

December 10, 2003

Westridge Place HOA Special Meeting

7:15 p.m. Alan Pordes, Secretary of the HOA opened the meeting.

- Call to order
- Establishment of quorum – we have one it is official
- Steve Barber confirmed mailing on November 20 as proof of mailing

7:16 p.m. Turned over to Jim Cochran – owner who will moderate. Introduced Miron and Catherine. Invest West is taking minutes and recording meeting. Elected board members, confirming or removing board or directors, open forum. 3-minute time for each person to speak. Stephanie is timekeeper. 45 minute open forum. Each person in the forum has five minutes. Anyone who would like to speak will be recognized. Open forum is moved to first part of agenda. Catherine so moved, Miron seconded. All in favor, one opposed.

7:18 p.m. Open Forum opened. Miron Washington: Community has gone through a lot of interesting times; continue on a journey to make Westridge place a community. He asked if everyone had received the Christmas letter from One Pacific. The statements made are so ridiculous that they don't even deserve a response. One area he wants to discuss. Address that Task Force was slandered. Each of the requests to meet with Rick Bowler was denied. He has refused to meet or discuss with any HOA member and particularly the task force. It is difficult when the chairman of the board doesn't show up for the meeting he told the HOA that they had to call. VOW wants to address the issues and sit down and mutually meet his needs and HOA members.

7:21 p.m. turned over to Catherine Reneau to discuss financial situation. What started some of this process over a year ago when she moved in and her concern was when she asked for financial information and was told it is not available. She was told privately that he did not need to give that information to her at any time in any place. State law dictates that HOA members via reasonable request and cost all records can be seen. Invest West only has records from when they took over last spring. Past few weeks received late '99 through 2002 financials. The board has been asked repeatedly for this information. Handouts discussed - does everyone have this information. Thanked Elaine Switzer, a homeowner, went through all financials and rebuilt the financials via check receipts. Money in money out is what the handout discusses.

In the four years from 1999 to 2002, \$47,800 in dues has been collected. Assn. has spent over \$59k in landscaping and also spent \$14k on water expenses. The rest is Annual accounting, postage etc. Spent 28k more money than it took in. Where did the money come from to pay extra expenses? We tracked checks with One Pacific...loans of \$28,750 to the HOA. I'm concerned that the HOA is in debt to the sum of about \$30k. If we validly owe this (which we don't know), that's at least a \$100 per homeowner as a special assessment to pay for this. The loans are not memorialized in any board minutes...she doubts any board members are aware of this.

7:28 p.m. Dick Manson introduced as VoW attorney.

Matt Ligatich: I live on 5th Way. Are HOA dues will be coming due...what do we do as HOA when they become due?

Jim Cochran: As far as the dues go we all have an obligation to pay them. We still have to have an operating budget.

Catherine Reneau: Invest West has a budget that will be presented on 12/17

Bill Dalton: homeowners were not unaware of shortfall of income. Last meeting held on 2001 that was discussed and a motion was asked to assess and pay for the access and the dues would increase. The new homeowners that came in would eventually level out. Excess spending on landscaping is part of the reason we moved here. Well-maintained community. This was maintained and that the comment that the homeowners were unaware as of the 2001 meeting is incorrect. Homeowners knew they were running in a deficit.

Catherine Reneau: Said we were not provided those documents in our request. Can you provide?

Bill Dalton: Yes, I'd be happy.

Jim Mizera: I'm on the board but I do want to speak just as a homeowner. Those that were here knew this though minutes probably weren't probably appropriately taken. Special Assessments can only happen every 3 years. Rick agreed to carry the loan. I've lived here for 3 years and have had 40% increase/appreciation in 3 years. Shortest range on market, so something is being done correct. With all this legal going back and forth we haven't gotten anywhere. I agree something needs to change on the ACC. I don't want to go to my next door neighbor on what they need to do. I would prefer Rick be the bad guy vs. me being. He's got police files on record of all the "things" that have happened to him. He agrees Rick is difficult to work with. I want to do a nice shed and he won't let me do it. Let's get through the new board of directors on 12/17. He will not budge when he digs in his heels. There are some folks he doesn't want to deal with. Rod and I have agreed he has not done the amendments correctly. There is good and bad on both sides. Time up.

Jim Cochran; Follow on these comments on 9/11/01 and 7/16 about a loan from One Pacific to the HOA. More bills to be added to this total. Does anybody know the real \$\$ of outstanding loans?

