

Community Services Associates, Inc.

Board of Directors Meeting

March 30, 2021

A regular meeting of Community Services Associates, Inc., (CSA), Board of Directors, was held on Tuesday, March 30, 2021, via videoconference.

Present from the Board of Directors, were: Larry Movshin, Chair; Jim Kaskie, Vice Chair; Dave Borghesi, Treasurer; Don Sigmon, Member at Large; Barry Barth, Director; Steve Birdwell, Director; Cary Corbitt, Director; David Ellis, Director; Bill Johnson, Director; Mark King, Director; Charlie Miner, Director; David Pardue, Director; Bob Sowers, Director; Rich Speer, Director and Greg Thomson, Director

Absent from the Board of Directors, were: Carolyn Adams, Secretary; Scott Richardson, Director and Bob Sowers, Director

Present from Community Services Associates, Inc., were: Sam Bennett, President; Victoria Shanahan, Director of Finance and Administration; Russell Fredericks, Director of Maintenance; David Henderson, Director of Special Projects and Operations; Toby McSwain, Director of Safety, Security and Transportation; Amanda Sutcliffe-Jones, Director of Communications and Sandra Archer, Executive Administrator

Call to Order

The meeting was called to order by Larry Movshin, Chair, at 9:30 a.m., Eastern time.

Establishment of Quorum

With a majority of Board Members in attendance, quorum was met.

Executive Session

Approval – Board of Directors, Call to Executive Session

A motion was made by Dave Borghesi to support the resolution, “Approval – Board of Directors, Call to Executive Session”. The motion was seconded and unanimously carried:

“**RESOLVED**, Community Services Associates, Inc., Board of Directors, approved the Board of Directors call to Executive Session”.

Board Meeting Reconvenes, 10:00 a.m.

Approval – Possible Actions Related to Executive Session

The Board of Directors reconvened at 10:00 a.m. There was no action taken.

Ratify Approval – Board of Directors Meeting Minutes, February 23, 2021:

A motion was made by Bill Johnson, to support the resolution, “Ratify Approval – Board of Directors Meeting Minutes, February 23, 2021”. The motion was seconded and unanimously carried:

“**RESOLVED**, Community Services Associates, Inc., Board of Directors, ratified approval of the Board of Directors Meeting Minutes, February 23, 2021, as finalized by email”.

Chair Remarks – Chair Movshin

- Sea Pines has become a different environment than 5 – 10 years ago. Sea Pines at near capacity for all properties;
- The Board to be active and bring changes this year. Changes to include: funding for operations, gate operations, Tower Beach and parking in general.

President Remarks – Sam Bennett

- Sea Pines currently experiencing high volume of visitors and expected to continue through season and year;
- CSA Directors to report on respective Departments.

Director Updates

CSA Directors provided updates on their respective departments: Communications, Mrs. Sutcliffe-Jones; Finance and Administration, Ms. Shanahan; Maintenance, Enhancements and Major Projects, Mr. Fredericks; Operations and Special Projects, Mr. Henderson and Safety, Security and Transportation, Mr. McSwain.

Financial Update – Victoria Shanahan

- Recap of YE/December 31, 2020, Financial Statements, provided;
- Balance Sheet and Income Statement, reviewed;
- Government grant/PPP loan, enabled CSA to sustain payroll for all CSA employees through pandemic. \$1.1M PPP loan forgiven, in entirety.

Acceptance – Financial Statements, YE/December 31, 2020

Refer to Committee Updates, Finance.

Committee Updates

Communications – David Ellis

- Meeting Minutes to be approved electronically and posted on seapinesliving.com website, within 30 days of Meeting.

Finance – Dave Borghesi

- Finance Charter approved by Committee and recommended to Board, for approval;
- Draft of audited statements prepared and presented to Auditors, for review;
- Technical audit requirement, due to common control of its directors, is to consolidate financial statements of Six Oaks Cemetery and Sea Pines Forest Preserve Foundation with those of CSA;
- Consensus of Finance Committee is to report 2020 financial statements of CSA separately and to accept auditor qualification, as done in the past;
- Suggestion of Committee is to consider expanded disclosure of those entities' financial information in the Annual Report. The Committee to consider the issue of consolidation for 2021 financial statements.

Acceptance – Financial Statements, YE/December 31, 2020

The balance sheet as of YE/December 31, 2020 was reviewed. Total liabilities and fund balances, on an accrual basis, were \$22,501,693, as compared to prior year, of \$19,825,434. The income statement as of YE/December 31, 2020, was reviewed. Actual revenues over expenditures were \$922,704, as compared to budget and prior year actual, of (\$1,182,522) and \$1,327,661, respectively.

