

Safehaven BOD Meeting Minutes **DRAFT**
Wednesday, June 21st, 2023 6:00 pm on Zoom

Call to Order: Meeting was called to order at 6:02 Dwight asked Lauri Bond to take minutes as Jon was absent from the meeting.

Board Member Present: Dwight Iverson, Larry Taylor, Laura Sarcone, and Lauri Bond.

Board Member Absent/Excused: George Guyver, Jon Jenson, Bill Opinsky

Non-Board Participants: Linda Williams, Colleen Tafs, Sandy Shoulders, Tom Atkinson, Maria Gregori, Helen Peters, Mark Welker, Darby Sullivan, Sharyl Wagner

Approval of Agenda: Larry asked that discussion of the roofing proposal for Day/Night be added to the Agenda under new business.

Laura made a Motion to Approve the Agenda.

Larry Seconded the Motion.

Motion Passed unanimously.

Email Votes: There were no Email votes/items to add.

Treasurer's Report: The May31st, 2023 financials were reviewed. Larry reported that he had been working with the municipality on the property tax situation. He reported that this year's taxes will be \$58,741.89 with each shareholders portion being \$2,143.83 before any exemptions. He is going to meet with Lauri so they can discuss with Northrim how to best protect the amount of cash in excess of the FDIC limits.

Presidents Report: Dwight welcomed the additional shareholders attending the meeting. He also thanked the various residents who have assisting around the complex with yard work, gutter cleaning, gardening, etc.

Facilities Committee Report: There was no report presented.

By-Laws Committee Report: Laura reviewed the items presented in her written report concerning the leasing of units and explained the process the board needed to undertake in order to proceed. She presented the resolution template which the board would be voting on.

Laura made a motion that the board accept the “Board Resolution Template to Approve Leasing of a Unit”

Larry Seconded the motion.

There was additional discussion concerning the template, its purpose, and how it related to the newly passed bylaws.

Motion Passed unanimously.

Laura then read the “**RESOLUTION OF THE BOARD OF DIRECTORS OF SAFEHAVEN, INC. TO APPROVE THE LEASING OF UNIT 20 Dated: the 21st day of June, 2023**”

and it was discussed with Mark Welker and Darby Sullivan

Lauri made a motion that the board accept the “**RESOLUTION OF THE BOARD OF DIRECTORS OF SAFEHAVEN, INC. TO APPROVE THE LEASING OF UNIT 20 Dated: the 21st day of June, 2023**”

Larry Seconded the motion.

Motion Passed unanimously.

Laura informed the board that the resolution would be circulated via docusign for the approving board members and the secretary to sign. Once signed a copy would be attached to the minutes as well as a copy given to Mark Welker.

Laura made a motion to have our attorney, Taylor Rounds review the lease for Unit 20 at the shareholder’s expense.

Lauri Seconded the motion.

It was decided the office of McCollum & Rounds, LLC would send the invoice to Snows. Snows will assess the fee to Unit 20s account. When Unit 20 pays their

account balance to Snows, Snows will pay the balance due to McCollum & Rounds, LLC

Motion Passed unanimously

Unit 5 did not have a tenant at this time so no action was needed.

Volunteer List: No report at this time

Facebook: It was decided that tenants leasing a unit from the shareholder could be included in the Facebook group.

Unfinished Business: Unit 36 Plumbing

Dwight explained the issue with the sewer in units 35 & 36 and what the plumbers needed to do to repair the pipes. They can start the work this Friday.

Larry made a motion to approve the replacement of the pipes under units 35 & 36

Lauri Seconded the motion

Motion Passed

New Business:

Larry made a motion that the board approve the \$89,600 needed for Daynight Roofing to do the scheduled rebuilding of the roof over units 15-18.

Laura Seconded the motion.

Motion Passed

There was discussion about the inspection of the roof over unit 40 as per the previous agreement with the shareholder. The board decided to ask Daynight Roofing to inspect the roof this summer. Snows will also be asked to set a reminder so that this is done annually

Next Regular Meeting: The next meeting is scheduled for July 19th, 2023 at 6:00 p.m. This meeting will be held via Zoom.

Adjournment: With no further business the meeting was adjourned at (8:00??)

Respectfully Submitted,
Lauri Bond

Safehaven Bylaws Committee

Report to the Board

June 21, 2023

Article IX Section 2. Leasing

Since the May meeting the board has received 2 requests for written approval to lease dwelling units to a third party, as required per (a)

Both Unit owners meet the personal occupancy requirement per (b)

Unit 20 has submitted a written lease for approval per (c). A lease from Unit 5 is pending @ this writing → per a 6/16/23 text exchange with Unit 5 owner, she no longer has a tenant available.

