

# **Fallen Leaf Lake Corporation Annual Meeting**

**Saturday, July 1, 2017**

Bryan Cabin – 980 Fallen Leaf Road

## **1. Call to Order and Roll Call**

President Greg Bryan called the meeting to order at approximately 2 p.m.

Greg proceeded to introduce the members of the Board; Mary Jane de Luchi, Richard Lund, Jill Romano and Janet Swan

## **2. Introduction of members**

All of the members present were asked to introduce themselves for the Roll Call. Twenty-four of our 41 cabins were represented by a voting member as well as other family.

Seven other cabins submitted their proxies, giving us a quorum for the conduct of corporation business.

## **3. Moment of Silence for those members no longer with us**

Greg asked for a moment of silence to honor and remember our members who passed on in 2016-17; Judy Staples, Joy May, Verne Thompson, Marsden Price and Dianne Morrison.

## **4. President's Report on the State of the FLLC**

Greg gave thanks to the Board and all the other volunteers who have put in many hours this past year; those who have participated in dock repair, work parties, and other tasks, with particular mention of the Dock Committee comprised of Andy Dick, Michael Gemmill, Matt Gurish, Richard Lund, and Willis Swan.

We are working to enhance our communication to the extended members of the corporation by sending out minutes, annual letters and notices via email.

We have had a number of discussions in the past about creating a website, and Jill is working on a prototype. She mentioned the rather quick set-up of a basic site she has created with a free platform used by another non-profit. Greg suggested that we may want to allocate some funds for a developer or other professional to help us launch and/or maintain a website.

Our dock did have some damage this winter to the long pier in the same area that has been leaning. Greg reported taking some measurements and determined that the dock is not leaning any less or more. In the area where the lakebed drops off to its deepest point the lean is about 2 feet.

Greg gave a thank you to the Dock Committee for continuing to move things along last winter and this spring with our refurbishment plans.

Kenny Rogers, our volunteer Dock Facilities Manager, has been working to repair the damaged portions of the long dock with volunteers from FLLC and from the local community as well (see Work Party at the conclusion of these minutes).

A question was raised about the cost of this repair. Mary Jane indicated that so far we had spent about \$1500 on materials, including lumber, rebar and fasteners, etc. In addition to the repairs just made, the materials will also be used for maintenance of the marina area, for example the new railing constructed on the south property line, etc. A follow-up question was asked as to the cost of the labor; there was no cost as all volunteers donated their labor.

This last week of repairs has made it possible for members to use our dock facilities this season and it is hoped this will tide us over into the dock refurbishment phase, barring another rough winter.

## **5. Treasurer's Report**

Janet read the income and expenses into the record for 2016; total bank balance (minus the Road Fund of \$7,616.14) as of 12/31/2016 = \$49,092.23

A motion to approve the Treasurer's Report was seconded and carried.

Janet then introduced Frances Farmer, who will be our Financial Assistant when we begin our assessments for the dock repair. Frances is known to many FLLC folks as the financial manager of the Fallen Leaf Mutual Water Company, for whom she has collected and managed funds for many years.

Janet mentioned that Frances also has experience with online payment methods, such as Pay Pal and credit card payments to make for an easier assessment collection process. Frances was warmly welcomed.

## **6. Administrative Matters**

- a. Acceptance of the Minutes of the July 2, 2016 Annual Meeting – (sent by email)**

Greg asked if there were any comments or questions about the minutes, and several members mentioned that they were unable to open the document attached.

Mary Jane asked that members let her know as soon as they have difficulty with any of the email communiques, and in future we will try to send documents as a PDF for more ease of use.

Mary Jane also indicated that since we now have a functioning email list, the minutes and other communiques will be distributed as soon as they are approved by the board, with a repeat distribution of pertinent documents before an annual meeting.

For questions or comments, members should feel free to contact anyone on the board.

