

LAKE LIMERICK COUNTRY CLUB, INC.
E. 790 ST. ANDREWS DRIVE
SHELTON, WA 98584
(206) 426-3581
FAX (206) 426-8922

BOARD OF TRUSTEES
MINUTES OF
JANUARY 21, 1995

LAKE LIMERICK COUNTRY CLUB, INC.
BOARD OF TRUSTEES
JANUARY 21, 1995

The meeting was called to order by President Betty Malloy Braget at 9:00 a.m. Trustees attending: Ted Mason, Clyde Combes, Talitha Waldron, John Hocker, Martha Fairbanks, Dan Robinson, Shirley Reichner, and Randy Hominda. Tr. Helen Henning, and Tr. Bob Johnson were excused.

ROLL CALL: Martha Fairbanks

APPROVAL OF MINUTES:

Motion made by Tr. Dan Robinson, seconded by Tr. Ted Mason and carried by the board as follows:

To approve the minutes of December 17, 1994 as presented.

Motion made by Tr. John Hocker, seconded by Tr. Dan Robinson and carried by the board as follows:

To approve the special board of trustees minutes of December 28, 1994 as presented.

FINANCIAL REPORT:

Treasurer John Hocker submitted the Financial Condensed Report he had prepared. Each department was reviewed by John. The Dam/Valve report was presented to the board which detailed the contracts and costs incurred through December 1994.

Motion made by Tr. Clyde Combes, seconded by Tr. Ted Mason and carried by the board as follows:

To approve the December 1994 financial reports as presented.

ITEMS FROM THE CONSENT AGENDA:

Consent Agenda Item 1. Financial Advisory Committee -
Recommendations

Chair-person Dick Sirokman handed out the financial committee recommendations for financing the Dam/valve replacement project and the Irrigation Pump Cost:

1. 3 year assessment or
2. dues increase which would necessitate a By-laws change.

Treasurer John Hocker thanked Dick for his committee's presentation.

There was a lengthy discussion by the board and the members present.

Tr. John Hocker excused himself from the meeting.

A special board of trustees and financial advisory committee meeting is scheduled for January 27, 1995 to decide on a method of financing the projects. (The alternate date would be Jan 26, 1995)

Note: The Pro and Con statements for the assessments/or dues for the newsletter will be addressed at the next meeting.

Consent Agenda Item 2. Green's Committee - Pro Shop Paving. Esther Springer said some of the black top area was reduced in their committee meeting. Further action will be deferred to the next meeting.

Consent Agenda Item 3. Inn Committee - Dart Boards. Dixie Scherting had called several places for dart board prices. The best was Star 2000 for \$2,395.00 each. Since the dart board income averages out to \$100.00/week the 2 dart boards could be paid for in one year. President Malloy-Braget asked Dixie for three quotes for refurbishing the existing dart boards, since new boards are not in the capital budget. Following further discussion:

Motion was made by Tr. Ted Mason, seconded by Tr. Shirley Reichner and carried by the board as follows:

To approve the 50/50 lease with the Dart Board Company for 2 dart boards, and provide the option to terminate the contract at any time.

Consent Agenda Item 4. Inn Committee - Rug-Waitress Station. Dixie Scherting discussed the recommendation by the Inn Committee to install tile to replace the carpet at the waitress station. Tr. Dan Robinson suggested the Inn committee obtain a bid from Viking Floor covering.

Consent Agenda Item 5. Inn Committee - Appointment of Dale Darling. Dale Darling was appointed as the Restaurant and Lounge Manager 12/28/94 by the Executive Committee.

Consent Agenda Item 6. Lake/Dam - Dam/Valve and Tube Refurbishment Completion. Tr. Dan Robinson said the Dam/Valve project is complete, except for the M&O manual. A number of people need to be familiar with the controls. We are holding the balance of the contract payment for a Certificate of Insurance from the Contractor and the Lien Waivers. The final 5% will be paid after DOE reviews and approves of the work.

Consent Agenda Item 7. Lake/Dam - Washington State Grant Status. Tr. Dan Robinson updated the status of the Washington State Aquatic Weed Grant which is in the hands of the state and county. Tuesday the County Commissioners will sign the advance on the grant.

Motion made by Tr. Clyde Combes, seconded by Tr. Tillie Waldron and carried by the board as follows:

The Board accepts the Aquatic Weed Grant acquisition and alternative studies, to put Water Environmental Services on contract (not to exceed \$10,000.00 unless given prior approval), and to allocate matching funds of a maximum of \$25,000.00 for 1995.

Consent Agenda Item 8. Lake/Dam - Member's loss of lake privileges.

Motion made by Tr. Clyde Combes, seconded by Tr. Ted Mason and carried by the board as follows:

The Board accepts the recommendation of the Lake Dam Committee restricting a member and his boat from lake use for two boating seasons.

If infractions continue or the member ignores the letter from the Lake/Dam Committee, the committee will investigate alternative actions.

Consent Agenda Item 10. Architectural Committee - Member requesting time extensions.
Chair-person Ted Mason brought the request for a time extension to the board.

Motion made by Tr. Ted Mason, seconded by Tr. Dan Robinson and carried by the board as follows:

The board accepts the recommendation of the Architectural Committee to allow a variance, Div 3/lot 302, for leaving the fifth wheeler on the lot through April 15, 1995.

Consent Agenda Item 11. Architectural Committee - Member non-compliance warning & recommended penalty
Chair-person Ted Mason brought up the issue of R.V. removals.

Motion made by Tr. Ted Mason, seconded by Tr. Dan Robinson and carried by the board as follows:

The board accepts the recommendation of the Architectural Committee: upon confirmation of receipt of a letter of non compliance, a fee of \$250.00 will be assessed along with an additional fee of \$3.00 per day until the condition is resolved.

The general membership will be notified of the fees before they are imposed by the Architectural Committee.

