

**SOUTH BAY COMMUNITY ASSOCIATION
BOARD OF DIRECTORS MEETING
April 12, 2021
10:30 am
MINUTES**

1. Call to Order at 10:31 a.m.

2. Determination of Quorum

7 of 7 Directors present by remote video or phone conference.

DIRECTOR	PRESENT	ABSENT
Bruce Birch – Sec.	X	
Bart Clark – Pres.	X	
Dick Grieves	X	
Dave Jurca	X	
Chris Spagle – Treas.	X	
Tom Sprandel – VP	X	
Bill Wight	X	

3. Approval of Agenda

Moved: Treas. Spagle

Second: Dir. Jurca

Carried w/o Objection

4. Approval of Meeting Minutes

Move: Approve the minutes of the Mar 15 2021 BOD Meeting

Moved: Dir. Jurca

Second: VP Sprandel

Carried w/o Objection

Move: Approve the minutes of the Mar 24 2021 Special BOD Meeting

Moved: Dir. Jurca

Second: Treas. Spagle

Carried w/o Objection

5. President Bart Clark’s Remarks

President Clark commented that Mark has put together a very comprehensive plan for reopening which the Board will use in their consideration for future reopening of the Bay Club.

6. General Manager’s Report

Active Projects:

- a. The fixed pane within the slider door assembly that failed will be replaced later this month; there have been scheduling delays.
- b. Engineering plans are finalized for HVAC efficiency/safety upgrade. Project start-date expected in mid-May.
- c. Lighting conversion project (to LED) is now expected to begin sometime in first two weeks of May, change in start date due to equipment related delays.

- d. The SBCA budget process is ongoing and status update will be expanded upon in the Finance Committee report.
- e. The draft reopening plan (scope concept) process is ongoing, as conditions, public-health restrictions, and allowances are subject to change on a weekly basis.

Admin:

Savings

1. All insurance coverages/policies have been renewed.
2. A summary of the Town Hall meeting has been posted to the SBCA website for members that were unable to attend.
3. Overall Operational Expense savings YTD after 3 full quarters is approx. 30% (or \$104K). Savings are primarily from; Payroll (50%), Utilities (30%), Supplies (18%) expense savings (due to Club closure).

7. Treasurer's Report

Treas. Spagle gave the Treasurer's Report. A copy is available upon request and will be posted on the SBCA website for period ending Mar 31, 2021.

8. Board Communications

Town Hall Meeting feedback comments were recorded and grouped into the following topics:

- Concerns with reopening
- Dues obligation while Bay Club is closed

9. Committee Reports

a. Activities and Amenities – No Report

b. Architectural Review (ARC) –

- A Quorum was established, the meeting agenda was approved, and the February 19, 2021 meeting minutes were approved.
- The committee discussed correspondence with Inner Harbor Village regarding village roof replacement planning, and also discussed interim applicant feedback regarding new SBCA-ARC application forms.
- The Committee received, considered and approved 2 new homeowner SBCA-ARC applications.
- The committee discussed proposed amendments to DS 5.1.21 (signs) and DS 5.1.27 (flags and flagpoles), and approved 2 motions amending DS 5.1.21 and DS 5.1.27, both subject to submission to and approval by the SBCA Board.
- After the meeting adjourned, the committee members agreed a further clarification should be made to the amended language in DS 5.1.27. Suggested language was provided to the SBCA Board as part of the pre-Board meeting information packet.
- The ARC recommended a slight modification to the revised language to add "(measured from ground level)". This language was not voted on at the SBCA-ARC meeting, but rather informally agreed upon after the meeting as an appropriate clarification. This impacts the language in the Board motion.

Motion: Approve amendments to SBCA Design Standard section 5.1.21, as conditionally approved by SBCA-ARC on March 19, 2021. (*)

Moved: Dir. Jurca

Second: Dir. Wight

Carried w/o Objection

Motion: Approve amendments to SBCA Design Standard section 5.1.27, as conditionally approved by SBCA-ARC on March 19, 2021, and as further amended to insert the phrase “(measured from ground level)” after the phrase “twenty feet high” in DS 5.1.27.D. (*).

Moved: Dir. Jurca

Second: Dir. Wight

Carried w/o Objection

- The Board asked the SBCA-ARC to consider a change to 5.1.14 to address modern lighting requirements relative to intensity i.e. LED lights.

c. Communications –

- Continuing emphasis for nominations to the Board and adherence to the deadline of April 30, 2021.
- Website Development by VP Sprandel, Communications Committee Chair:

Background -

1. Our old hosting package on Justhost.com will expire on June, 12 2021.
2. A few years ago a local web designer died unexpectedly, leaving several village websites unsupported. Rick Hellewell and a group from SBCA set up a hosting package and rescued those websites. Rick donated our old website design and has been updating it for free. He deserves our recognition and thanks.
3. Over the years some of those villages have changed webmasters, we now have several webmasters using the same hosting package.
4. I have been working with Woodridge, Inner Harbor and Fairwood. They now have independent arrangements.
5. Edgewood and Timberton are still dependent on our old hosting package.
6. Our new website design, <https://sbca.club/> is ready to publish.
7. I offer my services as webmaster without charge.

Motion: Approve the following recommendations from the Communication Committee:

1. Notify Timberton and Edgewood in writing that they will not be able to use our hosting package after June 12, 2021.
2. Thank Rick Hellewell for his service and notify him that we will no longer need his services as webmaster.
3. Publish our new website.

