

Star Valley Ranch Association
Board of Directors Meeting
July 21, 2016
7:00 p.m.
Town Hall

Mike Wardle: Chairman - Present
Ron Denney: Vice Chairman - Present
Donna Thompson: Secretary/Treasurer - Present
Bob Meikle: Director - Present
George Toolson: Director - Present
Jere Kovach: Director - Present
Marsha Combe: Director - Present

Call to order: Chairman Wardle called the meeting to order at 7:00 p.m. and stated that there was a quorum and recognized Chuck Suter, VFW member and asked him to lead us in the Pledge of Allegiance.

1. Adopt Agenda:*

- Director Toolson made a motion to adopt the agenda.
Vice Chairman Denney seconded the motion.
Motion passed unanimously.

2. Approval of Minutes for May 2016 Board Meeting:*

- Vice Chairman Denney made a motion to approve the May 2016 Board of Director Meeting Minutes as written.
Director Combe seconded the motion.
Motion passed unanimously.

3. Standing Committee & Special Reports:

A. Chairman's Report: Chairman Wardle gave the following report:

- Chairman Wardle made a motion to appoint Board Member Donna Thompson.

Member Lovell Hooper had a point of order, stating that he believes that the Board should have filled the vacant Board seat on May 19, 2016 after Director Christiansen resign, this is referring to the By-Laws, Article 8. Also in that same Article said the members can elect to fill the vacancy at any time not filled by the Directors. He believes that if no one was appointed by May 19, 2016 the Board lost its authority to appoint someone and must fill based on the vote of the members.

Member Ron Thacker stated he believes Mr. Hooper's point of order is out of order. He said he has studied the By-Laws and that it is clear that the Board has the authority to fill the vacant seat, there is no time limit, and the Board should proceed.

Member Hooper referred to the "Roberts Rule" stating that only the Chairman can rule on any point of order and cannot be debated. He requests that the Chairman find the point of order valid or not valid.

Chairman Wardle stated he finds the point of order not valid on the basis we could not advertise that position on the ballot. Chairman Wardle then commented that Mr. Hayes decline to fill the position for 1 year, The Board can't fill a position that is not advertised. On the 19th of May when Mr. Christenson resigned what was the Board to do, pull a rabbit out of a hat and assign someone? He stated we don't vote in secret we advertised for the position and decided as a Board to wait until tonight to fill the position.

Director Kovach seconded the motion.
Motion passed unanimously.

Chairman Wardle asked Donna Thompson to join us.

Director Thompson stated she was very honored and will do her best.

- Chairman Wardle made a motion to appoint Donna Thompson to fill the vacant Treasurer position.
Director Toolson seconded the motion.
Motion passed unanimously.

B. Finance & Legal: Director Kovach gave the following report:

At this time the members of the committee include Ann Earl, Bob Lujan Bob Saunders, Jim Vandal and myself. Lovell Hopper had been invited to join the committee but had not committed to do so at this date.

The Board has suggested that this committee may be most appropriate forum for discussion of matter of concern SVRA member's regarding possible violations of the by-laws of Wyoming statutes for nonprofit corporations, The concern of a member regarding the number of positions of the Board was mentioned. A portion of SVRA minutes from 3/23/1995, 8/19/1995 and 7/20/1996 were read to provide historical facts regarding this and other issues.

There was much discussion of when the vote to change the number of Board member from 5-7.

Director Kovach suggested to those attending the meeting that they remember the Board Members are neither attorneys nor professional politicians. They are volunteers doing their best for SVRA.

C. Golf & Greens Report: Director Toolson gave the following report:

Bad News: We're down around 700 rounds year to date-mainly due to an 18 day delay in opening this spring. This represents the reduction in income from 2015.

Better News: Golf course maintenance and Pro shop expenses are down, so between income and expenses for 2016, we are overall down about \$7,400 from the projected budget. Go Play Golf!

