



## Board Meeting Minutes

September 9<sup>th</sup> 2019, 6:00 p.m.

Park City Library, 1255 Park Avenue, Room 201

### Attendees:

*Board:* Paul Reddy, Edy McConnell, Joan Benson, Hunt Williams, Elena Gladson (left at 6:44 pm), Christopher Kautz, Heinrich Deters

*Owners:* Ed and Paula Robertshaw, Jessica Wiltsee, Bonnie Adams, Bill Noland, Marny Schlopy

**1) Call to order, quorum verification, meeting procedures:** The meeting was called to order at 6:00 p.m.

### 2) Documentation of actions taken outside of a Board meeting:

- On 7/15/19, the ARC committee unanimously voted to approve the 1407 Meadows Connection application for the fence paint color.
- On 7/18/19, the Board voted six in favor and one against to appoint Ed Robertshaw to serve on the nominating committee to fill Joan Benson's vacated seat.
- On 7/24/19, the ARC committee unanimously voted to approve the 5052 East Meadows Drive application for the exterior paint color.
- On 7/30/19, the ARC committee unanimously voted to approve the 1451 Willow Loop application for siding repair, exterior paint and pergola removal.
- On 8/8/19, the ARC committee unanimously voted to approve the 1526 Willow Loop application for a landscaping project.
- On 8/24/19, the ARC committee unanimously voted to approve the 1518 Lake Front Court application for fence removal and bush trimming.
- On 8/24/19, the Board approved variance for owner of 5148 East Meadows to park an RV in driveway until 8/29 conditioned upon approval of the neighbors.
- On 8/27/19, the ARC committee unanimously voted to approve the 1426 Willow Loop application for a new front door.
- On 8/28/19, the ARC committee unanimously voted to approve the 1471 Fletcher Court application for the installation of a garden shed.
- On 9/5/19, the ARC Committee voted to approve the 1528 Fletcher Court application for a fence repair, addition of a gravel parking spot and additional landscaping.
- On 9/6/19, the ARC Committee voted to approve the 1442 Willow Lane application for a second story addition.
- On 9/6/19, the ARC Committee voted to approve the 4972 N. Silver Springs Dr. application for house repainting.

### 3) Owner open forum:

- *Paula Robertshaw* – Asked why Section 9 of the draft CC&Rs is redlined out. Paul Reddy answered that the HOA does not have capital assets so that section was unnecessary and has no impact on statutory obligations. Paula asked about the underdrain fund. Elena answered that the underdrain funds are in a separate contingency account.

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- *Chris Bachman* – Commented that Lucy Archer has been publishing issues to owners.
- *Marny Schlopy* – Suggested using bullet points in communications to the HOA to improve effectiveness and readability.

#### **4) Treasurer’s Report (moved to top of agenda):**

- Elena Gladson sent the Board the draft 2020 budget with no projected dues increase (188 homes \* \$375). No projection for ARC fees. Increase in interest income (per actual 2019). \$70,700 income projected for 2020 vs. \$70,600 for 2019. Elena recommended growth in tax filing fees based on the actual 2019 expense (\$240). Open Space Maintenance is a new category for the Phase 1C parcel. The Board discussed legal fees – these have been high in recent years, have come down recently, but given uncertainty, Elena recommends \$5,000 based on years when a rewrite wasn’t being done.
- Heinrich Deters asked what term of Model HOA contract is and how many bids we received. Ed Robertshaw asked for clarification on the ability to cancel the contract. The HOA is unable to cancel without cause given our desire to lock in the current fee structure.
- Paul Reddy asked Bill Noland about clearing the terminus of the underdrain, which he said we likely will do, but funds will likely come from the underdrain contingency account. Bill Noland said we have a second company coming to video what the issue is. Hunt Williams asked what section they will examine.
- Paul Reddy raised the question as to whether to raise dues and continue contributing at the same level to the contingency fund(s) vs. holding dues constant and reducing contribution to the contingency fund(s).
- Elena Gladson recommends having the general contingency fund at what the operating expenses are for a year. She’s projecting that we’ll have \$7,000 left at the end of the year, assuming legal fees stay the same.
- Edy McConnell asked what “professional fees, other” is composed of. Elena Gladson answered these are the Model HOA special projects. There will be upcoming projects that we expect our current budget will accommodate.
- Elena Gladson inquired with the Masters Association as to whether their fees are increasing, but their fiscal year does not align so we did not get an answer. Paul Reddy and Elena Gladson will attend their meeting tomorrow and let them know what we have budgeted.
- Hunt Williams suggested that any overage be invoiced directly to owners as this might get owners to pay more attention to the Masters Association.
- Bill Noland suggested the Masters read their own papers indicating that they must collect directly.
- Chris Bachman, our representative to the Masters, doesn’t anticipate an increase this year, and indicated that the Masters expects we bill for them.
- Edy McConnell raised the concern about Model HOA special fees quickly eating into the budget surplus, as Paul Reddy pointed out our surplus was smaller than expected due to these. Paul Reddy commented many of the surplus charges were a result of CC&R work, but that we do need to be diligent about monitoring these charges closely.
- Edy McConnell motioned to approve budget, Elena seconded. The Board unanimously approved.

