

# APPROVED

## MINUTES OF THE REGULAR MEETING OF THE BOARD OF TRUSTEES OF LUDLOW MAINTENANCE COMMISSION, INC.

April 10, 2010 – 9:00 a.m. – Bay View Room

**Trustees:** Elizabeth Van Zonneveld, Jim Boyer, Vaughn Bradshaw, Teddy Clark, Hugh Jenings, Jr., Stan Kadesh, Michael Larkin, Paul Moseley, and Tom Satterlee.

President Van Zonneveld called the regular board meeting to order at 9:05 a.m. Roll call was called by Secretary Michael Larkin. At the conclusion of roll call, all trustees were present with the exception of Trustee Bradshaw who attended via telephone. General Manager Brian Belmont was also in attendance. A quorum was present.

**President's Remarks:** President Van Zonneveld announced the Board of Trustees meetings and all meetings of the LMC are recorded for transcription and accuracy. The meetings are not operated entirely by Roberts Rules of Order, but a general parliamentary procedure will be followed. President Van Zonneveld stated it is her policy not to vote as President unless required to break a tie. Following Board discussion, the Trustees allows time for member comments. Participants are asked to wait until recognized, go to the podium to use the microphone, announce their name, and speak one at a time. Motions will be disposed of as they occur.

**Changes to the Agenda:** Proposal for a second reading to the Trees & Views Regulation and possible adoption was added under Unfinished Business. Scheduling of an orientation session for the incoming 2010 Board was added under New Business.

**Member Comments:** None.

**Approval of Minutes:** *Trustee Kadesh made a motion to approve the March 13, 2010 regular meeting minutes. The motion was seconded by Trustee Clark and carried 7:1:1, with Trustee Moseley opposed and President Van Zonneveld abstaining. 10-04-01*

*Trustee Kadesh made a motion to accept the executive session minutes, of March 13, 2010. The motion was seconded by Trustee Clark and carried 8:0:1, with President Van Zonneveld abstaining. 10-04-02*

### **Report by PLVC President Tony Simpson**

Mr. Simpson discussed the Iron Mountain Quarry project and the need for the community to take action to prevent trucking related to the project through Port Ludlow. Background related to the issuing of Property Reports by Pope and Talbot in the 1970's was discussed in depth. Mr. Simpson stated the PLVC is seeking all Property Reports issued by Pope to buyers after 1979, and through 1981.

Discussion followed.

*Trustee Boyer made a motion to allow the PLVC to use the LMC email list, as managed by Mr. Belmont, to contact the LMC membership regarding the above-mentioned Property Reports. Trustee Kadesh seconded the motion. Discussion followed. The motion carried 8:0:1, with President Van Zonneveld abstaining. 10-04-03*

## **APPROVED**

Discussion followed.

### **Manager's Report – Brian Belmont**

The trustees have been provided the March 31, 2010 financial statements and delinquency list. Year-to-date, 95% of this year's assessments have been collected.

Mr. Belmont stated the Board may wish give some thought to who would be assigned the corporate secretary proxies in the event the secretary was unable to attend next Saturday's Annual Meeting. Mr. Belmont proposed that if the Corporate Secretary is not able to attend the Annual Meeting, proxies previously assigned to him would be assigned to the President or, in her absence, to the Vice President. This is consistent with what the Board has done for the past three years.

The Association of Naval Aviators has donated \$100 towards the purchase of a digital projector. This brings the donation total to \$1,283. Approximately \$500 is needed to complete the purchase and installation of the projector.

*Trustee Larkin made a motion that, in the event the Corporate Secretary is unable to attend the Annual Meeting, proxies previously assigned to him will be assigned to the President or, in her absence, to the Vice President. Trustee Kadash seconded the motion. Discussion followed. The motion carried 8:0:1, with President Van Zonneveld abstaining. 10-04-04*

On Friday, April 16 at 10 a.m., the Annual Meeting proxy/ballots that have been assigned to the corporate secretary will be counted. Kim Monroe, Mike Larkin, Catherine Garrison, Peggy Manspeaker and Mr. Belmont will be doing the counting. Members are welcome to observe the process. The counting will take place in the Gallery Room of the Beach Club. The remaining proxy/ballots will be counted by the same individuals during the Annual Meeting on April 17.