Dan Gilson commented that there was some information missing from the minutes which Mary Jane asked to discuss after the meeting. In their follow-up discussion there was no specific topic mentioned, however additional detail in the minutes was requested.

Sara Gupta proposed that she coordinate with Mary Jane to share the notes that she takes in meetings.

Steve Aichroth suggested that since it's often hard to hear in these meetings, an audio recording might help capture missed comments.

A motion to accept the minutes of the 2016 annual meeting was seconded and carried.

- b. Acceptance of the Minutes of the September 2016 Board Meeting – (sent by email)**

Members were asked for questions or comments regarding Board's minutes. Patsy Miller raised the point that members can't approve minutes from a meeting they didn't attend. Greg explained that the minutes had already been

approved by the Board and distributed to members, but that it's our tradition to ask the members for their acceptance, rather than approval.

Sara Gupta acknowledged the board's effort at including "The 6 Best Ways for Everyone to Enjoy the Dock" attachment to the board minutes, particularly in regard to asking unfamiliar persons what cabin they are with; this was noted as a positive way to meet neighbors who may not look like or dress like other members. The board appreciates this comment and affirms its commitment to an inclusive member community.

**c. Appointment of Harbormasters for the 2017 Season – Doris May and Matt Gurish**

Suzanne Pope asked how the Harbormasters are chosen. Jill spoke to the selection process; the Board traditionally appoints harbormasters who are members residing here most of the summer and who frequent the marina regularly, i.e., they have 'eyes on the dock.' Additionally, they are familiar with members' boats, they know when and where they should be moored, they know what type of boat can best be moored in a particular slip, etc., which is particularly important now that we have more members with larger boats.

**d. Directors' terms expiring –**

Greg identified Mary Jane de Luchi, Jill Romano and Richard Lund for re-election. Richard then indicated that he would resign his candidacy, which opened nominations from the floor:

Barbara Pedemonte nominated Andy Dick

Don Houghton nominated Jim Thompson

Hal Gurish nominated Jonathon Gurish

Les Bates nominated Dan Gilson

The Board took a moment to assemble the slate of candidates and determined that a written ballot was in order. Also reviewed was the Sept. 2016 Board clarification of the by-laws whereby a candidate must be a cabin owner to qualify for a board seat. This rule would apply to two nominees as non-owner/member candidates.

Several comments from members highlighted the less-than clear ownership distinction with many cabins held in trusts of multiple descendants of the original member. The board agreed to review this By-law and recommend a path forward.

In the interest of expediency and decorum, an exception was made to allow the non-owner candidates to stand for election.

Michael Gemmill asked if we could have candidate introductions and statements which followed.

Dan Gilson respectfully declined the nomination citing a demanding new work assignment for the next two years.

Jon Gurish also declined, but pledged to continue to advise the board in legal matters as he has been doing.

The names of Mary Jane de Luchi, Andy Dick, Jill Romano and Jim Thompson were placed on a written ballot with instructions given to each of the 24 voting members present to vote for three of the four candidates.

Steve Aichroth volunteered to distribute the ballots to the voting members and Jeff Bryan and Karen Gemmill tallied the results of the 24 ballots collected.

Elected to two-year terms were Mary Jane de Luchi, Jill Romano and Jim Thompson.

## **7. New Business**

### **a. Lakeview Dock Report**

Greg introduced the dock report with a continued discussion of 'the lean' of the long pier for those who were unfamiliar with the dock status. He also qualified his remarks with the fact that we have several unanswered questions with the contractor as they were unable to meet with us before the meeting due to their busy summer schedule.

Greg prepared and distributed a large-format Marina Improvement document with pictures of the current dock's condition and very informative snapshots of the work-to-date to gather contractor bids, bid amounts and the major points of the concepts at hand, i.e., rock and crib reconstruction using steel H beams (bid by John Rich and Pacific Built) and the Transpac floating dock concept (also bid by Pacific Built).

