

MINUTES

The regular meeting of the Board of Directors was held on Saturday, May 27, 2017 at the Chimney Hill office in Wilmington, Vermont. The meeting was called to order by Kerri Tyerman, VP/Treasurer, 11:55 AM. Present were Patricia Nye, Diana Gould, Gene Clark, and Jane Cary. Also present was Kenneth B. Spicer, Executive Director. Absent was Dennis Heberlein.

Upon a motion duly made and seconded, it was **RESOLVED** to accept the minutes of the April 22, 2017 Board of Directors meeting.

TREASURER'S REPORT

The Treasurer's Report was given at the Annual Meeting of Members given earlier in the day by Kerri Tyerman, VP/Treasurer. The following numbers reflect this report as of May 26, 2017:

ASSESSMENTS & SERVICES	2017-18 BUDGET UNITS	2017-18 COLLECTED UNITS	2017-18 COLLECTED \$	LAST MEETING 3/17/17	LAST YR. 4/15/16
Assessments – (H) (includes 11 ½ pmt. Houses)	530	166	179,371	534	121
Assessments – (L) (includes 1 ½ pmt. Lot)	60	9	7,933	58	13
Special Water Assessment	530	166	16,600	535	111
Assessments – DRL	177	59	10,375	180	61
Prior Assessments	0		\$1,103	\$23,484	\$599
Seg. Allocation – (H)	0	175	17,500	536	121
Seg. Allocation – (L)	0	10	250	59	13
Prior Seg. Allocation – (H & L)	0		\$100	\$1,700	\$100
Rubbish – Summer	7	0	0	6	0
Rubbish – Year-round	21	4	1,832	21	2
Renter Guest – Summer	6	0	0	6	0
Renter Guest – Year-round	33	10	7,500	33	6
Renter Guest – Winter	22	0	0	26	0
Renter Guest – 5 Use	15	1	135	14	4

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Plowing/Rubbish – Year-round	98	37	25,789	100	27
Plow/Sand/Rubb. – Winter	38	1	800	38	0
Plowing/Rubbish - Winter	30	2	1,196	31	1
Plowing/Sand/Rubbish – YR	157	65	57,850	157	42
Plowing/Sanding	37	4	2,560	37	2
Plowing	<u>85</u>	<u>5</u>	<u>2,055</u>	<u>86</u>	<u>5</u>
TOTAL Renter Guest	76	11		79	10
TOTAL Plowing	445	114		449	77
TOTAL Rubbish	<u>351</u>	<u>109</u>		<u>359</u>	<u>72</u>
TOTAL Services	872	234		887	159

BANK BALANCES OPERATING	AS OF 4/21/17	LAST MTG. 3/17/17	LAST YEAR 4/15/16
Checking	62,983.84	5,737.00	17,206.62
Money Market – Peoples (.10%)	4,902.23	4,901.82	51,872.94
Merchants Spec. Activities MM	61.81	76.81	1,234.53
Brattleboro S & L MM (.19%)	204,899.65	56,891.44	1,278.09
Citizens Bank MM (.02%)	0.00	0.00	1,670.45
Citizens Bank ckg.	0.00	0.00	1,950.00
Peoples Bank. – ins. liability	<u>2,020.75</u>	<u>4,873.26</u>	<u>1,535.78</u>
TOTAL Operating	274,868.28	72,480.33	76,748.41

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BANK BALANCES RESERVE	AS OF 4/21/17	LAST MTG. 3/17/17	LAST YEAR 4/15/16
Seg. MM – Peoples (.35%)	129,275.39	129,686.84	173,425.48
Citizens Bank MM (.30%)	150,046.85	150,008.63	0.00
Citizens Bank ckg.	25.84	25.84	0.00
Seg. MM – TD Bank (.10%)	0.00	0.00	0.00
TOTAL Reserve	279,348.08	279,721.31	173,425.48

Board member resignation

Kerri Tyerman reported that the Board of Directors was notified by Dennis Heberlein, President, in an email to the Board on April 22, 2017, that he has resigned from the Board of Directors.

