

**Mountain Springs Ranch Homeowners Association  
Board of Trustees Meeting Minutes  
September 29, 2021**

**Attendance:**

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

Also Present at the meeting:

Peggy Hill  
Micah Embrey  
Tim O'Sullivan  
Jack and Leslie Metcalf  
John Rippy  
Christie Milner  
Justyn McGrigor  
Ben Young  
Louisa Morrissey

**Call to Order:** Carrie Clark called the meeting to order at 6:03 p.m.

**Meeting Expectations, Approval of Meeting Minutes from 9/22/21**

Expectations for conduct during the meeting were restated. Respect opinions of others. 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 9/22/21 meeting. Tom Heald seconded the motion. Minutes were unanimously approved.

**Member Comments**

Ben Young asked when the Board would like comments on draft documents. Carrie indicated where in the agenda that will be invited. Ben also offered guidance to Carrie about where to find additional digital storage for meeting recordings.

**Snow Plowing Sub-Committee Update**

Tom Heald reported that the 2<sup>nd</sup> meeting of the subcommittee was held Monday of this week. The draft policy prepared by the Board in March 2021 was reviewed by the subcommittee. The major recommendation was to achieve definitional clarity about standards, type of road, and

other terms. A revised version of the draft will be distributed to the subcommittee to help identify where more clear definitions are needed.

Ben Young expressed his concern that the tone of some of the language in the draft policy was prosecutorial, with implications for those who plow. Ben asked for confirmation from the Board that the HOA Attorney has indicated that HOA-funded plowing is allowable at this time and that the Covenant that states the HOA is not responsible for plowing the roads needs to be changed. Carrie affirmed both are true, and that additional input from the attorney is anticipated.

Chris DeSantis acknowledged that there is liability for the HOA involved with plowing and contracting for plowing; and for owners who plow if they cause damage to private property.

Christy Milner pointed out that the Board should not have policies that have no mechanism for enforcement. Currently, the Board has no mechanism for imposing penalties and needs them, with safeguards in place as directed by CCIOA to prevent arbitrary action against anyone. The process for imposing fines or other penalties must be outlined in a separate CCIOA-compliant policy.

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

Carrie Clark said that revised documents were sent out and time is still needed to allow member review and response.

Jack and Leslie Metcalf want to see the definition of “a Member” include spouses and/or domestic partners of the individual who holds title to a property on MSR, and for those individuals to be able to serve on the Board of Directors. They would not want someone who doesn’t have a true interest in the Association and its members as a community to be able to serve on the Board, for example, contractors or business owners who are not part of the Association community by owning land in MSR or living there. Leslie added that a person who is a legal resident on the property could be a renter, not an owner; and said that she feels someone who leases or rents from an owner should not be considered a member of the HOA.

Chris DeSantis said the language is aiming to allow a spouse or domestic partner the opportunity to vote, serve on the Board, and take other actions associated with membership in the HOA. The person “holding title and fee” has legal obligations and responsibilities outside of HOA involvement and that can’t be changed. The language currently allows someone to be nominated to serve on the Board who isn’t a member of the association, but the members would have to vote for them to be elected.

Leslie Metcalf added that in 3.1, language should be added that a member cannot relinquish their membership in the HOA, for example just to avoid paying dues. Chris DeSantis said that if you hold title on MSR, you cannot opt out of membership in the HOA unless they sell their property.

Ben Young thanked the Board for their detailed response to their questions but indicated they have had insufficient time to review them carefully. In reference to 5.1b, Ben and later Louisa pointed out that two members currently own more than one lot; and therefore, two members from one family could represent multiple lots and both should be eligible to serve on the Board. She doesn't feel that limitation should be part of the By-laws. Members would still be able to vote whether or not to elect both individuals to the Board.

Carrie Clark shared the thinking that limiting more than one member of a family/lot from serving on the Board at the same time promotes greater diversity of interest and thought. Julie Coy agreed. Chris DeSantis pointed out that members who own multiple lots still get multiple votes, even if the proposed language limits more than one family member from serving on the Board at the same time.

Ben also suggested that officers on the Board with access to the HOA bank accounts should have a background check done before gaining access to member funds.

Carrie invited comment from the Board about background checks. Tom Heald agreed that it was a good idea. Chris DeSantis indicated he was not opposed to it, either, just wasn't sure what the mechanism and scope would be, including defining what would make someone ineligible to serve. Carrie suggested that an alternative might be to require two signatures on every check written.

Louisa Morrissey said she feels that Membership needs to be better defined, along with defining who can serve on the Board. Louisa reminded the Board that the HOA attorney recommended that only members who own property on MSR should be on the Board.

Louisa added that the Bylaws should clearly define "member meetings" "annual meetings" and "special meetings." That would reduce potential confusion about what is required for actions like meeting notice.

Leslie Metcalf pointed out that right now, the Board could be an even number of people with no way to break a tie. Chris DeSantis pointed out that the Board needs to have enough members serving at the start of the year to survive resignations and still be able to legally function; and if there is a tie vote, Board members must work harder to resolve differences.

