

UNIVERSITY ESTATES PROPERTY OWNERS ASSOCIATION, INC.

c/o Community Management Specialists, Inc.

Post Office Box 620368

Oviedo, Florida 32762

TEL: (407) 359-7202 FAX: (407) 971-1490

NOTICE OF MEMBERSHIP MEETING

TO: All Members

NOTICE is hereby given that a Special Meeting of the Members of UNIVERSITY ESTATES PROPERTY OWNERS ASSOCIATION, INC. will be held at the following date, time, and place:

DATE: December 10, 2008
HOUR: 7:00 PM
PLACE: East Lake Elementary School (Cafeteria)
3971 North Tanner Road
Orlando, Florida 32826

PURPOSE: Presentation and discussion of Agenda items; Amendment to the Declaration Vote; Components of Reserve Accounts Vote; Reserve Budget Vote

VOTING: Only one (1) vote per Lot per issue will be permitted

PROXY: If you cannot attend the meeting, it is important that you designate a proxy both to ensure that the necessary quorum can be met and that your proxy can vote for you on any issues that may be presented at the meeting. Proxy forms are enclosed and should be completed and returned to the Association. Proxy forms must be signed either by all owners or by the owner who has been designated to vote.

AGENDA

1. Call to order
2. Certification of proxies
3. Affidavit of Notice
4. President's remarks
5. Introduction of Directors
6. Exhibit "A" – Vote to amend the Declaration of Covenants and Restrictions to establish a Covenant Compliance Committee and governing rules and procedures (Declaration, Article XI, Section 7)
7. Exhibit "B" – Vote to designate components of the Reserve Accounts (Florida Statute 720.303)
8. Exhibit "C" – Vote to approve 2009 Reserve Budget
9. Presentation of 2009 Operating Budget
10. Report on UEPOA banking arrangements
11. Report of progress on revision of Bylaws, Section 20
12. Report on committees and request for volunteers
13. Adjournment

There will be no open forum. Business conducted at a Special Meeting is limited to the purposes described in the notice of the meeting.

DATED: November 24, 2008

UNIVERSITY ESTATES PROPERTY OWNERS ASSOCIATION, INC.

BY: BOARD OF DIRECTORS

I HEREBY CERTIFY that a copy of this Notice of Meeting has been sent by first class U.S. Mail to each parcel owner at his or her address as it is on file with the Association, this 24th day of November 2008.

Kevin M. Davis, LCAM
Management Representative for the Board of Directors
University Estates Homeowners Association

**UNIVERSITY ESTATES
PROPERTY OWNERS ASSOCIATION, INC.**
C/O COMMUNITY MANAGEMENT SPECIALISTS, INC.
POST OFFICE BOX 620368
OVIEDO, FLORIDA 32762
(407) 359-7202 · (407) 971-1490 FAX

GENERAL PROXY

INSTRUCTIONS: If you cannot attend the meeting, it is important that you complete and return this proxy so that a quorum of the Members can be established. Please provide your address and the name of the person you appoint to vote on your behalf if other than the Association Secretary. Date, sign, and return this proxy by mail so that it reaches the Association's Managing office before 5:00 PM Wednesday, December 10, 2008. You may also email by scanning this document in PDF or Word format and attaching and sending it to kevin@cmsorlando.com or by fax to (407) 971-1490 or hand deliver to 1750 W. Broadway St. Suite 220, Oviedo, FL 32765

I / We, the undersigned, being either all the owners of, or the person designated to vote for, the property located at _____ do hereby appoint the

Secretary of the Association or _____ (insert name of the person who will attend the meeting) as my/our proxy holder to attend the meeting of the Members of University Estates Property Owners Association, Inc. to be held December 10, 2008 at East Lake Elementary School, 3971 North Tanner Road, Orlando, FL 32826, or any adjournment thereof, but in no event longer than 90 days after the date of the meeting indicated herein. This proxy may be revoked at any time at the pleasure of the undersigned. The proxy holder named above has the authority to vote and act for me/us to the same extent that I/we would if personally present, with power of substitution.

I SPECIFICALLY AUTHORIZE AND INSTRUCT MY PROXY TO CAST MY VOTE ONLY IN REFERENCE TO THE MATTERS INDICATED BELOW:

1. Exhibit "A" – Vote to amend the Declaration of Covenants and Restrictions to establish a Covenant Compliance Committee and governing rules and procedures (Declaration, Article XI, Section 7)
2. Exhibit "B" – Vote to designate components of the Reserve Accounts (Florida Statute 720.303)
3. Exhibit "C" – Vote to approve 2009 Reserve Budget (Florida Statute 720.303)

Dated this _____ day of _____, 20____.

