

**Indian Camp Ranch Homeowners Association**  
**Annual Meeting – Saturday, October 6, 2007**  
**Held at Crow Canyon Archaeological Center, Cortez, CO**  
**Minutes**

Members attending in person, with lot number(s): Jon Callender and Leila Hanson (1), Archie and Mary Hanson (2, 21, 29), Karen Kristin (4, 5), Skip and Alex Lange (10), Pat and Sarah Hatch (13), Porter and Judy Stone (14), Curt Mangan (15), Richard and Arleen Blake (28, 31), Melinda Burdette and Russ Sweezey (30).

President Karen Kristin called the meeting to order at 10:00 a.m. She asked the secretary Melinda Burdette to call the roll. Those attending in person are listed above. Fifteen proxies were handed to the secretary and verified, and their assignment was noted on the roll call sheet. Three lot owners were not represented in person or by proxy. The total number of lots represented in person or by proxy totaled 28 out of 31, and therefore we had a quorum for the Annual Meeting.

**President's Remarks.** Karen welcomed the members present. She also welcomed two couples who have purchased lots since the last meeting: Mike and Ginny Kistler purchased Ray and Susanna Hoy's home (Lot 8), and Jerry and Tammy Smith purchased Lot 23. Karen passed along the news that Steve Roger and Julie House were married this summer. The Rogers built a home on their lot (25). Karen said that she is residing in the "treehouse" now, and loves being back on the ranch. Hal Shepherd is building a log home on his lot (18). Curt and Nancy Mangan are creating a horse-friendly environment on their lot (15). Our Indian Camp Ranch community is growing, and that is great to see.

Karen said that our meeting would be conducted according to Robert's Rules of Order. She called on Jon Callender, who was appointed by the Board of Directors to serve as Parliamentarian for this meeting, to give us a brief primer, or refresher as the case may be, on the basic rules. Jon distributed a handout that he had prepared for this meeting for members' reference. He reviewed these general rules and also described the Parliamentarian's role.

**Agenda.** Karen reviewed the Agenda for the meeting, noting that it is the agenda that was sent with her letter on September 24. She said that she would like to modify it, as follows: 1) where the 5 minute times are indicated for items, she would like to add 5 minutes for discussion time following the presentation, and limit discussion to 2 minutes per person. She would like to provide 15 minutes for discussion of the Ranch Manager's report. She would like to provide 20 minutes for discussion of the report from the Bylaws Committee. Under new business, she wants to strike the 2008 budget and proposed assessment because the Board has not met to approve the budget. She has asked Porter Stone to include comments about the 2008 Budget in his treasurer's report. The last change is to insert a new item on roadway improvement so we can hear about an idea that Richard Blake has. Leila moved to approve the agenda as revised, the motion was seconded and carried.

**Minutes.** Karen asked the secretary to present the Minutes of the October 7, 2006 Annual Meeting. Melinda noted that a copy had been distributed to all members following that meeting, and the minutes are posted on the ICRHOA Web site. She asked if there were any corrections.

There being none, the minutes were approved.

**President's Report.** Karen gave her President's Report. She said that immediately following the

2006 Annual Meeting, the Nominating Committee that she had just appointed met and developed a proposal to conduct an election by mail. Since a mail election was not allowed under the existing Bylaws, this type of election could not go forward, and the Board determined that elections would have to wait until the next Annual Meeting. Karen stressed that this Board of Directors is not and never has been against holding elections. Karen reported that the Bylaws Committee that was also appointed at the 2006 Annual Meeting conducted its work this year and submitted a draft of the revised bylaws which was sent to the entire membership for everyone's review and input in August. Since then, a number of revisions were made based on corrections and suggestions that members submitted. Karen thanked the Bylaws Committee—Richard, as Chair, Hollie Hatch, Leila Hanson, and Arleen Blake. She thanked Skip Lange for participating in what she described as “spunky” discussions and for raising a number of important issues. Out of this discussion, she hopes we can find solutions that benefit all of us. With all of our input, Karen thinks we have an excellent revision to the bylaws.

