

BOARD OF DIRECTORS MEETING
March 23, 2023
MINUTES

CALL TO ORDER – At the direction of the President, the 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 February 23, 2023, Regularly Scheduled Meeting.

A motion was made to approve the minutes from February 23, 2023 (McMahon/Travins). Motion carried.

Diane provided the August 31, 2022 Annual Meeting minutes to the Board for information purposes.

Manager's Report – Diane Hampson

Diane Hampson provided a written report to the Executive Board. Diane announced her resignation from RowCal, hence KCPOA, effective April 7, 2023.

Executive Session

The Board adjourned to Executive Session at 3:23 pm. Topics discussed included pending ADR actions potentially involving legal counsel and KCPOA's contract with RowCal in view of the Community Manager's notice of resignation. The Board reconvened the regular meeting at 4:11 pm.

Infrastructure Committee

- A committee report was provided to the board before the meeting, and questions/discussions were invited regarding its content.
- Per the IC recommendation, **a motion was made to approve Mark Stritzel's contract for asphalt project management and consulting services for an annual amount not to exceed \$31,000 (McMahon/Hente).**
- The IC recommended approval of four asphalt maintenance proposals in the Board packet. **A motion was made and seconded to approve the four asphalt proposals totaling \$102,339.24 (McMahon/Hente). Motion carried.**
- Signature Point Road Maintenance Agreement: Four cores were completed in Signature Golf Point. Once those cores have been analyzed, Bruce Barbarick will complete a Final Report on the road's condition and recommend the timing of road work there as necessary.
- 3440 Hill Circle: The owner is disputing the street cut fee for his home and wants to enter into Alternative Dispute Resolution. **A motion was made to allow John Hurwitz and Tim McMahon to represent the Board to enter into good-faith negotiations with 3440 Hill Circle regarding the street cut fees (McMahon/Travins). Motion carried.**

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 Impact Fee working Group put together a policy that is ready to be posted to the website for public comment. **A motion was made to approve the revised impact fee policy to be posted to the website for public comment (McMahon/Hente). Motion carried.** The policy will be posted as part of the Weekend Update and will be texted to owners through Gate Access notifications.

Finance Committee – (Mark Holthouse)

- A committee report was provided to the board before the meeting, and questions/discussions were invited regarding its content.
- Financials were not ready for the FC meeting, so the Board could not review financials.
- Holthouse provided the budget timeline. He submitted a reserve budget for information purposes, as reserve contributions are part of the operating budget that will ultimately be presented for board approval. The proposed reserve budget comports with the five-year projected road plan.
- The KCPOA insurance policies will expire on March 28, 2023. All quotes are in for all lines except Association Professional Liability, aka Directors' and Officers' insurance, which is expected by Monday, March 27, 2023. Coleman explained that KCPOA's policies would come from non-standard markets, meaning the state of Colorado's guarantee fund does not support policy holders should the carriers go bankrupt. Diane secured quotations from direct writers, State Farm, and American Family Insurance. American Family quoted a \$2 million general liability policy with a \$10 million umbrella policy that would sit only over the general liability. **A motion was made to give Coleman the authority to approve the 2023 insurance carriers as he deems necessary to ensure that KCPOA has all lines of insurance required by the governing documents, effective March 28, 2023 (Rist/McMahon). Motion carried.**

- In the event satisfactory D&O coverage cannot be obtained, Coleman suggested that all Board members send a notice of resignation effective 11:59 pm on March 27, 2023, and the Board will revoke the appointment of all committee volunteers simultaneously. Attorney David Firmin will be directed to file a petition with the court to appoint a receiver so that KCPOA has a mechanism to manage KCPOA's business operations.
 - Coleman will work with Firmin to draft a resignation notice template for the convenience of board members.

CALM Committee – (Diane Hampson)

- A committee report was provided to the board before the meeting, and questions/discussions were invited regarding its content.
- Diane presented the contract for flowers for the 2023 growing season. The total amount is \$9625, the total price of maintaining the flower beds \$6,600, and decorative pots for \$2300. This contract is within budget so a vote is not required.

Covenant Committee – (Diane Hampson)

- A committee report was provided to the board before the meeting, and questions/discussions were invited regarding its content.
- There was no quorum at the meeting on March 15, 2023. However, Diane presented the proposed revision of Rule 2.8 from Attorney Firmin. The Committee made some revisions, and Diane sent the revisions to Firmin, who approved the rewritten rule. The Covenant Committee voted unanimously by email to approve the rewritten rule to be presented to the Board for posting on the website for the required 30-day period. Diane presented the current rule and the proposed rewritten rule. **A motion was made and seconded to approve the rewritten rule for posting to the website for 30 days, allowing owners to comment on the rule during this respective period (Hente/Holthouse). Motion carried 4-3.** Diane will post the notice in the Friday Message, send the same for posting via text message, and will include it in the April *Chronicle*.

Security Committee – (Luke Travins)

- A committee report was provided to the board before the meeting, and questions/discussions were invited regarding its content.
- Diane is securing rates for a different security company because of a lack of response by Securitas executives, and the committee is contemplating a formal RFP process to consider alternative providers.

Code of Conduct Policy

- The revised Code of Conduct Policy will be discussed at the April meeting.

The next meeting is on April 27, 2023.

The meeting adjourned at 5:31 pm.

Respectfully submitted by Diane Hampson.