

**SOUTH BAY COMMUNITY ASSOCIATION  
BOARD OF DIRECTORS MEETING  
April 14, 2022  
9:30 am**

**DRAFT MINUTES**

**1. Call to Order**

*President Skinner called meeting to order at 9:33 am.*

**2. Determination of Quorum**

*Quorum present to start the meeting, with Gil Skinner, Christine Spagle and Joe Guillien present. Dave Jurca (in-person) and Bob Chadwell (by telephone) joined meeting after Board appointments. Bob Chadwell (attended in listen only mode and did not vote on any matters before the Board). Four additional SBCA members were in attendance along with Jefferson County Commissioner, Greg Brotherton.*

**3. Board Appointments**

*Motion to appoint Peggy Ponto to Board to fill seat vacated by Janet DeDonato. Term expires in July 2023. Motion carried 3/0.*

**4. Approval of Agenda**

*Motion for approval of Agenda: Motion carried (as amended). Skinner added Item 13.c. Motion carried 5/0.*

**5. Approval of Board Meeting Minutes March 10, 2022**

*Motion for approval of meeting minutes Motion carried 5/0.*

**6. President's Remarks**

*President Skinner introduced Jefferson County Commissioner Greg Brotherton.*

**7. Greg Brotherton County Report**

*Commissioner Brotherton commented on the following items.*

- New Covid variant and current escalation of covid (new) case count in Jefferson County.*
- County and Public Works position on new (residential roads) and potential impact on new development in Olympic Terrace II (phase II).*
- County finances (status).*
- Area at risk of timber harvesting near Teal Lake.*
- County homelessness situation and development of associated services and transitional housing.*

*The Commissioner responded to a few questions from the Board and then departed.*

## **8. Manager's Report**

*GM Torres reviewed Club Operations, Bay Club projects and administrative projects that are upcoming or have been completed since the last meeting of the Board. The recruitment efforts continue for locating an ideal candidate for the Operations Supervisor role. The position is being advertised on a number of local/national (online) job sites. Tennis courts have been cleaned, mirrors in stretching area of fitness center have been installed, building gutters were cleaned out, all windows of the club will be cleaned by end of month by professional contractor, drainage will be addressed next week (tightlines, downspouts and footing drains cleaned out). The Bay Club's "back yard" was cleaned out by a local landscape firm and now water views from the Bay Club patio have been restored. Admin. projects included draft budget for new fiscal year 2022-2023, updates to Bay Club Rules, Facility Use Policies, roof repair research, and preparations for Member Town Hall and Annual Meeting.*

## **9. Treasurer's Report**

*Treasurer Spagle noted formally acknowledged the resignations of Vice-President Bill Wight and Secretary Janet DeDonato as Board members. Their resignations will initiate changes to all the SBCA bank account lists of authorized check signers since Wight and DeDonato are no longer authorized as officers to sign on any of the SBCA bank accounts. Treasurer Spagle then proceeded to read through the Treasurer's report on SBCA financial performance, year-to-date ending March 31, 2021.*

## **10. Board Communication**

*President Skinner noted there were two communications received: one complaint and one notification regarding a member's neighbors.*

## **11. Committee Reports, Assignments, and Confirmations**

### **a. ARC**

*Committee Chair Dennis was unable to report to the Board. GM Torres read the ARC report Committee Chair Dennis had prepared. The ARC held its meeting on March 19. The committee reviewed 13 applications. Nine applications were approved unconditionally, 3 approved conditionally, and 1 the committee declined to review. The committee also approved one extension.*

*The committee recommended a motion to approve J Robert Leach to the ARC committee. Motion carried unanimously, 5/0.*

### **b. Activities Committee**

*Committee Chair Norris reported on recent and future activities as follows; New Member Orientation event, the April Pancake Breakfast, a wine & cheese event being planned, upcoming cooking classes and the Community Opportunity Fair event, aka "PLVC Community Welcome Event". Committee Chair Norris stated that the Activities committee*

*recommended that the Board consider a motion to approve an amount up to \$400 in cash contribution to support the Community Opportunity Fair's projected total expenses. Motion was made by Dir. Jurca, 2<sup>nd</sup> by Dir. Ponto: Motion carried 5/0. Committee Chair Norris then notified the Board that she was resigning from the Activities Committee effective immediately. She provided the Board with copies of her resignation letter. The Board accepted her resignation and thanked her for her service.*

**c. Communications**

*President Skinner reported on Communications Meeting; he summarized discussions on continuation of the "What's Happening at the Bay Club weekly email, recruiting new members for Communications committee, transition process for website maintenance and content for the monthly Voice article.*

**d. Facilities**

*Treasurer Spagle reported for Facilities Committee. Facilities committee recommended a motion to approve SBCA Gift & Loan Policy. Motion was made by Treasurer Spagle, 2<sup>nd</sup> by Dir. Guillien: Motion carried 5/0. Facilities committee recommended a motion to approve a Repository Policy. Motion was made by Treasurer Spagle, 2<sup>nd</sup> by Dir. Guillien: Motion carried 5/0. Treasurer Spagle then reported on the Facilities meeting's key items of discussion: reserve expenditures for next fiscal year, research on roof repairs, and backyard drainage issues (lawn). Dir. Guillien provided a report on woodshop. Treasurer Spagle announced David Schwartz had resigned from the Facilities Committee.*

