

WILLOW VALLEY CLUB ASSOCIATION

BOARD OF DIRECTORS MEETING

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

MEETING HELD February 4th, 2023 @ 9:00 AM

The Board of Directors meeting was called to order at 9:05 AM by Andrea Pewsey.

Mark Aery led the Pledge of Allegiance. 11 out of 12 board members were present making it a quorum.

1. Present: Dee Adcox-Kimberlin, Mark Aery, Marc Bestwick, Randy Burton, Bob McMahon, Ed Peters, Andrea Pewsey, Bob Slater, Sue Steeber, Michelle Stevens, Karen Summitt.
2. Absent: Eric Villalobos.
3. Number of General Members attending: 38

MEETING MINUTES FROM January 7th and January 21st, 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. **Motion to Approve** January 7th, 2023, and January 21st, 2023, strategic planning meeting minutes as presented was made by Andrea Pewsey, 2nd by Michelle Stevens, and carried.

TREASURY REPORT

The treasury report for December 2022 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 December 2022 treasury report as presented was made by Andrea Pewsey, 2nd by Michelle Stevens, and carried.

BUILDING AND MAINTENANCE

Randy Burton advised that he is waiting on quotes for additional palapas for the club beach. Mike Wilke reported he has a cost to replace the large canopy at the marina picnic area for \$\$2,112.93 with shipping and we will install it ourselves. Mike recommends removing the older, smaller canopy altogether because the poles are rotted and unstable. We can look into replacing the smaller canopy in time. **Motion to Approve** the purchase of new material for the larger canopy was made by Andrea Pewsey, 2nd by Michelle Stevens, and carried. **Motion to Approve** removal of the smaller canopy was made by Andrea Pewsey, 2nd by Michelle Stevens, and carried. The material for the larger canopy will be fabricated within 6-8 weeks and shipped from Mesa, AZ.

Mike has a quote from Baron Pest Control for \$928.00 for an initial weed control spray for the clubhouse and marina and includes spraying twice a year. **Motion to Approve** was made by Andrea Pewsey, 2nd by Michelle Stevens, and carried.

PUBLICITY AND COMMUNICATION

Dee Adcox-Kimberlain reported there are 629 members on the WV Association Facebook page.

RECREATION AND ENTERTAINMENT

Michelle Stevens advised the community pancake breakfast is scheduled for tomorrow, February 5th from 8-11:00 AM at the clubhouse. The last pancake breakfast for the season is scheduled for March 5th. A cornhole tournament is being planned for St. Patrick's Day weekend in the afternoon on Saturday, March 18th. Member Brian Osborne has a keg of green beer coming for the tournament. We will plan another musical bingo night soon.

STRATEGIC PLANNING COMMITTEE

Karen Summitt advised that the committee has met twice, and 12 sections of the strategic plan are in process. The committee currently has 13 members. The meetings are to develop ideas and include all suggestions from the community without discrimination. 9 people attended the first meeting. The next meeting is planned for Saturday, February 11th at 10:00 AM via the Zoom web application. We will be organizing and prioritizing the ideas in the strategic plan.

Member Pat Kerr questioned who is on this new committee and why wasn't the meeting notice posted on the WV Facebook page for everyone to see and it isn't fair to start a new committee with only a few members; that isn't right. Another member stated she has a Zoom with capacity for 1,000 viewers but was told "No" by the clubhouse when she suggested using it for the meeting because this had not been approved by the Board, and because there's no way to confirm if all attendees are members in good standing. Her point included that members in good standing are not currently verified during attendance at regular meetings. Andrea Pewsey said she's not opposed to using Zoom for meetings said "Okay" to use Zoom for these strategic planning meetings.

Karen responded that the meeting was posted on the WV Facebook page and WVCA website; also, the planning form was included in both places, and in the office, so everyone could complete a form with their ideas. Karen stated that everyone should get a planning form, complete it and return it to the office or email it to her. All ideas are to be included, such as a member who suggested a waterslide, will be on the planning document. No financial decisions will be made at this level. A report will be submitted back to the Board for further planning. There are 13 categories in the plan, such as financial committee, independent review, financial audit, budget, reserve account, etc., for example. So far, the marina ramp is the 1st priority. Karen believes there will be about 2 more meetings to organize the ideas and create the report.

ARTICLES OF INCORPORATION COMMITTEE

New Lots in Cimarron Lakes: Michelle Stevens tabled discussion as she is waiting for the property titles to examine them. She will follow up and bring back to the next meeting.

