

**Highlands at Ocean Point Condominium Association
Board of Trustees Meeting
January 25, 2016
Unit 414**

Attendance: Lesley Pitts (Chair), Helen Jones (Secretary), Gary Gersten (Treasurer), Pam Claughton; Maintenance Coordinator Donna Crone. Absent: Tony Baldwin.

Observers: Mark Wells, Ginny Sands, Rita Potocsky, Carol Gregorio, Nancy Carini, Mal Marvill, Carrie Huber, Kristin Funsch, Dan Lane and Latoya Johnson.

At a regular meeting of the Highlands at Ocean Point Board of Trustees, held in Unit 414, on Monday evening, January 25, 2016, the Chair called the meeting to order at 6:06 p.m.

Summary of Board Actions Taken in the Meeting:

- Endorsed new protocols for invoice approval and payment, requiring two signers on all accounts, invoices coded to ensure they will be charged to the proper budget line, and Treasurer copied on all approved invoices so he can monitor spending on each budget line.
- Prioritized 2 of 4 items we have been waiting for from a contractor: the first priority is a quote to repair water infiltration above repaired Units 401 and 404, and the second priority is to get the contractor's recommended specifications for underdecking.
- Confirmed the intent to pursue bids on an assessment of possible water infiltration on all buildings and gutters on Building 4 to inform the Board's long-range maintenance planning and budgeting.
- Decided to follow-up on the fireplace survey to collect the rest of the data.
- Confirmed the intent to get professional advice on all soffits before taking further action on individual units.
- Committed to send an update to owners on the FHA application as soon as we get any information.
- Decided to advise residents to bring trash out Monday through Friday, mid-day, at the warmest part of the day, after any standing overnight ice has been treated, and before any snowmelt has had a chance to re-freeze (no affordable solution to the persistent problem of snowmelt re-icing in front of the dumpsters having been found). The Board is will also look into the feasibility of moving the dumpsters forward a few feet to reduce the amount of space to get to the dumpster.
- Decided to invite the Dunes Board of Trustees and Kingston Propane to a joint, closed meeting, to give Kingston Propane an opportunity to explain the meter service fee and answer any other questions the two Boards may have about our terms of service.
- Approved (by email, between the December and January meetings), a joint Alternative Energy Plan to be undertaken in partnership with the Dunes and OPMT.
- Accepted a revised 2016 contract for onsite management/maintenance coordination.
- Decided to seek legal counsel before finalizing the new, revised 2016 contract with Lorell Management.
- Signed 2016 contracts for snow/ice management and landscaping, both with Egan Landscaping Group.
- Confirmed that the next two Board meetings are scheduled for March 7 and June 20.

I) WELCOME

The Chair distributed to Trustees and observers copies of the agenda, welcomed observers, and introduced the Trustees and observers for the benefit of newcomers.

In her opening comments, she pointed out that this is a Board of Trustees meeting rather than an Owners meeting, and requested that, to assist the Board in getting its work done, observers remain silent unless called on, until the section of the meeting designated for observer questions and comments (section III).

II)

A. MONTHLY FINANCIAL STATEMENT AND TREASURER REPORT – Treasurer

- 1 The first order of business was an update on the plan to require two signers on all accounts. The Treasurer reported that this requirement has been set up on all Association accounts.
- 2 The next order of business was an update on moving the North Shore account to Rockland Trust. The Treasurer reported that Frances Forte, who set up the North Shore account, will go to North Shore bank next week to close the account, and will wire the funds directly to Lorell for redeposit into one of our Rockland Trust accounts.

The Treasurer informed the Board that this deposit will bring our total deposits in Rockland Trust to exceed the FDIC-insured maximum of \$250,000. He recommended that we find another bank convenient to both Lorell and ourselves, and move some of the money to another bank. He reported that Jenn Morrison had recommended either Citizens or Santander Bank.

No action taken.

