

1 **BOARD OF DIRECTORS BUSINESS MEETING MINUTES**

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3 **ASSOCIATION NAME:** Sudden Valley Community Association

4 **DATE AND LOCATION:** November 16, 2016 at the SWFA Training Room

5 **CALLED TO ORDER AT:** 7:00 p.m.

6 **AUDIENCE MEMBERS:** 17

7  
8 **BOARD MEMBERS PRESENT:**

- |                        |                       |                    |                 |
|------------------------|-----------------------|--------------------|-----------------|
| 9 1. Larry Brown       | 4. Carol Houlton      | 7. David Narsico   | 10. Rich Bailey |
| 10 2. Leslie McRoberts | 5. Samantha Rorabaugh | 8. Mike D'Angelo   |                 |
| 11 3. Gail Chiarello   | 6. Mike Ashby         | 9. Sarah Holmstrom |                 |

12  
13 **BOARD MEMBERS ABSENT:**

- 14 1. Linda Bradley

15  
16 **I. CALL TO ORDER**

- 17 a. The meeting was called to order at 7:00 p.m.

18 **II. ROLL CALL**

- 19 a. All Board members were present with the exception of Linda Bradley who had an  
20 excused absence.

21 **III. ADOPTION OF AGENDA**

- 22 a. Director D'Angelo requested item VIII VOTING AS NECESSARY be removed from the  
23 Agenda since there was no Old Business and VOTING AS NECESSARY was already  
24 called out under Item VII NEW BUSINESS AND VOTING AS NECESSARY.
- 25 b. The agenda was adopted as amended by acclamation.

26 **IV. ANNOUNCEMENTS**

- 27 a. The MD announced Rotunda demolition is expected to begin Monday. A notice would  
28 be placed on the Sudden Valley website and members would be made aware of mailbox  
29 obstruction in the area. Barriers would be put into place for members to view demolition  
30 safely.
- 31 b. Director McRoberts announced the Annual Holiday Craft Fair to be held in the Dance  
32 Barn from 10a.m. – 4p.m. on Saturday, November 19<sup>th</sup>.
- 33 c. Director Narsico announced Breakfast with Santa will be Saturday, December 10<sup>th</sup> from  
34 9a.m.- 12:00p.m. in El Agave. He is looking for volunteers to assist with the event.  
35 Director D'Angelo added he has spoken with Carol Bauman and Grace Shaffner who will  
36 be assisting.

37 **V. PROPERTY OWNER COMMENTS**

- 38 i. There were no property owner comments.

39 **VI. BOARD COMMENTS**

- 40 a. Mike D'Angelo commented that someone had taken a sandwich board and would like  
41 that someone to return it. He added a thank you to Chuck Luttrell for his volunteer  
42 efforts. President Brown inquired if a notice of vandalism would be posted on the Sudden  
43 Valley website and in the Views.
- 44 b. Director Rorabaugh read aloud a written statement regarding her feelings towards the  
45 current Board and the Code of Conduct Policy the Board of Directors are to follow.  
46 Director Rorabaugh submitted her resignation effective immediately. President Brown

- 47 requested that she consider postponing this action until there could be discussion and
- 48 voting on the proposed Code. She refused.
- 49 c. Director Ashby presented his notice of resignation, effective immediately.
- 50 d. President Brown requested a five-minute break at 7:10 p.m. and asked community
- 51 members to step out of the room. The meeting reconvened at 7:16 p.m.
- 52 e. President Brown thanked the community members for their understanding and stated that
- 53 the resignations had been completely unexpected.
- 54 f. Director Chiarello inquired what the process was regarding resignations. President Brown
- 55 stated this process is detailed in Sudden Valley Bylaws.

56 **VII. NEW BUSINESS AND VOTING AS NECESSARY**

- 57 a. N&E Report/ Election Certification
  - 58 i. N&E Committee member, Tammy Wooden, stood in for Linda Bradley who was
  - 59 absent.
  - 60 ii. Director McRoberts and Director Houlton asked for clarification regarding the
  - 61 “Total Number of Ballots Not Counted.”

62

63 **1. MOTION TO:** Have the N&E Election Certification Report be placed before the Board for its

64 conditional approval pending clarification of the numbers and verification that the numbers on pages 3

65 and 5 are presented correctly.

66

67 MOTION BY: Director Chiarello SECONDED BY: Director McRoberts

68 APPROVED: X NOT APPROVED: \_\_\_\_\_ TABLED: \_\_\_\_\_ DIED: \_\_\_\_\_

69 IN FAVOR: Directors Chiarello, McRoberts, Houlton, Narsico, Holmstrom, and D’Angelo

70 AGAINST: None ABSTAINED: None

- 71 iii. Tammy Wooden gave a brief overview of the ballot count and recount. She noted
- 72 that N&E had discussed methods of improvement for future AGM’s.

