



BIG SKY OWNERS ASSOCIATION


Board of Director's Meeting Minutes - Friday, November 15, 2019

Big Sky Owners Association Board of Directors met on Friday, November 15th at the Big Sky Owners Association office in Big Sky, Montana. Directors in attendance included: Eric Ossorio, Gail Young, Kevin Daily and Gary Walton; attending on the phone: Maggie Good, Jim Glowacki, Philip Chadwell and Grant Hilton. Suzan Scott represented staff. Amy San Nicolas was present to record minutes.

1. Membership Forum: None
2. Call to Order: 8:02
3. Minutes: Board Meeting - October 19, 2019 were reviewed by Maggie, with edits made. Under the Ponds and Bridge item, change "would" to "could".

Motion made by Maggie Good to approve the October 19, 2019 Meeting Minutes with the above suggested edit; seconded by Gary Walton. Motion passes.

4. Finance and Audit Committee:
 - A. October Financials - It was noted that the year-end numbers were not yet complete and some minor adjustments were to be made to the balance sheet in consultation with the auditor.
 - B. Receivables & Assessments - It was noted with ACH payments receivables are far ahead of last year, several long past due accounts have been paid, there have been a few glitches with merchant services, and Steve is now keeping a log of his journal entries.
 - C. Credit Card Fee Update - Nothing new to report as we are no longer accepting credit cards to minimize fees charged to the BSOA.
 - D. New Member List - Nothing to report. Acceptance of the financial statements were postponed until all corrections are made to FY reports.
5. Staff Report: October Report - With a few questions from Directors that were answered, there was nothing new to add. Issues raised in report are on the agenda to be addressed later.
6. Chairman's Report:
 - A. Old Business -
 - i. NWE Agreement Update: The signed release as well as the copy of the recorded de-anexation was received by the BSOA attorney. With that, the settlement has been finalized.
 - ii. Projects update
 - a. Traffic Calming Measures
 - I. Ordinance Amendment Letter - Morrison Maierle (MM): The Board made the following suggestions: BSOA should send a representative when the



proposed amendment is discussed by the GalCo Commissioners at their weekly meetings, the legal opinion regarding the ownership of the LC bridge should be taken into consideration when the ordinance proposal is addressed, the term “speed bump” should be removed and replaced with “speed table” in the letter and the statement that a speed table is no hindrance to plowing should be moved to the first paragraph of the letter. Staff to call MM to request revisions.

- b. MadCo Emergency Egress Update
 - I. Advisory Letter to the Governor – The Advisory Committee wrote a letter and now asks the Board to review/revise and approve sending it to the Governor. The following suggestions were made: the community only asks for emergency egress access via Jack Creek Rd., road improvements at the 3-mile stretch and not push for the road to become public, to add a statement about BSOAs struggles to get action from MadCo Commissioners, and to add a paragraph to the end restating what BSOA is requesting and what efforts have been made thus far. Suzan and Maggie will work on these additions before the letter is sent out; also, cc’s to include Farhat, MadCo and GalCo Commissioners, BSRAD, Moonlight, and Lone Mountain Land Company.
- c. SGH Resolution: BSOA Annual Fee – A copy of the resolution was included in the packet. Directors were asked to determine the annual fee, which will then be documented in the Resolution.

Motion made by Maggie Good to charge an annual fee of \$100 for rental registration in SGH; seconded by Gail Young. Motion passes

- d. 501(c) 3 – Suzan presented materials that represented the positives of creating a 501(c)3 underneath the BSOA. There was a concern that fund raising would compete with other Big Sky non-profits. The point was made that donations will be made where gifters want to make them regardless of how many 501(c)3s exist. It was noted BSOA fundraising efforts would have to benefit the entire



community, not just BSOA members, and separate accounting records would be required from the BSOA. A request to approve moving forward was made that includes funds to submit an application to the IRS for tax exemption status and minimal amount of legal fees to draft governing docs for the 501c3.

Motion made by Maggie Good to allocate up to \$1200 for IRS application to include legal fees associated with the creation of a 501c3; seconded by Gary Walton. Seven in favor. One opposed. Motion passes.

- iii. Board Retreat Update – The venue at LMR has been secured for the January 9th Retreat
 - a. Facilitator Expenses: Staff will seek RFP's for a facilitator, along with additional funding.

