RECORD OF PROCEEDINGS OF THE THE FARM AT ARAPAHOE COUNTY BOARD OF DIRECTORS MEETING JANUARY 12, 2016

MEETING CALLED TO ORDER:

The Board of Directors for The Farm at Arapahoe County Homeowners Association, Inc., met at Fox Hollow Elementary School on January 12, 2016. Board members present were Kimberly Armitage, Rory Lamberton, Michael McNeil and Karl Sheldon. Also, in attendance were Jessica Moser and Mark L. Eames, PCAM with PCMS. Director Armitage called the meeting to order at 6:31 p.m. and noted that there was a quorum.

DISCLOSURE OF POTENTIAL CONFLICT INTEREST:

Director Armitage noted that the general disclosure statements for those Board members present at the meeting have been updated and filed on behalf of the members of the Board of Directors as required by Colorado State Statute and are maintained as part of the Association corporate files.

NOMINATION AND ELECTION OF OFFICERS:

The following Directors were approved for nomination for the following positions as Officers of the Corporation for 2016:

Kimberly Armitage	President
Karl Sheldon	1 st Vice President
Marina Takacs	2 nd Vice President
Rory Lamberton	Treasurer
Michael McNeil	Secretary

A motion was made by Director Lamberton, seconded by Director Sheldon and with no public comment unanimously passed to close nominations and to elect the above-listed Board members for the 2016 Officers.

ADJOURNMENT:

The meeting was adjourned at 6:40 p.m. The next tentative regularly scheduled meeting of the Board was set for March 15, 2016 at Fox Hollow Elementary School.

IN WITNESS WHEREOF, the foregoing has been duly executed by the Board of Directors as of the 15th day of March 2016.

THE FARM AT ARAPAHOE COUNTY BOARD OF DIRECTORS

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Secretary/Authorized Agent

RECORD OF PROCEEDINGS OF THE THE FARM AT ARAPAHOE COUNTY BOARD OF DIRECTORS MEETING MARCH 15, 2016

MEETING CALLED TO ORDER:

The Board of Directors for The Farm at Arapahoe County Homeowners Association, Inc., met at Fox Hollow Elementary School on March 15, 2016. Board members present were Kimberly Armitage, Rory Lamberton, Michael McNeil and Karl Sheldon. Also, in attendance were several members of the public and Jessica Moser and Mark L. Eames, PCAM with PCMS. Director Armitage called the meeting to order at 6:08 p.m. and noted that there was a quorum.

DISCLOSURE OF POTENTIAL CONFLICT INTEREST:

Director Armitage noted that the general disclosure statements for those Board members present at the meeting have been updated and filed on behalf of the members of the Board of Directors as required by Colorado State Statute and are maintained as part of the Association corporate files.

CONSENT AGENDA:

Upon review, a motion was made by Director Sheldon, seconded by Director Lamberton and without public comment, unanimously passed to approve the following consent agenda items as presented:

- a. Record of Proceedings for September 22, 2015 and January 12, 2016
- b. Unaudited Financial and delinquency reports through December 31, 2015 and January 31, 2016
- c. 2016 Legal Services Non Retainer and Risk Share Fee Programs
- d. Electronic Consent Ratification: Grant Request for Central Park

OFFICER REPORTS:

LEGAL UPDATES:

The Board reviewed the status update from the Association's legal counsel.

COMMITTEE REPORTS:

2016 Committee Appointments: A motion was made by Director Lamberton, seconded by Director Sheldon and without public comment, unanimously passed to appoint Ralph Ferullo as the chairperson of the DRB and Steve O'Leary, Jenn Shaddock and Ray Seggelke as members of the DRB and to appoint Steve O'Leary as the chairperson for the Landscape Committee and Karl Sheldon, Esperanza Ybarra and Jenn Shaddock as members of the Landscape Committee.

Design Review Board (DRB): No official report.

Landscape Committee: Mr. Eames noted that the Committee met prior to the Board meeting to review tasks for 2016 and will provide an update to the Board at the next meeting. The Board reviewed the request that was submitted by Kari Smith, the President of the Hillcrest sub-association who requested consideration for additional maintenance be provided in a common area within the sub-association that is owned and maintained by the Association. Mr. Eames noted that the Landscape Committee approved moving forward with the proposal submitted by the Association's landscape contractor to have this area cleaned up.