LMC maintenance employee Don Baker recently completed a two-day Certified Pool Operator class.

Discussion followed.

### **COMMITTEE REPORTS:**

#### **Architectural Committee (ACC) – Bill Clark, Chair**

Mr. Clark discussed current requests before the committee and reported the LMC attorney had suggested only minor modifications to the draft of the view relief regulation. Mr. Clark stated these can be easily incorporated in the document. Background of the proposed Trees & Views Draft Regulation was discussed in depth. Mr. Clark stated he believes adequate review and modification have now been accomplished and the Board should adopt the revised regulation.

Lengthy discussion followed.

#### **Covenants & Regulations Committee (CRC) – Dwayne Wilcox, Chair**

Art Moyer reported the CRC did not have a quorum at their last meeting. A general discussion session was held that covered on-going issues and plans for the committee next year.

# APPROVED

## Communications Committee (CC) – Trustee Clark for Barbara Berthiaume, Chair

The Communications Committee met on March 18, 2010. Present were Barbara Berthiaume, Teddy Clark, Michael Cahn, Evelyn Fett and guest, Sue Milner.

The deadline for the Spring Navigator was Wednesday, April 7 and the goal for mailing the Navigator will be April 23. This will allow for inclusion of reports on the annual meeting and election results.

Much time was spent on brainstorming ideas to present to the Board regarding comprehensive communication and strategies to aid in making Board meetings more productive in a shorter time. One suggestion that came from this discussion is for the new Board to develop a Mission Statement. This would provide guidance into the future and provide ways for possible changes as time passes....the goal being to achieve Board accountability. A meeting to develop these ideas should be run by a facilitator and include committee chairmen and members of the community. Suggestions for Board training include Conflict Management, Listening Skills, Conflict of Need versus Values and how to work as a unit.

An overview of Beach Club History along with how community associations function was suggested for publication in the near future.

There is a need for a transition period during the time the new Board, committee chairs, and committee members are formed after the LMC elections.

The Communications Committee would like to have board approval for Sue Milner to become a member of the committee.

*Trustee Jenings made a motion to approve Sue Milner as a member of the Communications Committee. Trustee Kadash seconded the motion. The motion carried 8:0:1, with President Van Zonneveld abstaining. 10-04-05*

## Recommendations from the CC to the Board of Trustees

1. A Board Mission Statement is essential in developing a comprehensive communication strategy. It will give focus to issues and highlight the relative issues in the present and also guide the Board in future planning. This needs to be the highest priority in developing a comprehensive communication strategy and relevant for decisions that will impact our future.
2. The committee recommends that the development of the Mission Statement consist of Board members, committee chairs and committee members, and interested and involved members of the community. This mix will lend diversity and a cross section of the LMC and should be run by a facilitator.
3. Publish an overview the history of the Beach Club and the numerous attempts at remodeling. There are a number of new people in the community and this type of information would be of great value to them as well as a refresher to the rest of us. A summary of how community organizations function and their relationship to each other would also be useful.
4. At the beginning of an important discussion, all Board members can state their positions at that time and have periodic reviews as the discussion period goes on as some views

## **APPROVED**

may change with more information. These discussion points can be interactive with the community via e-mail, letters, organized community meetings, the Navigator, LOA Bulletin and the LMC website. A summary of discussion can be made available to the membership at specific points. The intent of this format is to have an organized time frame and information made available from Board members and also garner input from the membership. The time frame can be published with an end date for decision-making by the Board.

5. The length of meetings is a problem in getting the membership involved as the member meetings last five to six hours. There have been personal antagonisms, lack of common goals (need for Mission Statement), lack of preparation at the meeting to make decisions, numerous time management issues, and not enough time for depth of discussion on important issues.

