

Mountain Springs Ranch Homeowners' Association

Annual (Virtual) Meeting

November 6, 2021

Roll Call

Carrie Clark (18), Julie Coy and Peggy Hill (5), Mary Noone (4), Jack Metcalf (27), Tim O'Sullivan (31), Martha Cochran (2), John Zalinski (36), Jennifer Tomsen (Lot 22), Cyndie and John Rippey (38,43,44), Jan, Jeff and Jerry Fedrizzi (3); Christie Milner and Micah Embrey (10); Tucker Hinchliffe and Marlena MacArthur (25); Tom Heald (42); Ben Young (9,39); Louisa Morrissey (9,39); Will Evans (13); Jack Cody (32); Matt Graham (33); Liz Stark (24); Justyn McGrigor (29); Tony Threinen (34); Gary Starr (37); Chris DeSantis (12); by proxy held by Carrie Clark: Gary Walker and Deb Tumulty (6), Scott and Melinda Delmonico (11), Tim and Janine Lucas (15), Steve and Jeanne Beckley (21)

A total of 29 lots were present: 25 in person and 4 by proxy, establishing a quorum.

President's Comments and Virtual Meeting Conduct Reminders

Meeting called to order at 10:11 a.m. by President Carrie Clark, announcing the quorum in attendance.

Carrie Clark thanked the HOA for allowing her to serve on the Board for the last three years and as President this past year. She affirmed what we all enjoy about living in Mountain Springs Ranch even with our differences in opinion. She thanked the Board and members for their engagement and willingness to share their opinions. Highlights from the year's work included welcoming 7 new members as lots were sold, collection of liens on Lot 7, significant member input on the road system that will inform future Covenant revisions, approving two amendments to the Covenants including the latest clarifying language related to the HOA's right to plow the main road, and approving a new snowplowing policy. The Board also made significant progress in drafting revisions to the Articles, By-Laws and Covenants. Carrie reported that our legal bills were higher this year as a result of the work on governing documents and policy and other legal issues. She shared that extensive work was done on the road that required use of some of our contingency funds, the amount for which was reduced significantly by donations from Ed Walters, HOA members and neighbors. Carrie commended the Board for an enormous amount of time volunteered this year.

Carrie asked that members keep their audio muted, and not to interrupt when others are speaking. If you wish to speak, raise your hand and Carrie will recognize you for a turn to speak, which will be timed at 2 minutes. Be respectful.

Member Comments

Will Evans offered comments about the quality of the water on MSR and shared concern that as use increases the risk of pollution also increases, which can endanger water quality downstream. There is a rural source water protection program, and its director, Paul Hemphill, volunteered to provide an hour of education for us early in 2022, even though we don't qualify for the program since all owners here are on wells. We need to be particularly careful to steward our source water due to our arid climate and climate change. There is a core population of MSR members who demonstrate common sense and a willingness to be in conversation with one another about conservation and preserving a healthy relationship with our source water as both a commodity and a sacred gift for life for us and for all generations to follow. Will concluded by stating that

caring for water is not a competitive event, but a celebration of our mutual commitment to each other and to Source.

Louisa Morrissey asked if this is the only time that members will be able to speak or ask questions. Carrie Clark clarified that members will be able to speak at relevant times throughout the agenda. Louisa commended the community for its generous contributions of money and time to the road work and the fire committee.

Jennifer Tomsen urged the community to follow up and get the education Will offered on source water. Carrie Clark stated the next Board could follow up with Paul Hemphill to arrange that.

Approval of 2020 Annual Meeting Minutes

Julie Coy moved approval of the 2020 Annual Meeting Minutes. Martha Cochrane seconded the motion. The motion passed unanimously. Meeting Minutes from the 2020 Annual Meeting were approved.

Committee Reports

Road:

Gary Starr reviewed the written report sent out in the pre-read packet. It was an average snow year with \$13,000 spent on snowplowing. The remainder of the road budget was spent on road repair and maintenance. \$12,900 was donated by members and \$7,000 or more was donated by Ed Walters for extra costs associated with road scarification, gravel reclaiming, road re-shaping, ditch work, 2 mag chloride applications and watering, and adding 62 loads of gravel. Gary pointed out that 15 loads of gravel were donated by Chris Fedrizzi and trucking was donated through Matt Graham's firm, Heyl Construction. The mag chloride will help secure the road surface and reduce future maintenance expense. Gary thanked Walters Company for its skillful work, generosity with contributions and reduced pricing for MSR.

