

**BAYSHORE BEACH CLUB, INC.
BOARD OF DIRECTORS MEETING**

Saturday, January 16, 2021

1:00 PM via Zoom

In attendance:

Mark Cook, President	Division 1
Michael Bradshaw, Vice President	Division 3
Kathi Lenz, Corp. Sec.	Division 7
Hollis Ferguson, Director	Division 4
Phillip Arnold, Director	Division 5
James Davis, Director	Division 5

Absent:

Bill Nightingale, Director	Division 7
Mark Mugnai, Director	Division 6

It was determined that a quorum was present.

The meeting began at 1:04 PM.

Approval of Minutes

It was asked if there were any changes before accepting the minutes of the November 21, 2020 meeting. No changes were offered.

MSP

Director Bradshaw, and it was seconded by President Cook, to accept the minutes as written. Motion passed unanimously.

**REPORTS
FINANCIALS**

The financial reports for November 2020 were accepted as submitted.

BAYSHORE BEACH CLUB, INC. MONTHLY REPORT TO BOARD

As of December 31, 2020 the Operating fund balance is \$235,590.27 As of December 31, 2020 the Long-Term reserve fund balance is \$369,474.20. Accounts receivable balance as of December 31, 2020 is \$14,337. Late fees and interest have been charged, and additional interest will be charged again in February.

There were 11 property transfers in December and a total of 49 for the year.

Status of the CB Financial market, Mark and Michael are working on the CB Financials.

Legend for Motions

M -Motion	S -Second
P -Passed	F -Failed
W -Withdrawn	A -Amended

PLANNING COMMITTEE (Mary Lou Morris, Co-chair; Tim Brubaker, Co-chair; Norman Fernandes; Robin Adcock; Phillip Arnold)

Committee Co-chair Mary Lou Morris said that the Committee is hoping that the Board had received and reviewed the documents they submitted. Directors Arnold and Mungai contacted the Committee regarding the tree complaint. Mary Lou Morris wished that the Board had reviewed the photos and said they were a little on the blurry side, but the originals are in the office. She brought up that an accusation had been made that the Committee had not followed the policy to encourage members to try to work together first. She then read a portion of a complaint stating that the complainant has a home adjacent to the Cook's property and they have a southern-ocean view, and the Cook's tree is blocking the middle of their view. The complainant stated in the letter that he had spoken to President Cook and that he had agreed to top the tree. After two years it had not been done, so they submitted a formal complaint. Complainant stated they had trimmed trees to protect their neighbor's view and wanted the same courtesy.

Mary Lou Morris stated that in the past cooperation had been successful in restoring the neighbor's view. The Committee would like to tell the Board that what was decided today on this tree complaint will have greatly influenced on how other complaints are dealt with in the future.

The main focus of the Committee is that the aerial photo, which was designated by former HOA attorney, Dennis Bartoli, is the one to be used to establish the original natural trees. They shared that information with the Cooks who said, "no." Their tree is in the photo, but their copy was not readable. The Committee had also given photos of longtime resident, Dorothy Bogomil, which is purported to show the property where the Cook's house was. Marylou Morris stated that there are no trees in that photo. She then questioned why the tree was not in the photo if it is 95 years old did not show up in pictures in 1965, which would have made the tree 55 years old.

The Committee moved on to the arborist report and member letter. Co-Chair Tim Brubaker said there was speculation and that he had contacted the arborist to try and discredit the certified arborist. He wanted to see how a tree was measured. He was told how to take the measurement and concluded that the tree was 55 years. They used a tree with a similar growth rate factor. Tim Brubaker claimed that arborists no longer use that calculation and that the tree would be 52 1/2 years old using the arborists calculations. Director Bradshaw commented that this formula has a plus or minus of 30 years.

Director Lenz added that she had completed her own research on tree aging computations looking at five or six different sites, using measurements taken by Director Ferguson and member Patrick Lenz. She stated that her findings were in line with the arborist's report.

Mary Lou Morris said they had submitted paperwork retrieved from the internet and asked if Directors Bradshaw or Lenz could provide the information and if the Committee were just supposed to take their word for it. Directors Bradshaw and Lenz both offered to provide their research findings.