B. 2016 BUDGET FOLLOW UP – Treasurer

1. The next order of business was the Treasurer's report on his meeting with the Maintenance Coordinator setting budget control for 2016. He proposed that, going forward, the Maintenance Coordinator will code each invoice before approving it for payment, using the chart of accounts provided to her by the Treasurer. When she emails the coded and approved invoices to Lorell Management for payment, she will copy the Treasurer, so that he can keep a record as we go along to monitor spending in each budget line.

Trustees expressed support for these protocols, and accepted them by consensus.

2. The Treasurer reported further on his reconciliation of the 2015 budget. Actual spending was \$45,000 over the original budget; however, this was partially offset by the April 2015 special assessment of \$22,250. The overage was largely attributable to actual maintenance costs; very little was in administration. He further reported that 2015 reserves are paid in full, and that some payments have been made on the loan from reserves taken out in 2014. **No action taken.**

C. MAINTENANCE – Maintenance Coordinator

1. The next order of business was the Maintenance Coordinator's review of the maintenance log (available on the website), with an update on the status of open jobs and responses to any questions on closed jobs. The Maintenance Coordinator began by informing the Board that the Maintenance Contractor had been out all week due to a death in his family. Since he has been back, he has been working on the dumpsters and the mail kiosks.

- Item #2911: there was a very bad leak in unit 2911, owner's responsibility, anticipated to exceed \$10,000 in damages. The adjuster is coming on Wednesday.
- She also reported that Jenn Morrison at Lorell noted an excessive water bill, which turned out to be a toilet running in an empty unit, 2502, which has been remedied.

In response to questions on some of the items on the maintenance log, the Maintenance Coordinator clarified that:

- Item #1588, the storm/screen door on building 29 that has been reported as broken several times by the owner of 2907 is a recurring problem due to people not closing the door correctly and the closer becoming bent when the wind catches the door. The closer has been replaced several times, and will continue to be replaced as needed.
- Item #1595, a leaking backflow preventer in the sprinkler room reported by the owner of 2908 is the same leak they have reported several times; this time a part was totally replaced.
- Item #1600, a leak reported in unit 2508 is not currently an active leak; the Maintenance Contractor needs to look at the deck above the unit. Also, there is no light in the elevator; the Maintenance Coordinator will replace it.

No action taken.

2. The next order of business was the Maintenance Plan for 2016. The Maintenance Coordinator distributed to trustees a draft of a format for an annual maintenance plan. The Chair asked in if it is in Excel format; the MC replied that it is. The Chair asked the Maintenance Coordinator to send the Excel file to the Trustees. **No action taken.**

Next Steps:

The Treasurer offered to add columns and incorporate any other suggestions, and asked trustees what additional columns they would want to see. Trustees requested the following columns: frequency, scheduled, completed, vendor, comments. The Treasurer will modify the Maintenance Plan format and email it to the trustees for another review.

The Chair requested that the Maintenance Coordinator create a checklist for each routine maintenance task, to keep track of which units have been done, are currently being worked on, and have not yet been started.

3. The next order of business was a review of bids to replace the mailbox at Buildings 25/29. The Chair noted that, with W.B. Mason's bid having been received, it seems the lowest price was the one found online from Mailproducts.com (\$1,125 each, with the price reduced to 1,110 each if we order two). The Maintenance Coordinator commented that this is the same company she had spoken to, for an estimated cost of \$3,000 for the two. *Next Steps:* The Maintenance Coordinator agreed to call the company again and negotiate their best price for the purchase and shipping of two mailboxes. **No action taken.**
4.
 - a. The next order of business was the Maintenance Coordinator's report back on damage to unit 404's interior wall. She reported that she has put contractor Chris Murphy directly in touch with 404 owner Dan Lane, and that he intends to return the first week in February to make repairs. In response to the unit owner's suggestion that he would prefer the Board use his contractor, the Chair replied that it is the

original contractor's responsibility to fix the wall properly, and that if the owner is not satisfied with the repairs, he may come back to the Board at that time. **No action taken.**

- b. The next order of business was the Maintenance Coordinator's report back on several other items regarding Chris Murphy/Organic Builders (b), a quote to fix the next areas above Units 401 and 404 to protect completed repairs; (c), an assessment of all buildings for water infiltration issues similar to Building 4 so we can prioritize buildings and units for gradual repair; (d), a quote to place gutters on Building 4; and (e), specifications for underdecking that can be given to owners.