In this last month, several large tournaments were held at Cedar Creek including the Mixed Moose with a record number involved. The Ladies' Golf Association hosted the Wyoming Senior Woman's Golf Tournament from July 11th – 13th, which had 115 entrants. From 50 years of age to 87, they all enjoyed a really great time at Cedar Creek.

Last week, July 13th – 15th, the Ryder Cup was held. This is the event where 36 guys from the Ranch take on 36 guys from the RV Park--we affectionately refer to them as "Trailer Trash". There appeared to a little "vengeance" this year as the Ranch guys won on the Afton Course, the RV Park's Home Course and finished the tournament at Cedar Creek with another win. There was a 19 point spread: Ranch earned 63.5 points and the RV Park earned 44.5 points. The last win for the Ranch was in 2011. GO RED!

The Ladies' of the Ranch also decided that they were not going to be outdone, as they finished the Soulheim Cup with the Ranch at 24.5 points and the RV Park at 23.5 points. They were down after Afton, they were down after the RV course and brought it back at our home course for the win. GO RED!

The new bridge on #9, which replaced the one that folded in June, is now complete. The old one served us for 30+ years and the new one should get us through the next couple of generations. Thank you to all of the guys that helped with the logistics of getting it here, the engineering to get it in place and finally the setting of it. It looks great and we could not have accomplished it without the help of many volunteers.

- Director Toolson made a motion to move \$5,860.96 from the Major Maintenance Fund to the General Account to pay for the replacement of the Cedar Creek #9 fairway bridge as well as the concrete approaches.
Vice Chairman Denney seconded the motion.
Motion passed unanimously.

D. Architectural Report: Director Meikle gave the following report:

The past 6 months has been busy with permits. Volunteers are needed for the Architectural Committee. The past few years the Board has been exclusively providing permits. The resignation of Dennis has pushed me into being the Board of Director's sole member responsible of this Committee. I will be actively recruiting for volunteers to help on

the committee. If anyone is interested in helping we work closely with the Association and The Town.

E. Utilities Report: Vice Chairman Denney gave the following report:

On the Barn-Silo facility remodeling initiative, a representative from Sargent Engineers attended the June, 21, 2016 workshop to discuss the work scope for the structural analysis of the barn concrete substructure, and whether he would put an engineering stamp on replacement of the roof. He indicated that he would not stamp a replacement of the roof with additional trusses and new metal by itself. He did say that if we were to develop a plan that included reinforcement of the concrete substructure, addition of structural elements to reinforce the end walls, and the replacement of the roof structure, he would then agree to analyze and stamp the total composite plan. He also recommended that the SVRA hire a local construction contractor to perform the overall project for the required structural modifications of the Barn. The SVRA Board has also agreed that the resolution for the Silo deficiencies would be a complete remodel beginning with the foundation. The following motion will be made to set these actions in place:

- Secretary Combe made a motion to move forward with Barn/Silo Maintenance & Remodel.
Director Kovach seconded the motion.

Chairman Wardle asked if any discussion.

Question asked by Ed Koch is there a budget attached to that motion?

Director Combe stated this was a design to start the process.
Motion passed unanimously.

The following actions are being taken regarding the airstrip. There are consistent with the recommendations of the airstrip advisory committee headed by Bob Hayes that were received earlier this year.

1. A sign has been installed at the airstrip entrance to inform members that temporary storage of trailers, or other equipment, requires permission from the SVRA manager.
 2. The fence on both sides of the airstrip will be fixed to eliminate unapproved transit into or across the airstrip. Before the fence is repaired, the airstrip boundaries will be verified by surveyor Lloyd Baker in accordance with the proposal received earlier this year.
- Vice Chairman Denney made a motion to approve funding of \$2,500 to obtain the survey and demarcation of the airstrip boundaries.
Director Combe seconded the motion.
Motion passed unanimously.

