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

May 8, 2010 – 9:00 a.m. – Bay View Room

**Trustees:** Elizabeth Van Zonneveld, Richard Babaian, Jim Boyer, Vaughn Bradshaw, Teddy Clark, Glee Hubbard, Hugh Jenings, Jr., Michael Larkin, and Sharron Sherfick.

**Member Comments:** PLVC President Tony Simpson provided background and the current information related to the Iron Mountain quarry project. The County determined an environmental impact statement would be required, and Iron Mountain subsequently filed a lawsuit against the County. The PLVC has an attorney and is working with the County on this matter.

Member Paul Moseley read a letter he had written to the Board. He stated he was not satisfied with the handling of six requests for view relief that he had previously submitted to the ACC. He informed the Board that if the matter was not resolved to his satisfaction by the following week, he is prepared to challenge the Board in court and to disqualify the new Trees & Views Regulation. A copy of Mr. Moseley's letter is on file at the Beach Club.

Vice President Clark chaired the meeting in President Van Zonneveld's absence and called the regular board meeting to order at 9:10 a.m. Roll call was called by Secretary Vaughn Bradshaw. All trustees were present with the exception of Trustees Boyer, Hubbard and Van Zonneveld. Trustees Babaian and Bradshaw attended via Skype. General Manager Brian Belmont was also in attendance. A quorum was present.

**Changes to the Agenda:** None at this time.

**Approval of Minutes:** *Trustee Larkin made a motion to approve the April 10, 2010 regular meeting minutes. The motion was seconded by Trustee Sherfick and carried 6:0. 10-05-01*

**Presentation by Barbara Berthiaume** – Ms. Berthiaume presented an exercise to help with focus, intent, and control. The Trustees and audience members were asked to provide 10 words to describe feelings related to previously attended Board meetings at 9:00 a.m. Included were “hopeful”, “wasteful”, “anxious”, “worried”, “frustrated”, “very frustrated”, “open”, “business-like”, “wishful”, “treble” (pertaining to the sound system), and “organized”. Words to express feelings after the meeting included “satisfied”, “decisive”, “unified”, “completed”, “looking forward”, “non-antagonistic”, “relieved”, and “cooperative”. Working toward achieving positive and optimistic feelings were discussed in depth.

**Vice President's Remarks:** Vice President Clark expressed her views related to problems within the Board, now and in the past, which have resulted in acrimony rather than harmony. Over the years good volunteers have been discouraged by micro-managing the work of the standing committees who have spent many hours on a variety of matters. Potential volunteers have been frightened away after hearing discouraging stories from their neighbors, and potential board members have been discouraged by acrimony and long meetings. Vice President Clark stressed “We can learn to live in harmony by being civil to each other, by listening to each other and by really hearing another person's point of view. Working together toward consensus rather

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than dissention can be accomplished, with the first step being civility, and it can begin right now.”

Vice President Clark announced she would be casting her vote at today’s meeting. 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. Following Board discussion, the Trustees allow 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.

Bill Hansen was thanked for assisting the Board today with parliamentary procedure. Sharron Sherfick and Richard Babaian were welcomed as new members of the Board of Trustees.

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

The trustees have been provided April 30, 2010 financial statements and the delinquency list. Year-to-date, 96% of this year’s assessments have been collected.

Don Baker and Steve Melnick have been getting things ready for the outdoor pool opening on May 21. The pool decks have been pressure washed and painted. The pool heating equipment was pressure tested. The outdoor pool heat pumps will be turned on next week.

The plexi-glass fence next to the outdoor pool has been removed and disposed of by Joe Thompson. The new chain link fencing has been installed and the wind screen fabric will be added in about four weeks after the fence post concrete fully cures.

On May 10, concrete will be poured to support the new pool cover reel posts next to the outdoor pool. We won’t be mounting the reels on the posts for approximately four weeks to allow the concrete to fully cure.

