



BIG SKY OWNERS ASSOCIATION

Board of Director's Meeting Minutes - July 19, 2019

Big Sky Owners Association's Board of Directors met on Friday July 19th at 8 AM at the Big Sky Owners Association's office in Big Sky, Montana. Directors in attendance included: Philip Chadwell, John Gladstein, Jim Glowacki, Maggie Good, Eric Ossorio, Gary Walton, and Gail Young. Attending by phone was Grant Hilton. Suzan Scott and Steve Anderson represented Staff. Whitney Smith was present to record minutes. Membership in attendance: Brian Wheeler, Jerry Scott, Al Malinowski, and Brian Scott.

1. Membership Forum: None
2. Call to Order: Gary called the meeting to order at 8 a.m.
 - A. There was discussion about language in the Fairways update in the packet and was ultimately decided that the wording was fine.
3. Big Sky Biggie Bike Race
 - A. Natalie Osborne called in to discuss the Big Sky Biggie Bike Race with the Board to get approval for the race to go through BSOA jurisdiction. After some discussion, the Board approved the request.

Motion made by Eric Ossorio to approve the request for Big Sky Biggie Race to go through BSOA jurisdiction. Seconded by Maggie Good. Motion was Unanimous.

4. Minutes: Board Meeting -
 - A. It was noted that Secretary Good and Staff made corrections prior to its inclusion in the packet.

Motion made by Maggie Good to approve the June 21st meeting minutes. Seconded by Eric Ossorio. Motion was Approved.

5. Finance and Audit Committee:
 - A. June Financials -
 - i. There was discussion about specific items, new Directors were briefed on particulars of the financials and the Board accepted the June financials.
 - B. Compounded Interest vs. Annual
 - i. The default method in QuickBooks automatically compounds interest. The Board had previously directed Staff to calculate interest on an annual basis. However, for the sake of simplicity, the Finance Committee recommends that QB's automatic calculation be used.

Motion made by John Gladstein to change calculating interest on an annual basis to compounded interest. Seconded by Jim Glowacki. Motion was approved.



- C. Proposals: Audit & 990 3-Year Contract
 - i. Suzan provided an update on the process of securing a 3-year contract with an accounting firm for the annual audit and 990 submission. Additional details and an additional proposal were presented in the Board packet for review.

Motion made by Phillip Chadwell to select the services of Barry & Company PA as the new BSOA auditor as stated in the proposal for the years ending September 30th, 2019, 2020, and 2021. Seconded by Maggie Good. Motion passes.

- D. Receivables & Assessments -
 - i. It was noted that the BSOA is not recommending sending members to collections. Nothing new to report. Board accepts Receivables and Assessments.
- E. Lien Request - Acct. #312184
 - i. Brian Scott was present to represent Fairways LLC. The Board was reminded that as of June 25th the 60 day deadline for payment of the fines had been reached, yet payment had not been received. BSOA received a letter from the majority partner however, which was also distributed to BSAC on July 18th, 2019. There was discussion on the contents of the letter. Mr. Scott stated that he nor his attorney had received a copy and that he had paid the majority partner his portion of fines due. It was noted that the Board had retained council, but would not pursue any litigation at this point and requested that both partners give the Board monthly updates.
- F. Collections Request - N/A
- G. New Member List - No discussion necessary.

6. Staff Report: June Report

- A. No Staff Report was given.

7. Chairman's Report:

- A. Old Business -

- i. NorthWestern Energy Substation Update
 - a. Jerry Scott represented Rainham Property and Gallatin Properties, INC. Al Malinowski represented Meadow View Subdivision. Mr. Scott expressed reasons for its stance on the jurisdiction issue, his concern of inconsistent treatment and referred to the jurisdiction map on the website. It was noted by the Board that other members in Section 27 had previously gone through BSAC review for approval when building. The Board then indicated it would be discussing the NWE issue further in executive session.



*****Grant left the call at 9:40 AM*****

ii. SGHs Covenant Amendment Update

- a. A recap was given on the history of the issue. The amendment has been reviewed by the attorney and twice by the Legal Committee. As presented, the Board was reminded that the fines have been removed from the covenant amendment language and inserted into the newly created SGH Short Term Rental Restrictions Resolution, which has also been presented for approval.

Motion was made by Maggie Good to approve the Sweet Grass Hills covenant amendments and Short Term Rental Restrictions as presented. Seconded by Gail Yong. Motion was approved.

iii. Proxy Vote Update

- a. A draft letter was presented for review that stated LCOA may vote its 55 votes, the election ballots may be signed by a member of the LCOA Board, and in an effort toward reconciliation, the BSOA would waive the late penalties and interest on LCOA's accounts.
- b. There was discussion about potential changes to the content of the LCOA letter but ultimately the Board decided not to change it.

Motion was made by Gail Young to approve the letter in the packet addressed to the LCOA including the waiving of fines. Seconded by Jim Glowacki. Six in favor. One opposed. Motion passes.

