

**Wilderness Park Homeowners Association
Annual Members Meeting Minutes
August 19, 2023**

Meeting called to order by Jeff Zabinski at 9:42 a.m.

Board Members Present: Jeff Zabinski, Karen Ludwig, Tom Hansen, Paul Albrecht, Roger Cummings, Oscar Ehrnst, Kris Jackson, and Kari Koren. Jeff Finch was not present. The board members introduced themselves to the members present.

Volunteers were requested to act as Sergeant-at-Arms for the meeting. Brice Grafstrom and Gene Juarez volunteered.

Secretary's Report: Karen Ludwig had minutes from the 2022 Annual Members' meeting available to board members and attendees at the meeting. A moment was provided to read through the minutes; Vicki Matson made a motion to approve the 2022 Annual Members' meeting minutes; Tyler Jackson seconded; all in favor; motion carried.

Treasurer's Report: Kris Jackson provided a ledger showing July 1, 2022 to June 30, 2023 budget vs. actual report to members. Vicki Matson questioned the actual cost of insurance. Kris Jackson informed it was near \$9,700, but the switch from online to desktop interfered with reports in QuickBooks. Another member, Becky, asked if the books are ever audited. The park's CPA, Cindy McWilliams assists with books, does the taxes, and the board reviews the books monthly. Moving forward, a suggestion was made to print the general ledger from QuickBooks rather than a summarized budget/actual report. A member requested these numbers be posted on the park's website. Mike Kerfeld made a motion not to post the budget or financials for any public to view on the website; Kelly Daniels seconded; motion carried. The updated budget numbers will be made available at the next board meeting and will be made available at the clubhouse in the hall by the documents. The update will include the money brought in to-date. If you are unable to attend a regular monthly meeting to view a reconciliation report and are interested in doing so, please email the park's email (wilderness.park.hoa@tds.net) or contact Kris Jackson or Karen Ludwig for a copy to be emailed to you.

Caretaker's Report/Maintenance: Jeff Zabinski informed, as all can see, there is a lot going on. The pool got fixed. The finalization of the front entry is scheduled to take place after Labor Day as well as the finalization of the men's bathroom remodel. Thank you to all who volunteered to help with these projects.

Road Committee: Jeff Zabinski spoke on behalf of the Road Committee. A mile of gravel was added, some on Poplar, some on Iroquois Loop. Tom Hansen informed Engberg logging is coming in to open some of the roads to allow the grader to come through. This was brought up at several meetings and volunteers were asked to help cut back some of the trees that are still leaning from last winter. Only a handful of volunteers came to assist. Engberg quoted they would do no less than 10 miles of road, both sides, at a cost of \$1,400 per mile. They will grab the trees, cut them off 6" above ground, run them through a chopper, and blow the wood chips into the ditch and/or woods. The road committee put together a list of the worst roads to start with the first 10 miles. They can only reach 15 feet from the side of the road, no further. The goal is to cut back the road right-of-way only. The trees belong to the property owner, but the association has a duty to maintain the road right-of-way for emergency vehicles, etc. If you want the wood, Engberg indicated they will cut the trees down and leave them on your property near the stumps. Engberg will only be cutting back trees 3" and larger, not brush cutting. As far as large oak trees, for example, he doesn't believe it is Engberg's plan to cut them down. **If you mark your tree with a red ribbon, it would indicate you want the tree cut, but want to keep the**

wood. Yellow caution tape would indicate you want to keep the tree and it should not be cut. If there is a tree leaning over the road, but the base is not in the right-of-way, it will not/cannot be cut.

Bylaws Committee: Brad Person of Breen & Person, a law firm out of Brainerd was present at the meeting. The board/committee met a couple times over the past few years. This development is large. The Declarations should be recorded on each plat and are not. One of the Declarations is recorded on the first plat (Wilderness Park Estates), the other is recorded on the plat of the first addition. *(I will do my best to reiterate the main points from today.)*

The Declarations and Covenants as drafted are not what we do in practice or how we operate as a park and should be brought up to date to match up. The intention is to clarify and equalize the playing field so that each member/owner would have one vote and each member/owner would have equal dues of \$400 per year. With the revised Declaration/Covenants, the board would be limited to raising dues a maximum of 5% per year if deemed necessary.

Members expressed concerns between the reference of Minnesota Statute 515B and 317A. Minnesota Statute 515B is the state statute that regulates an association like ours. The statute was created long after this park was established. The regulations set forth in 515B allow an HOA to bill for dues and have common properties as we have and utilize. Minnesota Statute 317A is the statute regulating a Non-Profit Corporation. The attorney indicated you need a corporation such as our 317A (Non-profit corporation) to establish an association such as those run by Minnesota Statute 515B. He indicated a 317A could be any Non-Profit Corporation. It does not only apply to HOAs.

