

AGENDA
PINE MOUNTAIN CLUB PROPERTY OWNERS ASSOCIATION, INC
BOARD OF DIRECTORS' – REGULAR MEETING
SATURDAY, FEBRUARY 17, 2018
10:00 AM – CONDOR ROOM

Members in good standing are free to speak on a specific item on today's Agenda when the Chairman calls for discussion. If there is an item that is not on the agenda that an individual wishes to present, the appropriate time for the presentation is during the Member Forum. This meeting is being videotaped to allow members in good standing who could not attend to view the meeting at a later date and to aid the recording secretary in preparing the minutes of the meeting. Members will observe rules of decorum. The speaker will address the chairman and speak only to the matter under consideration. Members will refrain from being argumentative and making derogatory or personal remarks or gestures. Members will turn off or silence all cell phones or communication devices while attending the meeting.

I. CALL TO ORDER

- | | | |
|--|---------------------------------------|---|
| <input type="checkbox"/> Richard Ballard | <input type="checkbox"/> John Cantley | <input type="checkbox"/> Bryan Skelly |
| <input type="checkbox"/> Stephan Bates | <input type="checkbox"/> Bill Gurtner | <input type="checkbox"/> Phyllis Throckmorton |
| <input type="checkbox"/> Sandy Browne | <input type="checkbox"/> Garry Kemmer | <input type="checkbox"/> Doug Wilde |

II. ADOPT THE AGENDA

RESOLVE, that the Agenda for the Board of Directors' Meeting of February 17, 2018 be adopted.

Vote to adopt the agenda.

CONSENT AGENDA/OPPORTUNITY FOR PUBLIC COMMENT: All items listed under III. **CONSENT AGENDA** are considered to be routine and non-controversial. Consent items will be considered first and may be approved by one motion if no member of the Board wishes to comment or ask questions. If comment or discussion is desired by anyone in the audience the item may be removed from the consent agenda and will be considered in listed sequence with an opportunity for any member to address the Board concerning the item before action is taken.

III. CONSENT AGENDA

1. Dispense with the reading of and approve the draft minutes of the Board of Directors' Regular Board Meeting of January 20, 2018.....**Page 1.0-1.0.5**
2. Committee applications forwarded for concurrence by the board: Budget & Finance, Charles Lightner, Environmental Control - Linda Bliss; Planning, Peggy Hoyt-Voelker - Recreation-Suzanne Vanderford, Leslie Lewis, Bob Lewis; Governing Documents - Alicia T. Canton..... **Page 1.1-1.1.7**

IV. OFFICER REPORTS

- 1. Chair’s Report..... **Verbal**
- 2. General Manager’s Report..... **Verbal**
- 3. Treasurer’s Report..... **Page 2.0**

V. COMMITTEE REPORTS

- Acknowledge Receipt of Committee Minutes Record..... **Page 3.0**
- Acknowledge Receipt of Committee approved Committee Minutes; Environmental Control–January 2018, February 2018; Greens & Grounds-January 2018 & February 2018; Planning-November 2017 & January 2018; Recreation-January 2018-Budget & Finance October 2017 & January 2018 **Page 3.1-3.1.20**
- Approve Environmental Control Committee Project Recommendations (4) **Page 3.2-3.2.3**
- Approve Cottage Industry Permit (3) **Page 3.3-3.3.2**

VI. MEMBER’S OPEN FORUM

This twenty-five-minute open forum is for members to present their comments. Each member is allotted five (5) minutes and will be timed. Members wishing to be recognized should step to the microphone, address the board chair, and state name, tract and lot number. The board may extend the time limit for this forum to allow additional members to speak or grant additional time to a speaker when appropriate. Members may present questions to the board. If the question cannot be readily answered it may be presented in writing or email to the recording secretary and the question will be responded to within 15 calendar days upon receipt. In addition to the question, the member's name, tract and lot number, and telephone and/or email contact information must be included. Members may not yield time to other speakers. For the consideration of other speakers and the twenty-five-minute time limit, members are requested to speak to the board only once during members open forum. Members will refrain from being argumentative and making derogatory or personal remarks or gestures.

