

Regular SELOA Board of Directors Meeting Minutes

May 27, 2021 6 to 8 pm.

Sheldon Richins Building, 1885 W. Ute Boulevard, Park City and Via Zoom video conference.

Approved 7/29/21

1. 18:09 Call to order and roll: in person: President Roger Bitner, VP Naomi Williams, Secretary Lucy Jordan, Directors Rosie Moore, Justin Bitner. Remote: Treasurer Ralph Brown, Directors Casey Brown, Steve Cuttita, Megan Robinson. Two lot owners in attendance in person, 8 lot owners in attendance via Zoom video conference
2. Secretary report
 - a. Rosie Moore moved to approve the minutes from the March 25, 2021 board meeting. Justin Bitner second, all approve.
 - b. Jordan seeked guidance on how to notify members of board meetings. Decided to send notice to everyone 2 weeks prior with video conference link and location.
3. Treasurer report – Ralph Brown. See treasurer’s report. \$100,400 in checking account. Still need to pay \$27K to BRRRA. Reserve account \$37K. Savings \$11K which is up \$10K from last year. 2 lots have unpaid dues. May need to lien one soon. Expenses. \$7100. Gates. Legal \$4000. Have paid insurance.
4. Committee Reports
 - a. ACC Report – Rosie Moore. Little new activity. Committee very busy but no new projects or problems to report. Moore requested everyone slow down on roads.
5. Old Business
 - a. Bitner Ranch Road Agreement renegotiation. New board owes BRRRA a reply to their request to renegotiate the agreement. Was on hold until after the new board was in place. Roger Bitner and Justin Bitner will negotiate with BRRRA. Jordan to send Roger and Justin the email correspondence between the BRRRA and former board.

- b. Weed spraying: Matt Wilkin lot 59 expressed interest in helping out next year but cannot this year. Some discussion if we could pay a resident teenager or other resident to do the spraying. Ralph Brown noted that if SELOA pays anyone, then the HOA may be liable for injuries sustained while they are doing the work. Robinson suggested each lot owner do their own. Roger Bitner replied that we have tried that in the past and didn't work. We are required by the County to control weeds. Jordan suggested we hire a professional. Casey Brown to get a bid to have a landscaper do it. Jordan to send Casey the info Brian Tiley has provided that will help a contractor complete an estimate.

6. New Business

a. Roads.

- i. Extending buried water line valves: Many of our water line valves are buried under rotomill. Casey Brown, road committee chair, met with Ryan from Mountain Regional Water. He said the 10 on lower Kimball Canyon Road are the highest priority and will be the most difficult to extend due the thickness and pavement-like nature of the rotomill. Brown got estimates from Precision and Aarrow Landscaping ranging from \$7000 to \$10,000. See slide. Justin asked if quotes include everything and are approved by Mountain Regional. Casey: Yes except Aarrow's does not include quikrete concrete collars. Mountain Regional may help us on the easier and shorter valve extenders but not on these on lower Kimball. Jordan voiced concern about doing this work on Kimball when we have several major builds going on with heavy construction traffic on Kimball. Roger suggested that we fix the valves that tie into the main line and not the fire hydrants since the main line ones are more critical. Casey to look into which valves are most critical.
- ii. Concrete pile: Justin Bitner reported that the paving company would take it but we would have to haul it. Dan and Julia Camp lot 8 would take it but would ask \$2500 from SELOA

to help cover the cost to have Ed Byer haul. Camps can take it immediately for a terrace project they want to do, but they are not certain they could take it all, although Ed thinks they will need it all for their project. Rosie Moore said they would need to get ACC approval for a project of that size. Elke Touchette lot 2 comment via chat that we need to have a contract in place.

- iii. Justin Bitner: Brian Bitner has a contact in Goshawk that has fill and will pay to haul it to where we need it. Justin suggested that widening the very narrow sections of Upper Cove might be a good use for the free fill because sections are narrower than the 20 feet requested by the fire department. They estimate it would take 75 to 100 loads. Justin owns a lot of the land that would be affected. We could use this as a template for how to do road projects correctly, gaining all impacted lot owners' support in writing with a plan in place before work begins. Roger: we need to know where we are going before doing any work. Ralph Brown: we would need lot owner approval in writing. Lucy Jordan: We would also need board approval and may need a grading permit. Roger thinks we need a survey before we do anything. Casey Brown: we need lot owner approval and an engineered plan. Justin: This could be an example of how to do things with a clear understanding of what is to be done by all parties.
- iv. Casey Brown: Dave Packham lot 75 put in a \$11,000 request for reimbursement to pave a section of Cry Baby Rd. Request for gravel on Hailes Loop to combat the mud.
- v. Road committee formation and function. Casey Brown asked: how should this work? Road com duties? Get bids? Bring to board? Board vote? See slide. Requests are coming in and we need a work flow. Should not accept free rotomill because of hidden costs.
- vi. Roger: not getting rotomill because we have more problems. The slide on Lower Cove needs fill. Justin suggested that is where the fill from Goshawk could go. Roger said it

wouldn't take much fill but takes high quality fill and expertise to place it **Casey Brown to investigate and ask a contractor for an estimate.**

