

**SOUTH BAY COMMUNITY ASSOCIATION
ANNUAL GENERAL MEETING OF MEMBERS
Wednesday, July 28, 2021, at 3:00 PM
By Telephone and Web Conference Call**

DRAFT MINUTES

1. Call to Order

President Clark called the meeting to order at **3:00 PM**

2. Determination of Quorum

A quorum was declared by General Manager Mark Torres, with more than 340 members present by proxy. In addition, all Board members and GM Torres were present by remote video or phone conference.

3. Meeting Protocol put in place to keep the meeting orderly and minimize background noise members were instructed to:

- If muted, to mute their phone (by pressing *6) or to mute computer audio when not speaking
- Wait until comments or questions are invited before un-muting (by pressing *6 on their phone) or by un-muting their computer audio, and then ask to be recognized before making their comment or asking a question
- Mute their phone (*6) or computer audio when finished speaking.

4. President Clark's remarks

President Clark discussed the Board's pandemic related challenges over the past year. Clark then summarized a number of repairs and improvements made to the Bay Club building while the Club was closed; items of note were the HVAC system being replaced and upgraded for efficiency and air safety and lighting that was converted to LED for energy efficiency. Other repairs were as follows; pool resurfaced, floors in the offices and meeting rooms replaced, and the parking lot seal-coated and re-stripped.

5. Financial Reports: Presented in PowerPoint slides (copy of presentation on the SBCA website).

a. Fiscal Year ending 6-30-2021, variance report review by GM and Treasurer.

b. Reserve and Operating Budgets 2021 - 2022 budget-to-budget review by GM.

Member Feedback:

- *A member asked questions about the total number of lot owners that currently pay quarterly assessments. Answer 572.*
- *Another member asked about the number of Associate Members the SBCA currently has and criteria for becoming an Associate Member. Answer 31 Associate Members, and to become an Associate Member*

one must pay a one-time \$3000 initiation fee and pay quarterly dues in the amount that is same as lot owner quarterly assessment rate.

c. Reserves: General manager reviewed in summary SBCA position on Reserves, funding model, and best practices for HOA's to fund their reserves adequately and responsibly.

d. Treasurer Summary – Christine Spagle reviewed strengths and opportunities associated with SBCA current fiscal plan.

Voting Ballot Items

6. Introduction of Board, Board Candidates

a. 2020 – 2021 Board Members remaining were acknowledged; Dave Jurca, Christine Spagle, Bill Wight, and Dick Grieves all have 1 year remaining. *(It was noted that Dick Grieves had resigned from his last year of service and would create a position opening on the Board that the new Board would have to appoint).*

b. 2021 – 2022 Board Candidates were introduced: Janet DeDonato, Joe Guillien, Bert Loomis, and Gil Skinner.

c. Voting initiatives were reviewed.

Member Feedback:

- *A member asked questions about the last time the SBCA had an independent audit. Answer was 2017.*
- *A member asked about the proposed amendment to the Master Declaration; wanted to know if approved would PLA have to immediately start paying on undeveloped lots. Answer was yes.*
- *A member asked about voting turnout; what was percentage of SBCA members that submitted a proxy. Answer was 61%.*
- *A member asked about process and guidelines Board referred to in re-opening the Bay Club. Answer was that the Club was fully open and leading up to opening and while open the Board would make decisions based on upon guidance from state, local and federal health & safety agencies.*

7. Introduction and Recognition: Committees, Volunteers, Staff

All members of SBCA Committees were listed, recognized, and thanked for their service to the Association. Several slides in the PowerPoint presentation listed all Committees and their rosters with thanks.

Special Recognition for Dick Meryhew for helping with proxy processing, and also Dean Rosenthal for support over the past year helping to develop/contribute to the Bay Club reopening plans.

All members of the remaining SBCA staff were recognized and thanked for their service to the Association.

8. Election Results: Will be posted to SBCA website and sent via e-Blast on July 29, 2021, or as soon thereafter as practicable.

- 61% of the voting members participated. 364 Proxies received; 20 Proxies invalidated. Total Members present by Proxy: 344. Quorum requirement; 204.
- **BALLOT ITEM #1:** Should the minutes of the 2020 Annual Meeting be approved? APPROVED, YES 311 / NO 27
- **BALLOT ITEM #2:** Should the 2021/22 Operating and Reserve Budget adopted by the SBCA Board be rejected? - BUDGET RATIFIED, YES 62 / NO 268
- **BALLOT ITEM #3:** Should an audit of the financial statements of SBCA 2020/21 fiscal year by an independent CPA be waived? - AUDIT WAIVED, YES 251 / NO 87
- **BALLOT ITEM #4:** Should section 7.2. of the SBCA Master Declaration regarding Annual Assessments (dues) be amended? - FAILED, YES 278 / NO 59 (450 YES votes required to pass).

Member Feedback:

- *In regard to Ballot Item #4, a member asked how many votes PLA had. Answer was 23.*
- **Directors Elected:**
 - o **Janet DeDonato, 287 votes, Elected**
 - o **Joe Guillien, 286 votes, Elected**
 - o **Bert Loomis, 92 votes**
 - o **Gil Skinner, 223 votes, Elected**
 - o *Write In: Karen Johnson, 1 vote, Write In: Bart Clark, 1 vote*

11. Adjourn. Meeting was adjourned at 4:36 PM

The 2021 Annual Meeting was conducted via remote access at <https://join.freeconferencecall.com/wall/bayclubgm> or by calling the dial-in number: (339) 209-6193

Directly following the meeting, the new Directors met at the Bay Club in person and appointed a replacement for the Director term vacated by Dick Grieves' resignation and selected the following Board Members to serve as Officers of the SBCA:

Motion to approve Bert Loomis as a new SBCA Board Member to serve out the remaining term vacated by Dick Grieves; Moved: Dir. Jurca, Second: Dir. Guillien, Carried. 5/0/1 (Wight abstained).

- *Nomination for **Gil Skinner as President.** Moved: Dir. Jurca, Second: Dir. Wight, Carried unanimously.*
- *Nomination for **Bill Wight as Vice-President.** Moved: Dir. Jurca, Second: Dir. DeDonato, Carried unanimously.*
- *Nomination for **Christine Spagle as Treasurer.** Moved: Dir. Jurca, Second: Dir. Loomis, Carried unanimously.*
- *Nomination for **Janet DeDonato as Secretary.** Moved: Dir. Guillien, Second: Pres. Skinner, Carried unanimously.*

Submitted by General Manager, Mark Torres