



Silver Springs Single Family HOA Meeting Board Minutes

November 6, 2008

Sheldon Richins Bldg.
Health Department Conference Room

Meeting brought to order 7:12 pm

Present: Michael Winer, Sue Pollard, Jan Zinn, Bill Gunter, Lucy Archer, Clay Archer, Lynn Cier, Chris Butler, and Ed Cody, Dave Coelho (arrived late 7:50 pm).

[Clay and Lucy Archer had not been invited to this meeting. Lucy had been visiting the Library when she saw the notice on the Conference Room door stating the SSSF board would be meeting on November 6th in this room.]

Michael Winer, an unelected HOA Member, acting in the role of president, presented a letter from Lincoln Hobbs. Michael, who had missed several board meetings and the Annual Meeting, had asked Lincoln to review the recent HOA election procedures and find whether any improprieties had occurred. Lincoln Hobbs concluded there were a few violations of election procedures and had advised the Board to declare that “a Special Meeting of the Board of Trustees be held as soon as all are able to be present, to review irregularities, some of which pertain to the process of the nomination procedure.” Hobbs reached this conclusion after interviewing a couple board members and reviewing the Bylaws. Hobbs suggested that the Board stage a new election carefully following the procedure outlined in the Bylaws and CC&Rs as soon as possible. [Hobbs knew he would earn a nice commission for this activity. The replacement meeting with attorney intervention was over \$8,232. See [2008 Year-End- P&L](#) list Legal Expenses as \$11,329.66. Plus his 2009 involvement.]

<http://www.silverspringscommunity.com/our-community/silver-springs-sf/budget/2008-budgets/>

Winer then read Hobbs letter of advice to the Board. [If you compare [Hobbs letter](#) at: <http://www.silverspringscommunity.com/wp-content/uploads/attorney-hobbs-letter-11-6-08.pdf> to our [Bylaws](#) (<http://www.silverspringscommunity.com/wp-content/uploads/articles.pdf>) his misinterpretations and errors are easily spotted.]

It was brought up that the attorney’s first concern was the date of the Annual Meeting. Lucy Archer commented that the Annual Meeting was held as prescribed in our Bylaws and as has occurred in many previous years. The Board had not made a resolution to change the date and no one on the Board said not to proceed. Lucy reminded everyone that Northshore who has nearly the same Bylaws as Silver Springs also held their meeting that same evening. See at:

<http://www.northshorehoa.org/subpage/documents/NorthshoreCCRs.pdf>

Lucy Archer submitted that Lincoln Hobbs had his facts wrong and he had not thoroughly read the Silver Springs Bylaws. Lucy said she would like to discuss Lincoln's letter and misinterpretation of other facts. Specifically, Lucy pointed out that the proxies could be delivered by hand as well as mailed; both methods had been used in the past, as stated in the Bylaws. Such action was taken. Further examples from the attorney's letter and discussion were cut off by Bill Gunter.

Bill Gunter said the Board should move to have a new election soon because he felt that the 2008 Board was looking foolish. Chris Butler said that Hobbs letter basically said that the usurpers had lost credibility for the Board and that our Bylaws were crap.

Sue Pollard said because of Lincoln's letter the October election is null and void. It was discussed this applied only to Sue's errors conducting the meeting after she and Gunter usurped it, creating much anger from the Members in attendance. It was recognized that the true irregularities in the Annual Association Meeting were the manner in which Bill Gunter and Sue Pollard (acting as chair with Winer's proxy) had passed motions that were approved by only a minority of attendees; and Sue's failure to announce the Nominating Committee or to call for Nominations and Votes from the floor. However, it was noted that any new nominations or votes from the floor, with 75 Association members in attendance, some of whom were already part of the cast ballots, were very unlikely to change the results of the more than 60% proxy ballots (120 total cast votes). Everyone on the ballot had been elected. Bill Gunter and Sue Pollard's irregularities and attempt to usurp did not affect the outcome of the October 13 Election and all the circumstances taken together upheld the validity of the October 13th Meeting. The October 13, 2008 Annual Election produced the following results: Lucy Archer 97 votes, Ed Cody 91 votes, Dave Coehlo 91 votes, James Larson 91 votes, Natalie Shein 88 votes (resigned), Jan Zinn 89 votes (later resigned); write-in votes: John Coursen 25 votes, Michael Winer 15 votes, Sue Pollard one vote.

