

**Goldfield Property Owners Association  
Draft Board of Director's Meeting Minutes  
June 13, 2011**

Board Member Attendees: Marty White, Bob Waldo, Tom Zollars, Randy Haines, Bob Kammerle

1. The meeting was called to order at 8:03 AM with all members present.
2. Approval of the Board meeting minutes of May 10, 2011. Motion by Randy Haines, second by Bob Waldo, and passed unanimously.
3. Review of outstanding assessments, financials and questions and discussion regarding insurance payment of Directors & Officers liability insurance payment. Bob Waldo to follow up with Golden Valley Property Management regarding status of Directors & Officers insurance.
4. Randy Haines noted that it is too early to tell but it appears the current assessment delinquency rate is running about the same as the 13% delinquency rate in 2010 and a budget shortfall of approximately \$18,000 could reasonably be projected for the remainder of the year.
5. Randy Haines moved to approve the Policies of the Board of Directors regarding the Board of Directors action and authorization guidelines, attached hereto. Motion was seconded by Bob Kammerle and approved by the Board 3-2 with Marty White and Bob Waldo not voting for approval.
6. Discussion regarding al Glenister's issues outlined in his June 9 email, the gate and fencing crossing Over Drive and documents showing electrical fund distribution by phase based on linear foot calculations. Randy Haines will follow up with Mr. Glenister, investigate the condition of the gate and distribute the electric fund distribution calculations to the Board.
7. Marty White distributed proposed requirements for bidding purposes for grading and chip seal of various roadways within Goldfield Ranch
8. Randy Haines distributed responses to Request for Proposals from Anderson Nelson and Engineering & Surveying Technologies, Inc. and will distribute to the Board the Request for Proposal they received.
9. The time and date of the next Board meeting was determined to be June 21, 2011 at 8:00 AM by motion from Bob Kammerle and second by Bob Waldo. The motion passed unanimously.
10. Motion to adjourn the meeting at 9:05 by Randy Haines and seconded by Bob Waldo.

GPOA Board Policies  
Adopted by the Board June 13, 2011

1. It is the policy of the GPOA Board of Directors that no action or authorization by the Board shall be deemed taken or granted except by a motion, a second, discussion, and majority vote at a duly called meeting at which a quorum is present (by unanimous written consent to action without a meeting) and recordation in approved minutes.
2. It is the policy of the GPOA Board of Directors that no Director or combination of Directors has Board authority to obligate the Association or the Board to any action or contract that may incur a financial obligation or tort or legal liability unless specifically authorized by the procedures set forth in paragraph 1 above.
3. It is the policy of the GPOA Board of Directors that every Director has a fiduciary duty to keep the entire Board fully informed of all material facts, actions and knowledge that are relevant to the duties, responsibilities and actions of the Board and the Association.
4. Policies 1-3 above will become effective only upon receipt of a legal opinion from Association counsel, which is hereby requested from James Hazlewood, confirming that these policies are consistent with Arizona law with respect to actions of a Board and with respect to the *actual* authority and duties of an individual Director of an Arizona nonprofit corporation.
5. If the whole Board determines, by majority vote, that a director has violated any of Policies 1 – 3, then the Board may vote to remove such Director from any office he may hold (but not remove him as a Director from the Board).
6. The GPOA Board of Directors unanimously authorizes Tom Zollars and Randy Haines to sign a contract with S&H Grading, or an amendment to the May 11 contract, for the spreading, watering, grading and compacting of the stockpiled material on Boot Hill for a price not to exceed \$4,400.