



PROPERTY AT 12 MARINE PARADE, ST KILDA

MINUTES OF THE ANNUAL GENERAL MEETING OF SHAREHOLDERS HELD ON TUESDAY 9th DECEMBER 2008 AT 7.00PM IN THE BRIGHTON ROOM OF THE NOVOTEL, 16 THE ESPLANADE, ST. KILDA

PRESENT:	Mr. L Rubenstein	(GB)	Mr. P Georgiadis	(GF)
	Mr. S Jenkins	(GH)	Mr. Klemis	(1A)
	Mr. & Mrs. Fonias	(1C)	Mr. S Whitson	(1F)
	Mr. A Evans	(1H)	Mrs. Chevalier	(2B)
	Ms. L Georgopoulos	(2C)	Ms. L Kelly & Mr. A Lastrina	(2H)
	Mr. J Cook	(3E)	Mr. Johnson & Ms. Cunningham	(4A)
	Mr. V Tsvilin	(4C)	Mrs. L Rose	(4D)
	Ms. R Helton	(4F)	Mr. M Brickles	(4G)
	Mr. AJ White	(5C)	Ms. JM Foyster	(5D)
	Mr. A Davidson	(5E)	Mr. M Britt	(5F)
	Ms. JA Long	(5H)	Mr. R Manning	(6B)
	Mrs. Wilson	(6C)	Ms. J Curtain	(6D)
	Mr. D Stamford	(6E)	Ms. Omar	(6F)
	Ms. J Hutchens	(6G)	Mr. & Mrs. Singer	(6H)
	Mr. R & Ms. S Middleton	(7C)	Mr. G Dunne	(7E)
	Mr. M McDonald	(7F)	Mr. D Milner	(7G)
	JM Podgorlec	(7H)	Ms. R Arrigo & Mr. C Beaumont	(8F)
	Mr. A Constable	(8H)	Ms. P Lever	(9B)
	Ms. G Moss	(9D)	Ms. P Collins	(9F)
	Mr. & Mrs. Barclay	(9H)	Mr. Koronczyk & Ms. Walker	(10A)
	Mrs. A Zavod	(10B)	Mr. N Lykopoulos	(10D)
	Mr. I Jones	(10F)	Mrs. C Altman	(10G)
	Mr. B Herrgott	(11E)	Mr. G Sugden	(11F)
	Mrs. M Wilson	(11G)	Ms. P Eade	(11H)
	Mr. & Mrs. King	(12C)	Ms. A Stock	(12E)
	Dr. N Edwards	(12H)		

Board Members: Mr. R Jessop (3A)
Mr. T Kennessey (12G)

PROXIES:

Mrs. B & Mrs. ELD Nash (1B) in favour of Ms. C Klemis
Ms. D Kilsby (1D) in favour of Mr. A Davidson
Mr. & Mrs. Law (1E) in favour of Mrs. C Foley
Ms. S Caruso (2A) in favour of Mr. J Vander Laan
Ms. L Bloom [Elias] (2D) in favour of Mrs. L Rose
Ms. C Patterson (2E) in favour of Mr. J Cook
Ms. F Dong (2F) in favour of Ms. A Soste
Mr. C Dixon (3G) in favour of Mrs. A Zavod
Mr. A White (5C) in favour of Mr. A Davidson – Mr. White attended the meeting
J Kadir & C Nobbs (6A) in favour of Mr. G Sugden
Mrs. R Feldman (7A) in favour of Mr. M Berry
Mr. G Day (7B) in favour of Mr. G Dunne
Mr. M Walker & Ms. J Aughterson (7D) in favour of Mr. A Davidson
Mrs. O Webb (8C) in favour of Mrs. A Zavod
Mr. J Vogt (8G) in favour of Mrs. C Foley
Ms. P Lim (9E) in favour of Ms. T Avery
Ms. K Gravell (9G) in favour of Ms. M Wilson
Mr. I Jones (10F) in favour of Mrs. A Zavod – present by may depart early
Ms. K Lovely (11C) in favour of Ms. R Arrigo
Ms. A Scott (12A) in favour of Ms. A Stock
Ms. C Kelso (12B) in favour of Mr. T Kelso
Mr. & Mrs. Bowden (12A) in favour of Mrs. A Zavod
Mrs. A Black (12F) in favour of Mrs. A Zavod

IN ATTENDANCE:

Mrs. Claire Foley representing Turnbull Cook
Mr. P O'Brien (CEO) representing Turnbull Cook

1. CHAIRPERSON FOR THE MEETING

Mr. T Kennessey was appointed as chairperson of the meeting

2. ELECTION OF DIRECTORS

The nominations received for directors were read. Each nominee spoke to the meeting regarding what they intend to bring to Edgewater Service Ltd if appointed as director.

All nominations received were appointed by approval of majority vote.

The board of directors of Edgewater Service Ltd is as follows (in no particular order);

- Miranda Foyster
- Adrian Constable
- Richard Middleton
- Russell Jessop
- Tom Kennessey
- Alistair Davidson
- John Vander Laan (new owner – subject to settlement)
- Tracey Alder (new owner – subject to settlement)

3. TO ACCEPT MINUTES OF THE PREVIOUS ANNUAL GENERAL MEETING

The minutes of the previous annual general meeting were resolved as a true and correct recording of proceedings and that the minutes be approved.

