

## Board Meeting Minutes

### Nine Mile Ranch Homeowners Association Board of Directors Meeting January 14, 2021

Due to Coronavirus this Board meeting was held by Zoom. Board members present; Brian Rabe, Richard Lewis, Stacey Johnson, Don Charnholm, Pam Lewis, Kirk Johnson, and Susan Stewart by phone. Also present Todd Besaw, ACC Chair. Note that this meeting was a test in using Zoom. Next Board meeting will be set up with Zoom for members to be present if they wish. Notification will be sent out to all members prior to meeting)

Meeting called to order at 6:14 pm.

#### **Read into minutes**

Motions made outside of meeting:

**Motion** made by Kirk Johnson that the Board immediately approve an expenditure of \$199.90 (plus any fees and taxes that might apply) for Zoom video conferencing service for Board administration and control for (1) year period of time, such service which would allow open attendance of Board and Membership meetings. The service would include allowing up to (300) attendees. Seconded by Pam Lewis. Motion passed unanimously. Note that after more research is was discovered the \$199.90 Zoom package cost far more that advertised. The Board signed up for a \$15.00 a month service for now, which will allow up to 100 meeting attendees.

December 20, 2020 Special Board meeting minutes approved via email and by those Board members present at this meeting.

The following meeting minutes were approved by Board via email but approval had not been officially stated in prior meeting minutes:

December 1, 2020 Special Board meeting	May 23, 2020 Special Board meeting
October 30, 2020 Special Board meeting	March 14, 2020 Board meeting
October 10, 2020 Board meeting	January 18, 2020 Board meeting
September 24, 2020 Special Board meeting	October 12, 2019 Board meeting
August 29, 2020 Special Board meeting	July 13, 2019 Board meeting
July 11, 2020 Board meeting	March 16, 2019 Board meeting

**Motion** made by Brett Coffman, in December through email, that “all actions and attorney communications taken against the HOA by any source be automatically turned over to the presiding HOA attorney for responses and proper defense.” Discussion was that the Board should address each issue before anything is sent to an attorney. Motion is tabled untill next meeting.

#### **New Business**

**Motion** made by Kirk Johnson to amend December 20, 2020 Board meeting minutes to include item #7 to be added to the third sentence under Road Report, first Motion. Seconded by Brian Rabe. Motion passed unanimously.

Discussion regarding subject of whether interest on fines charged is allowable by law: Board members research show that in many states interest on fines if not allowable, but no information for Washington state has been found. Is this a worthy topic to ask legal counsel. Charging interest is in our Fines Policy. Policy was reviewed by prior HOA attorney before the Board adopted it.

**Motion** made by Susan Stewart to remove charging of interest on fines from the Fines Policy. Seconded by Don Charnholm. Motion passed unanimously.

Discussion brought forward regarding HOA liability for winter roads conditions: Pam Lewis had stated in email to the Board that the “Association could receive a fine if an ambulance or fire truck are required and could not get in, and that the HOA would be responsible if an emergency vehicle were to have an accident due to our road conditions.” Anyone can sue the HOA. As long as the HOA is showing due diligence to respond to weather hazards the HOA is okay. The HOA works to create as much safety as possible given weather hazards and budget. The HOA roads are posted with signs that state “use roads at your own risk”. Communication to members about the hazards of winter driving is important and has been done in recent years.

Suggestion to have Road Committee review and do a cost analysis as to whether the HOA should plow more often instead of sanding: Weather temperatures are a factor here. Not sure how to calculate given the large variety of variable factors and lack of clear and prior data. A test area would need to be created. Having less snow on the roads would lessen the thickness of ice. This has been a unique year for ice. Bill Burham has been doing a great job this year as Snowplow Coordinator.

**Motion** made by Kirk Johnson: WHEREAS the purpose for a preamble to a motion like this is to explain to readers the underlying reasons for the proposed action, to inform members why a decision is being made to spend funds or take actions, and

- WHEREAS the Board absolutely respects the private rights of all Lot Owners and wishes to in no way at all disparage anyone by the fact that it has to occasionally openly address violations of CCRs by a Lot Owner, and

- WHEREAS the Board has been informed through the Bylaws and legal counsel that the Board is required to enforce the CCRs – in other words, it is a legal duty to act to enforce – under specific conditions, those requirements and conditions as follows:

- Bylaws, Article VII, Section 2(e) “Duties... It shall be the duty of the Board of Directors to... in their discretion... enforce covenants as provided in the Declaration [CCRs] when deemed necessary by a vote of the majority of directors...”

- HOA attorney Bergh, per his 12/1/18 language to the Board: “Thus, the Board has the power to enforce the covenants, but the duty to enforce them, only to the extent authorized by a vote of the Board. As a general matter, the Board has a fiduciary duty to the members of the Association [duty to enforce]. This fiduciary duty is tempered by the business judgment rule, which requires the board to act on behalf of the Association in a reasonably prudent manner. If the Board reasonably determines, after reasonable inquiry, that an attempt to enforce a covenant would be unsuccessful, or would unreasonably consume the resources of the Association, it may decline to pursue enforcement.”

- Given the above two bullet points, the Board interprets that enforcement of CCRs is an inherent fiduciary duty of the Board that can only be declined upon reasonable determination, such as: 1) the violation is not substantively impactful on the rights and land values of Lot Owners, 2) the choice to knowingly abandon enforcement would not erode the legal enforceability of the CCRs either in part or in whole, 3) the cost to enforce would be unreasonable, or 4) enforcement would likely be unsuccessful, and

- WHEREAS the Board interprets they are required to consider enforcement of CCR violations by Lot Owner Wayne Naysnerski because he has cost the HOA approximately \$4000.00 in legal fees so far regarding his ongoing multiple violations of CCRs and encroachments upon other Lot Owners' rights under the CCRs, including prohibited business operation, possession of a number of dogs far in excess of the CCR limitation of (2) per lot, and illegal encroachment and obstruction of 'public' easements which result in violating Lot Owners' rights to use those encroached easement areas and also inhibiting the HOA's ability to properly provide winter road snow plowing maintenance in the encroached areas, and
- WHEREAS Mr. Naysnerski's said violations constitute a direct negative impact on the rights of all Lot Owners under the CCRs and also potentially threaten the resale ability and value of other Lots, especially those within closer proximity to his Lot, and
- WHEREAS the violations of Mr. Naysnerski are of such a now widely known and varying nature that the Board believes that to not attempt to take reasonable steps to enforce on them would threaten to erode or reduce the legal enforceability of at least portions of the CCRs, and
- WHEREAS in order to encourage Mr. Naysnerski to comply with CCRs, on September 24, 2019 the Board instituted a fines process against Mr. Naysnerski, pursuant to RCW 64.38.020(11), for many of his violations, such fines which he has not paid and which continue to accrue to many thousands of dollars, and
- WHEREAS Mr. Naysnerski waived his statutory right to be heard regarding the violations before fines were imposed on him by the Board, per RCW 64.38.020(11), and
- WHEREAS Mr. Naysnerski did not respond to the Board several months ago when the Board offered to remove all fines if he came into compliance with the CCRs he is violating, and
- WHEREAS the proper management and protection of HOA funds and business includes considering taking prudent measures to secure financial interests of the HOA, which might include liening Lot Owners for fines that were accrued for violating CCRs, and
- WHEREAS any action of the Board with respect to fining and liening needs to be completely compliant with all applicable laws so as to not violate any person's rights or cause undue legal liability for the HOA, and that this knowledge be on record for the benefit of all future boards and all HOA members,
- THEREFORE BE IT RESOLVED to spend approximately \$250.00 for atty counsel on the subject of whether it is advisable to lien violating Lot Owner Wayne Naysnerski for his unpaid fines and to also make sure the overall fines procedure with respect to Mr. Naysnerski is advisable and legal. As part of this Motion the Legal Committee may seek to receive the final attorney counsel in the form of a report/summary that counsel will review and approve.

Seconded by Susan Stewart. Motion passed: 5 yes, Don Charnholm & Stacey Johnson voting no.

**Motion** by Kirk Johnson that if legal counsel recommends in favor of liening Mr. Naysnerski, as addressed in the Motion above, the Treasurer will do so immediately thereafter. Such cost to the HOA for filing this lien would be \$105.00. Seconded by Brian Rabe. Motion passed: 4 yes, Stacey Johnson, Don Charnhom & Pam Lewis voting no.

## **Treasurer Report**

Accounts Receivable Update Report was addressed. Funds are still being collected albeit slowing.

Interest and late fees on past due accounts are still restricted, per Governor's proclamation, through January 18, 2021, most likely to be extended.

**Motion** by Stacey Johnson that the HOA extend suspension of interest and late fees on past due accounts until Governor's proclamation is revised, with notice to the Board from the Treasurer prior to Treasurer charging members again. Seconded by Rick Lewis. Motion passed unanimously.

Cash Flow Report was given to the Board. Some figures included are a guess and variable as the next months unfold, particularly for legal expenses, snowplowing/sanding and spring road work.

First draft of a proposed 2021-2022 budget was given to the Board. Draft is the start of working with and pondering for budget to be approved at the March 2021 Board meeting. Budget shows a loss when full amount of estimated costs of Road Maintenance expense is included. For years, the Road Maintenance expense in the budgets was calculated by using what was left after subtracting all other costs from estimated income. This draft budget shows full estimate of Road Maintenance, thus showing an overall loss. Treasurer asked the Board to decide how they want to present this budget to the members; either budget showing a loss, or presenting like years passed adding a supplementary explanation of Road Maintenance expense being unrealistically low.

**Motion** by Rick Lewis to raise the annual assessment 10% for year 2021-2022. Seconded by Susan Stewart. Raise will give the HOA \$5,662 more income, an increase of \$19.40 per year per Lot. Don Charnholm motioned to table until March Board meeting. Unanimous consent to table motion.

