

**PELICAN LAKESHORE OWNERS ASSOCIATION  
BOARD OF DIRECTORS' MEETING  
APRIL 3, 2009  
MINUTES**

The Board of Directors of Pelican Lakeshore Owners Association, a Minnesota nonprofit corporation (the "Association"), met at 10:00am, April 3, 2009, at Leiding Township's meeting hall, in Orr, Minnesota. Directors Dan Donovan, Ray Ingebretsen, John Matthews, and Grover Gillespie attended the meeting. Len Zabrocki and Jim Gray were unable to attend. Sergeant Dirk Davis, St. Louis County Sheriff's Office attended a significant portion of the meeting. Keith W. Baker also attended the meeting.

Mr. Donovan, President of the Association, brought the meeting to order at 10:00, noting that a quorum of Directors was present as required by the Bylaws. He acted as chairman for the meeting. Mr. Baker, the Assistant Secretary of the Association, acted as secretary for the meeting.

**NAVIGATIONAL HAZARD MARKING DISCUSSION**

Mr. Donovan introduced Sgt. Davis to the meeting attendees. Earlier this year, in response to the Association's requests and after consideration of the matter, the St. Louis County Sheriff Office's had agreed to provide a number of buoys for marking navigational hazards on Pelican Lake. Highlights of a lengthy discussion among the Directors and Sgt. Davis follow.

The County has agreed to provide, without expense to the Association or other local organizations, a significant number (the final number was still to be determined) of buoys and related equipment (chains/cables, anchors, clamps, and decals). Volunteers will have to place, monitor throughout the season, remove in the fall, and store the buoys over the winter. Sgt. Davis noted that, under Minn. Stat. Section 86B.111, subd.4, the government is not required to mark all hazards, even though some hazards are marked on a body of water. Sgt. Davis indicated that the County will not and cannot agree to indemnify the Association or any other persons or entities regarding the placement and retrieval of the buoys, property damage claims or person injury claims. The Directors agreed to determine what it may cost to purchase insurance for the Association.

Sgt. Davis explained that a permit will need to be issued by the County for the installation of the buoys. Mr. Gillespie will provide another copy of the marked up lake map to Sgt. Davis; this will suffice for the permit. Once the buoys are placed, however, GPS coordinates for each marker should be recorded and forwarded to the Sheriff's Office. While 43 buoys had been requested, Sgt. Davis noted that the final purchase order may be in the neighborhood of 24 to 30 buoys. During the winter, the buoys need not be stored in one location. They may be stored in more than one location for ease of installation and removal. They must be stored a safe distance from the shore, but otherwise only reasonable security measures were needed. If any signage is desired at landings, he advised that the DNR (who owned the landings) would have to be consulted and would have to approve any signage. The buoys are typically placed in the water prior to the fishing opener and removed some time in the fall. Removal often begins by October 1, but the key is to make sure they are all safely removed before any threat of ice. While likely not to be specified in the permit, the contractors placing buoys on other lakes in the County typically check their location twice per month. The buoys will remain the property of St. Louis County.

At this time, it was not known whether the new buoys would arrive in time to be assembled and placed before the fishing opener. A federal grant was being used to make the initial purchase. Sgt. Davis indicated he would help with the assembly of the buoys; it is not a quick project to get each buoy ready. He also noted that a short list of contacts would need to be provided, so that when the inevitable calls to the Sheriff's Office (about drifting buoys, missing buoys, other complaints, etc.) are received, the inquiries can be directed by the dispatcher to Sgt. Davis and then relayed by Sgt. Davis to a dedicated group of persons. Mr. Ingebretsen volunteered that resort owners should definitely be on the contact list, since they will always be available during the boating/resorting season. The attendees discussed some other details relating to the mechanics of assembling, placing, and removing the buoys. At the conclusion of the discussion, the Directors thanked Sgt. Davis and the Sheriff's Office for purchasing the buoys and assisting with the process.

At this time, Sgt. Davis left the meeting.

### **APPROVAL OF MINUTES**

Next, the Directors reviewed the minutes of the January 2, 2009, meeting of the Board of Directors. Upon motion made by Mr. Ingebretsen and seconded by Mr. Gillespie, the minutes of the January 2, 2009 meeting were unanimously approved.

### **ELECTION OF TREASURER**

Mr. Donovan noted that the Treasurer position was vacant and should be filled, at least until the next annual election of officers. Mr. Zabrocki had been informally handling the Treasurer duties. Upon motion made by Mr. Gillespie and seconded by Mr. Ingebretsen, the following resolution was unanimously adopted:

**Resolved:** Mr. Len Zabrocki is also elected to the office of Treasurer, to serve in such office until the election of his successor or his earlier resignation or removal.

