

**Board of Governors Meeting
Minutes
February 3, 2004**

The Board of Governors met at the home of the President, Jose Ortega, 300 Arvida Parkway , on Tuesday, February 3, 2004 at 7:30 p.m. Present were: President; Jose Ortega, Vice President; Jack Ross, Treasurer; George Jarp, Rene Guerra, Secretary; Directors: Arthur Finkle, Sissy Ruffe, Bill Miranda, Leana Marks and Trish Bell. Guests were: Miss Lamar Louise Curry, Mr. Anthony Morgenthau, Mrs. Audrey Ross, Mr. and Mrs. Andres Altaba, Dr. Steven Poliakoff and Mr. and Mrs. Eugene Conese, Sr.

The Club's attorney, Perry Adair from Becker and Poliakoff, discussed the current status of the Blevins' Lawsuit against Gables Estates and the Officers and Directors. This portion of the meeting was attorney/client privileged.

Mr. Finkle questioned Mr. Adair regarding the process to change the Club's policy of requiring all applicants be interviewed by the Admission Committee or Board. Mr. Adair stated that since this is a policy and not a By Law, the Board could change the policy with a Board vote.

EMERGENCY MEETING HELD DECEMBER 16, 2003:

Miss Lamar Louise Curry of 8815 Arvida Drive addressed the Board regarding her dismay of not having received notice of the emergency meeting held on December 16th since she was noted as an objector. Miss Curry stated she should have been given the opportunity to be present at this meeting and make her objections known to the Executive Committee. Mr. Ortega stated that the Club's attorney said Florida Statue requires Board members vote in person. This was his concern regarding the previous Board's decision to allow voting by telephone. He stated Board members must be present to vote, thus creating the need for the emergency meeting. Discussion took place. Miss Curry requested that the Board notify her of any and all meetings taking place which effect her directly or indirectly. The Board unanimously agreed to do so.

Vizcayans' Designer Show House @ 33 Arvida Parkway:

Dr. Steven Poliakoff, Miss Lamar Louise Curry, Mr. Anthony Morgenthau, and Mr. and Mrs. Eugene Conese, Sr. appeared before the Board. Dr. Poliakoff aggressively addressed the Board stating his first knowledge of the Vizcayans' Designer Show House at 33 Arvida Parkway was through a solicitation from the Vizcayans announcing this event. Dr. Poliakoff insisted that the Board notify the full membership regarding major events such as this designer show house and allow the membership to participate in the decision to permit or not permit such an activity. Mr. Jarp stated the Board would determine what was a "major event" and take this into advisement in the future. Mr. Conese abusively yelled and tried to provoke the Board. He stated the membership would soon be receiving letters from him expressing complaints regarding the Show House as well as his dissatisfaction with the Board members.

Dr. Poliakoff expressed his disbelief that the Board would approve the Vizcayan Event while

refusing to accept the application for membership from Mr. Blevins. The President questioned Dr. Poliakoff would he prefer to have a convicted felon currently indicted for processions of firearms as a neighbor versus allowing the Vizcayan Event to take place. Dr. Poliakoff responded affirmative. The Board was stunned. No comment was made.

Mr. Finkle responded to Dr. Poliakoff's statement that no notice was given to the membership regarding the Vizcayan Event by saying the membership did receive notice of this request and submitted the following Agenda which was mailed to the membership:

A G E N D A

Board of Governors Meeting & Election Results

December 11, 2003

7:30 p.m.

1) WELCOME AND INTRODUCTION: - ARTHUR FINKLE, PRESIDENT

2) MINUTES: ANNUAL MEETING, OCTOBER 23, 2003 (as circulated to the membership & posted on the web) - ARTHUR FINKLE, PRESIDENT

3) FINANCIAL REPORT: - RICHARD GARRETT, TREASURER

- a) holiday bonus for employees
- b) cost of living increase (4%) per year for secretary
- c) pension contribution (10%) per year for secretary

4) BEAUTIFICATION COMMITTEE REPORT: - SISSY RUFFE, CHAIR

- a) Update - entrance features status and cost
- b) right of way hedge with concrete slabs
- c) Vizcayan's Designer Show House 2004 request

