

Minutes of Meeting of the Board of Trustees

Meeting was called to order at 6:17 p.m. on Monday 09 March 2009 at the Walker residence.

Note: Trustee Jim Taufer requested that Graciela and Tom Meyers assist with taking minutes for this meeting because Secretary Kristen Hatch had left the meeting.

Trustees present were R. Walker, C. Johnson, J. Taufer, and K. Hatch. Ms. Hatch left the meeting before adjournment. R. Widdop was absent, however, he participated by telephone.

Members of the Association present were Terry Holsworth, Brian Cook, Christine and Cody Smith, Jody Taufer, Rita Walker, Annette Grant, Graciela and Tom Meyers.

1. Board of Trustees agenda, first item was discussion of the latest version of the draft proposed By-laws, version 03a (Bylaws Post Lundgren Consultation 090228 03a).

Ms. Hatch objected to accepting it since she had not yet read it. Ms. Hatch had not received it from Mr. Walker via email prior to the meeting.

The public interrupted. Terry Holsworth objected to the new version of the draft proposed By-laws, not having read it. He stated that Lundgren's statements had been "misrepresented" in the latest version. He also objected to the draft proposed cover letter. This draft proposed explanatory cover letter had been requested by the Board of Trustees at the Friday 06 March 2009 Meeting of the Board of Trustees. This explanatory letter was intended for review by the Board of Trustees as a draft, and in its final version would accompany the proposed By-laws when mailed out to the members for their vote. Mr. Holzworth also complained about the decision to use mail-in ballots, rather than proxies, as described in the draft proposed explanatory cover letter.

Brian Cook questioned the treatment of proxies in the draft proposed By-laws; and Mrs. Meyers read the Section on proxies to Mr. Cook in its entirety; which appeared to satisfy his concerns.

After general discussion among the members and the Trustees, Mr. Taufer called the meeting back to order.

Motion: A motion was made and seconded to approve the By-laws as presented for submission to the members for their vote. Mr. Walker, Mr. Taufer, and Mr. Widdop voted in the affirmative, with Mr. Widdop voting via telephone, with his affirmative vote heard by Mr. Walker, Mr. Johnson, and Mr. Taufer. Mr. Johnson and Ms. Hatch voted in the negative. The motion carried.

Kristen Hatch left the meeting. Addressing Mr. Johnson, Christine Smith expressed her disapproval of Ms. Hatch decision to leave the meeting.

Mr. Taufer called the meeting back to order and asked Mr. and Mrs. Meyers if they would take the minutes of the meeting. Mr. Taufer recapitulated for them what developments had transpired in the meeting up to this point.

2. Board of Trustees agenda, second item was to discuss Clifford Johnson's status as a property owner and Trustee.

Mr. Johnson was asked to produce proof of ownership of a lot in Hideaway Valley. Discussion on the matter took place between Mr. Johnson, Mr. and Mrs. Smith, Mr. Taufer, and Mrs. Walker.

At the request of Mr. Taufer, Mr. Meyers summarized the criteria recommended by Mr. Lundgren at the Friday 06 March 2009 meeting. He explained that Mr. Lundgren had suggested that in the case of ownership by an individual a copy of a recorded document would be sufficient evidence of ownership. In the case of an entity, a notarized document from the entity naming a person, and stating that such person represents the entity as a voting member of HVPOA, would be sufficient.

Mr. Johnson produced a recorded copy of a Quit Claim Deed issued by the Maroon Star Corporation in favor of Mr. Johnson. Mr. Taufer and Mrs. Christine Smith looked at the document and observed that the document was dated 31 December 2008, which was after the 28 June 2008 election. She expressed the opinion that at the time of the election, Mr. Johnson had not been properly qualified to run as a Trustee.

Motion: No motion was made. The matter was not settled.

3. Board of Trustees agenda, third item was to discuss liens.

A list of current liens will be presented to attorney Lundgren to determine their status.

Motion: The Board of Trustees made and seconded a motion to begin processing delinquent accounts by presenting any account in arrears by \$1,000.00 per lot or more to the attorney, to file a lien. Mr. Walker, Mr. Johnson, Mr. Taufer, and Mr. Widdop voted in the affirmative, with Mr. Widdop voting via telephone. The motion carried.

4. Board of Trustees agenda, fourth item was to review the agenda for the Saturday 28 March 2009 Annual Meeting of the Members.

Mr. Johnson stated that he would like to write a dissenting opinion, to be included in the mailing of the draft proposed By-laws and cover letter to the members of the Association. The Board agreed to his request.

There was some discussion regarding the manner in which the proposed fiscal year 2009 budget was written.

Motion: It was moved and seconded that the mistake in the budget, listing one line as “Uncollectible Dues” would be clarified as “Reserve Fund” at the 28 March 2009 Annual Meeting of the Members. Mr. Walker, Mr. Johnson, and Mr. Taufer voted in the affirmative. The motion carried.

5. Board of Trustees agenda, fifth item was to review the draft proposed cover letter for possible use with the proposed draft By-laws.

Mr. Johnson objected that he had not yet read the letter. He was provided the opportunity to read the letter and objected to the phrase “the occasional use of the proxy”, reasoning that people may think that proxies would never be used and that the wording was not clear. The other Trustees agreed to remove the word “occasional”; and Mr. Johnson agreed to the new wording.

Motion: It was moved and seconded that the revised draft proposed cover letter be sent to the members along with the draft proposed By-laws. Mr. Walker, Mr. Johnson, Mr. Taufer, and Mr. Widdop voted in the affirmative, with Mr. Widdop voting via telephone. The motion carried.

6. Board of Trustees agenda, sixth item was to consider the dissolution of the Documents Committee.

The Board observed that the Documents Committee had served its purpose.

Motion: It was moved and seconded that the Documents Committee should be dissolved. Mr. Walker, Mr. Johnson, and Mr. Taufer voted in the affirmative. The motion carried.

The Board of Trustees discussed a recent email from Ms. Marshall that erroneously describes her as the “head of the documents committee”. The Board of Trustees denies that Ms. Marshall was ever the head of the Documents Committee. It was observed that the draft Minutes she quoted in her email (12 July 2008, possibly drafted by Dustin McKinney), which stated “the board unanimously appointed me [Ms. Marshall] to head up the documents committee”, were not correct and were neither approved nor signed by the Board of Trustees. The Board of Trustees had decided that they should not appoint a head for the committee, but leave that decision to its members. To the best of the Board’s knowledge the Documents Committee operated as a team and never designated a “head”.

Motion: It was moved and seconded that the Board of Trustees denies that Ms. Marshall was ever the head of the Documents Committee. Mr. Walker, Mr. Johnson, and Mr. Taufer voted in the affirmative. The motion carried.

The 09 March 2009 Meeting of the Board of Trustees adjourned at 7:42 p.m.

Sagal Swoboda
3/21/09

Jim Widdop
3/21/09