

Bromley Village Association Board Meeting Minutes
Tues, August 11, 2026, 7:00 PM
Bromley Village Association Board's Zoom Meeting

1. Establish quorum & call meeting to order
 - a. BVA Board Members attending: Cariste, Moriarty, Pangburn, Collins, McCoy, Tomkiel, Omasta, Mason, Lowy
 - b. BPS Attendee: Gage
 - c. Quorum established and meeting called to order at 7:04pm
2. Meeting Minutes for Approval
 - a. June 16 Regular Board Meeting Minutes
 - Motion - Cariste Second - Lowy All in Favor
 - b. July 14 Special Board Meeting Minutes
 - Motion - Cariste Second - Pangborn All in Favor
3. Committee Reports:
 - a. BPS Discussion ref. Property Manager Role
 - John Collins reported on a discussion with Josh Witkin about restructuring Bromley Property Services, which will have two director-level positions: Dylan as Director of Bromley Village Operations and Alex as Director of Bromley Village Construction and Maintenance. The board discussed concerns about whether director-level positions are equivalent to management roles, with Dylan confirming they would likely include management responsibilities. He also stated that they are looking at all their roles (including Lodging and Real Estate) to determine how best to service both the BVA requirements and the BPS roles. BPS is considering adding additional personnel to balance the load properly. Dylan also reported that BPS will work on a communication plan to clarify roles and responsibilities to be used with the Association membership. Modifications may need to be made to the BPS/BVA Contract to recognize the split roles. Matt will follow up.
 - b. Discuss / Review Staffing for new Advisory Committees
 - Liz reported that Advisory Committee recruitment was successful with good volunteer turnout and board member participation. Bill suggested adding more detailed task descriptions to the Committee charters. The discussion concluded with plans to provide new committees with necessary background information and institutional knowledge to help them get started effectively.
 - The discussion focused on staffing the new advisory committees for the board (see attachment A), with Matt clarifying that these committees would be advisory only and not exercise board authority. The group discussed committee assignments, with Bill volunteering to lead the Roads and Culverts Committee and Liz agreeing to lead the Clubhouse Committee.
 - It was agreed that the Advisory Committees would meet prior to the next Board Meeting with the goal of reviewing their scopes and getting prepared to make a budget recommendation on work required for remainder of this year and next.

c. Architectural Committee:

- The Architectural Committee was noted as a separate entity under the bylaws, with Skip mentioning the need to find a replacement for Matt Walsh who had sold his unit. The Committee is down to 2 members. There have been a couple of volunteers mentioning interest in the committee and Skip will follow up.
- Skip reported on recent applications including tree removal and heat pump installations, noting that most requests are routine. Matt suggested scheduling a separate meeting to discuss whether the Board should resume responsibility for architectural decisions or continue with a separate committee, as the current panel of two members doesn't meet the required three-member minimum under the declaration. This was tabled to the next Board Meeting.

d. Treasurers Report:

- Matt reported that the Association is up to date on bill payments. Matt provided a financial update indicating the association has \$165,000 remaining in its \$617,000 budget with the fiscal year ending next month and discussed pending items including tennis area/fencing and road resurfacing needs. Matt reported there are 10 owners with Account Receivables, and the process is in place with CSM to follow up with collection.
- Matt reviewed the ADMINISTRATIVE CONSOLIDATION ("HOUSEKEEPING") RESOLUTION (see attachment B) that had been distributed earlier. After discussion There were 7 articles with motions:
 1. Article 1 (Registered Agent) and Article 2 (Address of Record)
Motion to Approve: Cariste, Second: Collins. All in Favor
 2. Article 3 (Custody of Association Records)
Motion to Approve: Collins, Second: Cariste. All in Favor
 3. Article 4 (Bank Accounts)
Motion to Approve: Collins, Second: Lowy. All in Favor
 4. Article 5 (Tax Return Preparation), Article 6 (Independent Tax Review) and Article 7 (Implementation and reporting)
Motion to Approve: Cariste, Second: Moriarty. All in Favor

The Resolution has been adopted and will be issued by the Secretary under separate note.