Social Committee: No official report.

SALAD Committee Charter: No official report.

AdHoc Consolidation Review Committee: Ralph Ferullo was in attendance to provide an update to the Board of Directors regarding the Committee's recommendation with respect to the proposed Metro District/HOA consolidation, Attachment A. Mr. Ferullo noted that the Committee did not feel qualified to make a final decision regarding direction on this matter and requested that the Board solicit a proposal from an outside third party to provide additional assistance. The Board agreed and requested that PCMS solicit a proposal for professional assistance and upon receipt, forward it to the Board of Directors for their review and consideration of approval via electronic consent. The Board's goal is to have a direction on this business matter by the July 2016 Board of Directors meeting.

OTHER REPORTS:

Goodman Metropolitan District Update: Director Armitage updated the Board on several items the Metropolitan District is currently working on. The District will be putting together a magnet that includes contact information for all of the entities within The Farm and will be sent to each owner.

The Farm at Arapahoe County Homeowners Association **Board of Directors Meeting** March 15, 2016 - Page 2

MANAGEMENT REPORT:

Mr. Eames reviewed the correspondence sent out and received for the month and provided an update to the Board regarding several items that have been resolved since the last meeting. The homeowner at 6506 S. Richfield Street submitted a letter which was very volatile, regarding \$325 in fines that had been applied to the account for a covenant issue. The Board noted that they would be willing to remove 50% of the fines provided that the owner pay the remaining 50% by March 31, 2016.

UNFINISHED BUSINESS:

Metro District/HOA Consolidation: The report on this matter was discussed during Committee Reports.

NEW BUSINESS:

The Board of Directors reviewed two proposed limited covenant amendments provided by legal counsel based on comments from owners in attendance at the Annual Membership Meeting regarding leasing a home and no marijuana growing in the community. The Board does not wish to pursue the leasing amendment and tabled the action on the no marijuana growing amendment pending direction on the HOA/District consolidation so that the Association can send out all of the information to the community at one time for a vote rather than two separate mailings.

HOMEOWNER MEMBER PUBLIC FORUM:

The homeowners in attendance did not have any items for discussion during the public forum portion of the meeting.

ADJOURNMENT:

The meeting was adjourned at 7:32 p.m. The next tentative regularly scheduled meeting of the Board was set for May 24, 2016 at Fox Hollow Elementary School.

IN WITNESS WHEREOF, the foregoing has been duly executed by the Board of Directors as of the 24th day of March 2015.

THE FARM AT ARAPAHOE COUNTY BOARD OF DIRECTORS

By Michael J. Munul Secretary/Authorized Agent

Attachment A

February 22, 2016

Board of Directors Farm at Arapahoe County Homeowners Association

re: Recommendation to The Board as to the advisability of pursuing consolidation with the Goodman Metropolitan District.

Dear Members of the Board.

The members of this special committee were requested to review the available documents and any other discover able information and make a recommendation to The Board of Directors to pursue one of the following:

- 1. No change should be made to the current situation.
- 2. The Homeowners Association should be dissolved and all assets and obligations of the HOA should be transferred to the Goodwin Metropolitan District.
- 3. The Goodwin Metropolitan District should be allowed to cease operation when all bonds are paid off and the assets of the district transferred to the HOA.
- 4. Some other recommendation not foreseen.

The original due date of this report was the end of October 2015. The committee was unable to meet this date and extensions were granted by the Board. Further extensions were granted as the committee pursued interviews with communities already under Metropolitan District Management. Unfortunately these were not accomplished for various reasons and the committee determined it would report out without these meetings.

The committee is including source documentation as part of this report for the Boards use. All of this documentation, with the exception of HindmanSanchez letter of January 2, 2014, is available to the public.

The committee reviewed all possibilities under the light of what we believed would be of the most benefit to The Farm homeowners. We met several times to discuss merits of each approach. We used Wolfersberger, LLC document "HOAs vs METROPOLITAN DISTRICTS"(available on the internet) to define each aspect. Each member of the committee took sections of the document and presented them for discussion.

We understand that there will not be total agreement from all homeowners as to HOA vs Metro District. Those selling their home would want lower HOA fees where long term residents may want lower total taxes. The time line for the change was at the completion of the bond obligation of the metro district. Any major change will require agreement of at lest 67% of the members of the HOA.

