

Hill Pond on Spring Creek (Wallenberg Dr.) HOA Board of Directors

Meeting Minutes

Wednesday, Oct. 4, 2017 – at 1825 Wallenberg Drive
Chaired by Mary Catherine Murphy – current HOA President

Call to Order

Meeting was called to order by President Mary Catherine Murphy

Board Members Present: Mary Catherine Murphy, Rick Hoffman, Carrie Eagan, Sam Cooper, Lee Cooper,
Julie Savidge, Tom Seibert

Other HOA Members Present: Dave Dornan & Chris Eriksen (each for a portion of the meeting).

Approval of Minutes

Minutes from the Aug. 23rd HOA meeting were reviewed & approved.

Business completed during interim since last meeting

- 1) The shared property tree removal committee (Julie Savidge, Sam Cooper, & Rick Hoffman) inspected the specific Ash tree near the west end mailbox discussed at the last meeting & agreed that it should be removed. It has since been removed by Fort Collins Tree Care inc., & the company was paid \$575 by Tom Trout, HOA Treasurer. This committee also inspected trees to the south of HOA homes bordering the Spring Creek. They noted Cottonwoods, Pines, & Russian olives, & Chinese elms, but did not identify any trees at this point that appear to be threatening homeowner property or a liability and needing to be removed. They did note a number of trees, some of which are very large, that will fall into Hill pond or the stream sometime in the future largely due to the tremendous erosion taking place. It is not known if the HOA would be fully or partially responsible for removing these when they fall. Should we need to remove these or any other trees on HOA property, this could get expensive and might require increasing HOA yearly dues in order to do this.

The question of responsibility & liability of home-owners as well as HOA regarding land & trees behind homes & backing up to the Spring Creek still needs further clarification.

- 2) Carrie Eagan sent out an email to HOA members to announce new Board Officers & clarify parking restrictions in neighborhood in general as well as on CSU football game days.
- 3) Dave Dornan reported back to the Board after contacting attorney Pete Dauster. He found that:
 - A) The HOA **DOES** need to adopt the 9 Responsible Governance Policies (RGP's). Our association's inception prior to the passage of the Colorado Common Interest Ownership Act **DOES NOT** relieve us of this responsibility.
 - B) Pete Dauster's fees are \$240.00 per hour. Mr. Dauster estimated the following:
 - a. To review the changes we propose to our By-laws the approximate cost would be \$500. (The By-laws review would necessitate Mr. Dauster to review our Covenants to make sure our By-laws did not violate any provision in the Covenants.)
 - b. If we borrowed the 9 RGP's from the association for which Dave Dornan served as a board member and inserted our name in place of the other association his review would be approx.. \$360.
 - c. If we had him write the 9 RGP's from scratch the fee would be only \$90 more at \$450. (For only \$90 difference Dave recommend that we save the Board extensive work and have Mr. Dauster draw up the RGP's from scratch.)

New Business

- 1) Dave Dornan reviewed the information received from lawyer Pete Dauster (see above.) He again expressed concern that our HOA & Board members may be exposed to liability issues if our HOA is not in compliance with these RGP's.

- 2) It was also discussed that the HOA & Board members could be held liable for any areas where our HOA is not in compliance with our current Covenants & By-laws. It has been recognized that our HOA has various accepted practices which are not in compliance with our By-laws, and By-laws need to be amended to reflect the desires of this HOA. Any amendment to By-laws necessitates a majority vote of a quorum of HOA Members present or in proxy at a regular or special meeting of Members.

Therefore, the Board began a detailed review & discussion of the current Amended By-laws of Hill Pond on Spring Creek Homeowner's Association in order to bring suggested amendments to the Members for voting. The following items were noted as needing change.

