A NON-PROFIT CORPORATION SPECIAL BOARD OF DIRECTOR'S MEETING

August 18, 2007

Present: Joe Angelovic, Chairman

Larry Watt, Vice-Chairman Carl Brown, Secretary Kathy Dietz, Director Jan Jonson, Director Jack Petty, Director Dave Ward, Director

Sharon Backus, General Manager

Tara Wheeler, Recorder

The Regular Board Meeting of the Star Valley Ranch Association Board of Directors was held August 18, 2007 in the Association's Library. A list of the members in attendance is attached to the file copy of these minutes. Chairman Angelovic called the meeting to order at 9:00 A.M. The members repeated in unison the Pledge of Allegiance to the flag.

Adoption of Agenda:

Director Watt moved to amend the agenda to add item 6c "Amend Capital Budget" for Aspen Hills water conservation project and to add item 6d to approve Cook Shack phase two and to amend the capital budge to add \$22,000 to cover these costs. Director Brown seconded the motion. The motion passed unanimously.

Approval of Minutes:

Director Watt moved to accept the minutes of the July 21, 2007 regular board meeting. Director Jonson seconded the motion. The motion passed unanimously.

Director Watt moved to accept the minutes of the August 8, 2007 regular board meeting. Director Petty seconded the motion. The motion passed unanimously.

Standing and Other Committee Reports

Chairman:

Legal Finance:

Chairman Angelovic gave the following report:

We have now signed a contract with O & J Construction, Inc. for the irrigation system on Aspen Hills. The contract includes a self-cleaning filter for the irrigation line, some additional heads on Cedar Creek and some of the common areas of Star Valley Ranch. If the Engineer's reports were anywhere near accurate, which we do not actually know, we may be saving the community up to 500,000 gallons of water per night by completing this irrigation project. Installing the filter up Green Canyon will save labor because with the present setup as every day Mark has to go

up the canyon every day and clean the filter. The filter does not do the job it is supposed to do and the sprinkler heads require continual attention because they become clogged. The Cook Shack will also be completed this year. Through the long-range plan, an action plan was developed in a couple of phases. As the project progressed it became obvious there were more problems than were originally anticipated. Therefore, our choices were to take care of those problems now, or wait until a later date. I am happy to say that the Board has decided to go ahead and do it now. This means that when we are done we will have a building that can be used for a minimum of three seasons, possibly four.

The Finance Committee has been working very diligently. They have done an audit of every department here and have studied various details. They have now recommended to the Board several actions they believe should be implemented. They have done a great job of digging and getting important details. It is now up to the Board to take some action so that the Finance committee can take their next step. These meetings are open to the public and we would like to see the community become more involved.

Golf: Director Dietz gave the following report:

Revenues are up significantly. We noted, however, there is a slight decrease in the Single Membership Pass purchases. Outside, visitor usage is up. Aspen Hills with lower rates has revenue increases of over 200% over last year. These figures and trends were taken into consideration in our proposal of recommended fees and programs.

In the discussion of 2008 fees, our committee focused on increasing outside play and developing programs that would involve young people and their parents. Philosophically, we are following "the Walmart model" of keeping prices down and increasing volume. Aspen Hills pricing has reinforced our belief in this model. We also recommend changing punch cards (all would be 9 hole punches) to reduce confusion for members and guests. Most of the fees remain the same as 2007 in our recommendation. These recommendations will be given to the Board and the finance committee for consideration.

We reviewed the feasibility report on our golf operations prepared by Gib Oswald, Ken McNeal, and Bob Lujan.

The committee accepted the report and added several other points they feel should be included in the pro contract.

Feasibility Study Committee recommendations (abbreviated):

- 1. Reaffirmation of the need for a golf professional to run operations.
- 2. Recommended the current practice of contracting the professional.
- 3. Recommended the pro shop operations be retained by the pro, not the Association.
- 4. Recommended a contract for the professional with compensation more in line with the current compensation for professionals in the Rocky Mountain region.
- 5. Recommended clarification and reexamination of professional's duties and responsibilities.
- 6. They also issued a vote of confidence for our current pro.

Golf Committee's further recommendations:

1. Recommended that the pro be afforded a multi-year contract with automatic yearly extensions based on a yearly review,

- 2. Pro compensation should include a cost of living adjustment, not considered as part of a raise or bonus.
- 3. Professional should have more flexibility in deployment of staff to cover needs.

