CALL TO ORDER

The Fifteenth Annual Members Meeting of the Barefoot Resort Residential Owner's Association was called to order at 4:00 pm by Mr. Atwood, at the Lakeside Conference Center, 2250 Premier Resort Boulevard, North Myrtle Beach, South Carolina.

RECOGNITION OF THE AMERICAN FLAG

WELCOME AND INTRODUCTION

Mr. Atwood welcomed everyone and thanked them for attending. Mr. Atwood made introductions of the Board of Directors and Ponderosa Management, LLC.

Board Members Present: Michael Atwood, Joe Gosiewski, Tony Sfarra, Barry Tooker, and Bobbi Reeves

Board Member Absent: Bill Schulz

Others Present: Kelly White, Community Manager, Chrissy Trevathan, Front Office Manager, and Lilla DiLauri Assistant Community Manager, Ponderosa Management, LLC

Robert E. Lee, Association Attorney

Committee Chairs, Voting and Alternate Voting Members and Members, as attached to these minutes and identified as Exhibit “A”

Michelle Mate, barefoothoa.com, Web Manager

Michael Atwood, President of the Association, served as Chairperson of the meeting.

Lilla DiLauri, Ponderosa Management, LLC served as Recording Secretary.

OPENING STATEMENTS

Per the Association’s By-Laws, Article 2, Section 2.3 Annual Meetings. The first meeting of the Association, whether a regular or special meeting shall be held within one year from the date of incorporation of the Association. Meetings shall be of the Voting Members. Subsequent regular annual meetings shall be set by the Board so as to occur during the Fourth quarter of the Association’s fiscal year on a date and at a time set by the Board.

A. Proof of Notice

Chairman Atwood was handed copies of the Notice and Proof of Mailing for the Fifteenth Annual Members’ Meeting. He stated that they appeared to be in good order and would be filed with the official records of the meeting.
B. Roll Call & Certification of Proxies

Chairman Atwood stated that Ms. Trevathan had been appointed Agent and Proxy for those Members of the Association not present at the meeting for quorum purposes only. Ms. Trevathan stated that all proxies received had been certified.

C. Establishment of Quorum

Ms. Trevathan stated that the total percentage of Voting Members represented at the meeting was 90.60%. A quorum has been established to successfully conduct the meeting.

V. APPROVAL OF MINUTES

Upon a motion made by Mr. Gosiewski, seconded by Mr. Sfarra, and carried, it was:

MOVED: To dispense with the reading of the Fourteenth Annual Members’ Meeting Minutes and approve as written and submitted.

VI. NEWLY ELECTED BOARD MEMBER ANNOUNCEMENT

Chairman Atwood stated that the Barefoot Resort Board Elections were held on Thursday, December 6, 2018. The following owners have been elected to the Board of Directors for a two year term to commence on January 1, 2019.

Bill Schulz, Oak Pointe, Single Family Village, was elected by acclamation
Ken Skelly, Clearwater Bay, Multi Family Village, was elected by acclamation
Jerry Saxon, Leatherleaf, Director at Large
Gregory Snow, Brookstone, Director at Large has been elected to the Board of Directors for a one year term to commence on January 1, 2019.

Chairman Atwood congratulated the newly elected Board Members and asked Mr. Skelly, Mr. Snow and Mr. Saxon to join the Board table. He added that the Board will meet following the adjournment of this meeting for an Organizational Meeting to elect its officers and Committee Liaisons.

VI. REPORTS

A. Board of Directors Report

Chairman Atwood thanked Tony Sfarra and Bobbi Reeves for their service to the Barefoot Resort community and presented them a token of appreciation.

