. Fairfax County would not send an engineer because the stream was on private property. The county was reluctant to provide names of companies to do the service. Ms. Neely contacted engineering firms; they would charge to come out and inspect. A resident experienced in this type of work suggested that Ms. Neely work with a company who had an engineer on staff. Ms. Neely expressed her concern about the path and bridge being a liability for OMCC. She wanted to be sure the work was done correctly. Bright Construction, who presented earlier, said they reached out to Fairfax County and received the same information she had received. Ms. Neely diligently checked Bright’s references and saw work they had completed. She said they had stellar references and visually did good work. It was her recommendation to move forward with Bright Construction to complete this project. She noted that she may have one additional bid that may come in the following week, but if the goal was to have the project done before school started, she didn’t think OMCC should wait.  A resident pointed out that the Board needed additional bids on the same type of work before committing to a vendor. Resident Celia Farver again agreed to provide Ms. Neely with additional companies who do the same work. Mr. Farooqi also recommended that two additional bids, for the same exact work- with full permits, be obtained. As a possible solution in the meantime, he suggested repairing the asphalt with the same material used to fill the potholes. A vote was held and approved to move forward with repairing asphalt and sinking areas on the bridge. Ms. Longstreet wanted the minutes to reflect that Ms. Neely did an excellent job researching and obtaining information on the project. | | | Review references, compare results, present findings at next meeting  Remove from future agendas  Additional cost analysis to be completed before decision made |
| New Business  New Business  New Business  New Business | Resident Discussions  Resident Discussion  Resident Discussion  Website Committee  Letter to Residents |  | Many residents attended the meeting to find out more information about the flyer left on their door regarding removal of OMCC funds from the bank. Treasurer Eileen Longstreet provided a background on the situation: Ms. Neely discovered emails between other OMCC officers and L&N about the money and advised Ms. Longstreet on January 20, 2015. The Treasurer had not been included on the emails. On January 20, 2015, Ms. Longstreet confirmed that $10,500+ had been removed from one of OMCC’s bank accounts on October 10, 2014. Ms. Longstreet confirmed with Wells Fargo that a cashier’s check had been issued to the OMCC President, payable to another financial institution. Ms. Longstreet and Ms. Neely called for a special meeting to demand that the monies be returned within 48 business hours. The President was removed from the position by a Board vote. The bylaws are written in a manner that does not allow the removal of a board member without the majority vote of all homeowners – approximately 102 in OMCC. The FBI contacted Ms. Longstreet because the removal of the money, and subsequent deposit into a personal account, triggers an investigation. The FBI handed the information over to the local authorities to complete the “legwork.” It was noted that all monies were returned within the given timeline.  Residents asked about why it took so long for notification to be sent out to the homeowners. The Board explained that the police initially requested the delay in order to protect evidence that might be available. After that, the attorneys advised that it notification to the homeowners was not required because all of the funds were returned.  It was noted that the management company advised OMCC to move money from a dormant checking account to a reserve account. The President withdrew money in the form of a cashier’s check made payable to another financial institution. It is the Board’s policy to have two members present for all financial transactions. The person accompanying the board member for the transaction showed up late, had already resigned from the board, but his name was still on the account. Ms. Parker pointed out that there was no reason for a cashier’s check to be issued to the board member’s bank. The monies were approved only to be moved from one Wells Fargo account to another.  Residents asked, again, why notification wasn’t provided earlier. Mr. Roche noted that a statement was developed in March, but it was never pursued. Ms. Longstreet countered, stating that no agreement had been reached on how to move forward. Residents also asked why the board member was not asked to resign. Ms. Longstreet said that there was considerable back and forth among the board members about asking the offending member to resign. Some felt she should not be asked to resign until the findings of the investigation were presented. Residents were angry, and suggested that the bylaws be changed to NOT require a majority homeowner vote to remove a board member. Residents all agreed that they wanted to know, from this point forward, what was going on with the situation/investigation. It was noted that the previous Vice President and Secretary resigned from the Board, but not necessarily because of this situation. Both positions had since been filled. Ms. Neely stated that as soon as she knew, she went to the Treasurer with the information. Residents asked about future internal controls that could be implemented to prevent this from happening again. Ms. Longstreet told them that she tried finding a bank that required two people to be present, and no bank would do it. At this time, Ms. Longstreet (Treasurer) and Mr. Farooqi (Vice President) are the only two names on the bank accounts. Additionally, Mr. Farooqi holds the debit card, and Ms. Longstreet holds the password – requiring both to be present for a transaction. OMCC no longer writes checks, all bills are processed and paid by the management company. Ms. Parker advised the group that she inquired about the cost for a forensic accountant. The cost would be approximately $20K – which was not a good use of the HOA funds.  Resident Lucille Lamb explained that she sent an email into the OMCC email account and received a response from a board member’s person email. She believed that she should receive a response from the entire Board if correspondence was sent to the entire Board. Mr. Roche stated that he had a similar experience. Ms. Parker said that Ms. Neely maintains the OMCC email account and forwards the emails/concerns to the appropriate board member for response.  The discussion returned back to the notice the residents received about the financial discrepancies. Residents wanted to be updated monthly. Ms. Parker agreed to add it to the monthly agenda. Updates would be made as received and documented in the minutes.  Residents wanted to know what the next step would be. The investigation would continue, and a special meeting could be planned asking the residents to approve the removal of the member. The removal would require a majority of the homeowners to approve. It was suggested that the topic be added to the agenda for the October Annual Meeting. If a timeline of events were published, it may garner interest and homeowner participation. It was also suggested, again, that the bylaws be changed. The Board explained that it is a very difficult process, was very costly due to attorney fees, and required homeowner’s approval. The Board could start compiling a list in order to do a mass change in the future.  A resident voiced concern about a light that was out between Teakwood and Buffie. The light had been out for seven years, and it posed a hazard because it lit up the steps between the two courts. The complaint had been raised before, but no response ever provided. It was also suggested that a permanent trashcan be installed at the playground.  Mr. Roche received a notice about putting his trash out early. He stated that not only did he not put his trash out early, but the notice was dated four months after the date of the “offense.” Ms. Longstreet responded by saying that she sends out notices as she has the opportunity. How long after it occurred does not change the fact that it happened. It was decided that the notifications will be posted in a timelier manner.  Ms. Ruffner will take over the website committee.  Ms. Neely expressed concern about the letter sent to residents regarding the financial matters. The letter was signed “From the OMCC Board,” but the board did not vote on the final letter. Additionally, it was never decided upon when said letter would be distributed. Ms. Longstreet defended the letter and distribution, stating she proceeded as directed per the last meeting. Ms. Neely wanted the minutes to reflect that she did not approve the letter, and not all residents received one. Ms. Thompson added that leaving a notice taped to the door was not the best manner for distribution at this time of year. She was concerned that homeowners may have been out of town, and a notice left on a door for several days may make that more obvious. For the record, Mr. Farooqi was glad the notice went out to homeowners, and believed Ms. Longstreet did a great job writing and distributing it. | | | Topic added to agenda in order to provide monthly updates |
| Executive Session |  | OMCC Board | An extension was granted to a home on Cherry Oak for an architectural violation.  The Board discussed holding a special meeting vs. asking the board member to resign.  Mr. Farooqi agreed to Chair the Streets & Sidewalk Committee until October. | | |  |

Respectfully Submitted,

Heather Ruffner

Secretary