

**Mountain Springs Ranch HOA
HOA Board Meeting Minutes
Monday, August 28, 2023; 7 pm MST via Zoom**

Meeting called to Order: Matt Graham, Board President, called the meeting to order at 7:05 pm MST

Attendance:

- Board members: Matt Graham, Chris Fedrizzi, Louisa Morrissey, Tim O' Sullivan, Cyndie Rippy, Tony Threinen, Jennifer Tomsen.
- Community members: Susan Starr (Lot 37), Jack Metcalf (Lot 27), Justyn McGrigor (Lot 29)

Announcement of an executive session of the Board: On August 9, 2023 the Board met in executive session pursuant to CRS 38-33.3-308 (4) (b) and (f) to review and discuss written and verbal communications from the HOA attorney

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.

Community member comments. Please limit to 3 minutes and **keep comments concise and constructive**

- There were no comments from the community members.

Approval of draft meeting minutes from August 7, 2023

- Chris Fedrizzi motioned to accept the minutes.
- Cyndie Rippy seconded the motion
- The motion was approved by all Board members present except to Jenifer Tomsen who abstained because she had not attended the meeting.

Architectural Review items:

- Confirm construction deposit refund to Lot 7 (Louise Marron/Tim Hasselmann)
 - Board confirmed that Louise Marron and Tim Hasselmann met all of the requirements for their building and that there was no damage to the road at the entrance to their driveway.
 - Matt Graham made a motion to return the construction deposit in full.
 - Cyndie Rippy seconded the motion.
 - The motion was approved by all Board members present.
- Final approval of greenhouse on Lot 20 (Culkin/Welder)
 - Mr. Welder had addressed all of the concerns expressed by neighbors.

- A quorum of the Board has conducted a site visit and recommends final approval.
 - Matt Graham motioned to give the project final approval.
 - Cyndie Rippey seconded the motion.
 - The motion was approved by all Board members present.
- Proposal for snowmobile storage arrangements on Lot 34 (Threinen)
 - Tony Threinen has submitted a site plan and photos of his proposed snowmobile shed.
 - He will permanently dig two storage containers into the hill in his property.
 - He has agreed to notify adjacent neighbors, raise story poles and have an onsite visit from the Board.
 - Matt Graham motioned to give this project preliminary approval.
 - Cyndie Rippey seconded the motion.
 - The motion was approved by all Board members present, except for Tony Threinen, who abstained.

Documents revision/ voting procedures and plan for Special Members Meeting:

- Clarification from legal counsel, Mary Elizabeth Geiger.
 - A concern regarding the percentage required to approve the proposed Covenants was raised by a member, specifically about the percentage required to approve any change in use of a property.
 - Upon further review by legal counsel, the Board was advised to have two sections of the ballot for the Covenants: one for the Covenants *minus* the line-item exceptions for change in use of a property (requiring 67% approval of the entire membership), and then line-items for *each* change in use of a personal property (each requiring 75% approval of the entire membership.) If a line-item does not receive 75% approval, then the language remains as it is in the current Covenants for that particular item.
 - The Board needs to make motions to approve the process of voting, approve any final updated language to the proposed Covenants, and approve the new language in Article XI section 3 regarding the termination of the Covenants.
- Final revisions to the Covenants
 - Article V section 1A: permit requirements. Brian Welder (Lot 20) tried to get a Garfield County permit for his greenhouse but was informed that the County does not require or issue permits for private greenhouses. In light of this, Board members proposed changing the language of the section to read: “*all new buildings greater than two hundred (200) square feet must obtain a building permit from Garfield County, as applicable, and comply with Garfield County building codes.*”
 - Article V section 2: Dwelling house to be constructed first. The Board decided to keep the proposed language as is.
 - Article VI section 7: Combining Lots. Mary Elizabeth Geiger suggested adding “*within Mountain Springs Ranch*” to clarify that a member with two Lots, one in MSR and one adjacent to but not in the physical boundaries of MSR, could not

combine the Lots in a way that either added to or removed land from the boundaries of MSR.

