

Mountain Springs Ranch Homeowners Association

Board of Trustees Meeting Minutes

August 2, 2021

Attendance:

Carrie Clark, President
Julie Coy, Co-Treasurer and Secretary
Tom Heald, Trustee at Large
Gary Starr, Trustee at Large
Chris DeSantis, Trustee at Large
Tom Warnes, Trustee at Large

Also Present at the meeting:

Peggy Hill
Louisa Morrissey
Christy Milner

Call to Order:

President Carrie Clark called the meeting to order at 5:07 p.m. MT via Zoom

Approval of Prior Meeting Minutes:

7/14/21 Approval moved by Julie Coy, seconded by Gary Starr. All approved.

7/20/21 Approval moved by Julie Coy, seconded by Gary Starr. All approved.

7/26/21 Approval moved by Julie Coy, seconded by Gary Starr. All approved.

Lawyer Feedback on Revision of Draft Articles and Bylaws Submitted 7/30/21:

Have not yet heard back from the lawyer with her input. There will still be several issues that need to be voted on by the Board after considering her review. Julie suggested waiting until we have legal review and then look at the Articles and Bylaws again at that time.

Review of Draft Revised Covenants: Survey and Outline

Carrie Clark created an Excel spreadsheet displaying each covenant on its own tab for easier review of the draft Covenants and to make it easier for Members to examine progress at appropriate times. She then worked with Chris DeSantis to develop some examples of updated/revised covenants for the Board as introduction on how the revision of the Covenants process is going to proceed.

Discussed the possibility of sending out the Member Survey based on early draft of the newly-revised Covenants to make input more relevant to the issues in play.

Began discussion with Article V Section 2 to illustrate the process the Board will use to consider revisions and comments, and record changes as completed.

2. No business uses. The original language is in Column A. Language is too restrictive given how many people work from home. Column D is where proposed revisions are placed, with new language in red font. Column F provides space to present rationale for the proposed changes.

Column E will be for added terms or elements to the Covenant section that are not in the currently approved version.

Recognize that there are elements in our Covenants now that are not relevant to the nature of MSR and current times.

Board wants to focus Member comments on the proposed revised language rather than on the original language unless original language is to be retained.

Julie Coy pointed out that when MSR was formed, "Homeowners" was one word. Abbreviation for it should be MSRHA to be consistent with original recording of the document. Chris DeSantis acknowledged that the abbreviation can be defined at the beginning as MSRHOA if we wish to use the more common term HOA. This can be put in the Definitions section.

Carrie Clark indicated that even with the spreadsheet as a tool, completing this revision of the Covenants will entail a lot of work and that it will be essential to make our work transparent to Members and also manage input from Members for efficiency in the work.

Carrie Clark and Chris DeSantis have identified elements of the Governing Documents that belong in different documents, e.g., material from the By-Laws that belong in the Covenants.

Carrie stated that the lawyer recommended that the Covenants open with a statement that this version supercedes all previous versions of the Covenants to avoid having to reference other, older versions going forward.

Chris DeSantis noted that the current opening General Requirements section of the Covenants is very wordy and can likely be condensed or amalgamated. Gary Starr said that he prefers detailed, thorough statements of the purposes of the Association and likes the existing language. Julie also recommended keeping the language as it is. Carrie moved it into the revised section of the spreadsheet absent only the reference to an earlier version of the Covenants. Will ask Members in the survey if they still approve of this statement of purpose or wish to condense or expand on it in some way. It forms a bridge from our history to the current Covenants.

Julie Coy and Gary Starr raised the issue of improvements outlined in the next paragraph (referencing improvements such as stables, bridle paths, ponds, etc.) Chris DeSantis pointed out

that if one or more of those improvements are retained in the Covenants, the HOA retains the possibility of maintaining it for the purposes of the entire community. Having an HOA-maintained pond might be advantageous, for example. If it is not in the Covenants, the association cannot carry ownership and maintenance duties. But language about common areas, stables, swimming pools, tennis courts, parks that are entirely irrelevant to the nature of MSR can be removed.

