

**BEACH VILLA OWNERS' ASSOCIATION**  
**(draft) MINUTES OF THE ANNUAL SHAREHOLDERS' MEETING**  
**MARCH 13, 2021**

**1. Call to Order**

Before officially calling the meeting to order, President Bill McLean stated that any shareholder who had provided a proxy and who wanted to rescind that proxy should do so now, as once the meeting was formally called to order a proxy could not be rescinded. No members responded. The meeting was called to order by President Bill McLean, hereinafter referred to as "the chair," at 11:13 AM via a recorded Zoom on-line meeting. He welcomed all to the 48<sup>th</sup> Annual Shareholders' Meeting.

**2. Introductions**

There were no guests at the meeting.

**3. Review of Meeting Handout and Meeting Process**

The chair advised that meeting materials were sent to all homeowners by email, including the minutes of last year's annual meeting, the 2020 Audit, 2020 budget recap, 2021 budget, a dues document, minutes of all 2020 BOD meetings, a list of electronic votes taken by the Board in 2020, minutes of the Extraordinary Meeting of January 2021, and notice of holiday use restrictions. He emphasized that for those planning to sell a Villa, note that our deed language requires sellers to inform any potential purchaser about the binding rules, regulations and restrictions of the BVOA, specifically to include the holiday use restriction.

**4. Ascertain Meeting Quorum**

46 villas were represented in person on the Zoom meeting, with an additional 51 villas represented via proxy. There were 107.25 shares (78%) represented in person and via proxy of the total of 138 shares. A quorum, requiring the presence of a minimum of 10 shares, was declared by the chair. (Note that not all persons remained for the duration of the meeting.)

**5. Report of the Nominating Committee**

The chair began the report of The Nominating Committee report when Susan Goodall raised a Point of Order, requesting that the vote on the slates of officers be moved to after the Building

Advisory Committee Report. The chair noted that it was his prerogative to set the agenda, that the revised agenda had been sent out in advance of the meeting and that he would maintain the order of the printed agenda. Carolyn Mackenzie raised the same Point of Order. The chair noted that a point of order is not debatable, not amendable and that it is decided solely by the chair and that the chair was maintaining the published agenda order.

The chair then proceeded to summarize the report of the Nominating Committee, indicating that three board seats are open, with Diane Marquis Monaghan and Glen Russell having completed 2 consecutive 3-year terms, and Steve Wainwright completed the last year of Terry Fletcher's second term. 6 persons expressed interest in serving on the board, with the Nominating Committee selecting Susan Slaff, Allen Butts and Steve Wainwright to be placed in nomination, each for a first 3-year term expiring in 2024. Those currently on the board, completing terms to which they were duly elected, are as follows:

- Bill McLean – 1 year remaining in his first term ending in 2022
- Derek Russell-Murray – 2 years remaining in his first term ending in 2023
- Bill Chew – 2 years remaining in his first term ending in 2023
- Doug young – 1 year remaining in Mike Everett's first term ending in 2022

At mid-week, the Board received an email from Vic Pfeiffer and signed by 14 others, including Patricia Pfeiffer, Steve Pfeiffer, Susan (Pfeiffer) Lane, David Baird, Foster Tenant, Susan Goodall, Susan Bodell, Robert Bodell, Michael Balch, Nanci Stone, Thomas Rock, Claudio Petrucci, Freda Russell, and Mary Ann Huggins that presents an alternative slate of directors that removes Bill Chew and Doug Young as directors without cause and replaces them with Carolyn Mackenzie and Barbara Cirignano, both of whom submitted their names for consideration of the Nominating Committee but were not selected. This alternative slate is as follows:

- Bill McLean – 1 year remaining in his first term ending in 2022
- Derek Russell Murray – 2 years remaining in his first term ending in 2023
- Susan Slaff – 3-year first term ending in 2024
- Allen Butts –3-year first term ending in 2024
- Steve Wainwright – 3-year first term ending in 2024
- Carolyn Mackenzie –\*
- Barbara Cirignano – \*

\* It was not clear in the presentation of the alternative slate which proposed candidate would complete the Chew or Young terms.

The chair noted that neither Bill Chew or Doug Young had resigned their board positions and that this alternative slate required their involuntary removal from the board.

The chair then explained that the presentation of the alternative slate, absent the names of Bill Chew and Doug Young, was faulty at its foundation, but that in the interest of settling the issue of board make-up, the chair would entertain a motion that “the competing slates be put to a vote, with the slate resulting from the Nominating Committee recommendations to be called “Slate A” and the slate submitted by Pfeiffer, Baird et al called “Slate B.”

That motion was made by Steve Wainwright and seconded by Diane Marquis Monaghan.

In discussion on the motion, Michael Balch asked if it was possible to add 2 more board members for a total of 9. The chair responded that, while the Board favored the idea, a change to more than 7 board members requires an affirmative vote of all 138 shares. Vic Pfeiffer then summarized his slate B proposal. David Baird raised a possible term limit issue regarding Doug Young. The chair stated that the Board has followed well established procedures in filling vacancies created by resignations of Board members prior to the expiration of their terms.

