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**Board of Directors Meeting Minutes
January 23, 2021**

Present: Greg Sheperd, President; Greg Lohman, Vice President; Patrick Coates, Treasurer; Kellye Rembert, Secretary; Belinda Belvin, Director; Kelly Clark, Director; Sonya Hale, Director; Keith Litcofsky, General Manager

1. Calling of meeting to order, 9:00 AM – Greg Sheperd, President
 - a. Pledge of Allegiance
 - b. Conduct of Meeting reminder – this is a regularly scheduled Board meeting so comments from members are welcome.
2. Review and Approval of Minutes – Kellye Rembert, Secretary
 - a. Special Board Meeting – December 19, 2020
 - i. Patrick C. made motion to accept minutes as written and submitted, Kelly C. seconded. Motion carried unanimously.
3. Treasurer's Report – Patrick Coates, Treasurer
 - a. Approval of Financials – November 2020
 - i. Kellye R. made motion to accept November financials as presented, Belinda B. seconded. Motion carried unanimously.
 - b. Approval of Financials – December 2020
 - i. The revenue numbers transferred from CAMS to Goodmanagement: they are not comfortable giving us actuals, so we will see on accrual basis until next year.
 - ii. Depreciation is not showing on these financials – Patrick working with Goodmanagement to get this fixed.
 - iii. Discovery needed on expense for Equipment Purchase – Maintenance
 - iv. Electric (Comfort Stations) almost \$1000 more than last year – this is an allocation issue. Last year's budget committee set up allocations for each department. The pool meter read high for this bill – Keith L. will research the issue here.
 - v. Greg L. made motion to accept December financials as presented, Belinda B. seconded. Motion carried unanimously.
 - c. 2019-2020 Audit Update
 - i. We are waiting for bankruptcy court to approve fee for the audit.
4. Manager's Report – Keith Litcofsky, General Manager
 - a. Lounge/Restaurant – one resignation, last day for Brunch is the 24th, upcoming events being planned for Super Bowl and Valentine's day, menu changes are being considered, maintenance of restaurant is on-going.



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- b. Maintenance – Routine repairs and maintenance on-going. Compressor on AC unit on POA building replaced.
 - c. Office – Manager meeting with management company, new members, committee chairs, and vendors. Asked for members to make sure that account numbers are noted on payments.
 - d. Security – Black vehicle totaled, 2 officers in process of being hired, 11 incidents and 17 warnings reported in December.
5. Advisory Update – Greg Sheperd, President
- a. In advisory meeting, committee updates were given. No member comments were received.
 - b. Member Comments/Suggestions
 - i. Janet Malone – expense for painting of Hatteras comfort station. Is it finished because it does not look complete. Pictures were shared. This will be fixed.
6. Old Business
- a. Chapter 11 Update – Greg Sheperd, President

Court's Denial of Dixon Motion to Dismiss
As most of you may know, attorney Michael Dodd represents a large number of the members who filed responses in the pending adversary proceeding. Mr. Dodd filed a motion to dismiss the POA's claims in the adversary proceeding on behalf of just one of his clients, Richard Dixon. On January 12th, the Court heard oral arguments from Nexsen Pruet and Mr. Dodd regarding Mr. Dixon's motion. Based on this hearing, Judge Burris issued an Order on January 20th denying Mr. Dixon's motion in full. The Order makes several points that Nexsen Pruet and the POA view favorably for the POA's claims in the adversary proceeding as a whole.
Also, on the Court's docket for January 12th, was Mrs. Renee Busbee's motion for miscellaneous relief. After oral argument by Nexsen Pruet discussing the items Mrs. Busbee requested, Mrs. Busbee agreed her motion was now moot. The Court issued an Order acknowledging the motion was moot.

Revision of May – November Monthly Operating Reports
One of the reasons Mrs. Busbee agreed her motion was moot is because of the work of Anna Taylor, with Goodmanagement, and our treasurer, Patrick Coates, in revising various, relatively minor issues, in the May – November Monthly Operating Reports filed with the Court. Ms. Taylor has been a very valuable resource for these Reports. We believe all filed Reports are correct, with the exception of one page that was missing from the September report that was re-filed on January 22, 2021.

