FREEDOM HILL COOPERATIVE, INC. Annual Membership Meeting Minutes Sept 30, 2023

ACCEPTED 9-28-2024

Revised by Board Aug 1, 2024

Directors present: President Janet Verville-Clough, Vice President Anita Wise, Treasurer Donna Odde, Assistant Treasurer Richard Goldschmidt, Maintenance Director Joe Keuenhoff, Director-at-Large James Kenney

Members in Attendance: (Refer to Sign In sheet)

55 households represented

Meeting called to order by Board President Janet Verville-Clough at 10:11am by noting the Code of Conduct was in place. She continued with an introduction of all board members. Also noted Laurie Regan as scribe for this meeting.

Janet Verville-Clough requested a moment of silence for members who lost their lives over the past year.

She also mentioned there is an expectation of respect being giving to every speaker.

Mention of meeting being recorded and use of the microphone. Each person would have 3 minutes to speak.*

Any questions not on the agenda would be addressed at the next monthly meeting.

President's Message

Janet continued by thanking the Board and volunteers for the past year. She noted a multitude of projects accomplished such as Tree Removal, culverts, Street Packing, Generator for the Shed, Fire Alarms, Shed garage door openers, LP Tank upgrade, Filters, Back-washing, Radon, Chlorine, Blue Caps...and more to come.

Janet thanked a number of people for helping getting ready for the Annual Meeting including Anita Wise and Helen Hamlin for putting together the Annual Packets for member distribution and Angela Sears and Lynn Michaud for cleaning the Meeting room. There was also thanks given to those who attended and volunteered for the Community Cookout.

Acceptance of Sept 24th, 2022 Annual Meeting Minutes and May 6th, 2023 Special Meeting Minutes

Anita Wise was going to read minutes from prior year Annual minutes but Janet Verville-Clough noted how lengthy they were and that they would take a long time to read so she suggested the members vote to obstain from reading the minutes.

Ron Scovil (8 Dogwood) interrupted the meeting by stating that saluting the flag still needed to be done which was then conducted.

Janet Verville-Clough continued asking for a motion to obstain from reading of the prior Annual Meeting minutes. Jeff Miller (88 Redwood) motioned to obstain from reading the minutes and accept as written. Art Michaud (279 Redwood) seconded the motion. Vote taken resulting in acceptance.

Review of 2022 Audited Financial Statement and July 2023 Financial Statement

Donna Odde commented that the Audited 2022 Financial Statements not available for this meeting and will be addressed at the next monthly meeting.

The packet contained the July 2023 Financial Statement which was accepted at the prior BOD meeting but Donna reviewed with members and welcomed questions. Many of the expenses will show in budget in September. Tara Campbell (319 Redwood) motioned to accept July Financial Statement and Shirley Chamberlain (119 Redwood) seconded. Membership accepted.

Budget Presentation

Donna Odde continued by pointing out that one line in the budget needed to be adjusted to read paving around the shed rather than mercury light. Budget presented has no increase to the rent. Most items remained the same with little cushions here and there in Maintenance. Septic went up due to the increase in frequency of pumps. Donna went into reasons for those increases. She also stated Plowing and Sanding went up due to usage. The filtration media was not budgeted because enough funds were set aside to pay cash when the time comes to replace it. Three items requiring payback to the cooperative were noted, (\$7,875 for Arsenic Canister replacement, \$5,637.75 for Backhoe replacement, \$10,833 to the replacement reserve for the truck). The culvert cleanup is \$20k which is estimate for FHC to do for \$15K and supplies.

Joe Keuenhoff spoke about the culvert cleanup cost of outsourcing versus the lower costs if FHC volunteers complete the work.

Donna said the mini-split was removed from the budget since that was already completed.

Boundary survey done but pinnings would be needed. Anita Wise said 95% completed on survey. Some missing pins. Estimate of \$10K to complete. Jeff Miller (88 Redwood) asked question regarding cutting of trees done but Anita restated that the report was not completed yet. Once done, all would get the results. Janet Verville-Clough noted that there would be a Special Meeting called for the results of the survey.

Diane Bokum (174 Redwood) asked Anita Wise what happened near her property as far as the physical paperwork. Anita didn't answer but Donna Odde commented that the Board of Directors would address once the report was issued.

