

The North Woods Association, Inc.
Annual Meeting
Wednesday, November 2, 2016
Vancouver Water & Resource Education Center, Vancouver WA

Directors present: Ken Docekal, Collin Farrell, Brandy McEllrath, Carrie Lewellen, Gib Masters, and Cindy Gaines
Present: Caretaker Jim West
Absent: John Nicholson

In total there were 86 cabins represented at the 2016 annual meeting, either in person or by proxy.

The meeting was called to order at 7:13 pm and Ken Docekal welcomed the members and thanked them for attending.

2015 Meeting Minutes

Ken asked if there were any changes to the 2015 annual meeting minutes. Cabin #161 asked when the minutes are published, and asked if they could be posted. Carrie Lewellen answered that they are posted on the website typically a month after the annual meeting.

Cabin # 89 asked when the packets were mailed, because he didn't receive his packet. Brandy McEllrath replied that they were mailed around the 15th of October.

Cabin #90 asked if the minutes were on the website, and also wondered when the packets were mailed.

Cabin #47 asked if the contingency has been spent. Brandy replied no it hasn't.

Cabin #17 requested a change to page 3 of the minutes. He requested to replace "He was told by PacifiCorp that drawing down Merwin would lose PacifiCorp many recreational-based revenue dollars" with "He was told by PacifiCorp that drawing down Merwin would lose PacifiCorp hydro-related revenue dollars".

Cabin #9 (wanted to discuss Jim West's knowledge of maintenance of the water system. Ken Docekal stated this was off topic, the business at hand is to approve the 2015 annual meeting minutes.

Cabin #197 stated that, due to the lack of water in 2016, he thought dock fees should be discussed before the approval of the 2017 budget.

Cabin #17 stated he had a question about the water levels.

Cabin #89 made a motion to approve the minutes with the changes noted by cabin #17. Cabin #207 seconded the motion. The minutes were approved unanimously.

President's Report:

Ken noted that it had been a busy year with the water levels of the lake; the water system (well) failure; with the Assistant Caretaker Wilbur resigning on August 31, 2016; and hiring a new assistant caretaker - Brian Parvi. Brian worked with Jim West during the water system failure and on other duties since Wilbur left.

Cabin #17 asked if the assistant caretaker position had been posted. He asked if a background check performed, considering the children in the NorthWoods. And he also wanted to know if we have job descriptions. Ken replied that we interviewed Brian, and Jim knows him. The Board has job descriptions. Cabin #17 replied that he would like a job description. Brandy told cabin #17 previously that she doesn't have a job description. Brandy McEllrath replied that she wasn't aware a job description existed, but she was mistaken.

Cabin #9 stated that he hopes people aren't hoping for a short meeting tonight. We don't hire people without posting the position. We operate at the member's pleasure at the annual meeting. With all of the electronics, all of this information should have been posted. Ken Docekal replied that Rick Fields wrote the job descriptions years ago. Ken stated the caretaker reports to the Board, not the members. Cabin #9 stated we owe it to the members to put this information out

Cabin #17 stated the Board dropped the ball. He wants the Board to communicate. Ken Docekal replied that he is on other Boards, and they do not put information out in emails.

Cabin #9 stated we have significant things that are liabilities. We used to get information mailed. He stated he does not know how to get the minutes.

Cabin #39 stated that when she was Treasurer she sent the member list out the last 5 years and the documentation for the annual meeting.

Cabin #98 agrees with cabins #9 and 17. He asked if there was a reason for the resignation and if an exit interview was conducted. He said it would have been nice to know and for the Board to have emailed the members. He also said he understands it is in the Board meeting minutes.

Cabin #112 stated that Wilbur had been there a lot of years. If faced with a resignation and need to fill it in the interim, that is fine, but the Board should have done a background check and posted the open position. This isn't unreasonable.

