



**Board of Directors Meeting June 16, 2022  
5:30PM, MST**

**Location of Meeting:** The meeting was held virtually on Microsoft Teams Platform.

**Present at the Meeting:**

Kim May, President  
Wade Gungoll, Vice President  
Dave Simon, Treasurer  
Kristen Devlin, Secretary  
Rick Clark, Director  
Bruce Roach, Director  
Penni Davey, Director  
Holly Ham, Director  
Mark Manley, Ex-Officio, present  
Nine members present at roll call, quorum established

Samantha Weeks, Director joins now, 10 members present.

**Time Commenced**

Annual Meeting for the Association of Angel Fire Property Owners was called to order at 5:30 MST on June 16, 2022 by President May.

**Motion to add in Patrick Griebel, AAFPO Council to start of committee reports.**

Rick Clark Seconds. All in favor, none opposed, motion carries.

**Motion to Adopt the May 12<sup>th</sup> Meeting Minutes**

Penni Davey makes the motion to adopt the meeting minutes as written.  
Samantha Weeks seconds the motion. President May calls for a vote, all are in favor, none are opposed, motion carries.

**Legal Committee Update, Wade Gungoll**

Vice President Gungoll refreshes the events of the lawsuit. Reminds that all legal committee members are licensed attorneys, save President May.

- Legal Committee, along with council Patrick Griebel, made exhaustive review of all allegations, facts, and circumstances of the lawsuit.

- Hundreds of hours and six months of time taken to review all documents and evidence
- Finance committee in conjunction also spent hundreds of hours reviewing 95% and all resort finances after signing non-disclosure agreement
- No evidence found of any kind that Resort acted inappropriately with dealings with AAFPO
- No wrongdoing, fraud or malfeasance found from Resort

### **Finance Committee Update, Rick Clark**

Director Rick Clark refreshes the make up of the Finance committee, tax attorney, three CPAs, all business owners save one.

- Exhaustive review of 95% and 4% budgets conducted
- Three to 4 dozen questions presented to the Resort, specific questions
- Requests for depreciation schedules, insurance schedules and tax schedules all submitted and provided by Resort
- Resort very responsive and cooperative to every request made, very collaborative effort made to examine all finances
- No evidence of wrongdoing, no hidden money, no “smoking gun”, no breach of fiduciary duties
- Never had there been a more exhaustive review of all Resort finances or accompanying back up documentation
- Finance committee satisfied with review and presented summary report to President and Vice President
- President May also clarified that Finance committee reported that no money was spent on anything that was not an amenity, only spent on upkeep, maintenance, and operation of amenities
- Reports reviewed were the completed 95% reports, as well as upcoming years’ budgets
- Finance committee has received monthly reports from Resort on this year’s budgets and spending, status of dues collected, and reconciliations of checks being deposited to the Treasurer

### **Wade Gungoll introduces AAFPO Council, Patrick Griebel**

### **Wade Gungoll, Vice President and Legal Committee Chair introduces the Proposed Resolution Settlement to the lawsuit.**

Wade Gundoll, Vice President is pleased to report that after extensive rounds of edits and discussions with the Resort we have a mutually agreed upon proposed resolution to the lawsuit.

- Resolution accomplishes a number of directives, to clarify ambiguities that arouse out of bankruptcy:
  - Clarify AAFPO’s status relative to New Mexico HOA Act and the extent to which AAFPO is and is not an HOA
  - Affirms Resort’s commitment to AAFPO to continue to provide all necessary information to review and confirm that the 95% report is in compliance with the bankruptcy documents

- Confirms that Resort is the entity that is responsible for collecting annual assessments
- Establishes that Resort is committed to work with AAFPO to establish a mutually agreeable framework for compiling and presenting the 95% report

**Patrick Griebel is invited to expound on the settlement proposal:**

- Original lawsuit was 6 claims or allegations
- Settlement addresses the 6 allegations and how each will be resolved by the proposed settlement
  - How AAFPO is and is NOT an HOA
  - AAFPO has struck right balance with this order to maximize the amount of information the Resort provides to the AAFPO Board
  - Resort has right to collect the assessments, as provided by bankruptcy documents
  - No Breach of fiduciary duty, as evidenced by Finance Committee review
  - Dismissal of all claims without prejudice, meaning if in the future some other issue were to arise AAFPO retains rights to re-file a lawsuit
  - Re-establishes a collaborative relationship between AAFPO and the Resort
  - Recommendation to approve the settlement

**President May calls for a motion to approve the settlement order.**

Rick Clark makes a motion to approve the settlement as written, Bruce Roach seconds the motion.

President May calls for a vote on the Motion. In Favor: Rick Clark, Kristen Devlin, Wade Gungoll, Kim May, Bruce Roach, Dave Simon, Samantha Weeks.

Opposed: Penni Davey, Holly Ham

President May allows Penni Davey and Holly Ham to speak about their No votes.

Penni Davey and Holly Ham are generously allowed to state their opposition to the settlement.

President May reminds Director Ham and Director Davey that they had their chance to have their concerns heard, many times, at previous meetings.

**The motion to approve the settlement is passed 7-2.**

**Architectural Committee, Jake Crain**

- Committee is sorting through and digitizing old documents, found the equipment and staff to begin
- Jake Crain shared his screen to share financial report
  - \$36,000 in operating account
  - \$178,000 in trust account; deposits from work that are then reimbursed upon proper completion of work

- Through May, 20 permits issued, would normally be at 29 permits so seeing a slowdown, which we anticipate will continue through this year.

#### **Amenities Committee, Bruce Roach**

- Resort has spent \$200,000 on improving golf paths, requested to see if we can divert funds to assist them.
- Would like to scrap key card system for tennis courts and apply that \$30,000 plus the other \$12,500 surplus and apply to improvement of cart paths.

Bruce Roach makes a motion to reallocate \$42,500 to cart paths, Rick Clark seconds, all in favor, none opposed, motion carries.

#### **Disclosure Certification**

At closing when you purchase a home in Angel Fire, AAFPO is responsible for gathering the due diligence documents and by-laws and covenants that the realtor gives to the purchaser. AAFPO charges a fee for this service. Fee has not been raised since 2014. Fee is \$150.

Dave Simon makes a motion to raise the fee to \$300. Kristen Devlin seconds. President May calls for a vote, all in favor, none opposed, motion carries.

President May calls for this to be in place by August 1<sup>st</sup> to give 30 day notice.

#### **President May updates on the Executive Director search.**

President May moves that we form a search committee for the Executive Director and appoint Samantha Weeks to chair that committee. Bruce Roach seconds. President May calls for a vote, all in favor none opposed, motion carries.

#### **President May calls for member questions**

Dane Williams asks if the Executive Director position is full or part-time. President May answers it is full-time.

#### **President May announces Annual Meeting is June 25 at 11 MST.**

President May announces the member get-together June 24, for drinks and member meet up, dinner at AAFPO's expense.

Director Manley asks permission to speak. President May grants permission. Director Manley thanks this board for the hard work they have done and states he looks forward to re-establishment of good working relationship with this AAFPO board. Director Manley thanks President May for her exemplary service, dedication, and fairness throughout her term of leading AAFPO.

President May thanks Director Manley for his remarks and expresses how much she enjoyed working on the Board and how much she will miss her position.

Meeting is adjourned.

The next AAFPO Board meeting is the Annual Meeting, scheduled for June 25th, 2022 at 11AM MST, live th the Garden room and also on teams platform.

Respectfully submitted, June 26, 2022



Kristen Devlin – Secretary



Kim May – President

Date 6/26/22