



**Fountain of the Sun Community Association (FOSCA)  
Board of Directors Meeting Minutes of December 28, 2017  
560 South 80th Street – Activity Center**

**Call to order** – President Gibbens called the meeting to order at 9:30 AM.

**Roll call** - The following persons were present: President - Harry Gibbens, Director - Francine Miller, Director - Sheila Buchan, Director Mike Royse. Secretary Dorothy O’Brien, Vice President Jerry Favero, Treasurer Mike Powell, were present via phone.

**Motion to approve Agenda** – by Director Royse seconded by Director Buchan.

**New Business**

**Motion 1** – Be it Resolved that the FOSCA and FOSHA Board of Directors have agreed to move forward with the merger of FOSCA into FOSHA without amending the 1983 Agreement, and hereby instruct legal counsel to effectuate the merger by immediately taking the following actions: (1) recording the Special Warranty Deed and Quit Claim Deed that will transfer all FOSCA real property to FOSHA, and (2) file the Statement of Merger and Articles of Amendment with the Arizona Corporation Commission. Accordingly, the merger of FOSCA and FOSHA will proceed and be completed irrespective of whether the 1983 Agreement is amended by the parties thereto.

**Rationale** - The Board of Directors have the fiduciary responsibility to the community to follow the needs and wants of the FOS residents. The residents have had the opportunity to vote on the Statement of Merger and Articles of Amendments, which both have been approved by majority vote. Accordingly, the Board wishes to move forward with the merger of the two entities, irrespective of whether the 1983 Agreement is amended. This decision shall supersede any prior decisions of the Board with respect to the above issues.

The 1983 Agreement may be amended at a later date, or the parties to the 1983 Agreement may jointly administer the Agreement (which may include the appointment of FOSHA as the administrator of the 1983 Agreement), or the rights and duties associated with the 1983 Agreement may be assigned by FOSCA to FOSHA, as determined by the Board of Directors.

Motion read by President Gibbens, Second by Director Buchan. Open for discussion:  
Various community members spoke in favor or and against the motion regarding the merger. Call for a roll call vote:

Shelia Buchan	Yes	Francine Miller	No
Jerry Favero	Yes	Dorothy O’Brien	No
Mike Powell	Yes	Mike Royse	No
Harry Gibbens	Abstain		

The vote being a 3 – yes, 3 – no tie the motion failed to pass.

Motion to adjourn by Director Miller seconded by Director Powell. The meeting adjourned at 9:48 a.m.

**Attested to by Dorothy O’Brien, FOSCA Secretary**