

**B Waite**

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**From:** B Waite [bwaite2@austin.rr.com]  
**Sent:** Thursday, June 09, 2011 5:03 PM  
**To:** 'General Manager'  
**Subject:** RE: What was the final vote count? What many things? Two trademark items

Deborah,

Thanks for the response, but I was asking about the members sending in petition signatures, calls, and emails, that the members vote count. I do understand Executive Session board vote could be off record, but the POA sent a mailer asking for member input. Members responded. We should know the total counts in all categories. One of the attributes of a fiduciary is the responsibility to show an extreme measure of candor and good faith, and to act in the best interests of the members and organization. I don't recall that information being provided in the actual meetings, so I don't think it will be in the minutes. Plus, my understanding is people continued to call, write, and some may even have turned in petitions, even after the vote was taken. Would you please provide the vote totals from the members who signed petitions, called, wrote, emailed, etc?

The EDA and COLV links I gave do not show the LVPOA property as members only, the LVPOA is listed as a public resource like the golf courses. There has been an ongoing problem because some people and organizations trying to make the LVPOA a public item. Some claim that to this day which is causing ongoing problems in the community at large and for the membership. Saying it is property of the POA does not say that it is a member's organization. The LVPOA's value to the members is that it is a member's only organization. The POA board and it's GM have a fiduciary responsibility to protect shareholder interests. I would argue that includes not letting others degrade the value of the organization or it's value to the members by promoting it as public, when it is members only. I doubt anyone on the board would allow any organization to promote their personal property as though it were available to the public. They have a fiduciary responsibility to us to take the same care with our shared property as they do with our personal property.

"Under long established Texas common law, Directors and Officers of Nonprofit Corporation HOAs are considered fiduciaries of the corporation, who owe certain fiduciary duties to the Nonprofit Corporation HOA and its Member-Homeowners." "These duties are also commonly described as the duties of obedience, loyalty, and, due care. The duty of loyalty requires that Directors and Officers must act in good faith and must not allow their personal interest to prevail over the interest of the Nonprofit HOA". "Such duty of loyalty is often described as requiring an extreme measure of candor, unselfishness, and good faith on the part of Directors and Officers" Page 125 – "Texas Homeowners Association Law" copyright 2010, by Gregory S. Cagle, a legal expert on the subject in the state of Texas

I will refer to the minutes on the other item. But, that brings up another point. There have been inaccurate and misleading minutes approved by this board. For example refer to the November 2010 meeting, the minutes list the opposite of what happened in the discussion about the parks. In the discussion Dave clearly stated the meeting did occur, and it was clear in the board meeting the meeting did occur. There are also emails about this meeting with two POA boards over several months. Yet, in the November 2010 minutes, it is written as though the meeting never occurred and the concerns were unfounded, which is clearly misleading and untrue. This board approved those minutes. In some cases, the April 2011 minutes do not reflect key points speakers made. My point is, I'm going to be following up more from now on. I don't want to be contentious. I will be fair and factual, but I will be pursuing shareholder owner interests. I do appreciate your response, but I do need more information.

Thanks in advance,

Brad

**From:** General Manager [mailto:gm@lvpoa.org]  
**Sent:** Wednesday, June 08, 2011 1:18 PM  
**To:** 'B Waite'  
**Cc:** 'Nancy'  
**Subject:** RE: What was the final vote count? What many things? Two trademark items

Good morning Brad

Sorry I haven't had a chance to get back with you earlier. I had an opportunity to share your concerns with the Board at its Work Session on Monday, and I was out of the office much of the day yesterday.

There was an LVPOA Board Special Session on April 11, 2011, to discuss a proposal to discontinue discussions with the City of Lago Vista in reference to Greenshore Park. As the discussion was held in Executive Session, the discussion and vote were not on the record. The Minutes of that meeting will not be voted on for approval until the Board meeting on Thursday, June 9, 2011. However, the President of the Board did announce at the April 14, 2011, Open Meeting, that the Board had voted, during that Special Session, that discussions with the City, concerning Greenshore Park, would cease and that Greenshore Park would not be leased to the City.

The Spring 2011 Newsletter is actually from the President of the Board. I would refer you to the Minutes of the Board Meetings which have more details about other activities going on in the City with which the POA is involved.

As far as the Economic Development Alliance, I have looked at their website, and I would say two things: I believe they are trying to promote Lago Vista as a whole for which they are to be commended in my opinion and it appears, from the documents to which your links directed me, that the Alliance has very clearly stated that the amenities and facilities listed are properties of the LVPOA.

Thanks again for your email and please let me know if there is additional information I can provide.