VII. OLD BUSINESS

None

VIII. NEW BUSINESS

RESOLUTION #01-02-17-18, WHEREAS, that the PMCPOA Board of Directors approve installation of a second 21 ft. tower in the RV lot. This new tower will be identical in design to the 21 ft. tower that currently exists in the RV lot.

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WHEREAS, the new tower would be located on the same “shelf” as the existing tower and would be approximately 60’ east of the existing tower. All installation work will be done by Com Plus, Inc. including setting the ballast mount, installing the central pipe, installing cinder block ballast, grounding and securing ethernet cabling. Com Plus is the company that did all of this work on the original tower.

WHEREAS, this project will allow Frazier Mountain Internet to bring a great deal more bandwidth into PMC.

With the addition of this second tower, it allows much better position to have flexibility in separating radios that would normally interfere with each other when on the same tower. As such, the second tower will be integral to ensuring that Frazier Mountain Internet can provide optimal service to PMC.

WHEREAS, Frazier Mountain Internet is currently paying \$300 per month and will increase payment to \$450 per month as compensation for the additional space their tower will occupy.

THEREFORE, BE IT RESOLVED, that the PMCPOA Board of Directors approve the installation of a second 21 ft. tower in the RV lot at no cost to the PMCPOA.....**Page 4.0-4.0.2**

Respectfully submitted by Director Kemmer

RESOLUTION #02-02-17-18, WHEREAS, that the PMCPOA Board of Directors approve NTE \$14,400.00 from Reserve fund for TURFCO 1550 EC TOW TYPE spreader for golf course.

WHEREAS, the current spreader, Reserve item #1909, has a 3-year life left but all parts to repair this non-working spreader are obsolete and is currently funded at \$14,400 in the Reserve fund.

WHEREAS, the spreader is an integral piece of equipment that is needed to help maintain the golf course.

THEREFORE, BE IT RESOLVED, that the PMCPOA Board of Directors approve NTE \$14,400 from the Reserve fund for TURFCO 1550 EC TOW TYPE spreader to replace current non-working spreader and is funded at \$14,400 in the Reserve Study.....**Page 4.1**

Respectfully submitted by Director Skelly

Letter of proposed changes to Governing Documents from the Governing Documents Committee.....**Page 4.2-4.2.1**

RESOLUTION #03-02-17-18, WHEREAS, that the PMCPOA Board of Directors approve revisions to Bylaw 5.05, Annual meeting agenda and nominations.

WHEREAS, the proposed revision to bylaw 5.05 (Annual meeting agenda and nominations) clarifies that “....any matter to be considered at the annual meeting....” Does not include bylaw amendments. It also clarifies

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that members who nominate themselves have to do so by submitting a letter of intent to the business office.

WHEREAS, the revisions are as follows:

A. Agenda: Any member who desires to have any matter (other than a bylaw amendment) considered at the annual meeting of the members shall notify the Secretary in writing by the close of business of the PMCPOA business office at 5:00 p.m. on the 9th day of March preceding the meeting unless March 9 is a Saturday, Sunday or holiday in which event the deadline shall be 5:00 p.m. on the first business day thereafter.

Any matter (other than a bylaw amendment) may be placed on a ballot if a written petition containing signatures of 5% of the memberships in good standing is submitted. Any matter requested for placement on the agenda only will not require a petition.

The proposed matter will not be placed on the agenda or ballot if it is illegal. If the proposed matter is legal the board of directors may, in its discretion, choose not to place the proposed matter on the agenda or the ballot. If the proposed matter is not placed on the agenda or ballot, the petitioner has the right to discuss the matter during the Open Forum of the meeting. If the matter is to be included on the ballot a statement of pros and/or cons may be included with the notice of the meeting.

B. Nominations: Members may nominate themselves by submitting a letter of intent at the PMCPOA business office.

A member nominating another member must first obtain the written permission of the nominee. No person may seek election to more than one term at the same election.

