



Esplanade at Artisan Lakes Community Association, Inc.

Board of Director's Meeting Minutes

Wednesday, April 23, 2025

6:00 pm – 8:00 pm

Joe Marciano welcomed the membership to the first meeting of the all-resident Board of Directors and invited Residents in the audience to ask questions or provide comment on Agenda items only, at this time.

1. **Call to Order:** Joe Marciano called the meeting to order at 6:03 pm on April 23, 2025.
2. **Proof of Notice and Establish Quorum**— Catherine Gangloff confirmed that Meeting notice and agenda were posted 2 days in advance of the meeting in accordance with Florida Statue 720. The meeting notice and agenda were also emailed to Residents on Tuesday, April 22nd and posted on the community events calendar entry for this meeting as an added convenience. The notice and agenda will be published using these three methods going forward.

Quorum was established

Attendees were:

Board Members: Joe Marciano, Anthony Vennero, Liz van der Laag, Michael Sasso, Allen Fears

Troon: Catherine Gangloff

Audience: This was an open Board meeting and was well attended by approx. 75 EAL Residents

3. **Approval of Prior Meeting Minutes**
 - a. **March 31, 2025 Transition - Organization Meeting Minutes.** Michael made a motion to approve the minutes as submitted; Anthony seconded; Motion carried unanimously.
4. **Old Business – none**
5. **New Business**

01. Engagement of Legal, Accounting, and Engineering Professionals

Allen made a **motion** to engage Carr, Riggs & Ingram CPA's (CRI) to prepare the 2025 audit and tax returns. Michael seconded.

Discussion: The (former) Transition Team had vetted professional firms in advance of the Turnover. The current 2024 budget for Audit services is \$7,750. Allen noted that Taylor Morrison uses the same firm for many of its HOA's and hence gets a substantial discount; The estimate for the 2025 EAL audit by Carr, Riggs and Ingram is \$13,500 - \$15,500.

All in favor: Joe Marciano, Anthony Vennero, Michael Sasso, Allen Fears

Abstained: Liz van der Laag - Liz was not a member of the transition team and was not party to the due diligence process used by the Transition Team

Motion carried



5. New Business (continued)

Engagement of Legal, Accounting, and Engineering Professionals (continued)

Michael made a **motion** to engage Becker and Poliakoff as the HOA's legal counsel including Transition related legal work. This includes the initial expenditure of a \$300 retainer fee in 2024. Allen seconded.

Discussion: The (former) Transition Team had done vetting of professional firms in advance of the Turnover. Liz suggested that the motion for legal counsel be tabled until after the Master Association turnover in 7 days as there is significant shared infrastructure (e.g. Irrigation) where using the same legal firm may be beneficial. There was no support for tabling the motion.

All in favor: Joe Marciano, Anthony Vennero, Michael Sasso, Allen Fears

Opposed: Liz van der Laag

Motion carried

Anthony and Joe then provided an update on the status of engaging Engineering Professional Services. Joe indicated that Taylor Morrison provided the required "engineering study" on Friday, April 18th. The Taylor Morrison report was not sufficiently detailed and we were reminded that legal counsel always recommends HOA's engage their own professionals to develop a thorough "challenge report." Anthony indicated that he and Joe are continuing their work on the (former) Transition Team work to develop an Engineering RFP. As part of that RFP process, it must be determined which firms will be invited to submit. Anthony is also working on the RFP to select and engage a firm to conduct a thorough Reserves Study (which also requires Engineering expertise). Anthony was optimistic that they would have both RFP's ready by the end of May.

