

HIDDEN VALLEY VILLAGE OWNERS ASSOCIATION
Board of Directors Special Meeting
DRAFT Minutes

Date of Meeting: Thursday, June 11, 2020

Time: 7:30 PM (Hard Stop at 8:30 PM)

Location: Hidden Valley Common Area Room

Time: Apr 23, 2020 07:00 PM Pacific Time (US and Canada)

Join Zoom Meeting

<https://us04web.zoom.us/j/71256852187?pwd=MTgyMUVnR2ZaYWlYbi9yKzg4ZWNVUT09>

Meeting ID: 712 5685 2187

Password: 7r20F2

General

- A. Call to order by President Ruth Wheeler 7:37pm
 - B. Roll call. Record Board Members, Management, owners and guests present All Board members present except Dave Natali Mike and Laura Tikunoff 38/21. Laurel Leach, 42
1. Announcements/Orders of the day **Ruth Wheeler**: Our goal for today's one hour meeting is the adoption of the SB323 required voting rules as well as getting the new bylaws with cover letter sent out to homeowners for an all member vote. I am hoping to use the remainder of the meeting to prepare for our more comprehensive meeting on June 27 by taking a quick look at a few projects that are "on our plate" and possibly get some volunteers to research and report back at the June 27 meeting. The June 27 Regular board meeting is scheduled to begin at 9:00AM and it will have a hard stop at 12:00 noon with the Executive session starting immediately after the regular meeting. I will be setting the meeting agenda according to the Davis-Stirling Template. It is placed on google docs now with an open editing function. Any board member may place items directly on the agenda. No items may be removed. I would like to use a consent agenda as well as an agenda packet for informational items. We can use google docs for reports. I'm hoping that this will streamline the agenda process as well as reduce stress for Matt and me. It's been kind of a nightmare. More importantly it should reduce the meeting time for the entire board. If you are not comfortable using the google docs you may email your agenda item to me and I'll place it on the agenda for you. Because we are using video conferencing meetings now, I need to remind everyone of this rule in the Blue Book. No audio or video recording is allowed by attendees. However, the Secretary may record the meeting to aid in the preparation of Minutes. The recording is to be deleted once the minutes have been prepared.
- a. Items discussed in Exec. Meeting
 - b. Recusals
 - c. Changes to order of agenda **Ruth Wheeler**: I'd like to postpone items that require debate and long discussion. Remove item 4d (*Homeowner Letter*) and 4h (*Emergency Rule*) and place it on June 27 Agenda. **Steve Latshaw**: The numbering I'm looking at is different. **Jeff Risse**: Did you pull the Agenda from the website. **Steve Latshaw**: Yes, I thought that was the latest one. **Matthew Desario**: I think Ruth is actually referring to 4e and 4i on the Agenda. I believe on the Agenda that Ruth created with Karen the numbering is different. She's in fact talking about 4e, Presentation of Homeowner Letter and 4i, Emergency Rule re: Lodging and Rental. **Jeff Risse**: Shouldn't we all be using the same Agenda? **Ruth Wheeler**: This is the reason I am changing the way the Agenda is created. We are not going to look at those items today, we are going to look at those on June 27. **Tony Cole**: Can we have discussion on the seizing the Agenda making power?

