

CHIMNEY HILL OWNERS ASSOCIATION, INC.
ANNUAL MEETING OF MEMBERS
SATURDAY, JUNE 2, 2018

Kenneth Spicer, Executive Director, welcomed those members who were in attendance and thanked them for attending the annual meeting of our membership. Ken Spicer then introduced Gene Clark, President.

Ken Spicer then introduced Gene Clark, President, to open the meeting.

MINUTES

The Annual Meeting of property owners of Chimney Hill Owners Association, Inc. was held at the Chimney Hill Clubhouse, Wilmington, Vermont, Saturday, June 2, 2018.

Present were Board members: Gene Clark, President, Kerri Tyerman, Vice-President/Treasurer, Diana Gould, Vice-President/Secretary, Jane Cary, Director at Large. Also present was Kenneth Spicer, Executive Director and Craig Creller.

Gene Clark, President, called the meeting to order at 9:44 AM.

Gene Clark, President, introduced Diana Gould, Vice-President/Secretary of the Association, who then read the notice of the Annual Meeting and its purposes:

1) To elect Directors, 2) to ratify the 2018/2019 budget, 3) to transact any other business that may legally come before this meeting.

Diana Gould reported that the Annual Meeting Notice was mailed, in accordance with the Association's By-Laws, to all property owners in good standing listed in the Association's records as of April 1, 2018 and that the Post Office addresses are the same as appeared in the records of the Association as of April 1, 2018. All mailed ballots have been properly filed with the elections committee. The elections committee has declared that 20% of property owners are represented at the meeting by mailed ballots and that 14% of property owners are present in person. All mailed ballots have been securely kept in the vault of the Chimney Hill Owners Association office until June 2, 2018, at which time the elections committee obtained them for tabulation. The Association By-Laws call for a quorum of 10% of members in person or by proxy to take action at any meeting of the members. Since this requirement has been met, as 14% of property owners of the Association were present and 1% by proxy, she declared the meeting completely organized and ready to transact the business before it.

Gene Clark, President, introduced Kerri Tyerman, Vice President/Treasurer, for the Treasurer's report:

Kerri Tyerman gave the following Treasurer's report: As of June 1, 2018, total cash on hand is \$ 589,208.33. Also, as of June 1, 2018, \$ 481,130.05 has been collected in assessments, representing approximately 76% of the anticipated assessment income for the current fiscal year.

Further, as of June 1, 2018, \$ 154,881.15 has been paid to vendors and all accounts are current. In addition, as of June 1, 2018, the Association has invested funds of \$ 420,408.19 in segregated reserves.

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Next, Gene Clark, President, presented Proposal #1, the election of Directors to be in order. Under the By-Laws of the Association the same are in effect today, four Directors are to be elected to a three-year term. The Directors elected today will serve through the Annual Meeting in May 2021, or until their successors are elected or until removed from office. The Nominees have been selected by the Nominations Committee for their particular skill, knowledge and willingness to give the necessary time and effort to the affairs of Chimney Hill. The Nominations Committee has no reason to believe at this time that the persons named will be unable or will decline to serve if elected. The following have been nominated by the Nominating Committee: Jane Cary, Incumbent, Diana Gould, Incumbent, Keith Mears and Mary Ann Montano.

Gene Clark, President, asked if there were any further nominations from the floor?

Gene Clark recognized Mike Hatty who nominated Keith Herbert. The nomination was seconded. Gene Clark recognized Ed Tyerman who nominated Chris Cogdill. The nomination was seconded.

Gene Clark asked if there was any discussion.

Dennis Heberlein noted that Mr. Tyerman was video taping the meeting and that he did not want to be video taped as he had not given Mr. Tyerman approval to be video taped. After discussion a motion was made and seconded to not have the meeting video taped, motion passed.

There was discussion about the Nominations process and that all potential candidates should be placed on the ballot and that the Nominations Committee should not be the only group that decides who will be placed on the ballot. There was further discussion that if there are positions available on the Board and that if the Nominations Committee only places those nominations on the voting ballot that they select, it does not give the membership any options. There was also discussion as to how the Nominations Committee vetted the candidates to decide who should be placed on the ballot.