Lori Musolf prepared her own version of revised Declaration/Covenants which she handed out to the members in attendance. She believes there is no reason we cannot remain a 317A and she does not want the park to become a 515B. The attorney informed the draft covenants do not stop the park from being a 317A. There would be no reason to dissolve our 317A corporation as Lori believes. The attorney informed members that he has been in practice since 1995, owns a title company, and has done 500+ associations during his practice. The 515B is not replacing our 317A. The 515B it is established in addition to. The power under 515B gives the ability to invoice, assess, and for the park to run. The statute is listed only for the park's protection. He asked that members look at the Declaration/Covenants that was mailed to you. Look at the actual words. Members are concerned about the restrictions on properties set forth in 515B, or in that draft. Any of those "restrictions" can be removed. The attorney said the terms set forth in the Declaration/Covenants govern, not the statute. **The intent of this update is not to change how any member uses their property, but to simply make sure we are all on an equal playing field and to correct the titles of the properties to ensure we are all a part of the HOA and can remain that way.**

Lori Musolf said she was a member of a HOA some time ago. She shared her story and the concerns she has and indicated she spent a year researching the statutes. Lori is asking for every member to help her create a new form of Declaration/Covenants that is prepared by the members, not an attorney. She wants her draft document to be placed on the website with her contact information. She lives in the park at 8446 Arrow Drive SW, her phone number is (320) 221-4801 and her email is almusolf@gmail.com.

The attorney, Brad Person spoke again. He indicated in hearing other opinions; it is hard to know what to believe. He wanted to reiterate Section 317A is a statute that governs non-profit associations. It does not give permission for the board to invoice dues. This is not some conspiracy. Section 515B is how you empower a board to collect dues. Any debates should be about the amount of dues or the restrictions set forth in the Declaration/Covenants, not what the difference is between 317A and 515B. He suggested the members get together and have an honest discussion on the contents of this document. Section 515B does not take away your rights as property owners.

A member expressed concern about the restrictions section of the Declaration/Covenants pertaining to well, septic, and campers. A member of the original committee informed these restrictions were put in the Declaration/Covenants as they are rules set forth by Cass County. Since the park is in Cass County, it is the intent that all owners follow Cass County Rules and Regulations. If these provisions are removed from the Declaration/Covenants (and they can be), Cass County can still fine you.

A member asked if there was a legal quorum to vote today. The attorney said we'd have to look at the documents that were used to establish the park in the 70's. The attorney said answering "what is a quorum" is difficult. It is believed one of the current Declarations/Covenants says 75%. With that being said, those Declarations/Covenants do not apply to plats 2-9, so we are not sure what a quorum would be. That is why he is suggesting proceeding through a lawsuit is necessary so a Judge can approve a "quorum." We cannot go to Court until the Declarations/Covenants has passed.

Again, the attorney indicated our Non-Profit Corporation (under Minnesota Statute 317A) will exist whether this draft Declaration/Covenants passes or not. He informed members once again that plats 2-9 are not included in the HOA. We need to update the Declaration/Covenants and record it so that all plats can be a part of the HOA. We need both a 317A and a 515B for this to work. The attorney said a majority of the people need to agree on something. If a majority can come to agree on revised Declaration/Covenants, he then must start a lawsuit to allow the Declaration/Covenants to be recorded on all plats. If someone has concerns, please email the park through the website. We need to keep making revisions drafts until we come up with a document we can all at least live with.

A member came to speak confirming there were two proposals provided. One that Lori Musolf prepared, and one that the committee worked on for the past three years that was then provided and approved by the attorney. This member suggested whichever version is used, the restrictions should state the County's regulations rule. The attorney said all of Section 7 of the document mailed (setting forth restrictions) could be removed if that is the consensus of the majority. The attorney said the members really just need the section that allows the park to charge people dues. The rules can be whatever the majority decides. The goal is to figure out what the majority wants. The park's email is wilderness.park.hoa@tds.net. Please direct your concerns to this email. Concerns of all will be read, provided to a committee and compiled to determine what the concerns of the majority. A new draft can then be prepared for all to review once again.

Vicki Matson said everyone needs to remember the Declaration/Covenants need to be updated and changed. Nothing can be enforced until we as a group figure out what everyone can live with.

Tom Hansen asked the attorney to explain how the park can change the Bylaws. The attorney said Bylaws really are unimportant. They only set forth rules for which meetings run, the definition of a lawful meeting, how do you get a quorum, etc.

Troy Bauman asked for a timeline to be put in place, so this doesn't drag on; for example, four more years. The attorney said at some point, we will get to a point where we have a finalized draft. At that point, there is a form for members to sign acknowledging service so that he doesn't have to personally serve each member with the Complaint for the lawsuit, but rather a copy can simply be provided to you. At that time, if you think the board did something wrong, or you have comments/concerns to express, a hearing will be scheduled, and the comments/concerns can be told to the Judge. The Judge will hear you and then make a ruling. The Declarations/Covenants can then be recorded, and the park will be on the right path going forward.