The Communications Committee is available to work with the Board on any and/or all of the above points.

Discussion followed.

### **Finance Committee (FC) – Ian Feltham Chair**

Mr. Feltham reported there are approximately 57 members who have not paid their assessments. Six members are in foreclosure and two have filed for bankruptcy.

A letter was previously sent to the LMC attorney about the handling of bankruptcies and foreclosures. A reply is expected any day.

Jim Goode visited the FC to address the Operations Committee recommendations for the outdoor pool, including replacing the plexi-glass panel fence. Costs for various types of fences were presented. The FC recommended the replacement fence not exceed \$13,000. The FC deferred to the Board to make the decision as to what type of fence would be used.

Because interest rates on CD's are so low, LMC's interest income has been lowered. Research for better rates is continuing.

FC members Ned Luce and Norm Crump reviewed the LMC financial records for February on March 16 and reported everything is fine. Eve McDougall and Norm Crump will review the March records on April 15.

Discussion followed.

### **Greenbelt Committee (GBC) –President Van Zonneveld for Ted Buehler, Chair**

Mr. Buehler reported via written report which was read by President Van Zonneveld. Two major issues include removal of greenbelt trees overhanging into the RV storage lots. The cost of the project will be in the neighborhood of \$25,000. Some of the wood might possibly be sold with savings as much as \$5,000, depending on the value of cedar and alder when the work is done. The second issue relates to the Board establishing safety guidelines for greenbelt volunteers and members. The GBC addressed this problem at their March meeting by use of a questionnaire. Volunteers and members will be allowed to work in certain areas in the greenbelt as agreed upon by

## **APPROVED**

the committee. Additional areas may be added at a future time. Discussion followed. This matter will be addressed further at a Board discussion session.

### **Operations Committee (OC) – Jim Goode, Chair**

Mr. Goode discussed the on-going work related to the RV lots, including electrical problems, security, spacing in the lots, lighting, etc. Bids are being obtained on the electrical work.

The outdoor swimming pool will soon require major repairs. Work on this project will hopefully begin at the end of this summer.

Replacement of the plexi-glass panel fence is essential. Bids on various types of fencing were presented to the FC at their last meeting.

**NBLOA:** No report.

**PORT LUDLOW VILLAGE COUNCIL (PLVC) – Larry Nobles-** Mr. Nobles reported Iron Mountain has filed a lawsuit against the County, asking the court to order the county to issue a storm water permit without an EIS. The first hearing on the lawsuit will be on April 30.

**LONG-RANGE PLANNING COMMITTEE – President Van Zonneveld for Michael Cahn, Chair** – The committee will meet on April 12 to again review their recommendations based on comments they have received. A report will be available in the near future.

### **CORRESPONDENCE: Secretary Larkin**

Three letters were received since the previous LMC Board meeting. Two letters related to the South Bay/LMC trial one-year merger were received; one from Sally Orsborn and the other from Lynn Sorensen. Both letters presented their objections. The third letter was from Terry and Shelly O'Brien and addressed the wording in the Trees & Views Draft Regulation.

The meeting recessed at 10:20 a.m. and reconvened at 10:35 a.m.

### **UNFINISHED BUSINESS:**

**Rules & Regulations – Appeal Time Limits** – Pending CRC review.

**ACC Policies & Procedures** – Pending CRC review.

**2009-2010 Board Goals – Status Report – President Van Zonneveld** – The Long Range Planning Committee has completed its work and a final Long Range Plan is expected to be brought before the Board next month.

**Seasonal or Monthly Contract Membership Option** – Pending CRC review. This matter will be discussed by the committee following the Annual Meeting.

**Greenbelt Committee Security Deposit** – Pending CRC review.

**Amendments to GBC Policies & Procedures** – Pending CRC review.

## APPROVED

**Liability Exposure – Greenbelt Volunteer Activities** – Pending review by the GBC. This matter will be on the Board discussion agenda next month.

