

**BELLA VISTA VILLAGE PROPERTY OWNERS ASSOCIATION
BOARD OF DIRECTORS MEETING (WORK SESSION)
JUNE 11, 2015 ° 8:00 A.M. ° COUNTRY CLUB BOARD MEETING ROOM**

BOARD MEMBERS PRESENT: Chairperson Bob Brooks, Vice Chairperson Brad Morris, Directors Ruth Hatcher, Patrick Laury, John Nuttall, and Ron Stratton.

BOARD MEMBERS ABSENT: Director Dave Barfield and Joshua Hart.

OTHERS PRESENT: President/General Manager Tommy Bailey, Director of Finance & Administration Dwain Mitchell, and Corporate Secretary Kathy Ferguson.

I. CALL TO ORDER

Chairperson Brooks called the meeting to order at 8:00 a.m.

II. OPEN FORUM

There were no open forum comments.

III. CLUBHOUSE RESTAURANTS UPDATE

Mr. Bailey said he has signed the lease for the Highlands Clubhouse and said the walk-in cooler and hood capital projects are in process and should be done in less than 60 days.

Director Hatcher asked if the lessees have gotten a liquor license.

The General Manager said they have identified a sponsor who lives in Arkansas for the application. He said the July 1 start-up date will likely not happen.

Mr. Bailey reported the architect has indicated he should have the Metfield Clubhouse plans completed in two weeks, and then we can go out for bid. The General Manager said we are starting to have trouble getting contractors for our smaller projects due to the amount of construction activity going on in the area. He said we may not be able to get five to ten bids as we have in the past.

Director Nuttall asked if we have enough small construction projects to give someone a year's worth of work.

Mr. Bailey said we don't have enough funded projects on our docket.

IV. BRANCHWOOD POND STATUS

Mr. Bailey said we now have a concept for the whole Branchwood complex, and said the Board has approved getting the engineering design for the trail. He said we are going to do a work order change on the present contract rather than doing a new contract in order to speed up the process. The General Manager said once that is done, it will probably be 30 to 45 days for Alta to give us a concept. He said the concept shows trails and other items where the pond is currently located. Mr. Bailey said he had previously told the Board we could start filling the pond and had initially proposed doing this in-house. He said the material costs will be low, but said since our dump trucks are only six yards, it is going to take 750 loads of dirt to fill the pond area which will result in high labor and fuel costs. Mr. Bailey said he is considering purchasing a large trailer to use with a tractor we already have to reduce costs. The General Manager said we should look at what kind of payback we could get for a trailer.

Director Laury asked about leasing equipment for this.

Mr. Bailey said we have considered this option, but said we feel we could get more use out of the trailer for other projects. He said we are doing a diagnostic test to see how reliable our tractor is.

Director Stratton said this seems to be a management decision rather than a Board decision.

Mr. Bailey said it would be a capital project so the Board would have to vote on it.

Vice Chairperson Morris asked what it would cost to fill the pond using our existing equipment.

The General Manager said it would be about \$29,000 for the labor and the dump truck cost would be \$34,000.

Chairperson Brooks said if it makes sense, we should approve the trailer purchase, and he asked the General Manager to bring forth numbers.

The Board further agreed management should fill the pond.

Chairperson Brooks asked the General Manager to review an issue we have with the Kingswood golf course.

Mr. Bailey said there is a culvert on the Kingswood golf course that is losing integrity due to flood damage, and said we have been reviewing this situation for a couple years. He said we have an estimate of \$170,000 for this project which includes permitting. The General Manager said this is a flood project, and the money has already been set aside for flood damage repairs. Mr. Bailey said if we lost this maintenance road, it would be detrimental to course operations. He said it is a capital project with a contract that requires sign off by the Board Chairperson.

Director Hatcher asked if we could consider a new maintenance building at a different location rather than repairing the culvert.

The General Manager said we could look at this, and said he would ask Keith Ihms to review this.

There was discussion among the Board about possible locations the maintenance building could be moved to.

The Board also discussed protocol for the Board Chairperson's authorization of contracts.

Chairperson Brooks said he could send an email to the Board members when situations like these arise.

V. GOVERNING DOCUMENTS REVIEW

Mr. Doug McCash reviewed the governing documents of the association (Declaration, Articles of Incorporation, Bylaws, and POA Policy).

He also reviewed prior litigation such as *Hutchens v. BVVPOA* (2003) which established the reasonableness test (is a decision or rule arbitrary, capricious, discriminatory, or unreasonable?), *Morris v. Medin* (1993) which established that members are entitled to one vote per lot, *Powell v. BVVPOA* (1991) which challenged the POA's authority to enact a "water availability fee" and gave rise to the requirement to provide separate accounting for the Water Department and the rest of the POA, *Hannum v. BVVPOA* (1981) which established that a tenant cannot be given membership

rights, *Kell v. BVVPOA* (1971) which established that the Declaration is a valid restraint on real property providing for the payment of assessments and failure to pay such assessments results in a valid lien upon real property, *Norbeck v. BVVPOA* (2007) which established that lots must be assessed in order to have voting privileges, and several lawsuits from Jim Parsons.

VI. ANNOUNCEMENTS

Director Laury asked what the process is for responding to Board emails.

Chairperson Brooks said if the email is sent to Board and management, he will send to the General Manager for a response; if the email is sent to the Board only, he will answer it after discussion with the rest of the Board; and if the email is specific to a certain committee, he may direct the email to a particular Board member to answer.

Director Hatcher said if a Board member responds to an email, they should say they are responding as an individual and not on behalf of the Board.

Chairperson Brooks further announced that the Board met in Executive Session and decided to solicit resumes for the Board vacancy. He said they will accept resumes through June 26, and said they will then review the applicants and conduct interviews.

VII. ADJOURNMENT

The meeting was adjourned at 9:00 a.m.