Carrie Clark noted that we need to start road maintenance planning and work earlier in the Spring (April/May) to reduce road maintenance expense for trucking in water and subsequent costs for repair.

Architecture:

The Board, acting as Architectural Committee, approved 3 building projects and 2 new wells. Several projects already approved were put on hold due to problems with cost of building supplies, supply chain and worker availability.

Habitat:

Martha Cochran reported that the committee continues to look for alternatives to herbicide use, and urged members to be conscious of weeds brought in on truck tires and equipment. She urged members to monitor their properties for invasive and noxious weed species and to pull them so they don't spread. She urged members to buy and apply pheromones to protect our spruce and fir trees from destructive beetles and thanked Jan & Jerry Fedrizzi for coordinating pheromone purchases by HOA members. She affirmed Will Evans' comments about water as our most precious resource.

Louisa Morrissey thanked the committee for its work to preserve our habitat. She asked if there is a way for us to know where and when herbicides have been sprayed, and asked if there is any risk to pets or people. Martha replied that she could notify everyone when spraying is done twice a year and that the compound used is inert and inactive within 12 hours. She encouraged people to keep pets away from sprayed plants on the day spraying is done.

Carrie Clark also pointed out that members of the Habitat Committee are willing to come to member's properties to help identify problematic weeds.

Jerry Fedrizzi mentioned that he will be contacting people in early January to order pheromones.

Christie Milner asked Martha Cochrane to clarify herbicide application practices. Martha replied that the spraying is done to individual plants and only to noxious or invasive species. Christie asked if pheromones left over one year and kept in the freezer are still good, and Jerry Fedrizzi said that they would be.

Fire:

Louisa Morrissey highlighted items from her written report. She thanked committee members for their hard work and the volunteers who have added effort to the Committee's work along with financial contributions. The Committee put up new road signs which are fire resistant and more visible. The Fire Committee has started writing and distributing a newsletter. Louisa reported good participation in the Spring chipper day and will schedule another one in Spring, 2022. She thanked Julie Coy for getting GPS locations on all buildings and giving those to emergency response agencies, as well as doing research on the accuracy of addresses. Jeff Fedrizzi and Louisa have drafted a 40-page Wildfire Protection Plan for MSR with input from the community and it is under review by the Forest Service. She thanked Peg Hill and Susan for research on potential grant sources to help pay for Fire Committee projects. Jeff Fedrizzi and Louisa spoke with Chief Tillotson and Glenwood Fire Department attorney regarding what it would take for MSR to join the Glenwood Springs Fire Protection District. MSR is in unincorporated Garfield County, and the Sheriff is responsible for response to wildfire. There is no legal requirement for anyone to respond to any emergency medical need or structure fires in Mountain Springs Ranch. If we were added to the Fire Protection District, we would have both fire and emergency medical response guaranteed. There are several steps involved, including a vote by MSR members to approve annexation. A tax based on assessed property value would be applied to help pay for the service. The county would then review the petition and decide whether or not to approve the request. The process would take 1-2 years, and if approved, annexation could lower our ISO (insurance risk) rating, insurability and insurance rates, given that some insurance companies are no longer covering rural and remote properties in high wildfire risk areas. We would need HOA legal funds to cover associated legal fees. Louisa recommended adding funds to our capital reserve for fire risk mitigation efforts over time, including easement clearing, matching funds for grants, and additional fire escape routes. Louisa asked that everyone contact her with the hours they spent on fire mitigation around their homes and on their properties, since those hours can be valued as matching funds on grant applications.

Julie Coy said that our address was thought to be out of alignment on Mountain Springs Road, and Matt Provost, the Building Inspector from Garfield County, came up to measure distance. Matt determined that the Coy property is properly numbered, which means that at least the Shorts (Lot 28), Freeman-Clark (Lot 18), and Walker-Tumulty (Lot 6) are out of alignment with their house numbers, instead. Louisa Morrissey pointed out that the County cannot require an owner to change their address but having proper numbering on your home does make it easier for Emergency Services to find you. Since Matt is the only Building Inspector for all of Garfield County right now (there should be three), this project is still on his list but may take a while to get to.