73 **2. MOTION TO:** Conditionally approve the N&E Election Certification as previously discussed.

74

75 MOTION BY: Director Houlton SECONDED BY: Director Narsico

76 APPROVED: X NOT APPROVED: \_\_\_\_\_ TABLED: \_\_\_\_\_ DIED: \_\_\_\_\_

77 IN FAVOR: Directors Houlton, Narsico, Chiarello, D’Angelo, Holmstrom & McRoberts

78 AGAINST: None ABSTAINED: None

- 79 b. BOD Schedule and Agenda
  - 80 i. The Board discussed the merits of holding two voting Board meetings a month as
  - 81 opposed to one Work Session and one voting Board meeting.

82 **3. MOTION TO:** Effective January 1<sup>st</sup> the Board will meet the second and fourth Thursday of each

83 month and include property owner comments and Board response at the beginning and end of each

84 Board meeting, to be followed by a business meeting and voting as necessary.

85

86 MOTION BY: Director Chiarello SECONDED BY: Director Narsico

87 APPROVED: X NOT APPROVED: \_\_\_\_\_ TABLED: \_\_\_\_\_ DIED: \_\_\_\_\_

88 IN FAVOR: Directors Narsico, Chiarello, Houlton, Holmstrom, D’Angelo and McRoberts

89 AGAINST: None ABSTAINED: None

- 90 ii. Further discussion ensued.
- 91 iii. President Brown stated that community member comments and Board responses
- 92 be formal as per Robert’s Rules of Order.

93 c. Code of Conduct

- 94 i. President Brown stated this has been reviewed and accepted by Sudden Valley’s  
95 corporate council and did not violate RCWs or other restrictions.

96 **4. MOTION TO:** Adopt the Code of Conduct as printed.

97  
98 MOTION BY: Director Houlton SECONDED BY: Director Narsico  
99 APPROVED: \_\_\_\_\_ NOT APPROVED: \_\_\_\_\_ Tabled: X DIED: \_\_\_\_\_  
100 IN FAVOR: \_\_\_\_\_  
101 AGAINST: \_\_\_\_\_ ABSTAINED: \_\_\_\_\_

102  
103 **5. MOTION TO:** Table the topic for further discussion until the next Board meeting on December 15<sup>th</sup>.

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105 MOTION BY: Director D’Angelo SECONDED BY: Director McRoberts  
106 APPROVED: X NOT APPROVED: \_\_\_\_\_ Tabled: \_\_\_\_\_ DIED: \_\_\_\_\_  
107 IN FAVOR: Directors Chiarello, Houlton, Holmstrom, D’Angelo and McRoberts  
108 AGAINST: Director Narsico ABSTAINED: None

- 109 ii. The MD requested permission from the President to send the Attorney’s  
110 comments to the Board. President Brown granted this request.

111 d. BOD, ACC, and N&E Orientation

- 112 i. MD Waterman would like to invite ACC and N&E to attend a joint orientation,  
113 specifically inviting those who had not served on a Committee or Board before.  
114 The MD gave a brief overview of the subjects to be presented at orientation to  
115 include legal, Robert’s Rules of Order, the budget, department expectations, and  
116 Directors and Officers liability insurance, among others.

117 **6. MOTION TO:** Postpone the Orientation until the second week in January at a mutually convenient  
118 time.

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120 MOTION BY: Director Chiarello SECONDED BY: Director McRoberts  
121 APPROVED: X NOT APPROVED: \_\_\_\_\_ Tabled: \_\_\_\_\_ DIED: \_\_\_\_\_  
122 IN FAVOR: Directors Chiarello, McRoberts, Narsico, Houlton, Holmstrom, and D’Angelo  
123 AGAINST: None ABSTAINED: None

124 e. Formalization of Firewise

- 125 i. Director Chiarello addressed the Resolution she had provided as a handout  
126 (Attachment A). If a Firewise committee could be formalized immediately,  
127 \$15,000 worth of grant money from DNR and an additional \$5,000 from the  
128 County could be pursued; both of which had a November 18<sup>th</sup> deadline.  
129 Discussion followed.

130 **7. MOTION TO:** To refer the draft Resolution to the Executive Committee for expeditious action in  
131 order to receive funds by November 28th.

132  
133 MOTION BY: Director D’Angelo SECONDED BY: Director Narsico  
134 APPROVED: X NOT APPROVED: \_\_\_\_\_ Tabled: \_\_\_\_\_ DIED: \_\_\_\_\_  
135 IN FAVOR: Directors D’Angelo, Narsico, Holmstrom, Houlton, Chiarello, and McRoberts  
136 AGAINST: \_\_\_\_\_ ABSTAINED: \_\_\_\_\_

137  
138 f. Schedule of Committees, Memberships, and Charters

139 i. President Brown noted that a packet had been submitted by the Emergency  
140 Preparedness Committee. He suggested deferring this topic until the following  
141 month to give all committees additional time.

