

# **Clearwood Community Association**

Minutes of the Board of Directors Special Meeting  
September 21, 2019 - **\*\*DRAFT\*\***

- 1 **1. MEETING CONVENED**
- 2 a. At the Clearwood Office
- 3 **2. QUORUM**
- 4 a. The quorum for the meetings of the Board of Directors is four. Six Directors were in
- 5 attendance throughout the meeting; therefore, the quorum was met.
- 6 **3. IN ATTENDANCE**
- 7 a. Directors: Brian Gerrish, Vice President (BG); Emily Martin, Secretary (EM); Deborah Baker,
- 8 Treasurer (DB); Lonnie Bays, Director (LB); Malinda Poirier, Director (MP)
- 9 i. Absent Directors: Aaron Lang, President (AL)
- 10 b. Staff: Mitch Waterman, GM; Racheal Paige, Office Administrator
- 11 c. Member(s) and/or Guests: Walter White, Doug Skelly and Alexa Burns
- 12 **4. PRESIDING OFFICER AND SECRETARY**
- 13 a. Treasurer Deborah Baker and Secretary Emily Martin
- 14 **5. MEETING CALLED TO ORDER** at 9am
- 15 **6. INTRODUCTIONS**
- 16 a. The board, staff and members introduced themselves.
- 17 **7. APPROVE THE CONSENT AGENDA**
- 18 a. A Motion is made by LB and seconded by MP to approve the Consent Agenda. A Motion
- 19 is made by DB and seconded by EM to add the following to the Consent Agenda:
- 20 Approve the seating of Bob Owen and Darlene Gonnerman to the Finance Committee.
- 21 Motion passed unanimously. DB called for the question of approving the consent
- 22 agenda with additions. Motion passed unanimously.
- 23 b. Items Approved in the Consent Agenda:
- 24 i. Ratify the Following Unanimously Approved Board Polls:
- 25 1. Authorizing Discretionary Spending Authority, up to \$1,000 per
- 26 transaction, to the General Manager in the Performance of his or her
- 27 duties.
- 28 2. Authorizing the Hiring of a 24 hour per month employee for the purpose
- 29 of CCA Rules & Regulations Enforcement (Violations)
- 30 ii. Approve the Seating of the following members to the Finance Committee:
- 31 1. Bob Owen
- 32 2. Darlene Gonnerman
- 33 iii. Approve the Following Board Meeting Minutes:
- 34 1. August 17, 2019
- 35 iv. Approve the Following Committee Meeting Minutes:
- 36 1. Violations – July 11, 2019
- 37 2. Violations – August 22, 2019
- 38 3. Finance – August 26, 2019
- 39 **8. APPROVE THE AGENDA**
- 40 a. A Motion is made by MP and seconded by DB to approve the agenda. Motion passed
- 41 unanimously.
- 42 **9. MEMBER AGENDA QUESTIONS**
- 43 a. Member Skelly asked for additions and changes be made to the website regarding CPC.
- 44 MW and EM advised they are in the process of making updates to the website and
- 45 communication tasks.
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- 47 **10. VIOLATION APPEAL**
- 48 a. Member appealed violations received on division/lots 8/90, 8/91 and 8/92. The board
- 49 heard the member's appeal and had the opportunity to ask questions of the member.
- 50 **11. EXECUTIVE SESSION**
- 51 a. A Motion is made DB and seconded by MP to enter Executive Session at 9:23am, inviting
- 52 MW to join, to discuss a legal issue. BG recused himself. Motion passed.
- 53 b. Exited Executive Session at 9:57am.
- 54 **12. RECONVENE IN OPEN SESSION**
- 55 a. A Motion is made by DB and seconded by LB to dismiss the violations on lots 8/90, 8/91
- 56 and 8/92 due to the vagueness of our Governing Documents with the board taking
- 57 immediate action to clarify. BG recused. DB, LB and MP voted yes. EM voted no. Motion
- 58 passed.
- 59 **13. FINANCE REPORT (DB)**
- 60 a. Most topics will be discussed under Finance Committee Recommendations
- 61 b. The Collection Policy was sent to legal and approved. The letters that are sent out for
- 62 warnings and fines need to be reviewed and revisions need to be made.
- 63 c. The integration of the Water and General accounts in Quickbooks is now complete.
- 64 **14. GENERAL MANAGER REPORT (MW)**
- 65 a. The Otter Beach and RV Dump projects have been completed.
- 66 b. The Reichel Beach project has begun.
- 67 c. Coliform samples came back clean. Currently at 21.51% leakage. Still experiencing
- 68 concerns with Well 1 and 2 production.
- 69 d. Meeting scheduled with the contractors for the Well 5 project is coming up and will
- 70 receive status and timeline updates.
- 71 e. Items that will be discussed further on in the agenda: Election Policy and new Election
- 72 schedule. Updates need to be made to the Bylaws, website and policies for ACC.
- 73 f. Hired a new compliance person and have already issued roughly 50 citations. Still
- 74 searching to fill the open office position and more interviews are coming up this week.
- 75 **15. OLD BUSINESS**
- 76 a. Board Training
- 77 i. Scheduled for this week with the Management Team, CCA Attorney and
- 78 Insurance Company.
- 79 ii. A Motion is made by DB and seconded by MP that it be required to video record
- 80 the board training on Thursday for any future purposes. Motion passed
- 81 unanimously.
- 82 b. Video Recording of Board Meetings
- 83 i. MW proposed that the board purchase camera equipment and a YouTube
- 84 Channel so that all board meetings be live streamed and uploaded on YouTube
- 85 for future viewing.
- 86 ii. A Motion is made by DB and seconded by EM to approve MW to receive and
- 87 provide the board with proposals for audio recordings and the cost of a YouTube
- 88 channel. Motion passed unanimously.
- 89 iii. A Motion is made by EM and seconded by DB to immediately reinstate audio
- 90 recordings of board meetings until a YouTube channel is created for the purpose
- 91 of drafting meeting minutes only. Motion passed unanimously.
- 92