Ruth Wheeler: I'm sorry, I said are there any objections to elimination of those two items to the June 27 meeting, and heard none. **Matthew Desario:** I think what Tony may be referring to is the changing of who is responsible for preparing the Agendas. Is that what you were saying? **Tony Cole:** Yes. **Ruth Wheeler:** I'm sorry, I'm just using that. I'm just saying that's the way we're going to do it. Bear with me. We'll try it for the next meeting and if the Board doesn't like it, I'm happy to change it back. With all the confusion that just happened, I would like to try something different. **Steve Latshaw:** My confusion was that I have the right Agenda but it was just that all the roman numerals you were reading off were different. **Ruth Wheeler:** Let's move on. Does anyone have objection to the removal of the two items to the June 27 meeting? **Matthew Desario:** I'd like to have a Board decision on Tony's discussion point--the seizing of the Agenda creation duties. It seems reasonable. If a majority of the Board wants to go that direction, that's how democracy works, and we can proceed. I just don't think the decision should be unilateral. **Ruth Wheeler:** I'm asking if you have problems with the changes to the Agenda. I'm not sure what you are talking about. **Tony Cole:** He's talking about the changing of the creation of the Agenda which has been done by the Secretary for all the time I've been President and for the time that Karen Shorr was President. That's what he's talking about, and I agree with him. If you want to put it as a question or discussion on the June 27 meeting, fine. **Ruth Wheeler:** If I do that, we're going to have the same problems we've had for the first half of the year. Steve, are you opposed to the changing of the Agenda. **Steve Latshaw:** I would say Ruth should go ahead and put together the Agenda for the June 27 meeting and one of the items on the June 27 meeting would be to have a specific and lengthy discussion on how future Agendas will be organized. **Kinoka Ogsbury:** Can I ask why you are only asking Steve what he thinks? **Ruth Wheeler:** I'm going one at a time, Kinoka. **Steve Latshaw:** Ruthie, that's what we said. You're going to give it a try. **Ruth Wheeler:** Let me explain. In our CC&Rs, it does not specify the Secretary does the Agenda. I've been the Secretary with 3 previous Presidents. What would happen is I would set the Agenda, send it to the President, and the President would approve it and then it would be posted. What has happened between <the Secretary> and I is that I send things and he either changes them or eliminates them and there are problems with that. So this last agenda that came out, came out. I looked at it and it was not what I needed to run the meeting. So, I sent an all email out to "Please hold off so I can get the Agenda so i can use it.. Matt proceeded to call Management and inform them that he had... **Tony Cole:** Point of order. **Ruth Wheeler:** I need to explain what happened. **Tony Cole:** I know you have very definite views on this, but I thought we just agreed we weren't going to discuss this until the June 27 meeting. **Ruth Wheeler:** If we wait until the June 27 meeting, I can't draw an Agenda for that meeting. It's a long meeting and I would like to be able to run the meeting with an Agenda I can work with. I think that every Board member needs to understand what happened. Matt, after I requested as President. to not post the agenda, made a phone call first to Karen and then to Klark, and requested, told them that he had the "Board approved agenda" and that was to be posted. I'm very very sorry but as President i cannot work that way. I am just requesting for the next Meeting we try something slightly different. **Matthew Desario:** I don't want to belabor the conversation, but that's not how it happened. I strongly disagree, and it's not being phrased how it happened. We all received the email. All items are included, even the unredacted letter written by the Homeowner. **MOTION by Tony Cole:** On a trial basis, Approve the President forming the Agenda for the June 27 meeting as a trial and placing a discussion item on the Agenda at that meeting. Second Ruth. **MOTION Passes 5-2-0** **Ruth Wheeler:** I would like to have a Consent Agenda as well as a packet for the June 27; If that part should help you with the creation of the Minutes, I would like Matt to create those. If not, I can put those up on Google Docs as well. **Matthew Desario:** Let's just do it as you've proposed with you preparing the Agenda in full I'll take a copy of whatever you prepare so I can take the Minutes, and that way you aren't dependent on anything

from me, and the Board can evaluate if they like it better. At the end of the day, that's how democracy works. **Ruth Wheeler:** Ok.

2. Approval of Minutes

- a. [DRAFT Minutes : April 30, 2020 Regular Meeting](#) **MOTION by Ruth Wheeler** to approve minutes. **Second Steve. MOTION Passes 7-0.**

3. Homeowner Forum

- a. Open floor for homeowner comment – 5 minutes per speaker **Mike Tikunoff** was very concerned about 4e, Restrictions on Short Term Rentals. He didn't know where this is coming from, whether from a HomeOwner or the Board. **Jeff Risse:** It was a Homeowner letter. **Mike Tikunoff** stated his belief the Board doesn't have the right superseded property rights and that 4e is a completely unreasonable change to even consider. He encouraged the Board to ignore the homeowners letter/request and cautioned the Board may face severe legal challenges. **Dave Natali:** Big deal. Let the Board handle it and then come back and talk? **Matthew Desario:** Point of order. I know it can get contentious, but I think--and Ruth you can speak to this--but I think Board members are not supposed to interrupt, speak back, cross talk with the Owner during their forum. **Mike Tikunoff** stated concerns that HOA Rules should not supersede the Town's zoning laws. He shared his concern that Owners purchased these units when it was perfectly fine to rent the Units on a full time basis, short term or otherwise. **Laura Tikunoff** commented that she didn't initially understand the request was coming from a Homeowner. **Ruth Wheeler** shared this was a letter written by a Homeowner and placed on the Agenda with the sole purpose of assigning Board members to a committee to take a good, hard look at it, and either make a recommendation to do something or not do something. **Mike Tikunoff** shared that he didn't agree the Board should form a committee or even discuss forming a committee to limit Owners' rights or levy a fee on these Owners. **Ruth Wheeler:** In fact, that's one of the two items I moved from the Agenda for today's meeting. **Laura Tikunoff** shared concerns over paying Managers or the HOA an additional fee, and what additional services would be provided in exchange for this fee. **Laura Tikunoff** shared her thoughts about the Board transparency.
- b. **Dave Natali** shared notice from SCE that the power company notified that electricity will be shut off next week. He inquired if the HOA could work on those electrical panels while the power is off.

