



**COMMUNITY
ASSOCIATION**
LAW GROUP, PLLC

BECOMING A WUCIOA COMMUNITY



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BECOMING A WUCIOA COMMUNITY

(Amending & Restating to “Opt In” to WUCIOA)

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WHAT IS WUCIOA?

The Washington Uniform Common Interest Ownership Act or “WUCIOA” (pronounced woo-kai-oh-uh) was enacted in 2018 after a committee of industry leaders, including myself, revised the Uniform Act for use in Washington State. WUCIOA was originally only intended to apply to new communities, but in 2023, the legislature passed the “WUCIOA for All” bill that did two things: First, it stated that all preexisting condos and HOAs would be governed by WUCIOA as of **January 1, 2028**. Second, despite the fragile balance struck by the industry committee, the statute was significantly revised, upsetting the fragile balance and changing many of the good governance concepts that community association attorneys, managers, and directors have learned over the years. Thus, even existing WUCIOA communities may want to consider amending their governing documents to comply with “WUCIOA for All” and any additional changes made since then.

WHY WE MADE THIS PACKET

Converting to WUCIOA is a big deal! Whether you’re an “Old Act” condo, “New Act” condo, or an HOA, there are a lot of changes in store for your community if you decide to “opt in” to the statute prior to the mandatory date of January 1, 2028. Some of those changes will benefit many communities, while others may not, but both the positives and the negatives will take a significant amount of time to get used to. And while having all Washington communities under one statute will eventually be great, we expect that the next few years are going to be a bit rough as communities come to terms with the new requirements.

We also know that there is a lack of information or maybe even *misinformation* out there about the process of “opting in” to WUCIOA ahead of the **January 1, 2028** deadline, so we created this packet to provide reliable information your communities can use to determine when and *how* to become a WUCIOA community.

One of the key things to know is that amending your Declaration (or CC&Rs) to opt into WUCIOA is different from amendments you may be used to. Prior amendments could never change the *laws* that govern the community, but a WUCIOA opt-in amendment does exactly that; after opting in (and after January 1, 2028), your community will no longer be governed by the HOA Act, HPRA, or Condo Act, but instead will have to comply with WUCIOA. Moreover, any provision of the governing documents that conflict with WUCIOA are *expressly invalidated* by the statute. *Thus, most communities will need to completely amend and restate their governing documents to comply with WUCIOA.* This packet explains why amending and restating is probably necessary and what is required to get it done.

COMMENTS ON THE OPT-IN PROCESS

WUCIOA itself provides very little information on what actually needs to be done to “opt in” to being a WUCIOA community. We do know that an amendment to the Declaration (CC&Rs) is required, and we do know that WUCIOA itself provides a much lower voting threshold to opt in (more on that later).

WHAT VOTE IS REQUIRED?

What we *don't* know is whether the lower threshold will be upheld by the courts and whether it can be used to fully amend and restate your documents. Thus, we at CALG recommend that all communities attempt to obtain the usual percentage of owner approval required by your governing documents (generally 60%, 67%, or 75%). This will guarantee that your documents are lawfully amended. However, if your community has no stated amendment approval requirement or your community simply cannot reach that threshold, the Association can take advantage of WUCIOA's approval scheme explained below.

In short, the WUCIOA scheme provides that an amendment to the Declaration opting into WUCIOA requires that at least 30% of the owners participate in the vote (a special quorum requirement), and that at least 67% of *those participating in the vote* need vote in favor of the opt in amendment. For the math whizzes out there, that means that your community can opt in to WUCIOA with as little as approximately 21% approval. This extremely low threshold may seem great to communities who want to opt in, but we at CALG have some concerns about the legality of completely changing your community's statute with such a low approval requirement, especially when in the past, the courts have held that certain changes to property rights may require approval of 90% or more of the owners.

Thus, we recommend attempting to meet the usual approval thresholds, but we will certainly assist those communities that want to move forward using the lower threshold, so long as the board understands the risks.

WHY AMEND & RESTATE?

Speaking of risks, the main reason we recommend a rewrite is because not doing so could cause significant problems – and even liability – for your community. If your community's governing documents are not consistent with WUCIOA, then you and your management simply will not be able to rely upon the governing documents on a daily basis. Instead, you will have to study WUCIOA to know when your governing documents can be relied upon and when they cannot (due to a conflict with the statute).