Break 11:45 a.m. to 12:00 noon

Consent Agenda Item 9. Youth Committee - Report

Chair-person Tillie Waldron reported on the success of the Christmas party. They are planning a teenage dance in May. The Teenage pageant may include young men this year. If there are any teens interested in participating in the pageant please call Walley Barker.

The basketball hoops have been purchased and installation soon at the parks will continue.

Randy Hominda has been working on the Log Toy Beach equipment. Logs for the parks will be donated or provided by thinnings from the green belts.

EXECUTIVE COMMITTEE:

A pole by telephone of the Trustees was taken to allow another person to be hired half time for Accounts/Receivable to assist Sheila and/or Suz to be freed up for other work.

OLD BUSINESS:

A. Postponement of Fiscal Year proposed Change. September 1994 was not a profit month and the IRS won't let you change the fiscal year on a loss month. LLCC will still pursue a fiscal year change on 8/31/95.

B. Pro Shop Make Up Air. The work is completed but it is still chilly for employees behind the counter when it is very cold. The blower is not turned on when it's that cool, and this provided a reasonable compromise. No further action is contemplated.

The Directors & Officers insurance was purchased from Associated Agency for a premium of \$2,200.00/year.

NEW BUSINESS:

A. Appoint Committee on By-Law recommended changes.
This is not necessary at this time.

COMMENTS FROM MEMBERS: None

CORRESPONDENCE: None

ANNOUNCEMENTS:

Sweetheart/Valentine Dance & Dinner	2/11/95
Candidates Night	4/21/95
Annual meeting 2:00 p.m.	4/22/95
Candidates Coffee Hour 12/30/1:30 p.m.	4/22/95
Magpie Bake Sale	4/22/95

Candidates Night: a member asked if there will be a question and answer period following candidate's presentations. This decision will be made by the nominating committee.

RECESS TO EXECUTIVE SESSION OF BOARD OF TRUSTEES -12:30 p.m.:

MATTERS DISCUSSED:

RECONVENE:

LAKE LIMERICK COUNTRY CLUB, INC.
E 790 ST ANDREWS DR
SHELTON WA 98584
(206) 426-3581
FAX: (206) 426-8922

January 27, 1995

John Bishop
Box 5060
West Hills Station
Bremerton WA 98312

Subject: Reid Property Development


Reference: Frank Family Foundation letter dated January 16, 1995

In regard to your recent visit to Lake Limerick in the company of Paul Reid to discuss the reference letter, I believe it appropriate to restate certain concerns and requirements that will govern Lake Limerick's current and future involvement and decisions regarding the subject development.

Any proposal involving or leading to potential commitments by this community must first be presented to the Board of Trustees. Upon approval by that body for further consideration, a presentation to the Community Membership would be required, with a majority of the voting members required to proceed with the commitment.

I certainly do not intend the stating of the Community requirements to discourage further communications, but believe it important that we have a clear understanding of the avenue we must follow to effectively explore the development of a comprehensive plan.

Sincerely,



Elizabeth J. Malloy-Braget
President
LAKE LIMERICK COUNTRY CLUB, INC.

cc: Board of Trustees
Executive Committee

LAKE LIMERICK COUNTRY CLUB, INC.
E 790 ST ANDREWS DR
SHELTON WA 98584
(206) 426-3581
FAX: (206) 426-8922

January 26, 1995

Carolyn Soehnlein
E 960 St Andrews Dr
Shelton WA 98584

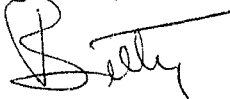
Subject: Lake/Dam Committee's contribution to LLCC for the purchase of an additional deep fryer in the kitchen.

Dear Carolyn:

Some months ago the Lake/Dam Committee offered to contribute \$500.00 towards the purchase of an additional deep fryer for the kitchen. Several chefs/cooks have began researching this project (Mark, Tara, Robert) and now Esther has become involved. We believe we have located a deep fryer that would be very suitable for our needs.

My question is, is this offer still open, if it is we would be very grateful indeed and if not, we appreciate your original offer and apologize for our tardiness in responding.

Best regards,



Elizabeth J. Malloy-Braget
President
LAKE LIMERICK COUNTRY CLUB, INC.

cc: Esther Richards
Executive Committee
Board of Trustees
Dixie Scherting
Bergie Berglund

M E M O

DATE..... January 3, 1995
TO.....Board of Trustees
FROM.....Martha Fairbanks
SUBJECT.....Absence from Lake Limerick

Dear Members,

Please be informed that I, Martha Fairbanks, will be on vacation from February 3, 1995 until March 12, 1995.



Martha Fairbanks
Secretary, Board of Trustees

note of Meeting

1-25-95

Board of Trustees
1994 to 1995

<u>Office</u>	<u>Address</u>	<u>Phone</u>	<u>Term</u>
Clyde Combes <i>mailed</i>	Board E 331 St Andrews Dr Shelton WA 98584	Home:426-3250 Bus:	1995
Martha Fairbanks <i>game</i>	Board E 2590 St Andrews Dr Shelton WA 98584	Home:426-2146 Bus:	1995
Helen Henning <i>mailed</i>	Board E. 470 Dartmoore Drive Shelton WA 98584	Home:426-5745 Bus:	1997
John Hocker <i>mailed</i>	Treasurer E. 350 St. Andrews Dr Shelton WA 98584	Home:426-2225 Bus:	1996
Randy Hominda <i>Called + Mailed</i>	Board 1911 290 E Roy WA 98584	Home: Bus: 474-7656	1995
Robert Johnson <i>mailed</i>	Board E 521 St Andrews Drive Shelton WA 98584	Home:427-1789 Bus:	1996
Betty Malloy Braget <i>game</i>	President E. 1121 St. Andrews Dr Shelton WA 98584	Home:427-7422 Bus:	1997
Ted Mason <i>mailed</i>	Board/Architecture E 60 Errigal Place Shelton WA 98584	Home:426-1316 Bus:	1995
Orley Schner <i>mailed</i>	Secretary/Bingo E 511 Aycliffe Dr Shelton WA 98584	Home:426-1001 Bus: 426-4677	1997
Dan Robinson <i>mailed</i>	Vice-Pres/Maint. E. 721 Ballantrae Dr Shelton WA 98584	Home:426-7908 Bus:	1997
Talitha Waldron <i>mailed</i>	Board/Youth Parks E. 420 Olde Lyme Rd Shelton WA 98584	Home:426-9033 Bus:	1996