4. New Business

- a. Adoption of [Voting Rules](#). **MOTION by Ruth Wheeler:** Move to approve and adopt voting rules as drafted by Tim Sanford and reviewed by membership in accordance with Civil Code 4360. **Second Matthew Desario. Matthew Desario:** I'll keep it short. I plan to vote no on this ByLaw change. I'm not trying to change anyone's mind as we all know how this vote is going to go. I really like Tony's letter, it was very fair. One of the things I'm concerned about and the reason I am voting no is because I feel like I benefited from cumulative voting which allows new Homeowners to join the Board and I think that's an important thing for any Board and HOA to continually have new people who are willing to dedicate their time, especially as sometimes service can be frustrating or exhausting causing some Board members to no longer want to volunteer. That's why I am voting against--I feel the nature of eliminating cumulative voting and the fact that incumbents get a lot of votes by default makes it quite easy to stay reelected. As an incumbent myself, I will benefit from this, but I don't think it's the best interest of the HOA moving forward. **MOTION passes 5-2.** (No: Kinoka Ogsbury, Matthew Desario)
- b. Authorization for Board to Send out [Cover Letter](#), [Bylaws](#), and ballots for vote by the Membership. **MOTION by Ruth Wheeler:** Move to forward the cover letter

drafted by Tony Cole and the Bylaws drafted by attorney Tim Sanford to Butner HOA to be submitted to the ownership along with a ballot for a vote of approval.

Second: Steve Latshaw. Ruth Wheeler: Matt has already made his comments about not wanting to make the change to eliminate cumulative voting. Is there any further discussion? **MOTION passes 5-2** (No: Kinoka Ogsbury, Matthew Desario).

- c. Discussion; Procedure for Homeowners Delinquent with Monthly Dues **Ruth Wheeler:** We have the information for this from Cindy Butner. I would like to know if anyone can write-up a protocol for dealing with delinquent Owners that we could present at the June 27 meeting. I'm looking for a volunteer to take this information and put it into something that could be usable. **<No volunteers and no action taken>**
- i. [Email from Cindy Butner](#); Delinquent Owners Protocol
 - ii. [15 day letter](#) (*sent to owners in arrears*)
 - iii. [Info on collections](#) (*informational*)
- d. Board Confidentiality Policy Check recording. Ruth searched and found a Board confidentiality policy on the web and wants a volunteer. On the internet. Davis Stirlings. No action taken. **Ruth Wheeler:** We have had some issues with Board members understanding and enforcing Board confidentiality issues. Dave and Tony have looked into a few specific issues. I did a quick internet search and there are some recommendations that Boards have a written confidentiality policy. There are several ready to use policies out there on the internet. Can anyone step up and have something ready for the June 27 meeting? **Tony Cole:** I'm confused. What needs to be confidential about Board business? **Ruth Wheeler:** If you take a look on the internet, and look at Board Confidentiality Policies it explains what Boards should and shouldn't be doing with Homeowners. I know you and Dave looked into some issues when Dave was dealing with some Owner discipline items, when things went sideways. It's pretty clear, it's available on the internet. **Jeff Risse:** Are we at some legal risk as Board members without a confidentiality policy in place? **Ruth Wheeler:** Not at all, it seems there have been some misunderstanding and it seems there have been some confidentiality issues that people have claimed. But of course you can't prove much of anything. It's just something that's out there on the internet. **Steve Latshaw:** I'm not aware of an issue after all this time. **<No volunteers and no action taken>**
- e. ~~Presentation of [Homeowner Letter](#) and [Supporting Documents](#) to HVVOA President requesting limits to Short Term Rentals at Hidden Valley~~
- ~~i. Require 3 night minimum for all rentals~~
 - ~~ii. Prohibit renting more than 15.5 days per month~~
 - ~~iii. Collect a monthly STR maintenance fee from owners who rent~~
 - ~~iv. Limit ability to transient rent to 1 owner/owner in common~~
 - ~~v. MOTION by Ruth Wheeler: Move to establish two committees to follow up on the information contained in the homeowner letter:~~
 - ~~1. A committee to look into the excessive dues and assessment issue and document and disclose all errors or possible errors and set up a plan to rectify any errors.~~

