

SOUTH BAY COMMUNITY ASSOCIATION  
BOARD OF DIRECTORS MEETING  
February 12, 2026 9:30am  
Draft Minutes

1. Call to Order  
The meeting was called to order at 9:31 am.
2. Determination of Quorum  
Quorum was present to start the meeting with all Board members in attendance: Carolyn O'Keeffe, Christine Spagle, Faye Beuby, Owen Dennison, Donna Colosky, and John Cacho, present. There were approximately twelve SBCA members in attendance along with the SBCA's General Manager, Mark Torres.
3. Approval of Agenda  
Members in attendance and the Board were provided with the opportunity to suggest changes or additions to the agenda. No recommendations or comments were received by the Members in attendance. *(There was a member that inquired about adding a discussion topic of crosswalks, specifically proposed at the entrance of Timberton crossing Paradise Bay Road. The request was rescinded from being added to the Agenda under New business or Member Comment Period, because the member was not going to stay that long.)* Motion to approve the agenda. **Approved 6/0.**
4. Approval of meeting minutes for January 8, 2026, Motion to approve. **Approved 6/0.**
5. President's remarks – Carolyn O'Keeffe
  - a. Pres. O'Keeffe disclosed a need to be temporarily excused from the meeting at 10:12am to attend a scheduled conference call. VP Spagle would take over her role leading the meeting until she returned.
  - b. Pres. O'Keeffe commented on the success of the Pancake Breakfast fundraiser for Center Valley Animal Rescue.
  - c. Pres. O'Keeffe announced that sales of new homes have picked up in OT II Phase II since the builder, Richmond American homes dropped the listing prices by at least \$100K. To date she was aware of at least four homes that were nearing escrow close.
  - d. PLVC matters. Pres. O'Keeffe summarized discussion points at the last PLVC meeting. The following items were acknowledged:
    - i. A cell tower being proposed for the Mats Mats area drew a very large crowd. The length of discussion warranted scheduling a special meeting to specifically address the topic for the Port Ludlow area residents. There is another meeting scheduled for February 24<sup>th</sup>.
    - ii. The PLVC event known as the "Port Ludlow Community Opportunity Fair" will be changing its name to "Port Ludlow Connects". The event is scheduled for August 28<sup>th</sup> this year. It will be held at the Bay Club.

6. Manager's report – Mark Torres Club Operations
  - i. General Manager Torres reported on a number of matters.
    1. The General Manager addressed the member that inquired about crosswalks and provided a quick summary of efforts in the past that were made to consider crosswalks and reasons for failure to adopt/implement.
    2. HR items: the GM advised the Board that he is going to start recruitment for a relief custodial position. Staffing levels are minimal at this time.
    3. The GM reported on the Pancake Breakfast fundraiser for Center Valley Animal Rescue. Attendance was above average at over 70 ppl. The net proceeds to the charity were \$600. The GM announced that the Members Lounge service had resumed, and that attendance was a little better than when service was put on hiatus in late November.
    4. Club Projects were discussed:
      - a. GM workstation is the last item to be completed for the IT project to be fully complete.
      - b. The malfunctioning treadmill in cardio area was repaired and placed back into service.
      - c. The weight room upgrade project is nearing completion. There are a few small items left to be addressed and will be identified/acknowledged during committee reports.
      - d. Bay Club sidewalks are being prepared for repair/replacement. Scheduling was noted as challenging, since activity levels will make egress difficult since sidewalks will be inaccessible during construction/repair. The GM will send a email to Members next week to clarify access, restrictions and location of work.
    5. The GM reported that SBCA's legal counsel has submitted another change to what is now expected to be a final version of the update to SBCA's Bylaws. A copy of the working draft was forwarded to all of the Board to review for final edits in advance of presenting to the SBCA Members in July for adoption.
    6. The SBCA's legal counsel has submitted another change to what is now expected to be a final version of Enforcement & Collections policy. The newest version will be uploaded to the SBCA website, and a copy will be provided to all SBCA members with the April assessment notices, based on the SBCA member's delivery preference (electronically or hard copy). The GM also announced that due to the new laws governing how HOA delinquency is legally required to be handled, SBCA assessment reminder invoices will be sent out two weeks in advance of the quarterly due date (1<sup>st</sup> day of the quarter). The early distribution will allow SCBA Members to have at least 30 days to pay the assessment

before receiving a (required) formal first notice of delinquency from the SBCA.

