

MINUTES OF THE REGULAR MEETING OF THE BOARD OF DIRECTORS

Date/Time: **Wednesday, April 20, 2022**

Call to Order. Roger Bitner, the president, called the meeting to order at:

1. Roll Call.

1.1. A quorum was present with the following directors in attendance virtually

Roger Bitner, President	Elke Touchette, Secretary
Ralph Brown, Treasurer	Naomi Williams, Vice-president
Megan Robinson, Director	Rosie Moore, Director
Kathy Borden, Director	
Fred Trujillo, Director	

1.2. The following director was absent: Brian Tilely, director, Ralph Brown, Treasurer

1.3. The following lot owners were in attendance: Wim & Suzanne De Jager (Lot 1), Scott McClelland (Lot 42), Michael Fisher, Jennifer & Chip Garner, Brianna Allred, Jucy and Drew Jordan (Lot 108), the Bacons (Lot 99), the Merricks

2. Secretary: Approval of Minutes. The minutes of the:

3.1.22 **Annual Lot Owners Meeting Minutes** were read and approved as submitted by Lucy Jordan, prior Secretary. All approved.

3.30.22 **Regular Board Meeting Minutes** were read and approved as submitted. All approved.

3. Secretary Report/Suggestions

- **Questions on Bylaws to Ben Lieberman**

TOUCHETTE: 1. Page 5, Article 2. Objectives, 3rd paragraph. "These Bylaws shall bond and prescribe rules for the betterment of the Lot Owners." I am not familiar with any bylaws that have this kind of clause in them. Please advise.

LIEBERMAN RESPONSE

"These Bylaws shall bond and prescribe rules for the betterment of the Lot Owners." This is a general statement of intent and purpose of the bylaws, merely stating that it binds the lot owners and is supposed to benefit them. There isn't much substance to it."

TOUCHETTE: Page 9, Article 7. Meetings of Lot Owners, section (d) Approval of Minutes. "The minutes of the annual membership meeting shall be approved by the Board of Directors on or before the next regular board meeting." Until this amendment of the Bylaws, SELOA lot owners/members approved all minutes of an annual meeting at the next annual meeting (for decades). Is this legitimate? How do the lot owners have a voice on whether the minutes should be approved otherwise? This just happened in our recent annual meeting. A Lot Owner requested a change be made to the last annual meeting minutes and that change was approved. I cannot find anything in the Utah Code that addresses this. Please advise.

LIEBERMAN RESPONSE

"The minutes of the annual membership meeting shall be approved by the Board of Directors on or before the next regular board meeting." Generally, board minutes are approved by the board. Individual lot owners do not have a right to have input on the minutes unless provided by the bylaws. Either way, the bylaws control."

TOUCHETTE: Page 16, 8.7 Meetings (Board of Directors), section (c) Quorum and Manner of Acting: Four (4) Directors, which shall include at least one officer, shall constitute a quorum for the transaction of business at any meeting of the Board of Directors. Whosoever was responsible to proofread the amended bylaws prior to the vote neglected to change the requirement from 4 to 5 members. How do we resolve this? Do we have to send another amendment out to the lot owners/members to get this approved?

LIEBERMAN RESPONSE

Amendments to the bylaws need to go through the approval process contained in the bylaws. If you want to change the number from four to five, yes, there must be a formal amendment, even if you assert it was a mistake.

- **Touchette proposed SELOA hire a bookkeeper to assume the functions of Treasurer. Defer to Megan Robinson's HOA Management Company presentation.**
- **Attorney Ben Lieberman's responses to questions on Bylaws above: Motion made by Rosie Moore: we are going to behave that a majority of the board constitutes a quorum for purposes of voting. Touchette said Ben Lieberman should be consulted as to whether a board vote could override a stipulation in the Bylaws. Five (5) board members voted for. Touchette abstained.**

4. Treasurer Financial Report.

- 4.1. See attached financial statements and reports that Ralph submitted to the Secretary for this board meeting. Secretary shared with Board members in Google Drive. Secretary stated she is still concerned that the board is not getting Quickbooks time-stamped balance sheets. Ralph was absent **so could not approve**. Touchette voiced Ralph's suggestion to have Lynn Steging do Audit.

5. Committee Reports

- 5.1. ACC Report – Kathy Borden. She requested Rosie and Vince to get back to her by 5.15.22 to have something to present at the board meeting in May with regards to ACs revision.
- 5.2. Road & Gates – Fred Trujillo presented.
- Make roads safer.
 - Safe width: 26-33 ft in width.
 - He wants to focus on the drainage ditch on Basin S-Curves. Megan, where are we with the plan Casey presented at the Annual Meeting? She put a lot of work into her work on roads. We need: Workflow, surveys, county, etc. He said he has all that ready to go once he gets his committee members and presents to the board. Lucy said Casey Road plan in Google Drive. Touchette will share with Fred in GD. Fred said Chip Garner will chip in his time and equipment to help with repairs on Upper and Lower Cove Roads. Rosie said Casey was working on that but they have held off because there is a lot of construction on Lower Cove Road.
- 5.3. Fire – Drew Jordan presented. We are sitting on a powder keg right now in Stagecoach Estates.
- Work with MO Bitner to remove dead brush along North Church Road
 - Road widths should not be less than 20 feet, excluding drainage ditches according to his "fire" contacts.
 - Drew Jordan, Wim DeJager, Gary Auerbach, and Brian Tiley are on the Fire Committee.
 - Jordan asked lot owner, Michael Fisher, who is on call, about completing the gate coming up from The Preserves.
 - Robinson suggested having a community event to clear brush from the road where the lot owner allows it. Drew agrees and thinks this is a great idea.
 - Alpine Forestry cost about \$15K for 4 acres to clear the Jordan's property.