Order Approving Sale of Lots in the M Section
On January 20th, the Court issued its Order approving the POA's sale of lots 6, 7, 8, 11, 33 and 34 in the M Section. Nexsen Pruet sent Ms. Susan Mangubat, the POA's realtor, a copy of the Order so she will know the sales are clear to proceed.

Members' Filings Contesting Court's Order Granting Default Judgment



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In recent weeks, several members have filed documents contesting the Court's Order granting the POA a default judgment as to the approximately 2,982 members who did not file a response in the adversary proceeding. These filings started with just a few in late December, but the number has increased through mid-January. Mr. Dodd filed a motion to set aside the default judgment on behalf of all of his clients, to which we have already filed an objection. We feel this motion has no merit for several reasons. As an example, these members have no legal standing, and the motion is untimely. In fact, Nexsen Pruet believes all of these filings are untimely under the applicable rules. All other filing members have proceeded without an attorney. To date, there are approximately around 15-20 filings contesting the default judgment. Because the numbers of filings on this point have steadily increased in recent weeks and because many of the *pro se* members are handwriting their argument into a pre-printed form with caption and certificate of service, we believe these members have gotten encouragement from disgruntled members to file these documents. Nexsen Pruet feels confident none of these filings will adversely affect the Court's ruling in favor of the POA in the Order granting default judgment.

Chapter 11 Plan and Disclosure Statement

The next important step in the bankruptcy case is preparing our Chapter 11 Plan of Reorganization and Disclosure Statement. We are in the early stages of preparing these documents, which are due for filing in early March.

Document Requests from Members

Lastly, Nexsen Pruet has been assisting our treasurer, Patrick Coates, with multiple document requests and requests for information sent by Mrs. Busbee.

- b. Bylaws Committee Update – Belinda Belvin
 - i. Committee completed their review of current bylaws and have submitted recommendations to the Board. Board is reviewing those suggestions and is in the process of preparing a response.
- c. Pool was to be repaired Friday along with some training. Representative did not show up.

7. New Business

- a. Budget Committee's 2021/2022 Budget Presentation to BOD
 - i. Patrick Coates on behalf of Keith Cagle. Keith C. intends to share budget to membership on Feb. 19. The committee would like to raise dues by 1.4% which is CPI, taking dues from \$597 to \$605 on regular dues. They are looking at an anticipated collection rate of 53%. This would be a return of \$924,755. On partial lots, dues would go from \$269 to \$272. At a collection rate of 53%, this would amount to \$51,609. Spreadsheet for all other budget items will be sent to the Board.
- b. Variance Request – Mike Smith (Larry and Carol Wilson – Newbury lot 151)



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- i. Mike does not recommend approving the variance. There are no other variances in that section. Board supports Mike's recommendation. The Wilsons may appeal to the Board. Greg L. made motion to support Mike Smith's recommendation to deny variance request and to entertain appeal by Wilsons, Patrick C. seconded. Motion carried unanimously.
- c. Proposed Revisions to Marketing Committee Charter – Beth Patterson
 - i. Major change was to remove mandatory co-chair position, but to leave it open for an option to have 2 chairs when plausible.
 - ii. Kellye R. made motion to accept proposed charter with the minor change of adding (s) on Chair, Kelly C. seconded. Motion carried unanimously.
- d. Roads Committee Chair Appointee – Greg Sheperd, President
 - i. Russ Dukeman has agreed to chair this committee. Kelly C. made motion to appoint Russ Dukeman as chair of Roads Committee, Patrick C. seconded. Motion carried unanimously.

8. Adjourn – 9:54 AM

Board moved into Executive Session

Submitted by: _____
Secretary, Kellye Rembert

Approved by: _____
Board President, Greg Sheperd

Date: _____