

**MINUTES OF THE WOODMOOR IMPROVEMENT ASSOCIATION  
BOARD OF DIRECTORS MEETING**

**January 17, 2007**

1. Hans Post Uiterweer, WIA President, called the meeting to order at 7:02 PM.

WIA Board Members present:	Hans Post Uiterweer	President
	James Woodman	Forestry
	Brian Osterholt	Public Safety
	Terry Holmes	Secretary
	George McFadden	Covenant Enforcement
	Allan McMullen	Common Areas
	Betty Hutchinson	Treasurer
	Bill Walters	Vice-President
	Elizabeth Miller	Architectural Control

WIA Board Members Absent: None

Staff in attendance:	Camilla Mottl	WIA Executive Director
	Kevin Nielsen	WPS Chief

Visitors present:	Chris Pollard	Our Community News
	Nicole Osborne	Tribune
	Steve Malfatti	Resident
	Steve Steffs	Resident
	George Stampler	Resident
	Ruth & Hul Higgins	Resident
	Gary Marner	Resident
	Hilary Brendenmuhl	Resident
	Ray Blanch	LPSD
	Gail Wilson	LPSD

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2. Approval of the Minutes: The December 2006 minutes were approved as written.
3. Board President Hans Post Uiterweer welcomed all visitors to the meeting. Ray Blanch, Superintendent & Gail Wilson, Board Member of Lewis Palmer School District (LPSD) were introduced and Blanch gave a presentation on the new high school to be built adjacent to Woodmoor. Posting for the new high school principal has been made. The position will be filled this summer. The new principal will work with staff to come up with school colors and mascot. Blanch showed slides of property lay-out with buildings, parking, traffic routes and playing fields. LPSD wants to create a committee to include 3-5 persons from Woodmoor to assist with landscaping, buffer zones, green zones, courtyards and overall aesthetics. Total

building space in the 1<sup>st</sup> phase is 217,000 sq ft. Stadium upgrades at existing high school to be finished by August 2007. Post requested that any Woodmoor residents interested in joining committee contact Cami Mottl.

4. December 2006 Financial Report:

Hutchinson gave a partial financial report for December 2006 and provided explanations for significant variances. Remainder of financial report held for Executive Session.

**Old Business**

5. Member of WIA/Legal Opinion:

Post reported on legal opinion letter provided by WIA counsel, Lenard Rioth regarding interpretation of WIA "Record Owner". To qualify for WIA Director, person's name must be on recorded deed. Two possible exceptions are Power of Attorney and Assignment, with either being from the record owner to someone other than the record owner. A committee consisting of McFadden, Osterholt & Holmes will review legal opinion and present suggestions to the Board.

6. Personnel Reviews:

McFadden discussed need for WIA employee performance evaluation process to be more goal-oriented and to better align with strategic plans. He presented an employee evaluation process as a time-line template, though discussion resulted in the need for additional detail and staff involvement.

**Walters moved to adopt the Updated Employee Evaluation Process as presented. 2nd by McMullen. FOR: McFadden, Woodman, Walters, Hutchinson, McMullen. Against: Miller, Holmes. Abstained: Post, Osterholt. Motion carried.**

7. Notification to Woodmoor Sellers:

McMullen reported that he has been waiting for the 2007 Realtor's contract to be published, which he received today. McMullen will coordinate with Mottl within the next week and distribute revised mail piece to all Directors via email.

8. WPA/WIA Office Move/Archive Plan:

Mottl & Nielsen discussed the pre-distributed proposal to move WPS to lower level of the Barn, expand work area for WIA staff and enhance record storage areas. Total project was budgeted at \$10,000 and this proposal came in at \$10,715. Mottl stated that this proposal was a culmination of a bid process that started before the budget meeting.

**Holmes moved to approve and implement the proposal as presented. 2nd by Woodman. FOR: Woodman, Osterholt, Holmes, Osterholt, Miller, Hutchinson. Against: Walters. Abstained: Post, McFadden. Motion carried.**

9. Miscellaneous Construction Fees:

McFadden asked when certain misc. project fees (see list on last page) were excluded from the Misc. Project Application Fee requirement. McFadden stated that he could find no information on a vote in the BOD minutes and indicated that this action required an act by the Board. It appears that the new fee structure was implemented without official Board approval.

**Woodman moved to correct the oversight of the Board and approve the current miscellaneous project fee structure. 2<sup>nd</sup> by Hutchinson. FOR: Woodman, Osterholt, Holmes, Miller, Hutchinson. Against: McFadden. Abstained: Post, McMullen, Walters. Motion carried.**

New Business

10. Toboggan Hill Overcrowding:

Nielsen discussed the need to better manage the Toboggan Hill area as people are getting hurt. McMullen has reviewed the area with contractors to create more parking areas and this plan is currently under review with the County. McMullen anticipates having a response from the County within a month. Nielsen to make recommendations to McMullen for safer environment and McMullen will email suggestions to Board members as soon as possible.

