

PINE MEADOW RANCH OWNERS ASSOCIATION
MONTHLY BOARD MEETING
SHELDON D. RICHINS BUILDING
PARK CITY, UTAH
FEBRUARY 21, 2017

In Attendance: Dan Heath - Vice President; Honey Parker, Secretary, Jodi Taylor, Treasurer; Matt Brown (Area 1); Jeremy Jespersen (Area 2); Dustin Kilbourne (Area 3); Robert Walthall, (Area 4); Bruce Hutchinson (Area 5); Roy Parker (Area 6); Tom LeCheminant (Area 7).

Robert Rosing, Outside Legal Counsel; Jody Robinson, Ranch Manager

Excused: Tony Tyler, President

Guests: Tom Deaver, Lot E71A; Chris Price, Architect, G-14; Carey Lutheran, Lot FM-C-71; Leo Moshier, Lot 75; Brian Hobbs and Leann Hobbs, Lot FM-169; Michelle Suitor; Lot G-36; Carolyn Strathern, Lot F-50; Peter Tilton; Lot FM-C-83; Ethan Lamiman, Lot D-158A; Pamela Middleton; Lot FM-D-178; Tom Brace; Lot FM-D-23; Debbie LeCheminant; Lot D-29; Adrian Wilson, Lot D-25A; Peggy Simeone, Aspen Ridge Ranches; Mike Olsen, Lot D-17; Mike Gonzales, Lot D-53; Barry Eisen Lot A3 and E5; Janelle Lavitre, Lot F-17; Katie Porter Maxwell; FM-A7; Amy Wright, Lot FM-G-57

The meeting was called to order at 6:32 p.m.

Approval of Minutes

MOTION: Honey Parker moved to APPROVE the Minutes of January 17, 2017 as written. Bruce Hutchinson seconded the motion.

VOTE: The motion passed unanimously.

Presentation for Jody Robinson

Adrian Wilson stated that the community benefits hugely from the services of Jody Robinson, the Ranch Manager. It does her heart good when she sees Jody coming up every day because his work enables her to get to work and to get back home. As a community, they thanked Jody for everything he does for the Ranch. Members of the community had contributed to a thank you gift for Jody in hopes that he would be able to buy something for himself. Ms. Wilson thanked Jody for all his hard work.

Open Visitor Forum

Someone asked if there was a way to improve posting the meeting minutes on the website in a more efficient manner than three to four months out.

Honey Parker explained that Carol and her office transcribe the Minutes and the Board approves them as a group at the following meeting. Ms. Parker stated that the Board could approve the Minutes online rather than wait until the next meeting following a proper process. She would contact Carol to see if they could make the Minutes available more quickly.

Someone noted that the website indicates that the agenda would be posted one week prior to the meeting but that has not been occurring. Honey Parker replied that Jodi Taylor would be addressing that issue later in the meeting under Communications.

Someone asked about updating email addresses on the website. Ms. Parker stated that it was another item that be addressed under Communications.

New Construction/Additions

Lot G-14

Chris Price, the Architect for Lot G-14, presented plans for a house under 1,000 square feet. The house will be a super-insulated, solar design structure to minimize the total carbon footprint long term. The house was designed to be simple and as efficient as possible. There will be a two-car garage with a carport below, and an upstairs. The structure will be approximately 45' x 25'. The chosen materials are low to no maintenance and blends in with the lot. The roof is a core-tin standing seam roof. The siding is a burnt and charred cedar siding, which creates a resilient layer and requires less maintenance than stained siding. The bottom will be an architectural grade block. There will be exposed steel beams and the screen that wraps it is basically the guard rail. Mr. Price presented photos of the proposed materials and the floor plan.

Carolyn Strathern asked about the roof pitch. Mr. Price stated that it was a 1/12 pitch and he has roofers that will warrant it. It will have a layer of 100% water shield with Drytex on top.

Honey Parker questioned whether the architectural block matched the requirements. Ms. Parker thought the architect would have to reconsider that material. She also stated that the gray color was also a challenge, and suggested a brownish-gray or another earth tone color.

