

Villages of Garrison Creek
Minutes of Annual Meeting
December 4, 2022

Meeting was called to order at 2:25pm after long registration line completed.

Linda Olson, Board President, greeted the assembly. It was confirmed that we did have a quorum to proceed with the annual meeting.

Linda began by pointing out that there had been a typographical error on the Ballot which read 2021 instead of 2022. A motion was proposed, seconded, and passed recognizing that the Ballot is for the 2022 annual meeting.

Linda then outlined the various challenges that had occurred in the past year with the transition of having a new landscaping company take over the common areas with mentoring and guidance from Ray Goff and John Jaso; work on revising the governing documents for the Villages; the changes on the Board, including the passing of Henning Guldhammer; and a brief discussion regarding the Phase Five Development and making sure the agreements that run with the land were recognized. Linda also went through the accomplishments, including handling repairs to the asphalt, removal of 4 tons of concrete blocks from the riparian area in Village 7 and tree removals south of Creek in addition to the various events put on by the social committee over the past year, the Safety committee making sure railings on bridges were tightened up and that handrails had been added to the Gazebo steps, as well as crosswalks being painted for the safety of pedestrians, and cleanup and landscaping in the common areas.

There was a point of order called by Jack Gisler regarding the validity of the Save the Villages members having proxies. He felt it was inappropriate to obtain proxies in an “orchestrated aggressive campaign to harvest proxies” to have a minority point of view supersede the majority. A discussion then ensued regarding proxies and what the governing documents say about them, their use and if there are any limitations associated with proxies. Comments, questions or statements were heard from Kurt Carlson, Paul Anderson, John Cress, Brian Miller and John Jaso on the subject.

The meeting was then turned to the Committee reports:

ARC. Denise Bartlow gave a rundown on ARC and the challenges faced in 2022, including changes in personnel. 2022’s focus was mainly on educating homeowners, especially since approximately 20 homes had changed ownership over the past year. Denise also mentioned that flyers regarding land use, painting, irrigation, etc. had been posted in the boxes around the Villages as part of that education effort. She also reported that one of the major issues dealt with during the past year was boundary issues and that residents should know that they are not always as they seem. Concerns also reported by residents included speeding vehicles, trash cans being left out, guest overnight parking and RV parking. She advised anyone considering outside changes to review the Land Use Standards first.

Safety. Denise also gave a report on the Safety Committee stating they had completed a review regarding sidewalks, areas in need of repairs and included that the bridge by the big pond is closed for safety reasons, and handrails have been added at the Gazebo for the safety of people using the steps. Denise also pointed out that mail thefts have been reported and reminded Villages members to pick up their mail daily rather than leaving it in the boxes to minimize this possibility.

CCR's & Bylaws. Kurt Carlson gave a report on the status of the CCR's and Bylaws revisions. Draft 22 is posted on the website for everyone to view. He stated that there are 3 important proposed draft documents to be reviewed: Articles of Incorporation (being revised to bring us current to Washington law under 64.38 and 64.90), CCR's (the most important document to be reviewed), and By-Laws (the "how to operate" rules). Kurt also gave a brief background on how the current documents were drafted, and confirmed that they have been vetted by the HOA's attorney, who has made comments and revisions as the documents were developed. Kurt also pointed out that a 67%, or 161 affirmative votes were needed in order to approve the revised documents, and that if anyone chose not to vote it was in essence a negative vote. Kurt emphasized that the current governing documents are Declarant centric and inconsistent with Washington State Law governing homeowners associations. He also pointed out that everyone should carefully read Article 6 in the CCR's as they are the Land Use Standards and identify what homeowners can and cannot do.

There was a question from the floor asking what the top two items were regarding homeowner input. Kurt stated that he would have to check his notes to be certain, but that many comments had been received throughout the drafting process.

Social/Welcome Committee. Joyce Beecroft gave a report stating that after two years of limited events due to Covid, 2022 had been quite busy with a number of events: May 1st a May Day celebration was held with the Jaso's giving a presentation regarding what plants survive well here in the Villages; June 12th, there was a self-guided tour of a number of gardens opened to the public throughout the Villages; September 11th, residents were treated to a presentation by the Mexican dance troupe; October 9th was the first Oktoberfest with highlights given about volunteer opportunities, and December 3rd a Christmas event was held at the Gazebo with a vocal ensemble from Walla Walla University singing Christmas carols.