**Treasurer's Report.** Karen asked Porter Stone to give the Treasurer's Report. Porter noted that we are about \$4,000 under budget for the current year, and we have spent less than anticipated. As of October 3, the income is \$35,447 and the expenses total \$28,010. The bank balance is \$19,500. He explained why we have a deviation of \$100 in the assessment income. The income from cattle (The ICRHOA lease with Al Heaton) is \$3,348. This does not reflect the savings we realized in weed control that resulted from the cattle grazing. Looking forward, Porter said that we might move some line items around, but he is in favor of staying within this same budget for 2008. If we can develop a nest egg, it might even be possible to cut back on the assessment in a few years. Porter commented that Archie keeps scrupulous records, and Porter feels the proper attention is being given to controlling cost without sacrificing quality. Arleen asked if it is possible to put the bank balance into an interest bearing account. Porter responded that he wanted to wait this year to see what the cash flow is, and what we were going to get from the cattle lease arrangement. Leila has a source for an interest bearing checking account, and Porter said he would look into this. Leila asked if maintenance and repairs will be covered in the Ranch Manager's report, and Archie replied that it would.

**Ranch Manager's Report.** Archie Hanson submitted a written report that can go in the files. In his remarks, he highlighted the savings from the new way gravel is being delivered which eliminates the need for a grader at \$600/day. Culverts are clean and in great shape, as evidenced by the way they handled the recent torrential rains. Regarding snow removal, if the snow is slight and up to 4", Archie can remove it at considerable cost savings. We need to keep the roads clear of snow to maintain them. Archie thinks the roads have never been in better shape than they are now. As for weed control, Tom Weaver did the spraying this year and Archie considers the effort a half-and-half failure. The weeds came up and it took three of Archie's men, two tractors, and two trucks to mitigate the weeds that the spraying didn't affect. Archie mentioned that Richard Blake has a terrific idea. He would like to see the roadsides planted so we do not end up with an erosion problem. Dick's plan is to plant grasses and keep them mowed, and this will keep the weeds down. Archie said that he is doing a lot of work every day. He is lucky to have the right equipment. Archie feels that his successor should not be expected to be an ICR landowner, because there's no one who would want to spend this amount of time. Archie is trying to bring some workers along so they understand what needs to be done to keep the ranch looking neat and well-maintained.

Archie praised Al Heaton, with whom we have a 10-year lease for the cattle and farming, as a

farmer, rancher, and a man of the soil. Our ranch could not look better. On March 26 when the first 76 cattle came in they had to eat stubble. It was unfortunate that because he had to wait for us to sign the 10-year lease, he couldn't get the planting done early enough last year to produce a good crop. This year Al has been able to do all the steps at right time, plowing, cultivating, and planting. It is critical to get the seed in the ground before the fall freeze in order to get the 2<sup>nd</sup> sheaf in the winter wheat. Archie noted that we also have a November planting program of grasses on several lots.

Karen thanked Archie for his excellent report and called for discussion. Leila asked for clarification about the workers that Archie is using and trying to train to take care of the ranch. Archie said that he is mainly working with Steve Reed, who is a good fence builder, electrician, carpenter. He has his own business and is cleaning up several properties. Archie has let him use his equipment, and he has proven to be great. He is on call and has the ability to get any amount of men to do the work that is needed. Archie is going slow on building a relationship with him.

Leila asked for elaboration about the problem that was discovered recently with the pine saw fly worms on the trees. Archie described the problem that was heaviest on the Mangan's property and on Karen's. There aren't that many pine trees on the ranch anymore; we've probably taken out about 5,000 that have succumbed to disease. Archie contacted everyone on the ranch and quoted a price to spray (per tree). The price dropped to \$4.76 once we found the right spray. By catching this in time, we had no evidence of flies.