As members of the Architectural Committee, Tom LeCheminant was comfortable with the plans presented. Bruce Hutchings was comfortable with the plans with a modification of the bottom material.

MOTION: Tom LeCheminant moved to approve the plans for Lot G-14 with the adjustments discussed.

Honey Parker asked if the adjustments would come back to the Board for review. Mr. Heath thought the Board should see the exterior colors and material. Mr. Price could send those to Mr. LeCheminant and he would email it to the Board.

Mr. Heath called for a second on the motion. Robert Walthall seconded the motion.

VOTE: The motion passed. Matt Brown abstained.

Ranch Manager Report

Jody reported that the equipment was in good condition. The plow truck was overheating over the weekend. The fan clutch was worn out and he hoped that corrected the problem.

Jody stated that he has been snow plowing and getting ready for the Spring runoff. His anticipated projects are to manage a significant Spring runoff and to repair some of the road signs. Jody noted that the stop sign at the bottom of Forest Meadow Road was gone.

Mike Gonzales, Lot D-53, asked about the status of the gravel. Jody replied that he still had slightly under half, which should last the rest of the winter.

PMMWC Board Meeting Report

The Water Company Board Meeting was cancelled and rescheduled for Thursday, March 9th.

Ongoing Business

Ranch Manager's Assistant

Mr. LeCheminant noted that the Board had voted on hiring an Assistant, but Tony and Jody had not had the opportunity to meet and write up a job description.

Mr. Heath asked if Jody had a preference on someone he thought would be a good Assistant Ranch Manager. Jody preferred that it be someone who does not live on the Mountain, so when they are off the clock they are away from their job.

Someone asked if Jody would advertise for the position. Jody answered yes. He and Tony would write the ad and it would be posted on KSL and in the Park Record. Jody stated that currently Ken Smith was helping him so it was not a problem to wait another month.

Summit County Garbage Removal

Jodi Taylor stated that Kate Wright was going to follow up with Republic based on the discussion at the last meeting, but she was unable to attend this evening and had given her report to Ms. Taylor.

On the issue of the chains and the HOA's offer to split the cost with Republic, the President of Republic stated that although it was a generous offer; however, the chains are not compatible with the trucks. He said that his drivers would chain up to get the trash. Ms. Wright believed that realistically the drivers would not put on the chains. Mr. Taylor stated that Ms. Wright has been calling Republic when the cans are full to arrange a pickup time, and then texting Jody Robinson to arrange sanding and plowing so the truck can get up. She thought that process has been working well.

Ms. Taylor stated that Ms. Wright suggested that if anyone has a major complaint, they should call or email Public Works at Summit County.

Ms. Taylor stated that Ms. Wright will probably be leaving the Mountain, and someone else will have to take over the responsibility of master-minding the trash. Ms. Taylor personally felt that the Ranch was getting big enough to require a management company, and monitoring the trash could be one of their responsibilities.

Ms. Taylor reported that Ms. Wright had arranged for two weekends earlier this summer for construction dumpsters and yard waste dumpsters. She requested that the Board vote on whether or not the HOA could fund those weekends. Ms. Wright also suggested that the HOA pay someone to man the dumpsters on key summer weekends, because having Summit County manning the dumpsters is a long term solution.

Honey Parker noted that at the previous meeting Ms. Wright had said that part of what Summit County offered included somebody to monitor the dumpsters Thursday through Sunday in the summer, and key holiday weekends. Ms. Taylor replied that it would not be this summer because Summit County needed to get it approved in the budget, and that would not occur before this summer. If the HOA wanted to take that approach, they would have to pay for it this summer.

Ms. Taylor asked if the Board thought they still needed the extra dumpster that is currently by the mailboxes, or whether they should ask Republic to take it away. Someone suggested that it would be good to have it in case there is a big storm that would keep Republic from getting up there to empty the dumpsters. There was consensus to keep the dumpster.

