

**Mountain Springs Ranch HOA
Regular Board Meeting Minutes
Monday June 5, 2023; 7 pm MST via Zoom**

Meeting called to order: Matt Graham, Board President, called the meeting to order at 7:04 pm MST

Rules of Decorum: Matt Graham read the rules of decorum:

- Rules of meeting decorum: Raise your hand and wait to be recognized 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. 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.

Attendance:

- Board Members: Matt Graham, Cyndie Rippey, Jennifer Tomsen, Tim O' Sullivan, Louisa Morrissey.
- Community Members: Christy Milner (Lot 10), Susan Starr (Lot 37), Michael Green (Lot 14), Ben Young (Lots 9 and 39) and Rob Agnew (Lot 4)

Approval of meeting minutes:

- Approval of meeting minutes from the regular Board meeting on April 17, 2023
 - Matt Graham made a motion to approve. Cyndie Rippey seconded the motion. The motion was approved by all Board members present.
- Approval of the meeting minutes from the special Members meeting on May 22, 2023
 - Matt Graham made a motion to approve. Cyndie Rippey seconded the motion. The motion was approved by all Board members present.

Community Comments: limit to 3 minutes and be concise and constructive.

- Christy Milner: Ms. Milner read an email that she sent to the Board regarding the percentage of votes needed to pass an amendment specifically to limit subdivision.
 - Ms. Milner's email was in response to an email that the Board had sent to the MSR community at large stating that they have consulted the HOA lawyer (Mary Elizabeth Geiger) several times about this question. Mary Elizabeth Geiger informed the Board that the State law over rules the Covenants and that the maximum amount allowed to be required is 67%.
 - Ms. Milner still had concerns regarding exceptions:
 - No amendments may be made to change the uses to which a unit restricting in absence of vote of at least 67% or whatever percentage the Declaration (Covenants) specifies. Ms. Milner expressed her opinion that this exception applies to several items in the proposed Covenants, especially limitation on subdivision and that the requirement should be 75%.
 - The term of Declaration may be extended by a vote of 67% or any larger percentage the Declaration (Covenants) specifies (75%).
 - Matt Graham and Louisa Morrissey informed Ms. Milner that the Board had sent her email to Mary Elizabeth Geiger (MEG), the HOA attorney.
 - MEG confirmed that the percentage of votes needed to pass the proposed covenants was 67% and not higher and that the exception regarding the change restrictions on use did not apply in this particular situation.
 - The *extension* of the Declaration (Covenants) passed the expiration date (January 1, 2025) would require a vote of 75% of the membership per the current

Declaration (Covenants) that are in effect now. (In this exception the percentage in the Declaration is what would be used.)

- Mr. Graham mentioned that a significant amount of HOA funds have been spent on this issue. The Board has done its due diligence and he is not willing to spend any further HOA funds on this matter.
- Ms. Milner requested to be supplied with Mary Elizabeth Geiger's email response. Louisa Morrissey suggested that the Board first ask MEG if that is proper or appropriate in terms of confidentiality.
- Matt Graham suggested that the Board can send out a general summary of MEG's response to the community at large.
- Mr. Graham also reiterated that the recent vote taken to inform the Board about the language of the proposed Covenants regarding the subdivision of properties was not a vote on an amendment. It was general feedback to understand the position of the membership in terms of how we should write the Covenants going forward.
- Mr. Graham noted that the Board had not received Mr. DeSantis's proxy giving Christy Milner his general vote. He requested that she send this to the Board.
- Louisa Morrissey regarding Board discussions about the wording of the proposed Covenants:
 - The Board has not had any internal discussions about the wording of the Covenants regarding subdivision since the last special members meeting on May 22nd.
 - The Board will be discussing this tonight at this open meeting.
- Ben Young:
 - Expressed his thanks to the Board for its enduring and sometimes challenging work on behalf of the neighborhood.
 - He appreciated the inclusivity and efforts to generate consensus.