Articles of Incorporation and Bylaws final drafts: Bob McMahon advised that he has the redlined documents to post on the WV website and WV Facebook page, as requested. Hopefully they will be posted by this upcoming Tuesday. Bob strongly encourages everyone to review these documents and ask any questions you have as well as any suggestions. Bob has been working with an attorney each step of the way over the past 4 years to accomplish the updates of these documents. In addition, Bob will hold Town Hall meetings for the community to review and discuss. Copies of the documents are also available to check out in the office. Bob will clear the meeting dates and times with the office, and we will get the word out on our Facebook page and website. We could also try a Zoom meeting if needed. We want to give everyone plenty of time to review the documents before we send them out for a community vote. Michelle Stevens added that we need a certain percentage (85%) of votes returned to pass. Laws have changed since the original Bylaws and Articles of Incorporation were established (circa 1970's) and we need to bring our documents up to current standards. It is very important that everyone participate. Bob continued that if we do not get 85% of votes returned, but the majority of votes are in favor, then we will need judicial approval to pass the documents. If the majority of votes returned are not in favor, then no judicial action would be needed, and our documents will stay the same.

Member Jeff Basca asked how much money has been spent to date on attorneys to update the bylaws. Bob replied about \$18K over the last 4 years, and if we had kept up with them all these years the cost would be about the same. The member proposed an external audit of our books to prevent theft, fraud, etc. and believes \$25K is way too much for a new clubhouse roof and that he just had a new roof done in California for \$10K. The member asked if any of the roof bidders have any personal relationship with anyone on the Board. Every year our costs are going up. Andrea Pewsey replied that he should review our financial report because we do have a surplus. The member continued he will run a background check on every Board member, financial, credit history, criminal background and has the connections to do it because he is tired of the waste of money. Andrea commented that every board member takes their responsibility seriously and welcomed the member to bring a licensed, bonded and insured contractor to bid on the clubhouse roof. Bob Slater added that per our Bylaws we must do an annual external audit that examines how our books are run and may reveal better processes we can utilize.

Further discussion was held about the length of time it takes to get 3 bids for projects to follow the process of our Bylaws. Discussion was held about some members not receiving a ballot for the current election. Andrea stated

that all members in good standing who have paid their dues are either mailed a ballot or receive one in person at the clubhouse. Unfortunately, WVCA does not control the US Mail.

OLD BUSINESS

- A. **Tri-State WIFI Projected Timeline.** Marc Bestwick advised that TSWF is finalizing the pole placement which will be in the original spot, and he is working on the electrical install.

NEW BUSINESS

- A. **Summer's Point Relocation.** Andrea Pewsey thanked the community members who volunteered their time, labor, and some materials to build the new Summer's Point structure at our private beach: Paul, Chris, Justin, and Mike. It really shows how our community can come together and make positive changes. Member Paul Merz advised we are currently \$1K under budget and talked about doing some minor grading or leveling to the pathway. Also adding some DG gravel and railroad ties to make the path safer and more stable. Tri-State Truss donated the trusses. Bob Slater suggested placing some boulders around the structure to prevent people from using it for an "all day" sunshade. Andrea Pewsey said we'll get a bench in place soon. A member asked how non-members will go to visit Summer's Point. Andrea replied that these people can go to the clubhouse and leave their driver's license as collateral, go visit Summer's Point, and return to the clubhouse to get their driver's license back. Mike Wilke added that it's an issue with the cars. There will be time limits and viewing times established for non-members. Non-members can visit with a member. Another member said don't let them in, it's ours, we pay for it. **Motion to Approve** Paul Merz grading, adding DG gravel and railroad ties with the unused budget was made by Andrea Pewsey, 2nd by Michelle Stevens, and carried.
- B. **Incident Report.** Andrea Pewsey discussed a member who keeps putting his vehicle sticker on his girlfriend's car for approximately the past 3 years. The office has sent him a letter to cease and desist, but this continues to occur. There has been no response to the letter. The Board feels this member needs to come before the Board to explain his actions and in the meantime his gate card should be deactivated. **Motion to Approve** to request the member's appearance before the Board and deactivate his gate card was made by Andrea Pewsey, 2nd by Bob Slater, and carried.
- C. **Marina Security.** Andrea Pewsey advised we will continue to check ID's, vehicle stickers and license plates at the guard shack. We will continue to use private security for the big holiday weekends. It costs about \$11K per season. A member said that process is a big hassle and causes huge backups in the launch line. Member Dean Veik suggested using wrist bands for the big weekends; you could verify members once, then they are clear for the weekend with their wrist band.
- D. **Marina Ramp / Permit / Peninsula.** Andrea Pewsey recognized member Pat Kerr, who has contacted the Army Corps of Engineers. Pat Kerr advised that he called Washington DC and was put in touch with the people in charge of our area of the Colorado River. He said TR ORR put themselves in our position and they were checking off their own work. Andrea will determine whose name is on the permit. At this point it will take at least a year to fix the ramp and it will cost more money. Michelle Stevens discussed fixing the peninsula and suggested a geogrid system by geotechnical engineers she spoke with. Pat suggested we can use the concrete material from the part of the ramp we remove to shore up the peninsula. Pat is working with the Army Corps of Engineers to get our permit extended and his contact will submit the necessary paperwork for approval.
- E. **Ballot Measure Re: Board Members Responsible for Marina Running for the Board in the Future.** A member questioned why the ballot measure banning any members involved with the launch ramp and marina dredge project from ever running for the Board was on the ballot. Andrea explained that the 3 Board members involved made the decision to overlay the new ramp over the old ramp did so on their own without the whole Board's knowledge or consent. This was all explained at the March 2022 meeting and the information is in those meeting minutes. Michelle Stevens added that it has also been discussed that our insurance company will investigate our claim and ask if those members are still on the Board. So, putting this on the ballot helps our insurance claim to recoup some of the cost of the ramp. Bob Slater feels this does not follow our Bylaws and it is vindictive. Andrea said the insurance company may not pay our claim if we allow those people to remain on the Board. Bob said we don't know that for sure and we jumped the gun on that. Andrea added that the community wanted that on the ballot, it was voted on and approved at the November 2022 meeting. Bob

