

BULL CANYON RANCHES PROPERTY OWNERS ASSOCIATION

SPECIAL BOARD MEETING

August 12, 2009

A Special Board Meeting of the Bull Canyon Ranches Property Owners Association was called to order by President Gayle Sawyer on August 12, 2009 at 2:40 p.m. Mountain Daylight Savings Time. The meeting was held at Joseph's Bar and Grill, 865 Historic Route 66, Santa Rosa, NM 88435.

In accordance with BCR POA Bylaws Article 5, Section 8, Mr. Sawyer had officially announced the August 12 Special Board Meeting in an email that he sent out to the Board Members on August 9, 2009; all Board members immediately acknowledged receipt of his email. Paperwork regarding the meeting announcement is attached to these minutes.

Board Members physically attending:

Gayle Sawyer
Genie Haynes
Cindy Johnson
PJ Johnson

Quorum requirement met

Members attending:

Walt Capps

Guests:

Shawn McCain - Independent Road Inspector
Leon Monk - Independent Road Inspector
Don E. Phelps - CNC Dirt Movers Representative

Gayle Sawyer's reason for calling this Special Board Meeting:

Discuss the final road inspection that had taken place at Bull Canyon Ranches the morning of August 12 and, subject to approval, authorize final payment to Floyd Cook dba CNC Dirt Movers.

APPROVAL OF PREVIOUS MINUTES

Since no one had any corrections to the minutes of the June 27, 2009 Special Member Meeting and the June 27 Special Board Meeting which immediately followed, Cindy Johnson motioned both sets of minutes be approved. PJ Johnson seconded. Motion passed unanimously.

Reference the July 31, 2009 Special Board Meeting Minutes, no one had any corrections. Genie Haynes therefore motioned that they be approved. Gayle Sawyer seconded. Motion passed unanimously. Genie assured the Board that the signed Waiver, executed in compliance with Bylaw Article 5, Section 10 titled "Waiver of Notice", had been attached to the July 31 minutes.

ROAD INSPECTION MORNING OF AUGUST 12

It should be noted that all those attending this afternoon's Special Board Meeting were out at Bull Canyon this morning for the final inspection. Using everyone's reports and notes, Gayle will prepare a detailed report of the final road inspection which will be mailed to the membership.

During the inspection, several culverts were found to have debris in front of their openings. In each case, Mr. Phelps removed the debris and the situation was corrected.

All the work that CNC Dirt Movers performed was initially judged to be more than satisfactory, not only by the Board, but by the two independent inspectors. Then one of the independent inspectors went on to say that he actually thought Mr. Cook had done an outstanding job considering the situation and the money he had to work with. The Board unanimously agreed.

Each Board member individually stated that he/she approved and accepted the road job, that the items observed during the final inspection had been satisfactorily corrected, and that a final payment of \$9,000.00 should be made to Floyd Cook dba CNC Dirt Movers. Cindy Johnson made a motion to this effect; it was seconded by Genie Haynes and passed unanimously.

WARNING ROAD SIGNS

The Board agreed that several warning/caution road signs need to be posted on the Bull Canyon property. Don Phelps and Leon Monk suggested we post a 24" x 24" sign at the property entrance that reads "Private Road Not Regularly Maintained - Travel At Your Own Risk". Other ideas are posting signs that tell people to turn around if water is flowing over the road. Gayle will get estimates from a sign maker in Carrizozo, NM.

BOARD RESIGNATIONS

Kathy Maxwell resigned her Board position on June 27, 2009 with an immediate effective date. Cindy Johnson motioned that the Board accept Kathy Maxwell's resignation since there's been no indication she wishes to rescind it. PJ seconded it; motion passed unanimously.

Ray Holt resigned his Board position on July 13, 2009 with an immediate effective date. Genie Haynes motioned that the Board accept Ray Holt's resignation since there's been no indication he wishes to rescind it. Cindy Johnson seconded it; motion passed unanimously.

Rob Wanderscheid resigned his Board position on July 31, 2009, also with an immediate effective date. Gayle Sawyer motioned that the Board accept Rob Wanderscheid's resignation since he also has made no effort to rescind it. Genie Haynes seconded it; motion passed unanimously.

The number of Board vacancies (either one or three) was discussed. The question that needs to be resolved is, can we go back to a Board of five or do we legally need to remain at seven. It was agreed that the number will be tabled until more research is done.