7. The intention to transition website maintenance duties is ongoing – and the SBCA has found a local service provider in Port Townsend to work with. The website designer has worked with other local organizations like LMC and PLPA. The GM will be discussing scope of website changes for the SBCA within two weeks and report back to the Board and Communications/LRP committee.
8. The General Manager advised the Board that the total population of Associate Members was now at its limit of 50. The suggestion was made to make any consideration of increasing the Associate Membership population, if at or over 50, to be by SBCA Board action exclusively. If the population dipped below 50 through natural attrition (membership cancelations) then the General Manager could resume authority to approve without a Board decision/approval. The Board did not have any objections to this approach. As of the date of Board meeting on 2/12/2026 the Staff of the Bay Club will be directed to modify their response to Associate Membership inquiries by disclosing that SBCA Associate Membership is still possible but not guaranteed and will be considered by the Board on a case-by-case basis if current population remains at 50 or above. The General Manager will send out an alert to advise local realtors and developers.
  - a. As a related matter, the General Manager presented a request for the Board to consider. A resident from LPV I area that is not part of the SBCA requested that the Board consider allowing for one of the following: waiver of initiation fee, reduction in total cost of the initiation fee, and or allow for the initiation fee if not waived or reduced to be paid in installments. The Board position remained consistent with past practice of viewing terms of Associate membership as “non-negotiable. There was no Board consideration to accommodate any of the requests made by the resident.
9. The General Manager advised the Board that a request had been received from a representative from PLVC, specifically the organizer of this year’s “Port Ludlow Connects” event. The request was to have the SBCA Board verify what SBCA’s sponsorship will be this year. The proposal to the SBCA Board is to consider having the SBCA provide all that it has in the past, but at no cost to the PLVC, and in return, there would be no obligation for the SBCA to share in any other expenses realized by the event. Those additional expenses would be shared by all other sponsors.  
*Motion to agree to the proposal allowing for SBCA hosting of the*

event along with the required associated staff time, supplies and staff services as coordinating and authorized by the General Manager at no expense to the PLVC for the “Port Ludlow Connects” event in exchange for waiving the obligation for the SBCA to contribute to other event expenses. **Approved 6/0.**

7. Treasurer's Report – John Cacho

- a. Fiscal year is at its 7<sup>th</sup> month. Financially SBCA is in good shape.
  - i. YTD income is up; expenses are down; there is a current net surplus (approx. \$90K). YTD surplus drivers are related to increased income over forecast from (new) Associate Members, delinquent assessment collections along with associated fees and finance charges, and pre-paid assessments. For expenses, expenses are less than planned - mainly due to timing issues with Repair & Maintenance expenses, and a significant reduction in payroll expense associated with ongoing staffing shortage. The extended forecast for year-end is a surplus, albeit a lesser amount than currently realized.
- b. John also stated that SBCA's current Reserve Fund contributions are a little over \$100K . \$3,100 was spent last month on the Reserve Project associated with Bay Club wastewater lines plumbing inspection. Additional Reserve expenditures are coming soon associated with sidewalk repair, new lockers, and landscape refurbishment.

8. Board Communication

- a. Complaint. A complaint was received from the Timberton Village HOA regarding a resident's alleged failure to comply with SBCA Design Standards associated with requirements listed in SCBA MD 4.2.2, 4.2.5, 4.2.6, and 4.2.9 among others. The Board visited the site and established that the complaint's claims of noncompliance were valid. The General Manager was instructed to send a notice of warning to the residents and allow for 30 days to resolve before sending a notice of noncompliance and penalty for failure to resolve rules infractions if not resolved by deadline. Motion for the SBCA General Manager to send a warning as defined by the Board to the residents named in the complaint. **Approved 6/0.**
- b. There was an email message sent to the Board outlining a number of small modifications left to be to complete the weight room enhancement project. The remaining tasks were summarized as follows; relocate TRX, add disinfectant bottle holders in new locations, transition to 2" inch plates and storage for such plates, add new replace the hoist bench with pylo platforms, replace/relocate coat rack, and create new labels on cabinets for storage items. The Board acknowledged these tasks and had no objections to moving forward with the remaining tasks needed to complete the project. The General Manager will work with SBCA members Randy Edwards and Dean Rosenthal to complete the tasks.
- c. Associate Membership Initiation Fee waiver request & the PLVC community event sponsorship request for 2026 were both addressed by the SBCA Board during the General Manage Report period.

- d. At 10:12am Pres. O'Keeffe excused herself from the meeting. VP Spagle took over lead of the meeting transitioning into Committee reports.

