

**ASSOCIATION OF UNIT OWNERS OF WHISPERING WOODS  
CONDOMINIUM BOARD OF DIRECTORS ANNUAL MEETING MINUTES**

Wednesday, May 10, 2023

**I. CALL TO ORDER/ROLL CALL/INTRODUCTIONS**

Chairperson Jeff Pank called the Annual Meeting to order at 10:05 a.m. Pacific Time. Gloria Wells, Secretary, reported that a quorum was present to conduct the meeting, with 80.95% of the members present in person or by proxy. The following persons were in attendance:

Board of Directors:

Jeff Pank, Chairperson

Ben Sjodin, Treasurer

Gloria Wells, Secretary

Steve Ackley, Director

Judy White, Director

Absent:

Richard Walter, Board Advisor

VRI Americas (VRI) and Resort Management:

Joanne Hallert, Regional Director, Resort Operations/VRI

Pat Easterbrooks, General Manager

Robin Barrett, Director of Operations

**II. PROOF OF NOTICE OF MEETING OR WAIVER OF NOTICE**

Robin Barrett reported that the official meeting notice was mailed on April 19, 2023, 21 days prior to the meeting.

**III. APPROVAL OF MINUTES OF PREVIOUS MEETING**

A. May 11, 2022 – Annual Meeting Minutes

**MOTION:** Gloria Wells moved to approve the May 11, 2022 Annual Meeting Minutes as presented. Motion was seconded by Judy White and approved unanimously.

**IV. REPORTS OF OFFICERS**

A. Chairperson

The Chairperson's Report for the Annual Homeowner Meeting is as follows:

WELCOME

Welcome to Whispering Woods I's 42nd Annual Meeting. Thank you all for attending.

Recap of 2022

1. Whispering Woods I received the RCI Gold Crown award for 2023—the 33rd year in a row.

2. Between exterior and interior reserve expenditures, approximately \$25,000 was spent on interior work and \$118,000 on exterior work. Pat Easterbrooks, the General Manager, will go into detail on 2022 projects as well as what is planned for this year.
3. VRI completed their 27th year as the management company and was acquired by Capital Vacations in May 2022. After 18 years serving as Regional Director of Operations for VRI, many of those working with Whispering Woods, Grant Tuttle retired at the end of April 2023. Joanne Hallert, VRI Regional Director of Operations, has assumed Grant's responsibilities for Whispering Woods.
4. The Condominium Association (Exterior of 42 units) finished 2022 with revenue exceeding expenses by \$1,783, and the Co-Owner Association (Interior of 32 units) finished the year with revenue exceeding expenses by \$9,841. This will be discussed in more detail in the Financial Report.

#### OUR 2023 GOALS

1. Retain the RCI Gold Crown Resort designation for our 33rd year in a row.
2. Meet or exceed our revenue goals.
3. Finish another year in the black, managing the physical and financial resources wisely.
4. Convert up to three Co-Owner units to wholly owned units and sell them, with revenue benefiting the Association.
5. Continue treating the staff as valuable team members, providing a safe working environment and a place where people feel valued.
6. Maintain the Resort as a safe, comfortable, relaxing, drive-to destination for people who want to enjoy "The Nearby, Far Away Vacation Place."

#### ASSOCIATION – OWNED RESALES

The Association currently owns multiple timeshare interests and inventory is available for purchase. Please contact our General Manager, Pat Easterbrooks, if you have an interest or questions.

#### THANK YOU TO THE STAFF, TO VRI, TO OUR BOARD AND OUR OWNERS

We would not be able to maintain the high standards at Whispering Woods without our outstanding staff. They deserve our praise and gratitude for everything they do. Thanks, also, to our excellent Board members and our Management Company for their continued support and guidance as we look forward to the future.

Thanks to everyone who attended today and for your ongoing trust.

B. Treasurer

The following Financial Report is based on unaudited 2022 financial statements.

Condominium Association (Exterior of all 42 units)

- The Condominium Association finished 2022 with \$13,698 in operating cash (compared to \$31,279 last year), \$166,811 in reserves (compared to \$253,918 last year), and revenue exceeded expenses by \$1,783.
- Results of 2022 operations reduced the Operating Fund deficit balance from -\$2,389 (negative) to -\$606 (negative).

Co-Owner Association (Interior of 32 co-owner/timeshare units)

- The Co-Owner Association finished 2022 with \$695,623 in operating cash (compared with \$737,366 last year), \$507,447 in the Replacement Fund (compared with \$487,489 last year), and revenue exceeded expenses by \$13,792 before depreciation.
- At 2022 year-end, the Co-Owner Association had an accumulated Operating Fund balance of \$162,719.

Audited Financial Statements

The 2022 audited financial report should be finalized and available by June 2023, and a copy will be posted on the Resort website. The preliminary report made available to you for this meeting is also posted on the Owners page of the Resort website.

For those owners who wish to have a complete, printed copy of the Audit, please contact Pat Easterbrooks, the General Manager, and one will be sent to you at no cost.

