

## APPROVED MINUTES

### Nine Mile Ranch Homeowners Association Board of Directors Meeting May 30, 2018

Meeting was held at Oroville Senior Center

Board members present: Kirk Johnson, Wayne Naysnerski, Kate Naysnerski, and Carol Sanderson. Members present by teleconference: Rick Lewis, Susan Stewart, Leo Culloo, and Brett Coffman. Ron Hesse was absent. A quorum of board members were present. Eight association members were present.

Meeting was called to order by Kirk Johnson at 3:03 pm.

Board members agreed unanimously to have Kirk Johnson chair this meeting and Stacey Johnson to start the minutes until secretary is elected by the board.

Acknowledgement that Lynn Barnett, 9MR developer, has officially and legally executed documents to relinquish his right to appoint Board members (document attached).

Per 9MR bylaws: The top five candidates for the Board of Directors that were elected by the membership are; Brett Coffman, Leo Culloo, Kirk Johnson, Carol Sanderson and Susan Stewart (official election results attached).

Reading of emergency Motion made by the newly elected Board prior to this meeting:

**Motion:** "I [Carol Sanderson] make a motion that the top five elected Board members acknowledge that a valid election was conducted for a NMR HOA Board consisting of a total of 9 members including; Carol Sanderson, Kirk Johnson, Leo Culloo, Brett Coffman, Susan Stewart, Ron Hesse, Rick Lewis and Kate & Wayne Naysnerski." Motion seconded and passed unanimously (per Bylaws Article VI, Section 4 written approval of all directors attached).

Election of officers:

- **Motion** by Carol Sanderson nominating Kirk Johnson for President. Motion seconded. Motion passed unanimously.
- **Motion** by Carol Sanderson nominating Kate Naysnerski for Secretary. Motion seconded. Motion passed unanimously.
- **Motion** by Kirk Johnson nominating Carol Sanderson for Treasurer. Motion seconded. Motion passed unanimously.
- **Motion** by Carol Sanderson nominating Leo Culloo for Vice President. Motion seconded. Motion passed unanimously.

**Motion** by Kirk Johnson to have this election of officers carry terms through to first Board meeting after the 2019 Annual Membership Meeting. Motion seconded. Discussion included that such a proposal does not comply with Bylaws. Motion failed unanimously. Another election of officers will take place after Annual Membership Meeting 2018.

Newly elected Secretary Kate Naysnerski requested that Stacey Johnson continue recording minutes of this meeting. No objections.

Per 9MR Bylaws, Carol Sanderson will be a signer on the bank account. She will contact Don Charnholm to update signature card at bank.

**Motion** by Carol Sanderson to appoint Stacey Johnson as acting agent and assistant to the Treasurer. Stacey will continue to be a signer on the bank account as well. Motion seconded and passed unanimously.

**Motion** by Leo Culloo to appoint ACC committee members, terms of appointment valid until changed by the Board of Directors or members resign. Appointees are Kim Culloo, Jerry Sanderson, Wayne Naysnerski, Rick Lewis and Brett Coffman. Motion seconded and passed unanimously.

**Motion** made by Kirk Johnson to convene in executive session to discuss Lot Owner complaint of neighboring Lot Owner non-compliance of CC&R's. Motion second and passed unanimously. Following executive session action identified and motions made:

- Motion to send letter to 9MR complainant Lot Owner to inform him he can send his grievance to Okanogan County Planning Department,
- Motion to send letter to 9MR defendant Lot Owner, sent Certified and Registered Mail, asking for quick response
- Motion that executive sessions be held at the end of Board meetings.

All three motions seconded. All three motions passed unanimously.

**Motion** by Carol Sanderson for herself to be Master Administrator of Quickbooks accounting on-line. Stacey Johnson will continue administrator position of access. Board members can direct Carol to be placed on Quickbooks as "view only" status access. Motion seconded. Discussion included that it is understood that our Quickbook on-line account currently allows, at no extra charge, for 5 administrators (people who can manipulate data) and an unlimited number of "view only" persons of access. Motion passed unanimously.

Discussion regarding collections. Carol Sanderson will be writing up a collection policy to present to the Board.

Discussion regarding whether Lynn Barnett, Declarant, now owes dues on his unsold lots. Lynn was billed for fiscal year 2018-2019 assessments for the 7 Lots still owned. The HOA received letter back from him stating that these lots are up for sale, quoting the CC&R's that he is not required to pay assessments on his lots as long as lots are up for sale. There is potential that he has legally passed a valid claim that these long-held lots are for sale. **Motion** by Kirk Johnson for committee of Carol Sanderson and Brett Coffman, with assistance from Kirk Johnson and Stacey Johnson to research legalities regarding Lynn Barnett status of holding vs selling property that he still owns, and for the

committee to formulate a list of questions to submit to legal counsel. Motion second and passed unanimously.

**Motion** by Carol Sanderson to engage CPA for a low-level review of accounting books with a \$500 limit. Motion seconded. Motion vote tied 4 – 4. President, Kirk Johnson voiced uncertainty as to how to deem the outcome of the vote so therefore chose to withdraw his participation in the vote, declaring the motion passing 4 – 3.

Acknowledgement that \$952.00 invoice from Foster Pepper, HOA attorney firm, will be paid. Costs were incurred from prior Boards regarding Declarant release of HOA control and questions regarding member-held election. Acknowledgement that \$80.00 be paid to the Oroville Senior Center for Board use of their facility for this Board meeting and the May 19<sup>th</sup> Special Membership Meeting.

**Motion** by Kirk Johnson for Carol Sanderson, Kirk Johnson and Stacey Johnson to review and make recommendations of changes to accounting expense categories, and take action after Board approval. Current expense categorization is an inadequate tool for managing, particularly road maintenance, expenditure choices. Motion seconded, motion passed unanimously.

**Motion** by Kirk Johnson for formation of Road Committee. Kirk Johnson will be Road Manager. Additional committee members will be Brett Coffman, Wayne Naysnerski and Leo Culloo. Manager will be sole point of contact with work contractors. Motion seconded. Motion passed unanimously.

**Motion** by Kirk Johnson to have one (1) road rep from each division. Road reps will report to road committee. Road committee will solicit and appoint road reps. Motion seconded, motion passed unanimously.

Road report: Current work order already received by all Board members. Raking and other water shed aspects are the priority. Prior Board approved expenditure of \$13,700 for road work. Road work is in process, expected to come under budget at \$11,700. Upon completion of work order we will revisit possible additional road work.

Weed Control spray bid from Loomis Ag was already received by Board members prior to meeting.

**Motion** by Kirk Johnson to approve Loomis Ag proposal for \$8,200 plus tax. This includes \$4600.00 for sterilant to be used on road shoulders in worse regions and identifiable spots, and also \$3600.00 for broadleaf spot spray of emergents in ditches and road sides. Motion seconded, motion passed unanimously.

Contractor bid for website services already received by Board members prior to meeting. Background of issue: Current historical website partially disabled and controlled by unapproved non-board member, and logistics and feasibility of website transfer to HOA have been hampered and difficult to pursue. **Motion** by Carol Sanderson to abandon historical 9MR website, appoint Kate Naysnerski to solicit 3 bids from contractors for website set up and design for Board review and decisions. Motion seconded, motion passed unanimously.

Meeting adjourned at 5:43 pm.