We do want to be clear that amending and restating is not required by statute. And while it is certainly legal and even *possible* to continue as a community without amending and restating, the likelihood is that you will encounter at least one dispute among managers or directors that will require you to incur significant legal fees to resolve because it can be very difficult to understand that what the governing documents say is *not* what the Association can legally do.

For example, we frequently encounter communities that continue to collect affirmative votes for budgets or adhere to archaic provisions that prevent boards from increasing assessments by certain amounts, even though the WUCIOA budget and assessment process in RCW 64.90.525 has applied to pre-existing communities for *years now*. When owners are informed that there is “new way” of doing budgets, invalidating any old procedures in the governing documents, owner reaction ranges from naturally skeptical to belligerently litigious. This causes the community to have to incur legal fees, whether to simply explain the change to owners (at best), to having to defend a lawsuit by a doubting owner (at worst). We saw many such disputes when the budget provisions were new to communities and that was only *one significant change*. Under WUCIOA, many of a communities’ procedures will change, multiplying the potential disputes. And any *one* significant dispute could cost the community significantly more than the cost of amending and restating! Plus, anyone who has been involved in such disputes knows the costs are not just monetary; these conflicts also take an administrative and emotional toll on directors, managers, and the community as a whole.

Thus, for most communities, we recommend complete amendment and restatement of your existing Declaration and Bylaws to comply with WUCIOA.

CAN YOUR COMMUNITY AFFORD IT?

The obvious question communities have about amending and restating their documents to comply with WUCIOA is whether this is an affordable option. Rewriting the documents is not easy legal work. Sure, anyone can type the statute into a document, put your name on it and record it, but such “one size fits all” documents are rarely useful to the community – as with some developer-drafted documents, form documents tend to be organized the same way the statute is organized, fail to reflect case law or non-statutory standards, do not include any authority not mentioned in the statute, and do not solve interpretive problems that we, as experienced HOA attorneys, have observed over the years. They also do not incorporate other laws applicable to communities, such as federal fair housing laws, state discrimination statutes, or provisions of the applicable nonprofit corporations acts that govern our communities.

As many of you who have old documents full of declarant rights and generic terms know, when the governing documents do not reflect the physical attributes or tone of the community, it can create *more* disputes, not fewer. The board has a significant responsibility when it chooses to amend and restate its documents, so we feel it is important that the Directors

understand the choices that they are making on behalf of their communities. Our WUCIOA process ensures that the documents accurately reflect the community and that the board makes educated choices it can share with its owners.

Significant legal work costs a significant amount. We know that not every community has a significant legal budget, but from our perspective, this may be the one time where your community cannot afford *not* to amend and restate. As mentioned above, even one dispute with an owner over enforcement of governing document provisions that conflict with the statute can cost a community tens of thousands of dollars in legal fees as well as significant frustration for the manager and board.

The good news is that if your community does not currently have the funds it needs to amend and restate, you have a little time – until January 1, 2028 – but our plea to you is to budget for the transition *now*. We at CALG have already completed quite a few WUCIOA opt-in amendments and have developed a quasi-flat-fee structure described later in this packet so your community can start planning and budgeting now. To make sure your enhanced legal budget is approved, explain to owners how you will become a WUCIOA community in 2028 whether you like it or not, but that the responsible thing to do is to revise the documents to ensure that the governing documents are enforceable and to avoid conflicts.

WHEN SHOULD YOU OPT IN?

From talking with many communities about WUCIOA, there seems to be a general impression that it might be better to wait a while before opting in to WUCIOA in case the statute changes again. This message could be based on the *hope* that the legislature will fix some of the more egregious sections, but it might also mean that the person sending that message is not yet prepared to draft WUCIOA documents themselves. Statutes are always subject to change and good HOA attorneys simply have to deal with that possibility. At CALG, our documents are carefully drafted to ensure that your community will not be stuck with some of the worst WUCIOA provisions if they are revised, but we also have a plan if there are additional significant amendments to the statute prior to 2028. Thus, we are confident that you can opt in with our documents as soon as you wish to do so.

