

## **MOUNTAIN SHADOWS HOA BOARD MEETING MINUTES**

**Date/Time:** May 8, 2020/ 10:00-12:00

**Location:** Alan Seeger's Patio

**Meeting called by:** Don Thompson

**Board Members present:**

Don Thompson, President

Alan Seeger, Vice-President

Ellen Bush, Secretary

Cherry VanCour, Treasurer

Thor Oden, Director

HOA Members present: Bob Hammond, Darryl Denny, Joe Hofstra, Ralph VanPaepeghem

Meeting Called to Order at 10:08 am by Don Thompson.

Approval of Agenda – Cherry moved to approve the agenda. Second: Alan.

Alan made a motion to amend the Agenda. Alan moved to suspend the Agenda Item, 'Next step of MSHOA action regarding Phase 4', from the upcoming 5/8/2020 Executive Meeting and move the agenda item to the last item on the Regular Meeting Agenda. Second: Thor.

Discussion: Alan referred to an approved motion by Bob Hammond at the 2017 Annual Meeting regarding the importance of transparency. For the sake of transparency, this motion today was made. Ellen noted that this Agenda item refers to the January 22, 2020 Executive Meeting in which there is still a motion that has not been completed (i.e. Meeting with attorney). The motion from 1/22/2020 would need to be vacated in order to move the Agenda item from executive session. Thor agreed to make a motion to that effect when the Meeting reaches that Agenda item.

Alan called for a vote. Approved: Alan, Don and Thor. Opposed: Cherry, requesting the Minutes to reflect her opposition was due to the Board needed to obtain accurate information before presenting to the Membership. Abstain: Ellen. Motion passed.

Approval of 2/5/2020 Minutes – Cherry moved to approve the 2/5/2020 Minutes. Second: Don. Unanimously Approved.

**NEW BUSINESS:**

**1. (Ellen) Annual Meeting:**

Ellen reviewed the discussion held via email by BOD regarding pros and cons for scheduling our Annual Meeting. Stage 4 of Governor Little's Idaho's Stages of Reopening (website: <https://rebound.idaho.gov/stages-of-reopening/>) identifies reopening will occur at end of June wherein gatherings of more than 50 people are permitted with social distancing. Some

expressed concern for safety and felt Stage 4 does not suffice as reason to insist on holding Meeting. The majority felt preferable to tentatively schedule for the last Saturday of June, June 27; and postpone if Stage 4 reopening is recalled. An outdoor venue would be required. Weilmunster Park is not available 6/27. Bob H suggested Starlight Mountain Theater. Ellen will contact Starlight Mountain Theater for availability. Another viability option would be to hold the meeting in one of the subdivision's cul-de-sacs.

The Board reviewed the spread sheet of tasks required to be completed in preparation for an Annual Meeting. Tasks were assigned.

**OLD BUSINESS: (10:25-12:00)**

**2. (Cherry) Finance Report:**

- **Financial report:** Report shows Income and Expenses.
- **Budget report:** Currently at 99.9% of Income. Spent 70% of total to date.
- **Balance Sheet:** Identifies total assets and how those assets are allocated. Cherry noted she will be assessing if some of Operations allocation needs to be reallocated to Road Repair and/or Water System.
- **High Level Snap Shot:** Identifies, at a high level, the current assets at the end of the fiscal Budget year (7/1/19-6/30/20) if the income/expenses remain as forecasted. Discussed the usefulness of this report and decided to not continue providing this report at future meetings.
- **Water System Approved Amt & Road Maint Budgeted Amt:** Report shows work Approved for the Water System and Road Maintenance via jobs entered into QuickBooks.
- **MSHOA Job Status:** Between our last Board Meeting on 2/5/20 and today there has been 3 jobs opened, A2020-BS1,2&3 Generator Venting, plus the meter installations below (already closed). There have been 5 jobs closed:
  - A2020-LocateWaterConn, Lot 38
  - A2020-Meter, Lot 21 (opened and closed)
  - A2020-Meter, Lot 66 (opened and closed)
  - E2019-WH2Pipe
  - E2020-BS2 VFD-1 Fault
- **Volunteer Time by Job Detail:** Between our last Board Meeting on 2/5/20 and today, there has been 19 volunteer hours reported. Realizing not all volunteers report the time they spend on jobs, the volunteer hours more likely are more. If the Association didn't utilize volunteers, we could easily put a very conservative dollar amount of \$50.00 per hour that would have been paid out to hire this work to be done. \$50 x 19 hours is \$950.00. The total reported volunteer hours will be reported at the Annual Meeting. The Board noted the importance of volunteers. Cherry suggested sending out a quarterly email to Members identifying the type of work required within the subdivision, asking for volunteers.

