

**MINUTES OF THE MEETING
OF THE GAINEY RANCH COMMUNITY ASSOCIATION
BOARD OF DIRECTORS
March 17, 2009**

A Board of Directors meeting of the Gainey Ranch Community Association was held Tuesday, March 17, 2009, at 10:00 a.m. at the Daniel C. Gainey Estate Club, Scottsdale, Arizona.

Members Present

Preston Miller
Eugene Kaulius
Shannon Vaughan
Patrick Collins
Dick Lockwood

Jim Funk, Donna Corcoran and Monika Goodwin were present by invitation.

Doug Dewar, homeowner, was present for all but the closed portion of the meeting. Barry Talley, homeowner, was present to speak to the Estate Club Planning.

Chairman Preston Miller called the meeting to order at 10:02 a.m.

Monika Goodwin was asked for the Affidavit to verify that proper notice of the meeting had been duly given to all association members. Chairman Miller directed that it be attached to and made part of the minutes.

Chairman Miller asked for any changes or corrections to the minutes of the January 28, February 18 and February 25, 2009, meetings. Collins noted that the voting, rather than the presentation, of the proposed amended governing documents was postponed (minutes of January 28). No other changes or corrections were required and the minutes were approved and accepted unanimously as corrected.

Chairman Miller explained that, since Barry Talley was present, his report (Estate Club Planning) would be first. Talley noted that the committee's plan is to serve all homeowners rather than a few groups. In order to estimate the costs, it is necessary to get prices from contractors. The opinion of the Board is that now is a good time to get quotes since many builders and contractors are looking for work. After some discussion, the Board noted that there is a moratorium on spending and that its first order of business is the amendment of the governing documents. In the fall, the Board will speak with small groups about the future of the Estate Club and those small groups will be able to furnish information and receive input from the members.

The Board directed Funk to study transfer fees based on percentages of the sales prices of homes rather than a flat fee as well as other financing options.

The Board next reviewed GRCA Receivables with Donna Corcoran, CPA. Corcoran answered questions and stated that the possible write-offs already equal the amount for write-offs budgeted for the entire year.

The Board reviewed the standing committees and their members. The Board appointed Dick Lockwood as chair of an ad hoc committee to study fees in comparable associations. The study

will include hoa assessments, activity fees and related charges. Frank Ellis was suggested as a member since he is a real estate agent.

Collins, chair of the Communications Committee, volunteered to paraphrase Mr. Dewar's letter to the editor critiquing the proposed amendments to the governing documents. The letter is quite long and Collins will contact Dewar about paraphrasing.

The Security Committee will invite the security services vendor to committee meetings if the topic requires information from the vendor, rather than have the vendor attend all meetings.

The ad hoc Governance Committee's mission will be fulfilled once the community votes on the proposed amendments to the governing documents.

Alan Lezak will continue as the one-man Government Affairs Committee. Lezak monitors the Arizona legislature and keeps Boards and management updated about bills and proposed changes affecting associations.

Regarding the Architectural Committee, the current structure of three homeowners, the Executive Director and an architect (all voting members) was discussed. A fourth homeowner, Karen Epstein, was added. Collins recommended five voting homeowners and Kaulius urged leaving the voting power of the committee as it is since it seems to function well. If needed, changes can be made at a later time.

Dick Lockwood was appointed chair of the Maintenance Committee, the position vacated when Fran Goldberg retired. The new chair will recommend the make-up of the committee.

Preston Miller reviewed the 2009 GRCA annual meeting with the Board. Miller remarked that annual meetings are perfunctory in nature and should be kept as short as possible, addressing only the mandatory items.

Miller asked Funk to report on the RFP results for alarm system monitoring and maintenance. Funk stated that the final two companies are Amer-X Security and a.p.i. The Security Committee will meet on March 19 to discuss Funk's report on the references and physical inspections of the facilities. The committee will make a recommendation to the Board.

The Board next considered several attorneys to serve as general counsel. Funk reviewed the qualifications and biographies of Burt Cohen, Don Dyekman and Beth Mulcahy. The Board unanimously appointed Beth Mulcahy as the GRCA's general counsel.

Chairman Miller invited Doug Dewar, homeowner, to address the Board. Mr. Dewar spoke about the proposed changes to the governing documents.

Chairman Miller called for an Executive Session and excused Monika Goodwin and Mr. Dewar. The session was called to discuss a litigation and to review Estate Club staffing.

The meeting was adjourned at 11:35 a.m.

Submitted,

Monika S. Goodwin
Administrator