

A meeting of the Board of Directors of the North Woods Association, Inc. was convened on Wednesday, November 9, 2016 at the Farrell residence and was called to order at 6:35 pm.

Directors present: Collin Farrell, John Nicholson, Cindy Gaines, Ken Docekal, Carrie Lewellen, and Mark Griffin. Caretaker, Jim West also present.

Brandy McEllrath is no longer on the Board, due to selling her cabin.

#### Approval of minutes

The minutes from the October 4, 2016 meeting were reviewed. Ken made a motion to approve the minutes with the discussed revisions, Cindy seconded. Minutes approved, with Mark and Jon abstaining.

Introductions – The Board welcomed the two new Board members – Mark Griffin and Jon Puckett. Each of the Board members discussed their background and history as a NorthWoods member to get better acquainted with each other.

#### New Business – Election of Board Positions

Board term positions were voted and approved as follows:

- Ken Docekal nominated Collin Farrell as President, Carrie Lewellen seconded and all approved.
- Ken Docekal nominated John Nicholson as 1st Vice President, Collin Farrell seconded and all approved.
- Ken Docekal nominated Jon Puckett as 2nd Vice President, Carrie Lewellen seconded and all approved.
- Collin Farrell nominated Carrie Lewellen as Secretary, Ken Docekal seconded and all approved.
- Treasurer position – the Board discussed that Brandy McEllrath had to resign from the Treasurer position and from being on the Board, due to selling her cabin. Ken Docekal made a motion to appoint Carol Ellingson from cabin 56 to the Board. John Nicholson seconded. All approved. Cindy Gaines made a motion to nominate Carol Ellingson as Treasurer. Collin Farrell seconded. All approved.

The following was discussed and implemented regarding committees:

- Collin Farrell discussed the responsibilities associated with Rules & Regulations, and the items that are generally addressed, and/or are outstanding. Primarily the duties include resolving complaints that come up during the year, and approving permits. Mark Griffin agreed to lead this role.
- There was discussion about the duties associated with the Water System, such as working with the State. Cindy Gaines offered to continue in this role to assist Jim West.
- There was discussion about the Marina duties. With all of the work associated with the marina, the roles are much more complicated this year. John Nicholson agreed to lead this effort as the Marina & Waterfront coordinator. Ken Docekal and the other members will assist John.

Docks & Timelines – Ken provided an update that PacifiCorp has everything they need to finalize the form, which will allow us to install the new docks in the spring of 2017.

- 1) The Board has been working for a year to get the new docks in.
- 2) November 2015 we experienced the damage from the flood.
- 3) Received the insurance claim spring 2016.

- 4) Worked on getting the JARPA permit, which involved multiple agencies.
- 5) We will be working with Chilton Logging to assist in moving the boom logs from Swift. Chilton Logging already has approval from PacifiCorp to perform work on the lake.
- 6) Mark Griffin asked what basis does PacifiCorp have to approve the form. There was discussion about the FERC re-licensing of Swift, and that PacifiCorp has control over 10 feet above high water level. Mark requested to review any documents that the NorthWoods has on this issue.
- 7) Oregon Marine provided quotes if we sign a contract to purchase the docks now, they will store them for us. The total cost is quoted at \$132,551. They would keep the docks in Woodburn until next spring. If we do not sign a contract now, the cost of the docks could increase 5 – 6%. In addition to the cost to purchase the docks, demolition will cost about \$23k, and installation will cost about \$14k, with an all inclusive cost of approximately \$171k. Currently the marina fund has approximately \$181k, which is enough to cover the cost of this work.
- 8) There was discussion about the investment account. Cindy will get a copy of the statements. The investment committee is made up of 3 people. There was discussion that some of the investment members would like to stop doing the oversight. We need to find new members to overlap with the transition.
- 9) Cindy asked if the NorthWoods has a Shoreline Permit for the common area for the existing structures. One of the cabin owners – Ken Gipson – provided Cindy with a letter from PacifiCorp. The letter states that gas can only be filled in boats when they are outside of the lake, and 50 feet away from the water.
- 10) The Board discussed the permitting process for the docks.
- 11) Collin made a motion to allocate \$132,551 to purchase the docks out of the marina fund. Carrie seconded the motion. It was approved unanimously.

### Annual Meeting

Collin discussed that the annual meeting was challenging, and not our best. Things were allowed to get out of control. The Board apologized to Jim West for the ulterior motives by some members. It was recognized by the Board that we need to improve communication to the members, so members know what we are doing in more detail.

