



## FOSCA Board of Directors Motion Form

Meeting Date:

11.13.2017

Motion #:

3

### Motion:

Approve merger Transition Team to coordinate the final steps of the of merger outlined in the Plan of Merger

FOSCA Board President – Harry Gibbens

FOSHA Board President – George Taylor

FOSCA Vice President – Jerry Favero

FOSHA Vice President – Tom Parker

FOSCA Manager – John Millar

FOSHA Manager – Betty Johnson

Merger AD Hoc Chair – Keith Hilgendorf

### Rationale:

The Transition team will coordinate the final steps outlined in the Plan of Merger:

The Associations will amend the 1983 Agreement (with the consent of all now-existing parties thereto) to reflect the merged entity's obligations and duties; The intended Merger of FOSCA and FOSHA is contingent upon an affirmative membership vote and/or consent of relevant parties as described above, upon which the following additional actions shall be taken:

- FOSCA Board vote to terminate the corporation and convey its property to FOSHA—both real and personal property; and
- FOSHA Board vote to adopt the Amended and restated bylaws.
- In conjunction with legal consul coordinate recording and filing of appropriate documents with AZ Corporation Commission.
- FOSHA assumption of responsibilities under the 1983 Agreement regarding the maintenance of common facilities.
- Development of Merger Integration Plan for policies, financial integration, human resources and operations necessary upon the completion of the merger.

The Transition Team is authorized to communicate with attorney Mark Sahl on all matters regarding the plan of Merger approved by Community vote February 8, 2017.

Motion by Director:

*Favero*

Second by Director:

*Powell*

Result of vote: Passed  Failed  Tabled

### Roll Call:

Yea      Nay

Shelia Buchan	<input checked="" type="checkbox"/>	<input type="checkbox"/>
Jerry Favero	<input checked="" type="checkbox"/>	<input type="checkbox"/>
Harry Gibbens	<input type="checkbox"/>	<input type="checkbox"/>
Francine Miller	<input checked="" type="checkbox"/>	<input type="checkbox"/>
Dorothy O'Brien	<input checked="" type="checkbox"/>	<input type="checkbox"/>
Mike Powell	<input checked="" type="checkbox"/>	<input type="checkbox"/>
Michael Royse	<input checked="" type="checkbox"/>	<input type="checkbox"/>

*Dorothy O'Brien*

Dorothy O'Brien, Secretary FOSCA