

Board of Directors Meeting Minutes

6pm on November 29, 2023 via Google Meet and in-person @ Liberty Lake Library

The meeting was called to order at 6:01pm by Scott

Scott completed a roll call with all Directors present: Cody Koppenstein, Zac Scott and attending via Google Meet were Eugene Winter, Karen Pagliaro and Scott Kingsford.

Approximately 20 Members were present in person and 3 to 4 members via Google Meet. Gil Pierce joined the meeting around 7:30 pm via Google Meet and Tisha Goodman with Rockwood Property Management was present in person.

Scott Kingsford reviewed the meeting guidelines and requested that all participants including Directors and Members follow the meeting guidelines to allow for a respectful and efficient meeting.

Eugene made a motion to approve the October Board Meeting Minutes, Cody provided the second, and a unanimous vote approved the motion. Minutes will be posted to the website at <http://meadowwoodhoa.com/>.

OLD BUSINESS

Discussion and Review Management Company

Scott opened the floor for questions from the Directors. Scott indicated that the idea of allowing the new 2024 Board had been requested by some members and he opened the floor for discussion on this idea.

Karen made a motion to allow the newly elected Board to select the management company for 2024 after the 1st of January. Eugene provided a second. Scott asked if there was any further discussion regarding the motion.

Cody asked if the decision were to be extended, would RPM commit to continuing to manage until at least April to allow the new Board enough time to review bids and time for a smooth transition if a new management company were selected? Tisha indicated that RPM initially committed to extending their current contract on a month-to-month basis through the end of February at their current rate but would be willing to extend that to the end of March if additional time is needed. Tisha indicated that RPM's goal is to assist the Board in making a smooth transition should they choose another management company for 2024 and they could be flexible.

Zac asked if the new Board could meet earlier than the third week of January. Scott said it's up to the new Board and encouraged Zac to reach out to the new Board to coordinate that first meeting and then post the meeting notice according to the Board meeting requirements.

Scott asked for a vote on the motion and a unanimous vote approved the motion.

Discussion & Review of Landscape Company

The landscape bid comparison spreadsheet was provided at a previous meeting with the three bids from TLC, Inland Lawn and Clearwater Summit Group. Scott opened the floor for questions from the Directors. No questions were raised by the Directors.

Karen made a motion to select Clearwater Summit Group. Cody provided a second. Scott asked if there was any further discussion regarding the motion.

Diane Grecco, an incoming 2024 Board Director, asked if she could ask a question.

The Board agreed to open the floor for questions related to the landscape contract so

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Diane asked if Karen and Cody could share why they made the motion to select Clearwater for the 2024 contract. Cody shared that Clearwater Summit is the current landscape contractor and they have proven they could do the job and while there have been some one-off issues he feels that overall they have done a good job. He also indicated they were one of the most economical. Karen indicated that she agreed with Cody's comments and feels that when mistakes have been brought to their attention Clearwater has been responsive. Diane thanked the Board for allowing questions.

Scott then opened the floor to the members about questions from other members related to the selection of the new landscape contractor. There weren't any additional questions from members.

Scott asked for a vote on the motion and a unanimous vote approved the motion.

Scott mentioned that Clearwater's bid provides for a 3-year contract with incremental increases and Gil confirmed that the increases are 5% per year.

NEW BUSINESS

Member Forum

Cody opened the floor.

Member: Byron, an incoming 2024 Board Director, asked if the management companies that submitted bids would be told about the decision to delay selecting the management company and ensure they are willing to extend their bids. *Cody indicated that he has been the primary contact with all the management companies, and he will communicate the decision with them. The due diligence process will be extended now that it has been decided to extend the decision and he can bring the new Board up to speed on the work that has been done after January 1st.*

Member: The landscaping has been pretty good but this is our last year with the snow removal contractor, C&C, so we need to watch them carefully this winter. If they perform like they have been in previous years, they are out. They are pathetic. Especially where I am in the Rocky Hill Townhomes and Cottages where they are supposed to do our alleys and our driveways. It's been bad. *Cody said that he knew this has been a point of contention so as the bids come up next year they would keep that in mind.*

Member also asked how they were supposed to know how to pay dues come January 1st. *Tisha indicated that since the Board decided to delay the selection of the new management company until after January 1st and since the first payment for 2024 would be due on January 1st, Rockwood would look into sending out statements soon and updating the website with the new 2024 dues information. Tisha also clarified that members who are set up for autopay through the resident portal would not receive a statement.*

Member: I just want to clarify, if we made a payment for the full year in January, that credit will just stay on my account and roll over and when the next management company takes over, they will see I have a credit. *Tisha: Yes, that is correct. If a new management company is selected, we will provide*

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them with an individual account ledger for every member that will show their payment history and it will have a total account balance at the time of the transition.

Member: Scott has been the one updating the website so with his term ending at the end of the year who will be maintaining the website? *Tisha indicated that Rockwood Property Management has the ability to make updates to the website, so until a new management company is selected we have the ability to do this starting January 1st. Cody clarified that he has confirmed with all the management companies who have submitted bids that they would be able to manage the website going forward.*

Member: Vicky, incoming 2024 Board Director, asked if there is a cost for managing the website. *Tisha explained that our contract does state that there is a cost for managing the website, however, we don't typically charge for website updates unless the Board is asking for a major overall of the website or for a special project that might take an extended amount of time and in that type of situation, we would request approval from the Board before moving forward. Posting documents and general information only takes a few minutes and we aren't going to charge for that type of work. Scott mentioned that around 2018 or 2019 and website was redone by the current hosting company. He thought the cost was around \$500.*

Member: I have an additional question about the website. It's more than likely that Scott has a lot of proprietary information on every member of this HOA, will that be taken away from him? Does that information get taken away from him?

