



Minutes of the University Park Board of Directors, SPECIAL Meeting
Monday, November 25th, 2019 at 10:00am (Scheduled)
The Varsity Club Card Room
7671 The Park Boulevard, University Park, FL 34201

1. **Call to order:** The meeting was called to order at 10:02am by John Whyte, President.
2. **Certify a Quorum:** The following board members were present: John Whyte, Charles Varah and Ron Tobin, making a quorum of the directors. Director Whyte verified that proper notice and publication of this meeting was distributed electronically by email for all residents to view.
3. **Update on Recreation District Purchase & Sale Agreement:** Director Varah indicated that on Friday, November 22nd, 2019, the Purchase & Sale Agreement between University Park Recreation District (UPRD) and the Developer was closed, the sale occurred, monies were transferred. This closing set in motion certain items shown on the agenda today. A Turnover Agreement was recently signed by the community association and, therefore, the documentation is in place for the sequence of steps to assist the association through turnover.
4. **Update on Mutual Cooperation Agreement:** Director Whyte indicated that the Mutual Cooperation Agreement (MCA) has had one or two minor changes and one important change since the draft was discussed at the last board meeting. The document proposed to the Recreation District (RD) Board was unacceptable for a number of well-founded reasons with regard to the resident member role of country club membership. With the assistance of John Bondur, that issue has been resolved and the phrase "and cannot be increased by an amount that exceeds the consumer price index formula" has been stricken. It was unreasonable to the RD to be bound by price control by a third party. The requirement that resident membership remains as the minimum membership category provides reasonable protection to the member since it is a commercially available product in the marketplace. At this point, there is an agreed upon MCA between the RD Chair, Bob Wood, and Director Whyte and the agreement should be signed later this week, the first act to take place following the sale of the club.

Director Whyte explained that the difference between social membership and resident membership is that a social member can resign, and a resident member cannot resign. It is an obligation under the community association CCRs that all purchasers of property after December 31st, 2007 must maintain an active membership in the country club.

Director Whyte moved to approve the MCA in substantial form, as amended, provided there are no major changes, and authorize the President to sign it along with Bob Wood, RD Chair. The motion was seconded by Director Varah and much discussion followed.

Steve Ludmerer indicated that the RD counsel is still reviewing the MCA due to a penalty clause which was not part of the initial agreement.

Director Whyte stated that the effective date of the MCA is the date of signing and the MCA is being signed as a tool that will be effective before and after completion of the turnover process. Neither of the Declarant representatives have played a role in the preparation of this agreement but have a fiduciary responsibility to approve signing the MCA.

Dick Tuley expressed his discomfort with the current Board of Directors signing the agreement and “putting the new Board of Directors on the hook for the terms of the MCA”, to which Director Whyte responded by withdrawing the motion.

Director Varah moved for the present board to consider the revised MCA absent any substantive changes, relying upon Article 19, which provides for amendment to the MCA. The new board can rely upon this provision to make any necessary agreed changes to any of the terms of the agreement.

Steve Ludmerer brought attention to the dispute provision which exists in addition to the amendment provision. Mr. Ludmerer further stated that this agreement is necessary in order to provide the General Manager and the Superintendent with the authority to take actions as may be required.

Kris Pizzi stated that it’s beginning to sound like an “us vs. them” type of mentality so rather than continue along those lines, the agreement should be signed, relying upon the amendment provision if necessary.

Jim Long stated the MCA was a very good document that needs to be signed in order to provide the necessary support to the association’s staff.

Director Whyte withdrew the previous withdrawal of his motion and, with all in favor, the motion was approved.

5. **Proposed turnover election process, approval of process and announcement of date of Special Turnover Meeting:** Director Varah indicated that, as a consequence of the recent closing, the Declarant resigned it’s two positions on the Board (Ron Tobin and Charles Varah) which will be effective upon the appointment of successor board members. This resignation means they no longer have the authority to appoint a majority of the association board.

Director Whyte made the following motion:

Whereas, on November 22, 2019, Woodlands Country Club Associates, LLP, a Florida limited liability partnership, f/k/a Woodlands Country Club Associates, a Florida general partnership (“Woodlands”), gave written notice to the association of the relinquishment of its right to appoint a majority of the association’s Board of Directors;

Whereas, under Article 6.2 of the association’s Articles of Incorporation such relinquishment authorizes the election of all directors by the Class A members of the association commencing with the next meeting of members (the “Turnover Meeting”); and

Whereas, the board desires to establish the date of the turnover meeting.

