



High Lonesome Ranch Estates Property Owners Association

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Draft Minutes for June 30, 2013 Meeting of HLR Board of Directors at Elfrida Community Center in Elfrida, AZ

The next meeting is scheduled for Sunday, July 28th at 10:00 at the Elfrida Community Center in Elfrida, AZ. There will also be an Executive Session scheduled prior to this meeting which will be announced as soon as the date, time and location are determined.

Executive Session from 1:30 to 2:00 prior to the board meeting

Board Members present: Greg Briner – President, Bob Hritz – Vice President, Phyllis Cavanaugh – Secretary, David Vlasic – Treasurer, Adele Crouch – Member-At-Large.

- Review of opinion of board lawyer regarding member recall/replace election (completed with summary given below under President's Report).
- Review of last executive session's minutes (not completed)

BOD Meeting from 2:00 to 4:00

Board Members present: Greg Briner – President, Bob Hritz – Vice President, Phyllis Cavanaugh – Secretary, David Vlasic – Treasurer, Adele Crouch – Member-At-Large.

Property Owner's Present: Barbara Brown, Doug Crouch, Joe Alberti, Mark Shelburne, Margaret Baxter, Moon Star Holt, Wolf Holt, Joel Levin, Charlet LePard, Eileen Ahearn, Alisa Cook, Gail Gander, Carl Gander, George Barton.

Call to Order at 2:03: by President Briner.

Motion to suspend portion of association rules regarding videotaping for this meeting.

Cavanaugh makes a motion to temporarily suspend the portion of the videotaping rules that require the camera to view all members so that the sound could be picked up. Crouch 2nd. All approved. Doug Crouch videotaped the meeting.

Member Announcements

Alisa Cook announces the festivities in Bisbee for the fourth of July and encouraged all to attend.

Review/Approval of Minutes

- **Review of April 21st minutes (available on website)**

Cavanaugh had the following corrections for the minutes:

JB was changed from a property owner to a guest. Change to Jessamyn Snyder from Jessamyn Lane, On the 2nd page "was" was changed to "were". On page 5 under windmill. "Jo Green motioned, Hritz 2nd, all agreed." replaced prior language. Under CCR Ad Hoc Committee change "decided" to "discussed" and "would" to "could." Delete that "Eileen Ahrean said she would help."

Hritz motioned to approve the minutes, Crouch 2nd. All in favor to approve minutes.

Review of May 23rd minutes of Cadden special meeting (available on website)

Only one change. JB is changed from a property owner to a guest.

Crouch motions to approve the minutes, Hritz 2nd. All in favor

Minutes from Annual Meeting of March 9, 2013 (not currently available)

Cavanaugh states she has not received minutes from prior Secretary but wants to leave this item on agenda so we don't lose track of it.

Hritz motions to carry to next agenda, Cavanaugh seconds All in favor.

Officer's Reports

President's Report (Greg Briner)

• **Results of Recall and Replace Election by the members.**

Actual results

68% recall with 51 votes

32% or 24 votes in favor of retention

Replacement 57 property owners voted for Adele Crouch, 3 for Mark Shelburne

• **Summary of Lawyer's opinion from Executive Session**

President Briner stated that the lawyer had given a written opinion of the entire process of the recall and replace election and had stated that the process was done in a fair manner and did not advise any action be taken by the board. Briner welcomed Adele Crouch to the board.

Secretary's Report (Phyllis Cavanaugh)

• **Responded to Emails to the BOD:**

- Cavanaugh provided a list of e-mails that she had responded to since the last meeting. She did not include e-mails between board members or if it was just administrative questions. (List is available on the website.)

• **Emails between board members with a quorum (available on website.)**

- Windmill Discussion
- Open Meeting Laws Discussion

• **Temporary loss of website and e-mail address and temporary new website.**

Cavanaugh explained that Jo Green felt she had no choice but to suspend the e-mail and the website as her card was charged for the month. She said there was mis-communication about the deadline that was given for the board to make changes . The domain name is now open, apparently. We are setting up a paypal account connected to the board bank account. The admin e-mail address is getting bounced back. So send e-mails to all board members. Also, we have a temporary website set up at www.highlonesomepoa.com.

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Treasurer's Report (Dave Vlasic)

Read from the Cadden monthly report. Requested that the first four or five pages of the Cadden Report should be made available to the membership on the website.

Questions from the members included questions about our potential projected deficit in six months, questions about the delinquent dues, and if delinquencies were going up or going down.

