

Lakeside Association Board of Directors
Full Board Meeting
Minutes
November 10,
2023
9:00 a.m. – 5 p.m.
Via Zoom

Members Present

Jane Anderson - Chair
Jane Marx – Vice-Chair
Rev. Rachel Miller – Secretary
Todd Fowler – Treasurer
Jeff Beach – LPOA President
Kay Panovec – West Ohio Conference Appointee
Rev. Scott Low – East Ohio Conference Appointee
Rev. Karen Graham – Lakeside United Methodist Church Representative
Paul Hubbard – Lakeside Chautauqua Foundation President
Charles Allen, Interim President/CEO
Jack Allen
Greg Buehler
Rob Huntington
Cindy Mahl
Greg Moore
Gwen Nichols
Michael Peterson (entered at 1:07 p.m. by Zoom)
Rev. Doug Winner

Members Absent

Elizabeth Erwin – LPOA Representative
Jim Hackbarth

Staff Present

Theresa Barger

Guests Present during presentations

Len Forinash and Char Wilkerson from the Land Management & Development Task Force (LM&DTF)
Randy Snow and Cindy Grimm from the Sesquicentennial Committee
Marty Sweterlitsch, Partner, Benesch, Friedlander, Coplan & Aronoff, LLP

Chair Jane Anderson called to order at 9:02 a.m. Opening prayer was led by Scott Low.

Approval of Meeting Agenda

Changes noted by Chair:

1) Finance Committee report moved to 2:30 p.m.

2) LM&DTF to present proposal under New Business.

Upon no further changes, the agenda was approved.

Approval of Minutes

Upon motion duly made by Rob Huntington and seconded by Greg Buehler, minutes of the August 4, 2023 Board Meeting were approved.

Adoption of Consent Agenda

Upon no objections, motion made by Doug Winner and seconded by Jack Allen to approve Consent Agenda. Motion carried.

- HP-DRB Charter amended 10.19.23 by Executive Committee to allow for succession planning and continuity of membership
- Board background check policy adopted 10.5.2023 by Executive Committee
- Review of 9.24.2023 electronic vote held by full Board: Motion duly made by Todd Fowler and seconded by Jane Marx that The Lakeside Association purchase the leasehold interest in the parcel located at 9551 East Harbor Road, Lakeside Marblehead consisting of .839 acres of land including the Fire Station 1 Building, for a purchase price of \$284,000. Motion carried.
- The Land Management & Development Task Force Charter was amended by the Executive Committee on 10.5.2023 to extend time frame for completion of work from 6-12 months to 12-24 months, and stipulate that development and land sale projects will be reviewed and approved by the Municipal Services Committee prior to proposal to the Board
- Review of 9.24.2023 electronic vote held by full Board: Board voted to approve that the Lakeside Association enter into a Grant Agreement with the Ohio Department of Natural Resources for the acceptance and use of Four Hundred Forty-One Thousand dollars (\$441,000) to be used for shoreline erosion mitigation pursuant to the terms of the Grant Agreement. Motion carried. Resolution attached.

Chair Report

Annual Board Orientation for new Association and Foundation Board members completed on 10.31.2023. Annual Board goals were reviewed.

LM&DTF Committee Report

Guests, Len Forinash and Char Wilkerson, from the Land Management and Development Task Force (LM&DTF) joined the meeting at 9:16 a.m. to update Board work/research completed by the LM&DTF since being chartered 8.30.2022. Lakeside-owned properties researched by the LM&DTF

have included: Oak Avenue cul-de-sac, Campground, Wo-Ho-Mis, Oak Dormitory, Erie Guest, Directors House (Artist House), Cabins, Hilltop and Annex, Second floor space above Sloopy's, Poplar property south of current fence.

Jeff Beach joined the meeting at 9:40 a.m.

Char Wilkerson exited the meeting at 9:56 a.m.

Upon no further questions or comments from the Board regarding the work of the LM&DTF Committee, Len Forinash exited the meeting at 10:05 a.m.

Association Report- Charles Allen

Interim CEO, Charles Allen announced a \$912,475 grant received by the Lakeside Association from the Ohio Arts Economic Relief Grant Program.

Projects currently under discussion include:

- Hoover Auditorium electrical work to ensure building meets code requirements and to prevent safety hazards
- Perry Park Restrooms
- Orchestra Hall

Reports/Proposed Actions from Standing Committees

Chair of the Executive Committee, Jane Anderson, reviewed the approval of the amendment to the Historic Preservation and Design Review Board Charter, the update to the LM&TDF Charter, and new Board background check policy.

The Municipal Services Committee (MSC) is reviewing amendments to the Streets and Drainage Task Force (SDA Task Force) Charter prior to presentation to the Executive Committee.

Chair of the Governance Committee, Jack Allen, discussed continuing work of the Committee to ensure Lakeside's adherence to non-profit best governance practices.

Greg Buehler from the Governance Committee outlined the timeline for the upcoming Board selection process.

