

# RSAPOA Board of Directors Meeting

## Minutes

Tuesday July 18, 2017

**Call to Order:** The meeting was called to order at 4:07 PM.

**Roll Call: Directors:**

Wendy Magras (President): Present

Jerry Hain (Treasurer): Present

Ken Spaulding (Secretary): Present (Telephonically)

Pete Stogsdill (Member At Large): Present

*Quorum met.*

**Association Members:** Holly Smith, Teresa and Alan Williams

**Other:** John Thompson – ADAM LLC

**Welcome and Call to Audience for Comments:** Holly asked if financial statements could be posted to the website prior to ratification by the Directors. Since financials are ratified usually within a week or so after preparation, the Board did not believe it necessary to post prior to ratification. Holly also wondered if draft minutes could be posted prior to ratification. The Board believed that since audio recordings of the meeting are posted on the website, posting draft minutes would not be necessary and could actually confuse members with multiple drafts “floating around.” Members also provided various comments on agenda items during the course of the meeting and were provided an opportunity to speak prior to all motion votes.

**Meeting Minutes:** The Board reviewed the minutes of the May 16, 2017 meeting, Wendy motioned to approve the minutes as written, seconded by Jerry and approved by all. The Board further ratified (a) the approval of the Board in January (during Executive Session) to replace Carolyn Goldschmidt with Brown & Olcott as legal counsel, and (b) an email motion made June 13, 2017 (copy attached) to:

1. Allocate \$10K of reserve monies to install/upgrade rip rap as defined in a proposal by GMO.
2. Allocate up to \$2K of operating funds for crack repairs on runway.
3. Approve operating landscaping funds (operating) to remove pipes on Lost Silver to allow upstream material to clear.

**Treasurer's Report:** The May and June 2017 financials were reviewed by the Board. Jerry motioned to approve the financial statements, seconded by Wendy and approved by all.

### Old Business

- **CC&R Revision Update:** The CC&R revisions continue to progress. It was agreed that a Town Hall meeting would be conducted by Association Members to include legal counsel, perhaps the second week of September, to address Member comments/issues. A draft of the CC&R's would be issued prior to the meeting to all members along with

# RSAPOA Board of Directors Meeting

## Minutes

Tuesday July 18, 2017

notice of the meeting. It was further agreed that a vote timetable would be established during the meeting.

- **Road Maintenance Update:** GMO commenced performing the maintenance previously noted in these meetings.
- **Freeport McMoRan Update:** This topic is substantially completed. The Board believed diligent efforts were made by Board and Association Members to voice concerns and thanked all that participated in this endeavor.
- **Common Area Update:** John reviewed the financial components of the Physical Resource Engineering, Inc. Feasibility Study, which was authored as if RSAPOA would finance/own the proposed hangars rather than the current methodology whereby an investor would finance/own the hangars. John validated the numbers with alternate methodologies such as payback and simple return on investment analyses. It was agreed there were no financial “show stoppers” and that further consideration would be incorporated into a proposed draft Executive Summary (being authored by John) for (a) RSAPOA land lease revenues and (b) market feasibility. This draft executive summary would be distributed prior to the August board meeting for further review/consideration.
- **Insurance Coverage:** John completed an application for a Volunteer Accident Policy which would cover donated association related services by Members. The minimum premium is \$300.00 per year which the Board believed to be something worthwhile to purchase. In addition, a new insurance agent, Jim Colemere, is working on the RSAPOA account to determine appropriate coverage related to backhoe operations that are above and beyond coverage currently included in the Auto component of the Association policy (for which the backhoe has historically and continues to be included). The Board also discussed the various businesses being conducted at the Airpark and agreed that all businesses should properly include RSAPOA as a named insured.
- **Road Sign Project:** Ad hoc directional signs (vs. retail purchased signs) have been posted and so far have been effective. The matter of needing professionally fabricated signs was tabled. In addition, Wendy applied to Google for additional MAPS coverage for the Airpark which should also enhance directional requirements by outside contractors.
- **Backhoe Usage/Rental:** A motion was made by Wendy to (a) restrict usage of the backhoe to Airpark projects, Member emergencies, and small Member projects (lasting less than one day) and (b) further ratify the Board’s decision to solely allow Carl Taylor and Jay Bennett to operate the backhoe. This was seconded by Jerry and approved by all. In addition, Jerry motioned to modify the rental fees related to small Member projects/emergencies to eliminate a weekly rate, increase the hourly rate to \$75, and

# RSAPOA Board of Directors Meeting

## Minutes

Tuesday July 18, 2017

increase the daily rate to \$300 (the \$6 per gallon diesel gas rate would remain the same). This was seconded by Wendy and approved by all.

### New Business

- **New HOA Laws:** John described new legislation that would become effective August of 2017 that involves:
  - (a) voting and secret ballots (RSAPOA would adopt a two-envelope system of secret balloting),
  - (b) resale fees (limits charges for resales to \$400 which requires no changes to current policies),
  - (c) Member complaints (changes the jurisdiction of complaints to the state's Real Estate Department),
  - (d) open meeting procedures where (i) recordings by members are allowed but can be prohibited if the HOA provides recordings, (ii) meeting notices to include date/time/purpose/location of meetings, (iii) the statute is quoted prior to a closed session that authorizes a closed meeting, (iv) the agenda to be discussed in the closed meeting must be made known, (v) emergency/email meetings may only be called for matters that cannot wait 48 hours; such meetings are restricted solely to the emergency matters, and (vi) owners be provided the opportunity to speak before each Board vote is taken.
- **Vandalism:** The Board urges all Members to report to law enforcement (Police/Sheriff/Border Patrol) any matters of vandalism/trespassing.
- **Low Flying Aircraft:** It was discovered the low flying airplane violating Airpark patterns and disturbing homes neighboring the Airpark originates from Double Eagle Aviation and complaints were filed which included the tail number of the violating aircraft. John to convey this to the RSAPOA neighbor that complained.
- **Annual Meeting:** It was tentatively agreed the Annual Meeting would be conducted either Saturday October 7<sup>th</sup> or Saturday October 14<sup>th</sup> at the Magras home. There are two seats up for election. As stated in the Bylaws, the Nomination Committee appointed in 2016 (chaired by Wendy) would serve through the 2017 election process and that a new Committee would be appointed for the 2018 election prior to the Annual Meeting.

**Adjournment** – Wendy motioned to adjourn the meeting at 5:40 PM, seconded by Jerry and approved by all.

**Executive Session** – Under statute A.R.S. § 38-431.03(D) a closed meeting was conducted which solely addressed delinquencies.