

RIVIERA DUNES MASTER ASSOCIATION, INC.

RECALL MEETING

Monday, May 24, 2021 @ 1 PM

Laguna Clubhouse 614 Riviera Dunes Way

Palmetto, Florida 34221

- I. **Called to Order** – The President, Deborah Sperry, called the meeting to order at approximately 1:05 p.m.
- II. **Quorum Present** – Proof of quorum of directors – Shay Hawkinberry, Deborah Sperry, Drew Denick, Saul Fineman, Ken Johnson, Rob Hartwell and Gary Schuster.

Also present – Karen Maller, RDMA attorney.

- III. **Proof of Notice** – The President, Deborah Sperry, confirmed that notice was posted according to the Florida Statutes.
- IV. **New Business** – This is the second written recall ballot package submitted by Shay Hawkinberry as the identified representative of the owners submitting the written recall ballot in the month of May of 2021. The first package was entirely withdrawn at the Board Meeting of May 12, 2021 because of numerous deficiencies. The newly submitted package was served on the President, Deborah Sperry on May 17, 2021.

- A. The Riviera Dunes Master Association, Inc. oversees a mixed-use community and as such, there are specific classes of members identified with the entitlement to elect a certain number of the Board of Directors. Florida Statute Section 720.303(10)(a)(2) specifies that “when the governing documents, including the declaration, articles of incorporation, or bylaws, provide that only a specific class of members is entitled to elect a board director or directors, only that class of members may vote to recall those board directors so elected.”

- B. Florida Statute, Section 720.303(10)(i) further specifies that when the recall of more than one Board Member is sought, the written agreement, ballot, or vote at a meeting shall provide for a separate vote for each Board Member sought to be recalled.

- V. The sole purpose of the meeting was to address the written recall ballots presented to Riviera Dunes Master Association, Inc. via process server served upon Deborah Sperry, as President, on May 17, 2021 at approximately 10:00 a.m. The written recall ballots presented included the following:

- A. Gino Sedillo for GDAWG Ventures, LLC – Parcel 9A;
- B. Gino Sedillo for GDAWG Ventures, LLC – Parcel 10B;

- C. Gino Sedillo for GDAWG Ventures, LLC – Parcel 12A, B, C, D;
- D. Gino Sedillo for GDAWG Ventures, LLC – Parcel 14A;
- E. Bob Crowley for Riviera Dunes Marina Condominium Association, Inc. – Parcel 11A, B, C; and
- F. Leroy D. Hunt for The Leroy and Sharon 1996 Family Trust – Parcel 10A.

VI. The first action was to review the individual written ballots and accept or reject the individual ballots by the Board of Directors.

- A. Gino Sedillo for GDAWG Ventures, LLC – Parcel 9A
 - Motion to accept the GDAWG Parcel 9A recall ballot as 27 multi-family votes (index points)
 - Moved by Shay Hawkinberry, Seconded by Gary Schuster
 - All in favor, seven (7); Opposed, zero (0)
- B. Gino Sedillo for GDAWG Ventures, LLC – Parcel 10B
 - Motion to accept the GDAWG Parcel 10B recall ballot as 45 commercial votes (index points)
 - Moved by Shay Hawkinberry, Seconded by Drew Denick
 - All in favor, seven (7); Opposed, zero (0)
- C. Gino Sedillo for GDAWG Ventures, LLC – Parcel 12A, B, C, D
 - Motion to accept the GDAWG Parcel 12A, B, C, D recall ballot as 123 commercial votes (index points)
 - Moved by Shay Hawkinberry, Seconded by Drew Denick
 - There was a discussion in that the ballot referenced the removal of Ken Johnson as a Board Member in Block A of the ballot, and identified Ken Johnson as the replacement Board of Director in Block B.
 - The owners' representative, Shay Hawkinberry, requested the ballot be corrected because it was an error by her admission. A similar argument was made by legal counsel appearing on behalf of GDAWG Ventures, LLC. However, it was pointed out by legal counsel for the Association that changes cannot be made to the ballots once they are served.
 - The motion to accept the written recall ballot was accepted pursuant to the following:
 - All in favor, five (5) (Deborah Sperry, Drew Denick, Saul Fineman, Rob Hartwell and Ken Johnson); Opposed, two (2) (Shay Hawkinberry and Gary Schuster)
- D. Gino Sedillo for GDAWG Ventures, LLC – Parcel 14A
 - Motion to accept the GDAWG Parcel 14A recall ballot as 30 multi-family votes (index points)
 - Moved by Saul Fineman, Seconded by Ken Johnson
 - All in favor, seven (7); Opposed, zero (0)

