



BOCA WEST

MASTER ASSOCIATION

BOARD OF DIRECTORS MEETING **Wednesday, June 30, 2021 2:00 P.M.** **Fazio Room at the Club**

Minutes

In attendance were Board members, Bernard Schlifke, Elaine Wittlin, Mark Haberman, Al Rothaus, Bernie Friedman, and Avron Fogelman. Shep Remis, Legal Affairs Officer, was in attendance. Also, in attendance was Brad Baecht, Chief Operating Officer and Executive Director.

Guests: Brian Meanley, Sachs Sax Caplan. Mr. and Mrs. Lieberman, Cedar Glen.

The following villages were represented at the meeting via video conference: Alan Glazer, Akoya, Judy Romanow, Charter Cay, Bob Forman, Cedar Glen, and Jeff Greenfield, Bridgewood.

Mr. Schlifke made a motion to approve the May 26, 2021 Board Meeting Minutes. The Board unanimously approved the minutes.

President's Message

Mr. Schlifke congratulated Mr. Baecht for achieving the Professional Community Association Manager (PCAM) designation, which is the highest level of achievement in his profession.

Mr. Schlifke then explained that given the presence of outside counsel, he was altering the order of business for the meeting and was next proceeding with Unfinished Business.

Executive Director Comments

Mr. Baecht gave an update on the following:

- The initial phase of work has begun at the front entrance to obtain building permits
- Design development documents from EDSA were received and by July 15 he will have the design documents for the gate house and the water features
- Annual tree trimming is ongoing
- The new stop and directional signs are being installed. There is a total of 57 signs that will be installed.
- Work is in progress for the village directional sign by Woodbridge Dr.
- Woodfield Hunt Club homeowners have overgrown trees that are not being properly maintained and are unkept on the Boca West side. He is working with the new property manager on a long-term solution.

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Committee Chairperson Discussions

Finance

Mr. Rothaus reported on the May Financials and the Accounts Receivable report. The June Finance Committee meeting was cancelled.

Mr. Rothaus advised that the budget will be impacted by the loan for the front entrance project and the Joint Venture expenses.

Landscape & Maintenance

Mr. Fogelman explained the boardwalk issue in the Nature preserve as it has been closed down for over a month. The boardwalk material is deteriorating and an engineer was hired to determine what needed to be repaired or replaced. Mr. Fogelman will receive a report soon. He advised that this will be an added expense to the budget.

Mr. Fogelman discussed the possibility of widening the golf cart paths around BWMA property.

Mr. Fogelman said he and Mr. Turner, as well as the Landscape Committee, are ready to assist with the front entrance landscaping when the time comes.

Architectural Control Committee

Mr. and Mrs. Lieberman from Cedar Glen presented their case that they submitted a petition to install a gray flat roof tile which was denied by the Architectural Control Committee. Mr. Friedman stated the Committee rejected the tile and recommended an "S" tile so as to conform with the other roofs in the village. The Board discussed the issue. Mr. Haberman made a motion to overturn the ACC denial and allow the Liebermans to install a gray flat roof tile as approved by the Village Board as the village is trending to a more modern style. Mrs. Wittlin seconded the motion. The motion carried.

Mr. Friedman reviewed the June meeting recommendations. The Board unanimously approved all recommendations as made by the Committee with the exception of the Lieberman recommendation.

Mr. Friedman explained the issue that an underground propane tank was installed at the inception of the Village of Baywood on a homeowner's property. The homeowner is demanding the tank be removed by the end of August. The tank serves a neighbor's pool as they do not have the property to install a tank. The Village is asking for BWMA's assistance. Mr. Schlifke and Mr. Meanley confirmed it is a Village issue and therefore the Master Association should not be involved. The Board agreed.

Special Projects

Mr. Friedman advised he will have more to report next month on the lighting project.

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Security & Safety

Mrs. Wittlin reported that the community is less active due to the majority of residents have gone north for the season. She reported that she discussed with Mr. Baecht about installing signs along the golf cart paths to remind walkers to remain on the cart paths. This would impact the landscaping. She said the Committee will review the Rules of the Road again and recommend safety rules for pedestrians and bicyclists.

Mrs. Wittlin reported on filling the Security open positions.

Mr. Baecht reported that the Committee will discuss the locations of adding additional speed radars/cameras.

Legal

Mr. Baecht reported that counsel will be sending Notices of Intent to Record Claim of Lien to homeowners who are in violation of the mandatory club membership amendment.

Audit

Mr. Schlifke reported on the new accounting procedure that will affect the presentation of the audit and how the numbers are reported.

Insurance

Mr. Haberman reported that the insurance broker is obtaining preliminary quotes on respective insurance rate increases.

Grievance

Mr. Baecht reported on the Traffic Grievance minutes on June 22, 2021. Mr. Remis reported on how the Committee handles residents who appeal either in person or in writing.

