

DRAFT

Minutes

R-Ranch POA Board of Directors

Working Session of the Board

Monday, 1/16/2023 5:30pm

Via Zoom Only

1. Call to Order at 5:35pm by Mark Osborne
2. Pledge of Allegiance was led by Mark Osborne
3. Mark Osborne reviewed the meeting ground rules.

Jay joined the meeting at 5:40pm

4. Roll Call by Emilie Simmons
 - Mark Osborne, President
 - Mark Grenbemer, 1st Vice President
 - Robert Tennes, 2nd Vice President
 - Jason (Jay) Adams, 4th Vice President, joined the meeting at 5:40pm
 - Curtis Hancock, Treasurer, joined the meeting at 5:48pm
 - Emilie Simmons, Secretary

Heath Kauffman, General Manager is present

4-6 Directors were present, quorum was established.

5. Review and set Agenda. **Emilie made the motion to approve the agenda with additions as discussed. Mark G seconded. Hearing no objections, agenda was set with additions.**
6. **Mark G made the motion to approve the 12/28/22 minutes as written. Robert seconded the motion. 12/28/22 minutes were approved by unanimous vote. Mark G made the motion to approve the 1/6/23 minutes as presented. Jay seconded the motion. Minutes from 1/6/23 wer approved by unanimous vote.**
7. Mark Grenbemer reported that the Board met in Executive Session via conference call on 1/6/23 and 1/8/23 to discuss personnel issues.

Curtis joined the meeting by phone call at 5:48pm

8. Report: Insurance Update
 - a. Heath (General Manager), Curtis (Treasurer) and Bob Coffin (Finance Committee Member) researched insurance options.
 - i. Insurance won't go up with the dams coming out unless we add flood insurance.
 - ii. Biggest portion of insurance is fire insurance.

- iii. Attorney said we would have to change the red book to drop fire insurance. There would still be some liability for the ranch and its Directors even if Owners vote to drop fire insurance.
 - iv. July 5th will be 5 years since our last claim, so insurance premium may decrease.
 - v. We are waiting for a bid from Broker John Marshall. Most underwriters won't touch us.
 - vi. The deadline to sign for insurance is the beginning of February.
9. Report: Survey results. Emilie provided an overview of the survey results. They will be posted on the website, and provided to the relevant committees.
10. Report: General Manager's Updates. Heath informed the board that lineshack #2 should be finished by end of week. They are adding 2x4s and framing in for windows to be added later. Cottonwood Rental had a rotten floor and is getting new steps, but should be done in a bit over a week. Ranch is going to pump water from Honker Pond to the upper ponds.

Unfinished Business

11. Filling the vacancy on the Board: Mark G presented a plan for filling the vacancy on the board. The Board will accept applications until January 31st. Vacancy announcement and application will be sent via email to Owners, posted on the website, and posted in the Owner's Information Group on Facebook. Interviews will occur during the open Quarterly Board meeting on February 11th.
12. Preventing Residency on R-Ranch. Discussion was held about possibly requiring time away from the ranch in between uses of the 210 nights an Owner is entitled to. **Emilie motioned for the issue of the 210 night rule to be sent to the Strategic Plan committee for review and recommendation. Mark O seconded the motion. Motion carried unanimously.**
13. Election Service for 2023. Three options were presented. Pro-Elections will charge \$8,375 per election. Ballot Box will charge \$4,990 plus costs of copies and postage (varies according to how many candidates run). Big Pulse e-ballot service will charge \$2600 for 3 elections. The Ranch will have to handle printing copies and mailing to Owners that don't use e-ballot option, and the cost of printing and postage. Discussion was held. Due to past litigation regarding Board of Director election challenges, concerns were raised about handling elections internally. It might be best to use Ballot Box one more year for the Director elections, and use Big Pulse for the other elections (rebuild, governing document changes, etc.) If Big Pulse works well and Owners feel confident with their audit process, then we could possibly move completely to their service next year to save on election costs. Treasurer Curtis pointed out that we didn't budget enough money for election services, and ought to consider handling elections internally to cut costs. **Robert motioned to use Ballot box for the July election of the Board of Directors. Mark G seconded the motion. Motion passed with 5 votes in favor (Mark G, Mark O, Robert, Emilie, Jay) and one opposed (Curtis). Mark O motioned to try**

Big Pulse e-ballot for the rebuild election. Jay seconded. Motion passed with 4 votes in favor (Mark G, Emilie, Jay, Mark O) and 2 votes opposed (Curtis, Robert).

14. Owner comment time: Owner Bruce commented that the Board could write in a mandatory break between uses of the 210 rule. Agrees we should wean ourselves away from Ballot Box.

New Business

15. Strategic Plan Committee: **Emilie nominated Mark G as Chair and Board Liaison for the Strategic Plan Committee. Mark O seconded the nomination. Nomination was approved unanimously.** Robert expressed interest in helping with that committee.
16. Rebuild Committee: **Emilie nominated Jay (Jason Adams) as Chair and Board Liaison for the Rebuild Committee. Mark G seconded the nomination. Nomination was approved unanimously.**
17. Additions to Agenda as approved at beginning of meeting:
 - a. Brown Book Committee: brief discussion. Formation of committee will be added to March agenda.
 - b. Email Update: Ranch domain email continues to have issues. We need to migrate to Office 365. Emilie will email instructions on how to download and save emails, and Emilie will contact the webhost about switching over.
 - c. Use of Owners that are contractors or experienced in construction as advisors to the committee, and possibly for the build. We will need to double check with the attorney to ensure there is no conflict of interest in using Owners to do the work.
 - d. Discussion was held about the possibility of holding some Board meetings during normal work hours. Several Board members are not available during work hours. Board meetings will need to remain on evenings and weekends.
18. Announcements:
 - a. Fish and Wildlife Permit application was accepted and signed off by Sacramento. We are now in full compliance with Fish and Wildlife for our operations along the waterways of R-Ranch. This permit will need to be filed again in 2027.
 - b. First Rebuild Committee Meeting January 12th at 6pm via Zoom
 - c. Next Marketing Committee Meeting is January 17th at 6pm via Zoom
 - d. First Strategic Plan Committee Meeting TBD soon.
 - e. Quarterly Board Meeting is Saturday, February 11th at 10am in the TV Room and via Zoom.
19. There being no further business before the Board, Mark O adjourned the meeting at 7:57pm.