

Meeting Minutes
Mountain Springs Ranch Homeowners Association Board Meeting Tuesday June 14, 2022
7:00 pm MST

Meeting called to order at 7:01 pm MSR

The meeting was held via zoom and was recorded.

This meeting was duly announced and open to all community members.

The purpose of this meeting was to review the Association's documents revisions and suggestions from the documents work group.

In attendance:

Board members: Gary Starr, Tony Thrienen, Cyndie Rippey, Louisa Morrissey, Matthew Graham, Jennifer Tomsen, Tim O' Sullivan

Community members Christy Milner and Susan Starr

Rules of Decorum were stated by Gary Starr:

Raise your hand and wait to be recognized by the President for your turn to speak, limit your comments to 3 minutes, do not interrupt the member with the floor, be respectful of all members, no abusive language. If there is disrespectful behavior or abusive language there will be one request to change behavior/ warning from the president or the facilitator of the zoom meeting. If it happens again the person will be removed from the meeting.

Review of the Articles of Incorporation

- Note the change of "Board of Trustees" to "Board of Directors". Make sure this is consistent in all of the documents
- The legal description of MSR in the Articles and in the Bylaws is different from that in the Covenants (Declaration).
 - Matt Graham made a motion to use the description in the Covenants for the Articles of Incorporation and the Bylaws as those are the ones on file with Garfield County
 - Tim O'Sullivan seconded the motion
 - Motion passed unanimously
- Note that definition of members is mentioned in the Articles, Bylaws and Declaration. The wording is consistent.
- Per the suggestion from the document work group, eliminate Article X because the Corporation does not have a seal.
- Make Article XI into Article X

Review of Bylaws

Matt Graham and Jennifer Tomsen proposed that the Board universally agree to use consistent language and fonts throughout the document.

Article II: Definitions and Purposes

- Section 2.1: Use the legal description of the MSR property as found in the Declaration, per the motion made above. Note “Declaration” is the same as the “Covenants”
- Section 2.2: Purposes
 - Any change in this language should be changed the Articles of Incorporation. The language of the two documents should read the same for the Purposes.
 - Remove the word “recreational” from the sentence “...a highly desirable rural recreational and residential area;”
 - Discussion:
 - “Recreational” implies the Association provide recreation beyond Members own property.
 - The Association does not and has never provided or maintained recreational facilities, common spaces or trails for community wide use.
 - The word “recreational” may cause false expectations as to what the Association has an obligation to provide to owners.

Article III Members meetings

- Section 3.2: Voting Privileges: add to the sentence “ ...only if all assessments levied against the Member are paid in full *“or the member is current in a payment plan approved by the Board.”*”

Article IV Association: Meetings, Quorum, Voting , Proxies

- Section 4.1: Place and Frequency of Meetings, Virtual meetings and Meeting Chair:
 - Gender neutral language: change chairman to “chair”
- Section 4.2: Annual Meeting
 - Jennifer Tomsen suggested to add “unless for unusual circumstances”
 - Add language: “annual Member meeting... shall not be later than November 15 *unless unusual and unforeseen circumstances exist*”
- Section 4.6 c: Increases in annual dues;
 - Cyndie Rippy wanted to clarify if an increase in annual dues must be approved by 67% of all members or those present in person or by proxy at the annual member’s meeting.
 - Confirmed that an increase in annual dues needs approval by 67% of members present by proxy or in person at the annual member’s meeting.
- Section 4.6 d: Restrictions on use of property:
 - Jennifer Tomsen wanted to know what this would refer to?
 - For example: VRBO
- Louisa Morrissey suggested to combine Articles III and IV since they both refer to meetings of the members. Matt Graham agreed.

Article V Board of Directors

- Section 5.1a: Nomination and Election of Directors
 - Gender neutral language: change “he/she” to “that individual”
- Section 5.1 b: Nomination and Election of Directors
 - Louisa Morrissey noted her concern about the bigger picture that if each lot pays equal dues, then the benefits and burdens upon each lot need to be equal. She is concerned that this article would place restrictions on one lot that are not placed on others, even though the lots pay equal dues that this could set a precedent for other unequal restrictions (i.e. owners of two lots may only have one house)
 - Discussion followed:
 - It is often difficult to get enough community members to serve on the board. This restriction would make it more difficult to fill Board positions.
 - If Members do not want two members of the same household on the Board they can voice this at the Members meeting during the Board nomination. Members can still approve or disapprove nominations to the Board at the annual members meeting.
 - If two members of the same household are on the Board, they are still in a minority on the Board and may be outvoted.
 - It should not be assumed that members of the same household will always agree on an issue.
 - More than one person per household would give greater (and unfair) benefit to the lot Owner’s interest.
 - It is important to encourage the most diversity of participation as possible in the Board from the community.
 - Louisa Morrissey made a motion to eliminate section 5.1b from the Bylaws draft. Cyndie Rippey seconded the motion. Motion passed with 6 Board members in favor and Matt Graham opposed. Matt Graham did not think that having more than one member of a household on the Board would create an unfair advantage, however he wants to set policies that encourage the most diversity of participation possible from the community.
- Section 5.5 a: Board meetings
 - Add to the sentence: “less frequently *than* quarterly”
- Section 5.10: Waiver of Notice
 - Board members found the language in this section to be confusing.
 - Do we need this language?
 - Send to MEG for better wording and explanation of meaning.
 - Ask MEG if this is necessary.
- Section 5.11: Action taken without a meeting
 - Is this section in conflict with open meetings?
 - Ask MEG
- Section 5.12: Teleconference Meetings
 - While the intent of making meetings accessible to all Members including by virtual means, the wording makes it sound as if the Association is responsible for providing internet to Members, which it is not.