FMEEF Snow Removal

Amy Wright, Lot G-57, stated that FMEEF funds to plow Forest Meadow started running low about six weeks ago. She held a meeting at her house and they re-organized. Instead of having one person manage the plow fund, they now have a five team committee. Three of the five; herself, Tom and Ethan were present this evening. They also have two new people on the Pay Pal account. Ms. Wright stated that they systematically tried to remove any excuses that anyone had for not paying into the fund. They also have a new bookkeeper who volunteers her time. That went from a paid position to a volunteer position.

Ms. Wright reported that fundraising has been slow. They were able to collect slightly under \$9,000 primarily through mailers, because the email list is outdated. She had sent their information to Jodi Taylor asking her to email that to the Board members to see if they could send an email to the Forest Meadows side on their behalf. Honey Parker stated that she had spoken with Tony Tyler about that issue. Mr. Tyler understood that the use of email at the HOA is acceptable for HOA business. However, since FMEEF is not part of the HOA, Mr. Tyler thought it might be acceptable if someone from the Board or the Area Rep sent out their communication with a disclosure at the top stating that it is not HOA business, but it was something going on in the community and they wanted to make everyone aware.

Someone felt that it was HOA business because it affects roads in the community. He thought the Board could take the position that they were inviting members of the community to contribute to this fund to help their neighbors clear their roads. Ms. Wright noted that the update also asked people to provide their email address if they wanted to be part of this; and that was done as an effort to make clear that it was voluntary. Honey Parker thought the HOA would be able to use emails for this cause.

Bruce Hutchinson stated that this issue affects two areas of the Ranch, and each Area Representative has the responsibility of communicating with their constituents. He asked why each of the Area Reps could not be responsible for communicating this issue to everyone in their area. Honey Parker believed they could; however, she felt email was a more streamlined process. Mr. Hutchinson questioned why it should be on the

Board as a whole when the Area Reps could step up and be responsible for communicating the issues that are particular to Forest Meadow. Ms. Parker pointed out that the email would not be sent to everyone in the Ranch. She was suggesting an email only to the people it affects directly. Someone suggested that they inform everyone on the Mountain of their area plow fund because he was unaware that there was a plow fund for his area until this became an issue. Mr. Hutchinson stated that each area does not have a plow fund, and certain areas do not get plowed.

Mr. Rosing understood that they were only talking about one email. They should have a judicious use of the email list. It is not good politics to be sending people emails all the time. Plowing snow is important and he thought the FMEEF plow system fund was unique and unusual, and he believed that most people on the Mountain have no idea that it exists. Mr. Hutchinson asked why it was unusual because the HOA has the responsibility to maintain access up Tollgate to a central area. This goes above and beyond that and he was unsure why it was considered unique. Mr. Rosing replied that he has never seen an association with this type of setup. Typically, all plowing is controlled by the Association. If there is not enough money to plow everything, the Association collects all the money and makes the decision on what gets plowed. He used Timberlakes as an example and explained their plowing policy. Not every road gets plowed, but it is all controlled through the Association.

Mr. Gonzales asked in other Associations, if the routes that are not plowed regularly by the HOA are privately plowed without a fee structure. Mr. Rosing replied that the roads are just not plowed as much and people have four-wheel drive vehicles or snowmobiles. The less often a road is used, the less often it is plowed.

Mr. Rosing suggested an email to everyone that explains the system, and informs people which road they are part of based on their plat, and which fund pertains to them. He thought informing everyone made more sense than trying to parse it out.

Matt Brown asked Mr. Rosing to explain the value of the Timberlakes situation where the HOA manages plowing, versus the Ranch where two separate groups manage it. Mr. Rosing stated that the downside is treating it like a sub-association without actually being a sub-association. They need to find someone to do the bookkeeping and ask for volunteers. It requires setting up a complete sub structure. A second downside is that from a cost perspective, the more centralized economies of scale the better in terms of insurance and road equipment. Mr. Rosing remarked that the current system on the Ranch is not a problem, but being proactive and very open is a better approach.

