

**BELLA VISTA VILLAGE PROPERTY OWNERS ASSOCIATION**  
**BOARD OF DIRECTORS MEETING**  
**September 17, 2015 ° 6:30 P.M. ° BELLA VISTA COUNTRY CLUB**

**BOARD MEMBERS PRESENT:** Chairperson Bob Brooks, Vice Chairperson Brad Morris, Dave Barfield, Bruce Portillo, Ruth Hatcher, Pat Laury, and Ron Stratton.

**BOARD MEMBERS ABSENT:** Director Josh Hart and John Nuttall.

**OTHERS PRESENT:** Board Treasurer & Director of Finance & Administration Dwain Mitchell, Staff Attorney Doug McCash, and Corporate Secretary Genevieve Henderson.

**I. CALL TO ORDER**

Chairperson Brooks called the meeting to order at 6:32 p.m. There were 53 members in attendance, as well as four media representative.

**II. PLEDGE OF ALLEGIANCE**

**III. INVOCATION**

Pastor Dennis Ritchie from the Presbyterian Church of Bella Vista gave the invocation.

**IV. ADDITIONS/DELETIONS TO THE AGENDA**

Chairperson Brooks said he was adding "Update Procedure for Declaration Revisions" under New Business (C.) Changes to Declaration & Covenants.

**V. APPROVAL OF BOARD MEETING MINUTES**

Chairperson Brooks asked for a motion to approve the minutes of the August 20, 2015, Regular Board Meeting.

Director Hatcher moved the approval of the meeting minutes, seconded by Vice Chairperson Morris.

The motion passed unanimously with Vice Chairperson Morris voting Director John Nuttall's proxy & Director Barfield voting Director Hart's proxy.

Vice Chairperson Morris reported on the Executive Session held on September 3, 2015, at 4:00pm, in which all the Directors were present. Vice Chairperson Morris acted as Chair, even though Chairperson Brooks was present. The session was held for the sole purpose in considering the charges filed by a member of the POA, who claimed a Director was in violation of the BVVPOA Policy 1.10 Board of Director Ethics. The Board considered the charges, found them to be groundless and without merit, and motioned to dismiss the charges entirely. This motion passed unanimously, with Director Portillo abstaining.

**VI. FINANCIAL REPORT**

The Board Treasurer & Director of Finance & Administration presented his report for the month of August, including an update on Collections.

A) Mr. Mitchell reviewed the August 2015 YTD financials for the association. He also discussed the POA Cash Reserve Assessment as of August 30, 2015, which showed the available cash balance of \$11,502,300 (Water Utility: \$5,506,800 and POA: \$5,995,500).

**VII. RESPONSE TO PREVIOUS OPEN FORUM COMMENTS**

Chairperson Brooks reviewed the open forum comments made at the previous Board meeting. He said Mayor Peter Christie had given a presentation on the update of equipment.

## **VIII. OPEN FORUM**

Member Gary Vernon (lives on Churchill Drive) said that he and his family wanted to voice their support of the Master Trail Plan for Bella Vista. They have lived here for 12 years, and when they were deciding to purchase a newer home, they decided to remain in Bella Vista when they saw the Master Trail Plan for Bella Vista.

Member Andy Wiseman said that he runs a business out of Bella Vista, lives near Blowing Springs and wanted to voice his and his family's support for the trails in Bella Vista. He said that he and his family could live anywhere in the United States or the world, but they choose to live in Bella Vista because of the trails system.

Member Wes Wells and his family wanted to voice their support for the trails in Bella Vista and its expansion. Member Melissa Wells also spoke to voice her equal support for the trails expansion.

Raymond Lewis (lives at 7 Cores Circle) said that his wife and mother-in-law voiced their concerns to the Board a couple of months ago. He wanted to reiterate his disagreement with the BVVPOA policy that quantifies him and his wife as being renters and "guests" and not members even though they are fellow purchasers of a house in Bella Vista with his in-law's. He and his wife wish to have equal membership rights to enjoy the Bella Vista amenities and asked the Board for an update on this issue.

