

**WILDWOOD WEST ROAD ASSOCIATION BOARD MEETING MINUTES
JULY 6, 2022**

Meeting held at the Gebhart's residence, quorum established and called to order at 4:09 PM.

Board Members Present: Al Gebhart, Bob Spier, Jessie Ettlin & Karen Gifford.

Guests: Dominique Byers, Bob Bell, Patrick Buchanan, Tyron & Shizumi Crimi, Danny Estin
Paula Hansen, Bill & LaRay Ganch, Ian Garfinkel, Donna Gebhart, Lori Herrera, Rob Martello
Patti Parsons, Lauren Rossovich, JD Sayler, Nan Spier, Nichole Sawatzky.

Al Gebhart administered Oath of Office to Karen Gifford as board secretary and presented the rules of the meeting.

Questions & Comments:

Ian Garfinkel-Wanted to have clear location with an address for future meetings.

Response: Will be noted on future notifications to the membership.

Bob Bell-Why was there an emergency executive board meeting June 17th?

Response: Meeting prompted by resignation of board chair. The minutes from that meeting added to the website for review. All future meetings will be posted in advance and dates assigned to accommodate as many people as possible.

Dominique Byers- Information for the Cultural Burn performed on June 19th at 19811 Wildwood West Drive.

Response: Donna Gebhart spoke with Battalion Chief Landon Haack of Cal Fire, they are the lead agency for the incident and have assigned an investigator. There will be no more fires until Cal Fire determines it is safe and certain criteria needs to be followed on all cultural burns. For any additional fires immediately call 911 and then Cal Fire 530 889-0111.

Lauren Rossovich -Will the incident affect our insurance rates?

Response: Would need to check with individual insurance carriers.

Bob Spier- The Fire Wise Program used his home as a test case. There are many new regulations that have been added to be fire safe and others might find the recommendations they offer helpful. Wildwood West Drive was evaluated as a whole and there were areas noted that were in need of more fire abatement under this program.

Al Gebhart- Looked into Wildfire Prepared Home, A Program of IBHS. They work with the insurance industry and currently they are helping the Paradise area that was decimated by a wildfire incident. Could be another good resource for fire preparedness.

Several association members voiced concern about the cancelation of homeowner insurance policies because the residence is located in a fire zone. The California Plan might be an option if no other company will provide coverage.

Karen Gifford- To find an Evacuation Zones go to ZoneHaven, our road is EC022. Other Important emergency resources CodeRed Emergency Alert System, YubaNet.com, KVMR Public Radio (FM 89.5) and Nevada County (www.nevadacountyca.gov).

There is an opening on the board for Vice Chair. It is a one-year term, to be approved by the board and then voted on at the next annual meeting. Lauren Rossovich volunteered.

Motion: Karen Gifford

Approve Lauren Rossovich to fill the open position of Vice Chair for one year on the association board, term to expire April 2023.

Second: Bob Spier

All in favor with no exceptions. Motion carried & Lauren was given the oath of office by Karen Gifford.

Secretary Report-Karen Gifford

Board Meeting Minutes read for 3/24/22 and 6/17/22.

Motion: Jessie Ettlin

Accept board meeting minutes for 3/24/22 as read.

Second: Bob Spier

All in favor no exceptions. Motion carried.

Motion: Bob Spier

Accept board meeting minutes for 6/17/22 as read.

Second: Jessie Ettlin

All in favor with no exceptions. Motion carried.

Received a letter from Corporate Compliance Center requesting annual minutes and a fee. This is not an official notice and there will be no response. Instead, the letter will be forwarded to the California Department of Justice.

Treasurer Report- Bob Spier

Current Tri Counties Bank Balance \$21,404.00

Accounts Receivable \$3,800

Five parcels remain unpaid for annual dues, second notices to be sent.

Expenses: Franchise Tax \$800

Allen Haley final attorney fee \$1,985 (Al Gebhart requested and got \$100 reduction to original bill of \$2,000)

(Clarification from the Chair, Al Gebhart added 8/29/22:

5/31/22 Invoice paid to Haley for reinstating the Corporation \$920, these funds were taken From the original \$4000 put into the trust account for the review of the bylaws. This left a balance of \$3,180 for the review of the bylaws.

Invoice 2109 \$1,085 paid. This was to answer questions submitted by the chair, Steve Zoch from letter dated in August and information from the board meeting in September. Left a balance of \$2,095.

Invoice 2201 \$4,080 Balance \$2095 equals \$1,985 owed.

We receive an adjusted remaining balance owed of \$2085 and paid it.)

Reimbursement to Karen Gifford to copy and send amended bylaws with ballot \$191.67
Next immediate expense will be for gravel on Wildwood West Drive.

Al Gebhart requested that Tri Counties Bank paperwork be completed, as soon as possible, to update the current board officers authorized to sign on the account.