**Board of
Trustees &
Financial
Advisory**

Meeting

Date: Jan. 27

Time: 6:00 pm

**FINANCIAL COMMITTEE RECOMMENDATION
JANUARY 21, 1995**

The Financial Committee recommends the following to the Board of Directors:

A. Consideration be given to a 3 year assessment to pay for the dam valve installation and replacement of the irrigation pump.

B. Further, a preferred alternative of a dues increase should be pursued.

COST OF PROJECTS

Dam Valve Cost	\$130,000.00
Irrigation Pump Cost	<u>\$50,000.00</u>
Total Costs	\$180,000.00

In order to satisfy loans, interest, and taxes. The following example is submitted:

3 YEAR ASSESSMENT

Assume 1,375 Lots

September 1995 \$65.00 / Lot Assessment = \$89,375.00

Principal on Valve & Pump	\$60,000.00
Bank Interest	\$15,375.00
IRS	<u>\$14,000.00</u>
Total	\$89,375.00

September 1996 \$60.00/Lot Assessment = \$82,500.00

Principal on Valve & Pump	\$60,000.00
Bank Interest	\$10,500.00
IRS	<u>\$12,000.00</u>
Total	\$82,500.00

September 1997 \$55.00/Lot Assessment = \$75,625.00

Principal on Valve & Pump	\$60,000.00
Bank Interest	\$ 5,625.00
IRS	<u>\$10,000.00</u>
Total	\$75,625.00

3 Year Total 1995-1997 \$180.00/Lot Assessment = \$247,500.00

Principal on Valve & Pump	\$180,000.00
Bank Interest	\$31,500.00
IRS	<u>\$36,000.00</u>
Total	\$247,500.00

DUES INCREASE

A. Current By-Law reads:

Article VIII, Section 3. Dues. Each individual member with an ownership interest in one or more lots shall pay dues of \$15.00 per year, regardless of the number of lots owned. Each individual participant, including owners, members and all other participants in a corporate, partnership, association or other form of ownership who uses any such owned facility, except lawful use as a member of the general public, shall be considered an individual membership for purposes of this section.

B. An amendment to the By-Laws can be submitted at any annual or special meeting, provided written notice of the proposed amendment is given with the notice of the call of the meeting as dictated in Article IX, Section 1, and Article V, Sections 3 and 4.

Example:

C. Proposal to increase dues by \$20.00 or \$30.00 the first year and an additional \$5.00 increase each year thereafter until such time as the capital improvements have been completed and all lot assessments have been eliminated. An example of how a dues increase could pay for the dam valve and irrigation pump if the By-Laws were to be changed.

DUES INCREASE PROPOSAL

Assume 2,050 Members

Present Dues	\$15.00/member	Dues =	\$30,750.00
Increase of Dues by	\$20.00/member first year:	+	<u>\$41,000.00</u>
Total Dues	\$35.00/member first year:	=	\$71,750.00

Each year after the first year, increase dues \$5.00/year.

<u>September 1995</u>	<u>\$35.00/Member</u>	<u>Dues = \$71,750.00</u>
Maintenance		Capital Improvements
\$30,750.00 (\$15.00/Member)		\$41,000.00 (\$20/Member)
Principal on Valve & Pump		\$20,000.00
Bank Interest		\$15,000.00
IRS		<u>\$ 6,000.00</u>
Total		\$41,000.00

<u>September 1996</u>	<u>\$40.00/Member</u>	<u>Dues = \$82,000.00</u>
Maintenance		Capital Improvements
\$30,750.00 (\$15.00/Member)		\$51,250.00 (\$25/Member)
Principal on Valve & Pump		\$28,750.00
Bank Interest		\$14,500.00
IRS		<u>\$ 8,000.00</u>
Total		\$51,250.00

<u>September 1997</u>	<u>\$45.00/Member</u>	<u>Dues = \$92,250.00</u>
Maintenance		Capital Improvements
\$30,750.00 (\$15.00/Member)		\$61,500.00 (\$30/Member)
Principal on Valve & Pump		\$39,000.00
Bank Interest		\$12,000.00
IRS		<u>\$10,500.00</u>
Total		\$61,500.00

<u>September 1998</u>	<u>\$50.00/Member</u>	<u>Dues = \$102,500.00</u>
Maintenance		Capital Improvements
\$41,000.00 (\$20.00/Member)		\$61,500.00 (\$30/Member)
Principal on Valve & Pump		\$39,000.00
Bank Interest		\$12,000.00
IRS		<u>\$10,500.00</u>
Total		\$61,500.00

<u>September 1999</u>	<u>\$55.00/Member</u>	<u>Dues = \$112,750.00</u>
Maintenance		Capital Improvements
\$41,000.00 (\$20.00/Member)		\$71,750.00 (\$35/Member)
Principal on Valve & Pump		\$54,350.00
Bank Interest		\$ 4,500.00
IRS		<u>\$12,900.00</u>
Total		\$71,750.00

<u>Sept 1994 to Sept 1999</u>	<u>Capital Improvement Dues =</u>	<u>\$287,000.00</u>
\$150.00/Member	<u>Additional Dues</u>	

