

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

February 25, 2008

1. Bill Walters called the meeting to order at 7:07 PM.

WIA Board Members present: Bill Walters
 George McFadden
 Terry Holmes
 Steve Malfatti
 Amy Smith
 Jake Shirk
 Anne Stevens-Gountanis
 Kevin Weese

Board members absent Gary Marner

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

Visitors present: Members of the Monument Firefighter Association
 Karen Micek Homeowner
 Hilary Brendemuhl Homeowner
 Bill & Gloria Ingram Homeowners
 Hans Post Uiterweer Homeowner
 Randy & Donna Austermann Homeowners
 Edward Miller Homeowner
 Philip Miller Homeowner
 Elizabeth Miller Homeowner
 Josh Alsyp Homeowner

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2. Approval of the January Minutes

The January Meeting minutes were submitted for approval. The following changes were agreed upon:

- Add Jake Shirk as being absent from the January meeting.
- Under 3; Visitors; Brendamuhl; subpoint 2; add El in front of Paso.
- Under 5; Financial Report; Point 4; strike ‘continuing new’ and add ‘not refunding’.
- Under 10; ACC/Board waivers add the words in the motion add the words ‘a quorum of’ after the words ‘a majority vote of’.
- Per McFadden add the following motion: Shirk moved to approve an employee bonus equal to of 2% of each employees 2007 salary. The motion was seconded by Miller. Homes, Shirk, Smith, Miller and Malfatti voted in favor of the motion. McFadden, Walters and Marner voted against. The motion passed.

McFadden moved to accept the January 2008 Meeting minutes as amended. Malfatti seconded the motion. All were in favor. Motion carried.

3. Welcome Visitors

Walters welcomed all visitors.

- Several members of the Monument Firefighter Association attended and Jody Thorpe represented the group. He formally thanked Chief Kevin Nielsen and the WIA Public Safety officers for their good work and prompt response to Emergency calls. The Firefighters

wanted the members and WIA Board of Directors to be aware that they sincerely appreciate the consistent help the officers give them in first responder calls from traffic control to an extra set of hands when needed. As a thank you to the Public Safety staff, they presented each officer with a pair of Yax Trax designed to fit over the officers boots and help them stay on their feet when ground conditions are icy and slippery.

- Randy and Don Austerman and their builder presented a request that they be allowed to exceed the four foot fill in one area when building their new home in Woodmoor. Stevens-Gountanis stated that the ACC recommended that the Board approve the variance. **Stevens-Gountanis moved that the Board authorize the ACC to grant a variance of a maximum of five feet fill for thirty square feet on this specific home. McFadden seconded the motion. The motion carried.**
- Karen Mikec, Woodmoor resident of thirty years, addressed the Board about concerns she and many of her neighbors have as follows:
 - Rumors of hiring a Management Company instead of keeping our current staff are disturbing. Residents want to keep the in-house staff we have. No management company will have the knowledge of Woodmoor, spend the time and give the personal attention to residents like the current staff does. They do an excellent job, are familiar with the property and the residents. Mikec thanked Camilla, Matt, Kate and Sandy for their responsiveness and professionalism.
 - Concerns that the Public Safety service might be eliminated or subject to staff cuts are also disturbing. She considers Woodmoor extremely fortunate to have Chief Nielsen and his staff and cannot imagine going without or reducing their services. She thanked the Chief and his staff for their service.
 - Mikec found the Annual Meeting troubling. She felt there were many private agendas being promoted.
 - Mikec heard statements from owners that left the meeting stating:
 - “This was my first WIA meeting and it will be my last.”
 - “There are some vicious, vicious people out there.”
 - Mikec feels that the WIA dues are extremely, extremely reasonable and no Management Company will give Woodmoor the service it enjoys now for a comparable price. Mikec finds it hard to believe that \$209 a year is cause to make changes from a situation that is working well for the homeowners.
 - Mikec wants the covenants, rules and regulations enforced because they protect property values.
 - Mikec wants the Forestry and Firewise programs to continue and she thanked Amy Smith for her work in Forestry.
 - Mikec wants the Board to know that she and her neighbors do not want personal agendas to destroy the programs that have been built and are currently working well in Woodmoor.
 - “If it ain’t broke don’t fix it”, and Mikec does not think that Woodmoor is broken.

