



BIG SKY OWNERS ASSOCIATION

Board of Director's Meeting Minutes – Friday, May 16, 2025 – 9:00 AM

The Big Sky Owners Association Board of Directors met on Friday, April 18, 2025, at the Big Sky Owners Association office in Big Sky, Montana. Directors in attendance included Chair Maggie Good, Barbara Rowley, Kenny Holtz, Vanessa McGuire, and Ernie Chappell. Directors attending virtually included Michelle Horning, George Mueller, and Les Hopper. Also attending were Dane Hancock and Emily D'Agostino, of Rudd & Company. Staff in attendance included Suzan Scott, Lisa Chase, Kyle Pomerence, and Sam Luedtke, with Lisa recording the minutes.

1. **Call to Order:** Chair Maggie Good called the meeting to order at 9:03 AM.
2. **Membership Forum:** There were no members present for membership forum.
3. **December 20 Meeting Minutes:** Maggie Good noted minor grammatical changes to the April 18, 2025, Board minutes.

Motion made by George Mueller to approve the March 21, 2025 meeting minutes with suggested edits; seconded by Kenny Holtz. Motion passed unanimously.

4. **Finance and Audit Committee:** Treasurer Kenny Holtz reported that the Finance Committee met earlier in the week to discuss money transfers to ensure operating cash through the end of fiscal year. The major discussion was the nearly complete audit that was presented by Rudd & Company to the Finance Committee.

Motion made by George Mueller to accept the financials as presented; seconded by Ernie Chappell. Motion passed unanimously.

FY2024 BSOA & BBS Audit and 990's: Dan Hancock went through the audit letters and presented both audits and 990's. Maggie Good asked about a potential reserve analysis to ensure proper coverage for potential exposures. The analysis would be subject to continued Finance Committee discussion before bringing a recommendation to the Board.

Motion made by Kenny Holtz to approve the 990s, letters, and audits as presented by Rudd & Company; seconded by Barb Rowley. Motion passed unanimously.

5. **Staff Report – April/May:** Executive Director Suzan Scott presented highlights from the April/May staff report, including the propane consortium, noting that several gas companies are interested in bidding for the propane contract for the upcoming winter season. Montana Energy Alliance currently holds the Big Sky member list and thus far, has not been willing to share the membership list with the BSOA. The question for consideration of the Board is whether BSOA should take over the



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operations of the propane consortium. After further discussion, it was decided to wait until the list has been received.

6. Chairman's Report. Old Business -

- i. BBS Updates: Pond Project Updates - Kenny Holtz provided updates, including over \$3,000 received from the community for the Give Big efforts for pond-related work. Kristen Kern approved the HK Pond sign design, with dimensions being 10 feet long, 2 feet wide, 8 feet high, and noting the sign will be lighted. Cost estimates for the sign are pending and will be addressed at the June Board meeting. The sign's unveiling was originally proposed for July 4th weekend but is now TBD due to the sign company's timeline. A possibility for the unveiling may be the Annual Meeting weekend. Also, the first order for memorial benches has been placed with a 12-week lead time.
- ii. Pond Project Updates: Kenny Holtz reported the BBS Board continues working with WGM and Alex Fox on fine-tuning the final phase of the project. A pedestrian path through the pond area is being considered and may require some degree of boardwalk over the flood zone to the Park and potentially a crosswalk or speed table at Seeway Drive intersection. Concerns were raised about trail connectivity and access points, noting confusion about current access to the pond area. It was suggested that the newly created Transportation Committee should address connectivity issues rather than the BBS and that WGM continue to study the permitting requirements for the river area. It was also clarified that the remaining fundraising amount did not include the boardwalk and bridge costs, which have not yet been identified.

Although BSCO management of the pond area is being considered over the long-term, a memo regarding pond maintenance this summer was included in the Board Packet. The Board agreed to proceed as the memo recommends.

- iii. Unit #17 Update: Kenny Holtz reported visiting the property and providing photos to Becky Brockie at Big Sky Community Housing Trust. The property will be included on their website for properties under \$500,000 with special outreach to their 100+ person purchase wait list. The property is listed at \$395,000. The Housing Trust's Good Deeds program could assist buyers with down payment in exchange for deed restrictions.



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- iv. Transportation Committee Charter: Barbara Rowley presented the draft Committee Charter. Comments were received from multiple board members with minor changes suggested. However, it was decided more comments should be sought from additional Directors.

Barbara Rowley, Les Hopper, Kenny Holtz, and Maggie Good volunteered to be a Transportation Committee, along with the Executive Director. Adding Kevin Daily and Jan Weber to the committee was recommended.

Maggie Good suggested the Transportation Committee hold its first meeting prior to the June Board meeting to review the charter, for a recommendation to be made for Board approval on 06-20-25.

- v. BSOA Jurisdiction Map Update: After receiving a letter from LMR disagreeing with the Legal Committee's determination on four LMR properties, further research has been requested from attorney Dave Weaver. Until the issue is resolved, Geoge Mueller recommended delaying moving forward with the updated map.
- vi. D&O Insurance Update: George Mueller reported that two proposed D&O insurance policies have been received; one premium being \$62,014 per year and another coming in at \$90,000. Our broker approached 18 companies and received the above two quotes. It was noted that the \$62,000 quote includes a \$100,000 deductible compared to the current deductible of \$10,000 and that the policy expires July 1st, requiring a decision within 5-6 weeks. It was asked that Suzan work with George for additional quotes from each of the proposed policies received, that include a smaller deductible, to understand how that would affect the cost of each proposed annual premium.

