

PINNACLE LAKE ESTATES
Meeting Minutes – Saturday 11/4/23

Meeting Start: 9:00 am - Meeting Adjourned: 10:59 am.

1. Open Forum:

- Member spoke on 100ft plot on property to get that absorbed into the main property. Formal written request required. Entire issue of property combining, replotting, splitting, needs review.
- Member request about campground issues. Noise, etc. Music playing. Friday evening the 3rd. Unregistered campers. Campground rules and regulations needed. Rules only require registration for RV's/campers, not tents.
- Member asked for update on road improvements adjacent to their road. Culvert pipe may need to be enlarged. Need to grade road back over to the left going uphill.
- Update on sale of properties for lake and board member involvement. Previous board member was approved to sell Lake properties and receive commission. Dan R referenced current rules and covenants for authority that if the Board approves a board member to sell Lake properties and receive commission it is allowable under our covenants, bylaws, and Missouri statutes. Steve S also gave an update to clarify a few points. Pointed out several members who were present. Members present at that meeting objected, but board voted on and approved. There is no mention of this or the vote in the official meeting minutes.
- Dena Cross/Recreation - Pavilion rental deposit does not go to into recreation fund. Wants to change that. Need better system for reserving Pavilion. Signage for reservations. Need a plastic holder or something to keep reservation slip from weather. Steve will obtain.
- A newer member presented a very nice msg about the community and comradery here at the Lake. Also discussed the primary/secondary assessments issue with multiple lots. Letter and petition update was requested. Board discussed the overall complexity of this issue and how this has all transpired over the past few years. Further discussions are needed.

2. Reports:

- Mark Hodge/Recording Secretary - Discussed process for approval and posting of meeting minutes going forward. Read minutes from October meeting. (Last reading of minutes)
- Nikki Mohrmann/Administrative - 5 gate cards - 2 UTV's, 1 boat, and 2 motors approved. Weather office closing update. Past due assessment update: 2 new cases for a total of 158,00 still owed. 14,000 still owed for current assessments. Owners had all gate cards except 1 turned off. 1 member paid assessment due to card deactivation. Winter office hours- Monday and Thursday 8:30am to 12:30PM. Two new cases filed for past

assessments. Received 9,745.00 for October.

- Bob Menzel/Treasurer - Gave budget update. Monthly spend 16000 - 6000 workman's comp. Monthly spend to be reported and provided in meetings. Spent roughly 15K in October which does not include auto-pays. Bob working on monthly sheet for members.
 - Mike Cross/Roads, Grading was done - Bluff View, Boulder Pass, etc. Mike discussed culverts and proper sizing, etc. Also, requirements for ditches, check dams, Rip/Rap rock, etc. Maintenance area is still in progress. Possum assisted with trees, etc. Jared got a new Tractor and box blade. Has granted Mike access when needed. Not going to put a lot of gravel down in winter. Steve inquired if culvert work is responsibility of lake or property owner. Property owner in most cases. Driveways and egress, etc.
 - Dan Ryan/Security - Luncheon for staff was nice – good turnout. Looking into who may be coming back. Probably need to hire another 2 or 3 additional guards. Discussed possibility of Small guard shack at the dock area and some needed camera updates.
 - Steve Poulis/architecture - Lot improvement applications update. Discussed with owners any needed updates, etc. Security footage for past security issues.
 - Brant - Special projects. Brant - work day was good, good turnout, got a lot done: tree trimming, cleaned gutters, removed a lot of underbrush around office, etc. Chili cook off - Jimmy Spence won – Carly Lewis was second. Bath house shut down for season – Mike Cross offered to do the work.
 - Dan Latham-Smith/Vice President - "The proposed documents for the By Laws & Covenants are completed by the HOA attorney and have been emailed to the Board on 10/13/2023." Lot Owner asked when they would be given to the committee or made available to lot owners. Carley answered, "after the rest of the Board has time to review and will be out in December."
3. Lake Preservation - No update at this time. Nikki is committee head. Need to ensure members are up on assessments. Request for committee posted on Facebook. We have two members so far. Will also review rules and regulations on website.
 4. Campgroup Committee – Committee for campground improvements. Thoughts are, firepits, horseshoes, frisbee golf, etc. Need more defined camping spaces. Add signage with campground rules. Grass seed and straw purchased and to be spread.
 5. Unfinished Business:
 - Boat doc update - dock numbers are in process. Dates needed on when boats can be put in and removed at end of season. Reviewed notes in current rules and sharing/sub-letting of slips.
 - Patterson/Road issue - communication sent to attorney for Patterson's. We have clear documentation that the road is owned by PLE.

