



## Minutes of the Windermere Oaks Board of Directors

### Special Board Meeting

Monday, March 3, 2025

Windermere Oaks Pavilion

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#### 1) Call to Order

The meeting was called to order at 6:01 PM by director Patti Flunker

#### 2) Roll Call

Board Members Present: Patti Flunker and Allen Hicks. A quorum was established.

#### 3) Public Comment

- **Janet Crow;** Expressed appreciation to previous board members and Anser she also noted her opinion that that WOWSC is a non-profit, member-owned entity and should not be referred to as a co-op.
- **Josie Fuller:** Expressed frustration over repeated legal expenses, lack of clarity in decision-making, and the need for board members who actively contribute. She emphasized the importance of structured financial planning.
- **Danny Flunker:** Responded to Janet Crow's comments regarding the co-op status, referencing documentation that identifies WOWSC as a 501(c)(12) co-op and Joe Gimenez's past deposition referring to WOWSC as a co-op.

#### 4) Establishing a Special Quorum

Patti Flunker cited Article 8, Section 10 of the bylaws, stating that a majority of the board constitutes a quorum. Since Patti Flunker and Allen Hicks were the only board members remaining, they declared the quorum established.

#### 5) Acceptance of Resignations

The board received resignations from Brian Garceau and Scott Miller. A motion was made by Patti Flunker to accept the resignations, seconded by Allen Hicks. Motion passed unanimously.

#### 6) Appointment of New Directors

The board considered applicants to fill the vacant positions. A motion was made to appoint Mark Carpenter to Position 2, seconded by Allen Hicks. Motion passed unanimously. Mark Carpenter was seated as a director.

## 7) Election of Officers

- **President:** Motion made by Allen Hicks to appoint Patti Flunker as President, seconded by Mark Carpenter, and passed unanimously.
- **Secretary/Treasurer:** Motion made by Patti Flunker to appoint Alan Hicks as Secretary/Treasurer, seconded by Mark Carpenter, passed unanimously.
- **Vice President:** The board decided to postpone the appointment of a Vice President for further discussion.

## 8) Discussion on Legal Representation

John Carlton of the Carlton Law Firm submitted a resignation letter dated February 28, 2025. The board reviewed the letter and discussed next steps for obtaining new legal representation. A motion was made by Patti Flunker to accept the resignation, seconded by Allen Hicks, and passed unanimously.

## 9) Review of PUC Compliance Filings

- **PUC Docket 56167:** The board reviewed the updated membership list submitted in compliance with PUC orders. Discrepancies were identified, including members who had moved or passed away. A motion was made by Patti Flunker to accept the updated list with the condition that the POA is properly listed, seconded by Allen Hicks, and passed unanimously. Additionally, the board discussed the new Record Retention Policy developed by the board which is required for compliance in this docket. Patti Flunker made a motion to approved the new policy, Allen Hicks seconded the motion, passed unanimously.
- **PUC Dockets 50788 & 56272:** The board discussed the methodology for refunding customers and ensuring surcharges are properly applied. Key points included:
  - Refunds should match the time the customer became a member.
  - Surcharges should apply to all current members equally.
  - Account numbers should not be reused to ensure accuracy.

Patti Flunker made a motion to implement these changes, seconded by Allen Hicks and passed unanimously.

## 10) Tariff Updates

The board reviewed and adopted changes to the WOWSC tariff, including updates to the rate structure, surcharges, and refund methodology. A motion was made by Patti Flunker to approve the tariff updates, seconded, and passed unanimously.

**11) Discussion on Equity Buy-In Fees and Tap Fees**

The board acknowledged that current tap fees do not cover installation costs and that an increase is necessary. The board agreed to gather financial data to support a fee adjustment in compliance with PUC guidelines. No formal vote was taken.

**12) Financial Oversight and Expenditure Approvals**

The board discussed implementing additional financial controls to ensure oversight and transparency in WOWSC expenditures. A motion was made by Patti Flunker to require approval by the temporary manager for all WOWSC expenses, seconded by Allen Hicks, and passed unanimously.

**13) Formation of a Customer Audit Committee**

The board proposed establishing a committee to verify customer ownership and service records to prevent discrepancies. A motion was made by Patti Flunker to allow the Credential Committee head up this committee, seconded by Allen Hicks and passed unanimously, including Julie Nuemann, Josie Fuller and Bill Stein.

**14) Adjournment**

A motion was made to adjourn at 7:36 PM, <sup>APRX</sup> seconded, and passed unanimously.

Submitted by: (need name)

APPROVED BY WOWSC Board on

Allen Hicks