BOCA WEST
COUNTRY CLUB

MINUTES

MEETING:	Board of Governors
DATE:	February 26, 2021
MEMBERS PRESENT:	P Kupperman, H. Boilen, B. Winikoff, J. Macher, H. Moskowitz, J. Banks, P. Echenberg, P. Edwards, S. Forman, J. Glassman, E. Hoffman, B. Lerner, C. Rosenblatt, D. Shifrin, C. Wolf, H. Liebman (ex-officio)
MEMBERS ABSENT:	
PARTICIPANTS:	M. Linderman, K. Campbell, D. Wright, L. Stefaniw
FOR INFORMATION:	The Board of Governors
ISSUED BY:	Philip Kupperman
ISSUE DATE:	March 25, 2021

Grievance Committee - Rick Chavis

Dr. Chavis presented grievance 08-2020 to the Board.

Grievance 08-2020

Dr. Chavis reported that there was further investigation in the background of the Member and Companion involved in the grievance. There is no additional information to report.

The Grievance Committee recommends a one year suspension; appropriate letters of apology be sent to Kathy Kohlhepp, Matthew Linderman and the Board of Governors; a successful completion of an Anger Management course and losing the use of one transponder for the duration of the suspension.

Motion: On a motion made by Mr. Wolf and seconded by Mr. Macher, the Board unanimously agrees that both the Member and Companion be suspended for twelve months effective the day the Club receives appropriate letters of apology to Kathy Kohlhepp, Matthew Linderman and the Board of Governors. In addition, the Companion has to successfully complete an Anger Management course. Finally, the Member and Companion will lose the use of one transponder for the duration of the suspension and are to be removed from the Club's email distribution list.

Approval of Minutes

Motion: On a motion made by Mr. Forman and seconded by Dr. Edwards, the minutes of the January 29, 2021 Board meeting are unanimously approved.

Chairman Report – Phil Kupperman

The long term financing with Fifth Third Bank has been finalized with a secured rate of 3.56% which is lower than the borrowing rate the Club has had with Wells Fargo. Mr. Kupperman acknowledged Bob Winikoff, Matthew Linderman, Kathy Campbell and Peter Blacklock for their efforts in bringing this to close.

The Joint Venture has secured an Operating Lease for the new Welcome Center. Boca West Realty and Membership will be located there. Mr. Kupperman congratulated Matthew Linderman for his patience in negotiating the Lease.

Mr. Kupperman updated the Board on the format and Agenda for the Annual Meeting that afternoon, February 26, 2021.

General Managers Report – Matthew Linderman

Financial Flash Report

For the period of February 1 through February 21, 2021.

Golf revenue is down from budget and last year due to the restrictions in the Covid-19 guest policy. However, golf rounds are up from last year and budget due to an increase in Member rounds.

Retail clothing revenues are down from budget and last year; however the "Spin the Wheel" Super Bowl sale was successful generating $19,372 in Merchandise revenue and $14,714 in Equipment revenue.

Due to Covid-19, spa services remain down from budget and last year.

All F&B outlets that are currently open are experiencing good covers and revenues considering the limited capacity. To-Go orders continue to generate good revenue. Tavern on the Court continues to be successful with 2,610 covers and generating $81,877 in revenue for the month of February.

Delinquent Dues, Foreclosures and Downgrades

There are currently 75 delinquent Members, 44 of those have been delinquent for more than one year. Last year at this time there were 64 delinquent Members and 35 of those were delinquent for more than one year.

As of today there have been six foreclosures compared to two last year at this time.

As of February 23, 2021 golf is down 110 players compared to down 21 players last year and tennis is down 14 players compared to down 18 players last year. There are 39 players who took the Pickleball Membership which is up 12 from last year.

General Business

The Member involved in Grievance 04-2020 has sold his home and the closing is scheduled for May 1, 2021.

A walk through of the new Welcome Center with the Engineers and Architects is scheduled for March 2, 2021. The roof and structure will be inspected and the plans that were previously done will be finalized.

A pre-recorded Tanglewood video will be available for viewing online or on large screen at dining venues around the Club. A To-Go menu will be available for pick-up for those Members who will be watching at home. Limited reservations will be available for the Garden Lawn and Terrace and the Driving Range. Mr. D's and Roadside cravings will be available dining options for these venues.

The franchise agreement for Carvel has been finalized and signed. It will be available at Grand Central for Dine-in or To-go.

