

Charbonneau Country Club Board of Directors
Minutes of the Monthly Meeting
September 10, 2019 – 4:00pm

A meeting of the Charbonneau Country Club Board of Directors, an Oregon nonprofit corporation, was called by President Kathy Harp at the Charbonneau Clubhouse in Wilsonville, Oregon.

Board Directors Present:

Staff:

Visitors:

Kathy Harp, President	Levi Smith	Kim Hosford	Visitors listed below
Lindy Anderson, Treasurer	Steve Switzer	Jim Meierotto	
Pat Tewell, Secretary	Gene Tish	Rick Schram	
Gary Newbore	John McLain, excused		
Anne Shevlin			

Call to Order: President Kathy Harp called the September 10, 2019 meeting to order at 4:00pm and welcomed the new board members, Gary Newbore and Gene Tish. John McLain was excused for this meeting.

There were no changes to the Agenda.

Approval of Meeting Minutes:

- President Harp asked if there were any changes to the August 13, 2019 meeting minutes. There being no corrections to the minutes, they are approved.
- President Harp noted a minor change in the August 23, 2019, minutes. The open terms expire in 2020, 2021, and 2022. There being no other corrections to the minutes, they are approved.

President Harp invited the visitors to introduce themselves and, if they choose, to make a 1-minute statement.

- Larry Walker
- Judy Brennan
- Mike Brennan
- Larry Walker
- David Mathews; has a background in engineering and is looking for ways to help with needs that may arise.
- Mike Walsh; asked the board for transparency and communication with the merger between the Golf Club and CCC and also with the annex.
- Jerry Baker; here to observe and has no issue.
- Penny Dobson
- Pat Jacobson
- Ron Prewett
- Alice Harvey said she attended the last board meeting and was told that information would not be shared with residents until a formal proposal was received from the golf club. She noted that an article was printed in the *Wilsonville Spokesman* about the country club and the golf course merging. She thought it would be better to receive information from the board instead of the paper. Alice asked for comment on the General Manager's quote that was included in the article which said that the dues can subsidize the golf course if needed and there would be no limit to the amount they could be raised. Jim Meierotto clarified that CCC is limited by the cumulative CPI index on the amount the dues could be raised.
- Ray Seiwert stated he has submitted his letter of comment to the board and asked that it be appended to the board minutes.

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President Harp said that with the resignation of Bob Harland, the office of Vice-President is vacant. She nominated Gene Tish to fill that vacancy. No other nominations were made. The vote was seconded and passed unanimously.

Jim Meierotto said that Wayne Richards volunteered to chair the Civic Affairs committee and Anne Shevlin moved to appoint him to that position. This was seconded and unanimously approved.

Building Access for Emergency Preparedness Committee: The Emergency Preparedness Committee has requested that 4 CCC members be able to gain entry into the clubhouse in case of an emergency so they could access the base radio that is stored in the lobby. A motion to approve afterhours access for Lindy Anderson, Jerry Baker, Ron Prewett and Alex Watkins was made by Gary Newbore. The motion was seconded and unanimously approved.

Manager's Report: Jim Meierotto said that two bids have been received for the Annex demolition and we are waiting on the third. TVF&R would like to hold a destructive training in the Annex building before it is torn down. Asbestos will need to be removed from the building before this training happens. We currently hold vacant property insurance on the Annex building which is approximately \$9,000 a year. The board will need to decide if they would like to keep this insurance, and if so, the cost will need to be included in the 2020 budget. He requested board members and staff submit updated committee rosters for approval at the October board meeting. Budget sheets will be handed out to board members and staff that are responsible for a budget item. The budget committee meetings will be held on September 23rd. The first budget draft will be available at the October 8th board meeting. After board discussion on how the current budget reporting is done, Lindy Anderson made the motion to change the budget financial reporting to reflect annual reporting rather than year to date. The motion was seconded and passed unanimously.

Treasurer's Report: Lindy Anderson read the treasurer's report. She noted that the reserve study expense was \$1,500 more than expected and that legal fees were higher this year.

President's Report: President Harp reported that CCC legal counsel recommended the board formally approve a committee to continue talks with the golf course. She made the motion to approve Gene Tish, Kathy Harp, and Jim Meierotto to officially form a committee to continue negotiations intended to lead to a formal proposal for some form of acquisition of or consultation with Charbonneau Golf Club. This committee will be delegated the authority to speak directly with the CCC attorney and the opposing counsel. Board discussion ensued. Motion passed with Gary Newbore voting against the motion. Harp said that recently Jim has been responding to many emails that board members could be responding to. Going forward, he will be forwarding emails to appropriate board members so they can send a reply. Harp requested that board members return Jim's annual review to her by October 1st. Jim will be completing the staff reviews.

New Business: President Harp suggested moving the board meetings to the first Tuesday of the month, so that information may be submitted to the *Charbonneau Villager* before the monthly deadline of the 10th. Harp also suggested starting the meetings earlier in the day. After discussion, it was decided that beginning in November, the meetings will be held on the first Tuesday of the month at 2pm. The start time may change for some meetings.

The following motion was made by Levi Smith: I hereby move, pursuant to the bylaws of the Charbonneau Country Club, Article IV, Section 6, to wit:

"Special meetings of the members for any purpose may be called at any time by the president, or by two or more members of the board of directors, or upon the written request of the members who have a right to vote at least 50 of the votes of membership."

For a special meeting of Charbonneau residents for the purpose of sharing, with the board and amongst themselves, any concerns and questions they may have about the procedures and practices the board has followed regarding involvement of residents in the matter of adding additional clubhouse and activity space by construction of a new building or otherwise. At such a special meeting, full disclosures of board conduct to determine the costs of such improvements or additional space would be addressed, as well as what has been relied upon to determine those costs, and the legal justification urged by the board to determine that no vote of residents was required before going forward. The meeting would also address the legal basis believed to exist for possible extraordinary increases in residents' dues to pay for contemplated changes.

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I request that one or more additional board members join me in requesting such a meeting (as required by the bylaws). To not join in this motion is a direct statement that no further information to or from residents is warranted or desired. The time and place of such a special meeting would be determined by the requesting board members and the CCC staff.

Board discussion ensued. Several board members said that once the survey results are complete, they will be shared with residents through written material and meetings. Steve Switzer requested the record reflect that he was offended by the 2nd to last sentence in the motion. The motion was not seconded and there was no vote.

The regular board meeting was adjourned at 5:15pm and the meeting moved into Executive Session to discuss legal matters regarding contract negotiations.

The regular board meeting reconvened at 5:28pm

President Harp moved that the board president be authorized to sign the final settlement agreement from Ms. Coston's attorney. The motion passed unanimously.

Adjournment: No other business came before the board. The meeting adjourned at 5:28pm.

Pat Tewell, Pat Tewell, CCC Secretary

Kathy Harp, Kathy Harp, CCC President

