



## BIG SKY OWNERS ASSOCIATION

### Board of Director's Meeting Minutes January 16, 2015

Big Sky Owners Association Board of Directors met January 16, 2015 at 9 AM at Big Sky Owners Association in Big Sky, Montana. Directors in attendance included: John Loomis, Grant Hilton, Barb Rooney and Gail Young. Kent Volosin, Steve Barrett, Kevin Frederick and Sharon Douglas were on the phone. Unable to attend was Eric Ossorio. Suzan Scott and Lori Wetzel represented staff. Andrew Durkin, the representative from Anderson ZurMuehlen, was on the phone to discuss the audited financial statements and the 990 for fiscal year ending 9/30/2014.

1. **Membership Forum:** none
2. **Call to Order:** John Loomis called the meeting to order at 9:05 AM.
3. **Minutes:** Grant Hilton asked the Board how a non-unanimous vote should be recorded in the meeting minutes. For liability considerations, Kevin, Steve and Sharon felt the name should be recorded in the minutes of those parties who vote opposite from the majority. Grant wanted to table the issue at this time pending additional review. Motion made by Barb Rooney to approve the December 5, 2014 minutes; seconded by Kent Volosin. Motion unanimously carried.
4. **Finance and Audit Committee**
  - A. 2014 Audit and 990 - Andrew Durkin presented the final September 30, 2014 financial statements and the completed 990 to the Board. He explained the audit letters that were issued to the Board and management, stating that Anderson ZurMuehlen found no material mis-statements and found the financial statements to be presented fairly. Steve thanked Kevin for keeping a close watch on the financial data. Motion made by Sharon Douglas to approve the fiscal year 2014 audit as presented, seconded by Steve Barrett. Motion unanimously carried. Motion made by Gail Young to approve the 990 as presented, seconded by Grant Hilton. Motion unanimously carried.

\*\*\*\*\* Andrew Durkin signed off the phone at 9:18 AM\*\*\*\*\*
  - B. November and December 2014 Financials - Kevin Frederick reviewed the November and December financial statements stating that he found nothing of concern with the statements as presented. Kevin observed that less cash was deposited in December but mentioned that trend is in line with past year's deposits. Motion made by Sharon Douglas to accept the unaudited November and December 2014 financial statements; seconded by Kent Volosin. Motion unanimously carried.
  - C. Receivables/Assessment Correspondence - The Board reviewed the delinquent member list asking staff to make one final attempt to contact our members; 01215, 04339, 02010 and 01429

via a personal phone call before sending them to collections. Staff is to clearly explain to each member that payment must be sent to the BSOA within 30 days or the account would need to be turned over to CBO Collections. Motion made by Sharon Douglas to table the lien request pending resolution of current issues and staff should make a personal phone call to the members pending collection. If a negative response is encountered, the member should then be sent to collection, seconded by Kent Volosin. Motion unanimously carried.

D. Lien Requests – The lien request for member 32318 was asked to be tabled at this time.

E. New Members – The monthly list of new members was provided to the Board for review.

## 5. Staff Report

F. Suzan Scott was pleased to announce that staff is making progress on a number of member projects. The Big Sky Community Living Manual is 99% completed. She also had an update from the Big Sky Water and Sewer meeting stating that the pond water right issue is moving along after a Judge asked the Water and Sewer office to amend the purposed use of the water to include watering the golf course and complete notifications to downstream users.

## 6. Chairman's Report

### A. Old Business

i. Nominating Committee Charter Revisions – Staff revised the nominating committee charter as recommended by the legal committee. Gail Young asked for the removal of the second sentence under the membership section and suggested it be replaced by section 6.4 of the BSOA Bylaws for consistency between the documents. Gail also asked how quorum should be calculated and John Loomis and Barb Rooney suggested that the language be changed to over 50% of the nominating committee members must be present for quorum. Gail would also like the last two sentences under section 1a to read “when vacancies arise” so it will be stated the same as section 4.2 under the BSAC section. After the changes are complete, Steve would like to review the document. Grant suggested the document should be sent to the legal committee for review before being presented to the Board at the next meeting for final approval.

ii. Strategic Plan 2015 – Progress Report – The membership survey was sent to all members and Kent would like to have the tabulated results by the next Board meeting. Suzan is going to focus on completing the membership survey and having the results tallied and submitted to the sub-committee who will in turn give the Board suggestions for future membership projects. Suzan stated that staff would have the completed Big Sky Community Living manual to the Board for review at the next meeting.

