

TONTO HILLS IMPROVEMENT ASSOCIATION

BOARD MEETING MINUTES

6:30 PM, Dec. 17, 2014

Christ the Lord Lutheran Church
9205 E. Cave Creek Rd, Carefree, AZ

- I. Call to Order – Vice-President Cheryl Kaufman called the meeting to order at 6:35 PM
- II. Roll Call
 - a. Members Present – Jackie Hoagland, Cheryl Kaufman, Dick Mocny, Keith Pierce, Diana Cole, Rick Nelson.
 - b. Members Absent –Richard Grady, Rick Leach. Rick Nelson brought a proxy for Richard Grady and Diana Cole brought a proxy for Rick Leach.
 - c. Guests – Steve Rensel
- III. Open Forum – No comments
- IV. Consent Agenda Items:
 - a. Acceptance of Meeting Agenda – Cheryl made a motion to approve, Dick 2nd. The motion passed.
 - b. Approval of Minutes of 9/22/2014 – Diana made one correction. Item VI.B.i should read “as #13” not “as #17”. Cheryl made a motion to approve with revision, Jacki 2nd. The motion passed.
 - c. Approval of Executive Session Minutes of 9/22/2014 – Jacki made a motion to approve. Rick N. 2nd. The motion passed.
- V. Reports
 - a. Treasurer's Report –
 - i. Dick reviewed the Treasurer's report. Keith made a motion to approve, Cheryl 2nd. The motion passed.
 - b. Environmental Report –
 - i. Rick N. deferred comments until the road survey agenda item VI.h.
 - c. ACC Liaison Report –
 - i. Cheryl reported that the ACC inquired again regarding the needed correction to our D of R's item #8, where the 4 foot rear setback language should be corrected to 40 feet in order to align with the county. Cheryl spoke with our attorney Beth Mulcahy who said filing a “Declaration of Scrivener's Error” would be appropriate. All existing structures would be grandfathered in; current owners at the time of filing would have 6 years to contest. The document will be posted online and at the mailboxes once filed. Cheryl made a motion to request that our attorney move forward with the filing; Dick- 2nd. The motion passed.
 - d. THVFD Liaison Report –
 - i. Dick and Rick L. met with Bob Swan to review the THVFD budget, projections for next year, and plans for subsequent meetings. Rick N. made a motion that a communication be written to thank the THVFD for the excellent job painting the Hopi Katsina monument; Diana -2nd. The motion passed. Rick will draft and submit.

VI. Unfinished Business

- a. Assessment of 10 TH parcels not historically assessed -
 - i. Dick and Rick N. reviewed the history of assessment, percentages owned, and sent amounts to be assessed for 2014 and going forward to Lois at CES.
- b. Clean up and maintenance of Kachina and mailbox area estimate -
 - i. Keith spoke with our landscapers and got an estimate of \$270/month to maintain the Kachina square and adjacent areas twice a month. The mailboxes were not included as they are federal property. The THVFD liaisons will meet with the THVFD to discuss using their operating budget to cover this expense.
- c. Code of Conduct – Motion to remove signature requirement -
 - i. Diana withdrew this motion following a robust discussion on the importance of signatures on a code of conduct. Cheryl, Diana, Keith, Jacki, Dick and Rick N. all signed the Code of Conduct, Rick L. and Richard will be asked to sign at the next BOD meeting, ACC members will be asked to sign at their next meeting.
- d. Draft revision of D of R's with hillside and setback language changes submit to Mulcahy –
 - i. Beth Mulcahy provided proposed language to our D of Rs for the hillside language. The setback language will be corrected via the "Declaration of Scribner's Error". The hillside definition has already been added to the Bylaws – Addendum A.
- e. Get approval for petition drive to change D of R's from Mulchay –
 - i. Cheryl will contact Beth Mulcahy for a meeting with the BOD to discuss a possible petition drive and votes required to pass any changes to our D of R's.
- f. THIA Policies and Procedures Review 1 March 2011 Revised 22 September 2014 -
 - i. The board agreed to table this review until a future meeting.
- g. Bylaws of the THIA dated 5/22/2014 -
 - i. The board agreed to table this review until the January, 2015 meeting.
- h. Draft Survey on Roads –
 - i. Rick N. and Jacki will design a survey for the board's review to be sent out with the AGM announcement December 31. They will also investigate the use of an optional online survey tool for the community's convenience. Rick N. made a motion to accept this plan; Diana- 2nd. The motion passed.

VII. New Business

- a. Tom Cagliotti's resignation –
 - i. Office of President - Rick Nelson made a motion to table the election of a new president until the new board has been elected; Diana- 2nd. The motion passed. In the interim, as Vice-President Cheryl will perform the duties of President according to THIA Policies and Procedures document.
 - ii. Board member vacancy - Rick Nelson made a motion to table the replacing the vacant board seat pending election of the new board; Dick – 2nd. The motion passed.

- b. Appointment of New Statutory Agent –
 - i. Rick N. completed and filed the necessary paperwork with the Arizona Corporations Commission on 12/11/2014 to be THIA's Statutory Agent of record.
- c. AGM Preparation -
 - ii. Diana reserved the Fellowship Hall for Tonto Hills' AGM on March 25 and confirmed Lois' availability.
 - iii. Rick N. reviewed a draft of the Notice of General Membership Meeting and Ballot Nomination Formation letter. Rick N. made a motion the board approve the letter; Cheryl-2nd. The motion passed. Rick took responsibility for getting the letter out by Dec. 31.

VIII. Announcements

- a. Future Meeting Dates – The date of 1/21/2015 at 6:30 was selected for the next BOD meeting.
- b. Future Board Agenda Items:
 - i. Meeting with Beth Mulcahy to discuss procedures needed to change TH D of Rs.
 - ii. Budget review and preparation for AGM
 - iii. Review of THIA Bylaws dated 5/22/2014
 - iv. Code of Conduct - Signatures of Rick L. and Richard

IX. Executive Session – not needed

X. Adjournment – Keith made a motion to adjourn at 8:41; Dick-2nd. The motion passed

Diana Cole Approved 1/21/2015

Diana Cole, Secretary

| Action Items | Responsible Person | Due Date |
|-----------------------------------------------------------------------------------|---------------------------|--------------------|
| Draft Survey on Roads to go with AGM letter | Rick N and Jacki | Dec. 31 |
| AGM announcement letter | Rick N | Dec. 31 |
| Budget Preparation | Dick | January Meeting |
| Meet with THVFD re landscaping | Dick and Rick L. | January Meeting |
| Bylaws of the THIA 5/22/2014 | Board | January Meeting |
| Code of Conduct Signatures | Diana/Rick L./Richard | January Meeting(s) |
| Declaration of Scrivener's Error | Cheryl | January Meeting |
| Set up board meeting with Mulcahy to discuss procedures needed to change D of R's | Cheryl | January Meeting |
| Website Admin passwords to Secretary as a back-up copy | Rick/Richard | January Meeting |