- Article VIII section 2: Roads. Minor addition of language: *“Such maintenance shall not include snow removal except as provided in sections A and B.”*
 - Article IX Variances: Mary Elizabeth Geiger added *“An Owner shall apply for the variance by submitting the request, in writing and with specifics, to the Board of Directors. If it is a variance from the Architectural Committee rules, then the request needs to be submitted in writing as any other Architectural Committee application, and referred to the Board of Directors.*
 - Louisa Morrissey noticed that Article X section 2 of the current covenants regarding limitation of actions was removed from the proposed Covenants. Legal counsel suggested that the new Covenants keep this clause. The Board discussed and decided to keep this clause as it is and keep it in the new Covenants under Enforcement.
 - Article XI section 3: Termination of Covenants. Mary Elizabeth Geiger suggested language: *“Termination of the Covenants. The Covenants shall remain in effect until January 1, 2043 and shall be automatically extended for additional successive twenty (20) year terms thereafter unless terminated by a vote of at least 75% of the members entitled to vote for termination in accordance with C.R.S. 38-33.3-218.”* The Board needs to approve adding this language into the proposed Covenants. It will be a line- item vote by the membership (requiring approval of 75 % of the entire membership).
- Plans for voting procedures and timeline toward Special Members meeting to vote on the revised Covenants, Articles of Incorporation and Bylaws.
 - **Voting procedures:**
 - Louisa Morrissey made a motion that the process of voting on the documents will have a vote for the Covenants with line items for the exceptions for the change of use of a property. The Covenants will require the approval of 67% of the entire membership. Each change of use line-item will require the approval of 75% of the entire membership.
 - Matt Graham seconded the motion.
 - The motion was approved by all Board members present.
 - **Termination of the Covenants:**
 - Matt Graham motioned to accept the proposed changes to Article XI section 3, contingent of the approval of Mary Elizabeth Geiger that the minimum percentage of the membership required to terminate the Covenants would be 75%.
 - Chris Fedrizzi seconded the motion
 - The motion was approved by all Board members present.
 - This item will be proposed to the membership as separate line-item vote in the Covenants.

- **Acceptance of all of the language changes and updates to the Covenants:**
 - Matt Graham motioned to accept the current, updated and edited version of the Covenants and put the documents to the MSR members for a vote.
 - Chris Fedrizzi seconded the motion.
 - The motion was approved by all Board members present.

- Timeline toward voting and Special Members meeting:
 - A Special Members meeting will be called for October 16, 2023 for the purpose of voting on the proposed revised Articles of Incorporation, Bylaws and Covenants.
 - The notice of the Special Members meeting will be emailed to all members by September 16th with electronic ballots for members to vote and send in prior to October 16th. Members may also vote verbally at the October 16th meeting.
 - Cyndie Rippey generously offered to donate to the MSR legal fund to pay for the cost of Mary Elizabeth Geiger and her staff designing the electronic ballots.
 - Jennifer Tomsen volunteered to do the final read, copy editing and formatting of the proposed Covenants.

Old/new business

- Matt Graham expressed his appreciation for the work that Louisa Morrissey has done in readying the documents to bring to a vote of the membership.
- Matt Graham made a motion to get a gift card of \$150 as appreciation for Louisa Morrissey's work.
- Chris Fedrizzi seconded the motion.
- The motion was approved by all Board members present except Louisa Morrissey, who abstained from the vote.

Next meetings:

- Next regular Board meeting will be October 2, 2023.
- **Special members meeting for collecting and counting ballots and verbal votes on the Articles, Bylaws and Covenants will be October 16th, 2023.**
- The Annual Meeting will be Saturday November 4, 2023. The meeting will be in person. Louisa Morrissey will investigate a venue for the meeting that will also allow for a hybrid of in person and online.

Meeting adjournment.

- Matt Graham motioned to adjourn the meeting.
- Chris Fedrizzi seconded the motion.
- The motion was approved by all Board members present.

The meeting adjourned at 8:00 pm MST.