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**Board of Directors Meeting**

Saturday March 5, 2022 – 9:00 AM

VIA ZOOM

**Planning Meeting Minutes**

**From:** Mark Wagner – Vice President

**Board/Committee Members Present**

Chris Gober, President Karl Schreiber, Director

Mark Wagner, Vice-President Paul Duggan, Treasurer

Shelly Faris, Director John Beebe – Fiber Project

Les Kole, Director

**Property Owners Present**

Terry Beebe

Dean & Judy Railsback

Paul & Betsey Romere

Linda Kole

Charles Popeck

Trudy Pingree

**Meeting Called to Order**

By Chris Gober, President, at 9:01 AM

**Additions to Agenda**

* The Board decided to discuss the important items first in case that the meeting goes too long. However, all topics were discussed.

**Items for Discussion**

**1. Vacant Secretary Position**

* Prior to the planning meeting, Mark Wagner sent out information on the Secretary responsibilities. This included what is listed in the Bylaws and the list of what Teresa Downing was taking care of that she emailed to the Board in August 2021.
* Those two documents have been added to the end of these meeting minutes.
* The Board is trying to come up with a list of Secretary responsibilities that are not as daunting as what Teresa was taking care of. Teresa did a great job and really took on a lot of responsibilities and made everything run smooth!
* The minimum responsibilities are:
* Keep the minutes of all of the Board meetings and record the votes. This includes

typing up the minutes, send the preliminary minutes to the Board and then make any

adjustments.

* Email the notices of all Board meetings to the owners.
* Maintain the Property Owners Lists (POLs).
* It was decided that a Proxy (Board member or other volunteer) could assist with the primary duties and we would still be in compliance with our Bylaws.
* Trudy Pingree expressed interest in helping the Board and would like more information. Mark Wagner stated that he would email Trudy the information and Mark and Shelly would follow up.
* It was discussed and decided that the Board would split up all of the other responsibilities that Teresa Downing was taking care of.
* Of major concern was communication from the Board to the owners on all topics. Our email address group needs to be completely updated. The email list that Teresa was using could not be transferred. Shelly Faris has been working on setting up a Google Groups email list for communication.
* It was decided to go ahead with using the Google Groups email platform as it would be accessible to another administrator in the future and we wouldn’t have to “reinvent the wheel” in the future (create a new email address group).
* Shelly Faris will be working on updating the Google Groups email list.
* There were questions on what exactly Google Groups is. Information was given as to how it works and how we would be able to administer it and keep it updated. Further information is available through Shelly and Mark. From a sender’s standpoint, Google Groups is very easy.
* The Board will educate everyone to **NOT to reply to all** when responding to an email from Google Groups. We will spend a few minutes in the next Board meeting to educate everyone on the use of Google Groups email.
* Maintaining the Google Groups email list, the POLs and the Nextdoor list/info should realistically be administrated by the same person.
* Concern was brought up that having multiple people trying to take care of the Secretary responsibilities would cause some disconnect.
* It was suggested to post the Board information on the bulletin board at the dumpsters.

**2. Individual Board Member Duties, Responsibilities and Assignments**

* Chris Gober sent out an outline/policy to the Board members on what the responsibilities and obligations of a Board member are based on the Colorado Common Interest Ownership Act. This communication is also included at the end of these minutes**.** This will be discussed further at the April Board meeting.
* The Board is looking for a Board member to take the lead on the Right of Ways.
* Les Kole will manage the weed spraying.
* Mark Wagner and Shelly Faris will update the emergency contact form. It will be sent out to all owners asking that everyone fill out the form so we are completely updated. It was discussed to create a phone tree with road captains should an emergency occur in which everyone would need to be contacted.
* Mark Wagner will maintain the calendar. He will update the current one and email it out to the Board for review and then email it to all property owners.
* It was discussed that the website needs some updating.
* As Historian, Paul Romere would like more communication where possible. Paul has a long history of records that can be accessed when information is needed.
* The difference between archives and historian is that the archives only need to be held so long based on CCIOA. The historian can keep records for future reference with no limit for how long.
* The fact that the archives/historian could be the same person/responsibilities.

