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# BIG SKY OWNERS ASSOCIATION

## Board of Director's Meeting Minutes - Wednesday, April 20, 2022 - 9:00 AM

Big Sky Owners Association Board of Directors met on Wednesday, April 20, 2022, at the Big Sky Owners Association office in Big Sky, Montana. Directors in attendance included: Chair John Gladstein, Clay Lorinsky, and Kenny Holtz. Directors in virtual attendance included: John Stowe, Gary Walton, Maggie Good, Kevin Daily, and Grant Hilton. Staff members in attendance included: Emma Lawler, Suzan Scott, Kyle Pomerence and Amy San Nicolas; Tammy Estensen attended virtually. Emma Lawler recorded minutes. Rod Rempt, from Big Sky Chapel, Laura Seyfang and David O'Connor from Big Sky Housing Trust, John Kirby, attorney, Alanah Griffith, attorney, Rosie Barndt, CPA, and Cryder Bancroft from Lone Mountain Land Company were in attendance.

1. Call to Order: Chair John Gladstein called the meeting to order at 9:05 AM and went over parameters for members to speak for three to five minutes for the sake of time.
2. Membership Forum: Big Sky Chapel Presentation - Rod Rempt highlighted that the Big Sky Chapel Parking lot exceeds parking capacity during peak seasons. The Chapel's long-term planning committee would like to increase parking by 32 spaces. The Chapel would like to collaborate with the BSOA on addressing the lack of parking, especially with the Ponds project moving into its next phase. Chair John Gladstein recommended that the Ponds Subcommittee discuss this partnership in further detail with Mr. Rempt. After there has been a review of the proposal by the Ponds Sub-Committee, it will be referred to the Legal Committee.
3. Meeting Minutes:

**Motion made by Maggie Good to approve March 18 Meeting Minutes. Motion seconded by Kenny Holtz. Motion passed unanimously.**

4. Finance and Audit Committee
  - a. 2021 Audit & 990: Rosie Barndt summarized the 2021 audit, which came back as a clean audit. There was a note about the pandemic in the finance report. This note is optional to leave in the report. The Board decided to leave the note about COVID-19 in the report.
  - b. IRS Update: The IRS was contacted in February. The Finance Committee is currently waiting for a response from the IRS.
  - c. March Financials: Clay Lorinsky stated that the finance committee would take questions about the report. There were no questions from the Board;



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Grant Hilton suggested that the Finance Committee should look into the employee retention tax credit (ERC Form 941) for some additional money.

- d. Receivables and Assessments: The BSOA has currently collected 98% of membership receivables and assessments for FY 22.
- e. Policy for Capitalization: The BSOA is currently capitalizing several assets and it would be beneficial to have a capitalization policy. Rosie Barndt recommended that the Board come up with a capitalization policy for future projects.

**Motion made by Kenny Holtz to approve the Finance Committee Audit, the 990 Form, and to create a capitalization policy for the BSOA. Motion seconded by Clay Lorinsky. Motion passed unanimously.**

\*\*\*\*\*Rosie Barndt left the meeting at 9:16\*\*\*\*\*

5. March & April Staff Report: Suzan went over the staff report. Staff is operating at full capacity.

6. Chairman's Report

A. Old Business

i. Pond Project Funding Cost Analysis: Suzan Scott went over actual funding totals for ponds revenue and expenditures. The Ponds project is currently underfunded. The Ponds Sub-committee has put together a plan to fundraise the final phases of the project. Currently there would be enough available funds to begin construction, depending upon Resort Tax. As soon as the Resort Tax application results are received, the SubCommittee will give this information to the Finance Committee to manage funding.

ii. Morrison Maerile (MM) vs. Stahly Contracts: Suzan Scott reported on the Little Coyote Speed Tables and Bridge bids. She recommended going with Stahly for the bridge, and MM for the Speed Tables.

**Motion made by Kenny Holtz to approve \$15,000 for staff to finalize the engineering portion of the speed tables and traffic calming on Little Coyote Road. Motion failed.**

Discussion - There was discussion about the contract with MM and the work that has already been done. There is a \$6,000 outstanding cost from MM. Tammy Estensen, project manager, mentioned that there would be



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three subsequent phases in MM's proposal; Stahly's proposal is in one phase.

**Motion was restated by Kenny Holtz to approve \$15,000 to turn over to staff for the completion of the engineering portion of the speed tables project on Little Coyote. Clay Lorinsky seconded the motion. Motion passed with one opposed.**

### B. New Business

i. 2022-2023 Strategic Plan: Suzan went over the strategic plan for 2022. It was noted that there has been a 50% increase in projects added and staff hours have slightly increased but near not enough to accomplish all that is asked. Currently, there are 1,264 over-assigned hours for projects approved. The Board was confronted with the issue of staff capacity.

Discussion - Kenny Holtz noted that there are projects in the plan that are externally focused and a portion of the membership would prefer the BSOA focus on internal jurisdictional-based projects. There was a question of whether the BSOA wants to be a leader in Big Sky on community-based projects or if the BSOA should maintain HOA duties only. Clay Lorinsky stated that the membership determines involvement. Chair John Gladstein mentioned that, to an extent, the BSOA is catching up with demands as the community grows, and that water, sewer, wildlife, and traffic is threatened. Kenny Holtz recommended a continual 10% increase in dues because of the ponds project, as well as other projects included in the strategic plan for FY 23.

