

THE SUMMIT RESIDENTIAL OWNERS ASSOCIATION
Board of Director's Meeting
March 9, 2020

Board Present: Pat McNamar
Peter Esselstyn
Craig Batchelor

Board Present
By Telephone: Bruce Fauser
Todd Wiseman

"Management Company
Present: Reed Meredith, Evergreen Management Inc.

Other's Present
By Telephone: Jon Schumacher, Summit Association Attorney

Association president Pat McNamar called the meeting to order at 3:00pm with all board members present.

The following motion was made and seconded:

MOTION: To eliminate the meeting notice requirement as all members are present and to approve the agenda.

Vote: Unanimous Approval.

Attorney Schumacher informed the board that while not required, it would be advantageous to inform the membership of the proposed Bylaw amendments prior to any vote by the board, thereby allowing member input.

Attorney Jon Schumacher explained the proposed amendments to the Summit Bylaws. These include:

- Article 4: regarding a new requirement that 1 board member be the owner of an undeveloped lot.
- Section 18: A limitation on the monetary authority of the Summit Board
- Section 19: Conflicts of Interest Disclosures

The Board members began a discussion of the suggested amendments. Pat McNamar stated that it is often difficult to find members willing to serve on the board, and placing a new requirement that one member be the owner of an undeveloped lot may make it more difficult to fill board seats. Todd Wiseman stated that he liked the idea and that perhaps the amendment could be re-worded to state that it is "preferential", rather than "required", to have one member who owns an undeveloped lot. Discussion also brought up the situation of a board member who fills the seat as an owner of an undeveloped lot, but then builds on the house during his term, would this disqualify him? The board directed attorney Schumacher to draft new language to reflect the boards' preference to include one member of an undeveloped lot.

Discussion ensued regarding the proposed amendment to limit the Board's spending authority to \$20,000. Attorney Schumacher informed the board that placing such a restriction could be detrimental to the board's ability to take necessary action on behalf of the association. He referred to the situation in the mid 1990's, when the board had to act to purchase land from the Nevada Ridge sub division to ensure skier access to the Summit. Pat McNamar echoed this sentiment.

Peter Esselstyn asked if there was a way to give the board more authority, specifically to allow the association to recover fees for damages and or attorney fees. Attorney Schumacher stated that section 7.5 of the Summit Declarations allow the board to recover attorney fees, whether or not legal action is initiated.

Discussion began regarding disclosure of Board members conflicts of interest. Reed Meredith presented the existing Summit document "Code of Business Conduct and Ethics", which all board members are required to execute upon their election to the board. Attorney Schumacher agreed that the existing document accomplished the same intention as the proposed Bylaw amendment. It was suggested that a section be added to the existing document for board members to provide a written statement of any conflicts of interest. The board directed that Schumacher draft the language to be included in the existing document rather than add such language to the Bylaws.

The Board directed attorney Jon Schumacher to redraft the proposed amendments to the Summit Bylaws as follows: 1. Reword Article 4 to state a preference for 1 board member to be the owner of an undeveloped lot. And 2. Eliminate sections 18 & 19. Once reviewed by the board, the proposed Bylaw amendments will be provided to all members prior to the July Board of Directors meeting, at which the board will vote on the amendments.

Craig Batchelor began a discussion of snow storage on lots 14-15 being plowed on to lots 8 and 9. The board members do not have information on whether the lot 8 & 9 owners have authorized snow storage. Discussion ensued regarding the revised building plan before the board which included reduction and/or movement of the snow storage area on the lot 14-15 property. The property owner's architect has now responded that they have received the recent meeting notes and request for additional information concerning the requested plan changes, and will be supplying new documents for board review in the near future.

With no further business, the meeting was adjourned at 4:15 pm.

Respectfully Submitted:

Approved By;

Reed Meredith, Recording Secretary

Pat McNamar, Association President