



# BIG SKY OWNERS ASSOCIATION

## Board of Director's Meeting Minutes - Friday, February 21, 2020 - 8 AM

Big Sky Owners Association Board of Directors met on Friday, February 21<sup>st</sup> at 8 AM at the Big Sky Owners Association office in Big Sky, Montana. Directors in attendance included: Eric Ossorio, Gail Young, Maggie Good, Grant Hilton, Gary Walton, Jim Glowacki, John Gladstein. Attending on the phone: Kevin Daily. Suzan Scott and Steve Anderson represented staff. Amy San Nicolas was present to record minutes.

1. Membership Forum:
2. Call to Order: Chair called the meeting to order at 8:06
3. Minutes: Board Meeting - January 17<sup>th</sup> Board meeting: Rainham- take out first sentence of Gail's notes and leave motion as is. Typo in new business, its instead of their.

**Motion made by Maggie to approve minutes subject to the above modifications; seconded by Grant Hilton. Motion passes unanimously.**

\*\*\*\*\*Executive session: 8:28-9:52\*\*\*\*\*

**Motion made by Eric Ossorio to ratify motions made within Executive Session; seconded by Maggie Good. Motion passes unanimously**

**Motion made by Grant Hilton to respond to the letter, ask for a discussion between Rainham and a committee of BSOA representatives to see if we can resolve remediation of the site; seconded by Kevin Daily.**

**Modified "to request they send the remediation plan to the Executive Director as they offered, within two weeks;" Kevin Daily still seconds. Motion passes unanimously.**

**Motion made by Gary Walton to engage Brandon Hoskins to begin preparing the pleadings necessary to commence the Declarative Judgement Action to resolve the issue of whether or not Section 27 Tract 2 of COS 2746A and Section 27 Tract 2 of COS 2746 are within BSAC jurisdiction. Authorize up to \$5,000 for the preparation of the pleadings; seconded by John Gladstein. Motion passes unanimously.**

\*\*\*\*\*Steve Anderson left at 9:30\*\*\*\*\*

4. Finance and Audit Committee:
  - A. Audit Update - Staff and Finance Committee are still working to reconcile the Performance Deposit Accounts. It is unlikely to be reconciled by the required deadline for the Annual Finance Letter due out the end of March.
  - B. January Financials - Will not be presented until Performance Deposits are reconciled as required by the 2019 Audit.



- C. Receivables & Assessments –Will not be presented until Performance Deposits are reconciled. It was noted that payables are close to last year at this time and receivables are well ahead.
- D. New Member List – No discussion required.
- 5. Chairman’s Report:
  - A. Old Business –
    - i. Survey: Ponds Project – Staff put out a survey last Friday--169 Responses so far (about 10%). At this point the majority are in favor of the entire project, whether there is an increase in assessments or not. Staff will send out another reminder for the Survey and hope to double responses.
    - ii. MadCo Emergency Egress -
      - a. Letter to the Governor: There is nothing new to report. Still need information from Gallatin County before the letter is sent. It was suggested that Staff send the MadCo data analysis to GalCo as an example of similar data we would like provided and then invite a Gallatin County Planning Committee representative to present the data to the Board. A recommendation was made to include gubernatorial candidates in the carbon copy.
    - iii. Board Retreat: expenses/Meeting Notes –

**Motion made by Jim Glowacki to authorize Suzan to offer the consultant up to \$1,000 to settle the dispute; seconded by Grant Hilton. Motion passed, 7 in favor and 1 against.**

- iv. Update on Noncompliance Issues:
  - a. Acct. # 04443 – Staff gave an update. This matter has been escalated to legal counsel.
  - b. Acct. #07610 – No further discussion needed
- v. WSD Easement Update: Staff to schedule a meeting of the subcommittee to review NorthWestern Energy’s proposal and Eric Ossorio to join the subcommittee.
- vi. Code of Conduct: Final Review – The Board discussed several small edits and general substantive edits involving unnecessary or ambiguous language. There was some discussion about what, if any overlap may exist between the Code of Conduct and the Conflict of Interest Resolution. It was decided that these two documents would be reviewed side-by-side to remove any repetition or contradiction before approval of the Code of Conduct.
- vii. BSAC Member Appointed by Board: Director Gary Walton has recently resigned from the BSAC. Therefore, the Nominating Committee met and recommends John Gladstein to fill his term



for the remainder of the fiscal year. There was discussion about how many Committee seats will open up for the coming election and it was suggested Boyne be invited to continue to participate and suggest a representative for the Committee.

**Motion made by Jim Glowacki to appoint John Gladstein to serve out the remaining term of Gary Walton’s BSAC term; seconded by Maggie Good. Motion passed unanimously.**

- viii. Procedure Resolution Revision: It was reported that Jess went through the approved edits from the last meeting and made some additional recommendations.

**Motion made by Maggie Good to approve recommended revisions; seconded by John Gladstein. Motion passed unanimously.**

B. New Business-

- i. 501c3 Name and Mission Statement: Given the Board already approved applying for the IRS status, the Board now needs to put a name to the 501c3 as required in the application, as well as a corresponding mission statement. “Benefit Big Sky” was added to the list of names presented. It was suggested that ‘in the big sky community’ be added to the mission statement, ‘projects’ be replaced by ‘initiatives,’ and ‘charitable’ be removed. It was noted that the mission statement could later be changed as long as it still matched the purpose provided in the application.

**Motion made by Grant Hilton to approve the statement for the organization as amended; seconded by Maggie Good. Motion passed unanimously.**

**Motion made by Maggie Good to approve ‘Benefit Big Sky’ as the name of the organization; seconded by John Gladstein. Motion passed unanimously.**

As presented, the next step will be to create an Articles of Incorporation and Bylaws. It was noted, that the application should be reviewed by the Legal Committee before submission.

- ii. Staffing: Executive Committee recommended the hire of a full-time employee separate from the issue of the 501c3.

\*\*\*\*\*Jim Glowacki left the meeting at 12:04 PM\*\*\*\*\*

**Motion made by Gary Walton to approve the recommendation to hire a full-time staff of 30-35 hours with benefits; seconded by John Gladstein. Motion passed unanimously.**


6. Committee Reports:

- A. Executive Committee – *Temporary Reduced Office Hours, Staffing Proposal, Increased Medical Premiums*: No further discussion required.



- B. Legal Committee – *Rainham Property, Design Regulation Revision*: No further discussion required.
  - C. Nominations Committee – *BSAC Appointee by Board*: Will be meeting again on the 26<sup>th</sup> and will still be looking for suggestions. It was also noted that current members of the BSAC whose terms are ending should be asked if they intend to run again. Then, perhaps reach out to the builders/architects in the BSOA that might want to put forward a candidate to run.
  - D. Strategic Planning Subcommittee – NA
  - E. BSAC - No further discussion required.
  - F. BSOA Advisory Committee – *MadCo Egress, BSOA Perception*: No further discussion required.
  - G. BSCO - No further discussion required.
7. Other: None.
8. Adjourn: With nothing further to discuss, the Chair adjourned the meeting at 12:09 PM

Attendance Summary: Unless otherwise noted herein, all Directors and Staff present were in attendance for the duration of the meeting.

  
Gail Young, Secretary