

## Minutes, Directors' Meeting, January 2018

### Eagle Rock HOA

Following the election of Directors by the Members of the HOA at the Annual General Meeting of January 4, 2018, Peter Flynn (President) called a Directors Meeting for 5 PM January 4, 2018, at 750 Rhapsody Rd., Sedona. Members were notified of the meeting and their ability to attend if interested.

The following Board Members were in attendance:

John Cantello  
Peter Flynn  
Paolo Scardina  
Carsten Holm (by speaker phone)

Sheila Jackman and Denea West attended as Members. Steve West, Director, was unable to attend.

**1. Motion: On the recommendation of the Nominating Committee, the Directors make the following appointments.** The motion was passed unanimously.

Officers:

President	Peter Flynn
Vice President and Treasurer	John Cantello
Secretary	Carsten Holm

Architectural Review Committee:

Chair	Carsten Holm
Member	John Cantello
Member	Steve West
Alternate	Paolo Scardina (participates, only votes if one of the above steps down due to a conflict)

Nominating Committee:

Chair	Peter Flynn
Member	John Cantello

The motion was passed unanimously.

2. The Board reviewed the financial statements for the HOA, noting that the financial statements are prepared on a cash basis, recording expenses at the time the HOA disperses the cash. **Motion: The Directors approve the financial statements and direct that they be posted on the HOA website.**

3. The 2016 assessment was \$225 per Member (Lot). The Directors discussed the merits of maintaining this level of assessment, given the need to build a reserve (a cash surplus available to the HOA) but also reflecting that the major expenditure for the installation of the roadside weed barrier and the community post box is now complete. **Motion: The annual Assessment for 2017 be set at \$225 per Member (Lot), due February 15, 2018.** The motion was passed unanimously.

4. The Bylaws provide that Board size is set by the Directors; current Board size is 5 (the Bylaws specify a maximum of 9 and minimum of 3). Directors must be Members. Two Directors may leave the Board during 2018 due to coming off title. The Board agreed with the merits of adjusting the size of the Board to the number of Members interested in serving, i.e. to increase the Board size in the future if more Members wished to serve, but also to limit the Board size to the number interested. Given the results of polling of Members in the fall of 2017 that established interest from only five Members in serving in 2018, the Board size will be adjusted down in the event of a resignation due to title change. **Motion: In the event of the departure of a Board Member the size of the Board shall be reduced accordingly, to a minimum of three.** The motion was passed unanimously. Board Members requested that the President make clear, in the update to Members, that this was not exclusionary and that the intent of the Board is to increase the size of the Board if, in the future, additional Members express an interest in serving.

5. One Member asked that the Board consider retaining an independent third party to conduct HOA elections and votes at Special Meetings of Members. The Board noted that Arizona law does not require this, but does require that physical ballots be retained for a one year period and be available for inspection by any Member. Since the HOA currently retains ballots and in addition ensures that a scrutineer is present when ballots are counted, the Board felt that no change in current practice is required to insure the integrity of elections, and that retaining an independent third party would be an inappropriate expenditure of Member's contributions.

6. The Directors discussed the status of the weed control program (addressing weeds along the road allowances, drainage system and post box in Eagle Rock). The consensus was that the program had made a major improvement in the appearance of Eagle Rock. The ARC oversees ongoing maintenance, and the Board supported continuing management of emergent weeds by spot spraying to ensure that Eagle Rock continues to benefit from the past expenditure on the roadside weed barrier. At the request of one Member, the Board agreed to test an alternate spray along a trial patch at Lot 7.

7. The Board again discussed signage at the entrances to Eagle Rock, noting that it was long into the future given financial constraints. A Member suggested, and the Board concurred, that Members should be polled before any decision is taken by the Board, so see if the majority of Members are in favor of or opposed to signage.

There being no further business, the meeting was adjourned.

Prepared by: Peter Flynn

January 7, 2018