The list of suspended Members available on the website includes Equity Members that have rented their homes to Lessees with privileges.

Save the date of March 29, 2021 for the Habitat for Humanity Home Dedication for the house Boca West sponsored.

The Boca West Children's Foundation Golf Tournament has been scheduled for November 1, 2021 and Walk in the Woods is scheduled for January 31, 2022.

Lou and Edith Bluefeld will be honored at the Annual Meeting in celebration of both their 100th Birthdays and their 80th Wedding Anniversary. Chef Roger has collaborated with the Bluefelds and created new menu items that will be featured on the Grand Central and Pantry menus.

Prime Cut will not be opening this season.

Covid-19

Matthew Linderman reported the Club would like to update and expand the Gold Card Guest Policy and Member Covid-19 policy and presented two policies for approval. Gold Card guests are still required to comply with quarantine and vaccines protocols currently in place. The Club will continue to monitor and make adjustments as needed.

In depth discussion took place.

Motion: On a motion made by Mr. Winikoff and seconded by Mr. Rosenblatt, the Board unanimously approves the changes to the Gold Card Guest policy and updates to the Member Covid-19 policies presented.

Foundation Report – Pamela Weinroth (written report provided)

On March 1, 2020 the Boca West Children's Foundation held its 10th Anniversary Gala. Almost 900 attendees celebrated the $11 million distributed in the first 10 years of the Foundation's existence. Over $1,000,000 was raised that evening for the 9,000 Children helped daily by the 31 projects of our granted Charities. No one knew then that would be the last major face-to-face fundraiser for any charitable organization in 2020.

These times that have been both scary and difficult for all of us and are intensified for the Children who are at risk. The lack of food, clothing, services and the ability to keep them from being abused has grown tremendously.

Your contributions helped:

- The Boys and Girls Clubs of Palm Beach County create their "Farms to Families" Program
- Boca Helping Hands doubles their food distributions system
- Florence Fuller Child Development Center and the YMCA cared for over 800 pre-k kids in a safe and sound manner so their parents could go to work
- Partnered with our foster home programs at SOS Children's Villages, JAFCO, Home Safe, Grandma's Place, Best Foot Forward and the Place of Hope to expand their reach in keeping their hundreds of kids in a safe environment.
- Over 4,000 beds have been distributed and assembled to kids identified as sleeping on the floor or with multiple siblings in the same bed during the pandemic by Sweet Dream Makers.
- Scholarship programs continued with over 200 college aid programs awarded through our partnerships with The Viner Scholars, FAU Foundation, Kelly-Strul First in Family, Bound for College and the Rotary Club of Boca Raton.
- Our very special kids were able to continue to be served through our partnerships with the Unicorn Children's Foundation, JAFCO's Ability Center, Camp Kavod, the Faulk Foundation and the Center for Family Services.
- Healthcare during these times for children at the poverty level is critical and through our programs with the Caridad Center we have been in the forefront.
- Aided school children without tablets unable to participate in virtual schooling joined their classmates. We worked with the Educational Foundation of Palm Beach County and the Spirit of Giving to ensure hundreds of tablets and school supplies were able to be distributed.

We held our 8th Annual Golf Challenge; on November 22 we were able to distribute over $200,000 to our charity partners vetted projects.

One of our new initiatives, Bikes for Tikes, raised over $100,000 and we have distributed over 600 bikes to children who were facing a very bleak holiday. It was a joy to see their faces when the bikes were delivered. The program will continue, and our goal is 1000 bikes.

"My First Bike" will begin shortly in tandem with the Florence Fuller Child Development Center and the YMCA. Each of the pre-K kids (class of 2021) who attend their Graduation Ceremony (to Kindergarten) will be presented with their very first bike.

Currently the Foundation is partnering with Junior League of Boca Raton for the sixth year in a diaper drive. For families struggling to put food on the table buying diapers is simply not in their budget.

The situation is so serious this year we have set a goal of delivering 100,000 diapers; double last year's record-setting drive. Although our event will end on February 28th, we will continue collecting funds, all year long, for diapers.

With the help of so many of the Boca West Members over 9,000 children were fed, clothed, schooled and kept safe in these most extraordinary times. Over $1,400,000 was granted to the projects we support that were providing essential services to our kids during the pandemic. On behalf of all our children, thank you.

Legal Report – Jerry Glassman

The Club was granted summary judgment against Good Old Days. The final order will be written in the next 30 days and they will have an opportunity to appeal.

