

Elkhorn Springs Residential Condominium Association, Inc.
PO Box 254
Ketchum, ID, 83340

Special Member Meeting Minutes

A Special Meeting of the Members of the Elkhorn Springs Residential Condominiums Association, Inc. ("Association") was held on Wednesday, January 3, 2024, at the Community Library in Ketchum, ID and via Zoom at 2PM MT.

~ Draft Until Approved ~

1. Call to Order and Establishment of a Quorum

Ed Wong called the meeting to order at approximately 2:00 pm

A quorum was established with 54 of 71 Members present as noted below.
(Note: the attendance below is based on those participants noted on Zoom, the sign-in sheet, and proxies received. If your name is missing or incorrect, please contact Tanja Green.)

A01	Vik	B16	Freund/Kolousek
A02	Peterson	B17	Chenoweth/McGinnis
A03	Wells	B18	Davis
A04	Knoeller	C01	Albright
A06	Burkland	C02	Earhart
A07	115 Elkhorn Way #7, LLC	C03	Wong
A08	Sandine	C04	Bowe
A09	Bergenfeld	C05	McKay
A10	Edwards	C07	Romito
A12	Gold/Gering	C08	Petermann
A15	O'Donnell	C09	Hartwell
A14	Papalian	C10	Benz
A18	Lee/Turner	C11	Whyte
A19	Grace/Jones	C13	Vandenburgh
B01	Lientz	D03	Westphal
B02	Smith	D05	Pullen
B06	Davis	D06	Sproul
B07	Eleazer/Kelley	D09	Rolland
B09	Messler	D10	Livingston
B10	Mendelsohn	D11	Blair
B11	Gladish	D12	Zalkowitz
B12	Fitzpatrick	D13	Jajewski/King
B13	Smith	D14	O'Connor
B14	Schultz	D 18	Demetre
B15	Steinbock	D19	Rietveld

Present by proxy were:

A11 Eide
C06 Watson

D01 Elkins
D04 Pharris
D08 Hart

Also, present were Rick Osenga and Angela Bearup of Overwatch Management; and Karl Nichols of Sun Vally Law PLLC.

2. Proof of Notice

It was reported that notice of this meeting was provided to all the Members more than ten days prior to the meeting and in accordance with Idaho Code Section 30-30-505.

3. Meeting Protocol

Ed Wong reviewed the meeting protocol and informed the group that the meeting was for homeowners and their bona fide representatives only. Media and/or others should not attend the meeting and he asked that those non owners/representatives remove themselves from the meeting. Additionally, the meeting will not be recorded so that Members can talk freely.

4. Bylaws

A discussion ensued related to changing the bylaws to increase the number of directors from three to five, a requirement that Directors be Members, and staggered terms. The sense of the meeting was to increase the number of directors to five provided that the members may choose to decrease the number of directors the three.

Karl Nichols read the proposed motion as follows:

That Article V, Section two of the Bylaws be revoked and replaced with the following language: Number, Tenure, and Qualification. The number of Directors shall be three (3) or five (5) as determined by the Members when electing directors; however, if there are not enough willing Members to fill five (5) Director seats, the number of Directors shall be three (3). Directors must be Member owners or authorized representatives of the Member entity such as a trust, corporation, or company. Each Director will serve a term of two (2) years. Directors' terms shall expire at the regular annual meeting of the Members or until their successors are elected; the terms of two (2) Directors shall expire in even years and the term of three (3) or one (1) Directors (depending on whether there are a total of three or five Directors) shall expire in odd years. However, at the first Board of Directors meeting following the January 3, 2024, special meeting of the Members, the Directors shall determine which two (2) Directors' terms shall expire in 2024 and which three (3) or one (1) Directors' terms shall expire in 2025.

MOTION: Kathy Edwards move to approve the language as read by Karl Nichols, immediately above. The motion was seconded and passed unanimously.

5. Introduction of Candidates and Election of Directors

Nominees Holly Knoeller, Andy Chenoweth, Kathleen Romito and Scott Smith introduced themselves.

MOTION: Marty Burkland made a motion to elect all four candidates to serve as directors, in accordance with the amendment to the bylaws. The motion was seconded and passed unanimously.

6. Financial Review

Karl Nichols provided a brief overview of some financial matters and processes noting the Board is reviewing the financials and will report their findings to the Members, and if so required, seek approval for any financial/assessment decisions from the Members.

7. Update on Structural and Remediation

Rick Osenga reviewed the status of the discovery and remediation and informed the group that the City of Sun Valley has asked for a permit for the structural support beam and some engineering drawings which the new board will need to review. Scott Smith shared he is awaiting a second bid for investigative work from the Bombino Consulting Group, a firm that specializes in the mitigation of water intrusion. The board is planning to investigate all four buildings and will provide updates to the Members.

8. Other Business

- A. Mitigation. There were several comments and questions related to the mitigation process, the City's involvement, mitigation contractors, and other.
- B. Nichols. Andy Chenoweth read a statement noting that the Board has investigated Karl Nichols' potential conflict of interest including that the Board does not feel there is a conflict but, if one arises, a new transactional attorney will be hired. Additionally, it was noted that the Board will begin interviewing litigation firms.
- C. Warning Signs. Some members expressed a desire to have the warning signs taken off the doors. The Board will discuss this matter.

9. Adjournment

MOTION: Marty Burkland made a motion to adjourn. The motion was seconded and passed unanimously.

Accordingly, the meeting was adjourned at 4:38pm.

Respectfully Submitted,
Overwatch Management