- A) **Article III, Section 3. (Notice of Meetings)** – wording allowing for email notice of Member meetings in addition to current mailed written notice requirement.
- B) **Article IV, Section 1. (Number of Board of Directors)** – Keep numbers the same, “not less than five nor more than nine,” however add wording to allow that two Members (co-owners of the same house) may together hold one Director position, but still be limited to one vote between them.
- C) **Article IV, Section 5. (Action of Board of Directors without a meeting)** – wording to allow email to serve as “written approval of all the Directors” needed to conduct Board affairs outside a meeting. Also add that any action taken outside of meetings be recorded in the next Board meeting minutes.
- D) **Article V, Section 1. (Nomination of Board Directors)** – wording to either eliminate the “Nominating Committee” which is currently specified or specify that the Board of Directors will serve as the Nominating Committee. (This will be discussed further at our next Board meeting.)

Also wording allowing for use of our current automatic rotating schedule according to address.

Additionally, add that if a Member is nominated, selected, & agrees to serve on the Board outside of his/her regularly scheduled rotation in order to fill a vacancy, he/she is not relieved of his/her regularly scheduled nomination.

Lastly, requiring Board members to be Members of the HOA. (Currently By-Laws allow for non-HOA members to serve on the Board.)

- E) **Article VI, Section 1. (Regular Meetings of Board Directors)** – Add the requirement that the Board of Directors shall be required to meet a minimum of two times per year.
- F) **Article VII, Section 1, D. (Powers of the Board)** – Ability to determine that a Board Director shall no longer serve on the Board if he/she is absent from two (instead of the currently stated three) consecutive regular Board meetings.
- G) **Article VII, Section 2. (Duties of the Board)** – Add the requirement that the outgoing Board meet with the incoming Board within 6 weeks of the Annual Member Meeting in order to pass on essential information & a summary of duties required of the new Board.
- H) **Article VIII, Section 1. (Enumeration of Board Officers)** – Wording to require that the President, Vice President, & Secretary be current Members of the Board, while the Treasurer need not be. (Currently, neither the Secretary or Treasure need be Members of the Board.)
- I) **Article VIII, Section 8, D. (Duties of the Treasurer)** – eliminate the requirement that the Treasure's annual audit be completed by a public accountant (costly.) Instead, require that an Audit Committee created by the Board complete the yearly audit along with the Treasurer. (It is already required that the

Treasurer keep proper books, prepare an annual budget & a statement of income and expenditures to be presented at the Annual Member Meeting.) (This will also be discussed further at the next Board meeting after getting input from current Treasurer & checking on legal requirements.)

Also eliminate the requirement that he/she deliver a copy of this to each of the Members. Instead, have the information publicly available to all Members for review.

J) **Article IX. (Committees)** – Wording to specify that the Board will serve as the required “Architectural Committee.” (and possibly eliminate wording requiring a Board appointed “Nominating Committee.”) (To be discussed further.)

K) **Article X. (Books and Records)** – Allow that the “books, records and papers of the Association” required to be available for inspection by any Member to be in either electronic or paper form.

(Note) The plan is for all Board Meeting & Member Meeting minutes, as well as Treasurer reports & other important information be kept on our HOA website. http://www.neighborhoodlink.com/Hill_Pond_on_Spring_Creek/pages

- 3) The Board discussed contacting Bonnie Helgeson to make sure she still desires to continue in her current role of assisting the HOA with keeping a current Member address list, disseminating information, requesting & collecting annual dues, organizing trash removal services, filing annual State reports, filing Federal tax reports, and providing information to title companies on real estate transactions. Also, we need to confirm that Bonnie’s address (our current official HOA office address) is & will be remaining the same in the next year. Carrie Eagan will follow up on this & report back to the Board.
- 4) Carrie Eagan produced copies of our current HOA insurance policy with State Farm for review. It was not clear what actual coverage was being listed on the policy and whether this complies with requirements according to the Covenants & By-laws. Mary Catherine Murphy will follow up on this & report back to the Board.

Future Plans

The Board agreed to meet again on Nov. 30, 2017 after more information has been gathered to further discuss issues above.

Adjournment

It was moved to adjourn the meeting, it was seconded, & passed.