

**MINUTES**  
**Blue Ribbon Farms Homeowners' Association Board of Directors**  
**February 27, 2024 at 1 pm**  
**The Nichols' Home 202 Land's End**

1. Chairman Mark Long called the meeting of the Blue Ribbon Farms (BRF) Board to order at 1:11 pm. In addition to Mr. Long, also present were Treasurer Carmen Lynaugh, Andre Baritelle, Jenn Gibbings, Paul Allsing via phone and Secretary Natasha Merkuloff Nichols. Vice Chair Drew Zacharias noted absent. Corby Somerville, a member of the public, was also present.
2. Public Comment – Mr. Somerville stated he is concerned about the fact that a statement in the Board's Public Comment message says the Board "cannot take action on any issue brought forth at this meeting that is not agendized." He felt this constrained the Board in the event of an emergency item which would need to be addressed. Mr. Long stated that in an emergency, the Board would act. Ms. Nichols explained that in general, the concern was about a person asking the Board to act on an item not on the agenda, when that item affected others who were not present and were not aware that the Board would be acting on this item. Those not present may oppose the requested action, and it would not be fair to act when all affected persons were not able to present their views. After further discussion, the Board requested this item be agendized for the next regular meeting.
3. Organization of the Board
  - a. After a brief discussion, the current Board officers will retain their positions.
  - b. Ms. Gibbings told the Board that as a newcomer, she would like to better understand the priorities of the Board and of the community. With a limited number of resources, how does the Board leverage those resources for the benefit of the community. She asked if it would be worth a study session to discuss priorities. Ms. Lynaugh said a work session where the Board reviews the work plan presented to the membership at the 2024 annual meeting and begins prioritizing the elements of the work plan would be beneficial. The Board agreed that a study session to be held relatively soon would be wise and would help determine where to our focus energies in the coming year.
4. Secretary's Report
  - a. It was moved by Ms. Lynaugh and seconded by Mr. Long and carried to approve the minutes of January 4<sup>th</sup> as corrected and approve the minutes of February 2<sup>nd</sup> as presented.
5. Treasurer's Report
  - a. Ms. Lynaugh stated that the Final Budget for 2024 was approved by membership at the annual meeting on February 10<sup>th</sup>.

There was a question as to why the legal line item was at \$30,000. Ms. Lynaugh said the \$300 is to pay for filing violation liens. This amount was discussed previously and approved in the proposed budget presented at the annual members' meeting. She told the Board there are four or five people who are currently in violation; it costs about \$200 to file the lien, so unless most of these people pay up, we'll run over budget for liens.

Ms. Lynaugh told the Board the invoices are ready to mail, some with courteous collection letters. The new bookkeeper is up to date with paperwork through 2023 and she prepared the invoices. She was very efficient. Her bill of \$710 has been paid.

Ms. Lynaugh reminded the Board that at its next regular meeting, the Board will need to discuss moving to web-based QuickBooks. Ms. Gibbings asked about the \$2500 budgeted for the website. The discussion on this matter was tabled until Item 7a.

6. Reports from and possible action pertaining to Standing Committees:

a. Insurance Committee –

- 1) Mr. Allsing said there were no matters to discuss. Most of the questions from the Association meeting were answered there. Mr. Somerville did a good job at the Association meeting, and the Board thanked him for his recognition of the contribution by Ms. Allsing.

b. Airport Committee – Mr. Baritelle

- 1) Mr. Baritelle said there was nothing new to report. Mr. Long told the Board that pilots were going to be buying fertilizer soon and were planning on spreading it next month. All agreed the runway needs to be dry, and then hope for a good rain after that. It was noted there is a rut, wheel mark perhaps, that is quite deep by Ms. Lynaugh's property; Jeff Hecox will try to fill it in. Mr. Hecox and Jim Nichols have repaired the Association's John Deere tractor, and Mr. Nichols will be rolling the runway.

c. Curve Committee – Mr. Baritelle

- 1) Nothing new to report. Ms. Lynaugh has called in to engineer for status update, as she does periodically. It appears that there is now an engineer formally associated with the project. She hopes to find out if the County is far enough along to hold a neighborhood meeting with BRF and adjoining areas, to focus on how the County plans on dealing with the situations confronting us.

d. Nomination Committee – Mr. Zacharias

- 1) There is no report from this committee.

e. Governing Documents Committee –

- 1) Conversation centered around the need for one of the Board members to be the Board's liaison to the committee. After some discussion, Ms. Gibbings said she would serve as the Board's liaison; Ms. Lynaugh said she will be a committee member. Mr. Long said the committee will organize itself. Carmen reminded the Board that according to current Bylaws, the Association needs 67% of the lots voting in the affirmative to effect change. So, while it's one thing to determine what needs to be done, some thought given to how this would be presented to the Association as a positive thing. Ms. Gibbings will organize the meeting. The Association's E&O provider needs to be notified of the members of the new committee. They are Gary Gordon, Wendy Chalk, Dunbar Susong, Jennie Peterson, Rachel May, Janis Hernandez, and Corby Somerville. Drew Zacharias noted present at 1:38.