Steve Barber: We've been asked to give any receivables that are outstanding. We've received nothing and that there is nothing outstanding. Nothing to pay. We are not going to be paying any of the bills unless there is approval from the board. We are in a contractual agreement and we are given certain duties and the board bequeaths to us...we work for the board of directors and we represent the entire HOA. Your board is the one who is responsible for maintaining the association. We've asked for records and received some records and are passing on everything we receive onto those that ask.

Jim Mizera: DR Horton – there are some legal fees. Rick had to go to the board to do a cease and assist....the DR Horton. So there are some outstanding costs.

Clarification of that Steve Barber is not Rick's attorney that he is Invest West who is the HOA management.

Stephanie Guard: Invest West is a group that is here for the HOA. Explaining to the women who didn't understand Invest West's role.

Jim Mizera: We pay Invest West on certain activities if we do more they will charge more.

Bill Dalton: Did Rick have his attorney at the last meeting? The woman who didn't identify herself (Dorothy Columbo) was confused.

Pat Cole: Question to Jim. I'm confused as a home owner we can pass on debt when they didn't live here...they don't have your 40% appreciation and if I had to sell then I would have disclose that there are fees and we are in debt. Pretty soon it goes up and we pass on that debt and Rick pays less cause there are more people.

Jim Mizera: If Rick hasn't presented a bill lets not say we are passing on a debt.

Ken Molnar on SE 8th circle: This is as much as I can stand. One man dictatorship he can do this forever. He might have legal backing TBD. Morale backing isn't. Jim (Mizera) you shouldn't be talking for him. He's not here. I kiss his feet and butt and he thinks I like him...I know I will now be on the list. I wasn't going to say a word; I'm scared to death. I wasn't going to be here. There were about 15 of us for the quorum for the meeting to pay more. A normal person would want to cooperate and not be the king of the council. Why aren't we fining him for things that aren't in the CC&R's?

Stephanie Tharp: Jim (Mizera) I think you are doing a wonderful job. People are upset and angry. Rick is a difficult person. The bottom line is we are here because it is a beautiful community. I'm an escrow officer and our dues are very low for the community we live in.

Chris Clay: We are up against a person that is unwilling to discuss matters with us. Amendments were passed and forced to have a vinyl fence and there was no lawful amendment passed and it is not in the CC&R's. It was perpetrated on us. I submitted for a cedar fence as it is in the CC&R's. And Rick isn't giving him. I fear of retaliation. The builder didn't agree with the trim and if he didn't change it I'd be sued...three months later after he'd seen it. No checks and balances on that individual ...he can change the rules and do what he wants. We just want check and balances. That's why we hired Invest West....they are the ones that enforce the CC&R's that the community agrees on not one man.

Matt Ligatich: This is different than the other community I lived in (Lake Oswego) which was very affluent and they are very accurate and detailed. They have meetings each month and the members can come to the meeting to voice opinion. We've had no opportunity here....this is the first meeting I've had an opportunity to come. I'm dumbfounded...hopefully with the new board we can have regular meetings to discuss issues as a community.

Stephanie Wilson: As a homeowner I have lived here for four years. When we first moved here I knew Rick had a lot of control...lived on 8th circle and it made sense when the fields were completely open Rick needed and it made sense he had control. But now it is built out and I and we should have a voice...it's now more our investment than it is his. We would prefer he take over his gated community and give us ours. We are ready to handle are own homeowners association.

Randolph Williams first phase for 3.5 years. Have any of the board members seen records of the assessments of the lots he owns?...question for investigation.

Jim Cochran: Does Invest West or board members have any information on this?

Steve Barber: We watch carefully that it is a development cost with One Pacific vs. HOA. We can't vouch for anything prior to us taking over.

Questions from the audience: Is he required to pay dues on the vacant lot?

Catherine Reneau: Dues are not assessable until a residence is built and occupiable. We would need to know more information from One Pacific.

Alicia Soares: I paid dues on a lot I bought in 2001 and moved in October 2003...and I've paid dues since I bought the lot.

Steve Jones 4th way: Who decides if a debt is just?

Jim Cochran: The board

Steve Jones: that's under one person's control. So we eat it all correct?

Steve Barber: I guess that could be correct. It wouldn't be prudent of Rick to pass a bill in front of the other board members. He's not going to be asking the board for approval since he has majority.

Steve Jones: Is it a legal move?

Alan Pordes: My understanding is there is no debt. We are \$20k in the black. Private research gathered would show we were in debt if One Pacific gave us bills. I asked Rick if there is a debt, give it to me...I want to pay it now. I don't want to incur it I don't want a debt. But he won't give us a bill. Asked Invest West if there is a debt there is no bill. There is a loan...the board would have to vote on it if the loan is called due. Possible ways to clear debt...amount coming in is the same as going out. When gated community comes in it will grow larger. I want money in the bank allows. We could set new dues levels etc. re: scenarios if there was debt. No bill, no debt.