We definitely do *not* recommend waiting until the last minute to start amending and restating the documents. This is a significant project that many communities will be doing, and while some big firms and small companies are jumping on the bandwagon to claim that they are capable of such rewrites, the industry of exclusive, experienced HOA attorneys is very small, so we are probably all going to be extremely busy in 2027!

Remember also that whenever you start the project, the timing of the owner vote is largely up to you, so if you do want to time your documents to coincide with the statutory change, you can always have them prepared in advance, then defer the voting to closer to the 2028 deadline. Lastly, if you do decide to wait until after January 1, 2028, please be advised that you will no longer be “opting in” to WUCIOA ahead of time, so the lower voting requirements of WUCIOA will not apply.

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WHAT CHANGES CAN I EXPECT AS A WUCIOA COMMUNITY?

Despite its enactment over 8 years ago, there has been a dearth of specific information about the concrete differences between WUCIOA and the old statutes, in part because the statute has already been significantly modified since its initial adoption in 2018, including in the 2023 “WUCIOA for All” bill and the “fix” bill (SSB 5129) in 2025. However, we at CALG believe in educating and empowering communities to make informed decisions about their organizations. Thus, we are providing some highlights of the differences.

NEW CONCEPTS

- Lots of vocabulary changes, including reference to all lots and units as “Units,”
- All communities will have “Allocated Interests” like condos that reflect common expense liability and voting
- HOAs will now have to provide resale certificates, and the resale certificate disclosures have been expanded
- HOAs and condos with attached units will be required to have property insurance covering the attached units, affecting how assessments are levied and units are repaired
- Requires complicated two-step notice and voting process to allow exclusive owner use of common elements – changing the way the industry has handled these areas in the past
- All borrowing now requires an owner ratification vote, much like a budget
- Default voting requirement for amendment to declaration is 67%, but can be increased by the Declaration
- New 20% default quorum applies if documents are silent
- Clarifies that the board is not required to enforce documents unless it is in the best interest of the Association

DIRECTOR QUALIFICATIONS, & REMOVAL

- Standard of care, immunity, and liability for directors is governed by RCW 24.06 regardless of applicable non-profit corporation statute
- Requires qualifications to serve on the board be in the Declaration or Bylaws
- Unless provided otherwise, a minority of the directors do not have to be owners
- Unless provided otherwise, directors must take office immediately upon adjournment of the meeting at which they were elected or appointed (or at time of election if not at a meeting)
- Board alone can no longer amend Bylaws or Articles
- Board may only fill director vacancies until the next regular election rather than for the remainder of the term
- If the Declaration or Bylaws provide, up to 1/3 of the board can be appointed by declarant or affiliate *even after the period of declarant control*
- Representatives of entity owners are disqualified to serve if they become dissociated with the entity

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- Authority for the board to remove a director if they are delinquent at least 60 days, have been given notice, and remain delinquent 30 days later
- Removal of directors has two different voting requirements depending on whether voting at a meeting or outside of a meeting (a majority of the total votes in the association or 2/3 of voters in attendance, whichever is less)
- Election to replace removed directors need not be on the agenda
- Must give the director to be removed an opportunity to speak at the removal meeting

ELECTIONS

- Board must follow detailed expanded nomination procedures that appear to be internally inconsistent and that will likely conflict with any existing nomination or election procedures
- If board determines nominee does not qualify, it must notify nominee and provide procedure for “appealing the disqualification” (presumably before the election, which may not work out time-wise as the statute is written)
- For elections, notice must include number of director positions available, qualifications, and detailed voting procedures
- Voting for directors must be by secret ballot
- Secret ballot requirement conflicts with other changes to WUCIOA allowing nominations from the floor

BOARD MEETINGS & COMMITTEE MEETINGS

- ***Note: These provision CURRENTLY APPLY to pre-existing communities as of January 1, 2026.***
- Notice requirements apply to board meetings and meetings of committees of the board
- Meetings must be open to the unit owners except during executive sessions, but the board may expel or prohibit disruptive attendees after first providing a verbal warning
- Exclusive list of reasons for executive session are overly narrow and require significant board interpretation. They “may be held only to:”
 - Consult with the association's attorney concerning legal matters
 - Discuss existing or potential litigation or mediation, arbitration, or administrative proceedings
 - Discuss labor or personnel matters (personnel meaning association employees, not owners)
 - Discuss contracts under negotiation “if premature general knowledge of those matters would place the association at a disadvantage”
 - Prevent public knowledge of the matter to be discussed if the board or committee determines that public knowledge would violate the privacy of any person.
- Appears to allow “emergency” ***special assessments*** that have not been ratified as part of meeting procedures due to conflating special meeting language with special assessment language
- Board is required to give notice to OWNERS of BOARD meetings - at least 14 days before meeting unless “regular” board meeting listed in a schedule sent to the owners