The High School Golf Team has purchased seasons passes and will be playing here 4 days a week. A regional high school JV tournament will be held at Aspen Hills this Tuesday. Approximately 55 students will be playing.

The Golf Committee addressed the problem of carts on private property. This is not only an infringement on property owners' right but a potential fire hazard in the vacant lots. Regulations are posted in several places and golfers are advised before play of the rule; however, we have not solved the problem. The golf professional will do further work on this issue.

The Ladies Golf Association has accepted the new tee box area for the red markers. This move is in line with USGA regulations. Next year's score cards will reflect the correct yardage. Any outsiders posting their scores can request an updated score card with the adjusted slope and rating.

The committee reconfigured the difficulty rating of Cedar Creek holes to accommodate the new locations of the red tee boxes.

Although the golf season is winding down, there are still plenty of on-going golfing activities. Soda Pop Open, the culmination of the youth program, was held on August 7.

Remax Long Drive Contest was held on August 11.

20 Star Valley Ladies journeyed to Cody to participate in the Wyoming Senior Women Tournament.

The Mr. and Mrs. Tournament will be held next weekend and the Men and Women's Club championships kick off the beginning of Sept.

Greens:

The contract has been signed for the Aspen hills conservation project. They will begin digging Monday to put the main lines in. O & J have requested that the hole they are working on that day be closed. The hole that is closed will be posted in the office, and you will need to play around that particular hole. At some point there may be times when we will need to close the entire course for periods of time. They are hoping to finish this fall. The contract includes up to fifty additional heads around both courses and some common areas this should help to stop the dryness in these areas. As this project gets underway we would ask the members to be considerate of those workers.

There has been some confusion with the ladies tee boxes. It has been an experiment to see how the ladies liked the location. The current locations are not permanent, but as money permits we will make them that way. We are hoping to do as many as possible. We would like to have the money from cart trail fees designated to golf course improvement. If the location is not satisfactory to the ladies then we can move them to better locations. The ladies association has currently approved the moving of these tee boxes. We would like to hear any input the ladies may have about these tee boxes.

House & Entertainment:

Chairman Angelovic gave the following report: Director Ward and I met with Helena and Diane Jones and they would like to ask for members to join the House and Entertainment Committee. This committee really is the hub of the social community on the Ranch. If you are interested please come to one of our meetings or contact Helena. The House and Entertainment Committee met on August 7, 2007. Minutes of that meeting have been submitted to the office and are also available online. The committee has now sponsored two successful events, the Arts and Crafts Festival, chaired by Shauna Crittenden, and a Mardi Gras Dinner Show chaired by JC Colley and Carol Warren. Both events were will attended and immensely enjoyed. The House and Entertainment Committee is now working on three more events for the year. A Talent Variety Show scheduled for September 15, and new event will be a Family Pot luck held on September 29, and the Oktoberfest will end the season on October 13. The committee has purchased two gazebos with the money from the Memorial Fund which now has a balance of \$615 dollars. Helena Bukowinski and Diane Jones met with Directors Angelovic and Ward to discuss the Board's approval of installing those gazebos. The House and Entertainment Committee will be preparing a set of drawings of possible placement areas. It will also obtain bids for pouring of cement pads. All of this information will be presented to the board for their approval.

Long Range Planning: John Daulton gave the following information:

Last month I handed out the *list of projects that were accomplished in* 2007 by the combined effort of the Long Range Planning Committee, the Board, the GM, Ranch employees and a great many volunteers. I also presented the *2008 Preliminary Draft Action Goals* that were selected by the Long Range Planning Committee with members of the Board present. The 11 annual goals for 2008 that were classified as critical and/or important were derived from the larger Long Range Plan list.

This month I sent the BOD samples of the next step in the Long Range planning process, which are action plans for each goal. We have chosen to use the action planning process which consists of a sequential set of action strategies each having cost, timeline, responsibility and evidence of success.

What are the benefits of using action plans?

- 1. Selected action plans focus the energy of an organization to get things done.
- 2. They provide thoughtful guidelines for planning and carrying out projects.
- 3. Action plans move SVRA into proactive planning rather than reactive decision-making.
- 4. They provide a transparent and public system for comments, suggestions, and decision-making by the BOD.
- 5. Action plans create a good method for sharing progress throughout the year.

