Kahler Glen Community Association

Board Meeting Minutes

13 April 2013 – 8:00 a.m., by teleconference

The meeting was **called to order** at 8:00 a.m. by President Michael Wandell.

Board members also **present** were: Carol Billesbach, John Greiner, Nancy Miller, Carol Pierce, and Glenn Week as representative of Kahler Glen Resort. (Dave Reynolds and Jim Farmer arrived later in the meeting. Glenn Week left the meeting early and John Bennett assumed his authority.)

Also present was Bill Miller.

Mike Wandell declared that a **quorum** was present.

**Minutes**. Carol B moved that the March minutes be approved as distributed. Nancy seconded. Motion passed unanimously.

**Communications**. Carol P reported that no communications were received. A letter was sent by both e-mail and US mail to the owners of the avalanche lot; no response was received.

**Infrastructure**. John G reported that

* Resort staff will finish the trenching project on Hole #11
* Spring walkaround still needs to be scheduled
* All septic tanks and fields are functioning, except
  + Pump on A needs replacement
  + Float tree in C needs rebuilding
* Regarding emergency generators for septic pumps during a power outage, John G volunteered to get details regarding project cost, P.U.D. interface and other details regarding practicality and need.

Glenn estimated 6 hours of additional work to complete the trenching project at a cost of $1000 or perhaps less. Mike asked if there was objection to allowing $1000 plus $100 for electrical connection to complete the project. No objections: passed by consensus.

Nancy asked about plans to insure that the pipe in the same location would be reinforced to prevent continuation of history of breakage. Glenn answered that changing the groomer trail would be sufficient.

Carol Billesbach inquired if we have an extra pump for septic. John G replied that both pumps on A system need replacement, which will be accomplished by Mike Britt and Beaver Valley Electric at a cost of about $1000. Glenn reported that he had purchased one pump for $380 which is available right now.

The Board walk-about to inspect infrastructure was scheduled for May 11 at 9 a.m.; it will be limited to Board-members-only to avoid interfering with any golfers. Glenn agreed that the Resort will provide golf carts to make time use more efficient.

Topic of responsibility for gopher control was discussed. Glenn reported that the CA had been billed in previous years, but had refused the bill. Various amounts and divisions of cost were discussed, using contrasting analogies of noxious weeds (owner responsible) or mosquito control (50% resort, 50% CA). The importance of a specific dollar amount and budget control of the project was discussed. Carol P suggested an annual budget line, with the cost split based on acreage. Glenn recommended a 50-50 split. Carol P moved that $500 be allocated for gopher control project. Nancy seconded Carol’s motion. Glenn suggested that a resident become an overseer of this project. Mike said that the Board needs to act to authorize an expenditure and that a community member cannot act in this capacity. Carol P amended her motion to read $1000.

Dave Reynolds announced his presence to the meeting.

Dave R pointed out that there is $1000 available in the current landscaping budget; Carol P withdrew her motion. John G said that specifics of time and materials would have to be presented if additional money were requested, as a prudent business practice. Without objection from the board, Mike reinstated Carol P’s motion that $500 be allocated from the current budget for the gopher control project. Motion passed unanimously.

Carol P will put a notice that gopher control may involve activities on private property in the note to homeowners.

Dave Reynolds reported no update on water.

Carol B clarified that there would be no major road project this year. Regarding the patching project report requested previously, Glenn and Carol B will meet to inspect the road and report to the Board.

**Treasurer’s Report**:

Jim Farmer announced his presence to the meeting. Jim indicated that he will submit his treasurer’s report later electronically.

Dave R moved that $50,000 be transferred from operating/cash management account to the reserves account. Nancy seconded. Motion passed unanimously.

Dave moved to make the reserves account a 2-signature account, requiring two of the authorized signers to transfer out of that account. Several people seconded. Motion passed unanimously.

Jim Farmer moved that we adopt the draft budget as completed at the Wed., April 10 board meeting.