6. Comments by Lot Owners

- Lucy Jordan - Proper notification of board meetings.
- Wim de Jager - Brought up the issue with the buyer of their property and the due diligence conducted by the buyer's attorney. They sold the house. He promotes an HOA company. Comments made by attending board members and lot owners are in board meeting recording.

7. **Identify, Discuss, and Solve Problems**

7.1 HOA Management Company - Megan Robinson presented

Motion to move forward on application process with Sea to Ski and contact Toll Gate Canyon and present at next board mtg in May. All in favor. Vote carried.

7.2 Rules Document and Fines Document will be the first item on the May Board Agenda.

Rules & Fines sent out to lot owners on Feb 3rd, 2022.

8. **Board Member "TO-DO's"**

- Megan will contact Sea and Ski and go through the application process.

9. **Next Meeting Date.** The next monthly Board meeting is scheduled for **May 25, 2022 at 6 pm.**

10. **Meeting Adjourned:** at 8:11 p.m.

The foregoing minutes approved by the Board of Directors on _____, 20____.

Elke Touchette, Secretary

SELOA ACC COMMITTEE

Email: acc.selo@gmail.com

KATHY BORDEN, CHAIR

ROSIE MOORE

VINCE HEYD

ACC Committee

Reminders & Update

- **Still having contractor issues trying to take trucks & trailers up on SELOA without ACC approval on winter roads – many incidents causing passage delays – Recent on Basin**
- **ACC Document – revision draft still in committee review**
 - **Address Impact Fees – need discussion**
- **ACC is conducting Pre-Site meeting Virtually, then Site Meetings (on Lot)**
- **Reminder - Adding a garage, barn or structure, Driveway paved(If exceeding 25K, or over 10K (using heavy equipment)? Painting house? – *must get ACC approval***
- **ACC is fielding many calls from prospective buyers - expecting extremely busy building season!**

ACC Construction Activity Report 3/1/2022

ACTIVE PROJECTS – 15 + more expected

- Lot 24 New construction – In-progress Spring/Summer 2021-2022
- Lot 85 New Barn/Garage – Approved - Planned for 2022
- Lot 46 New addition – Approved, in progress, nearing completion
- Lot 14 New addition, Approved, in-progress
- Lot 64 New Construction, Approved, in- progress 2021/2022
- Lot 65 New Construction, Approved, in-progress 2021/2022
- Lot 69 New Construction, Approved, Spring 2021?
- Lot 78 New Construction, Approved, In-progress 2021/2022
- Lot 117 New Construction, plans to begin 2022?
- Lot 55 New Construction, Approved, in progress for 2022
- Lot 116 New Construction, Site visit 9/2021, plans for 2022
- Lot 23 New Constuction, planning stage 2022-2023
- Lot 70 New Barn, pending revised application 3/2022
- Lot 85 New Barn, Approved 3/2022
- Lot 41 New Lot owners, Approved build pending fees 3/22

SELOA Board Of Directors Meeting

4/20/2022

Approved 2022 Budget

	<u>Budget</u>	<u>Actual</u>	<u>Remaining</u>
Income:			
Assesments - Annual Dues and Late Fees	108,000	99,000	9,000
Carryover from 2020	44,000	44,000	-
BRR Winter Maintenance	5,780		5,780
Church Maintenance Contribution	2,800		2,800
Peak Radio Tower Rental	-	2,070	(2,070)
Gate Remote Income	250	50	200
Road Impact Fees from Construction Projects	10,000	3,210	6,790
Misc. Income	-		-
Total Income	<u>170,830</u>	<u>148,330</u>	<u>22,500</u>
Expenses:			
Administration			
Office	600	153	447
Miscellaneous	250	524	(274)
Scan Historical Records	1,200		1,200
Rebuild Savings	5,000		5,000
Liability Insurance	4,394	2,945	1,449
Total Admin	<u>11,444</u>	<u>3,622</u>	<u>7,822</u>
Electric Gates			
Electricity	650	59	591
Gate Remotes	250		250
Install 1 Camera at Each Gate	1,000		1,000
Repair - On Going	5,000	577	4,423
Total Electric Gates	<u>6,900</u>	<u>636</u>	<u>6,264</u>
Legal Fees			
Legal Fees - On Going	10,000	2,390	7,610
Total Legal Fees	<u>10,000</u>		<u>7,610</u>
Total Fire Prevention Projects	4,750		4,750
Road System			
BRR Annual Payment	27,540		27,540
Snow Removal - Gate Areas	5,000		5,000
BRR Winter Maintenance	5,780		5,780
Water Valve Extenders	4,000		4,000
Weed Spraying X 2	2,000		2,000
Road Repair and Maintenance	93,415		93,415
Total Road System	<u>137,735</u>		<u>137,735</u>
Total Expenses	170,829	4,258	164,181

