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MINUTES OF THE COMMITTEE MEETING OF THE BODY CORPORATE FOR "CATHEDRAL PLACE CBC" MIXED COMMUNITY PLAN 106902 HELD ON 2ND SEPTEMBER 2009 AT 6:30 PM AT MEETING ROOM, CATHEDRAL PLACE, 41 GOTHA STREET, FORTITUDE VALLEY

PRESENT IN PERSON

Randall Edwards (Chairperson/Treasurer), John Gilliland (Secretary), Peter Zunker, Crestina Ceraolo, Tony Rich, Michael Pointing (Ordinary Committee Members)

APOLOGIES

Nil

IN ATTENDANCE

David Gordon & Grant Kerrison representing Body Corporate Services Pty Ltd.
Ken Morrisby Tender Manager
Greg Przewlocki A114 Observer
Gil Bick G15 Observer
Doris Engel C16 Observer
Raj Bekal G29 Observer
Noel Murphy A115 Observer
Kelvin Abrahams A150 Observer

CHAIRPERSON OF MEETING

Mr Randall Edwards chaired the meeting.

QUORUM

The chairperson declared that a quorum was represented and the meeting was declared open at 6:30 pm.

1 CONFIRMATION OF MINUTES

1a MOTION: That the minutes of the committee meeting held on 24 August 2009 be amended to reflect who moved the motion that Michael Pointing be nominated.

RESOLVED by Ordinary Resolution that the motion be **LOST**.

Vote: Yes 2 No 3 Abstain 0

1b MOTION: That the minutes of the committee meeting held on 24 August 2009 be confirmed (as presented) as a true and correct record of the proceedings at that meeting.

RESOLVED by Ordinary Resolution that the motion be **CARRIED**.

Vote: Yes 4 No 2 Abstain 0

2 DECLARATION OF CONFLICT OF INTEREST BY ANY COMMITTEE MEMBERS/TENDERERS AND CONSIDERATION OF REQUEST FOR ACCEPTANCE OF NOTIFICATION OF APPOINTMENT OF REPRESENTATIVE'S PROXIES BY EXECUTIVE COMMITTEE TO OTHER MEMBERS OF EXECUTIVE COMMITTEE - CHAIRMAN

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There was debate about the interpretation of the legislation and whether any committee members had a conflict of interest. It was raised by the Chairman that as a tender party, Peter Zunker had a conflict of interest.

Peter Zunker argued that John Gilliland should also leave due to Cathedral Village not being a party to the contract. The Chairperson ruled that as a committee member, he was a party to the contract.

Peter Zunker voluntarily left the meeting while disagreeing that ~~he~~ ^{THE CHAIRMAN COULD DECLARE} had a conflict of interest.

This debate and the ruling by the Chair had taken place prior to John Gilliland's arrival at the meeting.

MOTION: That the verbal nomination of Crestina Ceraolo as Peter Zunker's proxy by Peter Zunker for an indefinite period be accepted. (The verbal nomination was verbally accepted by Crestina Ceraolo)

RESOLVED by Resolution Without Dissent that the motion be **CARRIED**.

Vote: Yes ~~8~~ ⁵ No 0 Abstain 0

The Chairperson reminded observers of confidentiality of the process and not to disclose to other parties.

3 CONFIRMATION OF CARETAKING TENDERERS NAMES/IDENTITIES – KEN MORRISBY

Rider Levett Bucknall (RLB) expect to have a report completed on the four (4) tenderers next week and Ken Morrisby declared the tenderers: Mr & Mrs Zunker, Geoffrey Zunker, Star BMS and Platinum 1.

4 CONFIRMATION OF WHICH MEMBERS MAY REMAIN IN ATTENDANCE DURING TENDER DISCUSSIONS - CHAIRMAN

The Chairperson declared remaining members may remain during consideration of further tender discussions (Peter Zunker had left).

5 REVIEW AND ANALYSIS OF CARETAKING TENDERS – K MORRISBY

The independent review by RLB encompassed:

- Selection criteria, legal and financial background;
- Background and experience;
- Reference to guiding principles of CBC
- Viability of respondents concept
- Definite benefit to proprietors and tenants

5a MOTION: That Mr K Morrisby instruct Rider Levett Bucknall to complete their tender rankings by 4th September 2009.

RESOLVED by ^{ORDINARY.} ~~Unanimous~~ Resolution that the motion be **CARRIED**.

Vote: Yes ~~8~~ ⁵ No ~~8~~ ¹ Abstain 0

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Mr K Morrisby advised the tenders varied from minimal information to extensive. The price has been deleted from all tender documents and 4 copies of each were presented to members for perusal. All copies were retrieved by the end of the meeting and are to be returned to RLB.

