



Minutes of the Special Meeting of the Lava Springs Owners Association Corporation

July 26, 2021

I. Call to order

Bob Patrick called to order the Special Meeting of the Lava Springs Owners Association Corporation at 6:50 PM on July 26, 2021 at Legacy Charter School.

II. Roll call

Member roll call was completed via the validated sign-in sheets and a Quorum was confirmed by Donna Mecham and Darwin Mecham. The total number of homes represented was 93 including proxies, meeting and exceeding the 30% requirement.

III. Proof of Notice of Meeting or Waiver of Notice

- a) Debra Tortolini provided proof of notice in the form of a mailing to all members via U.S. Mail on June 30, 2021, an email to all members on the current Lava Springs email distribution list on July 1, 2021, notice uploaded to the Lava Springs internet site on July 1, 2021, and displayed in the bulletin board in front of the pool house on July 3, 2021.

IV. Reading of Preceding Meeting Minutes

- a) Bob Patrick announced there would be no reading of the previous minutes as this was the first Lava Springs Owners Association Corporation meeting held by the member run Board of Directors.

V. Reports of Officers

- a) Bob Patrick introduced the Board Members:
 - i) Bob Patrick, Board of Director and President, Doug Broetje, Board of Director and Vice President, Sal De Los Angeles, Board of Director and Treasurer, Debra Tortolini, Board of Director and Secretary, Larry Brown, Board of Director and Sergeant-at-Arms, Jim Peterson, Board of Director. He also announced the resignation of Board of Director and Assistant Secretary Karen Riley and announced the Board appointment of Cynthia Leal, Board of Director and Assistant Secretary. Bob thanked Karen for all of the work she put in during her time on the Board.
 - ii) Each Board member provided a report:
 - (1) Bob Patrick – explained his goal is to keep the lines of communication open, to take care of the community, and keep things moving forward.

- (2) Doug Broetje – explained he is a back-up to the President in his absence and discussed our responsibility for the canal road.
- (3) Sal De Los Angeles – explained his role with review of the financials received from Riverside Management and subsequent interactions with the Reserve / Finance Committee and commitment to transparency with regard to the finances of the Corporation.
- (4) Debra Tortolini – explained role of Secretary and cited the accomplishments of this Board; 1) Communication via email (241 participants), Newsletters, Website (253 members) and she thanked Chris for his volunteer efforts to build the site, door hangers, and the bulletin board 2) Took over management of the pool key card system 3) Obtain quotes from vendors including an extensive RFP (Request for Proposal) to select our largest service – landscaping 4) Installed a new key card system and video surveillance system 5) Formed several committees for member participation and feedback – encouraged more sign-ups 6) Scrutinize every bill to ensure it is accurate 7) The Finance Committee Chairman, John, re-posts all financials into Quickbooks as a check and balance and for better reporting capabilities 8) For full transparency we post Board Meeting Minutes, Financials, and other key information on our Website 9) Developed the first ever budget forecast for 2021 and 2022 followed by a FAQ.
- (5) Cynthia Leal – explained she is new on the Board and is just happy to be here and to help out.
- (6) Larry Brown – explained his role to participate on the Board and bring his prior law enforcement experience to the table. He mentioned he would like to introduce neighborhood watch into our community.
- (7) Jim Peterson – said he didn't have much more to add.

VI. Reports of Committees

- a) Bob Patrick introduced the Committees.
 - i) ACC / Landscape Beautification Committee – Bob Patrick is the Chairman and he introduced his team, Walter Grodetski, Jim Peterson, Keith Hall, Barry Davis, and Linda Andrich. Bob spoke about his role working with Blue Ribbon and talked about managing the slope area in Phase 6 (Columbus River).
 - ii) Communication / Pool Committee – Debra Tortolini is the Chairperson for the Committee but the presentation was given by member Jim Radimer. Jim introduced Committee members Debra Tortolini, Sue Broetje, Ken Nicodemus, Mary Radimer, and Karen Shafner. He shared the accomplishments of the committee; 1) Communication consisting of handouts, input for web design, email 2) The key card system and video surveillance which both work together to identify the parties responsible if and when there is a problem – he noted that cost for the recent issues at the pool were recovered from the responsible parties at no cost to the HOA 3) The Committee identified damaged concrete at the gate entrance as a trip and fall liability and had it replaced 4) The Committee observed a slippery low spot in the concrete near the outside of the shower and had a drain installed 5) Members have replaced light ballast & motion switch in the restroom, sink aerators, and repaired sink supports with no labor cost to the HOA 6) Interviewed and

