

Board of Directors' Meeting Minutes

July 16, 2022, 10:00 a.m.

Zoom Virtual Meeting



Cedar Mesa
Ranches

Board of Directors Present

Allen Giannakopoulos (President), Roy Wilkinson (Treasurer), Phil Mayor, Stephanie Morton, Sherry Nigteagle, and Charlie Osburn.

HOA members in attendance

Nan Campbell, (Secretary), Steve Campbell, Diane Cherbak, Paul Ruatti, David Nigteagle, Maria Lago Giannakopoulos, Julie Horton, Louis Horton, Chris Hinds, Vivek Vasudeva, Russ Siracuse, Stan Wellborn, Elder Witt, Tim Bolyard, Bruce Short, Judi Wilkinson, and Stephanie (no last name).

Introductory Comments

Allen notified the Board and the Membership that Vice President, Bob Sanders had tendered his letter of resignation from the Board and the Building Advisory Committee due to health reasons.

Per the Bylaws, an agenda item will be added to appoint a new Board of Director member for the remainder of Bob's term of office.

Allen also referenced the *Protocol and Decorum for Speaking at Meetings* document and reminded the Membership that member comments were not a question-and-answer session.

Call to Order

The meeting was called to order at 10:03 a.m.

New Board of Director Appointed

It was moved by Allen and seconded by Stephanie to appoint Heather Johnston to the Board of Directors as the Vice President for the remainder of Bob Sanders' term of office. The motion carried unanimously.

Building Advisory Committee Chair Appointed

Louis Horton was appointed the Chair of the Building Advisory Committee by the President.

Letter of Appreciation

It was by Board consensus, that a letter of appreciation be drafted and sent to Bob Sanders for his many years of service to the CMR community and the Board in the last year.

Proposed By-Law Changes

Numbering Changes

It was moved by Allen and seconded by Stephanie to approve the numbering changes in Article 1 and Article 5. The motion passed unanimously.

Definition of Written Ballot

The change in Article 1, Section 8 provides for electronic balloting.

It was moved by Allen and seconded by Phil to approve Bylaw Article 1, Section 8 which defines a written ballot. The motion passed unanimously.

Written Ballot Materials

The change in Article 4, Section 5 expands on written materials that are to be submitted with a ballot.

It was moved by Allen and seconded by Phil to approve Bylaw Article 4, Section 5. The motion passed unanimously.

Notification to Secretary

The change in Article 4, Section 6 provides for voting assistance if a member does not have access to electronic voting and notifies the secretary.

Discussion concerned what assistance would be provided to the owner to allow for voting. If assistance was provided in a member's home, the concern was for liability. Two HOA representatives going into a home was suggested. It was also stated that our attorney recommended that electronic voting assistance be provided in a neutral place like a library.

It was moved by Allen and seconded by Charlie to approve Bylaw Article 4, Section 6. The motion carried with a 5 to 1 vote. Stephanie voted no.

Nominations for Elections

The change in Article 5, Section 3 provides for the timing required for nomination forms for board positions to be mailed and deadline for submission of those forms.

After discussion it was decided to add the following wording to the last sentence in Section 3:

Incomplete or untimely nomination forms will not be accepted, and those members will be notified by the secretary.

It was moved by Allen and seconded by Sherry to approve Bylaw Article 5, Section 3. The motion passed unanimously.

Election and Term of Office

The change in Article 5, Section 4 provides for the timing for Members to receive voting instructions and ballots and the timing for the return of the ballots.

There is a typo in the verbiage, and it was corrected to read: "*In addition to the information required in Article 4, Section 5. . .*"

There was a request that the verbiage in this section concerning notifying the secretary if a member is unable to receive an electronic ballot should be consistent with the verbiage in Article IV, Section 6. The sentence will read: *If a member has notified the secretary that they are not*

able to receive a Written Ballot via email, a Written Ballot will be mailed to the Member's home address on file with the Association.

It was moved by Allen and seconded by Charlie to approve Bylaw Article 5, Section 4. The motion passed unanimously.

Regular and Special Meeting Notices

The change in Article 5, Section 8 adds notification of regular meetings to one week (7 days) prior to the meeting.

It was moved by Allen and seconded by Phil to approve Bylaw Article 5, Section 8. The motion passed unanimously.

