

**THE TIMBERS CONDOMINIUMS OWNERS' ASSOCIATION, INC.**  
**BOARD OF DIRECTORS SPECIAL MEETING**  
**Telephonic**

**Thursday, April 30, 2020 – 11:00 A.M (MDT)**

**MINUTES**

**I. CALL TO ORDER AND ESTABLISH QUORUM**

Board President Gordon Bown called the meeting to order at 11:11 a.m. (MDT). A quorum was established with the following in attendance:

**Board Members:**

Gordon Bown	President
Earl Cluff	Vice President
Alma Ernst	Treasurer
Kelly Dick	Secretary
Mike TenEyck	Director
Bruce Lawrence	Advisor to the Board (non-voting)

**Management Company:**

Douglas L. Wilcox	<b>Trading Places International, LLC.</b> Senior Vice President of Resort Operations
Angie Illum	Resort General Manager
Luis Moran	Assistant VP of HOA Accounting

**Guest:**

Mike Fitzgerald	Fitzgerald & Associates - Auditor
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**II. WAIVER OF NOTICE OF MEETING**

All board members were present and agreed that the five-day advance notice of meeting was waived.

**III. APPROVAL OF AGENDA**

*Earl Cluff made a motion to approve the Agenda. Kelly Dick seconded the motion, and the motion passed unanimously.*

## IV. REPORTS

### A. Audited Financial Report

#### 1. 2019 Financial Audit

Mike Fitzgerald presented the September 30, 2019 draft financial audit. He described the audit process of examining all information requested from manager Trading Places. He was able to provide a clean opinion for the association for 2019. The largest issue was the clubhouse construction and getting it running. The total project totaled just under \$3 million over several years. He explained that it is rare for an association to be able to complete these types of projects.

Mr. Fitzgerald reported that the association had a very steady year financially. He reported the following:

- Assets Totaling: \$4,678,151
- Cash Totaling: \$1,676,350 (Operating and Reserve Funds)
- Liabilities increased by \$949,419 due to the clubhouse construction loan and the fact that more prepaid assessments were collected this period compared with the prior year.
- Equity of Association: \$2,782,745 (an increase of \$234,584)

*Mike TenEyck made a motion to approve the September 30, 2019 audited financial report completed by Fitzgerald and Associates, Inc. Kelly Dick seconded the motion and the motion passed unanimously.*

## V. NEW BUSINESS

### A. Drill Date Cancellation

*In order to maintain the best cash position to support the association during the next fiscal year, Mike TenEyck made a motion to postpone or defer proceeding with the May 2020 scheduled drilling of the well for supplying Timbers with its own water source based upon the uncertainties caused by the COVID-19 pandemic. Alma Ernst seconded the motion and the motion passed unanimously.*

The board agreed that the association should plan to move forward with the drilling at the earliest opportunity subject to the fiscal health of association.

The board requested that TPI management inform the board monthly of the fiscal status of the association to evaluate the ability the association might have to drill the wells.

## **B. PPP Loan Proceeds Use**

Angie Illum and Gordon Bown worked together to submit a Payroll Protection Loan through the SBA under the Federal CARE Act which is part of the COVID-19 emergency federal funding. The loan was submitted through Bank of Commerce in Rexburg, Idaho. This loan was funded in April 2020 in the amount of \$68,900 and is only usable for the replacement of payroll paid out to employees of the association and utilities.

It was necessary for both Gordon Bown and Angie Illum to personally commit to the execution of the loan application and they have requested that the association set aside this amount of funds until the SBA forgives the repayment requirement of this loan which is a promise of the PPP loan program. The board agreed that the request was prudent and would do so.

## **C. Plans for Reopening**

Ms. Illum reported that she had cancelled reservations through May 28<sup>th</sup> due to State of Idaho quarantine requirements and activity availability. Staff will be brought back May 5<sup>th</sup> in preparation for opening the resort three weeks later. They will work on getting the units ready for occupancy. Clubhouse repairs will also be accomplished. Wearing masks and social distancing will all be incorporated to protect employees.

Angie Illum has been the only employee on-site during the month of April. Employees will be called back to work on May 5<sup>th</sup>. If employees choose not to return, then they will have chosen to quit their jobs.

Employees were paid for a period of 30 days after they were furloughed in order to maintain them and their families and keep them available to return to work.

## **D. Governing Documents**

The board requested TPI to include in the next meeting agenda changing the governing documents to change the association's fiscal year to coincide with its' calendar year in the 2020 annual meeting.

## **VI. ADJOURN MEETING**

*A motion was made by Kelly Dick and seconded by Mike TenEyck to adjourn the board meeting at 1:00 p.m. (MDT). The motion passed unanimously.*

**Submitted By:**  
Trading Places International, Inc.

**Approved By:**  
The Timbers Condominiums Owners'  
Association, Inc.

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Douglas L. Wilcox  
Sr. VP of Resort Operations

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Kelly Dick  
Secretary