

WILLOW VALLEY CLUB ASSOCIATION

BOARD OF DIRECTORS MEETING

MEETING HELD AT: 549 E. GORDON DR, MOHAVE VALLEY, AZ 86440

MEETING HELD April 8th, 2023 @ 9:00 AM

The Board of Directors meeting was called to order at 9:00 AM by Andrea Pewsey.

Mark Aery led the Pledge of Allegiance. 10 out of 12 board members were present making it a quorum.

1. Present: Dee Adcox-Kimberlin, Mark Aery, Randy Burton, Bob McMahon, Ed Peters, Andrea Pewsey, Bob Slater, Sue Steeber, Michelle Stevens, Karen Summitt.
2. Absent: Mark Bestwick, Eric Villalobos.
3. Number of General Members attending: 17

BOARD OF GOVERNORS – SWEARING IN OF NEW DIRECTORS

Board of Governors member Gail Peters took the floor to swear in the newly elected Board of Directors members: Chris Elvert, Bryan Osborne, Karen Summitt, and Chris Young. Ken Koch was absent and will be sworn in at the next meeting. The new directors took their seats.

Gail reported that Mark Aery, who has completed his term on the Board of Directors, will move onto the Board of Governors. There are 3 members. Mark will also be the liaison to the Board of Directors.

Gail reported that the Board of Governors has submitted a request to the Board of Directors for an independent financial audit. Also, the 2023 -24 budget has been set by the Board of Governors. Chris Elvert asked how long it has been since the last audit. Gail replied she thinks it has been several years. Dee Adcox-Kimberlain added that there are no CPAs in our area and the cost for the audit will be approximately \$10,000, as it is a very in-depth process. The Bylaws state we must do an annual review but do not specify an independent audit is required. Andrea Pewsey commented that an independent financial audit is listed in the strategic plan, so we'll need to budget for this cost. The Board of Governors does perform an annual financial review.

BOARD OF DIRECTORS – NEW OFFICERS & COMMITTEE CHAIRPERSONS

Andrea Pewsey, the outgoing chairperson, nominated Chris Elvert for chairperson, motion made, 2nd, and carried. Andrea Pewsey was nominated by Chris Elvert for vice-chairperson, motion made, 2nd, and carried. A member asked if the chairperson is absent, will Andrea be able to handle the meeting minutes and run the meeting. Sue Steeber and/or Michelle Stevens will handle the minutes in that circumstance. Chris asked for a volunteer to fill the Liaison to the Board of Governors position. Bryan Osborne volunteered; motion made, 2nd, and carried.

Karen Summitt discussed the community wanting the committee chairpersons to be elected members of the board rather than appointed from the community. She asked if we should wait until the updated bylaws are in place. Discussion was held about an elected board member being a committee chairperson and appointing a co-chair or additional members on a committee. Chris requested volunteers from the board to fill the committee chair positions. Randy Burton will chair the Building & Maintenance Committee; Bryan Osborne will chair the Recreation & Entertainment Committee, and Dee Adcox-Kimberlain will chair the Publicity & Communication Committee. Motion made, 2nd, and carried.

MEETING MINUTES FROM March 4th, 2023

The meeting minutes are sent to the Board to review prior to the meeting. Copies were provided to members at the meeting and are available on the website and in the office. Chris Elvert noted his name was misspelled in the March minutes. **Motion to Approve** March 4th, 2023, meeting minutes with the correction to Chris Elvert's name was made by Chris Elvert, 2nd by Andrea Pewsey, and carried.

TREASURY REPORT

The treasury report for February 2023 was sent to the Board prior to the meeting. Copies were provided to members at the meeting for review and are also available at the office. **Motion to Approve** the February 2023 treasury report as presented was made by Andrea Pewsey, 2nd by Chris Elvert, and carried. Karen Summitt questioned the status of the annual budget. Dee advised the Board of Governors sets the budget, Karen asked to see a copy of it.