Principal on Valve & Pump	\$181,100.00
Bank Interest	\$58,000.00
IRS	<u>\$47,900.00</u>
Total	\$287,000.00

3 Year Assessment

	1 Lot		2 Lots	
	<u>Single</u>	<u>Couple</u>	<u>Single</u>	<u>Couple</u>
9/95	\$65.00	\$65.00	\$130.00	\$130.00
9/96	\$60.00	\$60.00	\$120.00	\$120.00
9/97	<u>\$55.00</u>	<u>\$55.00</u>	<u>\$110.00</u>	<u>\$110.00</u>
Cost/Lot Total:	\$180.00	\$180.00	\$360.00	\$360.00

Dues Increase

	<u>Single</u>	<u>Couple</u>
9/95	\$20.00	\$40.00
9/96	\$25.00	\$50.00
9/97	\$30.00	\$60.00
9/98	\$35.00	\$70.00
9/99	<u>\$40.00</u>	<u>\$80.00</u>
Cost/Member Total:	\$150.00	\$300.00

AGENDA
BOARD OF TRUSTEES - L.L.C.C.
JANUARY 21, 1994 9:00 A.M.

1. ROLL CALL Martha Fairbanks
2. APPROVAL OF MINUTES December 17, 1994
Special BOT Meeting December 28, 1994
3. FINANCIAL REPORT John Hocker
4. CONSENT AGENDA: (Committees)
 - ARCHITECTURAL COMMITTEE
 - BINGO/GAMING
 - COMMUNITY SUPPORT
 - ELECTION COMMITTEE
 - FINANCIAL ADVISORY
 - GREENS COMMITTEE
 - INN COMMITTEE
 - LAKE - DAM COMMITTEE
 - LONG RANGE PLANNING COMMITTEE
 - MAINTENANCE COMMITTEE
 - NOMINATING COMMITTEE
 - SECURITY COMMITTEE
 - WATER COMMITTEE
 - YOUTH (LLCC PARKS)

(Reminder: Non-smoking meeting, we will break every hour)

ITEMS FROM CONSENT AGENDA:

1. Financial Advisory Comm.: Financing for Dam/Valve Replacement and Tube refurbishment and possible By-Laws change. Speaker Dick Sirokman
- Greens Committee: Pro Shop Paving Kirk Osborne
3. Inn Committee: Dart Boards Dixie Scherting
4. Inn Committee: Rug - Waitress Station Dixie Scherting
5. Inn Committee: Appointment of Dale Darling as Rest. & Lounge Manager (12/28/94 Ex. Comm.)
6. Lake/Dam: Dam Valve & Tube Refurbishment Completion
7. Lake/Dam: Wa. State Grant Status
8. Lake/Dam: Members loss of Lake privileges - DWI
9. Youth Committee: Report by Tillie Waldron
10. Architectural Committee: Member requesting time-extension for removal of 5th wheeler.
11. Architectural Committee: Member - Non-compliance warning & recommended penalty.

5. EXECUTIVE COMMITTEE:

- A. 12/28/94 meeting
 1. Inn Shortages
 2. Fin. Advisory Committee meeting (12/30/94)
 3. Wa. St. Liquor Board Rules
 4. Closed session
Employee's Wages & O.T. & employee letter
- B. 1/14/95 meeting
 1. Directors & Officers Insurance
 2. Preliminary draft of Personnel Policies
 3. WA. St. Liquor laws Review
 4. Lake/Dam, WA St. Grant Recommendations to BOT
 5. Preliminary Draft of Exec. Comm. Rules
 6. Possible By-Laws Change to BOT
 7. Recommendation of "Lake Violator" & DWI
 8. Nevin's Complaint to BOT
 9. Pro Shop Paving/BOT Resolve
 10. Financial Investing to Receive Maximum Return
 11. Responsibility of Chair-person to make comprehensive presentation to BOT

12. Closed session

Member Conduct & Employee Correspondence

C.

6. OLD BUSINESS:

- A. Postponement of Fiscal year Proposed Change - 8/31/95 to 9/30/95
- B. Pro Shop Makeup Air
- C.
- D.
- E.

7. NEW BUSINESS:

- A. Appoint Committee on By-Law, recommended changes.
- B.
- C.

8. COMMENTS FROM MEMBERSHIP:

9. CORRESPONDENCE:

10. ANNOUNCEMENTS:
- | | |
|--|---------|
| Sweetheart's/Valentine Dance & Dinner | 2/11/95 |
| Candidates Night | 4/21/95 |
| Annual meeting 2:00 p.m. | 4/22/95 |
| Candidates Coffee hour 12:30/1:30 p.m. | 4/22/95 |
| Magpie Bake Sale | 4/22/95 |

11. ADJOURN:

C2: Betty
12/17/94
[Signature]

Limerick
[Signature]

HEUSTON, SETTLE & JOHNSON

ATTORNEYS AT LAW
ANGLE BUILDING
P.O. BOX 1400
SHELTON, WASHINGTON 98584

[Handwritten initials]

FRANKLIN HEUSTON
BENJAMIN H. SETTLE
ROBERT W. JOHNSON

TELEPHONE
(206) 426-9728
FAX (206) 426-1902

2 December 1994

Mr. John Hocker
Treasurer
Lake Limerick Country Club
E. 790 St. Andrews Drive
Shelton, WA 98584

Re: Assessments by Board of Trustees.

Dear Mr. Hocker:

You requested our opinion as to the methods available to the Board of Trustees of Lake Limerick Country Club, Inc. (LLCC) to finance the dam repairs currently under construction. The specific question presented was whether a vote of the membership was required to impose a special assessment necessary for the repair, replacement or protection of an existing improvement. We answer the question in the affirmative.