After discussion, the following assignments of Board Member duties and responsibilities were updated:

* 1. **Right of Way:** **?????/Shelly Faris**
		1. Ensure Phone Boxes are marked properly
		2. Ensure Edges of Paved areas are marked properly
		3. Potholes
		4. Culverts/Drainage
		5. Oak Brush
		6. Sets/organizes workdays
		7. Signage, street and other signs
		8. Dumpster/entrance area
	2. **Spraying/Cutting of Weeds: Les Kole**
		1. Follows the report from La Plata on spraying times
		2. Ensures that weeds are mowed as needed
	3. **Fencing/Security Karl Schreiber**
		1. Ensures perimeter fencing is properly maintained
		2. Ensures entrance gate is properly maintained
	4. **Bridge Karl Schreiber**
		1. Ensures that the bridge is inspected every 5 years
		2. Contacts engineer to conduct inspections as needed
	5. **Snow Plowing: Shelly Faris/Mark Wagner**
		1. Board Contact person
		2. Makes calls for snow removal
		3. Works with Representative of Snow Removal Service
	6. **Emergency Contact Forms/Code Red: Mark Wagner/Shelly Faris/Chris Gober**
		1. Solicits owners to submit Emergency contact forms
		2. Encourages owners to sign up for Code Red
	7. **Inventory Chris Gober**
		1. Keeps an updated inventory of all DVE Property
		2. Keeps informed on where abouts of Property
	8. **Calendar Mark Wagner/Chris Gober**
		1. Updates the monthly Board Calendar
			1. Include when Board members are out of town
		2. Sends out Updates Quarterly
	9. **Waste Management Chris Gober**
		1. Deals with any violations to dumpster rules
		2. Deals with Contract Negotiations with trash company
	10. **Website Chris Gober/Jerry Libit**
		1. Ensures Website is updated appropriately
		2. Helps build and design website to maintain currency
	11. **CCR Enforcement Chris Gober/Board**
		1. Contacts property owners when a violation is noticed
		2. Keeps Board informed of all violations and enforcement actions
	12. **Welcome Committee Shelly Faris/Lori Swapp**
		1. Works with the Welcome Committee
			1. Ensure forms are properly updated
			2. Ensure contact is made with new owners

* 1. **Nextdoor/Social Media Shelly Faris**
		1. Ensures that appropriate messages are posted
		2. Adds new owners as appropriate
	2. **Assistant Treasurer Mark Wagner**
		1. Assist the treasurer as needed

**Co-Secretary Shelly Faris**

* + 1. Assists the Secretary with
			1. Updating and maintaining the POLs
			2. Sending of Emails
			3. Annual meeting packets

* 1. **Archives Chris Gober/Mark Wagner**
		1. Maintains records as required in Bylaws, CC&Rs and CCIOA
			1. 3 years of minutes
			2. Notices to owners
			3. Financial statements
			4. Tax statements
			5. Communications between Board members that have any action taken.
	2. **Historians Paul Romere/Chris Gober**
		1. Maintains historic documents of the Association

**3. Fiber Project Progress and Planning**

* John Beebe and Les Kole have been working with the engineer to make sure that the backbone of the fiber project was laid out correctly. John and Les looked through the plans. They had a Zoom meeting with the engineer. There were changes needed to the plans in placements of the hand holes (a type of manhole, buried underground just deep enough so that its lid is flush with the surface of the ground where the fiber originates from the backbone to the houses).
* There are four places in the subdivision where placement of the hand holes might have to be placed on private property that would serve two houses from each hand hole. There is concern that Vero would want access to the private property to fix any IT issues.
* We have learned that cutting the roads when wet, would cause more damage than cutting on a dry road. Vero will work to maintain the roads in as good as condition as they can.
* We are ready to go. Materials, workers and equipment are here.
* The Century Link lines are scattered on some of the roads. Vero will have to work around those lines when laying the backbone.
* It is hoped that we can avoid any legal issues with easements on the few properties that the hand holes will have to be located.
* These hand holes could still be placed on DVE right of way and still provide fiber to the affective properties.