11. Overview of Upcoming Annual Meeting:

Post reported that McMullen has withdrawn his name as a candidate for Director. All votes for McMullen will be voided and WIA will accept nominations from the floor during the Annual Meeting. Three candidates have been proposed by the Nominating Committee.

12. Process for Submitting Agenda Items:

Walters suggested inserting a line item at the beginning of each month's agenda to approve the agenda thereby allowing Directors the opportunity to postpone certain agenda items and/or to move items between regular and executive sessions. **Walters moved to add line item to approve agenda. 2<sup>nd</sup> by McFadden. FOR: McFadden, Woodman, Osterholt, McMullen, Walters, Miller, Hutchinson. Against: Holmes, Post. Abstained: None. Motion carried.**

13. Dissolution of 2006 Communications Committee:

Post & Walters stressed need for a continuing communications committee to develop enhanced communications with residents, but procedurally the Board should dissolve the committee for 2006 and the newly assigned Director can reinstate such committee in 2007.

**Walters moved to dissolve the 2006 Communications Committee. 2nd by Miller. FOR: McFadden, Walters, Woodman, Miller, McMullen, Hutchinson, Holmes. Against: Osterholt. Abstained: Post. Motion carried.**

14. Procedure for Pursuing Legal Opinions:

Walters believes Board needs to establish policy for seeking legal opinions. Discussion ensued and it was generally agreed that the Board would, in the future, officially sanction such action in advance. Mottl requested some autonomy to seek immediate legal advice in emergency situations where the fee would be minimal. McFadden suggested we seek a fixed annual rate for legal services.

McFadden used the ByLaws to indicate the invoice for the OSSI legal opinion was not officially approved because the Bylaws do not allow for unilateral action by a Board member and that Post did not have the authority to seek such opinion. Post stated that he followed established precedent set by previous Board Presidents and that, there is legal state and federal precedent stating that the President has implied authority, without any express authorization to employ counsel for and on behalf of a corporation. Other members believe the matter of getting a legal opinion was discussed during the Budget Meeting and do not believe the Board needed a formal vote for Post to request the legal opinion.

**McFadden moved to allow WIA to spend money on OSSI legal opinion. 2<sup>nd</sup> by Hutchinson. FOR: Osterholt. Against: Walters. Abstained: Holmes, Miller, McMullen, Woodman, Hutchinson, Post. Motion not carried.**

15. NEPCO Meeting Report on Water Issues:

Post reported on a NEPCO meeting he attended on January 13, 2007 wherein the subject was water issues in Northern El Paso County. Post summarized the meeting as Northern El Paso County currently not having a serious water problem and the future looks good as long as residents employ good conservation methods. See Post if you want a copy of his written report.

16. Board of Director Orientation & Organization meeting Dates:

Mottl reported that the new Director Orientation meeting will be held in the WIA conference room on Saturday, February 3, 2007 (9-11 AM). The Board Organizational meeting will be held on Monday, February 7, 2007 at 7:00 PM in the WIA conference room. Mottl will distribute dates and times to all Directors via email.

17. Attendance to February Hearings:

McFadden, Holmes, Miller & Post will attend the Covenant hearings on February 7, 2007. At least one new Director will need to attend to constitute a quorum.

18. February 14 Board meeting Agenda Items:

Mottl asked for agenda items for the next BOD meeting. Post requested the following items be put on the agenda; WIA strategic plan review, next newsletter, Woodmoor fire department presentation. McFadden requested that employee evaluations discussion be put on agenda. Holmes asked if we should conduct a review of the annual meeting.

Moved to Executive Session at 9:50 PM

Moved back to Regular Session and Adjourned at 10:27 PM

RESPECTFULLY SUBMITTED:

\_\_\_\_\_  
Date

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Terry J. Holmes, Secretary

Miscellaneous Project Fees

(Item 9 above)

In 2006, the Architectural Control Committee (ACC) agreed that the following items can be approved in the Administrative office without being presented at an ACC meeting. No charge is collected for these approvals.

- Roofing with materials approved by the ACC
- Fence and deck maintenance (no change in size or location)
- Painting with no major color change (same, similar or same family)
- Re-approval (for 2-years) of playground equipment at the 2-year re-submittal date if pictures are taken and the equipment is in good condition
- Drive re-surfacing when there are no changes in size or shape
- Basketball hoops
- Stucco colors previously approved by the ACC
- Window replacement if there is no change in size or placement