4. TO RECEIVE AND ADOPT THE AUDITED FINANCIAL ACCOUNTS FOR THE PERIOD ENDING 30th JUNE 2008 including adoption of proposed budget.

Mr. Jessop spoke to the meeting regarding the financial accounts distributed with the notice of meeting. Some clarification regarding the property maintenance expenditure (i.e. water tanks / exhaust fans) was required.

Some members present objected to the proposed increase in the budget resulting in increased quarterly fees.

Mrs. Singer questioned the increase in management fee. Mr. Jessop advised that the management fee has increased due to contract renewal negotiation for a fixed fee with an allowance for some incidentals. Mrs. Singer reiterated that she felt the fee was high and questioned what service this fee provides.

Mr. Jessop advised that since Mrs. Foley has been working with the board, they have noticed a significant improvement in their working relationship with Turnbull Cook and the board is happy with the current arrangements. Mr. Jessop suggested this matter may be discussed further under "Other Business" while the CEO of Turnbull Cook is present to discuss any grievances.

Mr. Cook requested the board to clarify if an allowance for security gates has been incorporated into the proposed budget. Mr. Jessop confirmed that it did include an allowance for basic security gates at the rear of the building.

It was resolved by majority vote that the proposed budget be adopted and that quarterly fees increase accordingly to reflect this approved budget.

- NOTE: The proposed budget has been endorsed by the auditor.

5. TO APPOINT AN AUDITOR

It was resolved to continue the services of the current auditor for Edgewater Service Ltd.

6. ROOFTOP TANK AND EXHAUST FANS ESSENTIAL WORKS – Progress Report

Mr. Jessop provided an overview for members of the rooftop and exhaust fan works completed.

7. PHYSICAL BUILDING SECURITY (i.e. Security Gates)

The issue of security within the development was discussed. The board noted that during the course of the year there have been several incidents of security breaches and vandalism.

These issues consist of a break in to the bike storage room, mail theft, graffiti and the most recent and severe was gross vandalism and graffiti to the roof top.

Following the first incident on the roof, the lock to the roof was changed. Key access is restricted at this time. While it is acknowledged that members may enjoy the use of the roof, until the issue of security is resolved, it is advisable to maintain restricted access in the interim.

Following the change of the locks, the roof was targeted yet again. It was found that access to the roof top had been gained by accessing the lift mechanical shaft and climbing out on to the roof via a window. The mechanical lift shaft has now also been locked. The last incident was reported to the police as some personal belongings were found on the roof, believed to belong to either a tenant or visitor to the building. No update from the police has been received as yet.

It was resolved that security gates be addressed as a priority by the board. The gates will be electronically operated by remote control with the installation of a lockable pedestrian gate. While this may present an inconvenience for visitors to the property, the benefits of the additional security justify the necessity for guests to the property to enter via the front of the building.

The issue of the car park surface was also discussed.

Re-surfacing of the car park with concrete would be a very costly exercise. A bitumen type surface is being investigated.

Mr. Cook queried if the car park will be remarked to clearly show the parking lines. Some interest was expressed by those present. No vote was taken and the board will consider this request further.

8. STRATA TITLE CONVERSION

Brief discussion took place regarding this item. No real progress has been made on this issue due to the limited resources of the board (time and board members). The resolution of the last AGM was reaffirmed that this matter be investigated further.

9. FAÇADE (CONCRETE & WINDOWS) ESSENTIAL WORKS

Mr. Kennessey introduced the essential façade works.

The members of the proposed sub-committee (as per correspondence issued to all members prior to the AGM) spoke to the meeting regarding their proposal to investigate more economical solutions to the essential façade works.

A summary of issues & points raised are recorded below;

- The board proposals for Options A & B will force some members out of the building due to the financial implications of these proposals.
- The sub-committee does support the essential works in principle but believe further investigation into alternatives is warranted.
- The scope of work prepared by Hyder is recognized as being very thorough but the costs are considered too excessive. It was also suggested that Hyder cost control is not trustworthy due to the error in the original estimation.
- The financial climate has changed since June and it was suggested that there could be a 5-10% drop in construction costs.
- The proposed 80 week construction time will be extremely intrusive for residents.
- If members are divided in their response to the work, then recovery of the funds from members will be difficult.
- Questions regarding balcony responsibility were raised.
- One member of the sub-committee suggested a 7-10 year plan for the façade works.
- The proposed sub-committee all stressed that Edgewater Towers is not just a building but a "community" and by works proceeding with such angst among members would destroy the community environment.
- Concern for the elderly / older residents on fixed incomes was expressed.

Dr. Edwards spoke of her support to proceed with the works in accordance with the board recommendations.

The board did not address the meeting as their position has not altered since correspondence was distributed to all members.

The issue of the building façade works was put to vote.

An overwhelming majority of members voted in accordance with the sub-committee proposed resolution as previously distributed.

10. OTHER BUSINESS TO BE DISCUSSED AS APPROVED BY DIRECTORS
No other business was raised or discussed.

THERE BEING NO FURTHER BUSINESS THE MEETING THEN CLOSED