Moved: VP Sprandle

Second: Dir. Wight

Carried w/o Objection

d. Facilities – No report

e. Finance –

- March Treasurer’s Report was reviewed
- Income:
 - Income below budget due to closure and lack of revenue from facility rentals

- Special assessment payments from PLA are now paid in full
- Special assessments by members are expected to be paid in full by the end of 2021
- Capital contributions were received for sale of empty lots by PLA

GM Financial Comments:

- Funds paid out of reserve account to cover the Harris Group who performed the HVAC engineering assessment.
- Down payment was made on the sliding door for the pool.
- Capital improvement funds were used for the touchless faucet installation last month.
- Surplus funds are averaging \$11,000 per month
- We have lost 11 associate members since the closure
- Installment payment allowance is still in place as the language from last year's motion stated "during Covid". The Board needs to take up the issue of installment payment allowance at a future BOD meeting.
- There are approximately 50 members that are delinquent by more than 30 days which includes 9 associate members. GM Torres continues to work to resolve the delinquencies.
- Special assessment account funds transferred to account to act as the collateral for the Kitsap loan for the HVAC and lighting projects.

Reviews: Bill Dennis & Ed Knodle

- No reviews were conducted this month.

Draft budget was reviewed:

- The budget was based on a reopening by July 1, 2021. In the ensuing discussion, the Finance Committee noted that as this date is still very fluid, they entertained the idea of presenting a tiered budget instead at the annual meeting. The Committee decided to table this discussion until next month's Finance Committee meeting.

f. Health & Fitness – No Report

g. Human Resources – No Report

10. Old Business

GM amended proposal for reopening the Bay Club – The Board reviewed the proposed plan from GM Torres for the reopening of the Bay Club.

Motion: That this Board direct the General Manager of the Bay Club to implement a plan to reopen the swimming pool and the fitness center along with locker rooms on Monday, May 17, 2021 followed by the development of steps to safely phase in reopening of the remainder of the Bay Club facilities as soon as practicable. Such actions will be in accordance with now generally accepted protocols and procedures for reopening all such facilities.

Moved: Dir. Grieves

Second: Dir. Wight

Discussion: The Board had an extensive discussion on several topics related to the reopening including the current state phase guidelines, legality of requiring proof of vaccination, enforcement, and scope of the proposed plan.

Motion: To call the question

DIRECTOR	YEA	NAY
Bruce Birch – Sec.	X	
Bart Clark – Pres.	X	
Dick Grieves	X	
Dave Jurca		X
Chris Spagle – Treas.	X	
Tom Sprandel – VP	X	
Bill Wight	X	

Passed 6-1

Vote on the motion currently on the floor

DIRECTOR	YEA	NAY
Bruce Birch – Sec.		X
Bart Clark – Pres.		X
Dick Grieves	X	
Dave Jurca		X
Chris Spagle – Treas.		X
Tom Sprandel – VP		X
Bill Wight	X	

Failed 2-5

Motion: To approve scope of the proposed plan by GM Torres (items A-J and appendices on labor and cleaning), and direct GM Torres to continue work on the plan taking into account the following conditions which are considered as generally accepted by the Board.

1. Requirement of proof of vaccination for entry into the Bay Club contingent on advice of legal counsel.
2. Reopening within 30 days after completion of the HVAC project.

Moved: Dir. Jurca

Second: VP Sprandel

Motion (revision A): To approve scope of the proposed plan by GM Torres (items A-J and appendices on labor and cleaning), and direct GM Torres to continue work on the plan.

Moved: Treas. Spagle

Second: Dir. Jurca

Motion (revision B): Table the motion for a Special BOD meeting to be scheduled on or before Apr 28 2021.

Moved: Dir. Jurca

Second: Sec. Birch

Passed 5-1 with Pres. Clark absent and Dir. Wight opposing

11. New Business

- a. Activation of new SBCA website & discontinuation of SBCA hosting of Villages' websites.

- This topic was covered under the Communication Committee report above.
- b. Board resolution to renew/approve POP plan (the pre-tax deduction employee/employer for employee-paid health plan premium).
- Move:** Approve to continue the resolution to renew/approve POP plan (the pre-tax deduction employee/employer for employee-paid health plan premium).
- Moved:** Dir. Jurca
Second: Treas. Spagle
Carried w/o Objection with Pres. Clark and Dir. Grieves absent
- c. Discussion re: change in scheduling of SBCA BOD monthly meeting date.
- This topic was tabled for Special Meeting schedule on or before Apr 28 2021.

12. Member Comments

- A member commented that a start time of 9:30 am for the BOD monthly meeting would be preferred.

13. Convene Executive Session for the purpose of discussing Human Resources issues and recent communications from legal counsel at 1:05 PM.

Motion: Move to convene Executive Session for the purpose of discussing Human Resources issues and communications with legal counsel.

Motion: Dir. Jurca
Second: Treas. Spagle
Carried without objection

14. Resume Open Session at 1:43 PM

Motion: Ratify the approval of the two motions from executive session seeking a quote from Barker Martin for issue pertaining to vaccination proof requirement and tennis court ADA compliance.

Motion: Dir. Jurca
Second: Treas. Spagle
Carried without objection

15. Adjourn. Meeting was adjourned at 1:45 PM

Motion: Move to adjourn.

Motion: Dir. Jurca
Second: Treas. Spagle
Carried without objection

Next SBCA Board (Special) Meeting: Wednesday April 21, 2021 at 10:30 a.m.
Via remote access at <https://www.freeconferencecall.com/wall/bayclubgm> (preferred)
or by calling the dial-in number: (339) 209-6193

Submitted by Bruce Birch, Board Secretary