



**HIGH LONESOME RANCH ESTATES PROPERTY OWNERS ASSOCIATION**

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## Board of Directors Meeting, 2 August, 2014 Minutes

The regular meeting of the Board of Directors was called to order at 10:00 am at the Elfrida Community Center. Attending were board members Adele Crouch, Wolf Holt, Phyllis Cavanaugh, Joel Levin and Margaret Baxter, along with Association members Dave Kelley, Doug Crouch, George and Samantha Barton, Mark Shelburn, Judy Rossbach, Alisa Cook, and Charlet and Dennis LePard.

Following the Pledge of Allegiance, it was announced that there were no President's or Secretary's report. The previous minutes were offered for approval, and some suggestions for changes were made: to name the board members who attended the meeting, to fix a typographical error in the Road Committee report discussion, to include the actual motion voted on with respect to the fence, to report how board members voted on split votes, and to add a question mark to the item on CCR enforcement policy. Ms. Crouch moved acceptance of the minutes as amended (and as posted on the HLRPOA web site), which was approved unanimously.

Ms. Crouch presented the Treasurer's report, including the costs of the listing packets she sent out. Ms. Cavanaugh moved and Mr Wolf seconded that Ms. Crouch be reimbursed the \$24 she spent for the three packets, approved 5-0. Ms. Cavanaugh suggested a future agenda item to discuss lowering the annual dues again; Ms. Crouch responded that this is a normal topic during the budgeting process that takes place in October or November. Ms. Cook believes we could discuss it earlier, because of a meeting before then that will be called because of the roads, and because of a new insurance contract beginning in September.

There was no Architectural Review Committee report, as Mr. Alberti was not present; Mr. Holt stated that there was currently no committee activity. There was no report for Nominations and Elections, nor for the Windmill Committee; it was reported that Ms. Brown says everything is fine with the windmill.

The Road Committee brought up correspondence from a number of members begun by Keith Stanford writing about his problems with Last Trail and Foothills Trail. The LePards introduced discussion of problems on Rambling Road as well. Mr. Shelburn offered to obtain an estimate for a loader to work on the Rambling Road issue. Our contractor (Will) looked at digging new bar ditches and cutouts on Stagecoach, High Lonesome and Legend, and putting the wash at Foothills and Last back on its original path and estimated the cost at \$2,800. Ms. Crouch moved that we have Will do this work; Ms. Baxter seconded the motion which passed unanimously. The pending action to repair High Lonesome and Legend for approximately \$4,800 was considered; Ms. Crouch moved and Ms. Cavanaugh seconded that this motion be removed from the table and killed, approved unanimously.

Ms. Cook reported for the CCR and Bylaws Committee, reminding us that all committee meetings must be conducted as open meetings as prescribed by law and the Bylaws, except for ARC meetings. She suggested that meetings could be conducted in such places as a Google forum to meet the requirements.

Under old business, an item concerning swimming pools and Architectural Review forms and an item concerning beautification of the water tank were tabled in the absence of Mr. Alberti.

Ms. Cook has looked into the item concerning the Enforcement Policy. The Policy is mostly redundant with respect to state law; also the Bylaws talk about complaints, resolution and mediation and the Rules have complaint procedures. While not in conflict with any of these, the Policy has to stand because only a vote of the membership can revoke it. Ms. Cook proposed simplifying it to a page basically showing only what is not in the Bylaws and Rules. The committee will discuss this and come up with a new Policy, then have the members vote on the new version with the next election.

Concerning the pending vote on the revised Articles of Incorporation, the opinion of the attorney is that it can be left hanging; as long as the Corporation Commission is up-to-date with annual reports (which it is) the Articles don't really matter. But Ms. Cavanaugh pointed out that there are still one or two items that ought to be changed, especially the clause that states the Board can change the Bylaws without a vote of the members. Mr. Levin moved terminating the current on-going vote and setting a new vote to take place with the election (but with a later deadline). Ms. Crouch seconded the motion which was approved unanimously.

Items of new business regarding email correspondence with the Road Committee and the problems at Foothills Trail and Last Trail were skipped as they had already been discussed.

A possible purchase of a piece of road maintenance equipment that had come up since the last board meeting was moot. An opportunity had arisen for the purchase of a \$14,000 Gannon? box (demo model) for \$10,000, but the deal was no longer available.

The board then discussed calling meetings and setting agendas. The Bylaws were quoted, showing that the President or any two members can call a special meeting. In the latter case, both members must be explicitly calling the meeting. There is no rule that says the agenda should be distributed to board members early, but in the board training we learned that it was a good idea to have the agenda distributed at least five days ahead. We will make that a goal in future.

Mr. Alberti had placed an item to consider disbanding the HLRPOA onto the agenda. He was not present, so there was some discussion of what this might mean. As a non-profit corporation, we would have a number of things to do to disband the corporation (Ms. Crouch): forms to fill out, money to disburse, and so forth. Perhaps the issue was the neighbor vs. neighbor war using CCRs, and committees as weapons. Some see the main problem as the CCRs, much of which is covered in deed restrictions enforced by the county. Perhaps the solution involves keeping a corporation that owns the common assets and maintains the roads (via the Road Committee) only. It was agreed that this item should be deferred until Mr. Alberti could be present to tell us what he had in mind. Ms. Cavanaugh recommended that the CCR Committee look at simplifying the CCRs and surveying the reported simpler CCRs in some of newer neighboring developments.

In the Call to Membership:

- Mr. LePard said we should not rush into changes with the Association – let the recent and current work stand for a couple years and then reevaluate.
- Ms. Rossbach would like the password to be removed from the HLRPOA web site.
- Ms. LePard asked how one joins a committee, for instance the Windmill Committee?

The next meeting was set for September 13, 10:00am, if possible at the Longhorn, which has a second dining room available which would be suitable for the purpose.

At 11:49 am, Ms. Cavanaugh moved to adjourn, Ms. Crouch seconded, and the board approved unanimously.

Respectfully submitted,

A handwritten signature in brown ink that reads "Joel B Levin". The signature is written in a cursive style with a period at the end.

Joel B Levin, secretary