

**Mountain Springs Ranch Homeowners Association
Board of Trustees Meeting Minutes
October 6, 2021**

Attendance:

Carrie Clark, President
Cyndie Rippy, Vice President and Treasurer
Julie Coy, Co-Treasurer and Secretary
Tom Heald, Trustee at Large

Also Present at the meeting:

Peggy Hill
John Rippy
Ben Young
Louisa Morrissey

Call to Order: Carrie Clark called the meeting to order at 6:04 p.m.

Meeting Expectations, Approval of Meeting Minutes from 9/29/21

Expectations for conduct during the meeting were restated. Respect opinions of others. Listen to understand. Ask for recognition from the President before speaking. Keep responses to 3 minutes and mute yourself when not speaking.

Cyndie Rippy moved approval of the minutes from the 9/29/21 meeting. Julie Coy seconded the motion. Minutes were unanimously approved.

Member Comments

Carrie shared further feedback on the draft revision to the bylaws given to her by the Metcalfs. They raised a question about the conflict between the policy saying only members can vote but if elected, non-Members can serve on the Board. That would mean that if a non-member were on the Board, that Board member could not vote. A change in language would need to make it clear that a non-HOA member serving on the Board to vote in Board meetings as a Board member but that the individual could not vote as a Member in Member meetings. Cyndie Rippy agreed that this situation could create controversy, but if a non-Member were elected to the Board by the majority of Membership, that would indicate a level of trust sufficient to the limited role on the Board. Member votes would still be limited to one vote per lot, from either the owner-Member or their proxy. Carrie asked Board members to look for other HOA governing documents to see possible alternate language. Cyndie Rippy reported that another HOA familiar to her family only allows owner-members to serve on the Board.

Ben Young reported that one of the Board members previously elected to the Board has a connection to an individual against whom they have a restraining order. He asked for greater

clarity and source documentation about what CCIOA actually requires in each of the Association's governing documents and to be careful about unnecessary additions or issues brought forward by individuals who may have secondary motives. Carrie reported that the HOA attorney has weighed in with guidance about what needs to be addressed in the revisions. Ben Young indicated a lack of trust in the process given the document's authorship and the absence of the kind of specific source documentation he recommended.

Louisa Morrissey asked that the Board reconsider the language in Section 5.5 of the by-laws making Board meetings no less frequent than every two months. Mandatory frequent meetings makes it difficult for working people and/or people with children to participate. She recommended that the By-Laws require only the minimum number of meetings each year, for example 4 times per year, leaving each Board the option to meet more frequently if necessary.

Snow Plowing Sub-Committee Update

Tom Heald reported the subcommittee will meet a 4th and final time this coming Monday, which will result in a working set of recommendations to the Board for their review. He gave an update on the group process and progress to date. There are three areas in need of added discussion: easement, parking, and what to do about people who live outside MSR but plow into the MSR road system. Carrie commented that Mary Elizabeth, the HOA attorney, affirmed that clarity and simplicity with the language is essential.

Special Meeting to Amend Article IX.2 of the Covenants: Update

Notice of the special meeting has gone out to all membership. Carrie has received a proxy from Lot 40. She has been tracking responses and recommended the Board make outreach calls to urge participation or submission of proxies from all members as soon as possible. Carrie will send out a reminder email. Discussion ensued about methods for voting at the meeting. Carrie reported that the HOA lawyer recently stated that if the amendment in the Covenant doesn't pass, the HOA can still plow with HOA funds IF the membership passes the 2022 proposed budget at the annual meeting, in which funding for snowplowing is included and explicitly specified for that purpose. This is consistent with the history of MSR HOA's practices. The HOA's lawyer has also stated that this amendment is **absolutely needed** to clear up the language in the covenants going forward.

Revision Work: Articles and By-Laws, complete review of member feedback

Discussion ensued regarding language in the draft by-laws about limits to the Board's authority for spending. The monetary limit above which a special meeting of the membership must be called to approve additional spending applies only to the contingency fund and not to the reserve fund which is to be governed strictly by a long-term reserve plan.

Regarding when the annual meeting is to be held, the only feedback Carrie received was to meet in November. She recommends making the language read that the meeting should be held 'not later than November 15.'

8.8c should be adjusted to read that the Secretary, or someone designated by the Board, shall maintain the Association website. The Secretary shall assure all necessary documents are posted to comply with CCIOA and the HOA governing documents. Care should continue to be taken to make sure no member personal information is available on the website, to the public or someone not on the Board with delegated authority to manage the website.

Electric Vault Damage

Carrie Clark reported that Gary Starr was going to contact Ed Walters to find out what it would cost to add gravel to bring up the grade surrounding the electric vault at Chris DeSantis' property to prevent damage from getting worse. Julie Coy reported that there has been similar cosmetic damage to the vaults near Mountain Springs and Saddle Drive, and similar corrective, preventive work may need to be done at that location as well. Tom Heald asked if in the future, this work should be included in the maintenance plan for the road, since this sort of minor damage by equipment is not unusual and could be anticipated and corrected on a planned basis and the Board members agreed.

Planning for Annual Meeting

1. Proxy prepared for proposed budget: it is prepared.
2. Proposed budget reviewed for Board approval to take to members during the annual meeting: There was \$12,500 in donations made to help pay for the road maintenance done this year (2021), from MSR owners and neighbors. Carrie and Cyndie reviewed the proposed budget drafted by Treasurer Cyndie Rippy: Legal expense has been increased in the proposed budget due to greater need related to revisions to our governing documents. Road maintenance and snowplowing cost was estimated by averaging the 2017-2020 actual (expenses excluding 2021 and slide repair 3 years ago). Funds to maintain the gate include an anticipated expense to replace the mother board soon. Utilities are based on average actuals. Habitat Committee funding has been dropped to account for matching funds they have regularly obtained. Website and office expense have been raised slightly to make sure the HOA could pay for what Ben and Louisa Morrissey have been generously paying out of pocket for the website. Cyndie Rippy recommended that all members of the Board review the proposed budget and vote on it before it is mailed out to membership, rather than just the 4 Board members present tonight. Carrie will send it out again to all Board members to ask that they review and indicate their vote by email. Tom Heald suggested it would be helpful to see the calculation methods used to arrive at key figures like road maintenance and snowplowing. Julie Coy suggested having the category of Road Maintenance, with the average 4-year cost for each, summer road maintenance and snowplowing, listed separately for information's sake even though Road Maintenance is one budget item that includes the work related to both snow plowing and summer maintenance.
3. Committee summary reports submitted for packet: Carrie has requested from committee chairs so they can be included in the mailing before the Annual Meeting.

Carrie will work on the agenda to make sure all issues needing a vote from members are on the agenda since only issues listed on the agenda can be voted on. Julie Coy reminded Carrie that approval of last year's annual meeting minutes needs to be an agenda item, and last year's minutes need to be included in the mailing for reference.

Carrie indicated that she is not planning to serve on the Board next year but will help with the continued work on the Covenants to help assure continuity with that project. The Board needs to work on recruiting additional candidates for President and the Board.

New Business

None raised.

Next Meeting

The next meeting is the Special Member Meeting next week, October 13, 2021. The Board will meet immediately following the Special Meeting if additional discussion of the proposed budget is needed.

Meeting Adjournment

Carrie moved adjournment. Cyndie seconded the motion. Board adjourned the meeting unanimously at 7:16 p.m.

Respectfully submitted,

Julie Coy