



**Silver Springs Master Homeowners Association
Meeting Minutes
Nov. 17, 2009 at St Luke's Episcopal Church, 6:30 p.m.**

Closed Session: 6:30-7:30

The Board of Trustees met with counsel (no name provided).

MHOA Legal fees spent in 2009 were not itemized and totaled \$11,193.50

MHOA Legal Fees for 2010 are projected to be \$20,000. The board has not itemized nor disclosed the use of these funds.

At the beginning of the meeting, the Quail Meadows II (Tracy Phillips) and Ptarmigan (Allen Durfee) representatives stated that they believed they were not members of the Master Association and their predecessors had not been party to signing any agreements with the MHOA, so they would no longer be participating. Bill Noland stated that the Master Association considers them to be a part of the Association, and will continue to treat them as such though neither subdivision is named in the Articles of Incorporation. Both Quail Meadows II (9 units) and Ptarmigan (20 units) representatives then left the meeting. This reduces the size of the MHOA to 479 Association Members.

[Silver Springs MHOA Articles of Incorporation](#)

ARTICLE II

DURATION OF CORPORATION

The SSMHOA Corporation shall have perpetual existence unless dissolved or terminated according to law.

ARTICLE IV

MEMBERSHIP

"Every person or entity who is a **record owner** of a fee or undivided fee interest, or is a contract purchaser for such interest, in any lot or condominium unit located within any of the following homeowners associations, to wit: 1) NorthShore Silver Springs 1-G Subdivision Homeowners Association; 2) Silver Springs Homeowners Association; 3) Silver Springs Townhouse Condominium (Silver Meadows Phase) Homeowners Association; 4) Willow Bend West Homeowners Association; 5) Meadow Springs Homeowners Association; 6) Quail Meadows Homeowners Association; 7) Meadow Wild Homeowners Association; 8) Silver Springs Townhouse (Willow Bend East) Homeowners

Association (hereinafter collectively referred to as the "Member Associations") shall be a member of the association. Any homeowner association or similar entity representing the interests of owners or property within the Silver Springs Subdivision, which is **subsequently formed shall be entitled to membership in the Association, upon consent** to be bound by the authority of the Master Association, its Bylaws, and duly enacted rules and regulations."

Open Session:

Board Members in Attendance: 1) Jeff Nielsen (? Not Verified Park Place), 2) Whit Logan (Meadow Spring), 3) Steve Lo Re (South Shore), (4) Les Carriel (? Not verified for Meadow Wild), 5) Phil Tisovec (Silver Meadows).

(The current elected term and status of each of the above representatives has not been verified.)

Bill Noland – was not re-elected to the SSSFHOA board on the October 13, 2009 election therefore is no longer eligible to serve as president of this board.

"MHOA Bylaws – Article IV: TRUSTEES: SELECTION: TERM OF OFFICE

Section 1. Number. The affairs of this Association shall be managed by a Board of Trustees comprised **only of the various Presidents**, or the [elected officers as] nominees thereof, of the member associations.

Section 2. Term of Office. The various associations under the Master Association shall be represented on the Board of Trustees in perpetuity. The various trustees shall change as the individual associations elect new **officers.**"

Not Present: 1) Anthony Sands (Quail Meadows), 2) Tracy Phillips –resigned from MHOA (Quail Meadows II), 3) Alan Durfee –resigned from MHOA (Ptarmigan), 4) Isa Wright (Willowbend East), 5) Bill Rusconi (The Springs), 6) Mark Rasmussen (Willowbend West), 7) Linda Bowman (NorthShore).

Guests:

Julia Loughlin (SSSFHOA), Guy Sanderson (SSSFHOA), Eric Fraleigh (NorthShore), Frederick "Rick" Catoni (Park Place), Ron Duyker (SouthShore), Harry Fuller (SSSFHOA), Steve Hamilton (Park Place), Lyn Cier (SSSFHOA).

