

**Master Board of Directors Meeting  
Valhalla Management Association  
Minutes  
January 20, 2026 – 7:00PM – Valhalla Party Room**

1. **Call to Order and Roll Call:** The Master Board of Directors meeting on January 20, 2026, was called to order at 07:00PM by President Kate DeVries.

Attending = X Absent = A

X	Assn 1-Kate DeVries	A	Assn 7-Muthuvel Jayachandran	X	Assn 15-Jill Bailey
X	Assn 2-Brian Kroeger	X	Assn 8-Jan Kauphusman	X	Appointed-Danette Anderson
X	Assn 3-Kathy Schwartz	X	Assn 9-Kurt Beaver	X	Nominee-Jim Iverson
X	Assn 4-Dubravka Stupar	X	Assn 10-Linda Castiglioni	X	Jill Bailey-General Manager
X	Assn 5-David Kinneberg	X	Assn 11-Brian Snow	X	Jason Dietz-Maintenance Supervisor
X	Assn 6-Derick Behrends	X	Assn 12-Paul Schultz		

**2. Reading of Minutes**

- a. Motion by Kathy Schwartz and seconded by Brian Kroeger to waive the reading and approve the November 18, 2025, Master Board meeting minutes as written. Motion carried with all in favor.

**3. Approval of Nominated Master Board Member**

- a. Motion by Jill Bailey and seconded by Brian Kroeger to approve Jim Iverson (Building 12) as appointed Director for a one-year term. Motion carried with all in favor.

**4. Reports of Officers**

- a. President – Kate DeVries – No Report
- b. Vice President – Kurt Beaver – No Report
- c. Treasurer – Jill Bailey reporting for Muthuvel Jayachandran
  - i. Buildium entry is complete except for a small number of document scans and includes all of 2025 transactions.
  - ii. The Finance Committee at the January 14, 2026, meeting recommended providing initial access to Buildium financial reports to building presidents and treasurers with review in 30 days to determine access to other directors.
  - iii. **Motion by Linda Castiglioni and seconded by Paul Schultz to approve the Finance Committee recommendation to provide initial access to Buildium financial reports to building presidents and treasurers with review at the next Master Board meeting regarding access for other directors.** No additional discussion. **Motion carried** with all in favor. A list of available reports and access instructions will be provided to building presidents and treasurers.

**5. Standing Committee Reports**

- a. Executive Committee – Chair, Kate DeVries
  - i. Discussed procedure for updates to General Resident Policies and Building 1-11 Additional Resident Policies. Details in Unfinished Business.
- b. RAMB – Chair, Kate DeVries
  - i. RAMB meeting on January 15, 2026, focused on the VMA Reserve Study and prioritization of capital improvement projects for 2026.
    1. Maintenance Supervisor, Jason Dietz, provided additional time to review VMA Reserve Study and propose 2026 project prioritization.
    2. Proposal for Party Room improvements on hold pending a review of the structural integrity of the Recreation Building.

3. Recommendation to purchase one (1) new ladder with additional rungs for the shallow end of the indoor pool (\$1500) from VMA recreation reserve funds to promote increased usage of the indoor pool prior to considering a second ladder for the deep end.
4. **Motion by Brian Kroeger and seconded by Kathy Schwartz to purchase with VMA recreation reserve funds one (1) new ladder (\$1500) with additional rungs for the shallow end of the indoor pool.** No additional discussion. **Motion carried** with all in favor. Jason Dietz will proceed with purchase and installation of the new ladder. The VMA Office will notify all residents when the new ladder installation is completed.

#### **6. General Manager Report – Jill Bailey**

- a. General Manager preparing 2026 preliminary budgets. For accurate 2026 budgeting, each building should review the reserve study for any changes, errors, or oversights that could affect the building's budget.
  - i. Building boards may contact the VMA Office if they need to meet virtually with Mr. Keary Wass from Reserve Advisors for additional information or questions regarding the reserve study.
  - ii. Corrections to the reserve study, if needed, are usually processed within 7-10 business days.
  - iii. Hard copies of the reserve study are available from Reserve Advisors for \$75 and usually arrive within 3-4 business days.
  - iv. Each building's reserve study provides a recommendation for the specific dollar amount (not just a percentage) needed in the reserve account one (1) for their building's recommended 5-year outlook capital improvement projects.

#### **7. Maintenance Report – Jason Dietz**

- a. Reviewed list of maintenance projects completed (see attached). Discussion included:
  - i. 1<sup>st</sup> Floor drum trap leak inspection and replacement: Shower/tub drum traps are obsolete and cause leaks when they fail; replace with P-traps. Traps are limited common elements replaced at the owner's expense. First floor leaks tend to back up into bedrooms; upper floor leaks tend to leak into lower units.
  - ii. Building boilers: Unclear if building boilers are registered with the manufacturer for full warranty coverage. Jason Dietz is reviewing and will submit information to manufacturers if needed.
  - iii. Water Heater Anode Rods: Used to extend life of water heaters; consider for future discussion.