7. Old Business – Discussion and possible action regarding:

- a. Ms. Gibbings asked for some background on this website matter. Ms. Lynaugh gave an overview of what the Board has tried to do, how we have tried to approach the matter of updating the website and perhaps transferring it to a new platform. We now have a GoDaddy account, and Ms. Lynaugh grabbed the ".org" extension. This extension is short for "organization," and was created for use by charities and non-profit organizations. BRF is a non-profit organization. Currently BRF uses a ".com" extension. Ms. Lynaugh went on to say that the current BRF website is an HTML site and it appears that to migrate it onto another platform and redesign the website would take more than the \$2500 we have budgeted. The current webmaster, Dan Maysys, who is a volunteer and no longer lives here, reported to the Board it would be hard to find someone to take over an HTML site. The Request for Proposals developed by Ms. Lynaugh asked for someone to take over the HTML site, make some changes to the site and later, as a long-term goal, start migrating to another platform and re-design of website to provide a more contemporary "look and feel". The person the Board had been talking to about this project indicated it would cost \$5,000-\$6,000 to migrate to a new platform and redesign the site. Additionally, right now we have a free MailChimp account managed by Mr. Maysys. MailChimp is an email automation program. However, once Mr. Maysys retires from this position, we will have to pay for an email automation

program. Ms. Lynaugh gave Ms. Gibbings the RFP and said it's a stab, but not definitive. In response to the question of who wants to handle this, Ms. Gibbings said she is aware of two people who may be able to provide some input on this issue and will reach out to them as a first step. She will report back to the Board. As far as workload, activity on the BRF site on a regular basis includes posting agendas, minutes and other documents and periodically, there are emails sent to about 150 addresses. Mr. Long reminded the Board that one of the concerns expressed at the Association meeting was that the BRF website is open to everyone, and the website announces when Association meetings are held. The concern was that many people would be in attendance, and there was a potential security risk by announcing meetings on an open website. The suggestion was made that a password protected owners' only area be developed. Would that be more expensive? Ms. Gibbings will investigate and report back to the Board.

8. New business – Discussion and possible action regarding:

a. Follow up on items from the Association meeting:

- 1) Mr. Long told Mr. Susong that he liked Mr. Susong's suggestion for a sign on Maynard: "Warning Aircraft may be on Roadway. Vehicles must yield to aircraft." Other members of the board liked it as well. Mr. Susong had wanted the 10mph signs removed. Ms. Lynaugh told the Board the reason for the 10mph sign on Maynard is that our airport liability insurance wanted a speed limit of no more than 10mph on roadways which are used by mixed use vehicles. Mr. Allsing said he will ask Ms. Allsing to verify that the 10mph speed limit is indeed a requirement of the airport liability insurance. The BRF CCRs say the subdivision will have a maximum speed of 20mph unless a lesser speed limit is authorized by the Board. There was no action by the Board to decrease the speed limit to 10mph on Maynard, so formal action should be taken if Mr. Allsing reports that the insurance company does, indeed, require this lower limit.
- 2) The Airport Committee will discuss what specific changes they would like to see on the website.
- 3) The Board talked about a date for the latest newsletter to be published. April 15<sup>th</sup> was selected. Mr. Zacharias asked members to start passing information to him for inclusion in the newsletter. Likely topics will include the Board's work plan and priorities for the coming year, information on the GovDoc committee, information about the upcoming BRF Association picnic as well as other items of interest. The date of September 15 of this year was chosen for the picnic. It can be held in the common area between Mr. Long's and Mr. Zacharias' properties. They will reach out to the Jennings and the Medemas to give them a heads up as the area adjoins those properties. It will be a potluck, with the Association cooking hamburgers and/or hotdogs and the like. Tables can potentially be borrowed from John Cuny. Members thought there were enough chairs. As the time gets closer, folks should RSVP so we'd know how much food to buy? The suggestion was made to publicize it through the Ladies of Greywolf group and the newsletter.
- 4) There was discussion about having a workday on Maynard to fill in chuck holes. Several bags of asphalt had been poured into the major chuckholes two years ago, and it's held up fairly well. The Nichols will buy several bags of asphalt and Board members will be asked for a bit of muscle to help dump the asphalt. This won't fix all the issues with Maynard but will likely hold it for another couple of years.
- 5) Vicki Kirchner, a Notary Public, is offering HOA members. We will ask the Ladies of Greywolf to circulate her offer and include it in the newsletter.