Jim Irvin, who is LMC employee Ruth Irvin’s husband, donated an electric cement mixer to LMC. The work we are doing next to the outdoor pool is too big for this mixer however; I anticipate we will put it to good use in the future. Jim has also volunteered to build some new storage shelves in the maintenance shop.

Joe Thompson made the planned modifications to our maintenance shop driveway last week. A drywell was installed; the driveway was widened, re-graded, and covered with crushed rock.

LMC has hired Caitlin Sutherland as a part time hostess. Caitlin started on April 26.

I will be off the week beginning May 24 and will return to work on Tuesday, June 1.

Discussion followed.

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## COMMITTEE REPORTS:

**Operations Committee (OC) – Jim Goode, Chair** – Mr. Belmont reported there was not a quorum at the scheduled OC meeting on May 4. Those present discussed pending matters. The condition of the Bridge Deck building will be discussed at the next meeting.

**Architectural Control Committee (ACC) – Bill Clark, Chair** - Mr. Clark reported most of the committee's activity this past month was related to hazardous trees, including a 120 foot fir tree that had toppled across two properties. There was no damage to property or person.

A letter will be sent to the individuals on the list of the pending trees and views cases, as a result of the lifting of the moratorium. Since the action taken at the Members' Meeting occurred after the Board passed the Trees & Views Regulation, the ACC felt it would be presumptuous for ACC to proceed with the revised regulation without a clear direction from the Board. Mr. Clark stated he felt the vote taken on the Trees & Views Regulation at the Members' Meeting on April 17, was under false premises. Mr. Clark provided background and discussed the ACC's position on the Revised Trees & Views Regulation. Discussed were inaccurate statements made at Board meetings, the membership meeting or by email, and by a group opposed to the regulation revision. Copies of these statements were provided to the Trustees.

**Greenbelt Committee (GBC) – Ted Buehler, Chair** - Mr. Buehler's written report was provided to the Trustees. No Further discussion.

**Finance Committee (FC) – Ian Feltham Chair** - Mr. Feltham reported the last FC meeting was cancelled due to a lack of business to be discussed.

Mr. Feltham stated the majority of the members on the FC have agreed to continue, with the exception of Norm Crump. Member Stan Kadesh has agreed to serve on the FC.

The FC continues to monitor the finance actions of the LMC each month. A very short audit is performed each month with two members of the FC. Mr. Feltham and Eve McDougall will perform the short audit for May.

**Communications Committee (CC) – Barbara Berthiaume, Chair** The Communications Committee met on April 6 and reviewed the process for getting the Navigator out to the membership in a timely manner. More proofreaders are needed. Call Barbara Berthiaume if you can help out. The next issue of the Navigator is scheduled for publication the third week in July. The deadline for articles is June 30. Articles are proofed, sent out to the newsletter editor and when it comes back a final draft is done and it is ready for publication. Email is used to send the Trustees a copy of the final draft for their approval.

As requested by the Board, the CC has been working on comprehensive communication strategies to aid in making Board meetings more productive in a shorter time. A Power Point draft has been prepared and is available to review for recommendations and more Trustee input.

Ms. Berthiaume announced she needs to step down as chair of the CC and asked for a replacement as soon as possible.

Vice President Clark thanked Ms. Berthiaume for her work as chair of the CC.

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**Covenants & Regulations Committee (CRC) – Dwayne Wilcox, Chair – No report.**

**North Bay Lot Owners Association (NBLOA): Lenetta Johnson** - The NBLOA Board meets the first Monday of every month. Barbara Berthiaume is a new member of the NBLOA Board. A representative from the NBLOA will continue to give a report at the monthly LMC Board meetings. The NBLOA provides an electronic bulletin that can be put together quickly, to keep the members abreast of activities in the community. The LMC Board was encouraged to use the NBLOA Bulletin to keep the membership up-to-date. Contact Bryan Diehl or Amy Recht regarding the Bulletin.

Mrs. Johnson reported donations to the NBLOA were up this year. The May 1<sup>st</sup> yard waste pick-up was very successful and the Annual Garage Sale will be held on Saturday, May 29. Days on the Green concerts are planned during the summer months.