#### **8. Unfinished Business**

- a. General Resident Policies and Building 1-11 Additional Resident Policies Updates
  - i. Proposed updates for General Resident Policies and Building 1-11 Additional Resident Policies prepared by the Ad Hoc Committee sent to Master Board directors on January 12, 2026, for review.
  - ii. In the interim, Dunlap & Seeger reviewed the Master Board bylaws to clarify the authority and process for updating resident policies. Provided a written opinion forwarded to Master Board by Jill Bailey (see attached). Legal review noted:
    1. Master Board has authority to update resident policies [Art. IV 3(b)].
    2. Approval process requires a special meeting of members with each member association appointing three (3) representatives from their board to participate in person or by proxy [Art. II 2].

3. Quorum of 51% of voting representatives required *[Art II 4]* with majority (51%) of votes of representatives in attendance and proxy required to pass *[Art II 3]*.
  4. Jill Bailey reported additional recommendation from Dunlap & Seeger to combine General Resident Policies and all building-specific additional resident policies (Buildings 1-11 Additional Resident Policies, Building 12 Additional Resident Policies, and Building 15 Additional Resident Policies) into one resident policy document for clarity, consistency, and to reduce legal risk to individual associations and VMA.
- iii. Discussion included concerns regarding the advantages and disadvantages of combining the policies; concerns regarding building autonomy; and concerns regarding draft resident policies conflicting with building declarations. Directors expressed need for written verification from Dunlap & Seeger regarding recommendation to combine all policies. Directors recommended consideration for proposed policies to be reviewed by attorney and/or [MN CIC/HOA Ombudsperson](#).
  - iv. Discussed the opportunity to have the general resident policies and building-specific additional resident policies combined in draft, in addition to recommendations from Master Board directors, and review final product before making a final decision whether or not to proceed.
  - v. Proposed timeline:
    1. Submit changes, additions, recommendations in writing to VMA Office by 02-06-2026
    2. Ad Hoc review and meetings, if needed, between 02-17-2026 and 02-27-2026
    3. If proceeding, Special Meeting of Members tentatively 03-10-2026

## 9. New Business

- a. Legal Costs for 2025 and 2026 – Paul Schultz  
Inquiry on budget for shared expense legal costs in 2025 and projected for 2026. Projected shared legal expenses for 2026 include update to the VMA governing documents that were started in 2023 and not completed. Information on 2025 actual versus budgeted expenses for shared legal expenses will be included in 2026 budgets.

**10.Adjournment:** Motion: K.Beaver                      2<sup>nd</sup>: D.Kinneberg                      Meeting Adjourned: 8:13PM

Respectfully Submitted,  
Danette Anderson, Secretary

Unofficial minutes of the January 20, 2026, Valhalla Master Board of Directors meeting

## **Maintenance Report**

**Master Board – January 20, 2026**

**Jason Dietz**

- Maintenance is staying on top of work orders.
- In the next week or two will be starting the process of putting together a preventive maintenance plan for the Recreation Building and common areas based on the recent reserve study recommendations.
- Will be creating a list of projects that are beyond preventive maintenance consisting of things that have surpassed their remaining useful life (RUL).
- Will be creating a preventive maintenance list for each building based on each building's reserve study.
- Over the past month or two we have been going through the first floor of each building inspecting the drain traps which are now complete. It was discovered that a handful of them were leaking and have been removed and replaced at the expense of the owner. Being proactive on that eliminated the possibility of damage to units and/or buildings.
- We took some time to go through the maintenance shop garage and threw away a good amount of junk that has been sitting up on the shelves for years including old broken vacuums and other miscellaneous items we don't need.
- The shop/office has also been organized and removed unneeded junk.
- I think it would be a good idea to get a fireproof cabinet for the shop to store paint and other flammable products. As of now these things are being stored out in the garage and where things freeze resulting in unusable aerosol cans like spray for insects and marking paint, etc.
- Also in the process of determining if all our boilers are registered to ensure we have an active manufacturer warranty. I am thinking it is also a good idea to look at having chemicals added to the boiler water to attain the longest life possible of all the piping and motors/pumps and any other parts that are subject to corrosion.



