

**SUN VALLEY ELKHORN ASSOCIATION
BOARD MEETING MINUTES
January 27, 2010 – 8:30 a.m.
Harker Center**

AGENDA BUSINESS ITEMS

1. Consider Selling Swim & Tennis Privileges to Elkhorn Golf Members
2. Consider Appointment of New ADC Members (Maureen Coyle, Curtis Kemp & Ingrid Klumpp)
3. Consider Proposed Revisions to ADC Manual
4. Ratify Adoption of 401(k) Amendment #7
5. Consider Adoption of 401(k) Amendment #8
6. Consider Request from City of Sun Valley to Purchase SVEA Open Space for Construction of a New Maintenance Building
7. Review and Approve 2009 Audit
8. Presidents' Meeting and Annual Meeting Assignments
9. Schedule 2010 Meetings

IN ATTENDANCE

Board Members	Counsel, Staff & Others
Jim Fletcher	Ed Lawson
Pam Bailey	Marlene Lowry
Patty Rosewater	Darlene Kuehn
Sid Alpert	Jan Kaas
Jack Dalieri	Chuck Williamson
Stephen Smith	Pete Petersen, Director Nominee
Margaret Walker	Gary Black, Director Nominee (partial)
Ted Witt	Wayne Willich, DeWayne Brisco & Nils Ribí (City of Sun Valley)

ABSENT

Cris Thiessen

CALL TO ORDER

Jim Fletcher called this meeting to order at 8:30 a.m.

ESTABLISHMENT OF A QUORUM

A quorum was established with eight Board Members in attendance.

APPROVAL OF SEPTEMBER 25, 2009 MINUTES

The minutes of the above meeting were reviewed with suggested changes: **1)** Business Item 2- the third and fourth sentences were changed to read: The Nominating Committee determined that all candidates are qualified to serve. There are three positions available and the Committee recommended that all candidates be presented as unendorsed. **2)** The Motion for Business Item 2 will read: It was moved and seconded that for this year, the six candidates for election to the board will be listed on the Annual Meeting Proxy in alphabetical order without noting "Board endorsements."

Incumbents will be identified as such and the votes given to the secretary will be divided among the incumbents. The motion passed unanimously. 3) Business Item 4- the second motion was clarified by inserting, after the word request, 'for various in-lieu fees, scholarships and trade-outs.' 4) Business item 5- the second sentence was changed to read: She explained that \$200k+ in expenses had been cut from the original proposed budget in order to be funded within the planned revenues...

MOTION: Pam Bailey made a motion to approve the minutes as amended. Sid Alpert seconded and the motion passed with Stephen Smith abstaining.

REPORT FROM SUN VALLEY MAYOR & COUNCIL

Wayne Willich, Sun Valley Mayor, DeWayne Briscoe, newly elected Council President, and Nils Ribi, Councilman were in attendance for this portion of the meeting. They reported on topics such as the Blaine County Economic Committee, the success of the modified bus routes, and wildlife issues. Wayne discussed the current elk situation and reported that he is collecting data regarding wildlife sightings (elk, wolves, lions) and will be compiling the information and hosting a Town Hall type meeting in late February to review the findings. He plans to approach the City Council with the idea of supporting, from a City health and safety position, a privately run feeding program for one year. The City's involvement will be determined by the Council and if supported, the City will likely come to the SVEA Board to discuss leasing land for a feeding program.

STAFF REPORT

The report was reviewed and discussed. Marlene then informed the Board of complaints from owners adjacent to the Bluff regarding the appearance of a construction pickup truck that is parked in the lower Bluff parking lot. The vehicle is operable and currently licensed, as required by the general restrictions of the Master Declaration and as such there is no violation. It was suggested that the Bluff Board address the situation.

BUSINESS

1. Consider Selling Swim & Tennis Privileges to Elkhorn Golf Members

Early in the summer of 2009 Elkhorn Golf Club General Manager, Don Shirey requested that in exchange for the x-c ski tracks that are available to SVEA members, the Board consider allowing the Elkhorn Golf Club members, who are not Elkhorn property owners, access to the pools and tennis courts. At that time there were 224 members of the club, with 74 being Elkhorn owners. Total golf memberships available are approximately 400. The Board discussed this request at their 7-16-09 meeting and agreed to offer pool and tennis privileges to Elkhorn Golf Club members in good standing for \$630/yr. or the equivalent of the annual dues payment assessed to each SVEA owner subject to:

1. The continuation of the X-C skiing program on the golf course
2. Working out an acceptable and binding agreement regarding land at the Village Tennis courts and utilities for a future new tennis building.
3. Liberalize golfing privileges
4. Agreement would be on a year to year basis
5. Review and approval by legal counsel.