The authority of the Board of Trustees of LLCC to impose assessments stems from Article VIII of the bylaws. Section 1 provides for the annual assessment. The board is required to impose an annual assessment to be used for maintaining the corporation's current real and personal property. Additionally, the board is authorized by Section 1 to use funds generated from the annual assessment for new projects or expansion of existing projects not exceeding five thousand dollars. The annual assessment is limited in amount to \$210.00 for fiscal 1994.

The only other type of assessment authorized by the bylaws is a Special Assessment under Section 2. Special assessments are assessments over and above the \$210.00 annual assessments. Where such an assessment exceeds \$5,000.00, a vote of the membership of the corporation is required. There is no provision that would allow the Board to make an assessment above the limited annual amount to fund an emergency repair which exceeded the \$5,000.00 cap without a vote of the membership.

LLCC has two options to repay the financing for the dam repair; 1) allocate a portion of the \$210.00 annual assessment for debt service on a loan, or 2) have the membership vote on a special assessment.

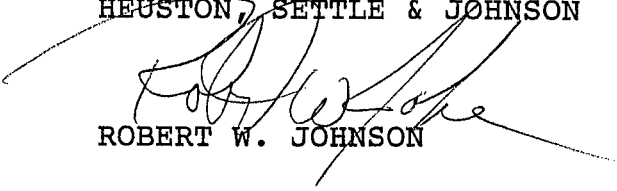
Since there is some indication that the board may not have always strictly followed the bylaws correctly, there may be an

argument that the membership has ratified an implied power to make special assessments for required maintenance. Since the members are required to maintain the corporation's improvements, a court may uphold such an interpretation. We believe that the chances of such an argument being successful are remote at best.

At your request I have enclosed a draft of language which could be added as an amendment to the bylaws which would address this problem. The language is designed to create a new category for assessments for unanticipated repairs under emergency circumstances. This assessment could be utilized by the board where the annual assessment was insufficient to maintain corporate property. Please call if you desire additional information.

Sincerely yours,

HEUSTON, SETTLE & JOHNSON



ROBERT W. JOHNSON

RWJ:fh

DWT

AMENDMENT TO ARTICLE VIII

Section 2. Special Assessments. Assessments for the purpose of providing funds for the purchase or other acquisition, development, construction, building, expansion or improvement of existing or new real or personal property of the corporation; ~~or for significant, unanticipated expenses for purposes set forth in Section 1 above;~~ except for purposes of water supply as set forth in Article I, Section 9 of the Articles of Incorporation; in amounts exceeding five thousand dollars shall only be imposed by vote of the members of the corporation. . . .

Section 2a. Emergency Assessments. The Board of Trustees may impose by unanimous vote, and the members of the corporation and the lots or tracts of land in which they hold an interest shall be responsible and pay, an emergency assessment required for significant, unanticipated expenses for the maintenance, repair, replacement and/or protection of existing real and personal property of the corporation for which the assessment authorized under Section 1 above is insufficient.

LAKE LIMERICK COUNTRY CLUB, INC.
E 790 ST ANDREWS DR
SHELTON WA 98584
(206) 426-3581
FAX: (206) 426-8922

January 19, 1995

Frank Family Foundation
1227 West Harvard
Shelton WA 98584

Attention: Lauri McClanahan
Secretary/Treasurer Frank Family Foundation

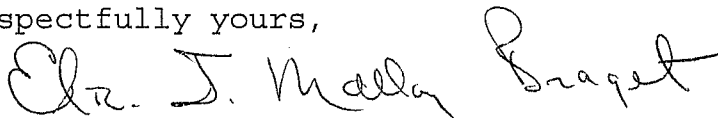
Dear Ms. McClanahan:

Lake Limerick Country Club has had an informal arrangement with Kenny Frank to monitor the sediment pond at Cranberry Lake where the lake flows into Cranberry Creek.

With the formation of the Frank Family Foundation we are uncertain of our authority to enter the property for monitoring the sediment pond and weed and brush removal that we have done in the past.

Would you please advise us on this issue?

Respectfully yours,



Elizabeth J. Malloy-Braget
President
LAKE LIMERICK COUNTRY CLUB, INC.

cc: Executive Committee
Carolyn Soehnlein

**Dam Drain Valve & Pipeline Repair Expenses/Contracts
Valve Failed: 4/2/94**

Total Contracts/Purchases
Disbursements(Payments) to Date:

\$130,748.92
*\$86,922.52
*** \$41,826.40

*\$86,922.52 Project disbursements to date.
**\$68,551.90 Paid from Key Bank loan monies.
\$18,370.62 Monies paid out of L.L. working capital.

\$95,000.00 Key Bank line of credit for project.
**\$68,551.90 Loan monies spent.
***\$26,448.10 Balance of Loan, Un-expended.

***\$41,826.40 Un-paid project contract/purchases.
***\$26,448.10 Loan monies available
\$15,378.30 Minimum amount of monies which will have to be paid out
of L.L. working capital.

Known cost items yet to be charged.

1. Performance Bond, Kimbel
2. Bank Loan Interest (depends on time)

Bank Loan Expenditures, Itemized:

\$2,000.00 Ken Martig,	Ref. Paragraph 4
\$20.30 Bank Service Charges,	Ref. Paragraph 5
\$46,381.73 Kimbel Contract,	Ref. Paragraph 6
\$5,254.73 Reliable Steel,	Ref. Paragraph 7
\$11,103.14 Maskell-Robbins,	Ref. Paragraph 7
\$3,591.00 Atkinson-Millar,	Ref. Paragraph 8
<u>\$200.00</u> Atkinson-Millar,	Ref. Paragraph 8
***\$68,551.90	

