

Waterbridge Special Meeting of the Board

Meeting Minutes

Wednesday, June 4th, 2025

Call to order/Roll Call: Called to order at 12:00PM

In attendance: Barry Daniele (President), Vinnie Fezza (Board Member at Large), James Erdman (Treasurer), Susan Bux (Secretary, Gary Wakley (Vice President), Robby Hughes (CAMS Representative), Collin Jewel (HOA Attorney).

Resident raised a question about proper meeting notice (including agenda/purpose) to the residents. Collin advised that this was a Special Meeting of the Board and purpose was provided to the Board Members. As all meetings are Open Meetings per the bylaws, notice was sent to all Residents for this Special Meeting of the Board. Resident cited SC statute from the NonProfit Corporation Act that pointed to required notice and agenda. Collin advised that this specifically applied to regular membership meetings and didn't apply to Special Meetings of the Board and the Resident's objection was noted.

**** James presented a motion to waive any required notice to the Board from the CAMS notification as prior notice (and purpose/agenda) had been provided the week earlier to the Board Members. Motion was seconded and passed 5-0.**

Barry started the meeting by recapping that the BOD had voted (5-0) in January to hire a (part-time) Business Manager. Resumes were solicited from the community and received and interviews were held. Barry stated that at the April (2Q25 BOD) meeting and before the end of the meeting, before the end of the "New Business" agenda, a motion was brought up by a Board Member to hire the Business Manager. Barry could not get control of the meeting as people were leaving and milling around and could not have a discussion period. The vote was 3-2 in favor of the motion. Barry said there were feelings that the vote was done appropriately and did not precisely follow Roberts Rules (which he maintained that he felt the 3 Board Members did to the best of the ability). During a conversation with Collin after the meeting, in order to restore harmony among board, communication via email was sent out to rescind the decision. The motion received 4 yes votes and one board member non-vote. Any votes done by email requires a unanimous vote of all 5 Board Members. Collin suggested since this is a CAMS position, CAMS should perform the hiring tasks. The purpose of today's meeting is a motion to rescind the vote in April, turn over to CAMS, provide resumes to CAMS and they perform the recruiting, as it is CAMS' responsibility.

Susan called for debate/discussion.

Susan stated that the motion was not brought up during the “New Business” section (per audio recording). It was brought up after the second Residents’ Questions section had concluded. The motion was to hire Steve Rescorl and not to extend an offer as had previously been relayed in the official communication from CAMS.

Gary said that (the 3 Board Members who voted affirmatively at the 2Q25 BOD Meeting) gave (the 2 Board Members who dissented) the opportunity to rescind the motion. It required all Board Members to vote unanimously. 4 voted to rescind and one didn’t vote.

James argued that he didn’t vote to rescind the motion because he had concerns. He felt that the motion was invalid. However, there were three Board Members who voted for the motion to hire that night and now we’re trying to rescind the decision. James wondered if that motion could lead that candidate to believe they had a job and he wanted to consult the HOA lawyer. He didn’t vote because he wanted to handle this in a manner that was procedurally correct in order to protect the HOA.

Barry stated that the motion was made to hire but no offer was made and no salary was determined to make an offer. Nothing was extended to any individual at that point in time or at any time since.

Gary stated that James didn’t vote and didn’t say why he didn’t vote. James advised that he did state why in the email and Susan confirmed that it was in the email to all Board Members. Gary said that James could have voted no. James said that he didn’t vote because it was not clear.

Gary asked Collin to speak to the legal issue. Collin stated that he believes there wasn’t an offer made nor acceptance received. There was also no discussion of consideration (salary) so Collin didn’t think that Steve would have a valid claim. He also had prior working experience with Steve when he was HOA President and didn’t think that Steve would pursue something like this.

James then advised that based on Collin’s answers, he felt more comfortable about the situation. He also brought up to Gary that he was critiquing the way that he responded when he still had questions. Gary advised that they wanted an answer, yes or no. James advised that yes/no answers were not possible when there were concerns. He had a duty to the HOA and wouldn’t be pressured to vote. Gary advised that we wouldn’t be here today if James had voted the way he wanted. They (3 Board Members) had given him what he wanted and he didn’t take it. James disagreed.

Susan asked audience for member input regarding a position of business manager before the Board would vote on it.