Chair of the Municipal Services Committee (MSC), Jane Marx shared that MSC is discussing minor, technical changes to the Rules and Regulations, as requested by the Lakeside Development Administrator and reviewed by MSC. An edited, redlined version will be submitted to the Board for their review.

Rob Huntington departed the meeting at 10:51 a.m.

Chair of the Audit Committee, Cindy Mahl, reported that the Association Board and Foundation Board Forms 990 are complete and will be filed with the IRS after review by each Board. Audit Committee reviewed Lakeside's internal controls; no changes recommended.

Reports of Ad Hoc Committees

On behalf of the Succession Planning Committee, Chair Jane Marx discussed the communication plan to introduce the new Chief Executive Officer to the community and staff.

Reports from Associated Groups

Chair of the Foundation Board, Paul Hubbard reminded the Board that Giving Tuesday is on Tuesday, November 28th and donations will be raised for Orchestra Hall updates and the Keynote Speaker Series.

Chair of the Lakeside Property Owners Association (LPOA), Jeff Beach, discussed the two LPOA committees formed to enhance communication to the community and to build relationships within the community.

Recommendation made to elect Gretchen Colon to the Board of Managers of the Memorial Garden LLC.

Lakeside Chautauqua Realty offices have been relocated to the Legacy House.

On behalf of the Religious Life Advisory Team, Doug Winner shared that a new member, Dave Boling, joined the team.

Karen Graham provided a report of the Fresh Bread Program and the fellowship it provides for area residents.

Rob Huntington re-joined the meeting at 11:28 a.m.

Executive Session with Staff

Upon motion duly made by Greg Buehler and seconded by Jeff Beach, motion carried to move into Executive Session with staff at 11:37 a.m. to discuss personnel issues.

Upon motion duly made by Doug Winner and seconded by Gwen Nichols, motion carried to exit the Executive Session with Staff at 11:45 a.m.

Final report of from the Sesquicentennial Committee

Guests, Cindy Grimm and Randy Snow, joined the meeting at 11:45 a.m. They highlighted successes of the 150th Anniversary Season, collaboration between staff and community leaders, funds raised through the Sesquicentennial Society, and programs Lakeside might consider keeping in upcoming seasons.

Cindy Grimm and Randy Snow exited the meeting at 12:00 p.m.

Todd Fowler exited the meeting at 1:00 p.m.

Board Development Session with Martha Sweterlitsch, attorney, Benesch, Friedlander, Coplan & Aronoff, LLP

Martha (“Marty”) Sweterlitsch joined the meeting at 1:00 p.m.

Michael Peterson joined at 1:02 p.m.

Marty Sweterlitsch reviewed best practices and fiduciary duties of Board members which include the following: Duty of Care, Duty of Loyalty, Duty to Maintain Accounts, Duty of Compliance.

Marty Sweterlitsch exited the meeting at 2:01 p.m.

New Business

On behalf of the Audit Committee, Cindy Mahl made a motion and Rachel Miller seconded approving the filing of Forms 990 for the Lakeside Association and the Lakeside Chautauqua Foundation for tax year 2022 and posting links to those filings on the Association’s website. Motion carried.

Upon the recommendation of the Land Management & Development Task Force, Greg Moore made a motion and Gwen Nichols seconded for approval of the Oak Avenue Extension project as presented. The project includes the sale of four lots to create a cul-de-sac at the south end of Oak Avenue.

- Proceeds from the sale of the first lot will (be used first to) fund the infrastructure development necessary for the full project.
- Proceeds from the sale of the final three lots will help fund further development projects brought forward by the LM&DTF or it’s successors. These projects, such as the campground expansion and group housing facility updates, as examples, will be approved first by Management and then by the Association Board.
- Board approval of the Oak Avenue project is contingent upon final approval by the Finance Committee and the Municipal Services Committee, the latter of which is already received.

Following discussion, the motion carried.

Todd Fowler rejoined the meeting at 2:33 p.m.

Finance Committee Report

On behalf of the Finance Committee, Chair Todd Fowler reviewed financials from the 2023 season.

Upon the recommendation of Management, two resolutions were brought to the Board by the Finance Committee regarding the Streets and Drainage Project.

A motion was duly made by Todd Fowler and seconded by Rob Huntington to resolve that the Board agree to approve up to, but not to exceed, \$4,000,000.00 for investment in streets and drainage

infrastructure (the "Initial Investment") subject to the following limitation: any variance exceeding 7.5% (\$300,000.00) of the Initial Investment will require approval from the Board. Motion carried. Resolution attached.

A motion was duly made by Todd Fowler and seconded by Cindy Mahl to resolve that the Board agree to an assessment of 0.64% for the period October 1, 2023 through September 30, 2024 (to be collected starting with the January 1, 2024 assessment billing through the December 31, 2024 billing) subject to the following limitations:

- 1) 0.149% of the appraised value, as it appears on the County Tax Duplicate, shall be segregated from other assessment monies in a restricted account;
- 2) Lakeside management shall provide to the Board, on a quarterly basis, an accounting of all monies collected, spent, and in reserve, as well as an estimate of the cost to complete the Streets and Drainage Capital Project.

