

**Rimrock Meadows Association
Directors Meeting Minutes
August 18, 2019 9:00 am
Best Western Rama Inn, Ephrata, WA**

Present - Board Members: William Higley, Carolyn Johnson, Dave Mayer, Jeff Deline, Julie Lindgren, Rob Edinger, and Pete Savage; GM: Jose' Ortiz; and RR Attorney: Michael Wyman

Chair Higley called the meeting to order at 9:13am. Chair reminded all of the Code of Conduct.

Significant items for discussion - Rob made a motion to enter executive session for reasons related to potential litigation, conferring with legal counsel about violations of policies and governing documents, and board member conduct. Dave seconded the motion. All were in favor, motion passed.

Carolyn Johnson did not attend most of the executive session at the request of the board.

Executive session began at 9:14am and continued until 11:15 am.

Executive session was extended multiple times and the members waiting outside of the meeting room were informed of the extensions.

Jose' asked the general members to be respectful by silencing phones and turning off all cameras and recording devices.

Julie made a motion to accept Carolyn Johnson's resignation as Vice President and Director, effective immediately. Rob seconded. All in favor, motion passed.

Dave made a motion to appoint Rob as Vice President, accept Jeff's resignation as Secretary, and appoint Julie as Secretary. Pete seconded. All in favor, motion passed.

Motion made by Dave to approve all minutes since the March 2019 Annual Meeting through the current date. The motion was seconded by Jeff. All were in favor, motion passed.

Julie made a motion to reinstate Karee Schaefer as a signer on all necessary bank accounts and checks related to Rimrock Meadows Association. Seconded by Dave. All in favor, motion passed.

There was discussion about the Certificates of Deposit and investment accounts. Although Rimrock is the owner of said CD's and investment accounts, only individuals may be signers on those accounts. Rob recommended rotating signatures. Julie suggested the Chair and Treasurer be the directors in rotation. It was suggested that a policy be written that future

boards can follow, regarding the signers on all investment accounts, including mutual funds. This policy would exclude operating accounts. Pete made a motion to put Dave (Treasurer) and Bill (Chairman) on Rimrock's investment related accounts as signers. Rob seconded. All in favor, motion passed.

There was discussion on an issue brought to us by a member regarding multiple owner names on a single deed. The question is: are the facilities getting used excessively those that may have a significant number of people on one property deed. There was a question from members asking - should there be a restriction in place to prevent excess use of multiple names on one deed? It was mentioned that there are also single owners who own multiple lots and that this may balance the scale. Perhaps this is a facility use issue that may require policy to be written addressing it. No conclusion was reached, and no action was taken.

There was discussion regarding lot purchasers with unrecorded contracts. It was mentioned that the purchaser on an unrecorded contract is not considered a member and has no rights to use the facilities at Horseshoe Park. Jose said that he is the first point of contact and first line of enforcement when it comes to lot purchasers with unrecorded purchase contracts. Jose will monitor these issues and notify the board if there are repeat occurrences.

Managers report

The automatic pool cover is still an issue, dating back to before Kevin retired. There is a potential issue of members diving off of and sitting on this failing piece. Jose wants to revisit the pool cover issues with Orca to further vet options. Jose recommends a letter from legal counsel to Orca to get things moving forward.

The store is 99% done. Pete's wife is currently labeling products. The store is painted inside and out. Additional goods that the store could be stocked with were discussed. Jose says the store is scheduled to open hopefully by labor day 2019. Pete recommended a suggestion box for potential products to add.

Julie made a motion to break for lunch, and the meeting was temporarily adjourned for lunch. Jeff seconded. All in favor, motion passed.

The meeting was called back to order after lunch at 12:26pm

Chair Higley resumed meeting by thanking members who RSVP. We were able to arrange seating, refreshments, and snacks for those members.

New business

Access to the Nature Conservancy from RR by nonmembers was discussed. Jose recommended nonmembers check in and check out at office. Legal counsel recommended drafting and having the nonmembers sign a document limiting Rimrock's liability such as a

waiver and hold harmless agreement. Rob suggested asking NC what they recommend /what are there requirements. Julie advocated for nonmembers to access NC land from map access points not on RR property. Dave offered to speak to NC rep. and ask what the NC wants to see from people who wis to access NC land. Dave will report back on his findings.. Dave recommended marking NC property in specific divisions to discourage hunters from hunting on RR property. Signs need to be posted about the rules regarding access to NC. The discussion on this issue was tabled for the next board meeting.

Status on manager house. Bill said he has further questions about what repairs are in fact needed at the manager's house. Dave recommended Jose' inspect and report to the board. Julie recommended getting a list from Jose' about house repairs.

Julie made a motion to enter executive session for reasons related to personnel matters and potential litigation. Seconded by Dave. All in favor, motion passed.

Executive session began at 12:44pm and ended at 2:04 pm

Executive session was extended multiple times and the members waiting outside of the meeting room were informed of the extensions.

Rob made a motion that Jose's position of Interim GM be changed to General Manager with reviews after 3 months, 6 months and 1 year.. Julie seconded. All in favor, motion passed.

Congratulations Jose.

Information will be collected by legal counsel from ABC regarding all employee pay for potential review by the board.

Julie suggested that Chairman Higley get reimbursed for his excessive travel to and from Rimrock to perform board sanctioned business. Michael suggested IRS mileage reimbursement rate of .58 per mile or \$50 per day for each day Chair Higley works 2 or more hours. All agreed on a per-diem reimbursement of \$50/day. Bill declined to accept a per-diem reimbursement. Julie made a motion to reimburse Bill for his mileage related to RR business at the current IRS mileage rate of 58 cents per mile from July 26th 2019 through current, and to include any future expenses related to travel. Jeff seconded. All in favor, motion passed.

Julie made a motion to enter executive session, excluding Jose, for reasons related to personnel issues for 5 min.

Executive session began at 2:08pm

Executive session ended at 2:13pm

Motion to adjourn the meeting was made by Dave. Pete seconded. All in favor, motion passed..

Adjourned 2:14pm

