

Idaho Club Homeowners Association  
Board Meeting Minutes  
26 August 2022

Attendees:

Luke Reed - President  
William Haberman  
Read Tuddenham  
Mike Pearson  
Marty Quill (Phone)  
Don Hague (Lodge Homes)  
Tom Curtiss (HOA Executive)

Location: Idaho Club Clubhouse

I. Call to Order:

Luke Reed called the meeting to order at 3:05 PM 26 August 2022. All board members were present constituting a quorum.

The meeting was called to consider the following items:

- Financial review
- Gatehouse labor
- Design Review Board report
- Trash bin status
- East gate repair
- Moser dog issue status
- CC&R revision
- Nominations to the HOA board

II. Minutes

Bill moved that the minutes of the 7 June 2022 Board meeting be approved. Marty seconded the motion, and all voted yes.

III. Financial review

Tom provided the Q2 financials, Actual to Budget and Balance Sheet as of June 30, 2022. Highlights included:

- Net revenues exceeded expenditures by \$6,335
- Actual to Budget does not include \$18,000 rebate from Waste Management
- Legal fees will increase in third quarter due to Moser dog issue and CC&R change
- Wood's did not invoice S. Idaho Club Dr. paving until August.
- Receivables increased to \$70,000 compared to \$32,000 in 2021 Q2

Luke asked how much remains in reserve after paying Wood's. Tom said the final invoice was for \$134,000, \$12,000 over the year ago bid. He plans to pay the year ago bid and negotiate to

reduce the increase. The expected reserve at the year is \$287,500. This compares to \$328,000 at the beginning of 2022.

The Board agreed to use the Q2 and draft Q3 financials at the annual meeting, because of the significant changes during the summer.

## IV. Discussion Items

### Gatehouse Labor

After raising the hourly wage for gatehouse attendants to \$25/hr, people have been found to man the main gate during the day. Tom asked the Board if they wished to keep the gatehouse attendants after the golf course closes. The Board said yes. Tom recommended making Greg Gordon a full time employee. He said Doug, the other attendant, is looking for another job, but will work until he finds one.

### DRB Report

Tom reported:

- 19 projects in a build status
- Conservatively estimates 20 to 30 builds in 2023, the busiest year yet.
- 3 more approvals for envelope clearing
- Seeing more mountain contemporary design submittals
- S lots may be developed. There two separate investors contemplating building 8 to 12 homes
- Grey Lundberg's project of 20 to 25 homes will come up in 2023
- Oxbow final plat is approved. Fairway Homes will now be charged the standard HOA fee for each of the lots. However, there is a question if the recording of the plat is complete.

The Oxbow project will clean up the corner of Oxbow Rd and Hidden Lakes Dr. A street sign will be needed.

Mike Pearson said he would like to step down from the DRB for personal reasons, but is willing to continue until a replacement is found or the end of the year. Luke will ask for candidates/volunteers at the annual meeting.

### Moose Mountain Trash

Tom reported that the Moose Mountain trash dumpster with a combination lock is not working as planned. It is often left unlocked and residents on the North side continue to use it requiring extra pickups and increasing costs. Luke suggested going to a multiple lock system with a combination lock for Waste Management and key lock for Moose Mountain residents. Opening either lock will allow access to the dumpster. The Board liked the suggestion and asked Tom to implement it.

### East Gate Repairs

Tom reported that temporary repairs to the East gate are complete and the insurance claims have been filed. The HOA insurance company wants to subrogate the expenses to the driver's insurance company. However, the driver is filing a claim that the gates didn't operate properly and damaged his truck. Two bids have been received for the repairs. One from Overhead Doors for \$11K to repair with wooden gates and approximately \$6K from Mountain Metals for metal gates. He will have Mountain Metals firm up their bid and recommends going to a metal gate.

A1 Excavation broke the East gate after the temporary repairs but agreed to pay for the fix when they saw the video of the incident. The damage was minor, 4 broken bolts were replaced.

### Moser Dog Incident

The Board reviewed Moser dog incident follow-up actions. Bill said the Mosers refusal to remove the dog from the community shifted the burden back to the Board. The question then becomes does the Board want to sue them to enforce the ban. It is within the purview of the Board to change its ruling. The Board decided not to pursue legal action, if the Mosers will sign an agreement with the HOA stating that they will complete the promised actions (invisible fence, self-closing doors etc.) to prevent further incidents that they listed in their letter to the Board. The Mosers have agreed and the HOA attorney, Toby McLaughlin, is drafting the agreement for the Board to review.