**4. Spring Road Maintenance**

* Roadwork committee met on Wednesday March 2, 2022.
* Due to the fact that we have the fiber project working on the roads and the fact that we are over budget on the snow plow portion of the road work budget (reducing the monies available for the planned 2022 roadwork), there were two options put forth for the 2022 road work.
* Alternative #1: The ends of Upper Beaver Creek, Elk Valley, Sawmill and Wieland would receive no treatment. The lower portion of Elk Valley and Wieland would not receive any new gravel, but would receive the Road Loc as outlined in the plan. The remaining portions of these road would be treated as outlined in the plan.
* Alternative #2: We do not treat any of the roads as outlined in the plan due to the fiber work that will be ongoing, and if need be, we can repair any areas that need to be this fall. Seal and fill in the cracks in the pavement from the gate to Highway 160. The money that is not used this year would then be carried over and allocated for next year’s (2023) road maintenance.
* It was clarified that we would then be doing the roadwork for 2022 **AND** 2023 next year in 2023.
* From the fiber project, this makes a lot of sense. The agreement with Vero is that they would put the roads back into the condition that they were prior to the project.
* It is realized that the fiber project will result in some settling in some places on the roads. The fiber project would also require more equipment on the roads to trench the lines from the handholes them homes. Delaying the 2022 roadwork until 2023 (combining 2022 and 2023 roadwork) would allow for a complete refurbishment of the roads.
* The road work funds from the 2022 budget should be placed in the savings account as the funds will be needed in 2023.

**5. Weed Management**

This was discussed in item #2. We want to make sure that weed maintenance is done in a timely manner and follow the Country guidelines that we received in fall 2021.

* The property just to the east of the entrance to DVE is an issue with the amount of thistle that grows on their property. Shelly has reached out to the owners of that property in hopes that they will mitigate the noxious weeds.

**6. Agendas/Minutes**

It was discussed sending out the agendas and minutes in a timelier fashion. Discussion in item #1 will help with our communication.

**7. Annual Meeting**

We need to start the planning process for the meeting.

* We will need to begin sending out information to the owners beginning in May.
* There is a lot to do in preparation for the annual meeting.
* We will need to split up the duties.
* It would be best if a Board member take the lead on this.

**8. Updating Emergency Contact Forms**

See discussion in item #2.

**9. Succession Planning**

It was discussed to personally reach out to the property owners that might be interested in being involved in the POA.

* This may help build on volunteers that we need. Direct contact (in person) might be better than just sending out emails looking for volunteers.
* We could also look at a mentoring process to involve people.

**10. Reserve Fund**

It was discussed to add the 3% contribution to the reserve fund be added as a line item to the budget. It would be easier for the Treasurer from a bookkeeping standpoint.

* The three percent contribution has not been a budgeted item due to the fact that there may be years that that the full three percent could not be funded.
* The reserve fund has usually been funded closer to the end of the fiscal year.
* The Board will discuss putting the three percent contribution in the 2022-2023 fiscal year budget at the budget planning meeting in May 2022.
* This could be a year where it might be difficult to add to the reserve fund due to being over budget on snowplowing, a possible mail box project and the need to carryover the roadwork fund to 2023.
* Discussion ensued on the need for additional mail boxes and parcel boxes.
* Monies for any mailbox project would need to come from funds budgeted for items other than the roadwork budgeted funds.
* Karl Schreiber will pursue options on the mailbox project.

**11. Updating Website**

Updating the website was also discussed in item #2. Chris Gober will work with Jerry Libit to fill in the holes and update the website.

* Paul Duggan asked for clarification of having our financial statements on the website.
* If a realtor or title company is looking for financials, he/she could ask the Treasurer. Paul Duggan does receive requests for information from realtors and title companies. Paul responds when there is an inquiry.
* Generally, the financial health of the POA is what someone is looking for.