Steve Jones: Your signal is: we aren't in debt; if One Pacific gives us one, we are in debt. Does everyone know who is the board?

Alan Pordes: Rick, Marilee, Sherry and David English....all family of Rick...they have majority.

Steve Jones; So, they give the bill and they have majority correct?

Alan Pordes: Yes.

Steve Jones: ok, then, they can say it's due?

Alan Pordes: Yes

Jim Cochran: I don't know if this constitutes a bill? I'd ask the board to do that, re: pay back.

Mark Hide: 200 Place..lived here a year. The issue is to get control of the board. We are going to accumulate lawyer debt ...lets suck it up and pay 28k so we aren't fighting them over issues and paying more lawyers fees.

Jim Cochran: Agenda items regarding the articles of incorporation: Ballot color: green: Resolution directing the Board to put the proposed amendment to the Articles of Incorporation to a vote. We are going to require the board to adopt the resolution and then bring it back to the HOA and present it to the

HOA for a vote in next 60 days. We want to follow the appropriate procedure. Motions to have board adopt the resolution to amend the articles of incorporation:

Article 13. Moved and second.

Bill Dalton: Why do we want to increase 12 board....it seems too many. Don't know the magical number. 12 isn't manageable...12 are not going to agree and get along. Should we think about what is a good number and present that to the board. We want to elect our own board which is great, but do we need 12? This seems unruly. If that is open for discussion I'd like to discuss that.

Chris Clay: The problem is he has written the CC&R's in a way to protect him and he has a right to vote in 4 always,...so is what we are what we are attempting to do is get more elected homeowner vs. who he appoints so we can have a voice and later after we amend we can then decrease as appropriate. So the only way we can change is to add 8 and change after the declarant (Rick) is out of the pictures.

Catherine Reneau. It takes a 2/3 board to change the bylaws and that is the number you reach to make amendment.

Steve Barbers: Wanted to confirm which we were talking about.

Jim Cochran. It is article 8 that refers to board members. Motion to vote. Miron approved, Catherine 2nd and now we are asking for the ballots.

Bill Dalton: Is this legal so the ballot will be valid?

Steve Barber: for the record you should go through proper procedure. It wasn't

Catherine Reneau: I move to correct the proposed amendment that reads article 13 to read article 8.

Steve Barber: Addressing Robert rules.

Catherine Reneau: let's just ask the community what they want. We need to do a voice vote since we don't have another proxy. All those in favor:Majority; 2 Opposed:. Voting as the yellow ballot...it has the wrong article. The new motion is that it is article 8 of articles of incorporation we are moving.

Catherine R.: I move to amend the resolution that currently reads article 13 of the articles of incorporation to read article 8. Moved and seconded.

Rod Tadlock: All five places?

Catherine Reneau: yes all five places.

Jim Cochran: Yes Invest West will keep track.

Steve Barber: Yes it will be in the minutes.

Jim Cochran: Miron has 117 plus his own. 2 people took their proxies back.

Bill Dalton: What does it take to carry.

There are 143 votes tonight. Whatever Miron votes it carries.

Jim Cochran: Other motions.

Miron: Call for the question

Jim Cochran: motion to vote. Moved and second. Now mark your ballots and turn into Invest West.

(The motion to Direct the Board of Directors of the Westridge Place HOA to adopt a resolution setting forth the Proposed Amendment to Article ~~XIII~~–VIII of the Articles of Incorporation to increase the number of elected Directors from three (3) to eight (8) and direct that it be submitted to a vote at a meeting of the members having voting rights within 60 days.

Results: 137 Yes ; 2 No; 1 ballot turned in with no indication of vote; 3 non votes

Motion carried)

Jim Cochran: Motion to remove board of directors. Under Washington Law a majority of those present in person or by proxy – may remove any member of the board without cause. We have another ballot tonight. Do we have a motion on the vote?

Miron Washington: I move to recall Rick Bowler, Marilee Thompson, Cheri English and David English from the board and bar their reappointment to the Board of Directors. Motion seconded

Wes Schlock: If this becomes a long drawn out legal process. I have some concerns to vote them out if we will have long process and heavy legal fees that we can't pay.

Jim Cochran: Our intent is not litigation. It's all speculated in the Christmas letter One Pacific sent....we want to talk and come to resolution.