The Metro District currently cannot provide trash collection. Any change to the HOA must

provide for this in some form. This may change through legislation prior to any change but is a consideration.

A general comparison of HOAs and Metropolitan Districts is provided by Wolferberger, LLC and is included in the attached documents. Reading of this leads one to believe the primary advantage of converting to a Metropolitan District is the Districts ability to raise funds through taxation. The HOA dues would be eliminated. This would be beneficial to those selling their homes as buyers are put off by high HOA dues. The downside of this is owners of higher priced homes would pay proportionally more for "HOA" services through higher taxes. Rough estimates would show a needed tax increase of 8 mills. (implementation after bonds are retired)

Additional advantages are seen in collection of dues. Since all funds are received through taxation there are no expenses in collection past dues.

The primary disadvantage of converting to a Metro District is in voting. As an HOA each property has one vote exercised by the owner. The Metro District however is by registered voter residing in the district. In this case owners and renters alike have equal voting rights but could have conflicting interest in the outcome.

Dissolving the Metropolitan District and transferring all obligations and properties to the HOA has it's own pitfalls. The primary would be the Dues increase required. Roughly an increase to \$95 a month would be required. This could be a detriment to the sale of the homes.

In consideration of these facts and the totality of the included documents we will recommend the HOA consider delegation of authority to the District through a separate agreement. This would provide the homeowners with the maximum protection while minimizing the HOA workload.

We also would recommend the HOA provide funds for an in depth study by an independent consultant to provide further guidance to accomplish the change,

Dear Farm Board Members,

As Liaison to the Adhoc Consolidation Review Committee, I would like to give you their reports and add my own summary. After reading the report and talking with committee members, I would like second the recommendation that we fund a neutral third party to study the issue in depth.

The potential of consolidation still holds some potentially strong benefits to the homeowners and community. However, there are so many details and questions to be answered that it is very difficult for a volunteer committee to address on volunteer time. The Farm Board has been discussing this issue for years and still does not have all the issues and questions addressed. Therefore, I believe the board should fund a separate professional entity to do the analysis.

Thanks, Michael McNeil Farm Board Secretary and Adhoc Consolidation Review Committee Liaison

These are additional comments from an email chain with Ralph and Steve O'Leary. After Steve's message, I talked to Rob and he agreed on the study suggestion:

Good Morning Ralph and Rob,

Please forgive the tardiness of my response. I've been thinking a great deal about the recommendation in the letter dated February 22, 2016 to the BOD and would like to suggest that we remove the recommendation that the "*HOA consider delegation of authority to the District though a separate agreement.*" I'm not comfortable saying that at this time because I don't believe we were able to gather enough information to make that recommendation.

I believe that we should make the recommendation that the HOA hire/engage a neutral third party to study the issue in depth. I also would like to suggest that the District split the cost of the study. I really think that there is more information available that would assist the BOD in making an informed decision.

I'm asking for this change because I have found out that the District does not just "go away" after the bonds are paid off but that it stays in effect with a smaller mill levy to continue the maintenance of the property within its jurisdiction. That fact alone refutes our assumption that the HOA dues would need to increase to maintain these properties.

RECORD OF PROCEEDINGS OF THE THE FARM AT ARAPAHOE COUNTY BOARD OF DIRECTORS MEETING AUGUST 16, 2016

MEETING CALLED TO ORDER:

The Board of Directors for The Farm at Arapahoe County Homeowners Association, Inc., met at Fox Hollow Elementary School on August 16, 2016. Board members present were Kimberly Armitage, Rory Lamberton, Michael McNeil, Marina Takacs and Karl Sheldon. Also, in attendance were several members of the public and Mark L. Eames, PCAM with PCMS. Director Armitage called the meeting to order at 6:08 p.m. and noted that there was a quorum.

DISCLOSURE OF POTENTIAL CONFLICT INTEREST:

Director Armitage noted that the general disclosure statements for those Board members present at the meeting have been updated and filed on behalf of the members of the Board of Directors as required by Colorado State Statute and are maintained as part of the Association corporate files.

