



# BIG SKY OWNERS ASSOCIATION

## Board of Director's Meeting Minutes - Friday, September 21, 2018

Big Sky Owners Association Board of Directors met on Friday, September 21 at 9:00 am at the Big Sky Owners Association office in Big Sky, Montana. Directors in attendance included: Gary Walton, Eric Ossorio, Gail Young, John Loomis, Michelle Frederick, Grant Hilton, Maggie Good. Not present: Sharon Douglas, Kevin Frederick. Suzan Scott represented staff. Paula Alexander was present to record minutes.

1. Membership Forum: None.
2. Call to Order: Chair Gary Walton led the meeting which was called to order at 9:14 am.
3. Minutes: August 31<sup>st</sup> Board Meeting -

**Motion made by Maggie Good to revise August 31st, 2018 Meeting Minutes as stated and approve revisions at the next Board Meeting on October 19th; seconded by John Loomis. Motion carried unanimously.**

4. Finance and Audit Committee
  - A. August Financials - It was reported that there were no issues of concern. August financials were accepted.
  - B. Late Accounts - Collections, Liens, Enforcement - BSOA procedures were presented and discussed by the Board.
  - C. Receivables - It is reported that \$12,000 came in from LMR ski pass sales.
  - D. Lien Request - None
  - E. Collection Request: None
  - F. New Members List - The Board reviewed the list.
5. Staff Report - Suzan has scheduled a meeting with LMR to discuss 2018/2019 contract. With Gary McRae's resignation, Suzan is looking to fill the Project Manager position. At a Transportation District meeting it was announced the agreement to administer the TIGER grant would be complete in two weeks. There was concern that the culvert project on Little Coyote would be delayed until next Spring, so a meeting was arranged with Suzan, Gary Walton and Jack Schunke to assure that this gets completed this fall before the ground freezes. Another issue discussed was the money spent to MM for consulting and recommending speed tables, when there is GalCo ordinance against speed tables. The result out of the meeting was very positive.
6. Chairman's Report
  - A. Old Business
    - i. Lake Condos Proxy Vote

- a. Voting Process Documented – Mark Jobson with Lake Condos Owners Association (LCAO) was in attendance, as well as Property Manager Barb Canode. Mark Jobson was asked specifically what LCOA’s voting process was for BSOA elections. Mr. Jobson stated our shareholders do not participate in governance except for under LCOA’s declarations, including assessments; they buy into assigned “authority delegated to the LCOA Board.” (See page 3 of Letter from Mark Jobson, LCOA Bylaws.) Thereafter, he defined the voting process as follows: Property Manager (Barb Canode) presents ballots to the LCOA Board of Directors, the Board decides how the votes will be cast on behalf of the owners and then the Property Manager, Barb Canode, casts the votes. It is asked how the shareholders are informed of the BSOA election. Mr. Jobson responded that the BSOA election would be an item on the LCOA Board agenda and that it is posted on their website. If shareholders are interested in an item, they may attend the open meeting.

-----Executive Session 10:55 – 2:17-----

**Motion made by Grant Hilton to further consult with the attorney regarding a peaceful settlement, clarification on the voting process and send additional information, including email from Mr. Jobson, Board minutes, Letter from Sept. 20; seconded by Maggie Good. Motion failed without a vote.**

**Grant Hilton made a motion to restate, that included the BSOA attorney receive all the information and provide a written legal opinion on the following: Is LCOA process a proxy vote?; Can the BSOA accept their vote as processed?, If so how?; What are the risks to the BSOA if we accept?; What are the risks if we reject?; seconded by Maggie Good. Motion failed, with three votes in favor and four votes opposed.**

**Motion made by Grant Hilton to accept Lake Condo Owners Association votes; Seconded by Maggie Good. Motion failed with a vote of four opposed and 3 in favor.**

**Motion made by John Loomis to certify the ballots, rejecting the Lake Condo Owners Association votes, seconded by Gail Young. Motion carries with five in favor, two opposed.**

**Motion made by Maggie Good to approve the Executive Committee’s recommendation of the Executive Director’s revised employment contract as submitted; seconded by John Loomis. Motion carries unanimously.**

**Motion made by Maggie Good for Suzan to work with the BSOA attorney to submit a TRO against Member #04443 for unacceptable behavior while in the BSOA office; seconded by Grant Hilton. Motion carried unanimously.**

**Motion made by Gail Young to take Member #04443 Performance Deposit of \$12,500 as a bond forfeiture per the Enforcement Resolution due to continuous noncompliance. Deposit**

