

**3rd Quarter, 2 Aug 2025**  
**Foothills Property Owners Association Regular Board Meeting Minutes**  
**Prescott Public Library, Founders Suite A, 215 E Goodwin Street, Prescott, AZ, 86303 USA**

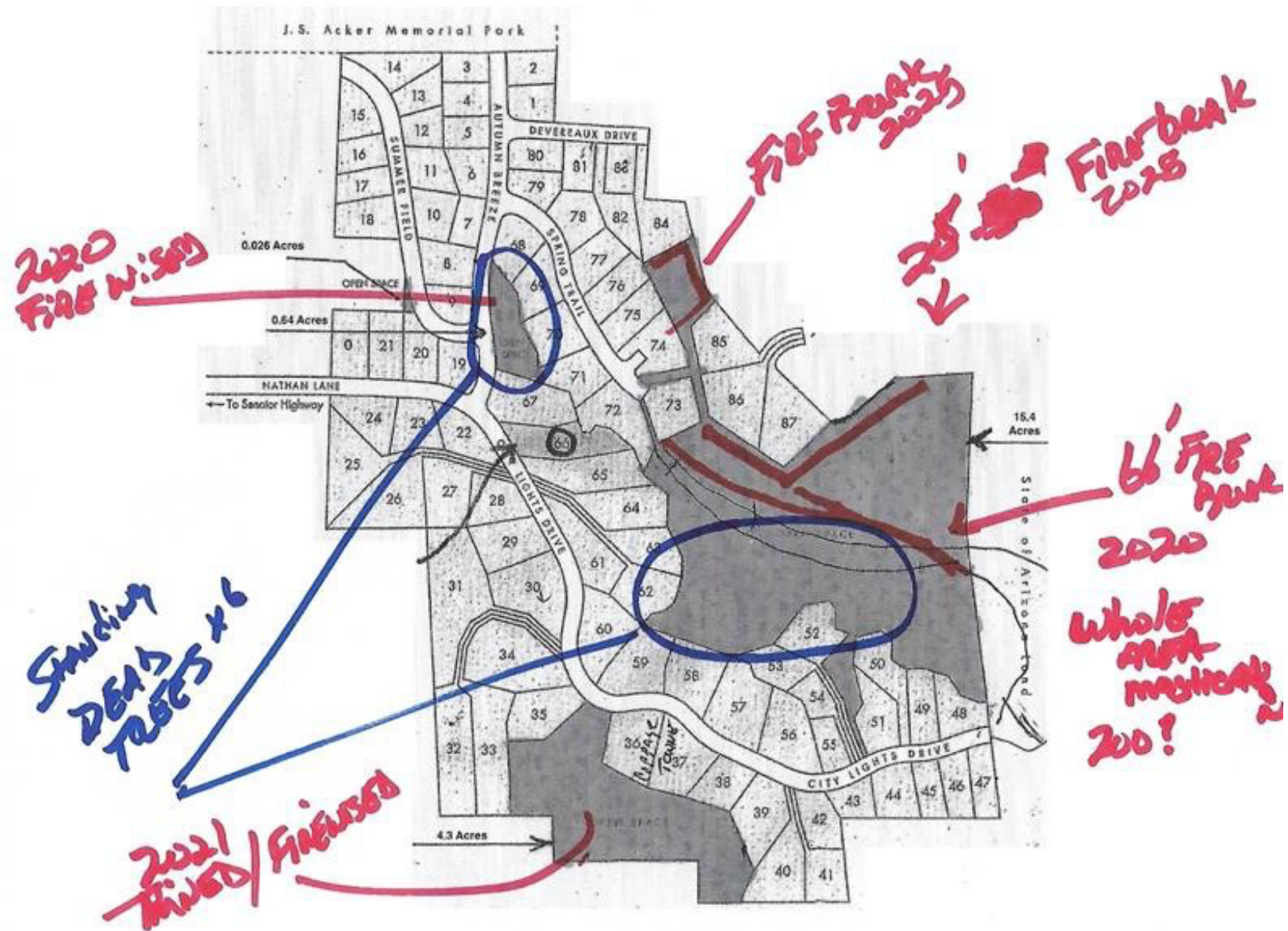
- 1. Meeting called to order at 01:45 PM**
- 2. Attending:**
  - a. Board Members: Jack Swarsbrook, Bob Joslyn, Kevin Mizell, Chris Czuzak, Jon McGuffin, (Quorum Seated)
  - b. Association Members: Sue Carlson, Bob Parker, Ed & Susan Hoyt, Betsy Macy, Jim & Catherine Trapp, Don & Giovanna Pratt, Molly Sanders, Jan Hanna, Ed Blum, Don Michelman, Barbara Red, Sharon Flack, Alicia Czuzak, Barbara Nelson, Joy Georgakas, Dick Milon, Sharon Good
- 3. Recent Firewise work and tree removal:** Jack reported on the recent Firewise work that was approved by the board. The work was done to the south and east sides side of Tract A. The work was done by G&S Precision. Jack thought they did a great job. They also did some standing dead tree removal in areas that had been treated before.
- 4. Potential Follow-on Firewise:** Barbara Nelson, Firewise committee member, reported that the FPOA had a credit of 7.5 Acres worth of grant money still available so they are working on using that grant money to install some firebreaks and clear some common area that was missed (overgrown wash on City Lights).
- 5. ACC Update:** Jack reported that the ACC has had some issues with tree removal not being cleared by the ACC. The ACC will meet and do a full review of the guidelines to ensure it works for all of us. They are currently working on new holiday lighting and tree removal verbiage.
- 6. Finance Update:** Jon reviewed the financials and provided handouts...the handout will be posted on our website.
- 7. Landscape Update:** Bob Joslyn (board member) reported on the state of landscaping and requested inputs from the membership on problem areas. Pam Winton offered to help Bob with the landscaping contract and working with Johnny's to get what we need done, done.