- The team discussed sorting and scanning six boxes of unorganized records from the basement, including old proxy papers, cassette tapes, and various documents dating back to 1993. Matt proposed bulk scanning the documents at a copy shop and using AI to sort and organize them, which the board approved. The discussion also covered the need to transfer any existing bank accounts not currently administered by CSM to ensure proper financial management and compliance with board protocols.
- Bill reminded the board about capital expenditure planning, noting that dedicated reserves are intended for specific purposes like roof, pool, and tennis court maintenance, and that while accounts are well-funded, they are not fungible for general spending.

e. Property Maintenance Updates

- The Board discussed several property maintenance updates. Roger reported that the pool leak has been fixed, with one skimmer replaced and capstones repaired, though the deck in that area shows signs of shifting due to water damage. The pool heaters have been adjusted and are functioning better. Dylan apologized for not properly communicating the pool closure extension, which occurred due to last-minute scheduling changes with the contractor. Roger reported that we would go back to a 'salt' pool next year and will make changes to the filter medium then. Thanks to Patty for the great work on the plantings.
- Dylan reported on tennis facility updates and completion of the Sap Bucket drop-off area and work on the tennis shed, with drainage improvements planned once the shed renovations are complete.
- John Collins shared updates on the Clubhouse Renovation Committee's work, including proposed interior layout changes and deck/patio options, while Paul and Valory presented a detailed punch list for the gym facility including needed equipment maintenance and window treatments.

4. New Business

a. None

The next meeting is scheduled for Sept 15 at 7:00pm

Motion to adjourn made by Skip and second by Matt.

Meeting adjourned at 8:30

Respectfully Submitted by John Moriarty – Secretary – BVA

Attachments:

A: BVA Committee Proposal

B: ADMINISTRATIVE CONSOLIDATION ("HOUSEKEEPING") RESOLUTION

Attachment A. Proposed Advisory Committee Membership

Pool/Tennis	
Name	Email
John Collins	jcollins670@gmail.com
Jonathon Mason	jmasondmd@gmail.com
Debbie Hollenberg	debrahollenberg@gmail.com
Carri Rubenstein	carrirub@gmail.com
Roger Bayersdorf	rbayersdorfer@gmail.com
Patricia Cleary	patvet3@gmail.com
Sandi Finley	sndfinley@aol.com
Patty & Chris Burden	patty.burden1@gmail.com
Joanne Konold	jojoski39@yahoo.com
Clubhouse/Gym with Social Subcommittee	
Name	Email
Liz Lowy	elizabethlowy@me.com
Sandy Pangburn	svpangburn@gmail.com
Kate Roy Sullivan (did not specify)	kateroysullivan@gmail.com
Danielle Tauber	tauber.danielle@gmail.com
Sandi Finley	sndfinley@aol.com
Lisa Hardaway	hardaway.lisa@gmail.com
Joanne Konold	jojoski39@yahoo.com
Roads/Culverts	
Name	Email
Bill Cariste	bcariste@gmail.com
John Moriarty	jwmoriarty@comcast.net
Christopher Walters	christopherwwalters@gmail.com
Jennifer Steig	jsteig@cheshirellc.com
Jack Ready	sprucesassociation@gmail.com
Grounds/Landscape	
Name	Email
Matt Tomkiel	matthew.tomkiel@gmail.com
Michelle McCoy	michmccoydc@yahoo.com
Liz Rosenbaum	inkless800@aol.com
Nancy Fishman	fishman.nancy@gmail.com
Patty Burden	patty.burden1@gmail.com
Nancy Wilson	nlwilson@comcast.net

Attachment B: ADMINISTRATIVE CONSOLIDATION ("HOUSEKEEPING") RESOLUTION

**BROMLEY VILLAGE ASSOCIATION, INC. RESOLUTION OF
THE BOARD OF TRUSTEES**

ADMINISTRATIVE CONSOLIDATION ("HOUSEKEEPING") RESOLUTION

Adopted: _____, 2026

WHEREAS, Article III of the Revised and Restated Bylaws of the Association (October 10, 2015) (the "Bylaws") empowers the Association, acting by and through its Board of Trustees, to "[h]ire and discharge managing agents and other employees, agents and independent contractors" and to "[m]ake contracts and incur liabilities"; and

WHEREAS, the Board of Trustees has engaged Clark Simson Miller ("CSM") as the Association's managing agent for billing, dues collection, bank account administration, and related administrative services; and