3. Appropriate signs are being investigated for placement on the fences to warn individuals to stay out of the airstrip space.
4. We are investigating whether the airstrip can be brushed and rolled to improve the safety of landing private planes on the airstrip. Contact has been made with HK Construction to determine what processes can be used and at what cost. A test run is being planned for August.

For the Green Canyon water rights permit revision to be filed with the Wyoming Water Board, we are awaiting a draft of the revised water collection and usage map from surveyor Scherbel. When this received, reviewed, and discussed with the appropriate stakeholders, it will be submitted. The same map will then be utilized for requesting an update of the Forest Service permit for Green Canyon. The excess water discharge route, which involves the Brog ditch route along Vista Drive, across the Thomas' property and then south through the Stewart property located east of the airstrip had been cleaned out such that the water now flows back to Cedar Creek in accordance with the water permit requirements.

Member Ed Koch asked if the airstrip is to be closed or fenced off that is a valuable asset that we all own. Is there any thought of divesting the association of that asset?

Chairman Wardle stated yes, it would have to take a vote of the membership. And any person interested in it would have to absorb the cost with the potential of losing the vote to sell the airstrip.

Member Koch stated the airstrip would be a great benefit to LVI and it's an albatross to The Association. He said that he can understand LVI having the desire to absorb the cost of mailings, etc.

Chairman Wardle stated he would insist the ballots go out certified and would be very pricey. To his knowledge no one has been approached with this concept.

F. House & Entertainment Report: Director Combe gave the following report:

Since our last meeting we had Movie in the Park –"Finding Nemo" where 50-60 showed up. June 24th & 25th we had Property Owners Weekend. July 2nd Movie in the Park "Hook" the attendance was up to about 75. The 4th of July Celebration was a huge hit. We have had many comments that it was the best ever. There was an amazing turn out. July 29th & 30th is Member/Guest Tournament we have 62 signed up as of now. On July 30th there is a Potluck and Dance with Three Rivers Band. Another Movie in the Park will be August 5th. Community Garage Sale will be August 13th.

G. Election Report: Treasurer, 2016 Election Chairperson Donna Thompson gave the following report:

We did not have a quorum at the time the meeting had started. Several members went

out to obtain as many proxy's as they could. There was a quorum when the meeting reconvened at 11:00 a.m. The count was 9 or 10 over a quorum and the results were process. We had a great staff of 12 volunteers who sorted and counted. The election results were that George Toolson and Jere Kovach winning the two open seats. She said that she is in the process of preparing detailed instructions/guidelines of how the election chair should run the election. These should be available to the Board within the next 2 months for them to review and approve.

Member Hooper asked how many votes were put in the box in person after the meeting adjourned. The way the law (Title 17 Wyoming Statue) is written the votes have to take place at the meeting.

Director Thompson said the information is at the office and that the people who signed at the meeting that were all recorded and verified and put in the box. We had a quorum before the meeting started back at 11:00 a.m. and our By-Laws state the polls stay open one-half hour after the meeting adjourns.

Mr. Hooper stated the By-Laws cannot overrule Wyoming statue.

Chairman Wardle told Mr. Hooper this is a legal argument and is welcome to send in to the Attorney General's Office. This is the way it's always been done and the A.G. doesn't have a problems with it.

4. **General Manager's Report: General Manager Booker gave the following report:**
Account Statements: All bank accounts are reconciled for the months of May and June.

Assessments:

2009 Lawsuit through 2015: 56 Lots unpaid (2.78%)

2016 Assessments Status: 1857 Lots (92.11%) have paid in full.

Business Activities:

For the months of May and June, the allocations of Annual Assessments transferred from the Operations Checking account are:

- The transfer for Barn/Silo Redevelopment into the Restricted Account we as follows:
2012 – 44.09 (1 lot x \$44.09 for each assessment paid)
2013 – 40.00 (1 lot x \$40.00 for each assessment paid)
2014 – 120.00 (3 lots x \$40.00 for each assessment paid) Total = \$204.09

These transfers result in the YTD account balance of \$206,523.21 including accumulated interest.