Greg asked Richard to lead the discussion on the concepts, their development thus far and their specific issues. Richard gave an excellent synopsis on the presentation of the key differences in the two concepts, citing pros and cons of

each and explained portions of the excellent Marina Improvement Presentation Document Greg had circulated.

- i. Richard began by saying that in last year's meeting, the mention of a floating dock inspired him to look further for solutions. Richard solicited information from a Washington company (Transpac) on a floating dock, which in its initial phase for our application would comprise two 32.5' long segments of dock that would be rigidly attached together for the long pier, but which would also require labor to demolish and dispose of the existing crib structures beneath and remove all the rock as well. In answer to one query, Richard also described how the structure of the floating dock itself provides wave attenuation due to its substantial structure extending about 3-4 feet below the water level, including alternating stabilizing and floatation 'capsules'.
- ii. Rock and crib structures – Richard gave a description of what this means in terms of dock stability and wave attenuation on our current docks for those who have never seen what lies beneath the decking. He described the wooden cribs that are filled with large rocks below the decks, and indicated that this same method would be utilized, however unlike the current construction, the Improved Crib Design would incorporate steel 'H' beams driven into the lake bottom, with additional steel girders to tie the segments together. The result would be a very solid and stable structure.

### **New Bids**

-Suzanne Pope asked for clarification that the Pacific Built bids for both the floating dock (\$375,000) and the improved crib dock (\$434,500) were only for the Section A portions of the diagram. Richard affirmed and Pope suggested that an update of the document should include an analysis of factors such as members doing repairs on a wooden dock vs. maintenance on the floating docks.

-Jonathon Gurish asked about the life expectancy of each type of dock and both Richard and Greg added that a wooden dock, particularly one improved with steel H beams should last even longer than the one we have now (believed to have been built in the early 1960's). As for the floating dock we don't have enough information on life expectancy because it's a newer concept, however these floating docks do not need to be taken in during the winter as with some floating dock types.

-Marcie Capella asked what the end result of the construction would look like and whether we would lose boat slips in the process.

Greg replied that we weren't sure how the transition from Section B to Section A in the floating concept would impact our ability to maintain the number of slips we now have. He also added that a reconfiguring of slips might be necessary to maximize the space we have, particularly in regard to the size of newer boats, regardless of which concept is developed.

- iii. -Holly Torrise asked if there had been a cabin owner vote. Greg indicated that we were not to the point of polling members as to their preference for either concept, primarily because we have the aforementioned unanswered questions regarding additional costs of the two concepts, however the primary objective in moving forward is to bring along as many of the current members as possible.

Greg then addressed and read the draft resolution in the handout he had distributed (see attached). This resolution will go to members for affirmation of the Board's objective to bring along as many members as possible in this huge undertaking.

- iv. One questioner asked if we could get started this winter. Greg said it might be an outside possibility if we have made a decision on the concept and have collected enough funds to get us through the initial costs of permitting, contractor 'down' payment, materials purchases, etc. This would mean we would need to assess each cabin about \$3800 by September 30<sup>th</sup> of this year, and that we would get to costs next.

-Les Bates asked if there was a plan to repair other parts of the docks to which Greg explained that we would definitely need to address other repairs to the dock in front of the lockers, etc., after we have made the most critical repairs.

Les then asked if we could put extra excavated rock under the locker dock, to which Greg responded that if we did the floating dock concept, the agencies would require us to remove the rock from the Tahoe basin entirely. Les cited the USFS 'rock garden' on the other side of the lake which appears to have been rock removed from the lake bottom or other structures.

-Rita Pope asked about raising the dues. Greg did say that dues had risen this year and would probably continue to do so as our operating costs increase with the repair work.

Greg again referred to the resolution we had begun to craft regarding the need to assess members and the resultant and continued Board concern about disenfranchisement of some of our members, particularly those who may be on a fixed income. We have long-time members whose families have supported the corporation since its formation in 1948 and we would like to see those families remain as members. Greg asked members to think about ways that we could retain all the current families in the corporation and would welcome ideas.