BUILDING AND MAINTENANCE

Randy Burton advised that there is a problem with replacing the clubhouse roof; we are unable to get 3 bids. We have tried every licensed contractor in the area for several months now. The bylaws state to get 3 bids for projects exceeding \$10,000, "if possible." We can't get 3 bids and need to move forward with the clubhouse roof. The 2 bids we have are Scott Crane Roofing, \$22,111; and Canyon State Roofing, \$29,526. Karen Summitt has used Scott before and said he does good work. Bryan Osborne recommends we have someone to oversee this project. Discussion was held about the scope of work. Chris Young felt that going forward we need performance specs for major projects and have the contractor sign them off; also, to stay even or ahead of payments. Randy Burton and Mike Wilke will oversee the clubhouse roof project and will have the contractor sign off on the performance specs and scope of work. **Motion to Approve** Scott Crane Roofing was made by Bryan Osborne, 2nd by Andrea Pewsey, and carried. We will proceed as soon as possible.

The beach parking lot is not completed because Hound Dog excavating is not yet up and running. Member Paul Merz wants to get a bid from Phillips Excavating. We have 2 bids; Hound Dog Excavating \$15,000 and T. Maus who was \$14,800. Phillips would be a 3rd bid; Paul will call them this week. Andrea will give Paul the scope of work quoted from the other 2 bids. Paul will submit the bid to the board as soon as he receives it; the board can vote through email and not wait until the next meeting. Chris Elvert said we must move on this as soon as possible since the busy season is upon us.

Randy Burton reported that the summer kick-off party is May 6th and would like to call Mike Carson for additional security. **Motion to Approve** additional security for the summer kickoff party was made by Andrea Pewsey, 2nd by Bob Slater, and carried.

PUBLICITY AND COMMUNICATION

Dee Adcox-Kimberlain reported there are 665 members on the WV Association Facebook page. Dee received a request for sponsorship of the RVHS sports poster, the sponsorship money helps with their equipment and uniforms. It would be nice to support our community and the children. Cost is \$499 for a 3"x5" square. Discussion was held and there is no extra money budgeted in publicity & communication funds, we won't amend the budget for this. Chris Elvert added that we could budget for this type of sponsorship in the future. Item tabled.

RECREATION AND ENTERTAINMENT

Michelle Stevens announced the summer kickoff party is May 6th and it will be posted on Facebook. Money has been budgeted to cover the cost of hamburgers and hot dogs; it was about \$400 last year. Bryan Osborne advised another cornhole tournament is scheduled for June 17th at the marina picnic area, it will start between 4:00 to 5:00 PM. More info. to come. Michelle said there is some money in the budget to use towards the tournament. The annual girls' weekend, a private event, is scheduled for May 19-21; the London Jet will be picking them up in the marina May 21.

Bryan Osborne provided information about a portable BBQ with a Blackstone unit and tool kit for the marina picnic area, cost is \$540. It would be for special events only and not for public use. It would be stored away when not in use. **Motion to Approve** was made by Andrea Pewsey, 2nd by Bob Slater and Sue Steeber, and carried.

STRATEGIC PLANNING COMMITTEE

Karen Summitt advised that the strategic plan is completed and now it's time to act and start implementing the plan. Dee will chair the Financial Committee. Other categories are Policies, Infrastructure (launch ramp) Marina, Caretaker Residence, Clubhouse Needs, Non-Dues Revenue, and Technology. Bryan Osborne and Chris Young will chair the Infrastructure Committee, Karen Summitt will chair the Technology Committee, Chris Elvert will coordinate the board training part of the Policy Committee. Bob McMahon will chair the Bylaws Committee

which has been ongoing. Karen continued that these are the things the community wanted in the strategic plan, so the community needs to step up and help. Andrea will get this posted on Facebook.

ARTICLES OF INCORPORATION COMMITTEE

New Lots in Cimarron Lakes: Michelle Stevens is waiting for the parcel APN numbers to review the titles. Tabled for the next meeting.

Articles of Incorporation and Bylaws final drafts: Bob McMahon advised the documents have been on hold pending the attorney's response to our last questions. The response to the "board members involved with the launch ramp not running for office" was the vote did not meet the required threshold and did not pass, per a case decision. We are moving on and these members are eligible to run for office if they are in good standing.

