

A meeting of the Board of Directors of the North Woods Association, Inc. was convened on Tuesday, January 12, 2016 at the Farrell residence and called to order at 6:32 pm.

Directors present: Ken Docekal, John Nicholson, Carrie Lewellen, Collin Farrell, Cindy Gaines. Caretaker, Jim West, was also in attendance.

Director absent: Gib Masters

Approval of minutes

The minutes from the December 1, 2015 meeting were reviewed. John made a motion to approve the minutes as written: Ken seconded. All approved.

The minutes from the special meeting on December 8, 2015 were reviewed and some linguistic changes were suggested. Cindy made a motion to approve the minutes with the changes discussed: Ken seconded. All approved the minutes as modified.

President's report

- 1) Vacant Director position: Two people expressed interest in filling the vacancy created by Rebecca Martinez Griffin's departure. The Board reviewed and discussed the materials presented to them by both candidates and per the By-Laws, appointed Brandy McEllrath (#195) to fill the vacancy. Carrie made the motion to appoint Brandy, Ken seconded and all voted in favor of the appointment.
- 2) Bookkeeper contract:
 - A. Denise and her daughter, Niki, have graciously agreed to help TNWA with bookkeeping duties until we have successfully negotiated the transition to a new Treasurer/bookkeeper. We have hired Niki as an employee of TNWA but do not yet have a contract. At the special meeting on December 8, 2015 the Board voted to hire Niki as an interim bookkeeper for at least 3 months during which time Board members will make inquiries with other bookkeepers to find a good match for TNWA.
 - B. Carrie reported that Denise had the following suggestion regarding TNWA bookkeeping: purchase a computer specifically for the Treasurer so all TNWA records are stored there permanently. It would ease future transitions from one Treasurer to another since all records could simply be passed on with the computer and it would keep TNWA files on a North Woods computer versus someone's personal computer.
 - 1) We discussed that if we hire an independent bookkeeper, they should have their own computer; TNWA wouldn't need to provide one.
 - 2) There was also discussion of cloud storage for TNWA records/files. It is secure and would facilitate access to needed documents (versus having to ask someone to email something from their personal computer).
 - 3) A laptop is quite inexpensive and we have a QuickBooks subscription which simply needs to be updated for 2016.
 - 4) Collin made a motion to purchase a laptop for TNWA and Carrie seconded it. All voted in favor to purchase a laptop.
 - C. Collin asked if there is a minimum length of time for a contract. John pointed out that we agreed to an hourly wage for Niki during the transition period but could do a monthly contract. Ken noted that the beginning of the year is a busy time for TNWA and we all agreed that hiring Niki temporarily was a good decision.
 - D. The addition of Niki as a signatory to TNWA bank account was discussed. It was determined that she would not be added because she's not covered by the Board's insurance policy and she is not licensed & bonded. Carrie will be added as a signatory and Denise will be removed. There was a question about whether or not Niki would be covered by the insurance policy if she is a part-time employee.

3. Rock purchase: Ken asked Jim if we need to purchase rock for road repairs now. Jim stated that we can wait 30 days and that we will need 2 dump truck and 2 trailer loads. The rock will cost approximately \$1500. Over the winter, we used 3 dump truck loads to temporarily fix the 10 Rd pot holes but due to the heavy rains the fines that would normally cement the rock in place migrated away from the repairs so these were a temporary, seasonal repair. We will need to rock up at North Woods by the end of February and Jim will order it in late February.
4. Backhoe: The man who may be able to repair the backhoe is scheduled to come up next week to take a look at it. He was to come last week but was unable to come due to the snow.
5. Lake bed/Damage/Insurance claim:
 - A. The wooden docks are completely destroyed. We can make repairs to the plastic docks; new brackets will need to be purchased to re-join the docks where they were ripped apart.
 - B. Emails and phone calls have been exchanged with the insurance adjuster. We are going through the insurance adjustment process. During this meeting, an update from the insurance adjuster arrived; the insurance company is waiting on the report from the marine surveyor who came up on December 21, 2015 to assess the damage.
 - C. Regardless of the insurance claim, all wooden docks need to be replaced since repairs are not possible. The company that installed the new swim dock & ramp last summer has given us a preliminary estimate to replace the remaining docks. We will also need to contract out removal of the destroyed wooden docks because removing & disposing of them ourselves is too big of a job. The Board continues to move forward with the insurance claim and is investigating the cost of replacement for all destroyed boat docks.
1. Generator: We have been looking into a replacement back-up generator for the water system and will purchase a new Cummins; the cost of this replacement will be discussed at the next meeting. We will continue with the service contract for the existing generator; it requires regular maintenance/service to prolong its useful service life.

