



BIG SKY OWNERS ASSOCIATION

Board of Director's Meeting Minutes – Friday, October 20th, 2017 9:00 a.m.

Big Sky Owners Association Board of Directors met on Friday, October 20th, 2017 at 9:00 am at the Big Sky Owners Association office in Big Sky, Montana. Directors in attendance included: Gary Walton, Maggie Good, Sharon Douglas, John Loomis, Eric Ossorio, Gail Young, Grant Hilton and welcoming new Board Member Michelle Frederick. On the phone: Kevin Frederick. Suzan Scott and Steve Anderson represented staff. Paula Alexander was present to record minutes. Members attending were Jack Luechtefeld, Leslie Piercy, Kirk Dige and Anne Marie Mistretta.

1. Membership Forum: Anne Marie Mistretta was present to make a proposal on behalf of Crail Ranch. Being that there are often 20-25 cars parked on Black Otter Road for cross-country skiing, this is a potential safety hazard. Therefore, Crail Ranch would offer their parking lot for cross-country skiers if BSOA would pay to snowplow the Crail Ranch parking lot, which may resolve the problem on Black Otter. Cost estimates were not known. Discussion ensued about how this could fit with BSOA's parking regulations in Meadow Village, problems with cars parking in road right-of-ways and the identification of parking areas for skiers. Suzan brought to the Board's attention that this parking issue may relate to the Little Coyote traffic study and the results thereof. It was decided that a quote is needed from our Meadow Village snowplow contractor and that this issue should be considered at the December 15th Board meeting. Membership Forum was closed. No further comments from the Membership.
2. Call to Order: Meeting called to order at 9:17 am.
3. July 21st, September 1st and September 18th, 2017 Minutes:

Amendment to July 21st minutes motion: *Motion initially made by Sharon Douglas to allow members to speak for 3-4 minutes, amended by Maggie Good to allow individual members to speak for three minutes maximum; seconded by Barb Rooney. Motion carried unanimously. Gail Young approved the minutes with amendment; Sharon Douglas seconded. Motion unanimously carried.* See attached.

Amendment to September 1 minutes: Bottom of page BSOA Meeting Minutes – March 17, 2017 should say September 1, 2017. Page 10 of Board packet, Section 7B: *auto accident that occurred in 2016 (not 2015).* **Grant Hilton approved the minutes with amendment; Maggie Good seconded. Motion unanimously carried.** See attached.

Amendment to September 18 minutes: *Time of meeting to 3 pm, call to order at 3:03, Gary Walton joined the meeting at 3:12.* **Maggie Good approved the minutes with amendment; John Loomis seconded. Motion unanimously carried.** See attached.

4. Finance and Audit Committee

A. August and September Financials:

- August: It was noted on the Statement of Condition that two CD Performance Deposits have been reported in the incorrect bank and that has been corrected. Further discussion was then held regarding four CD Performance Deposits that are a carryover from when this was allowed long ago. The history given was that all four CD's are in the property owner's name, the CD's roll over when they mature and the owner can't take the money out without BSOA's consent. It was then asked if we can remove them and a recommendation from our auditors was advised. It was also discussed that performance deposits were not adequately tracked in the past, they were shown on three different lists that do not add up. Steve is working to rectify these lists.
- September: It was noted that the BSOA has been efficient with funding; the Statement of Condition does not balance; and Budget versus Actual shows that we took in more income than expected. Regarding bank deposits and reconciliations, Maggie asked that reports are reconciled otherwise have them re-submitted the next month. Steve will look further into these inconsistencies and report back. Corrected August and September numbers will be resubmitted for December 15th Board Meeting.

B. Receivables/Assessment Correspondence - None

C. Lien request: None

D. Collection Request: None

E. New Members List: None

Steve Anderson left the meeting at 9:50 am.

