**Black Mountain Ranches Owners Association**

**2019 Annual Meeting**

**August 17, 2019**

**Minutes**

In attendance:

|  |  |
| --- | --- |
| Lot  | Owner |
| 4 | Mary D’Antoni |
| 9 | Tom & Barb McGraw |
| 16 | Jeff & Donna Carr |
| 17 | Bruce Hann & Jan Shroy |
| 18 | Rachel Hutchinson |
| 20 | Cindy & Dan Mullen |
| 21 | Eileen & Olin Hoover |
| 22 | Jan Shroy |
| 26 | Barbara & Skip Ray |
| 27 | Bart & Melinda Sperry |
| 29 | Cheryl Holub |
| 30 | Beth & Jim Boaz |
| 32 | Lon & Brenda Sears |
| 33 | Stephen & Heidi Pepper |
| 39 | Tim & Sharon Halls |
| 45 | Janice & Werner Illig |
| 47 | Jeannine & Ed Rodgers |
| 50 | Stuart Morse |
| 53 | Bill & Karen Fox |
| 54 | Anne Brenner & David Caprera |
| 60 | Judy & Ed Porter |
| 64 | Paul & Karen Johnson |
| 70 | David & Paulette Brundage |
| 72 | Lisa McVicker |
| 73 | Craig Steinmetz |
| 75 | Bryn & Sandy LePine |
| 76 | Jim & Brenda Scales |
| 80 | Duaine Warner |
| 85 | John & Mary Jo Myers |
| 86 | Greg & Peg Adkins |
| 87 | Greg & Peg Adkins/Bryn & Sandy LePine |
| 99 | Janet & John Simpson |

Represented by Proxy:

|  |  |  |
| --- | --- | --- |
| Lot  | Owner | Proxy-holder |
| 2 | McCracken | Tom McGraw |
| 3 | Vigil | Jan Shroy |
| 5 | Morton | Tom McGraw |
| 6 | Stein Trust | John Myers |
| 7 | Stein | John Myers |
| 8 | Stein | John Myers |
| 10 | Winding River Ranch | Tom McGraw |
| 11 | Winter | Jan Shroy |
| 12 | Wickersham | Beth Boaz |
| 14 | Roemer | Jan Shroy |
| 25 | Jenner | Tom McGraw |
| 36 | Smalley | John Myers |
| 38 | Nutt | Tom McGraw |
| 40 | Takk, LLC | John Myers |
| 42 | Brenegan | Beth Boaz |
| 43 | Mullen, J. | Jan Shroy |
| 44 | Sauerhoff | Jan Shroy |
| 51 | Winding River Ranch | Tom McGraw |
| 52 | Winding River Ranch | Tom McGraw |
| 56 | Kelley | John Myers |
| 57 | Winding River Ranch | Tom McGraw |
| 58 | Middlefork, LLC | John Myers |
| 67 | Koren | John Myers |
| 71 | Middlefork, LLC | John Myers |
| 77 | Bergstrom | John Myers |
| 84 | Hall | John Myers |
| 94 | Sartin | John Myers |

Before the meeting, it was noted that two changes were required to the ballot:

1. The ballot mis-stated the date of the meeting
2. Tom McGraw was nominated for a position on the Board and was listed on the ballot. As an elected official (Park County Sheriff), Tom is disqualified from holding a Board position

All ballots were corrected and initialed by Board Secretary, Beth Boaz

John Myers, President, made opening remarks, reminding those in attendance that we at BMR are a lucky blessed community to be able to enjoy such a beautiful place. We are also blessed with an active hard-working Board that gets a lot done, as evidenced by the attached list of the Board’s accomplishments over the past year. Finally, we are blessed to have so many people willing to serve on our Board. While it may look like fun and in fact it is fun most of the time, there are owners who believe that “HOA’s are a place for power hungry people to be bullies.” President Myers concluded by reminding attendees that “Everybody hates the HOA Board until your neighbor paints his house hot pink.”

