

The Association of Angel Fire Property Owners, Inc.

Minutes of the July 9, 2020 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 Webinar teleconference.

Roll Call:

Board of Director's Name	Present	Board of Director's Name	Present	Board of Director's Name	Present
Penni Davey	X	Drew Maxwell	X	Brian Smith	X
Holly Ham	X	Krysty Ronchetti	X	Sandra Trom	X
Ginger Lagasse	X	Carol Rupp	X	Julie Woodman	X

Dan Rakes, Angel Fire Resort General Counsel & Ex-Officio Member of the AAFPO Board was present also.

Nine Members present at Roll Call, quorum established.

Time Commenced:

The regular Board Meeting of the Association of Angel Fire Property Owners, Inc. was called to order at 5:30 pm MST on July 9, 2020.

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. All guests said "No or Not at this time" except Jack Fuehr, who wished the Newly Elected Board Members Best of Luck on the board.

2) Agenda Approval

Ginger Lagasse, President

Ginger stated several changes in the agenda. Sandra Trom made a motion to approve the July 9, 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, June 27, 2020 Annual Meeting & June 27, 2020 Board Meeting

Minutes for the June 11th & June 27th Annual Meeting have not been completed by the previous Executive Director and distributed to BOD. Brian Smith made a motion to hold off on approval until next Board meeting. Holly Ham seconded. Motion carries.

Penni Davey made motion to approve the June 27th Board Meeting Minutes as written. Carol Rupp seconded. Motion carried.

4) Membership and Resort Report

Dan Rakes welcomed everybody at the meeting and congratulated the newly elected Board Members. He stated that on behalf of the resort, he & they were excited to work with the new board. He reminded the Board that the Resort wants to continue to work together on the common goal of making the amenities and membership better. He said the Resort was challenged working around the state covid 19 restrictions but trying to get as many of the Amenities open as possible within the guidelines. Indoor dining has shut down; patio dining is at 50%, facemasks required in all buildings and no more than 5 people allowed in a group. Pro Shop, RV Park, bike shop, tennis, golf, and fishing are all open. Lodging is limited to restrictions of the state.

Ginger asked about the Member RV Park and its' allowed capacity. He said it is open at 50% with several exceptions – health care workers, transient workers, visitors under quarantine or isolation. These exceptions don't count in the 50% number. Restrooms at the park are not open due to state restrictions and NM Guidelines.

5) Member Issues Report

Sandra reported that AAFPO has had several inquiries and complaints via the AAFPO website and there was no documentation in the AAFPO office to support this. She stated we needed to establish better procedures to gain better feedback from the membership. She will be setting up a link on the website that will have an email and a phone number to help members connect more easily. We are going to do away with the current form on the site since it is too cumbersome and allow members to connect directly with us instead. All inquiries will be documented, dated and assigned a tracking number (*by the secretary*) with a process for handling. These inquiries will then be handed off to the VP (*Penni Davey*) to discuss with the board and then assigned to a board director for review, possible action or future planning, based upon expertise, area, etc. Each step of the process will be documented and tracked with an ETA for the member. This is important since we are here to serve the members. These procedures are designed to ensure each inquiry is reviewed and action taken when appropriate. All cases will be filed in the AAFPO office for review.

6) Officer Reports

a) President

Ginger stated the Vice President would begin the first report.

b) Vice President – Resolutions

Penni reported that the President had asked her and the board members (*through an email sent out the week before*) to review the current resolutions on file to see if they needed any changes, with respect to the by-laws. Sandra said that several of the by-laws were penciled through without signature on it. Penni opened this conversation up to the board to see if there were any comments at this time.

Julie Woodman asked to be recognized. She stated that the Resolutions were complements to the by-laws and the by-laws are outdated at this time. She wanted to amend the by-laws

first, then work on the resolutions second. Ginger stated that the by-laws take a longer time to amend and would be a long process. It was something we would add to our workload but the Resolutions need to be in compliance with the current by-laws. It is our responsibility as a board to make the resolutions work until we make changes to the by-laws. Julie respectfully stated she disagreed. Drew stated he agreed with Julie and that the by-laws should be updated. Krysty agreed with Drew and Julie on updating by-laws instead of resolutions. Ginger stated their comments were noted and accepted. She then asked the members to be open minded in reviewing the resolutions and asked if they were even familiar with them. Julie stated that reviewing seven resolutions was too much for one meeting. She suggested reviewing one or two only at each meeting. Ginger noted her comments and asked if there were any motions. Sandra asked to be recognized. She suggested that a committee be put together to start reviewing the by-law changes slowly. Ginger asked to table the issue until we get to the Committees. All agreed.

