

Spring Creek Homeowners Association  
Minutes of Director's Meeting held  
on December 16, 2020

A meeting of the directors of the HOA was held at the conference room of the Ranch House at Spring Creek Ranch in Jackson, Wyoming on December 16, 2020 commencing at 2:19 p.m. MST.

Directors Stuart Lang, Steve Price, Paul Pescatello, Marc Segal, and George Kallop were present in person or by phone.

Others persons present by phone or personally were the HOA's attorneys Bill Short and Frank Hess, Architectural Committee member Tom Taylor, and special counsel Robbin Levy-Mommsen.

George Kallop called the meeting to order at 2:19 p.m. Roll call was taken by George Kallop, all Board members were present, and a quorum was established. The meeting departed from the order listed on the agenda for the convenience of the attendees.

VI. Other Business: Establishment of SCRMC Transition Committee and SCRMC Transition Owners Advisory Committee.

George moved and Paul seconded a motion for the establishment of two Committees of the Board as detailed below. Steve Price abstained from both discussion and voting concerning these committees.

Pursuant to Article IX of the Amended and Restated Declaration, Section 7.06 of the Bylaws and the Wyoming Nonprofit Corporations Act, the HOA established the SCRMC Transition Committee. The members of the SCRMC Transition Committee shall be the following members of the Board: George Kallop, Paul Pescatello and Marc Segal. Said Committee shall have the authority to retain consultants and advisers, and to solicit and receive recommendations and advice from the SCRMC Transition Owners Advisory Committee.

Pursuant to Article IX of the Amended and Restated Declaration, Section 7.06 of the Bylaws and the Wyoming Nonprofit Corporations Act, the HOA established the SCRMC Transition Owners Advisory Committee.

The SCRMC Transition Owners Advisory Committee shall initially consist of the following members of the Association:

Dave Conine (North Harvest Dance Single Family)  
Donna Falk (Gruen Townhomes)  
Tim Gardiner (Wolf Dance Lodges)  
Duncan Goldie-Morrison (Calliope Single Family)  
George Kallop (North Spirit Dance Single Family)  
Carter Ohlmann and Marc Segal (Harvest Dance Townhomes)  
Paul Pescatello (Ridge Single Family)  
Bob Pisano (Sun Dance/Choate Townhomes)  
Alexander "Andy" Schilling and Tom Taylor (Aman Single Family)

All four voting Board members unanimously voted in favor of the motion.

III.B. Architectural Committee: Tom Taylor reported on Jerry Johnson and AC Guidelines, and several owner requests for hot tubs on decks. Tom said there would be visual and noise issues in approving hot tubs and asked for Board input. Jameson's were denied and installed an enclosed hot tub inside their unit. Another owner put a hot tub on his deck without approval, but was denied and told to remove. Tom asked for Board guidance in AC Guidelines on hot tubs. The Board is satisfied with the proposed amendment to AC Guidelines on hot tubs.

Jerry Johnson has gotten AC approval for various changes. They may be wanting to replace blacktop walkway, parts of which are located on Common Area. Tom also brought up parking and snow removal issues on Amangani and Common Area property.

George made a motion to approve the revised AC Guidelines, Marc seconded, and discussion ensued by Steve Price. Steve stated hot tubs should be addressed on a case-by-case basis rather than banning all hot tubs. Some hot tubs would not affect other owners. Derek said some outdoor changes must be approved by neighbors. Hot tubs at Harvest Dance would necessarily affect adjacent owners. George is opposed to all hot tubs. Marc, Paul, and Stuart stated that no hot tubs should be allowed. AC Guidelines allow for the possibility of variances for any architectural issue. Four directors voted in favor, and Steve Price opposed, the revised AC Guidelines, which Guidelines include prohibition of hot tubs on Townhomes.

2:50 p.m. George made a motion, Marc seconded, to go into Executive Session. The Board voted 5-0 to do so.

2:51 p.m. Executive Session:

The Board discussed several matters with legal counsel in executive session. These matters included legal issues pertaining to service animals, objections to the resort fees and universal locks.

3:19 pm: Motion to leave Executive Session made by George and seconded by Steve.

3:20 pm: Board meeting resumed.

## II. Approval of Minutes:

Upon motion duly made, seconded and passed, the Board unanimously (with minor exceptions) approved the Board Meeting Minutes dated: July 18, 2019; October 1, 2019; November 27, 2020; March 20, 2020; July 1, 2020; July 22, 2020; September 12, 2020 and October 12, 2020. The Board also approved the October 3, 2020 annual meeting draft minutes. The minor exceptions are that Paul and Marc abstained from approving the minutes dated July 18, 2019 and October 1, 2019 because those meetings preceded their election to the Board.

## III. Committee and Operating Reports:

Marc reported on the Finance Committee. Robin Suydem has resigned from the committee. Tim Gardner has been appointed to the Committee.

The Board discussed cash requirements for 2021. Marc made a motion which George seconded as follows: on or about January 10, 2021, the Association shall sell securities in the Fidelity account to raise cash required for operations and projects through June.

The Board of Directors unanimously passed the motion by a vote of 5-0.

The Board next discussed the issue of segregating reserve funds.

George made a motion which Paul seconded as follows: on or about February 15, 2021, staff shall create three separate accounts for the three reserve funds.

The Board of Directors unanimously passed the motion by a vote of 5-0.

George Kallop departed the meeting at approximately 3:40 PM. Marc Segal continued the meeting as chairperson by acclamation.

Paul Pescatello was appointed chairperson of the SCRMC Transition Owners Advisory Committee. He will convene a meeting of that committee after Ms. Robbin Levy-Mommsen has reached the sufficient point concerning her research, which she will be providing in the first instance to the SCRMC Transition Committee.

III.A.5. (Insurance Update) and III.A.6 (Appointment of Auditor):

Derek reported that the insurance renewal process is underway.

The Board discussed the appointment of an auditor.

Marc made a motion which Steve seconded as follows: to appoint Thompson Palmer to complete an audit for the year 2020.

The Board of Directors unanimously passed the motion by a vote of 4-0.

III.C. SCISD:

Steve reported there was no SCISD business to bring to the Board's attention.

IV. Old and New Business:

- A. The Board engaged in an extended discussion concerning wildfire defense planning and how that relates to maintenance of the road easement. Marc will follow up with the various officials and authorities.
- B. The Board discussed funding options for the Harvest Dance renovation project by either the capital call (special assessment) or a loan, which could be an omnibus loan or an individual property owner's loan.
- C. The Spirit Dance renovation project is a roofing project. Roofing shingles are being stored pending good weather to commence the project

Marc moved, and Paul seconded, to adjourn the meeting.

The Board of Directors unanimously passed the motion by a vote of 4-0.

The meeting was adjourned at 4:30 p.m. MST.