commented that we just can't do anything we want, we must follow the Bylaws. Bob McMahon added we should have stated the people who were involved should not run for office but the wording was not complete. Andrea Pewsey read from an email dated February 8, 2022:

Hello Andrea,

Per our conversation regarding the change order or decision on not removing the current ramp was made by Cori, Randy and myself. Due to all the delays and issues with R&M our backs were up against a wall. We had roughly 7-10 days max left in December to pour the ramp. Bryce told us he had to get roughly 30 feet poured by year-end or we would be in a worse situation. The 30 feet would have taken them out of the water so they could have poured the remaining portion of the ramp after our deadline. Demo was not an option anymore due to the above issue. He suggested we pour right over the current ramp with certain parameters/details which you now have. He assured us the ramp would be secure and have no issue by pouring over the top. So we made the decision to move forward to ensure the ramp was done within our permits that were expiring early 2022.

Please let me know if you have any questions or concerns.

Thank you,
Eric Villalobos

Former Board member Randy Stewart spoke and said he was one of the 3 people involved. TR ORR has done many launch ramps in our area and Lake Mead. We took their recommendation and advice, we were under pressure before time ran out, and we okayed the pour-over to have some sort of useable ramp. They started over a month late. Andrea added that she worked with Kathy Raasch, civil engineer, who provided the drawings to fix the ramp, but the community voted no to the latest proposal. Member Pat Kerr brought up the marina overflow parking area and the dirt we were shorted by the contractor. Andrea continued that we tried to go after R&M Excavating for the peninsula, Kathy Raasch's report was not accepted by the AZ Registrar so our claim was denied. We will need an outside agency to do a special inspection to refile a claim, but we can't get anyone to come out and can't get a letter supporting the failed work on the peninsula until we get an inspection. Member Brian Osborne asked if we have filed the claim for the ramp with our insurance yet. Michelle replied "No" because Eric is still on the Board. The Board discussed that Eric has missed 3 meetings and can be voted off the Board now and we can file the insurance claim. Bob Slater said file it now and all agreed.

- F. **Regular Election Ballots.** Andrea reminded everyone that ballots are due February 11th by 5:00 PM. There was discussion about why the ballots are numbered, they are not tracked per the Bylaws it is a blind vote, they are numbered so we know how many went out. A member asked how we vote if we didn't get a ballot and can't get a replacement. Andrea said she's sorry, but you don't get to vote in this case. It is a mail service issue, call the post office. Next time come into the office if possible to pay your dues and receive your ballot in person.

The next regular meeting will be held Saturday, March 4th, 2023, at 9 AM.

Meeting Adjourned: 10:35 AM.