Coosaw Futures Management Team Minutes – 2026 06 09

River Club 2nd floor 5:30- 7:00

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

Member: Ken Law

Key Outcomes

The management team finalized incorporation documents, retained attorney Ben at $4,000, established committee structure with designated leads, and scheduled a June 24 community open house to introduce the organization and gather resident input.

Decisions Made

- **Minutes publication:** Shelve early raw minutes; start formal public records after incorporation; post approved minutes on website
- **Attorney engagement:** Ben on retainer; first tasks are Articles of Incorporation review and guidance on data sharing protocol; determine short list of topics for onboarding and strategy session.
- **Incorporation edits:** Replace "board of directors" with "management team" throughout; change dissolution beneficiary from Lowcountry Land Trust to Open Land Trust (Beaufort-based)
- **Banking:** Open a Wells Fargo account after EIN registration completes; investigate nonprofit fee waivers
- **Membership model:** Implement both membership and donation options; membership is required for voting rights and special meeting petitions
- **Committee structure:** Management team members will launch committees, then recruit community volunteers to lead them
- **Open house format:** Focus on listening rather than answering questions; the management team introduces themselves; record the meeting for AI transcription

Committee Assignments

- **Membership:** Kathleen (lead), Tracy (contributor)
- **Legal Affairs:** Kurt (coordinator), Jim Landis, Lisa Mazzeo
- **Financial:** Marshall (Treasurer), Mark Hooper, Kurt, Louise (potential signatory)
- **Infrastructure:** Mark (launch lead), Lisa Peterson, JD, John Wartman
- **Communications:** Nick, Mark, Marissa, Michael Ferraiuolo, Steve Ryan, Brooks Tucker, John Williams, Larry Loucka

- **Administration:** Potentially combined with Finance; handles member records, dues collection

Pending Confirmation

- **Attorney deliverables:** Ben to provide data submission instructions and vault system details
- **EIN registration:** Two insurance companies cannot yet find EIN; may delay D&O insurance quotes (cost unknown, possibly hundreds to thousands)
- **Articles of Incorporation:** Final edits needed (board/management team terminology, dissolution beneficiary); Lawrence will circulate for signatures after edits
- **Bank account setup:** Awaiting incorporation completion and EIN verification
- **Open house materials:** Nick preparing flyer; team reviewing copy; two-day printer turnaround required for mail distribution
- **Reserve study access:** POA committed to publishing study at last board meeting; unclear if full binder or four-page summary will be available online

Open Questions

- **D&O insurance cost:** Five companies contacted; one dropped out (requires general liability + assets for standalone D&O)
- **Meeting minutes scope:** Unclear whether to publish full transcripts or summaries only; concern about early candid discussions
- **Data for attorney:** Uncertainty about what documents Ben needs beyond Articles of Incorporation, PUD, POA documents, covenants, and deeds research already completed
- **Knowledge series content:** Significant information gaps discovered during research; many POA records are incomplete or inaccessible
- **Annexation timeline:** Mark researching 40-year window trigger for annexed properties; unclear which parcels affected
- **Third-floor lease:** Declarant holds 99-year lease on the clubhouse third floor; exclusive use rights; HOA responsible for maintenance

Action Items

- **Lawrence:** Circulate revised Articles of Incorporation after edits; file incorporation documents; coordinate with insurance companies on D&O quotes; update action plan in Google Drive with tasks, owners, and Labor Day deadlines
- **Ben (attorney):** Review Articles of Incorporation; provide data submission instructions; review covenants if not already done for other client

- **Marshall:** Open Wells Fargo account post-incorporation; establish accounting structures (balance sheet, cash flow, member list); research nonprofit accounting templates or QuickBooks options; seek reimbursement for expenses incurred
- **Nick:** Finalize open house flyer copy for team review; coordinate with printer (two-day turnaround); arrange meeting recording setup; coordinate snacks/refreshments
- **Kurt:** Prepare 3-5 minute personal testimony on motivations and concerns for open house; launch Legal Affairs committee and recruit additional members
- **Kathleen:** Coordinate with Tracy on Membership committee; recruit 1-2 additional members; develop membership application form and record-keeping system
- **Mark:** Follow up with infrastructure committee candidates (Lisa Peterson, JD, John Wartman) by end of week; Research annexation property details and 40-year covenant windows; consult GIS office; continue deeds analysis
- **Team:** Review issues list in Google Drive (approximately 30 items); categorize and prioritize for attorney engagement; prepare short list of high-priority legal questions (e.g., POA information access, conflicts of interest)

June 24 Open House Planning

- **Murder board rehearsal:** Friday, June 12 at 4:00 PM (dress rehearsal with mock hostile questions)
- **Speakers:** Kurt (intro/testimony), Brooks (perspective), Kathy (voice), additional management team introductions
- **Format:** Management team introductions → individual testimonies (why here, what concerns) → open forum for resident concerns → Q&A (focus on listening, not answering)
- **Key message:** "We're here to listen and gather input, not provide immediate answers; this is the start of a dialogue to understand community issues and build broader participation"
- **Tone guidance:** Positive, forward-looking; emphasize recapturing initial excitement about community; acknowledge work needed without naming individuals; stress investment in property values and long-term sustainability
- **Recording:** Meeting will be recorded and transcribed via AI; attendees will be notified; speakers should introduce themselves and speak clearly
- **Materials:** Flyer distribution via mail (USPS, 3-4 day delivery) and electronic channels; event already on community calendar (generating inquiries)

Financial Status

- **Attorney retainer:** $4,000 paid to Ben; checks may not have cleared yet

- **Startup funds:** Initial contributions collected; Brooks and Kathy committed to $250 each; need formal record-keeping system
- **Pending expenses:** Legal fees, D&O insurance (cost TBD), website hosting, Google Workspace, meeting supplies, printing/mailing costs
- **Membership pitch:** "$20/month investment in property values and effective communication; covers operating costs including insurance, filings, communications, and advocacy—not litigation"

Strategic Priorities

- **Information access:** High-priority legal issue—POA restricts access to documents; attorney guidance needed on forcing transparency or documenting non-compliance for future action
- **Conflicts of interest:** Identified as significant issue requiring attorney review
- **Reserve study:** Capital reserve study available at clubhouse by appointment (Tuesdays, Thursdays, Fridays); POA committed to online publication but format unclear; executive summary recommended for knowledge series handouts
- **Knowledge series:** Monthly educational sessions planned on topics like reserve funds, ARB, infrastructure, covenants; significant information gaps identified during research; will acknowledge dead ends and missing data; may include community experts on non-governance topics
- **Membership leverage:** 25% of homeowners can call special POA meetings with or without Coosa Futures; organized membership list enables faster mobilization

Next Meetings

- **Murder board:** Friday, June 12 at 4:00 PM
- **Regular meeting:** Tuesday, June 16 at 5:30 PM
- **Community open house:** Tuesday, June 24, 6PM