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- Board meetings can be virtual, but must provide a process for all unit owners to not just *hear* the discussion, but to *comment* as well
- “For purposes of this subsection, a gathering of members of the board . . . at which the board does not conduct association business is not a meeting of the board or committee. Board members and committee members may not use incidental or social gatherings to evade the open meeting requirements of this subsection.”
- Documents provided to directors for board meetings must be made available to owners as well (presumably, without limitation even though some documents would clearly qualify as those to be reviewed in executive session)
- Board can no longer make unanimous decisions outside of meetings unless only “ministerial actions, actions subject to ratification by the unit owners, or to implement actions previously taken at a meeting of the board.”
- While removing ability for homeowner-controlled board to act outside of a meeting by unanimous consent, the statute retained that ability for Declarant-controlled board (violating concept that developer should not have preferential treatment and recognizing the need to have action outside of board meetings, just not for volunteer boards)
- Dangerous emergency board meeting provision wholly inconsistent with good governance, allowing short notice and no quorum
- Presumably exclusive list of reasons for executive session are overly narrow, ignore other provisions of law that create confidentiality requirements, and require significant board interpretation. They “may be held only to:”
 - Consult with the association's attorney concerning legal matters;
 - Discuss existing or potential litigation or mediation, arbitration, or administrative proceedings;
 - Discuss labor or personnel matters (personnel meaning association employees, not owners);
 - Discuss contracts under negotiation “if premature general knowledge of those matters would place the association at a disadvantage”; or
 - Prevent public knowledge of the matter to be discussed if the board or committee determines that public knowledge would violate the privacy of any person.
- Once again, while adding all of these requirements, the legislature then undercut them, saying that board actions in violation of these provisions are “valid unless set aside by a court” (encouraging litigation) and limiting the amount of time by which the owner can sue to 90 days from the date of the approval or distribution of the minutes, encouraging owners to sue quickly
- “Committees of the Board” cannot exercise authority of the board unless they have at least two board members on the committee with EXCLUSIVE voting power for the committee
- Committees of the Board are subject to the same open meetings requirements as board Meetings

OWNER MEETINGS

- 20% is the maximum percentage of owners that may be required to demand that an owner meeting be called
- Owners must be allowed to comment at the meeting on “any matter affecting the common interest, community, or the association”
- Virtual meetings may be held if specific, detailed procedures are followed, even if prohibited by the governing documents
- Limits authority of board during owner-demanded meetings
- Failure to hold annual meeting does not cause a forfeiture, give cause for dissolution, or “otherwise affect valid association acts”

OWNER VOTING

- More clearly defines the differences between voting IN or AT a meeting and voting by ballot outside of a meeting
- Secret ballots are now required for election of directors, removal of directors, and amendments, which will extend the amount of time needed for elections to be held at meetings and increase expense
- Association shall implement reasonable measures to verify the identity of each owner attending remotely, voting by proxy, or participating via absentee ballot
- Does not allow voting outside of a meeting if governing documents say that voting shall take place at a meeting
- Notice of vote must contain:
 - Time and date for ballot to be returned (at least 14 days out)
 - Owner approval percentage needed to pass
 - “The time, date, and manner by which unit owners wishing to deliver information to all unit owners regarding the subject of the vote may do so”
 - Instructions for casting a ballot (including electronic voting)
 - The ballot (to every owner who has not already consented to e-voting)
- Owners must be formally notified of results
- “A record of the action, including the ballots or a report of the persons appointed to tabulate such ballots, must be kept with the minutes of meetings of the association.”
- New requirements for ballots, including
 - The requirements to set forth each proposed action and
 - An opportunity to vote for or against the action
 - Required write-in vote (despite conflicting nominations procedure)
 - The association shall implement reasonable measures to verify that each ballot in a tangible medium and electronic ballot is cast by the eligible unit owner

