

Star Valley Ranch Association
Board of Directors Meeting
April 16, 2020
7:00 p.m.
Cedar Creek Center and Zoom Meeting

Ron Denney: Chairman – Via Zoom
Carolyn Thacker: Vice Chairman –Via Zoom
Donna Thompson: Treasurer – Via Zoom
Fran Moore: Secretary –Via Zoom
George Toolson: Director – Via Zoom
Marsha Combe: Director –Via Zoom
Chuck Endres: Director – Via Zoom

Call to order: Chairman Denney called the Meeting to order at 7:00 p.m. and called for the Pledge of Allegiance.

Chairman Denney recognized special guests, Town of Star Valley Ranch Councilmembers, Lee Hansen, and Don Baillie

Adopt Agenda:

- Director Combe made a motion to approve the meeting agenda as written.
Director Toolson seconded the motion.
Motion passed unanimously.

Approval of Minutes for March 2019 Board Meeting.

- Vice Chairman Thacker made a motion to approve the November 2019 Board Meeting minutes as written.
Chairman Thompson seconded the motion.
Motion passed unanimously.

Standing Committee & Special Reports:

Chairman's Report: Chairman Denney gave the following report:

Welcome to the April 16, 2020 meeting of the SVRA Board of Directors. Due to the coronavirus outbreak and the subsequent actions required by the governor of Wyoming and local governments, the SVRA has been following all social distancing recommendations. This meeting is being conducted using the Zoom software and board members and staff are attending from their home or the new offices in the Cedar Creek Center. We hope that association members that are attending will be able to view the meeting.

This is the first meeting since the November 2019 board meeting. However, the board has been involved in numerous required communications and have had to make decisions that need to be documented in the minutes of this meeting. I will attempt to summarize them in my report.

1. The operation of the restaurant and bar in the new facility will be by a lease. The board has provided input to the contents of the lease, which has also been reviewed by our legal counsel. The lease was advertised through our email list and on social media and two responses were

received by the board. Both interested individuals were provided access to the draft lease document. Finally, only one individual has agreed to the requirements. This is Katie Toolson, who is the current leasee for the Grill at Star Valley Ranch. She has been awarded the lease.

2. Construction of the new Cedar Creek Center has continued. A partial Certificate of Occupancy has been provided by the Town of Star Valley Ranch, which allows the association to move the office personnel and occupy all of the building except the bar and restaurant. A punch list of remaining items will be developed and the contractor will be working to complete soon. Due to required major changes in the septic system design by the Wyoming DEQ, the drain field has yet to be installed. Occupation of the facility will be limited until the drain field is installed and connected.
One design change required approval by the board using an email vote. This is the addition of an exterior exit stairwell from the deck outside the bar and restaurant down to the deck on the basement level. The funding for this deck is being provided from the profits from 2019. The board approved transfer of all the profits from 2019 to the building fund.
3. The SVRA management and the board approved social distancing provisions due to the coronavirus. The offices have been closed to all members. Association staff has worked from home, but are all currently back at the office, taking proper precautions to keep themselves safe and healthy. Any decisions regarding reopening the association facilities are pending guidance from state and local government.
4. In preparations for the upcoming election, a revision to the Annual Meeting Voting Procedure was required since it will be held in the new facility. In addition, the election calendar was approved.
5. The annual newsletter and annual assessment mailing.
6. The board approved the selection and purchase of all items for the new facility which are being funded by the Capital Campaign. Tallia will present the list of those items in her report.

During this period, the board has also completed development of a new policy that implements requirements for charter clubs. These clubs, existing and new, will need to meet certain minimum requirements, if they wish to request use of association facilities. This policy is ready to be implemented. I move that Policy 10.1, "Charter Club Policy" be approved. (See Addendum 1)

Approval of Charter Club Policy.

- Chairman Denney made a motion to approve the Charter Club Policy.
Secretary Moore seconded the motion.
Public discussion regarding fees for charter clubs for 2020.
Motion passed unanimously.

