

**SOUTH BAY COMMUNITY ASSOCIATION  
BOARD OF DIRECTORS MEETING  
MAY 12, 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, Joe Guillien, Peggy Ponto, Dave Jurca, and Bob Chadwell present. Gary Caven was absent. Three additional SBCA members were in attendance along with the SBCA's (new) lead counsel, David Huhs from the Laurel Law Group.*

**3. Approval of Agenda**

*Motion for approval of Agenda (as amended): complaint from Teal Lake Village was added to New Business. Motion carried 6/0.*

**4. Approval of Board Meeting Minutes for April 14 and April 27, 2022, Special Board Meeting.**

*Motion for approval of meeting minutes. Motion carried 5/0/1 Chadwell abstained.*

**5. Introduction of SBCA new attorney, David Huhs.** *President Skinner introduced David Huhs. Huhs, introduced himself and summarized his firm's scope of services, specialty, and experience.*

**6. President's Remarks**

*President Skinner provided Director Chadwell with time to comment on an item discussed at the last Board meeting involving discussions with LMC about exploring the possible feasibility and desirability of establishing a joint effort to enhance community interaction. Director Chadwell noted that he was in favor of exploring possible ways for the two HOAs to work together, so long as the shared vision and direction of each HOA (Board) was supported by the HOAs' members. The Board members expressed general agreement with that approach.*

**7. Manager's Report**

*GM Torres reviewed Club Operations, Bay Club projects and administrative projects that are upcoming; items of note were - the status of search for Operations Supervisor, recent completed projects associated with the tennis courts and Bay Club. GM Torres explained that continuing heavy deposits of pollen at the Tennis Courts were creating a (safety) hazard. GM Torres made a request for the Board to authorize a 2<sup>nd</sup> pressure washing of the courts. GM*

*Torres noted the expense for pressure washing is \$1600. Motion to authorize GM Torres to spend up to \$1600 to pressure wash the courts. Motion carried unanimously, 6/0. GM Torres then continued the operations report, alerting the Board that the targeted deadline for completing the draft packet of information for the SBCA Annual Meeting of Members will be May 27. GM Torres also confirmed that ballot materials for the SBCA Member vote on whether to amend the SBCA Master Declaration were sent out on schedule and the initial response is good, as more than 60 ballots have already been returned within days after the members received the packet.*

**8. Treasurer's Report**

*Treasurer Spagle proceeded to read through the Treasurer's report on SBCA financial performance, year-to-date ending April 30, 2022.*

**9. Board Communication**

*President Skinner noted there was a letter received from counsel for the respondents regarding a complaint initiated by a resident of Olympic Terrace I. A motion was made to have GM Torres send an email to the parties regarding the status of the matter and asking how the complainant wished to proceed in light of the impending sale of the respondents' property and the letter received from the respondents' counsel. Motion was made by Dir. Jurca, 2<sup>nd</sup> by Treasurer Spagle: Motion carried 6/0.*

**10. Committee Reports, Assignments, and Confirmations**

**a. ARC**

*GM Torres provided a brief summary of notable actions of the last ARC committee meeting, including applications received and approved, short mention of a follow-up ARC item that was not acknowledged or acted upon associated with a past (Bayview Village) complaint, announcement from Mike Bainter declaring (immediate) resignation from the ARC, and reminder that the April ARC meeting was the last meeting for Chair Bill Dennis. GM Torres announced current status of the SBCA ARC; 3 committee members of five active. The ARC requires 2 more members to fill the empty seats of Bill Dennis and Mike Bainter. David Jurca was a Board/ARC committee member alternate and is currently serving as a fourth ARC committee member. A motion was made to approve Director Jurca as acting Chair of the SBCA ARC committee for the next three scheduled meetings of the SBCA ARC. Motion carried unanimously, 6/0. All other Committee chairs will remain "as-is" until there is a new Board.*

**b. Activities Committee**

*President Skinner summarized upcoming Activities Committee planned events for remainder of May and June. President Skinner stated that the Activities committee recommended that the Board consider a motion to approve an amount up to \$300 for planned Memorial Day event expenses. Motion carried unanimously, 6/0. President Skinner*

*then stated that the Activities committee recommended that the Board consider a motion to approve use of the Bay Club back lawn area for Memorial Day service and decorations, from May 28 through May 30. Motion carried unanimously, 6/0.*

**c. Communications**

*President Skinner noted there was no meeting of the committee. An informal communication meeting did occur between President Skinner and GM Torres to address Communications Committee agenda items. Lisa Bainter has resigned from the Communications Committee. Communications is seeking new members.*

**d. Facilities**

*Treasurer Spagle reported for Facilities Committee. Facilities committee met and discussed a number of issues including; updating the SBCA asset inventory list, roof replacement, back lawn area drainage issues, back area long-term enhancement plan, and hazard tree(s) at the SBCA Tennis Courts. A motion was made to authorize GM Torres to have the trees and branches cut that are posing a danger to the Tennis Court Fence. A subsequent motion to amend the prior motion was made, that added "with the prior written consent of the Lessor (PLA). Motion as amended, carried unanimously, 6/0. There was a lengthy follow-up discussion and review of all anticipated future expenses related to the Tennis Courts and proposed options to mitigate (ongoing) expense. Items of note involving significant expenditure in the near future were court resurfacing, adding rock to the entry drive, and adding striping for pickleball to one of the tennis courts. There was also discussion of the County's previously expressed position as to whether pickleball is an allowable activity at the tennis courts and the need to obtain consent from PLA for using the tennis courts for pickleball. Treasurer Spagle continued to report on a few other items; recommending caution against unintentional mischaracterization of the Bay Club's Great Room hallway as a "public art gallery", and upcoming potential expense associated with aging trees located in Tract A of SBCA's South Bay Lane property. A SBCA member in attendance offered to spread a mulch pile (from recent brush clearing) along the entrance to trailhead to the Gazebo trail. A motion to approve Dan Darrow to move and spread mulch along entry to Gazebo Trail. Motion carried unanimously, 6/0.*

