

IRONBRIDGE PROPERTY OWNERS ASSOCIATION
c/o Integrated Mountain Management
1001 Grand Ave. PO Box 908
Glenwood Springs, CO 81601
970-930-6200

BOARD MEETING

Held Monday, October 3, 2022 @ 9:00 am
Via Zoom

Board Meeting Minutes
(Approved)

- **Call to Order/Verify Quorum:** Bob Johnson representing Integrated Mountain Management called the meeting to order at 9:01 am. Also present from IMM was Doretta Reuss. A quorum was verified as a majority of board members were present. This included: Mike Ferguson, Rick Moore, Jeff Kelley, Bryan Avery, Elizabeth Lippitt and Dirk Gosda.
- **Approve Meeting Minutes from prior Board Meeting (9/14),** and any actions taken outside of a meeting. Rick motions, Jeff seconds, Beth & Alice express that the RMA report be included in its entirety. Mike explains that level of detail is not appropriate. Bob states that minutes are items of action, not discussion. Beth suggests to amend with the statement that reports from committees are available upon members requests. With a majority approval and one opposed, the motion passes.
- **Member open forum:** Janet mentions that communications should include context of notes of reports formed by committees. The website is ironbridgepoa.com, where members can find board and committee reports and minutes. Siri asks for an update on the Harbour case. The mediation is scheduled for October 14th, may be postponed, this will be discussed in executive session. Mike states that we have a legal team working on this, and have reached out to insurance and an engineers assessment as well. Mary & Siris motion to intervene in the water rights case has been denied.
- **Quarterly Reserve Account Update:** Bob states that interest rates are changing. The Edward Jones accounts are ladder investments which have different stages of when they come due. Several CD's come due at different times, every few months. Money goes towards road work, ditch work, etc. Not all the money is in one account, and is protected. The finance committee will look into other investment strategies, based on different options. Dirk states that bond funds get a good rate and better return. Bob will call Edward Jones to find the money market account interest rate. Mike reports that we are looking into updating the Reserve Study, while adding new considerations. The company that has done this for us in the past is no longer in business. He did reach out to a new company, and will involve the finance committee in this process.
- **Finance Committee Update/Committee Member Selection:** Dirk will be the liaison for this committee. Rick tells members present his qualifications. He was an accounting department controller for 3 different entities. Mike motions to appoint all 4 applicants, plus Dirk would equal 5 members: Rich Tarmey, Rick Moore, John Chapman, Connie Meine, and Dirk Gosda. Bryan

seconds motion, Beth states that Rick because he is the treasurer, should not be a member of the finance committee. With a vote as 5 members in favor and Beth and Alice opposed, the motion passes. Bob states that this is an advisory committee, in which actions come before the board, and that it is appropriate that the treasurer be a member. Bob will check with CCIOA. Dirk will call new members to set up the first meeting. Beth suggests that the finance committee meet with the CPA. Bob reminds members that meetings of committees need to be noticed appropriately. Dirk will set the first meeting date as soon as possible, and will include Bob on all except first monthly standard meetings. Dirk suggests to set 2 days per month board meetings. Mike adds maybe one in the morning and the other later in the day.. Alice joins the meeting at 10:02am. Mike says they will explore options.

- **Member Engagement Committee Report:**
 - Alice Angier, Board liaison, announced no report

- **RMA Committee Report:**
 - Mary Kenyon reported on behalf of Chair that Club will agree to Amendment proposal; Bryan to send his document to Bob and Mary to send the signed document from Bart to Bob as well. The next meeting is scheduled for 10/10 and will discuss next steps and report back to the board.

- **Governing Docs Committee Review Proposed Survey:**
 - Elizabeth reported on behalf of Chair, and stated that the purpose is to update the association documents and revise Bylaws.
 - Board members will review survey sent by Janis and comment directly and individually to Janis by COB 10/5; Janis will submit to John Loomis for format suggestions and editorial enhancements before final version. Final survey will be available for IPOA distribution by 10/15. Beth reads excerpt from Bylaws that the secretary shall record minutes, serve notice to meetings, etc...Beth motions to give secretary complete access to membership contacts.

- **Policies and Procedures:**
 - Board members to submit comments or suggested changes regarding CCIOA new law policies to Bob to send back to the attorney. Mike will prepare a short memo for the board.

- **South Ditch Project Proposals:**
 - Mike met with Gopher and a contactor to mitigate water flooding onto 2 owners lots. This happens when run off is heavy, and this would make the ditch in this common area functionable. Mike motions to approve the project proposals, Alice seconds, all in favor, motion passes

- **Fall Native Area Maintenance:**

- Bob and Mike met with Gopher and require them to approach Board before doing any work beyond what is necessary; Gopher recommends one more mowing along 109 for \$2,000; Mike motions for Gopher to proceed, Rick seconds, motion passes

- **Governing Docs Committee Motion continued:**
 - Elizabeth motions...
(as per Ironbridge ByLaws Section 5.8.3 states specifically: The Secretary *shall*: record the votes and keep the minutes of all meetings and proceedings of the Executive Board; keep the corporate stand or seal of the Association and place it on all papers requiring said stamp or seal; serve notice of meetings of the Executive Board and of the members; keep appropriate current records showing the member of the Association together with their addresses; and perform such other duties as required by the Executive Board.)
...to give our Secretary complete access to all membership, no restrictions, for IBPOA business communications. Dirk seconds, Rick abstain, motion passes for contact information only. Mike asks Bob to check legally to share the contact list with the secretary and liability exposure.

Executive Session: Discussion and update with Association attorney regarding current legal status on Harbour Case and Water Rights Case. Mike motions, Alice seconds.

- 12:46 end executive session and return to board meeting for action

Elizabeth motions to reschedule Harbour mediation from October 14th, 2022 to a date in late January 2023, at both counsel's request. Rick second, motion passes

- Adjourn 12:58