Arleen asked who we paid to do the spraying and where it is on the budget. Archie explained that because these workers expect immediate payment, he pays them. In this instance, Archie contracted with each homeowner who wanted the spraying and the Hansons sent individual bills. This did not go through the ICRHOA account. Jon commented that with Archie's health issues this year, he wanted to get well and keep everything looking great on the ranch.

**Webmaster's Report.** Russ Swezey reported on our ICRHOA web site and noted that it is constantly changing and evolving. All documents that are mailed to the membership are posted on the web site within a day of the mailing on both the Home page and the Documents page. Minutes of all meetings, both Board meetings and general meetings, are posted on the Documents page as soon as they have been prepared by the secretary. Russ is posting all current documents on the Home page under the heading "Ranch News & Updates," as well as the Documents page where they will be found under the related heading. He has also created a new heading on the documents page titled "Archived Documents." This section contains old, obsolete documents that were previously posted and still have relevance.

To address concerns about privacy protection for the Homeowner's List on the web site, Russ is going to set this up as a password protected page. Instructions for accessing this page will be sent to everyone when these minutes are distributed.

The message board has been disabled following a sudden onslaught in the spring of crude and offensive messages posted by people (mostly in Russia) who have no affiliation with Indian Camp Ranch. Russ tried to fix this by having people register, but this didn't stop the perpetrators. After spending hours deleting all this garbage, Russ decided the only solution was to disable the message board.

Senate bill 06-89 Section 38-33.3-209.7 requires homeowners associations to provide HOA education to members. One method by which an association can meet this obligation is to post educational information on its web site. Russ has created a page titled “HOA Education” and has posted six documents. We can learn more about the laws and how they apply to us.

Russ also has also set up an “Important Numbers & Links” page that has phone numbers for local services, links to local government web sites, local national parks web sites, and other kinds of resources our members might wish to access. Minutes get posted from all general meetings, annual meetings, and Board meetings. In closing, Russ emphasized that our web site is only as good as it is useful to residents, and he welcomes suggestions as to how it can be improved. Karen noted that in the past year, when Archie took back the ranch management, Russ volunteered to be the Webmaster, and this is clearly a job that takes time.

Some discussion followed. Jon cautioned that because this is a public web site, we need to be extremely cautious about anything related to membership lists. For instance, in the minutes, when we mention names of people, we want to be careful about that. Leila said that she likes public access, but if we are going to have a password protected section, is it possible to extend this to the rest of the site? Russ noted that the message board is a PHP file and administered outside the website. Dick asked why we should be concerned about public access. Jon responded that there are rules related to the use of membership lists that would violate the statutes. Russ noted that the only names and email addresses listed on our web site are with the permission of the member. Arleen said she likes to be able to access contact information for members. Karen agreed with all the comments, and recommended that we have a membership list with contact information that could be distributed.

Arleen moved that a list of ICRHOA members—including names, addresses, phone numbers, and email addresses—be maintained by the Secretary, and upon approval that their name/information be released, emailed to the membership semiannually with a list of guidelines for how this information can be used. This motion was seconded and was approved unanimously.

**Bylaws Committee Report.** Richard Blake provided background to the task of revising the ICRHOA bylaws, noting that by Colorado state law, all homeowners associations were bound to comply with the new provisions that became effective on January 1, 2006. He noted that the

Board approved an addendum to the ICRHOA bylaws that covered policies, procedures, and rules to comply with Colorado SB 06-89 and SB 05-100. At last year’s annual meeting Karen Kristin appointed an ad hoc committee, chaired by Richard, to review and revise the bylaws. Richard briefly described the committee’s thorough process, which included: reading through the bylaws of several homeowners associations, interviewing Archie, researching Colorado law, and researching several issues. Richard thanked the bylaws committee, the Board, Archie, Skip, and Jon for their assistance and input in this process.