The Welcome Committee was kept busy in 2022 with 19 new homeowners moving into the Villages (there had been about 40 during 2021). They continue to believe it is vitally important to make personal contact with new homeowners to answer questions and help them as they adapt to living in the Villages.

Reserve Fund/Common Areas. Ray Goff gave a report regarding the common areas and reserves funds. He stated that the Villages consults with an outside professional whose job is to analyze our reserves and determine what will need to be repaired or replaced and approximately when, and stated that an on-site review was done and that the analyst then gives recommendations to the Board so that a reserve budget can be prepared.

Ray also went over matters handled by the Common Areas committee, with landscape maintenance being the biggest challenge. He stated that having Hugo and his friends from Tree Amigos and take on the work previously handled by Ike Muro's company was an asset as they already had knowledge of the Villages, including the irrigation systems within the Villages. Ray reported that 11,000 feet of asphalt was crack sealed, and that Village 5 had been seal coated after repairs were made in 4 major areas within Village 5. Asphalt will continue to be a large part of common area maintenance. The storage annex to be placed in the Clock Tower circle was added to the reserve budget previously. There is a need for central storage of 2 lawnmowers, a trailer to haul tools to job sites, as well as storage for numerous smaller tools currently stored in various members garages. When the Villages applied for a permit to place the storage shed in the Clock tower circle, it was discovered that the clock tower had never been permitted and the City of College Place would not initially allow a permit to expand to clock tower storage. Issues have been resolved and work has begun, but weather is now a challenge as they need to get concrete poured, but work is now under way.

There was a question from the floor asking why the Clock was not currently running. Ray had not been aware of that and said that he would contact the Village member who had previously been able to get the clock working. There were also questions from a new homeowner in Village 1 about who is responsible for the maintenance/care of trees, cleaning up leaves, etc. Ray responded that the village leadership should be consulted regarding those matters.

Linda then thanked Ray for his many hours of volunteer work and his report. She also formally introduced our parliamentarian, Dave Elliott.

Thank You's. With photographic help from Tom Emerson, and framing assistance from Dick Cook, Linda then presented pictures to several volunteers recognizing their service during 2021. They are: John and Yvonne Jaso – landscaping in common areas; Ray Goff – landscaping, common areas, reserve fund; Dennis Olson – ARC; Joe and Bonnie Rohmer – landscaping assistance, especially all of their time south of the creek; Tom Emerson for all his volunteer work for the Villages; Jack Gisler – for his work with strategic planning and volunteering wherever needed; Denise and Rick Bartlow – Denise for her work on many committees as well as the Board, and Rick as our Webmaster; and Marie Evans for thousands of hours working for the good of the Villages and on the Board.

Minutes of Specially Called Meeting. Linda asked for a motion and second to approve the minutes of the meeting. Motion made, seconded, and unanimously passed.

Legal Update. Marie gave an update on the legal matters giving a summary of the lawsuit that was dismissed with prejudice, ruling in favor of the defendants that they had indeed acted with the best interests of the Villages. The plaintiffs have filed an appeal with the Washington Court of appeals, resolution of which is not expected for several months. Marie also stated that the current legal fees have not been spent on the lawsuit and appeal, those have been covered by the Villages' liability insurance. The legal fees expended to date have covered matters that include consultation regarding properties, the revisions of the CCR's and By-Laws in compliance with Washington state law.

2022 Operating Budget. Marie acknowledged Jim Hall as the co-chair, John Jaso, Denise Bartlow, John Cress, Mike Serra, Ray Goff, and Linda Olson as ex-officio committee members on the budget committee. She outlined that the work of the committee actually began in January when they began collecting information, and that a report is made each month. The budget for the following year is received and approved by the Board in October. Notices of meetings are announced for others to attend. From August through October, reports are presented at the board meetings, which are open to all members to attend. She asked that we review and consider the proposed 2023 operating budget and that we vote to ratify it.