Treasurer Report Cyndie Rippy:

- Budgeted cash on hand of \$18K
- All dues are collected.
- We also get additional contributions from HOA and non HOA neighbors (currently about \$4,460)
- Currently we have approximately \$7000 in the reserve account divided between fire mitigation and the gate.
- All other budget items are in good standing. We are not over budget in any items.
- Only \$13,700 left to spend on the road maintenance.
- Cyndie Rippy expressed gratitude for the very generous donations to the road from Ed Walters.
- Mr. Walters stated that he would do another donation to road maintenance this year (grading, cleaning ditches, filling potholes). He will write a check from the Jan Walters Trust specifically for the road maintenance. (Thank you Ed Walters).
- Matt Graham asked clarifying questions regarding if other funds could be used for the road or for capital projects.
 - The reserve funds can only be voted on by the membership at the annual meeting and need to be slated for specific projects.
 - The contingency funds may be used if necessary to keep the road maintained and safe (for example, the slide area).
 - Last year (2022) the HOA spent \$42,850 on the road maintenance and \$19,525 on plowing.
 - This year we spent much more on plowing due to the big winter.
 - Mr. Walters also stated that we dodged the bullet on the slide this year due to natural buttressing from the surrounding material. He suggested redirecting the water above the slide area.

- Mr. Graham suggested adding an item to the reserve funds to address storm water diversion in the number 1 slide area. Cyndie Rippy suggested to add this into the proposed budget for next year.

Committee Reports:

- Road Committee: Matt Graham
 - Road Committee annual walk through will be this coming Wednesday at 5 pm. Meet at the big red rock at the bottom of the hill. This is a good chance to have some education regarding what is involved in maintaining the road.
 - There is a very limited budget for maintenance of the road this summer. The Road Committee will look at problematic areas and set priorities.
 - The culverts were cleaned last year, so we will not need to clean them this year.
 - The ditches need to be pulled.
 - Saddle:
 - The Board is aware that some people are unsatisfied with Saddle Drive above the old snowmobile parking area and at the beginning of Saddle Drive.
 - The section of the road above the old snowmobile parking area is not the HOA's burden to plow. (The HOA stops plowing at the old snowmobile parking area).
 - The cost of private snowplowing of the Saddle is shared by a few neighbors that live on North and South Marsh. Perhaps other people who use this section could contribute to the cost.
 - Perhaps extend the snowplowing by the HOA to go over the Saddle? A significant number of properties are accessed by the Saddle.
 - Cyndie Rippy mentioned that she comes up to her cabin about once per week during the winter. She appreciates the plowing over the Saddle and North Marsh as she has no place to park her vehicle since the traditional snowmobile parking is gone.
 - Cyndie Rippy thinks that the current place where the HOA stops plowing is good and is concerned about putting the burden of plowing the secondary roads on the populace. She supports the idea of neighborhood coops to equitably share the cost of plowing along the secondary roads.
 - South Marsh costs alone came to about \$2500 to \$3000 this year. This was shared by the residents of South Marsh in addition to pitching in for plowing the Saddle.
 - The cost of plowing over the Saddle and up North Marsh to the Hidden Springs junction came to approximately \$7000 for this past winter.
 - Matt Graham pointed out the inconsistency of complaints regarding water and erosion damage by the same people who complain about plowing too much snow off of the road and complain about bank pushback. Bank pushback allows the snow to melt into the ditches. The main problems we are seeing on the Saddle this year are due to water erosion.
 - Louisa Morrissey commented that she has invoices from Walters Company for plowing of the Saddle and North Marsh showing that they were plowing and doing bank pushback on North Marsh and the Saddle above the old snowmobile parking area well into the spring. She has photos showing the road had melted out to the road surface at the beginning of April.
 - Susan Starr had questions regarding the width of the easement, how it affects snowplowing and about the traditional snowmobile parking area at the beginning of Saddle drive.
 - The easement has been extensively reviewed by the HOA lawyer. It is 30 feet from the center of the road on each side of the road for the purpose of ingress and egress.