CONSENT AGENDA:

Upon review, a motion was made by Director Sheldon, seconded by Director Lamberton and without public comment, unanimously passed to approve the following consent agenda items as presented:

- a. Record of Proceedings for March 15, 2016
- b. Unaudited Financial and delinquency reports through June 30, 2016
- c. Electronic Consent Ratification: Variance request for SunShades Denied.

OFFICER REPORTS:

FINANCIAL REPORT REVIEW:

The unaudited financial and delinquency reports for July 31, 2016 were reviewed by the Board. Upon final review, motion was made by Director Sheldon and seconded by Director Lamberton and with no public comment, unanimously passed to accept and file for audit the financial and delinquency reports for the months ending through July 31, 2016.

LEGAL UPDATES:

The Board reviewed the status update from the Association's legal counsel.

<u>Draft Leasing Resolution</u>: The Board of Directors reviewed the draft leasing resolution provided by legal counsel. A statement was made that Arapahoe County may not allow AirBNB rentals. It was agreed to table any further action on this resolution and have management confirm if the County has such an ordinance and if so, it would therefore be the County that would regulate AirBNB concerns.

COMMITTEE REPORTS:

Design Review Board (DRB): No official report.

Landscape Committee: Mr. Eames reviewed the owners at 17001 E. Aberdeen Drives request to add a cement patch to connect the open space and add bushes in the area surrounding the memorial bench in the common area near their home. An estimate was provided by Cox Professional Landscape Services to have this work completed at a cost not to exceed \$2,295.00. Upon review, a motion was made by Director Lamberton, seconded by Director McNeil and without public comment, unanimously passed to approve moving forward with this project at a cost not to exceed \$2,295.00.

Social Committee: No official report.

SALAD Committee Charter: No official report.

AdHoc Consolidation Review Committee: No official report.

OTHER REPORTS:

<u>Goodman Metropolitan District Update</u>: Director Armitage updated the Board on several items the Metropolitan District is currently working on.

MANAGEMENT REPORT:

Mr. Eames reviewed the correspondence sent out and received for the month and provided an update to the Board regarding several items that have been resolved since the last meeting. Discussion continued regarding the dissatisfaction of services with the landscape contractor for this year. After a lengthy discussion, the Board requested that Mr. Eames contact Terracare Associates, the current landscape contractor for the Goodman Metropolitan District and seek a proposal to take over operations for the Association effective October 1, 2016.

UNFINISHED BUSINESS:

Metro District/HOA Consolidation: Mr. Eames reviewed the information submitted by MIDG and the resume and experience submitted by Sheila MacDonald to assist with the proposed Metro District/HOA Consolidation concept and discussed the need to have both entities get together and confirm a realistic budget model showing the synergy of the two entities merging. Upon review, motion was made by Director Armitage, seconded by Director Sheldon and without public comment, unanimously passed to appoint Director McNeil as the Association's Board liaison to work with Mr. Eames and the Goodman Metropolitan District Board liaison and professionals on a projected merge budget and approved the conceptual outline provided by Shelia MacDonald with MIDG to work with the Association on documents to assist in the presentation of the proposed merge to the membership.

NEW BUSINESS:

2017 Budget Preparation: Mr. Eames reviewed the draft 2017 proposed budget and narrative with the Board. Upon review, motion was made by Director Sheldon, seconded by Director McNeil and without public comment, unanimously passed to approve the proposed draft pending final confirmation on the holiday lighting budget line item and provide in the mailing that will be sent to the membership with the annual meeting notice (Attachments A).

Annual Meeting Preparation: Mr. Eames noted that the Annual Membership Meeting is scheduled for November 8, 2016 at Fox Hollow Elementary School and that there are two (2) board positions up for election this year.

HOMEOWNER MEMBER PUBLIC FORUM:

The homeowners in attendance did not have any items for discussion during the public forum portion of the meeting.

ADJOURNMENT:

The meeting was adjourned at 7:12 p.m. The next tentative regularly scheduled meeting of the Board was set for September 27, 2016 at Fox Hollow Elementary School.

IN WITNESS WHEREOF, the foregoing has been duly executed by the Board of Directors as of the 27th day of September 2016.