Tom Heald reflected on section 5.1 by saying there is value to opposing views. His read is that 5.1 b says not more than one person per family can serve on the Board but 5.1a allows for it which could help if there are difficulties recruiting people to serve on the Board.

Ben Young pointed out there are inconsistencies in the current draft about what meetings are being referred to with certain actions. Whenever the word "meeting" is used, the qualifier needs to be there, for example "member meeting" or "Board meeting", to prevent confusion.

In the last clause of the Bylaws, Ben Young suggests we use gender neutral language to be more explicitly inclusive and offered to help correct it. Carrie Clark welcomed his input, as did Julie Coy and Chris DeSantis.

Chris DeSantis added that the types of meetings are defined in CCIOA and need not be repeated in our By-Laws to avoid having it be too lengthy.

Carrie Clark stated that the HOA attorney's guidance about meeting definitions was simply that Member meetings are where members vote on issues and Board meetings are where Board members vote on issues.

Julie Coy referred to VI.g and said expenditures drawn on the capital reserve needs to be guided by the reserve plan. Authorizing expenditures up to \$10,000 needs to refer only to the contingency fund, not the capital reserve fund. Chris DeSantis said he would correct the error.

Louisa Morrissey indicated they have additional feedback on the By-Laws that needs to be considered by the Board. Carrie agreed and indicated the Board will provide them more time to both review revisions to the document and provide feedback, which will be considered.

### **Revision Work to Amend Covenant IX.2**

The current draft was shared in which language is clarified to indicate that the HOA will provide and pay for plowing on the main road. Christy Milner suggested that in section C the language read that the HOA "may but is not required to provide plowing on secondary roads." The Board agreed. Chris DeSantis said the language is clear and would codify what the Board is presently doing and indicates that the HOA plays a coordinating role among those plowing secondary roads while not contracting for it directly. He added that this change could be made before the annual meeting if desired. Julie Coy said the language reads well and is self-explanatory for those who live up here. But it will require an explanatory cover letter to those who don't live up here and should address what it could mean if we fail to pass it. Carrie and Chris agreed that a cover letter would be helpful. Cyndie Rippy agreed it reads well.

Ben Young said that ensuring "equitable" snowmobile or other alternative access could be associated with providing more wheeled vehicle parking if many people wish to snowmobile from the main access road. He also pointed out that snow melting in Spring leads to conflicts in actually achieving 'equity' when the road melts out in places. He affirmed the value of equity while adding that specific language about types of vehicles can become problematic. Christy Milner agreed with Ben and agreed with Chris's suggestion to instead say that snow removal should not impede any owner's ingress or egress, removing language about equity for different types of transit. Ben added that the language does not currently address potential conflicts between people wanting recreational use of snowmobiles and owners' need for ingress and egress using wheeled vehicles.

Carrie suggested sending the revised language to the HOA Attorney as soon as possible. When we get it back, we should send out notice no later than October 10 for a Special Meeting to

address the change to the Covenants on October 20, with voting closing October 27. Carrie will work on a cover letter and proxy to send out with notice.

Julie Coy moved acceptance of revisions as made during the meeting to send to the HOA lawyer for her input. Chris DeSantis seconded the motion. Chris, Cyndie, Julie, Carrie and Tom approved the motion, which passed.

Tim O'Sullivan asked Tom Heald if anyone has asked the Fire Department how much snow needs to be left on the road for them to have access to properties in winter. Tom will ask Ed Walters for his experience and if he doesn't know, Tom will contact the Fire Department and ask about both fire and emergency medical response.

Christy Milner said she wanted to clarify that if the change to the Covenants about snowplowing is not passed, snowplowing will still be possible but it wouldn't be paid for out of member dues. The HOA could theoretically arrange for snowplowing, but the cost would have to be charged to some set of members who benefit from snowplowing.

### **Planning for Annual Meeting**

Carrie will use the proxy template, and Carrie and Cyndie Rippy will develop the budget to propose to members. Cyndie pointed out that legal expense has risen, and that a proposal for road maintenance and snowplowing expense needs to come from the Road Committee. "Road maintenance" can include both summer road maintenance work as well as snowplowing, as long as the sub-categories and their respective amounts are clear in the budget. Carrie said the Road Committee may use a 5-year average of prior expenses to do estimates.

Carrie will ask committee chairs for annual report summaries to include in the information sent to members for the annual meeting. The special meeting and the annual meeting will enable participation by Zoom and by proxy.

### **New Business**

Doug Hazard, Superintendent of Glenwood Electric, wrote to the Board to explain that they will place markers to assist snowplow operators to avoid the concrete around the buried electric vaults. The damage to date is cosmetic and does not require replacement of the vaults, but if the vault were to need replacing, the cost would be billed to the HOA.

### **Next Meeting:**

Next meeting will be October 6, 2021, at 6:00 p.m.

### **Meeting Adjournment:**

Carrie Clark moved adjournment. Julie Coy seconded. All approved. Meeting adjourned at 8:12 p.m.