

**BOARD OF DIRECTORS MEMBER'S MEETING
MINUTES
FAIRWAY PINES ESTATES OWNERS' ASSOCIATION
December 15, 2022 at 5:00 p.m.
At Log Hill Fire Station and via Zoom**

The meeting was called to order by Vice President Randy Mathis at 5:14 p.m. Mike Jones (Treasurer) and John Peters (Board Member) were all in attendance at the Log Hill Fire Station. Bob Del Rossi (Board Member) phoned in to the meeting after it started as well as Paul Stashick (Board Member) who participated via Zoom.

Evelyn Bailey (administrative assistant) hosted the Zoom portion of the meeting.

Due to the two members not being available at the start of the meeting, Randy made the decision to start with some agenda items and wait until the other two board members were available to discuss the selection of officers and other pertinent agenda items. The decision was made to start with agenda item 2.

1. Approval of Minutes

Randy made a motion to approve the Membership Meeting Minutes for October 20th, 2022, and November 15th 2022 (continuation), which represented the General Membership Meeting for October and November 2022. The motion was seconded by Mike Jones and the motion passed.

2. Proposal to review and update FPHOA: By-Laws, Declaration of CCR&Es, Policies and Procedures and Architectural Standards

Randy proposed that the board and various affiliated committees review and update all of the HOA documents. The only ones he did not see as needing updating were the Articles. To facilitate the review, Randy has converted the existing documentation that he would like to see reviewed and updated into Word. They will then be emailed to the board members and representative committee members for their review and proposed changes. Randy said he was also soliciting input from the membership as well and members should email their responses/suggestions either to the association email address, Randy directly, or Steve Williams of the CRC. The ARC has been working in collaboration with the CRC committee on updating the ARC standards. Randy mentioned that both the CCR's and Policies and Procedures had outdated information that needs to be updated. He requested that the Finance Committee, the Roads Committee, and the ARC look at Section 9 of our Policies and Procedures which is the Financial Policy and Processes pertaining to the board and individual committees. Randy also asked for a copy of the Road Study. A discussion ensued as to the details of the paving of the

roads. Randy said he wanted to review it and it should be incorporated into a long-term maintenance plan. A discussion ensued as to who is on the Roads Committee. Mike Jones brought up the topic of paving of the roads as he wanted to create a forum for how to discuss the topic of the road paving. Randy said the Roads Committee should look at Section 9 of Policies and Procedures as it has specifics of the plan along with what previous treasurer Jim Couto had allotted in the budget for the road maintenance. He feels this should be updated and integrated and maybe even be made into a separate section. Mike Jones brought up that each committee should have a board liaison. Randy said that there's nothing that says that a committee needs a board liaison apart from the ARC, the Finance Committee and the Nomination Committee. Randy had already volunteered to be the CRC board liaison. Randy also asked Evelyn Bailey as the administrative assistant to review Section 7 in relation to Records Retention. He also requested that the CRC review section 1 regarding amending and changing documents and section 6 regarding covenants and rules enforcement. The goal is to have the primary documents with proposed changes posted to the website for members to review by 15 days prior to the January meeting (the Annual Member's meeting where the budget is presented.) The board is hoping to discuss and ratify the proposed changes to the Policies and Procedures and the ARC Standards by that time. The proposed changes to the bylaws and covenants will be discussed at that meeting by the board. If the board chooses to adopt the changes that are proposed by the CRC, the board will establish a voting process for the members to vote on those changes. There will be a 15-day review period for the bylaws, the articles and covenants. The Policies and Procedures and the committee charters are approved at the board level and only require a 7-day review period. However, Randy is proposing that all of the changes be available for the 15-day review period. At a minimum, the ARC standards should be available on the website 15 days prior to the January Member Meeting. Bylaws and CCR's would be adopted by the board and then would need to go before a member vote to be ratified. The next meeting date was proposed to be January 26th which would make the 15-day prior review period January 11th. Board member John Peters asked if the board would review the proposed changes to the ARC standards prior to the posting and meeting. Randy said the board could meet separately before the 11th to go over the proposed changes. Homeowner Al Berni asked about the purpose of updating/changing the ARC standards and if it was to stop the modular homes. Randy said that it was not to stop the building of modular homes, however, it was to quantify the standards and remove specific language currently in the ARC standards regarding design. There is a proposal to move the variance approval process to the board, so the community has visibility as to the number and type of variances being approved. It was suggested that if there are a lot of variances being approved, then perhaps the standards of the ARC might need to be changed accordingly. A question was raised about the modular home situation and where it stood. Randy answered since there was potential litigation pending, the board members spoke with several HOA communities in the area regarding their experiences with modular construction. These

communities did not have the same issues with modular construction because their standards are written in such a way as to define what they are allowing to be built. All revised ARC standards will apply to all forms and types of construction, including stick built and modular.

