

**BOARD OF DIRECTORS MEETING
February 23, 2023
MINUTES**

CALL TO ORDER – At the direction of the President, the combined November/December meeting was called to order at 3:00 PM.

Attending – Quorum was established:

Board President	Matt Coleman	Present
Vice President	Luke Travins	Present
Secretary	Scott Hente:	Present
Treasurer	Mark Holthouse	Present
Board Member	Steve Durham	Present
Board Member	Tim McMahon	Present
Board Member	Barbara Rist	Present

Diane Hampson, KCPOA Community Manager, and KCPOA attorney David Firmin, with Altitude Law, were in attendance.

Announcement by President

Management is recording this meeting to verify the minutes; the executive session will not be recorded. After management composes and the EB verifies the minutes, this recording will be deleted. This announcement is standard practice incorporated into minutes from now on. This is a procedural change to assist the EB and management office.

Review and approve minutes from December 8, 2022, Regularly Scheduled Meeting.

A motion was made to approve the minutes from January 26, 2023 (McMahon/Travins). Motion carried 6/1 abstention (Hente was absent).

Manager's Report – Diane Hampson

Diane Hampson provided a written report to the Executive Board. Matt noted that on the action item list and call log several items were either open or incomplete. Diane was instructed to follow up on those items.

Code of Conduct Policy

A motion was made and seconded (Holthouse/Durham) to establish the following: Recognizing the importance of KCPOA's established Code of Conduct Principles, the Executive Board (EB) resolves that KCPOA Bylaws should be modified in a manner to make candidacy for a board position and service on the board conditioned upon the individual's signed acknowledgment as follows: *"I acknowledge that I have received and read the KCPOA Code of Conduct Principles, the KCPOA Conflict of Interest Policy, and the Procedures for the Conduct of Meetings. I understand my obligations as an Executive Board and/or Committee Member under the aforementioned policies and will act in accordance with my obligations."* Motion carried.

Infrastructure Committee – Tim McMahon

- A committee report was provided to the board before the meeting, and questions/discussions were invited regarding its content.
- Tim presented Bruce Barbarick's contract for approval. The contract is for consulting services for the Road Maintenance Program. **A motion was made and seconded (McMahon/Hente) to approve the 2023 road consulting contract for Bruce Barbarick for \$17,000. The motion carried.** Tim noted this is a limited-scope contract because of Bruce's relocation to Florence, CO.

ARC (Scott Hente)

- A committee report was provided to the board before the meeting, and questions/discussions were invited regarding its content.
- Impact Fee Policy Amendment: The ARC put forth a formal recommendation to change the policy. Matt asked Barbara to draft the recommendation to the Board into a policy so it may be approved for posting.

Finance Committee – (Mark Holthouse)

- A committee report was provided to the board before the meeting, and questions/discussions were invited regarding its content.
- January financials were not ready in time for the FC meeting so the Board could not review financials.
- Holthouse presented the Fiscal Year 2022 Audit. The auditor gave a clean KCPOA opinion, meaning that KCPOA's financials conform to Generally Accepted Accounting Principles (GAAP). **A motion was made and seconded for the Board to approve the 2022 audit (Holthouse/Rist). The motion carried.**
- The KCPOA insurance policies will expire on March 28, 2023. USI, the broker for KCPOA, announced that the Commercial Package Policy, Umbrella Policy, and D&O Policy were non-renewed. Holthouse, Bill Sanden, Lynn Kehler, and Diane Hampson are working on having coverage options before the insurance policies lapse.

CALM Committee – (Diane Hampson)

- The 2023-24 Timberline Landscape contract was presented. There was a significant increase from last year because of labor costs, materials costs, and service level changes. The contract increased from approximately \$40,000 to \$54,785. Diane also discussed the contract additions: some T&M items were incorporated into the contract as flat-rate costs.
 - **A motion was made and seconded (Rist/Hente) to approve the 2023 Timberline landscape contract. Motion carried.**

Covenant Committee – (Diane Hampson)

- A committee report was provided to the board before the meeting, and questions/discussions were invited regarding its content.
- Rule 2.8: The CC held a meeting on February 15 to discuss a revision to rule 2.8 to make it more enforceable. Several homeowners attended to voice their support for allowing portable basketball hoops inside the community. The committee asked attorney David Firmin to revise rule 2.8 to make it enforceable, keeping in mind the Rule 2.8 Task Force recommendations and homeowner input at the meeting.

Security Committee – (Luke Travins)

- A committee report was provided to the board before the meeting, and questions/discussions were invited regarding its content.

The EB adjourned to Executive Session at 4:43 pm to discuss the Securitas Agreement and for a progress report on RowCal. The regular meeting reconvened at 5:16 pm.

The next meeting is on March 23, 2023.

The meeting adjourned at 5:20 pm.

Respectfully submitted by Diane Hampson.