Richard called attention to the material requirements and changes from the existing bylaws, as follows:

- 1) In Article 3, the significant change is in the definition of owner. Because potentially there could be a problem with the definition related to those who own land in a trust or hold it in the name of a spouse or family members, the committee broadened the definition of ownership to include beneficial interest.

2) We will have a P.O. Box number for our address.

3) If you don't pay your assessment when due, you don't get to vote. This was in the previous bylaws.

4) In Article 7, the powers of the Board are delineated. This is the second material change to the existing bylaws. In the past, we have elected Board members by offices. The law is very clear that this isn't the way we get to do it. We must elect Board members, and following their election, they decide who will serve for the various offices. We have also provided for staggered terms of directors. And we have added a section on indemnification so the Board is held harmless.

5) Article 9 adds language on the recording of the bylaws. All it takes to change the bylaws is a majority vote. Any member can come forth at a meeting and propose a change.

6) Article 10 clarified compliance with and conformance with law.

Richard concluded his report noting that he doesn't see anything controversial in the revision, and a lot of people have participated in the process since February. Richard made a motion to approve these Bylaws as presented. The motion was seconded, and Karen called for discussion.

Skip Lange was recognized. Skip said that yesterday afternoon he received written comments from the law office of Diane Wolfson regarding her reaction to the study of the bylaws revision posted on October 2. Skip said that her comments indicate there are fourteen illegal elements in the proposed bylaws. Skip feels that no ICRHOA member has the experience with the laws to evaluate them from a legal standpoint. The laws are complex and important that we get the bylaws right this time. Skip referenced the letter he recently sent to the entire ICRHOA membership regarding the liability of the Board members, adding that he is not suggesting that anybody sue anybody. But he would like to get us to a point where the directors are not exposed to monetary damages or acting in knowing violation of the law. In conclusion, he stressed that anything we do now to ratify a document that contains fourteen illegal items exposes the Board.

Richard was recognized. He said that he tried to contact Diane Wolfson ten times and only got her answering machine. Richard distributed a response to Diane Wolfson's opinions that Skip shared. Richard doesn't believe we are going into this knowingly violating any law. If indeed it turns out that we are, any member can come forward at a meeting and point this out and we can make the necessary change to the bylaws.

Arleen was recognized. She said that she read every word of the Colorado laws, and she has not seen anything in the revised bylaws that does not conform. If in the event there is something that has been misinterpreted, we should make the change.

Skip was recognized and noted that attorney Diane Wolfson is a highly qualified specialist in HOA law whose credentials are on her web site. Skip stressed that he is not trying to do anything other than clarify the laws. Leila was recognized and noted that Skip submitted an outline of concerns before this annual meeting. She said that considerable time was taken to review that outline and a response has been prepared. The outline of concerns that Skip submitted today has more points. As a member of the Bylaws committee, she agrees with Richard that a great deal of time has been taken to get it right. She also supports Skip's desire that we get the bylaws right. That said, as Russ noted, we have created an education section so all our members will be

conversant with Colorado HOA laws.

There being no further discussion of the motion, Karen called for a standing vote. The motion carried by a majority in favor of adoption with one lot owner disapproving. Thus the bylaws that were presented by the committee were approved at this meeting.

**New Business.** Karen moved on to the first item of new business.

**Nominations for Board of Directors.** Karen explained that both our former and revised bylaws call for elections to be held at the Annual Meeting in October. We must proceed with elections at this time. She noted that a request was sent to all ICRHOA members last month for nominations. Richard said that he declines to rerun for election, and he has nominated Sarah Hatch. Karen called for nominations at this time. Mary Hanson nominated Leila Hanson. Leila Hanson nominated Karen Kristin, Melinda Burdette, Bob Greenlee, and Porter Stone. There being no additional nominations, Karen noted that the nominations were now closed, and asked all members in favor of the nominations to please stand. Everyone stood.