## 9. Committee Reports

- a. ARC Committee Report (January meeting): The GM reported for the ARC Committee. There was no regular meeting in January. There was a Special ARC Meeting, to address an emergency hazard tree issue in LPV 1. The application was approved. No other items for the SBCA Board.
- b. Activities – SBCA Member Kare Sargent reported for Activities Chair O'Keeffe.
  - i. The following events were announced; First Nations Presentation on Potlatch on 2/12/2026, the Members Social on Friday 2/13/2026, and the March Pancake Breakfast Fundraiser for the PLVC Trails Committee on March 6,2026.
  - ii. VP Spagle, also added that a suggestion in Activities Committee was made to have the Board consider paying the speaker for the First Nations presentation an honorarium of \$800 and to also consider establishing a restricted gift fund to allow SBCA Members to donate for the exclusive purpose of building a honorarium fund to pay and attract quality (future) speakers. The matter was sent to Finance committee to consider.
- c. Facilities – Director Dennison
  - i. A report on the status of projects discussed at the meeting.
    1. Proposal for future preventative maintenance on the Bay Club's water lines.
    2. A review of the findings of the recent inspections of the Bay Club's wastewater lines.
    3. Update on the concrete repair project.
    4. Update on the locker replacement project. Director Dennison noted there was a request to clarify terms of warranty and locker material, specifically its water-resistant properties before a purchase authorization is given.
    5. Woodshop dust collection enhancement project is nearing completion.
    6. Discussion on the list of remaining items/tasks needed to complete the weight room enhancement project.
- d. Finance Committee
  - i. A donation policy was discussed at the Finance Meeting. The initial presentation was made by the General Manager. The details needed to draft the policy will be worked on by Pres. O'Keeffe and the General Manager. The policy will follow the suggested donations criteria considerations as presented by the general Manager.
  - ii. John announced that the Finance Committee suggests that the SBCA Board consider approving the creation of a restricted gift fund, specifically used for accepting cash donations to pay honorariums to

professional speakers. There was extensive discussion on this topic. Key points of concern were tied to creation of the restricted fund before a general donations policy was drafted and approved. There were additional concerns over how the funds would be held, reported, and/or isolated (within a GAAP accounting context). There was disclosure of funds allocated for this purpose in the existing SBCA operations budget as well. Another suggestion was to expand the restrictive gift funds to more than just one and add another for “social events”. Motion to approve a Restrictive Gift Fund to hold cash donations used exclusively for the purpose of paying honorariums to professional speakers. **Approved 3/2.**

iii. Regarding the First Nations presentation series, there was a suggestion for the SBCA to donate an amount of \$800 to the North Olympic History Center. The funds would be expensed to the SBCA Event Speaker expense line. The General Manager reported that current expenditure YTD was \$0 on a forecast of \$1500 for the year. Motion to contribute a donation of \$800 to the North Olympic History Center. **Approved 5/0.**

e. Health & Fitness – Christine Spagle

i. Christine acknowledged and thanked SBCA Members Randy Edwards and Dean Rosenthal for their leadership and time devoted to the Bay Club weightroom enhancement project. She stated that orientation sessions would be scheduled in the near future to allow SBCA members to see and learn about the new equipment.

ii. It was reported that the new step mill machine was receiving lots of positive feedback. The repair of the treadmill was noted.

iii. A presentation by EJFR is scheduled for February 17. The topic is 1<sup>st</sup> response training and tips.

iv. Active Life Fitness is actively working on resuming wellness presentations at the Bay Club, however no dates have been determined.

v. The locker room replacement project was also discussed and the same concerns over water resistance and warranty were noted.

f. HR – Christine Spagle for Carolyn O’Keeffe

i. HR Committee did not meet.

g. Long-Range Planning – Christine Spagle for Carolyn O’Keeffe

i. New committee members are being briefed on the focus of serving on the Long Range Planning Committee and there are no new member to present to the Board for approval at this time.

h. Motion to approve all committee reports. **Approved 5/0.**

10. Old Business

i. There were no Old Business matters to address.

11. New Business

a. New quarterly assessment distribution schedule.

i. This was already addressed during the period of General Manager reporting.

- b. Pres. O'Keefe returns to meeting at 10:46 am.
  - c. VP Spagle reviewed new templates for Board to adopt related to SBCA Committees.
    - i. Agenda Template
    - ii. Committee Meeting Minutes Format Template
    - iii. Global SBCA Committee Member Tracking (list) form.
    - iv. Motion to adopt Committee Templates as presented. **Approved 6/0.**
12. Member Comments
- a. A SBCA member in attendance made a comment extending appreciation to the Board for sustaining the quality & standards of care of Bay Club; inside and out.
13. Adjourn at approximately 10:48 AM a Motion to adjourn. **Approved 6/0.**

Next SBCA Board Meeting: March 12, 2026, 9:30 AM.

Next SBCA Board workshop: February 19, 2026, 1:00 PM.