Suzan Scott made a recommendation to prioritize projects that the Strategic Planning Committee rated the highest. Suzan Scott and the Executive Committee will reassess the plan as it pertains to personnel and BSOA resources.

**Motion made by Kenny Holtz to approve the Strategic Plan as presented, allow staff to navigate an execution of the plan, and decide necessary resources. Motion seconded by Clay Lorinsky. Motion passed unanimously.**

**Kenny Holtz amended the motion to use the strategic plan as a draft plan to act as a guide and come back to the Board with an execution strategy. Clay Lorinsky accepted the amendment. Motion passed unanimously.**

\*\*\*\*\*Gary Walton left the meeting at 10:10\*\*\*\*\*



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### ii. Annual Meeting Venue, Date, & Time

**Motion made by Grant Hilton to approve the August 26 date at Big Sky Resort. Motion Seconded by Kevin Daily. Clay Lorinsky abstained. Motion passes unanimously.**

iii. Trash & Recycling Consortium – A Memorandum of Understanding (MOU) that was vetted and recommended by the Legal Committee was presented and discussed.

**Motion made by Clay Lorinsky to approve the MOU and consortium with Republic Services. Motion seconded by Kevin Daily. Motion passed unanimously.**

iv. Easement South of HWY 64: Lone Mountain Land Company bought land to allocate to workforce housing and discussed BSOA's easement and their proposed modification thereof, as it relates to where the project is to be located on the property. Cryder Bancroft requested to retire the BSOA existing trail easement and build a new trail, as the existing trail lies within the projects building site. The intention is to expand the trail network. The Legal Committee requested Cryder Bancroft send a draft of the trail project and easement request for further review. Clay Lorinsky requested that Laura Seyfang send a copy of the deed restrictions on behalf of the Big Sky Housing Trust to the BSOA as soon as possible

**Motion made by Grant Hilton for the applicant (Lone Mountain Land Company) to work with the Legal Committee regarding the easement and trail for Riverview. Motion seconded by Maggie Good. Kenny Holtz abstained. Motion passed unanimously.**

\*\*\*\*\*Cryder Bancroft, David O'Connor, and Laura Seyfang left the meeting at 11:15\*\*\*\*\*

v. Shaw Shed Letter from Attorney: Alanah Griffith, who is representing the Shaws, went over her letter to the Board... Chair John Gladstein referred Alanah and the represented party to attend the next BSAC meeting for further discussion.

vi. Cascade Subdivision Board: John Stowe stated that there is substantial support by residents to form a Sub-HOA and Board in the Cascade Subdivision.

Discussion - Kenny Holtz mentioned that the BSOA funds cast too far a net to manage a specific neighborhood. Cascade residents will need to refine the details of the proposal. Thereafter, BSOA may support a sub-HOA but will not allocate



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funds towards it until a complete proposal was presented to the Board. After a thorough proposal is submitted, the Board may assume administrative costs for legal review. It was recommended that Cascade owners come back to the Board with a petition or resolution for a Sub-HOA. It was stated by Suzan Scott that in order to amend the covenants, there would need to be 75% of residents in support of the amendments, which includes the SFRs and condos on the south side of Hwy 64.

### 7. Committee Reports

A. Executive Committee – Meetings 03/29/22, 04/14/22:

*i. Staff Working Remote: The BSOA established a remote work process during COVID-19; Maggie Good suggested at a previous Board meeting that all staff return to the office full-time. Kenny Holtz mentioned that having a somewhat flexible schedule is ideal for employees, as long as there are staff in the office during normal business hours to serve the membership. It was also suggested that staff make themselves available for in-person meetings. The Board agreed that this comes down to the existing personnel policy where hours are described as flexible. Suzan Scott mentioned that remote work has been approved by the Executive Committee prior to COVID-19 restrictions.*

*iii. Candidate Filing Period Approved: The Board candidate filing period was approved from April 15, 2022 to May 15, 2022.*

B. Legal Committee - Meeting 03/29/22: Kevin Daily requested an executive session at a later date to receive updates on current litigations.

C. Nominating Committee - Meeting 04/06/22: The NC developed an updated filing form.

D. Strategic Planning Subcommittee – Meetings 04/05/22, 04/18/22

E. BSAC – Meetings 03/03/22, 03/17/22, 04/07/22

F. BSOA Advisory Committee – No Meeting

G. BSCO Trails – No meeting

H. Ponds Subcommittee – Meeting 04/05/22

I. Sustainability Subcommittee – Meeting 03/22/22: Grant Hilton updated the Board on the Big Sky SNO Climate action plan and that the SC is interested in the building efficiencies portion of the plan. The framework is aligned with design regulations changes that the BSOA is



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*currently working on. The committee is also continuing to follow the latest updates on the Flatiron development.*

9. Adjourn

**Motion was made by John Gladstein to adjourn the meeting at 11:55 AM. Motion seconded by Clay Lorinsky. Motion passed unanimously.**