

MHOA Board of Directors Meeting
Saturday, April 14th, 2012 - 10:00 a.m.
Jefferson Community Center

The Board of Directors Meeting for MHOA was convened at 10:00 a.m., Saturday, April 14th, 2012 at the Jefferson Community Center.

I. **Quorum:** With all board members present: Fred Depenbrock, Sallie Baker, Patrick Strong, Carol Smusz and Jerry Clinton a quorum was established.

Association members present were: Andy Bailey, Ken Baker, Tom Clinton, Jerry Dean, Ralph Dierdorff, Diana Johnson, Larry McClymonds, Orlando Martinez, Judy O'Neill, Terry O'Neill, Jamin Ramirez, Dennis Sherman, and Emily Sherman.

II. **Approval of Minutes:** Carol presented a draft of the minutes December 10th, 2011 Board meeting that has been posted online. A motion was made by Sallie to approve the minutes. Jerry seconded the motion. There was no discussion and the motion passed. The minutes will be moved from "draft" to "final".

III. **Open Forum:** An open forum was conducted. Concerns were heard from:

(1) Larry McClymonds - He realizes the ACC reports to the board of directors but wondered when concerns that were brought up at the December meeting are going to be addressed. (2) Terry O'Neill - was under the impression board members wanted a working relationship with association members that was cooperative and nurturing and not so confrontational (3) Emily Sherman - reiterated Larry's concerns that ACC non-compliance issues had not been addressed. She is willing to work with Jerry Dean and Sallie to identify these issues again. (4) Dennis Sherman - said ACC violation letters were sent out 4 weeks before the new board was elected, and he's concerned about follow-through. (5) Ken Baker argued that enforcement policies have been in place as there was not a problem enforcing his case. Open Forum concluded at 10:30.

IV. **Officers Reports:**

Secretary-- Carol Smusz reported that she has updated names, addresses, telephone numbers and email lists. She has sent numerous emails and letters; and drafted minutes for the December Board meeting.

Treasurer-- Patrick Strong gave a financial report. He reported deposits of \$66,000, outstanding bills totaling about \$4000. We will be entering the summer with approx \$77,000 with \$9000 more dues to collect. Legal fees have amounted to approx \$6,000 for legal advice on easement issues, revision of MHOA's governing documents including the Bylaws and the Nine Required Policies. The treasurer's report was received and approved and will soon be posted on our website.

At Large Member—Jerry Clinton reported on roads, snow plowing, ditches and culverts, signs, burn pit and road equipment. She thanked Jetta SnowPlowing Inc. for a job well done this past winter, even though it was a mild winter. The Board received e-mails and verbal compliments on getting snow plowed early and keeping the roads passable. She thanked Tom Clinton for volunteering his time and the use of his generator on March 24th and 25th to plug into heat tape installed by previous board members to clear the culverts. One culvert heat tape on French Pass Circle has a problem and wouldn't work, so will have to be checked again. There is a problem with the way the ditches were pulled in some places, so that the culverts do not match or drain into the ditches. In some cases we have lost about four feet of width on the roads. She reported that there are a few signs that need to be replaced or repainted and several posts that need to be straightened. As concerns the burn pit, Jerry has been in contact with Steve Bargas, the Fire Chief, who has been waiting for the right weather conditions for a controlled burn. The last time Jerry checked with him was on April 3rd, 2012 during the last snowfall. Mr. Bargas felt there still was not enough moisture, but we are on his list. Jerry reported that our grader has a master cylinder leak which will need to be fixed. It was used once this winter to push snow into the ditches. In early May Jerry's road committee will meet to begin the process of drawing up a new grading contract to be approved by the Board, then advertised so we can accept bids. Fred asked that Jerry clarify one of the comments she made at the December 10, 2011 Board meeting regarding a former employee of MHOA and rumors that have been circulating. Jerry stated that she was definitely not referring to Mark Price when she mentioned a previous employee who had worked for MHOA even though he had a D.U.I. and no current driver's license. Jerry reiterated that she had rented space from Mark Price for many years when she operated the Post Office at the Jefferson Market, had the greatest respect for him, and appreciated the excellent job he did grading and plowing on our roads.

President-- Fred Depenbrock reported on three easement issues and showed aerial maps demonstrating how each one affects the association. He also summarized strategies and options we have in gaining permanent

access to our augmentation pond. Fred moved that the Board meet in Executive Session immediately following the meeting to consider legal issues regarding the three easements. Carol seconded it. The motion passed.

Association members were invited to comment on easement issues and offered some helpful suggestions: Larry McClymonds suggested we develop a plan for the easements and bring it up at the annual meeting of the membership in June. Diana Johnson interjected that Terry Roberts might have helpful information on the surveying of the fence line with the Carringtons and could probably be called upon. Orlando Martinez thought the county archives might have information concerning some of the easement issues.

Vice-President—Sallie Baker reported on the work of the Regulations Committee (chaired by Mark Matulik) and several motions she will present today. The committee has reviewed and recommended drafts of Nine Required Policies that have been on the MHOA website for thirty-days of member comment. Sallie will present a motion to the Board regarding these policies under “new business”. As project manager for the Regulations Committee, Sallie gave an overview of the regulations compliance process. (Please refer to a letter that was sent to members from Sallie and Mark Matulik on April 2, 2012, also posted on our website) The beginning step in our “compliance process” was initiated when the previous board hired Hindman Sanchez Law Firm to do a written analysis of all MHOA’s governing documents in May of 2011. That document (soon to be posted on our website) was the outline used to create a revised draft of MHOA’s Amended Bylaws, 2007. Sallie will present a motion later in the meeting regarding the posting of the revised draft of the Bylaws.