Mike Olsen, Lot D-17, thought it was great that everyone was rallying around the Forest Meadow issue because they are all neighbors. However, it was unclear what things

should be made public so they can all communicate with their neighbors and friends, yet the things that should not be made public are made public. For example, some people pay more and others pay less, and because the HOA is a business entity, it is unlawful to make that information public and potentially put people in harm's way. What anyone pays should be kept confidential. Lists are circulated at the plow meetings showing who paid the requested amount, who paid more, who paid less, and who did not pay at all; and that should not be public information. That information should remain with the FMEEF Officers.

Mr. Rosing agreed that personal information is private and they need to be careful not to give it out. He thought the bigger question that needed its own discussion was the status of the plow funds as entities. In response to the previous comment about Officers, Mr. Rosing pointed out that the Association has a Board and Officers. The plow fund is a committee and not a non-profit entity and it does not have a Board or Officers.

In the interest of time and working through the agenda, Dan Heath tabled further discussion until another meeting.

Amy Wright noted that the plow drivers took a 25% cut and they volunteered a number of hours on the last storm. After the last checks that were cut are cashed, they would be at \$19,000. The goal is to have \$30,000 as a surplus. She pointed out that with other storms coming, the fund was getting dangerously low again.

Jodi Taylor handed out copies of the bids that were emailed to the Forest Meadow owners.

MOTION: Jodi Taylor made a motion to give \$10,000 from the emergency fund if necessary in the event of a long treacherous winter; and for Jason to be the plower.

Honey Parker commented on a series of emails that went around since the last meeting where Roy made a motion that the Board discussed it. Roy Parker explained that a few weeks after the last meeting he made a motion that a certain amount be set aside as a contingency should there be the need to utilize it. The vote among the Board members who voted was 6-1 in favor of setting a sum aside. He clarified that it did not mean that the money needed to be spent. Before making the motion, Mr. Parker asked Jody Taylor whether there was money available to set aside for this purpose. In his motion he stated that Jodi Taylor would be the point person to keep the Board informed. The motion passed. Mr. Parker had sent a note to the Robert Rosing two days earlier to ask if the email motion carried any weight. Mr. Rosing replied yes, that the Board could take action by email.

Mr. Heath asked Mr. Parker to reiterate the motion for the record.

Mr. Parker paraphrased his motion, which said that \$10,000 would be sequestered and set aside for Forest Meadows in the case of an exigent circumstance, and that Jodi Taylor would be responsible for disbursing those funds, and she would make a decision with regard to the plow, and she would keep the Board informed and the rest of the Board would stay out of that business.

Mr. Gonzales thought it was a highly inequitable decision by the Board to favor an area of residency that is a minority on the Mountain. Mr. Gonzales stated that there is one document of one study performed on traffic activity on the Mountain, which clearly demonstrated that 90% of the traffic goes up Tollgate Canyon Road into the Pine Meadows area. He noted that 75% of the properties in the Association were Pine Meadow properties; not Forest Meadow properties. Mr. Gonzales reiterated that the vast majority of people traveling go up and down Pine Meadow.

Ms. Taylor believed the study was done in 2008. Mr. Gonzales did not think the date of the study mattered. Others argued that the timing did matter because things have changed since that time. Mr. Gonzales reiterated his point that the vast majority of people travel on Pine Meadow Road and there is evidence to support that. He was concerned that subsidizing a small group in one area. People in other areas, including himself, plow all year free of charge as a matter of self-survival.

Mr. Parker stated that his point in making the motion was how they reached this point and how to resolve it were separate issues. An exigent issue or circumstance brought many people to the last Board meeting, and in order to support the neighbors a sum certain was sequestered to be used if necessary, in order to make sure that the neighborhood emergency would be resolved. A separate issue was how to resolve the issue and fix the problem going forward.

Mr. Gonzales understood Mr. Parker's intent, but they were talking about a fund designated for a small group.

Ms. Taylor noted that the motion had already been passed and they needed to continue with other items on the agenda. Mr. Heath stated that if any Board member wanted to rescind their vote based on Mr. Gonzales' comments, they should do so. Otherwise, the vote would stand. This was a major problem that could not be addressed in 40 minutes.