THE FARM AT ARAPAHOE COUNTY BOARD OF DIRECTORS

By Muhu I m mil Secretary/Authorized Agent

The Farm at Arapahoe County Homeowners Association, Inc. 2016 Approved Budget, 2016 Estimated Actual, 2017 Proposed Budget

Attachments A

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Assessments	\$866,160	\$866,160	\$866,160
Fines Income	\$3,400	\$7,000	\$3,500
Legal Income	\$4,500	\$4,200	\$4,000
Late Fee Income	\$6,000	\$7,000	\$6,000
Miscellaneous	\$2,000	\$15,200	\$2,000
Goodman Bill Back	\$15,000	\$14,000	\$14,000
Carry Over (Loss)	\$104,590	\$108,000	\$97,740
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Water/Sewer/Stormwater	\$248,500	\$235,600	\$249,800
Electric	\$15,850	\$15,200	\$16,000
Trash Removal	\$224,000	\$213,600	\$224,000
Snow Removal	\$12,000	\$11,500	\$12,000
Landscape/Contract Maint.	\$150,000	\$152,700	\$154,000
Sprinkler Repair	\$24,000	\$22,800	\$23,000
Trees Maint. and Replacement	\$35,000	\$35,000	\$35,000
Grounds/Maint. Supplies	\$8,000	\$7,350	\$8,000
Social/Recreational	\$18,000	\$17,100	\$18,000
Capital Improvements	\$50,000	\$0	\$25,000
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Holiday Decorations	\$7,500	\$7,500	\$7,500
Legal-General	\$12,000	\$4,500	\$12,000
Legal Covenant Expenses	\$6,000	\$5,200	\$6,000
Legal Risk Share	\$5,000	\$2,800	\$5,000
Legal Collection Expenses	\$6,000	\$5,800	\$6,000
Audit/Income Taxes	\$4,000	\$3,800	\$4,000
Professional Fees	\$78,000	\$77,500	\$78,000
Consolidation Expenses	\$0	\$7,500	\$7,500
Insurance	\$14,800	\$13,800	\$14,600
General Administration	\$32,000	\$27,500	\$28,000
Bad Debt	\$5,000	\$9,000	\$10,000
Reserve Contribution	\$46,000	\$46,000	\$50,000
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The Farm at Arapahoe County Homeowners Association 2017 Operations, Maintenance and Reserves Budget Narrative

OPERATING REVENUES

Homeowner Assessments

Budgetary estimate is based upon 1604 homes paying a monthly assessment rate of \$45.00. There is no projected increase in the assessment rate for 2017 from 2016.

Fines/Legal/Late Fees Income

Late fee and fine revenue estimates are based upon historical data from previous year's data. Legal income is based upon projected costs associated with either assessment collection and/or covenant enforcement which the Association would seek to be reimbursed for costs from the owner.

Miscellaneous Income

Miscellaneous income includes but may not be necessarily limited to; operating account interest, outside income from social activities and reimbursement costs associated with professional services billed back for the care of a lot and/or home in the community that is not being maintained, such as a foreclosure.

Goodman Metropolitan District Bill Back

In late 2012 the Association and the Goodman Metropolitan District, hereinafter referred to as the "District" agreed to transfer over certain maintenance responsibilities related to the Arapahoe Road corridor maintenance to the District. As part of that transfer and agreement both parties agree that the District would reimburse the Association for the irrigation water costs associated with the Arapahoe Road corridor.

Carry-Over Funds

Carry-over funds are income in excess of projected expenses, in this case from 2016 that the Board of Directors has authorized to carry forward in 2017 as revenue.

HOA OPERATING EXPENSES

Water/Sewer/Stormwater

Costs associated with the irrigation (watering) of all properties owned and maintained by the Association. The 2017 estimates are based upon a more normal seasonal moisture pattern for 2017 versus 2016, but does anticipate an increase in the cost of water by ECCV in 2017 of 6%.

Electrical Usage

Costs associated with the electrical usage of all properties owned and maintained by the Association. The 2017 estimates are based upon projected 2016 estimated actual, with an anticipated increase in the cost of electricity in 2017 of 5%.

Trash Removal

Budgeted figure includes all trash removal for all private residences in the Association. The contract was negotiated and renewed in 2015. The 2017 estimates are based upon projected 2016 estimated actual, with an anticipated increase in the cost of service in 2017 of 4%.