Sallie, Mark, and the regulations committee were commended for their hard work revising our governing documents.

V. Committee Reports

Architectural Control Committee-- Jerry Dean reported for the ACC: He had requests for 1 dwelling, 3 sheds, 4 new roofs, one deck. He has sent out 6 violation letters concerning trailer issues. He is presently working with one landowner on his compliance situation. Sallie moved the board approve the actions of ACC as outlined by Jerry Dean. Carol seconded the motion. With no further discussion the motion passed.

Regulations Committee—covered in Vice-President’s report above

VI. Old Business

Jerry Clinton moved the board establish a “road committee” to review and recommend procedures dealing with the care and maintenance of the roads.

Patrick seconded the motion. The only discussion was regarding the names of the three people who had agreed to serve as of last fall. Jerry said she still wants to get one more person on her committee so would rather wait to approve the names at the next meeting. The motion passed.

VII. New Business

A. Nine Required Policies/ Homeowner’s Bill of Rights: Sallie Baker presented the following review she had compiled of all member comments received during the thirty-day comment period. She passed out copies to the board and members present:

A. April 14th MHOA Board meeting:

To: Board of Directors

From: Project Manager, Sallie Baker for Regulations Committee

Re: Summary of Comments to Board Members regarding Nine Required Policies

Re: Proposed motion to be considered by the Board

I. The following is a summary of notes taken from the “comments by Members”:

There were many excellent points submitted to the MHOA Board concerning the “Nine Required Policies”. The major concern areas addressed “Conduct of Meetings”, “Adoption of Policies”, and “Collections”.

However, some concerns addressed issues throughout all policies:

Deviations clauses—Add circumstances to clarify this.

Amendments—Why? For each ensuing Board

In Collections & Enforcements—motions 5 & 6 need reference to 8/28/11 Bd mtg

Replace “property owners” whenever “units” is mentioned

“Management Company” is important because Boards can hire one

Conduct of Meetings had the most negative criticism summarized as follows:

Member sign-up for speaking for or against a motion—strike

Maximum speaking time of three minutes per Member—strike

Members’ ability to only speak once—strike

Board’s discretion in answering questions—see Tom Dudzinski’s suggestion

Board President’s right to determine after sign-in, who speaks & how long; strike

Audio, video-taping not allowed—strike

Collections had two main objections:

One year is too long for having a meeting with Board—change to 6 mo.= \$250

Four years is too long for sending to collection-change- 2 years= \$500.+

Payment of all reasonable attorney’s fees—Stated--Owner does pay

Adoption of Policies

Approval of Policies by the membership? Comment period required only

Develop a process to integrate comments into proposed policy changes

Develop a process to refer certain policies back to committee

Sallie moved that the following amendment be added to Adoption of Policies: "Member comments will be reviewed/summarized at a duly constituted meeting of the Board of Directors, before taking a vote." Patrick seconded the motion. No discussion followed. The motion passed. Sallie moved we change the draft of Collections policy, Step 5, to state that "an Owner with unpaid assessments will be sent to collection after a period of two years." Patrick seconded the motion. There being no discussion, the motion passed.

Sallie made a motion as follows: "Considering the length of time MHOA has gone without the nine required policies mandated by state law, I move that all drafts of eight policies be passed including amendments and modifications, with the exception of "Conduct of Meeting" policy, which should be referred back to the Regulations Committee for suggested changes. Jerry seconded the motion. After some discussion, the motion passed.

B. Revision of Bylaws

Sallie Baker moved that the draft of the revised 2007 Bylaws presented previously to the Board by e-mail, be posted on the MHOA website for member review for at least thirty days, in anticipation of Board approval, as may be modified at a called meeting of the MHOA Board of Directors in early June of 2012. Jerry seconded the motion. The motion passed. (See revised draft of 2007 Amended Bylaws at www.mhhoa.com)

Sallie Baker made the following motion regarding the Design Guidelines: Since the MHOA Design Guidelines (last filed in December of 2007), define issues relating to the "land" and are therefore most closely related to the Declaration of Covenants, Sallie moved they be removed as attachments to the Bylaws and stand as independent documents on or website. Patrick seconded this motion. There being no discussion, the motion passed.

Since Board action is required to amend the Bylaws, Sallie moved that a Board meeting be scheduled in early June, giving members of the association, thirty (30) days advanced notice of the meeting. Jerry seconded the motion. There was no discussion and the motion passed.

Carol moved that she chair a nominating committee to fill vacancies on the Board of Directors that will occur at the Annual Membership meeting June 16, 2012. Jerry seconded the motion. There was a discussion including possible vacancies on the Board. The motion passed. Members who want to serve on the Nominating Committee or who will be willing to serve on

the

Board of Directors should contact Carol Smusz. Nominations will also be made from the floor at the June 16th 2012 Annual Membership Meeting.

With no further business to come before the Board, Carol moved the meeting be adjourned. Fred seconded the motion and the meeting was adjourned.

Respectfully submitted,

Carol Smusz, Secretary

Executive Session of the MHOA Board of Directors
Saturday, April 14th, 2012 - 12:40 p.m.

An executive session was held to discuss legal ramifications of the MHOA Board's work settling three easement issues. All Board members were present. A discussion was held.

The meeting was adjourned at approximately 1:30 p.m.

Respectfully submitted,

Carol Smusz, Secretary