Mailing coming up to mail the Solicitation for Candidates Letter & Form plus a newsletter: First draft of letter was given to the Board. Final draft will be sent out to the Board for final approval.

**Motion** by Stacey Johnson to spend \$200 for the February 15, 2021 mailing. Seconded by Don Charnholm. Motion passed unanimously.

**Motion** by Stacey Johnson for approval of final Letter and Newsletter via email by the majority of the Board. Seconded by Rick Lewis. Motion approved unanimously.

We will start on the annual mailing soon as well.

Existing Committees affirmed to continue with current members.

Email address changes for Board members connected HOA website: Anne will change all addresses at once.

A thank you to Brian and Felicity Rabe for funding and producing our new member welcome packet. At some point the Board may need to budget for costs of packets.

It was discussed in a prior meeting to address CCR & Bylaw amendments in this meeting. Unanimous agreement by the Board to table this for now due to current work load.

## **ACC Report**

ACC approvals of application for plan approval submitted to the ACC since September 2020;

Single family residence (0)

Outbuilding (2)

Driveway/build site preparation (4) of that (2) required a culvert by Road Committee recommendation.

New Fence (1)

Comment was made about the status of private driveway culverts being the maintenance responsibility/liability of the Lot Owner or the Association is not clear, and this was an issue last Spring of 2020 when a blocked culvert caused damage to an association road.

One Rental Form request letter was sent out to a lot owner in October and again November of 2020, the ACC has not received a response from that Lot Owner. A social media post was made by the lot/residence occupant regarding the snow plowing of Tamarack Trail in division 3 being plowed by the Nine Mile Ranch HOA. The ACC chair responded with acknowledgment of Tamarack Trail being a 30' ingress, egress, and utility easement and that it is not plowed by Nine Mile Ranch as it is as a private driveway for the two Lots it serves.

(Note: All other known renting Lot Owners who were sent a letter for a Rental Form request responded)

**Motion** made by Brian Rabe for reimbursement to Kirk Johnson for expense report presented to the Board. Seconded by Susan Stewart. Motion passed 5 yes, Stacey Johnson & Kirk Johnson abstained.

**Motion** by Kirk Johnson for 2021 mileage reimbursement rate to be the 2021 federal rate of \$.56 a mile. Seconded by Brian Rabe. Motion passed unanimously.

Discussion regarding suggested changes to the Election, Ballot and Recount Policy. A 'chain of custody' addition is being suggested. Board will review further before approved.

THANK YOU to Mrs. Roe and Mr. Greene for donation of \$700 for road gravel that was placed on Longhorn in lower Division 8.

## **Executive Session**

Board moved into executive session to discuss legal suit filed against the HOA by HOA member Mr. Mathis.

**Motion** made by Stacey Johnson that in the best interest of the HOA, pursuant to legal advice of Miller & Chase, that Board members and the legal committee are not allowed to discuss litigation, regarding legal suit filed against the HOA by Mr. Mathis, outside of the Board to protect attorney/client privilege. Seconded by Rick Lewis. Motion passed unanimously.

Meeting adjourned at 7:40 pm.

**Special Board Meeting Minutes**  
**Nine Mile Ranch Homeowners Association**  
***Executive Session***  
**March 4, 2021**

Due to the Coronavirus this Board meeting was held using Zoom and telephonically. Board members present; Kirk Johnson, Brian Rabe, Rick Lewis, Brett Coffman, Don Charnholm, Pam Lewis, Susan Stewart and Stacey Johnson.

Meeting is being recorded by secretary only.

Meeting called to order at 7:02 pm.

**Motion** by Kirk Johnson: Pursuant to RCW64.38.035(4) I ask for unanimous consent that this meeting is assemble in closed session to discuss privileged matters related to member James Mathis' current lawsuit against the Nine Mile Ranch HOA. Motion passed unanimously.

**Actions Taken in Executive Session**

**Motion** made by Kirk Johnson: WHEREAS openly discussing litigation strategies and sharing privileged information of an HOA lawsuit is against the fiduciary duty of directors, which is why this Motion is vague, I move to allow the HOA insurance attorney to respond to member James Mathis' lawsuit against the HOA in accord with one of her recommended options. Motion passed: 7 yes, Pam Lewis no.

Read into record: Discussion occurred regarding how opposing legal party to the HOA, member James Mathis, may have obtained legal communications held privileged by the Board. The documents were of an internal Board executive nature and pertained directly to the HOA's defense against James Mathis.

During meeting discussion all directors commented, no director admitted to providing or sharing these privileged documents with Mathis or any other person beyond the Board and Legal Committee.

It was reiterated among all directors acknowledging the substance of legal counsel's letter of advice to the Board, dated January 14, 2021, regarding the illegalities of sharing privileged documents and the potential risks to the HOA by sharing privileged documents.

**Motion** made by Stacey Johnson to notify Andy Chase, HOA attorney, of apparent breach by a Board member giving privileged/executive documents to plaintiff, Mr. Mathis, in the Mathis vs 9MR HOA legal suit. Seconded by Susan Stewart. Motion pass unanimously.

Meeting adjourned at 7:58 pm

## Board Meeting Minutes

### Nine Mile Ranch Homeowners Association Board of Directors Meeting April 6, 2021

Due to Coronavirus this Board meeting was held by Zoom. Board members present; Brian Rabe, Richard Lewis, Stacey Johnson, Don Charnholm, Pam Lewis, Kirk Johnson, Brett Coffman and Susan Stewart by phone. Also present Todd Besaw, ACC Chair. Five Association members were present through Zoom.

Meeting called to order at 6:39 pm.

A thank you to Tyler Coffman and Corinne Mossman for assisting in managing Zoom during the meeting as well as ‘working out the bugs’. We were unable to fully pin down the issues with the April 2<sup>nd</sup> Zoom meeting “system error”. We shut off video this time to save bandwidth, hoping this would help. There were issues of garbled speech and delays.

#### **Read into minutes**

##### **Motions made outside of meeting:**

1/21/21 January 14, 2021 Board meeting minutes were approved unanimously.

2/14/21 **Motion** made by Stacey Johnson to have Cheryl Adamson, Farmer Insurance attorney, represent the HOA in James Mathis vs 9MR legal suit. Ms. Adamson’s fees will be paid by Farmers Insurance. Motion passed unanimously.

2/14/21 **Motion** by Stacey Johnson to have HOA attorney Andy Chase withdraw his representation in Mathis vs 9MR case. Ms. Adamson will keep Andy Chase informed of all proceedings as the HOA corporate attorney to further protect the HOA. This will cost the HOA approx. \$3,000. Cost will depend on how the case will unfold. Passed unanimously.

3/24/21 **Motion** made by Stacey Johnson for the Board to approve the Designated Voter Form to be sent to all Lots owned by an organization. This approval includes \$20.00 for mailing costs. Seconded by Brian Rabe. Motion failed: 7 yes, Pam Lewis no. (motions made outside a meeting required unanimous consent)

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**Motion** made by Kirk Johnson to approve the Designed Voter Form to be sent to the membership. This approval includes \$20 for mailing costs. Seconded by Susan Stewart. This motion is regarding the HOA Bylaw Article III, Section 5. Motion passed; 7 yes, Pam Lewis no.

#### **General consent to talk about the various ballot and election topics:**

**Motion** by Kirk Johnson to approve Ballot & Counting Procedure Policy with edits. Seconded by Susan Stewart. Motion passed; 7 yes, Pam Lewis no.

**Motion** by Kirk Johnson to approve Ballot Inspection & Recount Policy with edits. Seconded by Susan Stewart. Motion passed; 7 yes, Pam Lewis no.



**Motion** by Kirk Johnson to approve the Membership Voting Requirement Policy with edits, sending it to all Association members with the Designated Voter Form, cost of mailing \$200. Seconded by Susan Stewart. Motion passes; 7 yes, Pam Lewis no.

Brought forward tabled motion by Brett Coffman:

**Motion** by Brett Coffman that all actions and threats taken against the HOA by any source be automatically turned over to the presiding attorney for responses and proper defense. Seconded by Rick Lewis. Motion amended to “all legal actions brought by any party or threats taken against the HOA through a verified attorney be automatically turned over to the presiding attorney for counsel and initial response.” Seconded by Brian Rabe. Motion passed; 7 yes, Pam Lewis no.

Candidate bios are posted to the website.

### **General consent to discuss annual membership meeting details:**

High school has been secured. There is web access and a PA system that we can use at no charge. Need to verify with all High School persons involved in decision. Covid restrictions can change where and how meeting will happen. Will have to have a Zoom meeting if restriction does not allow gathering. Suggestion to have meeting in larger room at the high school to allow for ‘social distancing’. Suggestion to have meeting at a park; concern of complications with having a sound system, access to Zoom, no bathrooms and weather. We will attempt to have Zoom part of the meeting. Will ask Felicity Rabe to once again manage the hosting details at the meeting. Start counting of the ballots at 10:00, meeting called to order at 12:00, allowing those who want to watch the counting can be present as counting will most likely take a couple of hours.

**Motion** by Kirk Johnson for the Annual Membership Meeting be held at the Oroville High School, in as large of a room as possible, to comply with current Covid restrictions, simultaneously have meeting on Zoom if possible, start counting of the ballots at 10:00, meeting called to order at 12:00. Seconded by Brian Rabe. Motion passed; 7 yes, Pam no.

Pam Lewis stated concern that asking the manager of Oroville Building Supply to be one of the vote counters would be a conflict of interest because of business being carried out with them. Short discussion bringing forth that we all buy from Oroville Building Supply, and everybody patronizes all the businesses in town. Pam did not bring forth an alternative suggestion.

