



### Opening

**Call to Order by:** Mr. Barfield President with board members Mr. McFarland VP called in, Mr. Kling Treasurer, Mrs. Crouch Secretary - Mr. Smith Member at Large absent due to illness.

**HLR** Property Owners in attendance included Karen and Nate Tribby, Chuck Crouch, Margret & Mark Shelburne, Tony Rossbach, Eileen A. meeting convened at 1:00 pm

**Pledge of Allegiance:** Led by Robert Wade Barfield.

### Opening Remarks:

**Mr. Barfield** presented we are getting feedback for the agenda items; it is working but what we are really in wanting is to vote no on the agenda item number six and state liking or not liking it for the following reasons. We were hoping to get to that point so it directly addresses the agenda items, and we would know what the PO really felt and know how to vote on the agenda items. This was the idea behind the feedback for it to be a virtual or a digital version of call to membership before the meeting.

**Adopt the Agenda:** Mr. Barfield the first item of business as usual is to adopt the agenda it has been published on the website; I know this seems like formality. The idea of this formality is to let the directors they have not been prevented to add to the agenda. Mr. Barfield motioned to adopt the agenda Mrs. Crouch 2<sup>nd</sup>  
No opposed



### Mr. McFarland VP:

Mr. McFarland clarified that any member may approach any board member for assistance in bringing a motion to the board and has the right to approach the board directly to present a motion. He also shared that he was concerned that the President recently formalized for the fourth director lacked basis in the governing documents and that confusion existed in the community about this change.

He also explained his reasons for opposing several of the motions on the agenda, the reasons being that he thought that the degree of effort to attain the 66 percent of eligible voters support to change the bylaws was not justified by the content of the resolutions and that this bandwidth would be required for more important changes in the future. Note: During the meeting the President clarified that the board may amend the bylaws and then 75 percent of the membership must agree to either amend the amendments or rescind them. End note.

He also reported his finding on the purchase document fee stating that he found no basis for changing from past practice and that the fee should stand as is. He mentioned that it would also create an equity issue for those who may have paid the fee in the past. Note: He asked the board during the discussion of the motion to amend if any members would be affected by this change and was told none of the current board members would benefit from this change. End note.

Lastly, he shared that extensive waiver use and haphazard CC&R enforcement had created a situation of risk for the POA in any effort to enforce those provisions. He also stated that he was analyzing the unequal road maintenance perceived by several property owners between occupied and unoccupied portions of the ranch and for other reasons cited by the previous constituted boards. He opined that all roads should be maintained equally.

**Mr. Kling Treasurer:** Gave a read report and submitted an attached report.

Same format so you can see the balances and what we have taken in what has gone our. No unpaid invoices at this time. The one thing that is different this year we have taken in \$675.00 in disclosure fees. That reflects just in property sales this year. The requests are due next month. As far as comments on the finale decisions we made last month the only ones are open are the reserve funds study, foreclosure recommendation and function documents I owe the GDC on the Treasure functions. (Calendar & invoice payments) The Budget submissions reports are due on 15<sup>th</sup> of October they will be deliberated on the November meeting. Treasure went to two web seminars Carpenter Hazlewood Delgado & Bolen and Shaw and Lines they had a lot of useful information not all is useful; they last an hour up to hour and half long. These two directly talked to all the fiduciaries of the HOA to collect from everybody. When times are good it doesn't mean you are not less aggressive on late payments. There is never a good time to do that. It was both seminars were focus on the non-payment issues to help PO with payments.



**Approval of the August Minutes:** Was tabled due to corrections needed which was presented by Mr. McFarland. When correction is made it will be posted on the HLRPOA website at [www.hlrpoa.com](http://www.hlrpoa.com).

**Pending Architectural Reviews** – None

**GDC** – see attached report

**NEC** – gave a short report for the November meeting that will be held at the first of the month.

**Windmill** - None

**Road Committee** – Oct grading is still scheduled for the first of the month.

**Committee appointment:** Mr. McFarland committee Liaison for the GDC. Motion to accept Chairperson Todd Miller resignation and accept Corinthea Pangelinan as new committee member as Madam chair. The Committee request the Board motion and approve the GDC updated Mission and Duties: Mr. Kling 2<sup>nd</sup> no opposed.

