

**MINUTES FOR THE MEETING OF THE BOARD OF DIRECTORS
OF THE
EAGLE CREST MASTER ASSOCIATION**

CALL TO ORDER Pursuant to call by the President of the Association, the second quarter meeting of the Board of Directors was held on June 8, 2023, at 7555 Falcon Crest Drive in Redmond, Oregon and via Zoom conference.

ATTENDANCE Directors present included Mike Bessonette (Residential Director), Chris Earnest (Commercial Director), Mark Hunt (VROA Director), Brett Moshofsky (Residential Director), and Bill Neumann (VROA Director). Management company staff members present included Debbie Hahn, Curt Heimuller, Mark Owings, Marrissa Rainey, and Tori Swearingen. Also attending were Brett Limbeck of Oregon Water Utilities and Karen Smith, consultant with Resort Resources, Inc. Attendance by Mark Hunt, Brett Moshofsky, Debbie Hahn, and Curt Heimuller was accommodated by Zoom conference. Bill Neumann, President, presided at the meeting, and Debbie Hahn recorded the minutes on behalf of the Secretary.

CONSENT TO AGENDA The meeting was called to order at 9:11 a.m. following an owner comment period. Karen Smith proposed adding consideration of legal advice in addition to contract negotiation to the executive session agenda item. Mike moved to accept the agenda as presented. Mark seconded the motion. The motion passed unanimously.

PRIOR MINUTES Reading of the prior meeting minutes dated May 16, 2023 was waived and Mike moved to accept the minutes as presented. Chris seconded the motion and it passed unanimously.

**MANAGEMENT AND
COMMITTEE
REPORTS**

FINANCIAL REPORT Mark Owings provided the Association’s investment income analysis reports from Edward Jones Investments (“Attachment 1”) and First Interstate Bank (“Attachment 2”). Mark noted most investments are held at First Interstate Bank Trust Department following the Oregon Planned Community Act change in 2011.

Mark provided an update on the annual audit of Association 2022 financial statements, noting the audit is currently underway and is primarily being performed remotely. Mark noted he expects draft statements to be available by the end of July.

Mark briefly reviewed the revised 12/31/22 financial statements (“Attachment 3”), noting the revised statements reflect an additional \$4,000 being transferred from the facilities operating fund to the golf reserve fund as directed by the Board during the first quarter meeting.

Mark reviewed the items highlighted in the financial summary (“Attachment 4”) and the internally prepared first quarter 2023 financial statements (“Attachment 5”).

Following discussion and upon motion duly made (MB) and seconded (MH), the following resolution was unanimously approved:

RESOLVED, that the financial report submitted by Mark Owings

including “Attachment 4” and “Attachment 5” be hereby approved subject to audit.

Resolution 2023.06.08-01

**UTILITY SYSTEMS
REPORT**

Brett Limbeck, Field Superintendent of the contracted utility system service provider Oregon Water Utilities, presented the written utilities report (“Attachment 6”). At the suggestion of a director, Brett confirmed the 2023 approved reserve project for painting the well #2 building will be put on hold pending any potential well drilling work. Brett agreed to perform fats, oils, and grease (“FOG”) testing at Mulligan’s Grill, the Resort Sports Center poolside food and beverage operation, during the upcoming summer months.

**OPERATIONS
REPORT**

Marrissa Rainey presented the written operations report (“Attachment 7”) and noted there are no insurance claims to report. No action was requested of or taken by the Board.

**RESERVE EXPENSE
REPORT**

Karen Smith, reporting for Resort Resources, Inc., reviewed the Evaluation of Reserve Account Expenditures vs. Budget per 2023 Reserve Study (“Attachment 8”), noting variances requiring director approval are highlighted on the report.

Following discussion and upon motion duly made (MB) and seconded (CE), the following resolution was unanimously approved:

RESOLVED, that the Evaluation of Reserve Account Expenditures vs. Budget per 2023 Reserve Study (“Attachment 8”) be approved, including the variances as noted in highlighting on the report.

Resolution 2023.06.08-02

**GOLF OVERSIGHT
COMMITTEE**

Mike Bessonette, committee chair, reviewed the “Golf Oversight Committee Update” (“Attachment 9”). No action was requested of or taken by the Board.

**ENVIRONMENTAL
CONTROL
COMMITTEE**

Marrissa Rainey reported on behalf of the Committee, noting the ECC members recently met with members of EHOA’s Architectural Review Committee (“ARC”) and Mike Bessonette, representing the Golf Oversight Committee, to discuss improving processes between the ECC and EHOA ARC.

Marrissa noted there is one pending application for signage in Fairway Vista Estates.

**COVENANT
COMPLIANCE
COMMITTEE**

No activity.

**UTILITIES SYSTEMS
PLANNING
COMMITTEE**

Mike Bessonette noted the Committee’s activities are on hold until receipt of a draft master plan update for the sewer and water systems.

**SCHEDULED 2nd
QUARTER BUSINESS**

**ANNUAL MEETING
PLANNING**

Marrissa reviewed the nomination process per the ECMA Bylaws, noting that the two-year terms of residential directors Mike Bessonette and Brett Moshofsky, as well as commercial director Chris Earnest, expire this fall. Marrissa confirmed the annual meeting date of September 23, 2023. The Board directed management to contact the residential sub-associations to solicit nominees for the election. Directors acknowledged the Bylaws direct the President to appoint a nominating committee.

**UNFINISHED
BUSINESS**

**SOCCER FIELD
USAGE AGREEMENT**

Karen reported she has a draft version of a soccer field usage agreement prepared but it still needs to be vetted through Sports Center management before being presented to the Board. Karen confirmed the agreement will include insurance requirements, indemnification, management company information, event coordinator information, and details of their working relationship.

Following discussion and upon motion duly made (MB) and seconded (CE), the following resolution was unanimously approved:

RESOLVED, that the ECMA President be authorized to approve and sign the final soccer field usage agreement.

Resolution 2023.06.08-03

NEW BUSINESS

**BASE CAMP
ADVENTURES
AGREEMENT
RENEWAL**

Marrissa summarized the Base Camp Adventures Agreement Renewal (“Attachment 10”) noting the agreement currently in effect allows three annual extensions under the same terms and conditions with mutual agreement of both parties. 2023 would be the second annual extension under the current agreement.

Following discussion and upon motion duly made (MB) and seconded (MH), the following resolution was unanimously approved:

RESOLVED, that the agreement with Base Camp Adventures be extended for the 2023 calendar year and the President be authorized to sign the agreement.

Resolution 2023.06.08-04

**OTHER NEW
BUSINESS**

The Board confirmed the third quarter board meeting on September 22, 2023 at 9:00 a.m. at 7555 Falcon Crest Drive in Redmond, Oregon.

EXECUTIVE SESSION

Following discussion and upon motion duly made (MB) and seconded (CE), the following resolution was unanimously approved:

RESOLVED, that the Board adjourns to executive session to discuss contract negotiations and receive advice from the Association attorney.

Resolution 2023.06.08-05

Bill estimated the executive session would be approximately 60 minutes and that action, if any, would be taken in open session. The Eagle Crest management staff and Karen Smith with Resort Resources, Inc. were asked to attend the executive session. Jim Newton, Cascade Geoengineering, joined the executive session for

contract negotiations. Michelle DaRosa, attorney, joined the executive session to provide legal advice to directors.

Following discussion and upon motion duly made (MB) and seconded (CE), the following resolution was unanimously approved:

RESOLVED, that the Board reconvene in open session.

Resolution 2023.06.08-06

No action was taken in open session.

ADJOURNMENT

There being no further business, the meeting was adjourned at 11:59 a.m.

Secretary to the Association