The Maintenance Coordinator reported that C. Murphy is still extremely busy and unable to guarantee a date by when he will be able to respond.

The Secretary suggested the items are not all immediate priorities, and that we might get the most important items earlier if we separate and prioritize them for the contractor. She noted that we are waiting for the specifications for underdecking before we draft a letter to owners about existing problems, and that these specifications and the quote to fix the next areas above repaired Units 401 and 404 are a higher priority than the other two items. *[Note: This refers to unit 402 above 401, and 405, 406 and 407 above 404; specific needed repairs are itemized in the report on Chris Murphy's Assessment of Building 4's North Wall presented to the Board on October 19, 2015.]* Since it's unlikely we are going to invest funds in gutters this year, and we probably won't be doing the assessment of the other buildings before spring, at the earliest, these items are not as time-sensitive.

The Chair proposed, and Trustees informally agreed, that the first priority is the quote to fix the next areas above repaired Units 401 and 404, and the second priority is to get the specifications for underdecking.

It was noted that since the assessment of all buildings and the gutters on building 4 are not in this year's budget, they are more informational for the Board's planning, rather than immediately actionable. However, we do need the information in order to make decisions and budget for future years.

The Chair proposed, and Trustees informally agreed, that the bids for assessment of possible water infiltration on all buildings and gutters on Building 4 will continue to be pursued to inform the Board's long-range maintenance planning and budgeting

Next Steps: The Maintenance Coordinator will communicate the top priorities to C. Murphy, and seek to get a time commitment for these two items. She will also continue to pursue bids on an assessment of possible water infiltration on all buildings and gutters on Building 4.

5. The next order of business was a report from owner and Highlands webmaster Nancy Carini on responses to date to the fireplace survey and trustees' decision on next steps. N. Carini distributed a summary report to the trustees and observers, and a detailed unit-by-unit report to the trustees only. She reported that we have received a 70% response. Of the 36 fireplaces reported, 14 are wood-burning. The data on frequency of use is incomplete. Several users included comments.

Twenty-four units have not yet responded; it was noted that many of these are non-users of email so have not received the survey. It was noted that three or four owners have

already had their fireplaces inspected for cleaning, using the same chimney sweep, and been told they do not need cleaning.

The Chair proposed, and Trustees informally agreed, that the Board needs to follow up to collect the rest of the data.

Next Steps:

- 1st. Nancy Carini will send the trustees the survey questions for follow-up with units that have not yet responded, so that the Maintenance Coordinator can follow up.
- 2nd. The Maintenance Coordinator will follow up with all units who have not responded and gather answers to the same questions that were on the survey.
- 3rd. Owner Ginny Sands will provide the Board with the name and contact number of the chimney sweep who has inspected 3 or 4 fireplaces.
- 4th. After the Board had a complete data set which units have fireplaces, and what kinds, and frequency of use, it will follow up with this chimney sweep for advice as to how often wood fireplaces should be cleaned and inspected.

D. FOLLOW UP OF OTHER OWNER REQUESTS AND ISSUES

1. The next order of business was a report on progress on FHA application. The Treasurer reported that he has requested an update from Lorell three times, and has not received a response. This is after he confirmed with Lorell that a 24-48 hour response time is a reasonable expectation. **No action taken.**

Next Steps: The Treasurer will continue to follow up with Lorell. When he does get an update on the status of the FHA application, the Trustees will send out an email to owners with any information we receive. (See also Section III, Owner Q&A)

2. The next order of business was a review of past and present soffit issues for all buildings and decision on next course of action. The Chair granted the owner of unit 3002's request to speak to the issue in his building. The owner had emailed the Board prior to the meeting to report that Northeast winds over 20 miles per hour cause cold air to blow out of the grates into the rooms and into the furnaces, and penetrates any spaces and light fixtures. He reported that he had had three people look at it, and had received advice on a fix from Bob Arnold of Arnold Refrigeration. He also reported that the Trustees had had some work done on his dormer a year and a half ago. Finally, he said that he believes the soffits are too big.