**Secretary:** Mrs. Crouch motion to accept the Mailbox Research file as done: Mr. Barfield 2<sup>nd</sup> no opposed

**President** Mr. Barfield motion to accept the Inventory of the Association Assets. Mr. Kling 2<sup>nd</sup> no opposed

**President** Mr. Barfield motion to accept the Renewal of the Current Subscription Service with GHS legal. Mrs. Crouch 2<sup>nd</sup> Mr. Barfield, Mr. Kling, Mrs. Crouch in agreement.

Mr. McFarland oppose the motion to subscribe to GHS. Cheaper services are available that deliver the same information. We have not been getting researched responses, only “off the cuff” remarks that could not be relied upon in a legal context and no attorney client privilege has been established. The attorney at hand has not even been reviewing our file before responding to our inquiries. The attorney, per Mr. Barfield’s previous statements, does not even maintain a file of POA documents.

One director has identified an option available through another firm that delivers the same quality of opinion and may do so at no charge to the POA. Further research and discussion are required.

**Treasurer:** Mr. Kling made a motion to accept Treasurer Functions, Fees, Penalties, Interest Charges that are levied against owner accounts to encourage owners to pay their financial obligations in a timely manner and to address dropping the real restate fees for purchasing multiple lots that Mr. Kling stated he did not pay. Mr. Barfield 2<sup>nd</sup> Mr. Barfield and Mrs. Crouch in favor

**Mr. McFarland opposed** the treasurer’s motions on “Fees, Penalties, Interest Charges,” “Annual Performance Survey,” and on “Milestones.” Each of these motions involves property owners in issues that they do not appear to have requested or are interested in. Additionally, any setting of fees should involve sustained outreach and provide an adequate period for owner comments. My reading of the governing documents is that no lack of clarity in fees exists at this time. Much of what exists in the fees motion is little more than a desk-side procedural reference for the incumbent in the treasurer’s office and I found no basis in the governing documents for this document or the motion advocating it. In the future, I recommend all motions being presented to the board require a references section showing how the motion relates to the existing governing documents.

**Treasurer:** Mr. Kling took off the Annual Performance Survey off of the Business Agenda.

**Treasurer:** Mr. Kling motion to accept to set milestones for Board officer function documents. From the July read-ahead many governing body functions are not documented but are conducted by precedent or tradition (for example, the method used to determine which board member fills which position) When a timeline they need to be done. Set the date that Mr. Kling mention for a list of duties on by Oct skeleton out line by Nov final draft by Dec. Question is still open after the unction documents are done who will get them GDC or Secretary for further use. Mr. Barfield 2<sup>nd</sup> 3 in favor. Mr. McFarland opposed



**President:** Mr. Barfield motion to accept the renewal of Liability Insurance coverage. That our current carrier, Farm Bureau, is the most cost-effective liability insurance. If passed by referendum. Proposed amendments to our bylaws will remove the requirement to add insurance to our current coverage allowing us to continue self-insuring as we have been for at least ten years. Mr. Kling 2<sup>nd</sup> all in favor

**President:** Mr. Barfield motion to amend Article 7.3 C of bylaws (insurance requirements) The change removes the requirement to obtain commercial hazard (property) insurance and allows the association the flexibility to choose to self-insure against property damage as for at least the last ten years. Mr. Kling 2<sup>nd</sup> The discussion was revolved around the Referendum weather if we can do this or not. Mr. Barfield state in this case the amendment was just the removal of the property insurance from the by-laws he didn't not think that would be rejectable. Mr. Kling agreed with Mr. McFarland that we can change the rules that we follow our selves that comes from what the governing documents says, but the bar in getting referendum corrected is so high I do think we can do it. Right now, we are in violation of our bylaws either we purchase the property insurance or change the by-laws. 2 in favor Mrs. Crouch abstained

Mr. McFarland opposed mentioning that the president here it becomes the Articles of Corporation or the senior board governing documents the board of directors is free to amend the CCR's the by-laws and the rules with out going to the membership. Mr. Barfield pointed out this does not pertain to the CCR's the bylaws yes. Mr. McFarland stated by the senior documents what is good for the goose is good for the gander. Mr. Barfield stated the Articles directly address the by-laws the Articles do not address the Declaration the CCR. Mr. McFarland thank Mr. Barfield for the clarification.

**President:** Mr. Barfield motion to amend Article 4.3 & 4.4 of bylaws (continuity of operation). To permit the board of directors to conduct regular business during the period of time required to fill a vacancy by election. Section 4.1 of our current bylaws requires the board to consist of either 3 or 5 members. Technically not permitting the board to conduct regular business while composed for four members.

