

A meeting of the Board of Directors of the North Woods Association, Inc. was convened on Tuesday December 1, 2015 and called to order at 6:30 pm at the Firth residence.

Directors present: Ken Docekal, Gib Masters, Denise Firth, Cindy Gaines, Colin Farrell, John Nicholson, Rebecca Martinez Griffin, and Carrie Lewellen.
Caretaker - Jim West also in attendance.

Approval of minutes

The minutes from the 10/13/15 meeting were reviewed. Cindy made a motion to approve the minutes as written. Denise seconded. All approved.

The Board had a general discussion of the website, resources, and the NorthWood's Facebook page. There was also general discussion that the Draft Annual meeting minutes were posted on the website, and it was requested that the Board members review and provide edits.

New Business

Board term positions were voted and approved as follows:

- John Nicholson nominated Ken Docekal as President, Denise Firth seconded, and all approved.
- Ken Docekal nominated John Nicholson as 1st Vice President, Cindy Gaines seconded and all approved. Prior to voting, Becka asked what John's vision was as a board member. John replied, continuity, he is a 20-year member of the NorthWoods community, and served on the Board previously.
- Ken Docekal nominated Collin Farrell as 2nd Vice President, Gib Masters seconded and all approved.
- Carrie Lewellen nominated Rebecca Martinez Griffin as Treasurer. Rebecca declined stating she doesn't have the time or expertise to perform the duties of the position. Denise explained that her term is over on 12/31/2015, and discussed an alternative. Denise's daughter Niki Turner, offered to assume the bookkeeper duties, with training/oversight by Denise, but she would charge a fee for performing the work. Denise estimated that it takes about 10.5 hours per week to perform the duties of Treasurer. She stated that Niki would charge the Association \$5,100 per year, which equals \$9.35 per hour. Gib asked if a bookkeeper can be an officer. The By-Laws do not specify that an officer/contractor has to be a member. Becka stated that she doesn't fault Denise, it is a lot of work. Collin stated that he thinks there should be some oversight, and it is good to have an independent bookkeeper with some oversight by the Board. Gib stated the independent person would need to have insurance, including embezzlement insurance. There was discussion that the members would question why we are spending \$5,100 on bookkeeping expenses, when this wasn't part of the budget. Ken explained that prior to Denise accepting the Treasurer role, Cathryn Hodl was paid to perform the duties after

she stepped down from the Board, because nobody else would do the work. Ken also stated that we will need to explain to a firm what the exact requirements of the bookkeeping duties are, and the Board will need to decide at the January Board meeting. Becka agreed that if a bookkeeper was hired that she would be willing to provide oversight of the bookkeeper, and would agree to be the Treasurer. Gib Masters nominated Rebecca Martinez Griffin as Treasurer, on the contingency that we find a bookkeeper. John Nicholson seconded, and all approved. It was again reiterated that the actual duties of the Treasurer would be delegated to a bookkeeper, with Becka's oversight of the work. Collin stated we should get 3 bids from bookkeepers after a list of duties is prepared. Denise stated that the duties are described in the By-laws, but she would also add to the information. There was discussion about the 2016 annual assessment invoices/payments and where these should be mailed. It was discussed to have them mailed to Ken's address, but after some discussion, it seemed more efficient to continue to use Denise's address until the bookkeeper decision is made. Becka also said she would look at the cost of getting a PO Box per year. It is estimated the cost is about \$210. Becka said she would check the cost of her bookkeeper. Cindy and John also offered to get quotes.

- Denise Firth nominated Carrie Lewellen as Secretary, Cindy Gaines seconded, and all approved.
- Gib Masters and Cindy Gaines will each fill the other two Director positions.

The following was discussed and implemented regarding committees:

Gib Masters stated he wanted to step down from the Rules and Regulations committee. John Nicholson nominated Collin Farrell to lead the Rules and Regulations committee. Carrie Lewellen seconded, all approved.

John Nicholson and Jim West will lead the Marina committee. Becka offered to continue to lead the spring clean up committee.

Cindy Gaines and Jim West will lead the water system committee.