142 **9. MOTION TO:** Table the Committee schedules, memberships, and charters discussion until the  
143 following meeting.

144  
145 MOTION BY: Director Narsico SECONDED BY: Director Holmstrom  
146 APPROVED: X NOT APPROVED: \_\_\_\_\_ Tabled: \_\_\_\_\_ DIED: \_\_\_\_\_  
147 IN FAVOR: Directors Narsico, Holmstrom, Chiarello, and McRoberts  
148 AGAINST: Directors Houlton and D'Angelo ABSTAINED: \_\_\_\_\_

149 g. Video Taping of Board Meetings

150 **10. MOTION TO:** Starting January, 2017, all open sessions of the SVCA Board of Directors be  
151 videotaped and placed on our Sudden Valley website.

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153 **11. MOTION TO:** Refer the topic to the Communications Committee for further discussion and to  
154 bring recommendations to the Board.

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156 MOTION BY: Director Houlton SECONDED BY: Director McRoberts  
157 APPROVED: X NOT APPROVED: \_\_\_\_\_ Tabled: \_\_\_\_\_ DIED: \_\_\_\_\_  
158 IN FAVOR: Directors, Houlton, McRoberts, Chiarello, Holmstrom, Narsico, and D'Angelo  
159 AGAINST: None ABSTAINED: None

160 h. Define GM Search Team Task

161 **2. MOTION TO:** The GM Search Team be reinstated including: Gail Chiarello, Carol Houlton, David  
162 Narsico, Sarah Holmstrom, Fred Haslam, and Clark Champion and to ask the team to report back to the  
163 Board in December with a process for moving forward and an estimate of when a GM could be selected.

164  
165 MOTION BY: Director McRoberts SECONDED BY: Director Narsico  
166 APPROVED: X NOT APPROVED: \_\_\_\_\_ Tabled: \_\_\_\_\_ DIED: \_\_\_\_\_  
167 IN FAVOR: Directors Chiarello, Narsico, Houlton, Holmstrom, D'Angelo, and McRoberts  
168 AGAINST: None ABSTAINED: None

169 i. Two Requests for Returning Property Lots to Sudden Valley

170 i. The MD introduced homeowner Roy Martin who is requesting to return his  
171 property to Sudden Valley. MD stated there is a policy in place for the Managing  
172 Director to accept lots back from property owners.

173 ii. The MD requested to move forward and liquidate four of Sudden Valley's  
174 remaining buildable lots and accept the two lots from property owners on  
175 condition of payment of one year's dues and all taxes paid. SVCA would turn  
176 them into green space.

177 iii. The MD further described the location and issues regarding these properties. The  
178 Board asked a few clarifying questions.

179 iv. The MD requested a year of dues from the property owners and all the taxes be  
180 paid.

181 **13. MOTION TO:** Allow the MD to liquidate four of Sudden Valley's remaining lots and to approve  
182 the return of two lots and turn the lots into green space.

183  
184 MOTION BY: Director McRoberts SECONDED BY: Director Houlton

185 APPROVED: X NOT APPROVED: \_\_\_\_\_ TABLED: \_\_\_\_\_ DIED: \_\_\_\_\_  
186 IN FAVOR: Directors Chiarello, Narsico, Houlton, Holmstrom, D'Angelo, and McRoberts  
187 AGAINST: None ABSTAINED: None

- 188 j. Discussion on Document Corrections and Review  
189 i. Identify Responsible Party for Implementing Change  
190 1. The MD opened this discussion. He stated staff would make the  
191 adjustments and would send them to DRC for final approval. He inquired  
192 who would bring documents to staff with necessary changes.  
193 ii. Process for Routing and Approval  
194 1. The MD suggested that if DRC gave the adjusted documents to staff, a  
195 staff member would then make changes and route them to DRC. He  
196 suggested having a staff member meet with the DRC and then request  
197 approval by the Secretary.  
198 2. The MD requested Lisa to pick a staff member to sit on the first DRC  
199 Committee meeting to make appropriate changes, then give them to the  
200 Secretary who will provide the Board with certification and move that the  
201 Board adopt changes and post changes to the Sudden Valley website. The  
202 board agreed and no vote was required.

### 203 **VIII. PROPERTY OWNER COMMNETS**

- 204 a. A member presented handouts regarding Firewise and the Wildfire program.  
205 b. A member made comments regarding videotaping the Board meetings.  
206 c. A member made comments regarding Firewise and the Firewise grant and her passion for  
207 watershed preservation.

