

Coosaw Futures Management Team Meeting – 2026 06 02

June 2, 2026, 5:30 pm, River Club

Attending: Mark Hooper, Kathy Grigg, Larry Loucka, Marshall Pepper, Brooks Tucker, Kurt Wachholz

Quick recap

The meeting focused on the formation and organization of Coosaw Futures, including discussions about incorporating as a nonprofit corporation in South Carolina rather than as a business LLC, with Marshall confirming he could complete the Articles of Incorporation by Friday using his address as the registered agent. The group decided on June 24th as the date for their upcoming community open house meeting, where they plan to inform residents about the organization's purpose, review and analyze community issues, and record member concerns. They discussed the need for a knowledge series covering topics like ARB governance, history, and the role of declarants, with Kathy and Brooks taking the lead on ARB-related content. The meeting also addressed Kathy's addition to the management team, the formation of a communication team led by Nick, and the establishment of officers.

Next steps

Kathy & Brooks

- Lead development of the ARB (Architectural Review Board) topic for the knowledge series and open house.

Louise

- Serve as bookkeeper/finance person and coordinate with Marshall on bank account setup and financial processes.

Mark

- Lead development of the history presentation for the upcoming knowledge series and open house.
- Work on the governance topic for the knowledge series and open house.

Marshall

- Complete and submit the Articles of Incorporation for the new nonprofit corporation (Coosaw Futures Corp/Inc), including obtaining EIN and opening a bank account, with assistance from Louise as bookkeeper/finance person.
- Provide names and positions of initial officers for the corporation to be included in the Articles of Incorporation.
- Use Marshall's address for the corporation's mailing address in the Articles of Incorporation.

Larry

- Add Kathy to the board, email distribution, Google Drive access, and text chain.

Collaboration

- Communication Team (Nick, Michael, Marissa, John Williams, Brooks): Meet to develop a communication strategy (website, email, Facebook, flyers, survey, announcement) for the open house and ongoing community engagement.
- Communication Team: Develop and distribute a survey to the community to collect questions and interests prior to the open house.
- All: Prepare and review content and format for the open house meeting, scheduled for June 24th, including mission statement, history, governance, and ARB topics.
- All: Refrain from sending membership dues checks until the new bank account is established; await further instructions for payment.
- All: Review and provide feedback on the slides and materials being prepared for the knowledge series and open house.
- All: Research and clarify who is paying Sentry and other service providers for POA-related services and report findings.
- All: Continue to monitor and document ARB activities, especially regarding remediation follow-up and builder compliance, and report any issues.

Meeting Minutes and Operating Agreement

The main business involved accepting meeting minutes, with Kathy identifying several corrections, including misspelt names. The meeting then moved to discuss old business regarding the Operating Agreement and several new business topics.

Operating Agreement Review Discussion

Larry reviewed comments on the operating agreement, noting that most questions had been addressed, and a few require further discussion with counsel. He identified specific items to reword or remove. Mark mentioned that Ben would conduct a 30-minute review of the corporate documents and quote if additional time was needed, while Celadon only filed the documents without conducting a thorough review.

South Carolina Nonprofit Corporation Formation

Marshall explained that forming a nonprofit corporation in South Carolina is straightforward and requires only three key items: approval to file the Articles of Incorporation, officer names and positions, and processing of a potential EIN. He clarified that while 501(c)(3) status is not currently necessary due to additional paperwork requirements and costs, it could provide benefits like charitable deductions and grant applications in the future. Mark noted that the corporation would still qualify for some nonprofit benefits, such as Google Workspace and mailing discounts, even without 501(c)(3) status.

Coosaw Futures Corporation Incorporation

The group discussed incorporating Coosaw Futures as a corporation, with Marshall confirming that deductions can be taken from a nonprofit that is not 501(c)(3) status. They agreed to use "Coosaw Futures Corp" as the official name, with Marshall's address being designated as the mailing address for registration purposes. Marshall indicated he would complete the incorporation process by Friday and noted that once the EIN is obtained, they can open a bank account to collect dues.