Andrea said the board is supposed to be cc'd on all attorney correspondence; Chris Elvert agreed the board should be cc'd. Bob continued that the response to the \$25,000 new development assessment fee is not defensible in court per the attorney. 20% would be a reasonable increase, as stated by the ARS section that gives this guidance. Per the attorney a \$25,000 fee puts us in a vulnerable position. Karen Summitt made a motion to increase by 20%, no second. Motion failed. Discussion about the background and intention of raising the fee continued. The developer and McKellops wrote in their agreement and CC&Rs to include Willow Valley. We cannot stop 400 new homes from going in but thought raising the development fees would discourage them from wanting to be part of Willow Valley. Now, some lots in Cimarron have no water allocation per the MVIDD which means no new construction for the time being. The original plat plan did not include the large parcels in question. The bylaws say the board can approve / disapprove new properties in Cimarron Lakes, however Karen Summitt advised Willow Valley is in the legal description and CC&Rs. Karen felt like increasing the fee to \$25,000 was not abiding by the law. Some of the board felt like increasing the fee to \$2,500 per parcel would be reasonable. We have not increased the fee in decades and the fees are not up to today's standard. Bob McMahon read from the ARS section, "...shall not impose more than 20% assessment without the approval of the members of the association..." Chris Elvert added that we really must come up with a number in order to complete the bylaws and get them out for vote. Chris Young said he is okay with \$2,500 but would like to get the letter of the law before we rubber stamp this increase. **Motion to Approve** increasing new property development assessment fees to \$2,500 per lot was made by Bob Slater, 2nd by Sue Steeber. 10 in favor, 2 opposed (Karen Summitt, Chris Elvert). Motion carried.

Bob advised that the bylaws and articles are now final, and we will have them ready to go out for vote by next month. The attorney will write a cover letter. Bob will ask for guidance on how to facilitate the vote. We need 85% of the membership to vote and that will be included in the cover letter to stress the importance of all members voting. Chris Elvert asked if we can get this done by the next meeting. Bob replied that it should be, but the attorney has had medical issues. Bob has been working on this for 5 years and is ready to complete it. We all need to start spreading the word that the documents are coming out for the vote.

OLD BUSINESS

A. **Tri-State WIFI Projected Timeline.** Chris Elvert commented that he wanted the contact information for this project because it has taken way too long, and he will call them. Michelle Stevens has the contact number and said she would call them for status on Monday.

NEW BUSINESS

A. **Trailer Damage.** Mark Aery has been in contact with Auto Owner's Insurance, they have been out twice to assess the damage to the caretaker residence. It has been turned over to 2 engineers, they took pictures, and are sending their information over to our adjuster. They will come up with a dollar amount, we will get bids and file for reimbursement. They say the residence is fixable. We will be paid by our insurance and will bill Mr. Alvarado's insurance.

B. **Dock Rental Procedure.** Reviewed handout of procedure. **Motion to Approve** was made by Sue Steeber, 2nd by Bob Slater, and carried. Copies are available at the clubhouse.

- C. **Launch Ramp Committee.** Chris Elvert discussed forming a committee for the ramp. Bryan Osborne, Chris Young, and member Paul Merz will start the committee. Other volunteers are always welcome. We will move forward, and the committee will provide monthly updates. Our permit has or will be extended for 11 months. Bob McMahon advised he was contacted by a contractor who wants to bid the job, they have met at the ramp and Bob showed them the specs for the repair of the bottom of the ramp. More information to follow.
- D. **Marina Exit Area Fence.** Mike Wilke asked that now, since the insurance company has said the caretaker residence is fixable, can we go ahead and fix the damaged fence caused by Mr. Alvarado crashing through it. **Motion to Approve** fixing the fence was made by Andrea Pewsey, 2nd by Sue Steeber, and carried. The bid from Cal-Zon was previously approved.
- E. **Tiered Assessment System.** Bob McMahon shared information from another community association that offers tiered assessments based on facilities' usage. There was no interest from the members and board.

The next regular meeting will be held Saturday, May 6th, 2023, at 9:00 AM.

Meeting Adjourned: 10:40 AM.