Finance & Legal Report: Treasurer Thompson gave the following report:
 April 2020
 End of Year Information:

2019 OPERATING ACCOUNT RECONCILIATION

ACCOUNT	OPERATING ACCOUNT ACTIVITY 2019	AMOUNT
87013	Freezer-The Grill	\$ 2,721.45
TOTAL UNBUDGETED MAJOR MAINTENANCE CAPITAL SPENT & FUNDED BY MAJOR MAINTENANCE FUND		\$ 2,721.45
89017	Hydraulic Testing Equipment	\$ 2,950.73
89018	Carry All	\$ 16,199.40
89019	Extra Reels	\$ 15,025.40
TOTAL GCM EQUIPMENT REPLACEMENT PLAN SPENT & FUNDED BY GCM EQUIPMENT FUND		\$ 34,175.53
89925	Facility Construction	\$ 689,545.53
89927	Capital Campaign Purchases	\$ 23,459.94
89928	Interest Paid	\$ 11,490.16
TOTAL UNBUDGETED CEDAR CREEK CENTER SPENT & FUNDED BY RESERVED FUNDS		\$ 724,495.63
8060	Legal Retainer (Schwartz)	\$ 20,000.00
89907	Legal Expenses -New Building-Kittleson/Daley 2018-19	\$ 123,477.07
TOTAL UNBUDGETED & FUNDED BY OPERATING FUNDS		\$ 143,477.07
TOTAL CAPITAL SPENT		\$ 904,869.68
1000	Operating Account as of 12/31/19	\$159,261.98
	2020 Assessments prepaid in 2019 included in 2019 Budgeted Income	\$ (14,437.83)
	2020 Operating Account Starting Allowance	\$ (100,000.00)
AVAILABLE FOR TRANSFER		\$44,824.15

Total Income to Transfer as SVRA Operating Policy 3.6 Fiscal Year End Closing Requires \$44,824.15

Amount transferred to Loan Funds		
Remaining Income as part of 2019 Fiscal Year End Closing	\$	44,824.15
2020 Funds required to complete project	\$	21,976.40
Total	\$	66,800.55

Total 2019 Capital Campaign Donations \$84,710.00

To re-cap the total costs of the building, let me provide the following information:

ORIGINAL BID FROM NEW PEAK	\$2,271,946.81
Change order fees for lower deck & retaining wall	\$105,386.12
Electrical Upgrade	30,874.00
Stairs (Outside deck, upper to lower)	16,000.00
Additional Septic Costs	81,866.50
Minor Change Orders	<u>6,234.35</u>
Total Change Orders	\$240,360.97
GRAND TOTAL BUILDING COSTS	\$2,512,307.78
Additional costs for Septic Design (from loan funds)	\$ 6,243.55
Delay Costs due to Lawsuit	<u>\$ 66,071.48</u>
Total Additional Costs for Building & Lawsuit	\$ 72,315.03
GRAND TOTAL ALL BUILDING & RELATED COSTS	\$2,584,622.81
Loan Funds from Bank of Star Valley	<u>-\$1,452,750.00</u>
Balance owed and Responsibility of SVRA	\$1,131,872.81
Cash Deposited with BofSV for construction	\$993,818.80
Deposit to BofSV for Change orders	<u>\$ 71,365.27</u>
TOTAL SVRA CASH DEPOSITED FOR BUILDING	<u>-\$1,065,184.07</u>
Remaining Balance owed by SVRA for Building	\$ 66,688.74
These funds will be paid from 2019 Year End Excess	\$ 44,824.15
Balance needed to complete construction project in full	\$ 21,864.59

At this time, I would like to make a Motion to acknowledge the transfer of \$44,824.15 from the 2019 Year End overage to be paid toward funds SVRA owes in connection with the Cedar Creek Center.

Approval for Transfer of Funds for Cedar Creek Center.

- Treasurer Thompson made a motion to approve the transfer of funds for Cedar Creek Center Director Combe seconded the motion.
Motion passed unanimously.

In addition, I would like to make a Motion to use funds in the amount of \$21,864.59 from the 2020 budget to complete payment in full of the Cedar Creek Center Building Project.

Approval to Use Funds from 2020 Budget to Complete Payment for Cedar Creek Center Building Project.

- Treasurer Thompson made motion to approve the use of funds from 2020 Budget to complete payment in full of the Cedar Creek Building Project
Director Endres seconded the motion.
Motion passed unanimously.

The completion of the project could have well been funded with available cash held by the Association in our future needs account, however, the expenses incurred by the Association in the delay costs and the Kittleson/Daley Lawsuit have done a real number on the Association funds. We will now be trying to rebuild funds in the future needs account before we can address additional improvements to other Association amenities; improvements and additions that *were* on the drawing board before the lawsuit.