While Article 4.3 permits vacancies to be filled by appointment it is preferable to fill vacancies by election of the membership.

Current version of Article 4.3 is poorly constructed, combining two topics into one article (recalls and handling of vacancies). The proposed amendment corrects this by putting the two topics into separate articles while adding additional text to permit conduct of regular business by a board composed of four members until the vacancy can be filled by election. The current version of Article 4.3 contains an erroneous citation which the proposed amendment corrects.

Best practice calls for changes to association bylaws to be ratified by vote of the membership. If the board of directors resolves to amend Articles 4.3 & 4.4 a follow-on motion is to put the amendments to membership referendum.

Mr. Kling 2<sup>nd</sup> with further discussion from the board members Mr. Barfield tabled the motion for further research.



**Call to Membership remarks:** concerns, observations, etc., and issues needing the board's attention.

Eileen A. mention her concern was that "the Board should not allow feedback to be posted on the HLR website that is not signed by a property owner. Anonymous comments should not be posted. How do we know they are PO who is commenting?"

**Call to Board Members:** Presented by Mr. Barfield to provide a last opportunity to present an issue, concern, or item of information that warrants the attention of the board and/or membership.

**Mr. Barfield** brought to attention as a reminder to our members, Article 10.19 of our CCR require us to keep our animals confined to our property unless they are with us and under our control

Cochise Country Code has almost exactly the same wording and Section 6 of the Animal Control Act of the County Code imposes monetary fines for each instance of trespass by stray dogs and makes their owner personally liable for any damage or injuries they may cause. Should anyone have problems with stray dogs roaming on their property they may choose to contact the Animal Control Division of the Cochise County Sheriff's Department. Their phone number is 520-803-3550.

**Review of Meeting's Tasks:** Presented by Mr. McFarland to review tasks to ensure none were missed or recorded incorrectly and reinforce the expectations of specific people or groups. No corrections or additions offered.

**Review of Meeting's Motions:** Presented by Mr. Barfield to review board resolutions to ensure none were missed or recorded incorrectly and provide a last-chance opportunity to clarify if needed.

**Announce Future Events:** Presented by Mr. Barfield announce of the upcoming board and committee meetings.

- Oct 20, at 1 pm at Tombstone, Schieffelin Hall
- Nov 15, at 1pm at Tombstone, Schieffelin Hall
- Dec 12 at 1pm at Tombstone, Schieffelin Hall
- March 5,2022 is the preference for our Annual Membership Meeting

**Closing Comments:** Mr. Barfield presented brief comments.

**Adjourn:** The meeting adjourned at 3:.00 PM.

**Board Officer Reports & Agenda Attachments:** Treasurer's Report, GDC report, Approved Motions, Taskings,

**Minutes by,** Barbara Crouch Board Secretary for Sept 23, 2021



# Treasurer's Report

as of Wednesday, September 1, 2021

ASSETS	As Of Date	Checking	Savings	Other	Total
	Vantage West C U	28-Aug-21	\$34,658.00	\$20,011.66	\$0.00

  

INCOME	Assessment	Disclosure Fee	Late Fees	Bank Interest	Total
	<b>LEVIED AMOUNT</b>	<b>(\$24,480.00)</b>	<b>(\$600.00)</b>	<b>(\$143.33)</b>	<b>\$0.00</b>
<b>COLLECTED AMOUNT</b>	<b>\$22,916.05</b>	<b>\$600.00</b>	<b>\$73.75</b>	<b>\$12.59</b>	<b>\$23,602.39</b>
January	\$8,100.00	\$75.00		\$1.63	\$8,176.63
February	\$4,949.95	\$150.00	\$6.95	\$1.82	\$5,108.72
March	\$4,680.00			\$2.13	\$4,682.13
April	\$810.00	\$75.00		\$1.35	\$886.35
May				\$1.41	\$1.41
June	\$2,243.05	\$75.00		\$1.38	\$2,319.43
July	\$2,133.05	\$150.00	\$66.80	\$1.44	\$2,351.29
August		\$75.00		\$1.43	\$76.43
September					
October					
November					
December					
<b>COLLECTED PERCENT</b>	<b>93.6%</b>	<b>100.0%</b>	<b>43.2%</b>	<b>na</b>	<b>93.6%</b>
<b>BALANCE DUE</b>	<b>(\$1,563.95)</b>	<b>\$0.00</b>	<b>(\$69.58)</b>	<b>\$12.59</b>	<b>(\$1,620.94)</b>
<b>Assessment Status</b>	<b>Lot Count</b>	<b>(Cumulative)</b>	<b>Lot Percentage</b>	<b>(Cumulative)</b>	
Paid in Full	127	127	93.4%	93.4%	
1st Half Delinquent	5	132	3.7%	97.1%	
2nd Half Delinquent	3	135	2.2%	99.3%	
Other	1	136	0.7%	100.0%	