Danette Anderson <danette.valhalla@gmail.com>

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## VALHALLA- RESIDENT POLICIES APPROVAL PROCESS

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Jill Bailey <gm@valhallacondos.com>

Tue, Jan 27, 2026 at 12:44 PM

To: Kate DeVries <apples9791@yahoo.com>, Brian Koeger <brkroeger@yahoo.com>, Kathy Schwartz <schwartz.kathym@yahoo.com>, Dubravka Stupar <dubravkasablji@gmail.com>, Dave Kinneberg <coachkhomes@gmail.com>, Derick Behrends <dbehrend@hotmail.com>, Muthuvel Jayachandran <jayarst@gmail.com>, Janet Kauphusman <jkauphusman@gmail.com>, Kurt Beaver <kb828@aol.com>, LINDA CASTIGLIONI <info@flyingthehull.com>, Brian Snow <briansnow319@gmail.com>, Paul Schultz <paulschultz@frontier.com>, Jill Bailey <jilljbailey@msn.com>, Danette Anderson <danette.valhalla@gmail.com>

Master Board Members..... for many years we have been approving Resident Policies without going through the proper process per the VMA By-Laws; going forward I would like to correct the process. Upon reviewal of the VMA By-Laws I questioned some of the verbiage and consulted with the Dunlap Law Firm to make sure I was interpreting them correctly and how we should proceed going forward and here is what we came up with. So in the Master Board meeting tonight we will still review what I sent everyone a few weeks ago from Ad Hoc committee meetings, make corrections, additions and we will have a SPECIAL MEETING called by Kate DeVries on TUESDAY, FEBRUARY 10 AT 6:30PM in the Valhalla Party Room following the guidelines listed below and VMA secretary will be sending out notice per Art.III/4.

Under the VMA by-laws the “members” are the individual condominiums (i.e., the member associations) (Art. II 1). The boards of the member associations are supposed to elect 3 members from their board to represent the association at any meeting of the members (i.e., an annual or special meeting for VMA), either in person or by proxy. (Art. II 2). There does not appear to be any prohibition on the VMA board members also being one of the voting representatives. The term “majority of the members” means 51% of the votes of those representatives. (Art. II 3). A quorum is also established by presence of 51% of the voting representatives – in person or by proxy. (Art. II 4).

According to the VMA by-laws the VMA Board has the power to “establish . . . rules (herein called “Resident Policies) . . . with the right to amend same from time to time.” (Art. IV 3(b)). However, the next sentence provides that “[a] majority of the members may, either at any annual meeting or a special meeting called for such purpose, amend existing or adopt new Resident Policies.” (Id.) (emphasis added).

There is some ambiguity here and could arguably be interpreted as meaning that the board can amend the policies on its own (under the first sentence) and that the members can also vote to amend or adopt new policies (under the second sentence). This interpretation would not make much sense as it would imply that both the board and the members have the same power and would allow the board to simply undermine the members. This interpretation also carries significant risk as it would subject any policy passed by only the board to scrutiny and could result in such rules and enforcement thereof being invalidated through litigation.

The much better interpretation is that the board establishes and enforces the rules which can be amended and that the process for amending them is by approval of a majority of the members. This process is very likely the correct process and would not be subject to scrutiny as it is clearly allowed and outlined under the by-laws.

There are 13 associations, thus there should be 39 voting representatives. Representatives accounting for at least 20 votes, in person or by proxy, would be required to establish a quorum and to reach a “majority of the members” for taking actions such as amending or establishing new Resident Policies.

Suggested process for amending Resident Policies in compliance with the By-laws:

- Establish the finalize the complete set of proposed amended Resident Policies (essentially a complete set of the resident policies, whether being amended or not, to ensure that all policies will have been approved by the correct process).
- Pass a VMA board resolution for the President to call a special meeting of the members of VMA for the purpose of approving amended Resident Policies.
- Have the Secretary of the VMA board send notice of the special meeting to the directors of the member boards in compliance with (Art. III 4).
- Have each VMA board member return to there individual boards and establish the 3 representatives (recommending that the VMA board member be one of the representatives).
- Have the representatives either show up to the special meeting or suggest that they simply provide the VMA board member with their proxy by sending the proxy in writing to the VMA secretary prior to the meeting.
- Assuming all VMA board members are elected as voting representatives and show up to the special meeting, including the at large director (per website 14 total), you would need least six additional voting members to show up or provide proxies to the VMA board members in order to establish a quorum of 20 at the special meeting.
- Votes of at least 20 representatives need to be cast in favor of the amended resident policies.
- Once approved a copy of the Resident Policies as amended needs to be delivered to the members (associations). Technically the associations should then be delivering the policies to their individual owners, but VMA could also send them to the individual owners for good measure ensuring that all owners have received notice of the amended Resident Policies.
- Promptly update the Resident Policies on the website.

Jill Bailey, General Manager

Valhalla Management Association

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[www.valhallacondos.com](http://www.valhallacondos.com)