**12. Planning Calendar Review**

See discussion in item #2.

**13. Property Owners Lists/Email Lists**

See discussion in item #1.

**14. CCR Enforcement**

The Board is making a big push to ensure that we are maintaining the right of way and taking care of the noxious weeds (thistles) that the POA is responsible for.

* We also have wording in our CCRs referring to noxious weed control on the private properties. If we’re spraying on the road, and property owners are not taking care of noxious weeds on their property, then we have a situation where the thistles just keep spreading.
* It was noted that we may have to communicate to some of the owners the need to take care of the noxious weeds on their property.
* Noxious weeds exist throughout the subdivision.
* Shelly Faris has information on a company that she has used to treat her property for noxious weed mitigation.
* Unfortunately, we cannot go out onto forest service property and spray the noxious weeds.
* We will put together weed information to send out to the owners.

**15. Right of Way Committee**

See discussion in item #2.

* This is a committee that has never really been formed.
* The responsibilities are listed in item #2.
* This will need more discussion in a Board meeting.
* Working to getting it functional is important.
* The committee would report back to the Board member(s) that oversee those responsibilities.

**Discussion – Open Forum**

* Signage will be discussed at the next Board meeting.
* Total number of mailboxes that we should look at is 84.
* There are currently 64 mailboxes. 63 are available for property owners as one is for outgoing mail.
* Adding another pedestal of 16 boxes would bring the total available to 79 for owners. That would be a start.
* Moving the current parcel boxes to the area where the newspaper boxes would give us the space for another pedestal. Most of the newspaper boxes are not being used (and haven’t been).
* We might need to send communication to the owners if we eliminate most of the newspaper boxes.
* DVE does have a physical street address. If additional mailboxes could be obtained to cover the 84 lots and the outgoing mail, and leave extra box(es) we could close the PO Box.
* There might be used mail and parcel boxes available.
* The mailboxes need to open from the same direction. We would need to find an older pedestal that opens from the back or replace all with new ones that open from the front.
* Karl will bring back information at the next Board meeting.

**Adjournment**

Meeting was adjourned at 12:25 PM

**DVE POA Secretary Responsibilities**

Section 8.8.3 of the Bylaws read: “The Secretary shall record the votes and keep the minutes of all meetings and proceedings of the Board and of the Owners; shall serve notice of meetings of the Board and of the Owners; shall maintain the Property Owner’s List; and shall perform such other duties as required by the Board.”

That being said, we should start with the listed Responsibilities in the Bylaws, so as not to be in violation of the Bylaws.

**Proposed Secretary Duties**

These are the basics:

1. Keep the minutes of all of the Board Meetings and record the votes.

 This includes typing up the minutes, send the preliminary minutes

 to the Board and then make any adjustments.

2. Email the notices of all Board Meetings to the owners.

3. Maintain the Property Owners Lists.

These are additional responsibilities that past Secretaries have also done (what we need to decide to add to the list):

1. Maintain the Owner’s Email List. This would be best done through

 Google Groups so that it can be accessed by Board Members.

 The downside to Google Groups is that anyone receiving a Google

 Groups email can then have access to using the same list.

2. Email the POLs quarterly or when it is necessary to update them.

3. We’ll discuss the Annual Meeting information sent by Teresa.

4. We need to discuss all three pages of the overview that Teresa

 sent in August.

We are trying to figure out a list of Responsibilities to send to owners in the hope of finding a volunteer to be the Secretary. Our discussion at the February Board meeting was to try to create a list of responsibilities that wasn’t as daunting.

**Secretary position duties from Teresa Downing**

**Monthly Overview –**

January – Currently all regular BOD meetings are scheduled for the third Wednesday of the month.