- Louisa Morrissey suggested broader language: “General meetings of the Board may be in person, virtual or hybrid and attendance of all Members will be permitted”.
- There were no objections to the new language.

Article VI Powers and Duties of the Board of Directors

- Section 6.2 d: Specific Powers and Duties, leveling of assessments
 - Jennifer Tomsen questioned the language of “such that each lot shares the cost equally”
 - Should we define this? Equal could mean “proportional” vs the “same”. This an absolute “equal”?
 - Does this tie the Association’s hands to change assessments in the future so that full time residents pay more in dues than part time residents?
 - Language was in red ink, indicating that it was added by MEG.
 - Ask MEG.
- Section 6.2 f: Capital Reserve Fund discussion
 - Is it necessary to have expenditures based on a reserve “study”?
 - A study can be expensive and spend limited reserve funds just on the study rather than on the project (i.e. engineer’s study can be very expensive).
 - Is a “study” required by an outside source or can sound information, researched and provided by community members to the Board, be sufficient to allow the Board to put funds into and earmarked project for the Reserve Fund?
 - Does this language restrict the ability of the community to do its own study and populate the Reserve Fund?
 - Currently there is only \$1000 in the Reserve Fund earmarked for the gate in case the mother board fails.
 - Christy Milner pointed out the difference between a Contingency Fund and a Reserve Fund. She stated that the Board had not created a Reserve Fund nor did a study for any item.
 - Board members remember the Reserve Fund being set up for the Gate. Examination of the minutes of this meeting will resolve this question.
 - Ask MEG to clarify if a Reserve “study” is required by CCIOA. Can a reserve study be done in house or must it be sent out to a third party?
- Section 6.2 h: change “regardless of the provisions in section g above.
- Section 6.2 m: Maintenance of roads
 - Add in snowplowing or use the wording of the second amendment to the Covenants?
 - If we put in snowplowing here, will it define the limits of what the HOA is required to plow?
 - Matt Graham suggested “The Association will snowplow the roads as set forth in the Declaration”
- Section 6.2 o: Website
 - The website has information posted that has been decided. Language in this section requires that the proposed budget be posted on the website. The proposed budget is already individually emailed to all of the Members along with the other

required information prior to the Members annual meeting. The accepted budget is posted on the website after it is approved by the Members. Would posting the proposed budget on the website lead to confusion?

- It is important for all Members to be aware of the proposed budget for the membership so that they may have an informed vote at the annual meeting
- Suggest to leave the language in but make sure that the budgets posted on the website are clearly differentiated between “proposed” and “adopted”.
- Jennifer suggested using Bylaws as one word and be consistent throughout the document.
- Section 6.3 b: Delegation of authority and the Nonprofit act section 7-128-206
 - Need to ask documents group if this language has been verified.
 - Ask MEG

Article VIII Officers and Their Duties

- Section 8.3: Term
 - Gender neutral language: Change the word “his” and “he” to “the officer” in the sentence “until the his successor is duly elected and qualified, unless he sooner resigns”
- Section 8.8 a: Duties
 - Gender neutral language: Change “he/she” to “the President in the sentence “ “He/she shall preside at all Member and Board meetings”

Article XI Miscellaneous

- Section 11.1: Fiscal year
 - Board confirmed that the Association’s fiscal year will be a calendar year.
- Section 11.3: Plural/singular
 - Louisa Morrissey questioned the meaning of this section and if it is needed
 - Jennifer Tomsen noted that this section is not necessary in this document.
 - Louisa Morrissey made a motion to remove section 11.3. Tim O Sullivan seconded the motion. The motion passed unanimously.

Next special Board meeting will be on June 28th to finish the review of the Covenants.

The next regular Board meeting will be moved to July 12th due to the 4th of July holiday.

Gary Starr motioned to adjourn the meeting. Louisa Morrissey seconded the motion. Motion passed unanimously.

Meeting adjourned at 8:48 pm MST.

Minutes respectfully submitted by Louisa Morrissey