

Andover Forest Homeowners Association
C/o All Points Community Management
141 Prosperous Place, Suite 21A
Lexington KY 40509

Annual Meeting Agenda
Via Zoom

December 13, 2021, 7:00 PM

Call to order

Introductions

Quorum announcement

Disposition of previous meeting minutes

Reports:

- Greenspace & Association projects
- Finance Review

New business:

- Election of Directors
- Other new business

Member Q&A

Adjournment

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The annual meeting of the members of the Andover Forest Homeowners Association, a Kentucky corporation (the "Association"), was held on December 17, 2020 virtually via WebEx. The members present are listed on the sign in sheet on file with the management company.

The meeting was called to order at 7:07 PM. A quorum was not present.

The minutes from the last annual meeting of October 22, 2019 were approved.

Reports:

- Mitzi Bender, Greenspace Committee Chairperson, gave an update on greenspace activities.
- Susan Hoffman, Vice President, gave a report on the refinance and additional loan the Board had obtained.
- Jared Gibson, All Points Community Management, gave a report on the Association financials and 2020-21 Budget.

New Business:

- The following slate of directors was put before the membership for vote via mail in ballot prior to the meeting: Ron Griffith, Susan Hoffman, Robin Lilly, Mitzi Bender, Bill Meehan, Jim Foley, & Steve Spalding. The slate was elected with 81 mail in ballots returned.

Adjournment:

There being no further business, the meeting was adjourned at 8:08 PM.

Andover Forest Homeowners Association, Inc.					
2020-21 Budget Comparison Report & 2021-22 Budget					
Income/Expense Category	2020-21	2020-21	2020-21	2021-22	
Income	Actual	Variance	Budget	Budget	Notes
03020 - Assessments, Operations	\$180,375.00	\$0.00	\$180,375.00	\$180,375.00	\$375/lot
03021 - Assessments, Greenspace Purchase	\$111,611.24	\$74,824.49	\$36,786.75	\$43,569.38	
03080 - Interest Income	\$143.07	\$143.07	\$0.00	\$0.00	
03081 - Interest Income, Note Receivable	\$17,171.02	\$0.00	\$17,171.02	\$14,333.83	
03100 - Late Fee Income	\$1,005.00	\$5.00	\$1,000.00	\$1,000.00	
03120 - Legal Fees Reimbursement	\$5,850.00	(\$150.00)	\$6,000.00	\$6,000.00	
03140 - Misc. Income	\$11,595.00	\$11,595.00	\$0.00	\$250.00	
03145 - CC&R Fines	\$3,620.00	\$3,620.00	\$0.00	\$0.00	
03150 - Grants	\$0.00	\$0.00	\$0.00	\$56,637.00	
03165 - Tree Fund Income	\$16,730.05	\$16,730.05	\$0.00	\$0.00	
Total Income	\$457,809.64	\$104,103.73	\$353,705.91	\$302,165.21	
Expense					
Administrative & General					
04010 - Interest Expense	\$23,001.55	(\$859.85)	\$22,141.70	\$18,776.62	
04025 - Accounting & Audit Fees	\$235.00	(\$5.00)	\$230.00	\$240.00	
04050 - Bad Debt Expense	\$2,549.00	(\$1,349.00)	\$1,200.00	\$2,400.00	
04075 - Bank Fees	\$3,781.18	(\$3,733.18)	\$48.00	\$600.00	
04100 - Dues & Subscriptions	\$15.00	\$0.00	\$15.00	\$15.00	
04125 - Federal & State Taxes	\$191.00	(\$191.00)	\$0.00	\$200.00	
04130 - Holiday Decorations	\$3,500.00	\$100.00	\$3,600.00	\$2,500.00	
04150 - Insurance, Business Liability	\$4,232.00	(\$632.00)	\$3,600.00	\$4,450.00	
04155 - Insurance, D&O	\$1,072.00	(\$72.00)	\$1,000.00	\$1,125.00	
04200 - Legal Fees	\$12,671.75	(\$671.75)	\$12,000.00	\$12,500.00	
04225 - Management Fees	\$12,710.00	(\$710.00)	\$12,000.00	\$12,650.00	
04235 - Meeting Expense	\$560.00	(\$320.00)	\$240.00	\$480.00	
04250 - Newsletter	\$0.00	\$300.00	\$300.00	\$300.00	
04275 - Office Supplies	\$1,035.24	\$264.76	\$1,300.00	\$1,300.00	
04300 - Postage	\$1,241.85	(\$341.85)	\$900.00	\$1,300.00	
04305 - Security	\$12,617.00	\$1,383.00	\$14,000.00	\$14,000.00	
04315 - Signs	\$973.69	(\$733.69)	\$240.00	\$1,000.00	
04325 - Social Activities	\$164.26	\$135.74	\$300.00	\$300.00	
04400 - Storage Rental	\$2,404.00	(\$14.00)	\$2,390.00	\$1,000.00	Anticipate closing unit
Total Administrative & General	\$82,954.52	(\$7,449.82)	\$75,504.70	\$75,136.62	