Upon a motion duly made, seconded and carried it was RESOLVED to accept the resignation of Dennis Heberlein effective May 27, 2017.

NOMINATIONS FOR THE CHIMNEY HILL BOARD OF DIRECTORS EXECUTIVE COMMITTEE

Kerri Tyerman, VP/Treasurer and acting President, asked the Board if there were nominations for the Board of Directors Executive Committee which includes: President, Vice President/Treasurer, Vice President/Secretary and Director at Large.

After discussion a motion was duly made, seconded and unanimously carried that the following candidates were placed in nomination for the Chimney Hill Owners Association, Inc. Board of Directors Executive Committee:

Patricia Nye, President, Kerri Tyerman, VP/Treasurer, Diana Gould, Vice President/Secretary, Jane Cary, Director at Large.

Kerri Tyerman asked if there was any further discussion, hearing none he asked that the nominations for the Chimney Hill Board of Directors Executive Committee be closed. Upon a motion duly made, seconded, and unanimously carried it was **RESOLVED** to close the nominations for executive officers.

Upon a unanimous vote by the Chimney Hill Board of Directors, the following Board members will serve as the Executive Committee of the Board through the May Board of Directors meeting 2018 or if unable to serve or removed from office: Patricia Nye, President, Kerri Tyerman, VP/Treasurer, Diana Gould, Vice President/Secretary, Jane Cary, Director at Large. Gene Clark will serve on the Executive Committee as Immediate Past President.

Patricia Nye, President, appointed the following Board members as Chairs. and Vice Chairs. to serve on the Association's committees:

Architectural Control, Gene Clark, Chair., Jane Cary, Vice Chair.
Budget/Audit/Insurance, Kerri Tyerman, Chair.
Clubhouse/Recreation, Kerri Tyerman, Chair.
Landscape, Diana Gould, Chair., Jane Cary, Vice Chair.
Legal, Pat Nye, Chair., Kerri Tyerman, Vice Chair.
Long Range Planning, Diana Gould, Chair., Gene Clark, Vice Chair.
Maintenance, Gene Clark, Chair.
Management Review, Patricia Nye, Chair., Diana Gould, Vice Chair.
Nominations, Gene Clark, Chair.
Public Relations, Jane Cary, Chair.
Real Estate/Rental Management, Diana Gould, Chair., Kerri Tyerman, Vice Chair.

Patricia Nye also appointed the following Board and Association members to the Water Commission: Gene Clark, Chair., James Bogard, Vice Chair., Lawrence Christian, Paul DiPietro, Roy Schluter, and Dennis Heberlein.

NEW BUSINESS/LETTERS

Letters

Ken Spicer reported that he had received an invite from the Stump Jumpers concerning their Annual Property Owners Thank you Dinner that will be held at the Road House on June 10, 2017. Gene Clark will be attending and he will invite Craig Creller as Craig helped him work on some trails this past year.

The Board discussed a proposed revised agenda which would only include active committee's until such time as the Board determined that other committee's are needed. Committee reports will only be given when action by the Board concerning committee activity is required. Committee Chairs./Vice Chairs. Can submit committee reports if they deem necessary to update the Board on any committee activity. The Board will determine what committee's will remain on the agenda at the June Board meeting.

The Board also discussed the number of Board meetings per year and will gain be discussed and a calendar of meetings established at the June Board meeting.

Ken Spicer reported that he has been notified by the Town of Wilmington of six CHOA properties (5 homes and one lot) that will be up for tax sale on June 22, 2017, Noon at the Town offices. The properties are: #'s 413/414/415 Upper Dam Road (three lot parcel with foundation, septic and water on property) taxes due are \$2,375.07. # C-197 Low Land Loop (house) taxes due are \$3,400.51. # 3 Pond Loop (house) taxes due are \$ 4,294.51. # 629 Binney Brook Road (house) taxes due are \$ 5,060.95. # C-149 Brook Lane (house) taxes due are \$ 4,192.32. # 560 Upper dam Road (lot) taxes due are \$ 1,172.47.