Sue specifically pointed out that there was no nominating committee as required by the Bylaws. Lucy pointed out that there was a nominating committee that had been approved by Michael and she has the emails showing her request for nominating committee input and volunteers that she sent to all the board trustees. Lucy reported she had asked for a nominating committee to form via email to the board members. Sue responded writing that Lucy was being "suckered into more and more work..." and that Sue was finished with the board. Bill Gunter replied and nominated himself and James Larson. Dave Coehlo nominated himself. No one nominated Michael Winer. No board member showed interest in the election process or the ballot. Lucy formed the nominating committee with two members as specified in the Bylaws. Sue Pollard asked who was on the nominating committee. Lucy said the nominating committee included the people who would help, that being herself, Clay Archer, and Dave Coehlo, along with Chris Keeler, Ron Shane, the Turner boys, and others. Efforts were made to personally contact close to fifty individuals. Nomination requests had been published in the last several monthly newsletters and on the website. The nominating Committee then received approvals from Natalie Shein, Ed Cody, Jan Zinn, and John Coursen. These

efforts resulted in eight [Winer, though he did not respond to permitting his addition to the ballot, made 9] candidates for the seven positions available. Approval of the new Articles of Incorporation, and five new ARC and Compliance committee volunteers, rounded out the meeting's ballot and announcements.

Michael said he appreciated all of the effort Lucy had gone to collect proxies and set up the Annual meeting based on his email of September 30, 2008 to all the board members and some volunteers, but he wanted to go ahead and have a new election free of controversy. He wanted to be included on the ballot and to move forward quickly. [He then proceeded to circumvent the Bylaws for his own purposes.]

Michael continued, he knew Lucy had asked other Board members for help with the last election and got little response. None of the board members attended the regular October 2nd board meeting to give her assistance, direction, or input. (Though County Commissioner David Ure and Bill Miles had attended this meeting at the Library.)

On October 9th, Bill Gunter explained he was uncomfortable with the ballot. This was after the ballots had been mailed the previous week, and four days before the Association meeting, he told Lucy of his complaint and that he did not want to help her proceed. Gunter told Lucy that the Bylaws and Articles were "just old pieces of paper and that he and others on the board were going to do things their own way." Dave Coehlo excused himself from participation. Sue Pollard was not running again so did not feel compelled to do anything. Lucy provided the board with daily updates.

Michael Winer gave a brief history of how he became President of the Board and why he *thought* he would automatically be put on the ballot unless he said otherwise. Lucy held up copies of the emails she had sent to Michael beginning in September, asking him if he wanted to be on the ballot as his term was a step-in for a term that had expired in November 2007. No one nominated him and he did not say otherwise so was left off the ballot after being advised by Dave Coelho to not include Winer. Winer's response to be added to the ballot was not received until after the deadline and the ballots had already been delivered to provide the members the ten-day notification period before the Annual Association Meeting and Election. Lucy made the extra effort to print and deliver write-in candidate notices for Winer and late-comer Coursen to all Members.

Chris Butler said the Board had two solutions. The first was to accept the election already completed. The other was to call for nominations and have a new election, which would cost only time and a little money, unless the lawyer became involved which would add further expense. [1-4-2009- The replacement meeting with attorney intervention is now hovering around \$8,232. See [2008 Year-End- P&L](#) - Legal Expenses \$11,329.66.] <http://www.silverspringscommunity.com/our-community/silver-springs-sf/budget/2008-budgets/>

Ed Cody and Jan Zinn were asked about again being on the ballot since they were voted in on the October 13th election. Both gave a statement about how they appeared on the first ballot and then both said they would agree to run again.

Chris Butler said he too wanted to be on the new ballot. Sue Pollard was also interested in staying on if elected. Michael Winer said he would also be on the new ballot again.

Lucy again stated the October 13th election was legitimate and no re-vote was required.

The board reemphasized that the attorney had found otherwise and should go ahead with a new election. Lucy asked if the attorney told them to cut off their left hand would they do that also? Attorneys advise they are not to change the rules in favor of those who hired them. In his letter the attorney had bashed our Bylaws. The board is responsible to uphold our Bylaws not the attorney's opinions.