**PLVC Trail Maintenance Agreement** – President Van Zonneveld reported this matter is in process with the Greenbelt Committee and will be presented to the PLVC with the new language requested by Larry Scott.

**Liability Waiver & Release for GBC Volunteers – Waiver & Release Policy Placement** – President Van Zonneveld reported the GBC's total policy and procedure packet needs to be completed before the Board goes any further. The matter will be addressed at the next GBC meeting.

**LMC Mission Statement – T. Clark & V. Bradshaw** – One of the goals of the 2009 LMC Board of Trustees was writing a Mission Statement. The development of a Mission Statement is critical for LMC. Every organization needs a Mission Statement, a purpose and a reason for being. It articulates the organizations essential nature, its business and its values. Discussion followed.

**RV Storage Security - Brian Belmont** – Mr. Belmont discussed various options to improve lighting at the RV storage lots, including use of cameras, etc. The need to remove overhanging tree limbs and removal of certain trees near the fence area to open up the visibility was also discussed. Research on this project is continuing. Discussion followed.

**Board Non-compliance Cases – Discuss Timeline & Process – President Van Zonneveld** - The Trustees discussed the two pending ACC cases before the Board that were in place prior to the lifting of the moratorium last month. Lengthy discussion followed. President Van Zonneveld appointed Trustees Boyer and Bradshaw to review the Siler/Nobles case and Trustees Clark and Larkin to review the Fessler case. Background excerpts from ACC will be provided to the Trustees reviewing the two cases. Discussion followed.

**Proposal for a Second Reading to the Trees & Views Regulation – Vaughn Bradshaw** – Background and discussion of the current and proposed Revision of the Trees & Views Regulation were discussed by Trustee Bradshaw.

*Trustee Bradshaw made a motion to accept the revised draft of Regulation II, Article I, Paragraphs 3 and 16, dated 4/10/10, incorporating the recommendations of the LMC attorney, as a second reading. The motion was seconded by Trustee Satterlee. Lengthy discussion followed.*

*Trustee Kadash made a motion to amend the motion to declare the above-mentioned document as a second reading and to also adopt the April 10, 2010 document, as read. The amendment failed due to lack of a second.*

Lengthy discussion continued.

*The original motion carried 5:3:1, with Trustees Bradshaw, Clark, Kadash, Larkin and Satterlee in favor and Trustees Boyer, Jenings and Moseley opposed. President Van Zonneveld abstained. 10-04-06*

*Trustee Bradshaw made a motion that the revised draft of Regulation II, Article I, Paragraphs 3 and 16, just accepted as a second reading, be adopted as an amendment to our Regulations. Trustee Kadash seconded the motion. Discussion followed.*

## APPROVED

*Trustee Jenings made a motion to amend Trustee Bradshaw's motion to change the revised draft as follows: a. Change the 1984 date to 1968; Paragraph 5, as written, be stricken; and in b., the second sentence.... "the issue is the maintenance of view not the creation of a new or better view" is stricken as well. The amendment was seconded by Trustee Moseley. Lengthy discussion followed. Trustee Jenings amended his prior amendment to leave in Paragraph 5 at this time. Trustee Moseley seconded the amendment. Discussion continued. The amendment failed 3:4:2, with Trustees Jenings, Moseley and Satterlee in favor, Trustees Bradshaw, Clark, Kadesh and Larkin opposed. President Van Zonneveld and Trustee Boyer abstained. 10-04-07*

*Trustee Bradshaw's original motion to adopt the revised draft of Regulation II, Article I, Paragraphs 3 and 16 in the Trees & Views Regulation carried 5:3:1, with Trustees Bradshaw, Clark, Kadesh, Larkin and Satterlee in favor and Trustees Boyer, Jenings and Moseley opposed. President Van Zonneveld abstained. 10-04-08*

*Trustee Bradshaw made a motion that the temporary moratorium that was placed on the ACC in August 2009, with regard to ruling on view obstruction relief requests, be removed. The motion was seconded by Trustee Kadesh and carried 8:0:1, with President Van Zonneveld abstaining. 10-04-09*

Discussion continued.