There was a question from the floor regarding Reserves and how the new budget compared to the budget in 2021. It was stated that our reserves are funded at 30% plus. The reserve analyst would prefer that we fund at a higher amount, but the Board has voted to raise dues at a lower rate this year. Budgets were provided in the informational packets and information is available on the website throughout the year for members to review. The membership was reminded that the reserves are a “planning” fund, not an absolute budget. By keeping a well-funded reserve, it lowers the possibility of needing to ask for a special assessment.

Brian Miller then spoke stating that he is a strong advocate of having a board to meet the needs of the members. He called on John Cress to identify 3 major objectives of the board. There was a brief discussion, then a point of order was called with the parliamentarian giving a ruling.

It was made clear that the agenda and budgets are prepared and sent out 30 days prior to the meeting as required. Brian Miller again spoke with another point of order being called and Mr. Miller was told he was out of order and asked to sit so that the meeting could continue according to the agenda.

Marie then stated that the board was following state law. The board draws up, approves, and sends out the agenda and budgets 30 days in advance of the meeting, there was a session for questions held the previous weekend, and state law requires a yes or no vote to ratify the proposed budget.

A question from the floor from Don Bolman asking essentially how much could be spent without direction from the membership. The membership was reminded that State Law gives the board the authority to make determinations on how money is spent. We, as members give the board that authority by voting them into the board positions. Kurt Carlson then asked if a major expense came up, would a special meeting be called. Linda stated that it would depend on what that expense might be.

Phase Five Development. John Cress gave a report on the current status of the project stating that he believes that the property has now been sold by the Phase Five investor group and expects that a new subdivision of houses would be built reflecting the quality and surroundings of our current homes. John stated that a new developer, Many Waters LLC, a Nevada Developer giving a Seattle address is now associated with the property. John also mentioned that the agreements that are recorded and run with the land regardless of who owns it state that homeowners in the new development will pay a proportionate share of the costs for the maintenance of Garrison Village Way. They will be a separate HOA and that the MPMA will

work with them regarding the upkeep of the Garrison Village Way corridor. John invited Donna and Alan Fisher to confirm the sale since they are part of Phase Five Development. They would not confirm that the sale is complete, but did say that following a call with Doug Botimer earlier in the day, things are progressing.

This was followed by a discussion involving multiple questions from Mr. Miller regarding legal bills related to the Phase Five Development and responses from Board members, at which point another Point of Order was called to move on to the election process as outlined in the agenda.

Question from the floor from Dr. Bolman about whether the City of College Place or Walla Walla had been approached to help with the maintenance of Garrison Village Way in light of the additional traffic the new development would bring. This opened a discussion on traffic studies which was responded to by Mr. Elliott who had previously handled these matters for the City of Bellevue.

There were additional comments from Dr. Bolman about budgets and pruning them to consider member needs and how the dollars are spent should be the primary concern.

Election Process. The meeting moved on to the elections and was opened for nominations from the floor. Mr. Miller wanted to present a number of nominations:

Rudy Sanchez – Mr. Sanchez was not in attendance. Per Mr. Miller he had been called out of town.

Chris Woiler – Mr. Woiler was not in attendance due to having flu.

Frank Brannon – Mr. Brannon, a prior board member, also not in attendance at the meeting

John Messenger – Mr. Messenger also not in attendance.

Another Point of Order called by Mr. Anderson.

It was made clear that Mr. Miller's nominations had not previously been brought to the board. Alan Fisher then nominated Kurt Carlson. Kurt stated that he would grudgingly accept. Linda then went through the vetting criteria with Kurt to validate him as a candidate. Linda also pointed out that although Mr. Messenger had been nominated, he could not be considered as a candidate because he is a plaintiff in an existing lawsuit against the HOA Board. This was followed by a discussion with Mr. Miller making additional comments regarding Mr. Cress' eligibility and Mr. Miller trying to make a motion to have the membership decide. A point of order was called and Mr. Miller was told he was out of order, that his motion was not valid because rules regarding voting were in place and had been published prior to the meeting.

The meeting was adjourned at 4:12 pm with thanks to volunteers for their service at the meeting.