Signature

Lot Owner _____
Printed Name

EXHIBIT "A"

A Covenant Compliance Committee ("CCC") was established several years ago as a mechanism for judging violations of the Association's governing documents, but previous Boards of Directors did not incorporate the CCC into the Declaration of Covenants and Restrictions.

The following amendment describes the CCC and the rules, regulations, and procedures under which it may operate. The amendment was reviewed by the Association's attorney and approved by the Board of Directors. The amendment now must be approved by the votes of the members in accordance with Article XI, Section 7 of the Declaration.

The Board of Directors strongly recommends approval of this amendment.

1. Article XI, "GENERAL PROVISIONS" is hereby amended by creating a new Section 10 to be entitled "Fines", to read as follows:

Section 10. Fines.

(i) Power to Impose Fines:

In addition to all other remedies available to the Association, a fine or fines may be imposed upon an Owner or against any tenant, guest or invitee for failure of an Owner, his family, guests, invitees, employees, or tenants (hereinafter "Owner") to comply with the terms of any University Estates document, including but not limited to, the Articles of Incorporation, the Bylaws, this Declaration, and reasonable rules and regulations (hereinafter "Governing Documents"), provided that the procedural and due process requirements required by Florida law, (e.g., Section 720.305, Florida Statutes), as amended from time to time, are followed.

(ii) Appointment of "Covenant Compliance Committee":

In order to implement this enforcement tool, the Board of Directors shall appoint a committee to be known as the "Covenant Compliance Committee" (CCC). This committee shall conduct hearings to determine if fines should be imposed for violations of the Governing Documents, all as amended from time to time.

The CCC shall be composed of at least three members of the Association who are not officers, directors, or employees of the Association, or

the spouse, partner, child, brother or sister of an officer, director, or employee of the Association. For continuity purposes, and to the extent possible, the Board shall appoint committee members for staggered two-year terms. However, all committee members shall serve at the pleasure of the Board of Directors and may be removed with or without cause by the Board at any time.

(iii) Rules for the Imposition of Fines by Covenant Compliance Committee:

The imposition of fines shall be in compliance with the following rules:

A. As to each possible fining event a representative of the Association shall make a report to the Board. All such reports must, at a minimum, contain the following information:

1. The name of the owner/violator;
2. The address and legal description of the infraction location.
3. A brief description of the infraction, along with the citation of the section of the appropriate document that has been violated.
4. Any other information deemed important, such as photographs.

B. If the alleged violator is involved in multiple infractions, then the representative may consolidate all information into one report.

C. The representative shall present these reports to the Board at duly constituted Board meetings and shall be prepared to answer any preliminary questions that may arise at that time.

D. If, at the conclusion of the preliminary presentation the Board believes that the reported infraction(s) exists, then the Board shall propose that a fine(s) be imposed against the violating party and shall direct that the CCC hold a hearing to determine if a fine(s) should be imposed. Additional provisions concerning the power of the Board are as follows:

1. The Board may not propose a fine in excess of \$100.00 per person, per violation. However, for violations of a continuing nature, such fine may be proposed on the basis of each day of such continuing violation as long as such proposed fine does not exceed \$1000.00 in the aggregate. The Board

shall determine when and if a violation is a “continuing violation” and its decision shall be binding.

2. The Board may propose a fine for each violation.

3. Because the above fines are based on individual infractions, the Board may propose multiple fines if multiple infractions are found to exist.

4. The Board reserves the right, but not the duty, to prepare a schedule of fines for particular violations.

E. The Owner shall then be notified in writing of the alleged infraction(s) and of the proposed fine(s). The Owner shall also be notified that a hearing will be held concerning the same. The notice shall include the alleged infraction(s), the date, time, and place that the hearing will be held, and an announcement that the Owner may appear at such hearing to address the issue and to present reasons why the fine(s) should not be imposed. The notice shall be served on the Owner by certified and regular mail at least fourteen (14) days prior to such hearing. Service shall be completed upon the depositing of the notice in an official postal depository, postage prepaid.

F. At the appointed place and time, a full hearing will be held before the Covenant Compliance Committee concerning the alleged infraction(s) and the proposed fine(s). A representative of the Association shall present evidence reflecting that the proper notice was served on the Owner, and shall then present the case to the CCC. The Owner may represent himself or shall have the right to be represented by counsel at the hearing. Both the Association representative and the Owner shall have the right to present such evidence as they deem appropriate and may present and cross-examine witnesses.