### **NEW BUSINESS:**

**South Bay Community Association Proposal to have a one (1) Year Mutual Access Agreement for Both Clubs** – Discussion followed.

*Trustee Clark made a motion to inform the South Bay Community Association (SBCA) that the LMC cannot consider their verbal suggestion regarding the possibility of shared facilities between SBCA and the LMC without a written proposal from the SBCA. The motion failed for lack of a second.*

Lengthy discussion followed. LMC members Sally Orsborn and Bud Kearns presented their views on this matter and President Van Zonneveld provided background on the proposal by the SBCA President. Discussion continued. The Trustees agreed not to pursue this matter at this time.

**Outdoor Pool Plexi-glass Fence Replacement – B. Belmont** – Mr. Belmont reported on the various fencing options the Operations Committee (OC) had discussed. After discussing the pros and cons of the fencing options, the OC voted to approve galvanized chain link fencing with the additional stipulation that, not only would the new fence be covered with windscreen, the windscreen would also be installed on the existing chain link fencing. The matter was presented to the Finance Committee and they voted the project was not to exceed \$13,000. Mr. Belmont discussed installation requirements with the fencing contractor and learned the old fencing would not support the windscreen and new heavy duty gauged posts were required. An additional cost of \$3,100 is required for the project (windscreen material \$700 and additional pricing for metal posts \$2,400). Total cost for the project is \$16,100. Included in this cost is re-grading of the driveway leading to the shop, with the cutting in of a dry well. OC chair Jim Goode asked the Trustees to approve the additional funds and explained the necessity to get the work accomplished before the swim season.

## **APPROVED**

*Trustee Jenings made a motion to approve, in addition to the previously approved \$13,000 by the FC, the sum of 3,250, (a total of \$16,250 to be funded from Reserves), to replace the plexi-glass fence with a galvanized chain link fence with the addition of windscreen material to the entire fence around the outdoor pool. The motion was seconded by Trustee Boyer. Discussion followed. The motion carried 7:1:1, with Trustee Moseley opposed and President Van Zonneveld abstaining. 10-04-10*

**Annual Meeting Agenda – Review – B. Belmont** – *Trustee Boyer made a motion to adopt the Annual Meeting Agenda for 2010. The motion was seconded by Trustee Kadesh and carried 8:0:1, with President Van Zonneveld abstaining. 10-04-11*

**Delinquent Accounts – Lien Authorization – V. Bradshaw** – *Trustee Kadesh made a motion that, in accordance with the Board-adopted Delinquent Assessment Collection Policy, the Treasurer is authorized to file liens against all delinquent account properties. The motion was seconded by Trustee Boyer and carried 8:0:1, with President Van Zonneveld abstaining. 10-04-12*

**Enforcement Procedures – V. Bradshaw** – *Trustee Bradshaw made a motion that the Board accept the draft of a Uniform Enforcement Policy as a first reading, and that it be forwarded to the Covenants & Regulations Committee for review and comment back to the Board. The motion was seconded by Trustee Boyer and carried 8:0:1, with President Van Zonneveld abstaining. 10-04-13*

**2010 Trustee Orientation – V. Bradshaw** – *Trustee Bradshaw made a motion that the first order of business, after election of officers for the new Board at the April 17, 2010 Board organizational meeting, is to schedule an orientation workshop. The purpose of the orientation workshop will be to brief new Board members and refresh returning Board members concerning 1) the governing documents of the LMC and 2) Board policies and procedures. The workshop will also function as an opportunity for team-building and goal setting. Trustee Clark seconded the motion and it carried 8:0:1, with President Van Zonneveld abstaining. 10-04-14*

There being no further business to come before the Board, President Van Zonneveld adjourned the meeting at 12:40 p.m.

Vaughn Bradshaw, Secretary  
Ludlow Maintenance Commission, Inc.

Prepared by Carol Shamhart  
LMC Recording Secretary