8. **Private Road Maintenance Update:** Jack reported that some of the private drives are showing signs of the crack sealing failing even though we aren't quite into the third year since it was done. The crack sealing is supposed to be good for 3-5 years.
9. **Snow removal for 2025-26:** Jack announced that Kevin Mizell (Board member) will either renegotiate with ZebraScapes or search for a new contractor to do snow removal for the FPOA. The Board will also review a first ever FPOA snow removal policy in hopes of containing costs while providing good service.
10. **30-year anniversary of the CC&Rs/Term paragraph:** Jack gave a briefing on the process as laid out in the CC&Rs for the 30-year anniversary of the CC&Rs. The slides are attached to these minutes. A lively discussion ensued regarding what other options may be available to us if the CC&Rs are terminated. Jack emphasized that in the stage we are in right now there is no reason to get wrapped up in what other options we have. The next stage would start if there is a member request for a special meeting to vote on the termination of the CC&Rs. At this point, we would fully engage our HOA attorney to vet the options that folks think may be available to us. There would be an education campaign, likely by both sides of the issue, and the vote will be taken.

**11. Meeting was adjourned at 03:18 PM.**

**SIGNED**

Jon McGuffin, Secretary  
Foothills Property Owners Association



# Process Provided in Our Documents



# FPOA CC&Rs PART I

## □ Paragraph 13.13 Term

- 30 years from recording CC&Rs (14 Mar 1996 – 15 Mar 2026)
  - Auto renewal
    - Do Nothing
  - Termination
    - Board Recommends
    - Or
    - Special meeting Called by Members

# FPOA CC&Rs PART I

- Auto Renew

- New 10 Year Term

- Vote to Terminate

- Vote in the 6 (six) month period before the 30 year anniversary (15 Sep 2025 - 15 Mar 2026)

- Simple majority required in the affirmative to terminate CC&Rs (50%+1)

- 30% quorum (25 votes)

- If that's all we got at a meeting or ballots returned...then 13 people determine the future of the FPOA

- Special meeting

- Written request signed by 25% of the voting power (21 voters)

# FPOA CC&Rs PART I

- ❑ **Vote Fails**

- ❑ Auto renew 10 years

- ❑ **Vote Passes**

- ❑ Instrument of Termination prepared
  - ❑ Instrument of Termination recorded
  - ❑ Termination effective upon the recording of that document

# FPOA CC&Rs PART I

- ❑ Non Profit corporation (FPOA) continues to exist
  - ❑ FPOA has none of the powers/authority provided by CC&Rs
    - ❑ “Zombie” Corporation
      - ❑ Legally untenable position
      - ❑ Responsibilities with no authority
      - ❑ Inability to raise operational Funds
      - ❑ Liability for common areas/private roads
      - ❑ Confusion regarding Association’s power



# FPOA CC&Rs

## PART II

- Board makes a recommendation, via resolution, to the membership whether to continue FPOA or dissolve FPOA
  - Membership votes on resolution
  - Membership simultaneously votes on dissolution plan
    - Addresses disposition of all Association assets