



**CALDERA**  
**SPRINGS**  
**OWNERS' ASSOCIATION, INC.**

**July 6, 2021 BOARD MEETING MINUTES**

The Caldera Springs Owners' Association, Inc. (CSOA) Board of Director's Meeting was called to order by the Directors at 9:05a.m., outdoors at Harper's Pavilion. It was the first Board Meeting to be held since the Turnover Meeting of the Association, which was held on May 21, 2021.

The new Board introduced themselves to the owners in attendance. The new Board is made up of five Directors. Three owner elected Board Members: Carol Scherman, Tom Sidley and Joel Witmer; also Alan Dinger, the President the Caldera Cabins Owners' Sub-Association; and Krista Miller, the Golf Course Representative and also Sunriver Resort's General Manager of Caldera Springs.

**ROLL CALL**

*Directors Present:* Alan Dinger, Krista Miller, Carol Scherman, Tom Sidley, and Joel Witmer.

*Other Association Representatives Present:* Catherine Smith, CSOA Association Manager.

**QUORUM AND NOTICE OF MEETING**

Catherine noted that proper notice of the meeting had been sent out on June 30, 2021 and a quorum was present with all five directors present.

Cathy then gave a short synopsis of the Turnover meeting and the election process. She shared the Declarant had turned over all of the appropriate records to the Association and the Declarant board resigned their positions. Then, as is outlined in the Association Bylaws, the owners elected three owner Board members, Carol Scherman, Tom Sidley, and Joel Witmer and that Alan Dinger, the President the Caldera Cabins Owners' Sub-Association will serve as the Cabin's representative and that Krista Miller has been appointed by the Golf Course owner to serve as their Board representative on this Caldera Springs Master Association Board.

**NEW BUSINESS**

**APPROVE ONE-1 YEAR TERM AND TWO-2 YEAR TERMS FOR THE OWNER MEMBERS OF THE BOARD**

*Upon a motion duly made by Joel Witmer and seconded by Tom Sidley and unanimously approved, it was:*

***RESOLVED, that the two- 2-year terms would be filled by Carol Scherman and Tom Sidley and the one- 1 year term would be held by Joel Witmer. The Cabin and golf course representatives both serve two year terms.***

**APPROVE 2021 OFFICERS**

*Upon a motion duly made by Krista Miller and seconded by Carol Scherman and unanimously approved, it was:*

***RESOLVED, that Tom Sidley serve as the President of the Association in conformance with the Bylaws.***

## **Caldera Springs Owners' Association Board of Directors Meeting July 6, 2021**

*Upon a motion duly made by Joel Witmer and seconded by Krista Miller and unanimously approved, it was:*

***RESOLVED, that Carol Scherman serve as the Vice-President, Joel Witmer serve as the Treasurer and Catherine Smith serve as the Secretary of the Association in conformance with the Bylaws.***

### **RATIFY CURRENT POLICIES**

*Upon a motion duly made by Krista Miller and seconded by Joel Witmer and unanimously approved, it was:*

***RESOLVED, that all current policies of the Association are approved by the Board, until they can be reviewed in detail, in the future.***

### **APPROVE MAY 12, 2021 BOARD MEETING MINUTES**

*Upon a motion duly made by Joel Witmer and seconded by Krista Miller and unanimously approved, it was;*

***RESOLVED, that the May 12, 2021 Board Meeting Minutes are approved as presented.***

### **APPROVE BANK SIGNATORIES FOR BANK ACCOUNTS**

*Upon a motion duly made by Joel Witmer and seconded by Tom Sidley and unanimously approved, it was;*

***RESOLVED, that Tom Sidley, President; Carol Scherman; Vice-President; Joel Witmer; Treasurer and Catherine Smith, Secretary are the approved signers for the Operating (Classic Business Checking) account, the Money Market Savings and CDAR's (Reserve) accounts with First Interstate Bank. Signing limits shall be followed as required in the Association Bylaws.***

### **APPROVE BYLAW AMENDMENT TO SECTION 6.5 TO ALLOW FOR TELEPHONIC OR VIDEO CONFERENCING**

*Upon a motion duly made by Joel Witmer and seconded by Alan Dinger and unanimously approved, it was;*

***RESOLVED, that Article VI, Section 6.5 of the Association Bylaws is hereby deleted, and the following Section 6.5 is substituted therefor:***

