

Crystal River Country Estates POA, Special Board of Directors Meeting Minutes
April 1, 2021
Lopez garage
0002 Crystal Lane, Carbondale, CO 81623

2021 Special Meeting

1. Roll Call and Establishment of a quorum:

Tom Mc Brayer called the meeting to order at 1:02 p.m. Gracie Orf certified that the meeting notices had been emailed and mailed per the By-laws and that a quorum was in attendance for the meeting. Attached to the minutes is the sign in list.

Board Member present:

Tom Mc Brayer
Ray Pojam
Gracie Orf
Jim Hamlin
Dan Perlman

Property owner guests present

Ruth Hollowell
Andy Morris

2. Tom Mc Brayer reviewed the Pitkin County COVID-19 permit requirements that all attendees must wear a face covering, and socially distance at all times.
3. The minutes of the Special Meeting of the Executive Board, December 2, 2019 was read by secretary, Gracie Orf. Motion by Tom McBrayer to accept the minutes as read. Second by Dan Perlman. Motion was passed unanimously.
4. Tom proposed draft amendments to the covenants. The board spent most of 2019 holding meetings to gather property owner comments and concerns which included many revisions. The last draft of the proposed amendments to the covenants was sent to the property owners in March of 2020 in preparation for discussion at the 2020 spring annual meeting. Which did not take place until September 26, 2020.

Tom Mc Brayer moved that the wording for. III. Property Rights and Restrictions, Number 3 b: "One Caretaker Dwelling Unit (CDU) per lot is permitted within Crystal River Country Estates." Second by Ray Pojam.

Discussion:

- a. Dan wanted to discuss the wording; he'd like to have ADU instead of CDU defined. Tom clarified the terms as he understood them, but they are defined with Pitkin county:
 - i. CDU (care taker dwelling unit) - physically attached
 - ii. ADU – (accessory dwelling unit) - can be in a separate building

iii. Square footage requirements?

Anything anyone does need to get a approval from Pitkin County. Motion was made to define the language (ADU and CDU) by Ray Pojam. Second by Jim Hamlin, motion was passed unanimously.

Original motion was passed unanimously.

5. Annual Meeting, Time & Place:

Ruth Hollowell is open to hosting the annual meeting at her house when, “everyone is vaccinated.” Tom Mc Brayer moved to have the meeting at the Hollowell residence. Gracie second the motion, motion was passed unanimously. Ruth estimated that we might be able to hold the meeting by mid May.

6. Annual Meeting Agenda

Dan brought the following motions to amend the association bylaws to the board for a vote:

- I. Motion to change and emend the bylaws: FOR ANY POA DUES ACCOUNTS IN ARREARS, ANY AND ALL DISCUSSIONS AND NEGOTIATIONS WILL BE DONE IN A CLOSED EXECUTIVE SESSION AND NONE OF THE PROCEEDING SHARED WITH THE COMMUNITY AT LARGE. NO EVIDENCE OF THESE CLOSED EXECUTIVE BOARD SESSIONS WILL BE POSTED TO OUR COMMUNITY DROPBOX, AND ANY DATA COLLECTED WILL BE KEPT BY THE ACTING PRESIDENT, TRASURER AND BOOKKEEPER.
(Motion failed for lack of a second)

- II. Motion is that the following addition be made to our bylaws: ALL COMMUNITY POA MEETINGS, INCLUDING THE ANNUAL POA MEETING, AND ANY BOARD MEETINGS SHALL BE HYBRIDIZED TO LINK IN THOSE NOT PHYSICALLY PRESENT THROUGH THE USE OF ZOOM, WEBEX OR ANOTHER DIGITAL PLATFORM TO ALLOW ACCESS TO ALL WHO DESIRE TO ENGAGE IN THE MEETING.
(Motion failed for lack of a second)

- III. Motion is that the following addition be made to our bylaws: THE POA BOARD SHALL MEET QUARTERLY TO REVIEW THE BUDGET, DISCUSS AND REFINE PLANS AND ACTIONS AUTHORIZED AT OUR ANNUAL MEETING, AND ANY OTHER ASPECTS OF OUR ENGAGEMENT, EACH 3-MONTH QUARTER SHALL COMMENCE ON THE DATE OF THE ANNUAL MEETING. IN THE EVENT NO BOARD MEMBER HAS ANY AGENDA ITEMS TO THE QUARTERLY

MEETING, THE MEETING MAY BE CANCELLED BY THE BOARD PRESIDENT, AND ALL MEMBERS NOTIFIED AT LEAST 5 DAYS PRIOR TO THE MEETING DATE.