02. Adoption of Electronic Voting

Discussion:

Taylor Morrison amended Section 3 of our Bylaws prior to the turnover meeting on March 31, 2025 to allow for Electronic transmission of notices to Residents as well as to allow Electronic voting.



b. Section 3 of Bylaws is hereby amended to add a new Subsection 3.12, a new Subsection 3.13, and a new Subsection 3.14 to read as follows:

“3.12. Electronic and Other Transmission of Notice. Written notice of any Member meeting must be mailed, delivered, or electronically transmitted to the Members and posted conspicuously on the property not less than 14 days before the meeting. Notwithstanding any other provision herein, electronic notice of Member meetings may be given to those Members who consent to receive notice by electronic transmission. Examples of electronic transmission include, but are not limited to, emails, facsimile transmission of images, and texts that are sent via electronic mail between computers or other digital devices. Electronic transmission does not include oral communication by telephone.

3.13. Online Voting. The Association may conduct elections and other membership votes through an internet based online voting system if the Member consents to online voting in writing and satisfies the requirements of Section 720.317, Florida Statutes. A Member voting electronically via online voting shall be counted as being in attendance at the Members meeting for purposes of determining a quorum. A Member’s consent to online voting is valid until the Member opts out of online voting pursuant to the procedures established by the Board. This Section may apply to any matter that requires a vote of the Members.

3.14. Attendance and Voting via Remote Communication. Pursuant to Section 617.0721(3), Florida Statutes, the Board may authorize, and subject to such guidelines and procedures as the Board may adopt, Members and proxy holders who are not physically present at a Members’ meeting, to participate in the meeting by means of remote communication. Such Members and proxy holders shall be deemed present and able to vote at the meeting if the Association implements reasonable means to verify that each person deemed present and authorized to vote by means of remote communication is a Member or a proxy holder, and if the Association implements reasonable measures to provide such Members or proxy holders with a reasonable opportunity to participate in the meeting and to vote on matters submitted to the Members, including an opportunity to communicate and to read or hear the proceedings of the meeting substantially concurrent with the proceedings.”

4. **Conflict and Full Force and Effect.** In the event of any conflict between this Amendment and the Bylaws, this Amendment shall control. The Bylaws, as amended by this Amendment, shall remain in full force and effect.

The Board needs to approve that we agree to move forward with electronic voting, (attached resolution/motion) and approve the attached Certificate of Consent which would be sent out to residents at their last known address on file to enable them to opt-in to electronic notification. Individual mailing of notices and/or voting materials to the full membership cost the Association approximately \$2,000 for each mailing.

Motion made by Liz and seconded by Joe to approve the resolution to ESTABLISH PROCEDURES AND AUTHORIZING USE OF ELECTRONIC NOTICE. The Resolution reads as follows:



ESPLANADE AT ARTISAN LAKES COMMUNITY ASSOCIATION, INC.

RESOLUTION OF THE BOARD OF DIRECTORS ESTABLISHING

PROCEDURES AND AUTHORIZING USE OF ELECTRONIC NOTICE

WHEREAS, Chapter 720, *Florida Statutes*, allows owners to consent to receive notices electronically rather than by mail or hand-delivery, in regard to certain meetings and votes;

WHEREAS, the Board of Directors of the Association has determined that the use of electronic notice would be more cost effective for the Association, and that the procedures to implement such notice can be adopted;

NOW, THEREFORE, it is hereby resolved as follows:

1. The Board hereby approves of the use of electronic notices, so long as this form of notice is consented to by any affected owners.

2. The Board has reviewed and approved the Certificate of Consent to Receive Notices Via Electronic Transmission, which has been prepared by legal counsel, and authorizes its representative to send this form to all owners to seek their consent to receive notices and other documents electronically, and to provide notices and other documents electronically to those owners who consent in conformance with legal requirements.

RESOLVED BY THE BOARD OF DIRECTORS at its Board meeting held this ____ day of _____, 2025.

ESPLANADE AT ARTISAN LAKES COMMUNITY ASSOCIATION, INC.

By: _____

On Behalf of the Board

Motion carried unanimously

Motion made by Liz and seconded by Joe to approve the Certificate of Consent to Receive Notices Via Electronic Transmission, including the collection and retention of Certificates of Consent for electronic transmission.

