

Minutes of the Aspen Rose Ranch POA Board of Directors Quarterly Meeting February 21, 2015

The quarterly Aspen Rose Ranch Board of Directors meeting came to order at 1:05 pm at the home of Lee and Marty Gisclon. Board members present at the meeting were: Terrie Baros (President), George Denbow (Treasurer) and Marty Gisclon (Member-at-Large). Board members on the conference phone were Don Cox (Vice-President) and Laura Brinkman (Member-at-Large). Also in attendance were Paula Miner and Lee Gisclon. Carolyn Reed (Secretary) and Kit Keith (Member-at-Large) had assigned their proxy to Marty Gisclon.

President Terrie Baros reviewed our quarterly Board accomplishments. It has been a very busy four months with everyone on the Board and Committees pitching in to complete what needed to be done. Please see Attachment 1 for Terrie's thorough report.

Terrie began a discussion regarding responsibilities of Board Officers that might not be obvious or recorded. For example, our current documents describe, in some detail, most of the responsibilities of the Secretary and Treasurer but don't include some of the behind-the-scenes activities of how and when those functions can/should be done. There is very little recorded on how the Road Committee and the Complaint Committee function. Also, Carolyn Reed is the only person who has updated our ARR website. The details of how these tasks are completed can be vitally important when there is a change in personnel for these positions.

Action item: To promote smooth transitions and assistance to future Board and Committee members, the Officers and Committee Chair were asked to prepare, for the next BOD meeting, a brief list/paragraph covering items not already included in our POA documents.

The Covenant and Bylaws Committee's report started with a discussion of the need to modify the Bylaws as a result of the change in our fiscal year from January – December to August – July. This fiscal year change was put into effect last year and the Board felt it was a reasonable approach for the future. Marty Gisclon distributed a draft of a Bylaw wording change (see Attachment 2). The Board unanimously approved to present this to the Ownership for approval. Terrie moved, George seconded. Marty recalled that there was another reference on our documents that would need correction.

Action Item: Marty will find statement that needs modification relating to fiscal year change and make a recommendation at the May meeting

Carolyn Reed previously sent out an email announcing that the two covenant changes that were sent to the ownership for approval, regarding Animals and Enforcement, passed by the required two-thirds majority. Therefore, these changes are in effect on the Ranch.

Action Item: Carolyn will file the approved Covenant changes with the county.

Additionally, the Policy and Procedure (P&P) documents were recently modified with two changes regarding Violations and Fees, and Immediate Action by the Board. The modified P&P document has been posted to the ARR website (www.aspenroseranch.com)

Action Item: Board members are to review our governing documents to see if other changes need to be made and present suggestions at the May BOD Meeting.

Terrie reported that we will also add the new forms that were approved in 2013 to the P&P document. These new forms cover waiver requests and building requirements.

Action Item: Terrie to add the new forms to the P&P document

Don Simkins submitted a Road Committee Report (see Attachment 3). In the report, Don mentioned that we need a little sprucing up around the front entrance. In the past, these improvements have been shared in a fun, community 'Beautification Day' with ARR volunteers gathering at the gate with paint brushes and hammers in hand. This year, it was suggested that we tie this 'Beautification Day' to the Annual Meeting (Sunday after the meeting) in hopes of getting more helping hands.

Action Item: The Road Committee will coordinate the ARR Beautification Day event, volunteers and donated supplies.

Phil Mills agreed to be on the Road Committee for the past few months, when we really needed help after Ted Hyneck, the previous Chair, moved from the Ranch. However, Phil's increased work responsibilities/travel make it impossible for him to continue to be on the Road Committee. We all appreciate the work Phil did to help us through this rough time. We were deeply grateful when Don Cox volunteered to be on the Committee. Lee commented that he felt that higher crowns would help with retaining the quality of the roads, and that many ditches needed to be cleared because they are clogged causing water to flow over the roads which is damaging some sections of the roads.

Action Item: Don Cox will contact owners to see if others would be interested in serving on the Road Committee and will coordinate with Don Simkins and other new members the plans, structure and road work that needs to be done for the future.