Director Barfield responded to Mr. Lewis by saying that the Board had asked the POA attorney to look at the Declaration regarding this issue. The Declaration is clear as to who can be considered a member, and this is determined by who is on the deed. The Board is looking into whether a waiver process can be created on a case-by-case basis. Chairperson Brooks responded with a recommendation that Mr. Lewis could also purchase a lot and pay assessments to qualify as a member if he and his wife did not want to wait to see if the Board could create such a waiver.

Mr. Lewis said that he and his wife considered purchasing a separate lot and paying dues, in order to become members, but he said that this was too much of a financial burden since they are already paying dues. He would prefer to wait until the Board could enact a waiver process.

Member Chuck Lefler expressed his support for Tommy Bailey's departure and voiced his discontent at the current state of the POA amenities. He would like to see "water features," the amenities brought up-to-date, the closure of a golf course, and the Café Amici building updated.

Member Patricia Haas (lives at 2 Pithlochry Circle) has lived in Bella Vista over 21 years and voiced her concerns with the selection process for choosing the next General Manager and her concerns over the qualifications and knowledge of the Board of Directors to choose the next General Manager. She believes that the POA should start over with a new Board of Directors.

Member Dave Routon lives off of Loch Lomond Lake and said he was concerned at the lack of lake rangers patrolling the lakes. He was asked by the Lake Committee to speak at this Board meeting. He proposes to reach out to lake-front-property owners, see if they would be willing to financially contribute by a \$50-100 fee quarterly or yearly to provide funding for lake rangers to help with lake maintenance and patrol.

## **IX. OLD BUSINESS**

### **A) Highlands Restaurant**

Mr. Mitchell reported that the cleaning crew is nearly finished with the restaurant. The restaurant owners will begin stocking next week. They are also waiting for the approval from the Health Department, but things are looking better for the restaurant to pass inspection.

**B) Metfield Clubhouse**

Mr. Mitchell reported that the contract was signed this week. The architect issued a notice to proceed today.

**C) ADA Upgrades**

Chairperson Brooks reported that most of the current projects are in the review process. The review report should be ready next week. He explained to the audience that the money for these upgrades comes from the sale of the fire-station property to the City.

**D) Master Trail Update**

Mr. Mitchell reported that Chairperson Brooks, Mike Taggart, and he met with Alta this week regarding the Branchwood Trail plan update. The construction plan for Phase 1 is due on Monday, so they should be able to supply numbers to the Board shortly thereafter. The first Phase is the walking trail.

Attorney McCash believes the Walton Family Foundation will be agreeing to a licensing agreement in the future but doesn't have a definitive timeline for that.

Chairperson Brooks explained to the audience that the Declaration does not allow the POA to sell common property without the approval of two-thirds vote of the membership, so instead, the POA is seeking to enter into a license agreement to allow certain property in Bella Vista to be used for trails.

**X. NEW BUSINESS**

**A) Request on bid variance for fuel purchase**

Chairperson Brooks explained that two companies responded with fuel bids for our consideration. Chairperson Brooks asked for a motion to accept a variance to the bid process  
Vice Chairperson Morris moved to accept the variance, seconded by Director Laury.  
The motion passed unanimously with Vice Chairperson Morris voting Director Nuttall's proxy and Director Barfield voting Director Hart's proxy.

**B) Resolution 2015-02 for Water Board Appointment**

Chairperson Brooks explained that the POA's interest in represented on the Water Board, and in the past, this director was the General Manager, along with Mike Taggart as the alternate director. Chairperson Brooks asked for the Board to appoint Mike Taggart as the director of the Benton/Washington Regional Public Water Authority Board and Water Superintendent Dennis Harmon as the alternate director.  
Vice Chairperson Morris read the resolution and moved to approve the appointment, seconded by Director Hatcher.

The motion passed unanimously with Vice Chairperson Morris voting Director Nuttall's proxy and Director Barfield voting Director Hart's proxy.

