

**FALLS CREEK RANCH ASSOCIATION, INC.  
SPECIAL BOARD OF DIRECTORS MEETING**

A special meeting of the Falls Creek Ranch Association, Inc., Board of Directors occurred on August 21, 2018 at the home of Jim McCarthy. Present were President, Jim McCarthy; Vice-President, Mike McQuinn; Treasurer, Robin Lucie; Member at Large, Peggy Yotti Lynch; and Secretary, Susan Morton. Also present were: Jim McCarthy (Deer Trail), Mary Ann McCarthy, and Jodee Crowley.

**1. APPROVAL OF AGENDA**

The agenda, with the addition of adding a discussion of the changed CCIOA (Colorado Common Interest Ownership Act) law about annual budget veto/approval and with a change of Amendment to Bylaws to Board of Directors Resolution was unanimously approved.

**2. BOARD OF DIRECTORS RESOLUTION**

Susan Morton indicated that research of the FCRA Bylaws, Article 2, Sections 2.1 and 2.2 and Article 12, Section 12.1 allowed the FCRA Board of Directors to vote to increase the membership of the Board up to 7 members as needed.

There was some discussion about this change and Jim McCarthy, Deer Trail, asked if other options had been discussed. The Board answered that several options had been discussed and the Board felt that increasing the number to 7, on a temporary basis, would be the best option at this time.

The following resolution was proposed:

Due to the extraordinary circumstances experienced during the Summer of 2018 and the need for continuous seasoned and experienced leadership, the board of Directors for the Falls Creek Ranch Association vote to implement this resolution to increase the number of the Board of Directors to a total of seven (7) for the time period of August 1, 2018 to August 1, 2019. The additional two (2) directors will serve for 1-year terms. At August 1, 2019, the number of the Board of Directors will revert to five (5) members.

Robin Lucie moved to accept the proposed Resolution and Peggy Lynch seconded the motion. All approved.

Susan Morton will post the signed resolution to the FCRA website. David Hardy will be asked to nominate the existing 3 Board Members at the Annual Meeting to be re-elected for 1-year terms and that Robin Lucie and Eb Redford will be nominating 2 other members to fill the other 3-year open positions.

### **3. CCIOA LAW CHANGE RE: BUDGET VOTE AT ANNUAL MEETING**

On July 1, 2018, CCIOA which governs FCRA and from which our Covenants and Bylaws are written, changed a law regarding how the budget vote should occur at the Annual Meeting. In the past, the budget was approved with an “approval” vote. This year, the vote should be a “veto” vote and if the veto is NOT a majority, the budget is tacitly approved. Robin Lucie will explain this prior to the budget vote at the Annual Meeting and our Bylaws will need to change to reflect the mechanics of this for future Boards.

### **3. MANAGEMENT OF DONATIONS AND EXPENSES RECEIVED BY FLOOD/MUDSLIDE COMMITTEE**

A brief discussion was held about donations and funding for the flood/mudslide activity occurring on the Ranch. Mike McQuinn indicated that around \$30,000 in donations are pledged with a little over \$9,000 actually received in the last 5 weeks. All this money will be spent on mitigation efforts and Robin Lucie reported that accounting has been set up to separately identify these funds. There was some discussion of High Meadows Ranch’s contribution to this effort as well as the Watsons and some discussion about NRCS (National Resources Conservation Service) and what they will reimburse for expenditures. Paulette Church continues to coordinate with NRCS as well as La Plata County.

Mike warned the Board that after mitigation is done, there will continue to be ongoing costs/efforts in clearing the new drainages as debris flows down from the burn area. Robin asked that Mike continue to communicate with her about cash needs.

### **4. OTHER ISSUES**

Some discussion was held regarding the Annual Meeting and President Jim McCarthy re-emphasized that no vote would be held re: the Animas Water Company taps at the meeting until further information is researched and a better understanding occurs.

Robin brought up that we received a letter from Waste Management, Inc., about our contaminated recyclables. A recent pick up was too contaminated with garbage or non-recyclable materials and FCRA will have an additional charge due to this.

### **5. NEXT MEETING (AFTER ANNUAL MEETING)**

The group agreed to hold a Special Board Meeting on August 30, 2018 at 6:30 at Robin Lucie’s home. This Board Meeting will solely be a transition meeting for the new board members with assignment of duties, etc. Note that the August 30, 2018 date may change if there is a conflict.

## **6. ADJOURNMENT**

The Board, by motion duly made, seconded and unanimously approved, adjourned the meeting at 7:50 p.m.

This document constitutes a true and correct copy of the minutes of the Board of Directors Special Meeting of the Falls Creeks Ranch Association, Inc.

Respectfully submitted,

Susan Morton  
Secretary  
August 26, 2018