

**BELLA VISTA PROPERTY OWNERS ASSOCIATION
BOARD OF DIRECTORS MEETING (WORK SESSION)
AUGUST 17, 2021 ° 9:00 A.M. ° BOARDROOM**

BOARD MEMBERS PRESENT: Chairperson David Brandenburg, Vice-Chairperson Jerre Barron, Jr., Directors Teah Bidwell, Sandy Fosdick, Jan Hagan, JB Portillo, and Jan Simms.

BOARD MEMBERS VIA ZOOM: Director Mike Abb.

BOARD MEMBERS ABSENT: Director Jackie Gain.

BOARD MEMBER PROXIES: Director Simms holds Director Fosdick's unstipulated proxy, and Chair Brandenburg holds Director Gain's unstipulated proxy.

OTHERS PRESENT: Chief Operating Officer Tom Judson, General Counsel Doug McCash, Controller Stacie Higgins, and Corporate Secretary Tammie Loyd.

I. CALL TO ORDER

Chairperson Brandenburg called the meeting to order at 9:02 a.m.

II. CHANGES OR ADDITIONS TO THE AGENDA

There are no changes or additions to the agenda.

III. OPEN FORUM

There were no member comments or emails.

IV. BOARD OR MANAGEMENT RESPONSE

There were no members comments or emails for response.

V. RECOMMENDED CHANGES TO POLICY 8.01 – *DIRECTORS AND OFFICERS INDEMNIFICATION*. FIRST OF TWO REQUIRED READINGS

Mr. Judson stated the Rules and Regulations Committee voted to move forward with the proposed changes to Policy 8.01 – *Directors and Officers Indemnification* as recommended by our outside counsel, Kutak Rock. This is the first of two required readings.

The Board will vote at the August 26th Regular Session Board Meeting.

VI. CAPITAL PROJECT – LAKE ANN SPILLWAY ENGINEER. (BOARD VOTE)

Mr. Judson stated three engineering firms submitted bids for just the engineering portion of the Lake Ann Spillway and Sinkhole capital project. Due to the disparity between the bids, management ensured that CEI Engineering had a full understanding of the project. Due to the time sensitive nature of this project, management is requesting a Board vote today.

Vice-Chair Barron motioned to approve the capital project for the Lake Ann Spillway Engineering in the amount of \$69,500. Director Portillo seconded. There was no discussion. The motion passed 8-0, Director Hagan was absent during the vote.

VII. CAPITAL PROJECT WAIVER - #5 AT THE COUNTRY CLUB (BOARD VOTE)

Mr. Judson stated that Golf Maintenance was only able to secure one bid for the Country Club #5 Capital Project. Fortunately, the same company successfully completed the work on the bridges at Scotsdale Golf Course. In addition to being pleased with the work the company has previously performed, the total project will come in under budget by \$11,900. Management is requesting a three-bid waiver to begin the repairs in September.

Director Abb motioned to grant a three-bid waiver for the Country Club #5 Capital Project. Vice-Chair Barron seconded. There was no discussion. The motion passed 8-0, Director Hagan was absent during the vote.

VIII. CELL TOWER BUYOUT PROPOSAL

Mr. Judson stated that two separate companies have offered to buy out the current cell tower monthly payment leases. Currently there are four cell tower leases. Each pays the POA \$834 per month with the lease payments increasing by 2% each year. The leases have 20 years remaining for a combined total of \$973,000 paid. After two initial offers, Landmark Dividend has come back with a counteroffer of \$500,000 for a 25-year license agreement. Management has recommended accepting the offer due to the fact the current monthly lease can be canceled by the Lessee for any reason and there are capital projects that need to be caught up due to the limited capital funds in 2019 and 2020.

The Board will vote at the August 26th Regular Session Board Meeting.

IX. ANNOUNCEMENTS

- a. **Board of Directors Regular Session** – Thursday, August 26th at 6:00 p.m. in the Boardroom at the Country Club and via Live Stream.
- b. **Lakes Joint Advisory Committee Meeting** – Wednesday, September 8th at 2:00 p.m. in the Boardroom at the Country Club and via Live Stream.
- c. **Golf Joint Advisory Committee Meeting** – Wednesday, September 8th at 4:00 p.m. in the Boardroom at the Country Club and via Live Stream.
- d. **Rules & Regulations Committee Meeting** – Thursday, September 9th at 1:30 p.m. in the Boardroom at the Country Club and via Live Stream.
- e. **Board of Directors GM Meeting** – Thursday, September 9th at 2:30 p.m. in the Boardroom at the Country Club. **(Closed Meeting)**

- f. **Recreation Joint Advisory Committee Meeting** – Monday, September 13th at 4:00 p.m. in the Boardroom at the Country Club and via Live Stream.
- g. **Board of Directors Working Session** – Thursday, September 16th at 9:00 a.m. in the Boardroom at the Country Club and via Live Stream.
- h. **Board of Directors Regular Session Meeting** – Thursday, September 23rd at 6:00 p.m. in the Boardroom at the Country Club and via Live Stream.

X. ADJOURNMENT

Director Abb motioned to adjourn the meeting. Vice-Chair Barron seconded. There was no discussion. Chairperson Brandenburg adjourned the meeting at 9:28 a.m.