



# BIG SKY OWNERS ASSOCIATION

## Board of Director's Meeting Minutes - July 20th, 2018

Big Sky Owners Association Board of Directors met on Friday, July 20th at 9:00 am at the Big Sky Owners Association office in Big Sky, Montana. Directors in attendance included: Gary Walton, Gail Young, Grant Hilton, Maggie Good, John Loomis, Eric Ossorio. On the phone was Kevin Frederick, Michelle Frederick, Sharon Douglas. Suzan Scott and Steve Anderson represented staff. Paula Alexander was present to record minutes.

1. Membership Forum: Members in attendance: Brian Wheeler, Al Malinowski. No comments from attendees were voiced.
2. Call to Order: Chair Gary Walton led the meeting which was called to order at 9:02 am.
3. Minutes: Discussion was held about approving Minutes by email vote so when a Board meeting is cancelled they are accessible to the membership and published on website. It was recognized that per the Bylaws, the Board is unable to grant approval via email, it must be by conf. call or face to face. It was decided that Staff would look into this and further discussion will be held at the next Board Meeting.

May 18<sup>th</sup>, 2018 Board Meeting - Top of Page 2, delete "accrued vacation and sick hours should be left off the budget". Page 2, "merge" should be corrected to "merger". Bottom of Page 2, it was requested that further clarification of comment be given: "but a solid contract" was replaced by "recommend that deliverables include sufficient details for bidding to third parties for construction contractors". Page 3, Motion. Kevin "Daily".

**Motion made by John Loomis to approve May 18<sup>th</sup>, 2018 Meeting Minutes with above corrections and modifications; seconded by Maggie Good. Motion carried unanimously.**

May 31<sup>st</sup>, 2018 Special Board Meeting -

**Motion made by Maggie Good to approve May 31<sup>st</sup>, 2018 Special Meeting Minutes; seconded by Grant Hilton. Motion carried unanimously.**

June 15<sup>th</sup>, 2018 Board Meeting -

It was noted that Sharon Douglas voted against the motion to confirm the NC's recommendation for Philip Chadwell as a Board candidate due to insufficient information.

**Motion made by John Loomis to approve June 15<sup>th</sup>, 2018 Meeting Minutes; seconded by Maggie Good. Motion carried unanimously.**

4. Finance and Audit Committee -

- A. FY 2019 BSOA Budget Revision – Suzan Scott explained a budget revision based off of new D&O insurance information that affected several budget categories.

**Motion made by Grant Hilton to approve the Budget Revisions as stated; seconded by Maggie Good. Motion passed unanimously.**

- B. May & June Financials – Noting several items in the finance statements, including the \$20,000 in fines and penalties, May & June Financials were accepted by the Board.
- C. BSOA Ponds Retainage Pay Out – Suzan presented RESPEC’s request for pay out of retainage fees that were held back from 2015 through 2017.

**Motion made by Grant Hilton to approve the pay out to RESPEC as presented; seconded by Gail. Motion passed unanimously.**

- D. Receivables
  - i. Suspension Hearings – Without further objections from membership, suspensions of delinquent accounts were accepted and approved by the Board.

**Motion made by Maggie Good to suspend the voting rights as presented to the Board not in good standing; seconded by John. Motion passed unanimously.**

- E. Lien Request: None
  - F. Collection Request: None
  - G. New Members List – New membership list was enclosed in the Board Packet indicating that membership continues to grow.
5. Chairman’s Report
- A. Old Business – Project Updates
    - i. Final Amendments to Bylaws – As a final review by the Board, each article and section were reexamined, including Exhibit A, noting several amendments.
      - a. Membership Opinion – Suzan presented the survey percentages of members who approved or opposed the six proposed Bylaw amendments discussed in the newsletter articles the last three months. After some discussion, the Board decided to withdraw the amendment that provided a second option to increase assessments due to low membership support.

**Motion made by Grant Hilton to accept the Bylaws amendments with revisions as discussed during the July 20, 2018 Board Meeting; Eric Ossorio seconded. Motion passed unanimously.**

- i. Proxy Vote Lake Condos Update - Proxy votes are not accepted per the BSOA Bylaws. Therefore, the newly amended and restated Bylaws proposes that each timeshare unit will appoint, by majority vote, a member from each unit to represent and vote for the unit. After this determination is made, each unit will submit to the BSOA documentation regarding which

member from each unit is entitled to vote. In particular, this affects the Lake Condo Association, which is made up entirely of timeshare units. After some discussion it was decided that Lake Condos can decide their own process as long as it complies with the Bylaws as stated above, follows the policy of no proxy voting and each unit provides BSOA documentation regarding who its representative will be.