- 1) We will be getting a background check done on Brian. We should have requested this, earlier, but didn't.
- 2) Jim is a valuable asset to the NorthWoods.
- 3) Water system – there needs to be a knowledge transfer to Brian.
- 4) We need to provide more information related to the Board's rationale behind and history with working with PacifiCorp.

Jim discussed that when Willy left in August, Jim did present to the Board a plan in September, to bring Brian in, and help with the water system emergency. He also discussed his plan to transition to working fewer hours in 2 years, and transfer knowledge to Brian. After the annual meeting, Jim would now like to expedite this process and only work 20 hours per week to support the water system and the roads. He suggested having Brian work 40 hours per week. If there is ever a problem, Jim will come and help fix the problem. As far as documenting the water system, there is a book that shows where the tanks are located, where lines are, shut off valves, etc.

Collin stated that members have a strong desire to have this information documented. He suggested that we video the process, and later document processes in writing.

Jim asked about the status of his request. Collin responded that the Board needs to discuss this further; perform a background check on Brian; review the budget; and see how Brian works through the probationary period.

Mark asked if we have employment policies. At this point, there are no employment policies. Employment policies are “best practice”, but not a legal requirement. Collin stated we do have job descriptions, but they need to be updated. Brian is an “at will” employee. Mark offered to research other non-profit employment policies, and will draft something for the Board to review.

Collin made a motion to get a criminal, sex offender, and most wanted background check done on Brian before the next Board meeting.

Mark asked with there are employment contracts with the caretaker, and the assistant caretaker, as well as with contractors/vendors. The Board is not aware that any contracts exist, but there is the potential of a contract with Chilton Logging in the future. There also may be a contract to expand the generator building. Nobody is under contract for the web page. Carrie built it, and keeps it updated. Mark asked about accessing financial records of the NorthWoods. Carrie explained that these records are kept by the Treasurer, and are available to inspect when requested.

#### Water Committee

The Board discussed the water committee. Mark Griffin made the following revised motion:

”Move that a committee to research water levels at Swift Reservoir be established. The committee shall periodically report its findings and recommendations to the Board. The Board members on the committee shall be the liaison between The North Woods Association and PacifiCorp. The committee shall not have authority to independently make decisions on behalf of the Board or the membership. At least one member of the Board shall be a member of the committee. The committee shall be composed of at least 3 but no more than 5 members and at least 2 of the members shall not be members of the Board. The committee shall remain active until the annual meeting in 2017, at which time the Board shall advise the membership whether the Board has decided whether the committee will remain active for an additional year. The following persons are appointed as members of the committee.”

The Board had further discussion on the motion. The Board will appoint members to this committee, based on who volunteers. This will allow us to avoid amending the By-laws. Jim stated that there is somebody already working with PacifiCorp on the water levels. John stated he considers this more of a special interest group, not a requirement of the Board. Carrie stated that the issue is bigger than just the NorthWoods, and really should involve all of the communities on the Lewis River, including all three reservoirs. Collin asked who on the Board is interested in being on the committee. Mark said he is interested.

John Nicholson seconded the motion to form the water committee. John, Ken, Collin, Mark, Jon voted yes to form the water committee. Carrie voted no. Cindy abstained.

#### Other business

Jim reported that there about 30 cabins being used during hunting season. There are a lot of hunters in the area.

Carrie mentioned that with Brandy leaving, we need a new official address for the NorthWoods business. Carrie will ask Carol if we can use her address. We also need to change signers on the bank account. We need to take Ken and Brandy off, and add Collin and Carol as signers.

#### Schedule of 2017 Board meetings

The Board discussed future board meetings, and agreed to the following schedule, which will be posted on the website.

January 17, 2017	7:00 pm	Farrell residence
February 7, 2017	7:00 pm	Puckett residence

March 7, 2017	7:00 pm	Farrell residence
April 11, 2017	7:00 pm	Puckett residence
May 9, 2017	7:00 pm	Farrell residence
June 13, 2017	7:00 pm	Puckett residence
July 11, 2017	7:00 pm	Farrell residence
August 8, 2017	7:00 pm	Puckett residence
September 12, 2017	7:00 pm	Farrell residence
October 10, 2017	7:00 pm	Puckett residence
November 14, 2017	7:00 pm	Annual meeting – TBD
December 5, 2017	7:00 pm	Farrell residence

The next meeting will be on January 17, 2017, at 7:00 pm, at the Farrell residence in Vancouver, WA.

The meeting was adjourned at 9:45 pm.

Written and submitted by,  
Carrie Lewellen  
Secretary