February – February/March timeframe the Strategic Planning Meeting is scheduled

March –

April –

May – May 15th send to All Owners request for Statement of Qualifications for open BOD positions and preliminary agenda for Annual Meeting

June – June 15th deadline to accept resumes, ballot initiatives

July – Annual Meeting packets sent to Owners 30 days before Meeting date

August – Annual Meeting date, first Saturday in August

September – August/September timeframe Strategic Planning Meeting is scheduled

October –

November –

December – Unless there are pressing matters this meeting could be cancelled

\*Special Board Meetings can be held via ZOOM, in person or email. Minutes are taken, written up and placed on the next BOD meeting agenda for approval.

**Agendas and Minutes –**

Receive the agenda a few days before the BOD meeting, send to all Owners via blind copy email. Ask for RSVPs whether or not it is an in-person or ZOOM meeting. RSVPs are sent to the Secretary. ZOOM responses are sent to the President and then an invite is sent morning of the meeting.

Minutes are taken at all meetings. A draft is sent to the BOD for review, any changes are made before the next regular BOD meeting. At the meeting a motion is made to accept the minutes. The secretary sends them to Owners via email.

**Annual Meeting –** 1st Saturday in August

May 15th send requests for Qualifications. June 15th deadline for resumes.

July 1st or 30 days before Annual Meeting date – Packets are sent to Owners by email. Effective with the 2021 elections all information and ballots have been sent via email.

Packets include-

President’s letter

Agenda

Proposed budget

Statement of Qualifications

Previous year Annual Meeting Minutes

Emergency Contact letter

Emergency Contact form

\*Additional information – Owner Education, Ballot Initiative(s), Potluck information, financial information

Ballots can be returned via –

 Mail to P.O. Box 1252 Bayfield, CO 81122

 Email back to email address it was sent from

 Drop off at a location in the subdivision

When ballots are returned, use tally sheet to indicate received by and date.

When email ballots are received save in separate folder, print the day before the election, place in envelope mark with name and lot number.

Day of election – Use a ballot coordinator to count and tally, give president results.

Any special elections are basically handled along the same guidelines as the Annual Meeting.

**POLs –**

The Property Owner Lists (POLs) are kept by lot number and by name. They are sent quarterly to Owners to review and send updates.

An update/change of Owners happens through a real estate transaction.

Change of Owners also require a change to the email distribution lists. There is an Owners list and a Residents list for full/part time residents. These distribution lists were made from previous POLs and they are continually being updated.

**DVE Emails –**

The policy is for the secretary to send only BOD emails and any Owner emails with important information such as burning out to Owners. Owners with a question/comment may be sent to the Secretary and forwarded to the Board.

All other Owner contacts should be sent via Nextdoor; lost dogs, items for sale

All Owner emails are sent “blind copy” with a copy sent to the Secretary.

**My comments-**

I currently have electronic files of past BOD and Annual Meeting minutes. They can be moved to a flash drive as needed. The website currently shows 2 years of BOD and 7 years of Annual Meeting Minutes.

As this transition takes place, I will forward any DVE emails I receive to the President to be handled as needed.

I currently have a post office box key and some completed Owner emergency contact forms. Let me know where these should go. Thanks!



**Board Policy No:**

**Date Approved:**

**Date of Review:**

In compliance with the Colorado Common Interest Ownership Act, the Board of Directors desires to adopt a Board of Directors Duties and Responsibilities policy.

The Association hereby adopts the following polices and procedures for Board of Directors Duties and Responsibilities policy.

**Overview**

The legal responsibilities and obligations of Directors have their roots in:

Legal documents that establish and empower Deer Valley Estates Property Owners Association. (DVE), including

* The Colorado Common Interest Ownership Act (CCIOA)
* Incorporation Documents and By-Laws of DVE made pursuant to the CCIOA
* The Declaration of Covenants, Conditions, and Restrictions (CC&Rs)
* Common Law duties and responsibilities applicable to Board of Directors

As a general premise, there are no conflicts between empowering documents, and common law requirements. This policy focuses on the generic responsibilities of the Board of Directors, and specific requirements which can be found in the Act, Association By-Laws, and the CC&Rs.

