

Regular SELOA Board of Directors Meeting Minutes

Thursday July 29, 2021 6 to 8 pm. Approved 9/23/21

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

1. 18:05 Call to order and roll. Present in person: President Roger Bitner, VP Naomi Williams, Treasurer Ralph Brown, Secretary Lucy Jordan, Directors Rosie Moore, Justin Bitner, Casey Brown, Megan Robinson. Not present director Steve Cuttita. Three lot owners in person and several via Zoom video conference.
2. Secretary report – Lucy Jordan
 - a. Board actions since last meeting: 1) voted via email (5 yeas, 0 nos) to hire weed spraying contractor, 2) voted via email (7 yeas, 0 nos) to implement a No Outdoor Fires policy, 3) sent contract to Camp's (lot 8) for removal of concrete pile at intersection of Lower Cove and Kimball but they have decided it is cost prohibitive to have Ed Byer place the concrete where they wanted it, 4) attempted to hold a special meeting on the new Bylaws but not enough people attended so the meeting could not be called.
 - b. Motion to approve minutes from May board meeting. Rosie moved to approve. Justin second. All in favor. Motion carries.
3. 18:08 Treasurer report – Ralph Brown. Bank balances and Actual vs Budget: see slides and report. Payment from LDS Church for contribution to road maintenance received \$2800. Peak Radio Communications quarterly payment received. Anyone can get copies of this via email to Ralph. Weed spraying was not in the budget but no one volunteered so we had to hire it out. \$903.
 - a. Final notice for late payment of annual dues sent to lots 21 and 93. Ralph talked to Holiday lot 93 yesterday. Ralph reported that Holiday's position is that there is no way he going to pay dues. He believes his lot is not part of the HOA. But he is willing to pay road

maintenance and we could work it out for him to pay \$500 for past years and \$750 going forward. Good conversation. Holiday said he has two separate lots, one in Summit County (~5 acres) and the rest in Morgan County. Roger Bitner outlined some of the history of this lot. We have a lot of documents that support our position that he is in the subdivision. Ralph motion to lien lot 21 Burr property if payment for late dues is not received within 15 days and hold off leining Holiday until we decide how to proceed but continue to invoice lot 93 yearly for dues and late fees. Lucy Jordan second. All in favor. Motion carries.

4. 18:25 Committee Reports

- a. ACC Report – Kathy Borden chair via Zoom. Not a lot of change. 16 projects going on right now. Lot 47 has been approved for a barn to be completed in September. Lot 15 recommended repair of culvert, was done, then will release deposit. Remind contractors of fire hazard. Roger asked about the 70 foot setback from the front property line. ACC is being strict. Rosie Moore note to Ralph Brown that the ACC is soon going to approve release of lot 15 and lot 119's deposits back. Discussion on why we need fines.
- b. Fire Committee Report - Drew Jordan chair presented by Lucy Jordan. See slides.
 - i. One lot owner is refusing to abide by the No Fires rule.
 1. Megan Robinson called the fire chief. There are new rules this year: have to have live pressurized water and the fire ring has to extend 18 inches below ground. \$550 fine. Don't call the fire department. Call the Summit Co sheriff.
 - ii. Swing gate on the SW end of North Church has been built. Waiting on excavator and concrete.

- iii. Drew and several lot owners met with Tollgate Fire Committee chair Nolan Mitchell to discuss and walk our mutual emergency egress routes.
- iv. 4 lots are doing forestry management and/or fuel reduction projects
- v. Several lots are applying for the \$200 clean up grants

5. 18:50 Old Business

a. Bitner Ranch Road Agreement renegotiation progress -

- i. Roger and Justin Bitner had a constructive conversation with Patty Winterer, manager of the BRR Assoc. Renegotiation of the BRR agreement, required every 7 years, was due Feb 2021. There are only 3 voting members of the Assoc - Stagecoach is not a voting member.
- ii. In 2022, the County intends to redo the first mile of Bitner Ranch Road, making it wider, adding a bike lane, and ending it with a roundabout at the connection point to the continued private part of BRR near the N end of the Bitner Ranch pasture. BRRRA will redo the road from the end of the new County portion but will keep it the same width as it is now, but work on a couple of corners that have restricted sight lines. National average of road maintenance cost went up so our annual cost went up by \$500 due to that. We won't be paying for the road redo. BRRRA intends to keep BRR the same width as it is currently but take the surface all the way down.
- iii. Glenwild, Preserve, Goshawk all interested in better signage for emergency egress.
- iv. Winter maintenance was not addressed.
- v. Discussion on bikes. Rosie Moore requested that we ask if we could get a gate at the end of the county road. Justin Bitner says we could ask.