solicited bids for cleaning services three times per week 7) Monitor the pool with frequent daily visits blowing debris off the deck, test water for chemical balance, mop floors, and request individuals to comply with the rules 8) Submitted a budget recommendation to the Board for replacement/repair costs for major components for the Reserve Fund 9) Reviewed the pool contract and signed for another year. Note: Our current vendor is contracted to do maintenance (vacuum, sweep etc.) four times a week – in a five week period, per the contract, he should have made 20 visits but our key card system shows he was actually here 70 times during that period. Chemicals are balanced and shocking done at night and he tries to have vacuuming done by 10 AM, but we are one of many clients and it could be later 10) Jim talked about the reason for the pool rules, to make it enjoyable for everyone, and the difficulty enforcing them. He cited incidents of kids climbing over the fence with parents inside, children under 13 in the pool area without an adult (18 or older), horseplay and possible injury, and the dangers and liability to all homeowners when the rules are not followed 11) The pool opens Memorial Day and closes Labor Day (22 weeks). To keep the pool open longer costs about \$600 per week.

- iii) Nomination / CC&R Review Committee – Doug Broetje is the Chairman and he introduced Committee members Donna Mecham and Dawin Mecham, Pat Jones, and Mike Dulin. Doug talked about the role of the committee, the common areas and referenced a map of the community. He discussed the recommendation by his committee to change Article V section 5.7 of the CC&Rs to allow parking for 72 hours instead of 24 to give homeowners the time necessary to prep their RVs. He also discussed the recommendation to change the Bylaws to a two year rotating term for the Directors in order to have a proper turnover and maintain continuity.
- iv) Reserve / Finance Committee – John Cecil is the Chairman of the committee and he introduced Committee members Debra Tortolini, Sal De LosAngeles, and Willie Koosman. John explained his role and the work of the Committee reviewing and validating the financials, performing a reserve analysis and needs forecast, and building operating budget forecasts. He discussed his use of Quickbooks to provide the homeowners with greater visibility of the financials with a more finite breakdown of expenses and the ability to provide comparative views.

VII. Election of Directors

- a) Bob Patrick stated there would be no election as that was done in May via the drive-through election due to Covid.

VIII. Unfinished Business

- a) Bob Patrick stated that there is no unfinished business as this is the first Lava Springs Owners Association Corporation meeting held by the member run Board of Directors.

IX. New Business:

- a) Member comment period:
 - i) Don Williams – was against changing the RV parking from 24 to 72 hours. He felt with proper planning 72 hours was not necessary. Property owners need to respect their neighbors. He felt

the rules should be enforced and called out RV parking, unleashed dogs, and a motor sitting in a driveway. He indicated he was frustrated and voted NO on everything.