Donna Rollins (34 Willow Terrace) stated the Federal government has filings dated 2010 for refinance so why don't we have copies of more recent? The BOD reported that the surveyors found no officially filed surveys. A member on the floor said the government shutting down may cause an issue getting any report or contacting them.

Budget items on Agenda

Joe Keuenhoff addressed budget items.

1. Paving around the Shed. He reviewed the current issues with the existing surface. Requesting a quick paving job, nothing fancy for \$25K. Jeff Miller (88 Redwood) mentioned price increases to consider.

- 2. Bundle extra Paving for dead end on Redwood an additional \$15,000.
 - 3. Tractor needs Backhoe attachment so we can do the work ourselves \$7,500.
 - 4. Estimate for Water Valve replacement through Aquamen is \$114,000-\$144,000. (54 currently don't work and 26 more to be assessed).

Donna Odde continued the review of the budget.

Electric increased along with various other expenses. Admin Expenses like Hodges and Legal increased to which Donna Odde explained why. Additional principle budgeted due to refinancing. Property Taxes went down.

We are \$1.87 in the black.

3 items were mentioned to address: budget approval, additional operational funds for water valve replacement, proposal for additional operational funds to take care of all tree issues.

Joe Keuenhoff spoke more about the Water Shutoffs that are needed to be replaced. There are many reasons; rusty, bent pipes. The number of fixes depend on the issues that Aquamen comes across. They will continue to get all done/replaced and fixed. Maintenance plan would be for a rotation of 1/3 one year, 1/3 the next and then 1/3 the following year.

Donna Odde mentioned it could cost up near \$144K over time versus the \$55K to \$88K now depending on the issues found in the future.

Donna continued to speak about the trees to be removed by volunteers which would be about \$40K from the Operating Account. Money can be moved from the reserve but it would mean bank approval in order to move.

Open Discussion to the Members on the floor

Terry Bridges (96 Pine Ridge) asked about the impact on culverts already in good shape. Joe Keuenhoff stated that those culverts would just be cleaned up.

Donna Rollins (34 Willow Terrace) Suggested to do ½ the Water Valves right away and the other ½ in the future. Annette Kowalczyk (171 Pine Ridge) mentioned that these must be done. She saw first-hand a woman's home in the park that had issues from not having the valve replaced.

James Kenney (160 Redwood) stated his was done.

Janet Verville-Clough said the BOD would have to then determine who was to be done first since the BOD is responsible for everyone.

Donna Rollins (34 Willow Terrace) again stated she preferred to only address ½ of the valves now.

Jeff Miller (88 Redwood) In his past when on BODs, they used the Capital Reserve for similar work. He wants all the replacements done as soon as possible. Donna Odde stated it is a matter of upgrades versus working order and that the work is considered restoration not improvement. Which per the Accountant would need the Banks approval to use Reserve funds.

Amelia Gibeault (3 Elm Place) referenced the shutoff valves to Joe since she is getting a lot of sediment and has a secondary filtration in home which is very expensive to replace. Joe Keuenhoff and James Kenney said the current improvements should help but it is the homeowner's responsibility to replace the filters not FHC.

This was noted as a follow up item for the BOD.

Diane Bokum (174 Redwood) mentioned she has the same issue as Amelia with the sediment in her water. She asked if trees between homes could be taken care of by those homeowners. Janet Verville-Clough noted that homeowners can take care of trees 6" in diameter or less but the BOD handles anything larger.

Tara Campbell (319 Redwood) asked how many valves needed to be replaced. Joe Keuenhoff said 54 to fix, 30 still to be assessed, 26 are missing. Donna Odde mentioned Aquamen are in process of assessing.

Larry Tasker (121 Pine Ridge) asked about money from prior years included for the trees and Donna Odde said No, Zero is available since any funds available from FY22 reverted to the Operating Account.

Joe Keuenhoff responded to Diane by saying trees take time to clear and cut. She is on the list. Donna Odde asked if the volunteers are still doing the cutting. Joe said Adam Bergeron (125 Redwood) would need lift, not volunteers.

Terry Bridges (96 Pine Ridge) - \$120K from Operating Account?

Art Michaud (279 Redwood) responsibility of homeowner for checking if their water shutoff is working.

Ron Scovil (8 Dogwood) mentioned there maybe more than one water shutoff on some properties since he has 2.