**C) Changes to the Declaration & Covenants**

**1) Update Procedure for Declaration Revisions**

Chairperson Brooks gave the reading of the update. Vice Chairperson Morris and Director Barfield explained to the audience the quorum requirements, the need to make revisions to the quorum requirements, and how the Board was voting to put this on a future ballot. Chairperson Brooks asked for a motion on the update. Vice Chairperson Morris moved to approve the update, seconded by Director Barfield.

Director Laury expressed his concerns with reducing the timeline from 3 years to 1 year, as he feels that 1 year is too long a period of time to enact a change. He proposed that the timeline change be in a more expedited manner, with the minimum time period being 90 days.

Director Hatcher asked for clarification as to what Director Laury was proposing as the timeline for enacting changes. Director Laury clarified that the timeline would be specified at the time of the vote on the matter. Vice Chairperson Morris stated he would be open to an amendment of the motion as such.

Director Laury moved to approve the update, seconded by Director Barfield.

The motion passed unanimously with Vice Chairperson Morris voting Director Nuttall's proxy and Director Barfield voting Director Hart's proxy.

## **2) Certificate membership**

Chairperson Brooks introduced and read the proposed change regarding certificate membership.

Member Linda Lefler asked whether the "certificate-member" had to be a member of the POA already. Chairperson Brooks replied "no."

Director Barfield explained the reasoning behind allowing certificate memberships. Director Hatcher clarified that each of these revisions to the Declaration would be voted on separately, even if they were listed on the same ballot.

Chairperson Brooks moved to approve the revision, seconded by Director Laury.

The motion passed 8 to 1 with Vice Chairperson Morris voting Director Nuttall's proxy and Director Barfield voting Director Hart's proxy. Director Nuttall was opposed via proxy.

## **3) Assignment of membership privileges**

Chairperson Brooks introduced and read the revision.

Director Hatcher asked whether the property would have to be a rental property in order to qualify for the assignment of membership privileges. Director Laury explained to the public. Vice Chairperson explained that this assignment of membership privileges would not convey voting rights.

Chairperson Brooks moved to approve the revision, seconded by Vice Chairperson Morris.

Director Hatcher asked, under this revision, whether she would be able to assign her membership privileges to anyone of her choosing or only to someone who was renting from her. Chairperson Brooks replied that it would only apply to renters.

Director Laury explained that this assignment of membership privileges to a renter did not bestow voting rights with regard to the selection of Board Members.

Director Hatcher asked whether this would assign voting rights for Declaration changes. Attorney McCash and Vice Chairperson Morris replied “no” and that this would not allow the assignment of any voting rights.

Director Stratton asked whether membership privileges could be assigned in the case of an unimproved property. Attorney McCash replied that the matter came up for discussion in the Rules & Regulations Committee. The Committee designated that this assignment would only pertain to renters.

Vice Chairperson Morris explained why this was first brought to the Board as an issue that needed to be reviewed and for a resolution to be sought.

Director Barfield explained that the Board is trying to address and target the 10% of residents in Bella Vista who are renters.

The motion passed unanimously with Vice Chairperson Morris voting Director Nuttall’s proxy and Director Barfield voting Director Hart’s proxy.

**D) Changes to the Policy – 2.07 Regulation of Common Property (Tree Cutting)**

Chairperson Brooks introduced and read the policy. Chairperson Brooks presented the policy for discussion. There was none.

Vice Chairperson Morris moved to approve the policy, seconded by Director Barfield.

The motion passed unanimously with Vice Chairperson Morris voting Director Nuttall’s proxy and Director Barfield voting Director Hart’s proxy.

**E) Changes to the Bylaws – Article 2, Section 1(c)**

Chairperson Brooks introduced and read the revision. Chairperson Brooks presented the policy for discussion. There was none.

Director Barfield move to approve the revision, seconded by Chairperson Brooks.

The motion passed unanimously with Vice Chairperson Morris voting Director Nuttall’s proxy and Director Barfield voting Director Hart’s proxy.