Cherry noted if any Member would like any of these reports, please go to the Contact Us on the Mountain Shadows HOA website to request. <http://mtnshadowshoa.org/contact-us/>

**3. (Ellen) Architectural Committee Report:**

Ellen noted the ACC met on 2/18/20 and approved Solar System installation at Lot 51.. ACC received incomplete application from the owners of Lot 80, currently waiting on completed application.  
The ACC met via Zoom on 4/8/20 and approved addition to Lot 52.

**4. Update on Current Action Items:**

a) **(Thor) Road repair update:**

Presented two bids:

- Steele Paving: \$4.50/sq. ft. with no mobilization fee and a minimum of 5,000 sq. ft. All repairs will be 2" of asphalt. Tax is included within the \$4.50/sq. ft.
- Slender Paving, Inc: \$4.75/sq. ft. with a minimum of 5000 sq. ft. An additional Mobilization Fee of \$1,250. All repairs will be 2"-2.5" of asphalt. 30% deposit is required.

There is approximately 1,300 sq. ft. of painted areas identifying road repair in the middle of the subdivisions' roads. Leaving a little less than 4,000 sq. ft. (2,000 linear ft.) for the sides of the roads.

Thor moved to accept the bid from Ricky Steele. Second: Alan. Approved: Alan, Thor, Don and Cherry. Ellen approved with the condition of receiving a complete bid from Ricky Steele. Motion passed.

Cherry moved to increase the Road Repair budget an additional \$10,000 so there is funding to pay Steele Paving when the work is completed. Second: Thor. Approved Cherry, Thor, Alan, Don and Ellen. Motion passed.

Thor mentioned future possibility of sealing cracks in the road with oil to help prevent/delay pot holes. Boise County does this on county roads. Cherry mentioned if we do this, she will need to incorporate funding within the 2020-2021 Fiscal Budget.

Joe asked if Steele Paving would be available for individual homeowners to contract for driveway work while the crew is in the area. Thor will confirm price for individual requests, then information will be sent to homeowners.

b) **(Alan) Water System Advisory Committee:**

Thor reported on the pump vibrating at Well House 2 (WH2). Clayton, from Gem Pump, came to WH2 4/25/20 to evaluate the vibration. Possible fix could be a swabbing process, which is expensive. Clayton has an associate that does this type of work and has schedule an appointment for 5/12/20 at WH2 for further evaluation.

Discussion around if this becomes an expensive project, there is a possibility of applying for a grant(s). Don noted he is familiar with applying for grants and will work on this, if needed.

Cherry received approvals right before the meeting started and will open a job in QuickBooks after the meeting for this work.

Alan reported he met with the Water System Advisory Committee (WSAC) 2-3 times.

- There has been discussion of ultrasonic metering, referring to Job 'A2019-WH1&2FlowMeters'. Alan's goal is to understand true throughput and flow.
- The recent power outage caused the VFD in Booster Station 2 (BS2) to burn up, referring to Job 'A2020-BS2 VFD-1 Fault'. Ray completed the troubleshooting and has completed the repairs. During the repairs, Ray discovered a ventilation issue in the Booster Stations. A new job was opened in QuickBooks to address this issue, Job 'A2020-BS1,2&3 Generator Venting'.
- Ray is working on an Incident Procedure document with the WSAC that will provide a process to all Members to help report a water incident. Once this document is completed, the WSAC will be presented to the Board for approval.

c) **(Alan) website update report:**

Alan has been working with Lance Price to create a Beta copy of a new revision of our MSHOA website. There was discussion around a process to submit feedback.

d) **(Ellen) Meter readings update:**

Ellen noted per the Water Policy, at the beginning of the year the Board needs to identify how many meter readings will occur for the upcoming year. It was determined 3 meter readings would be performed in 2020. One in spring, one in summer and one in fall. Ellen, with the help of Ralph V, will execute the meter readings with additional volunteers, for 2020.

e) **Next steps of MSHOA action regarding Phase 4:**

Thor made a motion to vacate the approved motion from the 1/22/2020 Executive Meeting. Second: Alan. Approved: Thor, Alan and Don. Opposed: Cherry. Abstain: Ellen.

