

**Minutes of the Walnut Grove Homes Association June 2020 Board Meeting  
August 18, 2020 6:30 p.m.  
via Zoom**

**Attendees:** Liz Fenster, Pam Conrad, Doug Hyant, Molly Hyant, Davie Phillips, Hayden McCann, Charlie Morgan, Jeff Vanderpool, Kim Grimmer

**Excused:** Eileen Goode (with proxy given to Liz Fenster)

**Also Present:** Ryan Lucka, UW Law School Entrepreneurship Clinic

President Liz Fenster called the meeting to order at 6:36 p.m.

**June 16 , 2020 Board Meeting Minutes:**

- June 2020 Board meeting minutes were submitted by Kim Grimmer, Acting Secretary, prior to the meeting.
- Molly Hyant moved to approve the minutes. Charlie Morgan seconded the motion. Motion to approve the June Board meeting minutes passed unanimously.

**President's Report:**

- **IRS Filing for Reinstatement.** Ms. Fenster gave an brief update on the IRS filing to reinstate WGHA as a non-profit corporation. No new development. IRS action on reinstatement still pending.
- **Adoption of new By-laws.** The Board briefly reviewed the new draft by-laws circulated to the Directors the day before the meeting. The latest version sent to the Directors has two new provisions allowing for executive sessions of Board meetings (section 6.7) and Membership meetings (section 7.8), otherwise the draft is similar to the version discussed a month ago. A brief discussion ensued on the potential purposes and desirability of executive sessions. It was agreed that executive sessions should be used sparingly and the members should be informed of that intention. Kim Grimmer moved that the Board approve and adopt the new draft by-laws with the executive session provisions as the by-laws of the corporation as of August 18, 2020. Charlie Morgan seconded the motion. The motion to approve and adopt the new By-laws passed unanimously.
- **Amendment to Covenants.** Ms. Fenster reported on the current status of the Covenant amendment process:
  - Atty Virginia Bartelt declined to represent the Association as she felt her experience was insufficient.
  - Attorney Jim Statz of the Stafford firm has agreed to assist the Association in finishing up the amendment process for a fixed fee of \$2000. Mr. Grimmer discussed the contacts with Atty. Statz. We are still awaiting his engagement letter.

- We had budgeted \$3000 for attorney fees at the 2020 annual meeting.
- Doug Hyant moved to authorize Ms. Fenster to enter into an engagement letter with Jim Statz for a fixed fee of \$2000. Mr. Grimmer seconded the motion. Motion passed unanimously.
- **New Handbook for Officers and Directors**
  - Ms. Fenster would like feedback from all the directors. There has been limited feedback to date.
  - Discussion about how the handbook will be used.
    - Mr. Morgan is concerned about the specificity of some of the information currently contained.
    - He also thinks there should be an effort at the end of the year each year to modify it based on continuing experience.
    - Ms. Fenster discussed ways to update either on Google Drive or by just compiling.
    - Mr. Lucka suggested that it be made available to anyone that might be considering running for the Board or a particular office so that the roles and duties of these positions are clear to potential candidate.
    - Ms. Conrad would like the roles of the Block Captains included. One of the archived newsletters that Ms. Fenster has recovered has a good description of the roles of Block Captains.
- **Coffee with the Cops**
  - Kathy McComb asked Ms. Fenster if anyone on the Board wanted to attend the weekly Coffee with the Cops meeting at Westmoreland Park. Neighborhood associations have representatives at these meetings.
  - Mr. Grimmer volunteered to be the Board representative.
  - Brief discussion about possibilities for alerts on crimes and suspicious behavior. Consensus was this was not a role for the Association.
  - Mr. Grimmer will report on possible resources to use for possible alerts.
- **Greenway paving project**
  - Ms. Fenster has been in contact with Bartelt Paving, the paving company, since May and they have reneged on promises to come out and review the paving work with her.
  - She has been emailing the company almost weekly.
  - Mr. Grimmer offered to review the contract and other communication with Ms. Fenster to help determine a course of action
  - Ms. Fenster would like us to consider being collaborative with the Wexford neighborhood on future paving efforts
- **Mad-Town Twisters.**
  - Owners of the property including Mad Town Twisters (who met with us at an earlier meeting this year about possible development plans) notified us that they were about to lease the old Walbridge Academy building to a new school.