- Parking by the Pavilion for handicapped and others to access Pavilion area. Committee for project was discussed with Dan L to chair.
- Gate Card System update – Need to determine scope of work and where we are currently. Is effort worth it? If we proceed, thought is to communicate at assessment time. Discussed best way to distribute new cards.

Attachments:

SECTION 3: No member of the Board of Trustees shall receive, directly or indirectly, any salary for serving on the Board of Trustees. However, nothing herein contained shall prevent the members of the Association or the Board of Trustees to vote a gift for any member of the Board of Trustees at the expiration of his/her term.

Here is one section of the statute. She wasn't violating this. "355.366. Compensation of directors. — Unless the articles or bylaws provide otherwise, the directors may not be compensated for their services as such."

This section allows what we did and makes her getting compensation if Board approved is legal. "355.416. Director's conflict of interest. — 1. A conflict-of-interest transaction is a transaction with the corporation in which a director of the corporation has a material interest. A conflict-of-interest transaction is not voidable or the basis for imposing liability on a non-compensated director if the transaction was not unfair to the corporation at the time it was entered into or is approved as provided in subsection 2 or 3 of this section.

2. A transaction in which a non-compensated director of a public benefit or religious corporation has a conflict of interest may be approved:

(1) In advance by the vote of the board of directors or a committee of the board if:

(a) The material facts of the transaction and the director's interest are disclosed or known to the board or committee of the board; and

(b) The directors approving the transaction in good faith reasonably believe that the transaction is not unfair to the corporation; or

(2) Before or after it is consummated by obtaining approval of the:

(a) Attorney general; or

(b) The circuit court in an action in which the attorney general is joined as a party.

3. A transaction in which a director of a mutual benefit corporation has a conflict of interest may be approved if:

(1) The material facts of the transaction and the director's interest were disclosed or known to the board of directors, or a committee of the board and the board or committee of the board authorized, approved, or ratified the transaction; or

(2) The material facts of the transaction and the director's interest were disclosed or known to the members and they authorized, approved, or ratified the transaction.

4. For purposes of subsections 2 and 3 of this section, a conflict of interest transaction is authorized, approved, or ratified if it receives the affirmative vote of a majority of the directors

on the board or on the committee, who have no direct or indirect interest in the transaction, but a transaction may not be authorized, approved, or ratified under this section by a single director. If a majority of the directors on the board who have no direct or indirect interest in the transaction vote to authorize, approve or ratify the transaction, a quorum is present for the purpose of taking action under this section. The presence of, or a vote cast by, a director with a material interest in the transaction does not affect the validity of any action taken under subdivision (1) of subsection 2 of this section or subdivision (1) of subsection 3 of this section if the transaction is otherwise approved as provided in subsection 2 of this section or subsection 3 of this section.

5. For purposes of subdivision (2) of subsection 3 of this section, a conflict-of-interest transaction is authorized, approved or ratified by the members if it receives a majority of the votes entitled to be counted under this subsection. Votes cast by a director who has a material interest in the transaction may not be counted in a vote of members to determine whether to authorize, approve or ratify a conflict-of-interest transaction under subdivision (2) of subsection 3 of this section. The vote of these members, however, is counted in determining whether the transaction is approved under other sections of this chapter. A majority of the voting power, whether or not present, that is entitled to be counted in a vote on the transaction under this subsection constitutes a quorum for the purpose of taking action under this section.

6. The articles, bylaws, or a resolution of the board may impose additional requirements on conflict-of-interest transactions.'