

**MINUTES of the GENERAL MEMBERSHIP MEETING
of TERRAZAS DE PUNTA FUEGO VILLAGE HOMEOWNERS' ASSOCIATION, INC.
on May 28, 2023**

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M I N U T E S
of the
GENERAL MEMBERSHIP MEETING
of

TERRAZAS DE PUNTA FUEGO VILLAGE HOMEOWNERS' ASSOCIATION, INC.

Held on May 28, 2023 10:00 AM
Through video conference using the application Zoom.

ATTENDANCE

PRESENT: (Directors)	1.1.	Atty. RAMON A. PEDROSA
	1.2.	GENEVIEVE R. DUMINY
	1.3.	ANGELA JO SANTOS
	1.4.	SUSAN MEILY-SANTOS
	1.5.	Atty. CYNTHIA DEL CASTILLO
	1.6.	SANTHONY YANG
	1.7.	RAINIER ONA

(Others)	1.1.	Atty. EARL HANS SANTOS , CORPORATE SECRETARY
	1.2.	A total of 227 Members in Good Standing who attended and voted in person or by proxy (List available on request)
	1.3.	Atty. JAKE REY M. FAJARDO , and Atty. LAUREN ISABEL S. ONG , LEGAL COUNSEL, CALLEJA LAW OFFICE
	1.4.	MR. EDGARDO DANNUG, Chairperson, NOMELEC
	1.5.	MS. MARIE KRISTINE CRESPO, and MS. GILBERT MANELA, Members, NOMELEC.

1. Determination of Quorum and Call to Order

1.1. The Chairman, Ramon A. Pedrosa (“Chairman Pedrosa”) nominated Atty. Cynthia del Castillo (“Atty. Del Castillo”) as Chairperson of the 2023 Terrazas de Punta Fuego Homeowners Association GENERAL MEMBERSHIP MEETING (“GMM”), and the latter accepted. Thus, Atty. Cynthia del Castillo called the General Membership Meeting to order at about 10:00 o’clock in the morning. Corporate Secretary Atty. Earl Hans Santos (“Atty. Santos”), assisted by General Counsels Jake Rey Fajardo (“Atty. Fajardo”) and Atty. Lauren Isabel S. Ong (“Atty. Ong”) acted as Secretary of the Meeting and recorded the minutes thereof.

1.2. Atty. Santos certified that the Notice of the General Membership Meeting was issued to the members on 7 May 2023. Atty. Santos further certified that there exists a quorum for the conduct of business, out of the 409 valid votes of the Association, 237 members registered, 227 members or 56 percent of all the total members entitled to vote, voted. Thus, since there is more than a majority of the members in the meeting, the quorum required being 205 members in good standing, such is competent to transact the businesses and next item in the agenda may be tackled.

2. Ratification of the Minutes of the General Membership Meeting held on 22 May 2022

2.1. Atty. Del Castillo certified that the Minutes of the General Membership Meeting held on 22 May 2022 were duly distributed to the members of the Association and made available online on the association's website. Atty. Santos certified that more than a majority of the members present, physically or by proxy, approved the ratification of the Minutes. Out of 227 who voted, there were 201 members or 88.5% percent who approved the Minutes of the General Membership Meeting held on 22 May 2022.

2.2. Atty. Santos formally moved that the Minutes of the General Membership Meeting held on 22 May 2022 be approved and ratified, which was seconded by Mr. Rainier Ona.

2.3. Atty. Del Castillo asked the plenary whether there were any objections to the Minutes of the General Membership Meeting held on 22 May 2022. Ms. Amy King-Dejardin clarified that it was not an objection but mentioned that she would have wanted more precision in the Minutes to reflect her question on the equitable sharing of the payment of the foreshore lease between the Terrazas residents, the Club Punta Fuego members, and the Amara residents.

2.4. Atty. Del Castillo moved that the question of Ms. Amy-King Dejardin be reflected in the Minutes and held that the Minutes of the General Membership Meeting of the Association held on 22 May 2022 be deemed approved and ratified, subject to the amendment.

3. Results of the Election for the Board of Directors

3.1. Atty. Del Castillo said that she has been advised that the members of the NOMELEC have completed the tabulation of the votes for the election of the Board of Directors, and that the NOMELEC is ready to announce the results of the election.

3.2. Michael Alimurung raised an objection to the prior Resolution approving the Minutes of the General Membership Meeting, and asked how many people are actually voting in person and voting by proxy. Atty. Del Castillo told Michael Alimurung that Atty. Santos and the PMO will provide him with the information. Michael Alimurung asserted that it was the responsibility of the HOA stating that the residents have the right to be informed of such matter.

3.3. Atty. Del Castillo introduced the members of the NOMELEC, namely Mr. Edgardo Dannug ("Mr. Dannug") as the NOMELEC Chairperson, and Ms. Marie Kristine Crespo and Mr. Gilbert Manela as NOMELEC Members.

