



BIG SKY OWNERS ASSOCIATION

Board of Director's Meeting Minutes – Friday, February 16, 2018

Big Sky Owners Association Board of Directors met on Friday, February 16th at 9:00 am at the Big Sky Owners Association office in Big Sky, Montana. Directors in attendance included: Gary Walton, Gail Young, Sharon Douglas, Grant Hilton, Michelle Frederick, John Loomis, Eric Ossorio, Kevin Frederick. On the phone was Maggie Good. Suzan Scott and Steve Anderson represented staff. Paula Alexander was present to record minutes. BSOA member Al Malinowski was present. Ciara Wolfe, along with BSOA attorney Dave Weaver also attended the meeting.

Membership Forum: None.

1. Call to Order: Chair Gary Walton called the meeting to order at 9:00 am.
2. Minutes: Jan. 19th Board Meeting – The following changes were made to the minutes: 1) “John Loomis” made the motion to approve Dec 15th 2018 Meeting Minutes, not Gary Walton. 2) Page 2. Motion on the bottom of the page is amended to “Motion made by Kevin Frederick to allocate \$100,000 to a vehicular/pedestrian bridge replacement if the bridge replacement is necessary. Motion failed with 3 in favor and 6 opposed. *Motion was postponed to be reconsidered after receiving the requested needs assessment for the bridge replacement from Morrison Maierle. Minutes will be amended and brought to the March 16th, 2018 Board Meeting for approval.
3. Finance and Audit Committee
 - A. 990 Tax Return – Linsay Carlson from Anderson Zurmuehlen presented the tax return and there were no questions asked by Directors.

Motion made by Michelle Frederick to approve the 2016 990 tax return; seconded by Eric Ossorio. Motion passed unanimously.

- B. SAS 115 Responses – The Finance Committee recommended the Board approve the SAS 115 responses. Once approved, the letter is ready to be filed.

Motion made by Grant Hilton to approve the SAS 115 responses; seconded by Eric Ossorio. Motion passed unanimously.

-----Linsay Carlson left the meeting-----

- C. January Financials – The Finance Committee recommends the monthly financial reports are reviewed earlier than the Monday before Board Meetings. This allows necessary edits to be made to the reports before the Board Packet is sent out. To do this, staff will need online access to the various bank statements. This recommendation was accepted along with additional steps made to ensure the

security of funds. It was also noted that the two Performance Deposit accounts were over the FDIC insured limit. It was requested that staff open new bank accounts to ensure all funds are within the FDIC insured limits. Also, First Security Bank will be merging with Big Sky Western and Glacier Bank as of March 1st, 2018 at which time additional review of accounts will need to be considered. All other Bank account balances looked fine.

- D. Receivables/ Assessment Correspondence –Receivables were presented and reviewed. Lien Request: None
 - E. Collection Request: None
4. January Staff Report – Suzan presented the staff report and answered questions from Directors regarding projects reported.
5. Chairman’s Report
- A. Old Business – Project Updates
 - i. Little Coyote Corridor Joint Committee (LCCJC) Update
 - a. February 7th Meeting Update – BSCO Memo – Based on the documents presented in the board packet, Kevin Frederick gave a brief update to the Board on the bridge replacement and the Joint Committee’s meeting in early Feb.

A unanimous decision was made by the Board to go into Executive Session to discuss the attorney’s opinion.

- b. Legal Opinion: Replacement of LC Bridge – Attorney Dave Weaver presented his research and legal opinion regarding questions asked by the Board. Jack Schunke and James from Morrison Maierle were present on the phone.
- c. Bridge Funding – It was reported that Morrison Maierle will provide a cost estimate by March 2, based on the request to find cost reductions for the bridge project.

-----Jack Schunke and James Nickelson of Morrison Maierle left the call.-----

The BSOA Board, along with BSCO representatives then considered different elements of funding for the bridge. BSOA forwarded BSCO data from the Little Coyote Traffic Study so BSCO can evaluate traffic going to the Community Park. This analysis will help justify to the Resort Tax Board their funding request for the bridge replacement and explain why the community is being asked to help cover a portion of this funding.

- d. RID Funding Update - Additional RID funding was discussed for funding assistance for the bridge replacement.