Jeff Jordan asked for the concerns that are emailed be shown on the website so that all members can see what changes are being made.

Lisa Savoy asked how much is this process going to cost the association? Are we going to put this in our budget. Attorneys bill hourly so the more we, as a park, can decide on our own by working together, the less it will cost. Brad Person said if he doesn't go to any more park meetings and the members, on our own, decide on a new version of the Declarations/Covenants, with a majority of the members signing an acknowledgment accept service of the lawsuit, the budget is \$10,000. The more we can do on our own, the less the cost will be. For example, each member who does not sign the acknowledgment will need to be personally served by the Cass County Sheriff or private process server which could cost an average of \$100 for each member. (If 100 people choose not to sign, this could cost the park an additional \$1,000, approximately.) The attorney said no one is trying to pull something over on anyone. We are not all going to agree. His goal is for us to have some sort of rules that match statute that are enforceable. Troy Bauman thanked the attorney for the "ballpark" number.

Gordy Fisk made a motion to push off the approval of the updated version of the Declarations/Covenants and have a special meeting prior to the next annual budget meeting so we as members can take time to get thoughts together and revisions made; second by Mark Mann; majority in favor; motion carried.

A new committee was formed to gather and organize the emailed thoughts/concerns of members and present them to the board. The board will take this information into consideration when revising the draft Declarations/Covenants prepared by the previous committee and approved by the attorney. The revised draft will then be presented to the members for discussion and approval. Volunteers that came forth to join this committee were Lori Musolf, Laura Kerfeld, Toni Diede, Jane Wittmayer, and Kelly Daniels. If you are interested in being a part of this committee, please reach out to one of these members or the board and your contact information will be passed onto the committee.

Open Forum:

Vicki Matson asked if Mark Ahrens is taking care of the front gate mowing. The answer is yes. Mark has been working with Glen Kastner and Wayne Marklowitz and helping take care of this section of the park. Vicki asked that Mark be reimbursed for gas or given something for his time. Jeff Zabinski indicated he will talk to Mark.

Troy Bauman asked about the siding being removed from the back of the clubhouse. Yes, that is getting fixed too. Wayne Marklowitz, one of the caretakers, wanted to say Glen Young pointed out that the steel under the deck needed to be angled to direct water away from the building. In doing so, it was discovered that the building repeatedly got wet in that location and rotting out. This now can be repaired.

Oscar Ehrnst wanted to thank Glen Kastner and Wayne Marklowitz for their work on the pool during the heat of summer. It was very hard work and turned out really nice.

Josh Ostrowski made a motion for the purchase of recording equipment and a Zoom subscription to have a means of recording the meetings. He is estimating it would cost approximately \$2,000. Katie Lewis seconded; majority in favor; motion carried.

New Board Member Election:

Jeff Zabinski is up for re-election as well as Roger Cummings and Jeff Finch. Jeff Finch decided not to run for another term. Roger Cummings and Jeff Zabinski expressed an interest in running for another term. Jeff and Roger spoke briefly.

Rob LaFleur expressed an interest in running for a board position. He works at Sysco (old Appert's in St. Cloud) and has a background in finance. He and his wife own a lot on Eastgate Road. He is willing to help out where he can and volunteer. He has donated burgers and cooked the last two years on park cleanup day.

A member nominated Lori Musolf. She accepted the nomination but said she would only commit to one 3-year term, if elected. She lives in the park on Arrow, has experience on a board, and is available to talk any time.

A member nominated Brice Grafstrom. Brice accepted the nomination. Brice comes to meetings regularly and volunteers when he can and has helped Oscar around the clubhouse. Brice is also raising funds to restock fish in the lake. He indicated that he likes to see the change happening around the park and dislikes arguing.

Karen Ludwig made a motion to nominate Jeff Zabinski, Roger Cummings, Rob LaFleur, Lori Musolf, and Brice Grafstrom to run to be board members; Tom Hansen seconded; all in favor; motion carried.

Ballots were received. The board requested volunteers to count ballots noting that it is preferred that these individuals are not related to candidates. Volunteers were Doreen Mages, Theresa Mages, Paul Baum, and Dale Malheim. A moment was taken for the tally which resulted in the new board members being Rob LaFleur, Brice Grafstrom, and Jeff Zabinski. The following were the votes:

- Rob LaFleur - 296
- Jeff Zabinski - 288
- Brice Grafstrom - 199
- Roger Cummings – 124
- Lori Musolf – 99
- Oscar Ehrnt - 1

Jeff Zabinski, Rob LaFleur, and Brice Grafstrom were in attendance and accepted their positions.

Tanya Zabinski made a motion to adjourn the meeting at 12:29 a.m., Glen Young seconded; all in favor; motion carried.