



BIG SKY OWNERS ASSOCIATION

Board of Director's Meeting Minutes - Friday, September 20, 2024 - 9:00 AM

The Big Sky Owners Association Board of Directors met on Friday, September 20, 2024, at the Big Sky Owners Association office in Big Sky, Montana. Directors in attendance included Chair Clay Lorinsky, George Mueller, Ernie Chappell, Morgan Brooke, Vanessa McGuire, and Kenny Holtz. Directors attending virtually included Michelle Horning and Walt Andrews. Staff members in attendance were Suzan Scott and Emma Lawler. Emma Lawler recorded the minutes.

1. Call to Order: Chair Clay Lorinsky called the meeting to order at 9:02 AM.
2. Membership Forum: No members were in attendance to make a comment.
3. August 16 Meeting Minutes:

Motion made by Maggie Good to approve the August 16 meeting minutes; seconded by Kenny Holtz. Motion passed unanimously.

4. Finance and Audit Committee:
 - A. July Financials: The BSOA is closing out the 2024 fiscal year. The auditor received our attorney's revised letter, the management letter was completed and submitted, which stated there is no issues with the audit nor the Association's financial management. It was reported that a 50% deposit was made for the Little Coyote road speed tables. The BSOA financials continue to be in good-standing.

Motion made by Kenny Holtz to accept the August financial reports; seconded by Morgan Brooke. Motion passed unanimously.

5. Staff Report - August/September: Suzan Scott touched on several items in the staff report including, the Annual Meeting, wrapping up the election results, and the rehire of the Communications position, and mentioned given the approach of year-end, staff will be taking vacations in the coming month(s). Staff is ensuring that there is coordination with the speed tables construction contractor.
6. Chairman's Report
 - A. Old Business
 - i. Pond Project Updates
 - a. Construction Status: The vast majority of construction in the scope of work has been completed except the completion of the fishing dock pilings, which is supposed to occur in the Fall. Geotechnical testing occurred in late September and structural engineering will follow shortly after a report is made available.
 - ii. Traffic Mitigation Updates



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- a. Construction Status: The three speed tables are being constructed in three phases. The project will be completed in early October. A final discussion regarding a membership special assessment to help pay for the project was had.

Motion made by Maggie Good to approve a \$27.33 special assessment for the traffic calming project on Little Coyote Road; seconded by Kenny Holtz. Motion passed unanimously.

- b. Stahley Contract Amendment: Staff presented up to an additional \$5,000 contract amendment from Stahley for construction administration, contractor coordination, on-site inspection, and final walkthrough. The Board questioned the \$5,000 figure and whether there was overlap in scope of the original contract. Staff will get clarification on the remaining work necessary from Stahley and the Board will revisit the contract amendment after those details are provided.
 - iii. BBS Updates - Fundraising Efforts: The BBS Board will be meeting with a major donor regarding naming rights and create a thoughtful press release. A joint meeting with the Pond Sub-Committee and BBS Board will need to take place in the coming months to update the project's revenue vs. expenses, which Kenny and Kyle will work on together.
 - iv. Annual Meeting Wrap-up: The Board discussed the annual meeting. It was mentioned that having the meeting at the Wilson, in the meadow was a convenient location. The variety of presentations and information were well received. It was noted that in person attendance was down from last year but the number who attended virtually was unknown. Overall, everyone seemed to enjoy the speakers, location, and catering.
- B. New Business
- i. Draft Membership Survey: The Strategic Planning Sub-Committee (SPS) met to discuss the second membership survey that has been drafted. The intent of the survey is to guide a long-term strategic plan and get membership input on dues and special assessments related to future projects. Each Director was asked to come up with six future projects to be considered and discussed at the next Board meeting, but also input from the new Board members would be a positive. It was noted that the survey was announced at the annual meeting and the delay in it being sent out to the membership should be limited. The survey should also include ranges for each project cost that staff would put together after the Board provides their input. It was recommended that the survey then go to the SPS for review and before final Board approval.



