

**MINUTES OF THE WOODMOOR IMPROVEMENT ASSOCIATION
BOARD OF DIRECTORS MEETING
February 11, 2009**

1. George McFadden called the meeting to order at 7:00 PM.

Attendance to meeting

WIA Board Members present: George McFadden, Bill Brendemuhl, Bill Walters,
Anne Stevens-Gountanis, Gary Marner, Steve Steffey, Mari Rollins, Chuck Maher

Jim Wilson is out of the country.

Staff in attendance: Kevin Nielsen and Camilla Mottl

2. Approval of Minutes

Brendemuhl moved to approve the January 12 minutes as amended. Steffey seconded the motion. The motion carried.

Walters moved to approve the January 20 minutes as amended. Stevens-Gountanis seconded the motion. The motion carried.

Walters moved to approve the January 29 minutes as amended. Brendemuhl seconded the motion. The motion carried.

3. Approval of Agenda

Brendemuhl moved that the Board's adopted policy that motions be submitted to all the members by noon seven days prior to the Board meeting at which they are considered, be suspended due to the timing of the election, new members and new meeting dates. Stevens-Gountanis seconded the motion. The motion carried.

The agenda was approved as presented.

4. Owner Comments

Liz Miller, Phil Miller and Ed Miller addressed the Board.

5. Financial Report

Treasurer Mari Rollins presented a newly formatted January 2009 Financial Report. Rollins noted the difficulty in preparing the report due to the timing of receipt of bank statements. She suggested that the Board change the Board Meeting date to take place later in the month so that the accountant and she will have enough time to properly prepare the report. Discussion ensued and it was requested that Rollins continue for one more month and place the discussion to change the date of the Board Meeting under Old Business at the March meeting if she still feels it is needed.

Rollins stated she wanted to make a motion to get approval on consulting with a CPA regarding how we are handling depreciation, fixed assets and the reserves. McFadden requested Mari come back with a consultation proposal and two to three bids to present to the Board for approval.

Maher requested that we set aside some time at the next meeting to discuss the financials.

6. Public Safety Report

Chief Nielsen gave a verbal report on January activities.

Motion: Steffey moved that WPS Officers (excluding the WPS Chief) be designated as Non-Exempt employees (hourly pay subject to compensation for overtime) effective 1-1-2009 to ensure compliance with state and federal labor law and that WIA hourly staff be paid 8 hours holiday pay if required to work on a WIA observed holiday. Stevens-Gountanis seconded the motion. Discussion ensued.

The Assembly agreed to withdraw the motion.

Members agreed that the definition of hourly/non-exempt and salaried/non-exempt be clarified by Steffey with help from Rollins.

7. Executive Director Report

Mottl informed Walters that, as the remaining signatory on the Safety Deposit Box at Peoples National Bank, he would need to retrieve the contents of the box and return the keys.

Mottl was previously instructed to get prices from MSEC and from Hindman-Sanchez for on-site Board Member Instruction Classes. MSEC doesn't offer this sort of class. Hindman-Sanchez will provide on-site Board training. The price will depend on the topic and length of the training but typically runs \$600-700 for a two hour session. The Board members agreed to come up with a list of topics they would like covered.

Mottl sent the governing documents to Hindman-Sanchez for a legal audit. Attorney Elina Hindley requested a decision on whether WIA wanted go for the flat "Legal Audit" fee of \$2,600, which includes a written report and her coming out to a meeting to discuss the report with the Board or an hourly rate. The Board chose the flat fee.

Since comp time is no longer given, Mottl inquired about coming in later in the day when evening meetings are held. The Board agreed that coming in later was appropriate.

8. Forestry Report

Maher informed the members that the first 2009 WIA Firewise Committee was held and Amy Smith agreed to Chair the Committee and the Spring Chipping Event.

9. Common Area/Barn Construction Report

Motion: Marner moved that WIA accept the bid from Affordable Flooring for the 5" white oak plank flooring at a cost not to exceed \$14,200 using the Bona traffic finish. Brendemuhl seconded the motion. The motion carried.

Marner reported the Barn interior is being painted. The office carpet installation is scheduled for Feb 23. Bids are being requested for the entry sign lighting.

Motion: Marner moved to authorize the payment of additional remediation/repair expenses for the community center and offices in the amount of \$2,200 to Anthem Homes. Stevens-Gountanis seconded the motion. The motion carried.

Old Business

10. Financial Audit Bids

Walters verbally presented the following bids for the 2009 audit:

Waugh and Goodwin LLP: \$3,200

Osborne, Parsons and Rosacker, LLP: \$3,700

Stockman, Kast Ryan & Co. and Ryan: \$6,500 plus out-of-pocket expenses

Walters will seek additional bids and the members agreed to interview firms at a future date to be determined.

11. Past Due Collections Policy
The Board instructed Mottl to incorporate the changes recommended by the legal firm and return it to the Board for review at the March meeting.
12. Motion
McFadden called the motion previously made and seconded at the January 12, 2009 Board meeting stating 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 must 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 may 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. The motion carried.

New Business

13. Variance
Motion: Maher moved that 339 Woodmoor Summit be granted a variance to park three cars in their drive until August 31, 2009. Stevens-Gountanis seconded the motion. The motion carried.
14. Motion
The motion to have the Executive Director update all Policies and Procedures to current was not necessary as Mottl handed out the updated version earlier in the meeting.
15. Survey
It was noted that a motion addressing the need to enact a committee responsible for having a Resident Survey done re: goals/wish list for community events, policies, improvements had been addressed at the May 27, 2008 Board Meeting. McFadden appointed Jim Wilson to Chair a Survey Committee, assisted by Rollins and Steffey, responsible for developing a resident survey that will be sent to residents, tallying the responses and presenting their findings to the Board.
16. Conduct at Meetings
Rollins wished to reinforce that there be strict enforcement of rules and regulations on conduct during meetings of Board members and attending homeowners.
17. Investment Strategy Discussion
Rollins discussed the need to have a policy regarding action on WIA bank accounts and investment strategies. Mottl will draft a policy to be sent to Rollins and Maher for review.
18. Accounting Policies
Rollins revisited the Board member accounting policy requesting that each member duly approve their expenditures and monitor their budget.
19. Discussion Arbor Mountain
Motion: Maher moved that Mottl will draft a letter to the Monument Board of Trustees regarding concerns of the WIA Board in relation to the height of the buildings, the lighting, screening, the increased water usage and the increased traffic flow the Arbor Mountain Senior Facility will bring to the area. Stevens-Gountanis seconded the motion. The motion passed.
20. Hearings
Maher, Marner, McFadden, Steffey and Stevens-Gountanis will attend the March Hearings.

Nielsen and Mottl were dismissed from the meeting prior to Executive Session at 10:20p.m.

The Board reconvened to general session at 11:00pm.

Meeting adjourned at 11:01p.m.

RESPECTFULLY SUBMITTED:

Bill Walters, Secretary