Smuggler Homeowner's Association, Inc.
C/O Rutledge and Company
P.O. Box 3149
Aspen, Colorado 81612
Will@RutledgeandCompany.com
970.948.6257

Minutes of Association Special Meeting

21 March 2024

5:33 PM – Call to Order: 301 Oak Lane, Aspen, CO 81611 and Web Conference

Roll call (verbal):

Board Members:
Campaigne, Elizabeth | 309 Oak
~~Clark, Casarae | 321 Oak~~
Cook, Dave | 111 Maple
~~Dillon, Jamil | 115 Maple~~
Forester, James | 134 Maple – post quorum
~~King, Donna | 106 Maple~~

Additional Members:
Joseph, Nete | 324 Oak
Zhaharko, Wendy | 307 Oak
Schlundt, Susan | 326 Oak
Galluccio, Vince | 325 Oak
Hanek, Linda & Taylor, Jane | 231 Oak
Gallucio, Vince | 325 Oak
Louthis, Tricia | 313 Oak
Von Renkel, Kallen | 221 Cottonwood
Costello, Stepanie | 328 Oak
Corbin, Sam | 217 Cottonwood
Swann, Caroline | 306 Oak
Simpson, Patty | 116 Maple

Warming, Solveig | 120 Maple – post quorum
Perkins, Wendy | 122 Maple – post quorum

Proxies: None.

Association Manager: Will Rutledge, Rutledge and Company

Additional Guests: Johnston, Ben – Johnston VanArsdale

Quorum: With proxies counted, it was determined that fourteen (14) of the Association Member votes were present at the call to order ***not*** constituting a quorum, >20% of the total Members (84 members in good standing x .2 = ≥ 17 members).

Discussion of Management Competitive Solicitations: Dave Cook led the discussion on the topic of garnering competitive interests in managing the Association. Ben Johnston recommended this procedure:

1. At the next Board Meeting, the Board will formally form a committee to head a search for management companies to offer proposals to manage the Association, create the charter for the committee (composition of the committee and what the committee is charged in doing), and nominate one or more Directors to chair the committee.
2. The Association will then send out a solicitation for owners to be on the committee.
3. At the next meeting after the solicitation and names have been compiled, the Board will select the rest of the members of the committee.
4. With a deadline, the committee will submit its findings to the Board for their consideration.

Leslie passed around a document with the intent of setting a guideline for the solicitors noting that the document had been created from Management's current contract. Management noted that the document contained sections verbatim from its contract, which is a direct violation of the proprietary clause of the contract.

Management and others noted that any attempt to replicate current management as a model or otherwise educate solicitors is a clear breach of ethical responsibility of the Association.

There was a continuing discussion on the ability to give pertinent information to potential solicitors. Management noted that any use of it's information of any nature, form or medium (including, without limitation, verbal information) relating, directly or indirectly, to Management's methods, processes, strategies, marketing methods, communications structures and techniques, IT practices, customer lists, sales/revenue data, financial statements, financial information, pricing practices, purchasing strategies, business techniques, hiring practices, management practices and other operating procedures, its Management Agreement, it's website and all forms, information and concepts thereon, all forms or other templates used and/or created by Management, the identity of Management's vendors, information from or related to such vendors, the identity of Management's contractors whether used by the Association or not, Management's customers, and all products of Management as currently existing or as hereinafter created or modified or used by Management in its operations are part of it's proprietary business, and may not be used in the solicitation of proposals.

Approval of Special Meeting Minutes of 12 February 2024: Action Item: Tricia motioned with a 2nd by Dave to approve the minutes of the 12 February Special Meeting. The motion carried unanimously with a verbal vote.

Open Forum:

Stephanie spoke on the operations processes, and requested transparency.

Tricia spoke on the lack of transparency.

Vince asked about the variance process.

Susan, Wendy Z., and Leslie asked about accounting.

Susan noted women are apprehensive of coming to a meeting due to Management's demeanor.

Sam asked for help with nuisance and pet enforcement.

Leslie spoke on the history of legal expenses for the Association.

Leslie questioned the Board's composure by allowing Management to continue and be at the meeting.

Kallen noted that she was not interested in "over management", and questioned the reserve assessments.

Meeting Adjourned – 6:36 PM