- b. 19:00 Roads - Casey Brown chair: See slides
- i. Aim is to have a physical and financial 3-year plan for roads, legal decision on easements, and engineering by the end of the year.
 - ii. Outlook for this year: treat as a prep for next year. Plan to get ready for the coming years.
 - iii. Propose to hire a road work consultant - Tim Beal from CME Transportation Engineering Group \$2,000 - \$5,000 for services of a 3rd party professional consultant to help develop a 3-year detailed plan for roads. Incorporate this 3-year plan into a budget. They also have easement services. Casey will confirm what services are provided with the consulting company.
 - iv. Easements - have \$9000 in the budget to get a legal opinion on the easements. Justin Bitner is of the opinion that if all lot owners that are affected by road work are in agreement, have a plan in writing, have grading permit if needed, and Board is in favor, the parties should be able to do the work. Rosie Moore: what are the major easement issues? Answers from the group: Width of R.O.W., where is the R.O.W. measured from, location of easement, what can we do on the R.O.W.s (park?), are the roads prescriptive easements or do we have the full R.O.W. to do road work. Scott McClellan recognized: He thinks we either need to push the issue with a lawsuit or go out to knowledgeable attorneys. Scott's recommendation is to spend 1-2 hours with an attorney where the easement is and what can be done. Justin Bitner pointed out that even if we have a lawyer's opinion, someone can still challenge us. Casey Brown would like to push to get this legal opinion before the end of the year so we can incorporate it into the

road plans for next year. Roger Bitner pointed out that there are many lots that have their lots surveyed and we could go ahead with work.

- v. Water valve extenders. Casey recommends we do the 10 valves on lower Kimball because that road is very stable and the mains are likely going to get rotomill next year so wait on those. James Stevenson via Zoom, who has been helping Casey on the road committee, stressed that the Board needs to proceed with a legal opinion on the road easement so we don't miss the opportunity for rotomill from the county's BRR takeover remodel. Justin Bitner moved to increase the budget for extending water valves from \$4000 to up to \$10,000. Rosie Moore second. All in favor. None opposed.
- vi. Justin Bitner moved to conditionally approve \$2000 of the road budget for the road consultant to give us an evaluation of our roads contingent on a report from Casey Brown and/or James Stevenson on what we get for that price. Lucy Jordan second. All in favor. None opposed.
- vii. 17:35 Easement opinion circle back. \$9K in budget. Fred T suggested focusing on the 50-ft existing roadway part of the governing document. Stevenson asked if Lieberman could be engaged because he has already done the legwork. Scott McClellan answer: Lieberman is familiar. Have active litigation going on right now on this issue so it is difficult. Stevenson asked if a legal opinion has ever been presented to the membership? Scott McClellan: Lieberman could give a written opinion pretty inexpensively because he is familiar with the documents. Need a definition from an attorney because we are wasting a lot of collective effort and community angst arguing about this. Lieberman said that the law is written in favor of the HOA Boards because they know it is lay people trying to

run the organizations. Justin Bitner proposed to form an easement committee to work with the attorney Ben Lieberman. Scott McClellan chair, Megan Robinson, Casey Brown, and Fred Truillo to be on the committee. Rosie Moore second. All in favor. None opposed.

viii. Roger and Justin Bitner proposed best practice: have written agreement between lot owners, surveyed if needed, go ahead with work. Discussion that road work should be in the 3-year road plan.

c. Bylaws amendment and Rules and Regulations document.

i. Lucy Jordan sees three options: 1) record at Summit and Morgan Counties and be done with the bylaws, 2) hand current bylaws and draft Rules document to an attorney and let him modify, then put them to vote to the membership, 3) we try to amend them in house. Discussion to remove option three due to too much discord in the community if we do it ourselves. Lucy Jordan stressed that we need to get this done before next year's election. Megan Robinson: why not just record them so that we honor the vote that was held, then this goes away. Justin Bitner: if spending \$1200 to record them quiets the two lot owners that are threatening legal action, then he is in favor. Lucy Jordan is against recording them until we can amend them because thinks that having two more sets of bylaws on the books within a short time frame, in addition to the two that are already recorded, is confusing for lot owners and a waste of HOA money if we are going to amend them soon. Justin Bitner is ok with not recording them if we are actively working on amendments as expeditiously as possible. Scott McClellan suggested we engage an attorney for advice to ask if we should record them or just go ahead with amendments soon. Naomi Williams said that

attorney Ben Leiberman already said what we should do is move forward with the amendment and record the document passed in April along with the amendment. Ralph Brown: amendment would still have to be voted on by membership.