Resident comments:

- Comment made that there used to be on-site Business Manager at Waterbridge and subsequently let go. The population has increased since then (doubled). Believes we do need an on-site Business Manager and it is the Board's responsibility on how they go about this. Another resident said that it doesn't seem to be the Board's responsibility, but CAMS since it would be their employee.
- Resident brought up the costs outlined in the 2021 Waterbridge budget that called out a business manager (\$40K) and management provider (\$40K). In 2025, the Waterbridge budget for CAMS was \$83,400 and another line item for \$31,800 for onsite client services and now there is a proposition to hire a Business Manager for an additional fee. This resident also distributed a list of duties (per CAMS management summary) at the meeting of what CAMS is supposed to provide at the meeting. They said they requested a copy of the actual contract and was denied it.
 - Barry spoke to Tom Maxfield's (former CAMS representative) statement in the January meeting that Waterbridge would see a reduction in CAMS fees through the hiring of the Business Manager position. Barry also spoke to the how CAMS was managing only 200 homes in 2021 and is now at nearly 1100 homes in 2025.
 - Resident felt that there should be a Business Manager position outside of the community that doesn't monitor other communities. Resident also felt that some of the duties on Business Manager job description were not items that the Waterbridge Board could delegate.
 - Barry asked Collin to speak to delegation of the duties. Collin advised that the Board could hire an agent or agents to perform duties per the bylaws. Collin then went through the job description and called out specific duties that could be delegated and what could not be delegated.
 - James spoke about the revised job description that he generated for the Board to discuss. This version was not seen by the Residents. He advised that he felt that the version that the Residents saw was specifically written for/against certain candidates and his revised version provided a more universal view of qualifications and they were stricken with no real conclusion.
- Resident asked who would be hiring this position: the Board or CAMS. It was advised that it would be CAMS and they would be a CAMS employee. They would receive

their W2 from CAMS. The position would be hired by CAMS, not the Board and would be on-site.

- Susan asked why we wouldn't look at this differently and not look to reduce CAMS fees through the hiring of the Business Manager position but instead only hire the Business Manager position to do the duties that the Board feels is necessary and is currently outside of CAMS current contract scope. Right now, the original Business Manager job description has a lot of overlap.
 - Barry said that CAMS is doing these duties but not to the degree we need them to and that why a dedicated employee is needed.
 - Resident asked why CAMS wasn't being held accountable. Barry advised that they are being held accountable and they are doing that they can. Barry then deferred to Robby at CAMS to speak to this.
 - Resident spoke up that CAMS should only be getting more money when they take on additional responsibilities.
 - Robby advised that he would like to know what CAMS is not doing. Barry advised that he didn't want to put Robby on the spot and stopped the conversation.
- Resident brought up that bylaws can't be changed arbitrarily and this should be run by the HOA attorney. Resident also brought up that CAMS should hire outside of the community.

James brought a motion to the table: Step 1: CAMS to reevaluate their contract regarding what their duties currently entail, that will thence be delegated to a Business Manager, the Waterbridge by-laws as to what may and may not be allowed to be served by a Business Manager, and then consult with the Waterbridge HOA attorney to develop a draft job description for the Business Manager position. This draft job description to then be reviewed by the Board and voted on prior to its use by CAMS in the solicitation process for a Business Manager. Request that this be accomplished within 45 days.

Step 2: Thence, we request CAMS on behalf of the Board of Directors to solicit resumes from individuals, outside of Waterbridge, for the position of Business Manager. CAMS is to then narrow the results down to three to five candidates that they feel would meet the criteria for the position. And then allow the board, as a whole, to interview with the candidates and provide our thoughts as to a compatible hire.

Motion was seconded.

Motion debated:

- 45 days seemed too long. Barry proposed 10 days.
 - Robby felt he could make the determination of what was additional duties.

- Collin felt that was an acceptable timeframe.
- Audience suggested to hire person in-house, not through CAMS, as the focus will be more on our community to ensure that employee will be directly responsible to the HOA instead of CAMS.
- Resident brought up need for checks and balance overseeing CAMS. Also mentioned that the Board could welcome input from Residents on the job description via email.
- Former board member found issues with CAMS work that CAMS did not catch.
- Resident brought up that there does need to be a Business Manager but it should be from outside the community.
- There was discussion regarding if HOA can or cannot directly hire employees and issues with co-employment.
 - HOA Board is not currently set up to handle direct employees and would require.
 - Collin stated that it would be a strictly BOD decision with pros and cons, however having CAMS employee would ease it with payroll, HR, and control of task delegation.
 - James recommended not hiring from within Waterbridge.
 - Resident brought up not wanting another resident to have access to their personal information.
 - Resident asked whether CAMS employees or Board Members sign NDAs.
 - Susan asked whether the 3 existing CAMS employees at Waterbridge today have signed NDAs in place.
 - Robby advised that his position has an NDA in place but he didn't think the existing 3 CAMS employees had one. (It was later determined that these positions currently do not have an NDA in place.)

James reintroduced his motion, to which Barry suggested that since it is a CAMS employee for CAMS to decide how to proceed and allow Waterbridge residents to apply.

- Resident brought up whether members of the community should be involved in the interviewing process. Barry suggested that the process should stay with CAMS.
- Resident asked why we are looking inside the community when we already have an administrative assistant position who is supposed to have on-site hours. Issue raised with individuals working on personal computers at home. Barry advised that once the office is ready, the administrative assistant will be using it.
- Resident asked whether this position is part-time or full time. Barry advised that it was a part-time position. It will be up to CAMS to determine what is needed.

- Resident brought up whether CAMS was handling covenants violations. Barry advised that this is being handled by CAMS. CAMS looks for Covenants violations once a month so this is why the Covenants Committee was formed.
- Resident asked about the job description and how it was created. Barry responded that it originated from CAMS and then was adjusted for Waterbridge. Resident asked whether the changes that were made could be shared with the Residents.
 - Another Resident brought up that a job description could be written for a specific person.
 - Another Resident brought up that the job description states that they must know the Waterbridge CCRs. This would disqualify most candidates.
- Resident raised concern that position filled within Waterbridge could lead to favoritism when making decisions. Barry responded that Business Manager would not make any decisions, but only provide recommendations to the BOD who would make the decisions.
 - Same Resident disagreed and stated that checks and balances come from outside the community, not within. It would be better to have someone outside of the community.

*Motion tabled.

**Barry to brought back up the motion to open the position up to all applicants (inside/outside Waterbridge). It was seconded. No debate. Barry, Gary and Vinnie voted in favor, Susan and James against. Motion passed 3:2.

**James brought motion to un-table previous amended motion, seconded, motion passed 5:0.

Step 1: CAMS to reevaluate their contract regarding what their duties currently entail, that will thence be designate to a Business Manager; the Waterbridge by-laws as to what may and may not be allowed to be served by a Business Manager, and then consult with the Waterbridge HOA attorney to develop a draft job description for the Business Manager position. This draft job description to then be reviewed by the Board and voted on prior to its use by CAMS in the solicitation process for a Business Manager. Request that this be accomplished within 10 days.

Step 2: Thence, we request CAMS on behalf of the Board of Directors to solicit resumes from individuals, to include inside and outside of any residents of Waterbridge, for the position of Business Manager. CAMS is to then narrow the results down to three to five candidates that they feel would meet the criteria for the position. And then allow the board, as a whole, to interview with the candidates and provide our thoughts as to a compatible hire. Request that this be accomplished within 30 days after the end of the 10-day job

description approval period.

Motion was seconded and passed 5:0.

Susan brought up NDAs with CAMS employees.

*Susan to put a motion on the table to have CAMS employees working on Waterbridge will need to sign NDAs.

**Barry amended it to extend it to board members as well, motion seconded.

No discussion. Motion passed 5:0.

- Resident stated concern that CAMS might not reduce cost despite having a separate employee, and other big communities have everything in-house, and the option of having an in-house employee. They had experience with a development where there was an in-house employee and wondered what the HOA attorney thought of this.
 - Collin responded that there are pros and cons for in-house employee vs. CAMS employee.
- Resident asked when the current CAMS contract will expire. Susan responded that it will expire 12/31/25 but will auto-renew for 3 years if not terminated 90 days before which needs to be addressed due to the conflict with the by-laws only allowing 2-year contracts for management providers.
- Resident raised concerns that HOA would pay more to make CAMS do what they are supposed to do.
 - Barry stated that CAMS is doing a fine job and if we were to take on this role ourselves (HOA), it would cost more than \$83,400.
 - Same Resident brought up concern over CAMS asking the Business Manager position to do work for another community.
 - Barry states that the Business Manager would be on-site and Waterbridge exclusivity would be in the employment contract.
- Resident questioned the need-to-know Waterbridge governing documents for the position which would limit the pool of applicants. Barry responded that it (specifically Waterbridge covenants/bylaws) is something that can be learned. Collin mentioned that many communities have very similar documents and that anyone working in the industry would be aware of similar rules.
- Resident asked whether meeting minutes would be put together for this meeting and this was confirmed that it would.
- Resident posed question that if Susan hadn't said something about the 2Q25 meeting vote (that residents were not aware), would Steve have been hired?
 - Barry responded that it was a good question and he didn't know.
- Resident asked whether there would still be a Special Meeting of the Residents.

- Susan stated that there will still be another Special Meeting of the Members to address the violations of Robert's Rules.
- Resident brought attention that too often questions are being raised on what phase people are from and since there could be 2 more board members per the bylaws.
 - Barry responded that elections are open to anyone and reminded that there is only one Waterbridge.
- Resident raised question that Barry was not bringing meeting to order at the last meeting during the last vote (2Q25).
 - Barry said that he tried. Same Resident said they were sitting close to the BOD table and it was not said or they would have heard it.
 - Another Resident spoke up that Barry threatened to shut down the 2Q25 meeting multiple times yet said nothing when this motion was brought up. They also mentioned that there was nothing on the agenda regarding this topic.
- Decorating committee member felt they were being blamed for favoritism over the red/white/blue flag banners and yet nobody volunteered from Phase 2 or 3.
 - A Resident spoke up and said that they and their spouse (Phase 2) had showed on the decorating day and were ignored. Also, that others from Phase 2 had showed up and were ignored.

Motion to adjourn the meeting at 1:38pm, seconded, and passed 5:0.