Jon reviewed the election procedures. He noted that there were six nominees for five director positions. He called on the Chair and the Board to decide who shall count the votes. Any person receiving more than 50% of the votes shall be elected. The vote is one per lot. To achieve staggered terms, this election is for three members who will hold a two-year term, and two members who will hold a three-year term. Richard moved that the top three vote getters be elected for two years and the remaining two vote getters be elected for one year.

Karen called for discussion. There was a question that in the event of that motion carrying what do you do for a four-way tie. Jon proposed that an alternative would be that we fill the first three positions first for the two-year terms. Jon moved that we would vote for three candidates for a two-year term, then have a second ballot for two candidates for the one-year term. Jon's motion was seconded. Karen called for discussion. Leila commented that with the proposal for two-year and one-year terms, one year is a brief time to get your feet under the job. Three years is a better period of time. Richard responded that in order to do that, the new bylaws would need to be revised.

Karen appointed Skip and Curt to count the ballots, and the voting proceeded. The votes for a two-year term (January 1, 2008 – December 31, 2010) were announced, as follows: Melinda Burdette 22, Karen Kristin 19, Leila Hanson 19. The second ballot was taken for a one-year term, and the results were announced, as follows: Porter Stone 25, Sarah Hatch 23.

**Mosquito issue.** A resident requested that the mosquito issue be addressed by the Board and discussed at this meeting. The concern relayed via email by the resident was that with so many ponds on the Ranch now we are having more mosquitos and could a spray program or at least testing be initiated. Richard Blake made a motion that we decline any spraying for mosquito eradication. The motion was seconded and Karen called for discussion. Archie relayed that he had contacted Animas Mosquito Control, whose business area covers 100 square miles, and they have not found anything in this area. The mosquito control people are done working now until next year. Archie said that the person who wrote the article about mosquitos in the *Cortez Journal* was interviewed, and mineral oil and malathion is what is used to eradicate mosquitos. You can also put mosquito traps out. Arleen asked those present: who has experienced mosquitos

here and how severe is the problem. No one indicated an awareness of a problem. Karen called for a vote on Richard's motion and there was unanimous agreement that we not spray.

Russ made a motion that, as Ranch Manager, Archie be in charge of monitoring the mosquito situation and take action as appropriate. The motion was seconded and carried by unanimous vote. Karen asked that we amend this decision and strike Archie's name, leaving it to the Ranch Manager to monitor the mosquito situation and take action as appropriate. This was seconded and all were in agreement.

**Road improvements.** Richard Blake presented his idea for improvements. Since he and Arleen have been here, there are continuing problems with the weeds and the roads. Rain washes dirt into the culverts and erodes the roads. Richard said he is struck by the beauty of buffalo grass in other places. Here we have tumbleweeds and other weeds. The spraying we have been doing is introducing toxic waste into the environment. Richard feels we should minimize the poisons we introduce into the ground. He has forbidden any spraying along the roadsides of his property. He has made arrangements with Al Heaton to bring a tractor and a seeder, and he is going to plant crested wheat grass. Richard wants to undertake this as an experiment, to see if it works. If it does work, he would like to see if we want to do this ranch wide. Richard is undertaking this at his own expense. Today he would like to ask for an allocation of \$175 to match what he has already spent for the equipment rental and the seed.

Judy Stone asked Richard how his plan will work in relationship to the wheat that the farmer plants for the cattle which graze here? Richard said that this crested wheat grass will spread. We may just have one row the first year, but it will spread toward the winter wheat, and when it gets to the wheat field, the farmer will till it. Judy expressed concern that the planting is problematic because of the weather, drought conditions, etc. She asked if crested wheat grass is an annual. Richard explained that the crested wheat grass is drought tolerant. He is not suggesting that we stop spraying but that we see how his experiment turns out. Jon asked if there will be any impact on the general road maintenance, noting that the county has a noxious weed program with significant penalties for violations, so we have the potential to be in violation if we don't keep our noxious weeds under control.

