

**Ultimar III Condominium Association, Inc.**

**Minutes of the Board of Directors Meeting**

**June 10, 2023**

**Call to Order**

Gus Fleites called the Board meeting to order at 9:00 am from the Ultimar Three Clubroom and via Zoom.

**Proof of Notice of Meeting**

Proof of Notice was confirmed by Mr. Reily.

**Roll Call**

Directors Rick Cote, Ken Jones and Gus Fleites were present in person. Directors Said Gabriel, and Anthony Solazzo were present on Zoom. A quorum was obtained. Also present in person were Secretary Jacky Schryver and Manager Rocky Reily.

**Preliminary Matters**

Mr. Fleites stated that all materials required for the meeting were gathered and given to the Board members and owners.

Craig Smith resigned from his position of Vice President effective June 6, 2023,

**Board Organization and Protocol**

Rick Cote made the following motion:

“That Board members are not allowed to issue any association actions or communications unless:

- a) They have been formally approved by the Board at a Board meeting; or
- b) They have been communicated to every Board member with a text and email, and that within 48 hours from notice less than 3 Board members have stated an objection.”

Said Gabriel seconded the motion.

As Mr. Cote’s motion was not properly presented to the Board members prior to the meeting, Mr. Fleites made a motion to table Mr. Cote’s motion until it has been properly presented to the Board.

Mr. Jones seconded the motion to table Mr. Cote’s motion. After Board discussion, Mr. Cote’s motion was tabled by a vote of 3 - 2, with Mr. Cote and Mr. Gabriel voting no.

**Board President Performance Assessment**

Rick Cote expressed his dismay with the President’s performance. It was noted by Mr. Jones that this information was not included in the Board package. Mr. Fleites made a motion that the Board not consider item number 3 on the Agenda as the information was not provided to the Board prior to the

meeting. Mr. Jones seconded the motion. After Board discussion, the motion was carried 3-2 with Mr. Cote and Mr. Gabriel in the minority.

#### **Board President Censure Discussion and Action**

Mr. Jones moved to adopt the following resolution:

Whereas directors and officers of Ultimar III must act with the utmost good faith and reasonable care for the benefit of the Association;

Whereas directors and officers are prohibited from harassing or threatening employees, vendors, other directors, committee members and owners, whether verbally, physically or otherwise;

Whereas the President has had interactions with several employees of Ultimar 3 using words and/or actions which caused discomfort and alarm with the employees;

Whereas legal counsel has urged the Board to avoid further potential interaction and communication with employees that might be perceived as creating a hostile work environment;

Whereas the President has advocated for the Association to separate with an employee in a manner that is contrary to our legal obligations, the result of which would be financially detrimental to the Association;

Whereas the President has threatened an Ultimar III vendor; and

Whereas such conduct is detrimental to Ultimar III;

Now therefore, the directors resolve that the President be censured."

Mr. Cote seconded the motion. After Board and owner discussion, the motion was carried 4-1 with Mr. Fleites in the minority.

Further to a request made by an owner (Mr. Song), Mr. Fleites made a motion for the Board to recognize its obligations and ensure that proper disclosure is made to prospective purchasers in the estoppel certificates.

Mr. Cote seconded the motion. The motion was unanimously approved.

Further to a request made by an owner (Mr. Ellis), Mr. Fleites made a motion for the Board to send a certified letter to the Clearwater Fire Marshal to investigate discrepancies that have been uncovered upon the surprise fire inspection of May 11, 2023, and relating to: 1) The fire watch that was instituted on May 10, 2023 for a failure of the sprinkler system; and 2) The deficiency relating to the red tags on the fire system.

Mr. Jones seconded the motion. The motion was unanimously approved.

#### **Vote for Potential Removal of Association Officer(s)**

Mr. Cote made a motion to remove Mr. Fleites as President of the Ultimar III Association for behavior that is detrimental to the Association, as summarized in the censure motion.

Mr. Gabriel seconded the motion. The motion was carried 4-1 with Mr. Fleites in the minority.

**Vote for new Association Officer(s) as Needed**

Mr. Gabriel nominated Mr. Solazzo as President.

Mr. Solazzo accepted the nomination. A motion was made to vote Mr. Solazzo as President of the Ultimar III Association. The motion was seconded and carried 3-1, with Mr. Solazzo abstaining and Mr. Fleites in the minority.

**Executive Session**

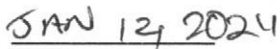
The owners left the room during the executive session.

**Adjournment**

The meeting was adjourned at 12:40 pm.



Jacky Schryver, Secretary



Date