

CWA Board of Directors Meeting
Tuesday January 17, 2023, 5:00pm CT
CWA Office – 1505 Yuma, Plymouth, MN 55447

Meeting Minutes

1. Meeting was called to order at 5:04 pm by Bonnie Johnson.
2. In attendance: Bonnie Johnson, Jean Stanke, Tom Bogaert, Keith Pokorny, and Tedd Minks.
Absent: Dena Sonbol
Guest: Ben Kieffer
3. Agenda for 1/17/2023 meeting was approved.
4. 1/3/23 Meeting Minutes were approved.
5. Committee Reports –
 - **Architectural:** Keith Pokorny
Keith has plans to follow up with Sally on Friday about the formation of the committee.
 - **Legal:** Dena Sonbol-absent.
 - **Finance:** Jean Stanke
Jean is working with Ben resolving financials.
Jean to reach out to Donata Anderson for Finance Committee.
 - **Environmental:** Tom Bogaert
The first meeting of the Environmental Committee was held Monday.
2 of 4 items with Meridian have been completed with the other two tasked for Thursday.
Tom had a meeting with Ben from the city of Plymouth. Once plans are formalized toward spring/summer another notice will be sent out.
A link to the city project should be linked to our website.
Environmental Committee to contribute to communications: Newsletter, input at town hall style meetings, postings on mail boxes.
 - **Communications:** Bonnie Johnson
Becky to do “Trails Newsletter.” Newsletter is slated to be quarterly.
 - **Social Activities:**
 - **Community Involvement**
 - **Compass Management Update**-Ben Kieffer
Ben- remaining Pool Fobs to be distributed by volunteers. Replacement FOB expenses were set at \$75.00 as someone has to go in and deactivate old FOB and activate new FOB.
Ben to look into Curb Side waste management as a possibility.
6. New business:
 - **Address “ad hoc” bill from Lunseth.**
Board denied approval of payment.
 - **Address the status of CWA income tax year 2021 – Ben to update. Has lien been released? Taxes paid? We will continue with current payroll company. Did Ben reach out to RowCal on this matter – what was their response? Is there a legitimate reason/objection to these taxes?**

If there were any mishandling fees by RowCal those fees are to be reimbursed to CWA by RowCal.

Taxes have been filed in this matter.

Withholding Taxes have been filed in this matter.

Penalties accrued from this matter are paid and CWA needs to be reimbursed by RowCal for this.

Lien release document to be forthcoming.

- **Ridgedale Library has repealed the “ban” on CWA. Town hall Style meeting schedule for Tuesday Jan 31, 2023 5:30-7:00pm.**
 - Ben to send out notice to membership about the Town Hall meeting.
 - Members will have 3 minutes to present any issues as time permits.
- **Create 60-day accomplishment list. Plan for next 3 months, 6 months, 9 months and roadmaps. To be distributed at the Town Hall meeting.**
 - Bonnie is working on this.
- **Snow removal:**
 - a. **We need to draft a succinct snow removal criterion for the web site. It is confusing.**
 - Ben to send out a short notice to the membership of the Snow Removal Summary.
 - b. **Also need to address remaining snow removal in CWA, cleaning of guest parking after snow removal. Needs to be asap – next day.**
 - Bob to be tasked with clearing guest parking spots.
 - c. **We need to enforce parking regulations out of respect for all dues-paying residents. Currently 4 days. Let’s consider a shorter time. Strictly enforce towing unless arrangements have been made with the board.**
 - It was decided that Frankie’s Towing of Plymouth would be our first call for Towing needs.
- **Jean is going to reach out to RowCal about reimbursement (Bonnie has requested payment from RowCal)**
 - Ben/Compass to reimburse Jean for this expense.
- **Bonnie to look into cost of internet service. – first need to “unlink” from property in CO – Ben managing**
 - Ben to look into Verizon as an option.
- **Why do we have multiple reserve accounts and what are we going to do about that?**
 - A discussion took place of possibly moving reserve monies from low yield banking accounts to higher paying CDs. Ben is looking into this. FDIC insures up to \$250,000 of HOA CDs per bank. Bank includes all subsidiaries of that Bank. It may be necessary to use several banks that offer high interest CD’s and to calculate how much do we want to put into the CD so that interest earned that goes back into the CD does not go over the \$250,000 FDIC limit or do we just pull the interest out at each CD maturity date?
- **Discuss engaging a different CPA firm? And start that process?**
 - Current CPA firm has been unresponsive to attempted contacts by Bonnie. Ben emailed contact info of another CPA that he works with. Bonnie to call them.
- **Historian:**

- a. **Community volunteers have expressed interest and willingness to do tasks as necessary. There was discussion of cleaning out the office of old records and updating records of members.**
- b. **Historian tasks need to be addressed and this may be a great fit for these volunteers. Bonnie to continue to define the role of Historian and seek volunteers to manage this, oversight to be by Secretary General Minks.**
Scanning of documents may be outsourced in the interest of speed and safety.
- c. **Need to purchase hard drives recommended by Tedd.**
Motion to purchase two encrypted and password protected hard drives was approved.
Tedd will forward email link of Amazon items to be purchased to Ben for purchase. One hard drive to be kept by the President and the other to remain in the office. Hard drives to be updated once a month.