1. President’s Report

Chairman Atwood stated that the Board has had 12 Regular Monthly Meetings, numerous Workshops, Town Hall Meetings and an Organizational Meeting since the 2017 Annual Meeting. In addition, the Board Members and management are in constant communication whether by phone or by email. He listed some of the major projects that were completed in 2018 as follows:

- Several modifications were made to the ARC Guidelines throughout the year.
- Many discussions/meetings have been held relative to the Beach Cabana Facility.
- A structural engineering study was performed of the Beach Cabana
• The Board approved additional monitors for the Beach Cabana. The Committee will provide a report later in the meeting.
• A new fountain was installed within the Bridle Ridge community.
• A contract with 90 Degree Design was approved for the hosting and maintenance of the website.
• The Board worked with the Residents’ Club Committee to address issues. The Residents’ Club Committee will provide a report later in the meeting.
• The Board renewed the contract with Nuisance Wildlife Specialty.
• One of the fountains in Brookstone was replaced as a reserve expenditure.
• The Board adopted an Investment Policy.
• The curbs in Oak Pointe were repaired.
• Security Vision was approved to install Security Cameras at the main entrances to the Resort as well as upgrades to the Oak Pointe entry system.
• Thompson Appraisal will perform an insurance appraisal for the association’s Cabana, Clubhouse and its facilities, fountains, etc.
• Rules were adopted for the Residents’ Club and Beach Cabana along with a collection policy. These documents along with others will be filed with the Horry County Courthouse by January 10th in order to comply with SC 3886.

2. Treasurer’s Report

Treasurer Tooker reviewed the Association’s financial report for the period ending October 31, 2017 as follows:

Cash
$119,192.73 in the Operating Account
$2,196,004.00 in the Marketing Fund
$718,854.08 in Reserve Funds

Operating Income / Expense

Income
Booked $1,535,808.96 in comparison to the budgeted allocations of $1,078,480.00; therefore, $457,328.96 has been booked more in income than budgeted. $445,532.10 has been booked as Marketing Fee Income.

Expenditures

✓ Administrative Expenses
✓ Expended $1,038,711.94 as compared to the budgeted allocation of $1,040,281.50; therefore, this category is currently under projections by $1,569.56 due not having to spend contingency funds which is offsetting the Professional Services, Meeting and Gate Remote/Transponders Line Items which have all exceeded allocation YTD.
✓ Utility Expense
✓ Expended $11,983.36 as compared to the budgeted allocation of $14,290.00; therefore, this category is currently under budget by $2,306.64.
✓ Grounds Maintenance
✓ Expended $9,573.36 in comparison to the budgeted allocation of $7,330.00; therefore, this category is over budget by $1,243.36 due to cleaning a drainage ditch on the tract 31 Property.

✓ Building Maintenance
✓ Expended $7,714.26 as compared to the budgeted allocation of $9,330.00; therefore, this category is over projections by $1,615.71.

✓ Other Expenses
   Expended $76,300.56 from the 1% Marketing Fund with expenses related to the website and sign repair.

B. Barefoot Lifestyle Report
Ms. Gosiewski stated that the charter was formed in March 2016 to bring Single Family and Multi Family residents together. Ms. Gosiewski recapped on the events that were held in 2018.
• February – Meet and Greet at Putters Pub where 100 homeowners attended.
• May - Wild Wings
• July – “Beach Night” at Pelican Stadium where 90 homeowners attended.
• September - Wilmington was canceled due to Hurricane Florence.
• November – House of Blues murder mystery
• Clothing and Toy drive for Kids
• Senior gifts
• Food Drive
• January 24, 2019 - comedy hypnotist

Ms. Gosiewski thanked the Committee members for all their hard work this past year.

C. Strategic Planning Committee
Mr. Savino stated that although the Committee has not had a meeting in 2 months, they have completed and submitted the long term strategic plan to include a one, five and ten year plan to the Board of Directors, once it is approved it will be posted to the website. Mr. Savino also stated that the Committee is still committed to working towards a consolidated access system for all communities, but has been unable to obtain information from Waccamaw Management regarding their access system. Mr. Savino also stated some Committee members have resigned from the Committee due to personal issues and the committee has gone from 7 members to 3. Mr. Savino also stated that volunteers are needed to serve on the Committee.

Upon a motion made by Mr. Gosiewski, seconded by Mr. Sfarra, and unanimously carried, it was MOVED: To accept the long term strategic plan as presented.