Cabin #9 stated there is an issue with closed Board meetings. He understands the issue of cabin owners taking over the meeting. Ken Docekal replied that we do allow people to request to be added to the agenda of Board meetings, people just have to ask.

Cabin #189 stated we want to thank the Board and would like to know who Brian is, including a short bio. A motion was made to have Brian have a background check. Cabin #87 seconded. The motion passed unanimously.

Cabin #88 asked if Brian came tonight. Ken replied no. There was a request to put something, including a photo, on the website so members can recognize Brian since they weren't able to meet him tonight.

Cabin #9 made a motion to add the same requirements on the previous motion for all new hires, for present and future employees. Cabin #17 seconded. Discussion followed.

Cabin #192 requested that we have full background and criminal checks done.

Cabin #14 asked if we would post the job descriptions on the website.

Cabin #160 stated as a cabin owner for 20 years, Jim West has done a great job. Willy has been there 10 years. He said, yes things change – you need background checks. He said he has met Brian, and he is a good guy. We should use the referrals we have; Northwoods is out in the sticks and we need to use the information we have at hand.

Cabin #9 called the question of the motion on the floor. #9 motioned for a background check on Jim and all present employees. #160 seconded.

Cabin #207 said this is silly, move forward.

Cabin #89 stated – agree.

Jim West stated that he has been on the job almost 18 years. If you want me to have a background check, you can take this job and shove it.

Ken Docekal asked the members to vote on the motion made by cabin #9. The motion failed to have enough votes.

Committee Reports:

Rules and Regulations:

Collin Farrell reported that there are three cabins in disrepair. Cabin 137 and cabin 144 are in foreclosure. Cabin 61 has been called, and they are in the process of making repairs. Collin reminded the members that permits are required for new repairs, and for the requests made in 2016, all were approved with no exceptions. In addition, for roof, other major repairs and construction of buildings larger than 10' x 20' Skamania County Building Department must issue a permit before the homeowner contacts the Board for approval.

Marina Report:

Ken reported that John Nicholson was unable to attend tonight because of a family medical emergency. Ken went on to read a report prepared by John.

“The early December Storm did major damage to our dock and boom system. The damage was video documented and we immediately contacted our insurance agent. After multiple calls and emails by a couple of board members, we had a claim initiated and the insurance company had a special marine contract assessor out and on the docks to look at the damage. All of this occurred and was initiated even before the snow started to fall and accumulate in January. It took several months for the claim to be settled and took a significant number of calls, emails and meetings to accomplish this end. Board members made several trips up to the Northwood’s marina during the work week to meet with these people and hundreds of volunteer hours have been made to this effort in meetings, emails and telephone calls. The total cost of damages & replacements from the 2015 storm were estimated at \$175,000. In the end, we received an insurance settlement of \$102,000. This settlement was deposited into the marina fund in the summer. The settlement, in the Boards opinion is a huge win for the Northwood’s community especially considering an alternative outcome may have been nothing at all.

The JARPA is the key to doing any work in the reservoir. After an unsuccessful attempt and many hours to fill out applications to get a JARPA on our own, the Board decided to use a consulting company out of Longview called Northern Resource Consulting. They were familiar with the process and agencies involved. A JARPA is Joint Aquatic Resource Permit. With the firm’s help we completed that process. During this, we met with Fish and Wildlife, a marina dock

supplier and we got our HPA Approval which is a Hydraulic Project Approval. This critical portion of the permit allows us to repair our dock and boom system and to replace the broken wood docks.

During the JARPA process, PacifiCorp provided Ken with a detailed form that we also needed to utilize the Northern Resource Consulting to complete and it has been remitted with extra requests and it should be concluded on their end any time now.

We have met with a licensed and bonded contractor out of Woodland, that we plan on using to help replace and repair the outer and inner boom system.

There are many logs from our boom system being held for us near the Swift boat launch. I've had discussion with the crew operator of the reservoir logging company "Josh Chilton of Chilton Logging Inc." and when the water comes back up and they are working in the lake, he said he will work with us on floating our boom logs back to us.

