

Lacamas Shores Homeowners' Association
Board of Directors' Meeting
Minutes

Draft2

Date and Time: Monday, August 22, 2016 at approximately 7:05 PM

Type of Meeting: Regular Monthly Meeting

Location: Parker Road Fire Station, Camas, WA

Participants: Matt McCants (President), Tom Kelly (Vice President and ALCC Liaison), Charlene DeJong (Treasurer), Marie Tabata-Callerame (Secretary), Steve Marrinan (City Liaison), Ron Boyce, Steve Nelson.

Absent: None

Audience: Richard Arnold, Cindi Marrinan, Kelly Green, Kathleen Cantrell Price, Robert Price, Steve Bang, Patrick Lambert, Rich Geenty, Elaine Foster, Dan Foster. Later arrivals - Jason DeJong, Crawford Tuttle, Frank Haylett.

The President Matt McCants called the meeting to order at approximately 7:05pm, **called roll** and confirmed a quorum. **Proof of Notice** was stated as by email to the Board members, emailed to homeowners, and posted on the website and Nextdoor.com. While the purpose of the meeting is to conduct Board business and there was a full agenda, comments are accepted on agenda items from Homeowners.

Approval of the Minutes – The second draft of minutes for the Board's June 11th meeting with City Administrator Peter Capell and City Manager Robert Maul was discussed and tabled. Steve Marrinan (co-City Liaison) indicated that the City had an issue with some part of it but did not elaborate. He stated that the City does not believe the minutes to be accurate and suggested that it would be best to contact Pete and Robert for clarification. Marie explained that the City has had the first draft in their possession for over two months and had not responded negatively. Steve M moved to table the minutes, the motion passed by a vote of 4 to 3 (Ayes – Matt, Tom, Ron, Nays – Char, Marie, Steve and Steve). Approval was tabled for further clarification. [See the last page for subsequent approval]. Ron moved to approve the Draft minutes of the July 25, 2014 regular Board Meeting. The motion was seconded and passed unanimously (4-0 due to prior absences). Marie apologized and preferred to get the minutes done in a more timely manner.

REPORT OF OFFICERS:

President's Report – Matt had nothing to report.

Treasurer's Report – Matt stated that he placed the **June financials** in the dropbox and Char was fine with them. Marie moved to approve the June Financials. The motion was seconded and passed unanimously. The **July financials** have not been provided yet and Char had

nothing to report. There was nothing expected to be out of the ordinary, mainly picnic expenses.

REPORT OF COMMITTEES:

Architectural and Landscape Control Committee (ALCC) – Running as usual.

Per the last board meeting, Tom obtained a couple of bids regarding a **possibly diseased tree in Meadowlands Park** ranging from \$2500-3000 to address. The suggestion was to monitor three specific trees and have an annual inspection, which is free. The trees are approximately 150-200 feet tall. The main tree in question needs to come down but it is a matter of when. The second tree is fine. The third tree has two 30-50 foot tops that may need to be tied together. Stated that they should look at the root structure during a storm to pinpoint movement. [The two arborists are Jack Toio at K.Js Tree Care___ (971) 706-3497 and Chris Ritschard at City Wide Tree Service, (503) 79-5087]

Watrous Patio Overhang – The request to this preapproved project is to change the pitch due to an upstairs window limiting the roof pitch from a 3-12 pitch to a very flat 2-12 pitch (length over run), which is not recommended for tile roofing systems. This is a contractor’s issue. The ALCC has forwarded this question to the Board for determination. It was noted that while metal roofing are not listed in the CC&Rs, the Board has the authority to approve “other materials as approved” for roofing and has (glass, copper, etc). Possible solutions are a waterproof membrane, lowering the roof, etc. It was noted that this issue could be addressed via email if necessary to avoid delay. The Board mentioned the possibility of setting a precedent. Marie moved to ask for a revised drawing and know the specific material. The motion was seconded and passed unanimously.). The board discussed and agreed that they need a revised drawing before an actual vote would be taken, as there is nothing specific for them to approve, calling for too much speculation.

Members Communications Committee – The Committee had two meetings and plans to provide the Board with a draft survey for approval. They discussed the various media used to communication with members. The second meeting they concentrated on creating a Members Survey. Casey Watrous offered to be the new members. Matt asked about the costs. \$119-140 annually for webhosting and domain names. It was noted that the HOA had previously paid for domain names in the past. Our accountant has records showing \$1417.89 paid for domain and webhosting since 2003. This includes prepayments for the old domain names through the year 2020. We do not have access to those domains.

Marie explained that anyone attempting to google “Lacamas Shores HOA” gets taken to the old websites instead of ours. Our old domains have a well-established history and are polling higher than our current domains. Marie stated that she gets questions at least weekly from Homeowners who are trying to get in touch with the Board and/or are otherwise confused due to the other website. Therefore, the HOA has had to pay for search engine optimization because we are not coming up on the first few google/bing pages. It was stated that it would be helpful if the Board would be given access to those domains.

