

**SUN VALLEY ELKHORN ASSOCIATION  
BOARD OF DIRECTORS' SPECIAL MEETING MINUTES  
Thursday, September 14, 2023  
Minutes**

**AGENDA BUSINESS ITEMS**

1. Demand for Production of Documents Determination

**IN ATTENDANCE**

<b>Board Members</b>	<b>Staff, Counsel &amp; Others</b>
Clark Furlow, President	Fritz Haemmerle, Legal Counsel
Pete Petersen – Vice President - Zoom	Chuck Williamson, Staff
Tom Eklund - Treasurer	
Rachel Clark – Director - Zoom	<b>Owners and Others:</b>
Bob Diercks, Director - Zoom	Leanne Thomas – 6 Coyote Court
Tom Kling, Director	BC Young – Arrowwood 4603
Jeff Mihalic - Director	Christian Wrede – Fairway Nine II - 4399
Marlene Fletcher - Director	
<b>Board Members - Not Present</b>	
Kathy Large - Director	

**CALL TO ORDER**

President Clark Furlow called the meeting to order at 10:05 a.m.

**ESTABLISHMENT OF A QUORUM**

A quorum was established with eight (8) directors in attendance. Kathy Large was not available.

**PURPOSE OF MEETING**

Clark noted that Mr. Christian Wrede, an Elkhorn homeowner, had made a demand pursuant to Idaho Code Section 30-30-1102 to examine certain of SVEA's books and records for the purpose of assessing SVEA's position on the status of a parcel of land known as the Arrowleaf Subdivision.

**SPECIAL SESSION BUSINESS**

***MOTION: Tom Eklund, observing that a demand to inspect a corporation's books and records can lead to litigation and can also involve matters of a sensitive nature, MOVED pursuant to Section 55-3204(2)(c) and (d) of the Idaho Homeowner's Association Act and Section 12 of Article V of the SVEA Bylaws that the Board adjourn this meeting and reconvene in executive session to consult with legal counsel for the purpose of obtaining legal advice regarding Mr. Wrede's books and records Demand and matters related thereto. Marlene Fletcher seconded, and the motion passed unanimously by roll call vote.***

**EXECUTIVE SESSION**

***MOTION: Tom Eklund moved to reconvene in Special Session, Marlene Fletcher seconded, and motion was unanimously approved.***

The meeting reconvened into Special Session at 11:20 a.m.

**Motions as a result of Executive Session:**

***Motion: Jeff Mihalic stated Mr. Wrede, an Elkhorn homeowner, having made a demand pursuant to Idaho Code Section 30-30-1102 to inspect:***

- All accounting records of SVEA since January 1, 1995;***
- The SVEA membership list;***

- *Minutes of all meetings of SVEA directors since January 1, 1995;*
- *Complete records of all actions taken by SVEA directors without a meeting since January 1, 2022;*
- *Complete records of all actions taken by committees of SVEA board of directors since January 1, 2022; and*
- *Financial statements for the past 7 years;*

*I MOVE that SVEA deny his demand because, for the following reasons, it does not satisfy the requirements of Section 30-30-1102(3):*

- *It does not describe with reasonable particularity a proper purpose for the inspection;*
- *It does not specify with reasonable particularity what documents Mr. Wrede wishes to inspect; and*
- *It does not establish how many documents embraced by Mr. Wrede's broad demand would be directly connected to any proper purpose (if he had stated one).*

*Tom Kling seconded, and the motion passed unanimously by roll call vote.*

Clark asked if there was any further discussion, hearing none, he called for a motion to adjourn the special meeting of the Board.

#### **ADJOURNMENT**

*MOTION: Tom Eklund moved to adjourn the special meeting of the Board, Tom Kling seconded, and the motion passes unanimously.* The meeting was adjourned at 11:30 a.m.

Respectfully Submitted,

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Bob Diercks  
Secretary