

**MINUTES OF**  
**REGULAR MEETING OF**  
**BOARD OF DIRECTORS**  
**CRESTMoor PARK (2<sup>ND</sup> FILING) HOMES ASSOCIATION**  
**(Date: January 5, 2022)**

The regular meeting of the Board of Directors of Crestmoor Park (2<sup>nd</sup> Filing) Homes Association on January 5, 2022 was called to order at approximately 6:05 p.m. by John Sadwith, President of the Board, on a Zoom teleconference hosted by Jason Hill.

1. **Directors in Attendance.** John Sadwith, Mariette Bell, John DeRungs, Jason Hill, Tom Deline, Andy Draper, Jeff Burnside, Cecilia Retelle Zywicki, and Robert Brown.

2. **Introduction of Directors.** Mr. Sadwith acknowledged the resignation of Chris Penney from the Board of Directors and expressed thanks for Chris's service over a number of years, including responsibility for the Association's web page. Mr. Sadwith acknowledged the election at the recent annual meeting of Members of Ms. Zywicki and Mr. Burnside and welcomed them to the meeting. Mr. Sadwith suggested, in order for the Directors to begin to know one another better, that each respond to the same half dozen questions to provide background information on each Director and to stimulate conversation.

3. **Approval of Minutes.** The Board of Directors reviewed and unanimously approved the Minutes of the annual Members meeting on a motion made by Ms. Zywicki and seconded by Mr. Deline.

4. **Gas-Powered Leaf Blowers.** Mr. Sadwith noted gas-powered leaf blowers have been raised as an issue in the neighborhood previously. Washington, D.C. has recently banned them in its jurisdiction as described in an article forwarded by an Association Member. Mr. Sadwith contacted Councilwoman Sawyer who informed Mr. Sadwith that she would not be able to get support for such a ban or any regulation on City Council because of the disproportionate effect of such action on lower-income workers. Mr. Burnside offered to follow up with Ms. Sawyer based upon an existing relationship.

5. **Nominations for Officers.**

a. **President.** Mrs. Zywicki nominated Mr. Brown to be President of the Board of Directors. Mr. Brown declined based upon his desire to continue his role as Secretary.

The Board discussed at length whether it was appropriate to create the office of President-Elect which might provide helpful continuity. Mr. Deline noted the unpredictability of circumstances that would make such a "pre-election" unadvisable. Mrs. Zywicki emphasized the

need for succession planning. Mr. Sadwith noted that the implied one-year term for a President would be too short. He recommended allowing the Bylaws Committee to address the possible creation of a new office of President Elect. The Board also discussed returning to what amounts to a fiscal year based upon having an annual meeting in May or June. No action was taken.

It was asked if any continuing Board Member was interested in running for President. No one volunteered.

Mr. Brown nominated Mr. Sadwith for President which motion was seconded by Mr. Draper. There was no discussion and the motion passed 8-0-1. (Ms. Bell, Mr. Brown, Mr. Burnside, Mr. Deline, Mr. DeRungs, Mr. Draper, Mr. Hill, and Mr. Sadwith voting in favor and Mrs. Zywicki abstaining).

b. **Vice President.** Three Directors expressed an interest in the position of Vice President: Ms. Zywicki, Mr. Draper, and Mr. Hill. After discussion by the Directors, a vote was called which was won by Mr. Draper who received five votes (Ms. Bell, Mr. Brown, Mr. Deline, Mr. DeRungs, and Mr. Draper).

c. **Treasurer.** Mr. Sadwith nominated Ms. Bell to continue as Treasurer of the Association. The motion was seconded by Mr. Brown. The motion passed unanimously.

d. **Secretary.** Mr. Brown was nominated with multiple seconds. The motion passed unanimously.

e. **Chairman of the ARC.** Mr. Deline and Ms. Zywicki were each nominated to be Chair of the Architectural Review Committee ("ARC"). After brief discussion, including descriptions of Mr. Deline's long and knowledgeable service and his familiarity with Association documents and his experience working with known architects in the subdivision, Mr. Deline was elected by a vote of 8-0-1 (Ms. Bell, Mr. Brown, Mr. Burnside, Mr. Deline, Mr. DeRungs, Mr. Draper, Mr. Hill, and Mr. Sadwith voting in favor and Mrs. Zywicki abstaining).

6. **Architectural Review Committee.** Mr. Sadwith asked for a discussion as to having one or two members of the ARC be non-director members living in the community who had special abilities based upon education, experience, or employment to serve on the ARC.

Mr. Draper described his understanding that the Association Covenants were binding and for the most part absolute but that there was flexibility regarding modification to the Design Guidelines. Mr. Draper expressed the need, especially of the new Directors, to understand the Covenants, Design Guidelines, and other governing documents. He emphasized his appreciation of the value of preserving front and side setbacks within the subdivision.