Jeff Miller (88 Redwood) suggested that since notices usually go out, reminders could be sent to homes for members to check their shutoff valves.

Annette Kowalczyk (171 Pine Ridge) \$500K in Operating Account? What is needed? Donna Odde responded by saying that 3-4 months working cash of \$78K. Annette sought clarification to use Operating account funds and not Reserve Funds. Donna explained that the BOD needs to come to membership for items proposed to be paid with Operating Account Funds. Annette asked the membership if they were clear on what was being suggested.

Annette Kowalczyk (171 Redwood) made a motion for membership to accept the annual budget as presented and to approve the use of Operating Account money to pay for the proposed water valve repairs and tree removal as presented without a rent increase.

Angela Sears (301 Redwood) motion and no other questions regarding budget

Patty Goodwin (99 Pine Ridge) asked when the tree work would start? Donna Odde commented the cost of trees for \$40K during this fiscal year of Oct 1, 2023 – Sep 30, 2024. Janet Verville-Clough stated as soon as possible. Larry Tasker (121 Pine Ridge) asked which trees. Janet stated all trees but they would be prioritized by the BOD. Adam Bergeron (125 Redwood) He can do trees once there are volunteers.

Jeff Miller (88 Redwood) Asked about the pricing for the Paving of the Shed. Janet Verville-Clough said the BOD tends to lean towards Capital City due to past pricing and work. Joe Keuenhoff reached out to other paving companies but scheduling is usually an issue.

Donna Odde cirlced back to Annette Kowalczyk's motion attempt for the Water Valve replacements and repairs. Annette motioned to approve the budget and 2nd proposal of the Water Valves and 3rd for trees by using the money from the Operating Account. Terry Bridges (96 Pine Ridge) seconded.

There were 55 Members in Attendance at this point which required at least 28 acceptance votes in order to pass.

Members were asked to raise their cards. Donna Odde counted: 47 Yes, 3 No, 1 Abstained

Angela Sears (301 Redwood) wanted it known that the reason she Abstained in the voting was that she felt there wasn't enough information for her to vote either way.

Vote to change Rules on sites Rule 3,11 and building and structures 7

Rules Changes were reviewed by Janet Verville-Clough.

#1 – Current Rule: The park provides rubbish removal, and residents may put their trash out no earlier than the evening before the scheduled pick up. Rubbish is to be kept in covered trash containers designed for that purpose and out of sight if possible.

Proposed Rule change: The park provides trash removal. Rubbish is to be kept in covered trash containers designed for that purpose at all times. Residents may put their trash cans out no earlier than the evening before the scheduled pick up and removed the same day of pick up. Trash cans are to be kept out of sight if possible.

Janet explained trash will need to be put out in front of each home the night before in trash cans. This is adding clarity for the trash bags to be in cans.

Terry Bridges (96 Pine Ridge) stated in cans no bags out. Ron Scovil (8 Dogwood) restated bags in the cans. Glenn Flint (27 Willow Terrace) ask about no loose bags. Janet Verville-Clough said bags can't go on top of can.

Janet Verville-Clough stated if the rule is changed it will go in effect in 90 days.

#2 – Current Rule: Section 6 Sites #11 Firewood is to be kept neatly stacked behind the residents' house or shed. If there is a lack of backyard area, the rear portion of a side yard may be used providing the wood pile is screened from view of the community road area and covered with suitable material approved by the BOD.

Proposed Rule Change: All heating fuel ie: firewood, wood pellets, bio log, gas, oil, all other synthetic, manmade materials and any other kinds of heating sources are to be kept neatly stacked behind the residents' house or shed. If there's a lack of back yard area, the rear portion of a side yard may be used provided the heating sources are screened from view of the community road area covered by suitable material approved by the BOD. To comply with the park visual standards of a neat and clean yards.

The rule change is recommended to more clearly identify the more sources of heating sources rather than limiting to firewood.

Terry Bridges (96 Pine Ridge) questioned park standard for clean yards? Jeff Miller (88 Redwood) asked about tanks but was told not the large home heating tanks. Paul Bragg (131 Redwood) questioned why pellets are not allowed in the front of houses. Noted they are heavy to move and does not have back yard space. Donna Odde noted that permission was given in the past for a Shed in the Box for storing his pellets to be installed on his side yard, but he chose not to use it for that.