D. Joint Committee
Mr. Atwood stated that the Joint Committee has approved the 2019 budget. Mr. Atwood also advised the membership that the North Tower Pool is being converted from a Salt water to ionization.

E. Beach Cabana Committee
Lynn McGinley - not present and no report was given.
F. Architectural Review Committee
Mr. Griffiths stated that the Committee reports to the Board of Directors. The Committee consists of members with experience in Construction, engineering, and HOA’s. Their roll is to preserve the concept of the Communities with the intent to preserve enjoyment and property value. Requests are to be submitted to the ARC for all exterior modifications. The Committee consists of five (5) members, each member carries a two (2) year term. The Committee meets every two weeks. Mr. Griffiths stated that there were 256 applications in 2018 of which 93% were approved. Further the applications consisted of forty-eight (48) for patios, thirty-four (34) for storm doors and thirty-three (33) were for roof replacement. In the last three months there has been eleven (11) applications for hurricane shutters. Mr. Griffiths recognized Mr. Jenkins for all his work with the Committee. Mr. Tooker thanked the Committee for all their work.

Sign Sub-Committee
Mr. Tooker stated that the Committee needs volunteers. Mr. Fleming will be retiring from the Committee in 2019 and would like to train the new member. The Committee meets four (4) times a year. Mr. Tooker is recommending that the Committee make recommendation to the Board that the committee have an annual budget of $1,800 and $7,000 for replacement of the cement bases around the signs due to wear and tear.

G. Website Committee
Ms. Reeves stated the next news center refresh deadline is December 21, 2018. The Committee Charter calls for five (5) to seven (7) members. The Committee is proposing a revision to the Charter to be three (3) to five (5) members.

Upon a motion made by Ms. Reeves, seconded by Mr. Gosiewski, and unanimously carried, it was MOVED: To reduce the Website Committee charter membership to consist of three (3) to five (5) members.

Ms. Reeves also advise the 2019 News Center Article feature as follows:

January – Committee Info & Contacts
February – ARC Committee
March – Beach Cabana Committee
April – Joint Committee
May – Neighborhood Watch
June – Residents’ Club
July – Strategic Planning
August – Lifestyle Committee
September – Traffic Committee
October – Website Committee
November – Sign Committee
December – Year in Review

H. Residents’ Club Committee
Jane Young is the Chair of this Committee and provided the report. Ms. Young stated that 2018 was a very good year listed the accomplishments as follows:

- Purchased a new book case for the library.
- Repaired the second book case and saved the Association money.
- Game tables were strengthened and repaired.
- The stucco pillar caps were cleaned and painted.
• The support beam by the pool has been repaired.
• Pool has been resurfaced.
• Pool deck furniture was cleaned.
• New waterproof clock was purchased.
• Tent rentals was a success.
• Improvement to the landscape lighting.
• HVAC was replaced.
• Tennis Courts and Picket Ball Courts were resurfaced.
• New Plantation Shutters and Blinds were installed.
• New Elliptical machine was purchased.

Ms. Young stated that her term with the Committee ends in December. She thanked her Committee members and the BOD liaisons Bobbie Reeves and Joe Gosiewski for all the support and help the past three years.

I. Neighborhood Watch Committee
Mr. Witkin advised that the committee is short of volunteers. Mr. Witkin reported that two weeks ago there was an incident in which three (3) vehicles had been broken into with personal items were stolen but no further information has been released. Mr. Witkin also advised that there was a report on Next Door that there was a car burglary in Cypress Bend. Mr. Witkin also stated that the following preventatives steps are suggested:

• Turn outside lights on
• Park vehicles in garage
• Lock doors
• Do not leave any packages in vehicles
• Do not leave packages at front door

If residents see anything out of the ordinary they should call the police.

Volunteers are needed for the following neighborhoods:

• Bridleridge
• Somerset
• Longbridge
• Multi-family and Single family coordinators are also needed.