Mr. Heath clarified that a one-time sum of \$10,000 would be set aside for emergency

plowing in Forest Meadow. He suggested that the Area Reps talk to people in their area to see how they feel about it. He emphasized that this was not about favoring one side over another. The issue was safety for everyone. Mr. Heath stated that this would be discussed in future meetings and everyone was invited to attend. He encouraged as much input as possible from the community.

Mr. Walthall noted that he did not get the email and the vote was taken prior to him being on the Board. He asked if Ms. Taylor would decide who plows the route, and whether the Board would vote on it. Mr. Parker replied that his motion stated that Ms. Taylor would make the decision based on the bids that came in, and she would keep the Board informed.

Mr. Heath asked Ms. Taylor to give the names of those who had applied for the job. Ms. Taylor replied that Hamilton and Jason were the only two. She asked all the plowers to work together as a team, but Hamilton was not willing to do that. Jason has three people on his team and he has more equipment and experience.

Mr. Hutchinson stated that who Forest Meadow hires had nothing to do with this Board. Mr. Heath replied that if they ask the HOA for money, the Board should approve who is being paid. Mr. Hutchinson stated that the Board already approved setting aside the funds, but they should not be involved in choosing who plows.

Honey Parker was curious to know where the money was going, and she was incredibly impressed with how knowledgeable Jason was when he was asked for a breakdown of hours on average. She felt comfortable that it was being run very responsibly.

Projects

Ms. Taylor had started to keep track of things that needed to be done. Since she started the list, she received emails from others requesting that she add projects. Ms. Taylor had prioritized the list and requested feedback from the Board. She read the items on the list as follows: 1) An urgent issue is that the Board's website email addresses are not current. 2) Access to email addresses for the entire community was discussed earlier in the meeting. 3) FEEMF was just voted on. 4) Jody's assistant. 5) Streaming was an item that would be discussed at a later time. 6) Garbage was already discussed. 7) Increasing the length of the meeting and finding a larger room. 8) Finalizing and approving the map. 9) Group dinner. 10) HOA Board Training. Ms. Taylor stated that Robert Rosing had offered to do a training and she personally thought it would be beneficial, particularly since there were new members on the Board. Mr. Rosing stated that when he does HOA training for Boards he focuses on how to make decisions that comport with the legal responsibilities, how to run a more efficient

meeting, email decisions, and a few other issues. He was happy to host the Board at his office whenever it was convenient. 11) How to add something to the agenda. 12) Forming committees to deal with some of the issues. 13) Deciding what to do with the \$5,000 contribution from Doug McAllister as part of the Deer Meadows agreement. 14) Creating a calendar. 15) Forming an election committee in the summer for the next election. 16) Scheduling a budget meeting earlier in the Fall. 17) The audit was not complete or signed. 18) Whether or not to do a newsletter. 19) A handbook for new residents. 20) The CC&R project. 21) Street signs. 22) Fences on the mountain. 23) The issue of fining people for blocking the road.

Ms. Taylor noted that these items were not intended to be discussed this evening. If anyone had additional items, they should contact her and she would add them to the list.

Communications

Ms. Taylor noted that the Board email addresses do not work. For example, if someone clicks on "Treasurer" it goes to somebody else or it does not go through at all. Honey Parker stated that she and Carol have been working on this issue. The people who are hosting the website originally did the emails. It was set up by Hutch Foster and the passwords that Mr. Foster had no longer work. Ms. Taylor asked if it was possible to go to gmail addresses. Ms. Parker stated that they were paying for the website service and they needed to get new email addresses and start over. Dustin offered to be in charge of updating the email and asked Mr. Jespersen to help him. They would look into what needs to be done and report back to the Board with a recommendation. They would get passwords, look into the hosting company, and repair what exists now.

Ms. Taylor talked about communicating with the community. She thought they should get away from Facebook. It is a good social tool but it should not be used for Board activity and decisions. Ms. Taylor thought they should use email to communicate with the community. Another option is to use a professional company that hosts HOAs. It has websites, emails, bulletin boards, calendars, and surveys.

