

High Lonesome Ranch Estates Property Owner's Association

Final Minutes for HLR Board of Directors Meeting held on November 14, 2013.

The meeting was held at the Crouch home on Saddlebag Road at 7:00 pm

Board members present include: Briner – President, Crouch – Treasurer, Phyllis Cavanaugh – Secretary, Levine – Member-at-Large.

- Call to Order: President Briner - 7:02
- Pledge of Allegiance
- **Guest Speaker** – Frank Flanders – Road Blade Contractor for HLR Flanders started by saying he appreciates our roads and believes they are well designed for the land. He uses them for reference for other clients and wants to know if people at HLR are happy with the roads. He can make changes if needed. Briner questioned, “How much grading is too much grading? Do we do 3 or 4 gradings a year?” Flanders said it depended on the road. Light colored soil does not hold together as well and it gets choppier. He used Legend as an example but said most of our roads have the red earth that holds together pretty well. Flanders explained that the more you grade the smoother they stay.

Cavanaugh asked about a Gannon Box to keep the material on the road. Flanders says to blade properly you leave the material on one side of the road and use it the next time and a lot depends on the user of the Gannon Box.

Briner asked about our contract. Asked if Flanders would recommend that we do anything differently? We have agreed to 3-4 grading does he think we should do more? Flanders says he kept good records and for the long grading, he had spent 44 and 1/2 hours of blading time not including travel time. If we did hourly, that would have been more expense, something like \$6300. The long blading was difficult with all the repair and the weeds and he thought that two long bladings would be helpful.

Barton asked about a solution for the washes that wash out during the monsoons. Does he have any suggestions for those areas? What about the repair he did on Saddleback, could we do it on High Lonesome? Flanders says we could do any number of things. The down side is the rock has to be held down. Shelburne asked about using a wire box and filling it with rocks. Would that help to hold the sand in place? Flanders thought it would work and that eventually the sand would build up in the road where it should be. There was discussion about the work on Stagecoach and the worry about the fiber optic line. Flanders also talked about use of a culvert where there a deep channels but they tend to eventually fill with sand and require cleaning out. Barton talked about the use of high pressure hose to clean out the culverts. Ahearn asked about his gradually widening the washes on High Lonesome Road and also taking some of the dirt from the top of hills on that road for use elsewhere, to level off the road somewhat. Flanders said that would help but we would need the permission of the owners to cut into their property. Cook asked about the washboards on Legend Road, Flanders said that mixing in other soil can be helpful. Flanders said it would. Alberti, asked about High Lonesome and all the washes that are on it. Would turnouts help and is there something we could do to help in between grading? Flanders said he could make more turnouts and that would help. Shelburne suggested we could take a back hoe and make some turnouts. Alberti asked about driveways and feels that people should maintain their own driveway to prevent water running into the road. Sometimes driveways wash water right into the roads. Flanders might be able to cut a ditch across the road at certain houses that run water into the roads. Margaret Baxter asked about the effect of cars speeding on the roads. Flanders said the slower the travel the longer the roads would last. Briner thanked him for coming out and suggested that maybe the committee could spend some time with him and make some suggestions

about the spots on the roads that need additional work. Briner thought we should keep with what we are doing for the roads. Flanders left material for all of us to look at. Briner would like to have Flanders' opinion on our problem areas. Crouch wants to see numbers.

- **Reports of Officers and Committees**
- **President's Report**
 - **Appointment of a new board member to replace Bob Hritz.**

Briner states that Hritz resigned for personal reasons and we have some candidates that expressed interest. Five property owners volunteered to take over Bob Hritz's position on the board: Wolf Holt, George Barton, Margaret Baxter, Eileen Ahearn and Joe Alberti. All property owners spoke briefly about what they would bring to the board. Barton said he would bring the focus on the roads, that things have been dragging on for years but with the emergency situations this past rainy season he believes more attention needs to be given to the roads. Holt said he has seen the association grow, with its ups and downs, has lived here for many years and feels he would bring a lot to the board. Baxter has been here for five years, feels the board is moving into the positive direction and wants to contribute to that. Ahearn feels the board is very cliquish and wants to represent a different point of view. She feels the board is not inclusive of all property owners and thinks they should bring someone in that is not part of the clique.

Cavanaugh moves for Wolf Holt to replace Hritz, Crouch seconds, all agreed. Wolf Holt sits at the table for the remainder of the meeting as a board member and Vice President, replacing Bob Hritz for the duration of his term.