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Director Lenz asked the Committee if the tree was 55 years old, would not it be an original tree to Bayshore. Director Lenz said that the photos were not definitive. Committee member, Norman Fernandes, interrupted by shouting "That is a lie". Mary Lou Morris stated that she needed to use the definition that was found in the guidelines. Director Lenz had looked at the aerial photos supplied by the Committee and stated that the aerial photos did not show where the Cook's house was supposed to be and asked if the Committee could tell. Mary Lou Morris then stated that if Director Lenz had contacted the Committee, she would have been able to assist her.

Member Deanne Cook commented that the photos had been copied so many times and the lack of ability to produce an exact copy was unavailable. She copied the photos that were sent to her and added that she could not copy the photo and have it come close to being exact. Deanne Cook went to the county to see what they had on file. Their photo was much clearer than what Bayshore was using. She said the photos did not substantiate where people were standing based on latitude/longitude. Her arborist had discussed this with Tim Brubaker and Director Arnold, who both had contacted the arborist directly. She said she did not know this arborist, that she hired a neutral arborist that was licensed and certified in the state of Oregon with the ISA. Based on everything and the original worksheet that Tim Brubaker's information was inaccurate, and that the arborist wanted to call him back. Deanne Cook said she did not have a problem with that but that the arborist did not have time for the numerous phone calls that were continuous.

Deanne Cook also did some research on the age of the tree and what happens when a tree is topped, especially in an area that was weather prone. Topping trees impedes the growth of the root system. Because there are so different opinions on this, she called several arborists and they all agreed that topping trees is something that is no longer encouraged because it damages the root system. In a good faith effort Deanne Cook called all around to find a licensed certified arborist who could get to this in a timely manner. The report and the arborist time were extremely expensive, but that it does prove that the tree is an original tree.

The photos that Deanne Cook were provided were unclear and did not offer direction or location when looking from the south. It was not clear about location which could be misleading. Deanne Cook continued describing her research and had found that it was an original tree. Mary Lou Morris interrupted and said she had not. She asked Deanne Cook if she had a much clearer photo, then did she not share it with the Committee or submitted to the BOD. Deanne Cook said she would submit the photos.

President Cook asked why the Committee did not go look for the picture themselves. He clarified that he did not say his tree was in the photo, but that the photo does not show individual trees. He asked who had given the Committee permission to contact their arborist. He also asked Tim Brubaker if he had contacted the arborist as a Board member. Tim Brubaker said he told the arborist he was not with the board and that the board was the one who would make the decisions. President Cook asked Tim Brubaker if he was a member of Bayshore. Tim Brubaker said he was.

Director Arnold stated that he received a copy of the arborist report and that at the bottom of the report it said that if he could answer any questions feel free to call him directly. President Cook asked Director Arnold who the arborist report letter was addressed to. Director Arnold

Legend for Motions

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responded that “It was addressed to Deanne Cook Taylor.” President Cook said that is who the arborist was addressing and was not an invitation for the Committee to contact him. Norman Fernandes said, “That’s cutting a fine line.”

Director Arnold said he had some questions on the calculations and that the arborist had used three approaches and in each one he had used the diameter of the tree. Director Arnold claims that it was incorrect, and that the radius was what should be used. Deanne Cook said, “She did not know that Director Arnold was an expert in horticulture.” Director Arnold replied, “He knows a little algebra.” Norman Fernandes shouted, “Don’t be abusive!” Deanne Cook said that if Director Arnold was an expert, she did not have a problem with him contacting her arborist. The arborist had a problem with all the contacts because they were not the client.

Director Lenz stated that at a prior board meeting the Board had agreed to allow the Cooks to get an arborist’s opinion and that the Board would consider the arborist report. The arborist report concluded that it is an original tree. Topping a tree by arborist standing can be dangerous because it alters the tree growth.

Director Lenz made a motion to accept the arborist report and put this to bed. Norman Fernandes said he did not think we were finished discussing it by far. President Cook asked what else he had to say.

Norman Fernandes said he read the report from the arborist and noticed a sentence that read “Specimens growing in stressful conditions as this one is (coastal salt spray, sandy soil, summer drought) may only reach 40 at maturity.” Norman Fernandes continued and said he has 2 Sitka spruce trees on his side yard that are 525 feet north and 500 east of the Cook’s tree. His trees are 6 feet apart, 78 feet tall and the east tree is 9’11” in circumference and the west tree is 10 feet in circumference. That translates into 38” in diameter each. The height of his trees was determined by triangulation. Cook’s tree is estimated to be 38 feet high 45.2” in circumference. Norman Fernandes’ trees are double the height and that his trees negate the arborist report because they are in the same area with same conditions and double the size.