3.4. Mr. Dannug stated that the elections for Directors this year was held through online voting, as well as through physical votes cast in a ballot box made available at the office of the Association, during a three-day period that began on 26 May 2023 and ended on 28 May 2023, at 9:00AM. He likewise certified that the NOMELEC closed the polls and canvassed the votes.

3.5. From the 227 cast, Mr. Dannug stated that the following nominees for Directors obtained the five highest number of votes: Ms. Susan Meily-Santos (144), Ms. Amy King-Dejardin (142), Atty. Cynthia Del Castillo (129), Mr. Antonio Cabrera

(122), and a tie for the fifth nominee between Mr. Glenn Berdin and Ms. Angela Jo Santos, both with 106 votes. As decided by the NOMELEC, Mr. Dannug left it to the Board to decide what to do with the tie between the two nominees.

3.6. Atty. Del Castillo called upon the two nominees and ask whether they are willing to accept the result of the elections, and if they will both accept, there will be a run-off elections. Mr. Glenn Berdin said that he will be giving way to Ms. Angela Jo Santos, which the latter accepted.

3.7. Atty. Del Castillo congratulated the newly-elected members of the Board of Directors, and stated that they will be joining the four incumbent directors, namely Chairperson Ramon Pedrosa, Ms. Genevieve Duminy, Mr. Rainier Ona, and Mr. Santhony Yang, whose current term ends in May 2024.

4. President's Report

4.1. The President, Susan Meily-Santos reported on the accomplishments of the Board through the presentation of an Audio-Visual Presentation which highlighted the projects of the Association for 2022-2023, including those of the committee levels, thus committee reports will be made except for the Treasurer's Report.

4.2. For the Security Committee: highlighted were the trainings underwent by employees, which include occupational safety and health training; fire rescue, open water, and sea rescue; and gun safety seminar, as well as the deployment of additional security personnel and installation of additional guard houses.

4.3. For the Architectural, Building, and Construction Committee: highlighted were the continued increase in construction activity (66 fully built houses, 24 ongoing house constructions, and 7 house plans have been approved), improvement of water supply efficiency and quality, continued preventive and corrective measures to optimize power supply, restoration of the Sewage Treatment Plan, and the construction of the two-story Terrazas Staff House which cost PHP 5,268,213.57.

4.4. For the Community Development Committee: highlighted were the medical mission for patients from Barangay Utod in Nasugbu, the sponsorship of 60 scholars, the New Year's Countdown at Terrazas beach attended by nearly 200 guests, the coral inspection dive to protect and increase fish population in Terrazas waters, tree planting activity in the village, Terrazas sunset cocktails held at the Juice Bar to foster camaraderie among home and lot owners, and Easter Egg Hunt at Terrazas beach.

4.5. Mr. Benedict Ferrer, one of the homeowners, invited the attention of those in attendance during the meeting, to the two members on Zoom who would like to raise questions about the recently concluded elections.

4.6. Mr. Michael Alimurung asked whether the DHSUD is present in the meeting today and stated that his reason for asking is that he has been made aware of a ruling issued by the HSAC, which requires that the DHSUD's presence in

conducting the elections. Atty. Santos addressed Mr. Alimurung's question and clarified that the Board is conducting a Regular Elections pursuant to the By-Laws, and not a Special Elections, subject of the decision that has not yet been executed. Moreover, Atty. Santos said that there was no TRO, injunction, or case in relation to this Regular Elections, and advised Mr. Alimurung to raise issues with the DHSUD concerning the Special Elections.

4.7. Atty. Santos emphasized to Mr. Michael Alimurung that that the rules of the village must be respected.

4.8. Mr. Michael Alimurung raised other points, saying that pending any ruling from the Court of Appeals regarding such case, such decision is immediately executory, and stated that there are certain individuals who have run in the recently concluded elections have been disqualified. He stated that the reason why he is raising this is because it puts into question the decisions that have been made in 2022. Lastly, he says that as Board Members, it would be prudent for the HOA to inform the residents that there in fact is a pending case.

4.9. Atty. Santos duly noted and acknowledged Mr. Michael Alimurung's concerns. Atty. Del Castillo stated that the case has been reported to the members and considering that the case is currently pending with the Court of Appeals, the processes of the courts of law must be followed and cannot be undermined. Moreover, Atty. Del Castillo emphasized the mandate of the Board to conduct elections pursuant to the by-laws, and proceeded to the next agenda in the meeting, which is the ratification of the actions taken by the Board of Directors since the last General Membership Meeting in 2022.

5. Ratification of all the Acts of the Board and Management of the Period May, 2022 to date.

5.1. Atty. Del Castillo requested the Corporate Secretary to certify the number of members who voted in favor of the approval and ratification of the actions taken by the Board of Directors since the last General Membership Meeting in 2022.

5.2. Atty. Santos certified that the Acts of the Board of Directors were distributed to the members of the Association present subject to their approval and ratification and made available online. He likewise certified that out of 227 members who voted physically or by proxy, 199 approved the Board Resolutions issued by the Board during the year 2022, and this is 87.7% of the members present.

