

The Downs of Hillcrest Residential Association, Inc.

On the web at: www.downsofhillcrest.com

Professionally Managed by SBB Community Management, AAMC®

12801 N. Central Expressway, Suite 1401

Dallas, Texas 75243

(972) 960-2800 Fax 888-980-0985

TO: The Downs of Hillcrest Homeowners
FROM: The Downs of Hillcrest Board of Directors
SBB Management Company
RE: 2025 Annual Meeting

The Annual Meeting for the Downs of Hillcrest Residential Association, Inc. is scheduled for Tuesday, March 25 at 7:00 p.m. at the Holiday Inn Express & Suites, 6055 London B. Johnson Dallas TX 75240.

At the meeting, the Association will transact the following business: Election of Directors and such other business as may properly come before the meeting. There are two (2) Directors to be elected. The current directors with expiring terms are Larry James and Melissa Mitchell. Larry James has agreed to run again for the Board and there are also three (3) homeowners who submitted a Candidacy Form (see Candidacy Forms attached).

Even if you are planning to attend the meeting, please sign and return the enclosed proxy and ballot. We are including a pre-addressed, postage paid envelope for your convenience. It is imperative that your proxy be received by 3:00 p.m. on March 24, 2025. If you prefer, it may be faxed to 888-980-0985 or scanned and sent by email to a.beene@sbbmanagement.com. Due to mail delays, email or fax is recommended.

If you have any questions or would like to suggest discussion items, complete the section below and return it to **Angie Beené** at SBB Community Management.

I would like to discuss the following at The Downs of Hillcrest Annual Homeowners Meeting:

THE DOWNS OF HILLCREST RESIDENTIAL ASSOCIATION, INC.

Annual Meeting
Tuesday, March 25, 2025

AGENDA

- I. Welcome and Call to Order
- II. Guest Speaker
 - Jaynie Schultz – Member, Dallas City Council, District 11
- III. Recognize and Welcome New Owners
- IV. Approval/Waiver of Reading of the 2024 Annual Meeting Minutes
- V. Reports of Officers
 - a. President's Report
 - b. Financial Report
 - c. L.B.J. Redevelopment Committee Report
 - d. Front Entrance Refresh Committee Report
 - e. Landscape Committee Report
 - f. Downs Connection, Social
- VI. New Business
 - a. Introduction of Board of Directors Nominees
 - b. Vote
 - c. Election results
- VII. Questions and Answers
- VIII. Adjourn to Refreshments

**THE DOWNS OF HILLCREST RESIDENTIAL ASSOCIATION, INC.
PROXY AND BALLOT FOR THE 2025 ANNUAL MEETING**

The Downs of Hillcrest Residential Association, Inc. 2025 Annual Meeting will be held at 7:00 pm, March 25, 2025, at the Holiday Inn Express & Suites, 6055 London B. Johnson Dallas TX 75240.

I am a voting member of the Downs of Hillcrest Residential Association, Inc. I appoint the Chairperson of the meeting, or _____, as my voting representative, to cast my votes as I have directed below at the above stated Annual Meeting and at any adjournment(s), postponement(s), rescheduling(s), or other call(s) thereof. I revoke any proxy given by me before the date written below

THIS PROXY IS ONLY VALID FOR THE ANNUAL MEETING.

Dated:

(Print Name of Owner)

House
Address:

(Signature of Owner)

My voting representative is instructed to cast my votes as I have directed below.

If I do not provide voting directions, then my voting representative may cast my votes as he or she wishes using their best judgment.

**THE DOWNS OF HILLCREST ELECTION OF TWO (2) HOMEOWNERS TO THE
BOARD OF DIRECTORS AT THE ANNUAL MEETING MARCH 25, 2025.**

Please place an "X" beside the name of **only two (2)** candidates.

Moshe Feldhendler

Larry James

Gerry Shanholt

Richard Verret

_____ **or** _____

As my voting representative decides to cast my votes.

This proxy must be received by SBB Community Management by email (recommended) to a.beene@sbbmanagement.com, Fax to (888) 980-0985 or by mail to 12801 N. Central Expressway, Suite 1401, Dallas, Texas 75243 by 3:00 p.m. on March 24, 2025.