Survey on Delivery Services

A survey was sent out asking members if they would be interested in beginning communications with FedEx and UPS concerning drop boxes for CMR. The goal was to decrease wear and tear on our roads. Fifty-eight (58) people responded. 43.10% voted yes; 56.90% voted no. This idea will not be pursued.

Road Grader

Allen provided information on the Road Grader to support a proposal to sell the grader. It is a 1955 grader and the cost to maintain or replace parts is very expensive: \$500 for an oil change; over \$20,000 for a rebuilt engine if parts are available; \$18,000 for a transmission if parts are available; and retread tires at a cost between \$800 - \$1,200. Contracting out for grading is better for the roads and relying on volunteers is not in the best interests of the volunteers or the HOA.

It was moved by Allen and seconded by Sherry to investigate selling the Road Grader at the beginning of 2023 (it would continue to be used for the remainder of 2022).

There was discussion against selling the Road Grader. It was stated that if the grader broke down it would not be repaired but sold for scrap. Examples of how the grader was useful to the community were given. Contractors would not be able to be "on call" if the roads were wet from rain and quick fixes on the roads could be done. Questions concerning the proposed road plan and the costs of grading for one day were asked. There was interest to have input from Chris Hinds and the Road Committee concerning selling the road grader. Some on the Board would like to see a spread sheet of expenses for the New Road Plan. Also, a draft of the 2023 budget would be ready in November and there would be information of costs for selling the grader or keeping the grader. Sensing that more information was needed by the Board to vote on this issue:

It was moved by Roy and seconded by Phil to table this motion until the November meeting so more information (pro and con) could be provided to the Board. The motion passed unanimously.

Re-election of Directors for 2023

The Board of Directors is in a transition year for the election of Board members. Per Article V, Section 4 all terms of office are for 2 years, except in this transition year. Three directors will be elected at the annual meeting in 2023 and four will be elected in 2024 to enable staggered terms.

Allen asked the Board how they would like to identify the 3 members who would go up for re-election. He suggested that the officers stay in place. There were no other suggestions from the Board, except they agreed officers should stay in place for 2023. Allen asked the Board to keep thinking about this issue. This issue must be satisfied before the November Board meeting.

End of Summer Picnic

It was asked if the Board would like to continue the practice of having a September picnic. This picnic would be held after Labor Day. After some discussion, it was decided, by consensus, to put this question out to the membership via Survey Monkey.

Secretary's Report

Update on Gmail

CMR has switched over to Gmail instead of Yahoo Mail. Email addresses for property owners have been checked, re-checked, corrected and hopefully everyone is now receiving all the information that is being generated by the HOA.

New Members to CMR

Since January, CMRHOA has been notified that 7 properties have changed ownership. Six of those properties are homes and 1 is a lot. We are aware that another home has been sold and we are waiting for new owner information.

Trash Services Survey

The second survey that was sent out to the membership concerned Trash Services. Members were asked if the Board should begin communications with the various trash services to see if one company would be preferred by all the homeowners. The goal is to reduce the number of trash drivers coming through the neighborhood and reducing the wear and tear on our roads.

This survey received 69 responses. 66.67% said "yes" to beginning conversations and 33.33% said "no."

This survey was merely asking if residents were interested in beginning conversations with the trash services. No companies have been contacted at this time. The Board is also aware that no resident can be forced to change trash services.

Treasurer's Report

Bookkeeper Services Update

The financial reports for 2021 and 2020 have been completed. There are a few items still to be discussed and that will occur in the week or so.

Year-to-Date Financials are on the website. These include the Profit and Loss Statement, the Transaction Detail, and the Balance Sheet.

The June reports need to be updated due to document searches in 2021 files. Also, there are six items which appear in the 2022 financials which are possibly from 2021. This will be discussed with Mr. Forth to find out if we can adjust by placing these items into the 2021 financials since the books are closed for 2021 and taxes have been paid. If there are questions concerning expenditures, members can contact the Financial Review Committee.

Financial Audit and Review Update

The audit has been completed. Bob Sanders and Roy Wilkerson met with Fredrick Zink representatives to discuss the audit. The final report has not been received yet and Roy will contact them again about this report.

Budget Requests, Amended 2022 Budget

Road narrowing signage - Allen presented information that if signs or markers were placed in appropriate areas on the roads, it would slow vehicles down and help reduce the wear and tear on the roads.