Motion made by Sharon Douglas to approve \$19,000 for the bridge project to Morrison Maierle for engineering services as described in the Scope of Services presented to the Board; John Loomis seconded. Motion passed.

A question was raised about the \$100,000 that the Board did not approve during the previous Board meeting because more information was needed. It is anticipated that when Morrison Maierle completes the needs analysis for the bridge replacement, a final decision can be made at the February 28th Special Board meeting.

- ii. Ponds Project Update -
 - a. WSD Easement, Water Rights Purchase - It was decided that Suzan will meet with Ron Edwards at WSD to discuss the easement/water rights negotiation.
 - b. Permitting - Work still continues on the permit.
- iii. Traffic Calming Study Update - Rather than a community outreach meeting to present the Traffic Calming Study to the Little Coyote/Meadow Village neighborhoods, the Board decided to wait until further steps are taken on the bridge project. In the meantime, Suzan will contact the concerned BSOA members, Joe Miller, Ken Birgfeld and Kevin Daily to set up a preliminary meeting to discuss the results of the Study. Gary Walton will also attend.
- iv. Special Assessment - Suzan reported that February 23rd is the due date for return bids from the RFP that was sent out to several PR firms. These bids will then be reviewed and a firm will be selected and approved during Special Board Meeting on February 28th.
- v. Moonlight Basin ODP Update - Discussion was held about inviting the membership to participate in this issue and broader community support might also be pursued through other HOA's beyond BSOA. It was decided that a brief article will be included in the next newsletter with a link to the letter that BSOA wrote to Madison County last month. The article should mention Fire Chief Farhat is involved as well as Kevin Germain.
- vi. Project Timelines - None.

B. New Business

- i. Proxy Votes Lake Condos - It was discussed that there are no proxy votes allowed in BSOA elections and Lake Condos must abide by these requirements if they are to participate in BSOA elections.
- ii. NC Recommended Election Criteria -The Chair of the Nominating Committee mentioned the Committee should begin the process of candidate review next month. The criteria needs to be in place for this process to begin. It was also noted that the criteria needs to be approved for consideration of the Bylaws Review Subcommittee and their efforts. Therefore, the NC recommends the criteria in the Board Packet be approved by the Board as

presented. After some discussion the following amendments were suggested: under the Board of Directors Criteria: m. "or the candidate may request to be interviewed" was added to the end of the sentence. Under BSAC Election Criteria: e. Previous BSAC, "planning", construction "or similar project" experience should be considered..... Also: i. "or the candidate may request to be interviewed" should be added at the end.

Motion made by John Loomis to approve the nominating criteria as presented with said amendments; seconded by Gail Young. Motion passes.

- iii. NC Recommended Call to Service Forms – Add the following to the top of the Board Call to Service Form: *"In addition to Board Meetings, extra time will be required to serve on BSOA committees and for community service."*

Motion made by Grant Hilton to approve the Board Call to Service form as presented with amendments; seconded by Sharon Douglas. Motion passed unanimously.

6. Committee Reports

- A. Executive Committee – *New PT Staff Member, Vacation and Sick Leave:* Suzan is considering a new part time staff member due to the number and types of new projects that have been added to the staff's scope of work for the remainder of FY 2018. After reviewing staff expenses, Suzan believes there should not be much of an impact to the budget due to significant savings from staff healthcare benefits. A recommendation for additional funding would come from the Executive Committee, be approved by the Board and then addressed at special Board Meeting on February 28th.
- B. Legal Committee – *No Report.*
- C. Nominations Committee – *See above.*
- D. Bylaws Review Subcommittee – *Next Meeting is March 12th at 9:00 am.*
- E. BSCO – *No Report.*
- F. BSAC – The BSAC Retreat is on March 8th and a number of topics will be covered. One project that was up for review requested eight exceptions, but all had good reason. Some changes in the Design Regulations need to be considered to accommodate updated style in architecture. There has been an issue with exterior lighting on the newly constructed home and a decision was made to notice the homeowner. BSAC is aware of and handling the requested extensions for the Fairways renovation.

7. Other – *None.*

8. With no further business, the meeting was adjourned at 1:02 pm.

John Loomis, Secretary
