



BIG SKY OWNERS ASSOCIATION

Board of Director's Meeting Minutes - Friday, July 17, 2020 - 8AM

Big Sky Owners Association Board of Directors met on Friday, July 17, 2020 by remote phone conference. Directors in attendance included: Grant Hilton, Maggie Good, Eric Ossorio, Gail Young, John Gladstein, and Gary Walton. Suzan Scott and Steve Anderson represented staff. Amy San Nicolas was present to record minutes.

1. Membership Forum: None. Members attending by phone: Trevor McSpadden, John Leeper, Dick Fast, Kate Scott, Mindy Cummings, Al Malinowski, Jackie Gillespie and James Lee, Martin Johnson, Brian Wheeler, Jordan Helvie (attorney representing majority owner of The Fairways), Griffin B. Stevens (attorney representing the Lone Pine Builders).
2. Call to Order: 8:08
3. Minutes: Board Meeting - June 19th Board Meeting, corrections: page 1, section 4c: change reserves funds to reserve funds. Take out the crossed out "to" in pinnacles motion.

Motion made by Gail Young to approve minutes as modified by the suggestions; seconded by John Gladstein. Motion approved unanimously.

4. Finance and Audit Committee:
 - A. Audit Update -Maggie Good gave an update on the performance deposit project, the balance sheet, and the current budget.
 - B. June Financials - Board directed staff to hold the donations payment to Skyline bus until the Board can discuss the contribution at the end of the fiscal year. It was recommended, staff move forward with normal collection procedures on delinquent accounts.

Motion made by John Gladstein to reinstate our policy for collections with interest to be charged and with the exception that if people pay their assessments by the end of the (fiscal) year they will not be charged interest; seconded by Gail Young. Motion passed unanimously.

- C. CD Transfer - It was recommended that the last CD be moved into the Schwab account so funds can be accessed at any time.
- D. Lien Request - Acct. #07610: The Legal Committee recommended a lien be filed in August for fines imposed for a site disturbance violation.

Motion made by Gary Walton to adopt the Legal Committee's recommendation; seconded by John Gladstein. Motion passed with two dissenting votes.

- E. Receivables & Assessments -No Discussion
- F. New Members List - No Discussion

-----Steve left the call at 8:45-----

5. Staff Report: May & June, 2020 - Suzan updated the Board on several items from the Staff report. As Ponds Subcommittee member, Grant Hilton requested to participate in the next scheduled meeting of the Chapel Parking Lot project.
6. Committee Reports: Action Items -



- A. Executive Committee (EC) – *Staffing/Compensation/Budget Revision*: Under the recommendation of the Executive Committee, changes were made to the FY 2021 Budget and Staff Expenses. Therefore, the EC requested the Board approve the modified Budget.

Motion made by Gail Young to approve the budget with the recommended modifications presented by the Executive Director; seconded by John Gladstein. Motion passed with one dissenting vote.

Prior to the meeting in Executive Session, a legal issue was addressed and a motion was made and passed. Therefore to be ratified outside Executive Session:

Motion made by Gail Young to confirm the motion made in the executive session prior to the general meeting; seconded by John Gladstein. Motion passed unanimously.

- B. Nomination Committee (NC)– *BSAC & Board Nominee Recommendations*: The NC recommended John Stowe be put on the election ballot for Board of Directors and Clay Lorinsky be put on the ballot for BSAC provided the NC review and approve Lorinsky's Call to Service form.

Motion made by John Gladstein to approve the recommendation of the NC to put John Stowe on the election ballot for the Board of Directors, seconded by Grant Hilton. Motion passed unanimously.

Motion by John Gladstein to approve Clay Lorinsky to be put on the ballot for a BSAC member elect position provided the NC reviews and approves his Call to Service form; seconded by Gary Walton. Motion Passed unanimously.

- C. Legal Committee – *Compliance: Wetlands, Members in Good Standing, HRDC, MV Dirt Pile/Lot 2A, And BSCO – Wetlands*: Board requested that the annual report submitted to the Army Corp of Engineers also be submitted to the Board. A staff recommended reduction of the performance deposit was considered, however, \$7,500 per residential lot is the standard amount and therefore, the original amount submitted by the owners stands *Meadowview Condos*: Martin Johnson and Laura Seyfang represented HRDC, Al Malinowski represented Meadowview II, LLC and Mindy Cummings represented the BSCO. Suzan Scott brought the Board up to date on the history of the issue. A letter of notification was sent out to the interested parties stating that there may not be a performance deposit (PD) for the disturbed area on Lot 1A or 2A. It was noted that a PD goes with a lot, not with a project. As such, deposits are held for each property where the area is disturbed and PDs must be posted by the owner of each property. The Board reviewed relevant exhibits as presented. Discussion was held about the original application and corresponding deposit posted for 4.2 acres of disturbed area. The Legal Committee recommended that owners of Lot 1A be required to submit a Landscape Alteration Application with review fee of \$500, a landscape plan and timeline for site restoration and provide a performance deposit of \$20,000. The Legal Committee recommended that owners of Lot 2A be required to submit a Landscape Alteration Application with review fee of \$250, a landscape plan and timeline for site restoration and a performance deposit of \$7500



Owners who are non-profit organizations were encouraged to submit a request for waiver of fees with the applications. Johnson noted it will be the responsibility of HRDC to remediate all disturbed areas.