Maintenance, Grounds					
05533 - Fence Maintenance & Repairs	\$3,625.88	(\$1,225.88)	\$2,400.00	\$3,600.00	
05540 - Grounds Maintenance, Contract	\$35,956.32	\$0.00	\$35,956.32	\$35,956.32	
05550 - Grounds Maintenance, Landscaping	\$1,554.65	(\$354.65)	\$1,200.00	\$2,400.00	
05555 - Grounds Maintenance, Trees	\$8,586.00	(\$6,186.00)	\$2,400.00	\$6,000.00	
05563 - Grounds Maintenance, CC&R Compliance	\$0.00	\$60.00	\$60.00	\$0.00	
05570 - Irrigation Systems	\$7,334.84	\$4,665.16	\$12,000.00	\$12,000.00	
05580 - Light Repairs, Landscaping	\$110.00	\$490.00	\$600.00	\$600.00	
05596 - Street Sign Repairs	\$0.00	\$600.00	\$600.00	\$600.00	
05600 - Supplies	\$0.00	\$24.00	\$24.00	\$24.00	
Total Maintenance, Grounds	\$57,167.69	(\$1,927.37)	\$55,240.32	\$61,180.32	
Utilities					
06010 - Electricity	\$14,826.28	\$3,173.72	\$18,000.00	\$16,000.00	
06040 - Sewer	\$153.78	(\$33.78)	\$120.00	\$170.00	
06065 - Water	\$15,529.57	(\$1,029.57)	\$14,500.00	\$16,000.00	
Total Utilities	\$30,509.63	\$2,110.37	\$32,620.00	\$32,170.00	
Reserves					
07025 - Reserves, Building Repairs	\$6,900.00	(\$6,900.00)	\$0.00	\$0.00	
07122 - Reserves, Fencing	\$7,217.05	(\$7,217.05)	\$0.00	\$8,900.00	
07180 - Reserves, Landscaping	\$13,679.30	(\$13,679.30)	\$0.00	\$0.00	
07181 - Reserves, Trees	\$156,207.48	(\$156,207.48)	\$0.00	\$7,000.00	Tree replacement
07182 - Reserves, Grants	\$0.00	\$0.00	\$0.00	\$103,200.00	Stormwater grant project
07190 - Reserves, Lights Landscape	\$11,948.00	(\$11,948.00)	\$0.00	\$0.00	
07200 - Reserves, Pavement	\$4,050.00	(\$4,050.00)	\$0.00	\$57,700.00	Cart path work
07205 - Reserves, Columns & Walls	\$7,500.00	(\$7,500.00)	\$0.00	\$0.00	
07315 - Reserves, Signs	\$13,647.46	(\$13,647.46)	\$0.00	\$0.00	
07325 - Reserves, Street Lights	\$5,000.00	(\$5,000.00)	\$0.00	\$5,000.00	
07330 - Reserves, Fountains	\$13,996.24	(\$13,996.24)	\$0.00	\$0.00	
Total Reserves	\$240,145.53	(\$240,145.53)	\$0.00	\$181,800.00	
Total Expense	\$410,777.37	(\$247,412.35)	\$163,365.02	\$350,286.94	
Net Income/(Deficit)	\$47,032.27	(\$143,308.62)	\$190,340.89	(\$48,121.73)	