- E. Bob Crowley for Riviera Dunes Marina Condominium Association, Inc. – Parcel 11A, B, C
- Motion to accept the Riviera Dunes Marina Condominium Association, Inc. – Parcel 11A, B, C recall ballot as 87 commercial votes and 219 multi-family votes (index points)
 - Moved by Drew Denick, Seconded by Ken Johnson
 - The discussion was had as a result of the objection raised by the owners' representative as identified in the recall ballot, Shay Hawkinberry, along with legal counsel representing GDAWG Ventures, LLC and legal counsel representing Riviera Dunes Marina Condominium Association, Inc.
 - Discussion points:
 - o The owners' representative, Shay Hawkinberry, along with legal counsel for the Riviera Dunes Marina Condominium Association, Inc. and GDAWG Ventures, LLC argue that the votes of the Riviera Dunes Marina Condominium Association, Inc. are to be identified as all multi-family votes, bringing their total to 306 votes for multi-family.
 - o Legal counsel for Riviera Dunes Master Association, Inc., as well as the representative counsel for Condominium Association identified as Laguna Riviera Condominium Association, Inc., identified the Governing Documents which include the original Declaration and By-Laws, along with all amendments, including the most recent amendment to the Declaration identified as the Eighth (8th) Amendment. The Eighth (8th) Amendment identifies the Riviera Dunes Marina Condominium Association, Inc. as having 219 condominium units under the multi-family category and the remaining 87 (40 associated with Parcel 11B and 47 associated with Parcel 11A) designated as commercial.
 - o The Riviera Dunes Marina Condominium Association, Inc. representative counsel was asked if the Parcels identified as Parcel 11B and Parcel 11A were condominiumized because there is no documentation to support this. The legal counsel did not respond with any proof to evidence that the Parcels were condominiumized.
 - o Following the discussions among the Board Members and representative legal counsel present for the various parties, the Board was presented with the motion to accept the Riviera Dunes Marina Condominium Association, Inc. recall ballots as 87 for the commercial and 219 for the multi-family votes.
 - This was approved in favor by five (5) Board Members (Deborah Sperry, Drew Denick, Saul Fineman, Rob Hartwell and Ken Johnson); Opposed, two (2) (Shay Hawkinberry and Gary Schuster)
- F. Leroy D. Hunt for The Leroy and Sharon 1996 Family Trust – Parcel 10A
- Motion to accept The Leroy and Sharon 1996 Family Trust – Parcel 10A recall ballot as 22 commercial votes (index points)

- Moved by Drew Denick, Seconded by Saul Fineman
- All in favor, seven (7); Opposed, zero (0)

VII. The Board was then asked to consider each Director subject to recall individually and to determine if sufficient votes, that being a majority of the class of members entitled to a vote, and determine if there was a majority of written recall ballots submitted so as to recall each of the Board Members identified on the written recall ballots from each class the Board Members represented, which is as follows:

Saul Fineman – Multi-family;
Deborah Sperry – Multi-family;
Ken Johnson – At-large; and
Gary Schuster – Multi-family.