A motion was made by Dave Borghesi, to support the resolution, “Acceptance – Financial Statements, YE/December 31, 2020”. The motion was seconded and unanimously carried:

“**RESOLVED**, Community Services Associates, Inc., Board of Directors, accepted financial statements, YE/December 31, 2020, as presented”.

Governance – Jim Kaskie

- Committee to focus on: simple referendum/e-voting; implementation of Conflict of Interest/Confidentiality Acknowledgment Statements and Disclosure Form, in compliance with South Carolina Nonprofit Corporation Act; improvement of committee structures, to include: minutes, orientation, standard charters;
- Staff to research e-voting options for CSA Board of Director election.

Land Use Management – Charlie Miner

- Following extensive work by the LUM Committee, legal review, approval by the ASPPO Board of Directions and CSA Workshops, the Rules and Regulations, 2021, were recommended to the CSA Board for final review and adoption;
- If adopted, the Rules and Regulations will become effective on July 1, 2021 and will be posted to the seapinesliving.com website for public review, prior to that date;
- Goal of Rules and Regulations, along with South Carolina Non Profit Corporation Act, allow the community to live up to a basic set of standards and to maintain compliance, not enforce forfeitures;

Approval – Sea Pines CSA Land Use Management Rules and Regulations, 2021

A motion was made by Larry Movshin, to support the resolution, “Approval – Sea Pines CSA Land Use Management Rules and Regulations, 2021”. The motion was seconded and Unanimously carried:

“**RESOLVED**, Community Services Associates, Inc., Board of Directors, on recommendation of the Land Use Management Committee, approved the Sea Pines CSA Rules and Regulations, 2021, as presented”.

Maintenance, Enhancement and Major Projects – Barry Barth

- Subgroup to be created to oversee referendum funding projects to coordinate information between contractors, MEMP/Finance Committees and community.

There were no recommendations to be brought before the Board, at this time, by the following Committees: Gate Entry, Mr. Corbitt; Safety and Security, Mr. Johnson; Short Term Rental, Mr. Ellis and Strategic Planning, Mr. Pardue.

Unfinished Business

Mr. Birdwell announced The Resort to include a \$2 per night fee, added to guests' statements, to be donated to the Sea Pines Forest Preserve Foundation. Guests staying at The Inn and Club at Harbour Town, to equally contribute.

New Business

ARB – Chair Movshin

- ARB Density Report, through February 2021, showed applications for: 10 single family residences; 18 major and 158 small additions/alterations; 10 pools; 8 commercial; 4 improved lots and 2 demo.

Approval – Committee Charters, 2021

A motion was made by Larry Movshin, to support the resolution, “Approval – Committee Charters, 2021”. The motion was seconded and unanimously carried:

“**RESOLVED**, Community Services Associates, Inc., Board of Directors, approved Committee Charters, 2021: Communications, Finance and Short Term Rental, as presented”.

Approval – Amendment, Committee Membership, 2021: LUM, Strategic Planning

A motion was made by Larry Movshin, to support the resolution, “Approval – Amendment, Committee Membership, 2021: LUM, Strategic Planning”. The motion was seconded and Unanimously carried:

“**RESOLVED**, Community Services Associates, Inc., Board of Directors, approves amendment to the Land Use Management and Strategic Planning Committee Memberships, 2021, as presented”.

Approval – Appointment, Nominating Committee, Class “A”, 2021

A motion was made by Larry Movshin, to support the resolution, “Approval – Appointment, Nominating Committee, Class “A”, 2021”. The motion was seconded and unanimously carried:

“**RESOLVED**, Community Services Associates, Inc., Board of Directors, approved appointment of the Nominating Committee, Class “A” 2021: Bill Johnson, Chair; David Ellis, David Pardue, Members, as presented”.

Approval – Appointment, Nominating Committee, Class “B”, 2021

A motion was made by Larry Movshin, to support the resolution, “Approval – Appointment, Nominating Committee, Class “B”, 2021”. The motion was seconded and unanimously carried:

“**RESOLVED**, Community Services Associates, Inc., Board of Directors, approved appointment of the Nominating Committee, Class “B” 2021: Mark King, Don Sigmon, Co-Chairs, as presented”.

Approval – Sea Pines CSA Land Use Management Rules and Regulations, 2021

Refer to Committee Updates, Land Use Management.

Adjournment

A motion was made by David Pardue, to adjourn the meeting. The motion was seconded and unanimously carried.

With no further business to come before the Board, Chair Movshin adjourned the meeting at 11:15 a.m. The next regularly scheduled meeting of the CSA Board of Directors, to be held Tuesday, May 25, 2021, 9:30 a.m., via videoconference.

Respectfully Submitted,

A handwritten signature in black ink, appearing to read 'Larry Movshin', with a long horizontal line extending to the right.

Larry Movshin
Chair