

**BELLA VISTA VILLAGE PROPERTY OWNERS ASSOCIATION**  
**BOARD OF DIRECTORS MEETING**  
**March 17, 2016 ° 6:30 P.M. ° BELLA VISTA COUNTRY CLUB**

**BOARD MEMBERS PRESENT:** Chairperson Bob Brooks, Vice Chairperson Brad Morris, Directors Bruce Portillo, Ruth Hatcher, John Nuttall, Patrick Laury, and Josh Hart.

**BOARD MEMBERS ABSENT:** Director Ron Stratton.

**OTHERS PRESENT:** Chief Operating Officer Tom Judson, Treasurer & Director of Finance & Administration Dwain Mitchell, General Counsel Doug McCash, and Corporate Secretary Genevieve Henderson.

**I. CALL TO ORDER**

Chairperson Brooks called the meeting to order at 6:30 p.m. There were eight members in attendance, as well as six media representatives.

**II. PLEDGE OF ALLEGIANCE**

**III. INVOCATION**

Mr. Mark Kelley from the Bella Vista Assembly of God gave the invocation.

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

None.

**V. APPROVAL OF BOARD MEETING MINUTES**

Chairperson Brooks asked for a motion to approve the minutes of the February 18, 2016, Regular Board Meeting.

Director Nuttall moved the approval of the meeting minutes, seconded by Director Hatcher. Chairperson Brooks presented the minutes for discussion. There was none.

The motion passed unanimously.

**VII. FINANCIAL REPORT BY DWAIN MITCHELL, TREASURER**

Treasurer Dwain Mitchell gave a report on the year-to-date financial reports for February 2016. The assessment collections are \$163,100 worse than budget. Golf revenue is \$424,545 higher than budget. RV revenue is \$9,807 worse than budget. Lot sales are \$7,577 worse than budget with the legal department being understaffed for so long. Transfer fees are \$33,280 worse than budget. The total POA income is \$232,444 better than budget. Salary and wages are \$163,385 better than budget. Employee benefits are \$71,640 better than budget. Total expenses are \$262,055 better than budget. Water department income is \$20,282 worse than budget. Water department's gross profit is \$68,407 worse than budget. Water department's salary and wages is \$23,558 better than budget due to vacancies. Water department's maintenance and repairs are \$13,807 better than budget. Water department's total expenses are \$72,322 better than budget. Water department's simple cash flow was better than budget by \$3,915.

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

Chairperson Bob Brooks reviewed the open forum comments made at the previous Board meeting.

**IX. OPEN FORUM**

None.

**X. JOINT ADVISORY COMMITTEE REPORTS**

John Doyle reported on behalf of the Lakes JAC Committee and said that the Lakes Department reported to the committee that the experimental fish project is progressing well and that the health of the lakes appears to be good. Vern Olafson is attempting to remove logs, dead trees, and gravel from the lake. A seven pound Sauder was caught in Lake Avalon. The Committee assigned water sampling. The Committee has development a proposal to improve the fishing dock at Loch Lomond, which the planning committee will present next month.

Debbie Sorenson reported on behalf of the Recreation JAC Committee and said that the Committee would like to see parking expanded, a pavilion with electricity, and benches along the trail area for Phase II of the Branchwood Trail. Members are very pleased to hear that the pickleball courts will be resurfaced in April. The Committee is also pleased with the food being offered at Metfield clubhouse.

Director Hatcher reported on behalf of the Golf JAC Committee. Golf rounds were 34% better than budget for February, which is the second highest February in the last 10 years. Two new policies were imposed to release tee times to golfers that will actual use them. Keith Ihms thanked all the volunteers for their help in the flood cleanup and said that more cleanup may be necessary in the summer. Water controllers have been placed on pedestals to avoid further damage by flooding. Keith Ihms is waiting on state permits to work on creek repairs. Play-it-forward markers were installed on Berksdale and Kingswood this week. Good progress is being made on the Scotsdale #13 culvert. Darryl Muldoon is heading up a junior golf program. Marketing is gathering ideas to promote golf to non-members. The greens and course subcommittee is working on the locations of bunkers at Scotsdale. The golf leaders meeting had about 55 group leaders present to review expectations for the new golf season. Roughly 300 people attended the golf expo.

## **IX. OLD BUSINESS**

### **A) Policy 1.07 – Revises the timing of when the agenda and minutes are distributed. Second and final reading.**

COO Tom Judson introduced and summarized the proposed changes to Policy 1.07.

Vice Chairperson Morris moved to approve the proposed changes, seconded by Director Portillo.

Chairperson Brooks presented the proposed changes for discussion. Director Laury explained concerns that were expressed to him by member Chris Urban through an email, which Mr. Laury read aloud to the Board. Mr. Judson responded to the member with a list of website locations where information regarding the proposed changes to Policy 1.07 were made available to Mr. Urban prior to the present meeting. Mr. Laury responded to the member by stating that all policy and bylaw changes are preliminarily discussed in the Rules and Regulations Committee meetings which are open to the public.

The motion passed unanimously.

### **B) Bylaws Article VIII, Sec 10: Changes process for appointment of JAC members – Second and Final reading**

COO Tom Judson introduced and summarized the proposed changes to the Bylaws.

Director Hatcher moved to approve the proposed changes, seconded by Director Nuttall.

Chairperson Brooks presented the proposed changes for discussion. There was none.