**Master List for Dam Drain Valve & Pipeline Repair Expenses/Contracts
For Year 1994-1995
Valve Failed: 4/2/94**

As of December 1994

Check Number	Date	To/From Whom	Disbursement/Contract/Purchases		Memo	Paragraph/Category
			Amount	Amount		
1 - Emergency Period 4/2/94 Stop Leak						
4/6to5/12	4/6to5/12	Salaries & Wages	\$1,137.83	\$1,137.83	Salaries April & May 1994	1 - Emergency Period 4
4/6to5/12	4/6to5/12	Emp. Benefits	\$0.94	\$0.94	Emp. Benefits April & May 1994	1 - Emergency Period 4
4/6to5/12	4/6to5/12	Payroll Taxes	\$146.39	\$146.39	Payroll Taxes April & May 1994	1 - Emergency Period 4
4/11/94	1035	Bob Kimbel Inc.	\$2,859.93	\$2,859.93	Labor/Equipment Valve Fail	1 - Emergency Period 4
4/11/94	1036	Hoodsport Dive Center	\$3,665.20	\$3,665.20	Divers at valve fail	1 - Emergency Period 4
4/11/94	1034	Westport Steel Supply	\$205.59	\$205.59	MS Plate/RD valve fail	1 - Emergency Period 4
4/12/94	13001	Valley Rentals	\$113.30	\$113.30	Rent 6" pump valve	1 - Emergency Period 4
4/18/94	13010	Miles Sand & Gravel	\$155.23	\$155.23	Ecology Blocks	1 - Emergency Period 4
4/26/94	13034	J. Main Divers (2)	\$600.00	\$600.00	Divers (2) at valve fail	1 - Emergency Period 4
5/10/94	13102	Hoodsport Dive Center	\$215.60	\$215.60	Divers took photos	1 - Emergency Period 4
5/10/94	13100	Lew Rents	\$59.88	\$59.88	Rent 2" pump (4/12/94)	1 - Emergency Period 4
5/10/94	13101	Lew Rents	\$32.92	\$32.92	Rent 3" pump (4/11/94)	1 - Emergency Period 4
5/10/94	13103	Berner Welding	\$172.64	\$172.64	Plug for 36" pipe (4/3/94)	1 - Emergency Period 4
5/10/94	13073	Lumbermen's	\$98.02	\$98.02	Chains	1 - Emergency Period 4
5/10/94	13092	South Mason Auto Parts	\$32.87	\$32.87	Hoist	1 - Emergency Period 4
6/14/94	13228	J. Soehnlein	\$22.53	\$22.53	Valve fail plug	1 - Emergency Period 4
8/22/94	1063	Hoodsport Dive Center	\$1,751.75	\$1,751.75	Diver prep old valve	1 - Emergency Period 4
		Subtotal =	\$11,270.62	\$11,270.62		
2 - Information Gathered, Engineering Design						
6/3/94	1044	Martig Eng Phase I	\$1,000.00	\$5,000.00	Engineer Phase I AFP #1	2 - Information Gather
11/2/94	1068	Martig Eng Phase I	\$4,000.00		Engineer Phase I AFP #2 Final	2 - Information Gather
		Subtotal =	\$5,000.00	\$5,000.00		
3 - Permits/Engineering Design Submittal						
7/20/94	1056	Mason County Planning	\$100.00	\$100.00	SEPA Processing	3 - Permits/Engineerin
7/20/94	1057	Mason County Planning	\$25.00	\$25.00	Permit Exemption from Sub. Dev	3 - Permits/Engineerin
7/20/94	1058	DOE Dam Safety	\$500.00	\$500.00	Construction Permit	3 - Permits/Engineerin
		Subtotal =	\$625.00	\$625.00		
4 - Final Engineering Period & \$ Advancement						
11/2/94	1069	Martig Eng Phase II	\$1,000.00	\$5,000.00	Engineer Phase II AFP #1	4 - Final Engineering
1/5/95	1002	Martig Eng Phase II	\$2,000.00		Engineer Phase II AFP #2	4 - Final Engineering
		Subtotal =	\$3,000.00	\$5,000.00		
5 - Bank Financing Arrangements						
11/30/94		Bank Fee for Note	\$475.00	\$475.00	Bank Fees for Note	5 - Bank Financing Arr

Date	Number	To/From Whom	Amount	Amount	Memo	Paragraph/Category
11/30/94		Bank Fee for Printing	\$13.80	\$13.80	Bank Fees for printing checks	5 - Bank Financing Arr
12/31/94		Bank Service Charge De	\$7.50	\$7.50	Bank Service Charge Dec	5 - Bank Financing Arr
		Subtotal =	\$496.30	\$496.30		
6 - General Contractor's Contract						
1/13/95	1005	Bob Kimbel Inc. AFP I	\$46,381.73		General #II AFP #1 60% complete	6 - General Contractor
		Bob Kimbel Inc.		\$104,566.00		6 - General Contractor
		Subtotal =	\$46,381.73	\$104,566.00		
7 - Long Lead Purchases						
11/18/94	101	Reliable Phase II	\$5,254.73		Supplier Valve Anchor, Etc	7 - Long Lead Purchase
12/28/94	1001	Maskell-Robbins Phase	\$11,103.14		Supplier Tube Liner, Pipe Etc	7 - Long Lead Purchase
		Subtotal =	\$16,357.87	\$0.00		
8 - Errors & Omissions Insurance (Engineer's)						
1/5/95	1003	Atkinson-Millar Insura	\$3,591.00	\$3,591.00	Eng. Prof. Liability 1 year	8 - Errors & Omissions
1/13/95	1006	Atkinson-Millar Insura	\$200.00	\$200.00	Eng. Prof. Liability 1 year	8 - Errors & Omissions
		Subtotal =	\$3,791.00	\$3,791.00		

Total Contracts/Purchases Amounts: \$130,748.92
Total Disbursements (Payments) To Date: \$86,922.52
Unpaid Balance: \$43,826.40

TO: THE BOARD OF TRUSTEES

MATTERS TO TAKE TO THE BOARD

1. A motion was made by the Inn Committee to recommend ~~the~~ ^{to} the Board of trustees to have the new tile installed in the waitress area extending ^{to} the bathroom, in place of the soiled carpet. The motion was seconded and carried.
2. A motion was made and approved that ^{we} purchase new dart boards for the Lounge and sell or auction the old ones. The old ones are always breaking down. Dale reported that we are taking in, at this time, about \$100.00 weekly and we can pay for them in a short period of time. We can lease the new boards instead of purchasing them but we would then have to share revenue on them.