**F) Vote on bid for Erosion Control of Scotsdale Hole #13**

Keith Ihms, Golf Maintenance Manager, and Chairperson Brooks introduced the issue and bid.

Director Laury explained more details regarding the erosion problem and the need to repair it.

Member Chuck Lefler said he believes the Scotsdale Golf Course should be closed. He asked for the cost of the project. Keith Ihms replied that engineering would cost \$31,700, construction is estimated at \$87,250, and the total would be \$118,950.

Mr. Lefler asked if the contractor would guarantee the work. Keith Ihms replied positively based on the company Crafton & Tull’s reputation.

Chairperson Brooks said that 50 years ago, the area was a gully, and the construction previously done was supposed to last 30 years.

Keith Ihms reported that initially they had looked into whether they could repair the culvert to fix the problem, but they were informed that the culvert would need to be replaced.

Director Hatcher said that if a tractor fell in the hole or an accident occurred, that the POA would have to spend a lot more than \$118,000 on the issue. She said that safety needs to be the number one priority.

Director Barfield said that funding for this project would come out of reserves. He asked whether there would be any funds in reserves for flooding issues that could be moved over to cover the cost.

Mr. Mitchell replied that \$124,000 was still left in reserves.

Keith Ihms said he believes it could take three to four months of engineering to be able to go to bid on the project.

Director Barfield proposed that the Board vote on the project contingent upon the ability to reallocate funds for the project. Chairperson Brooks replied that efforts would be made to reallocate funds but that ultimately the project needs to take place.

Vice Chairperson Morris proposed that the Board vote to approve engineering and permitting fees and later vote on construction costs once the numbers are more solid.

Vice Chairperson Morris moved to approve the \$31,700 for engineering fees, seconded by Director Laury.

The motion passed unanimously with Vice Chairperson Morris voting Director Nuttall's proxy and Director Barfield voting Director Hart's proxy.

## **X. JOINT ADVISORY COMMITTEE REPORTS**

Director Hatcher reported that the Golf JAC met last week and that the primary topic discussed was the increased golf rounds, which eliminated the unused tee times. She said that Keith Ihms reported that the reseeded greens were coming nicely. She reported that Play-it-forward tees have been marked on all courses and that they would be marked more permanently going forward.

Director Barfield reported that neither the Lakes Committee nor the Recreation Committee had quorums, so they were unable to vote on anything. At the suggestion of Director Laury, Director Barfield said that he asked the chairman of each committee to consider inviting the chairmen of the JAC Golf, Lakes, & Recreation to present reports to the Board at the next monthly Board meeting. The idea was well received. The Lakes Committee discussed the issue of lake rangers, as previously mentioned by Member Mr. Routon. Director Barfield would like for the Board to consider the monetary contribution suggestion made by Mr. Routon. Mr. Routon had also reported to the Committee of a tree that had fallen and was causing an obstruction to accessing his boat dock. Director Barfield said that the POA needs to take a look at the situation and see if there is anything that the POA can do to assist him in the removal of the tree.

## **XI. ANNOUNCEMENTS**

- A) The next GM/Board Monthly Meeting will be held on Thursday, October 1, 2015, 2:30 p.m. in the Country Club Board Meeting Room. (This is a closed discussion meeting.)
- B) The next Board of Directors Work Session will be held on Thursday, October 8, 2015, 8:00 a.m. in the Country Club Board Meeting Room.
- C) The next Board of Directors Regular Meeting will be held on Thursday, October 15, 2015, 6:30 p.m. in the Country Club Board Meeting Room.

**XII. ADJOURNMENT**

Director Morris made a motion to adjourn, seconded by Director Hatcher. The motion passed unanimously with Vice Chairperson Morris voting Director John Nuttall's proxy & Director Barfield voting Director Hart's proxy.

The meeting was adjourned at 7:54 p.m.

Submitted:

Approved:

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Genevieve Henderson, Corporate Secretary

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Bob Brooks, POA Board Chairperson