In regards to the ongoing lawsuit, we are scheduled to go to trial mid-August. We have been granted a Stay by the Courts for the Public Use Access portion of the Lawsuit. This means that public use of the SVRA golf courses and amenities will not be affected for the foreseeable future, unless, of course, the current Covid-19 pandemic causes it to be so. Let's all hope and pray that our Country and our wonderful community here in Star Valley see an end to this horrible crisis, a crisis much bigger and much more important than the small issues affecting our Association.

Now, let's discuss an exciting and uplifting topic! It is with great pleasure that I am able to give a report stating that Star Valley Ranch Association now has a beautiful, functional Member Center building for our members and guests to enjoy! Full use of the building and all facilities will be available around Memorial Day! It's been a long time coming, but I'm sure you will all agree that it was well worth the wait!

We know the project has taken longer than anticipated to complete. The reason for the longer than normal construction timeline was because of the ongoing lawsuit, which was filed just days after our ground breaking. The lawsuit not only caused the huge delay fee paid to the contractor just to guarantee the building's completion, it also meant our contractor, New Peak, had to find new sub-contractors to work on the project, as the original subs had to move on to other jobs they were already committed to. This, in turn, created delays that no one could have anticipated.

There are a few minor last minute issues that New Peak is handling, after which we will receive a complete occupancy certification from the town. The SVRA staff has moved their offices in to the garden level of the building and the office area looks incredible. Our Association will finally be able to provide service to members and guests from a clean, modern and professional office atmosphere. We are excited for our Members to visit the new facility and see for themselves what an incredible asset our new Member Center is to the Association. We are hoping to hold an Open House in June during the Property Owner's weekend. Please make plans to attend!

House & Entertainment Committee Report: Director Combe gave the following report:

The Association staff has still been very busy planning many activities so that we can all come together and enjoy our facilities, our neighbors, and our valley once this Covid-19 pandemic is over!

Although we had to cancel the Annual Easter Egg hunt in the Park, the staff made the best of a sad situation by handing out candy and toy filled Easter eggs to members for their children and grandchildren. Tallia Booker and her family delivered over 70 bags of Easter eggs to households on the Ranch who signed up. This was a great success and we are very lucky to have a General Manager who cares so much to spend so much of her time and energy making sure that our Members know that the Ranch is a special place!

We have many activities planned for the coming months. However, with the Covid-19 pandemic we will probably have to change dates and maybe even cancel a few things, but we are hoping that this will be over soon and we can get back to normal sooner than later! We will keep everyone updated regarding changes in the weekly newsletter and on the Star Valley Ranch Association website calendar.

Election Committee Report: Secretary Moore gave the following report:
General Manager Booker explained the timeline for the election based on the election calendar.

Star Valley Ranch Association



2020 ELECTION CALENDAR

March 19 th (Thursday)	Candidate packets are available for pickup at the SVRA office by the candidates <u>2020 Positions Available</u> 2- 3 year positions
March 29 th (Sunday)	90 days prior to Annual Meeting Last day to accept ballot motions from members
April 28 th (Tuesday)	Candidates' last day to present nominating petitions, Candidate presentation and photo for inclusion in the annual packets. These are due and must be presented to SVRA office by this day <u>by 9:00 a.m.</u>
April 28 th (Tuesday)	All election materials printed/complete
April 29 th (Wednesday)	Election Committee will assemble packets for mailing
April 29 th (Wednesday)	Packets mailed to the members
June 16 th (Tuesday)	Membership in good standing verified by office staff Membership roster closes
June 24 th (Wednesday)	Proxies verified
June 26 th (Friday)	Set up for election 7:00 PM-9:00 PM Candidates Night – up to 10 minutes per candidate for presentation, followed by an informal meet and greet.
June 27 th (Saturday)	8:00 AM: Annual Meeting Polls close 30 minutes after adjournment Vote tally Re-organizational Meeting - Elected and Incumbent Board of Directors

Star Valley Ranch Association
2020 Election Calendar

Approval of 2020 Election Committee Chairpersons.

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- Secretary Moore made a motion to approve the nomination of Diane and Dennis Simmons as the 2020 Election Committee Chairpersons.
Director Toolson seconded the motion.
Motion passed unanimously.