5) BY-LAW CHANGE, ARTICLE 1, Section 4. The Secretary: - ARTHUR FINKLE, PRESIDENT

6) APPLICATION INSTRUCTIONS, INTERVIEW REQUIREMENTS: - ARTHUR FINKLE, PRESIDENT

7) SECURITY REPORT: - RENE GUERRA & BILL MIRANDA, CO CHAIRS

8) APPLICANT MICHAEL BLEVINS - POSSIBLE PENDING LAWSUIT: - ARTHUR FINKLE, PRESIDENT

9) RESULTS OF BALLOTS FOR NEWLY ELECTED BOARD MEMBERS - KATHLEEN RICHARDSON, SECRETARY TO THE BOARD

ELECTION OF OFFICERS:

- a) PRESIDENT
- b) VICE PRESIDENT
- c) TREASURER
- d) SECRETARY
- e) EXECUTIVE COMMITTEE (3)

COMMITTEES:

- a) SECURITY
- b) ARCHITECTURAL
- c) BEAUTIFICATION
- d) FACILITIES
- e) ADMISSION COMMITTEE
- f) NEWSLETTER/WEBSITE

10) OLD BUSINESS / NEW BUSINESS:

11) ANNOUNCEMENTS:

BLOCK PARTY - AUDREY ROSS

12) CLOSING:

Mr. Finkle added that notices of this meeting were posted for two weeks at both gatehouses.

Mr. Miranda announced as Co Chair of the security committee, no additional costs will be incurred by the Club due to this event. He clarified that one of the Board's conditions in not opposing this activity was the Vizcayans hire a City of Coral Gables Police Officer to be present on the property for 24 hours a day for the entire event.

Kathleen read for the record the list of conditions, sent to the City Manager, that the Board required to be adhered to by the Vizcayans and Mrs. Dimond, which were accepted and agreed to :

- 1) Final Completion of the house on 33 Arvida Parkway with Certificate of Occupancy
- 2) Reduction of time and hours
- 3) Written permission from the owners of 41 Arvida Parkway to park all event vehicles on that property
- 4) Hire a City of Coral Gables Police Officer to be present for 24 hours a day for the entire event
- 5) Rent a Portable Toilet so that the Police Officer will not have to depart the premises of 41 Arvida Parkway
- 6) No parking shall be permitted on the right of ways.

The President stated that he met with the City Manager, David Brown and his assistant, Zack Williams and was guaranteed that these conditions would be strictly enforced.

The Board agreed to post all Board agendas and minutes on the Club's WEBSITE. Mrs. Marks stated her newsletter committee would write and circulate to the membership a monthly newsletter detailing Board activities.

Mr. Conese aired his objection to the Board using capital improvements to build new gatehouses. He explained that he was happy with the existing gatehouses and felt the matter should be brought before the full membership for a vote.

Mr. Ortega guaranteed that as long as he was on the Board the full membership would be afforded the opportunity to vote their position on new gatehouses.

BEAUTIFICATION: Architect Dick Schuster presented additions to the original gatehouses. The President welcomed and introduced the Club's Chairman of the Architectural Review Board, Mr. Dick Schuster. Mr. Ortega explained he wanted to give the Board an opportunity to consider an alternative to tearing down the gatehouses.

Mr. Schuster shared with the Board his drawings showing the original gatehouses with additions addressing the need for a dry and dust free space for the new sophisticated security equipment, new conditioning and storage. Lengthy discussion took place.

Mr. Guerra stated he objected to John Weller's contract and stated it was not in the best interest of Gables Estates. Mr. Finkle stated the Club's attorney, Laura Russo, reviewed the contract. Mr. Finkle moved the Board stay on its present course and continue to work with John Weller; have Mr. Weller submit working drawings to the Board with a cap (all inclusive) of \$600,000. for the gatehouse capital improvements and landscaping. Once the working drawings are approved, Mr. Weller will go out and get bids for the Board to review. Mrs. Bell seconded the motion. Mr. Jarp amended the motion to modify the existing contract to include all architectural fees, construction supervisor costs, cost of the temporary trailer to be used by security personnel during construction and other additional services and fees. Mr. Jarp agreed to negotiate a flat fee with Mr. Weller vs the 15% and 8% as stated in the proposed contract and report back to the Board. The motion with Mr. Jarp's amendment was called. All were in favor, none opposed. Mr. Ortega stated that if Mr. Weller agrees to the changes and signs the contract and submits working drawings that the Board approves, the capital improvement must be voted on by the membership. Mr. Miranda stated once the Board is in full support of the design, the Board will have to campaign for the membership's support just as his wife's beautification committee did in the past for the street lights.