Approval of previous minutes: The minutes were not approved. Robyn will get with Brenda Lake to see what she wants changed to her motion. Steve suggests that each name be put with the HOA they represent. Les asked why we have more narrative and history of each item. He suggested that it be more business like and less narrative. Remind Les that this is not so much as business but actually a neighborhood organization. Gaylynn suggested that maybe one history on each item would give continuity and fill-in the occasional attendee. Online the links are active for explanation and history of each item. Item continued.

Management Contract: Bill stated that we need a definitive and legal contract with Robyn Bailey our manager. This has been an item of concern for many years and the board has not followed through. The contract needs to be job specific and define what is expected of both parties. It is important to define liability issues. Jeff Nielsen will look into this matter and contact Brenda Lake for more info. Item continued.

Committee Reports

a) Lakes: The box for aeration equipment is broken, this is normal wear and tear. Gaylynn will approach Mtn. Regional Water Special District about contributing to the expense of a new cover. The aerators have been turned off for the season. Item continued.

b) Dams: The dam advisory committee is working on the information program for lakefront lot owners who will see dam renovation work beginning in the spring. Item continued.

Unfinished Business

a) Tennis Court: Kate Sattlemier is working with Meadow Wild and Meadow Springs to make a deed correction. See <http://www.silverspringscommunity.com/master-association/ma-common-area-parcels/pp-91/> This parcel common area deed could be transferred to Meadow Springs since it already owns a portion of it. Item continued.

b) Audit: Steve passed out a detailed list of what they propose to do for the audit. The Bylaws state the Treasurer is in charge of the audit process. Steve motioned to proceed with the audit as he outlined it.

The MHOA Bylaws Article VIII states in “Section 1. Books and Accounts. The books and accounts of the Association shall be kept under the direction of the Treasurer and in accordance with reasonable standards and accounting procedures. A **certified public accountant** approved by the **Board of Trustees** and twenty-five (25%) percent of the **Members** shall be chosen to do a certified audit if requested by the Board of Trustees and/or twenty-five (25%) of the Members. “ It is uncertain who is the Treasurer at this time.

All present were in favor of Steve’s motion.

VOTE TALLY	
1-Meadow Springs	Y
2-Meadow Wild	Y
3-NorthShore	
4-Park Place	Y
5-Quail Meadows I	
6-Silver Meadows	Y
7-SSSF	
8-SouthShore	M-Y
9- Willowbend East	
10-Willowbend West	

c) Budget/Reserves: This was looked at and the discussion was to table the budget until more firm numbers were available. [Where is the \$80,000+ in reserve that was

discussed during early summer of 2008? Many requests have been made since 2005 to show more detail on monthly P&L statements.] Item continued.

d) Member meeting/voting criteria: The verbal legal opinion on the voting structure of the Master Association is there is one voting class comprised of the 12 (now 10) Trustees as voting members. One from each member subdivision HOA. The individual lot owner members have voting rights through their representative on the Board, some issues require direct Association Member votes. Our Bylaws supercede the 1989 Developers Agreement. Steve Lo Re explained that MHOA board members are trustees and they are entrusted with their HOA'S votes. Awaiting written legal opinion. Lo Re's statement can be qualified depending on the nature of the issue being presented. Read the MHOA Bylaws:

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ARTICLE IV: MEMBERSHIP

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[SSMHOA Bylaws](#) Article III, Section 6. Voting. When a quorum is present at any meeting, the vote of the Association Members representing more than fifty (50%) percent of those present at the meeting, either in person or by proxy, shall decide any question of business properly brought before such meeting. All votes may be cast either in person or by proxy, however, all proxies shall be in writing, and must be of record with the Secretary.”

A number of other Articles clarify other issues and nuances.