The Secretary reminded the Board that we had agreed in our December 15 meeting to have a roofer inspect the soffit to ensure that it was built to code and is still performing to that standard, and advise the Board. In response to a question about whether the Maintenance Coordinator has had anyone look at the problem yet, she reported that she has not.

The Chair asked what we know about whether there are similar problems on other units, so that we can address any issues in a systemic way. The Maintenance Coordinator mentioned that the owner of unit 3014 wants her soffit blocked off, that the soffits that were replaced on building 29 last year provide a third less exposure to the air, and that some owners have "shut off" their soffits.

Trustees confirmed December's decision to have the 3002 soffit looked at, and agreed to get professional advice on all soffits before taking further action on individual units.

Next Steps: The Maintenance Coordinator will call Cycle Roofing to inquire whether they have the expertise to advise us on this issue. If they do not, she will ask Cycle to recommend someone else.

3. The next order of business was identification of next steps regarding basement storage for Unit 409. There appears to be a space designated for unit 409, to the right of the entrance to unit 412 and across from the area designated for unit 412 storage. It is unclear whether the designated space was actually built, or whether it may be in use by another unit. **No action taken.**

Next Steps: The Maintenance Coordinator will meet with Trustees Gersten and Claughton and any other trustees available, at 10:30 a.m. this Friday, January 29, in the basement area of building 4 to view the spaces. The Maintenance Coordinator noted that they will need the floor plans at that time; the Secretary will provide them.

4. The next order of business was a decision regarding permission to proceed with proposed kitchen renovations for Unit 2508. In response to a question as to what is required, the Chair read Section 5.12.11 from the Highlands Declaration of Trust (available on the website): “Each Unit Owner shall notify the Trustees in writing of all improvements to her or her Unit (except personal Property other than fixtures) within twenty days after the commencement of construction of such improvements, and upon receipt of such notice, the Trustees shall notify the insurer ... of any such improvements and shall purchase additional insurance in such amounts as required by section 5.12.1 and any premium increase caused by such improvements may be assessed to the Owner of the improved Unit as a Common Expense. No Unit Owner shall be entitled to receive insurance proceeds for the repair, replacement or restoration of any such improvements not so reported to the Trustees, unless otherwise consented to by unanimous vote of the Trustees.”

It was noted that the Highlands Rules and Regulations require notification to Trustees per Section 5.6.3 of the Declaration of Trust for Improvements exceeding a total value of \$5,000. (Section 2.b), and that the Trustees would need to have an estimated cost of the project in order to report it to the insurer. **No action taken.**

Next Steps: The Maintenance Coordinator was asked to contact the insurance company to find out exactly what information they require in these situations, and to let both the Trustees and the Unit Owner know. When the unit owner has an estimate, she will provide this information to the Trustees if required by insurance.

5. The next order of business was a consideration of a complaint from resident, Unit 408, re children playing in hallways and identification of next steps. The complaint having come in as a personal email to the Secretary, rather than to the Board’s email address, the Secretary summarized the nature of the complaint.

The complaint cited two concerns: first, he finds the noise of children playing in the common areas distracting; and second, he described damage, stains and soil in particular, numerous spills of food, candy, and drinks on the carpet, as well as hallway walls that are scuffed, scribbled on, and paint chipped/gouged off the corners of the walls of the stairway.