John Bennett announced that the KGGSR Board had decided to replace Glenn Week with himself as representative of the KGGSR on the CA board.

John advocated delaying voting on the budget pending further discussions re the service contract.

Discussion followed concerning whether to pay on a time-and-material basis, or 1/12 monthly increments. Mike W pointed out that 1/12 monthly schedule was a deviation from the service contract. Jim Farmer advocated a 1/12 format, because it cost no more and provided a benefit to the Resort and the community. Dave added that the draft budget figures were taken directly from the service agreement, which used time-and-materials. John G added that he had conferred with Kevin Ostic and Larry Olson re mosquito spraying and winter services, and, based on their agreement, was surprised when 1/12 payments commenced; problem with 1/12 plan is inability to track each expenditure category until year’s end. Carol recalled that 1/12 payments were an accommodation to the Resort’s cash flow issue, and expressed that this was likely a similar situation.

Carol Pierce moved that CA continue to pay the Resort in 1/12 increments of the expired service contract for the coming financial year.  Jim Farmer seconded.

Dave R moved to substitute a motion that the CA prepay the set fees for the months of May, June, and July to the Resort immediately, then skip those payments during those months, maintaining all other payments as usual.  Nancy seconded. Discussion followed. Vote to substitute was yes 4 (Reynolds, Wandell, Billesbach, and Miller), no 4 (Greiner, Farmer, Week, Pierce).  Substitution failed for lack of a majority.

Nancy moved to amend the motion to add that if there were a purchase of golf course land according to Plan B, or any other Resort purchase, by the CA, the prepaid fees would be deducted from the purchase price.  Dave seconded.  Vote was 4 in support (Miller, Wandell, Reynolds, Billesbach), 3 against (Greiner, Farmer, Pierce) , 1 abstention (Week), so motion to amend passed.

On the original motion as amended (that the payments be in 1/12 increments, but that the fees paid in advance of service be deducted from any subsequent sales price), the vote was 7 in favor (Wandell, Billesbach, Pierce, Farmer, Miller, Week, Greiner) , 1 against (Reynolds), so the motion passed.

Mike announced that, given the pressure of time, we would move to New Business. Other agenda items would be passed to the next Board meeting.

Glenn Week passed his authority to John Bennett. Mike thanked Glenn for his service on the Board, and John Bennett thanked Glenn for his willingness to help and his service on the Board. Glenn left the meeting.

**New Business**: Mike invited a terse report on the LLC investor meeting. Nancy gave a summary. Carol P supplied a summary of the Resort’s proposed Motion One.

Mike listed Greiner, Reynolds, and Miller as returning to the board. Wandell will run again. Farmer will run again. Carol B will not stand for re-election. Carol P will run again.

Carol P described that she will organize the proxy forms and ballots as last year; she will send a newsletter to the community describing the meeting, urging volunteers, and requesting proxies from those not in attendance. Jim Farmer suggested an alteration to the voting method, allowing votes of yes, no, and abstain. John Bennett described a voting method including a vote of withhold. Discussion followed. No change was moved.

Mike led a review of the annual meeting agenda.

John G said that since the Resort will be proposing changes to the by-laws, the motions should go to the membership in the mailer. Carol P asked that those motions be sent to her immediately. John B offered to send them by Tuesday morning.

Mike announced that he had run for and been elected to the Resort Board, and then withdrew his name as a method of building harmony.

Dave R called a point of order and asked if the meeting had voted to adopt the budget. Members did not agree over what had happened. Carol P pointed out that the described vote was to approve her motion. Nancy described several motions and votes. Carol clarified and corrected the understanding of the content of the motions.

As a prudent measure, Jim Farmer moved to approve the draft budget. Dave Reynolds seconded. Motion passed unanimously.

The next meeting is the annual meeting.

Jim Farmer moved to adjourn the meeting at 10:09. Nancy seconded. Adjournment was unanimous.

Respectfully submitted,

Nancy Miller

Secretary, KGCA