Director Lenz asked Norman Fernandes if his trees had ever been topped. Norman Fernandes claimed they had been done on the sides at least once that he knows of and was topped a little bit, but he could not prove it because he had it done himself not too long ago.

Norman Fernandes then stated that Director Bradshaw had promised to contact arborists and that he did not. This statement is false. Norman Fernandes questioned why the Board had not done more to get an arborist. He suggested that boring the tree was the only way to know for sure. Then he accused the Board of showing favoritism toward our president.

Director Lenz said, “Imagine if we took all the energy put toward killing a tree to something positive for the community.” Deanne Cook said this was her fight and she was not going to kill a tree. Norman Fernandes said, “under any circumstances I guess”.

Director Ferguson spoke up to ask people to maintain decorum. He said we have a letter from a certified arborist and the weight of the arborist report was greater than the weight of the reports of the planning committee. Unless it can be proven the arborist is corrupt, evil, bad and they had not done that. The Committee did not provide a second arborist report or anything to

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contradict it. Norman Fernandes accused Director Ferguson of having said the Bogomil photo could have been altered. Director Lenz called a point of order. We have been discussing this issue for 40 minutes and are not making any progress. President Cook asked if there was further discussion. Norman Fernandes suggested boring the tree.

MSP

Director Lenz moved, and it was seconded by Director Ferguson, to end the debate and vote to accept the arborist report and dismiss the tree violation.

Vote:

Ferguson - Yay
Bradshaw - Yay
Arnold - Nay
Davis - Nay
Lenz - Yay
Cook – Recused
Motion passed.

Norman Fernandes read a statement:

“The past few months have been difficult for the Planning Committee. There seems to be a break down of communications between the Committee and the Board. Things have deteriorated to a point where one board member stated the Committee may have falsified information but probably not. That was Director Ferguson. The Committee works for Bayshore and has no vested interest in the work we do other than stating the truth in our dealings in Bayshore and following up accordingly. Any action we take is to follow our C&Rs, bylaws, policies and procedures and guidelines for determination the best we can.” Director Ferguson denied the accusation of the Planning Committee doctoring of photos.

Norman Fernandes continues. “As of today, we feel the present BOD does not have the same adherence to our Bayshore laws, but instead is returning to a “good old boys” mentality that treats members differently from friends and others on the board of directors.”

Director Kathi said that was absurd.

LONG RANGE RESERVE & PHYSICAL ASSETS (Chair, Michael Bradshaw; Jim Davis; Bob Tunison; Phillip Arnold)
No report

FACILITIES

Bob Tunison’s report included a request for a new wireless router. The current router is failing and needs to be replaced. The proposed replacement is around \$649. Bob can make the replacement himself. He also stated that there were other things on his report that he would bring up in the next meeting. Bob Tunison left the meeting.

MSP

Director Bradshaw moved, and it was seconded by Director Davis, to approve the purchase from the contingency funds.
Motion passed unanimously.

Legend for Motions

M-Motion **S**-Second
P-Passed **F**-Failed
W-Withdrawn **A**-Amended

SAFETY COMMITTEE

No report submitted.

POLICIES AND PROCEDURES (Elaine Ferguson; Kathi Lenz, Board Liaison)

Elaine Ferguson reported. The Committee met over December and January. The first set of changes was to standardize language, fix numbering and correct spelling, typographical and grammatical errors. There were no substantive changes made. When going through the document they discovered they had questions. The questions are included in the report and they recommended the Board review and provide answers to the questions.

Mary Lou Morris wanted to know who was currently on the Policy and Procedures Committee. Elaine Ferguson stated that it was herself and Director Lenz. Mary Lou Morris said she believed there was no committee because the policies and procedures show there has to be two members at large with a board liaison. She requested that past committee member, Vivian Mills, verify if she is correct. Vivian Mills replied. "yes."

Elaine Ferguson attempted to resume her report and was interrupted by Mary Lou Morris, who said we do not have a committee, period. Director Lenz explained that there were two members at large but that one member resigned and there is an open seat. Director Lenz also explained that she was the Board Liaison to the committee and also a member. As a member she could serve on the committee. Mary Lou Morris said, "No you cannot!" Director Lenz stated that Mary Lou Morris needed to provide the policy and/or law that she was violating.