**Topic of Ranch Manager** - The president read the following out loud: “Unless a director wishes to bring a motion about it, we will not discuss or address this subject in this meeting. My intent is, upon the request of HOA member Felicity Rabe, to read into the minutes that her information about the subject of the HOA hiring a paid Ranch manager has been received by the Board and that her information is now on record with the secretary, and that members can inquire to receive a copy of the information. Here are some summary statements directly from her information for the record:

- a concept “Long used by other Home/Property Owners Associations...”
- “The purpose of such a position would be helpful to ensure continuity and established procedures for smooth running of the HOA... ensures smooth transition between all major position changes within the Board of Directors, including the treasurer and Roads Manager”. “The position does not replace the voluntary BOD or committees...” “The

Ranch Manager will be a consultant for the board. As such will be a valuable asset for especially a new board, a new director, and any owner who puts their inquiry in writing.”

### **Treasurer Report**

Checking: \$27,722

Savings: \$20,360

CD: \$34,355

**Cash Flow Report discussion:** Report shows a deficit of \$12,000 after all expenses are paid, including \$12,000 for basic road work. Deficit is because of \$16,000 spent over budget for winter maintenance; was a hard winter extremely icy. Also, \$8,000 of HOA funds have been spent so far for the legal suit James Mathis has filed against the HOA. Do we have to report separately to the membership if we use savings? Is our savings account considered a designated RCW ‘reserve fund’? The official reserved fund, per the RCWs, has not been created yet where reporting of “reserve components” to the membership is required. Past Boards have not reported when they used savings.

All expenses need to be paid. Road work is the only expense that could be adjusted or let go. This is not an option. Try to keep road work at a minimum. Roads held up well from spring melt. Culverts need to be cleared, raking needs to be done for crowning. There is \$18,000 of special assessment gravel still to be placed. Pam Lewis stated that we should not spend any funds beyond what is in checking, to not perform any road work if we need to use savings account. The HOA has always been under funded; over the years to make up for under funding prior Boards spent down the savings account. This Board was able to collect \$22,000 of past due accounts, interest and late fees to make up for some of the under funding. Those extra funds are no longer available. Savings is there to use when unforeseen issues come up, like this winter’s higher maintenance and legal fees from James Mathis suing the HOA. This Board has increased the savings by \$6,000 in the last two years.

**Motion** by Stacey Johnson to transfer \$10,000 from savings to checking, keep road work at a minimum and revisit later. Seconded by Don Charnholm. Motion passed; 7 yes, Pam Lewis no.

**Motion** by Kirk Johnson to extend the meeting ½ hour. Seconded by Don Charnholm. Motion passed.

**Motion** by Susan Stewart to raise the annual assessment 10% for 2021-2022 fiscal year. Seconded by Brian Rabe. Motion passed; 5 yes, Don Charnholm, Pam Lewis & Stacey Johnson voted no.

**Discussion on how the budget would be presented;** ‘balanced’ vs ‘what we need’. Balanced is what *can* be spent, while showing a loss shows the *truth* in what we *need* to be spending on the roads. The membership needs to see the financial condition of the HOA. Decision to have two columns showing both ways on the budget.

**Motion** by Stacey Johnson to adopt the budget for 2021-2022 showing 2 columns of ‘balanced’ and ‘what we need’. Seconded by Brian Rabe. Motion passed unanimously.

**Motion** by Stacey Johnson for expenditure of \$1,000 on annual mailing and ballots which includes postage, envelopes and printing costs. Seconded by Kirk Johnson. Stacey has pulled together all of the past mailings and is now on her second printer. She has talked to Kelley’s in Omak who can print the mailing at .07 cents a copy. This mailing will require an estimate of 6000 copies to be made. Cost does not include return postage for members of their ballot. Motion passed unanimously.

Documents for the mailing will be approved by the majority of Board through email as this is administration action.

**Motion** by Kirk Johnson: “Pursuant to the recently adopted Ballots & Counting Procedure I move that \$250.00 funds be made available to pay for the election PO box and potentially for a fiduciary's time if we are not able to secure a volunteer fiduciary.

- Breakdown as follows:
  - \$50.00 P.O. box
  - \$105.00 3 hrs total labor for initial P.O. box procurement, and for (4) trips to collect ballots from P.O. box.
  - \$52.50 for 1.5 hrs count final amount of envelopes, create a sworn statement, and seal all in a container.
  - \$35.00 for 1 hour deliver sealed container of ballots to meeting.”

Motion seconded by Brian Rabe. Motion passed unanimously.

**Motion** by Kirk Johnson additional funds of \$2,000 for continuing defense of James Mathis vs HOA, as an extension of funding and terms pursuant to the initial December 20, 2020 Board motion, entitled “Primary Motion”. Seconded by Susan Stewart. Motion passed unanimously.

**Motion** to extend meeting 20 minutes. Seconded by Brian Rabe. Motion passed unanimously.

**Motion** by Brian Rabe to send out vote to the membership for assessment increase and special assessments in the up coming annual mailing. Seconded by Stacey Johnson. Motion passed; 7 yes, Pam Lewis no.

### **Road Report**

At this time a work order for \$540.00 plus tax for raking of those areas able to rake is complete. Special assessment gravel is in arrangement process as well as more raking.

Brett Coffman stated for the record desire that road dust control be addressed by the Board. No discussion.

**Motion** by Don Charnholm to open the meeting to those members attending. Seconded by Stacey Johnson. Motion passed. No discussion or questions from the members who stayed on Zoom for the entire meeting. Some members had dropped off of Zoom before meeting was complete. Members speaking expressed thanks to the Board for their work for the HOA.

Board moved into executive session to discuss James Mathis vs HOA case. No motions were made.

Meeting adjourned at 9:33 p.m.

## **Board Meeting Minutes**

### **Nine Mile Ranch Homeowners Association Special Board of Directors Meeting April 14, 2021**

Due to Coronavirus this Board meeting was held by Zoom. Board members present; Brian Rabe, Richard Lewis, Stacey Johnson, Don Charnholm, Pam Lewis, Kirk Johnson, Brett Coffman and Susan Stewart by phone. Also present Todd Besaw, ACC Chair.

Meeting called to order at 6:35 pm.

Motion made by Stacey Johnson to have Andy Chase, corporate attorney, review and advise on the issue of our Bylaws regarding the number of directors to be elected in the coming election, at a cost of approximately 2 hours of Mr. Chase's time. Seconded by Susan Stewart. Motion passed 7 yes, Pam Lewis no.

Stacey reported that arrangements with Kelley Connect, who will be printing our upcoming mailing, to have everything to them by April 26 for printing. The ballot envelope was given to them to start printing.

Executive session was called for update on James Mathis vs 9MR HOA. No motions were made during executive session.

Meeting adjourned at 6:54.

# Special Board Meeting Minutes

## Nine Mile Ranch Homeowners Association Board of Directors Meeting May 19, 2021

Board members present through Zoom; Brian Rabe, Richard Lewis, Stacey Johnson, Don Charnholm, Kirk Johnson, Brett Coffman and Susan Stewart by phone. Also present Todd Besaw, ACC Chair. Association members Corinne Mossman, Allen Jones, Leland Jay and Drew Sawchuk and Ginetta Carnevale were also present.

Meeting called to order at 6:35 pm.

Lengthy discussion took place regarding using the Zoom platform for the annual meeting. Non-Board members present have extensive experience in Zoom meetings and technicalities. Discussion included:

The key problem with Zoom will be the bandwidth. If there are lots of participants it would be good if the host is somewhere with good bandwidth. Members with poor bandwidth may find they get dropped or have poor audio. If a toll free option is available then people can use cell phones to connect rather than VOIP through their computers. That will also help assuming most have home phone service if they do not have good cell phone reception. When setting up the meeting the default should be configured so participants start with video off to deal with poor bandwidth.

Final decision to have committee of Leland, Drew and Allen to set up and facilitate Zoom for the annual meeting. Corinne and Kirk will pin down parameters to feed back with committee. A formal registration will be developed to place through the HOA website for members to respond. Will set up to run a couple of test sessions.

Discussion regarding receiving proxies:

- Legal proxies cannot be denied if brought to the meeting. Those proxies brought to the meeting will still need to be validated after the meeting.
- Communications to the membership have encouraged members to have proxies to the Board 2 weeks prior to the annual meeting. This allows proxies to be validated prior to the meeting.
- Allen and Stacey will create a statement for the website to restate encouragement of getting proxies to the Board PRIOR to the meeting so proxies can be validated. Also stating that proxies can be presented AT the meeting but will not be validated until after the meeting.

Discussion regarding Annual Meeting and agenda:

- Agenda copies will be at the meeting and posted on the website.
- Chair will explain rules, also explain how final comprehensive vote tallying will happen.
- Any/all Voting Items
- Allen Jones' 'amend bylaws' subject
- Request for any other valid motions from the membership present
- Final secretary announcement of vote tallies; ballot counting policy states that counters will read final outcome. This will have to be adjusted because not all topics being voted on are straight forward in how outcome is created. Example is the vote outcome of the vote whether to

waive the financial audit is based on 67% of vote casts. Also, some members may vote AT the meeting through Zoom, etc. Final tally will be announce at end of meeting. Counters can read cast vote tallies, but all outcome of all votes will still need to figured out.

- Two Canadian members have expressed concern of not being able to depend on the mail to have their cast ballot back to the HOA in time. Stacey has offered that they can email their cast ballot to her with the signed statement on the ballot return envelopes, both can be found on HOA website. The members will also need to write a statement that acknowledges that they understand that their vote will not be totally private; Stacey and the counters will see their ballot and signature together. Stacey will give emailed cast ballots directly to the counters. Ballot and signature will be separated by the counters at the meeting after verification.
- A statement will be put on HOA website to state that no motions can be made at the annual meeting regarding an action without prior notification to all members but a motion to discuss can be raised. This can lead to a motion for another meeting, that is noticed to all members, to vote on an issue presented. This procedure will also be explained at the beginning of the meeting.

### **ACC Report**

Todd Besaw reported a potential rental non-compliance. Member has not replied to several attempts to communicate by the ACC. There is potential that the Lot residence is no longer being rented. ACC will verify before further action.

