

WILDWOOD WEST ROAD ASSOCIATION CORPORATION
BOARD MEETING MINUTES
OCTOBER 12, 2024

Officers Present: Bob Spier-Chair, Rob Martello-Vice Chair, Bob Bell-Road Director and Karen Gifford-Secretary. Absent: Steve Boone-Treasurer

Guests: Al & Donna Gebhart, Marc Gifford, Paula Hansen, Richard Kaiser, Patti Parsons & JD Salyer

Bob Spier-Chair

Meeting Called to order 11:05 AM

Quorum established (4 of 5 board members present)

The meeting was recorded by the secretary.

Motion: Bob Spier

The meeting was conducted using Short Form Robert's Rule of Order.

Second: Rob Martello

Motion passed, no exceptions.

Karen Gifford-Secretary

Read Minutes from July 3, 2024.

Motion: Bob Spier

Approve minutes as is.

Second: Rob Martello

Motion passed, no exceptions.

The board discussed posting the Compromise & Settlement Agreement/Easement Grant Deed from October 14, 2003, on the association website. However, due to sensitive information, it will not be posted but will be in the corporate documents file.

Bob Spier for Steve Boone-Treasurer's Report

Current Bank Balance \$20,766.38

4 Parcels with outstanding dues of \$1,420

(Note: Check received at the meeting for \$180, leaving three parcels delinquent.)

An invoice for \$210 was paid to Bob Spier for postage & road buttons.

Bob Spier will look into the possibility of placing the current road maintenance funds into an account that pays interest until needed.

Bob Bell-Road Director

Since the last meeting in July obtained more bids with the new criteria specified from the board. The information was sent to the board for review. Based on budget and timing the planned expenditure of \$17,000 for this year stalled. There was no attempt to delay the work, the road remains passable, recommends paving going forward and to get bids early in 2025. Will continue process of gluing road button markers and reflectors where needed. In addition to annual dues the Bylaws allow association member to make donations for road maintenance at any time.

Old Business

Chair did not get a reply requesting a signed appraisal from the engineer who conducted an informal review of Wildwood West Drive in October 2023 (report posted on the website).

New Business

Marc Gifford given the floor to address the email he sent to all association members concerning the contradictions in the Bylaws Article 17 (Annual Road Assessment), opposing legal opinions and consideration to assess annual road dues based on proportional usage or per foot basis. Requested and received a legal opinion from the Law Offices of Dorfman & Sitzberger (Attorneys for Coldwell Banker) citing several legal precedents supporting the 51% majority of parcel owners required to pass any increase in dues. The opinion received from the Law Offices of John Bilheimer is in direct conflict. This is an opportunity to look at these two different opinions and decide how they will be applied going forward.

Suggested the creation of a Bylaws committee to correct errors and follow with a review by Dorfman & Sitzberger.

Marc wanted to encourage all the association members to work together, vote, and remember that the corporation's only purpose is to provide maintenance to keep the road passable.

The Chair stated that his decision to settle the “tabled” ballot vote for dues increase in April 2024 was based on the legal opinion from the law firm (Bilheimer & Haley) that wrote the current Bylaws, advice from a parliamentarian (David Mazzera) and application of the prudent man rule.

Acknowledged the Bylaws are unclear in Article 17, as well as some other areas and need to be fixed next year.

On the issue of road, assessments pointed out that Civil Code 845 does not specify paying dues by foot.

Recommends that the voting requirements and assessment changes be sent directly to the membership as ballot measures for the 2025 annual meeting, along with a list of nominees for the open board positions.

Motion: Bob Bell

Motion for the board members to vote by roll call, the acceptance of the legal opinion from the Law Offices of Dorfman & Sitzberger that cites seven (7) legal case precedents supporting the 51% majority of the parcel owner's requirement for a dues increase. This acceptance will

supersede the previous legal opinion from the Law Office of John Bilheimer that did not contain any case precedence supporting its use.

Second: Karen Gifford

Vote: Yes, Bob Bell & Karen Gifford/No, Bob Spier & Rob Martello

Motion not passed.

The board has agreed to remove the Bilheimer and Mazzera information from the website meeting minutes for June 1, 2024. The legal opinions from Bilheimer and Dorfman/Sitzberger will both become part of the corporate legal documents file instead.

There was much discussion concerning legal opinions, the Bylaws, voting, dues, and community involvement. Based on that input and in preparation for the annual membership meeting items to be included on the next board agenda :

Board to come up with wording, for separate ballot item in 2025, that states clearly what is needed to conduct a valid vote by the membership. Specify a threshold, state the intention of what 51% represents in the Bylaws and provide the number of votes actually needed to pass a measure placed on the ballot.

Board to develop a rate structure for the collection of annual dues and create a separate ballot measure for the membership vote in 2025.

Recruit candidates to fill the three open board positions available in 2025.

Next meeting Saturday, January 11, 2025, at 11 AM, place TBD

Motion: Bob Spier

Adjourn meeting.

No second or vote meeting ended at 12:50 PM.

Note: Meeting was to be reopened for items listed on the agenda but unrelated to road business, internet services and pet safety from wild animals, they were not discussed.

Prepared by:

Karen Gifford

Secretary

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.