Elaine Ferguson continued her report. President Cook asked if there was anything further. The committee had more to report but opted to wait to finish their report.

Vivian Mills stated that she previously served on the Committee and at that time it was herself, Bobbie McPhee, and a board liaison. She then claimed that one member and one board liaison did not constitute a committee. Director Lenz responded that the committee is looking for another member. Mary Lou Morris asked if she could read from the Policies & Procedures and was not recognized. Elaine Ferguson reiterated that they had not made substantive changes. Director Lenz said the type of changes that had been made did not require board approval. Norman Fernandes added that the committee cannot make that decision.

Director Lenz stated that no decisions were made. They discussed their findings in the Policies & Procedures and had not made any changes that required board approval. Norman Fernandes continued arguing with Director Lenz stating that it was her opinion. Director Lenz pointed out that Norman was not a board member and that his opinion of her conclusion was not relevant to the discussion. Director Bradshaw said that the changes that were made were in spelling and grammar only and that it was not a substantive change. Substantive changes need to be approved by the Board.

SOCIAL COMMITTEE (Chair, Rose Bradshaw; Jim Davis; Kathy Connors)

No report submitted.

Legend for Motions

M -Motion	S -Second
P -Passed	F -Failed
W -Withdrawn	A -Amended

COMMUNICATIONS COMMITTEE (Leslie O'Donnell, Chair)

No written report. Leslie informed the Board this would be her last edition of the Breeze. Members of the board thanked her for her contributions.

UNFINISHED BUSINESS

Member Petition

Director Lenz presented that she had received the petition from the Planning Committee and read the petition.

"We are asking the Board of Directors to remove Mark Cook from his current position as President of Bayshore HOA Board of Directors. He is currently ethically in poor standing with the Bayshore HOA as stated in Policies and Procedures regarding Board members for his unwillingness to handle a tree issue on his property and failing to follow and Oregon State mandate requiring a face mask while in an indoor situation at the October 17, 2020 Board meeting.

The petition was signed by 72 people. Director Lenz said that given the Board's decision on the tree matter, the petition should be disregarded as the signers had been misled regarding President Cook's standing with the HOA.

Mary Lou Morris asked to be recognized. She said she wanted to clarify that the petition did not come from the planning committee and that it came from a group of members who were concerned about what is happening in Bayshore right now. Mary Lou Morris said she believed our president is still in violation of Policies and Procedures Section B4 number 6 which was read.

"Board members are elected and/or appointed to represent the members of their division and/or appointed divisions of the organization as a whole. They are expected to place the interests of the community above their personal interests and those of other individuals or groups, and make rational decisions based on the needs of the community. To accomplish positive change and maintain the integrity of the organization, communication, negotiation, and compromise are key attributes.

President Cook asked Director Lenz if she knew who the petition was from since it was submitted to her by Tim Brubaker. President Cook said he had no way of knowing how the signatures were obtained.

Norman Fernandes said that only the Board has the power to remove him as an officer and the petition had no weight. Member Shelly Woodke stated that petitions usually have a chief petitioner. Director Lenz stated that no one had claimed ownership of the petition.

Director Ferguson mentioned that the primary complaint of the petition was the tree matter and that determination had not been made prior to this meeting. He also pointed out that at the October meeting most members dropped their masks to be heard clearly. Mary Lou Morris stated that her personal feeling was that if it had not been circulated, they would not have been discussing it that day.

Legend for Motions

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Director Lenz stated that the tree issue would have been decided in this meeting regardless of the petition. She had placed it on the agenda at the end of December prior to receiving the petition. Director Lenz stated that the petition was signed by people who incorrectly assumed President Cook was not a member in good standing because of the tree issue. Director Lenz said that the tree matter had not been adjudicated by the board prior to today and that called into question why the petitioners believed President Cook to be in violation when that had not been determined prior to the circulation of the petition.