5.3. Atty. Santos formally moved that all actions taken by the Board of Directors since the General Membership Meeting in 2022 be approved and ratified. Mr. Sonny Yang seconded the motion.

5.4. Mr. Yang moved for the approval of all the Acts of the Board for the period of May 2021 to date which was duly seconded with no objections.

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5.5. Atty. Del Castillo asked the plenary whether there were any objections.

5.6. Mr. Benedict Ferrer raised a question regarding the Resolutions, which he received last night, said that he was not aware of those Resolutions, and asked if they could be discussed right now in the General Membership Meeting. In response, Atty. Del Castillo stated that given the time constraints, each Resolution cannot be tackled in the General Membership Meeting, and urged the members to visit the website because all the Minutes are uploaded there to allow them to vote whether they approve of such Resolutions or not. The members have in fact voted to approve such Resolutions.

5.7. Mr. Benedict Ferrer was adamant in wanting a full understanding of the Resolutions. Atty. Del Castillo stated that the members have already voted on such Resolutions.

5.8. Mr. Michael Alimurung repeated his request to put on record his inquiry of the percentage of voters who voted personally and via proxy and stated that he only found out through Zoom that only 36 actually voted in person. He also reiterated that according to Section 30 of the HLURB Guidelines, voting by proxy should not be allowed if it will enable an individual, or group of individuals, to subvert the will of the majority or to dominate the activities of the association. Thus, he claims that since only 36 people are actually voting and the others are by proxy, it is a valid request on his part to see the Resolutions before ratifying anything. He informed the Board of their responsibility of the matters that are being decided on, and remarked that, to his mind, such was fair.

5.9. Atty. Del Castillo addressed Mr. Michael Alimurung's concerns by stating that the Minutes have been uploaded on the website, and that she will not delay the actions of the Board. With respect to proxy voting, she thoroughly explained that members are authorized to delegate their votes to a proxy, and that it is immaterial whether one voted physically or by proxy because the actions taken by proxy have the same force and effect, and that Mr. Michael Alimurung's contentions have no proper basis. She likewise stated that to disregard the votes by proxy would be to subvert the will of the members who have delegated the authority to the proxies, who are validly recognized.

5.10. Ms. Jade Divinagracia raised a concern, stating that she cannot see the Resolutions on the website, only the Annual Report and the Minutes of the Meeting. She also stated that the members were not given enough time to read them. Atty. Del Castillo stated that she does not want to subvert the will of the majority, who have already voted to approve the Resolutions based on what were uploaded on the website.

5.11. Mr. Ed Mabuti wanted to share his analysis on the Financial Statements and the balance sheet of the Terrazas HOA, which were flashed on the screen. He inquired about the cash on hand in 2021 vs. 2022 and asked about its significant decrease from PHP 17 million to PHP 9 million, as well as the increased liabilities from PHP 19 million to PHP 27 million, and construction bonds amounting to more than PHP 10 million.

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5.12. Atty. Del Castillo stated that the HOA had a lot of projects as flashed in the President's Report, which is where the money went. As for the bonds, Atty. Del Castillo explained that the bonds are considered liabilities since there is an obligation to return them if not used to pay for penalties for violations. This is the reason for the increase in liabilities on the balance sheet for now.

5.13. Ms. Tin Ladao likewise explained that the Sewer Treatment Plan cost PHP 5.5 million, and that the construction of the Staff House cost PHP 5.6 million.

5.14. Mr. Benedict Ferrer shared that he was not asked if the members wanted a staff house, and shared that he wanted to allocate PHP 500,000 to PHP 1 million for the renovation of the kiddie playground. He lamented that nobody has ever asked for his opinion, and that as a stakeholder, to please ask for his opinion since he has never gotten it, which is why he wants to do a line by line analysis of the Resolution.

5.15. Atty. Del Castillo noted Mr. Benedict Ferrer's concerns, and said that because the HOA is big organization consisting of around 400 members, it will not be efficient to ask everyone, and is precisely the reason why the Board of Directors decides on these matters. Mr. Benedict Ferrer suggested that, moving forward, there be a form or survey made available to members. Atty. Del Castillo agreed to do this moving forward, at least for major actions to be undertaken by the HOA.

5.16. Mr. Benedict Ferrer raised more questions concerning the financial statements, to which Atty. Del Castillo recommended that he sit down with Ms. Tin of the Project Management Office ("PMO") to discuss these matters after this meeting because many of the members are still going back to Manila.

6. Adjournment

There being no further business to transact, and upon motion duly made by Atty. Del Castillo, and seconded without objections, the General Membership Meeting of the Association was thereupon adjourned at about 11:30 A.M.

28 May 2023.

Atty. RAMON A. PEDROSA
Director

GENEVIEVE R. DUMINY
Director

SUSAN MEILY-SANTOS
Director

Atty. CYNTHIA DEL CASTILLO
Director

RAINIER A. ONA, JR.
Director

ANGELA J. SANTOS
Director

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SANTHONY M. YANG
Director

Attested by:

ATTY. HANS EARL SANTOS
Corporate Secretary