This offer was communicated to Don Shirey and Dave Hennessy. After consideration, Don informed us they would be unable to enter into such an agreement due to the uncertainty of the development of the remaining Elkhorn Springs property and our requirement of them committing to land at the Village Tennis courts and utilities for a future new tennis building. The above response was reported to the Board at their 9-25-09 meeting and following consideration it was suggested the Board move ahead with the agreement, less the land/utilities commitment in order to supplement SVEA revenue and to possibly contribute to the success of the Elkhorn Springs/Elkhorn Golf Club development. This September decision was communicated with Don Shirey who indicated they were still interested in an agreement.

The details of a possible agreement were discussed at length with concerns being voiced such as, any contract needs to provide the Board with the ability to terminate the program with some notice. The Golf Ad Hoc Committee was directed to negotiate the details and report back at the next Board Meeting.

During this discussion it was also noted that Don Shirey has expressed concern over the current economy and their ability to continue the x-country track program without more financial contributions than they are receiving at this time. It was reported that of the approximately 150 owners who returned recent comment forms, 107 do not use the course; 43 do, with 33 using it last winter from 1-5 times, 7 using it from 6-10 times, and 3 using it more than 10 times.

2. Consider Appointment of New ADC Members (Maureen Coyle, Curtis Kemp and Ingrid Klumpp)

Section 8.01 of the Master Declaration allows the Board to appoint up to fifteen voting ADC members for three year terms. Between three and five members are selected from the "Roster" to serve for any given meeting and every effort is made to select a balance of skills for each meeting with a mix of architects, landscape architects and qualified Elkhorn property owners. With recent term expirations there are currently ten members on the roster. Three people are interested in appointments:

Maureen Coyle is a property owner in June Day and has served a three year term on ADC, was a former member of the ADC Liaison Committee, and served as a SVEA Board Member for six years.

Curtis Kemp is a local architect and is just completing a three year term on ADC. He also served two three-year terms several years ago.

Ingrid Klumpp is a local landscape designer who comes highly recommended to fill the position being vacated by the expiration of Ben Young's term.

MOTION: Pam Bailey made a motion to appoint Maureen Coyle, Curtis Kemp and Ingrid Klumpp for three-year terms to the ADC. Jack Dalieri seconded and the motion passed unanimously.

3. Consider Proposed Amendments to ADC Manual

Over the past several months staff member, Jan Kaas has been working with voting members of the ADC to incorporate Design Guidelines and Standards into the ADC Manual. In addition to the guidelines Jan, Doug Clemens and Steve Cook reviewed the complete manual and submittal documents to develop proposed amendments.

The proposed amendments were reviewed and discussed. Suggested changes included:

- Use consistency with the name; ADC, Architectural Design Committee, The Committee, etc.
- Removal of the term 'unfettered' in all locations
- The first sentence in paragraph 3.3.6 will be amended to read; "Notification of neighbors, by certificate of mailing, of the meeting date and time is required"
- Add "containing a detailed explanation of the basis of the appeal" to the end of #1 in Section 6.0

- Insert “any other” between “for” and “Elkhorn” in the second bullet of Section 6.0
- Add a sentence at the end of Section 6.0 that reads, “The decision of the Board will be final”
- Insert “and/or Board of Directors” after “ADC Members” in Definition #7- Discretion.

MOTION: Pam Bailey made a motion to approve the proposed revisions to the ADC Manual with the changes outlined above. Ted Witt seconded and the motion passed unanimously.

4. Ratify Adoption of 401(k) Amendment #7

Joseph McIntosh, administrator of SVEA’s 401(k) Plan and Trust, contacted staff with amendment #7 explaining that it needed to be filed with the IRS prior to 12-31-09. Because the Board was not meeting prior to that deadline, Joe asked that an officer of the Board sign the amendment. Cris did so. The Board reviewed the amendment and agreed it was appropriate.

MOTION: Pam Bailey moved to ratify the adoption of Amendment #7 to the 401(k) Plan & Trust. Patty Rosewater seconded and the motion passed unanimously.

5. Consider Adoption of 401(k) Amendment #8

Joseph McIntosh, administrator of SVEA’s 401(k) Plan and Trust submitted a letter and proposed housekeeping amendment for the Board’s consideration.