  

OUTFLOW	Budgeted	Invoiced	Paid	Unpaid Invoices	Unspent Budget
	<b>Totals:</b>	<b>\$27,370.00</b>	<b>\$7,447.84</b>	<b>\$7,447.84</b>	<b>\$0.00</b>
<b>Administrative</b>	<b>\$1,230.00</b>	<b>\$585.35</b>	<b>\$585.35</b>	<b>\$0.00</b>	<b>\$644.65</b>
County Recorder Fees	\$150.00				\$150.00
Financial Review	\$100.00	\$100.00	\$100.00		
Mailings	\$550.00	\$279.48	\$279.48		\$270.52
Meetings	\$200.00				\$200.00
PO Box	\$80.00	\$64.00	\$64.00		\$16.00
Website	\$150.00	\$141.87	\$141.87		\$8.13
<b>Common Areas</b>	<b>\$22,900.00</b>	<b>\$6,524.99</b>	<b>\$6,524.99</b>	<b>\$0.00</b>	<b>\$16,375.01</b>
Damage Prevention	\$2,000.00	\$1,159.00	\$1,159.00		\$841.00
Road Grading	\$14,000.00	\$2,800.00	\$2,800.00		\$11,200.00
Road Repair	\$6,500.00	\$2,425.48	\$2,425.48		\$4,074.52
Signs	\$150.00	\$140.51	\$140.51		\$9.49
Windmill	\$250.00				\$250.00
<b>Services</b>	<b>\$2,950.00</b>	<b>\$277.50</b>	<b>\$277.50</b>	<b>\$0.00</b>	<b>\$2,672.50</b>
Insurance	\$1,850.00				\$1,850.00
Legal Fees	\$1,100.00	\$277.50	\$277.50		\$822.50
<b>Taxes</b>	<b>\$290.00</b>	<b>\$60.00</b>	<b>\$60.00</b>	<b>\$0.00</b>	<b>\$230.00</b>
AZ Corp Commission	\$10.00	\$10.00	\$10.00		
AZ Income Tax	\$50.00	\$50.00	\$50.00		
County Taxes	\$30.00				\$30.00
Tax Prep	\$200.00				\$200.00

  

SCHEDULE	Calendar Entry (15 days past to 45 days future)	Date(s)
	Annual Assessment 2nd-Half Payment Delinquent	29 Aug 2021
Treasurer Report Publish Monthly Report	1 - 9 Sep 2021	
Annual Assessment Mail Out 2nd-Half Delinquent Notices	8 - 18 Sep 2021	
Budget Solicit Budget Requests	28 May - 2 Oct 2021	
Treasurer Report Publish Monthly Report	1 - 9 Oct 2021	

## **COMMENTS Financial Decisions:**

- 1 28 Aug 2021 board meeting approved \$3,400 transfer from Road Grading to Road Repair
2. 28 Aug 2021 board meeting approved \$15.00 late fee (previously approved as part of assessments functions document)
3. An expenditure originally categorized as road repair was corrected and categorized as road damage prevention.
4. A late fee was reversed (under approved procedures, late fees are imposed upon account delinquency but are subsequently reversed / cancelled / retracted if the account is satisfied within the first quarter (91 days) after delinquency date).

## **Treasurer Tasks Update:**

### **Tasks Closed:**

- a. Submit a list of association assets to the President.
- b. New Bank Signatories (20-Mar-21): Treasurer and President completed. Vice-President pending.

### **Tasks Open:**

- a. Conduct a Reserve Study and submit a 2022 annual budget input if appropriate.
- b. Research costs and process of foreclosure and present a recommendation to the board.
- c. Submit treasurer procedures to the Governing Documents Committee for review and consolidation.

