

# WILLIAMSON VALLEY RANCH ROAD ASSOCIATION

## Board Meeting

Yavapai Fire Department

July 11, 2003

Members Present :

Special Guest: Attorney Jim Atkinson

Janet Chiesna, Sec/Treasurer

Diana Dias

John Higley

Members Not Present:

Bob Thomas, President

John Miller, Vice-President

Landowners Present:

Mr. and Mrs. Harmon

Mr. and Mrs. Pool

Mr. and Mrs. Mannheimer

Mr. Dan Bonifay

Mr. Brett Cissell for Tabletop properties

Mr. Tom Boelts

## INFORMAL QUESTION AND ANSWER SESSION

An informal question and answer session with Attorney Atkinson regarding issues pertaining to the Williamson Valley Ranch Development and WVRRA began at 6:30 p.m. Attorney Atkinson acknowledged that he had reviewed the Declaration of Covenants, Conditions and Restrictions dated July 16, 1999 (hereinafter referred to as the "Declaration") and the Bylaws dated July 23, 1999 (hereinafter referred to as the "Bylaws").

Diana Dias appeared for the meeting at 6:45 p.m.

Attorney Atkinson informed Ms. Dias as to what had transpired thus far in the meeting. Question and answer session continued.

He affirmed that both the "Declaration" and "Bylaws" were poorly drafted and that they contain numerous conflicts and ambiguities. He recommended that both be amended in their entirety to remove those conflicts and ambiguities and to clarify a number of other issues. Any changes to the "Declaration" requires a majority vote of the parcel owners.

Reference was made to the Amended Record of Survey. "Capital Title as Trustee of Easement to the Association will give easements to the property owners." Question is "Who owns this property?" Roads are included as separate property. This was not done as an easement. Easements are a right to use the road. This requires further research. The Board needs to incorporate. Articles of Incorporation is ready for filing.

It is unclear as to what roads need to be maintained, as well as to what control the Board has for new roads being constructed in the "Development."

Landowners must determine what controls they want in place to maintain the value of their property.

Attorney Atkinson gave his opinion that the "Developer" has never relinquished his responsibility for the management activities and expenses of the Association and providing a Board of Directors. He referred to Section 6.6 of Article 6 of the "Bylaws" as stating that the presence in person or by proxy of owners/members who own fifty-one percent (51%) or more of the parcels (not counting the "Developer") constitute a quorum. A quorum was not present at the initial meeting on September 26, 2002; therefore, there was no meeting. Because there was no quorum and no meeting, the "Transition Date" did not occur. Therefore, the Developer is still responsible, and the current Board is acting at his request and on his behalf.

It was recommended that the "Developer" be apprised of this finding and that he be given the opportunity to meet with the Board and Attorney Atkinson to resolve this matter through good-faith negotiations.

Documents provided to the Board: Firm's Retainer Letter; Proposed Declaration of Covenants, Conditions, Reservations and Restrictions (the "Declaration"); Proposed Bylaws (the "Bylaws"); Articles of Incorporation; Miscellaneous Forms: Notice of Hearing, Annual Meeting Proxy, Mail Ballot, Annual Meeting Voting Instruction, Notice of Violation, Friendly Reminder.

Dan Bonifay wanted a copy of all the proposed drafts for review. Attorney Atkinson stated that it would be premature to provide all landowners a copy of the Proposed "Declaration" at this time. Board members should have the opportunity to review this document before distributing it. He did indicate, however, that it would probably be acceptable to distribute copies of the Proposed "Bylaws."

Darrell Mannheimer asked Attorney Atkinson to provide an estimate of how much it was going to cost in attorney fees to accomplish legal activities. If all interested parties are cooperative and no lawsuits pursue, legal fees should be approximately \$5,000 or less. Janet Chiesna interjected that there was enough in the Savings Account to cover the legal fees.

Clarification as to whether Helen Woodburn should be treated the same as the "Developer." The Attorney pointed out that there was nothing in writing reflecting that she should be treated differently than any other parcel owner. Janet Chiesna advised that Ms. Woodburn telephoned and informed her that she felt responsible for paying the assessment fees for the two parcels she owned.

There being no further questions, Attorney Atkinson excused himself from the meeting

CALL TO ORDER

Janet Chiesna called the Board Meeting to order at 7:25 p.m.

TREASURER'S REPORT

Savings Account: \$7,728.62; Petty Cash \$11.38; Accounts Receivable \$567.26, not including \$200 received from Helen Woodburn.

Liens have been filed against parcel owners who have not paid assessments.

Landowners were encouraged to keep the Board up-to-date on sales of parcels so that the

Record of Parcel Owners that has been established can remain current.

## INSURANCE POLICY

With respect to the insurance issue tabled at the June 13 meeting, Janet Chiesna--in alliance with Bob Thomas--recommended that Jeff Ballard from the insurance company--The Mahoney Group—attend a Board meeting and answer any questions posed by the Board and Landowners. Those present indicated that this would be a better approach than giving the policies to the attorney. Members were encouraged to put questions in writing.

## OTHER ISSUES

Discussion pursued as to how to remove a Board Member who did not have the time to be active in the Association. Obtain a Letter of Resignation with a recommendation for replacement.

Diana Dias clarified that she is not an officer on the Board. Janet Chiesna is Secretary/Treasurer. Diana helps Janet with some of the secretarial duties.

John Higley and Brett Cissell announced that a gate has been located that they will install it at the entry to Friendly Meadow Road off Williamson Valley Road.

## ADJOURNMENT

Meeting adjourned at 7:50 p.m.

Minutes provided by Diana Dias