Of the 11 action plans, 5 have financial implications, and 4 do not. Let me share with you 2 examples of action plans that serve these different purposes:

(\$\$)The cook shack action plan. This is a straightforward version that considers the sequential steps needed to complete the cook shack renovation project, who is responsible for making sure the job is done and the cost for each step. It is interesting to note that even though this is an easy project, we went through 4 revisions of the action plan.

Now let's look at the **SVRA management system action plan** that reviews our operations in light of our changing roles and responsibilities. This is a sample of a plan that has no financial element but does have massive data collection and decision-making components for the future of the Ranch.

The other 9 suggested action plan topics are:

- (\$\$) Aspen Hills water conservation project
- Communications plan and delivery system for SVRA
- (\$\$) FISC III: Obtain membership consent to sell the utilities building and maintenance area to the Town.
- Develop a preliminary plan for a year round indoor recreation and social facility and coordinated activities for all ages.
- (\$\$) Improve the appearance and safety of the Aspen Hills old pool area below the office.
- Develop a preliminary plan for private golf cart storage.
- Develop a preliminary plan to establish and maintain paths for many uses at SVR: walking, biking, skiing, golf carts.
- Plan, acknowledge and support a Volunteer Organization.
- (\$\$) Develop a plan to complete the Cedar Creek playground irrigation system.

I now ask for the Board to accept the process of action planning and OK the Long Range Planning committee to move forward on these 11 action plans.

Director Ward moved to support the Long Range Planning Committee's action plan approach report. Director Dietz seconded the motion. The motion passed unanimously.

Utilities:

Director Ward stated the following: On Saturday August 25 there will be an emergency preparedness fair held at the association barn. This event will be hosted by the Thayne volunteer fire department and Lincoln County emergency management. A list of business that will be there are: Air Idaho, Public Health, Forest Service, Fire Wise, Lincoln County Emergency management, Lincoln County Sheriffs Office, a representative from planning and zoning, and the Thayne fire department and Ambulance services. This is a wonderful opportunity to discuss your emergency preparedness with professionals who can answer your various questions. There is an article in the independent that discusses this. Ron Mueller contacted me about a grant program that the Lincoln County Forestry has put in service. Lincoln County applied and was granted \$198,000 for this program. It is an ongoing program so they can reapply. We have been identified as the second most hazards area for wildfire in Lincoln County. There is a representative who will come to your house and review what potential hazards there are. This will allow you to improve the safety of your home. If you are interested in this please contact Terry Potter at 654-7581 or 890-7581. Or you can call me for more information at 248-0552.

I received a letter from the mayor concerning the use of the Cedar Creek well. On July 19, the town started the well to see if it would work. They had some problems with it because it kicked from pumping water into the irrigation system and into an overflow system. This caused some road damage and raised various concerns. As they looked at the process they received some information that because of the overflow that it used it put an increased amount of pressure against the pump and there was a concern that the motor may be burnt up due to the extra load. In the last month they also wanted to look at the airport well because they have had problems with it kicking off in the middle of the night. So they had a representative from Logan come up and look at the airport well to decide what the best way to solve that problem would be. At the town's expense they asked him to take a look at the cedar creek well. The representative presented an estimate of what he believed needed to be done to the well to make it more serviceable. This is why the town has been concerned that the motor could possibly become damaged.

Architectural Committee: Elmer Beck gave the following report:

Since my last report, we have started four additional homes. We now have a total of sixteen new homes under construction for the year. The grand total is now 923 homes on the Ranch that are currently finished or are under construction. The total building permits for the year are thirty-two.

At this time, Mr. Beck presented a proposal from the architectural committee.

Mr. Chairman on behalf of the Architectural Control committee, I am recommending the Board of Directors make the following modifications to the Architectural Building Plan Permit Request:

- 1. Item 2,(c) last sentence be changed to read; "Please include on the plans that it will be built per 'ICC', the latest adopted edition."
- 2. Item 2 (h) first sentence strike "or the 'ICC' inspector directly" to read; "The owner or builder is responsible and shall contact the Star Valley Ranch Association office to obtain the three (3) required inspections.

Director Ward moved to accept the changes of the architectural committee as enumerated by Mr. Beck. Director Dietz seconded the motion. The motion passed unanimously.