Gene Clark, President, reported the following:

There have been mailings to the association members as well as an article in the local paper from two candidates who were seeking election to the Board but were not nominated by the Nominations Committee. I think it is important to clarify some issues and facts surrounding what you might have received and what was written in the paper.

Every year the Nominations Committee and Board of Directors solicit nominations from the membership, sometimes we have none and sometimes we have more than the seats available. The process is that the candidates submit a bio to the Nominations Committee (currently made up of three Past Presidents and the current President of the Association). The candidates are interviewed by the Nominations Committee. After these interviews the Nominations Committee presents the names of the nominees that are placed on the ballot for election at the Annual Meeting. Sometimes there are more than the available positions and sometimes equal to the available positions. This system is well within our By-Laws that states:

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By Laws Section 4. The Nominating Committee shall make as many nominations for election to the Board of Directors as it shall, in its discretion, determine, but not less than the number of vacancies that are to be filled. Such nominations shall be made from among the Members, as the committee, in its discretion, shall determine. Nominations shall be placed on a written ballot as provided in Section 5 for the mailing of such ballots to Members.

This year there were four Board of Directors positions available for three year terms. After the candidates were interviewed the Nominations Committee nominated four candidates that they felt would best serve the Association at this time. Gene noted that although the ballot indicates the names of the candidates placed in nomination by the committee there are also an equal number of spaces for write-in candidates on the ballot.

Our By-Laws and Covenants are not perfect and have not been revised since 2002, but this is what we have to work with until such time as they are again revised. The Board has already begun the process of a Board and attorney review of both our By-Laws and Covenants. When and if changes are proposed they will be brought before the membership for vote.

A motion was made, seconded, and approved to call the question. Proposal #1, the election of Directors. Gene Clark, President, reported that any member present who has already returned a ballot has the right at this time to request the return of their ballot if they wish to change their vote. Gene Clark, President, then directed the Elections Committee to canvas the vote for Proposal # 1.

Gene Clark, President, stated: in accordance with the Association By-Laws, the Board of Directors is to appoint a nominations committee, those persons nominated to be announced at the Annual Meeting of Members. Therefore, I wish to announce the following have been appointed to the Nominations Committee: Gene Clark, Lawrence Christian, Past President, Marguerite Babor, Past President, Paul DiPietro, Past President and Thomas Anderson, Past Director.

Gene Clark, President, thanked the current and past directors and committee members for their hard work and dedication to the affairs of Chimney Hill.

Gene Clark, President, stated that Proposal # 2, to ratify the Association's 2018/2019 budget is now in order. Gene Clark, President, continued: it has been traditional to review the budget at this meeting. Hearing no objection, Gene Clark, President, introduced Kerri Tyerman, Vice President/Treasurer to review the 2018/2019 budget. Kerri Tyerman reported that the 2018/2019 Chimney Hill fiscal year budget, summary and detail were included in the Notice of Annual Meeting mailing sent to all owners in mid April. Kerri Tyerman, Vice President/Treasurer, then asked if there were any questions from the floor.

Mr. Martin asked a question about the employee payroll numbers that were indicated on the report and felt that the individual employee compensation should be listed. Mr. Martin also asked if the employees had health care coverage and if there was a co-pay. Ken Spicer, Executive Director, reported that the employees did have a co-pay.

Hearing no further discussion, Gene Clark, President, directed the Elections Committee to canvas the vote for Proposal # 2, to ratify the Association's 2018/2019 budget.

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Gene Clark, President, reported that written committee reports were included in this year's Notice of Annual Meeting mailing but that some additional information would be presented by the Chairpersons (or their designee) at this meeting (written reports of the committees are attached to these meeting minutes).

Gene Clark, Chair., Architectural Control Committee, gave the Architectural Control Committee report.

Gene Clark, President, introduced Kerri Tyerman, Chair., Clubhouse/Recreation Committee for her report. Kerri Tyerman then gave the Clubhouse/Recreation Committee report.