Architectural Control Committee Report: Vice Chairman Thacker gave the following report:

The Architectural Control Committee approved 11 permits since November 2019.
7 new homes, 2 detached garages, 1 deck replacement and 1 landscaping permit

Vice Chairperson Thacker called for motion to adopt new fence policy. (See Addendum 2)

Approval to Adopt New Fence Policy

- Chairman Denney made a motion to approve the new fence policy.
Director Combe seconded the motion.
Public Discussion ensued regarding the difference between the old policy and new as well as getting more member input on the changes. Vice Chairperson Thacker explained the differences and let everyone know that it was on the website and could be read there.
Motion passed unanimously.

Chairperson Denney informed the audience of the new Architectural Control Policy, specifically the changes to the roof pitch requirement that was voted on and passed by the Board in March 2020. (See Addendum 3)

General Manager's Report: General Manager Booker gave the following report:

Account Statements: All bank accounts have been reconciled for November, December, January, February, & March without discrepancy.

Assessments:

2009 Lawsuit through 2016: 16 Lots unpaid (0.79%).
2017 Assessment Status: 1993 Lots (98.86%) paid in full.
2018 Assessment Status: 1986 Lots (98.51%) paid in full.
2019 Assessment Status: 1960 Lots (97.22%) paid in full.
2020 Assessment Status: 1630 Lots (80.85%) paid in full.

Business Activities:

An overview of SVRA Financials finds the March Gross Profit at budgeted levels (100.1%) and Total Expense 9.9% below budget resulting in year-to-date Net ordinary income prior to depreciation at 106.3% of budgeted levels. The YTD cash assets (3/31/2019 Balance Sheet) Total \$783,498.40. The summary of the financials are, as always, available on the SVRA website.

Cedar Creek Center: Since the November 2019 Board meeting we have spent \$106,667.77 of loan funds on the Cedar Creek Center.

Capital Campaign: The capital campaign continues for the Cedar Creek Center. To date we have received \$89,559.08. Capital Campaign Funds spent to date total \$79,620.02. Funds have been spent on office furniture, landscaping, televisions, and restaurant and bar furniture, deck furniture, pro shop equipment, donation wall recognition plaques, media center equipment and furniture, internet upgrades, and security system. All funds spent from this account are reported at Board meetings.

Family/individual donations of \$500.00 or more will be recognized on the "Valley of Stars" wall inside the Cedar Creek Center. Business/corporate sponsors will also be recognized for donations of \$1,000.00 or more. If you are interested in making a donation contact the SVRA admin office or George Toolson (307) 883-7717.

DCC&R Compliance: We currently have 2 lots we have turned over to our attorneys. The attorneys are working on motions to show cause. The motions to show cause will be filed this spring, allowing these two lots to get their properties cleaned up once the snow melts.

Annual Audit: David DeCoria and company started the audit last month. We are able to provide digital information requested to the auditor, maintaining proper social distance, keeping everyone safe. The audited financials are not expected to be ready by the Annual Report and Annual Meeting mailing. The unaudited balance sheet for 2019 will be included in that mailing. The audited financial statement will be posted on the SVRA website and available at the SVRA office once it is complete.

Winter 2019-2020: This year we sold 40 snowmobile permits. Ernie and Kurt did a fantastic job grooming trails and the skating rink all winter. Just a reminder the courses are now closed to snowmobiles. We are no longer grooming the trails or the ice skating rink.

COVID-19: All SVRA facilities will remain closed to the public through April 30, 2020. At which time we will reevaluate the necessary precautions that must be taken to keep our members and staff safe and healthy. We are currently working together to come up with procedures to put in place this summer to keep all our facilities safe!

1. **Old Business:** None stated.
2. **New Business:** None Stated.
3. **For the Good of the Order:** Question regarding the COVID 19 virus and whether or not it was recommended that snowbirds return from being away for the winter. Discussion ensued regarding the suggestions and requirements of the town of Star Valley Ranch, the county and the State of Wyoming.