President Myers introduced BMR Owners Association Board of Directors (Board) and Architectural Control Committee (ACC) members in attendance:

* Board Members:
	+ Vice President, Cheryl Holub
	+ Secretary, Beth Boaz
	+ Treasurer, Lon Sears
	+ Member-at-Large, John Simpson
* ACC Members:
	+ Bill Fox
	+ Craig Steinmetz

Secretary Boaz verified that a quorum was present (members and proxies)

* Quorum requires at least 1/5 of the 101 lots, or 21 lots represented
* Final numbers (several additions were made after the initial report, due to late arrivals):
	+ Lots represented in person = 32
	+ Lots assigned by proxy = 27
		- Proxies assigned to John Myers = 12
		- Proxies assigned to Tom McGraw = 8
		- Proxies assigned to Jan Shroy = 5
		- Proxies assigned to Beth Boaz = 2
	+ Total votes issued = 59
* Therefore, a quorum was present

Secretary Boaz read section IV.1.(b)(1) of the “Resolution of the Black Mountain Ranches Owners Association Regarding the Efficient Operation of the Association”, effective January 1, 2016. (a copy is available on the BMR website). The section read covered the rules of conduct and order for the Annual Meeting.

The following owners signed up to speak and offered the comments summarized below:

* Mary D’Antoni (Lot 4) – unhappy that her first “welcome” to BMR was being questioned about her plans to dig a foundation, as there was heavy equipment on her property
* Tom McGraw (Lot 9) – expressed two major concerns:
	+ Road maintenance contractor, Maverick, ran out of money/road base before reaching the McGraws’ property, making access difficult – especially in winter
	+ Much discussion at the 2018 meeting centered around the rumor that an airplane runway was planned
* Bruce Hann (Lot 17) – expressed two concerns:
	+ Harassment encountered because his proposed barn/garage was thought to be a hangar
	+ Enforcement of fencing guidelines and fencing being removed without permission from adjoining landowners
* Rachel Hutchinson (Lot 18) – commended BMR as her “best experience” with an HOA
* Cindy Mullens (Lot 20) – Concerned over the excessive speed of trucks on Black Mountain Road near lots 19 and 20
* Olin Hoover (Lot 21) – comments are summarized below; a full copy of the comments submitted in writing by Olin can be found on the website:
	+ BMR should seek a culture of financial accountability and transparency, including decisions about what roads receive what level of maintenance
	+ Questioned the use and cost of a professional HOA management firm (e.g., how was KC & Associates selected, what services are provided and what fees are charged)
	+ The $5,000 fee for initiating construction without HOA approval seem more like an onerous penalty than an incentive to follow the rules
* Jan Shroy (Lot 22) – comments are summarized below; a full copy of the comments submitted in writing by Jan can be found on the website:
	+ First contact with the BMR was a call from the president regarding fishing easements; the easement is not under HOA jurisdiction and the Board should not have published its opinions publicly and on the website
	+ At last year’s annual meeting, it was reported that the owner was building a hangar, and that a runway was planned on the Winding River Ranch; it was reported that the president contacted county and federal agencies
	+ Behavior by the Board president and vice president justifies their removal in accordance with Article V, Section 3 of the Bylaws (discussion was postponed to the “New Business” section of the meeting)
	+ Subsequent to the meeting, President Myers provided a written explanation of how the issue of fishing easements arose and was dealt with. His comments can be found on the website
* Duaine Warner (Lot 80):
	+ Pointed out that it took many years for repairs to be made to Cave Creek Road
	+ As more owners build residences on their lots, it doesn’t seem fair for “casual” users to pay the same amount for road maintenance as full-time residents
	+ Suggested a survey of how many residents are full-time vs part-time
* Donna Carr (Lot 16) – comments are summarized below; a full copy of the comments submitted in writing by Donna can be found on the website
	+ Breaches of “fiduciary duty” by the president and vice president justify their removal
	+ Questioned the use of an outside HOA management company
	+ Lack of communication on fencing removal
* Craig Steinmetz (Lot 73) – as a member of the Architectural Control Committee, apologized for last year’s misunderstanding about the intent of the Shroy/Hann barn/garage
* Lisa McVicker (Lot 72) – as a former Board member and president, explained that the Board is trying to proactively prevent owners from building projects which are later deemed not to meet covenants. It is sometimes hard for the Board to react correctly.
* Other owners also offered comments regarding the issues raised

Old Business:

1. Lon Sears, Treasurer presented the Treasurer’s Report, Reserve and Budget
* Treasurer Sears fielded questions and comments, including:
	+ Why was the decision made to hire KC & Associates (KC) to provide management services to the HOA? President Myers clarified that Colorado State law was changed several years ago (effective July 1, 2015) to require Community Association Manager to obtain a license. After reviewing several prospective Association Management companies, the Board determined that KC provided the best value.
	+ Is KC sending out welcome packets to new owners? The Board was not aware of any issue with the packets being sent and will follow up.
	+ What are we paying KC? Treasurer Sears reported that the annual cost is $1800.
	+ Members reported being charged a $232 fee by KC for purchasing a new lot, even if they already own one or more lots. The Board was unaware of these fees and will follow up with KC.
* The Board budgeted $15,000 for road repairs in 2019. Last summer’s fire, this winter’s heavy snow, and a rainstorm with heavy storm water runoff caused damage requiring road repair priorities to be revised after road maintenance activities began this summer.
1. John Myers and Cheryl Holub explained the process of setting roadwork priorities:
* The budget is set early in the year (typically about February)
* In Spring (about June), the roads are assessed, and repairs are prioritized to address the most pressing needs, incorporating the road maintenance expertise of Maverick Excavating
* All owners are invited to participate in the spring road review, and the Board will make a greater effort to publicize it.
1. The Architectural Committee (ACC):
* Per the Bylaws, Article IX, Sections 1. & 2., the ACC shall consist of three persons, and representatives will be elected by a 2/3 vote of members at an Annual Meeting
* There are currently two representatives on the ACC
* Donna Carr volunteered to fill the vacant position on the ACC and was unanimously elected.
1. The first annual “Bad Fence Day” was held on July 20th, 2019 to remove fencing that harms wildlife and compromises esthetics
* About half a mile of fencing was removed by 13 volunteers, with approval from BLM and the adjoining landowner
* Questions were raised over whether all adjacent owners had approved of the removal
1. Noxious weeds update, Cheryl Holub, Vice President. – treatment of weeds was postponed due to the late spring

New Business:

1. In response to discussions during the owner comment portion, Cheryl Holub moved that John Myers and Cheryl Holub be removed from the Board. The motion was seconded, and the following guidelines were set.
* According to Article V, Section 3 of the Bylaws, removal of a director requires “a majority vote of the members of this Association”.
* It would require at least 51 votes (a majority of the 101 lots) to remove a director.
* David Brundage and Stuart Morse were appointed to count the ballots, in accordance with IV.1.(c)(2) of the 2016 Resolutions, cited above
* The motion failed, with
	+ 22 votes in favor of removal
	+ 35 votes opposed to removal
	+ 2 invalid ballots
1. Election of Board Member for 3-year term currently held by Beth Boaz:
* Beth Boaz and Tom McGraw were nominated before the meeting
* As noted previously, Tom McGraw’s name was removed from the ballot
* Olin Hoover was nominated from the floor
* Beth Boaz was elected, with:
	+ Beth Boaz received 40 votes
	+ Olin Hoover received 18 votes
	+ One invalid ballot

Meeting was adjourned at 2:20 to Fiesta and pie contest (Special thanks to the Holubs for hosting the Annual Meeting again this year)

**Updates after the Annual Meeting**

The Board held a special meeting to select the **officers**, in accordance with Bylaws’ Article VIII, Section 2. The following were selected:

* President – John Simpson
* Vice President – Cheryl Holub
* Secretary – Beth Boaz
* Treasurer – Lon Sears
* Member-at-Large – John Myers

Treatment of **noxious weeds** was conducted on August 18, 2019

Maverick Excavating completed the **2019 roadwork** on or about August 26, following an inspection by Cheryl Holub and John Simpson on August 23. As mentioned earlier, a heavy storm water runoff event caused significant damage to Rich Creek Ct after the start of road maintenance activities. This required a shift in maintenance priorities and some road work that was planned in June had to be deferred until next year. Both Maverick and the Board believe that the roads are in the best condition in years. However, the Board would like to hear comments or concerns from Owners on road areas or conditions that are believed to be unacceptable or in need of improvement. The latest version of the Road Maintenance Protocol is attached. Owners are invited to provide comments on the following to John Simpson or any Board Member:

1. Suggested revisions to the Road Maintenance Protocol
2. Road segments that need additional work and should be prioritized for maintenance in 2020

Minutes prepared by Beth Boaz, Secretary, August 29, 2019

Approved by BMR Board August 30, 2019