Resolution 2006-001 – Procedure for presenting New Business to the Board

Penni Davey moved that under “*Be it resolved...*” we change “*distributed to the Directors before the item is scheduled on the Agenda*” to “*distributed to the Directors at least 10 business days before the item is scheduled on Agenda.*” Ginger asked if Penni saw any conflicts with the by-laws. Penni said no. Discussion followed. The previously approved resolution didn’t specify the amount of lead-time required in order for directors to prepare to address new issues in our board meetings. The original proposal was for at least 10 days, but it was deleted because this was scratched out in the approved resolution.. The resolution, as is, is meaningless since “*before the item is scheduled on the Agenda*” can actually apply to anytime before the agenda is approved at our meeting. Drew suggested 10 business days. Holly amended to motion to specify 10 business days. Carol second’s the motion. Vote was taken. Motion Passed. None opposed.

Resolution 2008-01 Board Director Spending Authorization

Penni moved that we update the authorized spending thresholds in accordance with current rates, specifically; she would like to change wherever \$500 is entered regarding legal expenses to \$1,800.00. Sandra seconded the motion. Discussion followed. Penni stated that legal expenses of \$175/hr. in 2008 are now closer to \$250-\$275/hr. In 2008, board meetings were held monthly instead of quarterly, which also affects the threshold. Last year legal expenses far, far exceeded the \$500 threshold without any board approval. Ginger suggested we should have more formality, transparency and accountability for our legal expenditures and this is a first step to a reasonable threshold. Julie asked if there were customary attorney fees that could be estimated. Dan Rakes confirmed there were not. He said attorney fees vary widely. Brian Smith suggested we word this to be in dollars or hours to keep the resolution more current. Ginger requested an amendment to the motion “not to exceed \$1,800 or 10 hrs. whichever is less”. Carol Rupp seconded. Penni read amended resolution. Vote was taken. None opposed. Motion passed.

Resolution 2019-001 Rules for Member comments at meetings

Penni pointed out that this resolution was amended in the March Board meeting but there is no indication that the resolution was changed accordingly. At the March 12, 2020 AAFPO Board of Directors’ Meeting, it had been approved to amend Resolution 2019-001 by omitting the words “not to exceed 15 minutes” regarding member comments. Penni would like Sandra to make the corrections to website. Sandra agreed to do. Ginger noted they were not included in the AAFPO files also and this would have to be updated also.

c) Secretary – Board Procedures & Sign off on SB150 Certification

Sandra stated that it is important for each BOD to bring their Director's Handbook with them to each meeting so that we can refer to it during session. She also noted that Secretarial Duties (*per by-laws, Article 9, Section 8*) are as follow:

- a) Responsible for minutes of all meetings and non-meeting actions of the Directors and Members. *She asked that all Officers & Committee Chairs forward a copy of their meeting report in writing to the Secretary prior to the meeting for recording into the official minutes;*
- b) Maintaining the current records showing the members of the Association, together with their addresses, c) shall announce notice of all meetings of the Board and dd) shall perform such other duties as may be prescribed by the Board. She noted that she would also be monitoring the mail, maintaining the books & records at the AAFPO office (*she noted that there are NO files past 2012 in the office. This is something that needs to be investigated with the previous board or Executive Director.*) dd) and maintaining the website. She stated that Directors, especially those serving as Committee Chairs, should be aware that documents authored by them, and intended for the official record, must be **signed, dated & submitted** to the AAFPO Secretary.

SB-150 Certification

Every Director must sign this form. Since the records or paperwork in the AAFPO Office are missing, including previously signed certificates, all Directors will be requested to sign again.

b) Treasurer Report – Carol Rupp

Checking Account Balance - \$9,231.52

Money Market Balance - \$293,595.47

Carol reported that the newest Audit has not been scheduled with Axiom.

Ginger asked Linda Wier if the paperwork for the audit had been prepared. Linda said No. Ginger informed her to turn over all information to Carol Rupp for preparation. Carol informed the board that when a new Treasurer takes over the position, it is standard operating procedure to update all accounts by changing them to reflect the new officer. Ginger stated that the new board would be performing all their responsibilities and roles per the by-laws. Julie stated that this should have been put on the agenda. Ginger stated her comments were appreciated and noted. She also stated that we would be going into Executive Session following this meeting and further discussions on this matter would be held for that meeting.