~~2. A committee to look at the pros and cons of amending our CC&Rs to protect the association against business interest and multiple ownership which would be in conflict with the association's Articles of Incorporation which state: Article II-B "The specific purposes of this corporation are to be a residential real estate management association..."~~

~~vi. MOTION by Tony Cole: I move that the Board explore the possibility of obtaining a cease and desist order against Ms Walters regarding any further complaints about the past performance of Director Treasurer Kinoka Ogsbury and/or Director Secretary Matt Desario.~~

- f. Discussion and possible action; SuddenLink negotiations and contract **Ruth Wheeler**: Matt has provided great communication and information. We may want to have a 'do or die' date as far as a new bulk contract for Owners. We also need to review the office phone and office internet we are currently not paying for. Matt, do you think we'll be able to act on this by the June 27 meeting. Where are we? **Matthew Desario**: I doubt it. I put in the last email and SuddenLink report a brief synopsis of how slowly this moves. For example, the last time I spoke with Paul Catello and also Suddenlink was 11 days ago, when they called me back. I have since made three follow-up phone calls and generally speaking, they respond every 15-18 days, that's how short staffed they are right now. So trying to set a hard date, I'm happy to say yes, but it's unlikely because of the track record. My first request on 3/22 didn't even get a response until 4/13 and then finally assigned 4/30, wasn't touched for another 15 days, and that response only came after chasing them down. I have 13 phone calls and 6-7 emails into SuddenLink. They have no sense of urgency about this at all. From their perspective, we're not paying for service, we are receiving those services, we aren't paying late fees or penalties, and this might continue for the next 6-12 months depending on Covid-19. It's a bit counterintuitive when the billing department is reassuring me that the advice given by the sales department-- to not pay the bill and just wait--as the appropriate course of action, but that's where we are. **<No action taken>**
- g. **<Zoom meeting trial exceeded maximum free meeting time at 8:07PM, and was restarted by Ruth Wheeler at 8:08PM . Kinoka, Matthew, Ruth, Steve joined the meeting at 8:10pm. Jeff Risse joined the meeting at 8:12PM and sat in the lobby until 8:21P. Tony Cole made numerous and repeated efforts to gain readmission to the Zoom meeting using the same admission procedure posted for the original meeting access. Tony Cole also sent text messages & emails to various Directors requesting admission. Tony doesn't believe that I was deliberately excluded, but the effect was the same>** **Ruth Wheeler**: I recommend we adjourn the meeting and return to the Homeowner forum. **Matthew Desario**: If we adjourn the meeting, do I keep minutes of the Homeowner forum? **Ruth Wheeler**: We can have an informal discussion without minutes. **Matthew Desario**: If we agree to adjourn and end the meeting, I think that's fine. But if we are going to continue with the Homeowner forum so Laurel Leach can have her time, I think that the Homeowner forum continues the meeting and I will continue to keep the Minutes so there is a record of the discussion. **Ruth Wheeler**: We have a quorum with Steve, Kinoka Matt, and myself. Mike, I wanted to ask you about your objection to the Operating Rules 2.1 regarding Occupancy. Now that we have changed our voting rules under the direction of