David Baird also raised a question about tarping and expensing vs depreciating assets with the chair indicating that those topics would be more appropriately addressed during the financial review. Michael Balch asked if it was possible to have non-voting board members, with the chair responding that there are several possibilities for expanding input to the Board, adding that there are established procedures for removing Board members and that attempting to do so without following those procedures would set a very bad precedent. The chair stated that if the alternative slate was elected, he would not serve as a Director. Board member Derek Russell-Murray declared the same. Nominee Steve Wainwright had previously indicated that he would not serve on the alternative slate.

Richard Bird then “called the question” in order to close debate and move to a vote. Seconded by Steve Wainwright. Technical difficulties were had in the process of posting a ballot on closing debate. Richard Bird withdrew his motion and the second was also withdrawn. The 6 persons who had expressed an interest in serving on the board introduced themselves. When finished, the chair declared the question ready to be voted, instructing shareholders that they had to choose one slate or the other, with Slate A delineating the Board as defined by the recommendations of the Nominating Committee and Slate B delineating the Board as proposed by Pfeiffer, Baird et al.

The results of the poll vote: 86.75 shares (81%) in favor of Slate A and 20.5 shares (19%) in favor of Slate B. Slate A was elected.

## **6. Authorization for the Board of Directors to nominate, approve and elect officers**

The chair asked for a motion that the board of Directors be authorized to nominate, approve and elect officers for the coming year. Moved by Derek Russell Murray, seconded by Susie Chew. Approved via voice vote.

## **7. Minutes of the Annual General Meeting of March 3, 2020**

The chair noted that the minutes had previously been distributed to all owners via email and that copies were available at this meeting. On a motion by Steve Wainwright, seconded by Diane Marquis Monaghan, the minutes of the Annual General Meeting of March 3, 2020 were approved as presented via voice vote.

## **8. Minutes of the Extraordinary General Meeting of January 9, 2021**

The chair noted that the minutes had previously been distributed to all owners via email. On a motion by Susie Chew, seconded by Susan Goodall, the minutes of the Extraordinary General Meeting of January 9, 2021 were approved as presented via voice vote.

## **9. Treasurer's Report**

Treasurer, Diane Marquis Monaghan, presented a brief review of the 2020 auditor's report, previously distributed via email. Diane thanked and commended Selisha Thompson, General Manager for doing an outstanding job in organizing the financial records for the audit. David Baird stated that he had undertaken a close review of the 2019 and 2020 financials and found them to be in good order. He stated that he had reviewed charges made by Todd Thompson for rebuilding the office/laundry, streetlights and other work and believed them to be reasonable. David Baird noted that the BVOA had made a profit from tarping and cleaning of villas right after Dorian and that the Board should have acted to possibly refund or formally allocate funds. The chair commented that all funds associated with the project were utilized on projects associated with hurricane recovery. Finally, Baird questioned whether purchases such as the new \$30,000 landscaping truck should be expensed or depreciated. The chair responded that our current expensing of such items was at the recommendation of both the current auditor and prior audit committee members.

The Treasurer and Chair both commented on the 2021 budget including \$30,000 to increase our capital reserves as well as \$20,000 to establish a new reserve to cover employee retirement obligations. The 2021 dues are remaining at 2019/2020 level of \$4,000 for the 1st share.

### **9a. Approval of Auditor's Report**

On a motion by Paula Morley, seconded by Susie Chew, the 2019 Auditor's report was approved as presented via voice vote.

### **9b. Approval of the 2021 Budget**

On a motion by Paula Morley, seconded by Derek Russell Murray, the 2021 budget was approved as presented via voice vote.

### **10. Appointment of Legal Counsel**

On a motion by Diane Marquis Monaghan, seconded by Steve Pfeiffer, the Board of Directors was authorized via voice vote to appoint legal counsel of its choice for the coming year.

### **11. Appointment of Auditor**

On a motion by Diane Marquis Monaghan, seconded by Derek Russell-Murray, the Board of Directors was authorized via voice vote to appoint an auditor of its choice for the coming year.

### **12. Ratification, approval and confirmation of acts of the Directors and Officers**

On a motion by Susie Chew, seconded by Sharon McCann, the meeting ratified, approved and confirmed the acts of the Directors and Officers over the past year via poll vote. A number of shareholders asked why this was necessary and felt the measure too broad. The chair noted that the annual meeting has had this as an agenda item since its beginning and that it had never failed to pass. With 105.5 shares voted, the motion was approved with 77 shares (73%) in favor and 28.5 shares (27%) opposed.

### **13. Building Regulations Advisory Committee Initial Report**

The chair noted that the Building Regulations Advisory Committee chair, Russell Dutoit, has been ill and was not available to provide a report on behalf of the Committee. Committee members Leon Patricios (Villa 508) and Michael McCann (Villa 591) spoke on behalf of the committee, stating that the purpose of the committee is to clarify and streamline the rules and communications. It was stated that, in general, the current regulations are well written and not

confusing and that it is recommended that they be more accessible as a tab on the BVOA website. It was also noted that the committee has been looking into ideas for storm water control.