Respectfully
Dixie Scherting
Co-Chair person
Inn-Committee

LAKE LIMERICK COUNTRY CLUB, INC.

E 790 ST ANDREWS DR

SHELTON WA 98584

(206) 426-3581

FAX: (206) 426-8922

January 16, 1995

Jack and Wanda Nevins
2621 St. Andrews Dr
Shelton WA 98584

Dear Jack and Wanda Nevins:

In response to your request at the December 17, 1994 Board of Trustees Meeting I would like to advise you of the progress we are making in an effort to provide better sheriff coverage for you and your properties protection as well as address your other concerns.

I have contacted several individuals in the Mason County Road Department and have made little or no progress with that department, except for them to advise us to address our concerns to the Mason County Sheriff.

After several attempts I do not feel I have accomplished a great deal. The Mason County Sheriff's Department resist committing themselves to any action except responding to individually placed telephone calls placed at the time of an alleged infraction.

They suggest all vehicle traffic in the problem area be reported immediately to the Sheriff's Department with a description and license number of the vehicle if possible. According to the Sheriff they will respond to all calls.

In addition, the Sheriff suggests that any garbage dumped could contain mail (obviously one would not care to go through someone else's garbage) that might identify the "dumper" and they would pursue the "dumper"/addressee.


I requested the Sheriff to meet with us as a group and they would not agree to that.

The Lake Limerick Security Guard is on duty 20 to 30 hours per week and I am informing Royal Guard of the situation and requesting that they show visibility in the area as well as make their own observations and call the Sheriff if they observe any suspicious activities.

Continuing on with your letter and listing of possible solutions (primarily pages 6, 7 and 8) I am willing to pursue some, if not all of your suggestions, directed at Mason County and their cooperation, however time restraints have not allowed my pursuit, however I will, in the coming weeks attempt to address these items.

I will keep you advised as to our continued efforts.

Best regards,



Elizabeth J. Malloy-Braget
President

LAKE LIMERICK COUNTRY CLUB, INC.

cc: Larry and Eileen O'Leary
Susan Holiday-Beaudry
Board of Trustees
Architectural Committee

LAKE LIMERICK COUNTRY CLUB, INC
E 790 ST. ANDREWS DRIVE
SHELTON, WA 98584
(206) 426-3581
FAX (206) 426-8922

To: Elizabeth Malloy Braget

cc: Board of Trustees
Executive Committee
Water Committee
Maintenance Committee
Lake/Dam Committee

Subject: Absence from Lake Limerick - Winter, 1995

The undersigned will be away from Lake Limerick during the following time periods:

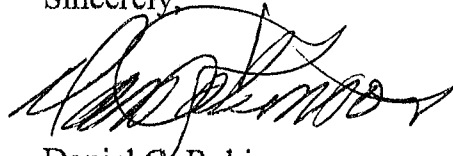
January 21 through February 2, 1995

March 4 through March 30, 1995

I plan to prepare for and attend the Board of Trustee meeting on January 21, and will participate in all February activities. Matters concerning the Dept of Ecology Grant will be handled by Carolyn Soehnlén.

During my March 5-19 absence, I may be reached at (808) 324-0208; if no answer, there is a message service. I also monitor my answering service at 426-7908.

Sincerely,



Daniel C. Robinson
Vice President
Lake Limerick Country Club, Inc

LAKE LIMERICK COUNTRY CLUB
SPECIAL BOARD OF TRUSTEES
JANUARY 27, 1995

Meeting was called to order at 6:00 p.m. by President, Elizabeth Malloy-Braget.

Those attending were: Elizabeth Malloy-Braget, John Hocker, Clyde Combes, Randy Cominda, Ted Mason, Tillie Waldron, Shirley Reichner and Martha Fairbanks.

Trustees absent were: Helen Henning, Robert Johnson and Dan Robinson.

Guests attending were: Dick Sirokman, Dick Lombard, Bergy Berglund, Barb Benitz, Jeannine Olsen, and Evelyn Springer.

Dick Sirokman passed out the attached summary of the Financial Advisory Committee recommendations. Dick presented a review of the handout and took questions and comments from the Trustees and guests.

A motion was made by John Hocker, seconded by Clyde Combes and passed as follows:

Dues be increased from \$15.00 per year to \$35.00 per year, starting September 1, 1995, with an increase of \$5.00 per year thereafter with a By-Laws change to encompass that.

The By-Law change will be worded to be introduced to the membership once it has been reviewed by the Attorney.

Other issues were discussed as follows, (see attached handouts):

- Home Owners Association verses Class C Corporation (current structure) This will be worked on at the Feb. 18, 1995 Board Meeting.

- Senior Citizen's discount; It was decided that this matter will not be considered by the Board of Trustees.

- Exploration of an 18 hole golf course; It is recommended that this issue be introduced at the February 18, 1995 Board Meeting where a committee will be elected to explore LLCC's option in this matter. The Board recommends someone from the water board be appointed to this committee.

- By-Laws Change concerning the \$5,000.00 limit.

- Architectural Committee; would the Board want to include Architectural representative in this section (if revised).

- Article III, Section 6, (No person shall be paid for services as an elected official of the corporation), remove wording in By-Laws in favor of Articles of Corporation wording, Section 6, (No trustee or officer, except the executive secretary and/or the assistant treasurer shall receive any salary from the corporation).

A motion was made by Martha Fairbanks, seconded by John Hocker and passed as follows:

To adjourn the meeting at 7:58 p.m.