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- ii. Election Results: Quorum was achieved with the BSOA election with over 900 votes received. George Mueller, Board Secretary, certified the election after reviewing the election ballots and result tally. Kenny Holtz, Barb Rowley, and Les Hopper were elected to the Board. Dave McCaffery was elected to BSAC.

Motion made by Maggie Good to accept the election results; seconded by George Mueller. Motion passed unanimously.

- iii. Committee and Officer Assignments: The Nominating Committee (NC) met to discuss committee and officer assignments and reviewed the ten BSOA Committees Charters and Subcommittees for any needed modifications. There were no recommended changes to any committees other than combining the Pond Sub-committee and Benefit Big Sky for the project's fundraising. It was noted that consideration of Committee and Officer assignments were based on Board approved criteria, including Board longevity, continuity on Committees, expertise, residency, among other criteria. It was discussed whether the BSAC should consider hiring a part-time architect as a consultant, which may be considered at a future meeting.

Motion made by Walt Andrews to approve the committee and officer assignment recommendations from the Nominating Committee, including a joint committee with the Pond Sub-Committee and Benefit Big Sky; seconded by Maggie Good. Motion passed unanimously.

The Advisory Committee was discussed.

Motion made by Morgan Brooke to make the Advisory Committee an Ad Hoc Committee; seconded by Walk Andrews. Motion passed unanimously.

- iv. Potholes – Heavy Runner Road: The BSOA was approached with a maintenance request to fill potholes on Heavy Runner Road, as an RID on this road does not exist. Representatives from Skycrest and Alpenglow were present at the meeting and explained how they proceeded with the work when the contractor was available. The total cost was \$9200 and asked that the BSOA pay a portion of the cost after the fact. It was agreed that Skycrest, Alpenglow, and the BSOA would split the cost of the road repairs three ways. Staff will continue to work on a global RID solution or simply creating new RID's where needed, to prevent BSOA continually having to brunt the cost of road maintenance within the jurisdiction.



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Motion made by Maggie Good to pay one-third of the bill for pothole repairs on Heavy Runner Road; seconded by Clay Lorinsky. Motion passed unanimously.

7. Standing Committee Reports

- A. Executive Committee (EC) – No Meeting: *CEA Job Description* – Suzan submitted the revised job description to the EC for review. No further suggestions were made by Committee members.
- B. Legal Committee – *Rainham*: Two representatives from the Legal Committee attended mediation on September 4th. The letter from BSOA’s legal counsel served the BSOA very well and that resulted in the insurance company paying the plaintiff’s costs at a significantly reduced amount, with no cost to the BSOA. BSOA’s \$10K deductible was also waived. *Old Jow Rope Tow*: Dave Weaver, BSOA attorney, met with the attorneys of the Big Sky Resort’s and the landowners, at the property in dispute. The landowner is fine with a new rope tow and an easement. The lawyers will work on language to limit use of the newly created easement. They are hopeful that construction of a new rope tow will be completed next summer. *Docs vs BSOA*: The property is still occupied, and no progress has been made to bring the property into compliance. BSOA’s attorney continues to work with the owner’s attorney to resolve this issue. *Dull Knife Trail Agreement*: After being reviewed by the LC, Dave Weaver will redline the agreement, to be reviewed by the Board at the next meeting.
- C. Nominating Committee – *Meeting – 09/10/24: Committee & Officer Assignments* - No further comments were made.
- D. BSAC – *Meetings – 09/05/24; 09/19/24*: No further comment was made.
- E. Ponds Subcommittee – No Meeting:
- F. Sustainability Committee – No Meeting:
- G. Wellness District – No Meeting
- H. Benefit Big Sky (BBS) – *Meeting – 09/12/24: Pond Fundraising Strategies/Efforts, Registry, Outreach* - No further comments were made.
- I. Strategic Planning Subcommittee – *Meeting – 09/17/24: Annual Membership Survey (#2)* - No further comments were made.

Other: Next Board Meeting – October 18th, 2024

8. Adjourn: Board Meeting adjourned at 10:52 AM

George Mueller, Secretary