



# BIG SKY OWNERS ASSOCIATION

## Board of Director's Meeting Minutes – Friday, January 20 at 9:00 AM

Big Sky Owners Association Board of Directors met on Friday, January 20, 2023, at the Big Sky Owners Association office in Big Sky, Montana. Directors in attendance included Vice Chair Clay Lorinsky, Kenny Holtz, Maggie Good, Michelle Horning, and Walt Andrews. Directors in virtual attendance included Morgan Brooke and George Mueller. Staff members in attendance included Suzan Scott, Emma Lawler, and Kyle Pomerence; Emma Lawler recorded minutes. Members attending were Brian Wheeler and Taylor Middleton, while Al Malinowski attended virtually; Ron Edwards was in attendance representing Big Sky Water and Sewer District.

1. Call to Order: Vice Chair Clay Lorinsky called the meeting to order at 9:00 AM.
2. Membership Forum: Taylor Middleton requested an update on two matters, while Brian Wheeler commented on several issues, including:

**A. *The BSOA Election Process:*** It was noted that the Big Sky Resort has not participated in the BSOA Board Elections for the last several years due to Taylor Middleton's belief that anyone who is a BSOA member in good standing that wants to be a candidate should appear on the election ballot. The Board reported to Taylor that changes to the BSOA Board nominating process have not yet been made. However, the Board expressed that because BSOA is a non-profit, not a government entity, BSOA candidate election requirements are determined in the BSOA bylaws, not state statute public election requirements.

**B. *Covenant Compliance:*** Taylor Middleton also followed up on how the BSOA needs to improve their ability to maintain property values and compliance via better covenant enforcement. He mentioned a home with chipped paint in the BSOA jurisdiction, as well as discarded tires in the front yard of another property. Suzan Scott mentioned that a part-time Compliance Manager was recently hired to carry out enforcement of covenant compliance, reiterated that the BSOA is complaint driven, and with the receipt of Taylor's two mentioned complaints the BSOA would address the issues, contingent upon addresses provided. Discussion ensued about implementing a change in the enforcement process. It was suggested that this issue be explored during the FY 2023 strategic plan discussion in the coming months.

**C. *Cascade Subdivision:*** Brian Wheeler commended Compliance Manager, Sam Luedtke, on his work with a Cascade owner and the Resort in addressing the Old Rope Tow Joe issue. All parties are making progress towards a solution. Three



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different land surveys were conducted, and operation standards were addressed. Brian mentioned that, from Big Sky Resort's perspective, -this has revealed an overlying issue of Cascade owners not having their own Association. He encouraged the BSOA Board to consider activating the Cascade Owners Association, per the 2002 covenant Amendment, he felt Cascade owners don't have a voice or a financing mechanism to resolve issues in their neighborhood, that there is some precedence to follow with Aspen Groves who has their own association board, and recommended that the BSOA legal counsel look at the covenants to determine BSOA's role in activating Cascade Owners Association. Discussion ensued about an effort by certain residents of Cascade to form the Upper Cascade sub association to assist with issues involved with their neighborhood. -Suzan Scott will look into this matter, coordinate with the Upper Cascade group, and keep in touch with Brian Wheeler.

***D. Water Rights for Evaporative Purposes - Little Coyote Pond Project:*** Brian reported that the conveyance of 7.15 acre-feet of water rights for Little Coyote Pond in exchange for a utility easement for a new water tank is a win-win for BSOA and the greater community. Both the Water & Sewer District and BSOA have their attorneys reviewing the agreement in a timely manner. The water rights agreement will be up for discussion at the next Board meeting. Both parties are hopeful that this agreement will be finalized, and the Pond Project can move forward.

3. Minutes: December 16 Board Meeting: Maggie mentioned some grammatical errors.

**Motion made by Kenny Holtz to approve the December 16 Board Meeting Minutes with Maggie Good's corrections. Motion seconded by Walt Andrews. Motion passed unanimously.**

4. Finance and Audit Committee:

A. Finance Agenda Items -

***Settlement Account:*** The Finance Committee met but did not achieve quorum. However, there was a recommendation to put the full \$150,000 from the Kilbourn settlement into a 3-month treasury bill account.

**Motion made by Maggie Good to move the \$150,000 from the Kilbourn settlement into a 3-month treasury bill. Motion seconded by Walt Andrews. Motion passed unanimously.**



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*Late Assessment Policy:* The Finance Committee also proposed the creation of an official lien policy and late notice after 15 months of unpaid assessments. This policy would include a \$200 filing fee, lien filing, and clean up the process for late payments.