Carolyn Strathern noted that she has worked with HOAs a lot in her career, but this is the first time she encountered an HOA that did not readily share member's emails. Mr. Rosing recommended that the Board adopt an email use policy; recognizing that some people get annoyed when their email is shared and they get bombarded with emails. However, he did not think they should go too far in the other direction where no emails can be sent because that is how people communicate.

Ms. Taylor thought a month in between meetings without communicating during that time was too long and too many issues get lost. She suggested that the Board have a

conference call two weeks after the Monthly Board meeting. Mr. Rosing stated that the Board could conduct a meeting by phone.

Ms. Taylor commented on streaming. She noted that a lot of people want the meetings streamed, and she asked about the legality of doing that. Mr. Rosing stated that there is no legal obligation to stream a meeting, but there was nothing to prevent them from streaming a meeting. Ms. Taylor asked how they should do it. Mr. Rosing replied that streaming should be included in whatever method they use to announce a meeting. Ms. Taylor asked if there was a way to control who watches it. It was pointed out that the Board meetings are open so it should be assumed that some people watching may not be owners.

Ms. Taylor summarized that they can stream, everyone favors streaming, and they have the equipment to do it. She would set it up by the next meeting to be on the website.

Mr. Heath noted that there were a number of comments about the Board not releasing the financial information. He had asked Carol to send him the budget for last year and the projected budget for this year. He asked if there was any reason why the budget could not be posted on the website. Mr. Hutchinson stated that if the information was only for property owners it should not be on the website because that makes it accessible to anyone. He pointed out that the budget information is released every year and everyone has access to it at the Annual Meeting. Mr. Rosing explained that a professional service will set up a system to allow owners to create an account so certain information on the website can remain private for members with a login. Streaming could also be done in that manner. Mr. Heath asked if the Board thought this needed to be explored further.

Mr. Hutchinson thought the owners should have access, but he questioned why people were not attending the Annual Meeting where the budget is presented. Mr. Rosing stated that whenever someone requests to see the budget they should be given that information as long as they can verify that they are an owner. Someone asked about giving the information to a perspective buyer who wants to know that the HOA is sound. Mr. Rosing replied that the current owner would have to email and request that information.

Robert Walthall wanted to know who holds the current email address list and how they would get it. Mr. Heath clarified that in the past people would try to obtain the email list for other reasons, which is why they are hesitant to give it out. Mr. Hutchinson believed they all, as board member and reps, have a responsibility to know who they are giving the information to and why.

Monthly Budget Review

The Board reviewed the unpaid bills detail.

Ms. Taylor questioned the bill from Clyde Snow and Sessions, which was for Ted Barnes, the HOA attorney. She suggested that the Board think about overlap and cost savings when Mr. Rosing was attending the Board meetings. Mr. Heath thought they should hold the check for Clyde Snow and Sessions until they find out what the charges were for. Ms. Taylor noted that the bill was itemized and most of the charges related to the new fire station. Mr. Rosing stopped Ms. Taylor and advised that her position was to present the bills only and she should not evaluate or read the itemization in open session. If the Board wanted to discuss the bill, they could do it at the end of the meeting.

MOTION: Bruce Hutchinson moved to approve paying the unpaid bills as outlined, with the exception of the bill from Clyde, Snow and Sessions pending further review. Tom LeCheminant seconded the motion.

VOTE: The motion passed. Two Board members abstained from the vote.

Assignments

Honey Parker would contact Carol to see if the minutes could be posted on the website sooner.

Roy Parker would work with Robert Rosing on governing document review.

Miscellaneous

Mr. Heath understood a number of people would like him to resign from the Board. He clarified that he was not going to resign under these circumstances. He has asked Mr. Tyler for a full hearing on all accusations made against him. He asked that they be submitted in writing. If the Board finds that he is in any way at fault of wrongdoing, he would consider resigning immediately. If they find that he has done nothing wrong, he would like some apologies.

Honey Parker stated that to avoid a witch hunt, anyone with a complaint should send it in writing to Tony Tyler and cc her and their area rep. Everything received would be compiled and considered by the Board.

The Board adjourned the regular meeting and moved into closed session.

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The meeting of the Pine Meadow Owners Association Board adjourned at 7:50 p.m.