Community Meeting Planning Discussion

Larry discussed opening a bank account and proposed having multiple signers for checks and balances, with Louise previously offering to be the bookkeeper. The team decided to schedule a community meeting for June 24th, with Larry suggesting they need to finalize the format and topic for the meeting. They agreed to start working on content and make an announcement about the meeting details and Futures status.

Educational Meeting Introduction Guidelines

The team discussed the need to include a boilerplate introduction at educational meetings to explain the organization's purpose and history, suggesting this could be done in five steps as presented in Kurt's slides. The importance of clarifying whether the upcoming meeting should be positioned as a knowledge series or an open house was emphasised, and it was suggested that the focus be on explaining the organisation's formation, purpose, and how people can help. Mark expressed caution about delving too deeply into speculative topics like declarant control without first gathering more questions and concerns from residents.

Declarant Legal Representation Concerns

Brooks discussed concerns about the declarant's legal representation and strategy, noting that the declarant has been using their own lawyer rather than the POA's counsel. He emphasized the need to quickly inform the community about Coosaw Futures and address the imbalanced relationship between the declarant and residents. Concerns were expressed about John Smith's confrontational approach and potential financial attrition, suggesting the team needs to be prepared for the declarant's likely disregard for their efforts.

Community Communication Strategy Planning

Discussed the need to focus community messaging on concerns rather than personal relationships, emphasizing four key objectives: **inform**, **review and record**, **advocate**, and **prepare**. The group agreed to structure their communication strategy leading up to an open house meeting, with plans to address community anxieties about ARB (Architectural Review Board) decisions and aesthetic control in the community. They decided to develop a knowledge series, starting with three topics including ARB, history, and potentially R-

related content, while acknowledging the Smiths' upcoming absence due to travel to Greece.

Community Communication Strategy Planning

The group emphasized the importance of educating residents about the community's history and governance structure, particularly regarding the declarant's authority and architectural changes. The group discussed communication challenges, including inconsistent fine collection and the need for better coordination by the management company. A communication team meeting was scheduled for the next day at 4:30, with team members including Nick, Michael, Marissa, and John Williams, to develop a unified messaging strategy across various platforms.

Organizational Structure and Governance

The meeting focused on organizational structure and governance matters. Lawrence was elected as president and treasurer, with other officers to be determined, and the group approved adding Kathy to the board. The discussion included concerns about the ARB (Architectural Review Board) scope and governance, with Mark explaining that while the current ARB structure has flaws, it remains under the developer's control and that the group should focus on building community consensus rather than getting involved in ARB conflicts. The conversation ended with plans to continue discussions on other new business next week.

Organization Decisions Made

- **Entity structure:** Form as a South Carolina nonprofit corporation, not LLC; no 501(c)(3) application at this time due to limited benefit and additional filing requirements
- **Official name:** Coosaw Point Futures Corp (consistent with Facebook presence)
- **Registered address:** Marshall's address will serve as the business location and registered agent
- **Bank signers:** Marshall as initial signer; Kurt added as co-signer for checks and balances; additional signer, Louise Urbanik, admin/finance person
- **Officers:** Marshall (President), Kurt (Secretary), Brooks (Treasurer) - a minimum of three are required for incorporation
- **Open house date:** Wednesday, June 24th
- **Open house focus:** Organization's purpose and mission rather than detailed ARB/governance deep-dives; explain why entity formed, what it aims to accomplish, and how residents can participate

- **Membership requirement:** Management team members must be members in good standing; \$250 annual dues are sufficient (not requiring \$1,000 founder contribution)
- **Kathy's appointment:** Approved unanimously to join the management team