- Owners must consent to vote electronically, but consent is presumed if they previously voted electronically
- Owners must still consent to receive notices by email
- Specific requirements for electronic voting requiring records capable of retention, retrieval, and review and security features
- Specific requirements for how to treat multiple votes from the same unit
- Secret ballots currently required for:
 - (a) Election of board members;
 - (b) Removal of board members or officers;
 - (c) Amendments to the declaration or governing documents; or
 - (d) Unit owner approval of conversion of common elements to limited common elements
- Lots of new restrictions on who may participate in counting votes

ASSOCIATION RECORDS

- Associations must now keep an extensive list of documents
- Not all items say how long they should be kept
- Owners must have community interest in requesting to review documents
- Protection is created for some documents, but the language is overly narrow, failing to reflect existing applicable law, and being inconsistent with confidentiality concepts in executive session sections

NOTICE

- Email notice still requires opt-in consent ahead of time
- Notice becomes effective upon hand-delivery, DEPOSIT into mail or emailed or faxed (no 3-day wait)
- “The ineffectiveness of a good faith effort to deliver notice by an authorized means does not invalidate action taken at or without a meeting.”

PROPERTY ISSUES

- Section that is intended to identify what provisions of WUCIOA cannot be waived is significantly confusing and may not be accurate
- Procedure for converting CEs to LCEs is new and different and time consuming:
 - Requires notice to all owners asking for objections within 30 days
 - If no owner objects, must hold owner vote and get 67% approval
 - Very poorly drafted section may create significant problems if not navigated carefully
- Requires the association to “prepare and record a revised map” if the map identifies areas incorrectly due to the change

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- Subdivision and combination can be prohibited in the Declaration, but otherwise does not require a vote

AMENDMENTS

- Generally made much more complicated
- No prohibition on percentages greater than 67% - Declaration can specify “different” percentage up to 90% max for ANY TYPE of amendment
- 67% owner approval is required for most amendments
- Process has been complicated by the requirement for opt-ins for electronic voting and secret ballots
- Dangerous provision allowing Declarant to amend *without a vote* to fix errors up to FIVE YEARS after transition
- Board may now amend the following without a vote:
 - Unit boundary relocation (although there are conflicts in the statute re this)
 - Subdivision and combination of Units
- Amendment requires notice and 2/3 board approval, but no vote to “correct or supplement” is necessary for the governing documents, which includes:
 - Removing invalid Declarant-serving language
 - Removing language “purporting to limit the rights of the association or its unit owners in direct conflict with this chapter [WUCIOA].”
- Owners can amend without a vote for:
 - Limited common element reallocation (parking and storage swap)
 - Conversion of common elements to limited common elements (which conflicts with amendment statute above)
 - Owner **combination** of Units (does not account for incorporated common elements)
- “Second chance” amendments may be made for votes that require OVER 67%
- LCE Reallocations (typically parking and storage swaps) now:
 - Require the OWNER to prepare the amendment – very bad idea
 - Got grantor/grantee backwards
 - Expressly require map amendments, but early language fixed to make this less of a concern
 - One-year statute of limitations to challenge except in the case of fraud
- Complicates voting of “eligible mortgagees”
- New concept of “first position lienholder” instead of “eligible mortgagee” further complicates voting

OWNER CHARGEBACKS

- Insurance chargebacks have dangerous language to avoid re “distributing” insurance funds to owners
- Insurance language still refers to repair of what is “required to be covered” as determining factor of if Association controls

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the repair, but makes it even more confusing, arguably requiring Association's to repair Units even if they got NO insurance proceeds.

- Multiple, different legal standards implemented to determine owner wrongful conduct that most boards will have difficulty with, including "willful misconduct," "gross negligence," and "negligence", but effect is same, so it makes no sense to have multiple standards

RULES

- Unless Declaration otherwise provides, must give 30-day notice of rules before adoption
- Business uses community cannot restrict, including certain child-care businesses and Adult Family Homes
- Many more rule restrictions prohibiting communities from enacting rules that prohibit
 - Draught-resistant plants
 - Political signs
 - ADUs (if within Urban Growth Area)
 - Electric Vehicle Chargers (on or within a Unit or Limited Common Element parking space)
 - Expanded list of types of fees that can be charged

COLLECTIONS

- Statutory warning re foreclosure is required to be given with FIRST notice of delinquency, but actually allows a separate process
- Additional notice to the lender required to get the 6-month superpriority that was previously automatic
- Equal priority for master and sub liens (not helpful)
- Statute of limitations is six years from when the "full amount" comes due (unclear what "full amount" means in the context of assessments that continue to accrue)
- Language relating to collection of FINES makes it unclear whether an association can foreclose to collect fines alone.