MOTION: Pam Bailey moved to adopt Amendment #8 to the 401(k) Plan & Trust. Patty Rosewater seconded and the motion passed unanimously.

6. Consider Request from City of Sun Valley to Purchase SVEA Open Space Land for Construction of a New Maintenance Building

Mayor Wayne Willich submitted a letter requesting the Board consider selling a portion of SVEA Open Space land to the City for a needed new maintenance facility. The board, after lengthy discussion, decided to order an appraisal of the land to allow further consideration of the request. The City will be required to reimburse SVEA for the cost of the appraisal.

7. Review and Approve 2009 Audit

The 2009 audit of the financial records was completed by Mark Brady of Cooper Norman. Mark was in attendance to review the Management Letter, address the audit and field questions. He reported that the financial statements are very clean.

MOTION: Patty Rosewater moved to accept the audit as presented. Stephen Smith seconded and the motion passed unanimously.

8. Presidents’ Meeting and Annual Meeting Assignments

The agendas for the two meetings were reviewed and members appointed to report on the various topics. The proposed slides for the Annual meeting were reviewed with minor clarifications being suggested.

9. Schedule 2010 Meetings

The suggested meeting schedule was reviewed with the following dates set for the 2010 Meetings:

Wednesday, February 17 th	Board Workshop – 1 p.m.; Catered Board & Staff Dinner- (6:30? cocktails at Patty's; Dinner at Ted's)
Thursday, February 18 th	Board Workshop continued - 9:00 a.m.
Tuesday, March 30, 2010	Spring Board Meeting - 12:00 noon
Thursday, July 15, 2010	Summer Board Meeting - 9:00 a.m.
Friday, July 16, 2010	Presidents' Meeting - 3:00 p.m.
Saturday, July 17, 2010	Owners' Meeting & Barbeque - 5:30 p.m.
Tuesday, September 14, 2010	Finance Committee Budget Meeting – 3 p.m.
Friday, September 24, 2010	Fall Board Meeting 9:00 a.m.
Wednesday, January 5, 2011	Winter Board Meeting - 12:00 noon
Thursday, January 6, 2011	Presidents' Meeting - 3:00 p.m.
Friday, January 7, 2011	Annual Meeting - 3:00 p.m.; Board Meeting immediately following Annual

COMMITTEE REPORTS

Architectural Design Liaison Committee- The ADC activity was addressed under Staff Report.

Communications Committee- Ted reported the past year has been successful with improved newsletters and website usage. Margaret inquired about possible enhancement to the website and suggested staff reviews the sites of the Animal Shelter and Botanical Gardens for possible ideas.

Executive Committee- There was nothing to report.

Finance & Audit Committee- Discussion was held under business items #7 & #8.

Harker Center Improvement Committee- There was nothing to report.

Insurance Committee- There was nothing to report.

Nominating Committee- There was nothing to report.

Pool Committee- The pool activity was addressed under Staff Report

Tennis Committee- Ideas of how we might communicate with the tennis playing owners via the new amenity card system through a specific tennis database were discussed.

Golf Ad hoc- This Committee will be taking action pursuant to business item #1.

OTHER BUSINESS

There was no other business to discuss.

ADJOURNMENT

With no further business, the meeting adjourned at 2:15 p.m.

Respectfully submitted,

Pam Bailey, Secretary

SUMMARY OF MOTIONS & DECISIONS

Motion or Decision	Page #
Minutes of 9-25-09 were approved as amended	2
The Golf Ad Hoc was directed to continue to work with Don Shirey re: golf/tennis/swim memberships	3
Motion to appoint Maureen Coyle, Curtis Kemp and Ingrid Klumpp to the ADC	3
Motion to approve amendments to the ADC Manual with changes as discussed	4
Motion to ratify 401(k) amendment #7	4
Motion to adopt 401(k) amendment #8	4
Decision to order an appraisal of SVEA open space to allow further consideration of City's request	4
Motion to accept the 2009 audit as presented	4
2010 Meetings were set	5

ACTION ITEMS

Who	Does What	By When
Marlene	Amend minutes – Pam to sign	ASAP
Marlene/Golf AdHoc	Meet with Don Shirey	ASAP
Jan	Inform new ADC members of appointment and update lists/roster	ASAP
Jan	Finalize amended ADC Manual	3/1/10
Marlene	Work with Mayor Willich to order appraisal	ASAP
Darlene	Post 2010 meeting schedule on website	ASAP

1-27-10 Board Minutes - approved

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