### **Assessments**

Greg indicated that the first assessment of approximately \$3,800 would be billed this summer, and that would cover initial funds necessary to start the process. The next 3 assessments would be calculated based on the number of members retained.

One member pointed out that it is difficult for some families to raise a lot of money in a short period of time. Greg acknowledged the difficulty and said this is why we have continued for several years to address the estimated expense in our annual meetings and letters to members so families can prepare.

This comment raised another from Suzanne Pope who queried why not wait another year to begin construction since last week's dock repairs may have bought us another year or two. Richard responded with a caution about how long the pier would remain viable. Greg replied with the estimate of about \$140,000 of up-front costs for permits, contractor advances, materials, etc., just to get started and that we can't raise that kind of sum on a moment's notice once we have a contractor.

Other commenters indicated that contractor availability in the fall/winter of 2018/19 could also be a factor, along with the fact that the price tag will likely go up if we continue to wait.

Patsy Miller said that we are getting close to the numbers on the prices of each concept and that she is frustrated with the lack of collecting the funds to get going on it.

Brian Egan asked why we don't consider a mortgage on the property to cover the costs of reconstruction. Greg explained that we had explored this and several other options, and that most lending institutions are not inclined to make a loan to an organization that consists of 41 different families. Andy Dick added that if one family defaulted on their payments the loan could go into foreclosure.

Other dock questions continued with one member asking which concept Greg recommended. Greg indicated that he was speaking solely from his personal perspective when saying he prefers a stationary dock. The reasons he cited were the known durability of the construction methods and the enhanced lifespan of an improved crib dock (with steel pilings and girders). Other factors included the preferred stability of a stationary dock, as well as the suitability to the site and the feasibility for making our own repairs when necessary, as previously cited.

Richard also added that another problem with a floating dock is the expense of getting rid of all the rock, cribbing, decking, etc. before construction can begin.

A final question was raised about how the floating dock would be connected to the stationary dock in Section B. The answer was that a ramp which would rise and fall with the floating segments would need to be constructed or purchased from the manufacturer.

- V. As time was running very short, Greg asked that we move onto other New Business topics

**Election of Directors Process Review** is a project that Jill Romano has spearheaded.

Jill indicated that this project is intended to look at what our processes have been and what they could be in terms of nominating and electing directors for the corporation. The goal is to have a more polished voting procedure and nominations process, which would be designed to increase the number of candidates who would be interested in serving on the Board. Jill said volunteers for this group are welcome!

Greg then addressed some proposed By-laws changes from Andy Dick regarding elections, nomination processes, proxies and term limits. Greg cited the elections and nominations processes already addressed by Jill's project above and explained that our current proxy provisions do meet the

criteria for a limited proxy to establish a quorum for the conduct of corporation business. Greg further indicated that the board would review the issue of term limits and bring the issues back to the members for a vote.

Several members suggested another meeting this summer if there is sufficient information regarding the contractor bids and a possible concept vote. Labor Day was suggested as a possibility as was a date closer to cabin-closing time. We will consider taking a poll to see if a late-summer or fall meeting is feasible.

NOTE: A "Special Meeting" requires advance notice by mail or electronic means to each of the members

One last item on the agenda was discussed briefly. Greg asked Michael Gemmill to address a suggestion made by the Gemmill family to consider sharing hand-launched watercraft. Michael mentioned that there is a growing number of kayaks, canoes, paddle boards, etc. at the dock that seem to be seldom-used and that rather than adding to the volume, perhaps the corporation could consider owning some hand-launch craft for shared use.

Commenters raised some safety issues that may signal liability issues for the corporation, i.e., whether users would comply with the required use of floatation devices, etc. Others agreed that there are many little-used craft and perhaps an owner would consider sharing those with other members. Members interested in pursuing this topic further are encouraged to meet the Gemmills and share their thoughts.