\*\*\*\*\* Sharon Douglas signed off the phone at 10:18 AM\*\*\*\*\*

iii. Restructure Assessments – Legal Opinion – The assessment proposal by Bob Torter was reviewed by BSOA legal counsel and the findings were presented to the Board. After much consideration of the proposal and a lengthy discussion of the outside counsel legal issues presented, including the requirement of a 50% membership approval to change any assessment structure, a decision was reached. Motion made by Steve Barrett to keep the current dues structure, a flat \$370.00 per property, in place, seconded by Kent Volosin. Motion unanimously carried.

- iv. Christmas Stroll Wrap-up – The Christmas stroll was a central topic of discussion at a staff meeting with many suggested ways to improve next year’s stroll.

\*\*\*\*\* Kent Volosin and Steve Barrett signed off the phone at 10:36 AM\*\*\*\*\*

**B. New Business**

- i. BSCC Change of Agreement – The original conditions which prompted an agreement between the BSOA and the BSCC have changed. In the future, the Board would like the funds to be less restricted and be considered a donation rather than a reimbursement of expenses. Motion made by Kevin Frederick to leave the current contribution for FY 2015 at the budgeted amount and re-visit the contribution at next year’s budget meeting, seconded by John Loomis. Motion unanimously carried.
- ii. Conflict of Interest Form – Suzan asked all Board members to complete the Conflict of Interest Form and return to the BSOA office.
- iii. TEDD Support Letter – Motion made by Barb Rooney to approve the TEDD support letter, seconded by Gail Young. Motion unanimously carried.
- iv. Rotary of Big Sky – Auction Donation – The Rotary Club of Big Sky is asking for a donation of two Lone Mountain Ranch passes to be auctioned off at their silent auction fund raising event. Grant asked staff to be sure there is no conflict with the Lone Mountain Ranch. Motion made by Grant Hilton to donate 2 Lone Mountain Ranch ski passes, seconded by Barb Rooney. Motion unanimously carried

**7. Committee Reports**

- A. Executive – The accounting for the Health and Wellness benefit was improperly recorded and was corrected in December 2014. The Executive Committee agreed to gross up the benefit amount to cover the taxes. The committee also approved staff contingency salaries and a year end 2014 bonus.
- B. Legal – The Legal Committee met on December 23, 2014 to discuss the assessment proposal and the nominating committee charter.
- C. Nominations – None
- D. BSCC – The BSCC has a meeting the 3<sup>rd</sup> week of January 2015 and is working on the tunnel placement, the mountain to meadow trail and the restructuring of their governing documents.
- E. BSAC – The BSAC just completed the annual retreat concentrating on the process to notify members who are in violation of construction rules and regulations. Landscape issues were also a top propriety at the retreat with the realization that mountain and meadow requirements should be different and the rules adjusted accordingly. Compliance issues and enforcing regulations were also topics of discussion.

\*\*\*\*\* Kevin Frederick exited the meeting at 11:06 AM\*\*\*\*\*

**8. Other**

- A. A welcome home party for Krista Mach will be held on January 17<sup>th</sup> at Choppers.

- B. The possibility of re-scheduling the February Board meeting will need to be handled via e-mail.
  - C. The BSOA will sponsor the Business After Hours event on February 19<sup>th</sup> at 5:30 PM.
9. **Adjourn** - Meeting adjourned by John Loomis at 11:20 A.M.

The next BSOA meeting will be February 20, 2015 at 9:00A.M.

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Sharon Douglas, Secretary