

**MINUTES OF THE SPECIAL MEETING**  
**BRIGADOON OWNERS' ASSOCIATION, INC.**  
**SUBJECT: ROAD CONSTRUCTION/REPAIR**

**Tuesday, November 9, 2021**

Meeting Location: Yesterday's Event Center, Huntsville Brownsferry Road, Athens, Alabama

Start Time: 6:30 PM

*In Attendance: Brigadoon Owners Association (BOA) Board Members (Michelle White, Rob Gardner, Tricia Gray and Sam Holloway); Members of the Brigadoon Community (Brigadoon Owners and Highland Village Owners)*

*General*

- Rob Gardner (BOA Projects Director) called the meeting to order at approximately 7:00 PM and introduced the Owner of Yesterday's Event Center who provided an overview of the facility for all attendees.
- Michelle White (BOA President) provided opening remarks followed Rob Gardner who provided an overview of the road construction project and intent of the meeting
  - Key points:
    - Michelle stressed the need for all attendees to sign in on the provided sign in sheet and provided the purpose of the meeting (gain member approval of the project and the associated special assessment to fund the work).
    - Rob provided an overview of the construction project; history, raw data on road maintenance, funding considerations
      - BOA presently has a reserve fund however the fund does contain enough monies to pay for the work, thus the need for a Special Assessment or alternative funding method IAW Associations By Laws and Covenants
      - Discussed current road conditions of St Andrews Drive, Inverness Place and Brigadoon Dr and work planned/required to repair the roads
      - Discussed efforts to date by the Board to gather bids, assess costs and determine methods to fund the project
        - Multiple contractors contacted with only two responding to requests
        - Discussed what each bid contained with respect to work to be done and costs (details of work were provided to members in writing under previous cover prior to the meeting)
        - Discussion/evaluation of funding methods discussed by the Board (raising dues, Special Assessment – either one time or multiple to meet financial need, bank loans and repayment courses of action)
        - Discussed previous discussions with members on the project both during open Monthly Board Meetings and the Annual Owners Meeting
        - Discussed past work conducted by the selected contractor (Grayson) and projected timeframe for work to begin. Assured

- attendees that roads will not close completely during work to continue to allow ingress/egress for the neighborhood.
- Discussed suspense of January 2022 imposed by the contractor to contract for the work at current quoted cost based on most likely cost increased as fuel prices inflate going into 2022 (hence the need for a short timeline for approval of the action).
- Discussed quote of \$315, 175 for work to be completed and Board plan to seek out a bank loan to finance the work. Highlighted that a Special Assessment of \$4000 per lot/home was on the table for vote with the intent to pay the load off in an expeditious manner in lieu of a lesser number and paying the loan off over the life of the loan thus incurring increased interest payments.
- On a side note, Rob informed attendees that speed bumps will be deleted from the expected work based on feedback from multiple members of the community.
- Opened forum for Questions & Answers (Q&A)

*Public Forum/Comments/Q&A*

**(NOTE: Individual names of members asking or making comments has been omitted from these notes due to number of comments/questions and amount of crosstalk that took place. Board Secretary has attempted to capture all comments and discussions occurring with responses from either Board members or other members of the community)**

- Initial question on as to whether a quorum was in attendance. Answered yes.
- Comment with relation to intent to charge future owners a fee at purchase closing to be banked in a fund to assist in covering any future major projects costs. Desire expressed to have that removed from the plan. This action will be tabled for future discussion.
- Question as to future costs anticipated for maintenance of the roads, i.e. how long will repairs last, should members anticipate an incremental raising of annual dues and/or another Special Assessment in the out years?) Rob provided information from research on similar projects and contractor estimates for life span of repairs.
- Question as to why do the work now. Rob explained that road conditions at this time on St Andrews warrant work immediately (degradation has reached the point that the base and ground under the road is in such state that it is visible to the naked eye and is allowing more and more water to flow under the road, thus increasing damage over time that the road will become potentially impassible). Brigadoon and Inverness Place, though not in the same degraded condition, require patching/repair now to prevent potential short term failure.
- It was pointed out that in addition to St Andrews, Brigadoon, Inverness, and Edenborough Court, the stretch of road directly in front of Hannah's residence running down to the community well house needs to be included in the work as it is technically part of St Andrews and part of the property transferred to the Owner's Association by Egypt Bluff. A later comment, followed up by email, cited the need to additionally include Aviemore (adjacent to the Evan's home).
- Question as to whether we have an Engineering Assessment of the roads or are we relying solely on the contractor's assessment (both of whom want the work). Discussion as to whether the Board could contact and get an independent assessment from the County. Short answer, no independent assessment and County will not assess private roads.

