

Woodbine HOA Board Meeting Minutes for May 13, 2021

Attendees: Ed Barrett, Kris Hartung, David Donnelly, Lorraine Baird, Dana Sheffield, Barbara Hatcher, and Michael Marchese, representing Pro-Management and Lyman Belnap Attorney for Woodbine HOA and Frank Lee, Attorney representing new buyer for Woodbine Apartments.

Quorum established and meeting called to order at 6:32 p.m.

- Formal approval of last meeting's minutes ("online-email meeting" for our Annual Homeowner meeting.) (No Annual 2021 HOA Annual Meeting was held due to Covid 19 gathering restrictions in place. All HOA issues were discussed by e-mail and voted on by e-mail.)

Dana made a motion to **approve the Annual Homeowner 2021 Meeting Minutes** as posted on line. Kris seconded the motion and all were in favor. No one opposed. The motion carried as all approved.

- Potential Sale of Woodbine Apartments. Presentation by attorney's from both sides. (Lyman Belnap representing our HOA and Frank Lee representing Woodbine Apartments buyers. The company purchasing the Woodbine Apartments will pay our Woodbine HOA attorney fees for Lyman Belnap.)

A document was shared with the HOA Board titled "Summary of Original CC&R'S versus Amended/Restated CC&R'S." The original CC&R'S that were drafted 24 years ago no longer reflecting the way the condo project and the apartment project interact. The new document that we are proposing replaces the original CC&R'S with an updated document that reflects how the condos and apartment currently interact, and how both projects wish to interact in the future. We believe this document allow both projects to happily co-exist adjacent to each other as they both wish, and we have kept the document as simple, practical, and fair as possible to work for both the condos and apartments. We believe that we have addressed all condo owner concerns and we truly feel that this new document is in everyone's best interest.

On this document there is a list of items that are not being changed Items (1-5), changes that are being made (Items 6 & 7) and a list of benefits to the HOA (Items 8-10). (These 10 items are not being listed in these minutes).

In summary, the intent of this proposed document is to reflect the current relationship between the condo owners and apartments, and to establish clear and straight forward guidelines for the future. Other than the points raised above, the rest of the document is boiler plate legal language that the lawyers for both the condos and the apartments have approved.

Below please find the verbal exchanges that took place regarding these proposed changes:

Lyman Belnap advised he has had many dealings in our community with Frank Lee. He feels Frank Lee is the best lawyer to handle and oversee this transaction. Lyman feels Frank Lee will come and discuss the impact of amending our "Shared Summary of Original CC&R'S Versus the Amended Restated CC&R'S. These restated CC&R'S were put in place when the apartments were converted to condos.

The Woodbine property history of years and years ago was developed into 8 Parcels and 7 phases of apartments to convert to condominiums. The condominium conversion stopped at the 5th. Phase. The remaining phases could have been brought into the HOA but never were. They can be brought into the HOA by signing the papers to bring in as more condos. The next set is underlying document completely ignored to convert the apartments to condos. No one has made any changes to the Original CC&R'S - Declaration of Condominiums. Thomlinson relates to 7 phases. This will divorce the Woodbine Apartments to strangers that want to waive this right to convert to condominiums.

The original CC&R'S Variation Document was put up again by Thomlinson with Four Peaks, the prospective new owner of the Woodbine Apartments.

There is one provision within the CC&R'S that can't be changed with either the Condo's or Apartments and that is the Easement. This is an open book and we will all share. We can add back what we want to continue. This reflects what we want to happen in the future.

What will the rules be with the sharing of the amenities? The rules will be the same as we use throughout the valley. There will not be a set of CC&R'S. Two board members expressed concerns regarding the exterior paint color remaining uniform with both properties. We discussed working together with Thomlinson, to maintain the same exterior paint colors when the property was last painted. The prospective buyers are nationally known for maintaining "vanilla properties." This company does not own luxury apartments. They do maintain quality through out their properties.

Our attorney advised they stripped the "shared" items down and began to add back in. This did not include maintaining same paint colors. Our president asked to please see the final documentation.

There was a discussion of the words used to identify "paint color" and that we would work in good faith to establish our relationship with the apartments. A meeting to discuss a joint decision and who signs on, on our behalf was discussed. This would be the same as any other amendment with and underlying declaration can be approved by 4 of 7 votes.

It was discussed with the attorneys who indicated they would be comfortable with the approval of CCR changes by the majority vote of owners. This majority of votes, no one can challenge. We will need 82 HOA votes for the majority.

In the past, asking members to sign proxy vote for major changes needs a quorum. (Most recently gathering enough votes to approve the replumbing of the property infrastructure took 3 meetings.) We need 82 votes for a majority to make these changes.

There was a discussion about the safest way to gather to get this needed majority vote with the CDC Covid 19 recommendations.

Michael discussed the topic of condo conversion of the apartments at a luncheon meeting with the Asset Manager and was informed they have no interest in converting the apartments to condominiums. They informed they are perfectly capable of taking care of the property; they will just have different operational rules. They want to be friendly neighbors.

There was a discussion at the assembly our Annual HOA Meeting to gather enough votes to amend the CC&R'S. It was also discussed there isn't the attendance at these meetings to get a majority of the 163 owners. There was a discussion about a process to count all votes on CC&R changes as YES and only solicit NO votes for the majority count.

With this change the new owners will not be able to force us to take on more condos into our HOA.

The property name of Woodbine Apartments will not be changed.

The CC&R'S are a recorded document at the purchase of the condominiums. This document was written when the property was first opened for business. There was a discussion these CC&R'S should have been cleaned up many years ago.

- **Repurposing the sport court** into a community gathering amenity to further enhance Woodbine.

The old and deteriorated decking has now been removed and the cement cleared of dirt and power washed. An e-mail was sent to all HOA Board Members, with an attachment showing some ideas for a commercial grade amenity that will enhance Woodbine. All the members voted to begin this sport court renovation with this gazebo. The voting took place previously by e-mail.

- Discussion of any changes or upgrades to **Homeowner Rules and Regulations**. Thanks to Lorraine and David for some recent e-mail input.

We would like anything strengthened that can be strengthened in the By-Laws in the Section 9.4: Notice of Annual Assessments: Time for Payment, Interest and Penalties. There was a discussion of when the HOA Dues are due. We need this language clarified. A discussion took place regarding the HOA foreclosing on homeowners who are habitually delinquent with dues and just don't pay, unless a court action is taken. Our attorney advised he has a Private Investigator who can look into the possibility of other assets to pursue.

- **Follow-up on patio fencing discussion** from last fall; determination of what is acceptable so that all homeowners are treated equally. The patio enclosures need to be tasteful and uniform. A suggestion was made to send an HOA e-mail asking if anyone would be interested in being part of an Architectural Committee to help establish patio fencing criteria for lower patio and balconies.

- **Pool and Amenities opening - May 21st. 2021**

The hot tub has been fixed, but it keeps getting cool. The hot tub is not holding the 104 degree temperature. Barb has involved herself in maintaining a 104 degree hot tub! There was a discussion over the heavy spa cover. This 2 piece heavy cover needs to be stored away for the summer. It is heavy and is being dragged over the cement. An easier to manage, lighter weight cover has been researched.

- **Treasure Valley Pollinator Project.**

The plants are doing well and look nice. The Iris look especially nice.

- **Discussion of dead/dying trees on hillside.**

We discussed the trees behind the HOA Garage and along Federal Way. We discussed identifying the most top heavy and rotten based trees. We discussed managing the most dangerous trees and branches would be the most cost effective way to begin. Before we begin any trimming, it needs to be determined who is the actual owner of the land the trees are growing on. The owner of the land should

be responsible for the trees. Michael advised he will research the ownership of the land the trees are growing on.

- **Office Management hours and duties / issues with dues documentation**

The new accounting firm has experienced some hiccups. There is an issue with a coupon that needs to be printed and sent with the homeowner checks. This allows the process to move smooth. Checks were sent without this coupon (and not applied to the homeowners account-these checks have not cleared the homeowners banks) and the homeowner could not be credited. This firm offered a portal where the homeowner could enter portal to pay dues and view account. This firm also offered a dozen different reports. All of this with no cost to our HOA. They are still working out the bill paying. Randi's frustrations were discussed with this new process. This accounting firm was brought in to help reduce Randi's and Shelly's work load. We are into this accounting firm 2 months. It was recommended the HOA Board give this firm a deadline to get their act together to ease Randi's work load. Prior to the replumbing project, our HOA office manager only worked 24 hours a week.

Meeting closed at 9:07 p.m.