Bernie Friedman holds the largest portfolio of rentals within the Community. He has signed a Renovator Agreement with an Appendix to continue through September 30, 2021. Matthew Linderman, Leslie Kennedy and Stephann Cotton, the broker on record, met with Mr. Friedman on multiple issues that he is not in compliance with.

Joint Venture

The Masters Association will begin fining Delinquent Members $75 per day for each day of non-compliance. These Members continue to pay their Home Owner Association obligation but not their Club dues. The Club has provided a list of delinquent accounts. The first case will appear before the Masters Grievance Committee today.

Bridgewood has obtained counsel and their attorney sent a letter with a legal opinion. BWMA counsel has responded. Howard Boilen and Howard Liebman met with Bridgewood representatives and it was a productive and positive meeting.

Boca West Holding, LLC a subsidiary of BWCA, LLC. will address foreclosure tax sales, abandoned units, distressed units and units Villages foreclose on. An Operating Agreement that includes Standard Operating Procedures to deal with these types of issues has been drafted and is being reviewed by legal counsel. It will be presented to the Board for approval will when the documents are finalized.

– Finance Report – Joel Macher

Financial results for the month ended January 2021, before $68,700 of timing differences, were $1,479,300 higher than budget. Non- operating items netted to a $298,400 negative variance, and operating results came in $1,777,700 ahead of budget.

Non-operating items represents Dues related to the number of non- paying members being in excess of the numbers anticipated in the budget as well as pro-rata dues for new members not yet received.

Covid-19 restrictions continue to impact Club operations. Staffing levels have been adjusted to reflect our current business requirements and Member Activities throughout the Club have shifted from large in person events to smaller gatherings including virtual. Outside venues have been popular with the addition of Tavern on the Court.

Revenues have been negatively impacted in all areas. Gross profit is down $2.2 million of which $1.6 million is Food and Beverage.

Total cash as of January 31, 2021 was $18.3 million with no outstanding balance on the Line of Credit. As of January 31, 2020 total cash was $7.9 million with no outstanding balance on the Line of Credit.

Project Financing

Mr. Winikoff reported that a committee was formed to review the Terms Sheets from Wells Fargo and Fifth Third. Both provided similar pricing however Fifth Third offered more flexibility by providing a Line of Credit for $45M over the term of the loan whereas Wells Fargo provided a reducing revolver. In addition Fifth Third did not require a collateral account restricting certain funds as is currently required by Wells Fargo. The Committee agreed, along with Management, to move forward with Fifth Third and an interest rate Swap was used to lock in the interest rate over the term of the loan.

Special Reports – Howard Liebman

Akoya

As of February 25, 2021 Akoya has 77 sold with eight additional pending sales.

Renovator

No update at this time other than the net spread is currently an $18 million increase in market values.

Leadership Program

The fifth session was held on February 22. Matthew Linderman and Howard Liebman presented an informative overview on Boca West Realty, the Residential Home Improvement Program and Club Committees. The Masters Association and Club Boards were invited. The last session is scheduled for March 22.

Audit – Paul Echenberg

Nothing to report at this time.

Long Range Planning – Paul Echenberg

Nothing to report at this time.

Membership – Harriet Moskowitz

Motion: On a motion made by Mr. Macher and seconded by Mrs. Banks, the Board unanimously approves the 16 new Memberships consisting of 11 new Members and five new homes.

Membership Statistics

As of February 24, 2021, closed and pending sales to new Members were 94 compared to 79 last year, including 13 new Members in Akoya this year compared to 11 in Akoya last year.

Communications – Howard Boilen

Nothing to report at this time.

Nominating Committee – Howard Boilen

Nothing to report at this time.

Tennis – David Shifrin

The morale in tennis and pickleball is the highest it's ever been. Dr. Shifrin thanked the Board and Management for their support of the Tennis and Pickleball community.

Golf Operations – Steve Forman

Mr. Forman presented two RFA's for approval.

Motion: On a motion made by Mr. Forman and seconded by Mr. Winikoff, the Board unanimously approves RFA 1736 for the budgeted expense of repairs to the Golf Course Maintenance Building.

Motion: On a motion made by Mr. Forman and seconded by Mr. Winikoff, the Board unanimously approves RFA 1737 for the unbudgeted expense to replace the bridge on Course 3, hole 10.

Mr. Forman thanked Chuck Rosenblatt for support as Vice Chair of the Golf Committee.