FISC III: Director Jonson Gave the following report:

We are going forward with the Consent to Sell form. By the end of the week, we will have these completed. We will be canvassing this Saturday to begin obtaining signatures. We will also be leaving them if the members are not at home.

General Manager Report: Ms. Backus gave the following report:

Cook Shack Project: Repairs on the Cook shack are still progressing well. The Board approved a change order for replacing the sheetrock on the East interior wall where the kitchen was and approved the installation of insulation for the ceiling. The installation of the metal roof was completed. Repairs on the ceiling are finished, but Mr. Wicks has been asked to wait to sheetrock the ceiling until the Board decides about the Phase 2 request from the Long Range Planning Committee for repairs and energy efficient windows to be installed in the South wall. As I stated before, there is a danger of mold in the building while repairs are underway so all groups have had to be relocated for the duration of the repairs. Thanks to all of the members who have graciously accepted other accommodations while we complete this project. The final repairs in Phase 1 will consist of removing the existing concrete pad where the carts are washed; dropping down the pad and pouring a new concrete pad. This phase will also include

the removal of some of the siding on the exterior wall of the East end of the building and installing blue board and some waterproofing materials and finishing with installation of flashing to add protection from water and snow.

2007 July CPI: The July 2007 Consumer Price Index was released by the Department of Labor on August 15. The CPI for the period of July 2006 to July 2007, average of all cities, all items was 2.4%.

Aspen Hills Irrigation Design: The Board has approved a contract with O & J Construction, Inc. Chairman Angelovic signed the contract on behalf of SVRA and the water conservation irrigation replacement project on Aspen Hills is officially underway. Dale Winchester's representative staked the sprinkler head locations on Tuesday and digging began on Thursday.

2006 Independent Audit and Form **990**: The 2006 audit is done pending peer review. Mr. Dubisz will release the audit as soon as the review is completed. Mr. Dubisz informed me on August 14 that he filed an extension for the Forms 990 and 990T, which are filed for the Association as a Non-Profit entity. This extension will give the Association until October 15 to file their tax forms.

Delinquent Accounts: The delinquent accounts were turned over to the Corporate Counsel to begin foreclosure proceedings in July. On July 19, a certified letter was sent to each member in arrears giving them thirty days to pay their past due balance. This is the first step of the process. There were 141 delinquent accounts when we turned these over for collection and to date we have received payment from eighty-six leaving 55 unpaid. We will continue to pursue the collection of these delinquent accounts and liens will be placed on these.

Remax Long Drive Contest: The Remax long drive contest was held on August 11. There were thirty-eight contestants this year so the Association received \$570. This money will go into the Aspen Hills irrigation fund. The winners were: Sean Murphy in the Open Division; John Lawson in the Senior Division; Harold "H" Harvey, in the Super Senior Division; Dudley Gibson in the Grand Champion Division; and Janice Beal in the Women's Division. Congratulations to all these winners. The winners of the SVRA contest are now eligible to compete at the District Championship in Casper next weekend. The National Long Drive contest is held in Mesquite in October and the winner takes home \$500,000 in prize money.

Facilities: Los dos Amigos restaurant will be closing on August 31, 2007. The Association will be soliciting bids from interested parties for leasing this premise.

Legal Fees: I had a request from a Member to report the legal fees expended each month. We do not have the legal fees expended in July, as we have not received the bill from the Corporate Counsel. I can however report on the expenditure in June. In June, we expended at total of \$4,575.60. Of that total, \$455.40 was expended on water and land transfer documents. The remaining \$3,716.84 was expended on the foreclosure proceedings, contracts, and DCCR enforcement.

Legal & Finance Committee Approval: Gene Root, a member of the Legal & Finance Committee has approved the financial report given in the June 21, 2007 meeting. Thank you Gene, for verifying the report and figures contained therein.