Additional Questions & Comments:

Patti Parsons-Work done by the attorney and money spent was under the assumption that the road fell under Davis Sterling Act. Alan Haley should have known that was not the case, since he worked with us before. He put property lines at the middle of the road in a letter he wrote, which was also incorrect and it puts into question the bylaws as drawn. Was a contact entered with him while under suspension.

Response: There were questions that needed to be answered, he did the work, gave a legal opinion and payment was due. There was a reference to California Code Section 71108910 Nonprofit Mutual Benefit Corporation relative to the information he provided as well. He clarified ownership for the 46 members giving each parcel holder an equal vote. Currently the association does not have enforceable bylaws, it was the task of Allen Haley to amend the bylaws and bring them up to date. With respect to the bylaws dated 2005/ 2016 good people with good intentions worked on the amended bylaws but created two voting classes and added a two thirds margin to approve a ballot item. Additionally, when these were drawn no legal counsel was contacted. WWRA may be a corporation but it only has one class of voters. To clarify it was not until fall or late December that it was discovered WWRA did not fall under the Davis Sterling Act. If the bylaws continue to fail and the 1976 Agreement alone is used cannot bill for annual dues and there is no protection as a corporation. Need enforceable clear bylaws that would stand up in court. A contract was signed by WWRA while suspended no work was performed and nothing was billed, funds were in a holding account.

Bob Bell- In 2016 a bylaws committee as formed took two years to make a presentation and it passed by two-thirds of the membership (31 yes votes). The two-thirds vote was put into place to keep from flip flopping making it more challenging to change the bylaws. It should be noted that the 2016 amended bylaws were signed and registered with the county on June 3, 2016. The bylaws should be given to a committee, no board members, to review and make recommendations. The bylaws committee from 2016 was never discharged can they be reactivated to review and report back? The 1976 Agreement could not stand alone due to the description of the boundaries being incorrect. The 1977 agreement had covenants and conditions. It would be helpful to have all the changes noted in a comparison format as was done in 2016, old versus new bylaws. Need a clarification, the original agreement never had maintenance of the side roads.

Bob Spier-The last vote got 75% and would have needed 91% to pass which is difficult. No hidden agenda to move to 51% to pass would be in keeping with the California code using a majority vote. There have been more redline changes to the bylaws since the failed vote in

June. The latest version was sent to an attorney, Kurt Sproul, for review but no contract or retainer has been offered.

The questionnaire that was send out was helpful, good to see the comments and appreciated the input. There will be a summary of the data and it will be sent to everyone

Al Gebhard-Consider other alternatives. Keep sending the bylaws out until a majority is reached to pass them or go back to the 1976 Agreement and disband the corporation.

JD Salyer- Need an enforceable set of bylaws to be protected from lawsuits or to be in a better position legally. Only job for the association to keep the road in good condition and everyone pays for it. People instead of complaining be on the board. JD offered to pay for two hours of legal advice.

(8/29/22 Amended to read Rob Martello suggested the idea of a special bylaws committee and a method in which to choose it.) Much discussion and time was spent on how the board will put together a bylaws committee, with a deadline to complete a review and make recommendations. Any additional changes might require another legal review which would cost the association more money. Meetings should be open for all members of the association to attend. Once the final copy of the bylaws is completed it will go back out to the full membership for a vote.

Jessie Ettlin-Agreed that having a committee review the latest amended version of the bylaws would be helpful and perhaps get them to pass at the next vote.

Dominique Byers-The board set up a good foundation for the bylaws but a committee should be able to offer changes and if the board feels it is necessary to have legal advice then pay an attorney.

Motion: Bob Spier

Discharge old 2016 bylaws committee.

Second: Jessie Ettlin

Board Vote: 4 in favor 1 absentee. Motion Carried.

Note: Lauren Rossovich left before this and any subsequent votes were taken by the board.

Motion: Jessie Ettlin

The Chair, Al Gebhart, will make a committee assignment. The committee will be composed of seven association members, that are not on the board, to review the amended bylaws and they will have 45 days to complete the process once all the volunteers have been selected. If there are more then seven volunteers names will be drawn out of hat by the board secretary at a designated date and time to be witnessed by any and all interested parties. The secretary will then notify all members and the board of the results by e-mail.

Second: Bob Spier

Board Vote 4 in favor 1 absentee

Agenda items not covered:

Additional Dwelling units in Nevada County coming to Wildwood West Drive.

Set up future board meeting dates into 2023

Motion: Bob Spier

Adjourn meeting 6:10 PM.

Second: Jessie Ettlin

All in favor 4 with 1 absentee. Motion Carried.

Prepared by Secretary, Karen Gifford

Safety is a major concern on our road to protect people, pets and property. Please control your speed and remind your visitors to do the same.