- ii) Beth Alexander – shared concerns about babies in diapers in the pool.
 - iii) Dick Jewell – very concerned about speeding in the neighborhood and was not sure what can be done, perhaps speed bumps. Larry Brown commented that they are City streets and speeders can be reported to the Police. He will contact the Nampa PD to see if they can up their patrols.
 - iv) Neil Rutter – waived his right to speak – his questions had already been answered.
 - v) Dave Dillon – thanked the Board and volunteers for all they do and gave kudos to Blue Ribbon as it has been a tough landscape year.
 - vi) Mitch Miller – also concerned about speeding in the neighborhood. He recommended taking cell phone videos of offenders.
 - vii) Brent Boyle – said it is a nice community and thanked the Board for all the hours they put in and stated he was unhappy with the letter he got regarding the mow strip. He cited various conversations with the City and various City codes.
 - viii) Charlette Spaur – thanked the Board. Charlette has personally seen what the HOA does as a prior Officer.
 - ix) Don Weaver – also concerned about speeding issues. He said it is OK to tell neighbors to slow down. He said we have a great community and suggested we offer to help our neighbors if they need it. Don thanked the Board.
 - x) Evan White – he indicated he didn't need to speak.
 - xi) Denise Cairl – was not in favor of the 72 hours for RV parking. She said sidewalks are being blocked and people should not have to suffer because others don't have RV garages.
- b) Larry Brown went over the Ballot measures, requested volunteers to collect the Ballots and perform the count and validation.
- i) Ballot collection and count began.

X. Adjournment – there being no further business, the meeting was adjourned for members at 8:10 PM.

XI. Ballot counting and validation continued until approximately 8:45. Counting was performed by Willie Koosman and Charles (Mike) Dulin. Don Weaver validated the counts.

RESULTS OF BALLOT MEASURES FROM JULY 26, 2021 SPECIAL MEETING OF LAVA SPRINGS OWNERS ASSOCIATION

- Bylaws Article 4 Section 4.5 Nomination, Election and Term of Office – proposal for a 2 year staggered election of the Board of Directors
 - **RESULTS – Measure did not pass** – less than required 3/4 of total voting power
 - 92 votes in favor and 7 against
- CC&Rs Article V Section 5.7 – proposal to allow RV parking in a driveway for 72 hours
 - **RESULTS – Measure did not pass** – less than required 2/3 of total voting power
 - 69 votes in favor and 26 against
- CC&Rs Article VII Section 7.7 (a) – proposal to distribute the pro forma operating statement (budget) for each fiscal year within ninety (90) days after the beginning each fiscal year
 - **RESULTS – Measure did not pass** – less than required 2/3 of total voting power
 - 84 votes in favor and 12 against

While the votes in favor of all three ballot measures represented a majority of votes collected, they did not meet the threshold of total votes required per the Bylaws and CC&Rs, see below:

Article 7 – Amendments to Bylaws states:

These Bylaws may be amended by the Corporation at any annual meeting or at a duly constituted meeting of the Corporation for such purpose as provided in the Articles of Incorporation. No amendment to these Bylaws shall take effect unless approved by the affirmative votes of not less than three-fourths (3/4) of the total voting power of the Corporation as cast by the Members.

Per our attorney “Article 7 of the Bylaws provides that the Bylaws may be amended at an annual meeting or special meeting therefore an argument can be made that the 3/4 total vote requirement can only be done at an annual or special meeting. This means even if there is a quorum present at the annual meeting, if there isn’t a vote of 3/4 of the total owners, the Bylaws can’t be amended.”

As a result, the ballot measure to change the Term of Office in the Bylaws cannot be pursued further unless done at a future Annual or Special Meeting.

Article IX, Section 9.2(b) of the CC&R’s states:

(b) By Owners. Except where a greater percentage is required herein, the provisions of this Declaration may be amended by an instrument in writing, signed and acknowledged by the Owners, including the Grantor, owning at least two-thirds (2/3rds) of the Lots within the Subdivision, provided, that so long as the Grantor owns a Lot within the Subdivision, such amendment is approved in writing by the Grantor.

Per our attorney “with CC&Rs an amendment is effective if there is an “instrument” signed and acknowledged by 2/3 of the Owners. My answer assumes the Grantor no longer owns a Lot in the Subdivision. If the Grantor is still owns a Lot, the instrument will need Grantor’s signature as well for the amendment to be effective.”

The recent CC&R ballot measures have not passed at this time due to not achieving the 2/3rds required. However, unlike the Bylaws, CC&R changes **can** be voted on outside of an annual or special meeting. Due to the amount of interest shown for the CC&R ballot measures, the Board will discuss options at the August 5, 2021 Board Meeting.