

LAKE HOLIDAY COUNTRY CLUB

Minutes of Board of Directors Regular Meeting

Date/Time/Place: 22 Mar, 2022; 6:30 pm, Club House Great Room

Directors in Attendance: Elizabeth Hair, Betka Hardgrave, Pat Majewski, Cathy Melcher, Darrell Melcher, Ed Noble, Jon Reedy and Bill Quirk.

Directors participating through technology: Mary Lewia and Stephanie Ryan

Directors absent: Robert Adams (resigned)

Invited Attendance: Mike Goodwin, General Manager

Note: ZOOM software was used; Judy Schumer and John Stover provided technical support.

TOPIC:	DISCUSSION:
Agenda Approval	<p>Motion: Director Majewski motioned to approve agenda as-is. Action: 10-0 in favor (unanimous). Motion carried.</p>
Open Forum	<ul style="list-style-type: none"> - Ms. Brittany Barrow spoke on not being able to rent the clubhouse as a renter and asked that rule be changed. - Mr. John Royo requested the Community allow the Shentel company to operate within Community grounds. Mr. Mike Goodwin (GM) stated he had contacted the company but they haven't pursued due to the pandemic. Mr. Royo offered to further pursue on behalf of the community and work with the GM. - Mr. Tony Tokach spoke on 3 issues: <ol style="list-style-type: none"> 1. Not closing the dog park to re-grass, it would be waste of time and money. 2. Requested pavilion be placed inside the dog park versus outside as it would get more use. 3. Extend the gravel inside the dog park entrance by a couple of feet to alleviate the extremely muddy area when wet. - Mr. James Bailous questioned if renters can utilize all other community areas, then why can't they rent the Clubhouse. Discussion ensued concerning being liable for damages and recovering those costs. -Ms. Erin Holl and Mr. Mike Faison spoke on behalf of Brittany Barrow and being able to rent the Clubhouse. In addition, Erin Holl also asked if something could be done abouts lots that are unsightly. Director Majewski informed her each section could work on re-writing their Deed of Dedication to cover those issues.
Tab 1 – Approval of previous BOD meeting minutes (Director Hair)	<p>Motion: Approve 22 Feb 2022 Board minutes. Action: 10-0 in favor (unanimous). Motion carried.</p>
Tab 2 – President's Report (Director Majewski)	<ul style="list-style-type: none"> • Board Director Robert Adams has resigned. The Board elected to leave the position vacant since the Board will be reducing positions to nine (9) in 2023. • The Board agreed to engage the Purple Cow for the snack shop.

	<ul style="list-style-type: none"> • Security services provide security for Association common areas only. During off season, only one person is at the gate and is not authorized to leave the gate for any reason. The roving patrol hours vary on a daily basis and covers security for common areas and issuing citations. After Memorial Day, a walking patrol will cover the clubhouse, beach area and lake. • The property address database has not been updated in several years, is not used for any Office use, is difficult to update and will be removed from the website. • The Administrative Office has created an official Lake Holiday Facebook page. The Office / Directors can post outgoing entries only, to keep membership informed. • Updates to the dog park continue: pebbles will be added inside, near the gate to mitigate mud; aeration, fertilizer and re-seeding of the rest of the park will occur in the spring and fall; and installation of two pavilions for shade. Since the existing roof to the old pavilion is damaged, it would be less expensive to purchase two (2) new pavilions and install than to repair and install the old one. <p>New Motion: Amend the previous motion concerning the Dog Park pavilion by increasing the Not to Exceed cost to \$7500 and purchase two (2) new pavilions vice re-using / installing the existing damaged pavilion.</p> <p>Action: In favor: 9 (Hair, Hardgrave, Lewia, Majewski, C Melcher, D. Melcher, Noble, Reedy, and Quirk) Opposed: 1 (Ryan) New Motion carried.</p> <ul style="list-style-type: none"> • In accordance with Frederick County, ATVs are not permitted on common areas in Lake Holiday (which includes roads). • Director Majewski shared information on abstaining from a vote. (Attached)
<p>Tab 3 – General Manager’s Report (Mike Goodwin)</p>	<ul style="list-style-type: none"> • Tar and Chip RFP A Request for Proposal (RFP) for the treatment of approximately one third of the asphalt roads within Lake Holiday during 2022 was provided. The proposed list of streets includes the primary corridors into the community (West Masters, Masters, Colonial, Country Club, and Lake Holiday Rd). • Marina Paths Work on the reconfigured marina pathways will resume. • Redland Road Fence Work has resumed on finishing the new and rehabilitated sections of fence along Redland Road • Radar Speed Camera Ordered. Delivery should be in approximately 6 weeks. • Front Gate Barrier Controllers Some parts for the new front gate barriers remain on order and expected to arrive soon. <p>Questions from the Board:</p> <ul style="list-style-type: none"> • Allied Security Services The GM, President and Vice President have been communicating with the Security Contractor in relation to lapse in and poor service. The company is working to improve services. • Beach II work should start up again in a couple of weeks.