A member who is to be a candidate for office shall notify the Secretary in writing of his/her intent to run by 5:00 p.m. at the PMCPOA business office by April 9th. If April 9th falls on a Saturday, Sunday, or holiday the deadline shall be 5:00 p.m. on the first business day thereafter. The letter of intent must include the nominee's intent to seek office, the term of office, tract and lot numbers, and must be signed by the nominee. All the required information must be contained on one side of an 8 1/2" x 11" sheet of paper. The written intent to run must be accompanied by a completed Candidate Filing Form and biography/resume as described in the Election Procedures. A member who is to be a candidate for office shall abide by Business Policies & Procedures, Article 14, Election Rules and Article 15, Election Procedures.

THEREFORE, BE IT RESOLVED, that the PMCPOA Board of Directors approve revisions to Bylaw 5.05, Annual meeting agenda and nominations.....**Page 4.3-4.3.1**

Respectfully submitted by Director Cantley

RESOLUTION #04-02-17-18, WHEREAS, that the PMCPOA Board of Directors approve revisions to Bylaw 5.06, Bylaw amendments.

WHEREAS, the proposed revision to bylaw 5.06 (Bylaw amendments) replaces the version of bylaw 5.06 sent to, but not acted upon by, the board at their December 2017 meeting. The revision to this bylaw establishes a “no-later-than” date for petitioned bylaw revisions to be included in the June ballot and it addresses petitioned bylaws that may be in conflict with existing governing documents.

WHEREAS, revisions are as follows:

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Bylaw 5.06 Bylaw amendments. Except bylaw amendments voted by a majority of the board of directors in accordance with bylaw 14.02, any proposed change of the bylaws must be accompanied by a written petition of not less than seventy five (75) signatures of the memberships in good standing and must be submitted to the board of directors no later than February 1st to be considered for inclusion on the June ballot. Once any proposed bylaw amendment is received by the board of directors, the board shall cause the proposed changes to be considered by the Association's general counsel for general counsel's opinion as to the legality and/or conflict with the existing governing documents of the proposed amendment. In the event that the general counsel determines that the proposed amendment would be illegal the board of directors will not place the proposed bylaw amendments on a ballot. If a proposed amendment is and/or stands in conflict with the existing governing documents the board of directors may not place a proposed bylaw amendment on a ballot. If a proposed amendment is not placed on the ballot an explanation will be placed in the Condor.

THEREFORE, BE IT RESOLVED, that the PMCPOA Board of Directors approve revisions to Bylaw 5.06, Bylaw amendments.....**Page 4.4-4.4.1**

Respectfully submitted by Director Cantley

RESOLUTION #05-02-17-18, WHEREAS, that the PMCPOA Board of Directors approve revisions to Bylaw 10.02, Formation and purpose of assessment.

WHEREAS, the proposed revision to bylaw 10.02 (formation and purpose of assessment) is the same version that was submitted to the membership for approval in 2017 with the exception of the number of votes required to revise bylaws 10.02.

WHEREAS, the 2017 version stated that the two bylaws could be changed by a majority of votes received instead of the two-thirds requirement in the original version.

WHEREAS, this reduced requirement was a concern of those members that voted against the proposed revision. The governing documents committee, along with a small group of visitors to our February meeting, agreed to change the existing requirement from a two-thirds vote to 75% of the votes received.

WHEREAS, the revisions are as follows:

10.02 Formation and purpose of assessment.

A. Membership shall be subject to annual assessment provided, however, that an annual assessment upon each membership shall not exceed the total aggregate sum computed as follows: The amount of the budget adopted by the board pursuant to bylaw 10.03 hereof for the fiscal year for which the assessment is levied shall be divided by the number

of memberships outstanding to determine the amount of annual assessment imposed upon each owner. The amount of each annual assessment shall be fixed by resolution of the board. The annual assessment shall: (a) be payable ~~in~~ **advance**

on the 1st day of July in each year, (b) become delinquent on September 15th ~~or on such later date as determined by the Board,~~ (c) upon delinquency be made enforceable by court action, in which this Association shall be entitled to recover

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its reasonable expenses and attorneys' fees incurred therein, and shall constitute a lien on the member's property within the development.

