

Minutes, Directors' Meeting, January, 2013

Eagle Rock HOA

Peter Flynn (President) called a Directors Meeting following the election of Directors by the Annual Meeting of Members. All nine Directors attended by e mail. The agenda was circulated to Directors on December 28, 2012. Members were notified of the meeting and invited to observe by e mail if interested; Richard Mayer was briefed by e mail of the items being considered by Directors.

The following motions were considered by the Directors:

Motion 1: The Directors approved the Minutes of the January 2012 and December 2012 Directors meetings by a vote of 8 for and 1 opposed.

Motion 2: After a lively exchange of ideas by e mail, the Directors approved two Amendments to a circulated draft of revised Bylaws, and then approved circulating these to Members for comment up to January 31, 2013, after which the revised Bylaws will be reviewed again by the Directors. The vote on the first amendment tightening the definition of Member was 7 for and 2 opposed. The vote on the second amendment to improve the wording was 8 for and 1 opposed. The vote on circulating the amended Bylaws to Members for comments was 8 for and 1 opposed. The amended draft approved by Directors is the Word file Bylaws Draft 1-5-2013.doc, subsequently circulated to all Members.

Motion 3: There was a single nominee for each position other than the ARC, for which five individuals were nominated. The Directors appointed the following officers, Nominating Committee and ARC Committee members:

President: Peter Flynn

Vice-president: Steve West

Secretary: Carsten Holm

Treasurer and Official Agent: David Brushwood

Nominating Committee: Peter Flynn

Architectural Review Committee: John Cantello, Carsten Holm, and Steve West, alternate Paul Scardina.

The vote for each position was 8 for and 1 opposed.

Motion 4: The Directors set the annual assessment at \$200 per lot, due February 15, 2013, by a vote of 8 for and 1 opposed.

Motion 5: The Directors approved the amended wording of motion 5, and the amended motion as follows, by a vote of 7 for and 2 opposed:

The Board of Directors directs the ARC, in reviewing developments in Eagle Rock, to take into consideration the principles discussed in the Sedona Residential Design Guidelines. While the ARC should consider house style in its deliberations, it should avoid any bias toward a particular style. Further, the Board endorses the ARC's existing practice of allowing only plantings of species whose mature heights are not expected to exceed 22', and allows the ARC to enforce this height limitation at any time.

Motion 6: Whether the meeting format adopted by Members and Directors (by e mail) was valid was the subject of a lively exchange of ideas by e mail. The Directors rejected the following motion by a vote of 2 for and 7 opposed:

That this body engage an attorney who is licensed to practice law in the State of Arizona who is knowledgeable and experienced in Planned Community and Home-owner's Association law, to review the minutes of all past annual meetings of the Eagle Rock Home Owners Association with the purpose being to confirm that this body (the board of directors) was duly elected by the membership in accordance with the governing documents (Articles of Incorporation, Bylaws, and Covenants, Conditions and Restriction) and all applicable Arizona Statues. Further, I move that the costs incurred for this engagement be paid out of Association funds now in reserve.

Following the vote on these motions a Director, David Dahman, requested past minutes and bank statements. The other 8 Directors approved five Minutes: Member Meeting Minutes for December 2009 and December 2010, and Director Meeting Minutes for January 2010, January 2011, and June 2012. David Dahman requested bank statements for the HOA; these were provided on January 8, 2013.

Prepared by: Peter Flynn
January 8, 2013