**Motion made by Walt Andrews to give notice to accounts not paid after 15 months and accept the newly proposed assessment policy. Motion seconded by Maggie Good. Motion passed unanimously.**

B. December Financials: Treasurer Kenny Holtz gave an update on December Financials. BSOA financials are in a strong position.

C. Receivables & Assessments: No further comment.

D. New Members List: No further comment.

5. Staff Report: Suzan Scott gave a summary report on BSOA staff activities. One mention is that Lisa Hoogenboom will move into the Architectural Review Manager position. The Communications, Outreach and Development position is now currently vacant due to Lisa's lateral move. Action will now be taken to fill that position as well. No further comments were heard from the Board .

### 6. Chairmans Report

#### A. Old Business

##### i. Pond Project Updates

a. Water Rights: All parties involved in the conveyance of the water rights are working towards an agreement. Legal Committee is reviewing the proposed WSD language in the water rights agreement.

ii. Benefit Big Sky (BBS) Bylaws: The bylaws were reviewed by the BBS Board and Legal Counsel. We are now waiting to schedule a Legal Committee meeting, where additional review the BBS Bylaws will occur before obtaining BSOA Board approval. No further comment was made.

##### iii. Nominating Committee (NC) Recommendations

a. Board Candidates: Inquiries were made on two potential Board candidates. Call to service forms were submitted from both members and both are interested. The next step is the candidate



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interviews, then recommendations from the NC to fill the one vacant seat, before Board approval.

- b. BSOA Nominating Process: The Board tabled this matter until the February Board meeting due to Directors' inability to fully review the late submittal of Maggie's proposed language. Thereafter, George Mueller volunteered to submit language for further consideration at the February Board Meeting.

- iv. Boardroom TV/Camera/Zoom Proposal

**Motion made by Maggie Good to approve spending of up to \$7,500 on necessary upgrades to the Board room for video conferencing. Motion seconded by Michelle Horning.**

**Maggie and Michelle supported Kenny Holtz's amended motion to include an additional TV that will increase the budget by \$700, up to \$8200. Motion passed unanimously.**

- v. Unit C-C: Suzan reported there is no word from the owner on this issue. No further comment was made.

### B. New Business

- i. Rotary Club Donation

**Motion made by Clay Lorinsky to approve the donation of two Lone Mountain Ranch Season Passes to the Rotary Club auction. Motion seconded by Maggie Good. Motion passed unanimously.**

- ii. Incorporation: Big Sky Local Governance, Inc. is a small group investigating different avenues to incorporate Big Sky. The group is considering only the Gallatin County-side of Big Sky. It was agreed that as a major Owners Association, BSOA should be involved in these conversations. Clay Lorinsky, Maggie Good and Suzan Scott agreed to sit in on those meetings as they become public.

## 7. Committee Reports

A. Executive Committee - No Meeting: *Individual Personnel Issues, Personnel Policy Manual Revisions*

B. Legal Committee - No Meeting: *BBS Bylaws, Settlements - Rainham is still in negotiation and done, in principle. The BSOA received \$150,000 from the Kilbourn settlement.*



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C. Nominating Committee – No Meeting: *Board Candidates, Nominating Process*

D. BSAC – Meetings: 01/02/23 – *Yellowtail Project: There has been pushback from adjacent neighbors regarding aesthetics, viewshed, and increased traffic. It was reported that a private meeting was held between the owners and developers of the project to address concerns. Property value was another concern among the owners. It was mentioned that it would be helpful to see the changes from the initial sketch plan to final review. The traffic study that was paid for by the developer indicated there would be 240 additional cars on the road per day. Project representative, Kenny Holtz, agreed to put \$50,000 in escrow to fund traffic mitigation efforts along Yellowtail Road. This could include BSAC’s own traffic study. It was also mentioned that the old brewery in Meadow Village was purchased as a showroom for the Yellowtail Condos.*

E. Ponds Subcommittee – Next Meeting: 1/27/23 – *Dewatering, Construction Contract, Water Rights*

F. Sustainability Subcommittee – Next meeting 1/31/23; *TEDD Proposal for Moonlight Basin, Best Practices Document*

G. BBS – Next Meeting: TBD – *BBS Bylaws*

H. Big Sky Post Office Subcommittee – No meeting: *Al Malinowski is waiting to talk to the Kircher family about the new facility being built. The termination of lease for the current post office location still stands.*

8. Other:

A. Next Board Meeting – Feb 17, 2023

9. Adjournment

**Motion made by Walt Andrews to adjourn the meeting. Motion seconded by Clay Lorinsky. Motion passed unanimously.**

The meeting adjourned at 10:33 am.

Maggie Good, Board Secretary