Item continued.

e) Drainages: The previously assumed responsibility for the Master Association to keep the drainages in the community maintained was reconsidered. More definition of

responsibility is needed, such as liability for Association work on private property, and the individual subdivision CCRs, etc. Gaylynn will ask Northshore residents to do the work themselves. Lynn and Bill said they would bring it up with the SSSFHOA as their CCRs provide that individual property owners are responsible for all work, utilities, etc within their property lines and easements. Item continued.

f) North Shore Entrance/Berm Trail: There was concern expressed over the slick conditions of the trail at the NorthShore entrance along the berm. Robyn will have the black tarp cut back for now. Alternative bids for landscaping will be considered at the next meeting. Item continued.

g) Park Place drain: This project is almost complete. An easement document and release of liability documents are being coordinated with the owners. Item continued.

h) MA Document Resolution: Resolution discussed then approved. No details were given for what the resolution contained, etc. Bill (No longer an eligible member of any board) made the motion to accept the document, Steve seconded the motion.

VOTE TALLY	
1-Meadow Springs	Y
2-Meadow Wild	A
3-NorthShore	
4-Park Place	A
5-Quail Meadows I	
6-Silver Meadows	Y
7-SSSF	
8-SouthShore	S-Y
9- Willowbend East	
10-Willowbend West	

i) Carriel will write a letter to invite members to the website. If the SBSRD accepts the Silver Springs MHOA common areas then the existence of the MHOA will end and their website will have little purpose.

j) MA property use guidelines: Gaylynn asked what the number of committee members was. Steve said it would be best if each HOA had a part. Jeff said that we might have 10 subdivision members unless others decide to drop out. Then Les stated that the Bylaws state that the President sets up the committees. Bill is coordinating constituting the committee. Item continued.

k) Sale or transfer of MA property to Basin Recreation: Bill and Tracy met with the Snyderville Basin Special Recreation District and Bill stated that at this time they are not interested. Item continued.

New Business:

a) Guest Comments:

Gaylynn Mooney asked to have guest members comment on issues before a vote is taken, and that they be limited to 5 minutes a comment. Les seconded the motion. Jeff asked to amend the motion to 3 minutes per comment.

VOTE TALLY	
1-Meadow Springs	N
2-Meadow Wild	S-Y
3-NorthShore	M
4-Park Place	Y
5-Quail Meadows I	
6-Silver Meadows	A
7-SSSF	
8-SouthShore	N
9- Willowbend East	
10-Willowbend West	

Member Comments to Board:

“Rick” Catoni: Expressed concern about closed meetings. He reminded the board that the members are paying the attorneys fees. The response from the board is this is a normal procedure for things that could lead to litigation. As an informal meeting it allows board members to interact with counsel in a lawyer/client relationship without introducing other sides of the issues discussed.

Eric Fralieggh: Lights on entrance signs are out. He wondered who gets to speak with the lawyer. In August of 2008 the board passed a motion that only the Board President was to contact the lawyer and only if the answers were not discernible by reading the MHOA documents. Eric is concerned with the legal fees going up, projected to be \$20,000 in 2010. Noland stated that some of the board members have many issues that need legal advice to preclude potentially very expensive legal challenges in the future. No indication of what these issues could possibly be. No indication that possibly some board members simply lack leadership skills to administer the Bylaws and make equitable decisions so they call attorneys to read the MHOA docs.

Ron Duyker: Added that a trustee represents the community and that each trustee has the responsibility to make people aware of what is going on.

Harry Fuller: Added that if a person is concerned on a particular item then they should be allowed to comment at the Board meeting on the item.

Julia Loughlin: Suggested that a sign-up sheet be used to help the Board anticipate who wants to comment on given issues at the beginning of the meeting. The meeting agenda should be posted on the www.silverspringscommunity.com website calendar at

least a week in advance of the meeting so Association Members know what will be discussed.

Confirm next meeting: Dec. 8, 2009 6:30p.m.

Adjourn 10:15p.m.

Silver Springs Master Homeowners Association Board Meeting Minutes are the property of the Association Members. In this manner the Board is held accountable for their actions. The Association Members hold the right of free access, perusal, and use of these documents and chose to do so at the Member website at <http://www.silverspringscommunity.com>.