

**WILLOW CREEK PASS VILLAGE ASSOCIATION**  
**BOARD OF DIRECTORS MEETING**  
**North Routt Fire District**  
**September 11, 2008**

Representing the Board: Lanny Mack, Pat Aiello, Dave Hessel, Dave Kliewer (by phone)  
Representing management: Sue Hochreiter  
Guests: Tim Stone, Ron Davies, Roy Powell

Lanny Mack called the meeting to order at 5:30pm. There were no comments or changes to minutes for June 28 and August 16<sup>th</sup> minutes. Pat Aiello moved to accept these minutes as written. Dave Hessel 2nd. All in favor.

**Board status/appt to vacancies** - Lanny explained that he discussed with the association attorney the situation at the August annual meeting. There were less than 50 owners present, but more than the required votes from proxies. The result is there was no quorum, and no association business could be conducted. The board erred in conducting votes, and these votes are not valid. Lanny explained that the quorum requirements were increased to require 50 owners be present (original bylaws required 10) by the membership in 2000. Attorney recommended we review the 50 in attendance and possibly do bylaw revision. Board agreed to review and propose bylaw revision for next annual meeting.

The board held a teleconference meeting on August 16<sup>th</sup> to discuss. Since there was no quorum, the attorney's opinion is the board at the beginning of that meeting is still the board. Board members whose terms were to expire, and those who had indicated desire to resign, have agreed to stay on Board for near term. Therefore, there are currently two vacancies, and additionally Dave Hessel will resign at end of this meeting.

Equitable owner issue: At the annual meeting, a spouse of an owner of title was nominated for the board, and this eligibility was contested. Lanny said bylaws define "owner" as "person or entity holding title, legal or equitable". Lanny discussed with attorney, and Alan stated he was not willing to make definitive declaration on this individual without more legal research. However, he gave examples where a spouse whose name was not on title would be considered an owner in equity. Lanny said the property owner had provided a legal opinion from their estate attorney stating the spouse is an equitable owner. Alan suggested modifying bylaws to more clearly define Board member eligibility requirements.

Vacancies: Pat Aiello moved to appoint Tim Stone and Ron Davies to the board. Dave Hessel seconded. Roy Powell stated that he thinks even though the vote in August was not valid, all six of those people should be appointed to the board. Pat Aiello disagreed; he stated the Board should stand until new Board members are elected in compliance with the procedures of the bylaws. He also stated concern over a wholesale turnover in the Board. He recommended the Board appoint vacancies as they occur. Dave Hessel said because the meeting didn't have a quorum, then the results of any votes should be disregarded, as the votes never should have been held. Dave Kliewer stated wholesale transitions are bad for non-profit organizations. He felt it was in the HOA's best interest to operate with the existing Board. Tim Stone stated he was in agreement that wholesale board changes are not beneficial. Ron Davies' opinion was that the individual Board members can decide if they want to stay or resign.

Lanny feels that the Board has a responsibility to evaluate people it appoints to the Board. Some of those nominees have served on the ECC or Board before, some have had collection actions for non-payment of dues, the board has received complaints on some of these nominees in the past, etc. He felt that only taking results of a non-valid vote, when it was the membership that established the quorum requirements, and ignoring these other issues would not be responsible action. Dave Hessel agreed, and said these two nominated board members were also received more votes at the meeting so they do reflect the will of the members in attendance.

Dave Kliewer asked Roy what was his underlying agenda and what is his disagreement with the Board. Roy feels the board should listen to the "community". Roy said he wanted recognition of transition and was concerned about way the board was presenting themselves to the community. He does agree with wholesale transition of board is not good for the community.

Pat Aiello, Lanny Mack, Dave Hessel and Dave Kliewer all vote to appoint Tim Stone and Ron Davies to the board.

