

**CAPE ST. CLAIRE IMPROVEMENT ASSOCIATION
QUARTERLY MEMBERSHIP MEETING
APRIL 23, 2019**

The April Quarterly Membership Meeting was convened on April 23, 2019 in the Cape St. Claire Clubhouse. President Szczytko called the meeting to order at 7:34 P.M. He led a round of applause for Governor Breeden and his years of service and noted that he is still working tirelessly on our behalf. He said there is a lot going on, noting the upcoming Strawberry Festival and the Clubhouse bathroom renovations. He congratulated Governor Breeden and Town Manager Anderson for securing a \$25,000 grant for our beach project and thanked Senator O'Reilly for his sponsorship. He has met with Reece Peak from the County Executive Office of Constituent Services. He also mentioned the ongoing problems with the step pools at Graul's Field. He noted that construction on the new playgrounds will begin on Thursday.

He introduced Tim Larsen, from Oliveri and Associates, who will be going through a summary of the proposed bylaw changes, which will be posted on our website tomorrow.

BYLAWS DISCUSSION

Attorney Larsen noted that Oliveri and Associates has been the Cape's general counsel for 5 years. He said many of the proposed changes to the bylaws are an update to the realities of the electronic age, incorporating changes to state HOA laws, and getting rid of superfluous items.

Article I is a series of definitions of terms used throughout the bylaws.

Article II is a reorganization of the original Article I. It also removes the renter voting provision from the original but still allows for proxies.

Article III reorganizes the original Articles I and II, giving the Board of Governors more flexibility in organizing meetings, adding a proxy provision that allows for absentee voting, and removed certain procedures that are rendered moot by the adoption of Robert's Rules of Order.

Article IV reorganizes the original Article III, giving the Board the ability to call a meeting using electronic technology in an immediate situation, adding procedures concerning the removal of a board member, and removing the code of conduct, which will become a separate policy able to be updated as needed and in accordance with Maryland law covering fiduciary duties.

Article V removes the nominating committee due to a lack of volunteers and functionality, noting that the Board still has the power to appoint such a committee if needed. It also revises the qualification requirements for becoming a board member and added a military exemption.

Article VI cleans up the original Article and adds language to clarify the time and location of meetings and notice requirements.

Article VII expands the definitions of the Board member's powers and duties to mirror the industry standards for Maryland community associations and the Condominium and HOA act and expands removal and replacement procedures.

Article VIII expands the definitions of the Board's collective powers and duties to mirror the industry standards for Maryland community associations and the Condominium and HOA act. It also adds the Town Manager's responsibilities.

Article IX creates a new provision addressing indemnification of Board members matching industry standards that holds them harmless from claims arising from their performance, as long as they acted within the scope of their authority and did so in good faith.

Article X retains the executive and budget committees from the original, updating the appointment and selection process for budget committee members. It removes the requirement for standing committees and keeps intact the Board's power to establish and dissolve committees as needed.

Article XI retains items from the original Article V and updates the establishment of the fiscal year.

Article XII was created from the original Article VII and lines up with HOA standards.

Article XIII removes superfluous language concerning budget and finances that is found elsewhere in governing documents, and adds bookkeeping and recordkeeping provisions that conform to the Maryland HOA act.

Article XIV reorganizes a dedicated amendment provision in Article XII and adds a provision addressing potential conflicts of language in governing documents.

Brad Knopf asked if there was a change in the majority required to remove a Board member. It is still 2/3 according to Article V, section 3.

Phil Ourisson asked about retaining books and records. HOA standards allow for electronic storage, and all of our information is being stored digitally.

A question was asked regarding conflicts of interest. There is Maryland law and our specific ethics code which we are writing. It was suggested that we have an annual code of ethics questionnaire to fill out which would be a policy issue but not part of the bylaws.

In response to a question regarding the executive committee it was noted that the committee consists of 4 members (the President, Vice-President, Secretary, and Treasurer) who are empowered to make rapid decisions if needed. The budget committee consists of 5 members, 3 elected and 2 from the Board. It was formed in the 1970s to provide more oversight.

President Szczytko thanked Attorney Larsen and said that any additional questions can be emailed to him.

Secretary's Report / Approval of Minutes:

The Minutes of the January 8, 2019 Annual Meeting: Larry Jennings moved that these minutes be approved as written. The motion was seconded by Brad Knopf and the minutes were approved unanimously.

Treasurer's Report / Approval of Profit & Loss (P&L) Statements:

The November 30, 2018, December 31, 2018, and January 31, 2019 P&Ls: Harlow Winterson moved that these P&L statements be approved as presented. The motion was seconded by Larry Jennings. Phil Ourisson asked about the negative Piers numbers in the January statement. Governor Breeden said that contracts had just gone out and money hadn't yet come in. He also noted that maintenance fees, Caper ad payments, and all the SCBD money had not yet come in. He said nothing is over budget at this time and that by May all the numbers are pretty well squared up. The motion to approve then passed unanimously.

BREAK

There was a break from 8:25 P.M. until 8:34 P.M.

TOWN MANAGER UPDATE

Town Manager Anderson noted that he has been on the job for 352 days.