D. Any member who fails to pay his/her assessment ~~for a~~ during the period ~~between July 1st and September 15th of 77 days from the date on which such assessment becomes payable,~~ shall, for the purposes of voting, utilizing the facilities of the Association, and participating in activities sponsored by the Association, be considered a member not in good standing. Such member shall not be reinstated to good standing in the Association until he/she has paid all assessments in full plus interest thereon. Delinquent assessments shall be charged ~~a penalty of interest at~~ 9% per annum for any unpaid balance, ~~30 days~~ after ~~July 30th. such assessments are due and payable.~~ All members other than those described in this paragraph are members in good standing.

F. On adoption of the resolution levying the assessment, the treasurer of the Association shall give notice thereof in writing. The notice shall set forth the name of the Association, the location of its principal office, the date of the board meeting at which the resolution levying the assessment was adopted, the fact of adoption, the amount of the assessment, to whom the assessment is payable and where, the date on which the assessment, if unpaid, shall become delinquent, the fact that if not paid the assessment shall become a lien on the member's real property within the development, and that the assessment shall be collectable either by an action at law to recover the amount thereof or by an action to foreclose the lien. The notice shall further state that in the event of collection action, whether by an action at law or by foreclosure, the Association shall be entitled to recover ~~a~~ reasonable attorney's fees and expenses (as delineated in civil code 5650 or its replacement) in addition to the amount of the assessment and interest thereon.

G. The notice of assessment shall be sent by mail to each member not less than thirty (30) days prior to ~~July 1st the delinquent date~~ addressed to each member at his/her address as it appears on the books of the Association.

I. Notwithstanding any other provision in these bylaws, any changes to sections 10.02 and 10.03 hereof can be amended or repealed only by the vote or written assent of ~~two-thirds (2/3) or more of the Members in Good Standing of this Association.~~ ~~seventy-five (75) percent or more of votes received.~~

THEREFORE, BE IT RESOLVED, that the PMCPOA Board of Directors approve revisions to Bylaw 10.02, Formation and purpose of assessment.....**Page 4.5-4.5.1**

Respectfully submitted by Director Bates

RESOLUTION #06-02-17-18, WHEREAS, that the PMCPOA Board of Directors approve revisions to Bylaw 10.03, Budget formation:

WHEREAS, the proposed revision to bylaw 10.03 (Budget formation) is the same version that was submitted to the membership for approval in 2017 with the exception of a notice requirement to the members that was deleted from the 2017 version.

WHEREAS, the statement that was deleted in the 2017 version read, "Prior to May 1, of each year, the Board shall cause the Treasurer to mail to every Member at his/her address, then appearing on the records of the

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Association, the financial statement of the Association as of March 31st in such year, and an operation statement of income and expense for the nine (9) months ended March 31st in such year together with a comparison showing each item of income and expense budgeted by the Board for the fiscal year ending June 30th in such year.

WHEREAS, the Board shall also include in such mailing a proposed budget for the ensuing fiscal year and the allocation thereof as a proposed assessment against each Member and a notice that said proposed budget will constitute the first order of business at the Board meeting to be held on the third Saturday of May at 10:00 a.m.”

WHEREAS, that statement has been placed back into this proposed revision and the dates have been adjusted to align with business policy/procedure E-14 and the way the Association is currently developing the annual budget.

WHEREAS, revisions are as follows:

10.03 Budget formation. The regular meeting of the board in ~~May~~ **March** of each year shall be the budget meeting. Prior to ~~May~~ **March** 1, of each year, the Board shall cause the Treasurer to mail to every Member at his/her address, then appearing on the records of the Association, the financial statement of the Association as of ~~March~~ **January** 31st in such year, and an operation statement of income and expense for the ~~nine (9)~~ **seven (7)** months ended ~~March~~ **January** 31st in such year together with a comparison showing each item of income and expense budgeted by the Board for the fiscal year ending June 30th in such year. The Board shall also include in such mailing a proposed budget for the ensuing fiscal year and the allocation thereof as a proposed assessment against each Member and a notice that said proposed budget will constitute the first order of business at the Board meeting to be held on the third Saturday of ~~May~~ **March** at 10:00 a.m. The proposed budget shall be the first order of business at the budget meeting. **The board will hold an open meeting the weekend before the March meeting of the board with a single item agenda: budget discussion.** The board shall not adopt a budget or make any assessment against the members based thereon until the regular meeting of the board for the month of ~~June~~ **April** in each year. **The approved pro forma budget and assessment, the annual letter, a summary of the reserve fund status, the policy on delinquent accounts, a summary of the insurance policies for the Association, the ADR policy, and all other requirements of civil code 5300 will be mailed to the members in the first week of May of each year.**