As part of future planning, we discussed the approach to road maintenance and snow plowing contracts. It was agreed that it might be beneficial for both the contractor and the Road Committee to consider a multiple-year option contract, perhaps combining snow plowing and road maintenance.

Action Item: The Road Committee will prepare a detailed proposal covering these options for the BOD to review at the May meeting.

We all acknowledged that we need to try to get more ARR owners involved in BOD and Committee work. This strengthens the organization and minimizes the chance that difficulties will be created and knowledge will be lost when just one individual is responsible for a task. With that in mind, we want to encourage owners to participate and volunteer for Committee work and the BOD. We will contact owners who have expressed interest in the past since we know there will be vacancies in the near future.

Over the past year, several parcels have changed ownership.

Action Item: Terrie agreed to modify the ARR Directory with the new names, email addresses and mailing preferences.

Laura Cooley, Complaint Committee Chairperson, reported that a complaint was filed this past quarter and was successfully resolved to the satisfaction of both parties. This was the first year since the complaint process was created five years ago that it has been used, and there were lessons learned. Laura has suggestions to modify the process to make it even better.

Action item: Laura to forward suggestions to the CAB for improvement to the complaint process.

George Denbow reviewed the financial status of ARR (see Attachment). George commented that he had recently received an assessment payment and a couple of bills, but the report is up-to-date as of the date of its preparation (Feb 19th).

George reported:

- All assessments have been paid, except for two parcels. If not received by March 1st, these owners will be assessed the late and administrative fees.
- The grazing income this year was the highest we have ever received and was paid on time. The lessee intends to graze again next year, assuming there is sufficient water for the cows.
- The road maintenance invoice for road work covered in last year's budget was received in this fiscal year and therefore appears in this report and helped to create the negative Net Income.
- Our current available balance in the checking account is \$17,274.72.
- At the Annual Meeting, the purchase of a new version of QuickBooks was approved. George paid for this and it appears as a reimbursement expense on the report.
- Our checking account has been transferred to a Wells Fargo branch closer to his home in Texas. Ordering new checks for this account contributed to the bank service charges.

The Treasurer's report was unanimously approved. Marty moved, Terrie seconded.

Marty questioned whether the four owners who had loaned money to ARR had received their reimbursement this past year, as approved at the Annual Meeting.

Action Item: George will review the status of reimbursement to loan holders and send payments, if appropriate.

***** SEE POST-MEETING NOTE:**

The Board voted to approve the minutes of the November 8, 2014 BOD meeting, as amended. The amendment is a clarification of the waiver request that was granted to Cory Davis for Lot #22. Don Cox moved to accept, George seconded.

Action Item: Terrie will mail a copy of the signed waiver request to Cory Davis.

Action Item: Terrie will update the Nov 8th BOD meeting minutes and send to Carolyn for posting to ARR Website.

Under miscellaneous, Marty brought up an issue about BOD voting, especially when voting by email. Marty distributed a copy of the wording in our By-Laws regarding this issue and what is contained in CCIOA (the Colorado regulations that cover POA/HOAs). On one hand, email voting by Boards on issues that need to be dealt with between meetings is part of common practices these days. However, CCIOA does not really address this issue, but might suggest that all votes should be taken in an open forum. The wording is somewhat unclear.

Action Item: Terrie will consult with her free legal service and will contact Hindman and Sanchez (a legal firm in Denver that provides some free interpretive, legal services to HOAs/POAs).

Following considerable discussion about the need to store ARR documents so that future Boards, committees and owners have access to all past information, contracts, contacts, etc., yet the need to provide limited access to the public (regulatory documents for ARR), Paula Miner agreed to gradually take over responsibility for our IT needs. She will work with Don Cox to see what options are best for Aspen Rose. We are very fortunate to have these experienced IT people at ARR.

Action item: Paula will contact Carolyn Reed and work with Don Cox to address our IT needs. She will present some preliminary ideas at the May meeting.