Discussion followed.

**PORT LUDLOW VILLAGE COUNCIL (PLVC) – Larry Nobles – No report.**

**LONG-RANGE PLANNING COMMITTEE – Larry Nobles for Michael Cahn, Chair** - The final report of the Long Range Planning Committee has been delivered to the Board members. On the last two pages of the Executive Summary are the recommendations of the committee. The report will be discussed at the June Board meeting and several committee members will attend to answer questions. Mr. Nobles noted that recommendations made by the previous committee simply died and there has been no action. The current committee feels there are several new recommendations that are critical to the future of the LMC, including the relationship with PLA with respect to development of Ludlow Bay Village.

Discussion followed.

**CORRESPONDENCE: Secretary Bradshaw** - The following six items of correspondence were received: John & Sally Orsborn, regarding contract and renter membership; email from Art Moyer, regarding alleged regulation violation; Dale Williams and Jean Westbrook and Mr. & Mrs. Norwine, requesting an update on a view obstruction relief case; email from John Chamberlain in favor of the LMC and SBCA clubs being open to all; email from Randall Shelley, asking why the Iron Mountain project was not on the LMC agenda; email from David Goudie, providing suggestions on how to improve the agenda and conduct at the LMC meetings. Secretary Bradshaw will draft appropriate responses to the above-mentioned inquiries and comments. Further discussion will follow New Business.

The meeting went into recess at 10:25 a.m. and reconvened at 10:38

## UNFINISHED BUSINESS:

- a. **Rules & Regulations – Appeal Time Limits** – Pending CRC review.
- b. **ACC Policies & Procedures** – Pending CRC review.
- c. **Seasonal or Monthly Contract Membership Option** – Pending CRC review.

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- d. **Greenbelt Committee Security Deposit** – Pending CRC review.
- e. **Amendments to GBC Policies & Procedures** – Pending CRC review.
- f. **Liability Exposure – Greenbelt Volunteer Activities** – See motion below.
- g. **PLVC Trail Maintenance Agreement** – Mr. Belmont stated it is his understanding the PLVC has signed the Agreement as submitted from LMC. To formalize the document, the Board will need to authorize the President to sign the Agreement. See motion below.
- h. **Liability Waiver & Release for GBC Volunteers – Waiver & Release Policy Placement** – Pending CRC review.
- i. **LMC Mission Statement – Vice President Clark & V. Bradshaw** – This matter will be addressed at the transition orientation, with recommendations from the Communications and Long Range Planning Committees.
- j. **Board Non Compliance Cases – Assigned to Bradshaw/Boyer & Clark/Larkin** – Trustee Bradshaw stated he plans to work with Trustee Boyer on their assigned case when he returns to town next week. Trustee Larkin provided background on the Fessler/Williams issue. Due to the lengthy history of this matter, a fresh approach will be used. Recommendations will be made to the Board following meetings with the members involved in this issue. A status report will be provided to the Trustees at the June meeting.
- k. **Enforcement Procedures – 2<sup>nd</sup> reading – V. Bradshaw** – Pending CRC review and comment back to the Board.

*Trustee Jenings made a motion to send item f. (above) back to the Greenbelt Committee for discussion with Trustee Sherfick related to her experience with the Kiwanis, and come back to the Trustees with a better recommendation. The motion was seconded by Trustee Sherfick and carried 5:0:1, with Trustee Babaian abstaining. 10-05-02*

*Trustee Larkin made a motion that the Board of Trustees accept the PLVC's signed PLVC Trail Maintenance Agreement for President Van Zonneveld's signature, to formally conclude this matter. Trustee Sherfick seconded the motion and it carried 6:0. 10-05-03*