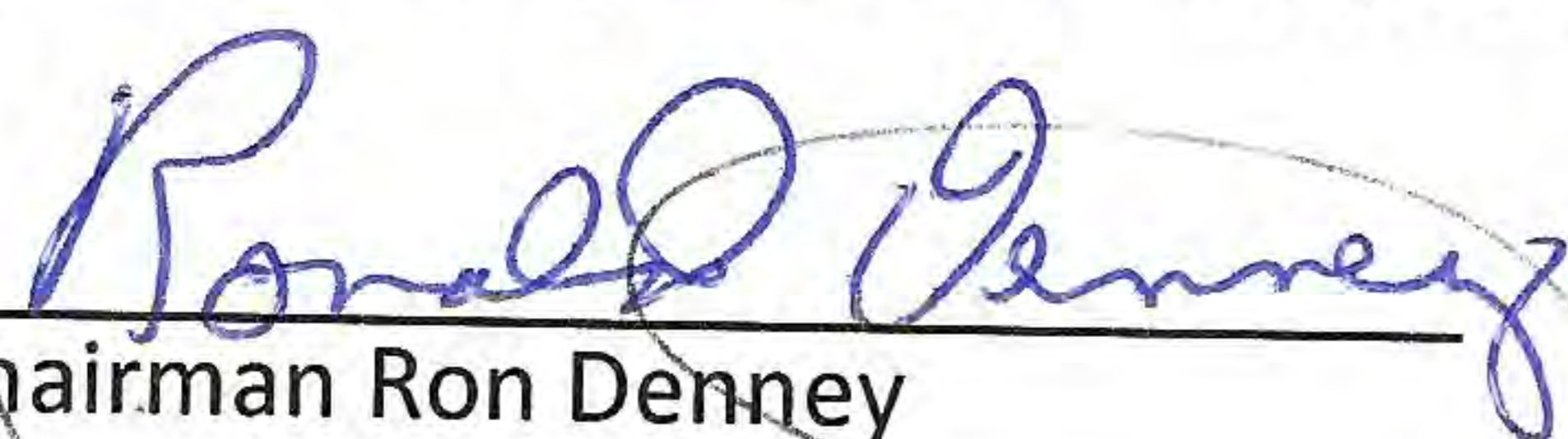
Discussion regarding COVID 19 and how to stay safe knowing that the RV Park would be having people return soon. Board noted that the SVRA has no control over the RV Park as they are not part of the Star Valley Ranch Association or within the town limits.

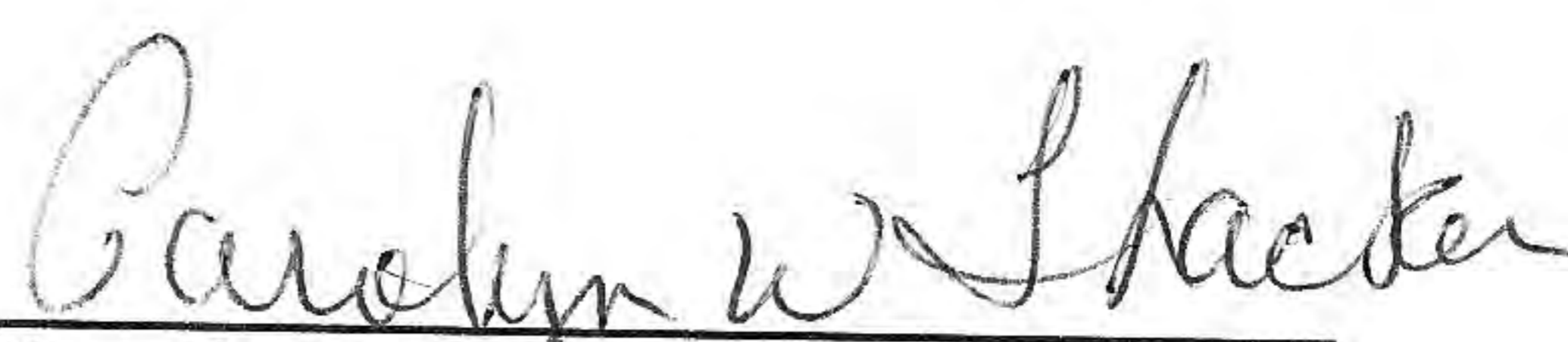
Reminder and discussion regarding the 2020 Census.

