



**DRAFT Minutes of the Board Meeting**  
**held on September 22, 2022**  
**via Google Meet, 6:00 to 8:00 p.m.**

1. **Call to Order:** N. Ceccarelli called the meeting to order at 6:02 p.m. and asked for a roll call of board members.
2. **Attendees:** Board members: N. Ceccarelli, D. McFarland, D. Vlastic, C. Peachey, and J. Levin; S. Togneri arrived 6:40 p.m.; absent were C. Barney, P. McCawley, and K. Whitmire. A board quorum was present. Roll call of other attendees was not taken. Members identified by video or phone presence were: B. Crouch, B. McFarland, B. Hilgart, E. Ahearn, K. Tribby, M. Shelburne, R. Kling, R. Buesgens, J. Rossbach, T. Smith, G.&S. Barton, and one additional phone number.
3. **Agenda:** D. McFarland moved to amend the agenda to include naming finance committee members prior to discussion of the finance resolution. J. Levin on a point of order asked if it was legal to modify the published agenda. N. Ceccarelli stated AZ law allows modification of the agenda with good cause. C. Peachey noted the first agenda item under new business is formation of a finance committee. D. McFarland accepted this as sufficient. The motion did not receive a second.
4. **President's Report**
  - a. **Information and communication:** The new board is still having some technological difficulties collecting and consolidating information and communications and is still looking through files. We are working on fulfilling records requests as best we can.
  - b. **Roads:** The roads have been worked on. We had significant monsoon events this year. POs can help to maintain fragile and repaired areas by driving slowly and carefully, these areas are still subject to damage. POs can also be respectful of efforts to repair the roads and refrain from social media blasting. The road committee has not met, we are addressing the immediate needs as discussed at prior meetings. Thanks are due to a number of POs and Dustin for their work. We are beginning to search for resources to address longer term needs.
  - c. **Legal matters:** We just received 2022 invoices from legal counsel J. Smith. Some of the invoice items were read aloud. None of the matters are active, there has been no litigation and there is none ongoing. There is an ongoing AZ Dept of Real Estate complaint/request for mediation, we have not asked J. Smith to represent us, we have questions for him, and are looking into what we need and trying to find records.
  - d. **Other:** We have a request to look into caution signs, which we are doing; and will soon need to put together a new budget.

## 5. Financial Report

- a. Checking balance today \$24,824.42. Savings balance (reserve) \$21,021.14.
- b. We have written checks for Dustin's work (\$4700) and the culvert. We've received one assessment payment. We have two new invoices to pay: liability insurance \$704 and Farm Bureau membership \$59.
- c. Remaining in the 2022 budget across several line items is \$11,757.86. Items include insurance, road maintenance (ca. \$10K grading, \$648 repairs, \$2900 damage prevention), windmill \$350, and caution signs \$711. [Sec. note clarified after the meeting: These line items total more than \$11,757, but the overspent budget items, legal and mailings, decrease the bottom-line remaining budget total by \$5348.]
- d. Treasurer emailed and postal mailed overdue assessment notices this week.

## 6. Old Business

- a. **Voted to approve the minutes of the Aug. 25 meeting.** J. Levin moved, D. McFarland seconded. There was no further discussion and the motion carried unanimously.
- b. **Update on roads and long-term road planning.** See the President's report. Also: Board members have spoken with Cochise County public works director to source ideas for engineering and planning and have also found a possible source of funding.
- c. **Decision on board member terms.** We are proposing a 3-3-3 system, wherein three board members have 3-year terms, three have 2-year terms, and three have 1-year terms. This will help ensure continuity of operations and knowledge. We are also proposing, because of the lateness in the year, that we hold the next board election in March 2024 rather than March 2023, so the terms of this board will be about 6 months longer than normal. We will develop a formal resolution to send out next week to board members and then POs for comment and will bring it for a board vote at the October meeting. D. McFarland noted that the prior board had voted to move the annual meeting to November to align with budget preparation, but others noted this motion was tabled, not voted on, and that published minutes may be inaccurate. The board will look into what was decided. As a corporation we are required to hold an annual meeting, which will need to be in November or December this year.
- d. **Changes to board member contact information.** Effective immediately, the [president@hlrpoa.com](mailto:president@hlrpoa.com) and [vp@hlrpoa.com](mailto:vp@hlrpoa.com) emails are no longer active. There are problems accessing these accounts regularly, so to ensure that no correspondence is missed or delayed, all correspondence should be sent to [admin@hlrpoa.com](mailto:admin@hlrpoa.com), the main board address. At some point we will investigate a new venue for communication.