7. Continued Business

- **CWA needs to own the CWA website. The permanence and continuity need to be permanent and not dependent on board or management companies.**
 - a. **-Ben stated, in effect, that he is the custodian of the CWA website and that Compass would relinquish the website to CWA if/when it was requested by the CWA board. Status?**
The website is hosted by Wix; <https://www.wix.com/>
This is tabled until there is bandwidth to address this further, if needed.
- **We need to start a list of any changes to the governing documents that people think are needed. "Ambiguities" keeps coming up as somethings that need to be changed, what are they?**
 - a. **-The governing documents concerning Article 3.1.b. is on hold because the current tax issue which may shed light on the importance of maintaining the Government document concerning Article 3.1.b as it is written. If so, then how are we going to enforce that? This issue is tabled until resolution of current tax issue.**
This issue to be tabled until Spring. However, a running list of items to be kept on meeting minutes until this matter is addressed. They are attached at the end of the meeting minutes.

8. RowCal – have all of these items been completed?

- a. **Have RowCal prorate monies for canceling 7 days early in Dec. 2022. Who is managing this?**
Dena has been assigned this task.
- b. **How does the transfer of all records, GL, bank accounts, etc... happen? How does that work? Status?**
This task is complete except the for General Operating Checks.
- c. **We need control of the communication to Homeowners. Status?**
- d. **We need communication records, all records, all contracts. Status?**
- e. **We need to get RowCal off ACH to our financial accounts – zero access. Requires Bonnie go to Old National Bank. Bonnie will finish this task by Jan 20,2023.**
- f. **RowCal must provide a line item on each and every expense including receipts.**
 - i. **Has this been requested? By who? What is the fee for this request?**
We have these items.

9. Does Jean Staehl still want to volunteer on the Social Activities Committee?

Bonnie stated that Jean is still interested.

10. Establish date/time of next meeting.

Next meeting to be held January 31, 5:30pm-7:00 pm at the Ridgedale Library.

All available Board members to gather at 4:00 pm at the Ridgedale Library.

This will be a Town Hall general membership meeting.

11. Adjourned 7:48 pm.

12. New Business.

- a. Members have the right to “look at the books.” RowCal books are illegible for anyone to look at and to make sense of what is transpiring. I suggest that we establish Standard Operating Procedures (SOPs) in all areas that we do. A record of how things are done and to keep a paper and electronic record available; possibly on the website. For instance, Tom would keep a record of who to call for environmental concerns, who to call for the city of Plymouth, etc. Or Keith would record who is the current and past Architectural committee members, maybe city code and architectural codes? Maintain a list of Architectural changes to maintain records and consistency in application of rulings. Include who a member would call for maintenance? This makes any transition easier and maintains continuity between board transitions. This transparency should be permanent. We should be replaceable with no impact to the continuity of the board. Membership protection of their asset in the form of their home ownership should not be dependent on any board’s whims.
- b. Is “in-house” landscaping a viable alternative? Do we form a committee to take a deeper dive into this issue?
- c. Are we going to post agendas and Meeting Minutes on the CWA website?

End of New Business

Running list of ideas to propose as changes/additions to Governing Documents as of 1/20/23

- a. The matter of a board member abstaining in a vote needs to be explicitly clarified as to be counted as a vote or not counted as a vote when determining percentages of yes and no votes. For instance, in Robert Rules of Order an abstention vote is counted as a vote however our documents do not call out that it adheres to Robert’s Rules of Order.
- b. There is no cap on what a Lawyer can charge in a foreclosure when it is done for our HOA in our governing documents. It is possible this could foster predatory practices. Governing documents should include that no Lawyer for the HOA can claim more fees

than what a bank is allowed to collect by law. In the event the limits of the Banks are eliminated, the limit will be the last known limit plus cost of living per year since the change of limitation.

- c. There are rules in the “Rules and Regulations” that conflict with the Governing Documents. Current Rules and Regulations are dated 2017. Where does the authority of this document come from? Is there no member input? And, if no member input is needed then how is this a valid document for the membership when the governing documents clearly state that membership majority is needed in fulfilling the adoption of rules?
- d. Governing Document, Article 3.1.b is not being adhered to. At first thought it looked like it may need to be changed. In light of the present tax issue, the article looks to be an item that needs to be adhered to strictly, but possibly in an electronic storage manner rather than paper storage. Is this material and personal information better handled by a management company rather than by a volunteer member board in the interest of protecting member personal information?
- e. Pertaining to putting a cap on the number of rental units allowed in CWA. Does this protect membership rights from investment firms gathering a number of homes and thus securing a number of votes? Are rental owners' concerns about CWA the same as those owners that live here? Is there an extra fee incurred by CWA from the process of having rentals and how is that captured?
- f. Proposed changes to the governing documents should be voted on item by item for approval or denial by membership. This method should be adopted into our governing documents. There should be no all or nothing forcing of proposed changes to governing documents.

[end of document]