*****Executive Session: 10:09AM - 12:12PM*****

Motioned was made by John Gladstein to, by advisement of legal counsel, send a cease and desist letter to both NorthWestern Energy and Rainham, and to alert NorthWestern Energy's counsel that the cease and desist letter is coming. Seconded by Jim Glowacki. Motion passes.

iv. Project Updates:

- a. Traffic Calming Measure
 - I. Staff is still waiting on a letter from the sheriff to further the process of amending the GalCo ordinance to allow speed tables. Suzan was advised to move forward with only the Fire Department letter.
- b. Budworm Spray Contract



- I. A copy of the contract from Northwest Management was included in the packet. The Board discussed the process and how to maximize the efforts.

Motion was made by: Eric Ossorio to approve the contract with Northwest Management. Seconded by Maggie Good. Motion passes.

- c. Final Bylaw Amendments 2019
 - I. The final bylaw amendments were included in the packet for Board review, which will be included in the election ballot packet to be sent out next week.
- v. Board Vacancy
 - a. It was reported that Sharon Douglas had resigned from her position as a director and that the Nominating Committee recommends that John Gladstein take her place for the remainder of her term.

Motion made by Maggie Good to appoint John Gladstein to fill Sharon Douglas's position on the Board for the remainder of her term. Seconded by Gail Young. Motion approved.

- vi. Annual Meeting and Events (AME) Committee Assignment
 - a. Currently, there are no Directors assigned to the AME committee, The Board proposed Eric Ossorio be assigned to the committee.

Motion made by Gail Young to assign Eric Ossorio to the AME committee. Seconded by John Gladstein. Motion passed.

- B. New Business -
 - i. Enforcement Resolution Revision: Maximum Fine
 - a. Increased Fine - The Legal Committee has reviewed and recommends approval of the revisions to the Resolution. Several more edits were proposed to the revised resolution including adding "per violation" after the maximum fine amount for commercial properties. It was also noted that the BSAC Chair would not sign a Board resolution.

Motion made by Gail Young to approve the edits to the revised Enforcement Resolution. Seconded by Maggie Good. Motion passes unanimously.

- ii. Annual Meeting Update
 - a. Taylor Middleton has confirmed he will present for the Big Sky Resort, Foresters from the Custer/Gallatin National Forest will be the keynote speaker and Ciara Wolf will be presenting details about the new BSCO trails and




Community Center. All things are coming together even though Staff has been somewhat shorthanded. There will be no live music this year. Instead, a playlist will be piped in. The vendors have been arranged and confirmed. The cost of the election ballot packet is running slightly over, however with a \$1,000 saved by not hiring entertainment at the Reception, all expenses totaled should come within budget. The meeting is at the Talus Room at 3 pm., the Reception is in the Huntley Lodge Main Dining Room that begins directly after the meeting, at approximately 5 pm where appetizers and drinks will be offered.

- iii. August Board Meeting
 - a. After some discussion, the Board decided upon an August 16th Board meeting. If needed an additional meeting will be scheduled on August 30th, the morning before the Annual Meeting.
- iv. Elections Policy Revisions
 - a. No further action was needed on the issue of elections policies or the Resolution presented since it has been previously revoked.
- v. Mold Inspection
 - a. Blue Ribbon Builders has been mitigating extensive mold found in its office space. As presented in the packet, it was recommended that the BSOA office is inspected for mold. After some discussion, it was advised that Staff look further into companies who only do inspections, instead of companies who inspect and mitigate mold. Eric will be giving Suzan other contact information.

Motion made by Maggie Good to get the inspection done, spending up to \$750. Seconded by Phillip Chadwell. Motion approved.

- 8. Committee Reports:
 - A. Executive Committee - *New Hire Update*
 - i. Whitney Smith was hired as the part-time Admin Support & Events
 - B. Legal Committee - *Proxy Voting, NEW Substation, SGH's Covenant Amendment, Non-Compliance Complaints - Mtg. July 8th - No further discussion.*
 - C. Nominations Committee - *Update: No Discussion*
 - D. Strategic Planning Subcommittee -



i. Madison County continues to approve projects. The BSOA wants a list of all projects that have been approved in Big Sky. Trevor and Brian have been brought into this and informed of the ideas..

E. BSAC - There were 14 projects reviewed at the last meeting.

F. BSOA Advisory Committee - NA

G. BSCO - NA

9. Other: Extend Board Packet Deadline

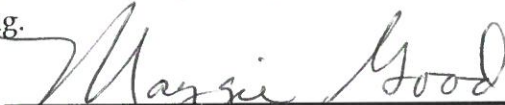
A. It was proposed to extend the send out deadline for Board packets each month, due to last minute additions/changes that continually occur. This would minimize the need for the Supplemental Packets sent out at a later date. It was decided to move the deadline to the Tuesday prior to the meeting.

B. Member Complaint Letter: The Board discussed a letter complaining about dog droppings on her lawn.

C. 2 New Board Members: Mr. Gladstein and Mr. Glowacki introduced themselves.

10. Adjourn: With nothing further to discuss, the meeting was adjourned at 1:31 PM.

Attendance Summary: Except as noted, all Directors were in attendance for the duration of the meeting.


Maggie Good, Secretary