LITIGATION

- Board must give owners notice of any litigation, except collection matters and enforcement of "rules" only (probably intending to mean governing documents)
- Claims are tolled during developer control *except for warranty claims*
- Language protecting directors from Association liability was subsequently poorly revised, replacing "directors" with "owners," which makes very little sense
- Requires additional notices to declarant during period of declarant control
- Provides that *except for construction defect actions*, statute of limitations are tolled during declarant control

WHY USE CALG TO “OPT IN” TO WUCIOA?

Assisting a community with opting in to WUCIOA requires far more than general community law experience. It requires that the attorney doing the work have an in-depth understanding of WUCIOA, the differences between it and the currently applicable statutes, how other applicable statutes affect the community, and which WUCIOA provisions to embrace versus which to avoid. The attorney should have excellent drafting skills, significant experience with drafting amended and restated documents in particular, and a concrete plan to follow to ensure that the process is as efficient as possible, the documents are tailored to the community, and the owners understand the need for and value of the new documents (to ensure amendment approval). We at CALG are confident that we fulfill all of these requirements.

Knowledge of WUCIOA

While WUCIOA was effective for new communities back in 2018, it was only in 2023 when the legislature decided it should apply to all pre-existing communities in 2028, so current WUCIOA communities still only represent a small percentage of all Washington condos and HOAs. As a result, few general practice attorneys have done a deep dive into the nuances of the statute, good or bad.

At CALG, we have devoted a significant amount of non-billable time reading, parsing, and dissecting the details of WUCIOA, so we can provide up-to-date and accurate information to our clients. But we also had an edge to start with. Founder Marlyn Hawkins served on the Condo Act / WUCIOA drafting committee for *six years*, revising the uniform act for adoption in Washington and negotiating terms with developer attorneys who formed the majority of the committee members. While far from perfect, the original draft of WUCIOA tracked good governance principles, represented significant negotiation of developer versus association interests, and carefully balanced the powers of boards with the rights of the owners.

Unfortunately, special interest groups then tinkered with the statute both prior to and since its adoption in 2018, rendering it somewhat unbalanced and problematic. Nonetheless, it is the law, and we all must work with it, but our unique experience enables us to better explain the concerns and pitfalls of WUCIOA to our clients and help them navigate some of the dense legal jargon because we know the original intent.

Experience Amending & Restating Documents

Completely rewriting documents to replace ones that have been relied on for years is a daunting task, especially when they must also be consistent with detailed (and sometimes conflicting) statutory provisions. The drafts will be reviewed by managers and boards, and once they are approved, they will be relied upon by the community *for years to come*. It's a given that every sentence needs to accurately reflect the law, but simply copying the statute into the documents word-for-word doesn't work. Even if the statute was well-written in every aspect (which it is most certainly *not*), the drafting process involves making multiple choices for the community based on its history and needs; choices that a WUCIOA declaration "template" simply cannot reflect.

The next most important thing is to ensure that the documents are interpreted to be consistent with the drafter's intent, meaning that the language needs to be as unambiguous as possible. As good as any drafter might be, the only way to really know if the intended meaning is understood is to test out the language on a large sample of people who will be interpreting the documents in the future, get feedback, and make adjustments to the language to better ensure consistent interpretation.

Years before WUCIOA, Marlyn was amending and restating community documents and revising the language based on the feedback of hundreds of managers, directors and owners. And while WUCIOA has changed some of the substantive law, the experience of going through this process has allowed us to create "best practice" language that can now be employed in the WUCIOA documents.