Dave Coelho asked where the original proxies were. Lucy said Chris Keeler had tabulated the proxies as Lyn and Bill had requested that a neutral party tabulate the vote. Many Association Members (including Sue Pollard, Chris Butler, Clay Archer, Chris Keeler, and Ed Cody and others) witnessed the proxy ballots during and/or after the meeting. Michael asked if the board could see the proxies. Lucy said that since she had not been apprised of this meeting or its agenda that she at this time, holding up the tabulation sheets provided by Chris Keeler with the election results, could only share the tally sheets she had with her. No one stepped forward to examine them.

Bill Gunter made a motion to go forth with a new election. Sue Pollard seconded the motion. Ed Cody and Jan Zinn said they were not certain whether they were on the board until the attorney states otherwise. Lucy added again that the attorney advises, he does not make HOA policy.

Bill Gunter remade a motion that the Association hold a new election at a time determined by the "existing Board". Lucy added that 81% of the Association had already voted for new trustees and the ballots were valid for any Replacement Meeting according to our Bylaws, also 81% of the Association had participated by votes or attendance or both approving new trustees and the updated Articles of Incorporation. Bill's motion was seconded by Michael Winer. Motion passed.
[Bylaws again illegally suppressed.]

The Board determined that it would send out two mailings ASAP. The first mailing would contain a letter that would give their explanation of why the prior election was null and void and would ask for new nominations for the Board. The second letter would be a ballot and an announcement of the next meeting of the neighborhood. It was determined that if the Board sent out the letter by the 14th, nominations could come in and proxies could be mailed by Dec. 1, 2008. The meeting could then be held December 15th at Parley's Park Elementary School. Bylaws state the second meeting has to be within 30 days of the first meeting. [This adds to the long list of second meeting irregularities. See Rogue HOA Board-chart.pdf]

Michael Winer [who was not elected] asked that he, Lynn Cier, and Bill Gunter serve as a nominating committee by getting a letter in the mail asking for new nominations and by

writing a new proxy that would go out to the association and mailed back via the association's box. At that time the ballots would be collected by Lynn Cier who is not seeking a board position as she is the board's paid bookkeeper. Lynn can count the votes along with anyone else who may like to help tally the votes who is not running for a Board position.

Bill Gunter made a motion to remove Lucy Archer as secretary. Sue Pollard [who was not elected] seconded the motion. A vote was held; Michael Winer, Bill Gunter, Sue Pollard and Dave Coelho (who just arrived and was not elected) voted yes, to remove Lucy from office. Lucy Archer, Jan Zinn, and Ed Cody abstained [all three had been elected]. Vote passes, Lucy Archer removed from office.

Bill Gunter also made a motion that the web site be shut down until further notice. Michael [not elected] seconded the motion. The motion passed. No vote was taken. [No action was taken to remove Lucy as webmaster, this has been a perpetual position.] There was some discussion about who pays for the web site and who has control over the content. Lucy Archer pays for the web site domain herself, hosts it on her server and administers and builds its content free of charge, a great savings to the Association.

Lucy said she would continue to administer and build the website on behalf of the Association Members as it is the only place where Association Members can find full disclosure, transparency, and information on the HOA, news, HOA docs, meeting announcements, board rosters, neighborhood information, and board activities. She will continue as Webmaster as that was her original agreement when she originated the website for the Master Association in 2000, then resumed her development of it last March 2008. Corrections and additions are always sought and accepted. [The question is: Why do Michael, Bill and Sue feel threatened by the site? They do not want what they are doing to be posted in the Minutes and reports on the website.]

Michael Winer moved on to new business starting with the Master's budget, which is being worked on now. He explained that at one time there was a thought to attempt to tier the dues with property owners who live on the lake paying more of the total. However, this year the lake budget is purported to be around \$5000, which would not be a large amount for any of the lot owners, so they decided it was not worth changing the dues structure at this point. He continued to discuss the Master's budget – nothing else unusual in it. Lucy added that MA meeting discussion had disclosed the Master's is holding around \$80,000 to \$90,000 in a reserve that is not reported on their monthly financial report as assets and that the Master's is accruing around \$25,000 to \$33,000 extra dues each year. Michael said he thought they were holding these funds in a CD. An \$80,000 CD had disappeared from the Master Association account around 2006 that their board had not made sufficient effort to locate. There had been proposals made to reduce the Master's dues assessment by as much as \$100 per unit per year to each of the twelve member subdivisions but there had been no follow-through by Michael as the SSSFHOA representative on the Master Association board.