Several owners wished to speak to this issue. The Chair asked observers to hold back and allow the Trustees to discuss it. Trustees noted that we are not an adult-only community, and that it is not reasonable to expect to never see and hear children playing on the property. At the same time, residents have some right to expect that activities should be curtailed in common areas at times when they reasonably constitute an annoyance or nuisance to other residents, and the property must be cared for. The Trustees believe this is

an issue that should be discussed respectfully among neighbors and resolved with reasonable consideration of everyone's rights. The Board offered to mediate that discussion if necessary; several unit owners requested that the Board assist in that way. **No action taken.**

Next Steps: Chair Lesley Pitts and Secretary Helen Jones agreed to represent the Board in a meeting with the neighbors directly involved. The Secretary will notify the owners of 408, 412, and 409, and seek to find a mutually acceptable meeting time.

6. The next order of business was a consideration of a complaint from 2912 owner regarding icy conditions in front of the dumpsters. In response to a trustee's question about how we can be more proactive with this problem, the Maintenance Coordinator reported that the Handyman can treat the ice daily, Monday through Friday, but the snow melts every day, new water runs in front of the dumpster, and it re-freezes overnight. When the amount of snow around the dumpster is manageable, he can shovel some of it away to reduce the melting and re-freezing. However, this solution is insufficient when the amount of standing snowbanks is heavy, and the Handyman is not on the property on weekends or holidays.

It was noted that a true solution for the problem would require repaving and ensuring proper drainage around dumpsters, which would be an expensive solution that we have not budgeted for. It was suggested that moving the dumpsters forward a bit might help by reducing the amount of space to get to the dumpster. The possibility of moving dumpsters forward without impeding vehicular traffic was questioned, but the Chair stated that the dumpster in front of building 25 may be able to be moved forward another three feet without impacting traffic flow. Beyond this, the best we can do is advise residents to take these factors into consideration when bringing out their trash.

Trustees agreed by consensus to advise residents to bring trash out Monday through Friday, mid-day, at the warmest part of the day, after any standing overnight ice has been treated, and before any snowmelt has had a chance to re-freeze. In icy conditions, it might be best to avoid bringing trash out on weekends and holidays, when the Handyman is not on the property.

Next Steps: This advice will be communicated to residents; the Maintenance Coordinator will send out an email to that effect. The Maintenance Coordinator will ask Lombard to move the dumpsters as far forward as they can be without impeding traffic.

III) OBSERVER QUESTIONS AND COMMENTS.

At this point, the Chair opened the floor to questions and comments from observers.

- Q: An owner stated that he needs his doors and windows replaced, and asked whether he use his own contractor or whether he has to use the Board's contractor?
- A: Doors and winders are owner's responsibility, and the owner can use any properly licensed and insured contractor.
- Q: If the Board hears back on the FHA application, can it send an email out to owners?
- A: Yes. When the Treasurer does get an update from Lorell, the Trustees will send out an email to owners with any information we receive.
- Q: Where will the new mailboxes for buildings 25 and 29 go?
- A: In the kiosk, in front of the old ones.

Q: The old boxes won't be removed?

A: No.

Q: Why not?

A: The existing boxes are built into the kiosk; there is no way to get them out and leave the kiosk standing. The new ones are free-standing and will be installed in front of the existing ones.

Q: Will they fit?

A: The Maintenance Coordinator assured that she has measured, and they will fit.

Q: Will there be an outgoing mail slot?

A: Yes.

IV) OLD BUSINESS

A. TAYLOR AVENUE IMPROVEMENT PROJECT Update – Chair

The next order of business was a report from the Chair on her visit to Town Hall to view the plans for Taylor Ave. The Chair met with engineer James Downey, who explained that the town intends to put in a new sidewalk on the Dunes side of Taylor Ave, and shift all parking to that side of the road, all the way down the street. Access will be needed to the wastewater treatment plant property during construction. Many easements will be needed to complete the project; many will be only temporary to allow access while the work is in process; some will be permanent. Most importantly, Downey explained that the plans currently available are very fluid and may not be the same as the plans that will be shown at the public meeting in June. The town asked whether the Highlands has any “as built” plans for the wastewater treatment plant, as they do not.

