

APPROVED

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

July 19, 2008 – 9:00 a.m. – Bay View Room

Trustees: Jim Boyer, Vaughn Bradshaw, Ian Feltham, Hugh Jenings, Jr., Stan Kadesh, Paul Moseley, Art Moyer, Jerry Nelson, and Elizabeth Van Zonneveld.

Vice President Van Zonneveld called the special board meeting of the board of trustees to order at 9:00 a.m. Roll call was conducted by Secretary Bradshaw. All trustees were present.

Manager's Report – Brian Belmont

Mr. Belmont's stated a resident reported six coyote pups have established a den on the developed lot of a part-time resident on Pathfinder. Because coyote pups tend to remain with their mother for 6-7 months, it is likely these pups will remain in the area for some time. Mr. Belmont researched additional information and learned these animals can be aggressive at times. Coyotes can carry canine distemper and parvo. Mr. Belmont recommended sending an email to the membership with a warning not to feed or approach the coyote pups. A link will also be sent with the email to the WA State Fish and Wildlife website for additional information. Discussion followed. Mr. Belmont will follow-up on this matter and will send a localized email to the area near the den.

Mr. Belmont announced he had been contacted by former Port Ludlow residents Richard and Sydney Hatch, in regard to selling their 2006 Ford F150 pickup (with 7,000 miles). Mr. Belmont discussed this matter with Finance Committee chair, John Van Zonneveld and Treasurer, Ian Feltham, and they were in agreement that LMC should try to purchase this vehicle in the range of \$9,000. Discussion followed. Mr. Belmont will negotiate with the sellers and the matter will be referred to the Operations and Finance Committees before seeking board approval for purchase of the vehicle.

NEW BUSINESS

Election of LMC President and Other Officers, if Necessary – Vice President Van Zonneveld announced the election of a new LMC President and other officers, if necessary, to fill the vacancy created by the resignation of President Kadesh.

Trustee Moyer nominated Trustee Boyer for President of LMC. The nomination was seconded by Trustee Feltham. *Trustee Feltham made a motion to close nominations and the motion was seconded by Trustee Moyer. The motion to close nominations was carried unanimously 08-07-11.*

President Boyer announced his plan to ask the trustees to focus on finances and maintaining LMC assets, in addition to looking at the long range plan of the Beach Club.

Trustee Moyer made a motion for the board to cast a unanimous ballot for Trustee Boyer. Trustee Kadesh seconded the motion. By unanimous vote, Trustee Boyer was elected president of the LMC Board of Trustees 8-07-12.

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Appointment of Chairs to Committees - President Boyer stated he would not be naming any committee chair at the present time and that he wanted to see LMC members come forward to volunteer their services before making any decisions. Members of the board expressed their support for President Boyer and offered their assistance.

President Boyer reported Communication Committee members Barbara Berthiaume and Jack McKay have suggested building a nominating committee to seek out volunteers from the community. Per President Boyer's conversation with the North Bay Lot Owners President, Bryan Diehl, a notice will be placed in the NBLOA Bulletin to that effect.

Reassignment of Trustees and Representatives to Standing Committees – Trustee Bradshaw pointed out that according to LMC bylaws, trustee representatives are assigned to the standing committees at the beginning of the board year following the annual meeting, and there is no provision for reassigning trustee representatives by the president at any other time of the year. The trustee representatives are subject to revision by the whole board at any time. This item was then dropped from the agenda.

UNFINISHED BUSINESS

Possible Legal Consultation Regarding the Request for an Easement by Grace Christian Fellowship Across the Greenbelt on Osprey Ridge Road – Trustee Van Zonneveld reported a letter was drafted, reviewed and sent to LMC attorney Eric Frimodt. Mr. Belmont had reported to Trustee Van Zonneveld that Mr. Frimodt was unable to complete a response to LMC due to the shortness of time between board meetings. There is no answer at this time, but the trustees were provided with a copy of the County's SEPA review and Finding of Compliance. There is no SEPA review required for the conditions of the lot in question. The Greenbelt Committee is not prepared to take action on this matter at this time for a recommendation to the board. Trustee Nelson reported he had received a revised plot plan that was approved by the County, removing the entrance off Oak Bay Road and putting the entrance in a different configuration on Osprey Ridge. Discussion continued. No action required.

Conflict of Interest Policy – Trustee Moyer - The trustees were provided with a copy of the proposed revisions to the Conflict of Interest Policy as listed below and as presented at the regular board meeting on July 12, 2008 by Trustee Moyer.

- Add members of committees to the policy. At the present time it covers trustees, the general manager, employees, and chairs of committees. The text would be changed to read chairs and members of committees.
- Add the portion recommended on March 6, 2008 as item 7 – any committee member making the initial request, complaint or having a vested interest in the decision shall not participate in the voting process. When conducting onsite visits or meeting with consultants, at least two committee members shall be present. Neither committee member shall be the requester, complainant, or have a vested interest in the outcome. LMC committee members shall not use their official position to obtain personal benefit.

Trustee Moyer made a motion to accept the proposed revisions to the Conflict of Interest Policy for second reading and approval. Trustee Moseley seconded the motion. Lengthy discussion

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followed. *Trustee Moyer amended his original motion to change the wording of policy item # 7 to read as follows: "Any committee member making the initial request/complaint or having a vested interest in the decision shall not participate in the voting process. When conducting onsite visits or meeting with consultants, at least two committee members shall be present. Neither committee member shall be the requester or complainant.,~~or have a vested interest in the outcome.~~ LMC committee members shall not use their official position to obtain personal benefit."* Trustee Feltham seconded the amendment. Discussion followed. Trustee Kadesh called for the question. Trustee Moseley seconded the motion. The motion to end the debate was carried unanimously with President Boyer abstaining. **08-07-13** The amendment to the original motion passed by a majority vote with Trustee Moseley opposed and President Boyer abstaining. **08-07-14** Discussion followed. The original motion to approve the Conflict of Interest Policy for second reading and approval, as amended, failed 2:5:2, with Trustees Bradshaw, Kadesh, Moseley, Nelson and Van Zonneveld opposed and President Boyer and trustee Jenings abstaining. **08-07-15**

Trustee Bradshaw made a motion to accept the Conflict of Interest Policy, as amended (above), as a second reading, to go forward for consideration by either the C&R Committee or the trustees for wording and improvements, and for a third reading and possible approval at the next board meeting. The motion was seconded by Trustee Van Zonneveld. The motion carried by a majority vote 6:1:2 with trustee Kadesh and President Boyer abstaining. 08-07-16

President Boyer announced he would not be available to preside at the board meeting in August due to a prior commitment. *Trustee Moseley made a motion to reschedule the August board meeting (August meeting only) to the third Saturday in August (8-16-08), to enable attendance by President Boyer. The motion was duly seconded by Trustee Jenings and carried 6:1:2, with Trustee Kadesh opposed and trustees Bradshaw and Van Zonneveld abstaining. President Boyer participated in the vote. 08-07-17*

There being no further business, President Boyer adjourned the meeting at 10:15.

Respectfully submitted,

Vaughn Bradshaw, Secretary
Ludlow Maintenance Commission, Inc.

Prepared by Carol Shamhart
LMC Recording Secretary