Unfinished Business

Mr. Schlifke explained the purpose of updating the architectural control guidelines packet. It is not the role of the ACC to be the risk manager for the Villages nor for individual homeowners. Those aspects were removed from the packet. Mr. Haberman recommended that for future meetings involving changes to any Committee procedures or paperwork, to ensure the Committee Chair and/or Vice Chairs are included. Mr. Schlifke explained that the proposed revisions to the architectural control materials were the work product of the Legal Committee, staff and outside legal counsel and therefore there was no intent to limit input from the ACC Chair or Vice-Chair or from the Board and further noted that it was to elicit input from all concerned that the proposed packet had been distributed to the Board approximately 2 weeks prior to the meeting. Mr. Haberman then made a motion to table the ACC packet discussion until after the ACC has completed a review of the updated packet and to suggest further edits or changes. The Board unanimously approved the motion.

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Mr. Baecht explained the addition of a rule for contractors to the Rules of the Road. Mr Schlifke made a motion to approve the addition. Mrs. Wittlin seconded the motion. The motion was unanimously approved.

Mr. Schlifke then explained that, in discussions with outside counsel, it was determined that the current Master Association Governing documents do not have a rule that permits the Master Association to handle grievances which are based upon inappropriate behavior. In the past, the Country Club has been asked to handle such grievances. The proposed rule covering inappropriate behavior (first discussed at the previous meeting) enables the Master Association to consider such grievances. The rule applies to residents and Master Association staff. Mr. Schlifke made a motion to approve the rule. Mrs. Wittlin seconded the motion. The motion was unanimously approved. Mr. Schlifke requested that a copy of the approved rule be attached to the minutes.

Mr. Schlifke then explained the terms of a proposed loan to the Master Association by Fifth Third Bank. The primary purpose of the loan is to finance the proposed revamp of the Glades Road entrance to Boca West to and including the guard house and a short distance beyond. He noted that while final plans have not yet been approved by the Board and that the front entrance project would ultimately require approval by the Members of the Master Association, given the current rising interest rate environment and predictions that interest rates will continue to rise for the foreseeable future, he, Brad and Al Rothaus have been working with Fifth Third on terms for a loan of up to \$6,000,000, proceeds which would be used to finance the projected cost of the front entrance project. Prior to the meeting, each Board member had been provided with a draft of the proposed term sheet for review and comment. Under the proposed term sheet, the loan facility would include an interest only draw period through June 30, 2023 at which time the loan would convert to an amortizing term loan maturing July 1, 2032. The Master Association will have the right, exercisable not later than 30 days prior to signing loan documents, to amortize the loan over 15 years with a balloon payment due at the end of 9 years or to fully amortize the loan over 9 years. Through an interest rate swap feature, the rate of interest for the loan, based upon a variable rate of prime minus 90 basis points payable during the interest only period of the loan, would be fixed for the remaining 9-year term of the loan at roughly 5%, depending on when loan documents are signed and what amortization period is ultimately selected. The loan would be collateralized by a pledge of future assessments. The Board then discussed the terms of the loan. Following such discussion, on motion made by Mr. Schlifke, seconded by Mr. Haberman and unanimously adopted, the Board approved the loan from Fifth Third Bank and authorized signing of the term sheet presented by Fifth Third Bank.

New Business

Mr. Haberman made a motion for Mr. Remis to fill the current vacancy on the Board. Mr. Schlifke seconded the motion. After discussion, by vote of three Yays and three Nays, with Directors Schlifke, Haberman, and Rothaus voting Yay and Directors Wittlin, Friedman and Fogelman voting Nay, the motion did not carry.

Good and Welfare

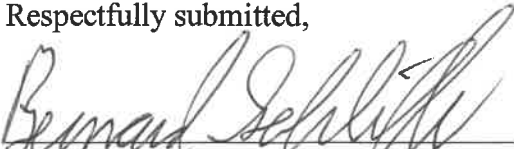
Mr. Greenfield addressed the Board and made several comments.

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With no further business to discuss the meeting adjourned at 4:08 P.M.

Date of next meeting = Wednesday, July 28, 2021 at 2:00 PM; Fazio Room

Respectfully submitted,


Bernard Schlifke, President BWMA


Mark Haberman, Secretary, BWMA

8/30/2021
Date

SAMPLE LANGUAGE FOR RULE PROHIBITING UNLAWFUL/IMPROPER/IMMORAL BEHAVIOR

No immoral, improper, offensive or unlawful conduct or activity shall be carried on within the Boca West Community, nor shall anything be done therein or thereon which may be an annoyance to the Boca West Community or other Owners and Residents. No nuisance shall be permitted within Boca West Community nor shall any use or practice be permitted which is a source of annoyance to the Owners or interferes with the peaceful use and possession thereof by the Owners. Nothing shall be done or maintained in any Lot or Unit, upon the Boca West Common Areas, or upon the common areas or common elements of any Member Village Association which will be in violation of any law, ordinance, statute, regulation, or rule of any governmental authority having jurisdiction over the Boca West Community or portion thereof or in violation of any provision of the Declaration or Bylaws of the Boca West Community, as they may be amended from time to time, or in violation of this or any subsequent rules and regulations which may be promulgated by the Board of Directors of the Master Association from time to time, as elsewhere provided herein. The determination of what constitutes a nuisance or immoral, improper, offensive, or unlawful conduct or activity pursuant to this Rule shall be made in the sole and absolute discretion of the Board of Directors from time to time.