Now, therefore, be it resolved that a special meeting of members will be held on **December 17th, 2019 at 4:00pm** in The Lakeside Room of The Park Grille, 7661 The Park Boulevard, University Park, Florida, at which meeting new directors of the association will be elected.

Director Varah seconded the motion and, with all in favor, the motion was approved.

6. **Amendments to Declaration of Covenants, Conditions and Restrictions for University Park, Articles of Incorporation and Bylaws:** Director Whyte made the following motion:

Whereas, Article 5.1 of the association’s Bylaws prescribes an increase in the number of directors to seven, commencing with the turnover meeting;

Whereas, Article 6.4 of the association’s Articles of Incorporation prescribes one-year terms for elected directors and requires the consent of the Class B member to all amendments to the Articles of Incorporation;

Whereas, commencing with the turnover meeting, staggered terms for elected directors are desirable; and

Whereas, the association is now the Class B member and the requirement for Class B member consent to amendments to the Articles of Incorporation is no longer relevant.

Now, therefore, be it resolved that Article 6.4 of the association's Articles of Incorporation is amended in its entirety to read as follows:

6.4 Qualification and Term. Directors need not be members of the Association. Prior to the "turnover" meeting, Directors elected pursuant to Article 6.2 will serve for terms expiring at the first annual meeting of members following their election. At the "turnover" meeting, the three candidates for election to the Board of Directors receiving the highest plurality of votes will serve for terms expiring at the second annual meeting of members following their election, and the three candidates for election to the Board of Directors receiving the next highest plurality of votes will serve for terms expiring at the first annual meeting of members following their election. Thereafter, all Directors elected at an annual meeting of members will serve for terms expiring at the second annual meeting of members following their election.

Further resolved that the last sentence of Article 10 of the association's Articles of Incorporation is hereby stricken in its entirety.

Further resolved that the Association President is hereby authorized and directed to execute and deliver Articles of Amendment on behalf of the association to implement the foregoing resolutions.

Director Varah seconded the motion and, with all in favor, the motion was approved.

Director Varah indicated that the last sentence of Article 10 to be stricken states, "No amendment to these articles, prior to the final development date, however, shall be effective without the written consent of the Class B member."

John Bondur, Document Committee member, indicated that, while making the revisions to the documents, the committee looked at Article 6.4, specifically, and had proposed it be amended to say that all directors MUST be a member of the association. Therefore, today's proposed amendment runs counter to the concept presented during previous workshops where there was a unanimous endorsement that directors be members of the association. Mr. Bondur felt that the lack of specificity was a glaring error.

Director Varah responded by saying that the association's legal counsel advises against amending Article 6.4 for two reasons: first, it limits who can be a candidate for election to the association board. Once there are limitations, questions may arise as to candidate validity. Once questions arise, the door opens for conflict when a candidate's validity is questioned or when the election process, itself, is called into question. Therefore, it is the opinion of legal counsel that this article be kept simple and no limitations be included. Director Varah feels confident that any candidates who are not members of the association will not receive many votes and this is the second reason why legal counsel opines that it is unnecessary to change this provision of the documents at this time.

Director Whyte added that the definition of membership (of the association) requires further discussion and consideration due to the different types of home ownership (i.e. corporate ownership, ownership by a trust, etc.).

Director Varah asked that the record reflect that the association's legal counsel, Mike Hartenstine, has acted on behalf of, and always in the best interest of, the association back to day 1, in 1991, whether the Declarant has been in control or not. Mr. Hartenstine's role as legal counsel will terminate upon the election of the new board on December 17th, 2019.

Director Whyte made the following motion:

Whereas, Article 21 of the Declaration of Covenants, Conditions, and Restrictions for University Park recorded in Official Records Book 1363, Page 264, Public Records of Manatee County, Florida, as amended (the "Declaration"), reserved unto Woodlands the right to amend the Declaration, provided any such amendment reasonably conforms to the general purposes of the covenants and restrictions set forth in the Declaration;

Whereas, pursuant to Assignment of Developer Rights recorded in Official Records Book 2814, page 965, Public Records of Manatee County, Florida, Woodlands assigned its amendment rights under Article 21 of the Declaration to the association;

Whereas, Article 4.4 of the Declaration prescribes procedures for voting by the Voting Members;

Whereas, Article 4.4 of the Declaration does not specify how votes are determined in elections of multiple directors; and

Whereas, clarification of the voting rights of the Voting Members is desirable.