The owner of our current domains is “Lacamas Shores HOA”. The Board agreed it would be best to move our web hosting account onto an account owned by Lacamas Shores HOA (it is

Draft 2

currently on a personal account). That would require a credit card – it was noted that a prepaid card would be best.

See Committee Meeting Notes for 8/18/2016 and 8/___/2016.

Internal Audit Committee – Kathleen Price presented the status of the Committee for she and Gary Henderson who was traveling. See the attached August 22, 2016 Report in memo form from the Committee. They wanted to make sure they had a valid starting and ending point. They need the current depreciation schedule and have asked Char for a copy of the 2014 audit report and findings and Reserve Study.

Kathleen noted that the charter states the Committee is to take “. . . all the steps taken in a certified audit.” That is quite extensive and requires letters to vendors, banks etc. so that the records are not from the accountant but the original source. The Committee will not be going to that extent unless otherwise directed by the Board, but may be doing a random spot check. There was discussion and it was determined that the audit is to be conducted outside of the Board so the Committee should make that determination. Steve M asked why we are doing an audit when we paid for an audit last year for the 2014 fiscal year. Matt clarified that state law requires that we conduct an audit annually and that this year we are doing an internal audit based on the vote taken at the Annual Homeowners Meeting.

Rich Geenty indicated an interest in helping with the audit. Matt moved to add Rich Geenty to the Committee. The motion was seconded and passed unanimously.

Common Area Land Use Committee (“CALU”) – Tom stated that CALU Committee met and had a great turn out. The CALU provided a list of projects that they are tackling (see attached report). It was noted that everyone who volunteered to be on the CALU was appointed, and they all attended the meeting other than a few Board Members. They decided to focus on a couple of projects.

Improvement to the Leadbetter Entrance – Issues to address were the ability to view the “Lacamas Shores” signage, lighting and the view of Lacamas Lake from the road. Steve M stated that previously Board members talked to the homeowners owning the lot with the trees that are blocking the view, but discussions “went south”. The concern was people parking on the road and looking at the view but also into their home. Matt suggested that the CALU create a plan that the Board can approve and noted that there is money in the Reserve Fund for entrance improvements, etc. Fall is the best time to do these things. Linda Harnish noted that there are two other entrances and that the Michaelbrook entrance has never been addressed for signage. It poses a challenge because that entrance is also an entrance for the Lake Hills entrance. Steve Bang said he was look into possible locations. Matt noted that the Lacamas Drive Entrance has no sign and the median gets damaged by large trucks periodically.

Improvement to the Meadowlands Park Picnic Area - The area seemd underutilized, the grills seem to be a reoccurring issue and the area looks overgrown. Since the CALU meeting, Ron received approval from Anita Ashton, City Engineer with the City of Camas, for maintenances activities in both the picnic and swale areas. She noted that she had been there recently and

Draft 2

stated that the grass in the swale needed to be mowed down. Steve N noted that would defeat the purpose of the swale. The CALU will put together a plan.

Creating Guidelines for Homeowners Adjacent to Common Areas – The CALU would like to create guide for Homeowners that take care of HOA property to ensure a win-win for all. This is a project for further down the road.

Steve Bang was appointed the Committee Chairman and he was thanked for taking the position.

The CALU asked to be included in the RFP process, per Eric Hoff's suggestion. The Board agreed.

Bylaws Update Committee – The Committee met and is working on their recommendations. They will meet again next month and expect to have a recommendation for the Board within two months.

OLD BUSINESS:

Boat Ramp Maintenance – Steve M had no information since the June Board meeting, but said he would reach out to Dirk Swanson. Rich Geenty had given Dirk his contact information but has not received a call back. Steve M will call Dirk tomorrow. Gecho was planning to ask the City for approval to move the rocks but received no answer. Ron stated that Ultrablock does not have the panels as discussed (10'x4'x12"). At this time, there is no solution presented. We did post signs about the problem yet people are still powerloading.

Discussion ensued (both Board and audience) about the timeline, possible solutions, and next steps. The contribution of shoreline erosion on the boat ramp sliding was mentioned and that the lake level drops in the third or fourth week of September. The HOA should request a permit, but must first have a plan. To make this deadline, quotes must be obtained soon.

Dan Foster suggested an RFP. Crawford Tuttle suggested a performance standard be used instead of an engineering standard. Matt stated that the problem is that we want something done but the Board only has finite resources to do something. If no one takes ownership, it will not be done. Crawford Tuttle, Dan Foster, and Rich Geenty agreed to work on an RFP for the boat ramp repair. Marie offered to send them a sample form to use. Matt thanked them for volunteering. The Board agreed that they will approve the RFP by email.

Traffic Committee Status – No update provided. Marie stated that Casey was waiting for Steve M to contact him to talk to the City. Steve M said he was waiting for Casey. Steve M said he will call Casey.