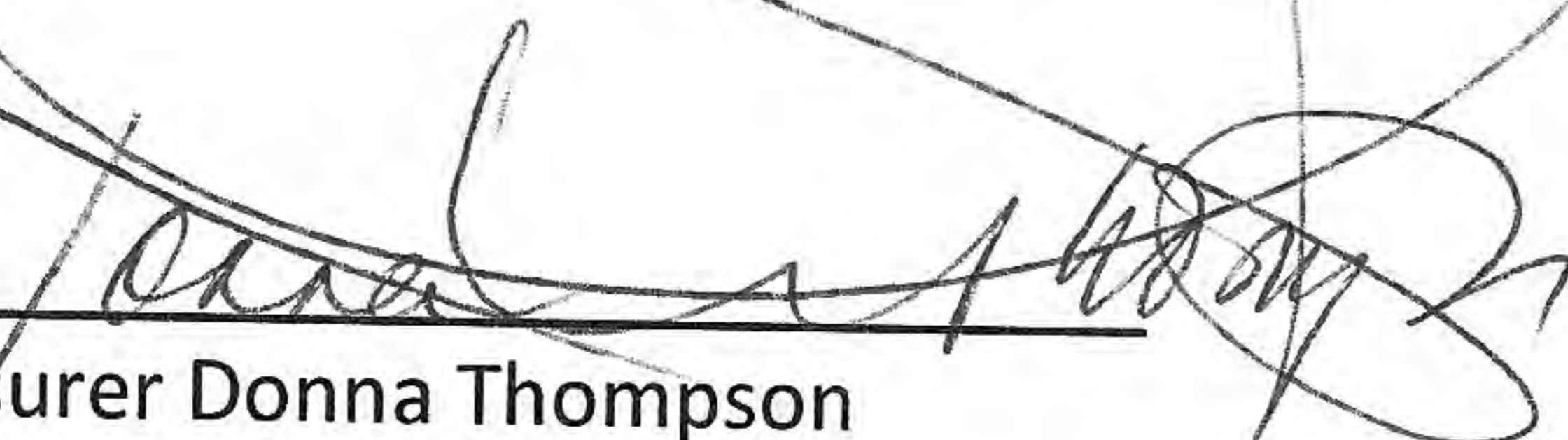
Discussion regarding a possible community road side clean up. Possibility was suggested of working with the town of Star Valley Ranch to accomplish this as well as putting out trash bins throughout the association to encourage people to clean up after their dogs. Lee Hansen from the Star Valley Ranch Town Council reminded everyone of the leash law.

1. Adjournment:

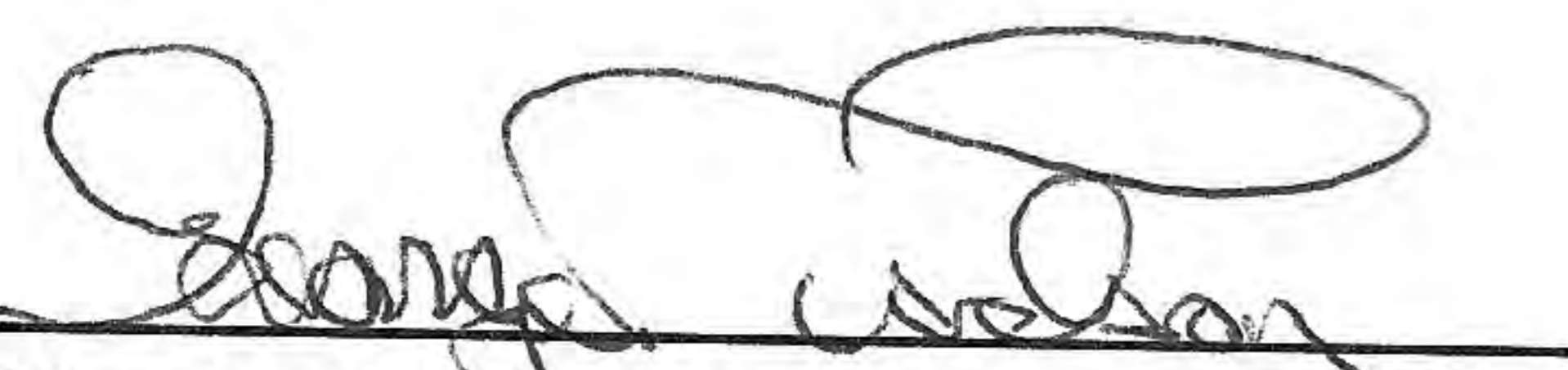
- Director Toolson made a motion to adjourn.
Vice Chairman Thacker seconded the motion.
Motion passed unanimously at 8:12 p.m.



Chairman Ron Denney



Vice Chairman Carolyn Thacker


Treasurer Donna Thompson

Secretary Fran Moore


Director George Toolson


Director Marsha Combe


Director Chuck Endres