



**Big Elk Meadows Association
Wednesday February 14 6:00 PM
Board of Directors Meeting Minutes**

Call to Order by President

- Quorum verification – All Board members were present either online or in person at the community office. (Pat S joined while approving the Agenda and David E left partway through for an emergency)
- Members in Attendance: 31 homeowners were present either online or in person.
- Haven Management and Staff in Attendance: Carissa D. and Paul F. were present from the BEM staff and Heidi S. was present from Haven.

Motion by Sam S, seconded by Christa I, to approve the November Board Meeting minutes as amended. Motion carried.

Motion by Ryan S, seconded by Meredith C, to excuse Sam S's absence from the December Board Meeting. Motion carried.

Motion by Meredith C, seconded by Christa I, to excuse Ryan S's absence from the December Board Meeting. Motion carried.

Motion by Christa I, seconded by Sam S, to approve the December Board Meeting minutes as amended. Motion carried.

Motion by Christa I, seconded by Sam S, to approve the January Board Meeting minutes. Motion carried.

Motion by Paul M, seconded by Christa I, to approve the January Special Board Meeting minutes. Motion carried.

- Request for executive session for legal and personnel matters. (Later withdrawn.)

Motion by Ken B, seconded by Paul M, to alter our procedures to move Member Communications to the end of the meeting. Motion failed.

(Director Pat S joined the meeting.)

Motion by Christa I, seconded by Pat S, to approve the agenda as amended, moving Member Communications to the beginning. Motion carried.

Member Communications

- Topics brought before the Board during member communications included (but were not limited to): Roads needed to be plowed and graded, the Membership needs to know how many members will be leaving the Board in May (answer: Paul M, Paul C, Christa I have terms expiring and Sam S plans to leave) they were expecting to see the names of those leaving in the minutes, questions about communication approvals and draft letters included in agenda, asked for the President to resign, concern Board members are



attempting to reinterpret the bylaws and having political whose side are you on, frustration with the Board meetings and their lack of organization, thanks members for working on taxes, reducing the Board to 7 members, question about the Facebook post that was removed by the Facebook group admin, question about accounts that finance committee were not aware of, what is the finance committee missing to do their job, who is withholding access and what access is needed, the Board should consider starting their own private social media page and invite all the members, concern around transparency and that all documents, emails, etc. should be provided to all members, little confidence in information presented in the meetings, would like to see logins and passwords held by more than one person, persons responsible for assets should be bonded and insured.

FireWise Report

- FireWise is still critical to the Meadows.
- The storage container is in place and will be painted. Currently storing emergency supplies and PPE in the container.
- We will be working in the months ahead to thin the trees on Hickory Dr. We will be applying for a Larimer County fire mitigation grant for \$10,000.
- The next meeting will be at the firehouse on April 7th.

Governance Report

Motion by Ken B, seconded by Christa I, to amend Section 6.6 of the Bylaws to read as follows:

Bylaws Section 6.6 Board Meeting Quorum and Voting

At all meetings of the Board a majority of the directors currently in office shall constitute a quorum for the transaction of business. The votes of a majority of the directors present and voting at a meeting at which a quorum is present shall constitute a decision of the Board. Abstention is not a vote and is not included in the voting tabulation.

If at any meeting there shall be less than a quorum present, a majority of those present may adjourn the meeting. Section 6.7 Proxies for Board Meetings. For the purposes of determining a quorum with respect to a particular issue and for the purposes of casting a vote for or against that issue, a director may execute, in writing, a proxy to be held by another director. The proxy shall specify a yes, no, or abstain on each particular issue for which the proxy was executed. Proxies which do not specify a yes, no, or abstain shall not be counted for the purpose of having a quorum present nor as a vote on the particular issue before the Board.

A roll-call vote was requested. The motion carried with the following votes:

- FOR: Christa I, Paul M, Paul C, Meredith C, Pat S and Ken B

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- AGAINST: Ryan S, Sam S and David E

Motion by Ken B, there was no second, to approve changes to the BEMA enforcement policy as presented. Without a second, there was no vote.

- Discussion of language included on the Water Invoice and that the language can be changed. Discussion of distinction between invoices and statements.

Motion by Pat S, second by Meredith C, to accept the following language “FAILURE TO MAKE PAYMENT IN A TIMELY MANNER COULD RESULT IN LATE FEES AND INTEREST BEING CHARGED TO YOUR ACCOUNT WHICH ALSO MAY FURTHER BE FOLLOWED BY THE BEMA COLLECTION POLICY” on water invoices (or statements). Motion carried.