Project Plan

Rewriting a community's documents requires far more than just drafting an amendment. Providing a set of documents that are affordable, consistent with the law, tailored to the community, and that *the owners will vote to approve*, requires far more than mere experience in the industry. It requires *a plan* that includes:

- A way to efficiently obtain information from the board that is needed to tailor the documents to the community;
- Opportunities for the board to learn about the new requirements, ask questions, and exercise options they may have under WUCIOA, so that the documents reflect informed choices made by boards on behalf of their communities;
- A plan for educating owners about the applicability of WUCIOA and the rewrite project designed to justify the board's decision to amend and restate as well as the costs involved, in order to maximize the likelihood of owner approval; and
- Provision of all materials necessary to lawfully adopt and approve the amendments.

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While we have no doubt that the industry will eventually catch up, CALG is currently the only community association law firm providing communities with the combination of significant experience in rewriting governing documents, depth of knowledge of both WUCIOA and pre-existing statutes, and a project plan developed through that experience that is designed to assist with passage of the amendment and reduce the significant costs of the entire process.

But you don't need to take our word for it! When considering other counsel for a WUCIOA Opt-In, please ask about their community association law experience, experience in drafting amended & restated documents, how they plan on tailoring the documents to your community, and ask to see their plan for how to ensure that project succeeds and is affordable. We at CALG truly want what is best for your community, so if you can find all of this elsewhere, we wish you the best. But if not, let us help your community through this process.

Lastly, please know that using CALG for your WUCIOA Opt-In project does not require you to use us for all of your general counsel needs, so you can keep your collections, enforcement, and other matters with your current firm if you have one, but if you do need general counsel services as well, we are happy to help!

OUTLINE OF CALG OPT-IN PROCESS

What follows is a general overview of the process used by CALG attorneys to amend and restate your Declaration and Bylaws to “opt in” and comply with WUCIOA as efficiently as possible.

- **Education & Community Prep Work.** Start talking to your communities regarding mandatory January 1, 2028 Deadline & WUCIOA Changes.
- **Budget.** As noted in more detail below, CALG charges a flat fee for the initial drafts, with revisions being done on an hourly basis.
- **Get Started.** Board resolves to begin process of opting in and contacts CALG to get started!
- **Questionnaire.** Board and manager fill out CALG WUCIOA A&R Questionnaire. This questionnaire:
 - Streamlines the intake of community information that cannot be found in the plats or existing documents (e.g. does your community want to convert any CEs to LCEs, is your parking covered, etc.).
 - Allows us to tailor your documents to your communities’ needs and features (e.g., remove references to “elevators” in your single-story condominium or to “hallways” where there are none, and to refer to the clubhouse and pool by their common names).
- **Attorney Drafting.** CALG prepares first draft of A&R Declaration and Bylaws based on information taken from your existing documents and the Questionnaire. This process generally takes 4-6 weeks depending on the complexity of your existing documents and community. Please be patient as Amended & Restated documents are too complicated to be a one-size-fits-all form! A lot of original drafting may be required.
- **Director Review.** Directors individually review draft and make notes regarding questions or comments about the language.
- **Board Review.** The directors should meet as a board with the manager but without the attorney to compile a list of questions and concerns based on board consensus or voting on various issues. CALG provides you with an Excel spreadsheet to assist in this process.
- **Board Feedback & Meeting Scheduling.** After compiling the comments and questions, you will submit them to CALG for review by the attorney and schedule a meeting to discuss the drafts, questions, and comments.
- **Meeting.** A meeting with the drafting attorney is set to discuss any and all board questions and comments on the drafts. This meeting is an integral part of the process. It ensures that the board has done its due diligence and fully understands the changes it will be recommending to the owners. This also acts as a bit of a “WUCIOA 101,” so the

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board and managers can improve their existing knowledge of WUCIOA provisions, better understand how WUCIOA is different from the old statutes and encourages informed governance. It is important for all directors to attend this meeting, if possible, to ensure consistent communication of the board's choices and to get answers "straight from the horse's mouth" so to speak. Understanding the documents also helps directors speak knowledgeably with owners about them and encourages confidence in the board and the choice to opt in. Many of our clients have said that they get more general knowledge out of this type of meeting than in any other circumstance.