- Every effort is made not to damage properties in the easement by plowing or road maintenance. However, the HOA and property owners have a legal right to plow and push back banks within the easement in order to safely access their properties and should be able to do that without intimidation.
 - The owner of the property bordering the old snowmobile parking area made it clear that this area is no longer available and he will not allow plowing or bank pushback. The Board decided to not push the issue and only plowed what was necessary. This will not leave enough room for parking and the area is no longer available.
 - The eastside coop is starting to work and plowing is allowing residents on the east side to access their properties so they do not need to park at the old snowmobile parking area.
 - Main road doing well.
 - Excessive speeding: residents, tenants and guests of Owners who consistently drive well above the speed limit will receive notice from the Board.
 - Can the Board fine people for speeding?
- Fire Committee: Louisa Morrissey screen shared the Fire Committee Report.
 - The report will be sent out with the minutes to the community.
 - Chipper Day will be this coming Saturday, June 10th.
 - The signs for the fire escape route have been ordered and will be put up this summer.
 - Jeff Fedrizzi continues to research what is involved in becoming part of the Glenwood Springs Fire Protection District. There are three ways that are detailed in the Fire Committee report. Please read the attached minutes for details. The Glenwood Springs Fire Protection District Board was interested in learning more about the demographics of the MSR community and possibly doing a tour of the area. Jeff Fedrizzi and Louisa Morrissey attend these meetings.
 - Fire Detection camera still scheduled to be installed on Sunlight peak this summer.
 - Fire Committee members continue to attend the meetings of the Roaring Fork Wildfire Collaborative to learn more about the group and see how MSR can fit in. There is a neighborhood ambassador program that might be useful for MSR.
 - Cyndi Rippy mentioned that she has had several requests from MSR community members to ride bikes or hike along the fire escape route through their property. This route is also shared by private landholders in Glen Park starting at the second gate and is not available for recreation to MSR members. It is only for an emergency egress/ingress for both neighborhoods. We need to show gratitude to all of the private landholders along the fire escape route and not risk losing the route because of trespass.
 - Rob Agnew asked if there has been consideration of a retention pond in MSR for fire? Louisa Morrissey pointed out that a long-range goal of the CWPP (posted on the website) is development of additional water supplies.
- Habitat Committee: no update
 - Matt Graham mentioned that there is information on the website about noxious weeds.
 - If residents have questions, they are encouraged to email the Board and those questions can be forwarded to the Habitat Committee.
 - Thanks to Jerry Fedrizzi for ordering the spruce and fir beetle pheromones.

Documents and review of vote regarding the language for subdivision:

- Vote results: 30 members responded; 6 voted to keep subdivision and 24 voted to end subdivision.
- The Board openly discussed the results of the vote and, based on the results, and proceeded with the development of the language in the proposed Covenants.
- Board member comments:
 - Tim O’Sullivan stated that the Board has been very transparent during this process and that a simple majority of the respondents should direct the language going forward. The Board has never been 100% of one opinion regarding this matter. We have done everything we can to get a consensus on this issue and we should follow it. The language should be simple. Mr. O’ Sullivan suggested a two or three person document work group. Mr. O’Sullivan noted that he voted to leave the language the same and allow subdivision.
 - Cyndie Rippy felt that the vote represented enough of a consensus to have the language of the proposed Covenants no longer allow subdivision. She has listened and understands both sides of the fence. However, the majority of the respondents did not want subdivision. Grandfathering is an option but could be challenging to implement.
 - Jennifer Tomsen stated that regardless of her personal view of the subdivision issue, the Board has solicited the desire of the community in several ways and it is clear that a significant majority of the respondents do not want subdivision. Her personal view does not matter and she will support the desire of the majority.
 - Louisa Morrissey pointed out that there has been a suggestion from a few community members that the votes 13 members who did not vote or send in a proxy should automatically counted as supporting subdivision. She felt that this is inaccurate.
 - All we can do is look at the data: 30 members responded, 6 voted to keep subdivision and 24 voted to eliminate subdivision.
 - Since the special meeting Jack Cody wrote an email to the Board informing the Board that he was stuck in traffic during the special meeting and out of cell phone service. While he knows his vote cannot be officially counted, he does not want subdivision.
 - The Healds stated that they did not care either way but that they would vote to support the proposed Covenants as a whole.
 - Carrie Clark suggested that if we remove subdivision, we set a hard date in which it takes effect.
 - Ms. Morrissey suggested allowing a grace period of a year past the ratification of the Covenants in which members who wanted to subdivide could apply.
 - Tim O’Sullivan supported this idea.
 - Matt Graham commented that the Board has been very transparent and has tried to find a general consensus in the community through multiple meetings and now a community wide vote. The Board has done due diligence in giving every community member an opportunity to voice their opinions.
 - If this is an important issue to members, they had an opportunity to send in their vote by proxy or attend the meeting.
 - The majority of respondents in the vote want to do away with subdivision.
 - The larger issue is that we are trying to ratify the Association documents to be CCIOA compliant. After numerous times of asking the Association’s attorney, 67% of the members need to vote in favor in order to ratify the proposed updated documents.
 - If we leave the current language to allow subdivision in the Covenants, realizing that a large majority of the respondents to the vote did not want subdivision, this could this jeopardize ratifying the documents.