5. August Staff Report – Reviewed and discussed.

6. Chairman's Report

A. Old Business

- i. BSOA Ponds Subcommittee Report
 - a. DNRC Application: Public Notice Update – Karl Uhlig emailed that there were no objections filed to the DNRC application as of Dec. 16th. He mentioned it would take approximately a month for the issuance of the document and that will be reviewed by Karl. He also suggested that we give the go ahead to our engineers to move forward with the permitting, which Staff has done.
- ii. Project Update
 - a. Open Space Clean Up Update- Suzan reported that Mac had bartered the job by finding a crew to remove dead wood in exchange for the wood itself at no cost to BSOA.

- b. LC Traffic Calming Study- Suzan reported that the study was completed and an analysis has been enclosed in the Board Packet. A meeting with Morrison Maierle is to be scheduled to further assess potential course of action. It is also recommended that a meeting with residents also be scheduled for their input before any course of action is taken.
- c. Meadow Village Alternative Parking: Suzan reports that during the winter season, there is an access issue for emergency vehicles on Black Otter where LMR cross country trail crosses the road. It is a convenient spot for cross-country skiers to hop on the trail and park in the road right of way on both sides of Black Otter Rd. To resolve this issue, staff is looking into a possible parking area along Black Otter for cross country skiers. A survey is proposed to determine where the road lies in relation to the road right-of-way (ROW). It is estimated that a survey will cost between \$600-800. Once the ROW is determined, there may be an area large enough to provide parking. Staff has discussed this issue with Brian Wheeler of Big Sky Resort and are aware of some sprinkler heads which may impede snow clearing in this area. It was noted that the Board previously approved funding for alternative parking for cross-country skiing access.

Motion made by Grant Hilton to approve pursuing a survey as described above; seconded by Kevin Frederick. Motion opposed by John Loomis and Gary Walton. Motion carries.

- iii. Annual Meeting Wrap-Up – It was reported that staff received positive feedback from members. Members enjoyed the band but some still thought it was too loud and an interference. It was discussed that next year we move to a different genre of music, i.e. Classical or just background music or perhaps no band at all. The food was great and attendance was good. Members liked the presentations. The Board also discussed whether next year we schedule it on the Friday of Labor Day. It was suggested staff reach out to the membership via newsletter to ascertain the best date.
- iv. BSOA Election Results Wrap-Up - Suzan reported that the election results were posted in the September newsletter and are also on the website.

B. New Business

- i. Board Officer and Committee Assignments – Eric Ossorio presented the NC’s recommended slate of Officers and Committee members, which were based off of approved nominating procedures and policies. There was no further discussion after a review of the slate,

Motion made by Maggie Good to approve the slate of Officers and Committees as recommended by the Nominating Committee; seconded by Gail Young. Motion passed unanimously.

- ii. 2018 Bylaws Amendment Subcommittee – It was proposed that a subcommittee be created for further Bylaws amendments, in particular a few areas where the Bylaws don't line up with current practice. The Bylaws were originally written in 1973 and was last updated in 2008. Language needs to be clarified, requirements are ambiguous and the cumulative voting allowed in the Bylaws needs to be reviewed, amongst other issues noted by Directors and Staff. Throughout the past year, Suzan has kept a list of issues as concerns with the Bylaws have come up.

Motion made by Grant Hilton to create a Subcommittee and appoint members to the Subcommittee to review and propose changes to the current Bylaws; Maggie Good seconded. Motion unanimously passed.

Directors who volunteered for the Bylaws Review Subcommittee:
Michelle Frederick, Maggie Good, Gail Young, Eric Ossorio, Kevin Frederick.

Members who volunteered: Anne Marie Mistretta, Leslie Piercy, Jack Luechtefeld.

It was then decided the Subcommittee will determine the changes needed, make recommendations and suggest Bylaw amendments. It was also suggested that our attorney review any proposed amendments to discover any legal issues and to establish specific wording. Suzan is to complete the first review based off the list that was kept, to be followed by a Subcommittee review, then to be sent to the attorney.