Beaches and Parks

He noted that our \$65,000 playground project cost us \$7,000 in county permits and an 8 month delay. The playgrounds will be in place before the Strawberry Festival. Port a pots have returned and additional ones will be arriving before Memorial Day. The Deep Creek boat ramp was cleared of debris at the last super low tide. He has met with the Alliance for the Chesapeake Bay, the Chesapeake Bay Trust, and DNR regarding our beach projects. He is recruiting beach attendants for the season. Our newest maintenance crew member is doing a great job. The mowing contract for the season has been renewed. We have one quote of \$11,000 for repaving the lower end of the deep Creek lot. On April 18 he joined Reece Peak from the County Executive's office for a walk through of the Cape. We are awaiting approval and a schedule for mosquito spraying. There will be more plantings for erosion control at Lake Claire on May 11. Water quality forms have gone to the county so we can remain a testing location. We need about \$8,000 to deal with dead trees and stump grinding.

Piers

The waterlines have been de-winterized, repaired, and turned on. April 6, a piers committee work day pulled all of the ice breakers. The gate wings at Lake Claire pier have been installed, and we will be putting a sign above the gate. Security cameras are back up and running. Slip contracts went out on February 1 and were due back, with payment, on March 22. Ten to 12 pilings at Deep Creek were replaced and 2 finger piers were repaired. Piers Committee meetings resumed in March and are the first Tuesday of every month at 7 P.M. He attended a Clean Marina Workshop on February 14.

Clubhouse

The bathroom renovations are nearing completion. The CCC will be helping maintain our rain garden. There is no longer yoga at the Clubhouse, although it may continue on the beach. We are looking into air duct cleaning and some sidewalk repairs.

Office

We passed our yearly SCBD audit. Tax issues with the state have been cleared up. The Budget Committee will meet on May 1 and July 11.

BLOA

He met with the Business Lot Owner's Association on February 26, discussing their SCBD progress. They have also paid for the last 3 months of our fiscal year's general liability insurance premiums.

County Projects

The firehouse step pools are completed except for the addition of some more vegetation. The Graul's Field step pools are not working properly and the county has been contacted about that. We are coordinating bamboo removal behind Southview and Chestnut Tree with Atlantis.

Covenants/Complaints

There have been 76 issues reported to the County this quarter. The county is responding well.

Other Items

He went to a January AA County Police Eastern District Zoning Brief in January. There was a storm water coalition meeting on February 25. He has been training with the Watershed Steward Academy for 7 months and has a capstone project remaining. He has met with our security officers regarding high risk properties, car break-ins and intoxicated loiterers at the shopping center. He reminded all that stickers need to be on vehicles by May 1 when towing begins, and that guest passes cannot be used to trailer boats at Deep Creek on Fridays, Saturdays and Sundays throughout the year. He noted that the fire hydrant at the Shell station will not be connected until the shopping center has county water.

OLD BUSINESS

Governor Lamb said that the third bathroom should be finished by next week. She also noted that postal routes have changed and anyone not receiving a Caper should notify her. She said the Easter Egg Hunt was very crowded. She said there is a lot of interest in the Strawberry Festival, especially among new families with young children. She still needs volunteers for the kitchen and beer garden. Local banks are running the ticket booths and Chesapeake Charters is donating 3 Berry Busses, again. She estimates that 6,000 to 7,000 people attend the Strawberry Festival. She still needs music for the parade as Broadneck High School's marching band will not be joining us. Governor Lamb thanked Governor Szczytko for the great Festival website that he created. One resident did question her about Berry Bus drivers' cell phone usage.

Governor Breeden said he has been busy with the capital improvement beach project, giving a brief history of raising money and working with Biohabitats and Greenvest. He noted the \$25,000 we received from a bond bill. We have permits in with more county permits going in later in May. We have revised designs, which he showed, and are working with the Alliance for the Chesapeake Bay to have them write grant applications for us. We are very competitive for a Chesapeake Bay Trust grant, but not so much for a DNR grant. We also have separate permits out for Lake Claire and Main Beach, as we are more competitive at Main Beach due to a larger drainage area. There will be natural replenishment at Main Beach, along with sand we are hoping to get from Little Magothy dredging, as well as sand added when a construction road is built. There will be marshland plantings to hold in the sand and create animal and bird habitat. He noted that Lake Claire has somewhat different issues from Main Beach, but the erosion is still the concern. The erosion could be stopped with reef balls and upside down trees. Plans for both sites, along with a timeline, will be on our website. He added that a decision on borrowing will need to be made soon as it will take 3 to 9 months to get a loan, and that has to go through the County Council. We are looking for \$800,000 for Main Beach, along with the \$200,000 we've already put in, and between \$150,000 and \$180,000 for Lake Claire.

NEW BUSINESS

Governor Szczytko mentioned our work with a company on updating and branding our logo for \$1,000.

COMMENTS

Harlow Winterson commented on drainage on Cape St. Claire Rd. Governor Breeden said that it drains down towards the firehouse step pools, but further down there is an issue with the paving and the fact that we sometimes just have too much rain for the system to handle.

ADJOURNMENT

Barbara Breeden moved that the meeting be adjourned. The motion was seconded by Larry Jennings and passed unanimously. The April 23, 2019 Quarterly Meeting of the Cape St. Claire Improvement Association was adjourned at 9:21 P.M.

MEMBERS PRESENT:

The following Governors were present: Breeden, Fairchild, Lamb, Layman, Macindoe, Roche, Schmidt, and Szczytko, as was Town Manager Anderson. Governor Zadera was absent.