### **BANKING MATTERS**

Next, the Directors discussed the Association's banking matters and authorized signers. American Bank of the North (the "Bank") was previously appointed and established as an authorized depository of the funds of the Association. Originally, the Board of Directors authorized that any checks, withdrawals, and/or other orders for payment may be signed by any two (2) of the President, Vice President, Secretary or Treasurer. The Bank had been previously notified of Mr. Saranpaa's resignation as Treasurer. Since Mr. Zabrocki currently holds both the Secretary and Treasurer offices, the Directors discussed and agreed that another signer should be authorized. Upon motion made by Mr. Ingebretsen and seconded by Mr. Donovan, the following resolutions were unanimously adopted:

**Resolved:** American Bank of the North (the "Bank") is reaffirmed as an authorized depository of the funds of the Association and the terms, conditions, and provisions of the Bank's standard resolutions with respect to accounts and agreements with the Bank are approved as if set forth at length.

**Resolved Further:** That checks, withdrawals and/or other orders for payment for the Association may be signed by any two (2) of the following: President, Vice President, Secretary or Treasurer, or Mr. Grover Gillespie.

### **CHANGE IN REGISTERED OFFICE**

Mr. Baker then noted that the registered office address for the Association needed to be updated. Initially, the registered office address, which may not be a post office box, was at Mr. Baker's work address. He explained that his employer had relocated to a new office. Unless a Director wished to use his home or business address for the Association's new registered office address, Mr. Baker suggested using his employer's new office address. Upon motion made by Mr. Gillespie and seconded by Mr. Ingebretsen, the following resolutions were unanimously approved:

**Resolved:** The Association's registered office address be changed to 24 University Avenue NE, Suite 200, Minneapolis, MN 55413.

**Resolved Further:** The Assistant Secretary of the Association is authorized, empowered, and directed, for and on behalf of the Association, to execute and file such documents with the Minnesota Secretary of State's office as are necessary and appropriate to implement such change.

## UPCOMING ANNUAL MEETING MATTERS

The Directors then discussed the need to begin planning for the upcoming annual meeting of Members of the Association. It was suggested that perhaps a Sunday afternoon during the second or third week of July may be a good date. This annual meeting will be the first meeting at which the Members will elect Directors. Under Article II, Section 7 of the Association's Bylaws, the Board of Directors determines and levies, from time to time, the amount and any deadlines for the payment of dues which must be paid in order to constitute and be eligible to be a Member for a period of time determined and specified by the Board of Directors. In light of anticipated expenses, the Directors agreed that it still made sense to further extend the initial membership period, up to and perhaps beyond the first annual meeting date and to establish the meeting date as the "record date" for voting purposes. In this fashion, those who paid dues so far (in 2008 or 2009) need not pay dues again until a date after the annual meeting. Likewise, the Directors wanted to encourage new Members to join by being allowed to attend the meeting, pay that day, and still be able to vote. Only eligible and "paid up" Members are entitled to notice, voting rights, and other Membership privileges.

After discussion, upon motion made and duly seconded, the Directors approved a resolution that (i) the deadline for paying dues, which will remain \$15.00, is extended to the date of 2009 annual meeting, (ii) that the record date for voting at the 2009 annual meeting is extended from April 30, 2009 to the day of the 2009 annual meeting, and (iii) that the initial Membership period is extended through the later of (A) the day of the 2009 annual meeting or (B) August 31, 2009; all subject to future change as may be permitted by the Bylaws in advance of the annual meeting. The Directors may or may not revisit these issues prior to the annual meeting.

## COMMUNICATIONS WITH ELECTED OFFICIALS REGARDING THE DAM

Next, the Directors reviewed a draft of a new letter to Rep. Dave Dill. Mr. Dill had responded to earlier communications from the Association concerning the dam and the lake's water level. Sen. Bakk had never responded. The purpose of the letter is to update Rep. Dill concerning the meeting with the DNR and the updated and expanded study, and to solicit further assistance from Rep. Dill. After discussion, the Directors asked Mr. Baker to further edit the letter and then it will be sent by Mr. Donovan to Rep. Dill.

There being no further business, upon motion made by Mr. Gillespie, seconded by Mr. Ingebretsen, and unanimously approved, the meeting was adjourned at 12:20 p.m.

/s/ Keith W. Baker

Keith W. Baker, Secretary for the Meeting