Greenspace					
Income, Greenspace					
03023 - Assessments, Greenspace Maintenance	\$101,010.00	\$0.00	\$101,010.00	\$101,010.00	\$210/lot
03150 - Grants	\$11,363.14	\$0.00	\$11,363.14	\$0.00	
Total Income, Greenspace	\$112,373.14	\$0.00	\$112,373.14	\$101,010.00	
Maintenance, Greenspace					
05640 - Greenspace, Management	\$2,788.15	(\$16.15)	\$2,772.00	\$2,880.00	
05681 - Stormwater Grant Expense	\$10,520.15	(\$845.65)	\$9,674.50	\$0.00	Moved to reserve category
05690 - Greenspace, Walking Paths	\$119.92	\$0.08	\$120.00	\$0.00	
05695 - Greenspace, Turf Care	\$11,732.00	\$2,768.00	\$14,500.00	\$8,882.00	
05700 - Greenspace, Mowing	\$19,636.50	\$5,363.50	\$25,000.00	\$24,792.00	
05705 - ACP Greenspace Maintenance	\$1,678.00	(\$1,678.00)	\$0.00	\$0.00	
05710 - Greenspace, Signs	\$503.30	(\$23.30)	\$480.00	\$1,000.00	
05736 - Greenspace, Ponds & Streams	\$5,937.72	(\$3,190.72)	\$2,747.00	\$6,564.00	
05740 - Greenspace, Irrigation	\$3,948.54	\$1.46	\$3,950.00	\$0.00	
05745 - Greenspace, Equipment	\$4,416.45	(\$2,416.45)	\$2,000.00	\$854.00	
05750 - Greenspace, Misc	\$6,898.88	(\$3,990.88)	\$2,908.00	\$3,150.00	
05755 - Greenspace, Trees	\$25,334.20	\$13,780.80	\$39,115.00	\$16,810.00	
05760 - Greenspace, Fencing	\$0.00	\$3,300.00	\$3,300.00	\$0.00	
05790 - Greenspace, Water Quality Fee	\$2,595.34	\$604.66	\$3,200.00	\$2,800.00	
05792 - Greenspace, Electricity	\$4,882.09	(\$982.09)	\$3,900.00	\$3,615.00	
05795 - Greenspace, Property Tax	\$1,527.21	\$2.79	\$1,530.00	\$1,530.00	
Total Maintenance, Greenspace	\$102,518.45	\$12,678.05	\$115,196.50	\$72,877.00	
Net Income/(Deficit), Greenspace	\$9,854.69	(\$12,678.05)	(\$2,823.36)	\$28,133.00	
2021-22 Beginning Cash Balance	\$301,924.40				
2021-22 Operating Deficit	\$19,988.73				
2021-22 Loan Principal Payments	\$43,569.38				
2021-22 Projected Year End Cash	\$238,366.29				

**MAIL-IN BALLOT FOR ELECTION OF THE
ANDOVER FOREST HOA BOARD OF DIRECTORS**

Due to COVID-19 restrictions, it is not feasible to conduct in-person voting for the Andover Forest HOA Board of Directors (the "Board") this year. **ONLY PROPERLY SUBMITTED MAIL-IN BALLOTS WILL BE VALID AND COUNTED.** All Ballots must be RECEIVED by All Points Community Management, 141 Prosperous Place, Ste. 21A, Lexington, Ky., 40509, on or before 5:00 p.m. on DECEMBER 7, 2021, or they will be considered invalid and will not be counted. Ballots can be mailed or hand delivered to the mail slot on the front door of the All Points office.

Pursuant to the Association Bylaws, only one person per household is allowed to submit a Ballot for election of the Board. If more than one person in a household submits Ballots, all such Ballots will be considered invalid and not counted. You must sign this Ballot by clearly and legibly printing your name and address at the bottom, or it will be considered invalid and not counted.

There are seven (7) members of the Board. All seven (7) members serve a one-year term. You may vote for up to seven (7) candidates, including write in candidates. If you vote for more than seven (7) candidates, this Ballot will be considered invalid and not counted. You may not vote more than once for any single candidate, i.e. cumulative voting is not allowed. If you vote more than once for any single candidate, this Ballot may be considered invalid and not be counted.

To vote, place an X mark next to the name of each of the candidates for whom you choose to vote. The seven (7) candidates who receive the highest number of votes shall be elected to the Board and will each serve a one-year term. The Board will choose the Officers.