Bill Gunter wanted to know if there was money budgeted to deal with the drainage issue on a Master's level. Lucy stated that the [Master Association's](http://www.silverspringscommunity.com/master-association/) (<http://www.silverspringscommunity.com/master-association/>) responsibilities are only for common areas and gave a short history of the drainage issues in Silver Springs including the repeal of the Declarations of CC&Rs made prior to the Annual Association Meeting on October 14, 1985 (Columbus Day the date SSSF was initiated) thereby effectively repealing any Association responsibility to the underdrain and irrigation systems within the Silver Springs subdivision. Summit County holds no mandate for the SSSF or the Master's to do anything with them since no entity or person holds title or ownership to them. Summit County Commission Minutes from 2004 and 2005 are implicit in their advice to Skip Dominick and the SSSF HOA not to include the underdrains under the auspices of the CCRs as that could create unending problems. Though the new Articles specifically do not use the term *underdrains*, the intent is to demonstrate there is no connection between the Developer's Association to our SSSF Association and our neighborhood.

<http://www.silverspringscommunity.com/utilities/water/underdrain-system/>

Undaunted by Lucy Archer's recitation of documents and Summit County's position on the matter, it was determined that at this point it is a Silver Springs issue and the Master's are not involved in it. Bill Noland said it does not appear through his research that there will be a big expense this year therefore should be easy to add to the budget (under the table). The attorney's September letter regarding this issue still has not been shared with the board or the Members. Noland, who had not been a party to the Board's approval of the new Articles last spring, offered to report to the board further developments. See underdrain info at:

<http://www.silverspringscommunity.com/utilities/water/underdrain-system/>

Michael reported that a snowplow truck tagged a manhole cover and the county would like the Association to have it fixed. Michael was going to ask the county to fix the problem and then bill us for it.

More discussion ensued about some of the proposals at the last Master's meeting and talk of the bus maybe ceasing to go through the neighborhood.

Michael also reported that Walgreen's approached the Master's Association seeking support for a Walgreen's store replacing the Blue Roof. There was no support. See reports, pictures, and updates at : <http://www.silverspringscommunity.com/our-community/silver-springs-commercial/blue-roof-rezone-proposal/>

Lynn Cier went through the Silver Springs financials and reported that the [Silver Springs Single Family HOA budget](http://www.silverspringscommunity.com/our-community/silver-springs-sf/budget/) - <http://www.silverspringscommunity.com/our-community/silver-springs-sf/budget/> should be similar to this year. The 2008 board has not worked on the 2009 budget. The board can vote on the budget in January 2009. Silver Springs Budget is calculated as follows:

182 SSSF lots plus 6 Little Lake lots (without Lot 104 open space easement) = 188 lots

....188 lots X (times) \$250 each = \$47,000 SSSF annual dues assessed.
Deduct 188 X (times) \$175 for the MA= \$32,900.00 = leaving \$14,100 as the amount kept for the Silver Springs Single Family HOA annual budget.

Chris Butler inquired about the mailbox surveys. Lucy reported the findings from the survey and other mailbox information is on the HOA website at <http://www.silverspringscommunity.com/our-community/silver-springs-sf/hoa-docs/application-forms/application-mailbox/>

A discussion about the [1990 Master's Bylaws](#) took place. The Master's is sending new Bylaws to the county with signatures to replace the one's that were filed. State law requires that a 2/3 majority of the 504 property owners approve Master Association Bylaw changes. [See [MAHOA September 22, 2008 Minutes](#)]

Again, the board declared the next general meeting date to be December 15, 2008 with a letter soliciting nominations to go out by November 15. Again, Lucy added for the record that the Bylaws do not support holding a replacement meeting for the Annual October 13th meeting when a full Association Member quorum had participated, 120 ballots were received and around 75 Members attended the October meeting resulting in 81% Association Member participation, (50%) 95 is a quorum. Additionally, the ballots from the October 13, 2008 meeting are valid for any adjournment of that meeting as stated in our Bylaws and on the Proxy Ballots themselves. Our Bylaws are at:

<http://www.silverspringscommunity.com/wp-content/uploads/bylawssshoa1985.pdf>

Meeting adjourned around 8:30 pm.

Minutes were separately recorded by Lynn Cier and Lucy Archer. Here combined.

These minutes were distributed to some board members and announced on December 15, 2008 at the Association Meeting as being approved by the [partial] board. These minutes were sent to the remaining board on January 4, 2009 and both sets of minutes were combined to provide a more complete report.