### 208 **IX. ADJOURNMENT**

- 209 a. The meeting was adjourned at 10:25 p.m.

## **BOARD OF DIRECTORS MEETING MINUTES (CONTINUED)**

### **DIRECTIVES MADE BY THE BOARD**

1. None

### **ITEMS FOR NEXT MEETING'S AGENDA**

1. Final/Official Approval of the N&E Election Certification Report
2. Schedule of Committees, Memberships, and Charters
3. Code of Conduct
4. Formalization of Firewise

### **ITEMS FOR NEXT NEWSLETTER**

1. None

## ACTION ITEM LIST

Task	Assignee	Date Assigned	Due Date	Completion Date	Comments
Review and Clarify N&E Certification Report	Linda Bradley	11/16/16	12/19/16		
Notice Be placed on Sudden Valley Website of vandalism	Mike D'Angelo/MD	11/16/2016			
Email attorney comments regarding Code of Conduct to the Board	Mitch	11/16/2016			

Minutes Approved By:

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Gail Chiarello, Board of Directors Secretary

**ATTACHMENT A:**

**RESOLUTION TO ESTABLISH  
THE FIREWISE COMMITTEE FOR 2017  
SUDDEN VALLEY COMMUNITY ASSOCIATION**

**WHEREAS Article V, Section I of the bylaws of Sudden Valley Community Association (SVCA) requires committees established by the SVCA Board of Directors (Board) be created utilizing a resolution, and**

**WHEREAS the resolution is required to identify and describe the responsibilities of the committee being established,**

**THEREFORE, be it resolved that the Sudden Valley Board of Directors hereby establishes the FireWise Committee for the year 2017.**

**I. Membership:**

The SVCA FireWise Committee is open to all Sudden Valley residents and shall consist of at least two (2) directors and two (2) SVCA community members (non-directors). One of the two directors shall liase with SVCA's Emergency Preparedness Committee. One (1) SVCA staff person shall liase with the FireWise Committee as needed.

**II. Purpose:**

The purpose of the FireWise Committee is to assess wild fire risks, develop educational programs, coordinate with SVCA personnel, and other agencies and organizations to implement wildfire mitigation measures.

**III. Meetings and Procedures:**

The FireWise Committee shall meet a minimum of six times during 2017. Meetings shall be conducted in accordance with Robert's Rules of Order. Notices shall be posted on the SVCA web page of the scheduled meeting place and time. Written minutes of all meetings shall be given to the SVCA Board Secretary. The committee shall create a written report and may also

243 give a brief oral summary at the scheduled SVCA Annual Meeting or as directed by the SVCA  
244 Board of Directors.

245

246 **IV. Responsibilities:**

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248 A. Develop educational programs regarding mitigation of wild fire risk.

249 B. Implement activities to mitigate wild fire risk.

250 C. Provide a written report to the Board by September 2017.

251

252 **V. Action Items:**

253

254 A. Develop a Sudden Valley FireWise program in coordination with the Whatcom County  
255 Conservation District FireWise representative and other emergency specialists to  
256 complete an assessment of wild fire risk in Sudden Valley.

257 B. Create an action plan to mitigate wild fire risk.

258 C. Organize community events and FireWise Community/USA Day activities dedicated to  
259 implementing SVCA projects.

260 D. Invest in local fire reduction projects through cost sharing and volunteer work.

261 E. Provide educational programs and activities in coordination with Sudden Valley's  
262 Emergency Preparedness Committee.

263 F. Submit an annual report to FireWise Communities/USA documenting plan progress and  
264 continued compliance with the program.

265 G. Recruit volunteers for training and identify activities to maintain Sudden Valley eligibility  
266 for grants and other assistance from the Whatcom County Conservation District,  
267 Washington State Department of Natural Resources, and other relevant county, state,  
268 and Federal agencies.

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270

**Committee Members**

271

272 **Chair:** Anne Mosness

273 **Secretary:** Debora A. Wood

274 **Directors:** Mike D'Angelo (Chair, EPC)

275 David Narsico (Chair, Communications)

276

Gail Chiarello (BOD Secretary)

277 **Community Members:**

278

Anne Mosness, Debora A. Wood, Stan Godek, Noelle  
Gilmore Holland, Henry Renteria, Richard Hart, Brad

279

Borchert, Alyce Axford, Cameron Stewart, Bruce Ahrendt

280 **Whatcom County Conservation Dist.:**

Wayne Chaudiere

281 **SVCA Staff Liaison**

TBD

282

283 **Resolution approved and adopted on November 16th, 2016, by the SVCA Board of Directors.**

284

285 President: \_\_\_\_\_

286

287 Secretary: \_\_\_\_\_

288