

The Association of Angel Fire Property Owners, Inc.

Minutes of the August 13, 2020 Special Meeting of the Association of Angel Fire Property Owners, Inc. Board of Directors.

Location of Meeting:

Due to the Corona Virus restrictions and New Mexico governing requirements, all Board of Directors and members were together at a Virtual Meeting through Webex teleconference.

Time Commenced:

The Special Board Meeting of the Association of Angel Fire Property Owners, Inc. was called to order at 5:33 pm MST on August 13, 2020.

Roll Call:

Board of Director's Name	Present	Board of Director's Name	Present
Penni Davey	X	Carol Rupp	X
Holly Ham	X	Sandra Trom	X

Mark Manley, Angel Fire Resort General Counsel & Ex-Officio Member of the AAFPO Board was **not** present.

The Bylaws of The Association of Angel Fire Property Owners, Inc., Article VII Board Meetings, Section 3 was read by Penni Davey as follows: "A majority of the directors shall constitute a quorum for the transaction of business."

"All members of the existing board are present. Therefore a quorum is established."

Penni Davey continued, ""AAFPO Bylaws, Article VI, Board of Directors, does detail the procedures and activities of the Board of Directors. First, the Board is to be managed by 9 directors in good standing according to Section 1. Second, Section 4 details the process in the event of resignations or removals from the board. As of today, we have 5 vacancies on the Board due to resignations of the Board Members. Third, the situation of vacancies is addressed in Section 5 of Article VI. "In the event of death, resignation or removal of an elected director, his successor shall be selected by the remaining elected directors and shall serve until the next election of directors.

The language of the bylaws is clear on its face and the remaining AAFPO board members will operate in accordance with that language.

As such, I move to proceed immediately to selection of the directors to fill the open vacancies.”” Moved by Penni Davey and seconded by Holly Ham.

Penni stated on July 9, 2020 the AAFPO Board discontinued its’ relationship with the Executive Director. As a result, Director Julie Woodman, Director Krysty Ronchetti, Director Brian Smith and Director Drew Maxwell submitted their verbal resignations. Ginger Lagasse accepted the resignations, both verbally and in writing. Additionally, Ginger Lagasse submitted her written resignation on August 7, 2020 and the resignation was accepted in writing by the board.

Penni Davey then read a summary of the bios from the four candidates in alphabetical order: Spencer Hamons, Jim Miller, Hank Rennar and Peggy Trott. She stated that all of the candidates had been vetted and are in Good Standing. She then asked for nominations from the floor. There were none. Penni stated, “Since there are no additional nominations from the floor, the board will now vote to seat these candidates. Penni moved to seat. Holly Ham seconded the motion.

Board Votes Recorded:

Holly Ham – yes, I vote for all four candidates
Carol Rupp – yes, I approve & vote for all four candidates
Sandra Trom – yes, I vote for all four candidates
Penni Davey – yes, I vote for all four candidates

Penni Davey stated therefore, Spencer Hamons, Jim Miller, Hank Rennar & Peggy Trott, you are actively on our board. I immediately move to activities of the board.

1) *Guest Member Introduction and Comments*

Penni Davey, Vice President

Penni asked the phone in guests, one by one, if they had any comments or issues they wanted to discuss. Each guest was given two minutes.

Guests were started at the top of the list:

- 1) Ann Swartz – Ann asked what happened with the directors and Penni Davey explained.
- 2) Drew Maxwell – asked why we didn’t fill the 5th position. Penni explained that the 5th position just became available and would be addressed at another time.
- 3) Marty Carpenter – asked why there was no vote for removing the executive director (even though he was in agreement with this move). Penni stated that a vote to do this was not necessary.
- 4) Ron Glaser – just tuned in to listen. He stated he was surprised to hear all about all the resignations. Penni responded “so was the board”.

2) *Agenda Approval*

Penni Davey, Vice President

Penni stated that the only change was that Dan Rakes has resigned from the board and that Mark Manley will be his replacement as Ex-Officio member on the board effective immediately. Sandra Trom made a motion to approve the August 13, 2020 agenda as

revised. Carol Rupp seconded. Hearing no objections, the motion carried and the agenda was approved.

3) Minutes Approval for:

June 11, 2020 Board Meeting – motion by Holly to approve, 2nd by Carol Rupp
June 27, 2020 Annual Meeting – motion by Holly Ham to approve, 2nd by Carol Rupp
July 9, 2020 Board Meeting – motion by Holly Ham to approve, 2nd by Carol Rupp

4) Membership and Resort Report

Dan Rakes or Mark Manley did not attend the meeting so no report was given.