The Chairman called the meeting to order and advised regarding the process that has been followed for the last 2 and a half years and stated the process of going forward being non-committee members can address their concerns through their respective BUP committees and then allow time before holding an extraordinary general meeting of the CPCBC to vote on and determine caretaker. The Star BMS contract expires on 4/11/2009.

Tony Rich wished it to be recorded that he had not looked at the tender documents due to his position as committee liaison officer with Star BMS.

The Body Corporate Manager advised regarding the potential for litigation if the tender process is contaminated due to any perceived conflict of interest.

5b MOTION: That the non-assignment clause and the intention or change in substantial shareholding wording be retained and to refer to Gadens (Solicitors) for advice and wording.

RESOLVED by Unanimous Resolution that the motion be **CARRIED**.

Vote: Yes 6 No 0 Abstain 0

6 CONFIRMATION OF TIMETABLE FOR COMPLETION OF CARETAKING TENDER – CHAIRMAN

6a MOTION: That the matters for resolution at each meeting and the process of interview of the shortlist be confirmed and the following timeline be adopted by the meeting:-

1. Subsidiary BUP Representatives to submit issues from the reading of the tenders through the Body Corporate Manager by 9th September 2009;
2. K Morrisby to complete review of RLB rankings by 9th September 2009;
3. All members to complete reviews of issues with respondents in preparation for K Morrisby providing his assessment to the committee meeting scheduled for 17th September 2009;
4. Subsidiary BUP Representatives to caucus with owners on issues that are to be brought back to committee for consideration and incorporation as agreed in reviews with respondents from 3rd to 17th September 2009;
5. Committee meeting to be held 17th September 2009 for confirmation of a shortlist of two tenders with whom the CPCBC is to negotiate a final best and fairest price for the suite of services members agree are to be included following review of respondent's further clarifications and BUP feedback following the 9th October 2009 deadline; Chairman and Representatives to conduct informal interviews with short listed respondents from 17th to 23rd September 2009 and unsuccessful respondents to be informed by the Secretary that they will not be included in further negotiations unless the Committee fail to reach a satisfactory conclusion with those short listed;
6. Committee meeting to be convened for 23rd September 2009 for incorporation of committee's preferred caretaker in a suitably worded motion for consideration by Extraordinary General Meeting to be convened 5th October 2009 and confirmation of the recommended terms and conditions of a contract (or contracts if CVBC has come to a

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decision by this time) with the preferred supplier for resolving by owners at the EGM to be held on the 5th October 2009;

7. 24th Sep BCS sends EGM notice for 5th October 2009 meeting to be held at 5:00pm in the meeting room, Cathedral Place, 41 Gotha St, Fortitude Valley;
8. Motions for the 5th October 2009 EGM to be procedural/statutory motions and ordinary resolution to appoint a caretaker under sec 190 MUDA and authorise the Chair CPCBC to settle the approved CPCBC contract asap with the appointee with necessary assistance from Gadens Solicitors.

RESOLVED by Unanimous Resolution that the motion be CARRIED.

Vote: Yes 6 No 0 Abstain 0

6b MOTION: That the following meetings be convened to be held in the meeting room, Cathedral Place, 41 Gotha Street, Fortitude Valley at the dates and times specified and the only matters on the agenda for these three meetings be any procedural / statutory motions and matters relating to the Caretaker tender;

AND FURTHER, that BCS be authorised to send out meeting notices as soon as possible after each meeting concludes:-

CPCBC Committee Meeting 5.00 pm 17/09/2009

CPCBC Committee Meeting 5.00 pm 23/09/2009

CPCBC Extraordinary General Meeting 5.00 pm 5/10/2009

RESOLVED by Unanimous Resolution that the motion be CARRIED.

Vote: Yes 6 No 0 Abstain 0

6c MOTION: that the interviews with selected tenders be restricted to only the CPCBC committee members.

RESOLVED by Unanimous Resolution that the motion be CARRIED.

Vote: Yes 6 No 0 Abstain 0

7 CONFIRMATION OF BODY CORPORATE SERVICES CONTRACT SETTLEMENT – CHAIRMAN

MOTION: that the Chair and another committee member are authorised to sign the contract with BCS authorising BCS to perform certain obligations of the CPCBC to the CPCBC and the residential BUPs as tabled at the meeting.

RESOLVED by Ordinary Resolution that the motion be CARRIED.

Vote: Yes 4 No 2 Abstain 0

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NEXT MEETING

It was **RESOLVED** to hold the next committee meeting on 17th September 2009 at 5:00pm in the meeting room, Cathedral Place, 41 Gotha Street, Fortitude Valley.

ADJOURNMENT

The chairperson declared the meeting adjourned at 9:20 pm due to the lateness of the hour.

CONFIRMED AS A TRUE AND ACCURATE RECORD

Chairperson: _____ **Date:** _____

Secretary **John Gilliland**
Address **c/- Grant Kerrison**
 Body Corporate Services Pty Limited
 PO Box 466 Toowong Qld 4066

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