- ii. Rosie Moore moved to engage Leiberman to look at our old bylaws and new amendments and the Rules and Regulations draft to craft new bylaws ASAP. Megan Robinson agrees as long as we can hire someone this year if Leiberman is not available. Naomi Williams second. All in favor. None opposed.
- iii. Lucy read into record part of an email she wrote this afternoon in response to a notice to comply email from Tim Charlwood and Elke Touchette received June 23, 2021 with a follow up email on July 27.
 1. In response to the demand that the Board comply with the new bylaws and accusation that we are selectively implementing certain provisions of the Bylaws and not other provisions, Jordan wrote, "We are in compliance with the new bylaws as agreed to at the end of the annual meeting where the board stated that we may need some time to bring the board into complete compliance with all the new rules. After thought and discussion, we decided to allow two board members who are related within the 2nd degree of consanguinity to serve out their terms. Our reasons are: 1) One member, road committee chair and director Casey Brown, was elected in 2019 to a 3-year term. The second member, treasurer Ralph Brown was just re-elected in April under the election rules of our 2010 bylaws. The membership overwhelmingly re-elected Ralph as treasurer by 66 votes knowing both Browns had been serving simultaneously for a year and knowing Casey had another year left on her term. The bylaws with the new prohibition on blood relatives passed

at that same meeting with a vote of 22 yes, 17 no. Those two votes are in direct conflict and the board has decided to honor the vote that had more support: Ralph as treasurer. 2) The board is acting in the best interest of the HOA in keeping the road committee chair in place during our busy road season. Selecting a new road committee chair would be confusing for the contractors and vendors with which Casey has built a relationship. It would also be difficult to find a competent and willing volunteer to serve for only 7 months until the Road Committee chair is elected in February 2022. 3) The board wants to avoid having to select a new treasurer or road committee chair/director without the benefit of a membership vote. 4) The new bylaws state that 2022 is the first election in which the Road Committee chair is to be elected instead of appointed by the president. The board thinks it would be counterproductive to choose a new road committee chair only to have that person potentially not be elected in February 2022. The board feels it is in the best interest of the HOA to have a 10-month grace period on the blood relatives rule in order to keep continuity of the board through the road season and honor the votes of the membership in the election. We have decided to let each of these duly elected board members serve out their terms; Casey's is up in 7 months."

2. In response to the question whether the bylaws have been recorded. Jordan wrote, "The bylaws have not been recorded. The board has decided to wait until we decide if we are going to try and amend them this year before we spend the ~\$1200+ to record them only to do it again if they are successfully amended. They are on the Stagecoach Estates website and have been emailed to all lot owners, including any new lot owners that have purchased after the April annual meeting. The HOA attorney said they are in effect even if they are not recorded because

they were voted in. The 2010 bylaws were passed in February 2010 and not recorded until August 2010, so we are not out of the ordinary on a recording timeline.”

- iv. Naomi Williams suggests in the future we just reply with “we disagree”.
- v. Rosie Moore pointed out that Roger and Justin Bitner are related by greater than 2 degrees of consanguinity and are therefore not required by the current bylaws to step down.

6. 20:15 adjourn

Zoom Attendance

| Name (Original Name) | User Email | Total Duration (Minutes) | Guest |
|----------------------|--------------------------|--------------------------|-------|
| SELOA BOD | seloadirector3@gmail.com | 144 | No |
| Shane Richins | | 144 | Yes |
| katherineborden | | 137 | Yes |
| Stream Dx | support@streamdx.com | 36 | Yes |
| Mike's iPad Pro | | 133 | Yes |
| James | | 27 | Yes |
| Coopers Management | info@coopershoa.com | 82 | Yes |
| CHB | | 66 | Yes |