

RETREAT LANDOWNERS ASSOCIATION, INC.
Annual Business Meeting Minutes
July 31, 1999
Big Thompson Canyon Association Building

The 28th Annual Meeting of the Retreat Landowners Association, Inc. was called to order by President Marcille Trahan at 1:30 p.m.

Attorney at Law Edward Guiducci, Parliamentarian Esther Russell, and Meeting Recording Secretary Joan Van Horn were introduced. The Standing Rules were reviewed and accepted, and announcements were made.

Janice Tate, Corresponding Secretary, verified that a quorum of 44 was present and distributed 39 proxies.

Minutes of the Annual Business Meeting held July 25, 1998, as approved by the Board of Directors at its September 1998 meeting and published in the September 1998 Newsletter, stand approved with no changes or corrections.

REPORTS:

President: Marcy Trahan specifically recognized two ad hoc committees: The Resolutions Committee chaired by Janice Tate and the Open Space Committee chaired by Marvin Gee. Both committee chairpersons gave reports later in the meeting. President Trahan also commended the dedication, time and effort donated by those serving on all the committees. A gift was presented to Marcella Bicknell, whose term on the Board expires, in appreciation of her service. The President commented on the good condition of the roads as well as on the continual growth of the Retreat and noted that several items of information regarding noxious weeds, pine beetles, Retreat maps, etc. were available at the meeting.

Treasurer: Bill Widmaier presented the 1998 Statement of Cash Receipts and Disbursements compiled by Odstrcil & Meis, CPAs, P.C. and the current year's financial report. As of July 31, 1999:

Assets	\$96,491.83
Liabilities	0
Net Assets	96,491.83
Total cash receipts	44,362.78
Total cash disbursements	31,946.79
Cash balance 1/1/99, \$83,154.84; Cash balance 7/31/99, \$95,570.83	

A question was raised as to whether the Retreat budget could become too large therefore jeopardizing the Association's nonprofit status. It was clarified that the size of the budget would not alter the nonprofit status.

Treasurer Widmaier thanked Ken and Marsha Cooper for their handling of the annual assessments and the fire department donations.

It was moved, seconded and unanimously carried that the 1998 CPA compilation report and current mid-year report be accepted.

Assistant Treasurer: Ken Cooper reported that there are 8 new landowners for this past year making the total membership 213 landowners. All except one of the 1999 assessments has been paid. A lien has been filed on that property for failure to pay the assessment.

Architectural Control: Dennis Bicknell expressed appreciation for everyone's cooperative efforts regarding building, remodeling, etc. Maps of the Retreat are available at this meeting and can be

obtained later by contacting Dennis.

Environmental Control: Graham Fowler discussed the Colorado State Forest Service information regarding pine beetle control which was mailed to property owners earlier by the CSFS. He said the Board of Directors will invite the Estes Valley Improvement Association to the September meeting to further evaluate the Retreat's situation.

Roads: Steve Little explained that road repair priority is based on the number of people that reside on a particular road and the existing condition of the road. Approximately 69 loads of road-base have been added this year and more is expected to be added in the fall. Some curves of Miller Fork Road slumped which the \$1,600 of road fill was used to remedy. Posts were installed to help prevent driving on these areas.

The numerous hours of road grading given by Al Cunningham received applause and Steve asked for more volunteers to help with minor road maintenance such as clearing ditches of debris and cleaning culverts. It was suggested that those on their daily walks wear gloves and remove rocks and branches en route. The more energetic could also carry shovels and clean culverts. John Barlow recognized several road maintenance volunteers and also commented that the Road Committee appreciates comments on road conditions from landowners.

Glen Haven Area Volunteer Fire Department (GHAVFD): Tom Housewright reported that A-1 Trash Service donated two water trucks to the GHAVFD, one of which is being offered to the RLA. Regarding ISO insurance ratings for fire protection, this area has been upgraded May 1, 1999 to a 7/9 classification from the class 9 established in November 1992. Those properties within 1000 feet of a water supply (i.e. Miller Fork and ponds) are rated class 7 while all other properties are rated class 9. Tom explained that in order to lower the rating further, either numerous water supply containers would have to be buried that will supply 250 gallons/minute for 2 hours, or more feasibly and economically, the tank truck be refurbished to provide a portable water supply. The cost to supply the tank truck with a 2,000 gallon tank and pump is estimated to be \$26,000. Some funds are available in the reserve fund but a fund raising pancake breakfast is scheduled for September 4th. The fire department plans to refurbish the tank truck as soon as possible and schedule an inspection in the spring with hopes of obtaining a class 6 rating for the entire area served. A letter regarding the current fire rating will be published in the next newsletter for property owners to pass onto their insurance carriers. All insurance carriers should be able to access the ISO rating information by computer, however.

Some members expressed disappointment that Fire Days did not occur this year. Tom commented that new volunteers are badly needed for the event. Volunteers for the fire department are also welcome. They meet at 7:00 p.m. the first Wednesday of each month at the firehouse in Glen Haven.

In response to a question, Tom stated that standing dead trees are less hazardous fire-wise than those on the ground. If dead trees are down and cut, store away from the house, propane tanks and other trees. Regarding disposal of ashes, Tom recommended leaving the ashes in metal buckets for several days to allow embers to die. If possible, dump in a snowy spot or spread and douse with water.

Welcoming Committee: Frances Cunningham stated that due to other commitments, she is unable to give the time necessary to adequately welcome new landowners. She requested a volunteer to replace her. Contact President Marcy Trahan if interested in serving.

Bulwark Ridge: Marcy Trahan reported that through County records they were able to identify the 11 owners of 16 parcels of land in BROA. All owners have been sent a letter of intent regarding assessments for the RLA and Bulwark Ridge Association beginning with the year 2000. While merger has been approved twice by the RLA, it still needs to be ratified by the BROA now that all the members have been identified. The merging effort began three years ago with the Bulwark Ridge funds going into a special RLA account which is set aside for future road maintenance on Bulwark Ridge.

Water: Marv Gee briefly explained water use history of the Retreat. Filings 1 and 2 were granted household uses of water only. Development of Filings 3, 4 and 5 (and outlying areas) required a water

augmentation plan and, therefore, the Maitlands obtained shares of the Handy Ditch Company to meet this requirement. Currently an agreement is being negotiated by RLA to obtain two shares of the Handy Ditch Co. water to ensure future water use for Filings 3, 4 and 5. A letter from Tom Maitland was submitted containing specifics of the water shares transfer. The Board will continue to pursue this purchase.

Introduction of Persons to Count Ballots: John Barlow requested two members to volunteer to count ballots for the election of board of directors. Connie Ninneman and Millie Mueller-Nowack accepted.

Nominating Committee: The Nominating Committee submitted the following nominations for the Board of Directors of the RLA: Marvin Gee, Joanne Gilbaugh, and John Manchester. Each candidate spoke briefly regarding his/her candidacy. The Chair asked for nominations from the floor and there being none, declared the nominations closed. Ballots were distributed to those in attendance and collected. The ballots were then distributed for proxy voting and collected.

Intermission: There was a brief intermission to allow ballot tabulation.

Election Results: Marvin Gee and Joanne Gilbaugh were elected to the Board.

NEW BUSINESS:

Resolution Book: Janice Tate and her committee reviewed past minutes and documents extensively and compiled important documents in a Resolution Book which was presented at this meeting.

Motions submitted by RLA Board: Marvin Gee presented the following motion as previously published in the June/July 1999 newsletter:

Whereas, the RLA Board of Directors is engaged in ongoing conversation with the current owners of the 37.45-acre former U.S. Forest Service parcel in The Retreat, as well as adjacent property owners, therefore, be it moved that the Open Space Fund of \$36,000 [money from the special assessment collected in 1995, 1996 and 1997 to acquire the Forest Service land within The Retreat] remain at interest until efforts to acquire all or part of the 37.45-acre parcel have been expended.

The Carpenters, owners of the tract and non-RLA members, were temporarily excused from the meeting so the RLA membership could freely discuss the motion.

Marv Gee explained that the board is still negotiating numerous factors regarding the land acquisition such as access to the tract, the best uses for the tract in keeping with RLA covenants, and addressing adjacent landowners' concerns. He stated that achieving the best solutions could take time and, therefore, requested a favorable vote for the motion enabling the Board to continue negotiating towards this end.

Duke Sumonia stated he was not opposed to obtaining the parcel if that was the desire of the members but submitted the following questions: 1. How much money is planned to be spent in purchasing the land; 2. Specifically, how much land will be purchased; and 3. How does the Board plan to obtain the funding for the purchase. Duke Sumonia then moved to amend the motion as follows: Be it moved The RLA Board shall submit a comprehensive plan to the membership no later than December 1, 1999 detailing how much land is sought, at what cost, total costs including attorney and financing costs, and any other costs involved in proposed acquisition. And, before any monies are spent or committed the membership be so informed and a vote to continue any effort be taken by direct ballot requiring 51% affirmative vote of total membership for approval to proceed.

James Broomfield seconded the amendment to the motion. Attorney Edward Guiducci stated that the motion to move was illegal because the proposed 51% affirmative vote conflicts with the existing bylaws. Joanne Persichetti asked exactly how much land was being purchased? Board member Steve Little answered that an exact amount has not been established although as much open space as possible is being sought and that more time, longer than December 1, 1999, is needed to negotiate the amount.

Jackie Kleinman stated her preference not to vote on an illegal amendment to the motion.

Victoria McCoy also objected to spending any more time on an illegal Amendment to the motion and moved to close any further discussion on the motion to amend. Ron Tate seconded her motion and it passed by the following voice vote: Aye=37 Nay=3

The discussion was declared closed and upon voting, the amendment to the motion was defeated as follows: in favor = 2 opposed = remainder of those voting (20+)

Discussion on the original motion followed. It was questioned as to whether the original motion needed to be voted on and it was confirmed necessary to vote because the membership was informed that it would have the opportunity to vote. Also asked was what would happen to additional open space funding and Board members responded that the \$36,000 raised from the 3-year assessment would be used for the purchase of the tract and any additional funds would be at the discretion of the Board. Duke Sumonia questioned the Board's authority to negotiate any price and are there any limits? Marvin Gee reminded Mr. Sumonia that the motion identifies the amount to be expended and that it is the Board's duty to negotiate to the best of its ability and if it does not do its job satisfactorily, it can be recalled. Joe Barraclough stated that the membership has previously voted for the open space and called for the question by moving for discussion closure. Ron Tate seconded and the motion passed unanimously.

The original motion was then voted upon by show of hands and proxy vote and passed with the following opposition: opposed by show of hands = 2, opposed by proxy = 2

Amendments to Bylaws: Each proposed amendment to the articles of the RLA bylaws as previously published in the June/July 1999 newsletter was reviewed and discussed. As proposed:

Article III. Meetings of Members, Section 5. Voting. "Voting may be by voice, show of hands, ballot or proxy ballot."

Article III. Meetings of Members, Section 7. Meeting Procedures. "Every meeting of Members shall be governed by Robert's Rules of Order current edition."

Article IV. Board of Directors, Selection, Term of Office. "At the annual meeting of the Association, the Members shall elect the number of Directors as there are Directors whose terms are expiring at the time of each election for terms of three years. Directors may serve more than one term."

Article VI. Meetings of Directors, Section 1. Regular Meetings. "Regular meetings of the Board of Directors shall be open to all members and shall be held at least quarterly upon written notice consistent with these Bylaws, at such place and hour as may be fixed from time to time by the Board. The Rules established by the Board of Directors shall be observed."

Article VII. Powers and Duties of the Board of Directors, Section 1, Powers. "The Board of Directors shall have the power to: (a) Establish rules for Board of Director Meetings." [(a) through (j) would become (b) through (k)]

Article IX. Officers and Their Duties, Section 3. Term. "The Officers of this Association shall be elected annually by the Board and shall hold office for one (1) year unless the Officers shall sooner resign, or shall be removed, or shall otherwise be disqualified to serve. Officers may serve more than one term."

Article XII. Assessments, Section 1, Annual Assessment, last sentence: "The annual assessment limit may be changed only by an affirmative two-thirds of the votes cast at an Annual Membership Meeting."

Article XII. Assessments, Section 2. Special Assessments. "Special assessments may be levied by an affirmative two thirds of the votes cast at an Annual Membership Meeting or at a Special Meeting called in accordance with these Bylaws." [Section 2. Transfer Assessment becomes Section 3.]

Article XII. Assessments, Section 3. Transfer Assessments, last sentence: "No owner may waive or otherwise escape liability for the assessments provided for by non-use of the Common Area or abandonment of his Lot."

Article XIV. Amendments. "Subject to other provisions, these Bylaws may be amended at any regular or special Membership Meeting of the Association, provided previous notice has been given and

a two-thirds affirmative vote is obtained."

Duke Sumonia moved that the proposed amendment to Article VII be amended to read as follows: (a) Establish rules for the Board of Directors Meetings and that such rules be published in the newsletter for membership comment and approval prior to establishment. The motion died for lack of a second.

Regarding the amendment to Article XII. Assessments, Section 2. Special Assessments, Duke Sumonia moved that "provided prior notice is given" be added to the end of the amendment. Don Rausch seconded the motion. Discussion followed and Duke Sumonia then withdrew his motion with permission from Rausch who had seconded it. Regarding the amendment to Article XIV, Duke Sumonia moved the amendment be amended to include the words "30 days notice" after "provided previous". The motion died for lack of a second.

There being no further discussion on the amendments as proposed, a vote was taken and the amendments were unanimously approved.

Motions submitted by RLA member Duke Sumonia: The Board of Directors determined that any of the motions presented would require two-thirds affirmative vote in order to be passed because they involve bylaw changes. Duke Sumonia appealed this determination by the Board. Discussion ensued and upon voting the Board's ruling was upheld with only 2 voting in opposition.

Duke Sumonia moved: That the RLA members direct the Board to remedy the cause of the damage to Dunraven Glade Road by water damage from RLA roads by December 1, 1999 and to continually keep such remedy in force. James Broomfield seconded the motion.

Discussion centered around the County's responsibility versus RLA's. County maintenance may not be exactly what the RLA desires but the Chair explained that the RLA is working with the County and adjacent property owners to obtain a suitable maintenance program for Dunraven Glade Road. Mr. Sumonia withdrew his motion with permission from Broomfield who seconded it.

Duke Sumonia moved to combine his motions *2-5 into one motion. It was seconded and passed unanimously.

#2. Whereas the merger of RLA and BRA has yet to occur and the original agreement between the two associations requires that RLA maintain their own roads (which are dedicated as public roads not private, and BRA bylaws provide that each BRA member shall pay an assessment for their maintenance) and as those roads have not been maintained for more than 20 years, and that it is not in the interest for RLA members to have to pay for such (especially Dunraven Glade Road adjacent landowners). Be it moved: No monies assessed RLA members or other assets shall be used in any manner for care, maintenance, grading, snow plowing of any BRA road for a period of 5 years from this date and no change to the 1978 agreement will be made to allow such.

#3. Whereas RLA members have the right to be informed and have prior knowledge of any proposed use of their monies or other assets proposed by any motion or bylaw amendment which is presented at an Annual Meeting by a member from the floor or the Board, its officers or any other RLA member, BE it moved: All motions, bylaw amendments or any other means proposed to spend or use RLA assets in excess of \$500, must have been submitted to the Board in writing no later than 45 days before the Annual Meeting and that such proposal be published in the Official Notice of such meeting, and that notice of requirement be published in the Newsletter issue prior to the Official Notice.

#4. Whereas, the bylaws are the very foundation of any democratic organization and are so important that every member has the right to know in advance if they are to be amended so as to make an intelligent informed judgement as to whether to support such an amendment by their vote. Robert's Rules of Order recognize this principal [sic] and states, "Special requirement . . . should be specified in the bylaws, and they should always include at least notice and a two-thirds votes. . ." The 1986 bylaws recognized this and required prior notice. The 1992-93 Board did also and said in Summer 1993 Newsletter, "Amendments . . . will not be allowed from the floor since the membership has been notified (in Spring 1993 Newsletter) in advance they needed to be submitted in writing and sent to the membership prior to the meeting. . . ." The Parliamentarian also suggests "prior notice" in a letter to the Board 1/10/

99. Therefore, be it moved Article XIV of the RLA Bylaws be amended by adding, "provided 30 days prior notice has been given."

#5. Whereas Dunraven Glade Road is the main road used by most RLA members and especially those whose lots abut or near it (and those who live full time on or near it), and increasingly more do so as time goes by, and as the latter have contributed to the maintenance of the rest of the Retreat roads for years to the tune of thousands of dollars, and as all members benefit from a "good" road, and in fairness to their neighbors all RLA members surely wish to be "neighborly" and in the realization that Larimer County has limited funds to maintain it in a desirable manner BE it moved 75% of the annual assessment budgeted to "road maintenance" and its associated costs for lots abutting Dunraven Glade Road and those on Gladeview and Solitude Court, and 25% for all other RLA members be set aside and accumulated for exclusive improvement to Dunraven Glade Road either within a cooperative agreement with Larimer County or any other road improvement agreement or arrangement. Calculation of amount of annual assessment to meet such percentage will be based on funds budgeted for maintenance, snow removal, salaries or personnel payments, contracted services, road materials, insurance, taxes, equipment purchases and repairs, depreciation, and other associated costs. Board will establish a relationship with Larimer County to accomplish these ends and report to the members any progress to these ends.

Duke Sumonia then discussed the intent of the motions he proposed. Sy Kleinman expressed concern that the remedies proposed by Sumonia will create more problems than solutions and encourage separation rather than unification on solving the problems.

Graham Fowler moved the meeting be extended 15 minutes to 4:45 p.m. Char Gee seconded the motion and it passed unanimously.

Irene Little then moved the discussion be closed and the motion be voted on. Attorney Edward Guiducci commented that motion #2 breaches previous action taken by RLA which can have legal implications. Also, motion #3 will increase the need for legal advice thus increasing legal involvement and larger legal fees. Irene Little's motion to cease discussion and vote was then seconded and passed unanimously. Voting to approve motions #2-5 was defeated unanimously by general and proxy vote.

Nominating Committee: Gene Pfeif will chair the nominating committee for 1999-2000 and Marcella Bicknell, Ralph Brethauer, and John Barlow will serve as members.

Landowners Comments:

—Property owners should maintain their own culverts and ditches.

—Since the organization is growing, there should be a way for people to bring things up such as a resolution for the Board to consider prior to meetings.

—Correct mailing address is P. O. Box # not just Box # (only "Box" implies a rural box service route, not a post office box). Use physical address for UPS deliveries. For mail delivery include post office box and list it just above city/town name as addresses are "scanned" from bottom of address to top. Cluster boxes can be obtained through a petition process. Changing to this system of delivery will probably change resident address to Estes Park and remaining post office boxes will have rental fees (probably higher rental fees than other post office box rentals).

—"If I don't go into the Glen Haven post office at least once a day, I will have no social life!"

Don Rausch moved the meeting be extended to 5:00 p.m. in order to accommodate more landowners' comments. Victoria McCoy seconded. The motion was defeated by general vote.

Meeting was adjourned by President Trahan at 4:45 p.m.

Respectfully submitted,

Joan Van Horn
Annual Meeting Recording Secretary

Approved by the RLA Board of Directors: September 11, 1999