

**WESTWOOD HOA**  
**Minutes of the Board Meeting held on February 8<sup>th</sup> 2022**  
**at 6.30 pm in the Clubhouse**

Board Members present: Keith Holder, Gene Dackonish, Linda Afman, Mike Youngren.

Homeowners present: Marilyn Dorn, Sheryl Rogers, Denyce Cornell-Vandiver, Carolyn Debrusk

1. Meeting called to order at 6.30 pm by Keith Holder, President
2. Prior meeting minutes were presented as read. Linda Afman moved and Gene Dackonish seconded a motion to approved the minutes. Minutes approved unanimously.
3. 12 Plex Boiler replacement.

Discussion was held on the replacement of the boilers in Buildings 700, 800 and 900. Keith said that at a recent work session various scenarios had been discussed, the cheapest of which (Attachment A, 1a) would cost close to \$100,000. Linda reminded the meeting that the cost of the Boiler replacement had increased by about 25% since last June.

Gene reminded the meeting that the increase in cost of replacing the boilers was a real shock and that the route we were taking (the cheaper option rather than the more high-tech option) was the only alternative if cost were to be kept at a minimum.

Discussion was held on the eventuality that the water tanks would have to be replaced in the near future. The cost of replacing the water tanks was similar to the cost of boiler replacement (ca.\$100,000) Keith mentioned that, at the moment, it appeared possible to pay for them out of the Reserve Account, but that was not certain. Linda mentioned that loans to HOAs were available if required.

Gene stated that the expenditure would require the affirmative vote of at least 51% of the Homeowners, and that a quorum of Directors was required to move to a vote. Gene stated that with four Board members present, there were sufficient Board members for a quorum.

Mike and Gene proposed and seconded a motion that the Board propose to the Homeowners that new boilers be ordered and installed in accordance with the Coppersmith Proposal 1a (Attachment A) This cost would be borne by a Special Assessment of \$1,000 per Unit together with \$40,000 from the Reserve Account. The vote was carried unanimously.

Mike then introduced the flyer that he had prepared to be sent to the membership which stated the terms of the proposed expenditure. It was agreed that the flyer be sent by Heritage to Members as soon as possible together with a ballot paper. Ballot papers would be returned to Heritage who would count them. Owners would have until end February to reply. A SAE would be enclosed with the package.

From the floor, Sheryl Rogers asked whether the \$1,000 Special Assessment would have to be paid in one payment or in stages. Keith said it was unclear at the moment because the timing of payments to Coppersmith (the contractor) was unknown. The Board agreed that they would try to help members by staging payments.

In answer to another question from the floor, it was stated that the Special Assessment payments would go directly into the Reserve Account.

#### 4. Heritage Changeover.

Keith reported that Heritage had not completed all of the issues required in the changeover, but they were well on their way. They now had control of the Operating Bank Account. Signatories on the Reserve Account would stay with Stella and Mike (see Attachment B). Linda stated that Members could now go to the Heritage web site and find all information concerning the finances and minutes of the HOA and it is to be hoped that the Members will be far better informed than they have in the past.

It was pointed out from the floor that certain members found difficulty using computers and accessing the Heritage website. Gene said that it would be useful to send a circular to Members explaining how they could access the Heritage website. Linda pointed out that other HOAs provided a monthly financial and minutes by mail. This was at the expense of the Members rather than the HOA and Heritage could set up this service for those Members that required it. Gene suggested that Heritage could ask Members how they wanted to receive information about the HOA via a circular.

#### 5. Financial Report

Keith outlined the current state of affairs regarding the operating and reserve bank accounts (see Appendix B). Discussion was held on what expenditure limits were legally required for the Reserve Account (see Bylaws paragraph 7 below).

