

**DRAFT MINUTES
ARROWHEAD IMPROVEMENTS ASSOCIATION
REGULAR BOARD MEETING
SATURDAY, JULY 15, 2017
ARROWHEAD VOLUNTEER FIRE DEPARTMENT, 1:00 PM**

PLEDGE OF ALLEGIANCE was led by President Kim Norwood.

CALL TO ORDER AND DETERMINATION OF QUORUM:

President Kim Norwood called the Regular Board Meeting to order at 1:00 P.M.

Also present were: Dick Bloss, Vice President; Dale Breckenridge, Treasurer; Bridget Isle, Secretary; Patty Greeves, Member; and Becky Stilley, Member. A quorum was determined.

EXCUSED BOARD MEMBERS: Jim Matteson, Member.

President Kim Norwood reported on the Friday, July 14, 2017 Special Meeting and on the Executive Session held on that date. EXECUTIVE SESSION: Covers issues involving personnel, delinquencies/collections, legal disputes with owners and legal advice from counsel under CCIOA (C.R.S. Section 38.33.3.308) (a), (e) and (f).

ADDITIONS OR DELETIONS TO THE POSTED AGENDA: DELETED: a) Item #4 of Old Business; (b) Item #1 (b) of New Business. ADDITIONS: Item #6 of Committee Reports; Dave Reddish/Patrol Lead will present an action to hire. Bridget Isle moved to approve the agenda as stated. The motion was seconded by Dale Breckenridge and the agenda was approved as adjusted.

APPROVAL OF MINUTES OF SPECIAL AND REGULAR BOARD MEETINGS HELD FRIDAY AND SATURDAY, MAY 19/20 AND JUNE 16/17, 2017:

- 1) The May, 19 and 20, 2017 minutes were approved as written. The motion was made by Patty Greeves and seconded by Becky Stilley. The motion was unanimously approved.
- 2) The June 16th meeting had no changes while the June 17, 2017 minutes were adjusted to add a statement from Patty Greeves to: New Business, item #4. Patty stated she believed the project would be better understood by the community with a slight wording change adding clarity. Secretary Bridget Isle read the added change to the meeting attendees. The June 2017 minutes were approved. The motion was made by Dick Bloss and seconded by Becky Stilley. The motion was unanimously approved.

REVIEW OF FINANCIAL STATEMENTS: Treasurer Dale Breckenridge updated the association on the current financial statement. He addressed several of the larger expenditures for June 2017, e.g.: the Alpine Road repair and the cost of stocking Flint Lakes with trout. Dale answered several board member questions and also responded to questions from the audience. It was also announced that a sum of money from owners purchasing the MCH patches has not yet been posted to our account.

OWNER COMMENTS: a) Property owner, Kevin Stilley, made a brief presentation to the attendees on the possibility of Mag-Chloride being available for interested homeowners for the filing roads in front of their homes at Arrowhead. He stated several property owners were looking into the cost and wanted to know how many property owners might be interested for this self-funded project. Kevin fielded several questions from attending owners and also took notes on several additional aspects to investigate regarding Mag-Chloride. Not every gravel mix works with Mag-Chloride. Kevin reminded the community that this is only the preliminary stages and all ideas and suggestions are welcomed. Kevin can be reached by e-mail:

www.thestilleys@msn.com

b) Jim Squirrell announced on the behalf of the Arrowhead Water Company and Donnie Squirrell, that they have decided at this time to offer the Arrowhead Water Company for sale. It is believed that the Arrowhead Improvement Association and the Arrowhead Water Company have a signed six (6) month "First Right to Purchase" agreement. Kim indicated that the AIA BOD would need an official notification in writing from the Arrowhead Water Company with a proper appraisal and the price established before the clock would begin for the AIA's first right of refusal. The Board will actively be investigating this opportunity and all the possible courses of action available to the AIA for such a purchase. The AIA BOD will be working with Donnie Squirrell to gather the facts necessary for a proper report to the community.

c) A property owner asked if the Stop Sign could be re-installed at the intersection of Ute and the Alpine Road. Several years ago, the sign was hit and is now in storage. Issue forwarded to Patrol to research and report on a recommended action.