**THE DOWNS OF HILLCREST RESIDENTIAL ASSOCIATION, INC.
DECLARATION OF CANDIDACY FOR THE BOARD OF DIRECTORS**

NAME: Dr. Moshe Feldhendler
ADDRESS: 29 Masland Circle
PHONE: 214-500-5755
E-MAIL: mfeldhen@yahoo.com

Stop the Second Gate and 185-Foot Walkway—Let Homeowners Decide

Do you want a second gate? If the answer is no, you should have the right to be heard. The Board is forcing this project through without a community vote—and if they succeed, homeowners will be stuck paying for the 185-foot walkway and gate forever. This isn't just about construction costs. The HOA will be responsible for perpetual maintenance, repairs, and management costs that every homeowner will have to cover—whether the homeowners want this gate or not.

I've spoken with many of you, and the overwhelming response is clear: a majority of you don't want this gate. And a majority of you want 1 Coventry out of the HOA. Yet the HOA continues to ignore the majority and push forward anyway. If I'm elected, I will fight to bring the Second Gate and Walkway decision to a full community vote. No more backroom deals. No more wasted money. No more decisions made without homeowner input. The people who actually live here—not just a few board members—should decide what happens in our neighborhood.

BRIEF PERSONAL HISTORY:

My wife Leah and I moved to Dallas 17 years ago. We have four wonderful children: Kayla, Aden, Rafael and Sarah. Our children are the light of our lives and bring us such joy. We moved to the Downs so our children can be closer to their friends and be able to participate in activities in the synagogue.

PERTINENT EXPERIENCE/ QUALIFICATIONS:

- CEO of Grace Ambulatory Surgery Center
- CEO of Mercy Ambulatory Surgery Center
- Member of Board of Directors of North Texas Pain Institute
- Member of Board of Directors of Arthritis Relief Institute
- Manager of L'Marks Realty LLC: managing real estate portfolio of 44 properties, including both residential & commercial properties and multiple properties in HOAs. Familiar with how other HOAs reduce costs and manage their affairs.

DESIRE/ REASON FOR SERVING ON THE BOARD OF DIRECTORS:

1. Stop Wasteful Spending and Unnecessary Attorneys' Fees

Over **\$350,000** of our dues have been wasted on legal fees for **two lawsuits** from *two different homeowners*—neither have gone to trial nor had any depositions taken. Imagine what that money could have done instead—lower HOA fees, better security, real community improvements. But the spending doesn't stop there. The Board refuses to tell us the full cost of this legal battle. Homeowners still don't know how much was spent on other costs, such as land surveys related to this dispute, the construction of the current spite fence, which was built on City of Dallas parkway. The City asked that we *"remove the additional fence with no permit located in rear of property on city parkway."* After HOA refused to comply with the City, a fine was assessed. Then the HOA illegally moved and destroyed 1 Coventry Fence and placed the fence inside of the 1 Coventry Fence line in violation of the contested agreement. The City assessed a second fine for the HOA's unpermitted construction.

Meanwhile, **the other side hasn't spent anywhere near this amount in legal fees**—yet the HOA keeps throwing money at a case that benefits no one except the lawyers they hired.

And for what? To force a second gate on the homeowners—a project that makes no sense financially or practically. This lawsuit isn't about property rights—it's about pushing an unnecessary project that serves no real community benefit but comes at a high cost to every homeowner.

At this point, it's hard not to see this for what it is—targeted, punitive, and retaliatory. The Board is willing to spend hundreds of thousands of dollars on legal fees, fines, and a spite fence, but they refuse to acknowledge the long-standing history of the original 1 Coventry gate or provide a reasonable resolution. Why? Because instead of working toward a fair solution, they've chosen to escalate.

The Board's conduct is reckless, costly, and unfair. If I'm elected, I will demand full transparency on how your money is being spent and ensure that our community isn't left footing the bill for bad decisions and unnecessary projects.