### NEW BUSINESS:

- a. **Date of Board Orientation** – Diane Campo will be doing the transition orientation. A tentative date of June 7<sup>th</sup> at 9:00 a.m. was set for the orientation.
- b. & c. **Board Member Committee Assignments – Trustee Larkin** – *On behalf of President Van Zonneveld, Trustee Larkin made a motion that the following positions for committee chairs and for Trustee assignments to the committees be accepted: ACC Committee – Bill Clark, Chair; CRC – Sally Orsborn, Chair; CC – Barbara Berthiaume, interim Chair only; FC – Ian Feltham, Chair, GBC – none at this time; OC – James Goode, Chair.*

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*Trustee assignments to sit on the standing committees: ACC – Vaughn Bradshaw and Sharron Sherfick; CRC – Hugh Jenings and Mike Larkin; CC – Teddy Clark and Glee Hubbard; FC – Sharron Sherfick and Richard Babaian; GBC – Jim Boyer and Richard Babaian; OC – Teddy Clark and Mike Larkin. Trustee Jenings seconded the motion and it carried 6:0. 10-05-04*

- d. Annual Meeting New Business Motion Regarding Trees & Views – Trustee Jenings** made a motion that the Board review the 2010 Trees & Views Policy in next month's discussion meeting as a separate matter. Discussion followed. The motion was withdrawn. Discussion continued, with Trustee Bradshaw reading the following motion into the record:

*BOARD POLICY ON WHAT CONSTITUTES A 2<sup>ND</sup> READING FOR THE PURPOSE OF REVISING REGULATIONS*

*The board's adoption of the amendment to the trees and views regulation at the April board meeting has raised questions about what constitutes a second reading for the purpose of amending the LMC Governing Documents. The Regulations state that all proposed amendments and additions be subject to at least two public readings at regularly scheduled meetings of the Board of Trustees. Questions that need to be answered are: Should any revisions to a proposed amendment be permitted between the first and second readings? If so, how significant should those revisions be allowed to be? What amount of revision should require an amendment to be considered a first reading?*

*I therefore move that the board direct the Covenants and Regulations Committee to develop policy recommendations to provide guidance in following the regulation on amending our Governing Documents. The motion was seconded by Trustee Babaian. Lengthy discussion followed. This matter will be given highest priority by the CRC. Discussion continued. The motion carried 6:0. 10-05-05*

*Trustee Larkin made a motion that the ACC report to this LMC Board monthly, at a regularly scheduled meeting, of any actions the ACC has taken under the new regulation and also to appraise us of any problems or issues that have resulted. The motion was seconded by Trustee Sherfick. Lengthy discussion followed. Trustee Larkin withdrew the motion for further discussion in executive session following the meeting today. Trustee Sherfick withdrew her second. Discussion continued.*

- e. Banking Resolution – Peninsula Federal Credit Union – Trustee Sherfick** discussed her research on the best place to deposit the funds from the recently closed Edward Jones account. Based on current rates, Trustee Sherfick's recommendation, with concurrence of FC chair Ian Feltham, was to go with Peninsula Federal Credit Union, a local operation. They are not insured by FDIC, but are insured for up to \$250,000 through the National Credit Union Administration. The current rate, which can change every Tuesday, was 1.02% for money market accounts. Discussion followed.

*Trustee Sherfick made a motion that LMC open a money market account with Peninsula Federal Credit Union and deposit the amount of the proceeds from the Edward F. Jones*

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*account to the money market fund. The motion was seconded by Trustee Bradshaw and carried 6:0. 10-05-06*

- f. Operations Committee Membership – New Member** – Mr. Belmont reported OC chair Jim Goode has proposed that Tom Satterlee be approved as a new member of the OC.

*Trustee Larkin made a motion that Tom Satterlee be approved as a new member of the OC. The motion was seconded by Trustee Jenings and carried 6:0. 10-05-07*

*Trustee Jenings made a motion that Stan Kadesh be approved as a new member of the FC. Trustee Sherfick seconded the motion and it carried 6:0. 10-05-08*

- g. Election Procedures** – Mr. Belmont discussed the need to establish formal policies and procedures on a tie-breaking procedure, composition of who counts ballots, what makes a ballot valid, what invalidates a ballot, etc. Use of an ad hoc or service committee to accomplish this has previously been discussed. Mr. Belmont's recommendation was that a service committee would be appropriate.