OLD BUSINESS

Held over/discussed from June 2017 meeting:

- 1. Update on Sucker Fish/Hazel Lake and lake permits.** – Becky gave a detailed update on the current "Sucker Fish" problem at Flint Lakes. To date, approximately 3,000 sucker fish have been removed from the lake. They vary in size, with a surprisingly large number of larger fish caught. She further reported that 18 children signed up for the "First Annual Sucker Fish Derby" and that it was a huge success. She thanked Mike and Gerry Wigent for offering to be the judges for the Derby and also thanked the Arrowhead Lodge for all their assistance and help. Becky reported that on July 6th, the Association had both Flint lakes stocked with trout. The average size of the trout being stocked is 12 inches. This will be the only date the lakes will be stocked in 2017. The plan is to stock the lakes on two occasions in 2018.
- 2. Report on Security Cameras for Fire House** – Bridget reported that the cooperative project between the Association and the Arrowhead Fire Protection District (AFPD), to install security cameras at the Firehouse has been completed. A total of 4 cameras were installed by Superior Alarm Company in Montrose. Bridget read the questions

asked at the June 2017 AIA Regular Meeting along with the researched answers to those questions. Incidentally, the AFD Board of Directors subsequently decided to add additional cameras to this setup in the near future. The current cost for the 4 cameras was split equally by the Association BOD and the AFD BOD. The AFD BOD is covering the expense for the additional cameras being installed at their option. Don Koeltzow, Chairman of the Fire Protection District Board, gave a brief report on AVFD items that have turned up missing over the last few months. Both the AIA Board and the AVFD/AFPB BOD agree that, although sad, it is time to add what security we can to our firehouse.

- 3. Report on AIA Governance Review Meetings** – Patty reported on the progress she and Becky have made on this project. Both Patty and Becky confirmed that their final report would be posted for the community to review. Future Governance Review Committee work dates were announced and all are open to those within the community who wish to attend. They are following the current requirements of the State of Colorado with the advice and assistance of the AIA attorney from Law of the Rockies.
- 4. Report on Arrowhead Owned Properties** - Dale reported on the six (6) lots for sale owned by the Association. He reported that several lots will not be listed with any Real Estate company, but maintained as open listings. Dale stated that all but two lots have clearly marked center pins. The BOD requested assistance from the Design and Review Committee in locating the center pins on the two lots missing their center pins.
- 5. Update on Noxious Weeds** - Patty reported that the volunteers have completed spraying with the herbicide 2/4D to control noxious weeds on our Arrowhead filing roads. There is some leftover spray should any owners be interested in spraying noxious weeds on their Arrowhead property. Patty reminded the community that “Colorado Law” actually requires property owners to address the issue of controlling noxious weeds on their property.
- 6. Review of AIA Articles of Incorporation** - President Kim Norwood read a letter to the community from our attorney, Jacob With, Law of the Rockies, regarding the review of AIA Articles of Incorporation (Letter is attached to the minutes). Patty added a final statement reminding any owner with unanswered questions to please feel free to call or write either Patty or Becky. Linda Squirrel asked to read a statement of questions and concerns to the community regarding the Articles of Incorporation review. She was allowed to do so and Patty addressed Linda’s concerns.

NEW BUSINESS:

- 1. Report on Action Without Meetings** – Kim reported that the BOD held on one AWM regarding the installation of the cameras at the Arrowhead Fire House. The project was unanimously approved.

- 2. Afternoon Portion of Friday Special Board Meetings to Review Progress on Governing Documents Review** - President Kim reported that for the next several months the BOD plans to hold their scheduled Friday Special Meeting, convened immediately prior to going into Executive Session. Then after ending the Executive Session, the plan is to reconvene the Special Meeting after lunch on Friday afternoons for the purpose of providing the AIA Board the opportunity to go over and review the work done by Patty and Becky on the Governing Documents over the month prior. These meetings are not to exceed two hours, from 1:00 to 3:00 PM. We expect this Friday afternoon extension of the AIA Special Meeting to continue for several months in order to facilitate a full review. All property owners are welcome to attend these meetings reviewing the Governing Documents.