**e. Finance**

*Treasurer Spagle recommended a motion to approve the draft budget for 2022-2023 fiscal year. The net impact of proposed budget for SBCA members (dues increase) was \$5 per quarter, or 2%. Motion carried unanimously, 5/0. Treasurer Spagle recommended a motion to approve an amount up to \$5000 to obtain a scope of installation/replacement for the Bay Club roof and comprehensive report on roof issues requiring resolution. The SBCA GM will work with Craig Cheney, Architect with MERRICK LENTZ ARCHITECT. Motion carried unanimously, 5/0.*

**f. Health & Fitness Committee**

*President Skinner reported for the H&F Committee. President Skinner reminded Board and meeting attendees of the upcoming programs, Fitness Center Equipment Orientation and Speaker on fall prevention. President Skinner noted that the seminar on fall prevention will be open to the Community, including North Bay (LMC). President Skinner mentioned discussion points from H&F meeting included new mirrors in*

stretching area, establishing new budget line items for Health & Fitness Committee to support resources for Health & Fitness education, additional instructor led classes, and better signage in the Fitness areas.

**g. HR**

*Did not meet. No report.*

*President Skinner recommended a motion to approve all committee reports. Motion carried unanimously, 5/0.*

**12. Old Business**

- a. Bayview Complaint.** *There was some discussion on how the Board should proceed on the Bayview complaint. After discussion, President Skinner recommended a motion to draft a letter to the Bayview Board soliciting their recommendation for a resolution so the SBCA could consider. Once the SBCA Board is made aware of Bayview Board's recommendation, the SBCA can make a final determination and close the matter. Motion carried unanimously, 5/0.*
- b. Instructor lead classes / Update to Facility Use Policy.** *The GM Torres submitted a proposal to the Board to consider changes to the SBCA Facility Use Policy. The changes involved fees for Instructor Led Classes/Instructors and room rate for Port Ludlow Community Groups. There were also changes that involved removal of covid related restrictions that were no longer required. The proposal involving instructor led classes was to maintain requirement for instructors to obtain a general liability insurance policy naming the SBCA as additional insured for no less than \$1M, however if the instructor were to agree to offer classes to the SBCA membership at no cost, the SBCA would reimburse the instructor for the policy premium. The next fiscal years' budget would include a line-item amount of up to \$1500 to support this intention if the Board approved. Motion to approve the changes to the SBCA Facility Use Policy as proposed by the SBCA General Manager. Motion carried unanimously, 5/0.*
- c. Update to Bay Club Rules.** *The GM Torres submitted a proposal to the Board to consider changes to the SBCA Rules. The changes involved elimination of covid related restrictions, changing language involving supervision for children in pool/spa to harmonize with Washington State rules for Pools, updating 6.3 to recognize the SBCA Enforcement Policy, and a change in description of allowed use at the SBCA Tennis Courts. Motion to approve the changes to the SBCA Facility Use Policy as proposed by the SBCA General Manager with exception to description of allowed use at SBCA Tennis Courts. Motion carried unanimously, 5/0.*

**13. New Business**

- a. Proposal for design on roof replacement.** *Item was covered in Committee Reports.*
- b. Assignment of new legal counsel.**
  - i. The SBCA has designated [David Huhs](#) with Laurel Law Group as general Counsel for the SBCA.*
  - ii. The SBCA may also retain [Piper Thornburgh](#) as Special (project) Counsel if the need arises.*
  - iii. The Board will draft a letter to both firms expressing their intentions to retain services and representation. The SBCA GM will send out notification to each firm via email and schedule a time to have General Counsel visit the Bay Club and HOA.*
  - iv. Motion to approve David Huhs as General Counsel and Piper Thornburgh as Special Counsel. Motion carried unanimously, 5/0.*
- c. Proposal for collaboration with LMC.** *President Skinner explained a proposal that he intended to present to the LMC Board at the LMC Board Workshop scheduled for later in the day. Motion to approve presentation to LMC to support a joint LMC/SBCA group to begin a feasibility study to consider combining facilities for use by members of both HOA's. Motion carried unanimously, 5/0.*

**14. PLVC Report**

*President Skinner presented a summary of events at the recent PLVC Meeting. These items included a presentation by Jefferson County Sheriff Noel, an acknowledgment of thanks from PLVC for Alan Kiesler's service on the Board of PLVC and LMC, and approval of PLVC funds to support the planned Community Opportunity Fair event, aka "PLVC Community Welcome Event".*

**15. Member comments**

*A comment was made earlier in the meeting regarding the new draft budget for next fiscal year, involving use of associate member initiation fees and PLA capital contribution fees as Income.*

**16. Adjourn**

*At approximately 11:38 am, Motion to adjourn. Motion carried unanimously, 5/0.*

Next SBCA Board Meeting: Thursday, May 12, 2022

Next SBCA Board workshop date: TBA