Treasurer's report

1. The outstanding Accounts Receivable balance is unchanged. 2016 invoices were sent out via mail/email by the first of the year.
2. Accounts Payable/payroll for the month of December 2015 were reviewed with the Board. All is in order.
3. Carrie asked about the status of the debit card for Jim. Collin suggested that a credit card is better: it doesn't draw down the bank account balance and it provides a single bill with purchase details. The pros and cons of credit and debit cards were discussed and it was decided that Carrie will ask about a credit card from the bank when she becomes a signatory.
4. We agreed at the December meeting to look into a unique email and PO Box for TNWA. This item will be unresolved until we determine what is happening with the Treasurer and bookkeeper.

New business:

1. Registered Agent for TNWA: Carrie sent Gib an email tonight about the status of the Registered Agent but has not yet heard back. There was a question about why we need a Registered Agent. This is required in the event that we are served papers; there must be a person to whom, and address at which, legal papers (e.g., lawsuit) may be served/delivered. Denise was the Registered Agent during her time on the Board and now we need to designate a new one.

2. Water system sanitary survey follow-up: We received a reply from Washington Department of Health (DOH) regarding one of the items noted at the survey that required follow up: containment of the fuel stored on-site for the generator. DOH has given us until May 31, 2016 to provide secondary containment for the fuel.
3. Spring clean-up: The spring clean-up is scheduled for April 24 at 11:00 am.
4. Telephone service at North Woods: There was discussion about providing some type of emergency communication/ phone system at North Woods. The need for this was again highlighted during the heavy snowstorm this winter. The snow storm made the roads virtually impassable and the cell tower was rendered useless, so there was no way for Jim to get status reports to the Board and members. However, Jim was able to use the system they have in place at the store; it continued to work when cell service went down. We discussed an emergency satellite phone system. No specific cost was known. Ken thought it might cost about \$800/year with 40 minutes of air time per month; John thought it cost less. John will follow up with Zack from the store about their system and its cost.
5. Jim provided an update of the damage caused by the big storm. Seven large trees were uprooted; these trees were located on the hill above the egress road by the common area. Many of these fallen trees left unstable root balls that will need to be removed to prevent them sliding down onto the road. There is concern that the hillside above the egress road is now unstable and that something must be done to stabilize the hillside. A course of action will be decided upon once it is known what the cabin owners are doing about the trees/root balls.
6. Facebook: TNWA's Facebook page is "The North Woods Association, Inc". It reaches approximately 200 people each week, has "cute and fantastic" videos and has been well received as a "light and airy presentation to promote North Woods". Users should note that the messaging system is not private and messages may be read by all visitors.
7. There were 43 cabins in use over the New Year's Eve weekend. John asked if there had been any frozen pipes this winter; apparently some people there over the holiday weekend had frozen pipes and didn't understand how/why. If it is that cold at North Woods, leave the water dripping at night to keep water moving in the pipes and prevent frozen or ruptured plumbing.
8. John asked for clarification on the process for meeting minutes and posting them to the website. Minutes are not posted to the website until they have been reviewed and approved by the Board at the following meeting. After review & approval, the minutes are posted to the website.
9. There was a brief discussion of the Swift Area clean-up, notification of this and similar events and participation by North Woods members. This activity and others are taken by SCAT and they notify TNWA. The emails from SCAT are forwarded to TNWA membership when they are received; North Woods member participate as they choose.
10. There was discussion about posting cabins for sale on the website. The general consensus was that the website is not for advertising/selling cabins and that anyone interested in buying a cabin should contact a realtor.
11. Jim asked what the plan is for when the water comes up (regarding the common area docks). John noted that we can't do anything until the insurance process is complete. There is concern for people's safety as they want to investigate the storm damage: the docks are slippery, broken and dangerous! We must post a sign that people are not to walk on the docks due to the safety hazard. John said he would post "do not enter" signs this weekend and put something on the website/Facebook informing people to stay off of the docks. Jim will put a chain across the stairs down to the ramp to discourage entry.

The next meeting is scheduled for 6:00 pm February 9, 2016 at K&L Gates in Portland, OR.

The meeting was adjourned at 8:51pm.

Written and submitted by,
Cindy Gaines
Secretary