7) Committee Reports

a) Amenities – Drew Maxwell

Drew discussed several reports that were sent out to the BOD before the meeting. Attached are copies of the reports. They include the approved AAFPO amenities budget for the current fiscal year, the collections report as of May 31, 2020, and the capital expenditures report for the month of May 2020. AAFPO's approved budget estimated carryovers of \$12,000. The actual carryover was \$28,349 because the resort was very successful in collecting past due membership fees last year. AAFPO's four percent of collections amounted to an additional \$16,349.00. An additional amount also went to the administrative fund. Therefore AAFPO has an amenities budget of \$279,149.00 versus the original \$262,800.00. The original budget for the current fiscal year had a remaining

balance of \$41,317 not allocated to any specific amenity. The new amount available for additional projects is nearly \$64,000. The Amenities Committee will be informed of the additional monies available for projects this year. The Amenities Committee will be working hard to develop a plan that will have a positive impact on the amenities. The list of the Amenities Committee members is also attached to these minutes.

Julie Woodman asked the board about the Dog Park Presentation at the June meeting and if we had an update on this amenity. Drew said it wasn't an existing amenity so he referred to Dan Rakes to answer. Dan said the Resort was still interested but at this time, it was not a high priority due to covid. He would contact Doreen Krebs and give her an update.

c) Finance Committee - Holly Ham

Holly took time to thank Jack Fuehr and Dan Rakes for their kind words and warm welcome on the new board members. She is currently working on recruitment of committee members. Currently, they have recruited Jack Fuehr and Hank Rennar. The idea is to understand fiscally where AAFPO stands so she has been working with Carol Rupp to obtain the financial information. There will be a committee meeting next week. Secretary Trom will take minutes for the meeting.

d) Legal - Ginger Lagasse

Ginger stated that we have no new issues at this time. She wants all directors to understand the legal documents for AAFPO and stated that all the directors should share responsibilities for legal issues. Ginger noted she has gone through all last year's minutes and also the papers at the AAFPO office and noticed there is a huge gap between the two. She would like to add a little more accountability in the legal process. There are multiple responsibilities cited in the By-laws and Bankruptcy Docs which have legal bearing. All directors need to be more involved. She hopes to improve the diligence. Ginger asked Linda Wier to send us a copy of our Insurance policy and Linda agreed. Dan Rakes said the BODs' are also covered under the Resort's policy and he will send copies over to Ginger as well.

8) Old Business - AAFPO Election Report

Jay Mitchell was not available to give the report so Penni Davey gave the report in his absence. Penni reported that we have approximately 5600 members, although we have only around 3800 members in good standing. We sent electronic ballots out to the members in good standing, along with some paper ballots for those members without emails. We received 932 actual votes for 10 Candidates. Here are the results:

Sandra Trom - 566 votes
Ginger Lagasse - 496 votes
Holly Ham - 429 votes
Carol Rupp - 418 votes
Jeff Weeks - 355 votes
Billy Pepper - 314 votes
Catherine Moon - 313 votes
Bruce Roach - 313 - votes
Paul Ziggler - 200 votes
Alvin Riley - 138 votes

The Election Committee said the electronic system was successful and members did vote electronically but they are recommending using a 3rd party election system next year. The system used this year was a polling system instead of a Voting system. Question Pro is mainly a marketing tool and polling system. Jay's recommendation was to have the committee stay in tact to be informed of what system is available to them. Ginger asked for a written report from the Election Committee. Penni said the committee would get that for the Board.

At this time, Ginger asked the Board to move into Executive Session and she thanked everyone for attending the General Board Meeting. The Virtual Meeting Administrator logged everyone out that was not a Director.

9) Next Meeting

The next meeting is scheduled for Thursday, August 13, 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 by August 8, 2020.

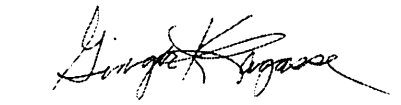
10) Adjournment

There being no further general business, the board went into Executive Session at 6:43 pm MST. At the end of the Executive Session, Carol Rupp moved to adjourn the July 9, 2020 AAFPO Board Meeting. Sandra Trom seconded. Vote was taken. Motion passed. No objections. The meeting adjourned at 7:24 pm MT.

Respectfully submitted, July 9, 2020


Sandra Trom, Secretary

8/4/2020
Date


Ginger Lagasse, President

08/04/2020
Date

The Association of Angel Fire Property Owners, Inc.
Board of Directors Meeting Minutes of July 9, 2020

Guest Member list:

There were 36 callers on the virtual meeting. Not all callers were identified.

Helen Tucker
Janet Lindel
Larry Trom
Bob Witalski
Mike Overby
Jack Fuehr
Richard Sides
Ken Collier
June Rau
Alvin Riley
Richard Baldwin
Beverly & Henry Perez
Allen Shimek