Ms. Zywicki emphasized the need for consistency and suggested that the use of a consulting architect from outside the subdivision might be an issue and that the ARC should consider hiring as a consulting architect someone who lives in the subdivision. Mr. Burnside noted that it appeared there were too many subjective criteria apparently applied, or at least a belief among some Members that is the case, and that maintaining consistency and objectivity was an important attribute that an outside architect brings to the position. Ms. Zywicki observed

that based on her review of new homes in the subdivision, that the Covenants and Design Guidelines had been inconsistently applied.

Mr. Draper requested a possible special meeting of interested Directors to review the role and duties of the ARC including a review and discussion of the Covenants, Design Guidelines, Bylaws, and other documents and procedures of the ARC.

In response to Mr. Draper's interest, Mr. Deline provided a brief history of the ARC as currently constituted. Mr. Deline joined the Board in 1997 and found the ARC to be fairly loosely run and had only the Covenants to guide the ARC. Subsequently, relying on specimen guidelines from other subdivisions, the ARC drafted Design Guidelines and circulated multiple drafts to Members over a multiple-year period. The Design Guidelines were approved in April 2011.

Mr. Deline noted that the two architects at the consulting firm of Baer & Hickman have both served on Historic Denver and agreed several years ago to be the consulting architects for the Association. Bob Hickman has been the sole member of the firm to provide review services to the Association. (Mr. Deline noted that Mr. Baer had assisted in the remodeling and expansion of Mr. Deline's residence in the early 1990's.) He reported that Mr. Hickman had done a fabulous job for the Association. He acknowledged that some areas were black and white and some were subjective. Mr. Deline praised Mr. Hickman for his consistency and unfailing objectivity.

7. **ARC Election.** Mr. Deline expressed an interest in continuing as Chair of the ARC and Mr. Brown agreed to continue on the ARC. Ms. Zywicki and Mr. Burnside expressed an interest in joining the committee. Mr. Brown and Mr. Draper were tasked with following up with the special meeting to discuss ARC governance and documents as described above. Mr. Brown suggested that Ms. Zywicki might serve as Vice Chair which was seconded by Mr. Burnside. Mr. DeRungs expressed concern about comments made at the annual meeting and expressed the belief that having Ms. Zywicki serve as Vice Chair would meet these concerns head on. Mr. Burnside stated his support for Ms. Zywicki as Vice Chair if such a position were established. The Board voted to establish the position of Vice Chair by a vote of 6-2-1 (Mr. Brown, Mr. Burnside, Mr. DeRungs, Mr. Draper, Mr. Hill, and Mrs. Zywicki voting in favor, Ms. Bell and Mr. Sadwith opposed, and Mr. Deline abstaining).

Mr. Sadwith nominated Mr. Burnside for Vice Chair. Mr. Burnside withdrew. The Board postponed deciding whether to add any additional members as outside participants. The Board unanimously approved a committee, chaired by Mr. Deline, of Mr. Burnside, Mr. Brown, Mrs. Zywicki, and Mr. DeRungs.

The Board voted in favor in Ms. Zywicki serving as Vice Chair by a vote of 7-2-0 (Mr. Brown, Mr. Burnside, Mr. Deline, Mr. DeRungs, Mr. Draper, Mr. Hill, and Mrs. Zywicki in favor and Ms. Bell and Mr. Sadwith opposed).

8. **Bookkeeper Bonus.** Ms. Bell and Mr. Sadwith requested the Board's approval of a \$300.00 year-end bonus, in addition to payment of \$2,700.00 in annual bookkeeping fees, to Roberta Millard. Ms. Millard's regular compensation for maintaining the books of the

Association and membership lists is \$55.00 per hour. Mr. Draper suggested that a meaningful bonus ought to be on the order of \$1,000.00.

Mr. Hill objected noting that he believed Ms. Bell was not prepared at the September Board meeting to provide financial information to the Board and asked what efforts Ms. Millard demonstrated “above and beyond” her job description. Mr. Brown and others pointed to her special service under exceedingly difficult conditions at the annual Members meeting. Others noted her long service. Mr. Hill believed that providing such a bonus would establish a bad precedent. Mr. Draper proposed a \$500.00 bonus payment which was seconded by Mr. Brown. The motion passed 6-1-2 (Ms. Bell, Mr. Brown, Mr. Burnside, Mr. Deline, Mr. DeRungs, Mr. Draper voting in favor, Mr. Hill opposed, and Mr. Burnside and Mrs. Zywicki abstaining).

9. **Inter Neighborhood Cooperation (INC) Representation.** Mr. Sadwith noted that the Association had the ability to appoint a delegate to INC, an organization of many Denver neighborhood organizations that focus with many City issues, especially those related to zoning. Mr. Sadwith parenthetically noted that the Board of Directors is prohibited from taking a position on zoning and similar matters by the Association’s Bylaws. Mrs. Zywicki agreed to serve as the Board’s representative to INC and Mr. Burnside agreed to serve as alternate.