### **Treasurer Report**

Checking is \$21,329

Savings is \$20,361

CD is \$34,359

Cash Flow Report (posted on website): Since the last report cash situation has improved due to collections and emergent spray was less that budgeted for.

Treasurer increased legal fees catagory: Still have not received current billing from corporate attorney. Will continue to ask. Concern that James Mathis is attaching legal threats to his case outside of the parameters of his case. This led to HOA insurance attorney passing issues on to the HOA corporate attorney thus costing the HOA more funds. *Note: Mathis suggesting settlement of his case if the Board would turn over the entire voting process (from creating the ballots, mailing the ballots and counting the ballots) to an outside source. He also threatened an injunction of the vote if the Board did not comply with his request. After full review of Ballot Policies adopted by the Board the HOA corporate attorney responded to Mathis attorney stating that the Board has gone beyond what is legally required and is within the law. Mathis did not file an injunction. Also note that the insurance company offered to settle the case and pay for an outside party to handle the voting process (per Mathis request) if Mathis would drop the case. Mathis refused settlement offer stating he wanted a “statement that the vote to remove should have been held” and reimbursement of his “fees, or at least a good portion of them”.*

Accounts receivable is “looking good”. Amount owed in annual and special assessments \$8,263. The HOA has not had its receivables this low in many years. This amount is 18 Lots. All of the \$17,000+ that was owed to the HOA 3 years ago has been collected except one Lot that makes payments.

Fines charged: The HOA has fines charged on one Lot. The amount assessed is now at \$18,800. The Fine Policy adopted was to encourage members to comply with the CCRs. It obviously is not working with this member. Is the amount now unreasonable? It overstates income in our financial statements. The Board passed a motion January 14, 2020 Board meeting to have corporate attorney to research whether state law allows filing liens on fines (some states do not allow this). In a recent quick conversation with attorney he stated that the HOA can file lien as long as proper procedure is followed. This still needs to be followed up on with attorney. HOA Fine Policy states that lien may be filed. Process with Lot owner has included offering of a hearing, monthly statements are sent, and the Board has offered the elimination of all fines if they were to comply. No response from member. Concern was brought up that this member, and his daughter, are running for election on the Board. These members would have to recuse themselves from any discussion or actions regarding their non compliance if elected to the Board. Given that there is not a qualification in our Bylaws that a Board member needs to be in compliance the HOA cannot require this. When this Board was first formed in 2018 an official “agreement” was made that all Board members need to be in compliance. Will follow up with attorney to verify whether lien can be filed and what procedures need to be followed.

Treasurer was directed to transfer funds from savings to checking per motion in April 6<sup>th</sup> Board meeting as it had not been done yet.

### **Road Report**

Road report was read by Kirk Johnson. Report is posted on home page of HOA website and under “reports”.

Rick Lewis pledged 2 truck loads of rock to be place where the Road Committee determines is needed.

**Motion** made by Kirk Johnson: Motion for fiduciary and counters indemnification: I Move that local non-interested parties Tamara Porter, Luis Perez, and Chris Wood – who are supporting the June 19, 2021 HOA election, are regarded as agents of the Board and are hereby indemnified by the Nine Mile Ranch HOA for the term of their services for the HOA pursuant to the June 23, 2018 BOD motion, page 2, top motion on the page. Seconded by Rick Lewis. The above named people are participating in the HOA election as a fiduciary and ballot counters. Motion passed unanimously.

**Motion** made by Brian Rabe to accept and pay costs reimbursement to Kirk Johnson for \$220.62. Seconded by Brett Coffman. Motion passed 5 yes, Kirk & Stacey Johnson abstain.

**Motion** made by Kirk Johnson: MOTION to accept into the record the MASTER Annual Assessment and Reserve Fund and Study Report as completion of the Board's 2020 and 2021 reserve study and reporting requirements for the HOA as stated at RCW64.38.065(3). Seconded by Rick Lewis. Motion passed unanimously.

**Motion** made by Stacey Johnson that \$2,500 be allocated for legal expenses, if necessary, for corporate attorney Andy Chase of Miller & Chase for Mathis vs HOA. Seconded by Susan Stewart. The HOA

has spent approximately \$8,000 so far, waiting for up-to-date billing from HOA corporate attorney. We need to make clear with Mr. Chase that we need billing on a monthly basis for budget planning. Funds will not be spent if not necessary. If funds need to be spent they will come from savings. Hoping court will award the HOA's cost in Mathis vs 9MR HOA. Motion passes 6 yes, Don Charnholm no. Don wanted to wait until we got our up-to-date billing before we made a motion to allocate more funds. (Note billing from Miller & Chase came next day on May 22<sup>nd</sup> for \$968.00)

**Meeting open to members attending:**

Question whether member suing HOA were to be elected on the Board can he come to meetings that discuss the said suit.

Suggestion that we use the 'raise hands' function for voting through Zoom at the annual meeting.

Thank you to members attending and contributing.

**Executive Session**

No motions made in executive session.

Meeting adjourned at 8:50 p.m.



## 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 1<sup>st</sup> 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

## Board Meeting Minutes

### Nine Mile Ranch Homeowners Association Special Board of Directors Meeting June 26, 2021

Due to Coronavirus this Board meeting was held by Zoom.

Board members present; Brian Rabe, Don Charnholm, Pam Lewis, Brett Coffman, Susan Stewart, Rick Lewis, Jeff Click, Ryan Man and Drew Sawchuk

HOA members present; Kirk Johnson, Stacey Johnson, Todd Besaw, Allen Jones

Meeting called to order at 3:05 pm. Brian Rabe presiding as chair and Drew Sawchuk preparing meeting minutes.

**First agenda item** involved discussion regarding an email sent to the HOA Board of directors from Mr. Johnson which included:

- 1) Notification of his decision to resign from the Road Committee and his Road Manager position
- 2) An offer to be leveraged as a “General Advisor” by any HOA Board or committee member due to his history with the HOA and as a previous board member
- 3) An expressed desire to continue to be involved in and advise on matters pertaining to Mathis vs 9MR HOA until conclusion to help ensure continuity
- 4) Join the legal committee if Stacey Johnson does not continue to be a member of this committee

**Motion** made by Brian Rabe to indemnify Kirk Johnson and appoint him in a role of “General Advisor” to the HOA Board and Committee members pertaining to matters of the current Mathis vs 9MR HOA lawsuit or any other matters that may arise where his expertise, experience and/or counsel may aid board or committee members in the execution of their duties. Seconded by Susan Stewart.

Discussion: There was discussion regarding the pros and cons associated with the motion to appoint Mr. Johnson in the role of General Advisor and whether he would already be indemnified. It was mentioned that HOA members who volunteer are indemnified under the current policy, however, having this recorded in the minutes removes any question. Further, the insurance policy only covers some areas and may not account for all cases that may arise. Under the articles of incorporation the HOA board can provide indemnification to officers and agents to cover such circumstances drawing from the HOA account if necessary. Minutes of June 23<sup>rd</sup> 2018 motion made by Kirk Johnson reads as follows: “That non-BOD members who are duly appointed to the ACC are regarded as agents of the BOD and, pursuant to the bylaws, Article XII, Section 4, are provided the same indemnification and are required to adhere to the same standard of care as BOD members, effective immediately upon appointment. These provisions and standards also apply to all other duly appointed agents of the BOD, also effective immediately upon appointment. Further, such agents shall adhere to the same standard of care and possession of Association records as stipulated in RCW 64.38.045.

- WHEREAS, an agent/committee member of the board may be empowered to act on behalf of the BOD and therefore engender similar liability and deserve similar protection, and

- WHEREAS, an agent/committee member of the BOD is a fiduciary of the HOA and should therefore be held to the same standard of care as a Director of the HOA, and also with respect to care and possession of HOA records. “

The motion of June 23<sup>rd</sup> 2018 passed unanimously.

Brian Rabe **amended the motion** to appoint Kirk Johnson as an agent of the BOD with indemnification as per the motion quoted above from June 23<sup>rd</sup> 2018. Seconded by Susan Stewart.

Discussion: Would an option be to have Mr. Johnson be on the Legal Committee? Multiple members expressed that a general role of agent to the BOD is more applicable since Mr. Johnson is likely to be able to provide advice on a number of different topics based on his subject matter expertise and knowledge. Amended motion passed unanimously.

**Second agenda item** relates to the need to have someone appointed to deal with HOA treasurer duties as annual assessment payments are being received.

**Motion** made by Brian Rabe to appoint Stacey Johnson as an agent of the BOD to enable her to perform basic treasurer duties until such time as a working and permanent Treasurer can be put in place. Seconded by Brett Coffman. Motion passed unanimously.

**Third agenda item** relates to the need to appoint interim President, Vice President, Secretary and Treasurer.

Ask for volunteers for board president was responded to by Drew Sawchuk. No other board members came forward.

**Motion** made by Brian Rabe to appoint Drew Sawchuk as President of the HOA. Seconded by Brett Coffman.

Discussion: Board members cited recent contributions to helping with setting up zoom meetings and taking on issues with Big Horn ridge and the separate CCR's as examples of why having Mr. Sawchuk in this role will benefit to HOA. Motion passed unanimously.

Ask for volunteers for Vice President. No initial response. Brian having been Vice President previously indicated willingness to assume this position if there are no objections from the BOD.

**Motion** made by Brian Rabe to appoint Brian Rabe as Vice President of the HOA. Seconded by Drew Sawchuk. There was no discussion. Motion passed unanimously.

Previously the Secretary and Treasurer were held by one person. This does not need to be the case going forward.

Secretary duties performed included meeting minutes, managing correspondence with membership, mailings, web site maintenance and news letters.

Treasurer needs to sign the checks, keep the books, collect on overdue accounts and it would be a distinct advantage to have this position filled by a resident of nine mile ranch, in order to access the HOA PO Box and be in proximity of the bank where the HOA account is held.

There are places where the two overlap eg, maintaining the membership list, etc. so this will need collaboration if the two positions are separated.