Tab 4 – Treasurer’s Report (Director Noble)	<ul style="list-style-type: none"> LH financial health is in good shape. Per Virginia law, LH is required to conduct a survey of the Replacement Reserve every five (5) years. Reserve Advisors have been hired to conduct this year’s audit and should be here by May.
Tab 5 – Committee Reports	<ul style="list-style-type: none"> Re: Compliance Committee minutes, Director Reedy inquired about repeat offenders / speeders, and what is being done. The Board has re-established the working group to take a look at tracking repeat offenders and propose a course of action.
Tab 6 – Communications Committee Dissolution (Director Lewia)	<p>Issue: The Communications Committee has decided to stand down with Board approval. (Responsibilities have been consumed by the new position and projects tracked by MPC.)</p> <p>Recommendation / Motion: Approve the dissolution of the Communication Committee.</p> <p>Action: 10-0 in favor (unanimous). Motion carried.</p>
Tab 7 – Change to PRP 2, Common Area Use/Camping (Director C Melcher)	<p>Issue: Priority for camping site reservations have been shared verbally, but not in writing.</p> <p>Recommendation: Add in writing the reservation policy to PRP 2, to reflect what has been shared verbally in the past.</p> <p>Motion 1: Move to approve the addition to Section C, #2 as written, “Lot owners without homes may reserve a campsite up to five months in advance. Lot owners with homes may reserve a campsite up to three months in advance if a spot is available.”</p> <p>Action: 10-0 in favor (unanimous). Motion 1 carried.</p> <p>The Board discussed ATVs and requested clarification in the PRP.</p> <p>Motion 2: Add to Section A, Common Area Rules – New paragraph, “13. No ATVs or dirt bikes / motorcycles not licensed for street use are allowed on any common area within LHCC.”</p> <p>Action: 10-0 in favor (unanimous). Motion 2 carried.</p>
Tab 8 – 2022 Survey RFP and Budget (Director Hardgrave)	<p>Issue: Lake Holiday must complete a survey of its membership every 5 years (2022).</p> <p>Recommendation / Motion: Approve the release of the RFP and allocate a Not to Exceed \$7,000 budget to cover the cost of contracted services to conduct the survey.</p> <p>Action: 10-0 in favor (unanimous). Motion carried.</p>
Tab 9 – Informational: Activities Committee 50th Anniversary of LH (Director Majewski Presented by Dorothy Long)	<p>The Activities Committee was tasked with creating events for Lake Holiday’s 50th anniversary. The events planned are as follows:</p> <p>Food trucks Friday and Saturday</p> <p>Friday 5/20 8PM – Midnight – Kick off party for adults DJ</p> <ul style="list-style-type: none"> - dancing - photo booth - trivia contest - appetizers - BYOB <p>Saturday 5/21 all day</p> <ul style="list-style-type: none"> - 5K (in a.m.) - Country fair type competitions at Country Club Park - History Pavilion at the Clubhouse - Photo contest - Poster contest – kids