The Nominating Committee selected pursuant to the Association Bylaws reviewed all applications for the Board and nominated the slate of seven recommended candidates set forth below (the "Slate"). If you would like to vote for someone other than the Slate recommended by the Nominating Committee, please clearly and legibly print the name of that candidate in the space(s) marked Write-In Candidate and vote by placing an X mark next to their name(s). There is no "automatic" voting for any candidate. For your votes to be counted, you must affirmatively submit a proper and timely Ballot.

THE NOMINATING COMMITTEE RECOMMENDS THIS SLATE:

- Steve Spalding
- Robin Lilly
- Susan Hoffmann
- Bill Meehan
- Mitzi Bender
- Jim Foley
- Stan Bray

WRITE-IN CANDIDATE(S) (Print name(s) legibly):

Name and Address of the Authorized Person Submitting this Ballot:

Name: _____

Address: _____

Application for Andover Forest HOA Board of Directors

Steven L. Spalding

3204 Eagle Point Court

Lexington, KY 40509

(859) 263-2310

s.spalding@twc.com

Biography: I grew up in Lebanon, Kentucky. I moved to Lexington for college and have been a resident since that time.

My wife and I have lived in Andover Forest for approximately 18 years. We lived on Chetford Drive for approximately 10 years before building the last home in the neighborhood on Eagle Point Court.

I am a graduate of the University of Kentucky (B.A. Economics) and the University of Kentucky College of Law. I have been employed by Ashland LLC (formerly, Ashland Oil, Inc.) for 32 years. My current title is Assistant General Counsel.

Qualifications for the Board: I have been a member of the Board for approximately 8 years and have been President for the last 6 years. I was also the President of Andover Common Property, Inc., the group of seven neighborhoods that collectively owned, maintained and ultimately divested the club house and driving range parcels of the former Andover Golf & Country Club.

Objectives: I am extremely proud of being part of the group that helped block development of the former golf course and present the opportunity for the residents of Andover Forest to own the acreage that was Holes 1 through 9 as “neighborhood greenspace”. Since the acquisition of the property, I have enjoyed seeing many neighbors walking, running and biking on the cart paths. Now, with the help of some tireless volunteers, we have been able to use the annual greenspace fees to not only maintain the property but make improvements ranging from a new water fountain to turf management.

My primary objective is to continue these efforts to maintain and improve the historical neighborhood property (i.e., landscaping on the medians of Andover Forest Drive and Helmsdale Place and the islands on various streets, new street signs throughout the neighborhood and new LED lighting and landscaping at the entrances) as well as to continue to enhance Holes 1 through 9 of the former golf course. It is my belief that such efforts not only improve the quality of life of our neighbors but also enhance our property values.



Robin M. Lilly
1160 Chetford Drive
859-227-8107
rjlilly@twc.com

Application for Andover Forest HOA Board of Directors

I, Robin M. Lilly would like to be considered for the Andover Forest Board of Directors.

My wife Joan and I built our house in Andover Forest in 1993. I have been a hands-on volunteer for projects to save money for the HOA and beautify our community. With the shortage of available contractors, our entire volunteer team has strived to provide practical solutions to on-going maintenance & property repairs.

Board Projects: My 2021 volunteer projects for HOA and Greenspace areas include:

- ❖ HOA Island Irrigation – Initiate change of irrigation heads to smart-sensors to reduce costs and water consumption
- ❖ HOA Repairs to Horse-Plank Fence and Andover Forest Signs
- ❖ HOA Garage Sales and Golf Cart Registrations Organizer
- ❖ Infrastructure Repairs – Cart path pot holes, culvert & spillway repairs
- ❖ Pond Grant Team (city pond dam repair project)
- ❖ Pump House- Built entry path from donated slate, installed lighting, painted exterior soffits
- ❖ Treated damaged grass for army worms
- ❖ Trees – Dead tree/limb removal, storm damage debris haul-away, planted & mulched new trees
- ❖ Wood Splitting Events to provide free firewood for AF residents

Bio: I was born and raised in Lexington, KY. I graduated from Henry Clay High School and attended the University of Kentucky. I worked at the Kroger Company for 45 years and retired 18 months ago. In my tenure with the company, I held many positions within the perishable end of the business. I trained personnel throughout Kentucky, Indiana, Illinois and Tennessee on how to be successful in a highly competitive market.