2. **Previous and Current \$160,000 Offer—You Should Have Had a Say**

Last year, 1 Coventry made a very generous offer to resolve this dispute. I proposed that 1 Coventry Court be removed from the HOA and offered to pay \$1,000 to every homeowner (an offer of about \$160,000 as there are about 160 homeowners)—a solution that would have saved the HOA from incurring more legal fees and allowed us all to move forward. But you were never given the chance to consider it.

At the last annual meeting, before this offer was made, a majority spoke in favor of removing 1 Coventry – the board shut down the discussion and ended the meeting. This was before the \$160,000 was made. ***That's not leadership. That's suppression.***

I am making this offer again now, because homeowners deserve the right to decide how this issue is resolved. The Board should not be allowed to silence homeowners and force their agenda on our community.

However, if the HOA insists on moving forward with its plan to build this sidewalk and second gate, it must be usable by all members of the community, including religious Orthodox Jews.

The original purpose of this gate was to allow my family to walk to synagogue. My elderly mother, who uses a walker, has mobility issues and cannot walk long distances. Using my private gate—which were grandfathered into the HOA and was the only reason why we purchased 1 Coventry—made it possible for her to practice her faith, *as religious Orthodox Jews* (this issue does not affect non-orthodox Jews as they can simply drive to their temple). Instead of allowing for a reasonable solution, the HOA's actions have been punitive and discriminatory—deliberately making it harder for my family to practice our faith.

And let's not forget: The validity of the purported settlement and judgment are ***still being disputed in the Texas Supreme Court***. A related neighbor's dispute ***is pending in the Court of Appeals***.

If the HOA continues down this path, litigation will continue—because the HOA's vindictive approach is clear—they intend to construct this gate in a way that prevents religious Orthodox Jews from using it. The primary reason 1 Coventry was willing to gift way their land to the HOA is for their walker dependent grandmother and their kids to have a safe pathway to synagogue. However, the HOA intends to frustrate the primary purpose leading to additional unnecessary costs. The HOA is clearly exhibiting bad faith conduct, including breach of the agreement—assuming the HOA wins both lawsuits in the Supreme Court and the Appellate Court and the agreement is deemed valid and enforceable by a judgment or court order.

3. **Provide Greater Transparency—Your Voice is Being Silenced**

The HOA Board has gone out of its way to limit homeowner participation and block real transparency. Recently, they implemented new public comment restrictions that limits speakers to only those who pre-register, and restrict speaking time to just 3 minutes—even for critical issues that impact the entire community—which I have never seen in any other HOA.

Instead of welcoming open discussion, the Board is actively shutting homeowners out of the process. *What are they so afraid of?* If they are doing what's best for the community, why won't the Board let homeowners ask questions and be heard?

If I am elected, I will push for full transparency on all HOA spending; demand open meetings where homeowners can speak freely; and ensure that no major decision—especially those with long-term financial consequences—is made without a community vote

4. **A Community-Based Future—Let's Move Forward Together**

This election isn't just about a second gate. It's about holding the Board accountable, stopping reckless spending, and restoring fairness to our HOA.

If you're tired of being ignored, tired of wasted money, and tired of decisions being made behind closed doors—vote for change.

Vote for transparency. Vote for accountability. Vote for Moshe Feldhendler to stop the second gate and let the homeowners decide.

ARE THERE ANY COMMITMENTS THAT WILL DETER YOU FROM SERVING ON THE BOARD OF DIRECTORS? NONE

**THE DOWNS OF HILLCREST RESIDENTIAL ASSOCIATION, INC.
DECLARATION OF CANDIDACY FOR THE
BOARD OF DIRECTORS (2025)**

NAME: Larry James
ADDRESS: 41 Masland Circle
PHONE: Hm: 972-788-4811 Cell: 214-458-0977 eMail: LGJames95@gmail.com

BRIEF PERSONAL HISTORY:

My wife and I first moved to Dallas in 1968 when I was recruited by Texas Instruments after completing my business degree at Ohio State. Thus began the first of 13 moves in our married life – across the U.S. and Asia. The last of those moves occurred in 2004 when we once again moved to Dallas (this time from California) and settled in the Downs. Along the way we did find time to have two wonderful sons, who in turn both found terrific wives. Keith lives in Dallas with his wife, Kirsten, and three boys; David lives in Austin with his wife, Cara, and their son. All the children and grandchildren love the Downs, as do I. (My wife Sharon, who dearly loved the Downs, passed away in 2021.)