Can delete current bylaws language requiring a BOARD MEETING within 2 weeks of the annual meeting and the requirement for 2 board members to request a meeting.

(Motion failed for lack of a second)

- IV. Motion is proposed the following addition to our bylaws: TERM LIMITS: POA BOARD MEMBERS SHALL BE ELECTED ANNUALLY, AND NO BOARD MEMBER SHALL BE PERMITTED TO SERVE MORE THAN 3 TERMS CONSECUTIVELY. IF A BOARD MEMBER DESIRES ADDITIONAL BOARD TIME, THAT MEMBER SHALL TAKE A 1 YEAR BREAK FROM BOARD MEMBERSHIP, FOLLOWING ANY 3 TERM MEMBERSHIP. TERM LIMITS DO NOT APPLY IN THE EVENT THAT A PERSON IS RUNNING UNOPPOSED.

(Motion failed for lack of a second)

- V. The motion is that the following be added to our bylaws: THE POA BOARD SHALL PROCURE A SCOPE OF WORK RFP FOR ANY PROJECTS OR ACTIVITIES FROM 3 VENDORS FOR ANY PROJECTS OR ACTIVITIES THAT EXCEED \$1500 TOTAL COST. FOR ONGOING ACTIVITIES SUCH AS BOOKKEEPING, THESE PROPOSALS SHOULD BE OBTAINED NO LESS THAN EVERY 3 THREE YEARS. THE RESULTS OF THE RFP'S SHALL BE SHARED WITH THE FULL MEMBERSHIP FOR COMMENT, WITH THE EXCEPTION OF EMERGENCY WORK PROJECTS/ACTIVITIES.

(Motion failed for lack of a second)

Tom Mc Brayer moved that the following change to bylaws, Section 8.4 Removal of Directors. Be Added to article 10.2.

- a. Any committee member who is delinquent for more than 30 days may be removed by the majority vote by the director.

Be placed on the agenda for the property owners to consider at the annual meeting. Gracie Orf seconded to the motion, the motion passed. Tom Mc Brayer explained if a payment plan is in place, then the property owner remained in good standing could not be removed. This proposed amendment to the bylaws will now be placed on the agenda as new business at the annual meeting.

Discussion:

There was discussion whether Dan Perlman could bring the motions to amend the bylaws that failed for lack of a second to the property owners on the date of the board meeting.

Tom McBrayer then explained that the bylaws require that the motions to amend the bylaws that failed on the board level could only be brought forward if petitions were received by the board prior to the meeting. The bylaws require any petitioner would need petitions signed by (the majority – 17 or more signatures) of the property owners in order to put these items on the agenda.

Dan Perlman made a motion to put his (issues stated above: I – V) on the agenda. The motion failed for lack of a second.

Dan Perlman presented the following issues:

- b. Principle office, Wood, Nichols, “we need to change that.”
- c. listing of current liability insurance.
- d. Dropbox never got updated.
- e. Investigate within 6 weeks.
- f. Not up to date on trash contract
- g. Delete two weeks stipulation
- h. Secretary’s folder, no roster on who lives here.
- i. He didn’t receive a welcome letter and would like the board to send a letter to new residents
- j. Dropbox still says Ruth Hollowell as secretary

Gracie plans to update Dropbox.

How collections are processed are specified in the bylaws.

7. Tom Mc Brayer moved that we adopt the revised agenda for the annual meeting. Second by: Four in favor. One abstention. Motion passed.
8. Discussion took place about a complaint sent to a board member. The complaint did not contain any specific information, such as the property owner name or address. The bylaws specify that “Complaints that...lack sufficient information or detail may be deemed to not warrant further investigation.”
9. Ray Pojman moved to terminate our business relationship with Bookkeeper – Ivan Perrin, ILP Services LLC, and start with Cheryl & Co. Cam. Second by: Jim Hamlin. Several issues with the current bookkeeper were mentioned in discussion and that the new provider could provide many additional professional services for less cost. The motion passed, with one abstention.

10. Dan made the motion to get another bid for a bookkeeper. The motion failed for lack of a second.
11. Meeting Adjourned: Motion by Tom Mc Brayer, second by Gracie Orf. Approx. 2:06 p.m.