I would be honored to continue serving the residents of Andover Forest.

Susan J. Hoffmann
3157 Brighton Place Dr., Lexington, Ky. 40509
Susanhoffmann456@gmail.com
859-221-3078

Application for Andover Forest HOA Board of Directors

Biography: I graduated from Lafayette High School and the University of Kentucky college and law school. My husband, Warren, is also a lawyer. We've lived in Andover Forest for the past six years, and our two sons recently moved here as well.

Credentials for the Board: I practiced law for many years with a large firm in Lexington. I worked mostly in commercial litigation. My specialty was complex Chapter 11 corporate reorganization and debt restructuring, and I argued a lot of cases in federal court. I also taught Legal Writing at U.K. Law School.

I have been on the Andover Forest HOA Board for two years. For the past four years, I've served as President of the Board of Directors of Wellington Chase, a 133-unit condo complex. It's the kind of hands-on position where I might get an emergency call in the night from an owner whose water pipe just burst and their unit is flooding. It's taught me a lot about working with owners and addressing their concerns.

Board Projects: During my time on the Board, I have taken a very active role in major projects. As Chair of the Finance Committee, I led the negotiations and documentation review for the refinancing and new collateralization of the debt from the golf course acquisition on far more favorable terms. Additional proceeds from the new loan have been used to make payment of various essential repairs and restoration projects. I chaired the Master Tree Plan Financing and worked on the donation drives, and oversaw the sale of our irrigation equipment and release of liens. I also worked with the management company and the Board to conduct a thorough review of HOA budgets and monetary arrangements to streamline procedures and enhance efficiency. And I headed up the handling of a large payment issue with our mowing company, which was resolved very successfully.

Additionally, as Chair of the Nominating Committee for the past two years, I reviewed our governing documents and worked to develop a process for the nomination and election of Board members in compliance with HOA covenants.

I welcome the opportunity to continue my service on the Board of this wonderful community. In addition to working on significant financial matters, I would like to focus on strategic planning for HOA infrastructure, improvement of islands and entrances, further green space repairs and beautification, necessary revisions of bylaws, security enhancement and community outreach and involvement.



Name: Bill Meehan
Address: 1188 Sheffield Pl
Phone: 412-251-2470
Email: wmeehan28@gmail.com

Personal Background: I moved to Andover Forest 3.5 years ago, with my wife Alyssa. We absolutely love the neighborhood and are so impressed with the beauty of the properties, the friendliness of our neighbors and especially with the greenspace that we are all so fortunate to have. My wife was born and raised in Kentucky, originally from Ashland. I personally grew up in the Boston, MA area and have lived in a few different cities on my journey to Lexington. I truly love it here in Lexington and have instantly become a Wildcats fan!

Reason for applying for AF HOA Board: I joined the board two years ago because I wanted to be part of the team that made sure we keep this neighborhood looking beautiful, that we take advantage of the unique greenspace, and that we manage our finances responsibly. I had previously been part of the Greenspace committee, where the amazing and generous volunteers gave their time to get us started with the vision of what the greenspace could be. I have loved being part of the board and would love to continue my service on the board as we move into the next phase of greenspace improvements.

My other Board experience includes:

- Alphagraphics (Pittsburgh, PA): 2010-Present
- Giant Eagle (Pittsburgh, PA): 2020-Present
- Fenn School in Concord, MA (my elementary school): 2002-2007
- The Neighborhood Academy (Pittsburgh PA): 2013-2015

Business Experience

- 20+ years in Corporate Operational leadership positions
- Currently starting my own business, based here in Lexington

Education:

- Carnegie Mellon (MBA): 2013
- Indiana University – Bloomington (B.S. Business): 1999



Mitzi Bender
1081 Andover Forest Dr
859-619-9288
mitzi.bender@gmail.com

Application for the Andover Forest HOA Board of Directors

I have served on the Andover Forest HOA Board this past year as Greenspace Project Coordinator and Secretary. I am high-energy and dedicated to initiatives which enhance & transform our HOA common areas and Greenspace.