There was also a suggestion that when Board meetings are set each year (at the warm, non-snowy Annual Meeting), wintertime meetings be avoided, if possible. For this meeting, several Board members could not attend in person because of the pending storm.

Because there are many potential changes that may need to be made to our governing documents, Terrie suggested that we pencil in an additional BOD meeting in June. June 27th was suggested for this meeting and everyone will check their calendars.

Action Item: BOD will reply to Terrie as to whether they are available for a June 27th meeting.

Action Items:

- **To promote smooth transitions and assistance to future Board and Committee members, the Officers and Committee Chair were asked to prepare, for the next BOD meeting, a brief list/paragraph covering items not already included in our POA documents.**
- **Marty will find statement that needs modification relating to the change in fiscal year and make a recommendation at the May meeting.**
- **Carolyn will file the approved Covenant changes with the county.**
- **Board members are to review our governing documents to see if other changes need to be made and present suggestions at the May BOD Meeting.**
- **Terrie to add the new forms to the P&P document**
- **The Road Committee will co-ordinate the ARR Beautification Day event.**
- **Don Cox will contact owners to see if others would be interested in serving on the Road Committee and will co-ordinate with Don Simkins and other new members the plans, structure and road work that needs to be done for the future.**
- **The Road Committee will prepare a detailed proposal covering these options for the BOD to review at the May meeting.**
- **Terrie agreed to modify the ARR Directory with the new names, email addresses and mailing preferences.**
- **Laura to forward suggestions to the CAB for improvement to the complaint process.**
- **George will review the status of reimbursement to loan holders and send payments, if appropriate**
- **Terrie will mail a copy of the signed waiver request to Cory Davis.**
- **Terrie will update the Nov 8th BOD meeting minutes and send to Carolyn for posting to ARR Website.**
- **Action Item: Carolyn to post minutes for Nov BOD meeting to ARR Website.**
- **Terrie will consult with her free legal service and will contact Hindman and Sanchez regarding email votes.**
- **Paula will contact Carolyn Reed and work with Don Cox to address our IT needs. She will present some preliminary ideas at the May meeting.**
- **BOD will reply to Terrie as to whether they are available for a June 27th meeting.**

POST-MEETING NOTE:

***Upon review of these minutes, there was continuing disagreement among Board members as to the final resolution of this issue. Neither Kit Keith nor Carolyn Reed, who made and seconded the original motion, were present for the January discussion. Carolyn continues to stand by the November 8, 2014 minutes as originally written.

Attachment 1

2nd Quarter Aspen Rose Ranch – Board of Director's

Date: 2/21/2015 meeting

Accomplishments & Lessons Learned

This past quarter has been extremely busy as we saw five volunteers take on new responsibilities as Treasurer following a three month transition, Vice President, President, and two new Road Committee members. There were new parcel owners for three recent parcels sales to welcome as they attended the largest member attended quarterly board meeting during November.

All the Annual Assessment invoices were issued following our process including the Annual Assessment for our adjacent land owner that has easement rights on ARR. A new checking account was established with dual signing authority for timely processing of deposits. Recent invoices have been paid in a timely manner, and complete Treasurer's reports published to the membership.

The Grazing Committee received the full amount possible and the largest grazing lease payment in the history of ARR on time. The grazer wants to continue the current lease as agreed given there is sufficient water resources available.

The new Road Committee has addressed the challenge of snow removal without a contract in place late into the snow season. Two snow plowing events occurred; the first addressed as an emergency removal by Water Works Plus of 17" of snow in the absence of a contract. The communication during this emergency snow removal was to all parties that were on ARR during this heavy snow fall to ensure the safety of everyone. A new vendor is under contract to handle snow removal with appropriate liability insurance to mitigate risk to the POA. The second snow removal by the new vendor G. Jo's Trucking was conducted satisfactorily.

The Complaint Committee concluded its first two complaints in the history of ARR since the creation of the committee and the process over 5 years ago. There was confusion regarding the Complaint process given this was its first execution, and it was closed. The second complaint followed the process as designed reaching an resolution that was agreed to by both parcel owners, and closed.