WHEREAS, Bylaws Article VI(G) vests in the Board of Trustees the power of "[o]pening and maintaining one or more bank accounts on behalf of and in the name of the Association, and designation of the signatories required therefore"; and

WHEREAS, Bylaws Article VIII permits the Treasurer to "delegate these duties to such managing agent as the Trustees of the Association may designate"; and

WHEREAS, Bylaws Article XI(A) requires the Association to retain specified records, including financial statements, tax returns, contracts, minutes, and records of Board and committee actions, and Bylaws Article XI(F) grants each Trustee "the absolute right at any reasonable time to inspect all books, records and documents of the Association"; and

WHEREAS, the Board deems it prudent to obtain an independent professional review of the Association's tax posture and potential tax liabilities and recommendations thereon, including whether to file any amended returns and/or change the fiscal year end to match the calendar year; and

WHEREAS, CSM represents that its Tax Department has all the required tax compliance training and files tax returns for over 2,000 community associations;

NOW, THEREFORE, BE IT RESOLVED by the Board of Trustees of Bromley Village Association, Inc. as follows:

1. Registered Agent. Pursuant to Bylaws Article II and 11B V.S.A. § 5.02, the Registered Agent of the Association is changed from Norman Favor, Favor & Company, to Clark Simson Miller, at the Vermont address CSM designates for registered-agent service. The Board approves CSM's fees of \$225.00 per renewal period for registered-agent service and \$125.00 for preparation and filing of the Annual Report, plus any state filing fees.

2. Address of Record. The Association's principal mailing address and address of record for all purposes is changed to Bromley Village Association, Inc., c/o Clark Simson Miller. The officers are directed to update the Association's address with the Vermont Secretary of State, the Internal Revenue Service, the Vermont Department of Taxes, the Town of Peru, all financial institutions, insurers and insurance brokers, and all vendors and contractors of record.

3. Custody of Association Records. CSM is designated the custodian of the Association's records maintained under Bylaws Article XI, subject at all times to the ownership of such records by the Association and the inspection rights of Trustees under Bylaws Article XI(F) and of Members under Bylaws Article XI(B). Every person in possession, custody, or control of Association records, including without limitation: tax returns and supporting workpapers, Internal Revenue Service and Vermont Department of Taxes correspondence, accountant and bookkeeper files, insurance broker records, Architectural Panel records, Board and committee minutes and resolutions, bank and financial account records, contracts, and login credentials for any Association account or service, is directed to identify such holdings in writing to the Board within ten (10) days of notice of this Resolution and to complete transfer of the same to CSM within thirty (30) days of such notice.

4. Bank Accounts. Pursuant to Bylaws Article VI(G), all bank and financial accounts titled in the name of the Association or maintained under the Association's Employer Identification Number shall be administered by CSM under signatory protocols established by the Board of Trustees. No such account shall be opened, maintained, or operated outside CSM's administration except by specific resolution of the Board. Any signatory or holder of an account not presently administered by CSM is directed to deliver complete statements and transaction records for such account to CSM in accordance with Section 3 of this Resolution before any transfer or closure of the account is effected.

5. Tax Return Preparation. The Association engages CSM to prepare the Association's annual federal and Vermont tax returns at a fee of \$395.00 per year. The Treasurer is authorized to renew this engagement annually at the then-current fee.

6. Independent Tax Review. The Board authorizes the engagement of one or more independent, qualified tax professionals to review the Association's federal and Vermont tax filings, unfiled or omitted items, and potential tax liabilities, and to make written recommendations to the Board. The Treasurer, with the concurrence of the President, is authorized to engage such professionals through the Association's firm, Downs Rachlin Martin, and shall report the resulting findings and recommendations to the Board.

7. Implementation and Reporting. The Treasurer is directed to coordinate implementation of this Resolution with CSM and to report the status of each item at each regular meeting of the Board until all items are complete.



CERTIFICATION

The undersigned, Secretary of Bromley Village Association, Inc., certifies that the foregoing Resolution was duly adopted by the Board of Trustees at a meeting held on _____, 2026, at which a quorum was present, and that the Resolution has not been amended or rescinded and remains in full force and effect.

John Moriarty, Secretary

Date: _____

2026 BVA Board

*B Cariste, Pres - J Collins, VP – J Moriarty, Sec – M Tomkiel – Treas,
M McCoy, S Omasta, J Mason, L Lowy, S Pangburn*