



**Foxhall Community Association
Board Meeting
May 2, 2019
South Bay Fire Department**

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| Board Members Present: Robert Jackson – President Don Noyes – Treasurer Judith M. Anderson Greg Darnell | Guests: Steve Hewitt Deanna Jackson Kit Metlen Monica and James Dunn Rose Eilts Denise Solveson Theresa Lowe Donna Bosshard Gary E. Johnston |
| Board Members Absent: Andrew Kolibas | |

President Robert Jackson called the meeting to order at 7:02 p.m.

President Jackson noted the Board will conduct their business and take questions at the end.

Board introduced themselves to those in attendance.

Minutes from April 7, 2019 Meeting

Don Noyes provided a record of the meeting to Robert Jackson. It was noted that they were more of a transcript off the recording and needed to be reformatted into minutes.

Minutes from April 23, 2019 Meeting

Robert Jackson read the minutes, drafted by former Board member Bert Lewis, of the April 23, 2019 meeting.

DECISION: Greg Darnell moved to approve the minutes, Seconded by Judith Anderson. Unanimously passed as approved.

Position Assignments

Robert Jackson opened up the discussion between Board members on positions they would like to take on. Greg would like to be the member-at-large or facilities, Robert noted that he would be happy to be President for another year or be placed where needed. Judith would like to be

the secretary and noted she would like to fill the remaining term of Keith Long (1 year). Don Noyes noted that he would be happy to stay the treasurer for another year or wherever needed. Andrew Kolibas had noted, in an e-mail, that he would like to be Vice-President.

Each member of the Board was asked to leave the room one at a time allowing the remaining Board members to discuss the position.

Official 2019-2020 Foxhall HOA Officers – Election results

Robert Jackson – President
Andrew Kolibas – Vice-President
Don Noyes – Treasurer
Judith Anderson – Secretary
Greg Darnell – Member-at-Large -Facilities

Changes to Bank Account, Keys and Outside Contacts

Don Noyes noted that all the Board members need to go to Heritage Bank to officially sign for access to the account. Robert asked why all members needed to be on the account. Don Noyes noted that historically all the members signed and he feels this would be a good process to maintain. If there were an emergency and Don was not available, they could access the account.

Task: Don Noyes to contact Heritage Bank that individuals will be coming in to sign the document.

Don Noyes requested the new Secretary go to the post office for a set of keys. He has the other set.

Task: Judith Anderson to secure key to the PO Box.

Secretary needs to have a listing of all the outside contacts previously held by former Board members. Attorney = Mr. Hoss. Contracts that have been signed etc.

Task: Judith will contact Bert Lewis to get a list of all outside contacts and their contact information. Greg has requests of Bert so he and Judith will coordinate a meeting with him.

Board Meeting – Reschedule

Andrew had provided his 2019/2020 work schedule. The Board reviewed the dates currently posted and noted they need to move the July, September and November meeting.

Task: Greg will work with the South Bay Fire Department to determine if the room is available on July 2, September 3, November 5, 2019. The rest of the schedule stands.

Budget

Don Noyes distributed a draft of the budget cover letter, RCW and the budget for the Board members to review. He would like approval to mail the document out to the membership as soon as possible to meet the RCW requirements for having a budget meeting on June 6, 2019. The requirement states that the budget must be before the membership 14 to 50 days prior to the budget meeting where the membership will ratify the budget. There have been no changes to the budget that was presented and ratified by the membership back in February. This process and subsequent membership meeting are to be in compliance with the RCW.

Discussion focused on making sure this timeline is in accordance with the RCW. Don Noyes assured the Board that it will be in accordance with the RCW. His plan is to immediately start the process on the next Foxhall budget which will allow the Board to solicit input from membership. Greg suggested also including a survey but the majority of Board members felt that focusing on the budget and getting it on track with the RCW was the priority. A survey could happen later. Greg Darnell had a copy of the budget that was ratified back in February and confirmed there were no changes to it.

Greg Darnell asked that all items to be reviewed be given to Board members prior to each meeting. Receiving information at the meeting does not provide enough time for Board members to review and research the item. Agreed by Board members.

DECISION: Don moved to approve the budget, budget memo and packet. Judith Seconded. Approved unanimously. Budget approved by Board a second time, ready for ratification by membership. Packet approved for dissemination. This satisfied the concerns voiced by members present at the meeting.

Task: Don to work with Carolyn to finalize packet and mail it on 5/3/19.

Bylaw update

Discussion focused on the need to update the Bylaws to reflect the dues increase. Since it was a Bylaw amendment it needed to go before the membership and the thought was to also send out the amendments with the budget packet.

NOTE: The Board later confirmed that the change to the Bylaw had already been approved on 10/30/2018.

Task: Judith will update the Bylaws and have them posted on the website.