The CAB Committee received the final legal review and edit to four new items for future inclusion to the ARR Governing Documents at the November meeting:

Two Covenant Amendments – Animals & Enforcement, which were started in July, supported by the General Membership during review at the August Annual Membership meeting, edited & approved by the BOD by the end of August.

Two P&P-Violations Fines and Fees & Immediate Action by the Board which were discussed at the August Annual Membership meeting, edited & approved by the BOD in August.

The CAB created Ballots for the two Covenant Amendments with voting instructions were mailed to all parcel owners with voting rights. The votes were received and both passed with the required 2/3 membership approval.

The P&P was updated with the two new sections and posted to the web site to reduce print and mailing costs. All parcel owners were notified that the updated P&P was posted to the web site in the Ballot mailing.

Lessons Learned & Action Items

1. Add an action to designate two to three members on the Complaint Committee each year to address incoming complaints. The Complaint Committee will also meet once a year following the Annual Membership meeting to review and gain understanding of the process and their roles.
2. Add an action to designate a two member Road Committee annually following the Annual meeting. Pass all contracts and Gravel Road Maintenance manuals to the Committee members. Post all signed contract to the web site and note contracts on the Home page.
3. Add an action detail the process in the P&P document with example pages for processing amendments to the Covenants and Bylaws. The same for processing new sections for the P&P document.
4. Add an Action to get a new section created and approved to the P&P that describes the process for email meeting to be conducted. Include email meeting minutes in the new section which will be posted to the web site along with all other meeting minutes to ensure historical tracking of all meeting.
5. Add an action to create and approve a new section to the P&P that states which Quickbook's reports are produced and included in the Quarterly Treasurer's Report.
6. Add an action for Committee Reports to be published to the Board prior to each Quarterly meeting for inclusion with the meeting minutes to the General Membership.

The key values that make a board of volunteers successful and cohesive are patience, understanding and tolerance.

Thank you to every one for all the hard work, dedication and commitment to achieve this quarter's successes.

Attachment 2

BY-LAWS BALLOT

Proposed AMENDMENT to the BY-LAWS for ASPEN ROSE RANCH Property Owners Association
Incorporated

HOW IT READS TODAY	PROPOSED NEW LANGUAGE AMENDMENT	RATIONALE FOR CHANGE	YOUR VOTE
<p>ARTICLE VI. FISCAL YEAR, FINANCE REVIEW & ANNUAL BUDGET:</p> <p>The fiscal year of the corporation shall begin on January 1, and end on December 31 in each year.</p>	<p>ARTICLE VI. FISCAL YEAR, FINANCE REVIEW & ANNUAL BUDGET:</p> <p>The fiscal year of the corporation shall begin on August 1, and end on July 31 in each year.</p>	<p>1) The proposed fiscal year change permits summary and reporting of similar expenses-- e.g snow plowing, road maintenance.</p>	<p><input type="checkbox"/> Yes. Change the fiscal year and language.</p> <p><input type="checkbox"/> No. Do not change fiscal year and language.</p>

Attachment 3

ROAD COMMITTEE REPORT

ARR has been plowed, as of today, 4 times:

1x by Fred Baros

3x by G.JO'S Trucking Inc.

Ginnie has done a very good job of plowing. She has been on time, and the feedback from others on the ranch has been very positive.

I have traveled the roads to determine their condition, for future road maintenance. In my opinion they appear to be in good condition. I have had a conversation with Ted Hyneck on previous road work. Ted's recommendation for future work this year:

- Grade and gravel the hill going to Marty and Lee's.
- Regrade Aspen Rose Drive and any side roads that may need it as well.

The front entrance poles that hold the sign coming into the ranch are in need of some work. Painting, staining etc. so there is no further damage to the uprights.

G.JO'S Trucking Inc. is willing to place a bid for road maintenance.

Thank you

Don Simkins
Road Committee

Attachment 4

Financial Report

- See separate attachment -