#### **5) Traffic Calming Committee Update:**

- This was moved to just after the Treasurer’s report. Elena Gladson summarized a report from the county on speed measurements in our neighborhood. While there is speeding in all measured zones, they were within the 85th percentile and therefore not actionable.

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Elena Gladson objected based on road width since the bike lane was included, Heinrich Deters pointed out this is standard practice.

- Elena Gladson also raised concerns about the data given the placement of the measurement device. In order to get help with the county people would need to drive 36 miles/hour. The HOA will get assistance on East Meadows since the road is narrower.
- The next step is to work with the county on traffic calming.
- The Sheriff's office is separately working to combat speeding in the neighborhood based on feedback from the neighbors.
- Heinrich Deters commented that next steps in traffic calming would be driver feedback signs, then striping, then physical impediments such as speedbumps, followed by roundabouts. Heinrich also suggested continuing to work with the Sheriff's office.
- Hunt Williams discussed living on East Meadows where he's had issues with speeders and would like to be involved with a committee (not board committee) on this.
- Ed Robertshaw commented that the county sent over a document with all of this when the project started.
- Hunt Williams inquired about the stop sign at Ranch Place and East Meadows, and Elena Gladson answered the county sent stipulations regarding what it would take to get a stop sign there. The county said there haven't been crashes, but Elena Gladson said sight distance is an issue. It was pointed out that our CC&Rs deal with sightlines, and Heinrich Deters said he'd be happy to help with the getting the county involved. Elena Gladson will organize the neighborhood committee for this.

**6) Approval of meeting minutes:** A motion was made to approve the 7/8/19 meeting minutes. The motion was seconded and unanimously approved.

**7) Discussion and approval of annual meeting agenda:**

- Heinrich Deters and Christopher Kautz commented that the annual meeting agenda was missing the new board transition meeting and officer election immediately following the annual meeting.
- Edy McConnell inquired about how Paul Reddy will present the new CC&Rs, Heinrich Deters suggested presenting that this is a compilation with no substantive changes.
- Ed Robertshaw suggested giving an overview of what Paul Reddy is planning for the next year.
- Paul Reddy pointed out that officers are elected for their 2-year term, unlike the previous belief that we needed to elect all new officers each year. The HOA will only need to elect a treasurer.

**8) Discussion and approval of the 2020 budget:** Will be discussed as part of the Treasurer's report.

**9) Receive nominations of the Nominating Committee:**

- Paul Reddy gave an overview that this committee is charged with presenting as many candidates as there are Board openings.
- Heinrich Deters gave an overview of the committee, its members, and the process. Heinrich Deters discussed the HOA email asking for nominations. The committee met and formed 3 recommendations. First, everyone who submitted a nomination by 9/14 will be included on the ballot. Second the committee nominated three candidates who would be demarcated as nominees on the ballot. Third, any incumbent will be demarcated on the ballot as incumbents.
- Six candidates applied. The committee met on the 9/9 to finalize three nominees – Tracy Tanner, Chris Bachman, and Mike Collett.