5) Member Issues Report

Sandra reported there were 3 issues reported by members:

- a) *Condition of the tennis courts* – member called in to report the courts were a mess with mud and trash. The member called the resort to report this and several days later, the courts were still in the same condition. Sandra suggested we ask Mark Manley how to handle this in the future since the resort is responsible for maintenance and operation of the courts.
- b) *Double dipping* – couple called in and complained that since they were Platinum members, when they sold their house, their dues were not prorated by the resort like every other due structure. They feel they are paying dues as the seller and the dues are also being paid by the buyer. They understand there is a legal stance to this since they signed a contract but my question for the resort would be even if this is legal, is it ethical?
- c) *Married couples* – couple purchased a condo with both names on the deed. Since they are not married, they had to buy individual memberships. Question to the resort would be why aren't the rules the same for all deed owners?
- d) *RV Park* – we had a member contact us in reference to the Member RV Park. Had a member try to get into the park and was told no availability. Appears there were dry campers at the end of the park and these campers reported that they were allowed to stay there free of charge – it was included in the Bikers Season pass for the resort. This needs to be investigated. The resort can let bikers stay at the park but since members are paying 100% of the park, there needs to be an income adjustment back to the members.

It was agreed that the tennis courts situation and the RV park issue would be handed off to Peggy Trott to handle with the resort. The other two situations need to be run through the resort legal for feedback and resolution.

6) Officer Reports

a) Vice President

Penni Davey stated that the board was interviewing potential law firms to replace the AAFPO attorney. She also stated that we are beginning to review bylaws revisions and the current Covenants and Rules.

b) Secretary

Update on SB-150 certification for all board Directors.

Sandra stated all current Directors have certified they have read the organization documents and bylaws and signed the required certification per SB-150.

Paperwork in the AAFPO Office

Sandra has been through the office and the paperwork is a mess. Appears nothing has been organized since 2012. There are 2 filing cabinets with paperwork and no filing system in place. Sandra stated that the Treasurer and she will begin to go through the office next week and try to get the File Plan that was put into place in 2012 back in effect.

HOA Disclosure Certificates

Sandra stated that previously these were being handled by the Executive Director. There was no contract in place for this work with the previous executive director. She said the financial system shows these being invoiced at \$60 per hr with a 2.5 hr minimum. Since the release of the executive director, we have rerouted these through an independent contractor at a flat fee (half the cost of what we were paying before). Therefore speeding up the time to complete and saving the members quite a bit of money.

c) Treasurer

Carol Rupp gave the report for Treasurer. A copy of the report is attached to these minutes for review.

7) Committee Reports

a) Finance Committee

Holly Ham confirmed we were completely up to date with bills and all expenses.

5/1/20 – 08/11/20

Net Income - \$20,061.88

Expenses – 96% were due to Professional fees, remainder was office supplies, board election, postage & website services.

Income – 69% are due to the 1% Net Collections. Holly stated that we are in discussions with the resort about the additional 4% for discretionary spending coming directly to AAFPO. Currently the resort is holding this 4% fund on file with them.

Holly stated that HOA Certificates was a revenue for us and she is happy to see us cut our costs to produce additional revenue.

Holly stated currently there are 3 members on the Finance Committee. Holly is chairing this committee with additional members Jack Fuehr and Hank Rennar. Holly stated the committee was open for additional members and to reach out if someone is interested in joining the committee.

Holly reported that she was working closely with the resort on several items. She noted she has made a formal request to the board for these items. She stated that it is our fiduciary responsibility to maintain our membership such as member count, status and financial income.

Holly pointed out that the committee and board will have a joint workshop with the Resort (one in August and one in September) to go over history of the bylaws, bankruptcy documents and the 95% report. She stated it was important to have a working relationship with the resort and this workshop will initiate that.

8) New Business - PO Box Update

Penni Davey reported that the postal box has had no change in relation to prior boards or members for the last 12 years. Penni said the Postmaster requested we update the box with the new board members and provide proof of physical address from the resort since we have no utility bills for proof of address. Penni has sent an official request from the board for this information and is waiting on Dan Rakes to comply.

9) Old Business - Dog park

Dan Rakes was supposed to report on this but since he did not attend the meeting, this issue will be tabled till the next meeting.

The next meeting is scheduled for Thursday, September 10, 2020 at 5:30 pm (MT). It will be a virtual meeting and the agenda and call in information will be posted on the AAFPO website.

10) Adjournment

There being no further general business, Sandra Trom motioned to adjourn the August 13, 2020 AAFPO Board Meeting. Jim Miller seconded. Vote was taken. Motion passed. No objections. The meeting adjourned at 6:16 pm MT.

Respectfully submitted, August 13, 2020

Sandra Trom, Secretary

Date

Penni Davey, Vice President

Date

Guest Member list:

There were 25 callers on the virtual meeting. Not all callers were identified.

Peggy Trott

Spencer Hamons

Ann Schwartz

Callers 3, 4, 5, 6, 7, 8 & 9 – unidentified

Deborah May

Robin May

Drew Maxwell

Hank Rennar

Jack Fuehr

Jim Miller

Larry Trom

Laurie Willis

Marty Carpenter

Maya Lengerich

Ron Glaser

Sandra Trom

Carol Rupp

Holly Ham

Penni Davey