

Board of Directors' Meeting Minutes

December 4, 2021, 10:30 a.m.

Via Zoom Virtual Meeting (due to COVID-19 concern)



Board of Directors Present: Allen Giannakopoulos (President), Paul Ruatti (Vice President), Roy Wilkinson (Secretary), Diane Cherbak (Treasurer), Steve Beh (excused).

HOA members in attendance (30): Steve Campbell, Nan Campbell, Donna Bolyard, Tim Bolyard, Paul Herberman, Gwen Gold, Daniel Gagliano, Stephanie Morton, Gary Linscott, Dana Fetterman, Bob Fetterman, Carol Stout, Cathy Wyant, Heather Johnston, Elder Witt, Philip Bock, Mary Bock, Chris Hinds, Stephanie Hinds, Stan Wellborn, Vivek Vasudeva, Mary Vasudeva, Maria Giannakopoulos, Phil Mayor, Judi Wilkinson, Patty Coen, Gail Mingesz, Steve Shimek, Jaye Baldwin & Galaxy S21 5G (unknown).

Non-members in attendance (2): Jon Kelly and Jeff Kane.

Call to Order: The meeting was called to order at 10:30 a.m.

Past Meeting's Minutes (Board of Directors Meeting held on September 25, 2021):

- Approved by Board of Directors via e-mail, October 19, 2021 and sent to the membership on October 20, 2021.

Committee Reports:

- **Roads Committee** (Chris Hinds, Chair, report attached):
 - Chris Hinds reported that his report will be sent to the Secretary to be put up on the website. They have working on developing a road base material that is specific to CMR roads. The Committee has found someone to do this and a quote for this road base and putting it down will hopefully come in next week.
 - Chris mentioned that road work will be done to reduce the curves (near K.1 & J.7) on Road 35.
 - There appears that there will be a carryover in the Roads budget of approximately \$10,000. Chris is hopeful that this carryover will continue to stay in the Roads budget for 2022.
 - The Committee has received complaints that vehicles are not slowing down for pedestrians.
 - The red flags at the entrance into CMR are from a survey that was done. Aramark owns this property and provides a quarter mile easement so CMR properties can be accessed. CMR has been in conversation with Aramark about the need for paving and or repairing that portion of the road. All work is CMR's responsibility.
- **Building Advisory Committee** (Nan Campbell, Bob Sanders, Chair):
 - In the absence of Bob Sanders, Nan Campbell reported for the Committee.

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- There have been many construction projects in CMR for the year 2021. As of December 2021, there are 113 lots that have structures or homes on them; 6 lots that are in various stages of construction; and 20 vacant lots.
- **Member Relations Committee** (Heather Johnston, Chair):
 - In the absence of Heather Johnston, Allen Giannakopoulos reported for the Committee.
 - The Committee has met and is in the process of planning CMR Community events for 2022. Some of those events being considered and planned include an appreciation lunch/dinner for all the volunteers this past year and recognition of veterans.
 - Currently they are firming up dates for the upcoming year's events and will provide a proposal to the Board at a future meeting.
- **Mitigation Committee** (Steve Campbell, Chair, report attached):
 - Steve Campbell began his report with a thank you for all the volunteers that helped with fire mitigation efforts this past year. His report on the Volunteer Fire Mitigation has been sent to the Secretary and will be on the website. A summary of this report is as follows: 11 workdays; 16 different neighbor volunteers; 307 individual hours worked; and 4 groups of Native Americans from Chinle, Shiprock, Farmington and Monument Valley removed 60+ pickup loads and 16 flatbed trailers of wood to distribute to those in their communities in need of firewood for the winter. While wood was removed from the properties, slash was left behind.
 - It was realized that chipping would not solve eliminating the slash piles and that a burn was needed. A thank you was given to Phil Mayor and Louis and Julie Horton for allowing burn piles to be accumulated on their properties on K.3. When there is snow on the ground, a controlled burn will occur under the supervision of a licensed, insured, company. When the burn occurs, CMR's water truck will be on site along with other fire officials from the Mancos Fire Department. It is hoped that it will also be an educational opportunity for all property owners that wish to burn on their properties to see how a burn is done safely.
 - Thanks went out to Bob and Darla Sanders for allowing a piece of their property to become a safe zone. Four volunteer neighbors brought their tractors and after hours of work, a level safe zone was established. Jim Spratlen, Montezuma County Emergency Manager, Chief Tony Aspromonte, Mancos Fire & Rescue, Mancos Fire Protection District and Sheriff Steve Nowlin have all come out to the safe zone and approve of it. In fact, Jim Spratlen took pictures of the safe zone, the slash piles, and some of the properties that were worked on and said that he would like to use CMR as an example for fire mitigation and safety with other subdivisions in Montezuma County. The Committee will continue to explore evacuation routes with property owners, Montezuma County and the BLM.
 - Steve asked for anyone interested in helping the Committee to contact him at 602-376-0234. They can use help with the volunteer mitigation efforts; educational information and brochures on the website and written; and grant and grant writing. There is grant money available, but we need to write the grants.
 - Q (Allen Giannakopoulos): what can people expect after the first snow, to start the slash burning?
 - A (Steve Campbell): working with Bruce Short (Short Forestry) to supervise, Chief Aspromonte will try to have a fire truck in attendance along with the CMRHOA water truck to safely burn the