	<ul style="list-style-type: none"> - Scavenger hunt / road rally Sunday 5/22 Community BBQ - Main dish provided by Lake Holiday Activities Committee - Potluck side dishes - Music - Prizes awarded for events of the weekend
Tab 10 – Update to PRP 12, Committees (Director Majewski)	<p>Issue: PRP 12 needs an entire rewrite, per the Board PRP Review Task Group.</p> <p>Recommendation / Motion: Approve the rewrite of PRP 12, Committees, Subcommittees, Working and Task Groups. (Tabled)</p> <p>New Motion 1: Director Ryan requested this Tab be tabled until the next Board meeting so the Committee Chairs may review and provide comment.</p> <p>Action: In favor: 7 (Hardgrave, Lewia, D. Melcher, Noble, Reedy, Ryan, and Quirk) Opposed: 3 (Hair, Majewski, C. Melcher) New Motion 1 carried.</p> <p>New Motion 2: Director Hair moved that all Chairs and Liaisons review and provide comments on PRP 12 to the Board Secretary by 5 Apr 2022.</p> <p>Action: In favor: 9 (Hair, Hardgrave, Lewia, Majewski, C Melcher, D. Melcher, Noble, Reedy, and Quirk) Abstained: 1 (Ryan) New Motion 2 carried.</p>
Tab 11 – Informational: Open Board Position (Director Majewski)	<p>Discuss rules for filling open Board positions and decide whether to fill the vacated position by Robert Adams.</p> <p>Motion: Director Noble moved to leave the Board position vacant.</p> <p>Action: In favor: 7 (Hair, Hardgrave, Lewia, Majewski, D. Melcher, Noble, and Quirk) Opposed: 3 (C Melcher, Ryan, and Reedy) Motion carried.</p>
Executive Session	<p>Director Majewski moved to enter Executive Session for review of proposal and potential award of the snack shop contract.</p> <p>Director Hair moved to exit Executive Session to vote on the snack shop contract.</p> <p>Motion: Director D Melcher moved to have the GM negotiate a contract with the proprietor of the Purple Cow. Three different fee categories were voted on with a refundable security deposit and approved by the Board.</p> <p>Action: 10-0 in favor (unanimous). Motion carried.</p>
Announcements / Adjournment	<ul style="list-style-type: none"> • The next Regular Board Meeting will be 26 Apr 2022, at 6:30 p.m. in the Clubhouse Great Room. • Directors Pat Majewski and Cathy Melcher will conduct a Committee Chair/Liaison Orientation Meeting set for 20 Apr 22 at 5:30 in the Clubhouse. <p>Meeting adjourned at approximately 9:45 pm.</p>

Respectfully Submitted, Elizabeth Hair, Board Secretary

When Should You Abstain?

When it is wise to abstain from a vote? Abstentions are often perceived to be a cop out when there is a difficult issue to vote on. The abstention is political, fear that a faction of the homeowners will be against them if they vote. Fiduciary duty requires a director to take part in the decision-making process. It's ok to vote yes or no on an issue; that is a healthy board. Everybody shouldn't be voting in unison all the time.

Some states have made laws governing abstentions. The law in a nutshell says board directors are permitted to abstain only when there's a conflict of interest. The law considers abstentions invalid otherwise. The director needs to consider if they can participate in the decision-making process without regard to self interest. Do they have a potential monetary or relationship issue that makes them think, 'Am I going to be an objective fact-finder? Or will my personal interest direct how I vote?'

The director may feel they need to abstain because they have just come on the board and there's a complex problem to be voted on. They do not have a knowledge base on the issue. However, being on the board means you have a responsibility to be educated on issues before the meetings. Talk to other board members, the general manager and staff. If the director stills feels they don't know enough yet about an issue, ask that it be tabled until the next meeting.

The board is elected to make difficult decisions that aren't personal decisions but are in the best interest of the community. Abstaining if a decision is difficult or unpopular – you can't operate that way. It looks bad to the whole community.

Excerpts of an article written by attorneys in hoaleader.com