

DOUGLASS RANCH PROPERTY OWNERS ASSOCIATION

Minutes of the Board of Directors Special Meeting

June 3, 2020

Call to Order: Special Meeting called to order at 6:23pm by President, Aaron Reilly.

Location

Virtual meeting via Zoom.

Attendance

Board Members Present:

Aaron Reilly	President	512-769-6400	aaron@avautomation.com
Veris Simms	Vice President	720-220-5631	vcvcsimms@gmail.com
Andréa Swenson	Secretary	612-201-0289	andrea.swenson@outlook.com
Mark Ferguson	Roads & Grounds	720-403-3939	mark.ferguson@me.com

Others Present:

Advisory Board Members: Randy Jensen and Tricia Jensen

I. Officer Resignation

- Brian Senjem submitted his resignation from the DPROA Board of Directors prior to the meeting.

II. Approval of the Agenda

- The agenda was amended to include discussions on the DRPOA Website and was unanimously approved.

III. Approval of Minutes

- Meeting minutes for March 09, 2020, were amended and approved unanimously.

IV. Review of the *Model Code of Ethics for Community Association Board Members*

- Aaron Reilly recommends to adopt the standardized code of ethics as recommended and provided by DPROA Attorney Kim M. Porter.
 - **Motion by Andréa Swenson:** Move to adopt the “*Model Code of Ethics for Community Association Board Members*”
 - **Motion Second:** Veris Simms
 - **Motion approved unanimously.**

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V. DRPOA Board of Directors' Review of Previous decision to grant an exception - see minutes from March 09, 2020

- The Board is vested with authority and obligation to enforce the provision of the Declaration, Bylaws and Articles of Incorporation but do not have the authority to grant exceptions, nor to the extent by members approval have legal authority to grant any exception(s), as was historically demonstrated in at least one case.
- Upon consultation with the DRPOA attorney it was determined that the Board action on March 9, 2020 falls under the **"Best Judgement Rule"**: That a serving Board of Directors' decision may not always be correct, yet will not experience legal consequences, since the decision was made in good faith and in the best interest of the community based on the information available at the time.
- No further action required.

VI. Review of the Board of Directors' Master Calendar

- **Firefighters Dinner** - it was reported to DRPOA that due to Covid-19 protocols the Elk Creek firefighters had cancelled their annual meeting. The Firefighters Dinner Chair, Kate Washburn, will keep us updated on future dinners.
- **DROPA Wix Website Subscription Renewal and Access** – The website has been renewed and changes are ongoing.
- **Annual HOA Dues** - All Association Members dues and fees have been paid for 2020.

VII. Filling the Vacancy on the Board

Randy Jensen was selected to fill the vacancy of Treasurer.

- **Motion by Veris Simms:** That the Board elect Randy Jensen to the office of Treasurer and serve on the Board of Directors until the next annual meeting of the members.
- **Motion Second:** Mark Ferguson
- **Motion approved unanimously.**

VIII. Adopting a Budget

Randy Jensen noted adopting a budget for Douglass Ranch operating expenses was missing from the agenda. Randy will propose a budget at our next Regular meeting.

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IX. Consolidation of the DRPOA Current Documents.

Aaron Reilly obtained a cost estimate from the DRPOA Attorney for a scope of work to consolidate and update the DRPOA documents. The cost estimate was then submitted to Randy Jensen to incorporate into the budget proposal.

- **Motion by Aaron Reilly:** To approve the cost proposal of \$6,600.00 by our attorney to consolidate the DRPOA documents.
- **Motion Second:** Andréa Swenson
- **Motion approved unanimously.**

X. Financial Checks and Balances: Signatories.

The approval and authorization of President and Vice President of the board as signatories to the DRPOA checking account.

- **Motion by Aaron Reilly:** The President and Vice President will be the authorized signatories on the DRPOA accounts.
- **Motion Second:** Randy Jensen
- **Motion approved unanimously.**

XI. Appointment of a Single Liaison Authorized to Contact the DRPOA Attorney.

The Board was advised by the DRPOA Attorney to appoint a single liaison authorized to contact the DRPOA Attorney to avoid unauthorized expenses. The liaison is the only party who has the authority to direct the attorney. The attorney will proceed to assist that individual resulting in fees billed to the Association.

- **Motion by Randy:** To appoint the DRPOA President as the authorized liaison to the DRPOA Attorney.
- **Motion Second:** Veris Simms.
- **Motion approved unanimously.**

XII. Miscellaneous:

The Board decided to develop a Mission Statement

XIII. Next Regular Meeting

The next Regular meeting is set for **June 29, at 6:15pm.**

XIV. Meeting was called to adjourned by Aaron Reilly at 9:15pm

Respectfully Submitted,

Andréa Swenson,
DRPOA Secretary