



# Bear Valley Springs Association Board of Directors

## SPECIAL BOARD MEETING

Monday, February 01, 2021 at 1:00 PM

BVSA Conference Room

## MINUTES

Open to All  
Members

### A. ANNOUNCEMENTS:

1. **Call to Order and Pledge of Allegiance @1:08 PM**

2. **Roll Call**

**Board Members Present: President Monique Herbst, Vice-President Butch Reyburn, Treasurer Guy Munday, Director Pro-Tem- Jim Panek,**

**Board Members Absent: Todd Lander – Medical leave.**

**Staff Members Present: General Manager Wesley Shryock,**

3. **Intent to Tape the Meeting**

This meeting will be digitally recorded to assist in capturing the minutes. Members attending the meeting are prohibited from using any sort of recording device during the meeting. This includes audio recorders, video recorders or any type of camera (including cell phone cameras).

4. **Board Comments/Announcements**

### B. ADMINISTRATIVE & PROCEDURAL MATTERS / CORRESPONDENCE:

1. **Approval of Agenda:**

January 25, 2021 Special Board Meeting Agenda

**Motion by PBS** to approve the January 25, 2021 Special Board meeting agenda.

**2<sup>nd</sup> by GM**

**Motion Approved VOTE 5-0**

2. **Notice of Special Executive Session Board Meeting after the Open Session:**

Executive Session Board Meetings are confidential and therefore **CLOSED** to the membership. The Bear Valley Springs Board of Directors will be holding a Special Executive Session Board Meeting after the open session where they will conduct Association business that falls within any one of the following categories, as follows:

- Member Items/ECC Matters – 4 items
- Litigation/Legal Matters – 0 items
- Contracts – 1 item
- Delinquent Assessments – 3 items
- Personnel Matters – 3 items
- Whistleblower –

3. **Approval of Minutes:**

December 15, 2021 Regular Meeting Minutes

**Motion by JP** to approve the December 15, 2021 regular meeting minutes.

**2<sup>nd</sup> by BR**

**Motion Approved VOTE 5-0**

C. **MEMBER COMMENTS:** Meeting was moved outside to encourage opportunity for multiple members to speak and to avoid close quarters due to Covid-19 policies.

**Ilene Butera-3461-313** – spoke regarding the Oak Tree Country club closure. She wanted to let the BOD know it is the one amenity that she uses. She wanted to know why the membership was not notified that the closure was imminent. She was under the impression that the OTCC takeout was successful. Had she known she would have patronized more often than going to the restaurants in town. She proposed to re-open the OTCC and wants to know what the plan for re-opening is.

**Lisa Brown – 3431-302** – Long time resident and regular patron to the OTCC during the pandemic. Shocked that the restaurant closed so abruptly and wants to know why the MR no longer has indoor dining. She also wants to know why we cannot follow the same practice of the restaurants in town and open despite the Governor's mandate since it is not a law. She proposed opening the Oak Branch Saloon and the OTCC. She is concerned about the employees lack of income. She also asked whether a lawsuit toward the Governor is feasible for the BVSA.

**Director Reyburn** asked Ilene what her theory is that she referenced. She answered her theory is that members went to town to eat in open restaurants and that is why things slowed down at the Oakes restaurant..

Monique stated we cannot begin lawsuits representing the entire membership. We have to represent the entirety of BVS and not just one faction of the membership. That is the difficult part of being a Director and representing the entire membership.

**Director Pro-Tem Panek and Lisa Brown** discussed lawsuits and the liability thereof.

**Wesley Shryock, GM** reported to the membership in attendance the process that became this decision.

**President Herbst** commented that the decision was extremely difficult. They are working in an inherited situation with employee salaries and the numbers were grave and we had to make an immediate change and have struggled over this very difficult decision.

**Director Bergman-Smith** reiterated that this decision was extremely difficult and although she agrees with the member comments cannot make decisions that represent a portion of the membership.

**Wesley Shryock, GM** reported the process that was taken in the layoffs and the horrible days that included facing employees during the layoff process. Wesley continued with a background of his experience in restaurant and business as well as his lifetime of Bear Valley membership and the desire for this place to be a place of refuge and joy for all of the membership here. We desire for the restaurant to be successful. Initially the revenue numbers were successful. When we begin running counter budget we don't have the luxury like government entities do to say, oh well, hopefully next year will be better. We must stay solvent or it will affect the entire membership financially with a large amenity increase. We were not willing to sustain or absorb the P&L. The numbers were not there. We had to hit a pause button. We did not like it. It was necessary but not a popular decision for any of us. They will be making changes before opening that will help to run a more profitable and efficient business at the Oakes Restaurant. The BVSA was not eligible for federal funds that private restaurants were able to attain. We are a 501-C3. We are a not for profit business. Not a non-profit business.