There are some events coming up that will need Treasurer attention eg, bill out special assessment, audit, etc. Stacey Johnson indicated her willingness with the board's consent to assist during the transition.

Ask for volunteers for taking on the combined Secretary and Treasurer roles was met with silence.

Ask for volunteers to be Treasurer was met with a question whether the Treasurer must be a member of the board? Yes per the HOA bylaws.

Though, the bylaws Article VIII, Section 8d states "Unless the property is managed by a management firm (outside manager), the treasurer shall receive and deposit in appropriate bank accounts all monies of the Association and shall: distribute such funds as directed by resolution of the Board of Directors; sign all checks and promissory notes of the Association; keep proper books of the accounts; cause an annual audit of the Association books to be made by an accountant whenever requested by the Board or by 10% of the voting members; and, prepare an annual budget and a statement of income and expenditures as set forth above. ..."

Being that an outside manager can perform any or all of these duties, it would imply that an agent of the board could assist the Treasurer in the same manner as an outside firm would, as long as the Treasurer and board provides appropriate oversight as outlined in the bylaws Article VII, Section 2b.

**Motion** made by Brian Rabe to appoint Jeff Click as Treasurer of the HOA. Seconded by Don Charnholm. Motion passed unanimously.

**Motion** made by Brian Rabe to appoint Stacey Johnson as an agent of the Board to assist in treasurer duties as delineated by the newly appointed Treasurer. Seconded by Susan Stewart.

Discussion: Would Ms. Johnson be willing to assist in this capacity? Yes as long as the Board makes active attempts to try and find another qualified person, preferably someone who knows quick books and accounting practices. Motion passed unanimously.

The role of Secretary has expanded over the last few years with web site maintenance, newsletters as well as the core duty of minute taking, etc. Brian Rabe recommended that the board should consider setting up an Administration Committee who could assist the Secretary in preparing material and maintaining the web site, clerical items associated with mailings, newsletter content, etc.

Ask for volunteers to take on the position of Secretary was met with silence. Call for nominations invoked a comment that mailings would require someone from USA to send out or cost could be prohibitive. Call for nominations lead to question asking Susan Stewart if she would take this on if supported by an Administrative Committee. The main Secretary duty she can commit to is the

production of minutes after a meeting. Ms. Stewart will need individuals to help with newsletter preparation and mailings.

Action Item: Jeff Click volunteered to do research into the cost of having mailings taken care of by some of the agencies that offer these types of services.

Question raised regarding the possibility of moving to use of email rather than physical mail. Recent legislation was passed that would enable official notifications to be done via email where previously this had to be through hard copy mail. Members will need to volunteer their emails and consent to receiving official notifications through email. This may require getting an amendment to the bylaws and permission must be obtained in writing.

Newsletter should have contributions from multiple sources. They can be used to help provide notices and can be partially informational.

Ms. Stewart requested that before she would agree to be Secretary she would need commitment from others to help with the mailings. Mr. Rabe agreed to help as long as others would take turns. Regarding printing, an inquiry was made if there is budget to have Office Depot help print. There is a cost line item in the budget to support admin. Multiple members agreed to assist.

Suggested that we also move forward with trying to get members to move toward email to save time and money. This needs a formal mailing that is signed and returned. It also needs to be tracked.

Ms. Stewart requested that others help

**Motion** made by Brian Rabe to appoint Susan Stewart as Secretary of the HOA. Seconded by Drew Sawchuk. Motion passed unanimously.

Brian Rabe reiterated that the positions are interim as official appointment must be made after the Annual Membership Meeting which has been postponed to a future date as decided on by the membership on June 19<sup>th</sup>, 2021.

**Agenda item regarding committees** started with reviewing Road Manager and the road committee.

Brett Coffman has offered to take up the position as Road Manager. Bill Burman and Leo Culloo have indicated their interest in being part of the road committee.

**Motion** made by Brian Rabe to appoint Brett Coffman as Road Manager with Bill Burman and Leo Culloo as agents on the road committee. Seconded by Jeff Click. Motion passed unanimously.

Discussion: Has the annual budget been established yet. The proposed budget was sent to the membership. There is no approval of annual budget required. The annual budget needs to be provided to the membership at least 14 days prior to the Annual Membership Meeting and it would take the majority of the members during the meeting to reject it. Reference made to RCW 64.38.025(3).

Chair of any committee does not need to be a Board member though there needs to be at least two board members on any committee and not the majority of board members on any committee (so with a 9 member board there can be up to four board members on any one committee).

Discussion: The road committee needs a second board member. Don Charnholm volunteers.

**Motion** made by Brian Rabe to add Don Charnholm as a member of the road committee, along with Brett Coffman as Road Manager and with Bill Burman and Leo Culloo as agents. Seconded by Drew Sawchuk. Motion passed unanimously.

**Motion** made by Brian Rabe to have Stacey Johnson be retained as chair of the Legal Committee. Seconded by Jeff Click.

Discussion: Stacey agrees to continue in this role for now to complete some processes that are in motion. There may be a point in the future when she would notify the board of her intention to step down. Legal committee members include Brian Rabe and Todd Besaw. Brett Coffman requested to be removed. Jeff Click volunteered to join the committee.

Brian Rabe **amended the motion** to have Stacey Johnson be retained as chair of the Legal Committee with additional members being Brian Rabe, Todd Besaw and Jeff Click. Seconded by Drew Sawchuk. Motion passed unanimously.

Discussion there should be an administrative committee formed to deal with the initial mailing for the AMM reschedule and other information that needs to be distributed.

**Motion** made by Drew Sawchuk to form an initial Administrative Committee for the purposes of assisting the Secretary in providing content for member communications, helping to administer the web site, assist with mailings and aid with any other administrative activities as directed by the Secretary. Members to include Susan Stewart, Drew Sawchuk, Brian Rabe, Allen Jones and Rick Lewis. Seconded by Rick Lewis.

Discussion: The board would like to get other HOA members involved especially those who may have relevant skills for the task. In the interim there is still a need to get mailings out. Drew will work with Stacey to determine how the website works and what skills may be required to maintain. Details were provided regarding what activities are associated and things that need to be done short term. A question was also raised regarding internal controls of financials and what should be done as June month end needs to be closed out. Stacey Johnson and Jeff Click will connect and provide recommendations back to the board.

**Motion** made by Jeff Click to maintain a Financial Committee with Jeff Click, Leo Culloo and Brett Coffman. Seconded by Brian Rabe. Motion passed unanimously.

Discussion: It was agreed that the Voting Ballot committee could be addressed at a future date and time.

Reserve Fund Study committee required to provide an annual statement that has to be published regarding the status of the reserve study and contained within the RCW's. Every three years at a minimum a professional reserve study is required. Recommend study of RCW. Brett Coffman volunteered to be chair.

**Motion** made by Brian Rabe to maintain the Reserve Fund Study committee with Brett Coffman as chair and Drew Sawchuk as a member. Seconded by Rick Lewis. Motion passed unanimously.

**Motion** made by Brian Rabe to maintain the ACC with Todd Besaw as chair and Kim Culloo, Brett Coffman, Rick Lewis and Ryan Man as members. Seconded by Rick Lewis. Motion passed unanimously.

**Agenda item regarding vote count.** Louis Perez and Chris Wood are willing to do second counting though not on a weekend. Will need to follow up to lock down a date. Drew takes the action to follow up with Louis and Chris.

**Motion** made by Drew Sawchuk appoint the Admin committee to take on coordination of the vote count and have Susan nominate someone to be an Officer to oversee and perform the duties required for the vote count and bring that forward to the July 10<sup>th</sup> meeting for ratification. Second by Brian Rabe. Motion passed unanimously.

Reschedule the annual meeting and mailing must be done at least 14 days in advance. August 14<sup>th</sup> would be the preferred date.

**Motion** made by Drew Sawchuk to hold the Annual Membership meeting August 14<sup>th</sup> at 1 pm Pacific. Second by Brian Rabe. Motion passed unanimously.

AMM agenda should stick close to the original agenda with some focus on discussion regarding a committee to look at bylaw amendments. Define a process to review the basic governing documents and involve the membership in the process. Schedule first a hearing and length of time can be governed. Entertain a motion to be responsive to questions and issues. Form a committee and process for people to contribute. Encourage members to come with questions or comments related to forming a committee. Need to understand what the proposed change is, what is the motivation for change, etc.

Brian volunteers will prepare a draft of the AMM agenda and will work with Allen to bring forward a proposal on the bylaw amendment discussion.

**Motion** made by Drew Sawchuk to appoint the Admin committee to propose a draft agenda for the AMM with Brian taking the lead. Second by Brian Rabe. Motion passed unanimously.

**Executive Session** discussion regarding retaining firm of Miller and Chase related to the legal action Mathis verses HOA BOD. **End of Executive Session**

**Motion** made by Drew Sawchuk to retain the firm of Miller and Chase to provide legal advice regarding the Mathis lawsuit. Second by Brian Rabe. Motion passed unanimously.

Discussion we are now in new fiscal year and budget of \$4,000 for legal fees though the budget still needs to be presented at the AMM. Further, there will be a need to conduct the annual audit. The RCW's indicate 67% of votes cast have to agree and only 57% was obtained even though the majority voted to waive. This can be addressed after the AMM.

**Motion** made by Drew Sawchuk to retain Brian Rabe and add Don Charnholm and Jeff Click as signing authority on the HOA accounts. Second by Brian Rabe. Motion passed unanimously.

Meeting adjourned at 5:18 pm.



**Board Meeting Minutes**  
**Nine Mile Ranch Homeowners Association**  
**Board of Directors Meeting**  
**July 10, 2021**

Due to Coronavirus this Board Meeting was held by Zoom

Board Members present: Drew Sawchuk, Brian Rabe, Don Charnholm, Pam Lewis, Brett Coffman, Ryan Man, Susan Stewart, Rick Lewis

HOA members present: Stacey Johnson, Kirk Johnson, Allen Jones, Todd Besaw

Meeting Called to Order at 3:05 PM. Drew Sawchuk presiding.