Now, therefore, be it resolved that the following sentences be added to the end of Article 4.4 of the Declaration:

In all elections of members of the Board, the total number of votes that may be cast by a Voting Member will equal (a) the number of votes of all Class A members in the Voting Member's Neighborhood multiplied by (b) the number of vacancies on the Board to be filled at the election. The total votes cast by a Voting Member for any one candidate for the Board may not exceed the number of votes held by all Class A members in the Voting Member's Neighborhood.

Further resolved that the Association President is hereby authorized and directed to execute and deliver an amendment to the Declaration on behalf of the association to implement the foregoing resolution.

Director Varah seconded the motion and, with all in favor, the motion was approved.

Director Whyte summarized this amendment by providing the following example: if there are 6 vacancies on the board and there are 22 lots in the neighborhood, the Voting Member cannot place more than 22 votes for any one candidate and cannot place, in total, more than 132 votes. Split voting is not prohibited at this time.

Director Whyte thanked the Election Committee appointed by the board - Janette Gatesy, Elaine Kulbako and Ken Burghy - for the tremendous efforts that were made in putting together the process and all the documents. The documents put forward are being presented, reviewed and approved by the board today which have already been reviewed and approved, in some detail, by the association's attorney to be sure they are worded in accordance with the CCRs and Florida Statute 720. The documents include: Election Guidelines, Call for Candidates, Notice of the Special Meeting, Ballot Instructions for Voting Members, Voting Member Proxy Form and a Ballot Form, individual for each neighborhood.

Director Whyte made the following motion:

Whereas, six new directors will be elected by the voting members at the turnover meeting; and

Whereas, the association membership will benefit from the establishment of specific guidelines to govern the election process.

Now, therefore, be it resolved that the procedures set forth in the attached document captioned "University Park Community Association, Inc., Guidelines for the Election of Board of Directors, December 17, 2019," together with the

documents attached thereto (the Call for Candidates, Ballot, and Voting Instructions), are hereby approved and will govern the process for election of directors at the Turnover Meeting.

Director Varah seconded the motion and, with all in favor, the motion was approved.

The above-referenced documents will be posted on the Transitions website. The Call for Candidates is going to be sent out today and will indicate that the close of nominations will be December 6th at noon and no nominations will be taken after that date nor from the floor. As soon as a nomination is received, that candidate's name will be posted on the Transitions website; however, the background information for all the candidates will be posted together around December 9th, a few days after nominations have closed. A candidate will be required to submit a resume, a photo is optional and the answers to the following three questions (read aloud by Janette Gatesy):

1. What do you consider the top three priorities facing University Park and what experience do you have to help address them?
2. What do you consider the top three qualifications needed to be an effective HOA board member?
3. A Mutual Cooperation Agreement will be agreed between the University Park Recreation District and the Association. Why is this important and how would you facilitate working together for the mutual benefit of all residents?

Director Varah added that the requirements to be a board member, as well as what a board member should do, are set forth in Florida Statute 720 and, per Janette Gatesy, will also be included in the Call for Candidates.

7. **Park Boulevard Management, LLC (PBM LLC) – resignation and replacement of managers and appointment of UPCA as manager:** Director Whyte indicated Park Boulevard Management, LLC (PBM) is the entity that has been transferred from Neal/Pasold to the association, who is now the one hundred percent (100%) owner of PBM. PBM is the entity that is managed and led by Laurie Evans and Curtis Nickerson, essentially an HR and employment company where all the employees of the club and ex-employees of CMS and the gate staff are all now a part of PBM. PBM has an Operating Agreement which names, as its management structure, John Neal and Charles Varah, as managers, and there will be an adjustment to that structure proposed today.

Director Varah added that PBM has a Management Agreement with the RD, which has been signed and put in place. A future Management Agreement between PBM and the community association will be put in place prior to the relinquishment of its management duties by CMS and, also, before turnover to the new board.

Director Whyte stated that the association will be the sole member of PBM and named as the Manager. Thereafter, the Manager will establish a Management and Compensation Committee to manage the renewals and changes to the two Management Agreements with the RD and the homeowners' association. The committee will also deal with the employment contract performance, review and compensation for the General Manager and for a Deputy General Manager. With the exception of the role of the Management and Compensation Committee, the General Manager and Deputy General Manager, as appointed by the UPCA board, will have authority for all necessary management actions and decisions required in their judgment to implement the Management Agreement with UPRD and UPCA within the agreed budgets. Effectively, there will be a small Management Committee that will deal with managing and overseeing, essentially, Laurie and Curtis and the two Management Agreements. Apart from that, the association will delegate all authority within the Management Agreements and the Budgets to Laurie and Curtis to make all necessary decisions that are deemed appropriate. The association will not have issues of PBM discussed at board meetings as those issues are being delegated on a clear structured model.