PERTINENT EXPERIENCE/QUALIFICATIONS:

- My business experience centered on planning, finance and investor relations. I spent 29 years with Texas Instruments, mostly in TI's semiconductor (computer chip) business. My final position was Vice President of Finance for TI's second largest business, Defense Systems, which we sold to Raytheon in 1997 for \$3 billion. After completing my obligations with Raytheon, I retired in 1998. Then, over the next decade-and-a-half, I went on to work for two multi-billion-dollar foreign-based semiconductor companies, in Asia and Europe, helping lead their multi-national IPOs, establishing and managing investor relations functions, and developing financial procedures.
- I reconnected with TI when we moved back to Dallas in 2004, and I've been heavily involved in TI's unique Alumni Association ever since, having served in several officer roles, including President, over the last nineteen years. I currently serve on the organization's board.
- I served on the Downs Board of Directors from 2009 to 2012 and again for the past six years.
- I create and publish the annual Downs Resident Directory and have done so since 2007.

DESIRE/REASON FOR SERVING ON THE BOARD OF DIRECTORS:

Having lived in the Downs for 21 years, I appreciate what a very special place it is. I want to help keep it that way, especially as we address its aging infrastructure and other challenges.

ARE THERE ANY COMMITMENTS THAT WILL DETER YOU FROM SERVING ON THE BOARD OF DIRECTORS?

No.

THE DOWNS OF HILLCREST RESIDENTIAL ASSOCIATION, INC.
DECLARATION OF CANDIDACY FOR THE
BOARD OF DIRECTORS (2025)

NAME: Gerry Shanholt

ADDRESS: 16 Cheltenham Way

PHONE: 214-552-4518

EMAIL: gashanholt@msn.com

PERSONAL HISTORY:

My interests are diverse: (1) I trade stocks and options, and (2) I cook with gusto. My wife, Pam Venne, tolerates my intense focus on the first and enjoys my culinary creations; one out of two is OK. I earned a PhD in Mathematics.

PERTINENT EXPERIENCE/QUALIFICATIONS:

My career encompasses roles in high tech product development, marketing, sales and eventually becoming a Chief Executive Officer, I have built businesses and done turnarounds. The cornerstones of my successes are quick and decisive actions focused on achieving objectives efficiently at minimal cost. I have served on several company Boards and have a wealth of knowledge in negotiations, litigation and money management. I am a problem solver.

DESIRE/REASON FOR SERVING ON THE BOARD OF DIRECTORS:

**A REMOTE-CONTROLLED GATE INTO THE DOWNS IS AN UNACCEPTABLE
SECURITY RISK**

Our Board has bungled the four-year litigation with 1 Coventry Ct. (the Feldhendlers) and it has cost us over **\$350,000**. Here are the three most egregious errors our Board has made:

1. *In 2021, the Board erred in not asking for a jury trial that we would have won. Such a win would have saved considerable litigation costs and forced the Feldhendlers to abide by the governing documents.*
2. *Without a trial decision, the Board made an agreement with the Feldhendlers that created a remotely controlled gate adjacent to their property. **This second access into the Downs will be an operational and security nightmare.** The Attendants at the Gate House have difficulty following the access rules currently. I cringe to think of them administering a remote gate, and the real potential for criminals having easy access to The Downs.*
3. *At the 2024 Annual Meeting, a majority were yelling “kick him out”; they were expressing their frustration with the Feldhendlers and wanted to rid the HOA of the 1 Coventry Ct. property. Of course, even though the property was originally annexed into the Downs, it could not be forced to leave. Moshe Feldhendler heard the outcry and saw an opportunity for a win-win end to this court battle. He made a proposal to the Board to take 1 Coventry*