After review and discussion the Board authorized Ken Spicer to bid on the properties (if the owner has been duly notified by the Town and a return receipt of notice has been received by the town) as follows: for properties #'s 560 Upper Dam Road, C-197 Low Land Loop, 3 Pond Loop, 629 Binney Brook Road, C-149 Brook Lane the Board has authorized the expenditure of up to \$ 1,000 over the taxes due. For property # 413/414/415 the Board has authorized expenditures of up to \$ 20,000 (total).

OLD BUSINESS

Request for Right of Way – Willard Camp Property

Ken Spicer reported that the Willard's attorney has been on vacation and that there are still a few matters to be addressed including the right of way (Willard's are now asking for 25' at the entrance of Spruce Grove Road) and some other matters concerning the spring issue. Ken will report back to the Board on any updates.

CHOA Document Review – Rules and Regulations – Home Occupations

The Board of Directors authorized Ken Spicer, Executive Director, to make changes as approved by the Board, to the Chimney Hill Rules and Regulations as they relate to Home Occupations.

Board of Directors Ethics Policy

No discussion.

EXECUTIVE DIRECTOR'S REPORT

No report.

COMMITTEE REPORTS

All committee reports were given at the Annual Meeting.

Gene Clark, Chairman of the Architectural Control Committee reported that a meeting of the Committee would be held on June 24, 2017, 8:30 Am at the office.

Gene Clark, Chairman, Nominations Committee, reported that he was approached by Keith Herbert concerning his interest in serving on the Board. After review and discussion the Board did not feel, at this time, that any appointments will be made to the Board concerning unexpired terms.

EXECUTIVE SESSION

The Board entered into Executive Session at 1:01 PM, Ken Spicer, Executive Director was asked to leave the meeting at this time. The Board adjourned from Executive Session at 1:10 PM; personnel matters were discussed.

OTHER BUSINESS/OWNER/PUBLIC COMMENT

Keith Herbert joined the meeting. Gene Clark addressed Keith and told him that the Board of Directors was not currently seeking appointments to the Board but thanked him for his interest and would inform him of any changes.

Craig Creller joined the meeting and presented Pat Nye, President, with a letter (attached) concerning the Boards actions at the April 22, 2017 meeting. Pat informed Mr. Creller that the letter would be reviewed by our attorney and that he would be notified of any decision by the Board.

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NEXT MEETING DATE

The next meeting of the Board is scheduled for Saturday, June 24, 2017, 9:30 AM at the office.

The meeting was adjourned at 1:17 PM.

Respectfully Submitted,

Patricia Nye, President/Secretary Pro Tem

Chimney Hill Homeowners Association Board of Directors
9 Haystack Road
Wilmington, VT 05363

RE: Notice to continue as active board member; Legality of Board Actions on April 22, 2017

Dear CHOA Board of Directors,

I am informing the Chimney Hill Homeowners Association (CHOA) Board of Directors about the April 22, 2017 meeting regarding a legal matter.

The April 22, 2017 CHOA Board of Directors meeting, conducted in closed executive session concerning a sitting board member and resulted in voting for the dismissal of the existing board member, was not conducted in accordance with Vermont state laws governing non-profit associations, was not in conformance with expressed CHOA board authority and is not legally binding.

At the advice of counsel, I have been instructed to continue attended CHOA Board of Director meetings and resume active participation as a board member through the remainder of my term (May 2019).

My counsel has instructed that if I am not allowed to participate, if meetings continue without my knowledge or if I am removed from future meetings, I am to inform the Attorney General for the State of Vermont of the actions taken by the CHOA Board of Directors.

As advised and instructed, I plan to continue my role as an elected CHOA Board director member and look forward to contributing constructively on CHOA board matters.

Respectfully,
Craig Creller