Deputy General Manager is a new term and whether, or not, Laurie would like to appoint Curtis as the Deputy Manager will be a recommendation made to the board because it is the board who will appoint individuals to fill these roles. As of now, the board is appointing Laurie as General Manager but it's being set up so that the UPCA board will authorize two people to be in charge, a General Manager and a Deputy (not an assistant but a deputy) General Manager to provide resiliency. Curtis has not, at this stage, been appointed as that Deputy. There is no reason why Curtis must have that title but, if Curtis is to be given the title and, therefore, the authority within the Operating Agreement, it will need to be by appointment of the board. The Operating Agreement provides the board with that authority and with the opportunity to have that Deputy and, although Laurie does not have the authority to delegate the Deputy, the board will do so upon the recommendation of the General Manager. The new board will be responsible for delegating the Deputy General Manager at some point in January, 2020, at which time the functioning of PBM will also be discussed. What is being set up, right now, is a structure that does not yet include names.

Jim Case inquired about the authority for budgeting, etc. and was told it will sit entirely with the General Manager, in accordance with the Management Agreement. The new Management Committee will oversee the General Manager. It will be a three-person committee, established post-turnover. One committee member will be from the board of the homeowners' association, one committee member will be from the board of the RD (one who does not bring the complications of the Sunshine Laws due to this committee being private) and the last committee member will be independent, not from either board. This is the intention as of now so that the General Manager does not have to report to a full seven-member Board of Directors but, rather, only to a three-member committee.

Director Whyte made the following motion:

Whereas, on November 22, 2019, University Park Country Club Associates, LLP, being the sole member of Park Boulevard Management, LLC, a Florida limited liability company (the "Company"), assigned its entire membership interest in the Company to the association;

Whereas, the present managers of the Company are John A. Neal and Charles Varah;

Whereas, the association, as the sole member of the Company, has authority under Section 2.6 of the Company's Operating Agreement to remove the present managers and name their replacement; and

Whereas, the board desires to name the association as manager of the Company. Now, therefore, be it resolved that John A. Neal and Charles Varah are hereby removed as managers of the Company.

Further resolved that the association is hereby named the sole manager of the Company.

Added by Mr. Whyte – Further resolved that a Management and Compensation Committee will be appointed by the association with specific responsibility for the renewal and changes to the Management Agreements with the RD and the community association and, second, with responsibility for the employment contract, performance review and compensation of the General Manager and Deputy General Manager.

Further added by Mr. Whyte - Whereas, with the exception of the role of the Management and Compensation Committee, the General Manager and Deputy General Manager, as appointed by the association to have authority for all necessary management actions and decisions required in their judgment to implement the Management Agreements with the RD and community association within the agreed budgets.

Further resolved that the Association President is hereby authorized and directed to execute and deliver an amendment to the Operating Agreement of the Company on behalf of the Association to implement the foregoing resolutions.

Director Tobin seconded the motion and, with all in favor, the motion was approved.

8. **Appointment of Menchinger & Tyack, CPA as Independent Auditors:** Director Tobin indicated that, at the last Finance Committee meeting, a proposal from Menchinger & Tyack was reviewed and approved to continue as the association's auditors.

Director Tobin moved to approve the proposal with a fee estimated to be between \$10,700 and \$11,600 which is the same as in prior years. The motion was seconded by Director Whyte and, with all in favor, the motion was approved.

Director Whyte requested Janette Gatesy to invite Menchinger & Tyack to assist with the tally at the election on December 17th, 2019. However, Menchinger & Tyack will not be the auditor of PBM. The recommendation has been to appoint the RD's auditor to audit the records of PBM.

9. **Other Business as Appropriate:** N/A

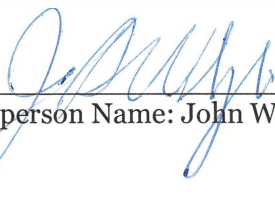
10. **Adjournment:** There being no further business to come before the meeting, the meeting was adjourned at 11:25am.

Dated in the State of Florida on the 25th day of November, 2019.



