

**MINUTES OF THE WOODMOOR IMPROVEMENT ASSOCIATION
BOARD OF DIRECTORS MEETING
January 12, 2009**

1. The meeting was called to order at 7:03 PM.

Attendance to meeting

WIA Board Members present: George McFadden, Bill Brendemuhl, Jim Wilson, Bill Walters, Anne Stevens-Gountanis, Gary Marner, Mari Rollins (late arrival), Steve Steffey

Staff in attendance: Kevin Nielsen, Camilla Mottl

2. Approval of Minutes

Walters moved to approve the December Budget Meeting minutes as amended. Brendemuhl seconded the motion. The motion carried.

McFadden moved to approve the December Board Meeting minutes as amended. Brendemuhl seconded the motion. The motion carried.

3. Approval of Agenda

- Marner requested that the painting of the interior of the Barn be added to the agenda.

Marner moved to approve the amended agenda. Steffey seconded the motion. The motion carried.

4. Owner Comments

Hans Post presented comments to the Board. (See attached.)

Reports

5. Financial Report

Walters presented the December Financial Statement noting that it is a draft/not the final since there are still outstanding 2008 bills to be paid.

MOTION: Walters moved to solicit bids for auditing the WIA 2008 financials. McFadden seconded the motion. The motion carried.

MOTION: Wilson moved that Walters prepare an RFP so that a standard bid package is presented to each firm submitting a bid to perform the audit. Stevens seconded the motion. The motion carried.

6. Public Safety Report

Steffey gave the Public Safety report.

7. Common Area Report

Marner gave a report on the remediation work that is still in progress in the Barn and the additional expenses that have been incurred. He will be reviewing the expenses with the contractor before submitting them to the Board for approval.

8. Executive Director Report

Mottl gave an administrative report. Due to the extended length of time the WIA offices now need to remain in the temporary offices, the Board approved Mottl offering recompense of \$1,000 to the party that was suppose to move into the same offices on February 1.

Old Business

9. MOTION: In the WIA Administrative Policies and Procedures Manual, Walters moved to add the following sentence after the sentence ending "Friday" in Sec 2(a) "The Administration office shall be closed from 12:00 noon to 1:00pm for lunch." Steffey seconded the motion. The motion failed.

MOTION: Walters moved that we adhere to the office hours as stated in the WIA Administrative Policies and Procedures Manual, Section 2 to have the office open for business from 8 am to 5pm excepting the lunch hour, Monday through Friday. Wilson seconded the motion. The motion carried.

10. Past Due Collection Policy

MOTION: Wilson moved to send the currently drafted collection policy to the WIA attorney for review. Stevens seconded the motion. The motion carried.

New Business

11. Filling Vacant Board Position

McFadden announced Amy Smith's resignation from the Board of Directors.

Brendemuhl moved to appoint Bill Walters to fill the remaining term of the currently vacant Board position. Marner seconded the motion.

Brendemuhl moved to amend the motion to add the words "effective upon receipt of his resignation from the Board". Marner seconded the amendment to the motion. The motion carried.

McFadden called the amended motion to appoint Bill Walters to fill the remaining term of the currently vacant Board position effective upon receipt of his resignation from the Board. The motion carried.

Wilson moved to table the motion. Stevens-Gountanis seconded the motion. The motion carried.

12. 2009 Annual Meeting/Election Over view and Presentations

McFadden requested that members have their slide material information to Mottl no later than Friday, January 16.

McFadden instructed Mottl that:

- copies of the 2009 Budget were to be handed out to attendees
- the Ballots were to be printed on special color paper with special color ink

Wilson informed the Board that he had engaged the League of Women Voters to be custodian of and count the proxies and ballots for a fee of \$150. He handed out an informational sheet to the members regarding how the League would perform this task. (See attached)

MOTION: Wilson moved to appoint Anna Lopez/Team Leader of Voting Services, League of Women Voters, Sharon LaMothe/Member of the League of Women Voters and Marian Taylor/Woodmoor Owner to serve as the Election Judges/Counters of the Ballots and Proxies. Stevens seconded the motion. The motion carried.

MOTION: Wilson moved to appoint Woodmoor owners Al Demarest, Larry Goad, Anne Stevens and Jim Woodman to serve as Observers. Stevens seconded the motion. The motion carried.

13. Discussion of Exempt/Non-exempt Employees

MOTION: Walters moved that Steve Steffey and George McFadden will advise exempt employees (Nielsen and Mottl) that "comp time" has been eliminated and that they no longer need to prepare time

sheets. Attendance records are necessary for the recording of sick days and vacation days. Brendemuhl seconded the motion. The motion carried.

14. MOTION

Brendemuhl moved to amend the WIA Administrative and Financial Policies and Procedures Manual, Section 2 (d) (i), Days of Operation - Holidays, to the following: "The WIA office will be closed on the Holidays listed below. New Year's Day, Memorial Day, Independence Day, Labor Day, Thanksgiving Day and the day after, Christmas Day plus a floating holiday of employee's choosing with approval of their supervisor. In addition, the office will close at 3:00pm on Christmas Eve and New Year's Eve if those days fall on a week day". Marner seconded the motion. The motion carried.

15. MOTION

McFadden moved to set the amount that the President and/or Executive Director may spend on legal expenses without BOD approval to \$1500 per calendar year. Wilson seconded the motion. Brendemuhl called the question. The motion carried.

16. MOTION

McFadden moved that expenditure of budgeted WIA funds in excess of \$200 be approved by the majority of the board. Rollins seconded the motion.

McFadden moved to amend the motion by adding the words "By Directors". Rollins seconded the amendment. Brendemuhl called the amendment. The amendment carried.

Brendemuhl called the amended motion. The motion carried.

17. MOTION

Stevens moved that Paragraph "a" on Page 39 of the DESIGN STANDARDS MANUAL Part V be amended as follows: A decorative wall or pillars of stone, brick, stucco, rail/dowel may be approved on one or both sides of the driveway entrances or exits. These may not exceed four (4) feet in height and shall be limited to a total length not to exceed ten (10) feet on each side of the driveway. Any deviations desired from the aforementioned length must be approved by the ACC on a hardship case basis when safety is an issue. A retaining wall may also be approved along the lot front. These are the only walls or fences allowed at the lot front. One column of not more than 7' high and 3' wide including lighting is allowed on each side of the driveway. All other walls or fences are restricted to the lot sides or rear. Rollins seconded the motion.

McFadden moved to amend the motion by changing the word 'must' to may'. Rollins seconded. The amendment to the motion carried.

The amended motion will now be placed on the website and voted on at the next regular Board Meeting.

18. Attendance to January Hearings

Marner, Steffey, Stevens and McFadden will attend the January hearings.

19. Painting Barn

Marner moved that the Board approve an amount not to exceed \$15,000 to re-paint the interior of the Barn. Brendemuhl seconded the motion. The motion carried.

The Board broke at 9:45 p.m. prior to moving into Executive Session to discuss a personnel matter.

Executive session began at 9:55PM.

Returned to Open Session 10:55PM.

Motion: Walters moved that up to \$2,500 be authorized for Mountain States Employers Council to provide consulting services. Second by Rollins. Motion carried.

The meeting adjourned at 11:00 p.m.

RESPECTFULLY SUBMITTED:

Date

James Wilson, Secretary