Motion made by Ernie Chappell to delegate D&O insurance approval to the Executive Committee after additional information is received; seconded Kenny Holtz. Motion passed unanimously.

B. New Business

- i. Nominating Committee (NC) Chair, Board Secretary: With the recent resignation of Walt Andrews as a Board of Director and Chair of the NC, the following motion was made:

Motion made by Barb Rowley to approve the NC recommendation that George Mueller be the Chair of the NC; seconded by Ernie Chappell. Motion passed unanimously.



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Motion made by Ernie Chappell to approve Barb Rowley as the Board Secretary; seconded by Kenny Holtz. Motion passed unanimously.

- ii. Board and BSAC Candidate: Maggie Good noted decisions made at a less recent NC meeting changed during a more recent meeting regarding interviews and recommendations.

George Mueller reported that the NC voted 3-2 to conduct interviews, then unanimously agreed the decision should be reviewed by the full board. Regarding which candidates appear on the ballot, the NC decided not to recommend a slate, but instead, include all qualified candidates on the ballot. It was then confirmed for the Board that all candidates have been determined as qualified and the Board generally agreed that all candidates be put on the ballot, with no motion made.

Further discussion was had about candidate interviews versus informational sessions regarding the requirements of being a Director or BSAC member.

Motion made by Barb Rowley to dispense with candidate interviews. There being no second, motion died.

A letter was drafted and included in the Board Packet for the purpose of providing BSOA information and requirements to all candidates prior to the election. In addition, it was suggested the NC hold one or more group informational sessions that candidates can choose to attend and that the sessions be recorded.

Motion made by Ernie Chappell to return the matter to the NC to hold one or more informational sessions with candidates to inform them about board committees and activities; seconded by George Mueller. Motion passed unanimously.

Also suggested was to send both Board and BSAC candidate criteria, which were approved by the Board in 2018, back to the NC for review and consideration of potential updates.

After further discussion regarding the needs of Board and BSAC expertise and geography that will best represent the membership, the following motion was made:



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Motion made by Ernie to have the NC provide an introductory information paragraph on the ballot for desirable skills and geography, but specifically no recommendation on any one candidate and that all interested candidates are put on the ballot; seconded by Kenny Holtz. Motion failed on a 2-4 vote, following a request of a roll call vote.

It is noted that George Mueller recused himself from the above motion due to a conflict of interest.

- iii. NC Member Appointments: It was reported that currently, there are five members on the NC and per the Charter, there is potential for seven members.

Motion made by Ernie Chappell to have the NC nominate up to seven Committee members; seconded by Maggie Good. Motion passed unanimously.

After reviewing the draft candidate letter, it was suggested the first paragraph be struck with additional language inserted, including mention of BBS and the Annual Events Subcommittee and titled "Information for Candidates." With these revisions, George will send the letter back to Directors for any additional comments.

- iv. Bylaw Amendment: Regarding mandatory Board and BSAC attendance requirements, George recommended keeping the Bylaws as they currently exist due to the difficulty of passing a membership vote. The Board tabled the issue.
- v. BSRAD Bonds/Tax Pros and Cons: The final version as sent out to the membership was included in the Board Packet for review. No further comments were made.
- vi. Propane Consortium: A memo was presented and discussed. It was decided that the Board wait until the membership list is received from MT Energy Alliance before a determination is made to take on the operations of the consortium.
- vii. Committee Reorganization: Without a reorganization plan that proposed reductions of Committees and meetings, the issue was tabled, pending Kenny's submission of a proposed chart to be sent out for the inclusion of Director's comments.



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- viii. Noxious Weeds Bids, 2025: Three bids were submitted for summer weed mitigation efforts within the BSOA jurisdiction, along roads and BSOA's open spaces.

Motion made by Kenny Holtz to approve up to \$16,000 to be used at staff's discretion; seconded by Barb Rowley. Motion passed unanimously.

The Board also approved up to \$150 for flowers to Morgan Brooke, along with wishing him well.

7. **Standing Committee Reports:** No detailed discussion of committee reports was held during the meeting.
- A. Executive Committee
 - B. Legal Committee
 - C. Nominating Committee
 - D. BSAC
 - E. Sustainability Committee
 - F. Wellness District
 - G. Benefit Big Sky (BBS)
 - H. Strategic Planning Subcommittee
8. **Other:** Next Board Meeting - May 16, 2025.
9. **Adjourn:** Board Meeting adjourned at 11:56 AM.
10. **Board Executive Session:** Following Executive Session, which concluded at approximately 1:17 PM, the Board returned to the regular Board session and approved the following motions:

Motion made by Barb Rowley to increase Sam's compliance hours to 20 hours per week, and that Sam submit his approach for utilizing the extra five hours per week, which will include proactive compliance needs and data collection; seconded by Kenny . Motion passed unanimously.

After reviewing the Pond's summer maintenance memo presented in the Board Packet, the Board decided that Amy Gitchell should manage the summer maintenance.

Maggie Good, Chair