Motion carried unanimously

The Certificate of Consent reads as follows:



ESPLANADE AT ARTISAN LAKES COMMUNITY ASSOCIATION, INC.

Certificate of Consent to Receive Notices Via Electronic Transmission

The undersigned owners, either jointly or through the authority vested in their authorized voting representative, of Lot Number/Address _____ located in Esplanade at Artisan Lakes Community Association, Inc. (referred to herein as “the Association”) hereby consent to receiving notice by electronic transmission of all meetings and other matters relating to the Association as follows:

(a) Notice of meetings of the Board of Directors, Owner meetings, and committee meetings (except Owner meetings called to recall Board members or any other meetings where electronic notice is not permitted) may be given by electronic transmission.

(b) Whenever Chapter 720, *Florida Statutes*, the Bylaws or Declaration, or any other governing documents for this community require that a document, record or instrument be “written” or “in writing”, the requirement is deemed satisfied by an Electronic Transmission.

(c) “Electronic Transmission” means information transmitted by electronic mail in a manner which is retrievable and/or reproducible in a legible form by the recipient.

(d) Notices are effective when sent by the Association, regardless of when the notice is actually received. By this Consent, the owners accept the risk of not receiving electronic notice, provided the Association is successful in its transmission of same to the email address provided by the recipient, and the owners of the undersigned property waive the right to receive notices by regular United States mail service. It is the responsibility of the owners to update the email address set forth below if there are any changes.

(e) Revocation of this Consent may be delivered to the Association by any owner of the property, by electronic mail, hand delivery, United States mail, certified mail, or by other commercial delivery service. Such Consent will be deemed revoked when received by the Association. The owners bear the risk of ensuring delivery.

Dated: _____

All lot owners or the authorized voting member for the property must sign below.

Lot Number: _____

E-Mail Address(es) For Notices: _____

Signature of Owner

Signature of Owner

Printed Name of Owner

Printed Name of Owner

Date

Date



5. New Business (continued)

03. Establishment of New Ad-hoc Committee and Acknowledgment of New Advisory Teams

Discussion:

Joe described the benefits of having ad-hoc advisory teams to the Board. It has been very helpful to have two engineers on the Board (Joe, Anthony) and given all the on-going challenges with EAL Gates, Joe has reached out to several residents to supplement the investigative work. Residents with IT expertise, Ado Moshe and Raj Handa are helping with evaluating gate system software as part of an ad-hoc Gate Operations Advisory Team. Other residents may be called upon to assist.

Joe also introduced the concept of a new ad-hoc Lifestyle Committee to assist in the planning and coordination of community events, activities, amenity usage, support fundraising efforts, and advise the Board on lifestyle-related initiatives. The committee's scope will also include coordinating food and beverage elements—such as food trucks, themed dinners, and culinary experiences—to enrich the social atmosphere of community gatherings. The committee will operate in collaboration with and serve to supplement the efforts of the existing Community Association Lifestyle Management team. Liz indicated that she was unclear as to how this Committee would operate with the Troon full-time Lifestyle staff or other Social clubs already in place. Liz also voiced a concern that this did not seem to be a high priority item for the community at this time.

Joe made a motion, seconded by Tony that the Board approves the formation of a temporary Ad-hoc Lifestyle Committee

All in favor: Joe Marciano, Anthony Vennero, Michael Sasso, Allen Fears

Opposed: Liz van der Laag

Motion carried

04. Report on Gate Operations

Discussion:

Joe reported that gate access remains a major issue due to ongoing problems with the Envera system, prompting the Board to explore alternatives. The permanent closure of the Construction access—now a site for new homes and roads—has redirected construction traffic to Seasons Way. As a result, the Seasons Way entrance must stay open from 7 AM to 7 PM, Monday through Saturday, until construction is complete. Per our Governing Documents, Taylor Morrison has the right to open the gates during show home hours. Joe noted Matt Sawyer said only 7–8 homes remain to be sold, so the front gates *could* close to show home traffic soon. Given this short timeline and current gate reliability issues, rerouting show home traffic through Seasons Way was not pursued.