THEREFORE, BE IT RESOLVED that the PMCPOA Board of Directors approve revisions to Bylaw 10.03, Budget formation.....**Page 4.6-4.6.1**

Respectfully submitted by Director Cantley

RESOLUTION #07-02-17-18, WHEREAS, that the PMCPOA Board of Directors approve revisions Bylaw 11.07 The Election Committee.

WHEREAS, the proposed revision to bylaw 11.07 (The Election Committee) establish how the election committee becomes active each year, allows for members other than those selected from active committees to

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participate on the election committee, and sets a specific time to convene the first meeting of the election committee. The governing documents committee recognizes that members until after the initial meetings of the election committee, but they are welcome to sit in and participate in the earlier meetings.

WHEREAS, revisions are as follows:

Proposed revision to bylaw 11.07

11.07 The Election Committee. The board of directors shall direct the confidential executive secretary to request each committee to select a member for the election committee. The election committee shall should consist of the Corporate Secretary of the Association and one person selected by each of the standing committees and/or and, if volunteers apply and are approved by the board of directors, volunteers consisting of members in good standing. Volunteers for the election committee must submit an application to the board of directors in time to be considered at the regularly scheduled board meeting held in March. The election committee shall be convened no later than the second week of February. The election committee shall not exceed 15 members. At the first meeting of the election committee, the committee members will select a chair and, if required, a vice chair. The Election Committee will perform its duties according to the “Business Policies and Procedures A-15 (Election Procedures) and Association Rules Article XIV, Election Rules”.

THEREFORE, BE IT RESOLVED, that the PMCPOA Board of Directors approve revisions for Bylaw 11.07, The Election Committee.....Page 4.7-4.7.1

Respectfully submitted by Director Cantley

MOTION to approve Charter of the Planning Committee.....Page 4.8-4.8.2

IX. INFORMATION AND CORRESPONDENCE

- 1. Committee Membership Approval (Youth-Shawn Coulter).....Page 5.0

COURTESY LISTING – NON-MEMBER CORRESPONDENCE

None

X. DIRECTORS’ FORUM

Members will refrain from being argumentative and making derogatory or personal remarks or gestures.

Director Skelly – MPMWC Updates on wells

Director Throckmorton – Youth Committee
Skateboards
Renaming the Bistro

Committee Liaison Report

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XI. MEMBERS' REBUTTAL FORUM

Members' Rebuttal Forum is a ten (10) minute forum following the Directors' Forum. Members may reply to any matter raised by a Director during Directors' Forum. Replies will be limited to one (1) minute per speaker. Members wishing to be recognized should step to the microphone, address the Board Chair, and state name, tract and lot number. There may not be an immediate verbal answer from the Board to questions or comments from the Members. Members may not yield time to other speakers. Members will refrain from being argumentative and making derogatory or personal remarks or gestures.

XII. ADJOURNMENT

In the January 20, 2018 executive session, the following was discussed:

Litigation/Potential Litigation - (4)	4-Discussed
Contract's - (4)	3-Approved American Business Machines, Hall's Ambulance, various contractors for Satellite Kitchen 1 Discussed
Forbearance Agreement - (1)	1-Approved
Hearings - (3)	1-\$500 Fine - 3508-086 2-Pending
Personnel - (0)	0-Discussed

The Board budget meeting will take place on March 10, 2018 at 10:00am in the Condor Room.

The next Regular Open Board Meeting will take place on March 17, 2018 at 10 am in the Condor Room.

MOTION by Director _____, **SECOND** by Director _____ to adjourn.
Meeting adjourned at _____pm.