COMMITTEE REPORTS:

- 1. Communications – Lisa Ditmore** – Lisa announced her submission deadline on all material for the next Smoke Signals as Thursday, July 20, 2017. All ad's, articles and reports are to be forwarded to Lisa on or before this date. Lisa continues to receive requests from property owners to add information to the "Event Calendar." Be sure and check our AIA website calendar for upcoming community events. Lisa also reminded the community that our webmaster, Robb Pennie, will be on vacation and not returning until after the 26th of July. Please be aware that no updates or information will be able to be posted or added until after that date.
- 2. Design and Review – Joyce Boulter**- Joyce reported she currently has: 1) 2 new home requests; 2) 1 Garage; 3) 5 shed requests; 4) 2 decks; 5) 1 remodel; and 6) 2 RV pads. She reminded anyone wishing information on Design and Reviews requirements and regulations, to check on the Arrowhead Website under Design and Review, or to call her at the number posted. She also reminded the community that the county has changed their requirements on sheds, so please contact Joyce or Gunnison County to learn more about these changes.
- 3. Fire Protection District – Don Koeltzow** – Don opened the door to the bay and proudly showed the community the new fire truck acquired by the Arrowhead Volunteer Fire Department. The grand amount paid for this new fire truck was \$1.00. The fire department feels very fortunate for the opportunity to acquire this truck from the Gunnison Fire Department. Don also briefly addressed the fact that for both fire and medical emergencies, we need to have reflective addresses clearly visible for all properties at Arrowhead. He stressed how important these clearly visible, reflective addresses are to help ensure the timely arrival of our First Responders to the correct site of any ongoing emergency, day/night in all kinds of weather. The Fire Department, Fire Protection Board and AVFD Auxiliary are working together actively investigating the specifics, to include cost, of this project for the future. Don mentioned the additional

Security Cameras that will be added to the Security Camera upgrade for the firehouse. He noted that the cost of the items already stolen this year could easily have paid in full for the installation of these security cameras. Don added that the quality of these cameras is a quantum leap ahead of the ones he has seen in the past in both their range and visual clarity. A final warning to the community to be aware of lightning strikes during the Monsoon Season. Please report to the AVFD any smoldering trees or debris piles you might notice. Fire pits are also important and Don asked for everyone to make sure all fires are totally out and every part is cold to the touch.

- 4. Forest Management – Bill Conway** – Bill reported that all of the approximately 4,000 MCH packs are up in our community. The Bark Beetles are now done for the season as are the Spruce Bud Worms, which are now moths. He also stated that they have removed 42 infected trees in our area with the help of a \$10,000.00 Grant obtained from the State of Colorado. Bill stated he does not believe we will see any further up-country logging until the time period between 2019 and 2024. During Clean up days at Arrowhead the plan is to clean up areas where trees have been cut down by our volunteer crews. Please check those dates and come out to help our community. The month of August is likely our last date. If it is determined a work day is needed in September, the date will be announced at a later time.
- 5. Heavy Equipment/Maintenance – Dick Bloss** – Dick reported in Jim’s absence that the Association is making needed repairs and putting the groomer back together. We feel very lucky to be able to do these repairs in-house and to save the funds otherwise required to send equipment away from Arrowhead for this work to be accomplished.
- 6. Patrol – Dave Reddish** – Dave recommended the board approve the hiring of Jim Gelsomini to a fulltime position from his present part time Patrol position. Dick moved to approve the fulltime position and Dale seconded the motion. The vote was unanimous to approve hiring Jim on Arrowhead Patrol. Dave also reported that several required repairs have been accomplished to the Explorer and that all of the required signage has been ordered for the Patrol mini-truck. Dave reminded the community that packages are still being left in the shed at Hwy. 50 and the Alpine. Please do not assume all deliveries are being made to your Arrowhead residence. In the past we as a community have experienced the occasional theft of some packages from the shed at the Highway 50/Alpine Plateau Road location. However, we have had no further problem with theft since the installation of a new combination lock on the package shed. Patrol is also gathering cost information on replacing their flip phones with Smart Phones and technology which may help them to better accomplish their daily duties.
- 7. Election Committee – Lindy Lindner** - Lindy reminded the community that the Association will have two (2) positions opening on the Arrowhead Board of Directors at the end of this calendar year. We currently have 4 candidates, but Lindy reminded all that anyone wishing to run for one of the two openings has only until midnight tonight, July 15th, to submit the paperwork. The names of the Board candidate will be

announced and those present will be introduced to the community next month at the August 19th Annual Homeowners Meeting.