- **Secretary Report** (see attached)

Shelburne asks about insurance for our contractors. Cavanaugh explains that we have liability for contractors but only \$5000 for medical and only after the contractor's medical is exhausted. Alberti said the insurance is primarily if the work is not done correctly, then we have recourse. It was agreed that we needed all our contractors to carry insurance as well. There was a question of whether or not our insurance company required the contractors to be licensed as well as insured, Cavanaugh said she would call about that.

- **Approval of prior minutes of October 17th, 2013** (e-mailed to all property owners)

Ahearn wanted to see comments made by Cook during a discussion of the road committee added to the prior minutes. Cook had wanted to see the committee have more autonomy about making road decisions and maybe have a budget to spend as needed.

Cavanaugh moves to add Cook's comments, Crouch seconded all agreed. The minutes were approved by all with that one correction.

- **Treasurer's Report** (see attached) (Proposed Budget for 2014 will be reviewed below)

Crouch learned that Great Western does not have a saving account associated with our checking account and wants to keep the road money separate. Cavanaugh moves to have Crouch open a savings account at Great Western to maintain the road fund, Crouch seconds. All agreed. Crouch moves for Cavanaugh to give a 30 day notice on December 1 for discontinuing services with Cadden Management Company effective January 1st, 2014. Levin seconded, all agreed. (Applause from the audience.)

We have collected more money and gotten addresses that have fell by the wayside with Cadden. The only bill left outstanding for the year is Cadden.

- **ARC Report**

ARR submitted by Briner/Alberti for approval. (Available on website)

Doug Crouch acts as the chair as Alberti and Briner both recuse themselves.

D. Crouch said the committee approved the request as written. Levin moves to approve the ARR as written, Crouch seconds, all agree.

- **CCR/Bylaw Report** (Cook) – Draft one of revisions submitted by committee (e-mailed to all property owners)

Cook had 26 responses with one more promised. She did publish all comments that she has gotten to date and that if you look at revisions and comments they are all in there. Things that conflicted with CCR were not included. She said this is not one person's document, it is the community's document. She believes the proposed changes make the Bylaws more community friendly and better protects property owners and their rights instead of being slanted so heavily in granting power to the board. She thanked us for the opportunity and Briner thanked her for her work.

Crouch asked that we have a special meeting especially for this issue and that we have an abbreviated agenda. All agreed. It was decided that the meeting to discuss the Bylaws and possible changes would be on Dec 14th at 9:00 am at the Elfrida Community Center. Crouch agreed to make the reservations. Dave Kelley asked about input that Cook had received from the property owners. Cook explained that it is on the forum and the hlrpoa facebook page. It is still open for responses.

Ahearn expressed concerns about the board moving forward. Ahearn felt the board was dismissive of her comments. She asked if the board would vote on the Bylaw changes at the meeting or just discuss them. Briner responded that it may be both depending on how the discussion went, there may be motions to accept recommended changes.

- **Road Report**

Mark Shelburne agreed to be chair of the road committee. o

- **Windmill Report** – no report
- **Nominating Committee** (Levin)

Holt stated that he is on the committee, Briner suggested there is not a problem with Holt being on the committee. Levin moved to remove Bob Shaw from the committee since he was not in touch. Crouch seconded and all agreed. Ahearn volunteered for the committee. Levin moved to add Ahearn to the Nomination Committee, Crouch seconded. Briner, Holt agreed, Cavanaugh opposed. The motion passed.

Levin has recommendations that he will send to all to review. Levin would like to see it placed on forum that Cook developed for property owner input. Cook said that it would be easy to add additional discussion to the forum. Levin will send it to Cook and she will open it to discussion. Ahearn states that 60 days from last election was the time the recommendations should have completed and that there were complaints about the process. Cavanaugh said she would find those e-mails related to the process and send them to Levin along with a report Dave Vlasic had prepared prior to his resignation.

- **Budget for 2014 review** (Crouch – see attached)

Crouch discovered that we do not currently have a signed contract with our law firm for a monthly fee for answers to questions we may have. It was never signed in the past and that oversight had cost the board money to the lawyer. The contract is \$50 a month and Crouch feels it is money well spent. The contract does not include document review. Crouch moved to cut a check for \$75 for the rest of the

year. Cavanaugh seconds, all approved. Briner and Crouch will sign the check tonight and Crouch will get it in the mail tomorrow. Budget is contingent on Flanders's contract for next year. Flanders has promised it by the end of November. Cook expressed gratitude to Crouch for saving money on Cadden, lowering dues and not putting money in the reserves but using it for road improvement. Alberti thanked Crouch for a great job on the budget. He mentioned that she separated road maintenance and road repair and that should have been done in the past. He thanked her for a great job with delinquencies. Ahearn expressed concern about money not going into the reserves. She also felt the savings should have been greater for getting rid of Cadden. She said that Crouch had promised a savings of \$25 to \$35 per lot, Crouch said that was not true.