Motion made by Grant Hilton to increase the budget for the Retreat on January 9, 2020 to \$2000 for the facilitator and venue; seconded by Gail Young. Seven in favor. One against. Motion passes.

- iv. Noncompliance Issue: Staff requested a motion from the Board for further action on reoccurring noncompliant member. There was some discussion of the member's history of noncompliance and how to keep the fining process fair and consistent.

Motion made by Gary Walton to impose a daily fine of \$500 retroactive to August 19, 2019, the date of notification of the seven fines; seconded by Gail Young. Motion passes unanimously

- v. LMR Agreement - As an FYI, the Board was presented with the FY 2020 agreement It was noted that a modification should be made that specified all season passes are to sold in the BSOA office.
- B. New Business –
- i. Conflict of Interest Forms - As an annual process, it is required that Directors, Committee members and Staff all fill out a conflict of interest form. Suzan will send those forms out, along with the COI Resolution.
 - ii. Enforcement Resolution Revisions - Discussion was had on revisions for the Resolution. Noting that previous to the Board meeting, the Legal Committee had not entirely agreed upon some language, Directors asked that it get sent back to the Legal



Committee for further discussion and recommendation to the Board.

- iii. Ponds and Bridge Project - After much discussion regarding whether to move forward with the Ponds and the Bridge projects, Directors requested Staff to: 1) provide an updated cost estimate for the construction of the ponds; 2) solicit a brief survey questionnaire to the membership regarding what options they prefer; 3) seek additional legal opinion from attorney Dave Weaver as discussed; 4) until further notice, stop all permit and design work.
 - a. Special Assessment: There was no consideration of this topic

Due to the legal nature of several topics, the Board went into Executive Session at 10:36 am and came back out of the Session at 11:25 am.

Motion made by Gary Walton to affirm the Board's prior decision to deny a variance request that was filed by 17 Swift Bear LLC and thus deny the subsequent appeal. If the member decides to resubmit an application, a variance application is required. Motion seconded and passed unanimously.

- iv. WSD Easement Request - Ron Edwards with the Water Sewer District (WSD) and Cody Lux of NorthWestern Energy (NWE) presented a proposed easement in BSOA open space within the Sweetgrass Hills Subdivision. Maps indicating the location of the desired easement were presented, and a history of the existing tanks and lines was given. Lux discussed the two potential routes for new power lines and the challenges/complications of installing those lines underground. It was noted that the proposed easement may require an amendment to the Sweet Grass Hills Covenants, which could add a 90 day minimum lead time on any easement agreement. The Board assembled a temporary Subcommittee to work along with Suzan on this agreement and requested additional information from NWE regarding the size and capacity of the poles and electrical lines. The Subcommittee would include Gary Walton, Kevin Daily, and Eric Ossorio. It was proposed that a volunteer member with this type of engineering expertise may be a good addition to the committee and Jim Glowacki suggested a name.

7. Committee Reports:

- A. Executive Committee - *Rainham Property, H & W Plan Revision:*
- B. Legal Committee - *Rainham Property, Cascade Variance, Bridge and ROW Ownership:*



- C. Nominations Committee - Meeting 9/26/19:
 - D. Strategic Planning Subcommittee - NA
 - E. BSAC - No Report
 - F. BSOA Advisory Committee (AC) - *MadCo Egress, BSOA Perception:*
Research has been ongoing on a secondary Egress, MadCo is aware of the issues, it is just a matter of who will step in and take control of solving them. Suzan met with the new operations manager of BSRAD and Egress was one of the issues discussed as well as the potential for a collaborative Public Policy committee. A combined effort with other key players in town such as BSRAD may provide more influence over these types of issues. At the AC meeting, they also discussed the Ponds and Bridge project and the committee unanimously recommends that BSOA move forward with the Ponds Projects as it has already been delayed too long; in conjunction, continue coordination with GalCo and other vested entities with regards to the Bridge replacement. The 501c3 was also discussed by the AC and unanimously supported by the committee.
 - G. BSCO - No Report
 - H. BSRAD Advisory Committee -
- 8. Other:
 - 9. Adjourn: Meeting was adjourned at 11:58 am.

Attendance Summary:



Gail Young, Secretary