Mr. Witkin stated that the monthly meeting was held at the Firehouse on December 6, 2018, which eight (8) people attended. The topic of the evening was: Never let your gun in the wrong hands. Mr. Witkin also stated that he will be meeting with Officer McLeod the week of Christmas to set a schedule for the 2019 meeting dates.

Traffic Committee
Mr. Slater advised that the replacement of the traffic cameras are delayed due to the weather. Mr. Slater asked that if members see a light post outage to email Mr. Slater with the location and tag number so that he can report the outage.

J. City of North Myrtle Beach
Mr. Gosiewski stated that the relationship with the City is growing and will continue to grow in 2019. He reported that the City addressed several of the items listed below:

• Restriping of roads
• Additional speeding signs
• Handicap Beach access
• Denial of the Diamond Sands Mine project

VII. NEW BUSINESS

A. Other

Ms. Reeves advised that residents are not being contacted by Voting Members with information for the Beach Cabana, information will be posted on the website. Residents will be able to vote on the Beach Cabana from the website. Ms. Reeves also mentioned that votes will not be duplicated. Residents can view the Town Hall meeting that took place on December 7, 2018 on the Barefoot HOA website.

B. MEMBER COMMENT

Neil Witkin, Longbridge, asked if there was an update on the Access Control System. Mr. Savino advised that the study is at a standstill as there is a lack of cooperation from management companies and communities.

Carol Cutuli, Brookstone, stated that she did not believe that the Board is allowed to conduct business at an annual meeting. Ms. Cutuli also wanted to know when the new elected Board Members will be seated on the Board. Mr. Atwood advised that the motion that was carried did not involve monetary expense therefore it is allowed. The new Board members will be seated on the Board, January 1, 2019 the new members will not be able to cast a vote until then.

Bob Moyse, Willow Bend, thanked the Board for the presentation for the Beach Cabana and he volunteered for the Neighborhood Watch Committee.

Tom Ort, Brookstone, asked if there are future plans to have a parking garage built. Mr Atwood advised that they City has said no in the past.

Mr. Ort, asked for an update on the Water Tower Road fence. Mr. Lee stated no decision has been made as to what type of fence will be installed. Mr. Lee recommended that a group consisting of a WTR homeowner, a Board Member and George Griffiths review a design and make a recommendation to the Board.

VIII. ADJOURNMENT

On motion of Mr. Tooker, seconded by Mr. Gosiewski, and carried, it was MOVED: to adjourn the meeting at 5:06 pm.

Respectfully submitted by:

_________________________________
Lilla DiLauri, Recording Secretary

Approved by:

__________________________________  __________________
Michael Atwood, President     Date:
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<th>Community</th>
<th>2018 Voting Member</th>
<th>Signature</th>
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<td>Carol Saxon</td>
<td></td>
<td>5502 Pheasant Drive</td>
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<td>Bridle Ridge</td>
<td>Rocky Rockwell</td>
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<td>Cedar Creek</td>
<td>George Griffiths</td>
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<td>Kenny Radford</td>
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<td>5751 Oyster Catcher Dr., Unit 712</td>
<td>0 910-514-1173</td>
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<td><a href="mailto:dalelubbers113@yahoo.com">dalelubbers113@yahoo.com</a></td>
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<tr>
<td>Oak Pointe</td>
<td>Roy Fleming</td>
<td></td>
<td>2450 Marsh Glenn Drive, Unit 221</td>
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<td><a href="mailto:joadjet@yahoo.com">joadjet@yahoo.com</a></td>
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<td>Richard Niedental</td>
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<td>River Crossing</td>
<td>Susan Adkins</td>
<td></td>
<td>5825 Catalina Dr. Unit 211</td>
<td>843-390-0090</td>
<td>434-250-3538</td>
<td><a href="mailto:mandsadkins@verizon.net">mandsadkins@verizon.net</a></td>
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<td>Woodlands</td>
<td>Timothy Larkin</td>
<td></td>
<td>2450 Marsh Glenn Drive, Unit 221</td>
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