4. Election of Officer and Directors

- a. Anne Steven-Gountanis nominated Steve Malfatti for President. McFadden nominated himself.
 - i. Smith requested a short statement from each and the opportunity to ask questions.
 - ii. Malfatti and McFadden made statements and answered questions.
 - iii. Members submitted their votes via secret ballot.
 - iv. Walters instructed Chief Nielsen to tally the votes and the votes were checked by Jake Shirk, Director of Public Safety.
 - v. **Malfatti was declared the winner. Five votes to three.**

Malfatti then took charge of the meeting.

- b. Smith nominated Holmes for Vice President. Stevens-Gountanis seconded the nomination.
 - i. No other nominations were made.
 - ii. **Holmes was declared the Vice-President.**
- c. Kevin Weese nominated himself.
 - i. No other nominations were made.
 - ii. **Weese was declared the Secretary.**
- d. Holmes nominated Walters for Treasurer.
 - i. No other nominations were made.
 - ii. **Walters was declared the Treasurer.**
- e. Stevens-Gountanis nominated herself as Director of Architectural Control.
 - i. No other nominations were made.
 - ii. **Stevens-Gountanis was declared the Director of Architectural Control.**
- f. McFadden nominated Smith for Director of Forestry.
 - i. No other nominations were made.
 - ii. **Smith was declared the Director of Forestry.**
- g. McFadden stated that he would do Covenants.
 - i. No other nominations were made.
 - ii. **McFadden was declared the Director of Covenants**
- h. Walters stated that Marner did want the Directorship of Common Areas.
 - i. **Marner was declared the Director of Common Areas.**
- i. Shirk stated that he would direct Public Safety.
 - i. **Shirk was declared the Director of Public Safety.**

Mottl asked Weese if he planned on doing the minutes. Malfatti stated that according to Roberts Rules doing the minutes was the job of the Secretary. McFadden stated that, according to the employee job description, Mottl should do the minutes. Walters suggested and it was agreed that Mottl and Weese would work together on the minutes for the February meeting. Malfatti stated that, according to Roberts Rules, the WIA minutes were too descriptive. He suggested the minutes be done in the more succinct Roberts Rules manner.

5. Approval of Agenda

McFadden requested that the date Hearings are held be added to item 21 and that setting the date for the CPA meeting be transferred from Executive Session to Item Number 24 on the agenda. Holmes requested Item 18 be removed as the decision on the variance was already made. Smith requested that one more item (number 25): Airburner be added to the agenda. **Stevens-Gountanis moved that the agenda be approved as amended. Holmes seconded the motion. The motion carried.**

6. Financial Report

Holmes reviewed the January Financials. Nielsen wanted to confirm how the reimbursable money on the "totaled" jeep would be tracked. Discussion on how 2007 employee bonuses were booked and EOY accounting adjustments were discussed.

7. Executive Directors Report

Mottl reported that:

- As previously approved by the Board, Laurie Healy, Beth Courrau, Bill Nealon and Maggie Nealon, John Ottino and Karen Mikec served as Election Judges in a January 26 Election Judges Meeting. The judges sorted, alphabetized and checked in all returned Proxies/Ballot envelopes to determine that a quorum had been met. Mottl extended her thanks to these owners for giving up their Saturday morning in preparing the documents for the meeting and pickup by the accountant.
- The WIA website has been updated with all the relevant 2008 documents, inclusive of the New Policies, Procedures, Rules and Regulations, Part 1 thru 5, as well as the now approved 2007 annual meeting minutes and the 2008 annual meeting presentation slides.

- The new Board members received their Board of Director notebooks.
- The WIA Annual Fire Inspection was performed and the following items need to be done:
 - Need to install 2 additional outlets per the fire department.
 - Need new breaker box upstairs because the current one is not ual approved and the breakers are not guaranteed to automatically shut down when the breaker is overloaded. This presents a fire hazard.
 - New timer is needed downstairs for night lighting (some lights do not have switches – are run on special timer only)
 - Walters noted that the previous Replacement Reserve Study funded \$6,500 for replacement of electrical components in 2008. The amount was revised and increased at last years study.

The estimated cost for these items is \$2,000. **McFadden moved that the Board authorize Mottl to spend up to \$2,000 to make the changes presented. Stevens-Gountanis seconded the motion. All were in favor. The motion passed.**

- Mottl confirmed that Board meetings are held on the 4th Monday of each month. In May, the fourth Monday is Memorial Day (May 26). The By Laws state that if a meeting falls on a legal holiday, then that meeting shall be held at the same time on the next day which is not a legal holiday. Members agreed that the meeting would be held on Tuesday, May 27.
- Malfatti, Smith and Mottl are scheduled to meet with Charter Academy on Thursday, Feb 28 at 3:30 pm to view new school site and discuss screening. Mottl received approval to enter the property of one of the residents that lives closest to the site so everyone can get a good look from the closest homeowners backyards. Stevens-Gountanis and McFadden stated they would also attend the meeting.
- A decision needs to be made on what the WIA annual community-wide event will be and what date it will be held on.
- The next WIA newsletter is scheduled to go out in mid April (to promote the Great American Cleanup and/or whatever Annual Event the Board agrees upon). Mottl needs to receive all Board member articles by April 1.
- Mottl requested that Stevens-Gountanis and Weese send her the bio that they prefer be published online at the WIA website.

ACTION ITEM: During Mottl's report Smith requested that Mottl present a plan to the Board at the March meeting on how to get more residents signed up to receive our e-mail blasts.

8. Public Safety Report

In response to a question from the WPS Annual Report regarding patrol hours: Nielsen explained the WPS officer schedule (4 days on /4 days off/ 10 hours each day/ no holidays/ total 1825 hours per year) and discussed what constitutes patrol hours and how the patrol hours are figured.

Old Business

9. Ratify Appointment of Election Judges

Members confirmed that on January 24, 2008, Holmes moved, via e-mail, that, "By email vote of the WIA Board of Directors, I move that we immediately appoint an appropriate number of Election Judges so that, prior to the WIA Annual Meeting, they can sort all received Proxies and Ballots and confirm voting eligibility against ownership records and accounts receivable and to confirm a quorum. I further move that WIA retain the services of Waugh and Goodwin, LLP to perform the actual count of Ballots and/or Proxies and to provide a statement of election results by close of business on Tuesday, January 29, 2008." Smith amended Terry's motion by adding that the services of Waugh and Goodwin shall not exceed \$1,000. Smith then seconded the amended motion. Holmes, Smith, Miller, Malfatti, and Shirk voted in favor. Walters, McFadden and Marner voted no. The motion carried.

10. Ratify Appointment of Waugh & Goodwin, LLC

See #9

11. Annual Dues Cycle

McFadden moved that the WIA Board send out the annual dues statement at the usual time (December of each year) but that the due date be March 1. There was no second. The motion died.

Members agreed that a note will be placed at the bottom of next years annual dues bill stating that payment plans are available.

12. YMCA Annual Dues

Walters wanted to discuss the YMCA annual dues. It was noted that there are two levels of dues available per the covenants attached to that land and the YMCA does not fall under the residential lot description. The YMCA will be billed as directed in the covenants and as previously discussed

New Business

13. Annual Meeting After Action Review

Smith stated that the Board has responsibility to evaluate and improve the Annual Meeting process. She requested feedback from Board members and owners regarding “lessons learned” or “what we could have done better” or “what we need to do differently next year” at the Annual Meeting. Specific topics include:

- Nominating committee members, responsibility & process
- Candidate qualification process, requirements, communication & statements to the residents
- Considerations regarding the re-election of the person in the position of Secretary
- Proxy process & voting by the BOD
- Ballot instructions & communication to residents
- Security and integrity of the voting process
- Announcement and publication of the results

Smith plans to compile all comments into one document and wishes to work with a committee to formulate recommendations for subsequent elections and annual meetings. McFadden, Stevens-Gountanis, and Weese agreed to serve on the Committee with Holmes stating he was willing to serve if one of those members is not available.

14. Certificate of Election

Mottl submitted a Certificate of Election to the members asking if all members were satisfied with accuracy of the election results. McFadden stated that he was not concerned with the counting of the ballots. Since the results were tabulated by Waugh and Goodwin, the election returns, votes and proxies alike were being held at their offices and anyone wishing to review them should do so at that location.

15. Roberts Rules Handbooks

Smith moved that the WIA purchase copies of Roberts Rules of Order, Newly Revised, In Brief, for each Board member to use during their term of office, with each copy to be signed out when received and returned to the WIA upon completion of his/her term. The cost of each book is not to exceed \$10 per copy. Holmes seconded the motion. The motion carried.

16. Financial Account Signatories

McFadden moved that all previous signatories be removed as authorized signers for WIA financial accounts at Peoples National Bank and Citadel Bank and that appropriate paperwork

be presented to said institutions naming, Steve, Malfatti, President, Terry Holmes, Vice President, Kevin Weese, Secretary and Bill Walters, Treasurer as the authorized signers. Further, in order to maintain cash flow for payment of WIA expenses and receive maximum interest on financial accounts, Camilla Mottl, Executive Director and Sandy O'Donnell, Accountant, are authorized to have access to the WIA safety deposit box, receive account information, procure and submit signature cards and transfer funds from one WIA count to another inclusive of the CDAR's/Certificates of Deposit. Holmes seconded the motion. All were in favor. The motion carried.

Shirk wanted to discuss the responsibility of signing checks. Shirk stated that he would like a policy put in place that addresses the need for any issue that results in normal business expense checks being unsigned be addressed so the situation did not occur again. Walters stated he would not discuss the issue except in Executive Session.

17. Bed & Breakfast Variance Request

Members reviewed the written request of Mike and Kathy Wacker referred to the Board by the Architectural Control Committee, to place a Bed & Breakfast in their residence. Stevens-Goutanis stated that neighboring properties were informed and replied that they did not want a Bed and Breakfast approved and that the ACC refused approval. It was noted that, since a Bed & Breakfast is considered a commercial venture, this was against the Covenants and therefore not within the power of the Board to approve.

18. Cut & Fill Variance

Handled during the Visitor session.

19. Palmer Lakes Fireworks/Farmers Market

Smith moved that the WIA contribute \$100 to the Annual Palmer Lakes Fireworks. Stevens-Goutanis seconded the motion. Holmes, Weese, Smith, Shirk, and Stevens-Goutanis voted in favor. Walter and McFadden voted against. The motion carried.

Since the Barn is already booked through the summer on Saturdays with two Church sessions, members agreed that the possibility of a Saturday Farmer's Market in the WIA parking lot would not be pursued at this time.

20. Hearing & Variance Requests

Mottl wanted to know whether the first Wednesday of each month would remain the date for Hearings and variance request meeting. **McFadden moved that the Hearings and Variances will be held on the second Wednesday of each month and begin at 7:00 p.m. Stevens-Goutanis seconded the motion. All were in favor. The motion carried.**

21. Attendees to March 5 Hearings

Holmes, Malfatti, Stevens-Goutanis, Smith and McFadden will attend the March Hearing. It was agreed that, once Mottl received each members 'Not Available' dates for hearings, she would rotate members until all dates were filled. Because of Shirk's multiple and changing monthly meeting dates, he will inform members if he finds he is unable to attend when scheduled.

22. March 24 Board Meeting Agenda Items

- Employee Policies & Procedures Review
- Review Employee Evaluation Process
- E-mail addresses for the Board
- Woodmoor signage
- Tall grasses

23. WIA Representative to Key Communicator Meetings

It was agreed the Hans Post would attend the Key Communicator (District 38) and NEPCO Meetings as a representative of the WIA.

24. Date to Meet with CPA

Members agreed to meet with Ken Waugh on March 4 or March 11 at 7:00p.m. Walters agreed to e-mail a list of questions to all members that he wants the CPA to address.

25. Smith announced that she was contacted by a gentleman that is in the beginning process of possibly placing a site in this area that will use an airburner to dispose of slash.

The Board adjourned to Executive Session at 9:55 p.m. to discuss legal items.

The Board resumed regular session at 10:50 p.m.

McFadden moved that Mottl instruct Lenard Rieth to prepare a letter to CLHC stating the WIA negotiation points for the properties including the Beach, South Beach inclusive of addressing their request to move a water line within the common area and place fill on the Beach at 5.25 feet. In addition, Mottl is to send a letter to residents living in the lake area affected that the Board will be addressing development in the lake area at the March Board meeting. Holmes seconded the motion. All were in favor. The motion carried.

McFadden moved that Mottl instruct Lenard Rieth to draft a letter a letter to WED, LLC stating the associations price for the two easements that the company had utility lines placed in without WIA's permission. Stevens-Gountanis seconded the motion. All were in favor. The motion carried.

The meeting adjourned at 10:55 p.m.

RESPECTFULLY SUBMITTED:

Date

Camilla Mottl, Executive Director

Date

Kevin Weese, Secretary