The board was confronted with undertaking an “approval” process which has yet to be articulated, organized, written down, and communicated to those interested shareholders. The board tasked the Bylaws Committee with proposing a process for board review and adoption.

The Bylaws Committee met on June 14, 2023 via zoom. Our spirited discussion ended with a general consensus that the board of Safehaven is not in the landlord business. The board has a legal, binding contract with the stockholder (Contract for Perpetual Occupancy) and the stockholder has a legal, binding contract with their lessee (lease agreement). Stockholders are responsible for themselves and their own legal contracts.

The bylaws committee recommends the board approve a shareholder’s ability to lease (i.e. “leasing”) based on meeting ownership and occupancy requirements, not a “lease” per se. Safehaven is not involved in a lease between a shareholder and another person i.e. “third party.”

The governance issue we face if we want to approve “leasing,” instead of a “lease,” is wording in the bylaws. The Bylaws Committee sought advice from counsel; Per Mr. Rounds’ suggestion, the bylaws committee plans to consider the following amendment to the bylaws at our next meeting on July 12, 2023:

(c) A lease or assignment of a stockholder’s right to occupy a dwelling unit shall be in writing, and such written lease or assignment shall be submitted to the board of directors for approval. The board of directors may require that the written lease or assignment include reasonable terms designed to protect the peaceful and quiet enjoyment of the Property by others.

The shorthand for this wording change is: “The lease has to be in writing and a copy has to be given to the board.” If agreed to in committee, this change will be part of the package of amendments the committee intends to present to the board at either the November or December meeting and then to the shareholders at the 2024 annual meeting.

However, that doesn’t solve the immediate-term problem facing the board: providing written approval for a stockholder to lease their unit, as required by (a). Again, legal counsel was sought. Mr. Rounds created a draft “Resolution of the Board of Directors of Safehaven, Inc. to Approve the Leasing of Unit ___” (NB: the original title was “...Approving the Lease of Unit ___” however the title was changed in committee). From a process perspective, in the opinion of the committee, changing the title to “leasing” and leaving other references to “the lease,” gets as close to committee intent as possible until the bylaws are amended in 2024.

The committee reviewed the draft Resolution document in detail. It contains the salient provisions from the bylaws and protects the interests of Safehaven.

The bylaws committee recommends the board approve the "Resolution of the Board of Directors of Safehaven Inc to Approve Leasing of Unit ___" form for use, and submits same as a motion for second, discussion, and vote at the June 21, 2023 meeting.

The bylaws committee intends to create an informational document for shareholders that will outline the steps to lease a unit. It will be presented to the board for review when it is complete.

Lease request for Unit 20

Unit 20 owner has submitted a lease to the board for approval. Review of a specific lease agreement is not in the purview of the bylaws committee.

I request this agenda item be taken up after the bylaw committee report and above vote. Anticipating an affirmative board vote to approve and adopt the resolution, I created a form specific to the Unit 20 lease that the board can take up and vote on at the meeting after talking to Mark and Darby.

In an effort to NOT create more forms, the mechanism the bylaws committee settled on to meet the requirement that the tenant has "...certified in writing that the Tenant has read and agrees to the Corporation's bylaws and rules concerning the use and occupancy of the Unit, and acknowledges that they may not sublet the Unit or any portion thereof;" is the Confidential Owner Information sheet. This will provide Snows with emergency contact and vehicle information for individuals actually residing on campus. It includes a signed attestation that the bylaws have been received, read, and agreed to.

Item D of the resolution states "All notices, documents, assessment invoices and/or other communications from the Corporation concerning the Unit will continue to be delivered to the mailing address of the Stockholder as it appears in the records of the Corporation." The committee agreed in principle that the board and Snows will continue to communicate exclusively with owners, including by email.

I will leave it to the board's discretion whether to invite tenants to join the Facebook group. My personal opinion is "yes" since I think the FB group has the potential to disseminate time-critical, useful information, like move your car for snowplowing, laundry room schedules, gardening projects etc.

Per (c) "...The board of directors may require that the written lease or assignment include reasonable terms designed to protect the peaceful and quiet enjoyment of the Property by others." Per (d) "The board of directors may charge the stockholder with any costs associated with the lease or assignment."

I will leave it to the board's discretion whether to request a legal review and charge the cost to Unit 20. A legal review would provide the board an additional degree of assurance that the "...the peaceful and quiet enjoyment of the Property by others" is protected by the lease provisions.

