

**SOUTH BAY COMMUNITY ASSOCIATION
BOARD OF DIRECTORS MEETING**

April 13, 2018

9:30am

APPROVED

1. Call to Order

Gil Skinner called meeting to order at 9:30am

2. Determination of Quorum

Secretary Lemieux absent, acting Secretary Mark Torres established quorum with all other Directors present. Approximately 14 additional SBCA members in attendance.

3. Approval of Agenda

Motion for approval by Dir. Jurca, 2nd Dir. Twohey: Motion carried 6/0.

4. Approval of meeting minutes – March 9, Board Meeting, March 21, Special Board Meeting

Motion for approval for both minutes (3/9 and 3/21) Dir. Jurca, 2nd Dir. Spagle: Motion carried 6/0.

5. President's remarks

President Skinner announced opening night of "Suite Surrender", a Ludlow Village Players production.

6. Managers' report - affirm vote on insurance

GM Mark Torres presented the operations report including an update on various Club projects in progress or completed. GM reported on health and liability insurance policy annual renewals. The Board was asked to ratify an earlier approval for renewal of the Premium Only Plan participation for 2018-2019. Motion for ratification of continued participation in POP approval granted by the Board on 3/26/2018 was made by Dir. Jurca, 2nd Dir. Twohey Motion carried 6/0. A copy of GM report can be obtained by members upon request. Seven new members were added to the SBCA roster in March.

7. Treasurer's Report

Treasurer Dan Quail presented the report including SBCA's financial status as of March 31, 2018. A copy of this report can be obtained upon request.

8. Board Communications

President Skinner acknowledged that some emails were received in regard to topics associated with the SBCA questionnaire.

9. Committee Reports and assignments

a. **ARC**

Chair of Arc, Vicki Derrenberger reported on applications reviewed and approved at the March ARC meeting and announced the resignation of Lloyd Gill. Motion for approval of Mike Boock to replace Lloyd Gill on the SBCA ARC by Dir. Derrenberger, 2nd by Dir. Jurca: Motion carried 6/0.

b. **Activities and Amenities**

Committee Member Dir. Twohey and GM Torres commented on two events; April Movie Night and Memorial Day Service (in May). Dir. Twohey solicited for SBCA volunteers to fill vacancies on Amenities & Activities Committee.

c. **Facilities**

Chair John Sweet covered a number of items that were covered at the Committee's March Meeting:

- i. 2018-19 Landscape and repair projects*
- ii. Fitness Area Open House event*
- iii. Interior remodel*
- iv. Bay Club TV service*
- v. Fitness Area signage*
- vi. Front planters*
- vii. Heat pump*

Chair John Sweet also solicited for volunteers to fill vacancies on Facilities Committee.

viii.

d. **Finance**

Chair Dan Quail reported on items covered at the April Finance Meeting that included:

- i. 3rd quarter financial performance*
- ii. Dues delinquencies*
- iii. Insurance renewals*
- iv. 2018-19 Draft Operations and Reserve Budget*
- v. Capital Contributions received to-date and the South Bay Annexation and Capital Contribution Agreement.*

Motion by Chair Dan Quail for the Board to approve Reserve expenses, not to exceed \$20,000 for carpet and \$6000 for interior painting, the scope of these improvements to be consistent with those approved by Facilities Committee. Further moved that the President be authorized to approve bids for these improvements provided they do not exceed the aforementioned amounts, 2nd Dir. Derrenberger: Motion carried 6/0.

e. **HR**
Pres. Skinner stated no report for April.

f. **Communications**

Chair Sheila Twohey reported focus of Communications Committee has been devoted to the development of a new website for the SBCA. Dir. Twohey thanked SBCA member Rick Hellewell, for his work and expertise. Dir. Twohey solicited for SBCA volunteers to fill vacancies on Communications Committee.

*Pres. Skinner; Motion to accept GM, Treasurer and Committee reports:
Motion carried 6/0.*

10. Old Business

a. *Workout area etiquette*

Dir. Jurca read proposed Fitness Area Etiquette guidelines to Board and attendees. Motion to adopt Fitness Area Etiquette document as proposed by Dir. Jurca, 2nd Dir. Twohey: Motion carried 6/0.

b. *Final Bay Club Rules*

Motion to adopt Bay Club Rules as revised by Dir. Derenberger, 2nd Dir. Spagle: Motion carried 6/0.

c. *Interior update*

Dir. Spagle reported on work to obtain bids for Great Room & Hallway carpet, paint and Great Room furniture.

d. *Articles amendment*

Motion to present to the SBCA Members for approval at the July 18th Annual General Meeting of Members the following proposed amendment to the SBCA Articles of Incorporation by Dir. Jurca, 2nd Dir. Quail. Motion carried 6/0.

Proposed Amendment to Article V (O)

(O) The right and authority to acquire (by gift, purchase or otherwise), own, hold, improve, build upon, operate, maintain, convey, sell, lease, transfer, dedicate, for public use or otherwise dispose of, any real property, in connection with the affairs of the Association; provided, however, that no dedication or transfer of real property shall be effective **without a vote of approval by at least two-thirds (2/3) of all the Members of the Association, and provided no further, that no dedication or transfer of any portion of the real property known as Jefferson County tax parcel 821174005 (where the Bay Club and gazebo are located) shall be effective** unless an instrument

agreeing to such dedication or transfer, signed by two-thirds (2/3) of each Class of vote of membership of the Association, has been recorded;

11. New Business

- a. *Community survey results*
Pres. Skinner and GM Torres summarized results of the questionnaire. GM Torres to send out update to Members that include a link to review individual Member comments.

- b. *Rules Compliance policy*
Pres. Skinner tabled discussion for Exec. Session.

12. PLVC report

President Skinner reported on discussion and reports at the monthly PLVC meeting.

13. Member comments

Additional discussion took place regarding non-Member fees for PLVC Health & Wellness events, the recent questionnaire and results, planned interior work, and the Articles Amendment proposal.

14. Executive Session - discuss communications with legal counsel.

At approximately 10:52am Motion to move to Executive Session by Dir. Jurca, 2nd by Dir. Twohey: Motion carried 6/0.

15. Reconvene in Open Session

At approximately 11:35am the Board reconvened in Open Session with two additional attendees present and the following motions were made:

Motion to engage the law firm of Barker Martin to provide counsel on issue of Rules Compliance Policy contingent that expense did not exceed \$1200 by Dir. Jurca, 2nd by Dir. Twohey. Motion carried 6/0.

Motion to engage the law firm of Barker Martin to provide counsel on interpreting the South Bay Annexation and Capital Contribution Agreement by Dir. Jurca, 2nd by Dir. Spagle. Motion carried 6/0.

Motion to engage the law firm of Richard Shattuck to provide counsel on feasibility of adding a administrative (transfer) fee at time of title conveyance for SBCA property parcels by Dir. Jurca, 2nd by Dir. Derrenberger. Motion carried 6/0.

16. Adjourn

At approximately 12:45pm, Motion to adjourn by Pres. Skinner. Motion carried 6/0.

Next SBCA Board Meeting: Thursday, May 10, 2018

Next SBCA Board workshop date: TBD