Paul Bragg (131 Redwood) made a motion for members to not approve this rule change. Diane Miller (88 Redwood) 2nd motion.

Helen Hamlin (251 Redwood) asked if there is any effect on the rest of members. If not, people can go to the BOD if they have questions.

Patty Goodwin (99 Redwood) Understands there could be exceptions to the rule. Jeff Miller (88 Redwood) His opinion is that there needs to be a reasonableness of some with issues. Joe Keuenhoff said the BOD tries to enforce what the members vote. It's the members that approved the motions. Donna Odde said Fair and consistent across membership. Janet Verville-Clough said what about those who move their wood? Angela Sears (301 Redwood) asked if the intent of the change was to add heating source? BOD answered Yes and behind the house wasn't the change, that already existed in the rule. Helen Hamlin (251 Redwood) agrees with the BOD trying to follow the rules. Paul should still go to the BOD again. Cathy Meyer (131 Pine Ridge) stated that pellets are a lot heavier to trapse to the end of the home, out of sight. Adam Bergeron (125 Redwood) Said it's a slippery slope. Pellets are different than lumber. It shouldn't be an issue if it's neat. Terry Bridges (96 Pine Ridge) Doesn't like that there isn't a recourse after voting. Ron Scovil (8 Dogwood) mentioned to the floor that he wants to reject the change.

Annette Kowalczyk (171 Pine Ridge) motion for clarification on screening. Donna Rollins (34 Willow Terrace) Pellets and wood are different. Complaints are ridiculous. Donne Odde stated they are trying to solve semantics at this point.

Voting commenced on the motion to not approve the rule change:

Donna Odde counted: 36 Yes, 3 No, 4 Abstained – Rule Not Changed

Ron Scovil (8 Redwood) says the current rule stays. Janet Verville-Clough agreed and said people would need to approach the BOD. Donna Odde said for people to send requests to the BOD.

#3 Current Rule: Section 5 Building and Structures #7 – Commercial signs are not allowed

Proposed Rule Change: Commercial, Political, or any Advertisement signs are not allowed to be placed anywhere on your lot.

Tara Campbell (319 Redwood) motioned to accept rule change as written. Art Michaud (279 Redwood) 2nd motion.

Discussion on the Motion:

Terry Bridges (96 Pine Ridge) – questioned window or deck? Helen Hamlin (251 Redwood) asked for clarification for "lot". Martha Bartlett (4 Elm Place) what about a For Sale sign? Was told already in Bylaws. Jeff Miller (88 Redwood) No signs from Outside. Donna Rollins (34 Willow Terrace) Stated the 1st Amendment gives the right for political signs. Donna Odde reminded members that the Co-Operative owns the land and members rent. The homes are what they own, not the lot/land. Ron Scovil (8 Dogwood) asked what about Contractor signs while working on ones home? Helen Hamlin (251 Redwood) said political sign are like seasonal signs and should be allowed but removed at the end of the appropriate season. Terry Bridges (96 Pine Ridge)Why for Political?

Donna Odde reiterated rule as stated for additional clarity. Jeff Miller (88 Redwood) Agreed we need clarity. "Commercial" needs to be defined. Lynn Michaud (279 Redwood) asked what is a "lot"? Annette Kowalczyk (179 Pine Ridge) We rent the "lot" which is the land. Donna Odde stated that FHC is the owner of the land which are all members.

Terry Bridges (96 Pine Ridge) asked if stayed just "Commercial" then would never have to remove political signs?

Donna Odde polled members to feel out if it mattered whether signs were on the lot or the deck.

James Kenney (160 Redwood) Repeated motion to move things along.

Larry Tasker (121 Pine Ridge) said all things go: Any sign on lot.

Donna Odde suggested amending the motion. Terry Bridges (96 Pine Ridge) said to Delete the word "No".

A vote was taken on the motion to amend the motion to delete the word "not".

Voting commenced: 26 – Yes, ? - No, 0 – Abstained with 48 attending members Motion to Amend Approved.

Donna Odde repeated the amended Motion - "Commercial, political, advertisement signs are allowed anywhere on lot".

No would mean not approve, Yes would be a new solution in the future.