The Board discussion centered on getting information from the Road Committee and the CMR Community. They would like input from the Community via Survey Monkey.

It was moved by Allen and seconded by Phil to add \$1,800 to amend the 2022 budget to purchase signage for road narrowing. The motion was defeated.

Another motion was suggested amending the 2022 budget in the amount of \$1,800, but it being contingent upon surveys from Survey Monkey. It was felt that if the CMR Community was not in favor of the project, the money would be added to the budget unnecessarily.

Signage for stop signs - The next budget request item was to amend the 2022 budget by adding \$1,200 for stop sign signage. As with the road narrowing signage, the Board wants feedback from the members on this subject via Survey Monkey.

It was moved by Roy and seconded by Allen to table the budget requests for road narrowing signage and stop sign signage to the November meeting when the results from the members via Survey Monkey would be available. The motion passed unanimously.

Webmaster – A budget request for \$650 per year for a webmaster was presented. It's felt that while Roy has done a great job with keeping the website up-to-date and adding new options, it has become a job that requires more time. A company has been contacted in California and can begin when CMR is ready.

It was moved by Roy and seconded by Allen to contract with a webmaster for \$650 per year and that this amount be added to the 2022 budget. The motion passed 5 - 1. Roy abstained from voting.

Motion to Extend Meeting

It was moved by Allen and seconded by Phil to extend the meeting for 30 minutes until 12:30 p.m. The motion passed unanimously.

Speed Humps – A budget request for the installation and removal of two speed humps in the amount of \$1,200 was made. Since the cost for the installation of the speed humps in Spring and removal in late Fall was not put into the 2022 budget, this cost needs to be added. It was discussed that since it was only a few months until the speed humps would have to be removed for winter, it didn't seem to be cost effective to install and remove them this year.

It was moved by Allen and seconded by Charlie to allocate \$1,200 in the 2022 budget for the installation and removal of speed humps. The motion was defeated.

Merging Bank Accounts

Roy asked the Board to consider merging the checking account with the "Savings account/Money Market" account, making only two accounts held by CMR at Dolores State Bank (Checking account and the Reserve account).

It was moved by Roy and seconded by Allen to join the current Savings and Checking accounts at Dolores State Bank into a single checking account. The motion passed unanimously.

2022 Dues Update as of July 15, 2022

Roy reported that 100% of the 2022 dues payments have been received. The amount collected is \$75,900. There are no outstanding dues from past years.

Website Update

Roy has added all the current financials to the website. Financial statements, on months that there is not a Board meeting, will be uploaded to the website instead of sending them out to the membership each month. The months there is a meeting, the financial statements will be sent to the membership with the agenda and put on the website.

In 2021, there were 1,124 visits to the website from January 1st to July 15th. In 2022, there have been 6,758 visits to the website from January 1st to July 15th. That's a 504% increase over last year. The majority (93.3%) of the visits are direct visits (not using a browser or search engine). The Welcome page, Bylaws and Covenants, Four Corners Information, New and Prospective Owner Information, and the CMR Board of Directors pages were the most frequently visited

Bank Account Information

Bank Accounts CMRHOA, Inc. Dolores State Bank		
Account	Date Reporting	Amount
Checking	As of June 30, 2022	\$8,376.55
Money Market	As of June 30, 2022	\$63,018.38
Reserve	As of June 30, 2022	\$40,226.35
	Total =	\$111,621.28
	Jan. to June 30 Expenditures =	\$49,019.43

Prepared Statement on Insurance (Liability and Directors & Officers)

Allen read the following prepared statement concerning CMRHOA, Inc.'s insurance:

Last year, in June, our insurance agent, Mountain West in Pagosa Springs, was given false information, which they shared with the Underwriter. This caused our Liability Insurance to be red flagged. What that meant was that we would not be automatically renewed for 2022 to 2023, but instead would require us to undergo an audit and investigation in order to prove that we could be renewed.

After I was notified of this event, our agent received permission to close all lines of communication with CMR except for myself, as President.

Once the new Board was seated, I made them aware of the situation. Through the guidance of our agent, several Board members created new documentation to satisfy any and all requirements that CMR is liable for.

Documentation has been created in two areas: the first is concerning the contractors that are paid to perform work at CMR through Board sponsored activities; and the second concerns the volunteers that live in CMR that drive the water truck.