**Financials** - Lanny reported that there was no new information since the financial report given at the August meeting. The audit is ongoing and will cost \$7,000 for 2006 and 2007. Lanny reported he was contacted by the auditors and asked if the association had contracted with any owner for services to the association, as these need to be reported. Lanny referred to the realtor, Mike Autry, listing lot 52 for the association without commission. Auditor says since services donated, no need to report. Lanny also reported Kris Lodwick, snowplow contractor was an owner before, and family still owns property. Kris Lodwick is our snowplow contractor. Auditor also asked if any knowledge of fraud or embezzlement, and none of the Board stated they were aware of any.

Board discussed foreclosures and collections.

**ECC-** Lanny reported that Susan Marshall asked to be removed as chairman of this committee, but would continue to serve on ECC until replacement found. She recommended Tim Stone to be the chair.

Motion: Dave Hessel moved to appoint Tim Stone as chairman of the ECC. Pat Aiello 2nd. All approve.

Board discussed possible nominees for ECC, and will wait for ECC to recommend replacement. Lanny recommended having only one board member serving on the ECC. Tim Stone discussed several ongoing ECC items, including a few non-compliant projects. ECC will contact and try to resolve, and if not, Board will send letters to get compliance. Board discussed homeowners taking more than two years to complete homes, covenants require new construction to be "substantially enclosed" within 12 months. Lanny suggested ECC draft a construction timeframe requirement to be adopted by the Board and included in the ECC guidelines, perhaps 24 months to substantially complete the construction.

**Snow removal assessment-** Lanny explained that association has a 3-year contract with a fixed price of \$50,000/yr, and we are in second season. Water and Sewer District pays \$5,000 of that, as we clean out the fire hydrant easements and plow for wells and waste treatment plant. Last year's assessments were \$285.00 for less than five-acre lot, and \$425 for a parcel greater than five acres, with a 50% penalty paid after December 31st. Lanny explained that when there was no penalty or interest, nearly half the people did not pay. With only 18% interest, experience was more than 1/3 did not pay. Therefore, the 50% charge was implemented and this has been effective. Snow removal invoices go out in October, so owners have nearly 3 months to pay.

Motion: Pat Aiello moves to establish snow removal assessments and penalties for 2008-2009 the same as 2007-2008 season. Tim 2nd. All approve.

**Annual Dues assessment-**

Motion: Dave Kliewer moves to establish annual assessment for 2009 as the same dues the 2008 FY. Pat 2nd. All approve.

**Drainage/Road Projects-** Tim Stone reported that the water board did some work on Jupiter roadway, and several people are upset with quality of work. Lanny also was contacted. Lanny said he contacted water board, volunteered to assist in resolving issue. Association will grade the roadway and address the driveways if possible. Otherwise, water board will need to have their contractor address the problems.

Board discussed various drainage and road projects. Lanny will contact Kris to get some of the culvert projects completed, otherwise projects will move to next spring.

**Greenbelt Trees-** Board discussed need to establish plan for dealing with dead trees on association property, in particular the green belt parcel adjacent to property on Jupiter. This may need coordination with BLM. Pat Aiello feels board should look at this at the next meeting to get Susan's input, as she has worked on this issue in filing 1. Dave Hessel will contact John Twitchell for his opinion.

**Resignation/Appointment-** Dave Hessel resigns at the end of this meeting. Pat Aiello said he spoke with Gary Spinuzzi and he's interested in taking a position on the board. Lanny suggested Dan Myers would be a good candidate for the board, was on the ECC before, volunteered at the August meeting, and has different opinions on snow mobiles. Dave Kliewer suggests we ask Dan Myers if interested. Tim Stone said he would talk to him.

**Board Meeting dates-** Lanny said there has been request for monthly meetings, and historically meetings have been held September, November, January, April, June, and at the annual meeting in August. No support for monthly meetings, as issues do not warrant that frequency. Board set meetings for November 13 and January 22, Thursday evenings at 5:00pm.

**Officers/assignments-** Board unanimously selected Lanny Mack, President; Susan Marshall-Vice President; Secretary/Treasurer-Tim Stone-ECC chair. Ron Davies and Lanny will manage snow removal.

Adjournment-8:07pm

Respectfully submitted:

Sue Hochreiter  
Business Mgr.