Member: Doesn't the association have a community laptop and shouldn't we get that back? Tisha confirmed that there is a Meadowwood Association Laptop.

Director: Karen indicated that she had a hard time hearing the discussion about the website and Cody explained that it was confirmed that there is an HOA laptop and there would be a transition. Karen asked if starting Jan 1st, RPM would be in possession of the laptop and temporarily manage the information on the website? Cody confirmed that this was correct.

Member: I would assume that all outgoing Board members who might have proprietary information on their computers would have that information eradicated, not just one individual. Is that correct? *Cody, I think this would be more of a good-faith effort and I'm not sure who would have the ability to police that. That's tough and not a question that I can answer.*

Member: My Neighbor doesn't have a computer so how will she get the January invoice for dues? *Tisha: If your neighbor has not opted in for auto pay through the resident portal and she hasn't opted in to receive communication via email then she would be mailed a hard copy.*

Member: My question is since RPM has put in a bid for the 2024 management contract, I know there has been some concerns from a few members about the non disclosure agreements, is that going to be changed. *Tisha: If new Board doesn't want RPM to have members sign a non-disclosure agreement when members are given copies of vendor contracts, we will abide by their wishes. The only time a member is asked to sign an NDA is when they request a copy of a vendor's contract. If a member wants a copy of an invoice or they want to review a contract, they are not asked to sign an NDA. In addition, in these situations, the NDA does not benefit RPM as your management company. The NDA is meant to safeguard the Association. For example: if that member were to share that vendor's contract online and that act impacts that contractor's business in a negative way such as*

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their ability to be competitive when bidding on another contract, this could lead to a contractor attempting to take action against the association. It could lead to that contractor's willingness to continue working for the association. These are worst-case scenarios, and the risk might be low, but we take the opportunity to explain why it's important to keep contract information confidential during this process. We don't want to risk the business relationship of the association with their contractors. If the new Board says they don't want NDA's to be required when a member wants a copy of a contract, then we won't have them sign NDA's. That direction comes from the Board.

Member: I just want to congratulate the three new Board members. I think they are going to be terrific. We are looking forward to fantastic things from the new Board.

Director: Karen, I would like to congratulate the three new Board members also. I'm so excited and feel like we are moving in the right direction. Everything I hoped to see with the Board seem like they will be happening.

Member online: I'd like to ask RPM why they have now decided to bid on the property management agreement when in previous meetings they said they were not going to bid on the business. *Tisha: We initially decided to give notice and not provide a bid on the 2024 contract for various business reasons. After putting in our notice and making that announcement we have received several requests from Board Directors, both past and current, and several members asking us to reconsider. Through the course of those conversations, we began to understand and appreciate their desire to have some consistency in their management. Many members have shared that they love their community and feel it is well maintained, many feel their dues are reasonable and a lot of their frustration lies in the constant management changes that impact who they pay, how they pay, who they contact when they have questions, etc. Based on those requests and conversations we made the decision to submit a bid for the 2024 management contract. When we submitted the bid, we shared that we would only be comfortable with being considered if the final decision was made by the new 2024 Board.*

Member: I wanted to share that I appreciate where the Board is going and I also think we owe a great thanks to the Board members who are going out and those who have served in the past. This is a volunteer situation and they take a lot of heat. Some come in with experience. The community looks good, lawns get cut, snow gets removed. I want to thank everyone who has volunteered to be a Board member.

Member: I'm not comfortable with a management company that says they can provide legal advice. *Tisha: This issue continues to come up and I've gone on the record and explained that Rockwood Property Management does not give legal advice. We are not attorneys and our contract specifically states that we cannot provide legal advice. We will provide our professional opinion, which is based on our experience in the industry, our experience working with other associations, information that we gain from various industry training and seminars that our team members attend throughout the year. After we provide the Board with our professional advice, they ultimately make decisions.*

Member: Since RPM might be offering a bid, does that mean you are opening up the bid to other potential management companies? *Director Cody: That will be up to the new Board.*

Member: I realize that as a member we don't get a choice in which management company you chose, however I'm wondering how the Board takes into consideration what the 1400 homes want vs.

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the 20 people who show up at a Board meeting. I don't feel this group of 20 is a true majority of what the community feels. *Director Cody: I can't speak for all the other Board Members, however I would assume that everyone values different things and there probably isn't a universal answer. I would believe the silent majority is real in most voting communities.*

Member: Diane, incoming 2024 Board Director: I'm one of the new Board Members and what I understand is that people want some changes and there will be some change with the new Board. With regard to the non-disclosure, I respectfully disagree and I think that's something we will look into as the new Board. If a vendor wants to have non-disclosures that is up to them to identify in their contracts and that's their responsibility and I don't feel it opens up the association for liability. I don't think it's up to the management company or the association to police that. I also wanted to share that I was very impressed with the number of people who voted. I think before a management company is selected it should be sent out to all the members to share who we are considering to let the members share their thoughts. I understand that it's up to the Board to make the final decision but I think we should hear from members before making a decision.

Member: Vicky, incoming 2024 Board Director: If you read the by-laws, it says if there is something that materially impacts the members they have the right to vote on it.

7:01 pm meeting adjourned

Respectfully submitted,
Rockwood PM