### **Treasurer's Report (Ms. Hyant):**

- Ms. Hyant circulated the treasurer's report prior to the meeting.
  - WGHA has about \$25,000 cash on hand.
  - \$3644.24 in dues have come in since the last meeting.
  - \$1200 in dues are still to come in. This represents 16 owners' dues still unpaid. Late fees are now being added to outstanding dues.
  - Expenditures since the last meeting:
    - The IRS cashed the Association's check for the reinstatement process.
    - Insurance premiums
    - Website hosting
    - Water, sewer and electricity
    - Madison Green Team - \$1477 for Greenway maintenance
    - Arbor Systems - \$886
    - Bug tree care - \$664
    - \$42.38 for a small reseeding greenway project on Whitacre Rd (Abrams)
  - Reimbursement to Mr. Morgan for July 4<sup>th</sup> event chalk and the "white birch" project are still pending.
- Ms. Fenster wondered if part of the quarterly report can be to report on where we are relative to budgeting for the quarter. Ms. Hyant said she could include that information in future reports.
- Annual Corporate Filing - Department of Financial Institutions
  - Due with DFI in September.
  - Ms. Hyant will be doing this filing.
  - We have fallen out of status with DFI in the past.

### **Greenway Committee Report (Mr. Phillips):**

- Mr. Phillips has three bids on tree work and will be studying them and reporting back after he returns from vacation.
  - He wants to consider farming out some of the tree work to two or even all three firms so we can compare their work over-time.
  - Mr. Phillip picked out a select number of trees (being not all that need removal) to solicit the three bids. All the trees he selected would not have to come out this year.
  - Some of the trees will require stump grinding, some not.
  - Mr. Phillips discussed some Owners' incursions on the greenways.
    - This was addressed in the new By-laws.
    - Discussion on tracking down the survey on the Greenways.
    - Ms. McCann mentioned that Tim Craine may have had a survey map of the Greenways. Mr. Phillips will check on whether Mr. Craine has it or whether he has a copy. He will check at the next Greenway Committee meeting.

### **Architectural Control Committee Report (Mr. Vanderpool):**

- Current dispute over covenant violation
  - Mr. Vanderpool reported on activity since last Board meeting
  - Possible next step for the current covenant violation issue:
    - Possibility is to establish a new appeal process and offer it to the owners as an alternative to the Association commencing legal action.
    - The Owners have not responded to requests for their signed contract with Struck & Irwin. They sent only an unsigned proposal from the fencing firm.
    - Last contact with the Owners' attorney was about the possibility of an appeal process offered retroactively under the new By-laws.
    - Board decided to defer further discussion on this matter to an executive session at the end of this meeting.

### **Social Committee Report (Mr. Morgan):**

- Report on July 4<sup>th</sup> event and Possible future activities:
  - Board expressed its appreciation to Charlie and Lyn Morgan for the Chalk Event on the Fourth of July.
  - Discussion about a pumpkin carving contest or event for Halloween.
  - Discussion about a Jigsaw library project.
  - Discussion about putting out a Fall newsletter.
    - Cover social events.
    - Cover how we are going to get the Amendment signed by Owners.
    - Cover the roster of Block Captains.
  - Discussion about a late Summer meet up of neighbors in the Park, socially distancing
  - Ms. Fenster asked Mr. Morgan to consider ways to reconstitute the Walnut Grove Gardening Club. Ms. Fenster to send Mr. Morgan a list of the folks who have expressed an interest in reconstituting the Garden Club.

### **Executive Session**

- Mr. Hyant moved under section 6.7 (b) of the By-laws to go into executive session to discuss a covenant enforcement matter.
  - Mr. Grimmer seconded the motion and it passed unanimously.
  - The Board went into executive session at 7:51 p.m.
    - (Minutes of the executive session are being maintained separately.)

### **Return to Open Session**

- The Board returned to open session at 8:02 p.m.

**Action on covenant enforcement**

- Mr. Grimmer made a motion that the Board approve offering the homeowners involved in the current dispute an opportunity to participate in the new appeal process of the ACC rules to be formally promulgated by the Board in a forthcoming special meeting. Further, that the Owners involved be given up until two weeks before the Board's October meeting to inform the Board if they want to be heard at that meeting on an appeal of the ACC denial.
  - Ms. Hyant seconded the motion.
  - Motion passed unanimously (Mr. Phillips having left the meeting.)

**Meeting adjourned at 8:06 pm**

**Next Board meeting will be held via Zoom on Tuesday, October 20, 2020 at 6:30 pm. Mr. Grimmer to send out the Zoom invitation.**