As a point of clarification, the index points for those submitting written recall agreement ballots were identified as:

GDAWG Ventures, LLC
Multi-Family – 57
Commercial – 168

Riviera Dunes Marina Condominium Association, Inc.
Multi-Family – 219
Commercial – 87

The Leroy and Sharon 1996 Family Trust
Multi-Family – 0
Commercial – 22

TOTAL
Multi-Family – 276
Commercial – 277

- A. Saul Fineman – Multi-Family
- 276 recall votes out of 568 total multi-family votes = 48.6%
 - Motion to reject the certification of Saul Fineman recall
 - Moved by Drew Denick, Seconded by Rob Hartwell
 - All in favor, five (5) (Deborah Sperry, Drew Denick, Saul Fineman, Rob Hartwell and Ken Johnson); Opposed, two (2) (Shay Hawkinberry and Gary Schuster)
- B. Deborah Sperry – Multi-Family
- 276 recall votes out of 568 total multi-family votes = 48.6%
 - Motion to reject the certification of Deborah Sperry recall
 - Moved by Rob Hartwell, Seconded by Saul Fineman

- All in favor, five (5) (Deborah Sperry, Drew Denick, Saul Fineman, Rob Hartwell and Ken Johnson); Opposed, two (2) (Shay Hawkinberry and Gary Schuster)
- C. Ken Johnson – At-Large Member
- Discussion was held again regarding Ken Johnson because of the recall ballot submitted by Gino Sedillo on behalf of GDAWG Ventures, LLC for Parcels 12A, B, C, D. The ballot voted to recall Ken Johnson in Block A and include him as the replacement in Block B. This accounted for 123 commercial votes. The total votes came down from 553 minus the 123, in which GDAWG Ventures, LLC voted to replace Ken Johnson with Ken Johnson, reduced the recall votes to 430 out of 1,114 total votes for 38.6%
 - Motion to reject the certification of Ken Johnson recall
 - Moved by Drew Denick, Seconded by Saul Fineman
 - All in favor, five (5) (Deborah Sperry, Drew Denick, Saul Fineman, Rob Hartwell and Ken Johnson); Opposed, two (2) (Shay Hawkinberry and Gary Schuster)
- D. Gary Schuster – Multi-Family
- 276 recall votes out of 568 total multi-family votes = 48.6%
 - Motion to reject the certification of Gary Schuster recall
 - Moved by Drew Denick, Seconded by Saul Fineman
 - All in favor, five (5) (Deborah Sperry, Drew Denick, Saul Fineman, Rob Hartwell and Ken Johnson); Opposed, two (2) (Shay Hawkinberry and Gary Schuster)
- VIII.** The representative of the owners, Shay Hawkinberry, and the legal counsel representing both GDAWG Ventures, LLC and Riviera Dunes Marina Condominium Association, Inc., objected to the application of the classification of the members voting for commercial versus multi-family, and further objected to the failure on the part of the majority of the Board Members to recognize the error made in the written recall ballot submitted by Gino Sedillo for GDAWG Ventures, LLC Parcels 12A, B, C, D. However, the general counsel for Riviera Dunes Master Association, Inc. advised the objecting parties that once the written recall ballots were submitted, the ballots could not be altered. As such, the ballots were required to be reviewed as submitted by the Board despite any representations that there were errors in the written recall ballots.
- IX.** The Board did not certify the recall of any of the Board of Directors that were identified in the written recall agreement because the written ballots failed to meet the minimum requirement of presenting a majority of the voting interest of each class.
- X.** As a result of the non-certification of recall of any Board Members, the Board was advised that the applicable Florida Administrative Code, and specifically Rule 61B-81.003, the Board shall file a petition for Arbitration with the Division within five (5) full business days after adjournment of the Board Meeting at which the Board determined not to certify the written agreement to recall.

- XI.** The Board was further advised that the Directors subject to the recall shall continue to serve on the Board until a final order regarding the validity of the recall is mailed by the Arbitrator pursuant to Florida Administrative Code, Rule 61B-81.003.
- XII.** A motion was made to adjourn the meeting by Drew Denick, seconded by Shay Hawkinberry, and voted in favor by all seven (7) Board Members. Meeting adjourned at 2:00 p.m.