Note from the secretary: It was unclear what to make available to the membership. A written report from the Treasurer has been requested and will be placed on the website when it is received

Committee Reports

- **Architectural Review Committee**
 - ARR for Shelburne, Lot 11 regarding roof shingles and open sheds (available on website) Briner indicated that the ARC had voted to approve as written. Hritz felt that this should be in new business and not under the committee report. Briner said we as a board have always made the motion at the time of the committee report and we should clarify that for the next meeting. Vlastic made a motion to vote on the ARR at this time. Briner seconded. All agreed. Briner motioned to approve ARR as written, Crouch 2nd. All approved.
- **CCR Committee**

Bob Hritz, the committee liaison, would like to get together with committee members to discuss and make sure we are in compliance. Wants to set up a meeting.
- **Road Committee (Greg Briner- Liaison)**

Briner reported that Stage Coach Pass and high Lonesome Road were holding up well. He said that Legend Road is bumpy but due to “bad dirt” esp with no moisture.

Project #4 in wash on Stagecoach Pass was completed and seemed to be holding up well.

Frank wants a per hour charge but Briner recommends a contract. Briner states that Frank is working on the contract and he (Frank) recommends no less than 4 gradings a year. He recommends a grading when the ground is wet after a storm as it is easier to grade. Cavanaugh asked why Frank has his vehicle parked at the windmill long after the job is completed. It was suggested he could park it in the other common space at the end of High Lonesome Road.

- **Windmill committee**

Barbara Brown, see attached report.
Discussion – Cavanaugh mentioned the possibility of having a budget set for the windmill committee and Vlastic talked about having checks and balances and procedures set up. A new agenda item needs to be added to a future meeting so we can get those procedures in place. Dave Kelley sent in a bill and Vlastic received it and agreed to take care of it.
A property owner wants the windmill committee to make sure the trough is drained of water after it is flushed out so no cows will gather at the windmill and requested this be placed on the next available agenda.
- **Nominations/Elections committee (David Vlastic Chair)**
 - Annual review of process by end of 2nd quarter per committee guidelines – completed? Vlastic said he was not aware of this requirement and would review the ccr guidelines and call for a review once he had a chance to review. Nomination committee appointments needs to be on next agenda.
 - Barfield concern regarding recall committee working without nomination committee Vlastic felt this was addressed with our lawyer's opinion of the recall and no further discussion was needed.

- **Dispute Resolution Committee**

- Final report given to board from DRC – (available on website)

The following recommendations were made by the DRC

- Ask board lawyer how CCRs apply to LLC located outside of ranch.
- Board follow own CCR enforcement policy.
- Ask board lawyer how the 4.4 grazing easement effects this issue.
- Board halt any further action until they find out the status of these questions.
- Board pursue any and all actions to avoid a lawsuit including discussion, compromise, possible arbitration or possible mediation.
- If a law suit is the only recourse then it should be put to a vote of the membership and a special assessment should be voted on to pay for any legal fees.

There was extensive debate amongst the board members prior to opening the discussion to the members.

After that, Hritz made a motion to send the DRC report to the board lawyer for a written opinion. Crouch second. All agree.

Discussion from the members began and it was suggested that the board have an executive session to pull together questions for the lawyer and to also survey the property owner's for their questions regarding the DRC report and the cattle for the lawyer. It was suggested that, the board receive a written response from the lawyer and then present the findings to the membership.

Greg suggested we amend the motion, to get all the facts from the lawyer and associated costs and then present it to the members. He requested that the board have an executive session to pull together questions for the lawyer. Cavanaugh made a motion to table the discussion for a future date and Crouch seconded it.

No vote was taken, but the agreement was to table the discussion about this issue until the lawyer has given the board a written recommendation as to the best way to proceed.

- **Committee membership appointments (Greg Briner)**
Briner presented a list of recommended appointments for committees as follows:
 - **ARC** – Carl Gander, Joe Alberti, Doug Crouch, Wolf Holt, Robert Barfield with Greg Briner as Chair
 - **CCR** –Barbra Brown, Alisa Cook, Bob Shaw, Margaret Baxter, Carl Gander, Nance Ceccarelli, Joe Alberti, with Bob Hritz as Liaison.
 - **Road** – Whitney Malone, Jim Browning, George Barton, Mark Shelburne, with Greg Briner as Liaison.
 - **Windmill** – Bill Brown, Barbara, Margaret Baxter, Adele Crouch as Liaison.

Crouch motioned to include By-laws to CCR committee and to amend the CCR mission statement to reflect that the Bylaws are included. Hritz seconded. All in favor

Crouch made a motion to accept committee recommendations with exception of nominating committee which would be added to the next available agenda. Cavanaugh seconded. Four in favor, with Vlastic opposed. Motion passed. Crouch motioned to adjourn, Cavanaugh seconded, all approved.

Meeting adjourned at 4:05.