Motion made by Gary Walton that for Lot 1A and Lot 2A, the recommendations by the Legal Committee be approved; seconded by Maggie Good. Motion approved unanimously.

Motion made by Gail Young to approve the Gillespie project as presented, without amending the performance deposit amount and include a request the applicant submit the annual Army Corp of Engineer report to the BSOA as well; seconded by John Gladstein. Motion passed unanimously.

7. Chairman's Report:

A. Old Business -

i. Project Updates:

a. MadCo Emergency Egress- It was reported that Kevin Germaine and Maggie Good attended the MadCo Commissioners meeting and that two commissioners are in favor of an emergency egress but Commissioner Hart is not. Per Maggie Good's report, the Big Sky reps will attend the next commissioners meeting to request setting aside funds and that a plan be made to upgrade the road but first, the engineers' report is needed to determine how much to ask for.

I. Responses to Letter to the Governor: It was noted that Big Sky hasn't dealt with the first concern: the evacuation plan. John Leeper asked permission to speak with the Governor's Office, to attend the MadCo Commissioners meeting to discuss this and to speak with the Rotary club. The Board encouraged him to do anything he could to move this effort forward and noted the forward momentum is appreciated.

ii. Design Regulation Revisions Update: No changes have been made thus far but discussions about the structure and the desire to break out the commercial regulations from the residential have occurred. Once finalized, it will be sent to the Legal Committee for review and then to the Board for approval.

iii. Covid Recommendation from EC: The Executive Committee recommends Staff continue with remote work from home with the office closed, one staff member in the office at a time, and all meetings to be held remotely.

B. New Business -

i. Proposed Bylaws Amendment, 2020: As recommended by the Bylaws Subcommittee, the proposed amendments were included in the packet and presented on screen. There was discussion of Section 6.5 regarding staggered terms of the BSAC. Edits were made to 3.6 and 6.5 allowing Board discretion to remove a director or committee member who is not in good standing. In Section 8.2 edits were made to allow unaudited statements to be sent out in the event the annual audit is incomplete.



Motion made by Maggie Good to approve the Subcommittee’s recommended amendment regarding the annual meeting in Section 2.4 of the Bylaws; seconded by John Gladstein. Motion passed unanimously.

Motion made by John Gladstein to approve the Subcommittee’s recommended amendment regarding membership voting in Section 2.8 of the Bylaws; seconded by Maggie Good. Motion passed unanimously.

Motion made by Gail Young to approve the Subcommittee’s recommended amendment to the first two Sections of 6.5 of the Bylaws; seconded by Grant Hilton. Motion passed unanimously.

Motion made by Gail Young to approve the recommendation of the Legal Committee for the amendments of Sections 3.6 and 6.5 on page 94 and 95 of Board packet; motion failed for a lack of a second.

Motion made by Grant Hilton to approve the recommendation of the Legal Committee to amend as presented Sections 3.6 and 6.5 on page 94 and 95 of the Board packet with the modification of “shall be removed” to “board shall vote on removal of the director and may appoint a successor for the remainder of the term if the director is removed”; seconded by John Gladstein. Motion passed unanimously.

Motion made by John Gladstein to approve the Subcommittee’s recommended amendment to Section 7.6 of the Bylaws; seconded by Grant Hilton. Motion passed unanimously.

Motion made by John Gladstein to approve the Subcommittee’s recommended amendment to Section 9.3 of the Bylaws; seconded by Grant Hilton. Motion passed unanimously.

Motion made by Grant Hilton to approve the suggested edits to the proposed amendments to Section 8.2 of the Bylaws; seconded by Maggie Good. Motion passed unanimously.

- ii. Annual Election Ballot & Packet – Although the Annual Meeting has been cancelled, Staff plans to send out the election ballots and ballot packets around the same time as usual, 30 days out from the scheduled Annual Meeting.

-----Grant Hilton left the call at 12:28-----

8. Committee Reports:

- A. Executive Committee – *Meeting 06/10/20: NA*
- B. Legal Committee – *Meetings: 07/07/20, 07/14/20 – Pinnacles, Fairways:* Letters were sent out notifying each owner of noncompliance and requiring them to attend the August meeting with a plan to bring the properties into compliance. Attorneys representing both parties of Fairways LLC were asked about a timeline for resolution of Fairways litigation. It was reported that the pre-trial conference is currently scheduled for March 23, 2021. No joint-agreement has been made for the listing for sale but realtors have been contacted. The majority partner has signed the agreement but the Scotts are still reviewing the agreement.
- C. Nominations Committee – *Meeting: 07/14/20* - Member Kate Scott asked the Board why she was not included on the election ballot for the BSAC and if it had to do with her inability to speak about the Fairways in an interview. It was noted



that the Nomination Committee made the decision unanimously to select Clay Lorinsky.

Motion made by Gary Walton to invite the owners of the two Meadowview lots to the August Board of Directors meeting with their plan, application and performance deposits as previously discussed above; seconded by Gail Young. Motion passed unanimously.

- D. Strategic Planning Subcommittee - *NA*
 - E. BSAC - *Meeting: 07/16/20 - Nothing to report*
 - F. BSOA Advisory Committee - *MadCo Egress, BSOA perception*
 - G. BSCO - *None given.*
9. Other: It was proposed that future Executive Sessions start at 8 a.m. and the general meeting start at 9 a.m.
10. Adjourn: 11:49

Attendance Summary: Except as noted, everyone was in attendance for the duration of the meeting.

Gail Young, Secretary