

Muirfield Association, Inc.
Annual Meeting

- Meeting Date:** Wednesday, April 19, 2017
- Meeting Place:** The Country Club at Muirfield Village
8715 Muirfield Dr., Dublin, Ohio 43017
- Administration:** Directors Attending: Christopher Curry, Diana Evans, Robert Fathman, Warren Fishman, Michael Grodhaus, Paula Linehan, John Reiner, Michael Russell, Marilee Chinnici-Zuercher. Staff: Walter Zeier, General Manager; Sue Leonard, Bookkeeper; Chris Carter, Office Manager; Erin Hull, IT Administrator; Kathy Carney, Compliance Coordinator; Sandy Moreland, Office Support and Special Projects; and Jeffrey Kaman, Legal Counsel.
- Guests:** Tom Oleksa, Grounds & Facilities Committee
Chad Mark, Nicholas LaRocca, Chris Stiffler - Muirfield Village Golf Club Representatives
William Keller, Michelle Trimble - Auditors, Pritchett, Dlusky, Saxe & Keller, Ltd.
- Call to Order:** The meeting was called to order at 7:00 p.m. by Board of Director President Michael Grodhaus. Throughout the meeting, a power point program displayed agenda topics.
- Roll Call:** Tom Oleksa moved to dispense with roll call. Motion seconded by Alesia Miller. All in favor. Motion carried.
- Approval of Minutes:** George Bell moved to approve the minutes of the April 20, 2016 Muirfield Association Annual Meeting. Motion seconded by Ms. Smith. All in favor. Motion carried.
- Introduction of Staff, Guests:** Mr. Grodhaus introduced members of the Board of Directors; Office Staff; Legal Counsel; Committee Representatives; and Auditor.
- Golf Club Report:** Chris Stifler reported on the activities planned Memorial Golf Tournament, May 29 – June 4, 2017.
- Country Club Report:** Alissa Klein reported on the Muirfield Village Country Club.
- Financial Report:** Mr. Keller presented an accounting of the association's financial records ending December 31, 2016, giving an unqualified, clean opinion of the organization.
- Elsa Kayuha, Lot # 1295 asked what type of checks & balances are in place since the General Manager is also the Treasurer of Muirfield Association. Mr. Kaman explained that outside firms are hired by the board to make sure checks and balances are in place. Ms. Kayuha made a recommendation to involve a committee to oversee checks and balances.
 - Kyle Lucus, Lot # 2164 asked Mr. Keller as an outside party if the association has met expectations with recommendations. Mr. Keller states the association has not resisted recommendations, and all suggestions are welcomed.
 - Mr. Reiner states that all expenses are reviewed by the Board of Directors.
 - Mr. Lucus recommended the Board of Directors to create a task force comprised of Directors, Residents, and Administration to review checks and balances.
 - Mr. Grodhaus will add discussion of checks and balances, discussion of an oversight committee on the agenda of the May 17, 2017 Board of Directors meeting for those that would like to attend.
 - Mr. Lucus and Ms. Kayuha volunteered to be part of an over-sight committee if a committee is created by the Board of Directors at the May 17, 2017 meeting.

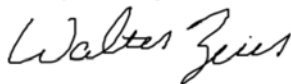
- Legal Report:** Mr. Kaman reviewed the various laws and requirements for which the Association must be compliant including the Deed, By-Laws, Ohio Planned Community Act, Ohio Non-Profit Corporation Act and the Ohio Fair Housing Act. He also reviewed the Ohio Revised Code regarding reserve funds.
- Ms. Kayuha asked Mr. Kaman how the General Manger is permitted to be an officer of the Board of Directors when he is not a resident of Muirfield Village. Ms. Kayuha read Ohio Revised Code 5312.03 Section A1: *An owners association shall administer a planned community, and a board of directors the owners elect from among the owners and their spouses shall exercise all power and authority of the owners association. If an owner is not an individual, any principal, member of a limited liability company, partner, director, officer, trustee, or employee of the owner may be elected to the board.*
 - Mr. Kaman stated the provision applies if association documents are silent. Muirfield Association By-Laws state that officers are not required to be a resident. Therefore the General Manager is permitted to be elected as an officer by the Board of Directors.
 - Mr. Kaman explained that By-Laws can be amended by majority of voting people. It would require a vote of 75% of all people to change the Warranty Deed.
 - Mr. Grodhaus reminded residents to contact the Board of Directors of concerns with the association, including association staff members.

Grounds & Facilities Mr. Oleksa described successful recommendations during the year including refurbishing of the Holbrook Gazebo, replacement of the perimeter fence, completion of mailbox refurbishing project. Mr. Oleksa reported the Grounds and Facilities will be working on plans to survey our residents for new ideas. The survey is expected to be delivered electronically sometime in the fall of 2017.

President's Report: Mr. Grodhaus provided an overview of the boards 2017 goals and accomplishments including board approved funds to expand the maintenance facility to include a lift system, and expanded design review area. Tennis court refurbishment at Holbrook Recreation Complex, shade sails at both pools, replacing the flag pool at Muirfield Dr. & Brand Rd. Mr. Grodhaus reported Epcon condominium community will be constructed at the former Kroger site. Mr. Grodhaus introduced Ray DiRossi as interim Chairperson of the Muirfield Social Activities Committee.

Director Election: Mr. Grodhaus announced the following persons will serve three-year terms on the Board of Directors: Robert Fathman, Rory Gaydos, and Michael Russell.

Adjournment: Gina Fathman moved to adjourn the meeting. Alesia Miller seconded the motion. All were in favor. The meeting adjourned at 8:50 pm.
Respectfully submitted by:



Walter Zeier, Secretary/Treasurer
Muirfield Association, Inc.