After brief reminders of the start time and scope of the work parties on Sunday, the meeting was adjourned at 4:45 p.m.

A brief off-agenda announcement was made that there would be a collection to benefit the FLL Volunteer Fire Department at the potluck later on.

Respectfully submitted,

Mary Jane de Luchi, Secretary

## POTLUCK AND WORK PARTY UPDATES

### POTLUCK

This year's host cabin was the most festive we've ever seen! **Heidi Beech White** worked for weeks making the decorations that turned her place into a red-white-and-blue wonderland!

Every table and chair was taken and many folks thought this was one of the biggest turnouts ever.

As usual, members outdid themselves with wonderful main dishes, salads and desserts which they feasted on while the fabulous duo of **Alison Kerr and Gerry Orton** provided fast-paced auctioneering antics presenting all of the great donated items.

Several bidding wars raised the ante, helped along by the talents of **Mason Gemmill**, who was most compelling in his personality-packed demonstration of the many items on the block.

Keeping a close record of bids and accounting for purchases was our terrific second-year banker, **Shanti Gupta**, who tallied total donations at \$304.00.

As promised, Heidi matched the total, doubling the auction's proceeds to add \$608.00 to the Road Fund.

It was a beautiful evening filled with food, fun and friends, and we can't thank everyone enough for all of their contributions to a wonderful potluck event!

## **WORK PARTIES**

### **UPPER LOT**

At 9:00 a.m. on Sunday, members assembled at the upper lot with rakes, loppers and trash bags to start their morning projects. Veteran volunteers got an early start working down the trail to the dock raking pine needles and clearing fallen branches from the trail, addressing loose portions of the trail where necessary. The upper lot crew focused on the abundant new growth of brush that had been cut well-back during last year's work party and addressed defensible space all around the trailer parking area.

Thanks to regulars Mary Jane de Luchi, Andy Dick, the Gupta family – Sara, Prithwish, Shanti and Anona, Jonathon Gurish, Toran Moriyama-Gurish Debbie McCaffrey and granddaughter Emma – the boat trailer lot and trails are now in tip-top shape!

### **DOCK**

In the weeks preceding the July 2nd work party, Facilities Manager Kenny Rogers had replaced the rail on the south property line where the large pine was removed last fall. Also repaired were other areas of the rails along the locker dock.

Kenny then conducted a preliminary assessment of the damage to the long pier and created a comprehensive list of the materials necessary to make repairs to the dock usable for the interim. Kenny and Don Houghton purchased an order of large timbers, rebar and decking which were delivered to the Fallen Leaf Marina launch ramp where they were dropped into the water, then floated behind Les Bates' boat to our dock.

After having removed the decking and rotted timbers down to the waterline with help from our former FLLHOA caretaker and local realtor Eric Thaden, and local contractor and stone mason Ted Wendell, they proceeded with the work of replacing the large supporting timbers below the decking. After installing the timbers, they were then anchored into the cribs below by pounding lengths of rebar through them.

With the assistance of Sunday Work Party volunteers, the old water-logged timbers and decking were hauled by hand to burn piles on our dock trail.

It took many more hands to complete the task of sawing and screwing in some 30 feet of new decking.

While this repair is great, it does not address the portion of the dock that is still leaning outward; however this effort does mean that our long pier is now accessible this season.

We would like to thank all those who volunteered their time and labor on this important project;

Les Bates, Jim Brooks, Greg Bryan, Jeff Bryan, Stephanie Bryan, M J de Luchi, the Gemmill Family – Karen, Michael, Archer, Mason & Levi and their guests Dan and Terry Schaaf and son, Calvin, Don Houghton, Ian Houghton, John Kerins, Eric Thaden and Ted Wendell.

Thanks also to those who were not able to pitch in, but who provided support in other ways – Jim and Georgia Parise and Heidi Beech White donated cases of bottled water for the work party volunteers.

We appreciate all donations, whether it's water, snacks or contractor bags, but especially your time and labor; thanks to all!