Pending Confirmation

- **Operating agreement review:** Ben (attorney) will conduct 30-minute scan for legal issues; Kurt flagged ~14 questions for attorney review, mostly regarding entity type and structural details
- **Articles of Incorporation approval:** Marshall needs formal approval to file under the chosen name and structure
- **EIN and bank account:** Marshall will obtain EIN (expected tomorrow) and open a bank account by Friday without expediting
- **Open house format:** Team needs to finalize presentation structure, topic depth, and whether to include breakout sessions or keep as single-group format
- **Communication materials:** Communication team (Nick, Michael, Melissa, John Williams, Kurt, Brooks) meeting tomorrow at 4:30 pm to develop a messaging strategy for open house promotion

Knowledge Series Planning

Three educational topics identified for community education series (timing to be determined):

- **History of Coosaw Point:** Original vision, evolution of development phases, changes over time; Mark leading this effort with detailed analysis of build phases and lot development
- **Governance structure:** Role of declarant, POA authority, how governing documents work; helps residents understand decision-making framework
- **ARB (Architectural Review Board):** History as an example of "good ideas gone awry," declarant control, resident participation evolution, and current structure with conflict-of-interest concerns

Declarant relationship challenges:

- John Smith (declarant) has expressed frustration and desire to exit; the relationship has become personal and emotional rather than purely business
- Declarant has "lawyered up" and invokes counsel in POA communications, though unclear which attorney (declarant's vs POA's) is being consulted

- Recent communications reference declarant authority repeatedly, telegraphing legal positioning

ARB structural issues:

- Current 2-to-1 declarant control (Todd McDaniel and Diane Smith vs one resident); Todd's long-term presence creates a perception of conflict
- Declarant-built homes (Forino) is not subject to ARB jurisdiction or fines, unlike other builders
- Recent Lanthorne homes on Horseshoe were approved "under duress" and don't match the aesthetic of surrounding properties
- Enforcement inconsistencies: remediation follow-up delayed 18+ months; fine collection sporadic

Community education needs:

- Most residents don't understand the declarant's extensive control authority or perpetual rights under the current structure
- Risk of lower-quality development in Phase 6 affecting property values and long-term community sustainability
- Need to explain implications without appearing confrontational; focus on long-term community preparation rather than immediate litigation

Action Items

- **Marshall:** File Articles of Incorporation by Friday; obtain EIN; open bank account at South State Bank
- **Larry:** Add Kathy to Google Drive access and email distribution
- **Communication team:** Meeting June 3 at 4:30pm) to develop open house messaging, promotional materials, survey design, and multi-channel strategy (Facebook, website, email, flyers)
- **Mark:** Continue developing history presentation with build phase analysis and community evolution narrative
- **Kathy/Brooks:** Lead ARB educational content development
- **Kurt:** Lead governance structure educational content
- **Brooks:** Support communication team organization and provide general guidance while Nick leads tactical execution
- **Larry:** Review operating agreement comments to identify items that can be resolved through rewording vs requiring attorney input

- **All:** Review Mark's draft presentation materials and provide feedback before next meeting

Open Questions

- **Operating agreement specifics:** How to handle vacancy definitions when members move (may take 2 years to sell, might buy another CP property); whether "members shall endeavor" language should shift to management team responsibility
- **Bylaws development:** Timeline and content for bylaws to cover items like Robert's Rules, annual meeting requirements, and procedural details not in Articles
- **Sentry/Foreno cost allocation:** Who pays for Sentry management services now that volunteers (ARB members) have been replaced? Will the architect and landscape architect costs be back-charged to the POA?
- **Property maintenance responsibility:** Which properties still owned by the declarant are being maintained by POA without clear allocation or reimbursement?
- **Open house breakout format:** Risk of inconsistent messaging if small group discussions occur without full group hearing Q&A; decision needed on single-presentation vs breakout approach

Next Meeting

Same time, same location (next Tuesday, 5:30pm)

Larry Loucka
June 3, 2026