Respectfully submitted,

Laura Sarcone, chair
Unit 23

Sharyl Wagner
Unit 3

Lauri Bond
Unit 4

Sydney Scout (absent)
Unit 17

Colleen Tafs
Unit 27

Sandy Shoulders
Unit 30

Pam Snow (invited guest)
Snows Mangement

**RESOLUTION OF THE BOARD OF DIRECTORS
OF SAFEHAVEN, INC.
TO APPROVE THE LEASING OF UNIT [REDACTED]**

Dated: the [REDACTED] day of [REDACTED], 2023

The undersigned, being at least a majority of the members of the Board of Directors of SAFEHAVEN, INC. (the "**Corporation**"), do by signing their names below, consent to the actions hereinafter set forth, taken or to be taken by the Corporation, and do hereby direct the secretary to file this Resolution with the minutes of the Corporation.

WHEREAS, in accordance with Article IX, Sec. 2 of the Bylaws of the Corporation, no stockholder may lease or assign their right to occupy a dwelling unit to a third party without prior written approval from the Board of Directors;

WHEREAS, [Insert Stockholder Name] (hereinafter the "**Stockholder**"), as a stockholder and the unit owner of dwelling unit number [REDACTED] in Safehaven (hereinafter the "**Unit**"), desires to lease the Unit to [Insert Tenant Name] (hereinafter the "**Tenant**") for a term of [Insert Term of Lease], and has submitted a proposed lease agreement to the Board of Directors for approval (the "**Lease Agreement**");

WHEREAS, a [regular/special] meeting of the Board of Directors was held on [REDACTED], 2023 (hereinafter the "**Meeting**"), duly called by the Board of Directors, at which Meeting a quorum was present and acting throughout, during which the Board of Directors considered the Stockholder's proposed lease of the Unit;

WHEREAS, at the Meeting, the Tenant appeared before the Board of Directors and certified in writing that the Tenant has read and agrees to the Corporation's bylaws and rules concerning the use and occupancy of the Unit, and acknowledges that they may not sublet the Unit or any portion thereof;

WHEREAS, at the Meeting, the Board of Directors voted to approve the Stockholder's lease of the Unit, subject to the conditions set forth herein;

NOW THEREFORE, IT IS RESOLVED THAT:

- A. The lease of the Unit to the Tenant for a term of [Insert Term of Lease] and the Lease Agreement is hereby approved by the Board of Directors.
- B. The Stockholder is ultimately responsible for the maintenance and upkeep of the Unit, and for ensuring that the Tenant complies with the bylaws and rules of the Corporation.
- C. The Stockholder shall be responsible for any fines that may be levied against the Stockholder as a result of the actions or omissions of the Tenant.
- D. All notices, documents, assessment invoices and/or other communications from the Corporation concerning the Unit will continue to be delivered to the mailing address of the Stockholder as it appears in the records of the Corporation.
- E. The Stockholder shall obtain and maintain appropriate insurance coverage for property damage or personal injury caused by Tenant or otherwise arising from the lease of the Unit. Proof of such insurance shall be provided to the Board of Directors within 30 days of the board's written request.

- F. Approval of the Lease Agreement by the Board of Directors does not imply a review as to the adequacy or enforceability of the Lease Agreement, or for compliance with the laws and regulations of the State of Alaska or the Municipality of Anchorage.
- G. Furthermore, Approval of the Lease Agreement by the Board of Directors shall not give rise to any liability or responsibility by the Corporation or the Board of Directors for the enforcement of any provision of the Lease Agreement or any alleged breach of the Lease Agreement by either party.
- H. In the event of any conflict between the uses permitted under the Lease Agreement and the restrictions of the Corporation’s bylaws and rules concerning the use and occupancy of the Unit, the Corporation’s bylaws and rules shall control. No provision of the Lease Agreement shall be interpreted so as to obviate the requirement for the Tenant to comply with the Corporation’s bylaws and rules concerning the use and occupancy of the Unit.

DATED: as of _____, 2023.

BOARD OF DIRECTORS

By:

By:

By:

By:

By:

By:

By:

CERTIFICATE OF THE SECRETARY

The undersigned, Secretary of the Corporation does hereby attest and certify that the foregoing Resolution is a true, full and correct copy of a resolution duly adopted at a meeting of the Board of Directors of said Corporation which was duly convened and held on the date stated thereon, and that said document has not been amended, modified, repealed or rescinded since its date of adoption and is in full force and effect as of the date hereof.

By: