



**BOARD OF DIRECTORS REGULAR MEETING MINUTES
BONITA NATIONAL GOLF CLUB, INC.**

Place of meeting: Bonita National Clubhouse
17501 Bonita National Blvd
Bonita Springs, Florida 34135

Date of meeting: February 25, 2025

Time of meeting: 3:30 p.m.

1. **Call to Order:** R. Donatuti, President on February 25, 2025 at 3:30 p.m.
2. **Certification of Quorum:** R. Jackson, Secretary
3. **Proof of Notice:** S. Coulls, GM, Troon Management

Attendees: R. Donatuti, President
P. Hanson, Vice President
R. Jackson, Secretary
N. Oliver, Treasurer
D. Jimenez, Director
T. Casey, Director
R. Winter, Director
S. Coulls, GM, Troon Management
Michelle Olson, Assistant CAM, Troon Management
J.P. Shepherd, Head Golf Professional
T. Caliguire, Golf Course Superintendent

4. **Approval of Meeting Minutes:**

- R. Jackson moved to approve the minutes of the January 27, 2025 Special Board Meeting. The motion was seconded by T. Casey and passed unanimously.
- R. Jackson moved to approve the minutes of the January 27, 2025 Regular Board Meeting. The motion was seconded by P. Hanson and passed unanimously.

- R. Jackson moved to approve the minutes of the January 29, 2025 Special Emergency Board Meeting. The motion was seconded by R. Donatuti and passed unanimously.
- R. Jackson moved to approve the minutes of the February 17, 2025 Special Board Meeting. The motion was seconded by P. Hanson and passed unanimously.

5. President's Report:

R. Donatuti stated that the Board has not worked well together for the benefit of our membership and he promised that the new Board will work together better. He apologized to Simon and the staff as our actions are not what they deserve. He stated that the Board's accomplishments were, however, substantial. He thanked the Committee members and Liaisons for their work. He stated that the Golf Club is in a strong financial position going forward. He stated that it is unfortunate that the bocce ball vote was not passed.

6. Treasurer's Report:

N. Oliver stated that the Finance Committee worked diligently this year and he turned the financial report over to Bob Pacheco. B. Pacheco stated that, in January, we had 6 rain days and 1 cart path only day, all of which affected our financial performance. Rounds for January were down only 157, though, and our expenses were lower (including due to some staff vacancies in maintenance). Our net operating income was \$184,166, higher than the \$156,234 budgeted amount. He confirmed that the Golf Club is in a very solid financial position. B. Pacheco presented the Balance Sheet as of January 31, 2025, revealing assets of \$11,321,315, liabilities of \$4,635,324, and total fund balances of \$6,685,991.

R. Jackson asked how many members have not yet paid their golf assessments. S. Coulls stated that 10 members have not yet paid their dues.

7. Standing Committee Reports:

- A. Finance Committee: N. Oliver stated that all of the financial materials have been provided to our auditors and they will make a site visit in April. The HOA is transitioning its banking arrangements to Bank of America and the Finance Committee will look into this issue and make a recommendation to the Board as to whether to move our banking arrangements to BofA. N. Oliver stated that Simon is starting to work with Troon corporate regarding the renewal of all of the insurance policies of the Golf Club.
- B. Strategic Long Range Planning: N. Oliver stated that the Committee held three focus groups with members and is in the initial stages of preparing a long range strategic plan for the Golf Club. The Committee is preparing revised "Culture," "Mission," and

“Vision” statements and shared a SWOT (strengths, weaknesses, opportunities, and threats) analysis that was prepared based on the focus group sessions. N. Oliver stated that he will ask the Committee to pore over the member comments made in the Player’s 1st Survey so that we listen to the issues the members identify. N. Oliver listed the capital projects upcoming in 2025 (all of which were approved by the Board during the budgeting process).

R. Jackson asked how many golf members attended any of the three focus group sessions. Simon stated that 17 members did so.

D. Jimenez asked if there was a list of projects identified for utilizing excess operation funds for 2024 if 70-604 passes membership vote and N. Oliver advised not at this time, but it will have to come to a future board meeting to identify level of funds available and begin the work.

N. Oliver stated that it will be up to next year’s Committee to continue the work on long range strategic planning.

- C. Greens Committee: R. Winter stated that the course conditions continue to improve as the days become longer and the temperatures increase. Tom Caliguire, the new Golf Course Superintendent, has taken out some Committee members to show them what takes place each morning on the course. B. Winter reminded all members to fix their own, and any other, ball marks and divots they see. T. Caliguire keeps a daily chart of many factors, including green speed. The average green speed in January was 11.9 and in February thus far is 11.5.
- D. Golf Operations Committee: J.P. Shepherd stated that rounds are favorable to budget thus far in February. P. Hanson stated that the LGA has had many successful events and now has 225 members. The handicap posting and monitoring process is working well. The next meeting of the GOC is on Tuesday, March 4 at 3:00 p.m.
- E. Governance/Compliance: D. Jimenez stated that the revisions to the Declaration of Covenants and Bylaws approved by the Board and golf membership have not yet been recorded by our counsel.
- F. Communications: P. Hanson stated Gabby is working on freshening up the website. R. Jackson states that the Chelsea tutorial on the website contains some outdated and inaccurate information and should be corrected.

8. Old Business:

A. Code of Conduct.

D. Jimenez stated that this issue will be taken up by the new Board after it is seated.

B. Motion - Member Violation Conduct.

D. Jimenez made the following motion: "To suspend member XXXX for 60 days due to disruptive and disrespecting behavior and verbal abuse to another member." The motion was seconded by P. Hanson. N. Oliver stated that he asked at the last meeting for information that might be available in order that we could all make fair judgment about the conduct that took place and action we should take. He stated that he was not aware of anything that parallels this conduct and since that time he felt that the punishment should be reduced from 60 to 30 days. He further stated that he knows this is an avid golfer, and this will send a clear message to them as a deterrent that this behavior is totally unacceptable.

R. Jackson stated that R. Winter, N. Oliver, and D. Jimenez should recuse themselves from any discussion or vote as to Member XXXX because each of them is running for re-election to the Golf Board and Member XXXX is also running for election to the Golf Board. R. Jackson had a conference call with the Golf Club's attorney who stated that, since the proposed suspension will not preclude Member XXXX from running for or being elected to the Board, N. Oliver and D. Jimenez are not *required* to recuse themselves, but R. Winter should do so. N. Oliver stated that he had no conflict of interest and did not need to recuse himself and was pleased that outside council also confirmed that he did not need to. D. Jimenez agreed with N. Oliver.

R. Jackson *requested* N. Oliver and D. Jimenez to, nevertheless, recuse themselves and they each refused to do so.

R. Winter stated that he would recuse himself, but he nevertheless addressed the membership as to Member XXXX. He summarized his view of the facts, blames the lack of civility among the Board, and then stated that we need to be civil. He stated that the Board has already punished Member XXXX by banning him from serving on any committee for two years and recommends no suspension of Member XXXX.

R. Jackson stated that this Board, at the meeting on February 17, already disciplined Member XXXX by removing him from a Committee and prohibiting him from being on a Committee for two years, by a vote of 4-2 (with R. Jackson and T. Casey voting against). The Board took that action in violation of its own Governance Policy and without even seeing any response from Member XXXX to the allegations made against him. Now the Board has received the written response from Member XXXX, who states that he is out of the country and cannot attend this meeting, but he requested that his response be read to the Board and

membership. R. Jackson asked Simon to read the response submitted by Member XXXX and he declined to do so, because he is privy to information with the attorney that the membership is not privy to and thus he recused himself from reading Member XXXX's statement. R. Donatuti refused to allow R. Jackson to read the response by Member XXXX. R. Jackson reiterated that it is appropriate to hear the response of Member XXXX because he explains that the events took place because R. Winter sent a text to Member XXXX and 8 other members chastising Member XXXX for not knowing the rules of golf and that text was the reason the interaction between Member XXXX and R. Winter occurred on February 12.

T. Casey stated that Member XXXX has already been punished enough and a warning letter at this stage would be the most appropriate outcome. D. Jimenez stated that this is not the first infraction by Member XXXX and he should be treated like any other member. T. Casey stated that Member XXXX has never before been suspended. D. Jimenez would revise the suspension from 60 to 30 days and that would be fair. R. Jackson reminded the Board that, two years ago, this Board sent only a warning letter to a member who used profanities to the staff and was disrespectful to them on two occasions. D. Jimenez stated that she has no recollection of that.

T. Casey asked if we have any documentation about Member XXXX's prior infraction. D. Jimenez stated that this is not the first infraction and she stated that Member XXXX wrote an apology to the Board for the last outburst at a Board meeting and we let it go, but it has happened again.

D. Jimenez made a revised motion to suspend Member XXXX for 30 days, as follows: "To suspend member XXXX for 30 days due to disruptive and disrespecting behavior and verbal abuse to another member." The motion was seconded by P. Hanson. P. Hanson stated that prohibiting Member XXXX from serving on a Committee for two years doesn't have much effect. R. Jackson stated that Member XXXX has already been punished enough.

The motion passed 4-2, with Directors Oliver, Jimenez, Hanson, and Donatuti voting in favor; Directors Jackson and Casey voting against; and Director Winter recusing himself from voting. R. Jackson reminded the Board and golf membership that, according to the Golf Club's attorney, Member XXXX can still run for, and be elected to, the Board, but he cannot serve on the Board during the length of the suspension. D. Jimenez reminded all that Member XXXX is still in good standing until the compliance committee holds their hearing to uphold or reject the Board's decision.