### CC&R Change

Toby provided draft language for a CC&R change in accordance with the new Idaho HOA statute authorizing the Board to levy fines when appropriate to enforce the CC&Rs and HOA policies and rules. He advised that the change requires a vote at the annual meeting or a special meeting of the association. Bill would like to do it at the September annual meeting, if advance notification requirements are met.

### Idaho Homeowner's Association Act

Along with the draft CC&R change language, Toby provided a summary of the impact of the act on the operations of the Idaho Club HOA. His summary states:

“The majority of changes that the Homeowner’s Association Act makes to existing HOA laws are merely clean-up revisions. “Clean-up” refers to changes that are primarily stylistic and have no effect (or a very limited effect) on the meaning of the original language. Examples of “clean-up” include (a) streamlining the use of definitions, which are all now defined in one location in the new § 55-3203, (b) separating long, compound sentences into shorter, manageable sentences, and (c) replacing “shall” with “must.”

The Homeowner’s Association Act makes two significant additions to existing HOA laws. First, two new requirements have been added to an HOA’s financial disclosure requirements. Under the new § 55-3205, an HOA is required to provide up-to-date financial disclosures within 10 days of receiving such a request from a member and is required to deliver a copy of its financial disclosures to members within 60 days of the close of the HOA’s fiscal year. The term “financial disclosures” means the up-to-date accounting records that an HOA is required to keep under the Idaho Nonprofit Corporation Act.

The second and most notable change to existing HOA laws is § 55-3204, which establishes new governance and administrative requirements for HOAs. Prior to the Homeowner’s Association Act, an HOA was only required to meet certain administrative requirements (e.g., holding annual meetings, record minutes, etc.) if the HOA wanted to have statutory authority to file liens against a lot. Going forward, the requirements of an HOA to follow good corporate governance and records practices is a standalone requirement that can be enforced against the HOA by any of its members. The requirements of § 55-3204 are as follows:

- (1) *A HOA Board must ensure that Board meetings must be open to all HOA members, except for meetings that are considered “executive sessions”, which can only be held upon a majority vote of a Board for the following purposes: (a) to consider matters of personnel, hiring, bid review, or contract negotiation, (b) issues not subject to financial disclosure, (c) to consult with legal counsel, although the presence of legal counsel does*

*not alone justify entering into an executive session, (d) to discuss ongoing or potential litigation, mediation, arbitration, or administrative proceedings, or (e) to discuss sensitive matters related to a Member's assessments, violations, or delinquent assessments;*

- (2) *A HOA Board must: (a) hold an annual meeting (in person, electronically, or a hybrid of both), (b) be governed by the Idaho Nonprofit Corporation Act's rules concerning meetings and notice (see 30-30-501 and see 30-30-505) and removal of Board members (see 30-30-502 and 30-30-608), (c) record minutes at each HOA meeting and preserve those minutes for at least 10 years, (d) establish assessments in accordance with its governing documents or, in the absence of governing documents, approval from a majority of HOA Members.*
- (3) *A HOA Board cannot use its rule-making power with respect to common property to expand any restrictive covenants as they relate to a Member's property.*
- (4) *A HOA that is not incorporated must still be governed by bylaws that provide for the following requirements: (a) an annual meeting, (b) notice to all HOA members of any HOA meeting, (c) recording and preservation of meeting minutes, (d) a method adopting and amending fees, and (e) restrict fee increases except with at least majority approval of the HOA's members."*

The impacts and implementation of the act will be discussed at the first Board meeting after the September annual HOA meeting, which should be an open meeting.

#### Board Elections and Annual HOA Meeting

The annual meeting is scheduled for 5:00 PM 22 September 2022.

Luke's, Marty's, and Mike's terms on the Board expire at the September annual meeting. Mike said that he does not want to serve another term. Marty and Luke said they would serve another term.

The Board agreed to follow past practice and propose a slate of nominees for the 3 seats on the Board at the annual meeting and allow additional nominations from the floor. Several potential candidates for Mike's seat were discussed. The Board agreed to nominate Chris Norton (who previously had said he would serve) Luke and Marty as the Board candidates.

Bill said he planned to give a developer update immediately after the annual HOA meeting.

#### V. Adjournment

There being no additional business before the Board, Mike made a motion to adjourn, Marty seconded the motion, and all voted yes. Luke adjourned the meeting at 4:15 PM.

Respectfully submitted,



Read S. Tuddenham