Open Forum:

New Vote: 15 – Yes, 28 – No, 2 Abstained – Motion to allow any kind of signs anywhere on the lot Failed.

Martha Bartlett (4 Elm Place) – asked descent signs only? Helen Hamlin (251 Redwood) asked for clarity. Donna Odde stated in the future new motions could be brought forward.

SLATE for Board of Directors Voting

Jeff Miller (88 Redwood) Nominated Adam Bergeron for Vice President – Adam accepted to be added to the slate.

Martha Bartlett (4 Elm Place) Nominated Donna Rollins for Vice President – Donna accepted to be added to the slate.

Donna Odde asked if there is any non-member or all members are "in good standing" on the ballot. Was told by Janet Verville-Clough that everyone is all set.

Doreen Scovil (8 Dogwood) and Jeff Miller (88 Redwood) were assigned to count the ballots.

It was acknowledged that Anita Wise had already served 3 consecutive terms on the board as permitted by the Bylaws. Since there were candidates to fill the open Vice Presidents' position, it was questioned if Anita was eligible.

To address this matter, Janet Verville-Clough motioned for a suspension of Bylaw 8.3.

Laurie Regan asked what 8.3 Bylaw means. Janet answered that it is regarding the stipulation that a Board member is limited to 3 consecutive terms. Anita Wise has completed 3 terms and therefore would normally be ineligible to be slated for a position. This would allow her to be on the slate as well.

Donna Rollins (34 Willow Terrace) stated she has an issue with suspending the Bylaw temporarily. The remainder of Membership understood why.

Janet Verville-Clough read the Bylaw 8.3 to membership just in case there were any additional questions.

ByLaw 8.3

Janet Verville-Clough motioned for a Suspension of Bylaw 8.3 and reinstate after the slate voting is complete. A member from the floor seconded the motion.

Voting commenced: 23 - Yes, 14 - No, 9 - Abstained with 44 members in Attendance - Motioned Approved

Copies of slate with additional nominees added were passed around the room. Janet Verville-Clough told everyone to pass completed ballots on to Doreen Scovil.

Counting of the Ballots commenced by Doreen Scovil (8 Dogwood) and Jeff Miller (88 Redwood).

Anita Wise asked everyone to come back to their seats around 1:15pm.

Janet Verville-Clough read the results of the Ballot counts:

- 18 Anita Wise
- 41 Helen Hamlin
- 39 Donna Odde
- 43 Richard Audet
- 8 Donna Rollins
- 24 Adam Bergeron

Conclusion:

Adam Bergeron-Vice President/Helen Hamlin-Secretary/Donna Odde-Treasurer/Richard Audet-DirectorAtLarge Raffle Tickets for \$50 credit towards one month's rent.

Patty Goodwin/Donna Odde/Lisa Blanchard/Hope&Glenn Flint/Deb&David Zargas/Cher Keuenhoff/Ed&Nancy Pauls/Richard Audet

Happy Birthday sang to Anita Wise with cake shared by membership.

Open Forum:

Jeff Miller (88 Redwood) brought up the 15mph can in center of the road being an issue. People are moving over to avoid it and breaking up the asphalt on the side of the road. There was mention from member about drivers of fire vehicles stating issue but Joe disregarded as an issue. Conversation ensued between members and Joe Keuenhoff regarding driving abilities.

Cher Keuenhoff (82 Chestnut) let members know she is Notary and JP. She is available to notarize for FHC members at zero cost.

CIP (Capital Improvements Committee) Donna Odde put a sign-up card on the table near door for interested members to join.

Helen Hamlin (251 Redwood) Thanked the existing Board of Directors for the year of service.

A member requested that a more complete BOD agenda be posted in the mail-house so members would know what would be discussed. Janet Verville-Clough indicated that she would post a detailed agenda for upcoming meetings so members have a chance to review ahead of time.

Janet went on to say that as of Oct 12th she would be resigning as President for various reasons and continued on to thank membership for the time she served.

Ed Paul (23 Willow) asked what do we do now to fill the position? Donna Odde responded by saying that means there is an open vacancy and the existing Board of Directors would address it accordingly.

Janet Verville-Clough motioned to adjourn the meeting at 1:30pm. Members accepted.

*NOTE: Recording stopped at some point.

Submitted and revised by Laurie Regan

Annual Membership Meeting Minutes