

April 23, 2025

VIA E-MAIL ONLY (boyde@tropicalmusicpr.com)

Mr. Boyde Benfield
Secretary-Treasurer
Board of Directors
Aquabella Homeowners Association, Inc.

Re: Request for inclusion of topics on agenda of Annual Meeting

Dear Mr. Benfield:

We hope our letter finds you well. The undersigned are a group of Unit Owners who are all members in good standing of the Council of Unit Owners of the Aquabella Homeowners Association (hereinafter, "the Council").

In compliance with the By-Laws of Aquabella Homeowners Association, Inc., we are requesting that the following topics be included as matters of new business to be discussed during the next Annual Meeting of the Association. Note that it is suggested that the topics and motions below be addressed in the order presented here, as the text of some proposed changes below build upon the adoption of earlier updates.

1. Topic: The resolution "Amendment and Restatement of Aquabella By-Laws to Apply Numerous Editorial Corrections and Updates," which was properly submitted for consideration at the 2024 Annual Meeting which never took place. A copy of this resolution is attached hereto.

The undersigned move as follows:

"That the resolution attached hereto regarding the amendment and restatement of Aquabella By-Laws be adopted."

2. Topic: Aquabella policy alignment with PHA ARB regarding solar panel installation on all roof areas, including tiled roof areas.

The undersigned move as follows:

"That it shall be the policy of Aquabella to allow for solar panels to be placed in accordance with ARB rules with no additional restrictions."

To the best of our knowledge, this simple policy statement does not require any changes to the existing By-Laws or Restrictive Covenants.

3. Topic: Allowance for home offices within Aquabella.

The undersigned move as follows:

“That it shall be the policy of Aquabella to allow for business use of Units, provided that such businesses do not receive customers or vendors, no signage shall be displayed, and that the primary purpose of the Unit must at all times remain residential. The By-Laws and Restrictive Covenants of the Project shall be amended accordingly, per the language attached hereto.”

4. Topic: Requirement for significant non-budgeted expenses to be approved by the Council of Unit Owners.

The undersigned move as follows:

“That the Council of Unit Owners is required to approve any non-budgeted expense in excess of \$10,000. As this may be necessary during an emergency, the requirement of an in-person meeting is waived, and voting may take place electronically in any manner that may be readily audited. The By-Laws and Restrictive Covenants of the Project shall be amended accordingly, per the language attached hereto.”

5. Topic: Limitation on the number of proxy votes that may be assigned to one member of the Council of Unit Owners to promote fairness and active participation in Council affairs.

The undersigned move as follows:

“That no member of the Council of Unit Owners may carry more than one (1) proxy for any given session of the Council. The By-Laws and Restrictive Covenants of the Project shall be amended accordingly, per the language attached hereto.”

6. Topic: Separation of the Secretary-Treasurer position into two separate positions on the Board. (This topic was previously addressed at a Board meeting in 2024 but not yet brought before the Council of Owners.)

The undersigned move as follows:

“That the current Secretary-Treasurer position on the Board of Directors be separated into two new, distinct positions of Secretary and Treasurer. The current Secretary-Treasurer may fill either role of his choosing, and the new vacant position shall be filled for the remainder of the existing term by one of the three at-large members, at the discretion of the Board. The vacated at-large seat shall then be eliminated, maintaining the Board of Directors at five (5) persons (President, Secretary, Treasurer and two additional at-large

members). The By-Laws and Restrictive Covenants of the Project shall be amended accordingly, per the language attached hereto.”

7. Topic: Modification of the terms for members of the Board of Directors to ensure continuity, and to implement term limits.

The undersigned move as follows:

“That the term for all members of the Board of Directors shall be changed to two (2) years from the date of election. To ensure continuity, the terms of Board members shall be staggered by year. Beginning in 2026, the positions of President, Secretary and First At-Large member shall be elected in all even years. Beginning in 2027, the positions of Treasurer and Second At-Large member shall be elected in all odd years. Furthermore, all Board members hereinafter shall be limited to a service period of two (2) consecutive terms. Upon reaching their term limit, a Board member may not serve again on the Board until four years have passed, or no other person is willing to fill a vacant seat. The By-Laws and Restrictive Covenants of the Project shall be amended accordingly, per the language attached hereto.”

8. Topic: Establishment of additional requirements on the awarding and renewal of contracts.

The undersigned move as follows:

“That all new contracts or contract renewals shall require a minimum of three (3) independent bids. Contracts may not have terms or auto renewal clauses that extend beyond three years in duration. Except in the event of an emergency, all proposed new or renewed contracts exceeding a value of \$5,000 must be approved in advance by the Council. The full text of any such contract shall be presented in writing to the Council members no later than two (2) weeks prior to a vote, or as soon as practicable in the event of an emergency. The Council shall be bound to privacy regarding the content of all such contracts. All contracts shall be voted on separately. The By-Laws and Restrictive Covenants of the Project shall be amended accordingly, per the language attached hereto.”

Finally, anticipating that elections of officers and directors will take place during the upcoming Annual Meeting, we request that notice be provided to Council members as soon as possible indicating the meeting date and time, which Board seats are up for election, and which candidates, if any, have been nominated for those seats. Ideally, each candidate should be allowed to provide a brief statement regarding their candidacy, such that Council members may make an informed decision about the future leadership of Aquabella.

Recognizing that timing may not allow for this upcoming meeting, we suggest going forward that meeting notices for future annual meetings be provided at least 60 days in advance,

including a call for candidates to be nominated. Then Council members can be informed at least thirty (30) days prior to the meeting of all candidates who have been nominated.

As you can see, the topics that we request be added to the Agenda of the Annual Meeting are all of significant interest to the members of our community, and will enhance our standing within Palmas del Mar in comparison to other regimes. We kindly request confirmation within the next ten (10) days of the inclusion of these topics on the Agenda of the next Council meeting.

Should you have any questions, feel free to reach out to me (tim@timtotten.com or 939-335-5383) and I can coordinate communications with the other supporting Council members as necessary.

Sincerely,

A handwritten signature in blue ink, appearing to read "Timothy B. Totten", with a stylized flourish at the end.

Timothy B. Totten, Owner, Unit 18
On behalf of the following initial group of supporting Council members

Supporting members:

Catherine Merkel, Unit 6
Bill Kubal, Unit 8
Eric Swider, Unit 12
Tim Totten, Unit 18
Brian O'Connell, Unit 45
Lisa Phillips, Unit 73
Rustan Melville, Unit 86
Jay Awal, Unit 104
Dominic Allegrini, Unit 105
Edward Ortiz, Unit 112
Matt Newman, Unit 114
Brice King, Unit 118
EJ Ball, Unit 119
Vimaris Rodrigues, Unit 124