

## **Centennial Trail HOA - Board meeting**

Tuesday, Mar 29, 2018

home of Randy and Rachel Doriese (5270)

*These minutes approved by the Board by email May 30, 2018.*

Board

### **present:**

Ryan Lowe (President)

Michael Ting (Vice President)

Andy Edmondson (Vice President)

David Klamann (Treasurer)

Randy Doriese (Secretary; recording minutes)

### **absent:**

none

### **Community:**

Murray Lull

Dick Smith (Documents Committee)

Lou Supino (Documents Committee)

### **Agenda:**

- 1) snow removal
- 2) Documents Committee: review Berkey proposal and review Committee's red-lined documents
- 3) open floor

**Ryan calls us to order at 7:05pm.**

### **Snow Removal:**

After a recent snowstorm that was below the 3" threshold to trigger our contract with Prop Maintenance, Murray cleared all the sidewalks (CTHOA's and the private ones) in about 30 min with his personal snowblower. He suggests a future model in which the HOA buys and maintains a snowblower. Under this model, we would not have a contract with a company, but would do all the work ourselves. Maybe a volunteer would be responsible for a week at a time, and we would rotate volunteers through the snow season (mid-September to early May, or about 35 weeks). The reasons to do this would be to save money, to remove uncertainty about whether owners should clear their own snow after a smaller storm, and to do a better job of clearing overnight snowfall early the next morning before it is trampled.

Some discussion ensues about the pros and cons of such an approach. The board decides to continue the discussion by email and possibly at a future board meeting. We typically sign each year's snow contract near the end of the summer, so there is time to think about this idea.

#### **Documents Committee (7:31p):**

The Documents (Docs) Committee is preparing a package of documents to be reviewed by an attorney. They have solicited proposals from attorneys, and recommend the Berkey Law Firm be contracted to perform our review. This section of the meeting is devoted to review of the package of documents and formal approval of the attorney recommendation.

Dick leads the discussion. He summarizes the documents CTHOA has and their order of precedence:

- Plat
- Declaration of Covenants ("Decs")
- ByLaws
- "Resolution..." document that was mandated by the CCIOA and put into effect by CTHOA in 2007.

Lou summarizes the "Beyond CCIOA" document. The Committee did not suggest specific changes to the Decs or Plat because our understanding is that these documents are very difficult to change. Instead, the "Beyond CCIOA" document highlights items to be reviewed by our attorney and/or to be discussed further by the HOA:

Decs:

- 1) Sec. 4.4: This puts significant restrictions on renting, and seems to rule out modern developments like AirB&B and its derivatives. Do we want to modernize this language?
- 2) Sec. 8.x & Sec. 9.5 discuss the Architectural Control Committee (ACC). The wording does not reflect how the ACC operates in reality. Should the wording be changed?
- 3) There are references to Class A & B membership types that are no longer meaningful. How best to modernize this?

Plat:

- 1) There are several locations where boundaries between Lots and Outlots do not reflect how the spaces are being used. Does it make sense to try to update the plat to reflect reality?

Dick leads the discussion of the suggested edits to the Bylaws. The Bylaws can be changed by majority vote of the Board. They were written in Dec. 1983, and minor updates were applied in 2007 after the first CCIOA law was passed. The starting point for the following suggested edits is the 2007-updated version of the ByLaws. The Docs Committee made available to the board before the meeting "red-lined" versions with suggested edits. At this meeting, we go through these edits and discuss where needed.

In the following, **red text** denotes items where the board decides further discussion is needed before it makes its formal recommendation. The board will conduct these discussions by email, and pass decisions to the Docs Committee by email. We hope to conclude these discussions by mid-April.

- 1.1 Association: The listed address is the 1980's mailing address of the developer. Do we need the HOA to have an address? A P.O. Box is a potential way to have an "evergreen" address. Could a P.O. Box be set up to have U.S. Mail deliver all contents to an officer (i.e., to the Secretary)?
- 2.2 Voting Rights: eliminate classes of membership. Suggested changes are noncontroversial.
- 3.2 Annual meetings. The original text is too specific as to when meetings should take place. The Committee suggested that it be a Tuesday in February or March at 7pm. The Board decides the final text should state any non-holiday day in February or March is o.k.
- 4.2 Term of Board members: The original text said 5 board members should have staggered 3-year terms. The Docs Committee suggested two-year terms. The Board will decide whether to specify two- or three-year terms (or something else).
- 4.3: Nominating Committee for board seats: CTHOA does not presently use a nominating committee. The board suggests the idea of such a committee and its composition be maintained in the ByLaws, but that it be made optional. This will likely involve changing some instances of "shall" to "may." The board will re-word this section by email discussion.
- 4.4 Election: Suggested changes are noncontroversial.
- 5.5 Added section about Executive Meetings following CCIOA. Noncontroversial.
- 6.2 minor wording changes. Noncontroversial.
- 7.2 wording changes to Officer positions. Noncontroversial
- 7.4 Board may appoint other officers. Noncontroversial.
- 8 Minor wording changes to definition of ACC.
- 8 Roofs. Decide to cut this section.
- 9 need to change "for" to "forth" (typo)
- 10 Amendments: get rid of membership classes. Noncontroversial.
- 12 corporate seal: Question will be left to the lawyer if we need a seal. If not, this whole section will be struck.
- 13.3 proof of ownership. To ask lawyer if this is needed, because we are not collecting deeds! If not legally required, we should strike it. This info can all be looked up online. It might be useful to re-word this so the HOA has the option to request proof of ownership, and that owners must furnish this if asked.

After the review of the ByLaws, we take up the formal selection of the Berkey Law Firm. Unanimous support. Ryan signs the Berkey proposal to accept it. Dick will reach out to Berkey to let them know we're in and discuss the next steps.

Next, we review the proposed edits to the "Resolution ..." document that was adopted in March, 2007:

- F: Meetings. Change to make this exactly the same as CCIOA. Noncontroversial.
- 16(g): privileged info. Noncontroversial.

This ends the Docs Committee portion of the meeting. Dick and Lou elect to depart.

**Open floor:**

Andy discusses his transition away from being treasurer. Some tasks that must be meted out:

- Randy will take over management of the HOA Member contact list.
- Michael will take over the “meet and greet” with new owners. He will shadow Andy on the next one, then take it over solo after that.

Should we ask Charles to continue to explore the lights on the Centennial Trail sign? Yes. Andy will contract Charles and give him the go-ahead to proceed if he wants to.

**Adjourn: 9:02p.**