I'm glad to announce that we now have an up-to-date document on all contractors that work on Board sponsored activities, including the dates of their insurance and a copy of their proof of insurance. All contractors sponsored by the Board must have proof of insurance or they cannot perform any work here.

We also have an up-to-date document of all volunteers that operate the water truck, with the proper information requested by our agent. It is important to note that if CMR does not have the

proper information on a volunteer, that they cannot operate the water truck until that data is provided and is added by our agent onto that insurance policy.

I want to thank Bob Sanders, Stephanie Morton, and Phil Mayor for the work they performed in gathering this information and providing it to the agent.

As of last month, because of this work, our agent informed me that we are no longer red flagged, and we have been renewed for 2022 to 2023.

Insurance Policy Review

Charlie reported that he and Bob Sanders had been contacting insurance companies to see if a better premium rate is available. They sent our current policies to Progressive, Farmers and Associated Insurance Group and asked them to review these policies and see if their pricing was better. The insurance companies reported back that they could not compete with the current prices of our policies. It was decided that CMRHOA will stick with the insurance policies that we have.

New Road Plan

Allen reported that a draft for a New Road Plan has been developed. This is a comprehensive plan that will allow for road maintenance work for all the 10 miles of road in CMR over the next few years. We are moving forward with this plan, and it will be used for planning a Road budget for 2023.

Road Committee Report

Chris reported that all the minutes for the Road Committee are on the website and encouraged everyone to read those minutes for a detailed picture of what the Committee has been doing. There will be a refresh of Mag chloride on Road 35 to K.3 when it can be scheduled with the rain.

While the Road Committee supports the comprehensive road plan, Chris requested that a meeting with the Board or a few Members of the Board would be beneficial as this continues to be developed.

Chris made a plea to the membership to communicate with the Road Committee if they have a concern or question. Things can't be fixed or explained if the Committee is not notified. Chris and the Road Committee have had no feedback from the residents.

Building Advisory Committee Report

Nan Campbell reported for Bob Sanders. The report was emailed to the membership with the agenda packet and being conscious of the time, Nan requested that the members read the report and if there are questions to contact the BAC.

Member Relations Committee Report

Russ Siracuse reported for Heather Johnston. The Member Relations Committee met via Zoom to plan the 4th of July Parade. Unfortunately, this event was cancelled due to lack of RSVP responses.

They have also met to discuss Cedar Mesa Ranches member's comments, concerns and/or questions that have been sent to the Board. The Committee encourages the members to reach out to them so they can work with the members to address questions, comments, and concerns. The Committee has been very productive in coming up with ideas on how to best address or resolve concerns from members. The Committee has worked well in coming up with recommendations for the Board that can be passed along to members in order to provide support to members.

The next event that is in the planning stage is for the Veteran's Day Recognition Event.

Russ also asked that the membership communicate with the Committees and the Board.

Stephanie asked Russ to explain the process that Member Relations follows when they receive a letter from a member and how it gets to the Board. Stephanie will contact Heather for this process.

Motion to Extend Meeting

It was moved by Allen and seconded by Phil to extend the meeting to 12:35 p.m. The motion passed unanimously.

Mitigation Report

Steve Campbell referenced the Mitigation Report that was sent out with the agenda and asked the members to read it and contact him with any questions.

The Mitigation Committee inspected the Emergency Escape Route Easement that goes from Road J.9 to Road J.8. The road was in relatively good shape; however, it does need work in places to make it as safe as possible if needed in an emergency. The Board was given a list of work needed on this road.

Steve requested that the Board consider approving the concept of developing a plan and cost estimate for the work needed on this Emergency Escape Route.

It was moved by Allen and seconded by Roy to approve the concept of making the Emergency Escape Route Easement (Road J.9 to Road J.8) safe and passable in case of an emergency. Working with the Road Committee, the Mitigation Committee will develop a plan and cost for this project and bring it back to the Board for approval. The motion passed unanimously.

Financial Review Committee

Julie Norton reported that the Financial Review Committee has been reviewing expenditures to determine the accuracy and validity of the expenses. They are working with the Treasurer in recommending and creating a 2023 budget.

Minutes Approved

It was moved by Sherry and seconded by Allen to approve the Minutes of the March 19, 2022 meeting. The motion passed unanimously.

Meeting Adjourned

The meeting was adjourned at 12:36 p.m.