G. Multiple infractions by the same Owner may be discussed at the same hearing.

H. Strict rules of evidence shall not be required, however, the CCC shall comply with such standards that will ensure due process and fair play.

I. The CCC has the right to continue the hearing for such periods of time that it deems necessary in order to ensure that full information is presented upon which to make a decision. Appropriate notes of such continuances must be given to the Owner.

J. If notice is given as required above, the failure of an Owner to appear at the hearing shall in no way impede the completion of the hearing.

K. If, after a full hearing, the CCC does not approve a proposed fine by a majority vote, then such fine shall not be imposed.

L. If, after a full hearing, the CCC by majority vote, determines that the infraction or infractions has occurred, then the fine proposed by the Board will be imposed.

M. For multiple violations, the CCC may impose some fines and refuse to impose other fines.

N. All decisions of the CCC imposing fines shall be reduced to a written order. The order will then be submitted to the Board, who will immediately ratify the order as official Association action. The final order shall be mailed to the Owner by certified and regular mail not later than twenty-one (21) days after the Board meeting at which the order is ratified.

O. Except for those provisions specifically required by statute, minor deficiencies in the implementation of the foregoing rules shall not affect the validity or enforceability of any fine(s) imposed.

(iv) Collection of Fines:

Fines imposed hereunder shall be deemed an assessment due the Association from the Owner against whom it is imposed, which shall bear interest at the highest lawful rate until paid. The Association shall be permitted to collect said fine(s) using any method permitted by law or in equity, including the recording of a lien and the foreclosure thereof in the same fashion as provided for in Article V of this Declaration. Should it be necessary for the Association to employ an attorney to collect such indebtedness, in addition to such interest, the Association shall be entitled to recover the costs and expenses thereof, together with a reasonable attorney's fee.

(v) Non-exclusive remedy:

These fines shall not be construed to be an exclusive remedy, and shall exist in addition to all other rights and remedies to which the Association may be otherwise legally entitled; provided, however, any penalty paid by the offending Owner shall be deducted from or offset against any damages which the Association may otherwise be entitled to recover by law from such Owner.

EXHIBIT “B”

The budget includes reserve accounts for replacing the Common Area structures, landscaping, and other improvements as required by the Articles of Incorporation. Florida Statute 720.303 requires the Members to approve the components which make up the reserve accounts. The following components and a brief description of the purposes for which each component is intended have been approved by the Board.

The Board strongly recommends approval of these components and descriptions.

1. SIDEWALKS AND STREET GUTTERS

PRESSURE CLEANING - Common Area sidewalks and street gutters

2. TENNIS COURTS

RESURFACE - Cleaning, minor patching, 2 coats of color coating, and striping.

REPLACE – Wind screens

3. SWIMMING POOLS & PATIOS

RESURFACE – Adult and kiddie pools

REPLACE – Pumps, valves, filters and other mechanical equipment

REPAINT / RESURFACE – Decks and patios around pools and Clubhouse

4. SIGNAGE

REPLACE – Letters and crests at community and village entrances

5. TANNER ROAD FENCE

REPLACE – Wooden portions

REPAINT – Wooden portions, two sides, two coats each side

6. PARKING LOT

RESURFACE AND RESTRIPE – Parking area at Clubhouse

REPAVE – Parking area at Clubhouse

7. PLAYGROUND / TOT LOT

REPLACE – Tot Lot playground equipment

8. CLUBHOUSE / GAZEBO

REPLACE - Roof
REPAINT – Body and trim

9. TREES

TRIM - Thin trees to reduce wind resistance

10. GROUND LIGHTING

REPLACE – Lighting equipment at community and village
Entrances and Clubhouse area

11. IRRIGATION SYSTEM

REPLACE – Pumps, valves, timers, wiring and other components

12. LANDSCAPE

REPLACE – Trees and shrubs due to freeze or wind damage

13. BRICK WALLS

PRESSURE CLEANING – All surfaces
REBUILD – Damaged portions due to settling, upheaval,
and deterioration

14. CLUBHOUSE FENCE

REPLACE – Enclosure of clubhouse and pools

EXHIBIT "C"

The Board of Directors estimates there will be a shortfall of approximately \$40,000.00 in the Operating Budget in 2008. Details are provided under "Potential 2008 Operating Budget Deficit" in the attached UEPOA Reserve Account Analysis. This shortfall can be funded from the reserves, but Florida Statute 720.303 requires that reserve funds must remain in the reserve accounts and be used only for authorized reserve expenditures unless their use for other purposes is approved in advance by a majority vote of the Members.

The Board strongly recommends approval to transfer \$40,000.00 from the reserves to the 2008 Operating Budget.