Chris DeSantis asked if anyone has ever called 911 and not gotten a response. He also asked if all members would be forced into the Fire District if the vote to annex MSR into the Glenwood Springs Fire Protection District passed, and if people living outside of MSR in our neighborhood would be forced to join. Jeff Fedrizzi responded by saying no one is required to join, and the Chief prefers at least 75% of a community to vote for annexation to recommend approval. People owning land adjacent to MSR would not be required to be part of the petition for annexation, but can participate, and they would be invited to join in the process.

Christie Milner asked for clarification about what the voting process for annexation to the Fire Protection District involved. Jeff Fedrizzi said he recommends developing a brief for the Board of Trustees to clarify the details of the process that could also be shared more widely with membership. It is based on state law and the state's process for petitioning.

Tim O'Sullivan asked if the survey sent out to members was summarized and what the response was regarding joining the Fire District, reporting he had never received the results. Louisa Morrissey reported she had sent the survey results to the Board and asked the Board to distribute to everyone but said she would forward the summary to Tim. She indicated that there was an overall favorable response to being part of the Fire District and to having guaranteed emergency medical response. Tim O'Sullivan volunteered to assist with part of the legal expense associated with the process.

Treasurer's Report

Cyndie Rippy referred to the September 30th Treasurer's Report. Legal costs were \$9,000 in that report, and she reported that we received another \$3,500 bill which was paid from the Contingency Fund. \$29,338.33 remains in the Contingency Fund. As of the end of October, \$9,204 remains in our checking account. Bills anticipated between now and year-end will reduce that to a point of break-even for the year.

Louisa Morrissey asked what the amount was that we initially had approved for legal expense. Carrie Clark responded that it was \$3,000. We spent \$13,421.37 as of October 31st. Carrie Clark explained that the expenses were associated with collection on the Lot 7 lien; review of our bylaws and articles; review of language on the new snow plowing policy; easement review; responding to a legal challenge to the Board related to Covenant compliance and enforcement; two amendments to the Covenants and the Flannery Reservoir exploration of water issues (in which we did determine that MSRHA does have some water rights). We are not finished with review of our governing documents and will need more funding in our legal fees line item to cover anticipated expenses next year, along with funds for addressing the Fire District question. Addressing the lien on Lot 7 had associated legal expense of about \$1,000 with \$10,000 received in settlement.

Martha Cochrane asked what the challenge to Covenant enforcement was about. It was a challenge to Architectural Committee decisions related to work on Lot 31. The outcome was that the Architectural Committee decisions were deemed reasonable and appropriate.

Tim O'Sullivan commented that concerns raised about the language pertaining to road use and maintenance in proposed revisions to our governing documents ended up costing a lot in legal fees, even though the resulting language ended up being very close to what was initially proposed. Carrie Clark indicated that members had conflicting opinions, and that for everyone to feel they were heard and the resolutions were fair, legal counsel was needed. She acknowledged Chris DeSantis and Christie Milner for contributing a great deal of time in preparation of documents for legal review by HOA counsel.

Carrie Clark highlighted the proposed 2022 budget figure of \$10,000 for legal expense. A new budget line is a reserve account of \$1,000 to begin meeting CCIOA requirements for a capital reserve. Habitat Committee funds were reduced by \$1,000 because we reliably get a rebate to cover half the cost. The gate fund is there in case the panel quits working. \$66,650 is the bottom line that dues have to cover.

Louisa Morrissey asked if the capital reserve fund must have a plan and specified projects associated with it. Carrie Clark stated that a capital reserve plan is required, but has not yet been created. A review study will have to inform the plan for longer-term road work, fire committee projects, and anything else requiring

funding from the capital reserve. An application process will also have to be created. The work associated with the Capital Reserve Fund will need to be done by the next Board.

Louisa Morrissey stated that if we are going to put \$10,000 in a legal fees budget line she would feel better having every legal document written by an attorney representing the HOA who is licensed in the State of Colorado, and who is an independent 3rd party and not a member of the neighborhood.

Christie Milner asked where the money left over from this year's income will be placed. Carrie Clark commented that once bills are paid and snowplowing is done during the remaining months of this year, any money that remains from 2021 dues income will go into the Contingency Fund to replace the money that has been taken out. There likely will be no money left over, or very little.