Gene Clark, President, introduced Diana Gould, Chair., Landscape Committee for her report. Diana Gould gave the Landscape Committee report.

Gene Clark, Chair., Maintenance Committee, gave the Maintenance Committee report.

Gene Clark, President, introduced Ken Spicer, Executive Director, for the Water Commission and Rental/Real Estate reports. Ken Spicer, Executive Director, gave reports.

Gene Clark, President, introduced Kerri Tyerman, Chair., Legal Committee for her report. Kerri Tyerman, Chair., Legal Committee, gave the Legal Committee report.

Gene Clark, President, reported the results of the voting for Proposal # 1, Election of Directors: Keith Mears, 140 votes, Diana Gould, Incumbent, 139 votes, Jane Cary, Incumbent, 135 votes, Mary Ann Montano, 129 votes, Keith Herbert, 42 votes, Chris Cogdill, 35 votes, Bibiana Braun, 3 votes, Jack Powers, 2 votes.

Gene Clark, President, reported that Keith Mears, Diana Gould, Incumbent, Jane Cary, Incumbent and Mary Ann Montano have been duly elected to the Chimney Hill Board of Directors for a three year term ending at the Annual Meeting in 2021 or until his/her successors are elected or until removed from office.

Gene Clark, President, reported the results of the voting for Proposal #2, ratification of the Association's 2018/2019 budget: 153 ballots cast in favor of budget ratification, 3 ballots cast against budget ratification. Gene Clark, President, stated therefore, the budget for fiscal 2018/2019 has been duly ratified.

Gene Clark, President, presented the 2017/2018 Association's Certificate of Appreciation Award. This year's award was presented to Faith Powell, Office Manager, for 30 years of dedicated service to Chimney Hill Owner Association, Inc., Faith Powell accepted the award and thanked the Board and those present.

Gene Clark, President, praised and thanked the Chimney Hill staff for their hard work and dedication this past year. Gene noted that the combined staff total of service to Chimney Hill was 113 years.

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Gene Clark, President, asked if there was any other business that could legally come before the meeting.

There was some discussion concerning setting up some type of owners' forum where owners could communicate with each other. Ken Spicer reported that he intended to present the Board with a proposal to establish a Chimney Hill Facebook Group that owners could opt into. Based on the Board's approval this could be set up fairly quickly.

Owner Dave Killingbeck said he noticed in the local paper that the Wilmington Board of Listers indicated something about Chimney Hill. Ken Spicer reported that the Town of Wilmington will be doing a reappraisal this year as required by the State of Vermont (every 10 years).

Owner Francine Flynn informed those in attendance of her experience in trying to obtain a Waste Water permit for their proposed new home in Chimney Hill. She reported that initially the State indicated that she needed a State Act 250 permit for the construction of their home that would require additional expense and may affect further development in Chimney Hill. She reported that the court did not agree with the Act 250 requirement.

Gail Stachelek thanked the Board and staff for their hard work and dedication in keeping Chimney Hill the beautiful place that it is.

Alan Sousa was concerned about the excessive speeds some people drive in Chimney Hill and that slower speeds should be posted.

Carol VanDuyn, a long time Chimney Hill owner, appreciated the professionalism of the staff.

Owner Donald MacDonald asked if the Board had ever considered some selective cutting of trees in Chimney Hill for possible revenue and enhancement. Ken Spicer reported that we have looked at this in the past and although we do not have lots of marketable trees it would be good to do some selective cutting for the health of the forest. Diana Gould, Chair., Landscape Committee, said that the Committee would look into this item.

Owner Linda Brophy noted that the Board had signed a Code of Conduct policy but that the minutes indicated it was approved by a vote of 4 in favor 1 opposed, she was wondering why a Board member would not vote for a Board of Directors Code of Conduct policy? Linda also questioned the removal of a Board member in April of 2017.

Gene Clark asked if there were any other questions from the floor. Hearing none he asked for a motion to adjourn.

A motion was made and seconded to adjourn.

Upon a motion duly made, seconded and unanimously carried, the meeting was adjourned at 12:39 PM.

Respectfully submitted,
Diana Gould, Vice President/Secretary