

Cedar Highlands HOA Board Meeting
February 9, 2023
Cedar City Library, 6:00 PM

- 1) **Welcome by Mike Brask.** Board members attending were Mike Brask, Tom Wootton, Linford Nelson, Jeff Hartman and Lori Silva.
 - a. HOA members in attendance were: virtually—Kevin Bridges, Steve Hahn, Larry Miracle, Greg Pierce, and physically—Rick Silva, Stan and Nancy Carrizosa, and Monica Wootton. Online guest—Carson Bagley.
 - b. Mike made a motion to approve the January meeting minutes; Tom seconded, and all were in favor. Motion passed.

- 2) **President's Report**

Mike had Carson Bagley, HOA attorney, on virtually and opened discussion about the CC&R draft proposed by Stan Carrizosa and the CC&R Committee. Carson Bagley recapped the purpose of the amendment. It was limited with the directive of removing the cumulative voting/prohibiting cumulative voting in the future. Here we are referring to Article 2, Section 6 of the existing bylaws that were signed in 1991. This was created back in the early development days because there were split classes then. But in 1993, there was a bylaw amendment signed by Neil Rhodes and Kent Stapley that deleted the Class B member voting, but the cumulative voting didn't get addressed at that time. Carson now says he understands that our HOA wants to address it and further explained that, with our bylaws right now, each lot owner could take two votes and pile them on for one just person and that was created back in the early development stage of our HOA. Another part of what he did was to shape up Article 6, Section 3, referring to removals and vacancies on the board. He said those are the two changes he put into this amendment and will need to verify the legal description that the bylaws would be recorded against.

Mike asked for any questions from the board. Linford said he hadn't read the proposal yet. Carson said the voting requirements to pass an amendment to the bylaws is different than other votes that may happen in annual meetings or election of directors. Carson put together a directed and limited proxy so lot owners could sign the proxy in favor or against and these are mailed out. This is for a limited, directed purpose of voting for or against this particular amendment. So, Carson would make sure to follow that process and ensure the requisite number of votes were cast in favor before he could consider the amendment. Of 165 lots, 51% of all lot owners will be needed in favor to approve the changes. Mike brought up that Iron County owns two lots in Cedar Highlands, but they do not pay dues. He asked Carson if that reduced the number of lots from 165 to 163? And would it be possible for 51% of 163 lots suffice?

Stan Carrizosa said he could not find the first amendment from 1991[3]. Mike answered that it was on the last page of the bylaws.

Mike stated that there was another thing proposed by the CC&R Committee were

recommendations where they rewrote the portion of bylaws as part of this clean up to the classes of voters. Was the verbiage too long for the vote they want to achieve or should they rewrite it at a later date when they get to that process? He clarified the paragraph which defines Class A and Class B membership. Carson responded that he left this out because in the 1993 amendment, Class B member category was deleted. If you are looking at the original bylaws, by virtue of language, their Class B has already gone. So, our committee is not amending, they are just clarifying. Stan Carrizosa commented that the only reason the CC&R Committee thought it would be worthwhile to include deletion of that Class A and Class B language now is that it serves as a rationale for explaining why there's a desire to change the cumulative voting because it served as a balance of power between those two classes. Stan agreed that having Carson type up a cover letter to explain the previous discussion would be helpful to members.

Timeline: Since water tank vote has to be made very soon, Mike asked Carson if he could combine the two separate votes—bylaw changes and water tank location—into one task instead of soliciting voters twice. Carson responded that they could combine and call it a special meeting, they could have a separate packet for bylaw amendment and separate packet for vote on tank location. Mike asked if combining the issues would be confusing since the bylaw change requires a 51% affirming vote to pass and the water tank location vote requires a two-thirds vote. Carson said it could be achieved by checking each box per the requirements. Mike said all these things are going to happen within a 30-day period of one another and it seems simpler to combine them.

Mike made a motion to combine two agendas into one mailing, Jeff seconded, and all approved. Motion passed.