Common Area Jurisdiction RFP/RFQ Update – Matt has sent the RFP out to 6 different firms: Berger Abam, Normando, Herrera, McConnaughey, PPS Environmental and The Resource Group. Some suggestions for changes were received. The submission deadline is September 1st.

Draft#2

Common Area Planting Plan for Behind the Gecho Property – At the last meeting, it was determined that Peter Gecho was going to give us a revised plan with trees that will not get taller and are deciduous and will look better in the winter. His suggestion was Alaskan Cedars, though they sounded pretty tall (40 meters). He has not yet resubmitted a new plan.

Shoreline Erosion Prevention Project – At the last meeting, the Board voted to approve a statement to the City. Marie drafted it and will forward it to the Board.

NEW BUSINESS:

Complaint Form – We don't have good way for neighbors to file complaints. Marie drafted a Complaint Form Homeowners to fill out when they would like to complain about another lot or common area. We needed a tracking mechanism for those. The form was still in draft form and based on three separate forms from other HOAs. Marie will send it to the ALCC to comment on it.

Marie also noted that she was creating **a draft compliance letter** to be sent in cases where Homeowners are blatantly violating both the letter AND spirit of the CC&Rs. Steve M made some suggestions. The Board agreed to send the form letter to the ALCC for comment.

Heritage Trail Beautification Project (not an HOA project) – Steve Bang met today with the City and the Boys Scouts of Camas (Troop 565), who are now taking over this Conservancy Zone project. The City needed approval from the Board for access and a dumpster (paid for by the City) on the premises. Tom moved to provide the City access and permission to place a dumpster on the premises. The motion was seconded and passed unanimously. There was discussion regarding the use and operation of our chipper for dead trees and/or blackberries. The Board agreed that another avenue should be investigated.

Matt stated that new business was concluded, that we would take a short break and reconvene, and thanked everyone for coming at approximately 8:45pm. All audience members left.

EXECUTIVE SESSION

The Board adjourned to an **Executive Session** at approximately 8:53pm in order to discuss complaints regarding properties, ethics complaints, Ontkean litigation update, and stolen domain names. The Board returned from Executive Session to the Regular Session at approximately 9:27pm.

Matt moved to follow the recommendations of our attorney on the **Ontkean case**. The motion was seconded and passed unanimously.

Tom moved to approve the Executive Session **Minutes** from July 25, 2016. The motion was seconded and passed unanimously.

Steve M presented **a resignation statement** that he read into the minutes. It quoted from the Washington State Nonprofit Handbook previously provided to them by Marie:

“Pursuant to the fiduciary duty called the duty of loyalty, a director of a nonprofit corporation is required to put the interests of the corporation before his or her personal interests. A conflict of interest policy adopted by the board of directors serves to put in place procedures that will prevent a director with a conflict of interest from personally benefiting from a decision that he or she would make or participate in making.”

And:

“A director must act with the best interest of the corporation in mind, and not for his or her own personal benefit or the benefit of another person or organization. Conflicts of interest, or potential conflicts of interest, should be avoided. In the event that a conflict of interest is unavoidable, the conflict should be disclosed to the board and the director with the conflict should abstain from the discussion and the vote.”

As Board members in good standing, we have felt that it has been our duty to act professionally and to support the interests of the majority membership of the HOA. We no longer feel that the board majority (4) is adhering to those basic and founding principles. We are also concerned that their continued actions may lead to litigation. We can no longer in good faith be associated with this board and are resigning our positions immediately. Charlene DeJong, Steve Marrinan, and Steve Nelson.

Matt then asked the three resigning members if the Board should be expecting them to file legal proceedings. Steve M stated that he would never sue the neighborhood. When asked what actions they were worried about resulting in potential litigation, they provided no details. Steve M stated that he felt the three resigning Board members no longer had a vote. Marie asked to discuss it but they declined. The three presiding Board members were thanked for their service and then left the room. The Board took a quick break.

Marie moved to accept the resignations of all three resigning Board members. The motion was seconded and passed unanimously. (4-0)

Matt moved that Ron Boyce be appointed interim Treasurer for the HOA until he can be replaced. The motion was seconded and passed unanimously.

Matt moved to approve the **Minutes** from June 11th meeting with the City. It was noted that if the City wanted changes, the Board could then amend the minutes accordingly. The motion was seconded and passed unanimously. Marie will send those minutes to the City for their information and clarification.

It was determined that the Board should email out a notice that there were **three openings for Board positions**, two ending in 2017 and one ending in 2018.

Marie moved to **adjourn the Board Meeting** at approximately 9:42p.m. The motion was seconded and passed unanimously.

Draft2

Marie Tabata-Callerame, Secretary

Date

Matthew McCants
President

Date

Tom Kelly
Vice President/ALCC Liaison

Date

Charlene DeJong
Treasurer

Date

Ronald Boyce
At-Large

Date

Stephen Marrinan
At-Large/City Liaison

Date

Stephen Nelson
At-Large

Date