*Trustee Bradshaw made a motion to establish a service committee, to establish guidelines and policies and procedures for LMC elections and to aid in election issues. Trustee Sherfick seconded the motion and it carried 6:0. 10-05-09*

Trustee Larkin discussed providing the ACC direction on tree and view actions they should take as a committee between now and the time the Board resolves the Trees & Views Regulation. Mr. Belmont recommended the Board discuss this matter in executive session prior to making any decisions.

- h. Use of the Beach Club Parking Lot** - Mr. Belmont discussed a request from the PLVC to use the Beach Club parking lot (excluding the first row of parking) on July 31<sup>st</sup>, for a PLVC sponsored car show during Port Ludlow Days. The Bay View Room has been tentatively scheduled on July 31<sup>st</sup>. Discussion followed. The Trustees expressed support for the PLVC request but left it to Mr. Belmont to handle this scheduling matter.

**Member Comments** – A member requested clarification regarding seasonal and monthly contract memberships. Mr. Belmont explained the matter is now before the CRC. Nothing has changed at this time.

Bill Hanson explained why he does not open emails sent to him unless they are official business. He cautioned LMC that he might miss their emails for this reason.

There being no further business to come before the Board, Vice President Clark recessed the regular meeting at 12:00 noon for the purpose of discussing legal matters in executive session.

The regular meeting reconvened at 1:11 p.m.

*Trustee Jenings made a motion that Mr. Belmont instruct the law firm of Lee Smart to attempt to negotiate a fair settlement with plaintiff Robert Lambe, subject to Board ratification. The motion was seconded by Trustee Larkin and carried 6:0. 10-05-10*

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*Trustee Jenings made a motion that Mr. Belmont contact the LMC attorney to confirm if in his opinion the LMC complied with the governing documents regarding the adoption of the 2010 Trees & Views Regulation. If the LMC attorney's opinion supports the Board's actions, then the ACC will be instructed to use the 2010 Trees & Views Regulation and, if not supported by the LMC attorney, the ACC will be instructed to use the 2007 Trees & Views Regulation until such time as the Board adopts either the 2010 Regulation or some regulation to replace it. Trustee Sherfick seconded the motion. Discussion followed. The motion carried 6:0. 10-05-11*

*Trustee Jenings made a motion that the Board will schedule a discussion session on Wednesday, May 19, 2010, between 5:00 – 7:00 p.m., or a date agreeable to the Board as soon as possible, to discuss the 2010 Trees & Views on Private Property Regulation, in response to Mr. Moyer's motion to the membership at the April 17, 2010 Annual Meeting. Trustee Larkin seconded the motion. Discussion followed. The motion carried 6:0. 10-05-12*

Trustee Bradshaw discussed the disposition of the previously discussed correspondence. The email from Mr. Moyer will be handled by a letter updating him on today's Board actions. Mr. Shelly's inquiry about Iron Mountain Quarry will be answered by updating him about Tony Simpson's appearance at today's meeting. A letter on a view obstruction relief case will be sent to Dale Williams, Jean Westbrook and Mr. & Mrs. Norwine, informing them that Trustees Larkin and Clark have been assigned to specifically deal with their issue and they will be contacting them shortly. Trustees Larkin and Clark will send Trustee Bradshaw their action steps for inclusion in the letter. Discussion followed. In regard to the Chamberlain correspondence about the LMC and SBCA club use, Mr. & Mrs. Chamberlain will be notified that the LMC is awaiting a formal request from the SBCA and that President Van Zonneveld will be contacting them. Mr. Goudie will be notified that his suggestions have been taken under advisement by the LMC President and Vice President. An appropriate letter will be sent to Sally Orsborn.

There being no further business to come before the Board of Trustees, the regular meeting was adjourned at 1:26 p.m.

Vaughn Bradshaw, Secretary  
Ludlow Maintenance Commission, Inc.

Prepared by Carol Shamhart  
LMC Recording Secretary