The motion passed unanimously.

**C) Update on Metfield and Branchwood construction projects.**

Mike Taggart reported on the construction project at Metfield with a PowerPoint presentation, which showed photographs of the progress on the Membership Services, Gym, Pro-Shop, and Deli. The Metfield construction is almost complete.

Branchwood Trail is having work done on the sidewalks and bridge. The contractor asked for an extension due to weather issues, so the new projected completion date is 5/13/16.

**X. NEW BUSINESS**

**A) Policy 1.04 – Improvements to the Policy to make sure it is in compliance with the rest of the governing documents. First reading.**

COO Tom Judson introduced and summarized the proposed changes to Policy 1.04.

Director Nuttall moved to approve the proposed changes, seconded by Vice Chairperson Morris.

Chairperson Brooks presented the proposed changes for discussion. Director Laury expressed concern that the Committee Chairpersons would be taking their positions in July. Director Hatcher agreed with Director Laury's concern. Vice Chairperson Morris explained that he agrees with the proposed changes to Policy 1.04 as is.

The motion carried with six votes for and Director Laury abstaining.

**B) Declaration Changes – Review of the proposed changes to the Declaration which would appear on the upcoming election ballot.**

COO Tom Judson introduced and summarized the proposed changes to the Declaration.

Director Laury moved to approve the proposed changes, seconded by Director Hart.

Chairperson Brooks presented the proposed changes for discussion. There was none.

The motion passed unanimously.

**C) Policy 1.03.6 - Creation of a Charitable Giving Committee. First reading.**

COO Tom Judson introduced and summarized the proposed changes to the Policy.

Director Laury moved to approve the proposed changes, seconded by Vice Chairperson Morris.

Chairperson Brooks presented the proposed changes for discussion. There was none.

The motion passed unanimously.

**D) Policy 1.03.7 - Creation of a Resource and Advisory Committee. First reading.**

COO Tom Judson introduced and summarized the proposed changes to Policy 1.03.7.

Director Nuttall moved to approve the proposed changes as amended, seconded by Vice Chairperson Morris.

Chairperson Brooks presented the proposed changes for discussion. Vice Chairperson Morris expressed concern that the Committee may not be able to find three former Board Directors to serve on the Committee, so Vice Chairperson Morris proposed a change to the proposal of "at

most three.” Mr. Judson proposed that under section II (7), he would revise the proposed changes to give authority to the Board to make adjustments to the policy. Director Laury proposed changing the Committee to an Ad-Hoc Committee.

The motion carried with six votes for and Director Laury opposed.

**E) Bylaw Article II, Section 1(c) and Bylaw Article VII, Section 1 (B) – Adjustments to ensure the Bylaws are in compliance with State law. First reading.**

COO Tom Judson introduced and summarized the proposed changes to the Bylaws.

Director Nuttall moved to approve the proposed changes, seconded by Director Hart.

Chairperson Brooks presented the proposed changes for discussion. Mr. Judson explained the need to change this Bylaw.

The motion passed unanimously.

**F) Appointment of Corporate Officers.**

Mr. Judson introduced the memo regarding the need for the Board to appoint Corporate Officers.

Director Nuttall moved to approve the appointment of Tom Judson, as President for a one year period, seconded by Director Hatcher.

Chairperson Brooks presented the proposed changes for discussion. There was none.

The motion passed unanimously.

Director Hatcher moved to approve the appointment of Dwain Mitchell, as Vice President and Treasurer for a one year period, seconded by Vice Chairperson Morris.

Chairperson Brooks presented the proposed changes for discussion. There was none.

The motion passed unanimously.

Vice Chairperson Morris moved to approve the appointment of Genevieve Henderson, as Corporate Secretary for a one year period, seconded by Director Portillo.

Chairperson Brooks presented the proposed changes for discussion. The issue regarding the time period of the appointments was clarified as consisting of one year.

The motion passed unanimously.

**G) Waiver request on three bid policy for the Scotsdale greens project.**

COO Tom Judson introduced and summarized the waiver request.

Vice Chairperson Morris moved to approve the waiver request, seconded by Director Hatcher.

Chairperson Brooks presented the waiver request for discussion.

The motion passed unanimously.

**H) Architecture proposal for the Yacht Club. Waiver request on three bid policy.**

COO Tom Judson introduced and summarized the waiver request. He explained that one of the three architects firms removed themselves from the bid process, as they develop bids for projects much larger than this.

Director Nuttall moved to approve the waiver request and the proposal for an architectural firm for the Yacht Club, seconded by Director Portillo.

Chairperson Brooks presented the waiver request for discussion. There was none.

The motion passed unanimously.

## **XI. ANNOUNCEMENTS**

- A) COO/Board Meeting – Thursday, April 7, 2016, 2:30 p.m. in the Country Club Board Meeting Room. (This is a closed discussion meeting).
- B) Board of Directors Work Session – Thursday, April 14, 2016, 8:00 a.m. in the Country Club Board Meeting Room.
- C) Board of Directors Regular Meeting - Thursday, April 21, 2016, 6:30 p.m. in the Country Club Board Meeting Room.

## **XII. ADJOURNMENT**

Chairperson Bob Brooks adjourned the meeting at 7:34 p.m.

Submitted:

Approved:

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Genevieve Henderson, Corporate Secretary

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Bob Brooks, POA Chairperson