Snow Pushing Contract

Budget figures reflect current estimated costs for customary snow removal operations for all properties owned and maintained by the Association through the current landscape contractor. Estimates are based upon the lineal footage of sidewalks adjacent to all of the tracts owned by the District, with an estimate of fourteen (14) snow storms during the year.

Landscape/ Contract Maintenance

Budget figures reflect the current contract for day-to-day seasonal landscape maintenance and operations of the properties owned and maintained by the Association through the current landscape contractor.

Sprinkler (Irrigation) Repairs

Those costs associated with continuing day-to-day maintenance of the irrigation system during the Spring, Summer and Fall 2017, for the properties owned and maintained by the Association.

Tree Maintenance and Replacement

Budget figures reflect the estimated costs associated with preventative tree maintenance for all property owned and maintained by the Association along with projected costs for certain tree and/or shrub replacements that may be approved by the Board of Directors based upon recommendation by the Landscape Committee.

Grounds/Maintenance & Supplies

Those costs associated with continuing day-to-day maintenance for vandalism, lighting, signage repairs, electrical repairs, etc., that would not fall under the contractual agreement with the current landscape contractor and would not be considered a reserve expense for all of the tracts owned by the Association.

Social/Recreational Activities

Budget figures reflect the continued support of the Board of Directors of a social/recreational budget for the Association to continue to convey a sense of "community" to the neighborhood and its respective members. This budgetary line item requires the continued organization, participation and SUPPORT of volunteer homeowners.

HOA OPERATING EXPENSES CONTINUED

Capital Improvements

Budgeted funding for potential capital landscape projects that may be recommended by the Landscape Committee in 2017 for certain common properties owned and maintained by the Association. All proposed projects must be approved by the Board of Directors.

Holiday Decorations

Budget figure reflects the estimated costs associated with purchasing as necessary and installing decorations on the main monuments in the community owned by the Association for the holiday season. All proposed holiday lighting must be approved by the Board of Directors.

Legal-General

This budget category includes estimated costs associated with all general legal processes and opinions initiated by The Farm Board of Directors for the benefit of the Association members.

Legal-Covenant Expense

This budget category includes estimated costs associated with all types of potential legal covenants enforcement activities initiated by The Farm Board of Directors for the benefit of the Association members.

Legal-Risk Share (Collection) Expense

This budget category includes estimated costs associated with the risk share program the Board of Directors entered into with the Associations Collection Attorney's in the Fall of 2012. The risk sharing fee structure gives the Association everything a collection agency and law firm combined could provide all under one service and allows the attorney to share the risk with the Association. The benefits of the program are much lower up front costs to the Association for delinquent accounts turned over to the Attorney. The program provides for the Attorney to receive an agreed upon percentage of all funds collected on accounts turned over. If funds are not collected the Attorney does not receive payment for the collection activity, outside of normal associated costs to be recouped.

Legal-Collection Expense

This budget category includes estimated costs associated with all types of potential legal assessment and/or penalty collection activities initiated by The Farm Board of Directors for the benefit of the Association members, not associated with the legal risk share program.

Audit, Tax Preparation

This budget category includes estimated costs associated with the preparation of the 2016 audit and tax return for the Association.

Professional Fees

Estimated costs associated with outside professionals utilized by the Association for services such as but not necessarily limited to; management/accounting and assessment collection; engineering; drafting services; courtesy patrol and lot clean up on abandoned/foreclosed homes.

Consolidation Expenses

Estimated costs associated in communicating to the member stake holders regarding the advantages of consolidating the operations of the Association into the Goodman Metropolitan District.

Insurance

Budget estimate includes costs associated with maintaining the general liability, hazard and Director and Officer insurance policies for the Association.

General Administration

Budget estimate includes costs for paper, postage, faxes, assessment payment coupons, envelopes, banking service charges, electronic newsletters, subscriptions and memberships along with a variety of other office type supplies that may be utilized by the Association through its Board of Directors or appointed Committees.

Bad Debt

This budget category is established for potential loss of income by the Association for members that for one reason or another are not paying their monthly assessments in 2017.

Reserves Contributions

Reserve contributions are based upon the 2011 reserve study as prepared by Aspen Reserve Specialists for all properties owned and maintained by the Association. The Associations reserve contributions are based upon the estimated useful life and associated replacement costs for current capital assets of the Association and should not to be utilized for capital improvements and do reflect an increased contribution for 2017.