

**Mountain Springs Ranch HOA**  
**Meeting Minutes of the Special Members Meeting for the Adoption of the**  
**Revised and Restated Articles of Incorporation, Bylaws and Covenants.**  
**Monday October 16, 2023; 7 pm MST via Zoom**

Meeting called to order by Matthew Graham, President, at 7:05 pm

Rules of Decorum:

Raise your hand and wait to be recognized by the President for your turn to speak. Limit comments to 3 minutes. Do not interrupt the member with the floor. Be respectful of all members. No abusive language. If there is disrespectful or abusive language, there will be one request/warning to change behavior or language. If the behavior continues the person will be removed from the meeting.

Attendance:

- Board Members: Matthew Graham, Tim O' Sullivan, Louisa Morrissey, Tony Threinen, Jennifer Tomsen and Chris Fedrizzi
  
- Member Role Call by Lot:
  - Lot #1 Ryan Huckabay, ballots received.
  - Lot #2 Martha Cochran and Steve Mills, proxy held by Louisa Morrissey.
  - Lot #3 Jerry and Jan Fedrizzi, ballots received and Jerry and Jan attended in person.
  - Lot #4 Rob and Aimee Agnew, ballots received and Rob attended in person.
  - Lot #5 Julie Coy and Peg Hill, ballots were sent in the mail but not yet received; proxy to Matthew Graham and Peg Hill attended in person.
  - Lot #6 Gary Walker and Deborah Tumulty, ballots received for Articles and Covenants.
  - Lot #7 Louise Marron and Tim Hasselmann, ballots received and Louise Marron attended in person.
  - Lot #8 Bill Maltby, absent from meeting and no ballots were received.
  - Lot #9 Louisa Morrissey and Ben Young, ballots received; Ben and Louisa attended in person.
  - Lot #10 Christy Milner, attended in person
  - Lot #11 Scott and Melinda Delmonico, ballots received
  - Lot #12 Chris DeSantis, proxy held by Christy Milner
  - Lot #13 Dr. Will Evans, ballots received.
  - Lot #14 Michael Greene, ballots received and attended in person.
  - Lot #15 Tim and Jeanne Lucas, ballots received.
  - Lot #16 Sean Elias, attended in person.
  - Lot #17 Megan Chance, attended in person (sent in ballots to Board at 6:58 pm October 16, 2023).
  - Lot #18 Carrie Clark and Mike Freeman, ballots received.
  - Lot #19 Gerilyn Grange and Laurie Coryell, ballots received as well as proxy held by Matthew Graham.
  - Lot #20 Nancy and Brian Welder, ballots received and Nancy attended in person.

- Lot #21 Steve Beckley (Paqarina Ranch LLC), ballots received.
- Lot #22 Jennifer Tomsen and Chris Jermaine, ballots received and Jennifer attended in person.
- Lot # 23 Tom and Danielle Warnes, proxy held by Louisa Morrissey.
- Lot #24 James Stark, ballots received.
- Lot #25 Ellen Rollins, ballots are in the mail, waiting to receive. Must be postmarked by Oct. 14<sup>th</sup>.
- Lot #26 Larry Sather, ballots received.
- Lot #27 Jack and Leslie Metcalf, ballots received, Jack and Leslie attended in person.
- Lot #28 Alan and Lindsay Short, ballots received.
- Lot #29 Justyn and Jenny McGrigor, ballots received and Justyn attended in person.
- Lot #30 There is no lot 30.
- Lot #31 Tim O' Sullivan, ballots received and Tim attended in person.
- Lot #32 Jack Cody, ballots received.
- Lot #33 Matt Graham, attended in person.
- Lot #34 Tony and Sandy Threinen, ballots received and Tony attended in person.
- Lot #35 Gian Columbo, proxy held by Tony Threinen.
- Lot #36 Brian and Lydia Abramson, Brian attended in person.
- Lot #37 Gary and Susan Starr, ballots received.
- Lot #38 Cyndie and John Rippy, (My Cabin LLC) ballots received and John attended in person.
- Lot #39 Ben Young and Louisa Morrissey, ballots received, Ben and Louisa attended in person.
- Lot #40 Scott Key, ballots received.
- Lot #41 Joe Della Ratta, absent and no ballots were received.
- Lot #42 Tom and Diane Heald, ballots received.
- Lot #43 Cyndie and John Rippy, (My Cabin LLC) ballots received and John attended in person.
- Lot #44 Cyndie and John Rippy, (My Cabin LLC) ballots received and John attended in person.

**40 of 43 Lots were in attendance by ballots, proxies or in person (one more lot has sent in a ballot in the mail which would bring that number to 41 of 43 Lots). A quorum was established.**

Member Comments (please limit to 3 minutes and make comments concise and constructive).

- There were no member comments.