Regards  
Deborah

Deborah Sorchevich, CMCA  
General Manager  
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**From:** B Waite [mailto:bwaite2@austin.rr.com]  
**Sent:** Tuesday, June 07, 2011 3:47 PM  
**To:** gm@lvpoa.org  
**Subject:** FW: What was the final vote count? What many things? Two trademark items

Deborah Sorchevich, CMCA, GM LVPOA,

I asked these professional shareholder owner questions nearly a week ago, and have not received a response. I would appreciate a response.

Brad Waite

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**From:** B Waite [mailto:bwaite2@austin.rr.com]  
**Sent:** Thursday, June 02, 2011 4:46 AM  
**To:** 'gm@lvpoa.org'

6/27/2011

**Subject:** What was the final vote count? What many things? Two trademark items

Deborah Sorchevich, CMCA, GM LVPOA,

1) I gave this first item some time because I figured people would have gotten their stuff out of boxes by now after the move. I looked in the April minutes and the website. I did not see the final voting counts for and against the park lease. I know the minutes listed some petition signatures but that is only part of it. I also know people called, and emailed and that was not reflected in the minutes. What were the final vote totals on the park lease or park sale?

2) I saw your spring 2011 GM message and it said the LVPOA had “there are many things going on with the City of Lago Vista (COLV) there the Lago Vista School District (LVISD school bond)”. After the park fiasco, and the COLV Committee fiasco you can understand why this would be of interest. You’ve already said about the tennis. What are else are those other many things going on?

3) The Economic Development Alliance STILL has a PDF on-line which appears to indicate the privately owned LVPOA is a public city wide resource. As a shareholder, I’d prefer it not be listed at all, as it is not a city resource, but if it is listed, then any reference should specifically say it is a private members only organization, and not leave it open to interpretation. This is reasonable. Any company will protect it’s trademark, goodwill, shareholder value, and equivalents, the LVPOA, is not shared community property, it is privately owned property of the shareholders.

The LVPOA should take action to have this corrected to preserve shareholder value. It is at this link, look on page 6.

[http://www.lagovistaeda.com/resources/Developing\\_the\\_North\\_Shore\\_EDA.pdf](http://www.lagovistaeda.com/resources/Developing_the_North_Shore_EDA.pdf)

4) The City of Lago Vista STILL has a PDF on-line which appears to indicate the privately owned LVPOA is a public city wide resource. As a shareholder, I’d prefer it not be listed at all, as it is not a city resource, but if it is listed, then any reference should specifically say it is a private members only organization, and not leave that fact open to interpretation. All that does is give people the wrong impression which has caused us untold amounts of trouble, and will continue to do so in the future if it is left unchecked. Fixing this is reasonable, and any reputable entity will respect the rights and marks of others.. Any company will protect it’s trademark, goodwill, shareholder value, and equivalents, the LVPOA, is not shared community property, it is privately owned property of the shareholders and both the EDA and COLV are aware of that fact.

The LVPOA should take action to have this corrected to preserve shareholder value. It is at this link, look on page 7.

<http://lagovistatexas.org/documents/EDFdocuments/8%20Pages%20City%20of%20Lago%20Vista.pdf>

Since 4 and 5 are several months old, there is no reasonable reason both of them should not have been corrected already, so there is no reason to accept any more delays. Whether or not, the EDA, or COLV respected our rights as shareholder owners, the offending parties should be required to remove those items immediately.

As a shareholder I am asking you that they be asked nicely one last time, while giving them a reasonable day or two dead line to remove the online items and to destroy all printed copies, while telling them in the same communication that we’re trying to be good neighbors but if they don’t cooperate, the next thing will be a formal cease and desist letter. Then, if they act properly, there is no harm, and if they do not, then we have no regrets on taking harsher action because they were nicely informed several times over several months. This is completely reasonable since anyone who respects our right of ownership

will understand, especially the business people. People can't appropriate the marks of other entities.

We have a right as owners to expect others to respect our marks and not interfere in our rights of ownership. As I've said before, among other reasons, allowing anyone to either imply, or leave the impression, the LVPOA is public may decrease shareholder value - both in the organization itself, and may reduce the perceived need in a potential buyer's mind to pursue buying our LVPOA footprint lots so long as potential buyers are lead to believe that now, or in the future, they might have LVPOA access no matter where they buy their lots. The LVPOA should be a selling point for the LVPOA lot owners, and private for the members. Leaving these items up, also forces the continual fighting since as long as the lines are blurred, some will think they can take advantage at some point. Shareholder value is typically preserved by maintaining a fiduciary responsibility towards the organization, and the shareholders of protecting shareholder .

I would also argue that the EDA and COLV have known about this for months, so since they have had plenty of time to take these down, so not removing them by now, shows ill intent towards our rights of ownership as member owners.

Thanks in advance,

Brad Waite

In addition to being one of many shareholder, owners of the LVPOA, I own a publishing company which publishes news and opinion, responses may be shared individually, or published.

Individual Initiative, Inc.

<http://individualinitiative.net/>