

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

September 22, 2008

1. Steve Malfatti called the meeting to order at 7:00 PM.

WIA Board Members present:

Steve Malfatti, Kevin Weese, Bill Walters, Anne Stevens-Gountanis, Gary Marner, George McFadden,
Amy Smith, Steve Steffey

WIA Board Members Absent: Terry Holmes

Staff in attendance: Kevin Nielsen, Camilla Mottl

2. Guest Speaker

Chris Amenson, President of the Front Range Environmental Resource Coalition (FRERC) gave a presentation on the drilling on Mount Herman. The presentation is available online at www.frerc.org. Interested residents can also sign-up for e-mails and dates of other informational meetings on their website.

3. Approval of the Meeting Minutes

- Changes to the minutes of August 14, 2008
 - Item 7 – Walters requested that there be more detail and that it be noted that numerous votes to the motion to appoint a Director were taken and failed.
 - Motion following Executive Session - Walters requested that a description of what document Option No. 4 referred to (HRA and POP Health Plans) be included in the motion.
- Changes to the minutes of August 25, 2008
 - Item 5 – Walters said to add the statement that he reported that the Operating Fund of \$312,649 was spendable cash in the bank.
 - Item 9 – Walters requested Mottl verify who the violation notice would be sent to. Mottl stated she will use bullets to clarify the statements.
 - Item 28 – Walters requested that Walters be changed to Weese.

Malfatti called for any other changes to both sets of minutes. None were offered. The minutes were approved as amended.

4. Approval of Agenda

- Walters requested that Item 15 be moved to 5a.

- Because the Board is close to preparing a 2009 budget, Smith requested that Items 20 and 21 be addressed at that time versus at the Board Meeting.

- Marner requested that a legal item be added to Executive Session.

McFadden moved to approve the agenda with the suggested changes. Stevens-Gountanis seconded the motion. All were in favor. The agenda was approved as amended.

5. Owners Comments Attached

- 5a. Legal Representation for Woodmoor & Common Area Maintenance as related to Strategic Planning and Budgeting

Marian Taylor read the attached letter to the Board:

- Mrs. Taylor and John Ottino requested that the Board give a written response to the questions posed and that the response be posted on the website. Further, Ottino requested a breakdown of all legal services.
- Goad then reminded the members that the attorney was supposed to be sending him a letter of apology. Larry Goad questioned whether a letter from the Board regarding his 2007 candidacy to the 2008 Board and his fencing issue was forthcoming. McFadden stated that he had drafted a letter for review.

Mottl stated that she could provide a breakdown of legal bills but would not be able to respond to the other requests regarding the legal counsel motion or decision.

Malfatti requested Marner respond to the other questions regarding legal counsel since he was the writer of the motion to dismiss Rieth and Anderson, Dude and Lebel.

Reports

6. Financial Report

Walters stated that the amount due in receivables is currently \$30,837, which is comparable to receivables carried in past years. Liens have been placed on the past due accounts and he will be getting with Mottl regarding pursuing receivables. Walters then reviewed the August Financial Statement. McFadden questioned what the amount of total cash dollars was. Discussion ensued on what makes up the operating fund and what the unallocated funds are. Walters stated that he would send out a written explanation of what constitutes the operating fund and the unallocated funds.

7. Public Safety Report

- The Smart trailer is repaired and has been deployed numerous times. Although it's too early to tell, it appears from the preliminary surveys of the trailer that there is a 10 to 15% decrease in the amount of vehicles cutting thru south Woodmoor. If this holds true, it may be due to the opening of Palmer Ridge High School and new school boundaries. If this continues, we should see another decrease next year as more students are introduced into Palmer Ridge.
- WPS has been observing the traffic for the Monument Academy and with the exception of the first day of school when Hwy 105 was down to one lane due to construction, westbound traffic seems to flow well. Eastbound traffic backs up at Knollwood Blvd for parents turning left on Knollwood. Hopefully, this will improve once the Hwy 105 upgrades are complete.
- All Woodmoor residents are encouraged to sign up for reverse 911 on their cell phones. To register; go to www.elpasoteller911.org and click on the cell phone/reverse 911 link in the right hand column and fill out the form. If the need presents itself, reverse 911 will call the cell phone registered along with your home.
- WPS received numerous reports today of a black helicopter flying low south of Higby Road. The helicopter is being used by utility workers to pull wire and such. They will be in the area approximately 14 days.

8. Forestry Report

- Smith reported that the MPB season is winding down and we did not see any great spikes in the number of occurrences this year.
- She reminded members that HB 1110 allows fuel mitigation bills as a tax write-off from 2009 thru 2014.
- Forestry will be involved in a community service program with Creekside Middle School in October. Jim Woodman will conduct an education session at the school with the Seventh Graders prior to a morning when the 100+ students will take part in a cleanup of Woodmoor common areas.

9. Common Area Report

- Marner reported that the mowing was in progress
- Repair of the Twin Ponds Trail was planned
- He will be communicating with those residents that have contacted the WIA and close out all the complaints.

10. Covenant Report - None

11. Executive Director Report

- Per the August 25 Meeting, notification regarding prairie dogs in the green space in south Woodmoor was sent. The owners were given thirty days to take action.
- The Board approved HRA and POP paperwork has been received.
- Interviews for the Accounting/Bookkeeper position are continuing and the needs assessment on the position will be presented at the next Board Meeting.

12. Election/Nomination Process Committee Report

Smith reported that the Committee should have their work completed and a report that will be presented at the October Board Meeting. Once the process is approved, she will be sending Mottl a flyer that can be posted on the website regarding the nomination procedure.

Old Business

13. Confirm Date for MSEC Facilitator Feedback

Members agreed that the meeting with Kim Koy would be held at 7:00pm on Monday, September 29th.

14. Motion: Policies, Procedures, Rules & Regulations, Part IV, Association Operations, Add Item G. Hiring of Mgmt. Company not done without a vote of the members

Malfatti moved that the following be added to the "Policies, Procedures, Rules and Regulations, PART IV: ASSOCIATION OPERATIONS: G. MANAGEMENT COMPANY": A management company shall not be contracted, employed or appointed to run the affairs of the Woodmoor Improvement Association without the vote of the members. Stevens-Gountanis seconded the motion.

Discussion ensued.

McFadden moved to table the motion. Walters seconded the motion. Weese, Steffey, Marnier, Walters and McFadden voted to table the motion. Malfatti, Smith and Stevens-Gountanis voted not to table the motion. The motion was tabled.

Resignation - Malfatti read the attached to those present then departed the meeting.

A recess was called at 9:05 p.m.

The meeting resumed at 9:20 p.m.

Since the Vice President was not present, Kevin Weese took the Chair.

New Business

15. See 5a.

16. Motion: Board meetings observe timed agenda/Open session to end at 10:15 p.m. Executive Session end by 11:30 p.m.

Weese moved that board meetings observe the following time agenda: Open session meetings must end by 10:15 p.m. Any remaining business will be automatically moved to the next meeting if not discussed by the 10:15 deadline. If an executive session is to follow the regular board meeting that meeting must end by 11:30 p.m. Any executive business not completed by that time will be moved to a special meeting, on a different date, organized by the Secretary. These time limits may be altered by a majority vote before each session begins.

McFadden seconded the motion.

Discussion ensued. Weese moved to withdraw the motion. McFadden seconded the motion to withdraw and all members agreed.

17. Motion: Policies, Procedures, Rules & Regulations, Part I, F. Open Fires, Add definition of what constitutes an open fire

McFadden moved to change the Rules and Regulations, Section F Open Fires to read: "Open fires including campfires are not allowed in Woodmoor unless in an approved container (approved by the Tri-Lakes Monument Fire Protection District Fire Marshal) and will be placed no less than 15 feet from any structure. An approved container shall be made of a non combustible material such as steel, concrete, or stone and be completely shielded on the bottom with brick and/or rock, encircling the entire fire pit with no gaps on all sides. The container must have a spark arrester (screen) covering the top constructed of woven or welded 12 gage wire (minimum) having openings not exceeding ¼ inch. Containers commonly used as BBQ grills are allowed if the fuel used is of liquid petroleum gas, natural gas, butane, or charcoal briquettes. Burning of fire wood is allowed in an approved container. Burning of slash and trash in any type of container is strictly forbidden."

Stevens-Gountanis seconded the motion. All were in favor. The motion passed.

18. Motion: Policies, Procedures, Rules and Regulations Part I. Use of Property, ¶ D. Construction Noise, Change 6:00 PM to 7:00PM to align with DSM

Stevens-Gountanis moved that Policies, Procedures, Rules and Regulations of Woodmoor Improvement Association PARTS I, II, III AND IV, PART I. USE OF PROPERTY, PARAGRAPH D. CONSTRUCTION NOISE page 6. The words 6:00 PM shall be changed to read 7:00PM in order to conform to the time set in the Design Standards. Steffey seconded the motion. All were in favor. The motion passed.

19. Motion: Policies, Procedures, Rules and Regulations Part V Design Standards, Section IV Misc. Project Procedures add timeline on pods & dumpsters

Stevens-Gountanis moved that the Board approve, via resolution, an addition to the Policies, Procedures, Rules and Regulations Part V, the Design Standards Manual, Section IV, Miscellaneous Project Procedures, Item A, to the pods and dumpsters bullet, adding a timeframe of two months.

Walters seconded the motion.

McFadden moved to amend the motion to add “unless extended by the ACC or appropriate staff member”. Stevens-Gountanis seconded the motion to amend. All were in favor of the amendment.

Weese called the amended motion. All were in favor. The amended motion passed.

20. Motion: Within 1 business day following election announcement, remove all signatories of those no longer on the Board

McFadden moved that in order to prevent former board members from signing checks, the staff shall be instructed to, within one (1) business day after the announcement of the certification and or public announcement of the election of directors results, remove all those signatories who failed in their re-election bid and inform the bank(s) of such removal.

Marnar seconded the motion.

Discussion ensued regarding the process required by the WIA By-Laws and Banks in naming and changing signatories. McFadden moved to withdraw the motion. Marnar seconded the motion. All were in favor. The motion was withdrawn.

21. Motion: Vice President is only authorized to sign checks when the inability of the President to sign occurs

Walters moved that the Vice President is authorized to sign checks, only when the inability of the President to sign occurs due to serious illness or extended out of town travel. McFadden seconded the motion.

Smith moved to amend the motion to state that the Vice President is authorized to sign checks only in the absence, inability or refusal of the President to sign occurs. Stevens-Gountanis seconded the motion to amend. All were in favor of the amendment.

Weese called the amended motion. All were in favor. The motion passed.

22. Motions: Motions may be made by any board member regarding any approved agenda item during the time the agenda item is being addressed

Walters moved that motions may be made by any board member regarding any approved agenda item during the time the agenda item is being addressed. McFadden seconded the motion.

Stevens-Gountanis moved to table the motion. Smith seconded. Stevens-Gountanis and Smith voted to table. Walters, Steffey, McFadden, Marnar and Weese voted not to table.

Weese called the vote. Walters, Steffey, McFadden, Marnar and Weese voted in favor. Smith and Steven-Gountanis voted against. The motion passed.

23. Date of Strategic Planning and Budget Meetings

Members agreed that the Strategic Planning Meeting would be held on Monday, October 13 at 7:00 p.m. in the Barn. All goals and objectives are to be sent to Mottl by October 6th.

The Budget Meeting was scheduled for Thursday, October 23 at 6:20 p.m. in the Barn. All budget numbers are to be sent to Mottl by October 13th.

24. Attendees to October Hearings

Hearings will be held on October 8. McFadden, Holmes, Steffey, Smith and Malfatti were scheduled to attend the Hearings. Walters and Weese are going to check their schedules to see if they will be able to replace Malfatti. Stevens-Gountanis stated she would be able to attend.

25. October Board Meeting Agenda Items

- a. Appoint new Board members
- b. Elect President and appoint any remaining positions

The meeting adjourned to Executive Session at 10:35 p.m. to discuss four legal items.

Regular Session resumed at 11:35 p.m.

McFadden moved to authorize Smith to discuss with the attorney and review/accept the proposed agreements with Woodmoor Water and Sanitation and Colorado Lakeshore as outlined during discussion. Walters seconded the motion. All were in favor. The motion passed.

Walters moved to authorize Smith to discuss with the attorney and review/accept the agreement, subject to the modifications discussed, with WED, LLC. Marner seconded the motion. All were in favor.

McFadden moved to send the letter as presented to legal counsel for comment and, if necessary, to our insurance carrier with the goal of approval by the Board at the October meeting. Steffey seconded the motion. All were in favor with the exception of Stevens-Gountanis.

The meeting adjourned at 11:46 p.m.

RESPECTFULLY SUBMITTED:

Date

Jim Wilson, Secretary

Date

Camilla Mottl, Executive Director