3) New Business

Mike stated that voting on the proposed water tank locations must be completed by 3/31/23. He paraphrased a quote from Paul Monroe, published on the CICWCD website:

The new location is better from geologic, operations and maintenance standpoint. Fire-hydrants as a stand-alone project is considered maintenance. As such we would not be funded for the full 22 fire hydrants project if a tank location is not decided upon. The preferred location from a geological standpoint and operational standpoint is the north end of the HOA common area property. If the tank and fire hydrant project does not happen at Cedar Highlands, the District would continue adding a few hydrants per year until coverage is complete <https://cicwcd.org/cedar-highlands/> (answers to questions 1 &3), instead of the 22 new hydrants, if the tank is approved by the membership.

Mike continued that all of this is published on the CICWCD website and there is a new site map drawn there. So, to recap, concerning fire hydrants, if the tank is put in our common area, we will have 22 fire hydrants put into the community. But, the Water Conservancy cannot put any along easement road/cattle trail where five homes are located because code requires at least 40 PSI for a hydrant and that can't be achieved in that area. Mike said, as far as Paul Monroe is

concerned, a decision must be made.

He commented to Linford that he could abstain if he felt that there was a conflict of interest. (Linford offered in earlier meetings to abstain from voting on this issue).

Jeff said he spoke with Paul Monroe to clarify the delivery of the 22 hydrants and if the highest point of the tank would be flush with the ground and grass covered.

Linford said he should abstain from the board's decision.

Mike relayed that the Water Conservancy is far enough along in their planning where they would pull the plug on this site if we don't decide now. We all agreed that we have enough information to put his on the March agenda to vote on.

Stan Carrizosa commented that his home insurance doubled and the insurance company told him that more hydrants would make a huge difference in cost.

4) Communications

- a. With members—a request from Reggie Tashjian about updating the posting of meeting minutes and videos on the website. Lori was instructed on the procedure of achieving this through Kevin Bridges, HOA webmaster. All minutes and videos should be posted and annotated as 'approved' once voted on by the board at the following meeting.
- b. With attorney, Carson Bagley. Earlier in this meeting, there was a conversation with him about having all the information he needs to review and he will work with Justin Weyman concerning the contracts for the tank site to ensure all the earmarks are in there.

5) Committee Reports and Old Business

- a. Financial report was given by Jeff Hartman
 - i. Beginning balance for January: \$116,707.69
 - ii. Debits: \$13,888.74 paid to Pierce for snow removal (we did lots of plowing & sanding in January), \$58.41 for QuickBooks monthly charge, \$639.77 for two loads of gravel, \$10.03 for secretarial supplies, \$112.50 to Rachel for accounting services, and \$1,000.00 to Tom Lystrup for security deposit refund for completed garage building
 - iii. Deposits: \$46,981.08 in HOA dues and \$10.50 in interest
 - iv. Ending balance: \$147,979.32
 - v. Two checks that need approval and signatures: \$275.00 to Rachel for accounting (QuickBooks) and \$252.50 to Bradley & Tony Mays (\$1,000 deposit minus 2023 HOA dues of \$747.50) for security deposit refund for completed outbuilding
Mike made the motion that we approve these two transactions, Linford seconded, and all approved.
- b. ARC (Architectural Review Committee) report was given by Tom Wootton
 - i. One new application has been received from William Grimes, Block 4, Lot 6, 2121 S High Juniper Drive for a detached garage. Fees have been paid and plans to start in spring of 2023. Tom made the motion that we approve the application, Mike seconded, and all approved.

- ii. Jeff pointed out that there are five houses under construction right now and Linford has three of them. The building permits at Linford's three sites have not been posted. Linford agreed to check into it and comply.
- c. Roads—Mike thanked the Roads Committee members for a month or so of interactions with Pierce construction and all of their hard work coordinating plowing, sanding or blowing. It's been a real challenge on our roads because of record snowfall and tremendous winds, all combined with Pierce's equipment breaking down. Jeff informs us that we are spending at least \$20,000 per month which will deplete our bank balance pretty quickly.

Rick Silva said snow blowers work better for our situation. Everyone on the board agreed.

Snow fencing was discussed for upper part of our community. Snow drifts this year just devastated our common area and road past High Mountain View Drive—it was inaccessible. The plow/blower would do that section only to have the wind fill the road up in hours.

