

From: Roosevelt Ridge BOD <rooseveltridgebod@gmail.com>
Sent: Monday, May 3, 2021 10:09 PM
To: Roosevelt Ridge BOD
Subject: RR Meetings and Member Concerns
Attachments: 2019-09-10 RR HOA Directors Meeting Minutes - Approved.pdf; 2020-08-24 Lettter to Board.pdf; HOA Contact Form v1-Fillable Form.pdf; 2019-11-07 RR HOA Directors Meeting Minutes.pdf

Dear RR

The BOD apologizes for the abrupt meeting notice and subsequent cancellation. This cancellation was in part due to a timing error presented to us by Mr. Nolan's counsel, Mr. Lee Freedman. The BOD takes compliance seriously and based on reasonable arguments presented by Mr. Nolan's counsel, we were forced to cancel the meeting. We apologize for scheduling this meeting 1 hour and 25 minutes short of the required 72 hours' notice and will endeavor to improve our notice process.

Several other arguments were brought to light by Mr. Nolan's counsel, and rest assured, we will allocate HOA resources to address them for this and future board members to consider.

- *the (meeting) notice did not contain any location for the Board meeting as required by Section 6.1. CCIQA only permits a Board meeting to be held by means other than in person if the Bylaws allow it.* Due to the pandemic and the vast majority of members who are not residents, the RR BOD have established a precedent of conducting business via teleconference. The Board, in an attempt to ratify EVERY decision in a public forum, should consider action by written unanimous decision, this will remove the burden of scheduling directors meetings. This impacts the ability to present information to the community and having member comment periods. We will have our counsel review and address this concern.
- *Section 6.9 provided that Board members may only vote in person. Again, attending by technological means is not considered "in person."* Regardless of the status of a pandemic or board members who live out of state, we are bound by the covenants and will review what options are available. Again, we will allocate HOA resources and direct Ms. Miller to review this statute and provide BOD guidance. If a member decides to run for a board position, it is expected, by Mr. Nolan's counsel, that you must travel to Roosevelt ridge, or a designated meeting location, to vote.
- Lastly, Mr. Nolan's counsel expressed some concerns about the perceived conflict of interest between Mr. Bertele and Mr. Schorer. The BOD does not deny that a conflict of interest could exist, however, the Colorado Revised Nonprofit Corporation Act provides guidance on how to address perceived or real conflict of interest. Furthermore, the Responsible Governance Policies (section 2) adopted in 2018, further defined a Board Members responsibilities and actions of the Board. Based on the concerns expressed by Mr. Nolan's counsel, the HOA will also continue to review options and consider alternatives.

The RR BOD takes compliance seriously and we thank members for their inputs. The BOD will be working with Ms. Miller to find a reasonable solution so we can schedule meetings once again. This includes the annual meeting and election. We look forward to Mr. Nolan's inputs on the election process when the time comes. Until then, those of you who intend to run for a position on the board, we respectfully request a candidacy letter that can be distributed with the annual meeting notice as part of the election process. This deadline (for letters and election) is contingent on reviewing these issues that Mr. Nolan's counsel has brought forward.

With respect to some issues brought the light in subsequent discussions, the BOD would like to remind the membership on the following

- Please use the member contact form when requesting documents or reporting issues. The form provides a clear and concise path for issues to be brought forward and addressed properly. This policy was put into place during the 9/10/2019 Directors meeting and the BOD will enforce its use.
- All committees are required by CCIOA to hold open meetings and to provide notice. All members were provided a letter by HOA counsel on 8/24/20 providing instruction on committee conduct.
- No committee has ever been directed to “report only to the board”. This is in violation of the above statement. If there is a resolution or meeting minutes that show board members agreeing to such a statement, please provide it to the board.
- All committees are required to have board authorization (resolution) prior to execution of duties, per section 4.2 of the Declaration and section 5.10 of the bylaws.
- No committee member may negotiate terms and conditions nor enter into a contract on behalf of the HOA.
- Any request for documents will be processed. All document requests require use of the member contact form. The HOA has a right to charge an administrative fee for services rendered. Document requests may include DRC approvals, but certain documents may be excluded. These may include documents with proprietary information, client / attorney privilege, cistern tank drawings or architectural drawings. Section 9.3 of the bylaws provide more guidance. The BOD is happy to service any request for records, please use the appropriate form to make such requests.
- Some members have requested the HOA review what services could be utilized to help manage HOA affairs. During the 11/7/2019 meeting, this was brought up and addressed. The Board appreciates the suggestion and would like members to take some ownership and provide some additional details about cost, scope, and availability of said services. Past experience has found no agency willing to execute a statement of work suggested by some members.

Regards,
RR BOD