

**CEDAR HIGHLANDS HOA BOARD MEETING MINUTES**  
**Thursday, February 10, 2022 at 6 PM**  
**Cedar City Library, 303 N 100 E, Cedar City, UT. 84721**

1. Welcome/Quorum established – Mike Brask called the meeting to order. Board members in attendance were Linford Nelson, LynAnn Imlay (virtually) and Regina Tashjian (virtually). Other members in attendance were Stan & Nancy Carrizosa and Kerry & Julia Smith. Members virtually attending: Larry Miracle, Phil Miller, Paula Newby-Frazer, Steve Hahn and Kevin Bridges. Mike made a motion to approve January 2022 meeting minutes, seconded by Linford. Vote was taken and unanimously approved.

## **2. NEW BUSINESS**

A. Discussion/Motion/Vote-approval of DRAFT 4 ARC Policy & Procedure 2022-2. Linford expressed concerns about having a committee handling ARC, impact fees and requested the vote be delayed. It was discussed that these ARC procedures have been followed for about 20 years. Also, this matter has been on the agenda and discussed for several months. These challenges were not brought up previously. LynAnn made a motion to approve Draft 4 of ARC Policy & Procedure 2022-2, seconded by Reggie. Vote was taken and approved by Mike, LynAnn and Reggie. Linford opposed. 3 to 1 in favor. Motion passed.

B. Discussion/Motion/Vote- CC&R Committee request for legal expense. Presented by Stan Carrizosa. Stan said the intent of the revision is not to make any major changes. It is mostly to bring the CC&Rs up to date with Utah code and law. The prior quote from our attorney was up to \$1800. Our attorney may not have a template, but most likely has examples of governing documents they have written for other mountain communities that are in compliance with Utah law. The CC&R Committee is asking the board to reengage with our attorney to get clear definition of what type of assistance they can provide and if a sample or template is available, along with legal cost. If they do, the committee will red line the current content, which can be incorporated into a new document. Our attorney can advise us the specific process necessary to present the changes to the members. Stan said the intent was to go through a few sections at a time to present to the board and post on the website or email it to the members to keep them informed. The final draft needs to be given to the attorney by the first week of June to allow enough time for him to review and provide the final document at the July board meeting for vote in order that it may be printed and mailed on or about August 3. Another option is to present the changes at the annual meeting and allow for an open discussion with the members. A vote can take place by mail afterwards, although that usually does not have the same response as in person vote. Our CC&Rs require 2/3 of the members to vote in favor of any changes. If the CC&Rs are brought to current Utah code, any future changes will require 3/4<sup>ths</sup> vote to approve, which is much more difficult to obtain. We also need to consider the expense for legal fees, printing and postage if we are simply updating the documents to current Utah code that may not be to our advantage. Our attorney is currently out of town. It was agreed Mike will send an email to our attorney asking him questions and to outline the pros and cons of making changes, which can be discussed further at our next

board meeting to see if it will be worthwhile pursuing. Mike will ask the attorney if we were to change only 1 or 2 sections, will that automatically force us to adapt current code requiring  $\frac{3}{4}$  vote.

C. Discuss/Motion/Vote- implementation of members directory. Presented by Kevin Bridges. About 60 people responded in favor of a directory. Kevin sent the board a sample of how it works. It will be password protected for those that wish to participate. It will not contain a bulletin board, only contact information. Anyone wanting to be added to or removed from it, will contact Kevin. The plug-in is free. Mike made a motion to proceed with password protected members directory on our webpage, seconded by Reggie. Vote was taken and unanimously approved.

D. From Presidents Report. Reggie made a motion to move the Code of Ethics to New Business for Discussion/Motion/Vote, seconded by LynAnn. Vote was taken and unanimously approved. Reggie made a motion to immediately implement the Code of Conduct and Ethics from Jenkins Bagley, seconded by LynAnn. Vote was taken and unanimously approved. We will generate a form for the board and each committee for signatures.

### **3. PRESIDENTS REPORT**

Mike received the changes to the draft Code of Conduct and Ethics from our attorney. Discussed if we need to make it a Policy and Procedure. Reggie brought up that the code of ethics we used as a basis was signed by the board in 2009. During the January 2022 board meeting, we voted on LynAnn's draft and approved to send it to our attorney to tweak. It was agreed that we make a Policy and Procedure for future boards, but it is important that the board and committee members sign it now. Reggie made a motion to move the Code of Ethics to New Business for Discussion/Motion/Vote and immediate implementation, seconded by LynAnn. Vote was taken and unanimously approved.

### **4. COMMUNICATIONS:**

A. With members - nothing

B. With Iron County – Reggie advised she sent a response to Dan Jessen, Iron County Auditor's email asking if there is a timeline when the engineering for the road would be done and if in exchange for non-payment of \$1300 dues on the 2 lots, was the county willing to donate road material. Mike suggested we ask our attorney if the county is legally responsible to pay HOA dues or we could ask the county attorney to advise the legal bases for refusal to pay dues. Discussed that we don't want to create an adversary situation with the county over the dues. Reggie sent another email to Reed Erickson as we have not yet received the current Title V on the road or results of traffic counter studies that he promised to provide in December.

C. With attorney – discussed previously

## **5. COMMITTEES:**

A. **Financial** – Mike went over the management report for January 2022. All 2022 annual dues invoices went out.

1. Discuss/Motion/Vote- current invoices

GoDaddy- website domain paid by HOA debit card \$21.17

QuickBooks monthly fee \$53.10 on auto-pay

PO Box annual renewal \$182.00- will be paid using HOA debit card if approved.

Mike made a motion to approve payment of the invoices, seconded by LynAnn.

Vote was taken and unanimously approved.

2. Status of Dues Collections, Interest – there are 26 outstanding accounts. An email was sent to all members in late January reminding members of the due date. Over the past few days, Reggie has sent individual emails to those members who have not yet paid. Interest applied to delinquent accounts.

3. Tax Return, 1099s- Elaine, our outside accounting service, will be handling.

4. 2021 financial report for members (Per CC&R ART. X, (i) & ByLaws pg 22). Mike brought up that in the history of our HOA, an audited financial statement has not been presented to the members, including by our former CPA. We will either email or put it in the Financial Tab.

B. **ARC** – presented by Mike in Tom's absence.

1. Discuss/Motion/Vote ARC applications – no new submissions or closures.

C. **Roads** – presented by Mike. There were no further snow removal expenses. Our contract requires \$2500 a month to Pierce Excavation. As no snow is predicted, we can do a grading to improve some wash boarding on the roads.

D. **Fire & Safety** – presented by Linford. DNR and BLM are waiting for weather conditions necessary to do control burns. Linford spoke with John Schmidt and he will try to attend a future board meeting. Linford will follow up with some additional members to contact BLM expressing concerns about the fire hazard with all the wood piles in and around our subdivision.

E. **Website** – presented by Kevin. Nothing further other than the directory.

F. **Water** – presented by LynAnn. She was unable to attend the CICWCD January meeting. There was nothing pertinent to Cedar Highlands. In the spring, we will want to get the road base up that they still owe us.

6. **MEMBERS QUESTIONS**– Open Discussion. Member discussed the dead wood on vacant lots. The Board in the past had Fire Wise events to clear some trees. There are also services that people can use to clear.

7. Date and Time for Next Meeting- Thursday, March 10, 2022

Respectfully submitted by Regina Tashjian, HOA Secretary