(Signature)

Secretary Name: Charles Varah



(Signature)

Chairperson Name: John Whyte

University Park Community Association, Inc.
Guidelines for the Election of Board of Directors
December 17, 2019

1. These guidelines apply to the election of six new Directors of University Park Community Association, Inc. The election of these Directors will occur at the Turnover meeting of members on **December 17, 2019**. The duties of the newly elected Directors shall commence immediately on the Turnover date.
2. On **November 25, 2019**, the Call for Candidates and a Notice for the Candidates Forum will be emailed to all Parcel Owners.
 - The candidate's nomination form will be a one-page resume in Word format with an optional photo. These will not be edited before being included on a website about the candidates. In addition, the Call for Nominations will include a list of three questions to be answered on a separate page and turned in to be included on the website. This does not limit campaign materials to be used by candidates as desired.
 - Any person who is interested in being considered as a candidate for the Board of Directors should notify the President of the Association in writing prior to **12:00 noon, December 6, 2019**. Nominations can be submitted by email to Elections@upcai-fl.com, handed in at the Association office (Sales Office building) or mailed to "UPCAI Candidacy for Board", 8301 The Park Boulevard, University Park, FL 34201. All nominations, emailed, handed in or mailed must be received by **12:00 noon, December 6, 2019**.
 - A person who is delinquent in the payment of any fee, fine, or other monetary obligation to the Association may not seek election to the Board.
 - A person who has been convicted of any felony in Florida or in a U.S. District or Territorial Court may not seek election to the Board unless such person's civil rights have been restored for at least 5 years.
 - The candidate must affirm that, upon election, he or she will comply with the requirements specified by Florida Statute 720.3033 regarding serving as a director of a Florida HOA:
 - i. Within 90 days after being elected or appointed to the board, each director shall certify in writing to the secretary of the association that he or she has read the association's declaration of covenants, articles of incorporation, bylaws, and current written rules and policies; that he or she will work to uphold such documents and policies to the best of his or her ability; and that he or she will faithfully discharge his or her fiduciary responsibility to the association's members.
 - ii. Within 90 days after being elected or appointed to the board, in lieu of such written certification, the newly elected or appointed director may submit a certificate of having satisfactorily completed the educational curriculum administered by a division-approved education provider within 1 year before or 90 days after the date of election or appointment.
3. On **December 2, 2019**, an email notice will be sent to all Association members announcing the scheduled date of the special meeting of members for the election of the new Directors. The date for the Candidates Forum will also be announced, and the website address will be

included in the email for members to see the names of the candidates as they are submitted.

4. Nominations will be closed at **12:00 noon, Friday, December 6, 2019**. Any nominations received after that time will not be considered. All nominations, emailed, handed in or mailed, must be received by that time.
5. The Association will provide a candidate website. Candidates' names will be added to the candidate website <https://community194.wixsite.com/residents/> within 2 days of receipt of nomination to allow time to verify eligibility to be a candidate. All resumes and questionnaire responses will be added to the site at the end of the nomination period at the same time.
6. Candidate eligibility will be verified by the Association Manager (Steve Hatton) within 1 business day of receipt of the candidate's nomination.
7. A candidates package will be made available to all Voting Members by **12:00 noon, December 10, 2019**, to be picked up at the Administration Office at the Club. For each Voting Member (VM), the candidates package will include the following:
 - Each candidate's resume
 - A Ballot that is specific to their Neighborhood. The ballot will:
 1. list all the candidates in alphabetical order
 2. include the number of Parcel Owners in their Neighborhood, and
 3. list the total number of votes each VM will be allowed to vote.
 - Voting Instructions
 - A Proxy Form. The VM may appoint a Proxy, who must also be an elected member of that Neighborhood Committee. The ballot for that Neighborhood will be passed to such Proxy, who must be so designated in writing by the VM to the Association prior to the day of the special meeting. In designating the Proxy, the VM may specifically direct how the votes are to be cast or may leave that decision to the Proxy.

Ballots may be delivered to the Association Manager no later than **12:00 noon, December 17, 2019**, the day of the Association Meeting, or be delivered in-person by the VM or their appointed Proxy at the start of the Association Meeting.

8. An email will be sent to all Parcel Owners by **5:00 p.m., December 10, 2019**, directing them to the candidates website, which will include all the candidates' resumes and questionnaire responses in alphabetical order.
9. A Candidates Forum will be held on **Monday, December 16, 2019, at 3:00 p.m.** in the Lakeside Room. All candidates are encouraged to participate. Neighborhood Chairs are required to attend or arrange for an alternate Neighborhood Committee member to attend in their stead. The forum is open to all residents.
 - The forum will be conducted by the Association Manager.
 - All candidates will be seated at the front of the Lakeside Room.
 - Each candidate will have an opportunity to introduce themselves and take questions from the floor for a pre-determined amount of time.
 - The order of the candidates will be chosen by random drawing.