10. **Sixth Avenue Study Group.** Mr. Sadwith noted a Denver initiative to study and make recommendations regarding pedestrian use of the Sixth Avenue Parkway. Mr. DeRungs agreed to serve on the Study Group representing the Association.

11. **Director Conflict of Interest Policy.** Mr. Sadwith introduced and recommended by the Board adopt a formal conflict of interest policy. He suggested reviewing the one adopted by the Colorado Trial Lawyers Association and promised to send a draft to Board members for their consideration.

12. **Bylaws Committee.** Mr. Brown agreed to serve as the “scribe” for the Bylaws Committee. Mr. Sadwith described some of the history of the Bylaws and acknowledged now might be a time for an updated review and revisions. Mr. Draper suggesting hiring a law firm to undertake a redrafting of the Bylaws. Mr. Brown suggested a more limited role for outside counsel who would start by providing information as to what minimum requirements for the Bylaws were for a community association.

Mr. Hill suggested that the Board could utilize an online resource, of which there were multiple choices, to provide draft bylaws for a fraction of the cost of engaging a law firm. Mr. Brown described the lack of customization that would be obtained from such a service and that the current Bylaws provided a more than adequate starting point.

Mr. Draper described the need for outside assistance as identifying a “thought leader.” He thought a good starting point would be to secure input from all Board members.

Mr. Sadwith offered to be on and chair the Bylaws Committee since he served on the Board for 35 years with Make-a-Wish Foundation and for many years as the Executive Director of the Colorado Trial Lawyers Association. He agreed with Mr. Brown that an initial description of what should be in the Bylaws from an outside lawyer would be helpful following which the Bylaws Committee could “dig in” and provide a new draft for review by the Board. Mr. Draper

agreed with outsourcing the “what we need” part of the process. Mr. Brown and Mr. Sadwith strongly recommended involving Greg Kerwin, a very well-regarded Colorado lawyer who participated in the prior Bylaws revisions.

Ms. Zywicki and Mr. Burnside also agreed to serve on the Committee.

The Board agreed that the Committee would be comprised as follows:

Mr. Sadwith – Chair; Mr. Brown – Scribe; Mr. Draper; Mrs. Zywicki; and Mr. Burnside.

13. **Design Guidelines Review and Revision.** Mr. Deline will circulate the current version of the Design Guidelines to all Board members. Mr. Deline suggested that the ARC take the lead. Mr. Deline will also circulate a copy of the Covenants to Board members.

14. **Annual Budget.** Mr. Sadwith asked Ms. Bell to formulate a budget. Ms. Bell pointed out the areas important to the budget where information was lacking. Mr. Sadwith agreed to work with Ms. Bell to develop the necessary information.

15. **Crestmoor Islands.** The Board acknowledged that the six entry islands to the subdivision were a significant benefit to and identifier of Crestmoor. Messrs. Sadwith and DeRungs will follow up regarding determining if the City will contribute flowers to the annual planting. Mr. Draper emphasized that the islands are a “wow” factor and recommended a significant investment. Mr. Sadwith will follow up with the City as to the allocation of City resources to maintaining the islands.

16. **Security Committee.** Mr. Draper will be in charge of security issues related to Crestmoor. The Board acknowledged that surveillance cameras at every street entering the property is simply not practical based upon prior investigations.

In response to a question, Mr. Sadwith noted a City ordinance that building sites be fenced and locked.

17. **Transparency Committee.** Discussion was postponed.

18. **Webmaster.** Mr. Hill was confirmed as Webmaster and agreed to update Crestmoor’s web presence. He recommended that contact information be provided by position rather than by named individuals and Ms. Zywicki agreed that there should be a general domain that allows people to send emails through the website to any or all of us. Mr. Hill and Ms. Zywicki will move forward with redesigning and updating the web page.

19. **Regular Meetings.** Based upon a survey of Directors, Mr. Sadwith announced that meetings would be alternately on the first Tuesday or first Wednesday of each month. As such, the next meeting is scheduled for Tuesday, February 8<sup>th</sup> at 6:00 pm. In anticipation of the continuation of COVID, it was acknowledged the upcoming meetings will likely continue to be conducted via ZOOM.

20. **Credit Card Payment of Dues.** Mr. Hill, Ms. Bell, and Ms. Millard will develop a proposal permitting dues payment by credit card or other online method. Subsequent to the meeting, Ms. Bell and Ms. Millard took over sole responsibility for these efforts.

21. **Directors and Officers Insurance.** Mr. Burnside inquired as to whether such insurance was provided for the Board. Mr. Sadwith confirmed such a policy was in effect.

22. **Adjournment.** There being no additional business, the meeting adjourned at approximately 8:25 p.m.

Respectfully submitted,

/s/  
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Robert L. Brown, Secretary

Approved by Board of Directors: February 15, 2022