## 7. New Business

- a. **Formation of a finance committee.** Long discussion on who the members of the committee should be. Determined it will be best to work in stages, first put together a development committee to work on the resolution, internal controls, etc., then appoint

a finance committee at a later date when a resolution is passed. Disagreement as to who should be on this development committee, how large it should be, qualifications required, how members should be chosen, and how much of an oversight apparatus is necessary. A finance committee was formed in the past, consisting of E. Ahearn, G. Barton, B. Crouch, L. Hritz, and B. McFarland. It is not clear if this committee ever met.

- i. J. Levin **moved** to establish a committee of three board members (D. Vlastic, J. Levin, S. Togneri) and put out a call to POs for other volunteers to be on the committee. D. Vlastic **seconded**. Discussion continued.
- ii. D. McFarland **moved** to have the three named board members added to the current finance committee (named) to work on the finance resolution and put forth ideas for a new finance committee. S. Togneri **seconded**.
- iii. J. Levin moved to **amend the motion** to limit the committee to six or seven members.
- iv. D. McFarland **moved to further amend the motion to name the finance development committee to consist of the three named board members and the four members of the finance committee who were present at the meeting** (L. Hritz was not present). S. Togneri **seconded**. Discussion continued.
- v. Comments from POs: it should be a simple job to put together internal controls; the bylaws 7.3.a.5 say the treasurer needs to be bonded.
- vi. President **called for a vote** for the motion on the floor (item iv above). Roll call vote: Yes=DM, JL, NC, ST, CP. No=DV. **Motion carried 5-1**.

**b. Consideration of a finance resolution.**

- i. After discussion of whether or not to hold a first reading of the finance resolution before sending it to committee, the reading was dispensed with in this case. The resolution is available for download from the website.
- ii. D. McFarland **moved to refer the posted resolution to the newly formed finance development committee**. Did not hear who seconded the motion. Roll call vote: Yes=DM, JL, NC, ST, CP. Abstain=DV. **Motion carried 5-0-1**.

- c. **Update on legal arrangements.** See President's report. Also, the association needs to consider whether to continue the retainer with J. Smith in 2023 or consider other arrangements. We will aim to have more information at the next meeting.

8. **Next Meeting Date:** Thursday, **October 20**, 6 p.m. by voice approval of board members. Proposed agenda items: committee reports from road and finance committees; establish agenda for Nov/Dec annual membership meeting; vote on board member terms; present options for legal retainer. President noted the officers will try to hold a meeting the first week in October.

**9. Comments from Board Members for the Good of the Order**

- a. E. Ahearn commented re needing to set a date for the annual meeting in time to send out notice to POs.

- b. N. Ceccarelli appreciates the collegiality of the board and notes we are still navigating some aspects of things.
- c. D. Vlastic **tendered his resignation** as treasurer, will stay on the board.
- d. S. Togneri volunteered to be treasurer. D. McFarland **moved to appoint S. Togneri as treasurer**. C. Peachey seconded. Roll call vote: Yes=DM, DV, JL, NC, CP. Abstain=ST.  
**Motion carried 5-0-1.**

10. **Adjourned** at 8:13 p.m. D. McFarland moved, C. Peachey seconded, no discussion or objection.

Submitted by Claire Peachey, HLRPOA Secretary