- Once all candidates have completed their introductions, additional questions may be asked of the candidates if time permits.
 - Final decisions on amount of time allotted to each candidate will be determined once the number of candidates is known.
 - By end of day **December 11, 2019**, an email will be sent to all candidates informing them of the format of the forum.
10. A special meeting of members to elect the new Directors will be held on **Tuesday, December 17, 2019**, which will be open to all members of the Association. However, only the Voting Members or their appointed Proxies will vote. All ballots and Proxies that will not be presented at the special meeting must be delivered in a sealed envelope to the Association office (Sales Office building) or mailed to "UPCAI Board Election", 8301 The Park Boulevard, University Park, FL 34201, and received by **12:00 noon, Tuesday, December 17, 2019**.
11. The election will be in accord with the provisions of the Declaration and the Association's Articles of Incorporation and Bylaws in effect at the time of the special meeting.
- The meeting will be called to order and conducted by the Association President.
 - A roll-call vote will be called to establish a Quorum of Voting Members or their appointed Proxies.
 - No further nominations from the floor for candidates will be allowed.
 - A call will be made for any as yet undelivered ballots.
 - A temporary recess will be called for the meeting, during which time the following will occur:
 - i. The Association Manager will deliver the ballots to an independent Auditor.
 - ii. The independent Auditor will accomplish the following tasks:
 - (a) Validate the identity of the Voting Member or Proxy for each of the Neighborhood ballots received
 - (b) Count the weighted votes cast for each candidate
 - (c) Certify the count and deliver the election results to the Association Manager
 - iii. Each ballot will also be reviewed by the Election Team consisting of three Neighborhood Chairs appointed by the Association President.
 - The Association President will call for a resumption of the Association Meeting.
 - The Association Manager will present the results of the election in the following manner:
 - i. The final tally of votes for each candidate will be announced in the order of the highest to lowest number of votes received, and in alphabetical order when there is a tie vote.
 - ii. The names of the three candidates receiving the highest number of overall votes and the names of the three candidates receiving the next highest number of votes will be announced. The three candidates who have received the highest number of votes will serve a term of 2 years, and the three candidates receiving the next highest number of votes will serve a term of 1 year.
 - iii. All ballots will be made available to the Association through the candidates website by **December 19, 2019**.
 - In the event of a tie vote:

- i. For the final slot on the Board: An immediate run-off election between the tied candidates will be held. This will be handled through a roll-call vote of each VM at the meeting. Each VM will cast their votes (as a block without splits) for the number of candidates needed to complete the Board. For example, in a multi-candidate tie for the final slot, each VM would vote for one candidate. In a multi-candidate tie for the final two slots, each VM would vote for two candidates.
 - ii. For the top three slots (2-year term): If four or more candidates are tied for the top three slots, a coin toss may be used between the candidates to determine who gets the 1-year term. Alternately, pulling cards from a deck may be used.
 - o The Association President will adjourn the special meeting.
12. The Call for Candidates, the Ballot, and the Voting Instructions will be substantially in the form attached to these guidelines.

**Call for Candidates for the Board of Directors of
University Park Community Association, Inc.**

University Park Community Association, Inc., is seeking candidates for the Board of Directors, to take office immediately on Turnover of the Association by the Declarant to homeowner control.

**PLEASE CONSIDER THIS EMAIL AS NOTIFICATION OF SIX (6) VACANCIES ON THE BOARD OF
DIRECTORS AND AS AN INVITATION FOR NOMINATION OF PERSONS WHO MAY WISH TO BE
CONSIDERED A CANDIDATE FOR DIRECTOR.**

Under the Articles of Incorporation, Association Directors are elected by the Voting Members (Neighborhood Committee Chairs) representing the Class A members. The Association's Bylaws provide for seven Directors, commencing with Turnover.