Vic Pfeiffer asked if the committee was considering amending or adding new regulations. Mike McCann stated that was not part of their defined scope of work. Neither was adding more members to the Building Committee. John Monahan, Building Committee Chair, said that he seeks Board approval on any unusual permit requests. He is open to having more people on the Building Committee. The chair agreed that the Board is open to having more volunteers to help John. A question about the committee looking into reducing the impact of hurricanes was raised. Other than looking at drainage options, hurricane preparedness is not a part of the committee's charge.

John Monaghan commented that real code-making and compliance rests with the Bahamian government in Cooperstown. He said that he is looking into making building permit applications viewable online. He also clarified that building plans for the proposed raised buildings have and will be made available to members of the advisory committee.

Barbara Cirignano asked if Claudio's Petrucci's report on Dorian could be sent out to all members. The chair responded that that report had not been requested by the Board nor the advisory committee. He thanked Claudio for his work but stated that he had not had time to read the report. At least 3 owners who are PE's (Professional Engineers) commented that they felt the report was flawed, demonstrated bias and was not useful for decision making

#### **14. President's Report**

In consideration of the length of the meeting, the chair indicated that the President's Report would be distributed via email and made a part of these minutes. (see attached)

#### **15. Questions from the Owners**

Stan Salett asked about the buyer of Treasure Cay, Ltd. concerns about a casino. The chair responded that there is a purchase agreement on the property and that it is likely another 4-6 months before the buyer's due diligence period is over and that there is no first-hand knowledge of what the reported buyer, Mr. Kovats, intends to do with the property.

Foster Tenant asked about the status of sewer and garbage pick-up. The chair reported that there is a group working on sewer that includes the association presidents and key home owners in TC, that contacts have been made with key government officials and that, to date, there has been no positive response from government. Sewage disposal may be the Achilles heel of

ongoing reconstruction, as folks won't come to TC if they don't have adequate sanitation. There is no active garbage pick-up in the BVOA at this time. Garbage is put onto the landscape truck and delivered to the dump. The alternative of having a dumpster has been considered and is a possible option.

Carolyn Mackenzie asked if it was possible for shareholders to at least be able to observe Board meetings and made a motion that shareholders be able to observe Board meetings. This was seconded by Foster Tennant. The motion was passed on a voice vote.

## **17. Adjournment**

There being no other business to come before the meeting, on a motion by Stan Salett, seconded by Joni Manz, the body voted to adjourn the meeting at 1:47 pm.

Respectfully Submitted,

Doug Young  
Secretary

## President's Report

Typically, our agenda would call for committee reports at this time, updating us on the pool, landscaping, equipment management, fire protection, social events, etc. Our reality at this stage of our recovery from Dorian, however, has relatively few of us here and all sorts of challenges to our normal routines of upkeep and maintenance. However, I can report that our replacement pool heaters are now installed and working, with a new LP gas tank and piping; that the pool has been resurfaced, leaking circulating pipes fixed, our use of chlorine for balancing the Ph of the water replaced with a much healthier salt water chlorination system, all of the piping in the pool pumphouse replaced, and the electrical system around the pool repaired and replaced. Replacing our solar heaters is still in the future.

Now that we have power back, we have been working on repairing our irrigation systems along the three roads, which will allow us to replant grass, place some sod, and replace some of the decorative trees and shrubs destroyed by the storm. The stone walls in the area of the pool and the walkway out to the beach have undergone major repairs and rebuilding, now almost complete.

We have numerous repairs to be made to our roads, parking lots, and sidewalks because of work done by water & sewer as they replace some of our water lines to villas, as well as the power company trucks driving over sidewalks to get to power poles.

This is an appropriate time for me to thank the board members, who would typically be making these reports to you, for their unwavering commitment to the betterment of this community that we all love so much. Two of our board members are completing 6 years of service, our Treasurer, Diane Marquis Monaghan, and Glenn Russell, who worked with our landscape crew on equipment maintenance and repairs. Special thanks to both.

And to our other board members, veterans Doug Young and Bill Chew, and newcomers Derek Russell-Murray and Steve Wainwright, all of whom are working very hard on your behalf, a sincere thank you for your service.

2020 was devoted to the rebuilding of all that was lost to Hurricane Dorian, for us as an association in getting our facilities back in working order, and in support of our owners, including those who elected to sell, those who stayed, and those who had the courage to purchase a Beach Villa. The damage was beyond comprehension, as was the energy and devotion to the rebuild. To say that we've come a long way in this year of 2020 is a gross understatement. The visuals speak for themselves, from the aerial footage shortly after the storm to the footage and photos and what our own eyes now capture. The Beach Villas survived better than most structures and the Beach Villa Owners' Association not only survived, but quickly came to be recognized as the leader among the HOAs in the rebuild. There have been some significant challenges to your Board's leadership, but the overwhelming majority of our owners continue to show their



appreciation for all that has been accomplished. For an all-volunteer board that appreciation is sufficient. The work continues.

William J. McLean, III  
President