Thor expressed concern for continuing to ask Steve Millemann, the Association's attorney, questions; it seemed repetitive. Cherry noted the importance of consulting with the entire membership with accurate information, this is why there's a need for Steve's expertise.

Don told about going through unlocked gate into Phase 4, noting two well heads and excavator work going on. Don reported on conversation with resident of home near Banks Lowman Road. Resident reports difficult dealings with Catholic Diocese.

Don noted the 2015 Revised CC&Rs are binding and allowed for unilateral changes by MSD.

Discussion

- Cherry noted the importance of approaching the membership with accurate information.
- Legality of sale debated.

- Definition of “market conditions”
- Role of County Planning and Zoning
- Thor had presented a letter to the Board via email addressing the Mountain Shadow Property Owners with a 3-option vote for the Membership regarding how to move forward with Phase 4.
- HOA observers weighed in. Some opposed any legal action. Some stated Phase 4 appears to no longer be part of HOA. Some thought Phase 4 is part of the HOA if Phase 4 was only residential.

Thor made a motion to send the proposed letter he had submitted to the Board via email prior to this BOD Meeting, to the Membership. The purpose is to get feedback from the Members about their preferred course of action. Second: Don. Approved: Don, Alan and Thor. Cherry called for discussion prior to completing a vote.

Alan asked Cherry to read the letter out loud and lengthy discussion continued. Points included:

- the legality of MSD actions, the legal significance of Amendment #6 of the CC&Rs.
- Steve’s 8/25/18 memo to the Board stating ‘there is a very credible argument that the authority (to unilaterally amend the CC&Rs) is subject to some limitations, as required to protect existing owners’ vested property rights and reasonable reliance on the Revised CC&Rs at the time of their purchase of their lots’. What are these limitations and how would they apply to the Association?
- The accuracy of Thor’s letter. The letter citing:
  - informal discussions with the Diocese producing partnering opportunities; yet the Board has had no informal discussions with the Diocese.
  - one of the options is to litigate when Steve’s 8/25/18 memo needs further discussion of the credible argument and its application to the Association’s situation.
  - Cherry believed the 3 options were leading.
- homeowners will expect BOD to contact Diocese and the need to reach out.
- no need to engage Steve if no litigation

The conversation illustrated confusion among BOD members indicating the Board may not be ready to present to members.

Alan noted that this much discussion is irrelevant if MSD was within their legal authority.

Thor reiterated Motion with slight change in the letter. Option 3 should include caveat of Public Hearing. Second: Don. Approved: Thor. There was further discussion. The meeting went over the time allotted and Thor had to leave. Board discussed further and voted on the motion. Opposed: Alan, Don, Cherry. Abstain: Ellen.

Discussion continued about next steps. Cherry re-read Steve Millemann’s feedback from 2018 at Don’s request. Discussion around need to clarify specifics with Steve. Goal-clarify

and in doing so, protect HOA and BOD. Ellen re-presented the list of Questions for Steve that she had circulated to the BOD 4/22/20.

Alan made a motion to send a letter to Steve to clarify the legal status of the Amendment; to be crafted by Don, draft sent to Board via email by 5/13/20 and the Board to comment/respond by 5/15/20. Once the questions are clarified, the goal is to send a revised letter to the Membership prior to the Annual Meeting requesting a reply before or at the Annual Meeting. Cherry second. Approved: Don, Alan, Cherry, Ellen. Absent: Thor. Motion passed.

PUBLIC COMMENT

ADJOURNMENT OF GENERAL MEETING- Meeting adjourned by Don Thompson at 2:15 pm.