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- 93 **16. NEW BUSINESS**
- 94 a. Finance Committee Recommendations
- 95 i. New Bank
- 96 1. Finance Committee recommends looking into a new bank for CCA that
- 97 had an HOA division. Three bank proposals were presented to the board.
- 98 a. A Motion is made by LB and seconded by DB to close out
- 99 accounts at both US Bank and Key Bank and move all banking
- 100 accounts to Mutual of Omaha HOA division with the exception of
- 101 a local lending institution with federal insurance for cash deposits
- 102 only. Motion passed unanimously.
- 103 2. Credit Card payment changes with switching to a new bank which would
- 104 allow for payments to be set up directly with the bank. This would save
- 105 roughly \$16,000 in charges CCA is paying to process credit card payments.
- 106 a. A Motion is made by DB and seconded by MP to task MW and JS
- 107 with drafting communication to the membership that will be sent
- 108 out via newsletter, Facebook and posted on the website
- 109 informing the membership of the change in bank and credit card
- 110 payment process. Motion passed unanimously.
- 111 ii. Check Signatories
- 112 1. Recommendation from the Accounting Manager to have four check
- 113 signatories moving forward.
- 114 a. A Motion is made by DB and seconded by BG to have Aaron Lang,
- 115 Emily Martin, Malinda Poirier and Deborah Baker listed on the
- 116 checking accounts as signatories. Motion passed unanimously.
- 117 iii. Credit Card Resolution, Corporate Credit Card Policy & Application
- 118 1. New policies presented to outline employee use of CCAs credit cards.
- 119 2. A Motion is made by DB and seconded by MP to adopt the Credit Card
- 120 Resolution and Corporate Credit Card Policy & Application. Open for
- 121 discussion. Motion approved pending the unanimous board poll on
- 122 approval of the credit check policy.
- 123 iv. Sale of Assets Policy
- 124 1. A Motion is made by DB and seconded by MP to adopt the Sale of Assets
- 125 Policy. Open for discussion. Any sold asset (computers, maintenance
- 126 equipment, etc.) funds from the sale would go back to the account the
- 127 funds were originally used to purchase the asset from. Called for the
- 128 question. Motion passed unanimously.
- 129 v. Capitalization Policy
- 130 1. A Motion is made by DB and seconded by MP to adopt The Capital
- 131 Purchase and Capitalization Threshold Policy. No discussion. Motion
- 132 passed unanimously.