b. Senate Bill 5796 Washington Uniform Common Interest Ownership Act

- 1) There was conversation about this proposed bill. It has not been adopted yet, and we have no information on a potential effective date. Ms. Merkuloff has emailed Tharinger, Chapman and Van Der Wege asking for information but has not received a response. Both she and Ms. Lynaugh have signed up for legislative updates on this bill. It was in a House committee for

review as of February 19<sup>th</sup>. The purpose of this proposed bill is to consolidate the three different Washington state codes which deal with various joint ownership communities including HOAs. Currently HOAs are covered under Revised Code of Washington (RCW) section 64.38. Ms. Lynaugh said that in looking at the proposal, it appears that we will be required to prepare a “restatement” of our governing documents that is, update our governing documents and bring them up to standards. Specifically, she noted that the proposed code states: “restatements are not a DIY activity,” the implication being an attorney should be involved. The original wording of the senate bill exempted HOA’s formed prior to 2018; however, it appears that provision was removed. Mr. Baritelle received a notice from another HOA of which he is a member, informing him that due to the proposed SB5796, HOA emails will become public, unless a member requests to opt out. Currently members’ emails and phone numbers are not available in BRF however if this bill takes effect, we will be required to comply. She asked whether we should send out a notice like the one received by Mr. Baritelle, informing members that their information would become public unless they opt out. There was much discussion about this proposed provision. Some Board members expressed the feeling that they would not want their personal information available to anyone online; it was felt this was a privacy issue. There was also a concern expressed that emails could be sent that would “blow up peoples’ email inboxes” with unwanted or repetitive eblasts, some perhaps scamming or phishing. Mr. Somerville took the opposite stance, asking what would the Board be afraid of or be trying to hide? Would the Board be afraid of say, an “insurgency” of certain people trying to coalesce around a particular proposal, say seceding from the HOA or something similar? He pointed out not making this information public deprives people of the opportunity to coalesce if they can’t communicate. Further discussion continued, with all those present participating. At the end of quite a lengthy discussion, the Board felt that mailing out the notices that Ms. Lynaugh mentioned was premature as nothing concrete has been adopted by the legislature. However, the Board will continue to actively monitor the status of SB 5796. Mr. Baritelle said that it seems clear an attorney is needed by the Association so that we can make sure we’re in compliance. He agreed with Mr. Somerville in that this is currently “a moving target.” Ms. Lynaugh pointed out that it appears we will need to change our accounting method from cash to accrual if this bill is adopted. We also will no longer be able to waive an annual audit if our budget is over \$50,000 as we did this year.

c. Beginning the process to hire an attorney

- 1) Mr. Zacharias mentioned the Board recently had discussed whether we needed an HOA specialist or someone local who knows the local situation. Judy Endjean, our current attorney has given the Board some ballpark figures for an attorney budget. It was pointed out BRF has never done a formal attorney hiring process. In the past, attorneys have been hired for advice, one issue each time. Mr. Lynaugh asked whether the Board would develop a Request for Qualifications (RFQ) focusing on experience with land use issues, general easement issues, governing documents revisions. An engagement letter would likely be needed. Mr. Zacharias said he would research and give the Board information on a few attorneys experienced with HOAs. Board members indicated once SB 5796 passes, we will need to get up to speed quickly, especially if some provisions will take effect quickly. The attorney hiring process will be brought up at the Study Session the Board is planning.

9. Closed Session

- a. BRF vs. Michael Mason et al.
- b. Pending Litigation

10. Return to Open Session

- a. It was moved by Mr. Long, seconded by Ms. Lynaugh to accept the recommendation from the Treasurer to take no further action regarding the Kattan quiet title action.

11. Adjournment

- a. The Board adjourned to a Study Session on March 11, 2024 at 1pm at the Nichols' home to review and establish priorities for the 2024 work plan.