

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

**June 12, 2020**

**9:30am**

**DRAFT MINUTES**

**1. Call to Order at 9:30 a.m.**

**2. Determination of Quorum**

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

**3. Approval of Agenda**

Moved: VP Shadrick

Second: Dir. Birch

<b>DIRECTOR</b>	<b>PRESENT</b>	<b>YES</b>	<b>NO</b>	<b>ABSTAIN</b>
Birch	X	X		
Clark – Sec.	X	X		
Jurca	X	X		
Shadrick – VPres.	X	X		
Sheldon – Pres.	X	X		
Sprandel	X	X		
Walkowski – Treas.	X	X		

**4. Approval of Board of Directors Special Meeting Minutes From June 03, 2020 Meeting**

Moved: Dir. Jurca

Second: VP Shadrick

Approved without objection

**5. President’s remarks**

Greatest concern of president are the issues surrounding the reopening of the SBCA Bay Club. Discussion revolved around possibilities of phased re-opening, etc. To be continued later in the meeting and in future meetings.

**6. General Manager’s report –**

- GM Torres’ notes that compliance with safety requirements to open even one or two areas will be somewhat complicated and difficult, especially when taking into consideration our need to protect members’ safety; his notes are available upon request.
- Update on repairs, maintenance, etc. Flooring project is complete. Minor electrical work in classroom (new outlet for widescreen TV). Small heater installed in women’s locker room. Gutter repairs due to recent damage caused by ice damns during winter. All now resolved.
- Annual Meeting packets completed and dropped off on Thursday at PO. Marie has been disinfecting and cleaning post completion of projects and putting auditorium back as was.

- Economic forecast looks favorable – likely a \$10 – 12K surplus going into new fiscal year. Currently working on re-opening issues, costs, procedures for consideration by the new board. Need a plan to deal with a potential drop-off in receivables. New assessments will be mailed to members soon.
- Will be working with Communications Committee in the development of the new SBCA website.
- A developing issue based on a historical problem: All the runoff surface water in our Bay Club parking lot and adjacent streets coming in off Paradise Bay Road is now having a recurring drainage problem due to beavers building a dam (again) at the point where water drains into the bay. GM will report on a solution that is being worked on by the GM and Inner Bay residents.
- HVAC improvements are being investigated (change from furnace to heat pumps and HRVs that recover heat and improve ventilation to bring in more outside air to make our inside air fresher and safer. Better filters will be incorporated into the HVAC system. Savings on electrical bills will likely exceed earlier projections

**7. Treasurer’s report.** Treasurer Walkowski gave the Treasurer’s Report. A copy is available upon request and will be posted on the SBCA website.

**8. Board Communications**

Board received a request from the US Navy (USN) for a 5-year right of access agreement with a right to renew for three more five-year terms. This contract would grant the USN the right to use our Bay Club/Gazebo property for training purposes. A board-authorized communication politely refused the offer. Subsequent to the refusal, the USN representative replied by asking if there are any changes to the proposed contract that would cause the Board to reverse its decision to decline the contract. A motion emerged after due deliberation and discussion.

**Motion:** That the SBCA Board politely decline to enter into negotiations for a revised right of access agreement.

Moved: Dir. Jurca

Seconded: Treas. Walkowski

Carried without objection

In other communications directed to the Board:

- A member complained about the spraying of herbicide near the Teal Lake Loop trail. The Board’s response is that the Board has no control over this activity.
- A member has asked that the Board re-open the Bay Club immediately with no concern for Covid-19 or phased-opening as directed by the Governor and/or Health officials. The Board’s response is that the member be thanked for the input and reassured that the safety of our membership is the Board’s primary concern, with very important but secondary concerns about the expense and feasibility of complying with the requirements and conditions for re-opening, and the risk of lawsuits against the SBCA if member(s) or others were to allege that they become infected by Covid after using Bay

Club facilities or as result of its re-opening. Such lawsuits, even if unsuccessful, run the risk of bankrupting the Association due to onerous legal fees, since there are questions about the scope of insurance coverage under various exclusions (including, for example, exclusions for “biological hazards”).

## 9. Committee Reports

- a. Activities and Amenities – no report
- b. ARC – Two applications were approved at last ARC meeting
- c. Communications – Development of a new SBCA website was discussed. Development costs are allotted \$200 for the year and are likely not to exceed \$150. More e-blast notices would be helpful. The *Bay Club Courier* is successful to date.
- d. Facilities, no report
- e. Finance –

Finance Committee met Tuesday June 9<sup>th</sup>. Report available upon request.