**the \$12,500 into the BSOA bank account; seconded by John Loomis. Motion carried unanimously.**

**Motion made by John Loomis to file a lien on the \$7,500.00 balance of the \$20,000 in fines accrued against Member #04443 for noncompliance, attorney fees to be included in the lien; seconded by Gail Young. Motion carried unanimously.**

**Motion made by Grant Hilton to send Rainham the letter as written, with modifications from the attorney; seconded by Gail. Motion carried with five in favor and two opposed.**

ii. Project Update:

- a. LC Traffic Calming Measures Updates – Tom Eastwood with Morrison Maierle was in attendance. Chair Walton and Suzan had met with Morrison Maierle (MM) earlier in the week to discuss the fact that there is a GalCo ordinance against the speed tables recommended for traffic calming measures on Little Coyote. On behalf of MM, Tom accepted responsibility for the error and agreed to work toward additional recommendations and to compensate for the mistake. MM suggested a speed circle or widening or narrowing of the road as the next line of action for a traffic calming device. As before, the Board was adamant that this is not a direction that is pursued, that efforts should be focused on the least expensive measures first so effectiveness can be evaluated. Other ideas were proposed: colored barrels that are placed in the center of the road and painted speed bumps that appears three dimensional. Agreement was had that traffic measures need to be effective year-round, thus the painted speedbump would not be an option due to snow coverage. Another option was to apply for a variance with Gallatin County to obtain approval for the speedbumps but MM estimated success of approval would be approximately one in three chance. MM agreed to file for the variance for BSOA. Letters of support from Deputy County Attorney Don Seifert, Fire Department and Gallatin County Sheriff's office would be requested and included with the variance application. In the meantime, the BSOA Board decided to install speed signs. Once approval was given for RID funding, two driver feedback signs will also be installed.

**Motion made by Grant Hilton to have Morrison Maierle proceed with filing for a variance with the Gallatin County to obtain up to four speed tables as designated on the traffic calming proposal map; seconded by John Loomis. Motion passed unanimously.**

Included in the variance request would be communication about BSOA's commitment to resolving any potential traffic safety issues on Little

Coyote Road. If the variance were to be denied, there would be a request for other solutions. Suzan or a Board-appointedee would attend the meeting between Gallatin County Commissioners and Morrison Maierle.

-----Tom Eastwood from Morrison Maierle left the meeting at 10:10-----

- iii. Annual Meeting Wrap-Up - Directors commented on lower attendance for both the meeting and reception and discussed the reasons for this. Suggestions made to remedy lower attendance were to consider a keynote speaker, schedule it another weekend, use a different venue for the meeting or reception. The Annual Meeting Sub-Committee will look at these suggestions and will propose further ideas to the Board.
- iv. BSAC Input: Review Fees - After some discussion and a couple of modifications, the proposed review fees were deferred until the next Board meeting and BSAC input.
- v. MadCo Egress Update, Letter to be Written - The Board agreed that a letter should be written to Madison County Commissioners to address the delays of the proposed survey and solutions to the Jack Creek egress.

B. New Business

- i. Personnel Policy Manual: Revisions - After review of the language presented in the Supplemental Documents, the Board asked comments to be submitted to Suzan and the Executive Committee, who will then finalize the language.
- ii. ED's New Contract - Contract was approved and offered as proposed.
- iii. Ratify Election - The 2018 Election was ratified and will be posted on the website and go out in the newsletter.
- iv. Grizzly Snowplow Contracts - Suzan reported that the owner of Grizzly Snow Removal terminated his five-year minor road snowplow contracts, with three years left to fulfill. Three snow plow companies submitted bids for the minor contracts. The Board examined and compared each bid submittal.

**Motion made by Grant Hilton to approve Delzer Diversified bids for the minor road snow plow contracts; seconded by Maggie Good. Motion passed unanimously.**

7. Committee Reports

- A. Executive Committee - *Personnel Policy Manual Revision, ED's New Contract* - See above.
- B. Legal Committee - *Rainham Letter: Legal Opinion*. Issue addressed in Executive Session.
- C. Nominations Committee - *September 7<sup>th</sup> Meeting*. Eric Ossorio reported that the Committee met to discuss and recommend Officer and Committee assignments. This will be discussed and voted on at the October Board meeting.

- D. MLB ODP: Egress/Ingress - See above.
- E. BSCO - Grant reported to the Board the happenings of the BSCO.
- F. BSAC - *Further Action on Noncompliant Member*. Issue addressed in Executive Session.

8. Other - Bug Worm Infestation - To be discussed at the next Board meeting.

9. With no further business, the meeting was adjourned at 3:30 pm.

Attendance Summary: All Board Members in attendance were present for the duration of the meeting.

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John Loomis, Secretary