**6.5 Notice of Meetings.** The secretary shall give written notice to each Director of each Board meeting at least three (3) but not more than thirty (30) days prior to the date set for such meeting, stating the purpose, time, and place of the meeting. Notice shall be sent to the address of each Director as listed on the books of the Association, or to such other address as any Director may designate by written notice to the secretary given at least ten (10) days prior to the giving of notice of the meeting. Notice of any meeting may be waived by any Director at any time. No Director who is present at a meeting may object to the adequacy or timeliness of the notice given. When a meeting is adjourned for fewer than thirty (30) days, whether or not a quorum is present at the adjourned meeting, no notice to the resumption or reconvening of such adjourned meeting need be given other than by announcement at the meeting at which such adjournment takes place. For other than emergency meetings, notice of Board meetings shall be mailed to all Members, at the last address for each Member in the records of the Association, not less than ten (10) days before the meeting; posted at a place or places on the Property at least three (93) days prior to the meeting; or provided by a method otherwise reasonably calculated to inform Members of the meeting. Emergency meetings may be held without notice, if the reason for the emergency is stated in the minutes of the meeting. As long as a majority of the lots in the community are not the principal residences of the occupants, any meeting of the Board of Directors may be conducted telephonically or via other remote electronic meeting platform, or by the use of a means of communication permitted by ORS 94.640(8) that allows the meeting to be heard by the owners.

### **BOARD DISCUSSION**

## **Caldera Springs Owners' Association Board of Directors Meeting July 6, 2021**

President, Tom Sidley then took the floor and shared with the owners in attendance that the Board would be working to address many things over the next year and would be seeking the help of owner volunteers. A few different ad-hoc committees that will be formed. He noted the first goal of the Board is to survey the ownership to better understand their current likes and dislikes of the Community to assist the Board in creating a strategic plan. And secondly the Board will be working on more consistent communication to the owners.

Tom noted that the Board will be holding working sessions before each Board meeting to have time to set the priorities of the board, and to discuss the issues ahead of the meetings, in order to make good use of their time. Owners will be allowed to attend all working sessions and all Board meetings.

Tom then stated that the Board's first priority was to create a Finance Committee. A draft Committee Charter had been presented to the Board.

*Upon a motion duly made by Joel Witmer and seconded by Carol Scherman, and unanimously approved, it was;*

***RESOLVED, to adopt the Finance Committee Charter as presented (attached as Exhibit A.)***

The Board then opened up the meeting to owner input from the owners in attendance. The owners requested more communication in the form of newsletters and the timeliness of approved minutes being posted on the web-site. The board was asked to over communicate. There were questions about the status of the Design Review Committee (DRC) which will stay under Declarant control. Revisions are being made to address concerns by the owner representatives on the DRC.

The meeting was adjourned by President Tom Sidley at 9:45a.m.

Respectfully submitted by Catherine Smith, Secretary

Next Working Session is scheduled for August 10, 2021 1:00pm  
Next Board Meeting is scheduled for September 7, 2021 9:00am  
Notices to be sent electronically

## Exhibit A

### FINANCE COMMITTEE CHARTER

There is established herein a standing committee to be known as the Finance Committee (hereafter referred to as the Committee) to function under the authority and guidance of the Board of Directors of the Caldera Springs Owners' Association, Inc. (hereafter referred to as the Board).

#### PURPOSE

The Committee shall assist and advise the Board of Directors in its efforts to control Association expenses and in preparing the annual budget.

#### ORGANIZATION

The Committee is comprised of volunteer association members, meeting as often as needed to meet its objectives. It is expected that the Committee will meet 2-3 times a year in preparation of a draft budget. Participants should expect to spend 3-5 hours a quarter reviewing the quarterly financial reports and offering any opinions.

The Committee shall be comprised of no fewer than three and nor more than 5 members appointed by the Board of Directors. Terms of the Committee members shall be for a period of two years beginning the January following appointment. Members shall be eligible to serve up to 2 two-year terms

The chairperson of the Committee shall be selected by the Committee for a term of one year and shall be eligible to serve more than one term.

The Committee shall include a non-voting designated Board liaison to represent the Board and the community's fiduciary interests and to deliver appropriate information to the Board for review as needed.

The Committee may utilize the resources of the association management, or other professionals who possess special knowledge, qualifications or abilities relating to the Committee purpose.

#### FUNCTIONS AND RESPONSIBILITIES

1. Review Quarterly, the then current association financials compared to the current budget and make any recommendations to the Board.
2. Review annual contracts in detail, and make recommendations to the Board, based on Staff's recommendations, for possible bids for the following year.
3. Prepare a recommended draft budget, with the assistance of Staff, with written budget assumptions to the Board by each September 30.
4. Review the annual CPA prepared audited financial statements and make any recommendations to the Board
5. Other related tasks as assigned or approved by the Board.