**Motion** to approve the additional \$1,600 that was necessary during floor repairs to remove the excess carpet glue applied during the installation of the old carpet.

**Moved:** Treas. Walkowski

**Second:** VP Shadrick

**Carried** without objection.

**Treasurer Sarah Walkowski announced her resignation from the Board and SBCA committees effective the end of this Board meeting.**

**Motion** that Christine Spagle replace Treas. Sarah Walkowski as she resigns from the Board in the following capacities: 1) Board member; 2) Treasurer, 3) Chair of the Finance Committee, and 4) member of the HR Committee. **Further, that the Board commends the work performed by Sarah during her tenure and thanks Sarah for her collegiality and service.**

**Moved:** Pres. Sheldon

**Second:** VP Shadrick

**Carried** without objection

- f. Health & Fitness -- the Board has received recommendations from the H&F Chair regarding how best to safely re-open the Bay Club
- g. HR – The HR Committee recommended that the Board consider furloughing our part-time employees (other than the GM, Marie (Facility Care/Maintenance) & Melinie (Admin)) as of June 15, due to the ongoing closure of the Bay Club and the potential availability of increased income for them under the Pandemic Unemployment Assistance program.

**Motion:** That SBCA furlough our part-time employees (not including the GM, Marie and Melinie) due to Covid-19 concerns effective June 15 until the Bay Club reopens and that we facilitate their applications for compensation under the Pandemic Unemployment Assistance program.

**Moved:** Dir. Jurca

**Seconded:** Dir. Birch

**Carried:** Without objection

**Motion to Approve all Committee Reports**

**Moved:** Dir. Jurca

**Seconded:** Sec. Clark

**Carried** without objection

**10. Old Business – Discussion revolved around concerns the Board must consider regarding any potential reopening of the Bay Club**

**Main Issues**

- A phased opening of individual amenities or a combined opening of the facility as a whole.
- Phase 3 or Phase 4 for opening.
  - If Phase 3, Jefferson County will apply on June 13 and approval expected thereafter.
- Compliance with State and County requirements.
  - Defining those requirements.
  - Identifying additional fixed cost and staffing needs to meet them.
  - Identifying SBCA response to non-compliance by individual members.
    - Staff responsibility to observe and report.
    - One strike rule?
    - Who and how to enforce.
- If no re-opening in the short-term, the cost of continuing compensation for employees not working on site.
- Liability for claims alleging catching corona virus at our facility.
  - Insurance response questionable.
  - Defense against such claims not assured.
  - No government plan to provide protection.

**Member Communications Plan**

- Communications Committee to address; GM to implement.

**11. New Business**

**a. Communications to members**

Based on input from GM Torres. There is a lot of ire, unrealistic expectation, etc among members is being received. How best can we proceed in improving Board communications. Dir. Sprandel recommends that communication with members at least once per week. Dir. Jurca recommends: We're still not ready to open, but we are remaining vigilant and monitoring developments. Do not give any false impression that we are about to reopen. We are concerned primarily with the safety of members. GM

Torres notes that we need to do 3 important things in our communications to members: 1) be consistent and clear in our communications, 2) Compliance with safety guidelines is non-negotiable and difficult to enforce; 3) One uncovered lawsuit could be disastrous to our Association.

- b. **Potential Outside Sources of SBCA Income** were discussed briefly. President Sheldon and GM Torres put together a list of ideas for the next board to consider.
- c. **Tennis Courts:** Another issue to be addressed by the next Board is what to do about the tennis courts, recognizing that relatively few members use them but they enhance the value of all members' homes as an available amenity.

**12. PLVC report**

It was reported that Greg Bretherton (County Commissioner) stated that June 13<sup>th</sup> is the earliest possible day for Phase 3 in Jefferson County. The Jefferson County Board will meet on June 18<sup>th</sup>. Does not expect Phase 4 to begin during 2020.

**13. Member comments**

There were no comments.

**14. Adjourn, 10:47 a.m.**

**Moved:** Dir. Jurca

**Second:** VP Shadrick

**Carried** without objection

**Next SBCA Board Meeting: Friday, July 10, 2020**

Via remote access at <https://www.freeconferencecall.com/wall/bayclubgm> (preferred)  
or by calling the dial-in number: (339) 209-6193

**Submitted by Bartholomew Clark, Board Secretary**