First Agenda Item. Old Business. A motion from the previous meeting to establish an Administrative Committee was never voted on. **Motion** reentered by Drew Sawchuk to form an Administrative Committee as discussed at the previous meeting. Seconded by Rick Lewis. No additional discussion. Motion passed unanimously.

**Motion** made by Drew Sawchuk to ratify all actions associated with the Admin Committee up to this point. Seconded by Rick Lewis. No discussion. Motion passed unanimously

**Treasurer's Report.** Interim Treasurer Jeff Click was not present for the meeting. Report was presented by previous treasurer and current treasurer agent, Stacey Johnson. The accounts receivable and cash flow report are included as attachments to the minutes. Stacey states that letters will go out after August 1<sup>st</sup> to all owners who may be subject to late fees. Stacey and Jeff Click have met and are conducting turnover. Jeff is in possession of the ballot box with all ballots from the June 19<sup>th</sup> ballot count. Signatures for the bank account turnover have not yet occurred. Cannot happen until the very recently approved minutes from the previous BOD meeting are available to show proof of new positions. (This may have to wait until the first BOD meeting after the AGM when the Board positions are no longer in interim status.) Stacey asked about dissemination of the audio recording CD from the Court hearing of the Summary Judgment. The information is a public record and the BOD made the decision to post the recording on the 9MR website. This was a **motion** to post the recording made by Stacey and seconded by Susan Stewart. Passed unanimously. Drew Sawchuk asked about fines and overdue payments in light of current Covid restrictions. They may still be prohibited or on hold due to the Governor's proclamation. Stacey will check to see what is allowed.

**Road Report** from Brett Coffman. Brett outlined some of the ideologies and methods that the Road Committee will employ. The plan is generally to remove steep slopes on roads where possible, to rebuild road crowns, and to remove larger rocks from the driving surface immediately after raking. Brett recommends owners spend some time after the raking to remove the rocks larger than 3-4 inches. Brett is investigating the availability and cost of a water truck for use prior to raking to allow raking independent of rainfall. Drew recommends we notify owners of benefit of post raking rock removal in an upcoming newsletter or other communication. Don Charnholm noted that washboarding of the

roads occurs after our current contracted operator (Mason) operates the rake. Brett states that this is due to our inability to properly compact the surface after raking. Brett says he will closely supervise the raking to get a better result. Susan Stewart suggested some signage on the roads reminding drivers that speed causes increased wear on the roads and results in more money needed for maintenance. Don asked Brett if he has any analysis on the cost of rolling/compacting vs the cost of more gravel. Brett does have this analysis and will make available to Don. Brett mentions another method that may benefit our roads – the use of a cement treatment to bind together the smaller rocks and fines to help keep them on the driving surface. Brett states that the road committee will be meeting on Monday and that he will be driving all the roads in the near future.

**Motion** made by Drew Sawchuk to re-form the Zoom Committee in preparation for the upcoming Annual Meeting. Drew outlined the function of the committee along with duties and responsibilities. Leland Jay and Corrine Mossman agree to remain on the committee. Ryan Man agrees to join the committee as a second BOD member. Drew is also on this committee. Seconded by Ryan Man. Motion passes unanimously.

**Vote Recount** (second counting). Our vote counting policy requires a second counting of the votes from our recent election. The counters are willing, but only during weekdays. Brian stated that he may be available to monitor the vote count, but only on Fridays. Louis has been hard to contact. Becky from Hometown Pizza is a possible substitute if Louis is unavailable. Drew will contact Chris and Louis (Becky, if necessary) to finalize a time and place for the next counting. This info needs to be sent out with the notice for the Annual Meeting to give all members the opportunity to observe the counting if anyone desires.

**Motion** made by Drew Sawchuk for the next BOD meeting. Since the Annual Meeting is on 14 August, Drew suggested that we have a BOD meeting in late August or early September. The next scheduled meeting is not until Oct 9, which is too far removed from the AMM. Seconded by Rick Lewis. After discussion, 11 Sept, starting at 9AM seemed like the best date for the next meeting. Motion passed unanimously.

Drew Sawchuk stated that the **motion** made via e-mail to send a notice of violation letter to member, Michael Ryan, passed unanimously. The violation involves a gate placed by Michael Ryan across the road that interferes with other owners' access to their property. The gate is a clear violation of the easement as described in the CC&Rs. Todd Besaw asked what date the letter should be mailed, and if the required response date from Michael Ryan should be modified to reflect seven days after mailing. Todd suggested mailing on 13 July with required response by 20 July. Todd stated the ACC will follow up with Michael Ryan after July 20th to see if he agrees to reconciliation. If Michael Ryan still refuses to move the gate, the ACC will notify the BOD and seek guidance. Drew **amended the motion** to reflect a new mailing date and response date. Seconded by Brian Rabe. Motion passed unanimously.

**ACC Report.** ACC Chairman, Todd Besaw, reports that for the year the ACC has received and approved plans for one residence, four outbuildings, four site prep plans, two driveways, and no fences. He knows of no current rental property issues. He mentioned a new issue concerning land companies (HOA owners) that own property and enter in to rent to own contracts with renters who occupy the property. The land companies may not be advising the renters of the CC&Rs, nor is there a method or requirement for them to notify the HOA of these arrangements. Todd asked if the ACC should attempt to follow

these situations. The BOD agreed that the ACC should make this attempt. Todd agreed and also agreed to notify Land Companies of the Board's concern and ask for their cooperation.

**Commercial Enterprise determination.** One of our newly elected BOD members, Ryan Man, has an activity that needed to be evaluated for compliance with our commercial enterprise policy. The following is a quote from an e-mail sent by Ryan on July 4<sup>th</sup>.

*"As a brief summary, my wife and I purchased this land to eventually build a home on which we will be making large steps towards this and next year. However, I also provide data center services and mine cryptocurrencies as a hobby, and have moved those operations to this land.*

*For full transparency, while this is a personal hobby that I started with my best friend years ago and have been doing in my personal home for many years, for tax purposes I do have an LLC for the money generated from this hobby (in 2020 I had a new LLC created in Washington state to run it under). I did not mention it until now only because it seemed to me so clearly within the guidelines of what would be acceptable that it did not occur to me to ask permission. This is my fault, and I accept responsibility here if I am wrong in this judgement.*

*The above being said, I don't consider my business a "commercial enterprise" encumbered under the CCRs for the following reasons:*

*1) I do not conduct "business," period. This is a personal hobby. I do not work with clients, vendors, business partners, investors, etc.*

*2) Only myself and my best friend ever visit my land for the purpose of fixing / maintaining / fiddling with the machines on the lot, and we will be doing so out of personal interest. Any other visitors I may or will have will be purely for the purpose of enjoying the land and town independent of my hobby.*

*3) I do not receive commercial materials on my land, or anywhere. Nothing I have on my land is different than anything you would find in a personal computer in your home. Additionally, I am not storing equipment of any kind. I bring up some materials on an infrequent basis to repair a machine, etc. Further, I do not receive any parts on the land. I currently receive parts at my other address where I spend most of my time.*

*4) I do not conduct business meetings on my land, or ever. I do not have business meetings because I do this for fun, and do not work with anyone besides my friend of 20 years.*

*Additionally, as specified in the "Commercial Enterprise Rule" of the 9MR HOA:*

*More specific 'filtering' of this judgment for acceptable commercial activity would be as follows:*

*a) A business proposed that manufactures a product inside a residential-sized structure.*

*I do not manufacture a product, but my "business" certainly is entirely contained within a \*very\* small structure (a 20'x10' shed), as my neighbors (see Rick Lewis) can attest.*

*b) The noise level generated is the same as or less than any typical residential or recreational activity commensurate with the provisions of the uses in the CCRs.*

*I currently generate almost no audible noise apart from the low hum of the electrical transformer, which can only be heard when close to my driveway on Horse Trail Road. I also plan to move the "operations" further from the road, which will reduce this further.*

*c) The business activity does not impact the wildlife any more than typical residential/recreational activity allowed under the CCRs.*

*There is no impact on wildlife whatsoever. I have video footage to prove this, as I have cameras on all four sides of the shed, and regularly enjoy the videos of the coyotes, deer, hummingbirds, and various other animals I have caught wandering around my property night and day.*

*d) The auto traffic level generated by the business activity is the same or less than typical residential/recreational activity allowed or expected under the CCRs.*

*Again, there have never been more than 3 cars on my property (not including when I was having work done on the land) at once, and there are usually 1 or less cars at a time there. The only people who will ever tinker with this "operation" is myself and my best friend, so at most the "business" will only draw 2 cars to the land.*

*I hope this lays out the situation adequately, and I submit this to you for guidance and approval, in hopes to reduce any problems having this "unapproved" situation on my land may create."*

**Motion** made by Rick Lewis for the BOD to provide Ryan Man a letter of determination that this activity is not a commercial enterprise as defined under the HOA's commercial enterprise rule. Seconded by Brett Coffman. During discussion Ryan further explained these points. Rick Lewis, a close neighbor of Ryan's commented that there is only a very slight audible hum from the transformer outside of Ryan's shed. Pam Lewis asked about heat production from the activity, specifically can it be a fire hazard to the surrounding environment. Ryan stated that his computers do put off heat, but the shed temp has not been over about 120F. Ryan has remote temperature monitoring and the computers will either shut down automatically or they can be shut down remotely in an overheating situation. The shed has a perimeter of up to 100ft of non combustible gravel that would mitigate fire spread. Pam asked if Ryan had liability insurance to cover the cost of damage to neighboring property should his shed cause a fire. Ryan surmised that his insurance policy likely did not cover that liability. Motion passed with 6 yes and one no. (Ryan recused himself from voting.)

**New business.** Drew questioned whether the website should be updated to show the new BOD positions as "interim" until after the first post Annual Meeting BOD meeting. After discussion the BOD agreed the positions should be labeled as "interim" on the website.

**Meeting adjourned** at 4:58PM.

## **Board Meeting Minutes**

### **Nine Mile Ranch Homeowners Association Executive Session Board of Directors Meeting July 18, 2021**

Due to a requirement to respond to an offer to settle from James Mathis in the Mathis Verses HOA lawsuit an Executive Session Board meeting was held by Zoom.

Board members present; Brian Rabe, Don Charnholm, Pam Lewis, Jeff Click, Ryan Man and Drew Sawchuk

HOA members present; Kirk Johnson, Stacey Johnson, Todd Besaw

Meeting called to order at 7:05 pm. Drew Sawchuk presiding as chair and preparing meeting minutes.

Whereas the details of this meeting are part of a potential legal settlement and aspects are covered by attorney client privilege, summary information has been provided to provide transparency to HOA members without compromising settlement negotiations.

Board members were provided details from a legal committee meeting held Friday July 16th, 2021.

Currently, the insurance company is providing attorney support and settlement funding. Board members were made aware that if the Board refused to settle or is unreasonable in their settlement demands, the Insurance Company has the right to withdraw financial support.

If the Board receives unreasonable settlement demands from Mathis or if reasonable HOA settlement responses are refused by Mathis, the Board expects the Insurance Company will be supportive of going to trial.

The Board unanimously agreed on various potential settlement terms/parameters that the Board is willing to have the Insurance attorney bring forward to Mathis at this point.

Meeting adjourned at 8:08 pm.

UNAPPROVED  
ANNUAL MEMBERSHIP MEETING MINUTES  
August 14, 2021

Meeting held by Zoom, Due to Covid

**Attendees:**

**New Board Members** (based on first ballot count): Drew Sawchuk, Jeff Click, Pamela Lewis, Ryan Man, Susan Stewart, Rick Lewis, Brett Coffman, Brian Rabe.

**Past Board Members and Current Committee Members:** Kirk Johnson, Stacey Johnson, Todd Besaw.

**General Members:** Gary Lewis, Larry Knox, Nancy and Rich Merklingshaus, Revecca Kloberdanz, Robbert Curry, Tish Jeter, Vera Novak, Corrinne Mossman, Nicholas Parr, Felicity Rabe, Barbara Maden Sweet (15 minutes only).

Meeting called to order at 1:29 pm.

NOTE: QUORUM NOT MET

Meeting was scheduled as a Zoom meeting due to Covid restrictions (we could not meet requirements of local school and state mandates based on human resources to have an open meeting). Quorum was not achieved for the meeting so no motions could be brought forward to be voted upon.

President: As per Roberts Rules of Order and 9 Mile Ranch Bylaws, this meeting is not a place to discuss personal matters, just the facts alone. Chair is not giving the floor to personal natural or discourteous behavior.

President acknowledged that usually we would approve the last year's AMM minutes, however due to Covid State law, unusual and extreme restrictions, last year's meeting was cancelled, and all required voting issues were accomplished through a membership wide email ballot. The 2019 AMM minutes still need to be approved however in order to do that we need to have a quorum attend the AMM's.

Ballots were counted on June 20, 2021, at American Family restaurant, in Oroville, by independent community members. The official ballot count was posted immediately to the website and has remained there since that time.

President welcomed everyone present and was disappointed to not see more members present.

President acknowledged that we were in interim roles as we were awaiting for second counting of votes. (The count was finalized on August 6, 2021).

An additional Board of Director meeting has been established for September 11, 2021 and at that time the board will be removing the interim titles and those board members will officially fill their roles.

The results of the election are posted on the website – both first and second counting. There were very minor differences with the numbers but, no changes in the outcome.

Summary:

Vote for 5 year annual assessment increase passed.

Vote for 5 year for capital improvements did not pass.

Vote for 5 year assessment rate for required fund items passed.

Vote for 1 time special assessment for the winter sanding facility passed.

Vote for 1 time special assessment against lot 47 division 1 passed.

Voting to waive the audit did not pass.

President offered opportunity for questions regarding the vote count for the 7 elected officials. No questions.

President acknowledged that the budget adopted by the out-going board will hold for this fiscal year.

Allen Jones (lot owner), brought forward a motion and was given the floor to discuss the intentions of updating our bylaws, (our bylaws have not been updated since they were enacted back in the early 1990's.)

Allen Jones (member) brought forward many points about how the bylaws are outdated particularly for example 2018 the management went from the developer to the membership. Allen discussed how we can increase the confidence in the membership by updating our bylaws. Some are mere housekeeping, but some are more important. Some are due to changes in State Law such as requiring a reserve fund and to have board members be only elected, not appointed as currently stated in our bylaws (it should be noted that Nine Mile Ranch HOA has been following State Law). Other changes include items like new forms of communication like email etc. We need the membership to engage in changing these bylaws which could build confidence in the organization.

President acknowledged that there is a need to look at making changes to the bylaws. However, as a result of not having quorum in attendance a vote was not able to be held on Allen's motion.

Stacey Johnson contributed to the conversation stating that this is a big job especially considering that the board is a volunteer board and as such it is a difficult project to accomplish. Mrs. Johnson stated that she consulted with legal counsel and that all of this costs a great deal of money and requires the membership to decide if they want to pursue this. As 9 Mile Ranch has a limited budget we must consider if the membership wants to fund this project currently.

Opinion given by Vera Novak (Member), who was a prior chair on the committee to work on the bylaws, i.e., 'election' rather than 'appointment'. Member said she believes that this can be done. Stacey stated we have been following legal counsel whereby the board has filled position but not appointed them. It has been difficult because we are always balancing lack of quorum for membership voice and thus falling back on simply following State laws.

Allen Jones stated that we can start educating the membership about this need and at least strike a committee to look into what the costs of doing this would be.

Robert Curry (member) agrees that we need to look into what everyone is interested in changing. He has also found that sometimes legal assistants can do the work and therefore save us money.

President acknowledges that we have given the membership a platform for members to discuss the items brought forward.

President reminds the membership that we only have one AMM per year but that at any time the membership can always request another meeting be put in place.

President indicated that the next Board of Directors meeting is scheduled for September 11<sup>th</sup>, 2021.

President makes a **motion** to adjourn. Rick seconds.

Discussion: One 'no' vote may have been a question regarding if the next meeting will be a zoom meeting. President suggests that the meeting be Zoom unless Covid rules change by then. Majority in favor therefore motion passes.

Meeting adjourned 2pm.



Nine Mile Ranch HOA  
PO Box 332 Oroville Washington 98844  
[9mileranchhoa.org/bod@9mileranchhoa.org](http://9mileranchhoa.org/bod@9mileranchhoa.org)

**Nine Mile Ranch HOA meeting minutes for Sept 11, 2021**  
Meeting held via Zoom

Meeting called to order at 09:05am

**Presiding Officer: Drew Sawchuk**

**Board Members Present:** Drew Sawchuk, Susan Stewart, Brett Coffman, Brian Rabe, Don Charnholm, Rick Lewis.

**Absent board members:** Jeff Click, Pam Lewis.

**Public and committee members: present:** Allen Jones, Kirk Johnson, Stacey Johnson, Leo Culloo, Todd Besaw.

(NO MINUTES FROM LAST MEETING AVAILABLE AT TIME OF THIS MEETING)

**Motion** to adopt and approve the Agenda. Motion passes unanimously.

**Agenda:**

1) Confirmation of positions/roles/duties for board members – Drew Sawchuk:

**Motion** for electing Drew as President (Drew)– Brian seconds. Motion passes unanimously.

**Motion** for electing Brian Vice President (Drew), Rick seconds, motion passes unanimously.

**Motion** to elect Jeff Click as Treasurer (Drew). Brian seconds. Motion passes unanimously.

**Motion** to elect Susan Stewart as Secretary (Drew). Rick seconds. Motion passes unanimously.

2) Treasure Audit motion and Tax return – Drew Sawchuk:

**Motion** was put to board by email (Jeff Click) to hire same accounting firm as last year for the audit/tax return. Seconded by Drew and passed unanimously on August 18, 2021.

3) Abandoned vehicle- Drew Sawchuk:

**Motion** to engage lawyer to confirm board of director authority to move or remove vehicles restricting budget to one hour of lawyer time (Rick). Brett seconds. Motion passes unanimously.

**Action:** Todd to write letter to lot owner.

4) Requests for reimbursement – Drew Sawchuk:

**Motion** by Rick to approve reimbursement for \$109.16 to Kirk Johnson. Drew seconds. Motion passes unanimously.

**Motion** by Drew to reimburse Brian for mailing for \$229.88. Seconded by Rick. Motion passes unanimously.

5) Treasurer report on assessments – Jeff Click (Drew Sawchuk as Jeff absent):

Summary of assessment collection, lien filing, and cash report by Stacey Johnson.

**Motion** to amend our current collection fee to reflect current County fees (Drew). Rick seconds. Motion passes unanimously.

**Motion** to move \$3000 from checking to savings account (Drew). Rick seconds. Motion passes unanimously.

6) Road manager report – Brett Coffman.

**Motion** to add ask to the lawyer inquiry (one hour limit) to clarify on the voting result for sanding facility and waving the audit (Brett). Seconded by Brian. Motion passes unanimously.

**Action:** Legal committee will contact lawyer.

**Motion** to start build out Gold Rush cul de sac at a cost to be determined at a later date (Brett). Pending Board approval of budget by Sept 18<sup>th</sup>. Don seconds. Motion passes unanimously.

**Action:** Brett will contact Tim to get budget assessment by Sept 18<sup>th</sup>.

Gravel placement, road clearing report.

7) ACC update and business – Todd Besaw

Acknowledgement of Kim Culloo's contributions to the ACC as she has recently resigned. Board states appreciation to Kim.

Update provided on current ACC business.

**Action:** Drew will follow up to see if he can get an acknowledgment on Todd's email regarding the inquiry on overhead powerlines.

8) Review of Annual Membership meeting discussion regarding developing Amendments to the Bylaws – Drew Sawchuk:

**Motion** have the admin committee draft an enclosure for the News Letter to inform members on the board's intent to form a Bylaw Amendment Committee and ask for members who would like to participate to declare (Drew). Rick seconds. Motion passes unanimously.

9) Admin Committee Special Projects – Brian Rabe:

**Action:** Brian will send out a skeleton task list of the things the Admin Committee needs to deal with for the next years eg, news letters, mailings, etc.

10) HOA News Letter – Susan Stewart:

Susan had to leave the meeting. Drew led the discussion.

**Action:** Drew to create Letter from the President for inclusion in the news letter.

Other content suggested:

- snow plow contact information and details
- information regarding lot owner and HOA BoD accountabilities pertaining to removing of vehicles or other abandoned items

10) New business

**Motion** authorize the legal committee to spend up to \$1000 (approximate special assessment amount collected to date) in attorney consultation pertaining to div 1 lot 47 CCR enforcement (Drew). Rick seconds. Motion passes unanimously.

**Action:** Brett to look into getting quotes on plowing services to bring to the board for approval potentially with a three year horizon.

**Action:** Brett to consult with the road committee to compile and provide to the board a report of expected expenditures, and rough estimates in order to facilitate a discussion and obtain approval to release the budget.

**Motion** appoint Stacey Johnson as an agent to the Treasurer for the HOA in the capacity to help with all Treasurer duties as directed by the Treasurer. (Don) Brian sends. Motion passes unanimously.

**Motion** adjourn meeting (Drew). Brett second. Motion passes unanimously.

Meeting adjourned 11:50am

## Minutes for Nine Mile Ranch Meeting October 9, 2021

Attending board members:

Brett Coffman, Drew Sawchuk, Susan Stewart, Brian Rab, Jeff Click, Don Charnholm, Pam Lewis.

Absent: Ryan Man, Rick Lewis.

Attending Committee members: Todd Besaw, Stacey Johnson, Kirk Johnson, Allen Jones.

Meeting started 9:06am

**Motion** by Drew: Amend the agenda, seconded by Brian. Motion carries.

**Motion** by Drew to adopt the agenda with amendment, seconded by Susan. Motion carries.

Minutes from last meeting were **approved** by email on September 27, 2021.

### **Old Business:**

**Motion** by Rick, seconded by Brian regarding Gold Rush added to legal counsel was approved on October 3<sup>rd</sup>. Brett recused himself from the vote. Motion passed.

**Motion** to elect Don to the role of Treasurer, keeping Stacey in her current role, seconded by Susan. This motion passed on September 30 via email.

Updates on Mathis versus HOA to be placed on the website obtained approval by email on October 27, 2021.

### **Report by Legal Committee on Attorney Consultation (not including executive session items):**

Sanding facility, abandoned vehicle protocols/legalities, Drew's signature.

Sanding facility must go forward.

Unless a vehicle or other obstruction is preventing use of road or needed maintenance, the lot owner must deal with the issue.

The President cannot delegate his signing authority in general. Recommend use of electronic signature and documenting exchanges where approval was provided.

**Action:** Todd will call Lot Owner with abandoned trailer located primarily on easement, partially on road.

### **Update by Todd Besaw regarding abandoned vehicles:**

**Motion** by Drew to contact Lot owner on Silverspur to advise Lot owner that trailer is on easement to request removal, seconded by Jeff. Motion passes.

### **Sanding Facility Update:**

**Action:** Brett to proceed in taking next steps to building sanding facility the membership voted for.

### **Road Management and Expenditure Report:**

No objections for road expenditure for raking/rock.

**Action:** Brett to provide expenditure motion after consolidating – will be done by email.

### **Treasurer Report**

#### **Admin Committee Update**

**Action:** Newsletter out by end of October

#### **Meeting and event schedule:**

Saturday January 22, 2022 board meeting

Sat April 30 2022 board meeting

Prior to end of April, newsletter and ballot info mailed out

Prior to end of May, mail out for solicitation for candidates, ballots, notification of AMM.

Friday June 24<sup>th</sup> vote count

Saturday June 25<sup>th</sup> AMM

Saturday July 16<sup>th</sup> board meeting

Saturday October 1<sup>st</sup> board meeting

#### **New Business:**

**Motion** by Drew to give Leland approval for developing communication with membership by holding extra membership Zoom meetings (without quorum), Brian seconded. Motion passes.

Executive Session:

**Motion** by Drew to close regular board business and move into Executive Session, Brian seconds. Motion passes.

End of Executive Session

**Motion** by Drew to return to regular business meeting, seconded by Jeff. Motion passes.

**Executive Session Motions:**

**Motion** by Drew to ask Miller and Chase to file a lawsuit against Div 1, Lot 47 owners, seconded by Brian. Motion passes.

**Motion** by Drew to have Kirk, as an agent of the board, contact our maintenance leads to consult on what they need for use at the Gold Rush cul de sac and options to present to Don as a rep of the Road Committee, (may require small funding of approximately \$200) seconded by Jeff. Motion passed.

**Motion** by Drew to continue dialogue with attorney up to half hour regarding issues at Gold Rush, seconded by Jeff. Motion passes.

**Motion** by Drew to adjourn meeting, seconded by Jeff. Motion passes.

End of meeting: 12:00pm



## **MINUTES OF SPECIAL MEETING NINE MILE RANCH October 24, 2021**

Meeting called to order at 9:05

Meeting held by Zoom

Attending: Ryan Man, Drew Sawchuk, Susan Stewart, Don Charnholm, Brett Coffman, Pam Lewis, Brian Rabe.

Absent: Rick Lewis, Jeff Click.

Attending Committee Members: Stacey Johnson, Kirk Johnson, Todd Besaw.

**Motion** to adopt the agenda by Drew, seconded by Susan. Motion passes.

### **Abandoned Motorhome Discussion:**

**Motion** by Ryan, seconded by Don to notify the Lot owner (via registered letter) of the towing of the abandoned vehicle on Coral Drive to an impound lot and provide the Lot owner with the towing fee. In case the towing fee is not paid, the lot owner will be fined. Objections: Brian, Susan and Brett (these three thought letter was unnecessary and just to tow as Lot owner had been previously alerted.) Motion passes.

Action by Ryan: Draft and send letter to Lot owner to notify him of board decision.

### **Sand Shed Development:**

Action: Brett will bring equipment down to begin the project.

Action: Legal committee to pull together the legal agreement with the land over for the sanding facility.

**Motion** by Stacey, seconded by Ryan to have HOA attorney review future lease agreement for sanding facility. Motion passes.

### **Update on Newsletter:**

Newsletter has been completed (by Brian) including President's Report, Snowplowing information, ACC reminders, Volunteer requests, Road Reports and notification for informal meetings and emergency contact information. Mailout will begin this week.

**Motion** to adjourn meeting by Drew, seconded by Susan. Motion passes.

Meeting adjourned 10:04

## **MINUTES OF SPECIAL MEETING NINE MILE RANCH HOA BoD November, 11, 2021**

Meeting called to order at 6:10 pm

Meeting held by Zoom

Attending Board Members: Ryan Man, Drew Sawchuk, Rick Lewis, Don Charnholm, Brett Coffman, Pam Lewis, Brian Rabe, Susan Stewart (arrived 7pm).

Absent: Jeff Click.

Attending Committee Members: Stacey Johnson, Kirk Johnson.

Minutes from last meeting on Oct 24, 2021 were **approved** by email on Oct 25, 2021.

### **Abandoned Motor Home Update and next Steps:**

**Motion** by Drew Sawchuk via email Nov 3, 2021 – Provide approval to release of the \$2,500 plus any applicable taxes (if any) to have the Motor Home situated on the easement and roadway on Corral Drive removed and to issue an invoice for the same amount to Mr Huston/Next of Kin (understood to be the current owner of the Motor Home and Lot 13 Owner of Div 6). Seconded by Pam Lewis. Motion passed with unanimous consent on Nov 4, 2021.

**Motion** by Drew Sawchuk – Include a letter with the invoice indicating that the vehicle has been towed and they should contact Thompson Bees towing to recover the vehicle. Seconded by Rick. Motion passed with unanimous consent.

Action by Drew: Work with Stacey to compose a message to be included with the invoice. It will outline potential next steps related to fines and a lean.

### **Road Committee Review Work Done and Proposed Coding:**

Action by Brett: Review Tim Mason invoice to provide advice on what is to be paid to treasure and associate (ie, Stacey) as there was a question regarding the charge for the 4 hour pit run.

Action by Drew: Send to Bod and Treasure associate the list of codes that Brett had provided.

Action by Brett and Don: Review code proposal from Brett to look at standardizing to industry standards and simplification for HOA owners so they know how money is being spent at some point in the future.

**Process, Roles and Exceptions Regarding Road Work, Invoices and Payment:**

Action by Brett: Work with road committee to provide a 2021/2022 sanding plan mid to late Dec and send to BoD for review & ratification for posting on web for Jan.

Action by Brett: Provide BoD with a formal road report for spring work for 2022 to outline proposed work. This will include strategy for spraying and gravel reclamation. Date to be determined.

**Sanding Facility and Contract Review:**

Action by Brett: Provide board information regarding the inflation and other items contributing to budget overrun for review and provide motion to obtain board approval for the overage.

Action Kirk: Provide first draft of the contract to the road committee for review to make sure all features are included as expected prior to it going to legal committee for risk or liability identification/remediation.

**Update on Welcome Web Content:**

Action for board members: Review web content changes and let Drew know if there are any questions, feedback or concerns.

**Legal Committee Update:**

Action by Stacey: Follow up with Andy regarding first draft of letter and distribute to BoD for review.

**Motion** by Drew Sawchuk: Adjourn meeting Seconded by Rick. Motions passed.

Meeting adjourned: 7:50pm