- **Subsequent Drafts.** The attorney will revise the documents based on discussions and notes taken during the meeting with the board. This generally takes 2-3 weeks after the meeting.
- **Subsequent Board Review.** The board can request revisions to the documents until it is satisfied with the final product.
- **Resolution.** Once the board approves the final documents, CALG will provide the client with a Board Resolution tailored to the community that asserts the Association's ability to opt in and the procedures for getting owner approval. The board will need to sign the resolution and send it with the voting packet discussed below.
- **Voting Packet Info Sheet Completion.** Before or when the documents are finalized, CALG will work with the board or manager to come up with a strategy for getting the necessary approval votes from owners. The board or manager will then fill out this form, which provides information CALG needs to prepare the voting packet. This form includes whether and when to have town-hall meetings prior to voting, how the owners will vote, whether you want a CALG attorney to attend any owner meetings, and the initial voting deadline.
- **Voting Packet Completion and Submittal.** The CALG voting packet will include a signed copy of the resolution, notices of any informational meetings, the notice of intent to vote for the amendments, a cover letter or any additional FAQs requested by the board and prepared by the attorney, and a ballot or instructions on how to vote electronically.
- **Voting Monitoring.** The project isn't done until it's done! CALG staff will check in with you prior to initial deadline to check on status of voting, suggest ways to increase voter turnout, or to prepare a resolution extending the original deadline if necessary.
- **Passage & Execution.** Once the Amended & Restated documents are approved by the requisite percentage of owners, CALG will do a final pre-recording review and provide the board with final copies of the documents for execution before a notary. (Ask us about the on-line notary service we use!)
- **Recording.** Once the documents are signed, notarized, and returned, CALG will record the Declaration and update the effective date on the Bylaws to match. Amendments are only effective when recorded, so this is the point at which you can start using the new documents! You will be provided with conformed copies of the documents complete with recording numbers for your records.

FEE STRUCTURE

CALG has already taken a significant amount of time to prepare governing documents consistent with WUCIOA, including all the recent statutory changes, but every community is different, and we tailor the documents to the community for easier long-term governance. However, we also know that budgeting for this work is a crucial part of the process, so we are offering a portion of the work on a flat fee basis as described below.

FIRST DRAFT WUCIOA A&R Declaration & Bylaws includes:

\$10,000 for residential communities

\$12,000 for mixed use communities

- File set up
- Questionnaire
- Review of prior documents including plats for specific features, tone, etc.
- Questionnaire review
- Completion of A&R Declaration First Draft (may not include all exhibits)
- Completion of A&R Bylaws First Draft
- First draft of voting packet

Does NOT include:

- Feedback on original issues in governing documents (a governing document review can be done as a separate project)
- Exhibits (legal descriptions and LCE charts vary substantially from community to community)
- Master or Umbrella Association documents
- Revisions
- Distribution of voting packets
- Revisions to Articles of Incorporation or name changes
- Combining communities
- Mailing & recording fees

In our experience, amending and restating generally costs a community anywhere from \$12,000 to \$25,000 depending on the level of complexity of the documents, so please budget appropriately. Advance payment of the flat fee may be required. Community Association Law Group, PLLC reserves the right to refuse the flat fee option after review of original governing documents due to extraordinary complexity, issues identifying property within the community, or significant additional exhibits.

If your community's Declaration is relatively simple, you may be able to get by Amending and Restating only the Bylaws. We provide WUCIOA-compliant Bylaws for a **flat fee of \$3000** for the first draft, with the same inclusions and noted above.

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WUCIOA-RELATED PRODUCTS

Community Association Law Group has prepared a number of form-type documents that are WUCIOA compliant and available for a flat fee. The flat fee includes a document tailored to your community and formatted like the original document (Word or Excel) so your community can use it again and again!

Once your community has opted into WUCIOA, let us know if you would like any of the following forms:

Resale Certificate Form (under WUCIOA, both HOAs and condos will need to prepare resale certificates).	\$1000
Collections Policy (with Board Resolution adopting policy)	\$1000
Enforcement Policy (with Board Resolution adopting policy)	\$1000
Combined Collections & Enforcement Policy (with Board Resolution adopting policies)	\$1600
Collection Notice	\$800
Notice of Violation (Warning – No Fine Threatened)	\$800
Notice of Violation (Fine Threatened)	\$800



**COMMUNITY
ASSOCIATION**
LAW GROUP, PLLC

**REPRESENTING WASHINGTON AND OREGON
COMMUNITY ASSOCIATIONS OF ALL AGES, SHAPES,
AND SIZES**

.....

WE LOOK FORWARD TO WORKING WITH YOU!



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