*Ct. out of the Downs that was very financially attractive. Everyone I know who reviewed this offer thought it was a generous solution. **The Feldhendler Offer would have stopped the hemorrhaging of litigation dollars, would have precluded the Downs from incurring maintenance costs, and the remotely controlled gate would not be built, saving operational dollars and closing a significant security risk.** The Board rejected this outstanding deal with the terse explanation “that it was not in the best interest of the Downs”. I and many others cannot fathom what logic caused the Board to reject a win-win offer and end this four-year battle.*

I am a skilled negotiator who is prepared to sit with the Feldhendlers and determine if their offer is real and of benefit to The Downs. If a deal cannot be reached with the Feldhendlers, my background as a telecommunications CEO well positions me to set protocols and choose appropriate equipment to build a remote-controlled gate that is secure as possible. I believe that I am the only resident capable of doing both tasks.

VOTE FOR GERRY SHANHOLT: I SOLVE PROBLEMS

ARE THERE ANY COMMITMENTS THAT WILL DETER YOU FROM SERVING ON THE BOARD OF DIESTORS?

NONE

THE DOWNS OF HILLCREST RESIDENTIAL ASSOCIATION, INC.
DECLARATION OF CANDIDACY FOR THE
BOARD OF DIRECTORS (2025)

NAME: Richard Verret

ADDRESS: 25 Cheltenham Way

PHONE: 214.537.5339 EMAIL: Verret rp@gmail.com

BRIEF PERSONAL HISTORY: (Family members, interests, education, etc.)
→ see attached →

PERTINENT EXPERIENCE/QUALIFICATIONS: (Employment history, prior experience in a Homeowners Association, Committee or Board of Directors, etc.)

DESIRE/REASON FOR SERVING ON THE BOARD OF DIRECTORS: (Interest in neighborhood, improvements, visions for the community, etc.)

ARE THERE ANY COMMITMENTS THAT WILL DETER YOU FROM SERVING ON THE BOARD OF DIRECTORS? (Travel, employment, etc.)

PLEASE RETURN THIS FORM NO LATER THAN February 18, 2025

BY EMAIL, FAX OR MAIL TO:

Email (recommended): a.beene@sbbmanagement.com
Fax: (888) 980-0985
Or mail to: Attention Angie Beené
SBB Community Management
12801 N. Central Expressway, Suite 1401
Dallas, TX 75243

(Email or Fax response is recommended due to current slow mail delivery.)

Under the upcoming Federal Corporate Transparency Act (CTA), Board members must provide their name, date of birth, address, and ID details to remain on the Board. Non-compliance may lead to fines or criminal charges. The information is submitted to FinCEN, a U.S. Treasury bureau, which securely maintains it to combat fraud and money laundering.

Name... Richard Verret
Address... 25 Cheltenham Way
Phone... 214-537-5339 **Email...** Verretrp@gmail.com

Brief Personal History:

Four years USAF, 1964-1968, after which attended Texas A&I University, BS EE

Retired from American Electric Power 2005

Susan and I have one child, Emily, and two grandchildren, Kaelina-16 and Miles-7, who are often here with us and have met many in the neighborhood.

My interests are history, fixing things, designing small electrical projects and painting.

Pertinent Experience/Qualifications:

My last ten years of work experience included:

President of Power Generation for Central and Southwest where I had the responsibility for the operation of a fleet of 20+ power stations in four states, including their fuel supplies, maintenance schedules and personnel.

And Senior Vice President Transmission for American Electric Power where it was my responsibility to operate and maintain approximately 39,000 miles of transmission in eleven states, the design of new structures for transmission lines proposed over difficult or unusual terrain, the electrical interface with surrounding utility companies and accommodate, as much as possible, the needs of a disparate workforce of about 1,300 over the same eleven states.

Reason for Serving on the Board of Directors:

We have lived here for almost 15 years and have seen the care given to the property and the people of The Downs by the former, and now current, boards. I would like to do my part in continuing the approach of those former boards with an attitude of openness and friendliness, limited intrusiveness and a willingness to work with home owners on issues they may have.

Are there any commitments the will deter serving on the board:

None