**e. Finance**

*Treasurer Spagle reported on meeting discussion points; SBCA collections policy, YTD financial review, Town Hall review, Roof project financing, next fiscal year budget and budget narrative for annual meeting packet. A motion was made to approve an amendment to the SBCA enforcement policy to add (intent to) record a lien after delinquency of \$2500 or any amount owed if over 90 days delinquent.*

Motion was made by Treasurer Spagle, 2<sup>nd</sup> by Dir. Jurca: Motion carried 6/0. Treasurer Spagle indicated an operational need to increase the limit of the SBCA Debit (Petty Cash) Card. Motion to increase limit of the SBCA Debit (Petty Cash) Card from \$1500 to \$2000. Motion carried unanimously, 6/0.

**f. Health & Fitness Committee**

President Skinner reported for the H&F Committee. President Skinner stated the H&F Committee was working on updating the Reserve Component items and expense allocations related to Fitness Equipment, and also working on a long-range plan for fitness area standards & enhancements.

**g. HR**

Did not meet. No report.

President Skinner recommended a motion to approve all committee reports. Motion carried unanimously, 6/0.

**11. Old Business**

**a. Bayview Complaint.** There was brief discussion on how the Board should resolve the Bayview complaint. A motion was made to send the SBCA Board's response to both parties of the complaint with a copy sent to the Bayview Board. Motion carried unanimously, 6/0.

**b. Liquor License.** GM Torres summarized a recent meeting with the Washington State Liquor Control Board Enforcement & Licensing Divisions, to discuss and evaluate feasibility and benefit to the SBCA if SBCA is able to obtain an annual Private Club liquor license instead of obtaining licensing event-by-event. The cost to obtain the Private Club license is equivalent to 12 special occasion licenses, or \$720. Discussion followed. Motion to have GM Torres pursue submission of an WSLCB application for Private Club liquor license. Motion was made by Dir. Jurca, 2<sup>nd</sup> by Director Ponto: Motion carried 6/0.

**c. Update to Bay Club Rules for Covid.** No changes to pandemic safety guidelines in the County. No action taken.

**d. Roof Replacement Update.** Already covered in GM operations report.

**e. Annual Meeting Packet update.** Already covered in GM operations report.

**f. Amendment to Master Declaration and "get out the vote effort" update.** President Skinner to set a date for a Village President Meeting to help remind members to vote. Follow up emails will be sent to members that address frequently asked questions and to serve as a reminder of the voting deadline.

**g. Kraengel Complaint.** The complaint involved SBCA's mask policy during heightened Covid safety restrictions. Board to draft a response

and send to legal counsel for review prior to sending to the Complaint Investigator and D&O claims department for purpose of disclosure. The matter was then tabled for further discussion in Executive Session.

- h. **Update on any questions arising from Town Hall meeting.** No items noted.

**12. New Business**

- a. **Update to Committee Chair assignments.** Director Jurca was appointed to serve as ARC chair for the May, June and July ARC meetings.

- b. **Soliciting volunteers to serve on the SBCA Board of Directors.** It was noted there will be four open seats on the Board. Skinner, Guillien and Ponto have one year remaining. Terms expire for Jurca, Caven, Spagle and Chadwell. An email will be sent to SBCA members inviting them to run for election at the Annual Meeting to the four open seats on the Board. Deadline for submitting a declaration of interest to serve on the SBCA Board will be June 6 in order to include biographical information in the Annual Meeting packet. New counsel David Huhs suggested that Board consider developing a Nominations Committee/Process. Motion to direct GM Torres to send notice to SBCA members. Motion carried unanimously, 6/0.

- c. **ARC vacancy.** GM Torres and President Skinner will lead recruitment effort to secure at least two new ARC members.

- d. **Participation in new AIM (Association Insights and Marketplace) program.** GM Torres provided the Board with an overview of the new program that highlights a performance designation (grade) pertaining to the overall operational and fiscal health of an HOA. There was a short discussion, and the matter was tabled. No action taken.

- e. **Teal Lake Village Complaint.** An anonymous complaint about a boat parked in a resident's driveway for an extended period was summarized and discussed. Motion to have GM Torres send 1<sup>st</sup> Notice letter to the party named in the complaint. Motion carried unanimously, 6/0.

**13. PLVC Report**

President Skinner presented a summary of events at the recent PLVC Meeting.

**14. Member comments**

No comments.

**15. Convene Executive Session**

At approximately 11:38 am, Motion to convene an Executive Session to consult with legal counsel. Motion carried unanimously, 6/0.

**16. Resume Open Session**

*At approximately 12:42 pm Open Session resumed. There were no decisions or actions items to report at conclusion of the Executive Session.*

**17. Adjourn**

*Motion to adjourn at 12:50pm. Motion carried unanimously, 6/0.*

Next regular SBCA Board Meeting: Thursday, June 9, 2022

Next SBCA Board workshop date: TBA