A question was posed from Erin McIntyre on Zoom, asking if there is a board meeting, will it be open to the membership. Randy answered in the affirmative. Unless the meeting is executive session it will be open to the membership.

Paul spoke up at this time and commented on previous agreements and settlements over a 12-year period between previous boards and the declarant, and he feels those should probably be discussed again with the current board in a separate session and made a part of the governing documents. Randy mentioned that he was aware that the declarant can review the ARC standards. Paul also brought up that previous boards had made agreements with the golf course that should be available for new homeowners to review. Mike Jones asked what would happen if the ARC standards were changed but the declarant did not approve of the changes. Randy said the ARC standards and Policies and Procedures were a board level vote although the declarant could review them. The other documents are voted on by the membership and the declarant also can vote on them. A discussion ensued as to who the declarant was. Paul said that there were two different companies that owned the PUD and had the right to negotiate the PUD with the county, (the President is Gary Tharaldson with Paul as the Vice President). He also said there are some declarant rights that were granted to the golf course, which is why they can collect a transfer fee, which is being used for infrastructure (specifically water related issues over the last few years). The declarant itself is exempt from some things under ARC and the declarant tries to work in concert as a partnership with the board.

Randy reiterated that the Policies and Procedures don't need to be approved all at once, as some are independent. Jerry Simon of the ARC committee gave an update as to the status of the review and updating of the ARC standards. He said the fourth draft would be submitted to the CRC committee for review in the next few days. Simon Ward of the CRC committee said that he estimated a two-week review period for them once they received the proposed changes to the ARC standards. Randy said the members would be able to see drafts for review and he reiterated his hopes to have that done by January 11th. Steve Williams called in and acknowledged that he will be available for reviewing the standards once he receives them.

3. Old Business

No old business was up for discussion

4. New Business

Mike Jones talked about Bill.com which is the new option for people that want to pay their dues online. A discussion ensued regarding the amount of annual assessments and whether they should be raised in 2023. The board agreed to keep the assessment at \$425.00 and to make them due 30 days after invoicing. A service fee of approximately \$12 would be collected if the HOA is charged a fee when a homeowner uses a credit card on Bill.com. Further details to follow from Middleton Accounting.

John Peters asked for an update on the old Clubhouse fire and felt that the Board should be involved in communicating with the owners regarding the HOA requirements when it comes to demolition and reconstruction of the burned property. Randy said there's a 4 month requirement in our Covenants for clean up once the investigation of the fire has been finished. To his knowledge, the investigation is still ongoing. Randy said he would reach out to the current owners to communicate with them about the requirements and to receive an update of the process.

Randy reminded the board that a budget needed to be prepared to present to the members in the upcoming January meeting.

5. Committee Updates

Randy asked for any committees who had updates or news to share. No committees had any new business and/or updates.

Randy suggested that we start making use of the calendar for the summer membership meeting as there will be 3 positions up for election and the nominating committee needs to be in place for the summer election. Even numbered years have 2 positions available, odd numbered years mean 3 positions available (2023).

6. Next meeting date

January's meeting date was set for Jan 26th at 5:00 p.m.

7. Selection of Officers for the Board of Directors

Officers for the Board were selected as follows:

Randy was nominated for President, seconded by Bob del Rossi, motion passed;

Bob del Rossi was nominated for Secretary, seconded by Paul Stashick, motion passed;

Paul Stashick was nominated for Member at Large, seconded by Randy Mathis, motion passed;

Mike Jones was nominated for Treasurer, seconded by John Peters, motion passed;

John Peters was nominated for Vice President, seconded by Randy Mathis, motion passed;

Board liaisons for the committees were appointed as follows:

Mike Jones is the liaison for the Finance and Welcome Committees;

Randy Mathis and Paul Stashick will be the liaisons for the CRC Committee;

Bob del Rossi is the liaison for the ARC Committee;

John Peters is the liaison for the Road and Nomination Committees;

8) Questions and Comments

Evelyn read a question from Erin McIntyre over Zoom regarding wanting to know the legal reason for the Executive Session. Randy answered it was to discuss the potential pending litigation.

Barry Zane wanted to know the legal name of the development. Randy Mathis answered that they need to sit down with Paul and determine the status of the legal name. However, at this point it should remain as Fairway Pines as it is listed in conjunction with our current banking and legal documentation until such time as it legally becomes Divide Ranch. John Peters said it should be made clear to the members what the exact name is.

Randy Mathis adjourned the meeting at 6:15 to move to Executive Meeting.