piles. Hopefully members will continue to bring slash to the pile location so there can be other burns in May and November of 2022. A notification (probably via NextDoor) will be sent out to the members for the scheduled burn, so those interested in learning how to burn safely can attend.

- **Secretary's Report** (Roy Wilkinson):
 - The deadline for candidate nominations for the Board was on December 2nd and that 11 applications were received. Later in the meeting, Allen will explain the balloting process.
 - Currently preparing ballots to go out on Wednesday, December 8, 2021. Deadline will be Monday, January 3, 2022 at 5:00 p.m. Make sure you vote, every vote counts!
 - Diane suggested that when the ballots go out there be a request for updated mailing addresses from the property owners.
 - CMRHOA received a request from an HOA member in California who happened upon our website. He was impressed with our Fire Mitigation efforts and educational materials on the site. He asked if CMR would mind sharing this page with their HOA. Permission was granted.
 - Six properties have changed hands:
 - Lots #39, #67, #74, #78, #116 and Tract Q

- **Treasurer's Report** (Diane Cherbak, attached):
 - Diane opened her report, noting for the record, *"I have been served with a summons petitioning for a judicial removal of me from the office of Treasurer and a Director of the Board Cedar Mesa Ranches HOA. The petitioners consist of our President Allen, our Secretary Roy and twelve (12) other members"*.
 - Explained the reason that the financials were delivered the night before the meeting was because there were a number of invoices that came in the past week that needed to be included in the expenses through October 31st.
 - Most budget items are on tract except for Office Supplies which will go over budget. Some of the reasons are because of the logo contest, zoom expenses, copies of financial records and an increase in supply usage.
 - Dues notices will be sent out at the end of December and they are due by the end of January 2022.
 - (Proposed Budget presented on screen for attendees to review) The proposed budget sheet contained 2017-2020 actual expenses; year-to-date expenses for 2021; the proposed budget prepared by Diane for 2022; and the proposed budget prepared by Allen for 2022.
 - Q (unknown): asked about the expense for legal consultation.
 - A (Diane Cherbak): legal advise on election issues, By-Laws, Covenants, reviewing documents, short term rentals and assessment questions.
 - A (Allen Giannakopoulos): the bulk of the time was spent discussing the election and review of community documents, specifically balloting and elections per our By-Laws.
 - Diane noted that the Mancos Library has Zoom available for free. Will be investigated.

- **Budget Draft** (Diane Cherbak, attached):
 - Diane noted that the budget be approved so it could be ratified by the membership. She also mentioned that it was a working budget and could be changed at any time during the year by Board

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approval.

- Allen called for discussion of the budget by the Board only. The membership would be given a chance to discuss after the Board had finished negotiating the budget.
- The first question that was asked by Allen was why the July proposed budget prepared by Diane reflected an income from dues assessment of \$550 and a recent proposed budget reflected income from dues assessment of \$450. Diane explained that since the attorney nullified the 2010 election, it was only prudent to set the dues assessment back to the \$450 number. Allen asked why this error was not corrected sooner since it's been over seven years that the property owners have been paying \$550 (Board decision at the June 11, 2014 meeting). Diane said she was following the current By-Laws.

After consulting with the CMRHOA attorney, Allen has asked for discussion and a motion to include a Ballot Initiative to ask the membership (which will require a majority of the membership affirmative vote, CMR By-Laws Article III, Section 8) to ratify the assessment fee of \$100 (making dues \$550) which the membership has been paying for the past seven years. The assessment of dues is mandatory on the agenda of the Annual Member Meeting. Even if unchanged it is to be in the agenda; further, our attorney has stated that the amount must be ratified every year.

