

Friday, March 10, 2023  
via Zoom  
2:00 – 3:15 p.m. PST

**Minutes**

**Present:** Aaron Fedora                      Chair  
                  Josh Lommer                     Secretary  
                  Robert Rood                         Community Manager

**Regrets:**           Wes Bews                      Treasurer

**Guests:**           Charles Kief  
                  Dana and Judy Henderson  
                  David Swearingen  
                  Steven and Valerie McArthur  
                  Laura Wilson  
                  Shelly and Kyle Haug  
                  Bruce Nelson  
                  Scott Anderson  
                  Joanne Van Kampen  
                  Steve Major  
                  Kirsten Damgaard

**1. Call to Order**

Prospective meeting attendees identified as 'lkh' and 'ipad(2)' were removed from the meeting after failing to identify themselves.

Meeting called to order by Aaron at 2:03 p.m. PST

**2. Approval of Agenda**

Approval of agenda

Moved by Josh

Seconded by Aaron

**3. Approval of minutes of prior board meeting (Q4 2022)**

Approval of minutes of prior board meeting

Moved by Josh

Seconded by Aaron

**4. Review of Association's Financial Position (*Bylaws, section 3.17(e)(iii)*)**

- (a) Balance Sheet as at 12/31/2022 and Income Statement for the period ended 12/31/2022
  - presented at this meeting for review only; received and filed
  - both statements are currently with the Association's external CPA for review
- (b) 2021 financial statements
  - will move to adopt when CPA review has been completed.

**5. Report of Members Delinquent in Assessment Payments (*Bylaws, section 3.17(e)(iii)(F)*)**

The latest Homeowner Delinquency report is received and filed.

Robert noted that the owner of lot 43 has recently paid all overdue assessments and that this member's account is now current. Liens have been recorded against other members whose assessment accounts are materially in arrears.

**6. Other Business**

(a) USPS Mailboxes:

- The shortage of USPS mailboxes for members with homes on Camina Drive was noted. Robert Rood stated that he has been in contact with USPS in an effort to address this issue.

(b) Ag Buffer:

- Dana asked if there have been any modifications to the ag buffer agreement with the owner of the adjacent lands. Stated that he had had a conversation with a local consultant who stated that it is difficult to hydroseed some of the species mentioned in the agreement and asked whether those species would be planted.
- Aaron responded that there are no plans to truck in and plant juvenile potted plants of the species called for in the ag buffer agreement because to do so would be cost-prohibitive, shallow rock makes it hard for them to take and such plantings would also be prone to damage by wildlife.
- Dana expressed concerns over the fact that the Architectural Control Committee permitted certain homes to be built within the ag buffer on the basis that it makes maintenance of the buffer difficult and queried what issues the Association would inherit as a result.
- Aaron responded by suggesting that the structures built within the ag buffer area are merely accessory structures as permitted by the C, C and Rs and that there is no impetus to demand that those structures be modified or moved.

- Kyle asked for clarification regarding the declarant's role in managing the Association and the board.
- Josh confirmed that the declarant has special rights that remain until the declarant sells its final lot in the development. Those special declarant rights include the right to appoint the board.
- Dana asked about the contract for maintenance of the ag buffer, which calls for an expenditure of approximately \$700 per month.
- Aaron responded that this contract was approved by the board as part of the 2023 budget.
- Charles requested that the contract be amended to state that the contractor will not provide maintenance services on the ag buffer without checking with Laura first.
- Dana asked whether the HOA will be inheriting a potential liability related to the ag buffer vis-à-vis Cogswell LP. Dana also asked whether the declarant would consider indemnifying the HOA with respect to future claims by Cogswell.
- Aaron responded by stating that the declarant has made bona fide efforts to address the ag buffer at its own cost without levying a special assessment on the members. As such, the declarant will not be offering to indemnify members with respect to claims related to the ag buffer.

(c) Turnover:

- Josh introduced the subject of turnover of control of the HOA from the declarant to the members. Appended to these minutes as Exhibit "A" is a summary of the turnover process prepared by Josh on behalf of the board. This summary is based on ORS 94.604 through 94.621. Included in this summary are notes related to the turnover meeting that the declarant is required to call once it conveys the final lot.
- Dana asked how the turnover meeting will be administered.
- Josh responded by saying that the meeting will be administered in accordance with applicable legislation and in such a way as to ensure that all who are entitled to attend the meeting and vote will be given ample opportunity to do so.
- Dana inquired about what will constitute quorum at the turnover meeting.
- Josh responded by saying that he does not know, off hand, how quorum will be determined at the turnover meeting. NOTE: After review of ORS 94, Josh is able to confirm that quorum at the turnover meeting will be established in the same way quorum is established at all HOA meetings. ORS 94.655 states that "[u]nless the declaration or bylaws of a homeowners association specify a greater percentage [emphasis added], a quorum for any meeting of the association consists of the number of persons who are entitled to cast 20 percent of the votes in a planned community." Section 2.11 of the HOA bylaws states that "the presence of the

Members representing a majority of the total votes in the Association shall constitute a quorum at all meetings of the Association”. In turn, section 2.10 of the bylaws states that the term “majority” shall mean those votes totalling more than 50% of the total eligible number.