OWNER ANNOUNCEMENTS: a) Carla Vavrik gave a brief report on the 4th of July Annual Picnic and thanked the community for the many items donated to the Fire Department for the silent auction held there. This year's auction was very successful. Carla also reminded everyone that the Community Pot Luck is still held every Tuesday at the Firehouse. She extended an invitation to all new property owners to attend and meet their neighbors. b) Several property owners voiced their concerns regarding the poor WiFi and cell service at Arrowhead. Past Boards have been studying all the options with little success for years. There is no quick solution. c) Joanie reminded the community that Lake City is holding their Annual Craft Show. d) Mike Wigent asked for information on the types of violations dealt with by the current board. Kim reported the most current violations involved inappropriate or unpermitted removal of trees from owner property or common ground. One violation has been resolved and another is nearly complete.

BOARD ANNOUNCEMENTS: Kim read a thank you card to the association from Bruce and Tina McClenahan regarding the new Horse Corrals.

ADJOURNMENT: With no further announcements or business, a motion was made by Bridget and seconded by Patty to adjourn. Motion carried and the meeting was officially adjourned by President Kim Norwood at 4:02 PM.

Submitted by Bridget Isle, Secretary/Member, AIA Board of Directors.

7/15/17

During the DRAFT phase of the Meeting Minutes, some reports, letters and/or correspondences presented by employees, committee members or BOD members may not be available for posting. They will be attached upon receipt if received before the DRAFT has been approved by the Board of Directors.

Attachment 1: Letter to the Arrowhead Community from our attorney, Jacob With, Law of the Rockies, regarding the review of AIA Articles of Incorporation.

As to an explanation to the membership regarding the amended and restated articles:

The draft amended and restated articles were put together at the recommendation of Jacob and the draft document provided is largely Jacob's draft. Jacob recommended that we amend and restate the articles because of conflicts in the governing documents. For example, article six of the existing articles of incorporation provides that there are only three members of the board of directors. Paragraph 3.2 of our bylaws provides that we have seven board members. The existing articles provide that one director will be elected each year, but the bylaws provide the election of multiple directors each year. Again, this is an inconsistency and a problem. Because we needed to update and revise the articles of incorporation, Jacob recommended that we also modernize the articles of incorporation. Articles of incorporation are typically very minimalist documents. Much of what is in the existing articles should be in the bylaws and only in the bylaws, instead of being in both places. The proposed articles are an amended and restated document. For historical reference, the existing articles will be available, but they will no longer be binding as the new articles will be the operative document. Jacob recommended amending and restating the document rather than just amending it in order to avoid the confusion that would result from having extensive revisions in a separate amendment, especially as there is already one amendment. Because there was some concern about the removal of some of the language, that has been added back into the draft. Jacob initially removed it without any prompting or discussion with the board because he thought it unnecessary given the provisions of the covenants. However, to avoid any dispute on the issue, it was added back into the most current draft. A redline was not provided of this document only because the formatting utilizing the forms from the state is too different from the existing articles and existing amendment to be clearly legible. Redlines will be provided for other governing documents in the future as this is an issue unique to the articles.

Jacob stated as well that if anyone has questions about the AOI and his recommendations to e-mail the board with your concerns and he will address them.

Attachment 2: Communication Liaison – July 2017 Report.

Communication Liaison – July 2017 Report:

SMOKE SIGNALS:

- All ad & articles for the upcoming August/Sept edition of Smoke Signals is **due no later than Thursday, July 20th.**

Arrowhead in Colorado (AIA) Facebook:

- 19 post made since June 18th. 834 “Likes”

AIA WEBSITE:

- Our webmaster, Robb Pennie, will be on vacation from July 16th to the 25th.

BLAST EMAIL LIST:

- 1 Blast emails have been sent to owners since last June 18th.

Community Calendar:

If you have a community event you’d like posted to the website event Calendar or Facebook, please let me know.

Lisa Ditmore

AIA Communication Liaison

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