- *Motion to add a Ballot Initiative to ratify the \$550 for the 2022 year.*
 - Seconded by Diane Cherbak.
 - Discussion
 - Motion passed unanimously.
- The Board members then went line by line through the proposed budgets. The first area of disagreement came in the line item of "Community and Volunteer Events." Diane had proposed no monies for the proposed community events from the Member Relations Committee. Diane adamantly stated that dues money should not be spent for a luncheon/dinner to thank CMR volunteers for their work during 2021. CMR had never spent more than \$100 for the annual picnic and \$800 for a lunch/dinner was out of line. After discussion, it was decided to put \$400 in that line item.
- The next item of contention was the line item for "Fire Mitigation." Paul stated that CMR's dues monies should not be used for two proposed community slash burns in 2022. The curtain burns that had occurred in 2016/2017 were funded with grant money. Paul also stated that it wasn't fair to the property owners that had paid up to \$20,000 to clear their properties in previous years for dues to be used to help others with fire mitigation. Diane asked that we look at the previous monies spent on fire mitigation from 2017 – 2019. The amounts for all of the years was under \$200 except for 2020 which showed \$840 which was a transfer of funds from the contingency fund to make a one-time donation to the Wildfire Adapted Partnership (WAP).
 - Discussion for use of the funds.
- In the "Road Maintenance / Improvements" line item, there was a large discrepancy between Diane's proposal for her July proposed budget and her December proposed budget. The final budgeted amount will be adjusted from the revenue carried over from 2021.
- The next line item to be discussed was "Repairs and Maintenance." Diane proposed \$250 and Allen \$350.
 - After discussion, the line item was set back to \$250.
- The last line item to be questioned was "Signs." Diane had proposed \$350 and Allen had proposed

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\$400. The Road Committee will be putting up more signs on the roads for safety.

- It was agreed to put \$350 in that line item.
- Allen then went line item by line item, twice, to make sure the Board members were in agreement with what had been negotiated.
- *Motion to have the negotiated budget to the Annual Meeting in January 2022 and be adopted.*
 - The proposed budget, which will be presented to the membership, was approved and adopted by the Board (Steve Beh, did not vote). The budget will be included in the annual meeting packet.
- **Annual Meeting**
 - Allen went over what the Annual Meeting will be like in January. He is hopeful that it will be an in-person meeting with Zoom at the Mancos Library. All annual reports need to be high-level and very short and must be in at least one week before the meeting so they can be distributed to the membership. Mandatory annual reports are for the Secretary, Treasurer, Roads Committee and Fire Mitigation.
 - Q (Cathy Wyant): since the web master had left and she wondered why there was still a line item in the budget in the amount of \$550.
 - A (Diane Cherbak): explained that it was kept there in case another web master was needed.
 - Q (Maria Giannakopoulos): directed a question to Diane concerning the contingency fund/fire mitigation transfer of funds. She wanted to know why this transfer was made.
 - A (Diane Cherbak): explained that Alex Graf and WAP were a non-profit organization and that Covid had caused a shortfall in his budget for 2020. Since Alex had helped CMR members with securing grant money to mitigate their properties, it was felt that this donation would help him and WAP to continue.
 - Q (Maria Giannakopoulos): asked why it was okay for dues money to be used to make a donation to this company and not okay to use dues money to put on an appreciation lunch/dinner for all the volunteers that had done not only fire mitigation but many other volunteer activities during 2021?
 - A (Diane Cherbak): reiterated that it was not a company but a non-profit and there was a short fall in their budget. Alex and WAP had helped CMR property owners.
- **Balloting**
 - Allen quickly explained the ballot that will be going out with a proxy included also. These will be mailed on or before Wednesday, December 8th per our bylaws. Diane asked that they be mailed from the Mancos Post Office and was assured that they would be.
- **Annual Meeting**
 - Annual reports need to be distributed one week before the Annual Meeting.
 - Annual reports will need to be submitted by the Secretary, Treasurer, Roads Committee Chair and Mitigation Committee Chair.
 - If the Building Advisory Committee Chair and / or the Member Relations Committee Chair have a report, it must be forwarded to the President one week before the Annual Meeting (January 8, 2022).
 - President reviewed the contents of the balloting envelopes being sent to the membership.
 - Following the Annual Meeting will be a short Board of Directors' meeting that will assign the Officer

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positions and approve the meeting schedule for 2022.

- **Adjournment:**

- The meeting was adjourned at 12:05 p.m.
- Diane spoke out post meeting adjournment and wanted to know if the legal action against the Board was going to be addressed.
 - Allen noted he will contact the CMRHOA attorney via email and will continue the discussion according to the direction of the CMRHOA attorney.

- **Next scheduled BOD meeting:**

- ☐ Annual Member Meeting: Saturday, January 8, 2022 @ 3:00 p.m., Mancos Public Library in Mancos, Colorado. (may be a Zoom meeting due to COVID-19).
- ☐ Next Board of Directors Meeting: Saturday, January 8, 2022 @ 4:00 p.m., held immediately after the Annual Member Meeting.

Respectfully Submitted,

Roy Wilkinson | *Secretary*
Cedar Mesa Ranches HOA, Inc.