**Actions:** Developing processes for treasurer functions (Budget, Assessments, Invoices/Payments, Reports, Calendar).

**Future Events:** Budget submissions due 15 October 2021. Submissions can be made by board officers, committees, and association members. Last year's budget inputs are available upon request. The treasurer can advise, prepare, assist, coordinate, etc. budget-item submissions. Budget-item submissions received after the due date will be addressed in the 2023 annual budget

## **Governing Documents Committee (GDC) Report**

For the 23 Sept 2021 HLR Board of Directors Meeting

Final as of 17 Sep 2021

1. The GDC committee met on 12 Sept 2021 to review progress on our compilation of past HLR board motions and to develop a plan for future actions. Members attending were: Claire P, Corinthea P, and Eileen A.

2. **The Committee requests the Board motion and approve** our change in membership and chair due to Todd M withdrawal: Chair: Corinthea P; Members: Corinthea P, Claire P and Eileen A; BOD Liaison: Billy M.

3. **The Committee request the Board motion and approve** our updated Mission and Duties:

Mission:

The Governing Documents Committee (GDC) serves as a resource to guide the HLR Board of Directors, ensuring they operate within the framework of HLR governing documents, and advises the Members of the Association whenever questions occur about the meaning, interpretation and/or application of HLRPOA governing documents.

**To accomplish this mission, GDC duties include:**

1. Become knowledgeable about HLR Articles of Incorporation; Declaration of Conditions, Covenants, Restrictions and Easements (CCRs); Bylaws; Association Rules; and state laws and judicial decisions that impact those governing documents and advise the Board accordingly.

2. Review proposed additions or changes to HLR Association Rules or procedures to ensure proposals do not conflict with current governing documents.

3. Remain available for questions from Association Members about HLR governing documents.

The Committee will inform the board of any communications with Members and courtesy copy any responses.

4. Recommend to the Board any amendments to our governing documents as needed.

4. **The next meeting of the GDC will be 20 Oct at 10am at Schieffelin Hall.** All property owners are welcome to attend. The meeting agenda: (1) ID any recommended edits to our governing documents as a result of our review of past motions; (2) Set timeline to motion proposed edits.

(3) **Set timeline for Bylaw's review.**

(4) Review/finalize draft GDC procedures.

Submitted by

**Corinthea**

**GDC Chair**



# Approved Motions



## Board Meeting

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Sept 23, 2021

**Committee appointment:** Mr. McFarland committee Liaison for the GDC. Motion to accept Chairperson Todd Miller resignation and accept Corinthea Pangelinan as the new Madam chair. To approve the GDC's mission and duties. Mr. Kling 2<sup>nd</sup> no opposed.

**Secretary:** Mrs. Crouch motion to accept the Mailbox Research file as done: Mr. Barfield 2<sup>nd</sup> no opposed,

**President** Mr. Barfield motion to accept the Inventory of the Association Assets. Mr. Kling 2<sup>nd</sup> no opposed

**President** Mr. Barfield motion to accept the Renewal of the Current Subscription Service with GHS legal. Mrs. Crouch 2<sup>nd</sup> Mr. Barfield, Mr. Kling, Mrs. Crouch in agreement.

**Treasurer:** Mr. Kling made a motion to accept Treasurer Functions, Fees, Penalties, Interest Charges that are levied against owner accounts Mr. Barfield 2<sup>nd</sup> Mr. Barfield and Mrs. Crouch in favor Mr. McFarland opposed

**Treasurer:** Mr. Kling motion to accept to set milestones for Board officer function documents. From the July read-ahead many governing body functions are not documented but are conducted by precedent or tradition  
Mr. Barfield 2<sup>nd</sup> 3 in favor.  
Mr. McFarland opposed

**President:** Mr. Barfield motion to accept the renewal of Liability Insurance coverage. Mr. Kling 2<sup>nd</sup> all in favor

**President:** Mr. Barfield motion to amend Article 7.3 C of bylaws (insurance requirements) The change removes the requirement to obtain commercial hazard (property) insurance. . Mr. Kling 2<sup>nd</sup> . 2 in favor Mrs. Crouch abstained Mr. McFarland opposed



# Taskings

Board Meeting on Sept 23,2021



## **Secretary**

Change to the by-laws article 7.3 to omit hazard insurance.

## **President**

Tabled Title: Amend Bylaws Regarding Conduct of Board Business in Event of Vacancy

Amend Articles 4.3 & 4.4 of the Association bylaws to permit the Board of Directors to conduct regular business during the period of time required to fill a vacancy by election.  
Dependent Motion: Conduct a referendum of the membership to ratify amending Articles 4.3 and 4.4 of the Association bylaws to permit the Board of Directors to conduct regular business during the period of time required to fill a vacancy by election.