Motion made by Gary to approve the Bylaws Review Subcommittee appointments above; seconded by Maggie Good. Motion carried unanimously.

The first Bylaws Review Subcommittee meeting was then scheduled for Tuesday, December 19 at 9:00 am.

- i. Contract Attorney Update – Suzan completed an initial interview with a new contract attorney, David Weaver. He has no conflicts with BSOA issues, has previously done HOA work and proposed an hourly fee \$50 per hour higher than our previous attorney. It was suggested that we negotiate down to stay within the FY 2018 budget. Another meeting with David has been set up later today for members

of the Legal Committee and Suzan to further discuss a contract with him.

- ii. LMR Season Pass Agreement – New this year, day passes are to be sold and available at BSOA office. A Board determination regarding the cost of a discounted day pass purchased by BSOA members was discussed.

Motion made by John Loomis to increase the cost of a day pass from \$12 to \$15, with the resort tax coming out of the \$15; Gary Walton seconded. Motion carried unanimously.

- iii. No Parking Signs in Meadow Village – There continues to be a parking issue in front of Glacier Condos on Curley Bear Road on both sides of the street. After some discussion, No Parking signs were proposed, to be placed in front of Glacier Condos.

Motion made by John Loomis to put No Parking signs in four locations, each one on the far side of the first house on either side of Glacier Condos, as detailed on the accompanying map and the remaining signs to be determined by staff; seconded by Sharon Douglas. Motion carried unanimously.

- iv. Tort Claim Retainer Agreement – A claim has been made against the BSOA by a pedestrian who was injured in 2016 walking across Hwy 64 using the cross walk at Town Center and Two Moons Road. As the agreement specifies, a lawyer has been hired by our insurance carrier to defend BSOA, who will be paid by our carrier. The Board is asked to accept the retainer agreement as presented. Gary Walton is the contact person for BSOA.

Motion made by Maggie to accept the retainer agreement as presented; seconded by Grant. Motion carried unanimously

After further discussion regarding snowplowing Crail Ranch parking lot a **Motion was made by Sharon Douglas to approved funding of up to \$3,000 in additional snowplow expense; seconded by ????. Motion carried unanimously**

Sharon Douglas and Kevin Frederick left meeting at 12:18 pm.

- v. New Computer for Project Manager – Suzan presented the proposal for a new computer for our Project Manager who has working on an old, inadequate computer. Estimated costs would be approximately \$1000.00

Motion made by Maggie Good to purchase new computer for Project Manager; seconded by John Loomis. Motion carried unanimously.

vi. November/December Board Meetings Combined - Next Board Meeting will be Friday, December 15th at 9:00 am.

7. Committee Reports

A. Executive Committee - See above.

B. Legal Committee - *Tort Claim Update & Retainer Agreement*: See above. *BSAC Issue*: A member has not paid his dues and has not been picking up his mail to receive BSOA notices. There is also a landscape and a lighting issue with his construction project. The question was, what is the course of action? *West Fork Beach*: Same non-compliant member has built a beach on the bank of the West Fork. The question to Legal was, how should this be handled? *Contract Attorney*: See above. *LC Culvert Work*: Morrison Maierle manages RID in Gallatin County. Staff has tried to get them to fix the culverts on Little Coyote Rd. for several years. BSOA has been facilitating to get this done but is not funding the project; Jack Schunke has said he is going back to county for RID funding. BSOA is trying to push the project forward before the coming of snow.

C. Nominations Committee - *September 28 NC Meeting*: See above.

D. BSCO - None

E. BSAC - Gail Young reported that project reviews have not slowed down; there is still a lot of building and construction projects. Janet is doing a great job.

8. Other - *2007 Bylaws Amendment; Additional Research -2/3rds of all votes cast*: see above.

Meeting was adjourned at 12:58 pm.

Eric Ossorio, Secretary