The Maintenance Coordinator suggested that the meeting and the need to access our property might be leverage to ask the town to install and maintain (i.e., empty) permanent trash barrels on the beach. **No action taken.**

Next Steps: Ensure the Association is represented at the meeting in June, when it is announced, to stay abreast of the town's plans and try to negotiate town-installed/town-maintained trash barrels.

B. CORRESPONDENCE/COMMUNICATION:

1. The next order of business was identification of next steps regarding Kingston Propane's \$11.99 meter service charge. The Secretary reported back that we have confirmed that propane dealers are not regulated by any state or federal entity. She also reported that she has learned that U.S. propane prices are currently averaging around \$2.00-\$2.50 per gallon and dropping, and that her analysis of her own propane bill revealed that Kingston appears to be charging us around \$1.00/gallon currently. The \$11.99 meter service fee remains the big issue. \$11.99/month, for 12 months, times our 74 units, is netting Kingston Propane \$10,647 a year, and we are not clear on what that pays for. Add to that the Dunes 35 units, and it comes to well over \$15,000. A unit owner had proposed inviting Kingston Propane to come to the Board to answer our questions about how our owners are being charged; Trustees supported that idea and proposed making it a joint meeting with the Dunes Board.

Trustees decided by consensus to invite the Dunes Board and Kingston Propane to a closed joint meeting of both boards.

Next Steps: Invite the Dunes Board members to the first half hour of a meeting for this purpose. Once we have confirmation that the Dunes want to join with us, and are available for the next meeting, the Secretary will draft a letter to Kingston Propane extending the invitation. This will be a closed meeting between the two boards and Kingston Propane; observers will be invited to join the Board meeting after this portion. *[Note: After the meeting, it was decided that the Chair will discuss this with Dunes Secretary Ashok Vichare when they meet this coming weekend (January 30-31). The letter will be finalized after we know whether the Dunes will join us, and whether they can make a meeting on a Monday night, since they don't live here through the week over the winter.]*

2. The next order of business was a report on the Web site. The Secretary distributed to Trustees a summary of postings up-to-date and pending. All meeting minutes are posted except those still awaiting Trustee approval for distribution. All financial reports and the maintenance log are up-to-date. The Highlands budget and the OPMT budget need to be reformatted for posting, these are not up-to-date.

On the OPMT page, little is still being received from OPMT to update the page. The minutes of the October 5, 2015 owners meeting has been posted, but no OPMT Board of Trustees minutes have been received. The end-of-year financial reports and monthly financial reports requested in October have still not been received.

No action taken.

3. The next order of business was a discussion of the newsletter and identification of next steps. This was addressed in October, November, and December; nothing has changed. **No action taken.**
4. The next order of business was assigning of research on gas grills for spring communication. The Chair noted that a unit owner had done a great job of investigating whether there are any fire code regulations regarding live Christmas trees in multiple dwelling buildings, and proposed that that same unit owner might be willing to investigate gas grill regulations. **No action taken.** *Next Steps:* The Chair will follow up to ask the owner.

C. ALTERNATIVE ENERGY PLAN Next Steps – Chair

The next order of business was identification of next steps on the proposed joint Alternative Energy Plan with the Dunes and OPMT. The Chair reported that all three boards, the Highlands, the Dunes, and OPMT, have agreed by email to support the Alternative Energy Plan that was emailed to them on December 30.

No action taken. *[Note: the Highlands Trustees had approved previously the plan through emails between December 30 and January 4]*

Next Steps: The Chair and Dunes Secretary Ashok Vichare will be meeting next week to identify and initiate next steps.

D. INSURANCE

The next order of business was a review of quotes to add earthquake and flood insurance to our condo policy. The Treasurer reported that, while HUB International confirmed that the

Association has the coverage required by our condo documents, they provided quotes for earthquake and flood coverage as requested.

Earthquake insurance would cover five million dollars in damages, with a fifty thousand dollar deductible, and would cost an additional \$5,624 on our premium.

Flood insurance would cost us an additional \$81,400 on our premium.

