

ARBORS AT MOUNTAIN SHADOWS COA, INC.  
NOVEMBER 20, 2013 ANNUAL MEMBERSHIP MEETING MINUTES

1. Call To Order: President, Roberta Ringstrom called the meeting to order at 6:45 p.m.
2. Verification of Quorum: 46 members were required to be present in person or by proxy. The records indicated that a quorum was present (90 members, at least, were present in person or by proxy), per Sue Morley Wall, Quorum Officer. Some people did not sign in, so the total number present was uncertain (we note that 94 ballots were cast for removal of Directors).

Roberta introduced the Tim Pesavento (President & Owner, TJP Enterprises), David Bertrand (Site Supervisor, TJP Enterprises), Steven (satellite Steve, Irrigation Specialist, TJP Enterprises), current Directors ( Karen Mazur, Rick Shaw, Doug Barber, and Roberta Ringstrom), Association attorney (Jack Scheuerman), and guests, Rick Hoover and Rachel Beck from the Council of Neighborhood Organizations (CONO). Jack, Rachel and Rick will act as election inspectors.

3. Secretary, Doug Barber, reported that a member of the COA had hired an audio-visual firm to record the meeting. There was discussion among the membership as to whether they were in favor of recording, or whether they were opposed due to concerns over the chilling effect that recording might have on their willingness to candidly discuss COA business. A majority of the membership present in person (not by proxy) indicated they were okay with the recording.

Based on the response of the membership present, Doug Barber made a motion that, notwithstanding the audio recording, only the minutes of the meeting taken by the Board would be the official record of the meeting. The motion was seconded by Roberta Ringstrom and approved by the Board unanimously.

4. A motion was made by Doug Barber to approve the 2012 Annual Membership Meeting Minutes. The motion was seconded by Rick Shaw. There were no changes offered, so the motion was approved unanimously.

5. Karen Mazur presented the 2013 Annual Treasurer's Report for the month ending October 31, 2013.

6. Explanation of New Director Positions by Roberta Ringstrom: Will be voting for one Director for a three year term.

7. Doug Barber moved opening nominations for one expiring Director position for a new three year term on the Board. The motion was seconded by Rick Shaw and approved unanimously.

From Nominating Committee and/or Board: Karen Mazur nominated Dorothy (Dottie) Barry and read a brief resume of business experience, followed by Dottie's comments on why she was running.

From the Floor: Gretchen Sharpton nominated Geri Juen. Geri made comments about her experience on a previous Board.

Doug Barber moved to close the nominations. The motion was seconded by Karen Mazur and approved unanimously.

8. Election to fill one vacant position on Board

8.1. Voting was done by written secret ballot by members present and by proxy and the ballots were counted by the election inspectors.

8.2. Result of election was announced by Jack Scheuerman: Four ballots were invalidated because

they checked current Director (would not have changed the outcome) 40 for Dottie Barry and 49 for Geri Juen. Geri is the new Director.

9. Tim Pesavento from TJP Enterprises presented a written list of what his landscape maintenance company does for The Arbors. Normal maintenance (without snow removal) amounts to 666.5 man hours per year. Snow and ice mitigation/removal is extra. They handle 45 HOAs, and typically are one of the largest line items in an HOA budget. Tim's manager, David Bertrand, TJP's Site Supervisor for the Arbors, also spoke.

A member asked if the elderly and handicapped can get snow/ice removal priority, and was told yes by Tim. Roberta asked for identities of such members to be sent via email or put through the clubhouse door slot.

10. Request For Removal of three (3) Directors, Roberta Ringstrom, Karen Mazur and Rick Shaw, the three most experienced members of the Board.

#### 10.1. Speakers:

10.1.1. Roberta Ringstrom read a prepared statement regarding the proposed removal. Removal would eliminate the most experienced Directors, leaving the Association in the control of a Board with no experience regarding the complex for the past seven years. Roberta's statement is attached to the minutes.

10.1.2. Jack Scheuerman, Association Attorney, mentioned that he had sent a letter to everyone. Removal is a drastic action and should only be used when there is serious reason. The appropriate way to remove Directors is to vote them out when their terms expire. Because Jack's letter was sent to the membership, it is not attached to these minutes.

#### 10.1.3. Comments by others:

\* A member asked when Directors' terms are up: Doug Barber expires in 2014, Rick Shaw in 2015, Karen Mazur in 2015, and Roberta Ringstrom in 2014.

\* Paul Tuttle asked about Jack's letter alleging that the steering committee proxies were invalid. Jack stated that the Board chose to allow the proxies.

\* Otto Schwartz asked about Jack's ability to service the Arbors given the number of Associations he represents. Otto asked why the legal costs have gotten larger. Roberta noted that attorneys fees have included, for example, successful court collections of past due accounts, as well as fees for demand letters, bankruptcies, and foreclosures, and we are current on all past-due accounts. Jack Scheuerman noted that we recovered the attorney's fees for the court collections and that is not reflected in the listing of attorney's fees, and that the removal of Directors challenge has cost the Association quite a bit by itself.

\* Gretchen Sharpton read a statement regarding why the members who are asking for removal of the Directors are asking for removal. Gretchen's letter is attached to these minutes.

\* Doug Barber noted that removal of the Directors will most likely result in the loss of Roberta as Site Manager, which would be detrimental. Also, while Doug is experienced with HOA operation, he is not experienced enough to effectively deal with the operation of the complex. Doug urged that the removal not be accomplished.

\* A member asked when Directors' terms are up: Doug 2014, Rick 2015, Karen 2015, Roberta 2014.

\* Mr. Dick Boyd read a statement in support of the Board and Roberta Ringstrom. Mr. Boyd's statement is attached to the minutes.

\* Sue Morley Wall read letters from Joan Hunting and Toni Sparks in support of the Board and in opposition to the removal. The letters are attached to these minutes.

\* Geri Juen explained a problem she had that she did not feel was appropriately handled, which caused her objection to the Board.

\* Carol Pietraszewski stated that she has a similar noise issue that has not been resolved.

\* Steve Wolfel stated that while he did not think Roberta did a bad job, it doesn't mean that others cannot do the job or learn to do it.

10.2. Voting for removal of Directors was done by written secret ballot by members present and by proxy, the ballots were counted by the Election Inspectors. The result was: Roberta Ringstrom: 50-48 to retain her; Karen Mazur 49-45 to retain her; Rick Shaw 50-44 to remove him.

## 11. Election To Replace Any Directors Removed.

11.1. Doug Barber moved opening nominations for vacant Director position on Board. The motion was seconded by Karen Mazur, and approved unanimously.

The following members were nominated from the floor: Roberta Ringstrom nominated Harold Goerzen, Geri Juen nominated Otto Schwartz, and Karen Mazur nominated Dottie Barry.

Doug Barber moved closing nominations. The motion was seconded by Karen Mazur and approved unanimously. The candidates then spoke to their credentials.

11.2. Some members accidentally turned in their election ballots with the removal ballot. Everyone except Sue Morley Wall (1 vote), two other members, and Roberta Ringstrom (10 proxies plus her own 1 vote) had their ballots had theirs. Jack Scheuerman confirmed the number of proxies/ballots with the Quorum Officer and then provided replacement ballots for these members. Voting was done by written secret ballot by members present and by proxy and the ballots were counted by the Election Inspectors.

11.3. Results: Harold Goerzen - 18 votes. Otto Schwartz - 43 votes. Dottie Barry 17 votes. Otto Schwartz is the new Director through November 2015.

## 12. Member Forum:

\* Kurt Kapinski said he thought there should be a new vote because there must be a problem with this one. He asked for a revote in maybe six months.

\* David Hutchinson asked what, given the closeness of the vote, Roberta would do differently to alleviate the issues that raised this matter. Roberta said that by working together as a Board, the new Directors can learn from the current Directors and the current Directors can learn from the new Directors; that people who want input would participate on committees, and that the Board would work to improve relations with members.

\* Doug Dal Soglio asked a question about the new Board members.

## 13. New Business

13.1. Presentation of 2014 Budget & Annual Assessments: Roberta Ringstrom announced that the 2014 Budget is basically the same as the 2013 Budget because there was \$21,500 available due to no exterior painting in 2014, and \$1,500 was available due to no audit planned for 2014. She announced therefore that there will be no Annual Assessments (Dues) increase for 2014.

### 13.2. Request for Committee Members

\* 2014 Nominating Committee: Identifies and interviews candidates for Director and submits recommendations to the Board. No one volunteered to served on the Nominating Committee, so the Board will serve as the Nominating Committee.

\* 2014 Reserve Studies Committee: Identifies capital replacement needs by determining remaining economic life of improvements, obtaining bids, and recommending reserve amounts, so that the Board can determine the proper dues structure to establish adequate reserves. Sue Morely Wall and Wyatt Kondris volunteered.

\* 2014 Architectural Control Committee: Looks at issues such as condition and also possible new designs of staircases, location of installation of satellite dishes, etc. Keri Beckman and Lorelee Morgan volunteered.

\* Gretchen Sharpton offered to work on a 2014 Social Committee.

14. The meeting was adjourned by the President at 9:30 p.m.

Arbors at Mountain Shadows COA  
Board of Directors

A handwritten signature in black ink, appearing to read "Douglas H. Barber". The signature is written in a cursive, flowing style.

by Douglas H. Barber-Secretary