My husband Jack and I have lived in Andover Forest for 25 years. We both are retired and enjoy working with volunteers to keep our community well maintained while providing cost savings for the HOA. Here are some of the 2021 projects I have helped lead:

- Communications: Greenspace Newsletter, Community Bulletin Board, Resident Input Meetings
- HOA Fences - New horse plank fence installation along Pleasant Ridge Drive
 - Conduct bids for contractor fence repairs & painting
- HOA Entrances/Urn Displays – Seasonal decorative arrangements
- Pond Care
 - City Grant Team (dam repair project) & Education Seminars
 - Conduct bids & oversee contractor for replacement of collapsed pond outlet pipes
 - Stone Bridge wing-wall repairs– lead for contractor repairs
- Pump House – Sale of old irrigation equipment and led building renovations
- Strategic Master Planning –
 - Greenspace Master Tree Planning – resident Tree Input meetings with Professional Landscape Architect
 - HOA Helmsdale Entrances and Islands to address the dying trees in highly visible areas
- Trees Care for HOA & Greenspace
 - Tree Maintenance organized with contractors & AF resident volunteers
 - Tree Donations & Installations
- Turf Care – led contractor bids & oversight to provide weed control & fertilization

I am a Lexington native with 35 years professional project management experience leading teams to achieve results. Andover Forest is a treasure and I would welcome the opportunity to continue serving the residents with positive, open community engagements.



Application for the Andover Forest HOA Board of Directors

Jim Foley

1084 Chetford Drive

PH: 859-263-7117

Email: foleyjc2@gmail.com

Andover Resident 28 Years

Bio:

I served on the AF HOA Board last year and volunteer for the HOA and Greenspace. Our Andover Forest neighborhood is so special because of the many attractive pond water features. My neighbors and I donated the fountain at Hole 9. I enjoy caring for the pond and routinely trim overgrown honey-suckle branches from the cart paths nearby. I have also volunteered this year with storm clean-up and the HOA Wood splitting event. Recently I helped host a Stormwater Education Seminar for residents which was a component of our City Grant outreach.

- *Married for 33 years to Sunny M. Foley RN.*
- *Graduate of Cumberland College. Degree in Biology and Chemistry and Teaching Certification. Taught school in Knox County for two years.*
- *Worked in Pharmaceutical Sales for Procter & Gamble and retired after 35 years of service.*
- *Member of the Kentucky Army National Guard for 6 years.*
- *Member of the Andover Golf and Country Club for over 20 years and served on the Board of Directors of Andover Golf and Country Club for two years in 1988/89.*
- *Working as a volunteer for the Andover Forest HOA & Greenspace*

Application for Andover Forest HOA Board of Directors

Stan Bray

1173 Sheffield Place

Lexington, KY 40509

502-545-0394

sbray@bittersweetstation.com

Biography: I grew up in Jellico, TN and attended college at Tennessee Technology University. After graduating I moved to Nashville TN to work for a large CPA firm. After leaving Nashville, I moved to Corbin, KY and lived there for 6 years both working for a CPA firm and starting my own CPA firm. In 1986, I moved to Frankfort, KY where I stayed for 20 years while commuting to Lexington, KY for work in private industry. In 2006, I relocated to Lexington, KY and moved into the Andover Forest subdivision. I love the subdivision and can't imagine living anywhere else.

My wife, Daniele and I have two children who attended Lexington Catholic and the University of Kentucky. We hit the grandparent jackpot this year with my son and his wife having twins and my daughter scheduled to deliver triplets at the end of the year.

Qualification for the Board: I am a CPA by training and some experience. More importantly I am a "common sense" businessman having worked in various businesses (construction, coal, telecommunications, franchisee, etc.) I have started and grown several successful businesses. I bring a no-nonsense problem solving approach to issues. For example, when the golf course was up for sale, I asked in a meeting of the Andover Forest Homeowners Association what was the biggest problem that prevented the HOA from buying the property. I was told that the lack of a down payment prevented the HOA from being able to get a loan and buy the property. Feeling strongly that the HOA should own the property, I offered to loan some money towards a down payment but, more importantly, found some like minded homeowners and solicited other homeowners to join us in providing funds to help buy the property. Some of you may remember me from these efforts.

Objectives: To address the needs of the neighborhood and work to continue to make Andover Forest the best place in Lexington to live and raise a family.