Genie Haynes motioned that we mail a letter to the membership and ask for volunteers to fill the Board, that we tell them the number of existing vacancies still needs to be determined, and that the terms of all of the Board members will expire in May 2010 when the next Annual Member Meeting Election takes place. PJ Johnson seconded; motion passed unanimously.

CURRENT BILLS/PAYABLES (Not connected with the road work)

- 1) \$216.59 - Reimburse Rob Wanderscheid for the Quickbook software he purchased.

It was decided that payment would be delayed until the software and backup disc could be loaded onto Genie Haynes' computer and a determination made that all was functioning properly. Upon verification, Genie is authorized to write the reimbursement check.

- 2) \$1783.32 - Current bill with POA Attorney Steve Ingram.

Board Meeting Minutes for May 4, 2009 state that only the Board President and Vice-President are permitted to contact the POA attorney. It should be noted that Ray Holt and Jann Maxwell attended the May 4 meeting. The POA has been billed \$140.00 for Mr. Maxwell contacting Mr. Ingram on or about June 10 about a newsletter. We have also been billed \$106.00 for Mr. Holt contacting Mr. Ingram on or about June 26 reference the legality of a meeting Gayle Sawyer had called. This is a total of \$246.00.

The Board does not feel they are responsible for paying Mr. Maxwell and Mr. Holt's bills since neither were authorized to contact Mr. Ingram directly. Gayle Sawyer will talk to Steve Ingram, explain the Board's feelings, and see what he says. Once the total is established, Genie is authorized to write the check without further approval.

- 3) Amount unknown at this time - September 15 payment to the IRS for estimated taxes. Board approved the expense.

FUEL AND TRAVELING EXPENSES FOR THE TWO INDEPENDENT INSPECTORS

Cindy Johnson motioned that we reimburse Shawn McCain and Leon Monk \$150 for their traveling expenses. Genie Haynes seconded; motion passed unanimously.

THANK YOU

Cindy Johnson and Genie Haynes requested the following statement be read into minutes:

The Board would like to thank its president, Gayle Sawyer for all of his time, effort and energy in getting the road work completed. We recognize the fact that this was done under difficult circumstances and required a great deal of perseverance. We are also aware of the many hours that he spent out at Bull Canyon since the middle of May, and that the expenses which he incurred for fuel, meals, and motel rooms were paid out of his own pocket. Again, thank you, Gayle.

MEMBERSHIP COMMUNICATION AND CURRENT WEB SITE

On August 2, Genie Haynes emailed Ray Holt the minutes for both June 27, 2009 meetings and requested he post them on the website. To date, this has not happened, so it is obvious the Board is going to have to find another means of communicating with the membership.

Genie will email the membership telling them they will be receiving a comprehensive road report in the regular mail. She will also attach the minutes of the two June 27 meetings and the minutes from the July 31 meeting to her email.

MISCELLANEOUS ITEMS

- Dedicated POA Laptop Computer

Gayle Sawyer brought up the idea of buying a very basic (and cheap) laptop computer for the POA. This way, all the financial data and the Quickbook software will be on one computer and in one spot. When the Treasurer leaves, or a new regime comes in, it would make for a very simple, efficient and accurate transfer of records. Everyone agreed, but also agreed that this will have to wait until we are able to collect some of the past-due accounts.

- Statements

It is imperative that statements be mailed to those members with past-due accounts. According to Kathy Maxwell, there is more than \$30,000 out here that hasn't been collected. Genie Haynes will care of this task and have the statements to past-due members in the mail by the end of August.

- Approved ByLaw Changes Requiring Legal Documentation

This was one of Rob Wanderscheid's action items as documented in the May 4, 2009 Board Meeting Minutes. Since it was not completed before he resigned, bylaw changes need to be a top priority as soon as the Board is fully staffed again. There are a total of six bylaw changes, four were approved at the March 2009 Annual Meeting and two were approved by membership ballot in June 2009.

- Liens

To the Board's knowledge, no liens have been filed against any property owner in the history of the POA. Some of the owners' accounts are more than two years past due. Getting liens filed is another top priority so the POA doesn't lose money during foreclosures.

Cindy Johnson motioned that the Special Board be adjourned. Seconded by Genie Haynes and passed unanimously at 3:45 p.m. Mountain Daylight Savings Time.

Minutes of the August 12, 2009 Special Board Meeting respectfully submitted by

Eugenia B. "Genie" Haynes
BCR POA Secretary/Treasurer