July 2007 Financials

	Jul 07	Budget	\$ Over Budget	% of Budget
Ordinary Income/Expense				
Income				
Administration Services	14,959.27	10,485.00	4,474.27	142.67%
Assessment/Transfer Income	75,688.94	72,573.20	3,115.74	104.29%
Donations	8,060.69	0.00	8,060.69	100.0%
Facilities Income	2,621.38	2,983.00	-361.62	87.88%
Miscellaneous Income	0.00	0.00	0.00	0.0%
Recreation Fees	86,065.26	78,752.00	7,313.26	109.29%
Utilities Income	0.00	0.00	0.00	0.0%
Utility Reserve Income	125,200.00	0.00	125,200.00	100.0%
Total Income	312,595.54	164,793.20	147,802.34	189.69%
Expense				
Administration Expenses	34,293.24	35,031.50	-738.26	97.89%
Facilities Expenses	16,761.87	20,853.00	-4,091.13	80.38%
Golf	13,312.92	13,348.00	-35.08	99.74%
Green Expenses	23,770.81	37,525.00	-13,754.19	63.35%
Security/ACC Expenses	175.93	1,842.00	-1,666.07	9.55%
Utilities Expenses 6560 ⋅ Income/Expenses Capital	2,359.41	48,515.00	-46,155.59	4.86%
Budget	0.00	0.00	0.00	0.0%
6561 · FISC/Municipality Expense	0.00	0.00	0.00	0.0%
9888 - A/P Setup Account	0.00	0.00	0.00	0.0%
Total Expense	90,674.18	157,114.50	-66,440.32	57.71%
Net Ordinary Income	221,921.36	7,678.70	214,242.66	2,890.09%
Other Income/Expense				
Other Expense				
Other Income/Expense	-16,569.80	25,291.00	-41,860.29	-65.5%
Total Other Expense	-16,569.28	25,291.00	-41,860.29	-65.5%
Net Other Income	16,569.29	-25,291.00	41,860.29	-65.5%
Net Income	238,490.65	-17,612.30	256,102.95	-1,354.1%

DRAFT CASH RECONCILIATION & RESTRICTED FUND BALANCES

Reconciliation of Cash as of 7-31-07

Net Income (loss) from Operations less depreciation	221,921
Other Income/Expense	(1,329)
Net change in Current Assets / Current Liabilities	71,810
Net Proceeds from Assets Sold	11,358
Debt service-principal payments	0
Capital expenditures	 (45,220)
Net increase (decrease) in cash	\$ 258,540
Beginning cash 6-30-07	1,247,885
Ending Cash on 7-31-07	\$ 1,506,425

Restricted Fund Balance as of 07-31-07:

Culinary Water Fund: \$488,304

Designated Funds: \$178,273

Neighborhood Directory	\$949
T-Box Program	<i>\$3,461</i>
Cedar Creek Park	\$386
Building Deposits	\$152,900
H & E Special Project	\$3,131
Memorial Fund	\$614
Member Guest Fund	\$177
FISC II Fund	\$7,269
Snack Shack Fund	<i>\$1,64</i> 2
Youth Committee	\$662
Beautification Restricted Fund	\$362
Cook Shack Round Up	\$35
Inspection Fees for New Construction	\$5,900
Snowmobile Fees Restricted for Cart Path Repairs	\$665
Junior Golf Program	\$120

Golf Course Irrigation: \$ 22,801

Pollock Award Fund: \$ 1,034

Equipment Reserve \$232,092

Tennis Court Reserve: \$\frac{\\$12,152}{\}254.656

Total Operating/Unrestricted Funds: \$571,769

Total Cash as of 07/31/07 \$1,506,425

Old Business:

a. Set cap on Restricted Water Fund Expenditure (Water Account) for the AH Irrigation System: Director Angelovic stated that at the current time the Board needs to choose where the money for the Aspen hills irrigation system will be coming from.

Director Watt moved to use \$400,000 from the restricted water fund and to borrow the remainder from the Bank of Star Valley, securing this note with a \$400,000 Certificate of Deposit. Director Ward seconded the motion. The motion passed unanimously.

b. Finalize financing options presented at Special Meeting and set cap on Operating Budget Expenditures to accommodate financing option: Director Petty asked Ms. Backus to explain this item as he was on the phone and was difficult for him to drive and talk at the same time.

Ms. Backus explained that the Association would be borrowing \$400,000 and using \$400,000 from restricted funds to complete the water conservation project. To facilitate the budgeting process and assure that the Association does not completely deplete their cash,

care should be taken to set a cap on the budget expenditures to accommodate the financing option the Board has chosen. The Association must operate over the next two to four years with \$400,000 less cash in the bank and \$400,000 unavailable cash as it will be tied up in a Certificate of Deposit. This reduction and/or unavailability of \$800,000 of cash will seriously limit the amount of funds we can expend in 2008 and beyond.