Tim Brubaker stated that the petition was taken off the agenda for the last meeting. Director Lenz pointed out that the petition had not been received in time to be included. It had been placed on the agenda after the Board had approved the agenda that did not have the petition on it. Director Lenz stated it needed to be in 7 days prior to the meeting. She clarified that the agenda items had to be completed 14 days in advance of the meeting and any documentation had to be submitted 7 days in advance to be included in the packet. Elaine Ferguson confirmed. The petition had been placed on the agenda the night before the board meeting and that is why it was removed. Director Hollis said part of the consideration on the petition is that people were signing something that incorrectly stated President Cook was in violation.

MSP

Director Lenz moved, and it was seconded by Director Bradshaw, to dismiss the petition based on the fact that the petitioners incorrectly believed President Cook was in violation.

Vote:

Cook – Recused
Motion passed unanimously.

Website administration

Director Bradshaw stated that he is still looking for someone to take over the administration.

Vacation Rentals

Member Jill Stone submitted a summary of what she wanted to discuss. The county commissioner is in the process of making a change to the code as it applies to STRs. The task force has met twice in person.

1. Density of STRS – in Lincoln county there are over 500 STRs. Of that number a significant number are in Bayshore, there may be 100-150 short term rentals in Bayshore.
2. Occupancy and density issues are should be made by neighborhood. Jill Stone recommends that the board use the percentage by subdivision.
3. Recommends it should be based on bathroom count.
4. Regular inspection of the septic system called ESER that would require an inspection of the septic system prior to the property being advertised as a STR.

At the next board meeting Jill Stone would like to bring forward other issues to consider for the policies and procedures. She recommends the board take a position on STRs and actively engage with the county commissioners. Members suggested that the task force take into consideration the views of short-term rentals. Communications Chair, Leslie O'Donnell, said there was information in the November Breeze issue.

Legend for Motions

M -Motion	S -Second
P -Passed	F -Failed
W -Withdrawn	A -Amended

Filling Board position

Three members interested in being on the Board.

Tom Hurt

Shelly Woodke

Don Patterson

Each member presented their background and reasoning for wanting to be on the board. Don Patterson lives in division 2, which does not have representation since Terry Pena resigned. Mary Lou Morris stated that the two divisions not represented are 2 and 4.

President Cook asked if there was any other input on this issue. Director Bradshaw stated he wished to resign from the board that would also allow Shelly Woodke to become Division 3 Director. He said his resignation was for health reasons only. Director Ferguson spoke up and decided to also resign from the board for health reasons.

MSP

President Cook moved, and it was seconded by Director Lenz, to accept Director Bradshaw's resignation from the Board of Directors.

Motion passed unanimously.

MSP

President Cook moved, and it was seconded by Director Lenz, to accept Director Ferguson's resignation from the Board of Directors.

Motion passed unanimously.

MSP

President Cook moved, and it was seconded by Director Lenz, for Shelly Woodke to fill the now empty division 3 seat.

Motion passed unanimously.

MSP

President moved, and it was seconded by Director Jim Davis, to fill the division 4 vacancy with Tom Hurt.

Motion passed unanimously.

MSP

President Cook, Director moved, and it was seconded by Director Lenz, to have Don Patterson fill the division 2 vacancy.

Vote was unanimous.

NEW BUSINESS

Dog waste on the beach

It was suggested to add dog waste containers for beach accesses 2 and 3.

Legend for Motions

M -Motion	S -Second
P -Passed	F -Failed
W -Withdrawn	A -Amended

MSP

President Cook moved, and it was seconded by Director Patterson, to investigate the costs and figure out who would dump them and present it to the next meeting.
Motion passed unanimously.

MSP

President Cook moved, and it was seconded by Director Davis, to go to Executive Session to handle personnel matters.
Motion passed unanimously.

Board went to executive session for 30 minutes at 3:45pm
Board returned from executive session at 5:00 pm.

MSP

President Cook moved, and it was seconded by Director Lenz, to increase the salary of the Facilities Manager by 3% and give a \$500 bonus.
Motion passed unanimously.

MSP

President Cook moved, and it was seconded by Director Woodke, to remove the current Planning Committee members.

Vote:

Hurt - Nay
Arnold - Nay
Woodke - Yay
Patterson - Yay
Lenz - Yay
Cook - Yay
Davis - Yay
Motion Passed.

Meeting adjourned at 5:15pm.

Minutes prepared by Kathi Lenz.

Legend for Motions

M-Motion **S**-Second
P-Passed **F**-Failed
W-Withdrawn **A**-Amended