Cavanaugh asked about the account review fee for \$1500 and Crouch said that was set when we thought we needed a review and not a compilation. Crouch said we do not have to do a full audit per Cadden's advice. The remainder of the money will be allocated elsewhere once our review is completed. Alberti recommended reallocating the review money to the lawyer or to the reserve fund. No decision was made.

- **Code of Conduct** (Briner - see attached)

Cavanaugh moves to accept the new Code of Conduct as written for both property owners and board members, Holt seconds. Cook would like see it as a Code of Conduct for board meeting in particular. All agree. Cavanaugh states that she likes the old Code of Conduct for board members but that it is more of an Ethics Statement than a Code of Conduct for meetings and she would like to keep it as an Ethics Statement but use the new Code of Conduct for behavior at meetings for both property owners and board members. The new Code is all about respect at meetings. She said the prior property owner Code of Conduct had a lot of negative language in it and this Code of Conduct is framed in a more positive way. Ahearn wants Cavanaugh to restate her move to include the change to the old ethics statement. Cavanaugh says that is not necessary. Crouch states that we are a small community, not a large board, and we use Robert's Rules as a guide, not law. Crouch explained that at our training with John Price, he said we do not have to motion everything if there is a general agreement and not to get too hung up on those rules. Holt asked about the three minute rule and Briner states he likes the three minute rule. Alberti stated he would like to see how the board addresses behavior like the disparaging, negative remarks that had been made towards the board earlier. Briner says the new Code addresses that issue and that any person who uses disparaging comments or disrespectful behavior could be asked to leave a meeting, whether that person is a board member or a property owner. All in favor. Motion passed. Cavanaugh will change the title of the prior board Code of Conduct to be a Board Ethics Statement.

- **Road Issues Repair Recommendations** (Shelburne)

Shelburne has been trying to meet with Benji, a contractor who did some emergency work for us this past rainy season and charged a competitive price. Briner asked about the idea of going hourly. We need a contract so that we can establish a budget. Road committee should have more input as far as the roads. We should choose what roads need to be done. Shelburne feels we may need to have other contractors for some of these repairs. Benji has stated that he is working on getting insurance.

- **Cadden Phase out update** (Crouch)

Crouch feels almost everything done, we still need to bring files from Tucson or Sierra Vista to our space at the Tombstone Realty and determine statutory agent. She then submitted bills for stamps, ink pad, ballot stamp, return address stamp, deposit-only stamp, and charge from assessor's office for a total of \$53.95 to submit for payment. Cavanaugh moves to reimburse Crouch for this amount, Levin seconds, all approve. Check is signed by Briner and Cavanaugh.

Cavanaugh recommends the following items are tabled for the next available meeting so we can have a Call to Membership and Member Announcements before our time is up. All agree.

Nomination Committee Procedures, Road Committee - "Duties" are draft only and need to be voted on (Crouch), Arizona Corporation Commission – information needs updating (Cavanaugh), Review of Action Items from Previous Meeting, Signs for Pecos Lane and Old Adobe, Signs for cattle and speed on the roads, Fencing for windmill/trough area.

- **Member Announcements**

Cook announced "Christmas in Naco". The Bisbee Rotary Club provides 250 needy families in Naco, Sonora, items on Christmas day. Anyone is welcome to participate at the border at 7:00 am. She said it is a great way to spend Christmas morning. Also contact Cook at alisagc1@yahoo.com if you have any items to donate. She suggested blankets, toys and clothing.

Charlet Lepard also talked about the "Home Tour of Bisbee" which is in the Warren District this year. She also mentioned the "Chair Auction," where artists donate designer chairs and there is a silent auction for them.

Cook says you can donate money now for the Boys and Girls Club of Bisbee and get a write off on your taxes. She is on the board of director's for both the Boys and Girls Club and the Rotary Club if anyone has any questions.

Call to Membership

Joe Alberti wishes there was a way the Association could buy the jail. It is a historic landmark.

Adjournment 9:36

Crouch moves to adjourn, Levin seconds, all agree.

Sincerely,

Phyllis Cavanaugh
Secretary, HLR BOD