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HAMILTON COVE HOMEOWNERS ASSOCIATION  
MINUTES  
MEETING OF THE BOARD OF DIRECTORS  
11/20/2020  
2:30 PM**

**BY CONFERENCE CALL**

The meeting by conference call was called to order at 2:30 PM by President Norris Bishton. The following directors were present:

Norris J. Bishton, Jr.  
Martin Curtin  
Bart Glass  
Richard Kirschner  
Mike Owens

**APPROVAL OF MINUTES**

The minutes of the Board meeting of June 20, 2020 were approved.

**EXECUTIVE SESSIONS**

Mr. Bishton reported that the Board met in Executive Session by conference call since the last meeting to deal with personnel, contract and litigation matters. The Board approved the hiring of Maria Reyes as the replacement for Kathy Patterson. The Board approved changing the position title from Office Manager to Business Manager. The Board approved a Settlement Agreement with Santa Catalina Island Company and Hamilton Pacific, LLC regarding the redoing of the road from the Descanso Curve to the Security Gate. The Board also dealt with issues involving enforcement of the Rules.

The Board met with Jeff Gubernick, Attorney for the Association, to discuss two matters where litigation has been threatened.

**ANNUAL MEETING, HOLIDAY PARTY AND 2021 BUDGET**

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The Board discussed the effect of COVID-19 restrictions on the Annual Meeting, Holiday Party and 2021 Budget.

Upon a motion duly made and seconded the following resolution was unanimously adopted:

WHEREAS, the State of California and the County of Los Angeles have prohibited large gatherings, particularly indoor gathering due to the COVID-19 virus;

WHEREAS, in accordance with an Order of the County of Los Angeles the Association has closed its Clubhouse and Conference Room;

WHEREAS, it is impossible to hold the Association's Annual Meeting or Holiday Party due to the COVID-19 VIRUS;

WHEREAS, only two candidates, the incumbents Norris Bishton and Mike Owens, are running for the two Board positions up for election;

WHEREAS. the Bylaws of the Association provided in relevant part as follows:

**Section 4.05 Election and Term of Office.** Each Director shall hold office until his successor has been elected or until his death, resignation, removal or judicial adjudication of mental incompetence.

**Section 5.02 Election of Officers.** The officers of the Association shall be elected annually by the Board of Directors at the organization meeting of each new Board of Directors, and each officer shall hold his office at the pleasure of the Board of Directors, until he shall resign or be removed or otherwise disqualified to serve or his successor shall be elected and qualified to serve.

WHEREAS, the Board of Directors has previously determined that the current budget and monthly assessment remain in effect through June 30, 2021,

NOW, THEREFORE, IT IS HEREBY RESOLVED AS FOLLOWS:

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1. The 2020 Annual Meeting and Holiday Party are canceled for the reasons stated above.

2. The election of directors and officers are canceled for the reasons stated above. The current officers and directors shall continue in office until their successors are elected as provided in the Bylaws.

3. The current budget shall continue as the budget for 2021. The budget will be reviewed after insurance costs are determined and changes, if any, shall be made effective July 1, 2021.

Upon a motion duly made and seconded it was decided to retain the same committee assignments as adopted December 7, 2019 with the exception that Kathy Patterson is removed from the Social Committee and is replaced by Maria Reyes.

**DIRECTOR AND OFFICER DUTIES**

Mr. Bishton reminded the members of the Board of the following resolution adopted in 2006 and still in effect:

WHEREAS the Directors of the Association are also Officers of the Association, and

WHEREAS Officers of the Association must communicate with each other and occasionally meet with each other while performing their duties as Officers as distinct from their duties as Directors in dealing with the day to day problems of the Association, and

WHEREAS the Officers must meet from time to time to obtain information for the Board of Directors, such as meeting with contractors to review bids, and

WHEREAS the Officers must meet from time to time to obtain and review evidence of Rule violations or in connection with matters that may be considered in executive session

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NOW, THEREFORE, IT IS HEREBY RESOLVED AS FOLLOWS:

RESOLVED, that three or more Officer may meet or communicate with each other from time to time in order to perform their duties as Officers without such meeting or communication being considered a meeting of the Board provided that such meetings or communications are not for the purpose of discussing Board matters or for reaching agreement on Board matters, and

FURTHER RESOLVED the Officer may meet or communicate on all matters that may be considered in executive session according to law without said meeting being a meeting of the Board provided that the subject matter of any such meetings or communications is reported at the next Board meeting following the meeting or communication as is required for matters considered in executive session.

**2020 AUDIT**

The Board approved hiring Owen, Moskowitz and Associates, Inc. to perform the 2020 Audit.

**COVID-19 RESTRICTIONS**

The Board authorized the President to establish suitable protocols for testing employees who go out of the country or out of State before they can return to work and for quarantining employees who have been exposed to someone who tests positive.

**EDISON PROTEST**

The President informed the Board that Southern California Edison has filed a General Rate Case seeking to greatly increased the cost of fresh water. The Board authorized the President to protest the GRC on behalf of the Association and Owners.

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There being no further business before the Board, the meeting was adjourned.

November \_\_\_\_\_, 2020

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Martin Curtin, Secretary