Tim Sanford, we can move forward addressing your objection and the other Owners who comprise 5% or more of the HOA. I just wanted to make sure you understood that if the Rule 2.1 is overturned, it will only change the number of guests allowed in Studios. **Mike Tikunoff** expressed his view that only the Town of Mammoth Lakes should regulate Transient Rentals, and Transient Occupancy limits. He believes the HOA has no right to place any independent limits on what an Owner can do inside their unit **Ruth Wheeler**: That's a good question. Actually, pretty much all Owners are following the rules, but there are, I think 4, owners who are not. For example, we had one Owner in a Studio Loft who rented to a group of 4 and at the last minute, they asked if 2 more people could join. That Owner said "No problem" and charged them extra money then you had 6 people and 3 cars parked outside their unit, when the maximum is 4 people and 2 vehicles. **Steve Latshaw**: Ruth, Jeff says he is waiting to get in. **<Jeff Risse joined the meeting at 8:21p>**. **Mike Tikunoff** shared his belief that any illegal rental activity or violation of Occupancy to the Town should be reported to the Town for them to investigate. Mike was not in favor of the various parallel Operating Rules created by the HOA. **Ruth Wheeler**: You can talk to Danny Earls about how difficult enforcement is for the Town right now. Some owners have gone to the Town requesting a variance and so the Town is unable to enforce their rules. And some of these same Owners are playing fast and loose to sidestep the Town and Mono County orders. I'll just say who, I'm sorry to say it's Matt who's doing this. **Matthew Desario**: Point of order. I'm sorry, Jeff. I know I promised to let it roll off, but that's my limit. I am strictly renting my units long term, which is one of the activities that is specifically allowed in Mammoth Lakes. I consulted with the Transient Rental Department, Danny Earls and Ben Manning, and with Mayor Bill Sausser. I download, complete and have my tenants fill out forms required by the Town and Mono County. So to sit here and have Ruth suggest that I'm doing anything unethical or illegal is just more than I can take. Sadly, it's not the first time these types of accusations have happened. A few months ago the Owner of Unit 105 rented his unit long term to a nurse who was coming to work at the Mammoth Hospital. If you remember, the Hospital had put out requests for additional staffing during the early days of Covid. At the time, the Board President stated that the Owner's decision to long term rent to a nurse reflected negatively on the Owner's integrity and character, I believe the Owner is David Fox. Fortunately in that case, multiple Board members objected to that statement. But here it is again **Ruth Wheeler**: Point of order, that was a Board-only communication sent via email. **Matthew Desario**: That's not accurate. I'm looking at the email right now. The email was sent to the entire Board, three on premise-managers, and Klark and Sara Tapa, the owner of our Management Company OFPM. I'm happy to share the email on my screen if anyone would like to see it. I have observed this behavior--to be clear, not from all or even multiple Directors--over and over and over and over again and it needs to stop. **Laura Tikunoff** confirmed that the hospital was in need of medical staff during April and May. **Mike Tikunoff** expressed confusion with the writing of item 5e "President Requesting Limits to Short Term Rentals. **Matthew Desario**: I think you are not reading the first line of the item.. The full item is titled "Presentation of Homeowner Letter and Supporting Documents to HVVOA President requesting limits to Short Term Rentals at Hidden Valley." The letter was written by a Homeowner to the President. **Mike Tikunoff** agreed the wording was unclear, but expressed his concern with the Board discussion of these limits. **Ruth Wheeler**: While the limits to Short Term Rentals may be unreasonable, there are valid concerns about what the CC&Rs allow and the fiduciary errors claimed. **Laurel Leach** shared her husband couldn't attend, but that she observed

the Board during the meeting and had concerns with all of the new rules. Laurel Leach didn't believe exceeding the parking limit by one car when the complex is empty, or a long term renter nurse were items worthy of concern, fines, Board action. Laurel Leach shared that a majority of Owners can't make use of their investments, and believes there is a trend of trying to make it more difficult for those Owners to continue to rent short term.

<Addition from Jeff Risse: Laurel Leach also made a comment something along the lines of "just waiting for the part where the board trash-talks her husband", not a direct quote, except she used the words "trash talk" Should include that in her input, as well as the part about thinking it is ok for a condo to allow tenants to park an extra car above the limit of two per unit in the parking lot. Just want to make sure we capture all of the owner's input >

- ~~h. Water heater failure and water damage involving three units in building F~~
 - ~~i. Discussion and possible action; Purchase of machinery for snow removal~~
 - ~~j. Possible Emergency Rule re violation of Mono County Health Department lodging and rental regulations.~~
 - ~~k. MOTION by Ruth Wheeler: Place draft Agenda in google docs. as soon as the zoom meeting information is set up. All board members are allowed to directly add agenda items using an open editing feature. Items may be re-ordered on the agenda, but not removed.~~
- ~~5. Violations, Warnings, and Fines~~
- ~~6. Adjourn to executive session:~~
- ~~a. Items discussed in exec session~~
7. Board Meeting Dates for the remainder of 2020
- a. June 27, 2020. 9:00AM, Hidden Valley, Exec Meeting following
 - b. September 26, 2020. 9:00AM , 318 Apolena Ave. Balboa Island (Newport Beach) Exec Meeting following
 - c. November 14, 2020, 9:00AM, Hidden Valley, Exec Meeting following.
 - d. Annual Homeowner Meeting. November 14, 2020, 2:00PM, Mammoth Library, Ellie Randal Room
8. Meeting adjournment. Adjournment Meeting Adjourned 8:31PM.