Appointment of a committee of Members to count the votes:

- Members of this committee must be MSR HOA Members but may not be Board members.
- The committee is appointed by the Board.
  - The Board selected Jack and Leslie Metcalf and Brian and Nancy Welder to count the votes.

- Nancy Welder confirmed she was willing to count the votes. Brian is out of town.
  - Jack and Leslie Metcalf confirmed they were willing to count the votes.
- Matthew Graham made a motion to appoint Jack and Leslie Metcalf and Nancy Welder as the vote counting committee to count and verify the results.
- Tim O' Sullivan seconded the motion.
- The motion was approved by all Board members present.

#### Acceptance of ballots

- Ballots have been received by Members previous to the meeting and will be sent to the vote counting committee to tally.
- The Board is aware that some Members have mailed in ballots that have not yet been received. Mailed in ballots must be postmarked by October 14<sup>th</sup>. The Board will wait until October 21<sup>st</sup> for any outstanding ballots to arrive in the mail.
- Discussion of whether to read all of the ballots out loud at this meeting:
  - Jennifer Tomsen stated that this could be very time consuming and wondered if this was necessary, or if the vote count committee could record what was on the ballots. She proposed that completed ballots be sent to the vote count committee.
  - Chris Fedrizzi expressed concern about extended discussion with every ballot measure and the length of time that would take.
  - Rob Agnew requested that the results of mailed in ballots be kept confidential and not read aloud at the meeting for the sake of time and privacy.
  - Matthew Graham made the decision to send the mailed in ballots to the vote count committee take votes from those attending in person who still wish to vote and those who hold proxies at the meeting tonight.
  - Brian Abramson asked if it was too late to scan and submit his ballot. It was, but he was informed he could still voice his votes at this meeting.
- Acceptance of ballots:
  - Louisa Morrissey made a motion to accept all of the ballots that have been submitted.
  - Tim O' Sullivan seconded the motion.
  - The motion was approved by all Board members present.

#### Acceptance and recording of any remaining verbal votes and proxies during the meeting:

- Verbal votes by proxies and members present were recorded: (See role call =above for ballot submissions)
  - Lot 2, Steve Mills and Martha Cochran proxy held by Louisa Morrissey: Louisa noted that Steve and Martha wanted to vote yes on the Articles, Bylaws, the Covenants and all of the line items in the Covenants, including the extension of the Covenants.
  - Lot 5, Julie Coy and Peg Hill: Peg attended in person but had given their proxy to Matthew Graham. She stated that she would like Matthew to vote as their proxy. Matthew voted to approve the Articles, Bylaws, the Covenants and all of the line items in the Covenants, including the extension of the Covenants.

- Lot 10, Christy Milner: voted in person to approve the Articles and Bylaws but NOT the Covenants.
- Lot 12, Chris DeSantis proxy held by Christy Milner: Christy voted to approve the Articles and Bylaws but NOT the Covenants.
- Lot 16, Sean Elias: voted in person to approve only the Bylaws but NOT the Articles or Covenants.
- Lot 17, Megan Chance: voted in person to approve only the Bylaws but NOT the Articles or Covenants.
- Lot 23, Tom and Danielle Warnes proxy held by Louisa Morrissey: Louisa voted to approve the Articles, Bylaws, the Covenants and all of the line items in the Covenants, including the extension of the Covenants.
- Lot 33 Matthew Graham: voted in person to approve the Articles, Bylaws, the Covenants and all of the line items including the extension of the Covenants.
- Lot 34 Tony Threinen: sent in a ballot and confirmed in person that he approved of the Articles, Bylaws, Covenants and all of the line items in the Covenants including the extension of the Covenants.
- Lot 35 Gian Columbo proxy held by Tony Threinen: Tony noted that Gian wanted to vote to approve the Articles, Bylaws, the Covenants and all of the line items including the extension of the Covenants.
- Lot 34 Brian Abramson: voted in person to approve the Articles, Bylaws, the Covenants, all of the line items EXCEPT line item #4 and EXCEPT the extension of the Covenants (no on items #4 and #25).

Other comments.

- Ben Young thanked this Board and previous Boards for their efforts to generate critical documents for our community. Their effort has been inclusive and representative of the community. He personally thanked all of the Boards for the many hours of work.
- John Rippy expressed thanks.
- Matthew Graham thanked the documents group as well for their review of the documents and advice to the Board.
- In the chat: Nancy Welder, Rob Agnew, Justyn McGrigor and Peg Hill also expressed their thanks.
- Christy Milner asked if the ballots would be counted at the meeting. She was informed that the vote counting committee needed to count all of the ballots and votes and the board would wait until after October 21<sup>st</sup> for any remaining mailed in ballots.

Adjournment.

- Matthew Graham made a motion to adjourn.
- Tim O' Sullivan seconded the motion.
- All Board members present approved.

Meeting adjourned.