**Another member** who did not identify himself by name and lot/tract asked questions related to communication by the BVSA, social media and the use thereof, about the problems found in the organizational structure as it relates to running a business in BVS. He asked why not reorganize instead of shutting down? Wesley answered that restructuring has been done in other departments. In the F&B the P&L's were not showing losses therefore the restructuring was difficult at that time.

**Director Munday** stated the previous volume supported the structure as it was. The current volume could not support the structure.

**Director Panek** reiterated there isn't anyone more upset about the closing than him and his wife are.

**Lisa Brown** asked why we cannot open for indoor dining? She stated we are not in an emergency situation and this is not sustainable.

Further discussion occurred regarding restructuring and the process thereto.

Further discussion occurred regarding communication and the annual budget report.

Further discussion occurred regarding methods of communication and utilizing the Bear Tracks.

Monique wrapped up this section of the agenda stating the reserves will be the source of rebuilding. This money has been saved to use for amenities, upkeep and remodeling. This money will not be employee salary savings. This is money saved for the specific amenities based on a reserve study and savings plan.

Wesley stated communication is very important to him. He does not agree with denying the membership answers to their questions. He prefers calls and emails and in-person discussion. That is the preferred method of communication.

Monique stated these amenities are subsidized. We realize it was set up that way. We are not trying to change that. We are trying to keep the balance financially.

**Recess at 2:05 PM**

**Convene at 2:15 PM**

**BOARD ADMINISTRATIVE AND BUSINESS / ACTION ITEMS:** 10 items

1.	Treasurer's Report and December Financials Wesley gave a report on the December financials and the Treasurer's report for the month ending December. <b>Read into the record and received and filed as reported.</b>
2.	Reading of the Executive Session Report <ul style="list-style-type: none"><li>• Regular Meeting 12-15-20</li><li>• Emergency Meeting 12-21-20</li></ul> <b>Read into the record by Monique Herbst and received and filed as reported.</b>
3.	Discussion and Approval: Approval to adopt BVSA Rule Change to Article 21 – RC Model and Drone Facility <b>Motion by MH</b> to approve to adopt the proposed changes to article 21. <b>2<sup>nd</sup> by BR</b> <b>Motion Approved VOTE 5-0</b>
4.	Receive and File Committee Reports <ul style="list-style-type: none"><li>• RAC 12-9-20</li><li>• LQAC 12-14-20</li></ul> <b>Motion by PBS</b> to received and file the above-mentioned reports <b>2<sup>nd</sup> by PBS</b> <b>Motion Approved Vote 5-0</b>
5.	Discussion and Approval: Reserve CER for Equestrian Center Shed <b>Motion by GM</b> to approve alternative one BVSA maintenance department for a total of \$5,100.00. to be funded from the reserve funds. <b>2<sup>nd</sup> by BR</b> <b>Motion Approved VOTE 5-0</b>
6.	Discussion and Approval: Reserve CER for Tankless Water Heaters – Whiting Center <b>Motion by BR</b> to approve Alternative One-Home Depot for \$2,187.90 and BVSA Maintenance for \$320.00 for a total of \$2,507.90 that will be funded from the reserve funds. <b>2<sup>nd</sup> by JP</b> <b>Motion Approved VOTE 5-0</b>
7.	Discussion and Approval: Individual Request for Appointment to EAC – J. Mark Macari <b>Motion by GM</b> to approve the appointment of J. Mark Macari to the Equestrian Advisory Committee. <b>2<sup>nd</sup> by MH</b> <b>Motion Approved VOTE 5-0</b>
8.	<b>Announcement:</b> Jim Panek Appointment as BVSA Director Pro-Tem with full voting capacity in the absence of Todd Lander
9.	<b>Notice to Membership:</b> Regular Board of Directors meeting cancellation on January 19, 2021 was due to Southern California Edison's Public Safety Power Shutdown.
10	<b>Notice to Membership:</b> Special Board of Directors meeting cancellation on January 25, 2021 was due to extreme weather – Snow and icy conditions.

**E. FOLLOW UP ITEMS FROM TODAY'S MEETING:**

*Special Board Meeting, February 01, 2021*

Anita to announce Jim Panek as the Pro-Tem Board Director in Todd's absence.

**F. ANNOUNCE UPCOMING MEETINGS:**

**Regular Meeting**, Tuesday, February 16, 2021 at 6:00 PM, Oak Tree Country Club Reception Area (Executive Meeting which is closed to the Public will begin on February 16, 2021 at 9:00 AM at the BVSA Conference Room.)

**Special Board Meeting**, Monday, February 22, 2021 at 1:00 PM, BVSA Conference Room  
Butch recommends that Jim Panek be announced as Director Pro-Tem in the eBuzz.

**G. ADJOURN SPECIAL MEETING: @2:28 PM**