



BIG SKY OWNERS ASSOCIATION

Board of Director's Meeting Minutes - June 1, 2017

Big Sky Owners Association Board of Directors met on Thursday, June 1, 2017 at 11:00 am at the Big Sky Owners Association office in Big Sky, Montana. Directors in attendance included: John Loomis, Gary Walton, Eric Ossorio, Gail Young, Grant Hilton. Kevin Frederick and Maggie Good were on the phone. Unable to attend were Barb Rooney and Sharon Douglas. Suzan Scott and Steve Anderson represented staff. Paula Alexander was present to record minutes.

1. Membership Forum: None
2. Call to Order: John Loomis called the meeting to order at 11:05 am.
3. Minutes: Minutes from April 21, 2017 were approved with one correction, as follows: **Motion made by Grant Hilton (not Eric Ossorio) to investigate traffic on Little Coyote Road with urgency to find a long-term solution; seconded by John Loomis. Motion unanimously carried.** Minutes from May 19, 2017 were approved with two changes as follows: i) The approved FY 2018 Budget included \$5,000 for the computer reserve, not \$2000. ii) Add to the May minutes that there is an allocation plan for the approximately \$500,000 unrestricted funding in owner's equity.

Motion made by Gail Young to approve the May 19, 2017 Minutes with the above changes; seconded by Eric Ossorio. Motion unanimously carried.

4. Chairman's Report
 - A. Old Business
 - i. Board of Directors Term Limits - Directors reviewed and considered the pros and cons of implementing term limits. It was noted that the membership could vote against term limits, however, the Board decided the following: 1) three consecutive 3-year terms should be the limit for BSOA Directors; 2) After 9 years, Directors must sit out for one year before being re-elected or appointed to a Board seat, nor can a Director fill in for a vacant seat; 3) If approved by a membership vote, term limits will be effective immediately (beginning the new fiscal year, Oct. 1, 2017); 4) There will be no options stated in the Bylaws that provide for longer service if the above term limits are approved by the membership; 5) That term limits would be retroactive; 6) It was recommended that there be an advisory committee established to mitigate the loss of experience and institutional knowledge by out-going Directors.
Further decision was for staff and a subcommittee to put together the draft language for the ballot packet and criteria for the bylaws amendment. The attorney would draft the amendment, then both

documents will be emailed to the Legal Committee, then all Directors for review in time for the ballot packets to be sent to the printer by July 13th.

Motion made by Gail Young to send the above delineated term limits to attorney; seconded by Gary Walton. Motion unanimously carried.

- a. Advisory Board – The Advisory Committee is to be established but at a later date.
- ii. Allocate Unrestricted Funds – It was decided during the May Board meeting to take the unrestricted BSOA money that has not been allocated and allocate it specifically to certain projects and programs. This is to fully fund the 2016 Audit’s recommendations for estimated replacement costs, to create a pond maintenance fund available after the ponds project has been completed and also in consideration of future Resort Tax Board applications. It was proposed to put 1) \$200,000 in the Ponds Reserve, 2) \$75,000 into the Operating Reserve to fully achieve that replacement fund, 3) \$5,000 in the Computer Reserve for future IT replacement, 4) \$100,000 for Ponds Maintenance (garbage, landscape damage, dock wear-and-tear, any unanticipated structural maintenance, all based off annual costs estimated between \$10,000-\$20,000 per year from our Engineer). 5) \$150,000 for Road and Projects Reserve. It was noted that approximately \$12,000 would remain unallocated from the \$542,000 and that these reserves can be modified in the future by the Board as it sees appropriated.

Motion made by Gail Young to allocate cash in owner’s equity to the 5 different projects delineated above (Refer to memo for \$541,000, one item was renamed from “unexpected” to Road and Project Reserve, one amount was adjusted and nearly \$12,000 was left unallocated.); seconded by Grant Hilton. Motion unanimously carried.

A. New Business

- i. Nominating Committee
 - a. Maggie Good: New BOD Committee Assignments – The Board agreed to appoint Maggie to Director Kent Volosin’s former Committees and Subcommittee: Finance, Strategic Planning and the AME. It was noted that Maggie remains interested in BSAC but there currently are no Committee seats available so consideration of the BSAC for Maggie will be readdressed in upcoming fiscal year.

Motion made by Grant Hilton to have Maggie Good assume Kent Volosin’s former Committee positions; seconded by Eric Ossorio. Motion unanimously carried.

- b. BSAC & BSOA Candidate Update: Stacey Ossorio and Gary Walton have both expressed interest in running as member elects for the BSAC. We have also had several members express interest in running

for the Board. Suzan is to make contact with all interested members and verify that they are in good standing.

- c. Election Ballot: Candidate Bios & Pictures – Eric Ossorio and Gail Young will be on the ballot. They will submit photo and bio to Paula by June 19.
 - d. Hearing on Suspension of Voting Rights – A letter will be sent out informing any members with outstanding balance that their voting rights will be suspended if they do not become current with their account within 10 days of receiving the letter.
5. Other – Big Sky Annual Weed Pull: June 27th, 2017

Also, Suzan notified the Board that the previously approved amount to be invested in the Stockman Bank's CD was modified because the approved \$249,000 invested plus the \$2,111 earned interest would push it over the FDIC insured limit. Therefore, the CD amount was changed to \$245,000 and the remaining \$55,000 from the Stockman money market was put in a cashier's check that will be rolled over into the American Bank CDAR totaling approximately \$157,000.

Meeting was adjourned at 12:30 pm.

Eric Ossorio, Secretary