Regarding MSRHOA Covenant Outline working document: The “alternative” language presented in the outline seemed preferred. Julie Coy suggested alternate language for the last sentence of #8 in the outline to address what can and can’t be done with disturbing natural vegetation, except for fire mitigation or safety. Julie Coy asked if #9 of the outline needs to be changed or eliminated since it references a duty of the Association to charge and collect fees for the facilities or operation of properties owned by the Corporation. Gary Starr suggested that the statement be struck.

Article 2. Definitions.

Residential tracts. Nothing changed.

Mountain Springs Ranch Homeowners Association’ abbreviation as MSRHOA to be added here.

May add other definitions that are needed as the review proceeds.

Article 3. Mountain Springs Ranch Home Owners Association

Membership description needs to be reworded and condensed. Gary Starr said it should include that anyone who purchases land here must pay dues and be subject to the Association rules and regulations. Chris indicated that language is in the By-Laws and can be re-stated or referenced here briefly.

[Louisa Morrissey suggested that a shared screen be used during Board meetings to make it easier for Members to follow along with the discussion. Challenges to doing this were identified by Board members who are working with different technical limitations. Chris said that this working document also isn’t ready for distribution to Membership. Tom Heald indicated that he did include a link to the Excel spreadsheet in the Chat, which is accessible to anyone in the meeting. But there are other documents being referenced that Members can’t see directly.]

Article 4. Architectural Committee

Paragraph 1. Eliminate redundant definitions and references. Change Board of Trustees to Board of Directors. Eliminate archaic language that isn’t necessary.

Paragraph 2. Gary Starr raised the issue of limiting improvements other than creating defensible space around buildings. Suggested that wording should be a bit more permissive for desired landscaping, but short of deforestation or putting in roadways or clearing sections visible from other lots or main and secondary roads, or things that destroy the natural beauty

of the area. Chris added that anything we seek to control results in a need for the HOA Board to enforce. If the Board fails to do enforcement, it becomes exposed to legal action. Eliminated reference to earlier sources. Eliminated references to irrelevant things like tennis courts. Need to add a reference to fire mitigation as desired. Julie Coy suggested that we expressly allow owners to remove dead vegetation from their lot, not just from around their buildings, in the interest of fire mitigation.

Tom Heald noted that Article 5 and Article 6 present additional opportunities to address issues related to vegetation and uses of properties. May want to consider a heading devoted to vegetation in Article 4.

Paragraph 3. Language is a bit cumbersome and might be simplified. Julie Coy pointed out that Lot 5's building was originally approved as a Variance to allow building of the guest house prior to the main house. It was approved by the Board at the time. Gary Starr said he wasn't sure that a Variance needed approval from all Members if the majority of the Architectural Committee approved it. Julie affirmed the need for a process allowing input from all Members when the Board is considering allowing an owner a waiver of a Covenant.

Paragraph 4. Carrie Clark, Gary Starr and Julie Coy all urged retention of the current language.

Paragraph 5. Gary Starr urged retention of this language on preliminary approval to help new owners avoid unnecessary expense of drafting plans and paying for changes, etc.

Paragraph 6. Gary Starr said he felt plans presented didn't need to be stamped by an architect but do need sufficient detail for the Board to assess the plan against the Covenants, detailing at least 2 elevations of the house, location on the site, height and size of the structure and exterior finishes. This is also included under Article V. Chris and Carrie asked for consolidation of Architectural requirements in one place.

Paragraph 7. Chris DeSantis said it is difficult to have an entity be charged with authority but not carry responsibility. The limitation on liability needs to be examined.

Chris DeSantis pointed out the location in the MSRHOA Covenant Outline working document where he has listed elements that CCIOA requires. In black font, there are items that do not currently appear in our Covenants but must be included. Gary pointed out that some of those issues are addressed in our policies but are not in our current Covenants. In green, there are items that are required and are already in the Covenants. In red, items are irrelevant to MSRHOA and we may or may not have to address it in the language of the Covenants depending on the directives of CCIOA. In yellow, items need to be considered further by the Board.

Next Meeting of the Board:

Wednesday, August 11, 2021 6-8 p.m. for regular Board agenda items and continued Covenant review.

Meeting Adjournment

Julie moved for adjournment; Gary Starr seconded. All approved adjournment at 7:19 p.m.