The Board discussed the last Board meeting when the dues were increased to \$300. There were several increase ranges proposed to the membership and they approved the \$300. Though costs are rising this is the amount ratified by the membership.

Don Noyes handed out information on McCaffery Reserve Consulting. The company conducts reserve studies. He would like permission to approach McCaffrey to gather information on what they do and how much a study would cost. He feels Foxhall would benefit from a professional assessment of the risks we are facing over the next 30 years (i.e. retention pond, parks, front area, etc.). Don feels having information from the reserve study would provide the current and future Boards specific areas of risk. It isn't required but is recommended.

There were questions regarding unforeseen mandates such as audit requirements and legal requirements and if it might need a Bylaw change. The Board agreed to have Don contact the company to gather more information for later discussion.

Task: Don Noyes to gather information from McCaffery Reserve Consultation and provide that information to the Board at a later date.

Foreclosure Language

Don Noyes distributed suggested language changes to the existing covenants regarding foreclosures. It is something he has been working on since coming on the Board and doesn't want it to be forgotten. He believes his proposed changes to the covenants will strengthen Foxhalls right to recouping assessments. Currently, if a bank takes ownership they do not need to abide or pay any assessments.

There is concern by several Board members about covenant changes and if it is necessary. Are there enough of these foreclosures to warrant the change? The difficulty in covenant changes, the impact covenant changes can have on other areas were also concerns. Making sure the membership receives accurate information (pros and cons). Having the language vetted by an attorney. There were many issues to consider and explore.

The Board needs time to review the proposed changes and discuss the pros and cons before making any decisions.

DECISION: Tabled until a later date.

There was a secondary conversation regarding the need for an attorney or doing some research on other attorneys to utilize in the future.

DECISION: Tabled until a later date.

Easements

Tabled due to time constraints.

Committees

Tabled due to time constraints.

Facebook Organization Page

Greg Darnell brought forward a proposal to create a Facebook page which is different than a Facebook group. The Facebook page would link to any Facebook group and disseminate information only. Information would pop-up on the group site with reminders about Board meetings, picnics or special event etc. It is another way for the Board to inform the membership. The Facebook page would not take comments like groups do. Information only. There would be no cost. This would not replace mailings it only provides another way to disseminate information.

Task: Greg will develop a mock-up of how it will work and provide a demonstration at the next Board meeting

Standing Board Rules

Robert didn't think there needed to be anything formal other than respectful actions within the Board and during regular Board meetings and Annual Meetings. Ms. Anderson worked on a respectful workplace document for the agency she works for. She will provide the quick rules her agency follows when conducting meetings. They come from NOAA

Task: Judith to provide information to Board members to review.

Private Recordings of the Board Meetings

The Board meetings are public and members are free to record them if they wish. The Board also records the meetings.

DECISION: No further action needed at this time.

Other Business

The previous Board began researching the repair of the tire swing. There was discussion regarding possible ways to repair since the company the Board purchased it from is no longer in existence.

Task: Greg will talk with Bert to determine what has been done so far, and begin to research repair options.

Mr. Kit Metlen suggested that due to the high risk of fires this year that perhaps the Board could have a South Bay firefighter do a brief fire safety informational program at the June meeting.

Task: Greg will contact members of the Trail Committee. Andrew is also a fire fighter and may be able to do this for us.

Greg Darnell asked for an Executive Session to discuss issues deemed sensitive. Members in the audience left the room at 8:30 p.m. Regular Board meeting resumed at 8:40 p.m.

DECISION: Don moved that he will contact the homeowners and let the Board know the outcome. Greg seconded. Unanimously passed.

Task: Don Noyes will contact homeowners as soon as possible.

Meeting adjourned at 8:42 p.m.

Question and Answer from Membership in attendance

Reminder to go online to Secretary of State's Office to change corporation.

Minutes from the last meeting were not read and there were important discussions regarding easements. As noted earlier in the meeting the minutes that were received were not in format acceptable as minutes. The Board will create minutes from the transcript provided.

Agenda – The Board requested that we standardize the agenda that includes unfinished business. This will help the Board keep track of tasks to be completed. Agendas will be available to members in attendance.

Insurance coverage was mentioned. Robert believes the letter received from the insurance company the Foxhall uses was adequate. Greg has researched international standards regarding playground which usually include trails. Still need clarification to settle.

Task: Robert and Don will discuss this further.

Suggestion was made to create a Foxhall Newsletter as a way for the community to stay informed. This was done several years ago. Other members felt the new Facebook page was the new newsletter since many of the new members were geared toward online communication. Mailings would remain however. The Board will continue to research the various modalities for communication.

8:55 p.m. close comment period.

Respectfully submitted by
Judith M. Anderson, Foxhall HOA Secretary

Approved June 6, 2019