- The monthly transfers for the Major Maintenance Reserve Account was as follows:
2015 - \$65.64 (3 lots x \$21.88 for each assessment paid)
2016 - \$1,289.28 (102 lots x \$12.64 for each assessment paid) Total = \$1,354.92

These transfers result in the YTD account balance of \$108,347.24 including accumulated interest.

An overview of SVRA Financials finds the YTD Gross Profit at budgeted levels (99.8%) and Total Expense at budgeted levels (99.7%) resulting in year-to-date Net ordinary income prior to depreciation at 100.00% of budgeted levels and 10.8% better than 2015.

The YTD cash assets (7/31/16 Balance Sheet) Total: \$1,812,019.89. The summary of the financials for June YTD are available on the SVRA website.

DCC&R Compliance:

Gene Root continues to take on our DCC&R Compliance responsibilities. Since the May meeting, Gene has followed a complaint through the 2nd Violation (Notice of Violation).

He has also started with a Friendly reminder (1st Violation Notice) to another member.

Gene processes DCC&R complaints based on complaints turned into the Association by members.

July 4th 2016: The 19th Annual 4th of July Celebration, by all observations, was again a booming success! This year approximately 350 pancake breakfasts and 550 hamburger or hotdogs lunches were served! Our overall pie sales, both individual and whole pie auctions, were the equivalent of 335 slices of pie! Over 500 free snow cones were dispensed and more popcorn than we can track! An uncountable number of excited children took home approximately 4500 prizes, plus ribbons won in the races and awards won in the golf cart, bike and tricycle parade!! All of this and an opportunity to celebrate the birth of our nation and honor those that have served and are serving in our armed forces!! This important event at SVR is possible because the SVRA staff and approximately 100 volunteers gave up their time to make it possible! To each of these people I want to express my deepest appreciation and a heartfelt thank you! I would also like to thank Jean and Marilyn Pitre for their years of dedication as our official 4th of July Chefs and wish them luck in their new adventures! This is becoming arguable the most popular Independence Day celebration in the Valley. It really does take a village!

Member Carolyn Thacker asked what the status was with the person with all the vehicles on Custer Drive.

General Manager Booker stated the enforcement officer sent a letter to the tenants. Not the owner of record and when she caught the error she sent the letter to the owner. We

have started the process and next week will send out the 2nd notice. Then she will turn it over to the Board to make a decision.

5. Old Business: None stated

6. New Business:

Member Ed Koch wanted to recognize Chuck Suter for his and VFW help with July 4th celebration. Also stated July 30th The Town of Star Valley Ranch has "Safety Day" from 9 a.m.-12 p.m. at the First Response Center. There will be free hotdog and chips.

7. For the Good of the Order:

Member Lovell Hopper said after looking over some of the documents on the Association website there are two operating policy's that need to be withdrawn or rewritten.

Chairman Wardle asked Mr. Hopper to join the Legal/Finance committee. That way we can work on these issues.

Mr. Hopper would like to hear the Board's current policy on enforcement of DCC&R's.

Chairman Wardle explained the Board had decided because of having to go back to original DCC&R's there are so many violations that we couldn't afford to prosecute them all so right we are working with complaint's only.

Director Toolson stated we don't want to spend our assessment dollars in the courtroom.

Mr. Hopper stated that The Supreme Court said in 2007 & 2000 the DCC&R's must be enforced and that's why the corporation was formed. To enforce the DCC&R's and manage the common areas. In 2007 the Board passed a standard of conduct for directors, employees and general manger to enforce the DCC&R's, Statues and By Laws. And by not doing so could result in cause for resignation or removal. Is there any member of the Board not in compliance and that's why they don't want to enforce them.

Director Toolson stated The Supreme Court said we have to uphold the original DCC&R's I showed Mr. Hopper those documents on Tuesday night.

Chairman Wardle asked Mr. Hopper to please bring up to Legal and Finance. Here in the Board meeting is not the place to argue and settle things.