Gary Starr stated that he thought the gate panel and loops under the road were replaced within the last 3-5 years and wondered why \$3,000 for the gate is needed so soon. Julie Coy stated that the mother board has been acting up periodically, requiring that we leave the gate open at times. It may need to be replaced.

Julie Coy moved to approve the proposed 2022 budget. Chris DeSantis seconded the motion. A roll call vote was taken and the motion carried with 28 votes in favor and none opposed. The 2022 budget was approved. Refer to 2021 MSR HOA Annual Meeting Record of Attendance and Voting attached.

Updates

Snowplow Policy:

The finalized Snowplow Policy was approved by the Board earlier this week and has been presented to our insurance agent for review and to make sure the HOA was not left open to liability claims. The underwriter confirmed that the language was solid. However, it would not prevent anyone from filing a claim against the HOA. Insurance lawyers would then review the claim and make a determination. The adopted policy was emailed to all members. Please take time to review this document so you are aware of expectations.

Covenant Amendment:

The amendment to the Covenants (IX.2) clarifying the HOA's right to plow the main road passed in a vote taken during a Special Meeting of Members and has been taken to the Garfield County Recorder's Office yesterday for recording. It should be returned to us within the next week.

New Business

2022 Board of Trustees Election:

Carrie Clark stated that our current Articles of Incorporation say that the Board should be at least 3 persons. The current By-Laws require a 7-person Board.

Nominations to the Board:

Christie Milner nominated herself and Chris DeSantis seconded the nomination.

Louisa Morrissey expressed opposition to the nomination of Christie Milner to the Board. Gary Starr also opposed the nomination of Christie Milner. Tim O'Sullivan also opposed the nomination of Christie Milner.

Chris DeSantis stated he will not run for a position on the Board and that he and Christie spent hundreds of hours trying to correct faults with the existing governing documents and their efforts saved the HOA a great deal of money.

Matt Graham commended Carrie Clark for how she managed the Board. He stated his resignation was due to conflicts on the Board, and particular members disregarding internal expertise and the expertise of our professional contractors. Matt urged a more cooperative tone and culture for the Board and community going forward, and also opposed the nomination of Christie Milner to the Board.

Martha Cochran nominated Julie Coy, Gary Starr and Cyndie Rippy to the Board.

Christie Milner acknowledged the controversy of her self-nomination. She stated that her intent for being on the Board was to help the HOA come up with Covenants that could be enforced and were in compliance with the law, erring on the side of protecting Member rights.

Carrie Clark acknowledged the good intentions of both Christie Milner and Chris DeSantis in assisting the Board in its work, and the extensive contributions they both made.

Jack Metcalf nominated Louisa Morrissey to the Board.

Carrie Clark asked those nominated by Martha Cochran and Jack Metcalf if they were willing to serve on the Board.

Julie Coy stated she is willing to serve on the Board if Christie Milner is not on the Board.

Cyndie Rippy stated she is willing to serve on the Board if Christie Milner is not on the Board.

Gary Starr stated he will serve on the Board if Christie Milner is not on the Board.

Louisa Morrissey said she is willing to serve if Christie Milner is not on the Board.

Christie Milner withdrew her self-nomination to the Board.

Louisa Morrissey nominated Matt Graham to serve on the Board. Matt Graham accepted the nomination.

Gary Starr nominated Tony Threinen to the Board. Tony Threinen accepted the nomination.

Louisa Morrissey nominated Tom Heald to serve on the Board. Tom Heald declined to serve on the Board but offered to support any standing committees that may need assistance in getting diverse input.

Carrie Clark offered to assist in standing or special committee work.

Louisa Morrissey and Gary Starr both urged new members to serve on the Board to broaden perspectives on the Board and orient them to MSR governance.

Jennifer Tomsen (Lot 22), asked what service on the Board entails. Carrie Clark indicated that the Board previously met quarterly with additional meetings for Architectural Committee reviews. The new Board will need to take on additional work to finish revisions to the By-Laws, Articles and Covenants. Jennifer Tomsen nominated herself to serve on the Board.

Matt Graham nominated Tucker Hinchcliff (Lot 25). Tucker declined the nomination.

When nominations were completed, the slate of Board members included: Julie Coy, Matt Graham, Gary Starr, Tony Threinen, Cyndie Rippy, Jennifer Tomsen, and Louisa Morrissey.

