

Starwood Association Board of Directors Special Meeting
Tuesday, April 3, 2018
Swalley Irrigation District Conference Room – Tumalo, OR

Directors Present: Steve Mulkey, Laura Thompson-Ball, Robert Curzon, Aaron Loukonen, Mike Kentley, Bob Townes. Absent: None

Prior to the meeting being called to order, a discussion took place regarding procedural issues and how the board should address the matter.

The meeting was called to order at 7:14 PM.

The agenda for the meeting was reviewed and approved unanimously.

Prior to the meeting, the board received an email from Barry Garley stating that the Starwood Bylaws limited the number of directors to 5. This fact was noted and agreed upon by the board. As the current board was expanded to 7 directors, which conflicts with the Starwood Bylaws, the appointments of Mike Kentley and Bob Townes were rendered null and void. Mr. Kentley and Mr. Townes removed themselves from the board table.

Appoint Director to Replace Anna Phelps

Anna Phelps resigned from the board on March 25, 2018. Her term expires in January 2019. The remaining directors have the authority to appoint a replacement for the balance of this term.

Laura Thompson-Ball nominated Bob Townes, and Steve Mulkey nominated Mike Kentley to replace Ms. Phelps. By a vote of 3 to 1, Mike Kentley was selected to replace Anna Phelps as a director.

Appoint new Secretary of the Board

Steve Mulkey noted that Robert Curzon was taking notes (scribing) the meeting and asked that he continue as a temporary secretary of the board until a replacement can be appointed. Mr. Curzon agreed to do so despite his other board obligations. Mr. Curzon was thanked for accepting the task. It was also noted that the secretary does not need to be a director. Therefore, any person can fulfill this role that is acceptable to the board.

There being no volunteers at this time to accept the role of Board Secretary, it was decided to table the appointment until the next meeting on April 17, 2018

Trails Crew Proposal

Aaron Loukonen presented a proposal from several Starwood owners to create a volunteer group to, "maintain and occasionally construct new trail segments in a low impact and environmentally responsible manner."

After discussion, the board determined to move forward with the idea and asked Mr. Loukonen to arrange for a more in-depth presentation at the April 17, 2018 board meeting. This presentation should address possible financial impact to the Association, as well as provide details of trail locations and identify who will be participating in this project.

Revisions to Architectural Rules

Jim Anderson stated there was a need to file the latest Architectural Rules and Procedure for Enforcement of No Encroachment by Homeowners onto Common Areas ("No Encroachment") with Deschutes County. Mr. Anderson presented a document that combined Architectural Rules with a newly created section titled, Administrative Rules, which contained the "No Encroachment" policy.

There was discussion regarding filing the latest Architectural Rules. But, the "No Encroachment" policy should be filed as a Directors Rule, not Administrative Rule.

Mike Kentley and Steve Mulkey stated they did not believe we need to create Administrative Rules since there are already a number of Directors Rules established by prior boards that should be recovered from the archive, promulgated to the Association, and filed with Deschutes County as a complete document.

The board discussed having the ability to make ongoing revisions to both Architectural Rules and Directors Rules being part of their duty and obligation to the Association.

Mr. Mulkey and Mr. Kentley stated they have an archive of data files related to Starwood business dating back to the mid-1990s that he will make available to the board and the Association. Mr. Kentley and Mr. Mulkey agreed to put together a draft document of all existing Directors Rules from the archive and present this to the board for review by the next meeting on April 17, 2018.

Mike Kentley moved to have the "Procedure for Enforcement of No Encroachment by Homeowners onto Common Areas" filed with Deschutes County with a cover sheet with today's date or revision number, indicating this is part of the Directors Rules. Second by Laura Thompson-Ball. The motion was passed unanimously.

The board then discussed further revisions to the Architectural Rules and setting a deadline for a draft and vote on the document. Jim Anderson will request a draft from the current ARC no later than May 15, 2018. After reviewing the draft, the board would then plan to adopt the revised Architectural Rules at the regular board meeting on June 19, 2018.

Rental Policy and Procedure

Jim Anderson presented a document titled "Rental Policy and Procedure" for the board to review and adopt.

The board discussed what authority the Association has to regulate how an owner uses their private property, and what is in our governing documents, county, or state laws that pertains to this issue. The document should be more geared toward information gathering rather than a Directors Rule.

It was decided to continue work on crafting a workable solution for rentals, and table this item to the next board meeting on April 17, 2018.

CAI Model Code of Ethics

Jim Anderson presented the CAI Model Code of Ethics and stated he would like to see the document changed to personalize it to Starwood. The Model Code of Ethics is intended to give sound direction to the board.

Discussion ensued, and the board agreed that not all items on the document fit Starwood or this board. Steve Mulkey also noted that Carla Lacoma had indicated interest in helping to craft a Policy Statement, rather than Code of Ethics.

Steve Mulkey then agreed to take on the task of developing a Policy Statement for the Starwood Board of Directors that would better reflect the board's goals and ideas going forward. A draft of this document will be sent to each director for review and comment prior to the next meeting on April 17, 2018, at which time a decision will be made by the board to adopt such a document.

Director Comments

Aaron Loukonen made a short informational presentation about the Starwood website. Annual cost for the website was discussed, as well as how email can be accessed. Thanks went out to Aaron for his work on the website, newsletter and flyer boxes at our bulletin boards.

Meeting was adjourned at 8:12 PM.

Respectfully Submitted,

Robert Curzon

Steve Mulkey