After discussion, motion carried. Resolution attached.

Executive Session

Upon motion duly made by Doug Winner and seconded by Gwen Nichols, motion passed to enter Executive Session without staff to discuss a personnel issue. Theresa Barger and Charles Allen were dismissed from the meeting at 3:30 p.m.

Motion duly made by Rob Huntington and seconded by Greg Moore to exit Executive Session without staff at 3:51pm. Motion carried.

The Board supported and acknowledged the tremendous efforts and results of the staff during the very successful 150th season.

Closing Prayer led by Rev. Karen Graham

Motion to Adjourn at 4:07 p.m.

Next meeting: February 16, 2024

Minutes submitted by
Rachel B. Miller, Secretary

RESOLUTION TO AUTHORIZE ACCEPTANCE OF A GRANT from
ODNR TO MITIGATE AND PREVENT SHORE
EROSION

WHEREAS, the Lakeside property that fronts on the Lake Erie shoreline is subject to significant erosion, and

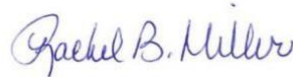
WHEREAS, the Ohio Department of Natural Resources, hereinafter "ODNR", has secured funding for Lake Erie shoreline Erosion Mitigation, and

WHEREAS, ODNR is granting \$441, 000 to Lakeside Association, hereinafter "Lakeside", for the purpose of mitigating erosion along the Lakeside shoreline, and

WHEREAS, the work is to be performed during the off season between September 2023 and May 15, 2024,

THEREFORE be it resolved that

1. Lakeside enter into a Grant Agreement with ODNR for the acceptance and use of Four Hundred Forty-One Thousand dollars (\$441,000) to be used for shoreline erosion mitigation pursuant to the terms of the Grant Agreement;
2. Lakeside further enter into a Joint Use Agreement with Danbury Township, as required by ODNR and for the mutual benefit of each;
3. The President/CEO of the Lakeside Association or the Chair of the Lakeside Association Board of Directors is hereby authorized and directed to execute and deliver in the name and on behalf of Lakeside, as deemed appropriate by him/her and after consultation with legal counsel, all documents required to receive the grant and carry out its purposes, including, but not limited to, the Grant Agreement, the Joint Use Agreement, construction bid documents, contracts for construction and other such documents as ODNR may require.



Adopted this 24th day of September 2023

Secretary

RESOLUTION FOR STREETS AND DRAINAGE CAPITAL PROJECT

**Resolution of the Board of Directors of
The Lakeside Association**

WHEREAS, the Board of Directors (the “Board”) of the Lakeside Association (“Lakeside”), held a meeting on November 10, 2023 at which a quorum was present and acting throughout.

WHEREAS, Lakeside maintains the roads and right of ways within the community, consistent with the Lakeside Association Lease; and

WHEREAS, the Board has determined it is necessary to make certain improvements to the roads and right of ways based on recommendations from the Streets and Drainage Task Force, established by the Board of Directors;

NOW, THEREFORE, BE IT RESOLVED, that the Board hereby agrees to approve up to, but not to exceed, \$4,000,000.00 for investment in streets and drainage infrastructure (the “Initial Investment”) subject to the following limitation:

1) any variance exceeding 7.5% (\$300,000.00) of the Initial Investment will require approval from the Board.

APPROVED, on this day, the November 10, 2023.



Signature

Rachel Miller
Secretary of the Board of Directors
The Lakeside Association

RESOLUTION FOR STREETS AND DRAINAGE CAPITAL PROJECT

**Resolution of the Board of Directors of
The Lakeside Association**

WHEREAS, the Board of Directors (the “Board”) of the Lakeside Association (“Lakeside”), held a meeting on November 10, 2023 at which a quorum was present and acting throughout.

WHEREAS, the Board approved \$4,000,000.00 for investment in streets and drainage infrastructure; and

WHEREAS, the Lakeside Association Lease (the “Lease”) permits an assessment to leaseholders for “sanitary purposes and improvement of streets” not to exceed “one per cent per annum of the appraised value as it appears on the County Tax Duplicate;”

NOW, THEREFORE, BE IT RESOLVED, that the Board hereby agrees to an assessment of 0.64% for the period October 1, 2023 through September 30, 2024 (to be collected starting with the January 1, 2024 assessment billing through the December 31, 2024 billing) subject to the following limitations:

- 1) 0.149% of the appraised value, as it appears on the County Tax Duplicate, shall be segregated from other assessment monies in a restricted account;
- 2) Lakeside shall provide to the Board, on a quarterly basis, an accounting of all monies collected, spent and in reserve, as well as an estimate of the cost to complete the Streets and Drainage Capital Project.

APPROVED, on this day, the November 10, 2023.



Signature

Rachel Miller
Secretary of the Board of Directors
The Lakeside Association