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135

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- 136 vi. Purchasing Policy  
137 1. A Motion is made by DB and seconded by MP to adopt the Purchasing  
138 Policy. Open for discussion. A Motion is made by DB and seconded by MP  
139 to amend the motion to adopt with the revision to include “if three  
140 responsible bids are not received, an explanation must be attached to  
141 include the names of other businesses that were solicited with their  
142 responses. Motion passed unanimously.
- 143 vii. Combine Finance with Roads & Water Committee  
144 1. A Motion is made by DB and seconded by MP to approve the Finance  
145 Committee and Water-Road Committee to meet as one committee for  
146 the next twelve months, effective immediately. Open for discussion.  
147 Motion passed unanimously.
- 148 **17. BREAK**
- 149 a. Personal privilege break
- 150 **18. NEW BUSINESS CONTINUED**
- 151 i. 2017 Annual Audit  
152 1. A Motion is made by DB and seconded by MP to have the 2017 audit  
153 issued with a qualified opinion adding the caveat that some of the values  
154 may change in future comparison reports due to the ongoing forensic  
155 investigation. Motion passed unanimously.
- 156 ii. CCA Election Cycle  
157 1. Option for Special Election  
158 a. A Motion is made by DB and seconded by MP to request that the  
159 General Manager work with staff to form a proposal back to  
160 board as soon as possible, but no later than three weeks from  
161 today, to determine if a special election can be successfully held  
162 in the year 2019. Motion passed unanimously.
- 163 b. Community Property Committee Recommendations  
164 i. MW to work with CPC on the Office Drop Box and Pavers Recommendations as  
165 it’s an operational topic.
- 166 c. Employee Handbook Modifications  
167 i. Revisions and updates are needed and currently being worked on.  
168 ii. A Motion is made by DB and seconded by LB to rescind the wage scale from the  
169 employee handbook. Motion passed unanimously.
- 170 d. By-Laws and Rules & Regulations Booklet Updates  
171 i. Tabled until next scheduled board meeting.
- 172 e. Insurance Discussion – Data & Breach Policy  
173 i. Moved to board orientation.
- 174 f. Election Challenge  
175 i. Challenge has been reviewed and no action is being taken. Member was invited  
176 to assist in writing an election policy.
- 177 g. Certification of 2019 Election Results  
178 i. A Motion is made by DB and seconded by MP to certify the 2019 election results.  
179 Motion passed unanimously.

180

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- 181 h. CCA Firewood Sales  
182 i. A Motion is made by DB and seconded by EM that the association allow  
183 management to operate wood sales, with the funds going towards operations  
184 under parks and playgrounds. Motion passed unanimously.  
185 i. Future Planning  
186 i. Tabled until October board meeting.  
187 j. Board Liaison Assignment  
188 i. Finance Committee / Roads & Water Committee  
189 1. DB will be liaison for the Finance Committee and Roads & Water  
190 Committee who will be meeting together moving forward.  
191 ii. Violations Committee  
192 1. LB will be liaison for the Violations Committee.  
193 iii. Community Property Committee  
194 1. MP will be liaison for the Community Property Committee.  
195 iv. Architectural Control Committee  
196 1. BG will be liaison for the Architectural Control Committee.  
197 v. Member Activities Committee  
198 1. EM will be liaison for the Member Activities Committee.  
199 k. Board Candidate Presentations & Board Voting  
200 i. Alexa Burns  
201 1. The board had the opportunity to meet with Member Burns and ask  
202 questions.  
203 ii. Dustin Hocking  
204 1. The board had the opportunity to meet with Member Burns and ask  
205 questions.  
206 iii. A Motion is made by MP and seconded by LB to seat Alexa Burns to the open  
207 board seat with the end term of 2021. No other nominations. Motion passed  
208 unanimously.  
209 **19. EXECUTIVE SESSION**  
210 a. A Motion is made by DB and seconded by LB to enter Executive Session to discuss Legal  
211 and Personnel Issues, inviting MW to join, at 1:50pm. Motion passed unanimously.  
212 b. Exited Executive Session at 2:40pm.  
213 **20. ADJOURN**  
214 a. A Motion is made by LB and seconded by DB to adjourn at 2:40pm. Motion passed  
215 unanimously.  
216 **Minutes Prepared by:**  
217 Secretary Emily Martin