Director Watt moved to finalize the financing options by setting a cap on operation budget expenditures to accommodate the financing option chosen by the Board. Director Dietz seconded the motion. The motion passed unanimously.

c. Amend Capital budget to allow up to \$800,000 for the water conservation project:

Director Watt moved to amend the 2007 Capital Budget to allow up to \$800,000 for the Aspen Hills water conservation project. Director Petty seconded the motion. The motion passed unanimously.

d. Approve cook shack Phase 2: The Long Range Planning Committee had previously presented the plans for the expenditure of an additional \$22,000 on Cook Shack repairs.

Director Jonson moved to approve the Cook Shack Phase 2 and amend the 2007 Capital Budget to add \$22,000 to cover these costs. Director Brown seconded the motion. The motion passed unanimously

New Business:

a. Change October Meeting date to October 13, 2007 to facilitate finalizing financing options with the Bank.

Director Petty moved to move the October regular board meeting to October 13, 2007. Director Brown seconded the motion. The motion passed unanimously.

b. Appoint Director to continue work on updating Operations Manual and Policies.

Chairman Angelovic explained that an operations and policies manual needs to be formed in order to have all of our policies in one place. This project had been previously assigned to John Daulton, but was abandoned due to other duties. The notebook and the policy on how to make a policy are located in the office. This project was assigned to Director Brown.

c. Green Canyon repair on lower transmission line (used for culinary water only)

It was reported that we had a leak at the bottom of the Green Canyon road. We believe a logging truck ran over a valve and started a leak. The forest service was called and I talked to the district ranger and asked him if he'd done any investigation on that particular issue. They took pictures of the wet spot on the ground, and obviously we couldn't see were the leak was actually coming from. He said that they had determined that their contractor was not at fault as far as their investigation went. A few weeks went by and the leak seemed to lessen and then on the morning of the 13th we decided to dig this up before we had a major problem. The pipe was

severely corroded at that point. The next approach was to patch this particular section. This was difficult to do due to the location. When we tried to patch the pipe the leak became much worse due to the severe damage. At this point the decision was made to repair the pipe. The town water team got together and went through parts. We estimated that the work would take up to two days. The procedure went rather well and we reinstalled that section of pipe and a clamp to hold the different pipes together. This has seemed to work rather well.

d. Policy on waiving Green Fees for Tournaments:

Director Dietz stated the following: We currently give breaks to the Hospital Fund Raiser, the Ladies Invitational, the State Senior Ladies, the SVHS Tournament which we host every six or seven years, and Pro Ams. These requests are all different. Because of the variety and amount of requests we receive every year we have decided to institute a policy concerning the waiver of green fees.

Waiver of Green Fees Policy:

Procedure for waiver/reduction of green fees

Organizations wishing to be placed on a waiver/ reduced fee list for specific tournaments/events must request in writing prior to October 1. This does not waive tournament fee when applicable. Approvals will be made at the October Board meeting based on the following criteria:

Corporate: No waiver/reduction of green fees.

Charitable: Organization must be classified as a section 501C 3 status under the internal revenue code. Organization must be a benefit to the majority of Ranch members.

Association: Reciprocal waiver/reduction of green fees with in line with other participating courses for special events sponsored by the Men's and Ladies' Associations. Pro Am: Reciprocal waiver/reduction of green fees in line with other participating courses for special events.

Other: High school state and regional tournaments when applicable.

Director Dietz moved to establish the following information as read as the procedure of waiving/reducing green fees. Director Watt seconded the motion. The motion passed unanimously.

e. Enforcement of DCCR for Recreational Vehicles & Dog Runs – Angelovic (Open to Member Comments).

The Board entertained several questions and responded to a number of comments from the Members in attendance.

Adjournment: Director Watt moved to adjourn. Dire unanimously.	ctor Dietz seconded the motion. The motion passes
The meeting adjourned at 11:42 AM.	
Joe Angelovic, Chairman	Larry Watt, Vice-Chairman
Carl Brown, Secretary-Treasurer	Kathy Dietz, Director
Jan Jonson, Director	Jack Petty, Director
Dave Ward, Director	