The 2016 monthly board meetings were discussed and will be as follows:

2016 Board of Director meeting schedule:

January 12, 2016	6:00 p.m.	K&L Gates, Portland
February 9, 2016	6:30 p.m.	Farrell residence
March 8, 2016	6:00 p.m.	K&L Gates, Portland
April 12, 2016	6:30 p.m.	Farrell residence
May 10, 2016	6:00 p.m.	K&L Gates, Portland
June 14, 2016	6:30 p.m.	Farrell residence
July 12, 2016	6:00 p.m.	K&L Gates, Portland
August 9, 2016	6:30 p.m.	Farrell residence
September 13, 2016	6:00 p.m.	K&L Gates, Portland
October 11, 2016	6:30 p.m.	Farrell residence
November 15, 2016	7:00 p.m.	Annual meeting - TBD
December 6, 2016	6:00 p.m.	K&L Gates, Portland

Checkbook signers and other bookkeeper items- There was discussion that Ken, Becka, and the bookkeeper would be signers on the checkbook. The Board discussed if we

should set up direct debit to pay for monthly payments associated with fuel, insurance, etc. All are due by January 1st. There was also discussion about getting a debit card for Jim, so that he wouldn't have to get checks to purchase goods and services. The Board agreed this would be more efficient, and that the receipts would need to be turned into the bookkeeper.

NorthWoods email address - Becka asked about getting a NorthWoods specific email address, rather than NorthWoods members emailing Board members directly. There was some discussion about this, but no resolution was made.

Registered Agent for the NorthWoods - currently Denise is the registered agent for the NorthWoods. Gib stated that we should get a service to do this for us. He stated there are two options - CT Corporation or CSC is another method. He offered to prepare the paperwork for this transition.

Future purchases - Rock for the roads will be purchased after the first of the year. The backhoe has been broken for 2-months. The shifter broke off in the transmission. Jim has contacted a couple of mechanics but due to the age, nobody will touch it. We can't find parts or labor to fix it. Jim offered to take his own backhoe up to maintain the roads. There was discussion about what it would cost to contract this work done. Maybe \$60 per hour? Contract labor is \$600, and a 1099 is required. Ken stated we will start pricing out a replacement backhoe, but estimates it may cost about \$15,000. There was discussion by the Board about how to pay for this. We could borrow from a bank, or reduce the investment account. Cindy discussed that the funds in the investment account are managed by the investment committee.. Jim also reminded the Board that we need to get a backup generator. The propane generator is not functioning that backs up the diesel generator for the water system.

Committees - Becka stated that the nominating committee, the signage committee, and the clean-up committee are not on the website, and we need to add these. Carrie stated she would work on this with John's help.

Boat dock - Ken stated the cost to replace the remaining wood docks is approximately \$150,000, which includes the wood ramp walkway. We currently have \$78,000 in the marina fund. There was some discussion about how the funds are currently separated into different funds, which were separated by Katherine several years ago. Ken asked if this is still necessary. Jim also stated that we are required to have 10-15 common boat slips. The General fund originally paid for the boat docks. The By-laws do not specify how many common boat slips are required, but it is documented in old minutes, which may be at the caretaker's cabin. It was discussed that we are losing revenue from the common boat slips. This is about \$3,000 per year, over the past 17 years, which is \$51,000 that the General fund could contribute. Collin stated we should keep the marina fund separate, but may need to change the number of common boat slips. There are currently 15 slots. There are several members who are supportive of keeping the common boat slips, and this could cause controversy. John said he will look for the old packet with a resolution that discusses the requirements.

The board also discussed increasing the boat dock annual lease amounts, but this couldn't be effective until 2017 if the membership approves the budget. Gib stated one option is to pay cash for half of the replacement, and finance the other half. Becka asked if we would need to get authorization to get a loan. In 2015 we got approval for the common area dock and ramp from the members, which was approved at \$15,000, but the actual cost turned out to be much more. The board discussed that it is liability not to fix the marina wooden docks. Ken stated he would check on the cost just to replace the main area however it is more labor intensive not to replace all at one time, but will get prices for both options. Permits are not needed to take out and replace the wooden boat ramps/docks.

The next meeting will be held on 1/12/16 at K&L Gates at 6:00 in Portland, OR.

Meeting was adjourned at 8:40 pm.

Written and submitted by,
Carrie Lewellen
Secretary