**V. REPORTS OF COMMITTEES**

A. Joint Use Committee

This year's highlights include:

1. Clubhouse hours – We are currently open from 9 a.m. – 7 p.m. Sunday through Thursday, and 9 a.m. – 9 p.m. on Fridays and Saturdays.
2. Clubhouse Operations – The Clubhouse was open all year in 2022. Pool and hot tub use were back to “normal,” with access available for in-house guests as well as Owners on Day Use. Although the sauna remained closed in 2022, it reopened early in 2023 to very happy guests. The new playground swing set arrived in late 2022 and will be installed when the weather permits. If you are looking for a gift on your next visit, the gift shop is well stocked with a nice variety of items, including clothing items, hats, cards and notebooks, games, ornaments, magnets, a nice selection of Big Foot items, and a section dedicated entirely to gnomes. There's much more to see, so please take a look when you're in the neighborhood.  
There were no Clubhouse remodeling projects completed in 2022.

3. Financial Status – The December 31, 2022, un-audited, preliminary financial statement shows that Clubhouse expenses exceeded revenue by \$15,424 in 2022 (a loss), compared with a \$10,060 loss in 2021 before depreciation. The Clubhouse had an accumulated operating surplus of \$55,749 as of December 31, 2021. Final 2022 numbers will be available when the audit is completed later this year.
4. Usage in 2022 – We began tracking actual Clubhouse usage again in 2022 (post-COVID), but we started mid-year so there are not any full year numbers to report.
5. Day Use Policy Reminder – Day Use was available to all owners in 2022. The Day Use Policy limits Day Use to registered owners and their guests. Policy highlights include:
  - Owners must be current on their maintenance fees.
  - A Day Use Registration form must be completed and on file at the Clubhouse.
  - The maximum number of guests allowed for day use is limited to the maximum occupancy of the Owner’s unit.
  - A registered Owner must show I.D. and sign in before using the Clubhouse facility.

Please stop by the Front Desk on your next Day Use visit to be sure your Day Use Registration form is up to date. Thanks!

**B. Management**

Pat Easterbrooks, General Manager, provided a report on 2022 Operations:

Property Update – 2022

1. Replaced broken roof tile as needed and treated for moss.
2. Replaced the Torrey Pines (400-410) building roof.
3. Removed two large trees.
4. Replaced six sliding glass doors with broken window seals.
5. Completed a few other minor updates as needed.

Operations – 2022

1. Rental, Owner and Exchange Guest demand was higher in 2022 than in 2021, and we continued to experience the challenges of remaining fully staffed.
2. Regional, State and Federal wage trends continued to push wages higher in 2022, similar to what happened in 2021.

3. Supply chain restrictions eased in 2022, but prices for operating supplies continued their upward trend.
4. We were able to reopen the pool to all guests without using a reservations system, and to all owners who visited the resort on Day Use. The Fitness Room reopened without limitations, but the sauna remained closed through the end of the year. Thankfully, the sauna reopened in early 2023.
5. Demand for Owner, exchange and rental reservations was strong in 2022 and continues into 2023.
6. Exchange Options: RCI, II, Trading Places Exchange
7. Staff (years of service)
  - Robin – more than 29 years
  - Cyndy – more than 26 years
  - After 18 years, Mirella continued part-time as she started her own professional housekeeping business
  - Saul – 16 years
  - Rose – 15 years
  - Cec – retired in August 2022.
  - A total of 30 people who all serve a critical role. Every job is important.
  - This is my 34th year.

#### 2023 Plans

Property: Window and sliding glass door replacement in some units, exterior painting of two buildings, including Cypress Point (412-422) and St. Andrews (424-438), interior and exterior touch-up painting as needed. We were unable to complete the upgrade to the Wi-Fi system in 2022, so it is on the list for 2023 to meet higher demand and to create a more reliable system.

We are in the planning stages to begin updating the interiors of our units in 2024. The plan is to update about half of the units in 2024 and the rest in 2025.

Operations: The check-out time returned to 11:00 a.m. on May 16, 2022.

The Association's proposed Declaration Amendment to allow for the redesignation and sale of at least three Co-Owner units for use as "whole owner" condominiums, passed with more than the required 70% approval. We are now looking at potential units so we can begin contacting owners to see if they are willing to move.

#### Customer Service

As of April 2, 2023, WW I RCI Comment Card scores exceeded Gold Crown thresholds. Based on 2022 Comment Cards, Whispering Woods was awarded the RCI Gold Crown designation for 2023.

**VI. ELECTION OF DIRECTORS**

Pat Easterbrooks provided the election results, reporting that Gloria Wells ran unopposed and was elected by acclamation.

**VII. UNFINISHED BUSINESS**

Pat Easterbrooks reported that the Association’s Declaration Amendment passed with more than 70% owner approval. Once the Amendment has been recorded with the Clackamas County Clerk, the Association will begin contacting owners to discuss the possibility of moving their ownership interests so the Association can convert Co – Ownership condominiums to wholly owned condos and sell them to benefit the entire Association.

**VIII. NEW BUSINESS**

A. Open Forum

The floor was opened for general discussion and owner questions. Discussion included financial statements, investments, the recent Declaration Amendment and Co-Ownership consolidation, vacation exchange, and Shell Vacations Club.

**IX. ADJOURNMENT**

There being no further business before the Board, Gloria Wells moved to adjourn the meeting. Motion was seconded by Ben Sjodin, approved unanimously, and the meeting adjourned at 11:01 a.m.

Respectfully submitted,

Pat Easterbrooks  
General Manager

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Gloria Wells, Secretary

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Date