Before the water rises next year, we have a plan to take some of our existing boom logs still on the reservoir and in the areas that we are missing many boom logs, stagger them with spaces so that when we can get the missing booms floated back and fill in the gaps. We don't know at this time if there will be a significant shortage of boom logs or not. It appears we are possibly missing 17 to 20 booms and in the stack of logs at the Swift Boat launch there are about that many. It is still difficult to say exactly.

As for our replacement docks, Ken will discuss that in a few minutes since that has been a huge project that he has championed personally and probably put in as many volunteer hours as anybody in the community in that effort.

In regards to the wood debris around the waterfront: Our HPA (Hydraulic Permit Application) does NOT allow for individual cabin owners to use chainsaws on the lake bed. Our Fish and Wildlife contact did confirm to me that if there is wood debris that can be walked off the lake bed, he was not concerned with that and that when the water comes up the remaining debris will float out and be handled by the contracted PacifiCorp agent, as he said it has been for many years.

There was a request for the Board to "sanction" the Waterfront Committee and at the time we discussed it and that since it was not within the scope of the Rules and Regulations or in the Bylaws, the Board did not. We re-visited that decision several weeks ago and Board Member Gib Masters researched and confirmed our earlier decision and I will let him elaborate on his findings in a few minutes.

It should be mentioned that the Waterfront clean up that Rebecca Martinez Griffin organized again in 2016 was well attended and the picnic and beach area was as beautiful as I think I've ever seen it. Congratulations and thank you to everyone who volunteered and helped out with that."

Cabin #197 stated that if anyone has trees to take down they can donate them to Waterfront Recreation/Northwoods and there will be no fee charged by the State Department of Natural Resources.

Cabin #17 stated that the boom logs broke lose several years ago. Does the work stated in John's letter include the boom logs by cabins 18 – 22 for replacement? What does floating out debris mean? Cindy Gaines responded that smaller logs can be swam out into the lake. Cabin #17 asked if he could take a power boat and tow the logs out. Ken responded that you could get a fine by PacifiCorp.

Cabin #9 asked if the work to be done includes the log booms in front of cabins. Cindy Gaines asked Dan Ward (#9) if he had the 1990s letter from PacifiCorp. Her understanding is that individual cabin owners no longer own the boom logs; during the 1990s PacifiCorp mandated that ownership be transferred from individual cabin owners to Northwoods. Dan said he agrees. Ken replied that we will do the best we can to get the boom logs back.

Boat Docks:

Ken reported that we are doing our best to get the docks replaced. We need water in the marina to float the old docks out. We hope to replace the docks in the spring.

Cabin #47 asked if we are getting bids on the docks. The budget said last year the cost would be \$15,000, and it ended up being \$51,000, which is quite a bit of a difference. Ken replied, yes we have quotes. The cost to replace the docks is in the 2017 budget packet.

Lastly, Ken reported that the common area is looking good.

Water System:

Ken provided a timeline of the failure of the well and how fast it was brought back on-line.

- a) Wednesday July 27th – it was determined the well was out of water. The holding tank had about 8,000 gallons of water. Restrictions were put in place.
- b) Thursday July 28th – Mather Pump Service was called to come and inspect the pump to check for leaks. It was determined there was no water in the well. Boil water advisory put into place.
- c) Friday July 29th – the pump removal people came, and at noon Hansen Drilling came up to do an evaluation and brought up equipment so work could begin early the next day.
- d) Saturday July 30th – it was determined there was a cave in.
- e) Monday August 1st – the well was re-drilled deeper about 40 feet, in the same area.
- f) Tuesday August 2nd – a new pump was installed. The well company really worked with us. They pushed back work they had scheduled for other customers to get our well fixed.
- g) Wednesday August 3rd – water samples were taken to the State to test.
- h) Friday August 5th – the State lifted the boil water advisory.

The members all thanked Ken and Jim for the work they did on the water system.

Cabin #9 said the minutes from last year said how the State was impressed with Jim's knowledge of the water system. He asked if we could please have documentation on how to run the water system. Ken replied "that is a good idea".

Road Report:

Jim West reported that with the rain there are some potholes, which he will fill.

Investment Account Status:

Cindy Gaines read the report prepared by the Trustees, Andy Moyer, Carl Lindgren, and Michael Gaines since they were unable to attend the meeting. The overall report shows a decrease of \$5,044 in the total investment on 12/31/2015 which totaled \$158,820 compared to 12/31/2014's balance of \$163,865, although the value has increased as of 10/24/2016, and is

now \$163,471. The strategy is to continue with an investment posture which will preserve principal and provide for modest growth over time in the value of the trust assets.

Water Level Discussion:

Ken started out the discussion saying many people are unhappy with PacifiCorp. In early April snowpack was estimated to be at 118%. However by mid April there was very little precipitation. PacifiCorp began reducing the flow of water through the dam. By April 20th, they reduced flows even further. The spring was warmer than normal, which caused the snow on the mountains to melt. By June 3rd, the Lewis River coordination committee reduced flows even further. The FERC license requires that some water move through the dams on the river for the fish. PacifiCorp sent a letter to the communities saying they would do their best to keep the Swift boat ramp open through the summer.

Cabin #17 stated that Merwin can go down to 17 feet, Yale to 25 feet, and Swift to 25 feet. "Thanks to PacifiCorp for keeping the boat launch open. If PacifiCorp changed the water levels in all three reservoirs, we would have water in Swift. We are forming a committee to evaluate, we have a hydrologist."

Cabin #173 – Erik Gunderson set up a meeting in July, and did a survey. 140 people responded. He apologized and said he wished they could have done more. Seven years after Mt. St. Helens blew there were still logs in the lake. He said he will discuss more in new business.

Cabin #9 said we are frustrated with PacifiCorp. There have to be other approaches. There used to be a written newsletter mailed to cabin owners. George Raiter wrote it in the 1990's. George Raiter wrote a letter to cabin owners about the FERC relicensing. Cabin #9 (said Andy Moyer cabin #8 gave his proxy to cabin #69. He said the last two rounds of voting at PacifiCorp indicate we have no standing. We had nobody from NorthWoods at the meeting. There are things that can be done. The Board volunteers time, and put in 2-3 years of time to get our lake back. We want to work with the Board.

Cabin #197 stated we should set up a committee.

Cabin #17 said we requested the Board sanction a committee. Ken Docekal responded that we received an email from Erik Gunderson, with no information, except a request to sanction a committee. Erik responded that the July 12th email to the Board requested the Board to sanction a committee. He sent a list of people who would be on the committee. Ken responded that the email did not include the requested plan of what the committee was going to do, and we did not know if there was a financial commitment of the NorthWoods involved.

Gib Masters then responded that this is the educational part of the meeting. For non-profit corporations, the Revised Code of Washington allows two types of committees, Board committees and member committees. The Northwoods By-Laws only authorize two committees – the Audit Committee and the Nomination Committee. The Board acts on behalf of the corporation. Members do not have authorization to form committees unless they change the By-Laws.

Cabin #9 stated that he and his cohort would like to form a committee by changing the By-Laws and that, "We only need 10 signatures to force the Board to approve the committee." Someone replied that that is incorrect; a 2/3 majority is needed.

Cabin #98 stated we need to communicate with PacifiCorp.

Ken Docekal responded that he does communicate with PacifiCorp regularly. We don't know if they are doing the right thing or the wrong thing.

Cabin #161 had a question for Gib Masters. Could we have a committee that reports to the Board (versus the existing committees that report to the membership)? Gib responded that a committee made up of members would be of concern. Membership would report to the Board.

Cabin #173 said a sign committee was approved by the Board two years ago. Erik said they want to help, so there is less for the Board to do.

Cabin #9 said get more people on the committee, including the Board. Broaden it out, work in conjunction with the Board, broaden the approach. Not a special problem, others have the same issue.

Ken asked what Andy Moyer was doing at the PacifiCorp meetings. He didn't even tell the Board he was going.

Cabin #9 made a motion to have a special meeting to amend the By-Laws. Cabin #140 seconded.

Cabin #78 stated they couldn't hear.

Cabin #39 said those that are complaining should step up and get on the Board.

Cabin #206 said we have never been this contentious, we need information in writing. Cabin #206 stated that people need to get organized, get their documents, in writing, to the Board so that the Board can present the material to the members. #206 went on to say, "I feel like this meeting has been hijacked by a group of 2 or 3 people."

Cabin #145 said to combine the Board with members. We can't have a committee with no change in the By-Laws.

Cabin #181 said there are clean-up committees and sign committees. How is this different? Collin Farrell responded there is a difference if committees work in the NorthWoods versus representing the NorthWoods outside of the NorthWoods.

Cabin #9– revised his motion to call a special meeting no later than January 15, 2017. He reiterated his belief that they need 10 people to approve to have a special meeting, need to have a topic, and then the Board will be required to have a special meeting.

Cabin #207 – is the Board communicating, and working, with PacifiCorp on the water level issue? Do we need a committee?

Cabin #197 – why can't we authorize a committee, does it need to be a specific committee? Gib responded he doesn't know.

Cabin #206 – stated we need a lobbyist to help with the water issue.

Gib responded there is an indication that members are not okay with how the Board is working on the water issue.

Cabin #161 stated in July the Board did not sanction a committee.

Cabin #17 – in last year’s minutes, Ken said we would have a plan on the water level. Need one Board member to work with the committee. Do we have a plan?

The motions died on the floor.

Treasurer’s Report:

Brandy presented the budget report. She highlighted the expenses associated with the water system, the storm damage, insurance claim, and other issues. Brandy explained that she had sold her cabin, and money was put into the budget in case a bookkeeper needed to be hired in case they couldn’t find a volunteer to perform the duties of the Treasurer. The proposal includes increasing the dues to a total of \$670. She asked if any of the cabin owners had any questions on the budget.

#160 asked about the boat dock leases. Brandy explained that due to the extenuating circumstances with the damage to the docks this past year, that all of the leases were being extended one year. Ken went on to say that we discussed this last year also, but decided not to do it. Collin responded by not collecting the marina dues for more than one year, we may be short money to replace the docks, if we give credit for two years.

Cabin #147 thanked Brandy for the detail of expenditures and the costs of the well repair. She requested we add the cost of the well repair to the minutes. The cost to repair the well was \$33,970.

Cabin #39 made a motion to approve the budget, cabin #197 seconded. All approved.

Election for Open Board Positions:

Denise Firth, cabin #39, counted the votes, and presented the results of the election to Carrie Lewellen. Carrie announced that all three candidates who were nominated for the Board were elected. They include John Nicholson – cabin 185, Mark Griffin – cabin 161, and Jon Puckett – cabin 111. The Board welcomed the new Board members to the Board.

New Business:

A member asked if the water assessment of \$100 is an annual assessment. Brandy responded yes, it was increased this year from \$75 to \$100. Ken clarified that it is a \$25 increase over last year and that it is permanent.

Collin Farrell thanked Ken Docekal and Gib Masters for their work on the Board with their terms ending, and welcomed the new Board members Mark Griffin, John Nicholson, and Jon Puckett.

#197 moved to adjourn the meeting. #39 seconded. Meeting adjourned at 9:05 pm.

Respectively submitted by:
Cindy Gaines, Director and Carrie Lewellen, Secretary