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- Heinrich Deters recommended that we ask all owners to vote and that we post the bios for all people running on the website. Heinrich Deters recommended that names be listed alphabetically, that marks for incumbents be neutral, and that we revisit Article V of the Bylaws by June of 2020.
- Ed Robertshaw stated that he believes the Bylaws are ambiguous as to how much power and discretion the committee has and whether the committee ought to recommend candidates rather than simply presenting them. He also pointed out that the timing of presenting candidates per the Bylaws is too late. He suggested that the Board examine Board retention.
- Heinrich Deters stressed that we should push for clarity in the rules.
- Bonnie Adams asked if there will also be nominations from the floor, which was confirmed.
- Paul Reddy mentioned that on or about 9/15 the ballot will be made available and the bios will be posted and sent out.
- Heinrich Deters asked if all names will be put on the ballot, which was confirmed by Paul Reddy.
- Jessica Wiltsee asked for clarification as to how many candidates recommended by the nomination committee have been elected, Ed Robertshaw responded that it is 100%.
- Hunt asked for clarification on what will be sent to owners, Paul Reddy replied that he will send a meeting summary, annual meeting reminder, link to the proxy, information packet and link to the ballot (which will include all six candidates). In addition, ballots for the CC&Rs will be sent at the same time.
- Chris Bachman suggested some additional clarification be sent out. Chris Bachman's recommendation by the nominating committee was questioned in light of his newsletter, Heinrich Deters said the conflict of interest was considered. Chris Bachman said he will continue to publish his newsletter if elected, and was questioned as to what he would publish regarding board matters. Paul Reddy stated he believes Chris would be a good board member, but expressed concern about confusion on what is from the board vs. personal opinion. Heinrich Deters seconded this that it is fair to be cautious here. Chris Bachman stated it won't be an issue and takes exception to the term conflict of interest. Paul Reddy pointed out that the Board has to be able to openly debate issues and that having the deliberative process work needs to be preserved – publishing Board decisions is one thing, but publishing debates about issues could be a violation of a fiduciary duty to the Board. Paul Reddy suggested perhaps there's a middle ground where the Board could possibly publish through the website.
- Bonnie Adams asked if Chris Bachman would recuse himself in cases of a conflict of interest and he said he could see that.
- Marny Schlopy said she likes having a committee outside of the Board. Ed Robertshaw pointed out that the Board selects the committee members, which can be a problem.

#### **10) Discussion on important dates for annual meeting and CC&R vote:**

- The Board discussed the three things going on: 1) CC&R ballot, 2) making sure we have a valid annual meeting (51% or more attendance), and 3) Voting which culminates in the meeting (but opens before the meeting).
- Paul Reddy will send out everything for the annual meeting by Friday including reminder of meeting, link to proxy, agenda for meeting, draft budget, bios of candidates with marks. Paul Reddy mentioned he has no intention of mentioning the CC&Rs in that communication. In the interim, Paul Reddy will send out a separate email about the CC&R ballot.
- Paul Reddy discussed that he assumes we will get to 95 votes and is wondering if we get to 95 should we stop messaging or keep going with communication. Edy McConnell,

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Joan Benson, and Heinrich Deters suggested stopping after we get to 95. Jessica Wiltsee and Chris Bachman concurred.

- Chris Bachman inquired about the proxy for the annual meeting being separate from the CC&Rs, Paul responded that these are separate matters that need to be kept so.
- Chris Bachman suggested the communications committee help which Heinrich Deters and Paul Reddy agreed with and suggested it be put in Chris's newsletter.
- Paul Reddy pointed out that traditionally there has been a need to get people to participate in order to get a quorum, since if a quorum isn't reached we need to have another annual meeting. Paul reiterated that proxies are not the same as ballots for candidates.
- A question was raised as to how the board would select a candidate for proxies given to it. Chris Bachman raised the potential for a conflict of interest in the board soliciting proxies and then voting in its own selected candidates.
- Paul Reddy pointed out that this is how the Bylaws are written, and that the homeowner can select whomever they choose to be their proxy.
- Bonnie Adams stated that **she** asked neighbors to handle this for her, which has worked.

**11) Discussion and vote on the ARC ground cover rule:** A motion was made to approve the ARC ground cover rule. The motion was seconded and unanimously approved.

**12) Discuss plan to transition to the new Board:** Given the minimal amount of officer transition, Paul Reddy will work with Elena Gladson on transition to the new treasurer. Heinrich Deters pointed out that there are two candidates with treasurer experience. Joan Benson will help facilitate the transition for the ARC committee. Paul Reddy, Edy McConnell, and Christopher Kautz will remain in their current roles. Paul Reddy suggested an orientation meeting before the end of the year.

**13) Committee Updates:**

- *Masters Association:* Chris Bachman is diving into their budget and will sit down with them shortly to go into this.
- *Nominating Committee:* Thanked for their work relative to putting forth candidates for next election.
- *Architectural Review Committee:* Paul Reddy received a complaint about fees from a neighbor relative to review fees. The deposit is \$1,000, but the fee is very small, and many perfunctory reviews have no fee. Heinrich Deters suggested reviewing these fees. Joan Benson mentioned there are over 40 projects going on right now.
- *Underdrain Committee:* Going to video the drain tomorrow. Bill Noland needs payment for having this done, will follow up with Ryan Dickey. Hunt Williams said his neighbor, Heggie, is planning to remove some trees where a water test was done. Heggie is waiting for Bill's findings to move forward. Bill Noland also pointed out that the dilapidated house next to him is being sold.

**14) Executive Session**

**15) Adjournment:** The meeting adjourned at: 7:40 p.m.