Respectfully Submitted by,
Martha Fairbanks
Executive Secretary

Preliminary Minutes, not approved by the Executive Committee. For review only.

AGENDA
SPECIAL MEETING
BOARD OF TRUSTEES - L.L.C.C.
JANUARY 27, 1994 6:00 P.M.

1. ROLL CALL Martha Fairbanks
2. FINANCIAL ADVISORY COMMITTEE PRESENTATION
3. DISCUSSION OF BY-LAWS CHANGE
4. FLYER
5. COMMENTS FROM MEMBERSHIP:
6. ADJOURN:

LAKE LIMERICK COUNTRY CLUB, INC.
HISTORY OF DUES/ASSESSMENTS
1973 thru 1995

YEAR	DUES	ASSESSMENTS	SP/ASMT	WATER
1973/1974	\$50.00			\$45.00 W/VALVE \$15.00 W/O VALVE
1974/1975	\$50.00			\$45.00 W/VALVE \$15.00 W/O VALVE
1975/1976	\$50.00			\$45.00 W/VALVE \$15.00 W/O VALVE
1976/1977	\$60.50			\$45.00 W/VALVE \$15.00 W/O VALVE
1977/1978	\$18.00	\$55.00		\$45.00 W/VALVE \$15.00 W/O VALVE
1978/1979	\$19.00	\$58.00		\$45.00 W/VALVE \$15.00 W/O VALVE
1979/1980	\$25.00	\$58.00		\$45.00 W/VALVE \$15.00 W/O VALVE
1980/1981	\$25.00	\$66.00		\$45.00 W/VALVE \$15.00 W/O VALVE
NOV. 1981			\$38.00	
1981/1982	\$25.00	\$75.00		\$60.00 W/VALVE \$20.00 W/O VALVE
1982/1983	\$27.00	\$82.00		\$60.00 W/VALVE \$20.00 W/O VALVE
SEPT. 1983			\$ 6.50	
1983/1984	\$29.00	\$87.00		\$60.00 W/VALVE \$20.00 W/O VALVE
FURNACE			\$19.00	
1984/1985	\$35.00	\$91.00		\$60.00 W/VALVE \$20.00 W/O VALVE
OPERATING			\$15.00	
SP. LAKE ASMT			\$49.00	
1985/1986	\$35.00	\$96.00		\$60.00 W/VALVE \$20.00 W/O VALVE
SP. LAKE ASMT			\$49.00	
1986/1987	\$35.00	\$97.00		\$60.00 W/VALVE \$20.00 W/O VALVE
SP. LAKE ASMT			\$49.00	
OPERATING			\$36.50	
1987/1988	\$15.00 (each)	\$135.00		\$60.00 W/VALVE \$20.00 W/O VALVE
JUNE 1989 F.D.S. (3 YEARS)			\$50.00	
1989/1990	\$15.00 (each)	\$148.00		\$60.00 W/VALVE \$20.00 W/O VALVE
JUNE 1990 F.D.S.			\$50.00	
JUNE 1990 GOLF ASMT			\$20.00	
1990/1991	\$15.00 (each)	\$155.00		\$60.00 W/VALVE \$20.00 W/O VALVE
JUNE 1991 F.D.S.			\$40.00	
JUNE 1991 LAKE MNGMT ASMT			\$32.00	
1991/1992	\$15.00 (each)	\$175.00		\$60.00 W/VALVE \$20.00 W/O VALVE
JUNE 1992 LAKE MNGMT ASMT			\$32.00	
1992/1993	\$15.00 (each)	\$186.00		\$60.00 W/VALVE \$20.00 W/O VALVE
JUNE 1993 SEPTIC, PRO SHOP, INN			\$70.00	
1993/1994	\$15.00 (each)	\$194.00		\$85.00 W/VALVE \$28.00 W/O VALVE
JANUARY 1994 SEPTIC, PRO SHOP, INN			\$70.00	
1994/1995	\$15.00 (each)	\$210.00		\$85.00 W/VALVE \$28.00 W/O VALVE
JANUARY 1995 SEPTIC, PRO SHOP, INN			\$70.00	

January 27, 1995

#1 Shall the Lake Limerick Country Club Board of Trustees and the Executive Committee research the current corporate structure of Lake Limerick Country Club and report back to the membership no later than October 28, 1995 (Semi-Annual Meeting) their finding, conclusions, and recommendations regarding the following possible options of the Lake Limerick Country Club Structure.

#2 Class C Corporation (currently structured) ~~or~~ Home Owners Association.

January 27, 1995

Ballot Issue?

Shall the Board of Trustees of Lake Limerick Country Club explore the possibility of expansion of the Lake Limerick Country Club from 9 holes to 18 holes if the adjacent property (now owned by the "Reid Partnership" become available to Lake Limerick Country Club, (Deeded to Lake Limerick Country Club) at no cost to the Lake Limerick Membership.

Recommend committee to explore the above issue(s).

Board of Trustees Special Meeting to address Ballot issues
for the April 22, 1995 Annual Meeting.
January 27, 1995

We are aware that increases in dues and assessments impact our membership in numerous ways. We are a diverse group of people in many areas, one of these areas is our financial ability to meet our increasing expenses as inflation or other factions reduce our spending power.

I would like to present the Board of Trustees with the following for their consideration. This is a rough draft, however, the initial idea is apparent. If the Board believes this to be a poor idea I encourage the members to state so.

Members of LLCC 65 years or older with an adjusted *Gross Income of less than \$1,000.00 per month (or \$12,000 per year) may apply to the LLCC for partial exemption to a LLCC Special Assessments and/or dues increases. The above exemption could decrease Special Assessment and/or dues increases to 50% to that qualified member (60% ? 80%? 40%?) and will apply to increases after April 21, 1995.

*Gross Income as it appears on the IRS Adjusted Gross Income Line, 1040.