- Any person who is interested in being considered as a candidate for the Board of Directors should submit their nomination to the President of the Association, via email, mail, or hand-carried prior to **12:00 noon, December 6, 2019**.
- This nomination should include, on one page, a resume in Word format, or PDF, and a photo (optional). In addition, on a second page, should be written responses to the three (3) questions noted on page 2 of this Call for Candidates. Resumes and nominations received after the above deadline will **not** be considered.
- Nominations can be submitted by email to elections@upcai-fl.com, handed in at the UPCA office (Sales Office building), or mailed to "UPCAI Candidacy for Board", 8301 The Park Boulevard, University Park, FL 34201. Candidate names (not resumes) will be posted within two business days upon receipt of a valid nomination.
- Nominations will not be accepted from the floor at the Special Election Meeting of Members for this election. This was requested by Neighborhood Committee Chairpersons, was approved by Board of Directors' resolution, and is consistent with Florida Statute 720.306(9)(a). This will ensure that all homeowners and Voting Members have an opportunity to be informed prior to the election as to the candidates and their qualifications.

A packet of candidates' resumes will be made available to Voting Members to pick up by noon on December 10, 2019. Shortly thereafter, the resumes will be made available online to Association members, who will be encouraged to notify their respective Voting Member of their choice of candidates for consideration.

Candidates should be prepared to participate in a Candidates Forum to be held at **3:00 p.m., December 16, 2019**, as an opportunity for the Voting Members and homeowners to meet the individual candidates. Candidates will have an opportunity to present their particular qualifications and to answer questions.

The election will take place at a Special Meeting of the Members of the Association, expected to be set by the current Board of Directors for **4 p.m., December 17, 2019**.

The election process will be managed by our Community Association staff and supervised by a committee of three Neighborhood Chairs.

By order of the Board

UNIVERSITY PARK COMMUNITY ASSOCIATION, INC.
XXXXXXX, Community Association Manager

Questions for Board of Directors Candidates (answers to be submitted with self-nomination form)

1. What do you consider the top three priorities facing University Park and what experience do you have to help address them?
2. What do you consider the top three qualifications needed to be an effective HOA board member?
3. A Mutual Cooperation Agreement will be agreed between the University Park Recreation District and the Association. Why is this important and how would you facilitate working together for the mutual benefit of all residents?

Legal Guidelines for Board of Directors Candidates

1. A person who is delinquent in the payment of any fee, fine, or other monetary obligation to the Association may not seek election to the board (Florida Statutes, Chapter 720).
2. A person who has been convicted of any felony in Florida or in a US district or territorial court may not seek election to the board unless such person's civil rights have been restored for at least 5 years (Florida Statutes, Chapter 720).
3. Once a candidate's self-nomination and resume are submitted, the candidate may campaign in accordance with the Bylaws.
4. Upon election Directors will comply with the requirements specified by Florida Statute 720.3033 regarding serving as Director of a Florida HOA:
 - a. Within 90 days after being elected or appointed to the board, each director shall certify in writing to the secretary of the association that he or she has read the association's declaration of covenants, articles of incorporation, bylaws, and current written rules and policies; that he or she will work to uphold such documents and policies to the best of his or her ability; and that he or she will faithfully discharge his or her fiduciary responsibility to the association's members.
 - b. Within 90 days after being elected or appointed to the board, in lieu of such written certification, the newly elected or appointed director may submit a certificate of having satisfactorily completed the educational curriculum administered by a division-approved education provider within 1 year before or 90 days after the date of election or appointment.

**NOTICE OF A SPECIAL MEETING OF MEMBERS OF
UNIVERSITY PARK COMMUNITY ASSOCIATION, INC.**

Please take notice that a special meeting of members of University Park Community Association, Inc., will be held on December 17, 2019, at 4:00 p.m. in the Lakeside Room of The Park Grille, 7661 The Park Boulevard, University Park, Florida.

The purpose of the meeting is for the Voting members of the Association (Neighborhood Chairs as of October 1, 2019) to elect six (6) Directors.

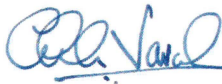
Announcement and call for nomination of those candidates who are seeking to serve as directors of the Association were made on November 25, 2019. All nominations must be received no later than 12:00 noon December 6, 2019. No other nominations will be accepted from the floor during the special meeting.

A Candidate's Forum will be held on December 16, 2019, at 3:00 p.m. in the Lakeside Room of The Park Grille, 7661 The Park Boulevard, University Park, Florida. Voting Members should plan to attend. Members of the Association are welcome to attend.

DATED this 25th day of November, 2019.

UNIVERSITY PARK COMMUNITY ASSOCIATION, INC.

By:

A handwritten signature in blue ink, appearing to read "Charles Varah", is written over a horizontal line.