Bill Dalton: We just voted to increase board members to increase say for homeowners. Therefore isn't this somewhat redundant and wouldn't we be better to get more board members and get control and then remove the Declarant vs. remove them from the board. I don't know if it is in our best interest of HOA to kick the dog (Rick) get the new board members and then take care of it that way.

Rod Tadlock: Board member lived in Westridge for a couple of years....my first meeting was 9/11/01. Things haven't been perfect but where we live is pretty nice. I don't want to fight with my neighbors and I think we should be thankful for what we have. We are adding salt to the wound ...logically slowly and work together. I understand the concerns and agree with them. Lets not spend money and have legal battles. We bought into that vision from the declarant lets work the process and in a few years and let him finish it...then he'll be gone...let him finish the development and work with him in the mean time. I know he has an investment in it he is going to be adamant about it. When it's finished we will have more homeowners. I think once he finishes the development he won't have the interest in maintaining the control.

Leslie Peterson – 9th circle: I agree with Bill. Miron you have my proxy but I think increasing the board and doing it this way and not take Rick off the board it could be smoother and if we do take him off the board it will be a legal battle.

Miron Washington: Clarification of what this amendment is trying to do. This does not take his right to appoint 4 people to the board it just takes Rick, Marilee, Cheryl and David English...other than that he can appoint anyone.

Luelling: Lived here for four years. I agree we need to remove Rick, Marilee, Cheryl and David....we are tired of letters saying we are doing so much wrong it is so stressful and we are thinking of moving.

Chris Clay: I don't want to get the lawsuit letters. We've offered him so many things. He won't talk, etc.

Bill Dalton: I understand about the letters that are worded very poorly and the tone isn't good or fun or the direction of it. I support Miron and all that have brought community together and democracy, etc. I understand the desire to remove them. But do you honestly believe he will put four more people on the board that lesson his influence ...he'll put four more on. He'll fight it tooth and nail. If there is potential for lawsuit, he'll do it. We should seriously withdraw this discussion or table it. 8 new homeowners and the 4 the declarant has if we couldn't get more done without drawing out fighting lawsuits, etc. If it's time for a motion lets do it.

Peter Vilhauer in phase 1: Physically or personally intimidated. If you allow them to physically remain on the board he can intimidate. If he's allowed to intimidate one or two of the new 8 members...I think we should remove him and his cronies. The motion we just passed went to waste.

Stephanie Thorpe: We are all forgetting Rick still has a lot involved and owns a big chunk of land if he gets angry that he'd allow it to be developed.

Mike Meeker: I vote unanimously to increase board. I disagree with removing his family. I've probably had more conversations with Rick than most. There is a Dr Jekyll and Mr. Hide personality. If the board members get intimidated than you have the wrong people on the board. He called me back at work and was rude...I said don't talk to me like that again and he apologized. I had to stretch far to buy here...lets put emotions aside and lets get the right people on the board.

Stephanie Wilson; We don't know if we are going to even get the opportunity to get that motion to increase board members the current board has to approve it.

Catherine Reneau: I appreciate that Miron is listening – we have given Miron proper instruction how to vote. I vote to remove him.

Jim Cochran: Any other instruction. A motion within our motion do we vote.

Wes Shelton: I'm a mechanical engineer – my personality is to find the root of the problem. Do we need to remove all of them or is it the board. Is it the board that elects to send the letters?

Alan Pordes and Jim Mizera: The Christmas letter was One Pacific and not a function of the board.

Wes Schlock: are we going to amend just to remove Rick vs. all four of his appointed board members?
(No answer from the members)

Alan Pordes: I don't think the current board will vote to increase the board and I think he will fight anything.

Jim Cochran: The motion is to remove all four board members the Declarant has on the board currently and bar their reappointment.

Bill Dalton: I'd like to make the motion for those that have turned in proxies that those turned into Miron that we get a voice vote to see if they turned in the proxy to see how they want to vote. If they are here.

Jim Cochran: For those who have given their proxy to Miron; those in favor of recalling the declarant board members. Voice vote and show of hands...moved to make that a standing vote. For people who have given Miron proxies to recall the four board members. Only one person per household. Again only those that gave Miron their proxies. All in favor of removing the four: majority standing

Opposed: four

Jim Cochran: majority is for Miron to vote his proxy to recall all four declarant board members.

Jim Cochran: the motion is now to vote for the recall. Vote your ballots and turn them in.

(Results: 127 yes; 14 no ; 2 non votes

Jim Cochran: That concludes our business tonight and for Invest West.