

**Norwood Village Corporation
2007 Annual Membership Meeting
Minutes**

The Norwood Village Corporation Annual Membership Meeting was held on Friday, February 23, 2007, at the East Shore Unitarian Church in Bellevue, Washington. The potluck prior to the meeting began at 6:00 p.m. and was well attended.

Call to Order

The meeting was called to order at 7:10 p.m. by Selden Beck, president of the Board of Trustees.

Proof of Mailing and Quorum

Proof of mailing was presented and a quorum was established. 31 households were present and 20 proxies having a total of 51 votes.

Approval of the 2006 Annual Meeting Minutes

Secretary John Gregov read the minutes of the 2006 annual meeting. A motion was made by Dennis Hummel to correct the fifth and sixth sentences of the New Business section of 2006 minutes, which related to the proposed new lease with the Community Swim Club. The proposed new language was as follows: "A motion was made and seconded directing the Board of Trustees to re-draw a long-term lease agreement with Community Swim Club after its proper name and non-profit status are established. It was noted that the extension must be in accordance with the Norwood Village By-laws." The motion was seconded by Dave Andrews. There was some discussion, and the motion then was approved by the members.

Treasurer's Report

Treasurer Don Jacobs reviewed the proposed budget for 2007. Dave Andrews asked why there was an increase to the "Legal and Professional" budget. In response, Selden indicated that the budget needed to be increased so that the bylaws could be updated to include language regarding issues such as spouses being recognized on property deeds and limiting the number of rental properties within Norwood Village. [NOTE: DID THE MEMBERS APPROVE THE BUDGET?]

Standing Committee Reports

Architectural Control Committee

Don Jacobs gave a report on the Architectural Control Committee. The Committee is composed of ten members. The goal of this Committee is to provide guidelines for homeowners who are interested in making structural, exterior changes to their homes. The primary concern of the Committee is to make sure that homes continue to look like they belong in the neighborhood. Leah Jackson is willing to sit on the Committee for "C" block.

Unfinished Business

President Selden Beck opened a discussion of the proposed land swap with the City of Bellevue. Under this proposal, the Corporation would grant to the City of Bellevue the triangle area of grassy land next to the basketball courts and a floating easement for six parking stalls somewhere within the gravel parking lot in exchange for an 18-foot-wide strip of grassy park land east of the swimming pool parcel, although some of the details were not yet then known. At the 2006 annual meeting, the members gave conceptual approval to the land swap. The City of Bellevue would like evidence of member approval of the terms as presented.

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There was much discussion of the land swap. Marco de Sa e Silva noted that the City of Bellevue should not be given a public parking easement if the City is not willing to bear its fair share of the cost of parking lot improvements. He then made a motion to approve the exchange of land but not the grant of a parking easement unless it is in exchange for a commitment by the City of Bellevue to pay its fair share of the cost of parking lot paving, storm water facilities, and landscaping, at such time as this work is required by the City in connection with the renovation of the swimming pool facilities. The motion was seconded by Jo Lemieux and approved by the members.

New Business

Don Jacobs announced the winners of the Holiday Light Challenge Awards:

- 1st Prize: Don Jacobs
- 2nd Prize: Chris and Sandy Myerchin
- 3rd Prize: Steve and Kim Cvitkovic

A presentation regarding new high security mailboxes was made by guest Scot Bennett. A motion was made by Mike Bean that the Architectural Control Committee compile more information (including options for the members who already have purchased secure mailboxes) and to make a recommendation to the members. The members then will be asked to make a decision. The motion was seconded by Dennis Hummel and approved by the members.

President Selden Beck then proposed an amendment to the bylaws regarding conflicts of interest. Discussion ensued and several members raised concerns regarding the proposed policy. Jane Mueller took issue with section 1.1.3, which she felt restricted her property rights. Several other members felt that the policy was too broad. It was noted that, under the proposed policy, members of Community Swim Club would not be allowed to serve on the Norwood Village Corporation board as long as the two were parties to a lease agreement. Marco de Sa e Silva moved to table the proposed amendment. Mike Bean seconded the motion and it was approved by the members.

Member Barbara Kalis proposed that the 2007 board of trustees prepare and distribute a survey to all members to find out what drew our members to the Norwood Village community, what issues are important to each household, areas of concern, etc. The compilation and dissemination of this type of information would be helpful to the Village at large, as well as to the 2007 board, so that they may better represent the interests of

Norwood Village. Barbara also suggested that we stop tabling propositions until the next annual meeting. She suggests setting deadlines for resolution of issues.

President Selden Beck opened a discussion of a proposed new swimming pool lease or operating agreement with Northwest Center Pools, replacing the lease with Community Swim Club that has been in effect since 1960. Two representatives of Northwest Center Pools, Chris Sumi and Jaedi Stevens, provided information about their company and the new agreement and answered questions from members regarding membership costs, pool programming, maintenance costs, and potential financial responsibilities of Norwood Village Corporation. Mr. Sumi acknowledged that the Norwood Village Pool will be the first outdoor pool under its management and that details regarding costs and programming would be determined at a later date. Mr. Sumi referred all questions regarding the new agreement to President Selden Beck. At the conclusion of the Northwest Center presentation, Mr. Sumi and Ms. Stevens were excused.

A lively discussion followed. It was ^{claimed} acknowledged that only four of the six members on the Norwood Village Corporation board of trustees (excluding John Gregov and Kris VanWolvelaere) were allowed to participate in discussions with Northwest Center or had any knowledge that Northwest Center would replace Community Swim Club as pool operator or tenant. President Selden Beck announced that the new lease with Northwest Center had already been signed, sealed, and delivered and that there was no way of rescinding the agreement. Marco de Sa e Silva ~~noted~~ ^{claimed} that four members of the board of trustees had signed a notice to Community Swim Club, terminating the lease agreement and ordering the swim club to vacate the premises. He also noted that Community Swim Club had taken the position that its 1960 lease could not be terminated until 10 years after delivery of a notice of termination.

Members questioned the propriety of the new agreement, given the long relationship with Community Swim Club, the fact that the members had approved a new long-term lease to Community Swim Club at the 2006 annual meeting, the fact that Community Swim Club claimed to have lease rights that could not be terminated yet, the fact that the members were not consulted prior to making the new agreement, the fact that two trustees were not allowed to participate in discussions regarding the agreement, and the many questions about the financial aspects of the new agreement.

A motion was made by Marco de Sa e Silva directing the new board of trustees to rescind the new agreement with Northwest Center provided that it could be done without material expense to Norwood Village Corporation. The motion was seconded by Mike Bean and approved by the members.

Election of Trustees

President Selden Beck and Treasurer Don Jacobs opened the floor to nominations for open positions on the board of trustees. The following persons were nominated: Marco de Sa e Silva, Barbara Kalis, Mike Bean, B.Z. Ellis, and Dennis Hummel. Each member was permitted to vote for two trustees. The following new trustees were elected to three-year terms: Marco de Sa e Silva and Barbara Kalis.

The meeting was adjourned at 11:20 p.m.

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