- ii. Nominating Criteria Amendments – After thorough review of the nominating criteria, there were several revisions made, which the Nominating Committee recommended and presented to the Board for approval.

**Motion made by Eric Ossorio to approve the nominating criteria as recommended by the Nominating Committee; seconded by Maggie Good. Motion passed unanimously.**

- iii. Nominating Committee Charter – The nominating criteria as recommended above were inserted into the Nominating Committee Charter and reviewed by the Board for approval.

**Motion made by Maggie Good to approve Nominating Committee Charter; seconded by John Loomis. Motion passed unanimously.**

- iv. LC Traffic Calming Measures Update – The contract with Morrison Maierle to provide the location and number of traffic calming measures along Little Coyote Road has been completed and signed. Delay in the process is now due to follow up on staff's inquiry for funding assistance from the RID's 318 and 353.
- v. On-Line Payment Systems – Staff reported that after further research, QuickBooks provide the same service, at the same price, for less hassle that was initially presented to the Board as a concept for online payment. Therefore, Staff recommends that the online payment system as presented in the Packet be approved by the Board.
  - a. Bid Approvals - NA

**Motion made by Gail Young to approve the online payment system as presented; seconded by John Loomis. Motion passed unanimously.**

B. New Business

- i. BSAC Request: Covenant Amendments – due to time constraints, this issue was not addressed.
- ii. Architectural Review Fees: Revised - due to time constraints, this issue was not addressed.

- iii. MV & SGH RID Amendments - due to time constraints, this issue was not addressed.
- iv. Annual Meeting, 2018 - due to time constraints, this issue was not addressed.
- v. BSAC Recommendation: Design Reg. Revision to Require Architect/Engineer Ins. - due to time constraints, this issue was not addressed.

6. Committee Reports

- A. Executive Committee – *ED’s New Contract – None. NWE Proposed Substation Site* – Gary Walton, as BSOA representative, investigated whether Section 27 was subject to the BSAC review. His investigation disclosed that all of Section 27 is within the BSOA jurisdiction except for a small portion removed with the de-annexation of Antler Ridge. All property within BSOA jurisdiction are subject to the governing documents, which includes the Design Regulations. Previously BSOA determined after securing legal counsel that Section 27 is subject to BSAC review. The Executive Committee sent a letter to its member, Rainham, advising it of the decision. A letter was sent to NW Energy in response to its call for public comment that the property was subject to BSAC review. It was questioned whether the Executive Committee had authority to send the letter, without the approval of the full Board. After reviewing the Executive Committee Charter, the Board determined that the Executive Committee did have this authority. Al Malinowski spoke on behalf of Rainham stating it had a different legal opinion. He stated that he had not had time to assess the impact, if any, BSOA’s notice may have. John Loomis stated that the BSOA needed to stipulate in the letter sent what design regulations pertain to the property so they are fully understood before the project moved too far along and that BSOA needs to represent its members on this issue.

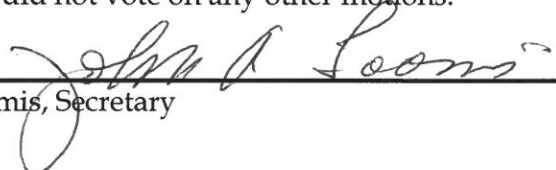
Due to the legal sensitivity of the issue, the Board made a motion to go into Executive session. Motion passed unanimously.

-----Executive Session-----

- B. Legal Committee – *Cascade Ridge*
- C. Nominations Committee – *May 18<sup>th</sup> Meeting*
- D. Bylaws Review Subcommittee – *NA*
- E. MLB/ODP Update – *Egress/Ingress - None*
- F. BSCO – Meeting: *May 17<sup>th</sup>, 2018 - None*
- G. BSAC – Janet is inundated. Considerations for modifying Review Fess were briefly discussed. Due to time constraints, the issue will be discussed at the next Board Meeting.

7. Other – Due to unfinished business, it was suggested that an August 17<sup>th</sup> BOD meeting be scheduled. The remaining Directors confirmed this date and asked staff to send out notice to determine quorum.
8. With no further business, the meeting was adjourned at 2:03 pm.

*Attendance Summary:* Michelle Frederick was only in attendance for 6A Executive Session, therefore did not vote on any other motions.

  
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John Loomis, Secretary