Lori contacted Marilyn Wood, a commissioner, and inquired on having the county put up new signs on our road at the bottom of the hill pertaining to prohibiting trailers of any kind during snow and slick conditions. Marilyn agreed to take it to the proper entity working on Iron County roads. This also included a fine assessment from the Iron County Sheriff, if violated. See Owner's Construction Requirements Section 3 & 4 ([Owners-Construction-Requirements-April-2022.pdf \(cedarhighlandshoa.org\)](#))

Lori commented about various committee volunteers not participating stating that only a few volunteers are responding to requests for input and/or doing all the legwork--specifically the Roads Committee. Mike responded that he was the committee chair and he will ensure all committee members will be included on the Roads Committee texts. As it is now, only Mike, Jeff, and Rick are on the shared texting. Hopefully, this will resolve itself and folks who don't want to participate will recuse and folks that would like to be hands-on will volunteer. This is a shared responsibility and help is much needed!

Stan referred to the bylaws under committees stating that if the chair makes a change, ensure that new names are provided to the webmaster so the committee list gets updated and is current on our website. Kevin, our webmaster, has created a distribution list for any committee that requests it that includes all members on a particular committee.
- d. Fire & Safety Committee —Linford said to set up a combined meeting for the Fire & Safety and the Water Committees for February 22 at 5 PM at 252 N, 200 W. in Cedar city. Lori was asked to send emails to the members of those committees announcing this meeting.
- e. Website – Kevin was asked to fix a few issues and he said he could create any distribution list we might need pertaining to committees. He already has a complete resident list that can be mass texted.

- f. Water – Linford stated that he met with Justin Wayman, attorney for Water Conservancy District. Mike was concerned about the personal interest that Linford might have exhibited a conflict of interest going by himself to Justin Wayman, and not representing our HOA. Linford said that maybe it's best he resign. Linford made a claim that Paul Monroe is not telling us what the HOA would lose and that was his reasoning. Stan, Mike, and Tom were looking in the bylaws about what could be done to replace a board member and found that Page 11, Section 3 states that the board can appoint someone to the board more than once during a year.

“A vacancy in the Board shall be filled either by appointment by the remaining directors or by a majority of both classes of Members including a majority of Members other than Developer at a duly called special meeting. Each director so appointed or elected shall hold office until his successor is elected at an annual meeting of Members or at a special meeting duly called for that purpose.” [Bylaws Page 11, Section 3, Paragraph 2, Sentence 2]

- g. CC&R Committee— Stan reported that they were up to section 8 of 12 sections in the review process. They were focusing on the voting issue. Now that is being addressed, they can continue with other CC&R sections. Stan said the committee would put the final four sections on the front burner and get the CC&R review done by May 1st, 2023. Mike brought up that in Article 10, Paragraph E, his thoughts were that the HOA would not need a two-thirds vote to approve the tank location. Under Duties of the Association, this article states that grant easements were necessary for utilities, sewers, and facilities, over the common properties and lots. Mike wondered if it would allow a decision without a two-thirds vote from the membership and our attorney suggested that getting the two-thirds vote would prevent any later questions and to do it anyway.
- h. Community sign project is put on hold until warmer weather.

Tom made the motion to accept Linford's resignation. Jeff seconded. All approved.

The Fire & Safety and Water Committees meeting that was discussed earlier is now canceled.

6) Member Questions

- a. Larry Miracle asked about a home that is openly being used as an Airbnb. Isn't there a provision in Article 8 that states if we rent our place, we are to notify the HOA? If that isn't being done, can we fine the owners? He also thanked the roads committee. Mike responded that we send out friendly letters to owners to encourage them to comply. Tom stated that he notified the Airbnb company that we don't allow short-term rentals in our neighborhood, and they reached out to the owners.
- b. Greg Pierce agreed with Linford resigning and agreed with Larry Miracle's comment on fines for Airbnb short-term rentals against HOA policy.

7) Next meeting will be Thursday, March 9, at 9 pm at the Cedar City Library.

8) Meeting adjourned 8:08 PM.