MINUTES: Election Results December 11, 2003 & Emergency Meeting December 16, 2003
Mr. Ross moved to approve the minutes of December 11, 2003 and December 16, 2003 meetings as circulated to the Board. Mr. Miranda seconded the motion. The motion was called: All were in favor.

BY LAW CHANGE, ARTICLE 1, SECTION 4, THE SECRETARY:

Mr. Finkle explained the Club's By Laws required the secretary to attend all committee meetings: Section 4. The Secretary: The Secretary shall keep the minutes of all proceedings of Board of Governors and of all committees, and the minutes of the members' meetings **in written form or in another form that can be converted to written form within a reasonable time.** The Secretary shall have custody of the corporate seal and such books and papers as the Board may direct, and shall, in general, perform all the duties incident to the office of Secretary, subject to the control of the Board of Governors and the President. **The Secretary** shall also perform such other duties as may be assigned by the President or by the Board. Mr. Finkle moved to amend the By law language with the underlined portion of: Section 4. The Secretary: The Secretary **or an Officer or Director appointed by the President or an appointed Committee Chair shall keep the minutes of all proceedings** of Board of Governors and of all committees, and the minutes of the members' meetings **in written form or in**

another form that can be converted to written form within a reasonable time.

The Secretary shall have custody of the corporate seal and such books and papers as the Board may direct, and shall, in general, perform all the duties incident to the office of Secretary, subject to the control of the Board of Governors and the President. **The Secretary** shall also perform such other duties as may be assigned by the President or by the Board. Mrs. Ruffe seconded the motion and all were in favor. The amendment will take place as per Section 3. The Board of Governors, by a majority vote, may amend or repeal these by-laws, or any part thereof, at any regular or special meeting of the Board.

Within ten (10) days of any such action having been taken, a notice of any amendment or repeal of these by-laws by the Board of Governors shall be sent to the general membership. The voting members may veto any amendments or repeal at a special meeting called in accordance with ARTICLE III, Section 2, of these by-laws, within 60 days of the action taken by the Board of Governors.

OLD BUSINESS / NEW BUSINESS:

The President stated he met with the City Manager and was informed the \$500,000. grant received by the City of Coral Gables to test the possible contamination of the waterways will not be used to test samples of silt within Gables Estates. Discussion took place. Mr. Ortega invited the Board to read the proposal submitted by TEW-Cardenas, dated February 3, 2004. He requested the Board to be prepared to vote on this proposition at the next regular Board of Governors meeting.

Mrs. Ruffe request a vote from the Board to allow a commercial shoot at her home and the use of the vacant lot next door for equipment on February 10th and 11th. She told the Board she had nine letters of support from her immediate neighbors including Dr. and Mrs. George at 120 Arvida Parkway and two letters objecting, one from Mr. and Mrs. Janis at 115 Arvida Parkway and one from Mrs. Bastian of 140 Arvida Parkway. Mr. Guerra moved to not oppose this request provided the conditions of the Coral Gables City Filming Ordinance is adhered to, all related vehicles are contained within the properties of lot 9-E and 110 Arvida Parkway and that all filming is on private property (110 Arvida Parkway) only. Mr. Miranda second the motion. All were in favor.

Announcement:

The Board was reminded that the Annual Block Party will take place on Sunday, February 8th, from 2 p.m. to 5 p.m. with a new band and new caterer.

Adjournment:

There being no further business a motion was made and seconded that the meeting be adjourned. The meeting was adjourned at 11:55 p.m.

Mr. Jose Ortega,
President

Mr. Rene Guerra,
Secretary