

FOXHALL COMMUNITY ASSOCIATION

ANNUAL MEETING

MINUTES

APRIL 30, 2001

The meeting was called to order at 7:00 p.m. by Association President Mike Zientek. All directors and those signing the attached roster sheets were in attendance.

Previous Annual Meeting Minutes: The minutes of the 2000 Annual Meeting were approved as read; however, Secretary Mike McGee noted several typos that will be corrected.

Treasurer's Report: Under Revenue it was noted that interest income had increased because the bulk of Association funds were transferred to an interest bearing savings account. Dues outstanding have been reduced to \$770.54.

Architectural Control Committee (ACC) Report: Chair Rose Eilts reported that a document outlining ACC policies was prematurely distributed to members in Divisions 3 and 4. A follow up letter explaining that action and rescinding statements made in the document was subsequently sent out. In order to better formulate their policy in any new documents issued, the ACC met with an attorney specializing in Community Association legal matters. He reviewed the Association Articles of Incorporation, Bylaws and Covenants and reported that these documents were satisfactory except for the following:

1. There is no provision for out of compliance Association members to utilize their right of arbitration independent of the Association's administration. Currently, the only means of appeal is through a lawsuit, which is expensive for both the cited member and the Association.
2. The Association has not provided for the assessment of fines against out of compliance Association members. Fines are deterrents used by similar community associations; however, the only recourse Foxhall now has is to sue offenders into compliance, an expensive process. In order to assess fines we would have to change our bylaws. This important issue needs to be addressed because there a few properties with serious problems.

3. Both the ACC, directors, and other officers need to have hold harmless language written into the Association Bylaws. The following resolution to amend the bylaws, which would fulfill this request, was presented to the president:

"RESOLVED that the bylaws of the Foxhall Community Association, a Washington nonprofit corporation, are amended to include the following new language in Article __ thereof, to wit: NEW SECTION: The Association shall defend, indemnify, and hold harmless the officers and directors thereof, and all members of the Architectural Control committee, for all acts undertaken and performed during the course of their duties, *provide that* no such defense, indemnification or obligation to hold harmless shall be available for intentional felonious criminal behavior, or willful and wanton misconduct."

and, therefore, this proposal has been presented to the membership and is eligible for consideration at the Association's next official meeting.

The ACC proposes to meet with the Association directors to draft an appeals process. They also propose that the structuring and assessment process for fines be the topic of a subsequent special membership meeting.

President Zientek presented his own views in opposition to the independent tack taken by the ACC in recent months. He spoke against a line item in the 2001 budget that allowed for payment for legal counsel for that committee. He stated that the Association had a long history of working through its elected boards to resolve problems unearthed by the ACC. He further took the ACC to task for hiring an attorney prior to Association approval of their line item within the proposed budget.

It was moved, seconded, and passed to deliver copies of the Foxhall Covenants and Bylaws to all Association members and to hold the special meeting requested by the ACC.

There then followed an inconclusive discussion re: the ACC's role in the Association with individual members lining up on either side of issues relating to the committee's exceeding its authority and acting too independently. Questions were asked as to where the ACC derived its authority and how its members came to sit on the committee. The issue of line item funding of the ACC was carried forward into the budget discussion.

Old Business: President Zientek reviewed priorities under the 5 Year Plan that was presented last year. This was in line with the previous board's request to establish priorities in the ensuing year for completion of or addition to projects listed in the plan:

The trail between Lot 74 and the detention pond in Division 1 needs reconstruction.

The trail behind Lots 18 and 19, Division 3, should be straightened and confined within Foxhall boundaries.

The water-logged area behind Lot 20, Division 3, needs filling and possibly culverts.

The seasonal stream passing over the trail behind Lot 21, Division 3, needs to be diverted through a culvert with a subsequent fill to raise the trail level and cover the culvert.

The water-logged areas bordering the bog and natural pond behind Lots 30 and 31 in Division 4 need fill and culverts.

Completed projects on Playground 1 include the addition of pea gravel to the area around the Big Toy and repair of the baseball backstop.

The trail corner behind Lots 23,25, and 26 in Division 3 and abutting the neighboring Hollinshead property has been defined by bulldozing and brush removal thanks to member, Jesse Cox.

New Business: President Zientek has appointed Mike McGee to chair an *ad hoc* committee that will review the Association's insurance coverage and investigate our exposure risks under various circumstances. The Board will review the committee's findings and recommendations prior to any meeting with our insurance company. Committee membership has not as yet been filled, and it is open to a limited number of interested members. Members in general are encouraged to address related questions to this committee.

President Zientek referred attending members to the written budget distributed to them. In particular it was explained that the \$6,000 projected for capital improvements to the trails was to cover the items reviewed under Old Business. He also presented the directors' recommendation to formulate plans to cover the Playground 1 basketball court instead of building a separate covered picnic area. This would utilize the court's concrete slab in providing for a multipurpose outdoor covered area in the park. A request for design ideas will be included in the next newsletter; however, the consensus of members' remarks on covering the court was unfavorable.

Treasurer Pendle had remarked during his Treasurer's Report that the proposed budget reflected cost of living increases, a larger request than last year for newsletter costs, and a line item for ACC expenses.

President Zientek reported that more money than provided for may be spent on mowing the playground because of earlier than usual mowing requirements this year. Steve Stentz will be mowing the playgrounds and, probably, the detention pond area in Division 1. Keith Long will mow the trails. However, it was not stated that contracts for these jobs had been let. A request was made from the floor to mow Playground 1 more often, but no motion accompanied this request.

During the discussion of these budget issues it was requested that the \$1,000 set aside for capital improvements to Playground 1 be set aside in favor of the directors' using their discretionary spending authority for this purpose. This was not put to the members for a vote.

A request by President Zientek for a motion to delete the ACC's line item in the budget was not acted upon.

A motion to approve the budget, as amended to remove fencing as an item under capital improvements, was seconded and passed.

A work party for May 5 and, and possibly May 6, 2001 was announced. Filling and raking of ruts and holes will be done on Playground 1, and the trail behind Lots 38, 42, and 43 in Division 1 needs to be cleared of rock and seeded subsequent to its non-approved bulldozing by neighboring Forest Park.

An unanticipated letter from Shannon Morris, owner of Forest Park, was read to the membership. In it she minimized the damage to Foxhall property as a result of the bulldozing activity. She also referred to the criminal trespass and malicious mischief charges brought against her by President Zientek on behalf of the Association. Members and an associate who know Ms. Morris stated that she was willing to discuss voluntarily repairing any damage done to our trail. Those people volunteered to intercede between the two parties. No motion was forthcoming on this offer so it was not put to a vote.

It was moved, seconded, and passed to have the Community Association picnic on Saturday, August 25, 2001.

President Zientek reported that County Commissioner Kevin O'Sullivan had expressed an interest in meeting with Foxhall residents. The commissioner is open to discussing issues confronting our rural development. He will bring along any county administrators including the sheriff to try to resolve any problems presented. An area of common concern to the County and the Association is appropriate access to facilities they own and attendant legal issues.

Larry Rutter spoke to his proposal to allow controlled, unaccompanied equestrian access to Foxhall trails by member invited nonmember guests. He stated that it was unlikely that a change in Foxhall Bylaws was the appropriate action to realize this. However, he was sure that he could never hope to garner the 80% vote to change the covenants to specifically authorize this kind of nonresident access. He maintained that there was nothing now in the covenants that said he and like minded members could not invite guests to use the trails unaccompanied. He hoped that the directors would consider his proposal more seriously than they had to date; otherwise, he would exercise his right to invite nonresident use of the trails under the premise that the Association had no written authority or policing mechanism to stop him. A brief discussion followed. Those not supporting Mr. Rutter made the points that liability exposure would increase dramatically and trespass incidents on private land were inevitable under his proposal. President Zientek stated that the Board had been considering the Rutter proposal and other nonresident access possibilities; however, the first step was to settle issues regarding liability and insurance coverage.

President Zientek announced the probability of his resignation as a director.

Ellen Berg was nominated, seconded, and voted into reserve status for the board's consideration should Mike Zientek resign.

There being no further business to transact, the meeting was adjourned at 9:10 p.m by President Zientek.

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