Archie commented. He thinks it is the responsibility of the ICRHOA to pay for his experiment. We are approaching \$2,000 on spraying the weeds, and the results are not as effective as we would hope for that amount of money. Archie is optimistic that once we get Richard's experiment going, we will save a lot of money if it works. As for the dry conditions here, if we want to see crested wheat grass growing with no water, the area around the airport is a good example. Archie suggests that it be planted one-half mile on either side of the road, and an allocation of \$600 for seed.

Archie asked Richard to talk about xeriscaping at either side of the entrances to ICR. Richard has a long-term proposal in mind for xeric landscaping at the entrance at the future. Jon feels we will be in a serious problem with noxious weeds, and wants assurance that this experiment will not be in conflict with our control of noxious weeds. Arleen spoke to what they have planted in the front of their house; the grass seems to be coming up and the weeds seem to be in control. Sarah said that when we get to the point where we think about this for the roadsides, it is wise to continue both programs, one to control the broadleaf weeds and the other to give the grasses a chance to take hold.

Leila made a motion that we support Richard's proposed experiment in seeding the roadside for an allocation of \$175. The motion was seconded and carried by unanimous vote.

**Other new business.** Skip brought up the matter of trespassing on the Ranch. He and Alex have found beer cans up by their house, and would like the trespassing issue considered. Curt mentioned several incidents of trespassing he is aware of: a truck being burned, a van driving up to his house, and driving up to several others, very blatantly casing the properties. Richard feels we need a motion to direct the Board to pass a policy about a trespassing plan to inhibit the flow of unwanted vehicles. We need a security plan, too. Archie said that he hopes Russ [whose business includes residential and commercial security systems] will be helpful with security. A security camera at the entrance might be one measure we can take, and Russ can look into options for us. Archie added that we need a better camera than the one that was hooked up before. Skip noted that Archie had provided a demonstration at the hangar a few years ago about how this security system would work, and he thinks we should investigate this. Russ offered that we would need two cameras and a recording device, and we would need to decide where and who would take care of the monitoring. The antenna that is already installed at our entrance has about a 20-mile distance, and this kind of system would probably cost a few thousand dollars. Richard mentioned that he has four cameras recording 24 hours a day, he saves 200 hours of recording, and the cost was about \$1800, plus some other equipment. It seems possible to install a system here for less than \$3,000.

Judy asked if are we talking about a nuisance factor here, are residents scared, or has there been damage? Russ said that he had heard from a resident that someone came up her driveway at night and did some damage. Russ does think that there is enough trespassing activity to warrant concern and security measures. Sarah made a motion that the Board pursue this security situation, have a discussion with Russ about systems and talk with anyone who has had problems, then notify members, and move forward if necessary to do so.

The motion was seconded and Karen asked for discussion. Judy would like to know what happens to these folks who trespass and do damage if you record them. Richard answered that you have a sign that says video surveillance, and if there are incidents you can show the video to the police, and the police can take action. Richard said that he likes Sarah's motion, because the Board can explore the solutions, and he thinks the Board is qualified to investigate and make a recommendation. Sarah's motion carried by unanimous vote.

**Other new business.** Archie said that he would like to make the first modification of the bylaws. He proposes that they should say that the Treasurer can only sign a check up to \$5,000, and checks over \$5,000 should be co-signed by the President. He feels that the Treasurer should be empowered to write checks with his signature alone up to \$5,000. Arleen commented that \$5,000 is a reasonable amount, and she feels we should trust our treasurer. Sarah thinks it might be better to have a Board member other than the President able to be a co-signer. Jon commented that this can be a Board decision, and a vote by the members is not required. He recommends that this issue be turned back to the Board to make the decision. He recommended a vote against this motion because it is a Board issue, and not a bylaws issue. Jon read the section in the bylaws. If we change the bylaws and put an amount in there, then anytime we want to change the number, the bylaws change would have to be made and voted on by the membership. Everyone agreed.



There being no further business, Karen thanked everyone for coming and adjourned the meeting at 1:00 p.m.

Respectfully submitted,

Melinda Burdette, Secretary