

Foxhall Community Association Annual Meeting
April 27, 2015 Meeting Minutes
South Bay Elementary School Library
7:00 to 9:00 PM

Agenda **DRAFT**

1. Board and Members Present
2. Ascertain Quorum
3. Approval of the October 21, 2014 Meeting Minutes
4. Annual Financial Report
5. Facilities Report Call for
6. Call for 2015-16 Budget Items from the Membership
7. Topics from the Floor
8. Architectural Control Committee Report
9. Board Elections

Board Members and Changes: Attending were Ron Holeman, Theresa Lowe, and Denise Solveson. Ron Holeman had to leave early. Steven Shaffer, not present, regretfully had to leave the Board due unexpected circumstances in March.

List of attendees: , Sandra Guth, Penny Goode, David and Carol Fleming, Laura Shillam, Jerry Gorum, Burleigh Cubert, Carolyn and Bob Pendleton, Richard Wadley, Merv and Carol Smith, J. R. Bersano, Kit Metland, Steve Miskin, Cheynne Babcock, Commie and David Fleming, Jessica Bradley and Chris Crew, Jack Eckand, Deborah Grace, Dan and Emily Olson, Bert and Lynn Lewis, Nancy Lovriern-Kauffman

Quorum established at 7:10pm

Meeting began at 7:10pm

Review minutes from April 22, 2014 meeting

Minutes: Reading and review of the minutes directly lead members back to rejecting the Board's authority to adopt the Foxhall Budget without approval of members attending the Budget meeting

The Board was accused of not following through to establish another meeting needed to pass a bylaw granting budget approval to residents. It was also stated the Budget ratified by the October meeting as per RCW 64.38.025 was not legal because it was not distributed to the membership prior to the meeting. Other attendees just continued to restate their unwillingness to accept a Board adopted budget.

In response, the Board, the noted the reason for not establishing another meeting was because in doing so it would be helping to facilitate a new bylaw which it must ignore. The attorney opinion on the authority of RCW 64.38.020 requested by meeting attendants supported RCW's requirement the Board adopt the budget. This information was sent to all meeting attendees, addressed in the Newsletter, and posted on the Foxhall website in Legal Documents. In addition Foxhall governing documents allow residents to establish their own meetings.

Attention was also called to the fact that the Board adopted budget for 2014-15 was printed on the inside of the bright yellow October Budget Meeting Announcement. It was assumed the membership would open the announcement. The table had headline notes containing information about the RCW's requirements to vote

None of the actions taken by the board, or costly information provided by the Board at the request of attending resident were being acknowledged. The discussion was unproductive.

Kit Metlen stepped up and motioned the October 2014-15 meeting minutes be passed. It was seconded, and the vote approved the meeting minutes.

Annual Financial Report:

Association Bank Balance April 1, 2015

Savings	\$76,070.51
<u>Checking</u>	<u>\$11,315.22</u>
Total	\$87,385.73

Comparison Total Balances:

2014	\$81,887.
2013	\$73,669.
2012	\$66,792.
2011	\$54,445

Annual dues collected for 2014-2015 Fiscal Year (as of 3/01/15):
\$21,060. from 117 lots. Three lots have not paid for 2014-15 and 2 lots have not paid for seven years; liens are in place. (21,960.) is the full annual resource dues)

There was a question about what projects were in the \$4,450. project line item. Answer was, \$1,500. for front entrance sign replacement, \$700. (constant) for snowplowing, \$250. for meeting signs, and a \$2,000. contingency fund.

Facilities Report: The facilities report discussed the extensive work done on the dike side of the drainage pond this summer and the fence, there are some continuing drainage problems that need to be addressed regarding the inadequacy of water release. The park ditches have been sprayed and moss control applied to the grass.

Possible solutions to dangerous trail crossing by entrance are still in process as time allows. County drainage pipes at the crossing inhibit using any type of fill to level the steep slope. Possible legal easement from county is still to be determined and temporary easement from a resident to cross at a better location is a possibility. Bids for standard projects to be distributed in May/early June.

Call for 2015-16 Budget Items from the Membership: Several projects were requested by the membership, most related to the horses and trails which reflected the membership attending the meeting. These included trail drainage improvements and a possible outdoor riding ring built in Park No. 2. A covered cooking and eating area in the park was suggested, as was a covered community bulletin board at the park. No specifics or costs were provided with the suggestions.

Topics from the floor: David Fleming requested making two bylaw changes at the next meeting. Dictating the content of each change verbatim at the meeting proved to be too time consuming. He promised to send the Board the content of each requested change.

ACC Progress Report: Bob Pendle's annual ACC activity report included approving a barn roof extension, a sun room and a patio.

Elections: The Foxhall Board functions with four or five filled positions. Two positions can be combined. Four residents ran for three vacant Board positions to fill a five-member Board. Bert Lewis, Theresa Lowe and Jerry Gorum were elected to the Board. Jerry Gorum, however, decided he did not want to be on the Board and resigned (excused himself) from his elected position. The new board consists of Ron Holeman, Denise Solveson, Theresa Lowe, and Bert Lewis. The new Board can appoint another member by a majority vote if it is needed (Article IV Sec. 7.)

Meeting adjourned when agenda completed about 8:45 pm

That even though a small minority of lot owners attend meetings, that shouldn't be a consideration in voting, since other people are invited to attend but do not do so.

During the meeting and post-meeting discussions various Board members expressed the following concerns and points:

Budget meetings are historically attended by a small minority of lot owners. Allowing a line-by-line vote on the budget at such a meeting may be unfair because it gives too much influence to small groups of unelected individuals.

In the past, association members have added items to the budget and the Board has later discovered that those items have unexpected costs and other feasibility problems.

The Board has been elected to be responsible for Foxhall business. The Board needs to have significant influence over the budget, since ultimately it is individual Board members who are at risk if the Board fails to do the Association business it is responsible for, such as uphold the covenants and bylaws. Sometimes funds are necessary to deal with issues, and the Board needs to ensure appropriate line item funds are available.

It is the legal opinion of Jay Goldstein that we have been out of compliance with RCW 64.38.025 and the Board is acting on his advice.

The power to reject a budget or recall any member(s) of the board is possible by a majority vote of the lot owners.

Due to early adjournment:

ACC Report - not given

Other Updates - not given.

The following handouts were provided to each member in attendance:

- 1) Budget
- 2) Minutes from April 2014 Foxhall Meeting.
- 3) Agenda for current meeting (Oct 2014) including the text for the following addition to the bylaws:

Addition to Bylaws Section VI Power and Duties of the Directors

To expand the use of association properties, specified as "*...for the benefit of, and to be used by the residents in Foxhall...*" in Article I of the Protective Covenants, to include *accompanied guests*. The use of Foxhall's parks and trails *by residents and accompanied guests* has been officiated by posted Foxhall Community Association signs since the early 1980s. Guests include only family and friends. *Guests* exclude any clients or staff of Foxhall residents operating business activities that may involve use of association properties for profit, in violation of Article III, Section 7 of the Foxhall Community Association Articles of Incorporation. Any organized group activities by Foxhall residents require a pre-approved majority vote of the Foxhall Board of Directors.