Charles Varah, Secretary

University Park Community Association, Inc.
Election of Board of Directors Ballot Instructions
December 17, 2019

Each Voting Member (VM) will receive a voting ballot that is specific to their Neighborhood. The ballot will:

- list all the candidates in alphabetical order
- include the number of Parcels in their Neighborhood, and
- list the total number of votes each VM will be allowed to vote.

Each VM will receive a Proxy Form. The VM may appoint a Proxy, who must also be an elected member of that Neighborhood's Committee. The ballot for that Neighborhood will be passed to such Proxy, who must be so designated in writing by the VM to the Association prior to the day of the Association Meeting. In designating the Proxy, the VM may specifically direct how the votes are to be cast or may leave that decision to the Proxy.

The VM or their Proxy may abstain from voting for any or all of the full number of candidates for all available vacancies. Votes may be split among candidates. The total number of votes cast for any one candidate may not exceed the number of Lot Parcels in their Neighborhood and the total number of votes may not exceed the number of Board vacancies multiplied by the number of Lot Parcels in that Neighborhood.

Ballots may be delivered to the Country Club Administrative Office; Attn: Community Association Manager-Steve Hatton in a sealed envelope no later than **12 Noon December 17, 2019**, the day of the Association Meeting, or be delivered in-person by the VM or their appointed Proxy at the start of the Association Meeting.

A ballot with the following defects will be deemed invalid and will not be counted:

- A ballot not signed by the Neighborhood VM.
- A ballot by a designated Proxy not so appointed by the signature of the VM on the ballot itself, or who is not a member of that Neighborhood's Committee.
- A ballot by a designated Proxy which is not signed.
- A ballot with more votes than the number of vacancies to be filled times the number of Parcels for that neighborhood.

In the event that a full slate of candidates is not nominated for the Board, the election would still be held with each VM voting for the top 3 candidates to fill the 2-year Board positions.

In the event of a tie vote:

- For the final slot on the Board: An immediate run-off election between the tied candidates will be held. This can be handled through a Roll call vote of each VM at the meeting. Each VM will cast their votes (as a block without splits) for the number of candidates needed to complete the Board. For example, in a multi-candidate tie for the final slot, each VM would vote for 1 candidate. In a multi-candidate tie for the final 2 slots, each VM would vote for 2 candidates.
- For the top 3 slots (2 year term): For example, if 4 or more candidates are tied for the top 3 slots, a coin toss may be used between the candidates to determine who gets the 1 year term. Alternately, pulling cards from a deck may be used.

PROXY

The undersigned, being the Voting Member of the _____
Neighborhood does hereby constitute and appoint _____
as my agent, in my name, place and stead, to vote my Proxy at the Meeting of Members
of University Park Community Association, Inc., to be held on Tuesday, December 17th,
2019 at 4:00pm in The Lakeside Room of The Park Grille, 7661 The Park Boulevard,
University Park, Florida.

This Proxy shall remain in full force and effect through December 17th, 2019, unless
sooner revoked by me. My attendance in person at the Meeting of Members shall
automatically revoke this Proxy.

IN WITNESS WHEREOF, I have signed this Proxy on this, the _____ day of
_____, 2019.

Signature, Neighborhood Voting Member

Printed Name

**University Park Community Association Inc.
Election of Board of Directors
December 17, 2019**

DEVONSHIRE PLACE

Voting Member Ballot form

Total Vote Calculation: **18** number of Parcels, times 6 Board positions equals: **108** total votes

Instructions:

- o Each Association Voting Member (VM) casts their votes on behalf of the Class A members (parcel owners) they represent in their Neighborhood. Votes may be split among Candidates,
- o The total votes cast for any one Candidate cannot exceed the number of parcels in the VM's neighborhood. *For example, if there are 18 lots in a Neighborhood, the maximum votes for any one Candidate is 18*
- o The total of all votes cast by a VM cannot exceed the number of Board vacancies (6) multiplied by the number of Parcels in the VM's neighborhood. *For example, if there are 18 lots in a Neighborhood, then 18 lots X 6 vacancies equals 108 maximum total votes for that VM.*
- o An error on a ballot form may risk the whole ballot form being rejected.

Candidates (in alphabetical order)

Number of Votes cast

Candidate 1

Candidate 2

Candidate 3

Candidate 4

Candidate 5

Candidate 6

Candidate 7

Candidate 8

Candidate 9

Candidate 10

Candidate 11

Candidate 12

Total Votes Cast:

Voting Member: name

Voting Member: signature

Neighborhood:

Date:

Verifications: