



**Big Elk Meadows Association
Saturday, October 16th, 2021
Meeting Minutes**

09:00 Call to Order by Acting President, Paul Cyphers

- Quorum verification – (Board members attending): Johnstone, Cyphers, Sommers, Taylor, Leonard and Sayler
- In Attendance: T. Johnstone, C. & A. Loomis, L. & R. McCutchen, P. Sorenson, M.A. Grimes, R. O’Neill, G. Christensen, L. Adler, C. & C. Isenhart, D. Wray, D. & M. Tolbert, S. Sayler, S. Leonard, J. Ahnsted, K. Battaglini, S. Schwab, J. & M. Gutshall, B. & J. Christensen, C. Ray, S. Smith, J. Dickenson, C. Carpenter, K. Davis, K. Zedalis, P. Albiges, P. McDaniel, K. & K. Broome, C. Paddock, C. Faughnan, B. Toole, T. Stauffer, Dennis (Tenney?), L. McLeod
- Staff in Attendance: P. Flanagan
- Director Cyphers requested an Executive Session for the purpose of Employee Issues.
- Director Paul Cyphers read a letter from Scott Johnstone’s attorney regarding the trust that is in place for the property in Big Elk. The letter stated that Scott has been a trustee since August 2012. Paul Cyphers then read a letter from the BEMA attorney that said a Power of Attorney is not enough, but since Scott is acting trustee, he is, and has been qualified to serve on the Board. There was discussion that Scott decided to step back from his duties on the Board until the matter was resolved. At this point Paul turned the Presidency back to Scott.
- Director Sayler motioned to approve the Agenda; Director Sommer seconded the motion. All voted in favor. Motion passed.
- Director Cyphers motioned to give Members 5 minutes to speak, seconded by Director Taylor. All voted in favor. Motion passed.
- Director Cyphers motioned to approve the July minutes, Director Leonard seconded the motion. All voted in favor. Motion passed.
- Director Sayler motioned to approve September minutes, Director Taylor seconded in motion. Discussion. All voted in favor except for Director Cyphers who voted against the motion. Motion passed.

09:33 Member Communication

- Fire Chief Isenhart presented the report from VFD of Big Elk– See Report under 2021-10-18 Board Meeting Documents
- The following members addressed the Board with their concerns: D. Wray, C. Isenhart, C. Isenhart, J. Gutshall, D. O’Neill, M.A. Grimes, K. Zedalis, S. Smith, C. Ray, S. Sayler, G. Christensen, S. Schwab, K. Broome.
- P. McDaniel read aloud his letter of interest to serve on the Board.
- Director Cyphers read aloud C. Paddock’s letter of concerns. Also, read aloud Catherine Sees’ letter of interest, and then announced she had withdrawn.

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- Discussion regarding the Bylaws about appointing new Directors vs taking a community vote. Director Saylor read both sections regarding new members in the Bylaws (8.4 and 5.6) amidst some community member comments, concerns, and perceptions, and President Johnstone spoke about his correspondence with the attorney.
- Director Saylor motioned to appoint the six open slots of the Board of Directors; Director Leonard seconded the motion. Directors Taylor, Saylor and Leonard voted in favor; Directors Cyphers and Sommers, and President Johnstone voted against causing a tie so the motion failed. Discussion followed about the process for mail-in voting.
- Director Sommers motioned to have the community vote for vacancies on the Board of Directors; Director Cyphers seconded the motion. There was discussion. Directors Sommers, Cyphers and President Johnstone voted in favor; Directors Taylor, Saylor and Leonard voted against, causing a tie so the motion failed.
- Discussion of why L. Adler wasn't qualified to be appointed onto the Board in September which nullified that appointment. There was an attempted email vote to appoint her again and one to restrict the number of Directors allowed on the Board. Both votes were stopped due to a request to defer until the Oct. meeting.
- Director Taylor motioned to have Linda Adler be appointed to the Board; Director Leonard seconded the motion. Directors Saylor, Taylor and Leonard voted in favor; Directors Sommers, Cyphers and President Johnstone voted against causing a tie so the motion failed.
- Discussion about needing complete vetting of candidates of potential Directors. Discussion that if two people were to drop out, there would be exactly the amount of openings as there are candidates. More discussion about who might withdraw their letters of interest. P. Sorenson and K. Battaglini withdrew their letters of interest, leaving six openings and six candidates.
- Director Sommers motioned that if there were the number of candidates equal to the number of open vacancies that the Board will vote to appoint them to the Board. Director Leonard seconded the vote. Discussion. Directors Sommers, Saylor, Taylor, Leonard voted in favor and Director Cyphers voted against the motion. The Motion passed.
- Director Sommers motioned that Linda Adler, Glenn Christensen Mary Ann Grimes, Christa Isenhardt, Roy McCutchen, and Paul McDaniel be appointed as Directors to the Board; Director Saylor seconded the motion. Discussion. Directors Sommers, Saylor, Taylor, Leonard voted in favor; Director Cyphers voted against. Motion passed.
- Director Cyphers motioned to appoint Director McCutchen to be Treasurer; seconded by Director Taylor. Discussion. All voted in favor and no opposition. Motion passed.
- Director Sommers motioned for Director McDaniel to be the Long Term Planning Committee Chair; seconded by Director Saylor; All voted in favor, no opposition. Motion Passed.
- Director Taylor motioned for Director Sommers to become the Chair of the Water Rights Committee; Director Saylor seconded the motion. All voted in favor, no opposition. Motion passed.
- Director Cyphers motioned for Director McCutchen to be co-chair of the Finance Committee; Director Taylor seconded the motion. All voted in favor, no opposition. Motion passed.
- Director Taylor motioned for Director Isenhardt to be co-chair of Governance Committee; Director McCutchen seconded the motion. All voted in favor, no opposition. Motion passed.

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- Director McDaniel motioned for Directors Isenhart and Taylor and Member P. Sorenson be appointed to the Operations Committee; Director Christensen seconded the motion. Discussion. All voted in favor, no opposition. Motion passed.
- Director Saylor motioned for Director Christensen and Director Adler to co-chair Operations; Director Isenhart seconded the motion. All voted in favor except for Directors Grimes who voted against. Motion passed.
- Director Sommers motioned for Director Grimes to be appointed to the Finance Committee; Director Saylor seconded the motion. All voted in favor, no opposition. Motion passed.
- Director Saylor motioned to appoint Director Adler to the Long Term Planning Committee; Director Sommers, seconded the motion. All voted in favor, no opposition. Motion passed.
- Director Saylor motioned for Pat Sorenson to be appointed to the Architecture Review Committee; Director Taylor seconded the motion. All voted in favor, no opposition. Motion passed.

11:55 Review of the Master Calendar

12:15 Communications Report

- Director Sommers presented the Communications Report. New Directors will be getting email directions in the next few days and the website will be updated with all the new Directors and new Committee Chairs information.
- Social Activity coming up October 23, 2021 from 2-5pm - Halloween Party organized by the Social committee

12:38 Operations Report – P. Flanagan

- P. Flanagan presented the Operations report. Discussion regarding costs of the two companies, L4 and Zak Dirt, to put in bids for steel tank and lower flume projects. Director Christensen motioned to choose L4 to do the work for the steel tank and lower flume repair projects not to exceed \$25,000. Director Isenhart seconded the motion. Discussion. All voted in favor. Motion passed.
- We received a quote from Dunright for repair of the backhoe and some other equipment. Director Isenhart motioned to approve the Dunright repair to the backhoe for no more than Titan's cost of \$3900. Seconded by Director Christensen. Discussion. All voted in favor. Motion passed. Director Cyphers mentioned that it was not in the budget.
- Discussion about the need to raise the fire hydrant around 2 feet. P. Sorenson to help find contractors and a quote.
- Discussion that job descriptions need to be reviewed & edited along with the Employee Handbook.
- Director Leonard discussed he was still waiting on quotes from Wagner to fix the equipment. Discussion that Director Leonard needs to revise and prioritize the entire Operations current budget, and he needs to evaluate an overall yearly budget vs capital budget.
- Discussion over work orders. We have gone back to a physical paper system, the new papers are available in the office. All members are welcome to fill out a Work Order if you see something that needs attention

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- Discussion over pool cover - Operations committee to meet and discuss.

1:15 Finance Report – P. Cyphers

- The Finance Committee met on October 12, 2021. Discussion over the status of our books and on bookkeepers vs accountants and the current audit in progress with Atlas Associates.
- Director Cyphers motioned to increase the bookkeeping budget to around \$36k. Director Isenhart seconded the motion. Lots of discussion - All voted in favor, no one voted against. Motion passed
- Director Cyphers announced that we have met our legal budget for the year.

1:40 Long Term Committee - Curt Loomis

- Curt Loomis reported that he made some recommendations to the finance committee and presented the same recommendations to the Board. He stated that snow plowing is the priority. Director Isenhart motioned to buy a new plow truck for not over \$75k cost, Director Cyphers seconded the motion. Discussion, including potential income from selling some of the old/unneeded equipment. All voted in favor except for Directors Taylor and Adler who voted against the motion. Motion passed.
- Discussion about tennis courts, and options available. We are waiting for quotes and more information. Discussion about possible roads applications and potential ways to generate revenue to cover these costs. Director Cyphers said that the decision would have to be made in the next 6 months. The Committee will continue to research.

2:42 Governance and ARC Committee - Director Saylor

- Announcement was made that owners are allowed to put up signage on their own property with the passage of a recent law, but wanted to make sure people were aware that Board approval is still needed to put up signage on common land, or public property.
- ARC has two current issues that need to be taken care of. One is 1027 Aspen has sand that is on common land that is also an environmental issue. The property is for sale, and we would like that to be taken care of before the sale. The other is the asphalt driveway on Hickory that did not get prior approval, and is causing drainage issues. President Johnstone to write formal, certified letters to the property owners. A reminder to members that you need to submit an ARC form even when painting your home - unless it is to be painted the same color. Any exterior change needs an ARC form.
- Director Isenhart suggested that all Committees have all Committee Reports submitted by Wednesday prior to the Board meeting. All Directors need to read all the documents ahead of the meeting instead of discussing each item line by line in the Board meeting. We already have shared drives to make this possible. The Secretary should send out reminders for people to upload their reports.
- Discussion about moving board meetings, as we are coming up on the holiday season. It was decided that we would have our November meeting on the 20th, and tentatively schedule the December meeting for the 11th. Director Taylor to send out notifications.

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2:56 Lake Health Committee - Director Christensen presented the report.

03:13 Adjourn Meeting - Director Saylor motioned to Adjourn the meeting, Director Leonard seconded the motion. All voted in favor.

- Next Board meeting is on Saturday, November 20th, 2021 at 9:00 a.m. location TBD.

3:26 Start of Executive Session

- Discussion of Assignment of Staff (who they report to), job descriptions, and other employee issues.

3:57 End of Executive Session and Vote

- Director McCutchen motioned to change Victoria's supervisor to be the Treasurer; Director Cyphers seconded the motion. Directors Cyphers, McCutchen, Sommers, Christensen, Isenhardt voted in favor of the motion. Directors Adler, Taylor, Grimes, Leonard, Saylor voted against the motion. President Johnstone broke the tie to pass the motion.

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