Keith talked about the cash flow analysis he presented (Appendix C). He pointed out that, in the past, funds had not necessarily been moved into the Reserve Account as they should. The Reserve Account was short \$5,100 for 2021. Mike asked if there were any tax consequences of moving money between accounts. The general feeling was that this was not the case. Linda moved and Gene seconded a motion that the Board approve the movement of \$5,100 from the Operating Account to the Reserve Account to make up the deficit for 2021. The Board agreed this unanimously. In the future, Keith said he would ensure that the reserve account received the required dues monthly

#### 6. Fee on the Purchase of a Unit

Discussion was held on whether the Board should introduce a fee on the purchase of a Unit in the complex. The fee would be payable by the Buyer and would go entirely to the reserve account. The issue is that a new owner has the advantage of all the capital expenditure that has gone before, and that an upfront fee would at least bring some parity for past expenditure. Linda stated that provided the Fee went into the Reserve Account for capital projects Buyers

should be willing to contribute such a fee. If such a Fee was instigated it would need a majority of votes by the Membership and a change in the Bylaws.

Gene pointed out that the Bylaws can be changed by the Board without a majority of the Membership. He also said that although the Board could introduce such a Fee, it would probably be wise to ask the Membership for approval. He also thought it prudent for the Board to seek legal advice to ensure such a Fee was done correctly. Linda read from the Bylaws that: Bylaws can only be changed by 2/3 vote of members at a properly called meeting at which a quorum is present. Prior notice must be given as provided in Article VI, Section C and the proposed amendment or revision must be included in the call. Linda was asked to look into the project and report back to the Board with a recommendation.

#### 7. Legal/Administrative Issues.

**Bylaws:** It was thought that the Bylaws had not been updated since November 2009. The need for the revision of certain aspects of the document was agreed (e.g. expenditure limits). It was thought prudent that Heritage should advise on what aspects of the Bylaws needed to be changed.

**Website:** Linda talked about the website requirements in the light of Heritage's involvement. She stated that we did not need to retain the services of the person currently managing our website. Discussion was held on the interface between the Heritage website and the Westwood website. Mike considered that the issue was probably simpler than first thought. It was pointed out that all financial and administrative information would be on the Heritage website and would not be duplicated on the Westwood website and that there would be a link both ways between the two sites. Mike said he could contribute to the information on the Westwood site, but said he did not want to run it.

Linda asked whether we should suspend the newsletter. Also she asked whether the Clubhouse computer was compatible with Windows 11. It was stated that the computer would be used less with the advent of Heritage and we should probably wait and see how things evolved over the next few months before acquiring new software.

Discussion was held on how we inform Members of changes and other information regarding the complex. Mike said he would talk to Heritage about possibly adding a "recent developments" page to their website.

#### 8. Other Business

**Meeting Date & Time:** Linda considered that meeting times should be changed to 4 or 5 pm in the winter months because of the darkness. She also thought the day of the monthly meetings should be changed to the second Monday of the month rather than Tuesday so that it matched with the annual and semi-annual meetings.

**Monument Waste:** A question from the floor was asked as to whether Monument Waste now recycled material. Keith volunteered to call and get to the bottom of it.

Landscaping Bids: Keith outlined the bids that had been received for the landscaping contract. Others were expected. He said that when the information was complete he would present it to the Board. Linda asked whether we could have a work session to discuss the bids. Keith stated that the best source for information on these companies was Heritage as they dealt with all the companies in the Valley. It was agreed that a recommendation by Heritage would be important in deciding the final company.

Board Membership: Keith then stated that Mike Gadzak had now left the Board, that Gene would be leaving in the next month or two and that Stella was resigning as Secretary/Treasurer at the end of the month.

Keith asked for suggestions on people who might want to fill these various positions. Linda suggested that we go back to the two candidates who had put themselves up for consideration last year. That was Denyce Cornell-Vandiver and Beth Ross. Keith suggested that it was important to get a mix between 4 Plex and 12 Plex owner.

It was pointed out from the floor that Marilyn had ask many people to join the Board and there were few volunteers. Linda asked that Denyce Cornell-Vandiver be appointed to the Board. Gene pointed out that we should wait until the subject was on the agenda. It was agreed that the Board would considered the situation and it would be put on the agenda for the next meeting.

Gene moved to adjourn the meeting, Linda seconded. The meeting was adjourned at 8.10 pm.