- Mr. Graham feels that the result of the vote indicated that more members are against subdivision than for it. The best possible way to ratify the documents is to listen to the majority of the respondents to the vote on subdivision.
- Community member comments:
 - Christy Milner does not feel that there was a majority of members and only 20 people were against subdivision.*
 - She stated that the Covenants expire July 1st 2025 ** and that the Covenants have not been compliant with CCIOA for several years.
 - Ms. Milner expressed her opinion that the people who did not vote at all should be assumed to have voted for retaining the right to subdivide.
 - She suggested voting on subdivision separately from the Covenants.
 - She suggested to wait to extend the Covenants when they expire and not change them.
 - She was open to some sort of compromise on subdivision (grandfather clause or one year grace period).

*(Author clarification: *24 members voted against subdivision; **Current Covenants expire January 1, 2025 and must be renewed within six months of expiration).*

- Matt Graham:
 - Covenants need to be voted on as a whole.
 - 75% of membership vote needed to *extend* the January 2025 deadline within 6 months of the deadline.
 - 67% of the membership is required to approve the proposed revised Covenants.
 - Better chance of getting consensus now with community feedback and asking for 67% approval from members on the proposed Covenants in the next couple of months, rather than waiting till the last minute to extend the current Covenants (still non CCIOA compliant) with 75% membership approval required.
 - Noted that 24 community members responded to the vote to disallow subdivision.
 - Noted that there were members that did not vote regarding subdivision who stated they will still vote for the covenants.
 - We need to become CCIOA compliant and move forward.
 - Some members (2) who want to subdivide have already applied to Garfield County and informed the Board. Under the current Covenants the Board honors their right to do so.
 - Tim O'Sullivan:
 - We have heard the majority and it is time to move forward.
 - Louisa Morrissey: What is the Board's opinion of an allowance of one year past the ratification of the Covenants for members who want to subdivide to apply to Garfield County?
 - Matt Graham made a motion that the content of the Covenants regarding subdivision read something to the extent that it is no longer allowed to subdivide, but those members who currently hold ownership have one year from the date of the ratification of the Covenants to apply for subdivision and inform the HOA Board. After the one year grace period there is no subdivision.
 - Jennifer Tomsen asked a clarifying question: is this the exact language proposed or is this the concept?
 - Matt Graham responded that this motion is regarding the concept of the language.
 - Louisa Morrissey seconded the motion.
 - The motion was approved by all Board members present.
- Proposed (tentative) timelines:

- Revise documents and send to MEG for review.
- June 13th, send documents to MSR members for review.
- July 18th: due date for comments from the community (with reminders to the community)
- Board reconvenes on August 7th at 7 pm MST.
- Send documents out to vote tentatively by August 15th with special meeting announcement.
- Members could vote by proxy or in person at the special meeting on the documents on/by September 19th.

Further member comments:

- Christy Milner again requested that the emails from MEG to the Board be forwarded to her personally.
- Matt Graham reiterated that an accurate general summary of the information would be sent to the community at large in accordance with client/attorney privileges and reviewed by MEG.

Adjournment:

Louisa Morrissey made a motion to adjourn. Cyndie Rippy seconded the motion. The motion was approved by all Board members. Meeting was adjourned at 8:36 pm MST.