

Board Meeting Minutes

Nine Mile Ranch Homeowners Association Special Board of Directors Meeting May 31, 2021

Due to Coronavirus this Board meeting was held by Zoom. Board members present; Brian Rabe, Stacey Johnson, Don Charnholm, Pam Lewis, Kirk Johnson, Brett Coffman and Susan Stewart by phone. Rick Lewis arrived later in the meeting. HOA member Corinne Mossman was also present.

Meeting called to order at 7:05 pm.

Motion made by Kirk Johnson to spend \$220 for mailing of the Annual Membership Meeting Notice Updates/Changes. Seconded by Susan Stewart. No director offered up a discussion. Motion passed 6 yes, Pam Lewis voted no. (Note that due to Washington state and Oroville High School protocol and restrictions, lack of volunteer help, and liability to the HOA, the Board decided to change the Annual Meeting to Zoom only. In person ballots count will be held at another location prior to Zoom meeting.)

It was suggested by an HOA member that Andy Chase, the HOA corporate attorney, speak briefly at the beginning of the Annual Meeting. Mr. Chase would address procedures regarding motions and voting at a membership meeting. Members concern that there would be less issues with the membership if the attorney shared this information rather than the BOD.

Motion made by Brian Rabe to spend funds for one hour of Mr. Chase time to speak about procedure and answer questions. Seconded by Susan Stewart. For Mr. Chase to speak at a meeting puts him in the position of becoming a witness and would therefore not be able to represent the HOA if any legal issues came out of the meeting. Brian Rabe **amended motion** that Mr. Chase only make statement and not engage in questions and answers. Kirk Johnson seconds amendment. Motion passed 6 yes, Pam Lewis no. (Note: As of the writing of these meeting minutes: Mr. Chase will not be speaking at the meeting. He suggested that the Board use words stated by the Judge at the Mathis vs HOA June 1st hearing; motions and voting procedures.)

Question regarding seating of new Board members in 2018. The meeting to count ballots for the newly elected Board in 2018 (first membership elected Board) was chaired by Don Charnholm. This meeting took place in May, 2018. No business was conducted other than counting of the ballots and Don Charnholm announcing the new Board members. The new Board members conducted the June, 2018 Annual Membership Meeting.

Edits to Annual Meeting Notice Changes: Discussion regarding agenda items for the Annual Meeting. Membership petition items were added to the draft Notice. In the letter to the membership in December, 2020 the Board stated that the HOA would have the petitioned special membership meeting when Covid restrictions were lifted or at the 2021 annual meeting. (As of the writing of these meeting minutes: Mr. Chase advised to not change the previously noticed agenda. Anyone at the meeting can bring forward the petition items if they wish.) Edit Notice adding "and agents" after the word "members" throughout the Notice. (Rick Lewis joined the meeting at this time). Agreed changing the time for Zoom meeting to start at 1:00 instead of 12:00. We don't want to overlap the ballot counting

and the beginning of the Zoom meeting. Counters will be asked to come by 9:30 or 9:45 for set up. No other edits to the Notice were brought forward. Zoom meeting details may be adjusted from outcome of Zoom Committees meeting tomorrow night.

Corinne Mossman answered questions about Zoom administrative details: The host for the Zoom meeting will take place in the city which will allow more bandwidth at the meeting. Zoom committee members will be engaged throughout the meeting to deal with issues as they come up. Voting for those who are on Zoom through their phones will be tested and worked out tomorrow night. Board members are invited to tomorrow's Zoom Committee meeting to participate in tests. Calling in through Zoom app allows all the same capabilities as joining Zoom by computer.

Discussion: HOA Member Gary McNulty sent an email to the Board with opinions and questions regarding the annual meeting. It appears he may not understand that there are additional requirements beyond the state restriction page he sent us; there are 2 more pages to that document as well as the school has additional required protocols (taking temperature and questionnaires). Legal waver would need to be written up as well. It is estimated that there would need to be 6 to 10 additional volunteers to accomplish in person meeting at the school and some would not be able to participate in the meeting. Don Charnholm asked if any of the Directors have the time or know of any other volunteers to accomplish the in person meeting. The Directors know of no one that has or would volunteer.

Stacey will email all Canadian members the updated Annual Meeting Notice for those email addresses the HOA has.

Stacey requested assistance in validation of submitted proxies. Don Charnholm and Rick Lewis will assist.

Directions for the Counters, Tally Sheets and other forms will be sent to the Board next week for editing.

Meeting adjourned at 7:48 pm