Although we have not budgeted for any additional coverage, the Treasurer noted that, should there be an earthquake and our buildings suffer damage, we would have no coverage. He further noted that, in the larger scheme of things, \$5,000 for this coverage is not unfeasible, and recommended that we should watch how our spending goes in 2016, and, if we have some savings, the Board might wish to consider purchasing earthquake coverage. He further suggested that we should talk with owners about this at an annual meeting. There was some informal agreement among the Trustees with his comments. **No action taken.**

E. CONTRACTS – Approve and sign

1. The next order of business was a review of a new “Financial Asset Management Agreement” with Lorell Management, including a discussion of their response time to Trustee inquiries and the quality of the service we are receiving. There being insufficient copies of the agreement for tonight’s discussion, the item was moved to later in the agenda while additional copies are made.
2. The next order of business was a review of a second draft of a 2016 contract for maintenance coordination/on-site management.

A new draft of the contract was presented that incorporated edits discussed in the December 15 meeting. The following additional edits were made:

- Under Requirements, in the bullet referencing off-duty terms, delete “the Association’s cell phone”

Under Responsibilities:

- bullet a), delete “In non-emergency situations”
- bullet f), delete “to be finalized after GG’s recommendations to Board”
- bullet q), delete “needs to work outside the unit or may make considerable noise or mess close to units”
- Under Terms and Termination, Delete “Either party must give at least 60 (sixty) days WRITTEN NOTICE to terminate this agreement for any reason.” This has been replaced with language consistent with the Mass. Condominium Act and the Association’s bylaws.

During the discussion it was noted that, since all accounts now require two signatures, whenever the Maintenance Coordinator will be off-duty, she will provide the Treasurer, who is an authorized co-signer, with a couple of signed checks for emergencies.

On the motion of the Secretary, seconded, the draft contract presented, with the specific edits enumerated above, is accepted as the contract for 2016.

3. Additional copies of the agreement having been made, the Trustees returned to a review of a new “Financial Asset Management Agreement” with Lorell Management.

Comments and edits:

- 3) All dates should be reviewed and updated prior to signing (e.g., In the opening clause on page 1, “Agreement made as of the 21st day of October, 2015...” implies that the agreement was finalized and signed in October; for the record, this should be changed to reflect the actual signing date. It was suggested that the contract currently in effect may have begun and ends on December 1, as referenced in section 2, TERM. This can be confirmed with Jenn Morrison.) *[Note: A subsequent review of the contract currently in effect indicates that it commenced on June 1, 2005.]*
- 4) Section 2 TERM (bottom of page 1): Language should be edited to align with the Mass. Condominium Act and the Highlands master deed and declaration of trust. We can incorporate here the same language used in the Maintenance Coordinator’s contract discussed above. For clarity, section 2 TERM would then read as follows (edits to existing language are indicated with underlined italics):

“Unless sooner terminated, as elsewhere herein provided, this Agreement shall be in effect, commencing on *(date to be added)*, and shall automatically renew for successive twelve (12) month periods *for up to three years* unless either the Trust or the Agent shall give written notice to the other of the intent not to renew this Agreement at least ninety (90) days prior to the commencement of any such automatic renewal period (hereinafter called the ‘Renewal Date’). Notwithstanding the foregoing either party hereto shall have the right to cancel this Agreement as follows:

 - a) for cause, for failure by offending party to cure within 10 days of the receipt of a written notice of (i) a material breach and/or material nonperformance under this Agreement, or (ii) violation of, and/or failure to abide by, any governmental law, code, ordinance or order.
 - b) without cause at any time after the date hereof by giving at least *thirty (30) days* prior written notice to the other party of such cancellation.”
- 5) Section 4, POWERS AND DUTIES ... bullet b) (page 2) Confer with Trustees. Include in this section the agreed upon response time of 24 to 48 hours.
- 6) Section 4, bullet m), One Trustee to deal with Agent. (top of page 5) “The Trust shall designate in writing one of its board members who shall be authorized to deal with Agent on any matter relating to the financial asset management of the Condominium...” Change “one” to “two”, in the heading and in the paragraph, as agreed in October.
- 7) Section 9, INDEMNIFICATION (bottom of page 6). We should have this section reviewed by legal counsel.
- 8) Section 13) OBLIGATIONS OF THE TRUST, bullet a) Pay All Expenses of Any Litigation (bottom of page 7), five lines down into the clause, “...(The Trust shall) hold Agent harmless from, any proceeding or suit involving any alleged or actual violation by Agent...” We should have this reviewed by legal counsel.
- 9) Section 21) NOTICES (bottom of page 9 and top of page 10) The Board would like to include the Association’s and Lorell’s email addresses as valid vehicles for providing notice.

Trustees decided by consensus to have the contract reviewed by legal counsel before we finalize it.

Next Steps: The Secretary will obtain legal advice by email, and forward the written response to all trustees. The request will be to review the entire agreement, with particular attention to Section 9, INDEMNIFICATION, Section 8, LIMITATION OF AGENT'S AUTHORITY AND RESPONSIBILITY, Section 13, OBLIGATIONS OF THE TRUST, as well as all edits we intent to request, itemized above. The consult will be requested via email, and the response will be requested via email, so that it can be shared directly with all trustees.

4. The next order of business was a review of a draft contract for the Maintenance Contractor/Handyman. Trustee Claughton had emailed trustees a draft to work from. Given the late hour, trustees decided to review and comment on the draft by email. However, the following comments were made before we moved on:
 - Under Job Purpose, delete "maintaining company vehicle".
 - Include somewhere the terms of the contract (e.g., total hours, average hours per month, rate of pay, time off, supervision or reporting relationship(s), and termination procedures).

No action taken.

Next steps: All trustees will review the draft emailed on January 25 at 3:20 p.m., together with the comments above, and provide feedback to all trustees over email.

5. The next order of business was finalizing our 2016 contract with Egan Landscaping Group for snow and ice management.

The Chair signed Egan's 2016 proposal for snow and ice management, as authorized in the November meeting.

Next Steps: The Maintenance Coordinator will get Egan's signature, send the signed proposal to Jenn Morrison at Lorell Management, and place the signed proposal in the Association's on-site contracts file.

6. The next order of business was consideration of Egan Landscaping's proposal for 2016. Following a brief discussion, **Trustees accepted by consensus Egan's proposal for landscaping services, and the Chair signed it.**

V) NEW BUSINESS

The Maintenance Coordinator brought to the Board's attention that she has been advised by Cycle Roofing that all of the HVAC pipes in building 25 are in very bad condition, and we should have an HVAC specialist look at them. This came to her attention following a recurring ceiling leak in unit 2513 that was investigated by Cycle Roofing. She subsequently called Bob Arnold of Arnold Refrigeration to look at all the pipes. She will keep the Board posted on this issue. **No action taken.**

VI) ANY OTHER BUSINESS

Trustees confirmed that the next Board meetings are scheduled for March 7, 2016, and June 20, 2016. There was some question as to whether the March 7 meeting has been cancelled; it has not. Assuming the weather will not facilitate moving to the clubhouse by March 7, the meeting will be in unit 414. **No action taken.**

VII) ADJOURN

There being no further business, the Chair adjourned the meeting at 8:42 p.m.

*** See following pages 14 through 20 for Appendices I through IV to the minutes ***

Respectfully submitted, Helen Jones, Secretary, January 30, 2016

Approved, Lesley Pitts, February 10, 2016

Attached:

- Appendix I: Draft Maintenance Plan for 2016, version 1, 1/25/16 (Item II.C.2)
- Appendix II: HOP Fireplace Survey January 2016, preliminary results, 1/25/16 (Item II.C.5)
- Appendix III: HOP Website Report, 1/25/16 (Item IV.B.2)
- Appendix IV: Draft Maintenance Coordinator contract, version 2, 1/25/16 (Item, IV.E.2)