A member asked if we go to court to enforce the DCC&R's can we get reimbursement for our cost.

Chairman Wardle replied 90% of the time no. We ask every time for reimbursement.

General Manager Booker said that last fence case we were denied reimbursement.

Member Cathy Toolson read a letter she wrote to the membership:

As one of the volunteers during Property Owner's weekend, I found that the vast majority of our membership truly enjoyed what was offered on the Ranch. There's always going to be those couple of "bad apples" that find something to complain about, but for the most part, it was a great weekend! On Saturday, the association offered FREE golf, tennis, swimming, hot dogs & drinks and ended the night with a free dance in the barn. This weekend is part of your assessment dollars at work. If you didn't take advantage of any of these, that's on you!! If you say you don't golf, swim, play tennis, or dance, then you're living in the wrong place!

George and I have been volunteers in many different organizations during our lives and we've found that it's always the same people that step up and make things work. Now, it's time for the 4th of July Celebration and they're struggling to find members to volunteer for a few hours to help make it a great event for all to enjoy. Our older members need the younger ones to learn and take over soon! So, if you can spare a couple of hours on Monday, please call the office (883-2669) and let Kathy Strickland know. You just might find that donating time is a very rewarding experience! Be proactive, not reactive!

We've made some great friendships here on the Ranch that will last for years to come. We are blessed to have these people in our lives and I can only hope that each and every member of our Association can find at least half the happiness and gratitude that we have. We are proud to call Star Valley Ranch our home.

Also, I want to give a big shout out to the 24 members that helped fill vole holes (and their little trails!) around the 10th-15th greens on Cedar Creek on Tuesday evening after couples league. Sure makes a difference and the 120 @ ladies that will be playing the course from July 11-13th are sure going to appreciate it! Thanks everyone! You're the best...don't let anyone tell you different!

Member Cathy Toolson thanked Marsha Combe for emailing the ladies from the golf association asking for help on the 4th of July. Many ladies and husbands from the RV Park volunteered their time on a Saturday for our event.

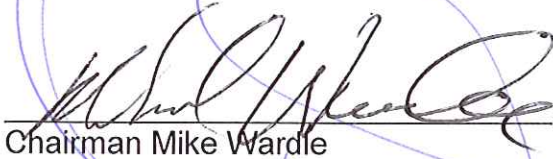
Ron Thacker asked about the airstrip and why doesn't the Board shut it down, with the liability and cost of insurance with only about 3 or 4 planes that come in a year.

There was much discussion about the airstrip that it's in need of much repair. It's listed with the FAA as private use, permission required prior to landing.

Director Toolson made a comment that there are 3 volunteer openings on the Board of Directors for 2017, Be a part of the solution not the problem.

8. Adjournment*

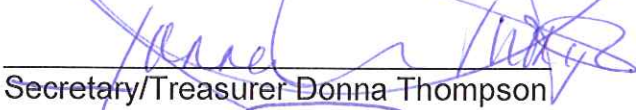
- Director Toolson made a motion to adjourn.
Vice Chairman Denney seconded the motion
Motion passed unanimously at 8:11 p.m.



Chairman Mike Wardle



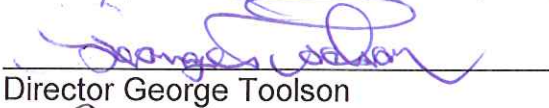
Vice Chairman Ron Denney



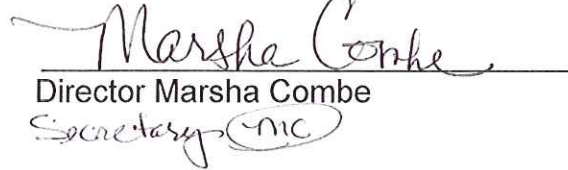
Secretary/Treasurer Donna Thompson



Director Bob Meikle



Director George Toolson



Director Marsha Combe
Secretary (MC)



Director Jere Kovach