The attached analysis also provides details of contributions to each of the reserve accounts. The Board proposes an annual increase in the Reserves Budget from \$39,819.00 to \$52,560.00 due to additional components in the reserves and inflation. The annual contribution to the reserves has not been increased since 2003. The Board based the contributions on analyses of estimated costs to replace Common Area structures, landscaping, and other improvements as required by the Articles of Incorporation. Florida Statute 720.303 requires that increases or decreases in contributions to the reserves can only be approved by a vote of the Members.

The Board strongly recommends approval of the proposed annual increase in the Reserves Budget.

**UEPOA Reserve Account Analysis
Corresponds to 2009 Budget Proposal**

| | Q3 2008 Balance | Q4 2008 Contribution | Q4 2008 Withdrawals | CY08 Projected Balance | 2009 Monthly Contribution | 2009 Projected Withdrawal | CY09 Projected Balance |
|---|----------------------|-------------------------|------------------------|---------------------------|---|------------------------------|---------------------------|
| Sidewalks/Gutters | \$ 67.00 | | | \$ 67.00 | \$ 250.00 | \$ (8,000.00) | \$ (4,933.00) |
| Tennis Courts | \$ 2,616.50 | \$ 220.50 | | \$ 2,837.00 | \$ 75.00 | | \$ 3,737.00 |
| Swimming Pools | \$ 25,986.75 | \$ 614.40 | | \$ 26,601.15 | \$ 205.00 | \$ (15,000.00) | \$ 14,061.15 |
| Signage | \$ 8,913.25 | \$ 198.75 | \$ (5,000.00) | \$ 4,112.00 | \$ 65.00 | | \$ 4,892.00 |
| Tanner Road Fence | \$ 47,685.00 | \$ 1,392.00 | | \$ 49,077.00 | \$ 465.00 | | \$ 54,657.00 |
| Parking Lot | \$ 6,236.00 | \$ 300.00 | \$ (5,000.00) | \$ 1,536.00 | \$ 100.00 | | \$ 2,736.00 |
| Playground/Tot Lot | \$ 10,420.50 | \$ 466.50 | | \$ 10,887.00 | \$ 155.00 | | \$ 12,747.00 |
| Gazebo/Cabana | \$ 51,455.00 | \$ 1,770.00 | \$ (6,000.00) | \$ 47,225.00 | \$ 590.00 | \$ (12,000.00) | \$ 42,305.00 |
| Tree Trim / Removal | \$ 9,039.00 | \$ 866.25 | | \$ 9,905.25 | \$ 290.00 | \$ (6,000.00) | \$ 7,385.25 |
| Grounds Lighting | \$ 11,185.00 | \$ 283.98 | \$ (5,000.00) | \$ 6,468.98 | \$ 95.00 | | \$ 7,608.98 |
| Irrigation System | \$ 31,700.00 | \$ 588.00 | | \$ 32,288.00 | \$ 195.00 | \$ (15,000.00) | \$ 19,628.00 |
| Landscaping | \$ 13,242.00 | \$ 616.50 | \$ (13,000.00) | \$ 858.50 | \$ 205.00 | | \$ 3,318.50 |
| Brick Walls | \$ (11,102.75) | \$ 1,760.76 | \$ (6,000.00) | \$ (15,341.99) | \$ 1,400.00 | \$ (8,000.00) | \$ (6,541.99) |
| Clubhouse Fence | \$ 18,891.75 | \$ 879.24 | | \$ 19,770.99 | \$ 290.00 | | \$ 23,250.99 |
| Totals | \$ 226,335.00 | \$ 9,956.88 | \$ (40,000.00) | \$ 196,291.88 | \$ 4,380.00 | \$ (64,000.00) | \$ 184,851.88 |
| ** Potential 2008 Operating Accounts deficit of \$40,000 | | | | | Expected Reserves Activity for 2009 | | |
| Landscaping | | \$ 34,000.00 | | | Sidewalk Pressure Cleaning - 8K | | |
| Brick Wall Repair (Accident) | | \$ 6,000.00 | | | Resurface Pool (Diamond Brite) - 15K | | |
| | | | | | Cabana Roof Replacement - 12K | | |
| | | | | | Worcester Tree Trimming - 6K | | |
| | | | | | Replace Irrigation Pump & Control Panel - 15K | | |
| | | | | | Brick Wall Pressure Cleaning - 8K | | |
| | | | | | Potential Reserves Activity for 2009 | | |
| | | | | | Brick Walls - Rebuild from Aging (8 places) - 40K | | |

Predicated on Transfer Approval