- b. Fire committee proposed 2021 plan for approval: Drew Jordan chair: Proposed gate at south end of North Church Road at our emergency egress route ~\$1535. Remaining to be given to first 10 lot owners that document increasing emergency vehicle access on SE roads by cutting back vegetation. Any remaining funds go to reimbursing lot owners for fuel reduction. See slide. Justin: trying to create a culture of fire awareness so he is in favor. Justin moved to accept the proposed plan to spend the fire budget. Williams second. All in favor.
- c. 7:14 Bylaws implementation
 - i. Rosie Moore: concerned that: 1. the restriction on blood relatives from serving on the board and restricting the number of votes to a limit of 3 no matter if you own more than 3 lots could open us up for legal challenge, and 2. some provisions make it difficult to run the board, specifically, chairs of committees have to be directors, and 3. there is no rules and fines structure. Rosie propose to form a committee to work on them to get them to a place we can all agree on.
 - ii. VP Naomi Williams reported on a phone call and email response from HOA counsel between her, Roger, and the HOA attorney Ben Leiberman. Attorney recommended that limiting votes to 3 could be challenged in court. He did not have precedence, but it is standard in HOAs that if you pay dues you get a vote. The blood relatives restriction is discrimination and could open us up to legal challenge. We have passed them so they are in effect, but we can amend them before recording. Roger talked about the history of the 3 votes max rule. Williams: the recommendation from the attorney was to amend and then record. The attorney would rewrite the bylaws and add a rules and fines document for \$3000. Robinson: they are in effect so should we start implementing them and the

board is in agreement there. We agree that we should take a look at a few of these issues. Can we agree to form a committee and look at those issues but in the meantime honor the bylaws that were voted in by the community? Justin: he cannot be party to the parts of the bylaws that are discriminatory. Has already had his attorney look at them and believes there are grounds for a lawsuit against the HOA. We can proceed with implementing the parts that are not going to harm the HOA. Robinson: how did we get here? Justin: there were 5 votes against putting them up for vote and 6 in favor so we were a split board. Rosie Moore: the board did not manage this process well. The board should have given the committee guidance and had regular meetings. Casey Brown: remembered that the first time the attorney looked at the bylaws he didn't have a problem with the blood relative clause and why were only Naomi and Roger who are against the new bylaws, on the call with the lawyer? Williams: we were following the new bylaws and we just asked the lawyer to look at the articles that were brought up in the meeting. Ralph Brown: 1 board seat represents over 11% of the vote on the board and no family owns over 5% of the lots. In a lawsuit, you need to show damage, and that would be difficult. If we allow Justin and Casey to serve out their terms because they were elected under the old bylaws, then we have some time to address these issues and no one will be damaged by having to step down and there will be no basis for a lawsuit. Jordan pointed out that the bylaws vote was very close, 22 in favor to 17 opposed, and that we should work toward bylaws that are better. Robinson: moved to keep blood relatives on and look at amending these this year. Roger commented that there are 17 lots owners that would be affected. Casey Brown: we shouldn't be representing our interests as a family, we should be looking for broad representation. Justin Bitner: the blood-relatives rule is self policing. Members will vote out too many members of one

family. Jordan: we elect the board, and if the lot owners want to elect several members of the same family because they think that those people will run Stagecoach the best, then we should honor those votes. Justin: \$3000 to Ben Leiberman is money well spent to get a concise document. Steve Cuttita: Justin and Casey are valuable members of the board and should be able to serve out their terms. Agree with those board members that think there should be changes and can also sympathize with board members that think they should be implemented as they were voted on. Was on the board and voted to put them out but in hindsight thinks we got ahead of ourselves. Agrees that we should form a committee to amend a few things. We agree on more than we disagree on. Ralph Brown: if we are putting together a committee for bylaws, should we also look at CC&Rs? Moore, Cuttita, Justin, and Roger: just tackle bylaws and rules. Talk about forming a new committee. Mike Garbet chair? Engage attorney? Jordan: hesitant to engage attorneys and rack up fees. Justin: has given us a project budget of \$3000. Casey Brown stated a comment on the Zoom chat by Elke Touchette: are we just bypassing the existing committee that put in a lot of time on these documents? Williams: the committee did their job and the bylaws were voted in. Moore: typically committees are dissolved after their function is done.

7. 7:47 Open time for comment

- a. Cara Murphy lot 70, bylaw committee member, commented on lack of response from the board before voting to put them to membership vote. Stated that the board had ample time from February 22 to April 8 to comment and only comments were Justin's about hunting.
- b. Elke Touchette lot 2 current committee chair feels thrown under the bus because she was not put on the agenda. Which version of the documents was given to the lawyer? They are fantastic documents. Feels that board members did not due their fiduciary duty. Feels like the effort was

sabotaged. If these documents need revisions then she is willing to work on them but majority rules and they passed. Blood relations are a problem on nonprofit boards. Addressed Rosie, and Justin specifically and accused the board of not running the annual meeting properly.

- c. Scott McClellan lot 29A The attorney was given all the documents and he repeatedly came back with problems and those were communicated to the committee. The board has come up with a plan and it is not constructive to tear it down. He is willing to help get a document that works for the community.
- d. Cara Murphy lot 70 wants to know who is paying for the valve extenders and how many loads of rotomill will go on North Church.

8. 8:00 Adjournment: Williams move to adjourn. Moore second. Meeting adjourned.