Current Status of Evaluation of Alternatives: Joe and Anthony have been heavily investigating alternative while also assessing Envera system performance, cost, and existing contract.



5. New Business (continued)

04. Report on Gate Operations (continued)

Members of the ad-hoc Gate Operations Advisory Team have made site visits conducted at other communities using Tap2Open and ButterflyMX systems.

Next Steps:

- Obtain service proposals for possible system replacement
- Collaborate with Gate Operations advisory team to analyze recommendations

05. Board, Committee Member and Advisory Team Member Conduct on Social Media

Michael made a **Motion** to adopt the following

Social Media Policy

No Board member may comment on, or participate in, discussions on social media platforms or other public forums on matters arising out of their service on the Esplanade at Artisan Lakes Community Association Board of Directors without first obtaining authorization from the Association's Board.

Discussion:

Joe made an amendment to the motion to include and exception clause – Except in emergency situations. Tony seconded the motion as amended.

The Amended motion reads: Social Media Policy

Except in emergency situations, no Board member may comment on, or participate in, discussions on social media platforms or other public forums on matters arising out of their service on the Esplanade at Artisan Lakes Community Association Board of Directors without first obtaining authorization from the Association's Board.

All in favor: Joe Marciano, Anthony Vennero, Michael Sasso, Allen Fears

Opposed: Liz van der Laag

Motion carried

06. Scheduling of Future Meetings

Discussion:

All Regular Board meetings are open to Residents per Florida Statute 720. Notice must be posted a minimum of 48 hours in advance in a conspicuous place and include the Agenda. Current practice has been to post on the Bulletin Board outside of the office at the Resort Amenity Center.

The Board would like to be more transparent and has asked Catherine to send e-blasts notification to Residents including a link to the Agenda. That was done for this Board meeting.



5. New Business (continued)

06. Scheduling of Future Meetings (continued)

The Board also has committed to holding meetings in the evenings to allow more people the opportunity to attend. It is also the hope of the Board that by publishing a tentative Board schedule for all of 2025, residents are better able to plan to attend.

Liz made a **motion**, seconded by Joe that the following tentative dates are now confirmed for the 2025 EAL Open Board meetings and are to be communicated to EAL Residents in a future e-blast.

All meetings will take place from 6:00 PM to 8:00 PM at the Amenity Center.

- Wed. April 23
- Wed. May 14
- Wed. May 28
- Thur. June 19
- Wed. July 9
- Wed. July 23
- Wed. August 13
- Wed. August 27
- Wed. September 10
- Wed. September 24
- Wed. October 8
- Wed. October 22
- Wed. November 12
- Wed. December 10

Motion carried unanimously

07. Other Business

Anthony made a **motion**, seconded by Joe, that effective immediately, management (including the Board and Committees) adopt the practice of getting 3 quotes for all infrastructure items that are outside of normal maintenance, where the cost is expected to exceed \$500.

Discussion:

Anthony stated that this would help to ensure that our vendors stay competitive. This will include landscaping items. This will not apply retroactively to anything already approved. Allen also pointed out that current procedure is that any expenditure over \$2,500 requires Board approval.

Motion carried unanimously

6. Adjournment – The meeting was adjourned at 7:23 pm by unanimous vote.



Following adjournment of the Board Meeting, residents were invited to ask questions and offer comments. As this portion did not constitute part of the formal Board Meeting, these remarks are not recorded in the official meeting minutes. However, each question and comment are appreciated and taken under advisement.

Next Meeting is planned for May 14, 2025 at 6:00 pm in the Resort Amenity Center.

Please watch your email, check the website calendar, and the community bulletin boards outside the Amenity Offices for the Notice and Agenda to be posted 48 hours in advance of the meeting.

Respectfully Submitted,

Liz van der Laag, Recording Secretary