Ad-hoc Transition Committee Report

- Very close to having reconciliation through December 31st. Need to be sure we have all the current “BMO” info. to reconcile January.
- There is evidence that shows an operating account is being subsidized by a reserve account which needs to be stopped as this is an unnecessary cost to BEMA.
- Is there any information on the quote from Haven for \$1850?
 - We don’t have specifics yet and are still waiting on their proposal.
 - In order to move forward with financials only, we need to close all remaining “BMO” accounts and move them to Haven “Pacific Premier”
- Does the committee have all the information they need to do the work they were assigned to do?
 - The committee now has the information they need to recover the books with Haven through January subject to verifying BMO info.
- Has the transition committee evaluated the proposals from Associa and Community Financials?
 - Review of Associa proposal has not been completed and is pending their follow up.
 - The new contract information provided at the January board meeting from Community Financials has not been reviewed.
 - The comparison sheets need to be provided.

Motion by Christa I, seconded by Ken B, that the Board move forward with choosing between either Associa or Community Financials to be our financials provider. A roll-call vote failed with votes as follows:

- FOR: Paul C, Christa I, Paul M and Ken B
- AGAINST: Sam S, Ryan S, Meredith C and Pat S

(During the previous motion’s discussion, the following motion was made.) Motion by Meredith C, seconded by Pat S to table the previous motion. A roll-call vote failed with votes as follows:

- FOR: Ryan S, Pat S and Meredith C
- AGAINST: Paul M, Ken B, Sam S, Christa I and Paul C

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Motion by Meredith C, seconded by Pat S, to transfer funds from the BMO accounts (formerly Bank of the West, to Pacific Premier accounts and switch payroll to draw from Pacific Premier. Motion carried.

Motion by Meredith C, seconded by Pat S, to give three credit cards to BEMA employees and cancel all currently held debit cards once the credit cards are activated. A roll-call vote failed with the following votes:

- FOR: Meredith C, Pat S and Ryan S
- AGAINST: Paul M, Christa I, Sam S, Paul C and Ken B

(During the previous motion's discussion, the following motion was made.) Motion by Christa I, seconded by Paul M, to table the previous motion. Motion failed.

Ad-hoc Accounting Committee Report

- There are discrepancies between asset tracking that was in Quickbooks and older spreadsheets. In order to correct the Quickbooks system we need to ensure that Bobby has full access.
- Tax returns for 2014, 2015 and 2016 BEWA and BEMA are done and reviewed. An issue was discovered with having Quickbooks in sync with the taxes returns and that will be addressed. Those are ready for signatures and can be signed by any officer. Discussion continued on the possibility of the new treasurer signing which will be run by the CPA.
- Only tax returns not ready for signature are 2017, the merger year. They are awaiting final confirmation on committee comments from Atlas expected by February 16.
- The committee does not have all the Quickbooks information they need as this is being reviewed by Paul which will be provided by February 15.
- Discussion continued on the possibility of the new treasurer signing which will be run by the committee through Atlas.

Operations Report

- The retaining wall project on Mirror lake was completed last September.
- There are issues with the general ledger tracking and how it is tracked with Haven.
- General ledger codes have been trimmed down since moving to Haven.

Common Area Committee Report

- We are working with Boulder County on the fence project to install a wildlife-safe fence.

Communications Report

- Discussed reforming a standing communications committee instead of an ad-hoc committee.

Motion by Christa I, seconded by Paul M, to reform the communications committee with the previous charter. Motion carried.

Motion by Sam S, seconded by Paul M, to make Christa I the new communications committee chair with Ryan S as a member. Motion carried.

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- Discussed updating Committee information on the website.

Committee Discussions

Motion by Christa I, seconded by Sam S, to separate the Water Rights Committee from the Lake Health and Fish Habitat Committee. Motion carried.

Motion by Christa I, seconded by Sam S, to make Paul M the chair of the Lake Health and Fish Habitat Committee and Pat S the chair of the Water Rights Committee. Motion carried.

Motion by Ken B, seconded by Sam S, to make Paul M, Sam S and Ken B the co-chairs of the Common Areas Committee. Motion carried.

New Business

Motion by Meredith C, seconded by Pat S, to remove Paul C as President. A roll-call vote failed with votes as follows:

- FOR: Meredith C and Pat S
- AGAINST: Sam S, Ryan S, Christa I, Paul M and Ken B

Motion by Meredith C, seconded by Pat S, to remove Ken B as the Governance Officer. Before a vote was taken Ken B resigned as Governance Officer.

The request for an executive session was withdrawn.

Motion by Christa I, seconded by Ryan S., to adjourn the meeting. Motion carried.

Next Board meeting will be March 13th at 6pm.

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