Carrie moved to support the nomination of the slate of nominees to the Board as listed. Julie Coy seconded the motion. A vote was taken by roll call, with 26 voting in favor, and one abstention, the motion passed, electing the new Board. Refer to 2021 MSR HOA Annual Meeting Record of Attendance and Voting attached.

2022 Committee Membership:

Road Committee volunteers include: Tucker Hinchcliff, Gary Starr, Matt Graham, Tony Threinen, John Rippy

Fire Committee volunteers include: Louisa Morrissey, Julie Coy, Jan and Jeff Fedrizzi, Steve Mills, Mary Noone, Susan Starr. Louisa will reach out to Tim Hasselmann and Brian Welder and encouraged anyone with interest to let her know if they would like to join the Committee.

Habitat Committee: Martha Cochran, Peg Hill, Jan Fedrizzi, Leslie Metcalf

Other:

No new business.

Next Meeting:

Proposed by-laws indicate the next annual meeting should occur by November 15. Julie Coy moved that the next Annual meeting be held Saturday, November 5th 2022 at 10:00 a.m. Gary Starr seconded the motion. The motion passed unanimously.

Adjournment

Julie Coy thanked Carrie Clark for her extensive service as President over the past year.

Carrie moved adjournment. Julie Coy seconded the motion. The motion passed unanimously. The meeting adjourned at 12:15 p.m.

Respectfully submitted,

Julie Coy

Secretary

SEE RECORGING SHEET FOR ATTENDANCE AND VOTING ON NEXT PAGE

2021 MSR HOA Annual Meeting
Record of Attendance and Voting

Lot	Name/Address	Meeting Attendance In per or by Proxy	Proxy -held by	2022 Proposed Budget		New 2022 Board Slate taken to vote (lot#): Julie Coy(5), Jennifer Tomsen(22), Gary Starr(37), Tony Threinan(34), Cyndie Rippy (38,43,44), Louisa Morrissey (9,38), Matt Graham(33)	
				YES Vote P=Proxy V=Voice	NO Vote	YES Vote P=Proxy V=Voice	NO Vote
1	Ryan and Julie Huckabay						
2	Martha Cochran and Steve Mills	X		X		X	
3	Gerald and Janet Fedrizzi	X		X		X	
4	Robert and Mary Noone	X				X	
5	Julie Coy & Peg Hill	X		X		X	
6	Gary Walker and Deb Tumulty	P	X-President	P		P	
7	Louise Marron & Tim Hasselmann						
8	Bill Maltby						
9	Louisa Morrissey and Ben Young	X		X		X	
10	Christie Milner (Micah Embrey)	X		X			
11	Scott and Melinda Delmonico	P	X-President	P		P	
12	Christopher DeSantis	X		X		Abstain	
13	William Evans	X		X		X	
14	Michael J Green						
15	Tim and Janine Lucas	P	X-President	P		P	
16	Sean Elias						
17	Bill Slavinski and Megan Chance						
18	Carrie Clark & Mike Freeman	X		X		X	
19	Gerilyn Grange & Laurie Coryell						
20	Nancy Culkin and Brian Welder						
21	Steve and Jeanne Beckley	P	X-President	P		P	
22	Chris Jermaine and Jennifer Tomsen	X		X		X	
23	Thomas and Danielle Wames						
24	James and Elizabeth Stark	X		X		X	
25	Marlena MacArthur and Tucker Hinchliffe	X		X		X	
26	Larry Sather						
27	Jack & Leslie Metcalf	X		X		X	
28	Alan & Linsey Short						
29	Justyn Mcgrigor and Jenny Mcgrigor	X		X		X	
31	Tim O'Sullivan	X		X		X	
32	Jack Cody	X		X		X	
33	Mathew Graham	X		X		X	
34	Anthony and Sandra Threinan	X		X		X	
35	Gian Columbo						
36	Jon D and Erin L Zalinski	X		X			
37	Gary Paul Starr & Susan Malek	X		X		X	
38	My Log Cabin LLC -Rippy	X		X		X	
39	Louisa Morrissey and Ben Young	X		X		X	
40	Scott Key						
41	Joe Della Ratta						
42	Tom and Diane Heald	X		X		X	
43	My Log Cabin LLC -Rippy	X		X		X	
44	My Log Cabin LLC -Rippy	X		X		X	
		29 Total 25 IN PERSON 4 by Proxy		28-Yes	0-No	26-Yes Abstain ¹	0-No

 **President**