With no Member Guest event this season due to Covid-19, the Play for Pink tournament was extended to a week-long event that is open to all Members of Boca West. The Club has already raised $41,000. Nanna and Nikki will be active participants.

House & Activities – Charlie Wolf

Nothing to report other than the success of our new trailer Roadside Cravings.

Fitness – Bob Lerner

Repairs and Maintenance continues throughout the Fitness and Spa areas. The new Spa showers are being installed and some Fitness equipment has been cleaned and repaired.

Retail – Enid Hoffman

Nothing to report other than the success of the outdoor Pop Up shopping events.

Human Resources – Jeanine Banks

The department continues to be busy with local hiring.

A ten week Manager in Development Internship has been developed and will be launched this summer. The program is geared towards Hospitality Students who will be graduating soon.

International Hiring & Flights

Normally we would be planning our summer recruiting trips. Right now, we are waiting to see the status of international flying. There is a Travel Ban for all flights from the UK and South Africa. We don't expect it will be lifted before mid-March. All of the overseas consulates have canceled any appointments that were scheduled for March so it is highly unlikely that we will be hiring any more International Staff this season.

We have worked closely with Workaway International to place a number of current International Staff members at their northern Clubs on the H2B visa for the summer. The intention is for those employees to come back directly to Boca West in October 2021. Of the 164 currently employed, over 110 have already committed to northern employers.

Florida Atlantic University

We have been in contact with Peter Ricci, the Dean of the FAU School of Hospitality regarding the scheduling of the Country Club Management class. He will be teaching the Club Management class in the Summer & Fall sessions again. Part of the curriculum includes Country Club Professionals going into the classroom to teach different topics which has worked out well.

George Snow Scholarship

We had four dependents of employees apply for the scholarship this year; two dishwashers, one engineering and one golf maintenance employees' dependents. We will be notified of any winners at the end of April and the student will be notified in the middle of May.

Covid-19 Management

We continue to monitor all staff illnesses closely to ensure that there aren't any Covid-19 exposures. Contact Tracing is conducted and employees are directed to stay home with any sign of symptoms or exposure. At this time we have no cases of concern.

ACA Reporting

All manual data for ACA reporting has been completed and sent to Payroll. The deadline to send out the 1095 paper form to the employees is March 2, 2021 and the electronic filing has to be sent to the IRS by March 31, 2021.

Project Search

Due to Covid-19, there are a very limited number of students available for consideration for next year's program. Our instructor has reached out to the Boca Raton High School's ESE Coordinator who has a handful of highly functioning autistic students that might be interested in participating. We should have a better indication next month on where we will be moving forward.

Employee Relations for International Employees

Unfortunately due to Covid-19, we were unable to book trips to entertainment venues throughout the State. Hopefully we will be able to resume next year.

401-k Annual Reporting

All of the 2020 earnings information was compiled and sent to Vanguard. The annual testing was finalized and the plan passed in all categories. However we will continue to monitor the Highly Comp group to limit their deferrals to a maximum of 7.25%. The Morningstar police report as of September 30, 2020 did not show any concerns with the fund line-up. We will continue to monitor the fund report to determine if any changes are needed. We are also in the process of researching the implementation of a 457(b) deferred compensation plan for the department heads. It seems like there is high interest in this plan.

Employee Apartments & Transportation

Overall, the housing is still operating smoothly. We have not had any problems that warranted adding a security officer at any of the complexes. Due to the decrease in number of staff expected, we were able to close two apartments and maintain quarantine apartments at Quiet Waters. This allowed the elimination of the Quiet Waters bus stop which saves about 10 minutes on route and increased morale.

Staffing

The current number of employees is 660 this year compared to 839 last year.

BWMA – Phil Edwards

The Master Association did not hold its January Representatives meeting to meet the Candidates and listen to their presentations. In place an informal meeting was held via zoom on February 18, 2021 and each candidate gave a two minute presentation. The Masters Association Annual Meeting is scheduled for March 15, 2021 and the election results will be announced.

Ombudsman – David Shifrin

Nothing to report at this time.

Unscheduled Topics

Mr. Kupperman expressed his gratitude to Howard Boilen, Paul Echenberg and Harriet Moskowitz for their dedication and service for the past six years; and to Howard Liebman for his year of service as an ex-officio member of the Board.

Adjournment

There being no further business to discuss, the meeting adjourned to executive session at 11:45am