- Question as to warranty on the work. Rob answered really not feasible to set a warranty since road wear can be affected by multiple factors (weather, amount of traffic, etc.) and these are out contractor control. Reiterated historical data on life span of roads associated with the work to be performed and the fact that our community roads are approximately 20 years old and just now in need of major repair.
- A community member brought up a point that he had assessed the road based on his construction and civil engineering expertise and provided an assessment to the previous BOA President. His concern was that initial construction of the roads was not done to any established construction code and needed to be completely removed to establish the proper base prior to just spot repair and top coat. Concerned that any work not addressing the road base would not be a financially prudent move. Rob acknowledged the initial level of work when the roads were installed, but reiterated their age and the estimated life span of the work to be completed. Other members highlighted the increase in costs if the roads were to be completely removed and replaced.
- Discussions continued on the amount of repair actually needed. Responses centering on current conditions and resultant continued damage with potential increase in costs for more extensive work should we not take action now.
- Discussion how roads became so damaged and what has caused/is causing continued damage. No weight limit signage posted, continued construction and farm equipment traffic. Is there any thought to enforcing traffic and weight restrictions through fines or a required damage deposit? Several attendees explained what traffic has largest impact on road wear (specifically citing cement trucks and excluding farm equipment and larger trailers due to the dispersion of weight through tire pressure) and enforcement of weight limits on the roads was not a real viable alternative. Farm equipment was specifically addressed that it was only in the neighborhood four times per year and impact on roads was minimal. Some members discussed a past practice of requiring home builders to post a bond to cover any damage, reimbursable either in whole or part after construction. Practice was discontinued to effort required to try and enforce. Further discussion followed citing that any cost to builder would be just passed on the homeowner as additional charges so the community member ended up paying in any event. Other members stated that damage occurred over a span of time, so determination of whether an individual builder actually caused the damage would be hard to do.
- Concept of obtaining an independent engineering assessment of road condition and associated work required to repair was discussed as a carry on of previous discussions. Cost of having the assessment conducted and the short timeline to take action in order to stay with quoted price were provided as response.
- Question arose as exactly what options the community was to vote on. Do something now? Do something later? Or do nothing at all? Answer discussion from attendees centered on yes, that is part of the vote, but mostly focused on the decision to execute repairs now due to need and the assigning of a Special Assessment to cover cost of repairs.
- An attending member questioned if it is fair for new owners to pay the Special Assessment since they haven't been using the roads? By laws specifically state that costs are to be shared by all Association Members on an equal basis.
- Follow on question as to should we possibly change the By laws and what was that process. Procedure to change By Laws explained to answer this inquiry.
- Additional question as to possibility of borrowing the money and paying over a longer period of time with smaller assessments versus a one time Special Assessment of \$4000? Board Members explained that the up front money would come from a bank loan, but the one time assessment

was decided upon to allow the association to pay off the loan in a short amount of time instead of long term payments of both principle and interest.

- Question as to whether assessment was by owner or by lot? Answer was by lot (and owners with multiple lots were allowed multiple votes on the action commensurate with the number of lots owned).
- Rob provided information on the status of the loan (Previous Treasurer and Projects Director met with the bank, gathered data needed on collateral, and coordinated getting the load from the bank used by the Association).
- Comment made by members that we have to procure the loan to pay for the work. Do we need to vote on how quickly we pay off the loan (e.g. a one time larger Special Assessment or smaller assessments over time coupled with increased annual dues)? Board evaluated options and decided on a 15 year loan, one time larger assessment in an attempt to preclude paying more in interest by paying off the load in two years maximum.
- Comments came back to why only one option for payment? Other options would be stretch assessment payments out over a longer time, increase annual dues. Board reiterated desire to pay off loan as quickly as possible to avoid interest payments.
- Discussion on the bank loan itself (actual amount of loan and associated interest, what that equated to in monthly payments per member over the term of the loan) should we assume to pursue an alternative payback option of either smaller assessments or raising annual dues.
- Question on what actions occur in the event association members/owners choose not to pay the assessment. By laws were explained (detailed reading of actual by laws and associated actions that could be taken by the Board in terms of fines, liens, court action).
- Discussion returned to idea of the long term loan with stretched out payments. Board explained that the project would be funded by a loan and the intent was to pay it off in the shortest amount of time.
- Multiple comments/discussion on the fairness of charging by lot versus owner. Various opinions on the topic.
- Question as to if Annual Dues would be raised in addition to the Special Assessment. Attendees were told the intent of the special assessment was to preclude raising dues to specifically pay for roads, but it does not preclude a raise to meet operating costs in the future.
- Question on whether the Board considered imposing a Special Assessment up front and taking a loan for any remaining costs. Answer was that the loan would provide funds to pay the contractor and the assessment pays the loan.
- Motion made to delay the vote to allow for further member review. Actually made and seconded by an attendee. Explanation of short suspense to keep quote as is resulted in tabling this motion.
- Request that all options (both work to be done, how much work to take on in the immediate future (if any), and options to pay for the work) be drafted and provided to association members for comment. Discussion on this action ended up with members desire to accept proposed course of action of Special Assessment and immediate vote.
- Comment that once decision is made, all association members need to receive the results and notification by registered mail with return receipt to ensure all are informed. Perception is that not all members received notification of the meeting and vote (confirmed by one attendee at the meeting and by others in later emails). Board advised that letters were hand delivered to members living the neighborhood and mailed to those residing elsewhere. Most recent address list was used to ascertain mailing addresses. Latest list was verified against Limestone County

Records. Board will review and certify owners and addresses for subsequent mailings to ensure all members receive correspondence.

- Attendee suggested members vote to repair or not repair and have the Board work out details of options to pay for the work. Options would be provided to members for review and comment then approved in a future vote. Concern with this alternative was the ability to gather a quorum for a future vote.
- Discussion circled back to fairness of paying as new community member. Attendee provided an example of recently purchasing property in another location and being assessed in this same manner the Board is considering and asking a vote on. Key to his point was that payment is for what occurs in the future, not what has occurred in the past.
- Move to vote on the assessment and road repair project motioned and seconded. Approved and vote took place.

### *Results*

- Individual votes collected and counted by Board. Proxy votes received counted by Board.
- Majority vote to execute the road repairs and pay for with Special Assessment approved; 41 Yea, 12 Nay.
- Members attending advised of the vote results and future actions to expedite loan, contract signing, Special Assessment payment, and work start/timeline.
- Members will receive official mail notifying each of vote results and invoices for payment.

Meeting adjourned at approximately 9:30 PM.