**Policy**

Board Members are “fiduciaries of DVE and are expected to fully participate in the business of the DVE. They have an obligation to act honestly and in good faith with a view of the best interests of DVE, and exercise the care, diligence, and skill that a reasonably prudent person would exercise in comparable circumstances in particular:

**Providing Stewardship**

Board Members have a role of stewardship for DVE. Stewardship means that a Board Member should exercise leadership visibly and be assertive when necessary. Stewardship also requires vision and forward thinking, particularly in areas such as strategic planning and identifying areas of risk.

**Fiduciary Duties**

Board Members are elected by the owners of DVE. Once elected their primary fiduciary duty is to act in good faith and with a view to the best interests of DVE, not any particular member or group of members. This means:

* Acting in the best interests of current and future owners
* Maintaining the confidentiality of information obtained as a Board Member
* Disclosing information that would be important for the Board to know in making its decisions
* Disclosing conflicts of interest
* Complying with the Act and DVE By-Laws and CC&Rs
* Taking positive and proactive steps to protect the interests of DVE
* Brining an independence of mind to their Board Member Duties
* Working to build trust and co-operation among other Board Members, and owners

Individual Board Members may bring specific knowledge of a specific area that when shared appropriately, can be valuable to the Board in making its decisions. Nonetheless a Board Member must ultimately vote on an issue based on his or her perspective in furthing the best interest of DVE.

**Acting with Care, Diligence and Skill**

Board Members must devote sufficient time and attention to the affairs of DVE so that they are in a position to exercise informed judgment

Board Members must use all of their skills and experience in carrying out their duties. A Board Member has a common law duty to exercise the level of care, scrutiny, and supervision that a prudent person would exercise in comparable circumstances.

**Exercising Sound Business Judgement**

Board Members must exercise sound business judgement and act reasonably and in good faith without a conflict of interest.

Consistent with the requirements of due diligence Board Members ensure that:

* Adequate information is available, agendas and background documents are provided prior to meetings
* They attend meetings and ask questions with independent minds
* They establish the appropriate committees to ensure that certain matters receive an in-depth and expert examination that would be difficult for the entire board to conduct
* Objections to Board motions are recorded in the official minutes; otherwise, it is deemed that a Board Member agrees with the motion.
* Board Members who are absent from a Board meeting will, by virtue of the Act be deemed to have consented to or acquiesced in a decision taken at that meeting unless the absent Board Member upon becoming aware of the decision, indicates his/her dissent by delivering notice of that descent to the President within 7 days or asking that their dissent be placed in the minutes of the meeting. Notwithstanding have recorded a dissent, Board Members speak with “one voice”.

**Respecting and Contributing to the Values of DVE**

Board Members abide by, respect, and contribute to the fulfillment of the By-Laws, CC&Rs, and values of DVE. Board Members shall conduct themselves in a manner befitting DVE and promote cooperation. Board members shall fulfill their responsibilities with the highest level of integrity including being honest with ourselves and each other. Board Members need to respect each other including respecting that we all don’t need to have the same opinions on things.

**Respecting and Abiding by Laws, Regulations, DVE By-Laws, CC&Rs, and Policies**

Board Members shall respect and abide by legal and regulatory requirements and the policies of DVE, such as they exist at present and may, from time to time, be agreed by the Board. This includes taking care to ensure that their conduct cannot be interpreted as being in contravention of applicable laws and regulations.

**Acting for DVE as a Whole**

Board Members act for DVE as a whole rather than for:

* A Members own personal interest
* Groups whose positions a Board Member may favor.

**Speaking with One Voice**

Board Members shall support the decisions of the Board of Directors. After the Board has reached a recorded decision, Board Members speak to the owners of DVE with a “single voice” and shall refrain from all public criticism of the board’s decision.

Board Members shall exercise power collectively through resolutions of the board under the authority of DVE’s By-Laws and CC&Rs, and the Act. Unless given specifically delegated authority a Board Member has not authority to act on behalf of DVE individually.