- Bruce commented that members may be concerned about how quickly the turnover process will unfold and that they may not have time to adequately prepare themselves.
- Josh reiterated that the declarant will manage the process in such a way as to ensure ample time and also reminded those participating in the meeting the declarant is obliged to make itself available to support the transition for a period of time after the new board is elected.

(d) Other:

- Valerie asked whether the C,C&Rs, Bylaws, or Oregon Statute require that the board meetings be conducted in accordance with Robert’s Rules of Order.
- Josh responded by stating that the board meetings are to be conducted in accordance with Robert’s Rules of Order but that he is not an expert in those rules and that certain elements of the meetings are not consistent with the rules.

## **7. Set Date for Next Meeting**

Q2 2023 Board meeting scheduled for June 8, 2023 at 5:00 p.m. PST

Moved by Josh

Seconded by Aaron

## **8. Adjourn**

Meeting adjourned

Moved by Josh

Seconded by Aaron

## EXHIBIT "A"

### Summary of Process for Transitioning Management of HOA/Common Property from Declarant to Members

- HOA is a validly constituted non-profit corporation the management of which is vested in the board of directors, which in turn may delegate responsibilities to elected officers and/or a corporate manager or managing agent
  - Initial/current board appointed by the declarant
  - duties of the board are summarized in section 3.14 of the bylaws of the HOA
- Bylaws, s. 5.2 - in addition to any other committees appointed by the board, the board shall establish pursuant to ORS 94.604, a Transitional Advisory Committee (the "TAC") after more than 50% of the lots have been conveyed but before the declarant sells its final lot in the development
  - TAC provides for the transition of administrative responsibility by the declarant to the members of the HOA
  - TAC shall have reasonable access to all information and documents which the declarant is required to turnover to the association
- Architectural Control Committee (the "ACC") responsible for ensuring that all homes are designed in accordance with the HOA's Design Guidelines
  - Declarant appoints the members of the ACC until all lots have been conveyed by the declarant
  - thereafter, members of the ACC are appointed by resolution of the board of directors
- HOA owns the "Common Areas" of the development as that term is defined in the Covenants, Conditions and Restrictions of the HOA (the "C, C & Rs")
  - Agricultural Buffer Zone included in the Common Areas
- Turnover meeting
  - within 90 days of conveyance of the final lot by the declarant, the declarant shall call a meeting for the purpose of turning over administrative responsibility to the HOA (the "Turnover Meeting")
  - according to ORS 94.616, at the Turnover Meeting:
    - a quorum of the members shall elect the new board of directors
      - Bylaws, s. 3.2 – at turnover, the board of directors shall consist of 5 members serving staggered terms, subject to removal or resignation between AGMs and re-election or replacement at each AGM
    - the declarant shall deliver to the HOA, among other things:
      - the original or a photocopy of the C, C & Rs and the bylaws
      - a deed to the Common Areas
      - the minute books and other books and records of the association and the board of directors
      - resignations of the directors appointed by the declarant and the officers appointed by those directors
      - a financial statement consisting of a balance sheet and an income and expense statement for the preceding 12-month period that has been reviewed by an independent CPA
      - all funds and control of the funds, including all bank accounts

- in order to facilitate an orderly transition, during the 3-month period following the Turnover Meeting, the declarant or an informed representative shall be available to meet with the newly elected board of directors on at least three mutually acceptable dates
- In sum, the new board elected at the turnover meeting assumes management of the HOA and the property in accordance with the existing C, C & Rs and bylaws
  - the current corporate manager, Quality Property Management Company, will be retained at the discretion of the HOA and its newly elected board
  - all relevant/required files and records will be handed over to the HOA and its newly elected board
  - all funds, bank accounts and design deposits will be handed over the HOA and its newly elected board
  - control of the ACC and the right to appoint new members will be handed over to the newly elected board
  - deed to and responsibility for maintaining all Common Areas will be transitioned to the HOA