

Minutes, Directors' Meeting, February, 2013

Eagle Rock HOA

Peter Flynn (President) called a Directors Meeting. The agenda items had been previously circulated to Directors. Members were notified of the meeting and invited to observe by e mail if interested; no Member indicated a need for further information other than contained in the initial e mails advising them of agenda items.

Prior to the meeting David Dahman, who had been elected a Director of the HOA, resigned as a Director. The remaining eight Directors were in attendance.

The following motions were considered by the Directors:

Motion 1: The Directors approve the Minutes of the January 2013 Meeting of the Board of Directors.

Motion 2: The Directors approve the Minutes of the December 2009 Meeting of the Board of Directors as a replacement in total for the January 2010 Minutes.

Motion 3: The Directors approve the Revised Bylaws as approved for circulation to Members at the January Board of Directors Meeting, with changes limited solely to the correction of typographical errors.

Motion 4: The Board of Directors directs the ARC not to review and approve development proposals for lots for which there are unpaid assessments not extinguished by foreclosure.

Motion 5: The Board of Directors authorizes the President or his/her designate to retain counsel to seek an injunction to prevent any development not approved by the ARC, and to defend an action brought against any Member of the Association related to serving as an Officer or Director of the Association.

Motion 6: The Board of Directors authorizes the President, with assistance of HOA Directors, to identify an initial attorney who is experienced in HOA matters, and who shall be in a position to serve as HOA counsel in areas related to the legality of HOA proceedings, the appropriate action to take if a member refuses to pay the annual assessment, and the appropriate action to take if a member begins lot development without having received ARC approval. Should this counsel recommend retention of a litigation attorney at some point, the Board authorizes the President, with the assistance of HOA Directors, to do so. The Board of Directors Authorizes the President to expend up to \$3,000 in attorney fees in fulfillment of this motion. Should further funds be required, further authorization from the Board is required.

Motion 7: The Board of Directors grants discretionary authority to the President, with the assistance of the HOA Directors, to take legal action to collect unpaid assessments when in the opinion of the President and the HOA counsel this is a benefit to the HOA.

Motions 1 through 5 were supported unanimously. Motions 6 and 7 passed by a vote of six in favor and two opposed.

No other business was brought before the meeting.

Prepared by: Peter Flynn

February 10, 2013