SELOA Board Of Directors Meeting

4/20/2022

Bank Balances as of 03/31/22

4145	Operation Account;	116,871.05
8151	Savings Account:	16,052.35
9704	Reserve Account:	30,765.55
3642	Deposits Account:	33,735.58

Stagecoach Estates LOA, Inc

Profit & Loss

January 1 through April 17, 2022

	<u>Jan 1 - Apr 17, 22</u>
Ordinary Income/Expense	
Income	
Penalty	4,708
Annual Dues	108,000
Building Fees	
Non-refundable Road Damage Dep	3,210
Total Building Fees	3,210
Gate Remotes	25
Late Fees	800
Church Maintenance Contribution	2,800
Uncategorized Income	1,125
Total Income	120,668
Expense	
Administration	
Office	50
Miscellaneous	524
Liability Insurance	2,945
Administration - Other	103
Total Administration	3,622
Electric Gates	
Electricity	29
Repair	577
Total Electric Gates	607
Legal Fees	2,390
Road System	
Snow Removal	5,000
Total Road System	5,000
Total Expense	11,618
Net Ordinary Income	109,050
Other Income/Expense	
Other Income	
Interest Income	1
Total Other Income	1
Net Other Income	1
Net Income	<u><u>109,051</u></u>

04/18/22

Stagecoach Estates LOA, Inc
Customer Balance Summary

All Transactions

	<u>Dec 15, 22</u>
Williams, Brad & Alice	1,100
Sterling, Lance -Lot 27	1,000
Marsh, Joel & Casey - Lot 47	0
Petersen, Jeremy - Lot 13	1,000
Martinez, Justin & Holli #38	1,000
Parker, Rogan - Lots 56, 56A	2,000
Barnes, Bruce & Kristen - 42A	1,100
Burr, Robert & Melanie Trust #21D	6,971
Holiday, Virginia & Kent-93	14,881
LDS Church 1	2,800
Loomis, Dennis & Lisa-TTEEs-14D	0
Pender, Jackqueline 11D	1,100
Smith, Jack & Jo 91A	-18
TOTAL	<u><u>32,934</u></u>

From: **Teri Hoenstine** <thoenstine@seatoski.com>
 Date: Wed, Feb 16, 2022 at 3:58 PM
 Subject: Re: Stagecoach Estates - Base Services
 To: megan robinson <seloadirectormr@gmail.com>

Megan

It was very nice talking with you about the opportunity to manage the Stagecoach Estates HOA. Sea to Ski Property Management is pleased to provide the following proposal:

- Base Monthly Management Fee covers: \$1218.00
 - Prepare and send yearly dues via email
 - Collect yearly dues
 - Monthly HOA utility and vendor bill pay
 - Bank reconciliation
 - Bank deposits
 - Send monthly board meeting minutes
 - Prepare and send quarterly financials
 - Prepare annual budget for board review and approval
 - Annual financial report preparation and distribution to board of directors
 - Assist board with capital reserve requirements and application of appropriate funds
 - Tax and insurance coverage review and payment
 - Receiving and forwarding all correspondence for the Architectural Committee - 2 hours included each month
 - Tax preparation and filing by others
 - Attend annual meeting
 - Draft and send annual meeting minutes
 - Maintain documentation of HOA files
 - Maintain a current list of owners
- ◦ **One Time Setup Fee = \$1,000.00 ** Depending on the quality of the financials****

The items listed below are add on's and will be billed at our hourly rate and will only be assessed on an "as needed/as requested basis":

- Receiving and forwarding any additional correspondence for the Architectural Committee beyond the 2 hours included each month
- HOA past due collection (or any other collection matter). Note: the initial past due notification is included in the base monthly management fee
- Responding to homeowner calls and complaints along with Rules Enforcement and Compliance Response
- Special errand requests = \$65.00 per man hour
- Deal with any and all claims made to/against the HOA
- Special project oversight = \$75.00 per man hour
- Handyman rate (if requested) is \$70.00 per man hour
- CC&R and By Law enforcement, letter writing, phone call or email follow up
- Overtime, holiday or weekend rates for 24/7/365 service is \$115.00 per hour

Scope of Service Description(s) and general information regarding Sea to Ski

- Standard service hours are Monday thru Friday 8 AM to 5PM.
- We are not involved in any current or pending litigation
- Sea to Ski has been in business since 2004 and has an excellent reputation with the local construction trade industry - electricians, plumbers, etc.
- We maintain coverage of \$2,000,000 in general liability insurance. All Sea to Ski vendors also carry their own general liability insurance
- Sea to Ski currently manages 15 Homeowner Associations within the Park City area.

Thank you again for the opportunity. We look forward to hearing from you.

Regards,

Teri