C. Annual Election Process.

There are 7 people running for 4 openings on the Golf Board. The following is the process that has been, and will be, followed:

- The First Notice of the election was sent on January 14, 2025.
- The deadline to submit Intent to Run forms was February 7. There are seven candidates.
- The Second Notice of the election will be sent on March 5, together with candidate bios and statements.
- The Meet the Candidates event will be on March 10 at 4:00 p.m.
- Voting for the candidates begins on March 11.
- A voting reminder will be sent on March 16.
- A second voting reminder will be sent on March 21.
- One or more reminders of the March 21 deadline to apply for Committee membership will be sent.
- The next Regular Board Meeting will be on March 25 at 3:00 p.m.
- The Annual Member meeting, at which the election results will be stated, will take place on March 25 at 4:00 p.m.

9. New Business:

A. 2024 Accomplishments.

N. Oliver stated that the Long Range Strategic Planning Committee has carried forward the capital projects that were discussed earlier, and much more work is still to be done. The Finance Committee has ensured the continuing financial strength of the Golf Club, including no increase in the annual assessment this year, a successful budgeting process, the completion of numerous capital projects, the conversion to ACH, and reaching an agreement with Troon on the KPIs (Key Performance Indicators), among other things.

D. Jimenez stated the Governance/Compliance Committee had completed the revisions to the Declaration of Covenants and Bylaws and she advised that they have now been recorded and will be posted on the website soon.

R. Winter stated that the short game practice area revisions were successfully completed, as were the other revisions to the golf course approved by the golf membership in 2024.

P. Hanson stated that the Golf Operations Committee had a great year, including to approve an event calendar earlier than in past years, to place more events in season, to use crossovers to increase tee times, and to work closely with the Finance Committee to accomplish all projects.

The members of each of the Committees were acknowledged and thanked for all of their efforts.

A member approached and expressed frustration that his group of members has been placed on the overflow list 11 times this year, far more than last year. He would like an explanation and asked whether it was due to changing the Chelsea point reset from a total of 19 days to a total of 14 days, or by not adopting a 30-days reset as J.P. Shepherd had recommended. R. Jackson stated that many members had similarly expressed frustration with being placed on overflow more this year. J.P. Shepherd stated that changing the Chelsea reset can impact the overflow list, but the number of members on the overflow list this year are similar to last year. R. Jackson asked J.P. Shepherd to look into this issue and provide a written report to the Board with any recommendation he may have.

B. Collection Policy.

N. Oliver stated that the Finance Committee is looking into this matter and will make a recommendation to the Board at a later date.

C. Motion -- To Ratify the Emergency Golf Board Decision for the Use of the Capital Reserves Funds.

N. Oliver made the following motion: "Motion to ratify the decision taken at the 1/29/2025 emergency golf board of directors meeting for the use of capital reserve funds to repair the irrigation line break including all areas affected by this that rupture on Sunday, January 26th, 2025. The capital reserve funding approved at this meeting was for an amount of approximately \$100k not to exceed \$175k." The motion was seconded by T. Casey.

Simon stated that the ultimate cost will be about \$112,000. R. Jackson asked the status of deciding whether to make an insurance claim, and Simon stated that he is waiting for a response from Gallagher.

The motion passed unanimously.

D. Motion – Golf Club Excess Member Income 2024, 70-604 Election.

N. Oliver made the following motion and set forth the following proposed communication to the membership:

"Whether excess membership income over membership expenses, if any, from operations of the Club for the year ended December 31, 2024, be carried forward to 2025 and used under Bonita National Golf Board of Director's direction laid out in the

IRS Revenue ruling 70-604. As a result, some, or all the net operating income will not be treated as taxable income in the year of the assessment in accordance with Internal Revenue Service revenue ruling 70-604.

A yes vote approves the election under revenue ruling 70-604 to “rollover” any excess member income, if any, (as defined by the IRS) from the 2024 tax year to the 2025 tax year as approved by the Board of Directors and presented to the membership as part of the 2025 Budget.

This does not mean that the assessment for next year will be reduced as the budget has already been prepared and approved. Since expenses typically rise year to year, any excess member income will be used to improve the member experience.

Why should I vote yes?

The Bonita National Golf club budgets the annual member assessment to cover the necessary costs and expenses of BNGC. However, sometimes actual expenses differ from the budget in amount and or timing. This occasionally results in “excess member income” in a particular income tax year. Voting to authorize the 70-604 election allows the BNGC to utilize excess member income for improved member experiences and could allow the BNGC to avoid paying income taxes on some or all the “excess member income.”

The Bonita National Golf Board recommends a yes vote for this motion.”

P. Hanson seconded the motion, and it passed unanimously.

E. Motion – To Change Designation of Primary Members.

D. Jimenez made the following motion: “To change the primary members of the BN Golf Club from Michael and Juanita Komlanc (Husband and wife) to Michael and Kimberley Komlanc (Father and daughter) as the primary members of the BN Golf Club. Ms. Juanita Komlanc will no longer be a golf club member. This membership change only affects the change in assignment of the golf club membership and all other rules of the club remain as per our declarations, covenants, conditions and restrictions, bylaws, as well as all rules and regulations.” The motion was seconded by R. Winter.

R. Jackson asked if all three of these people live in the same house together, are all adults, and are all three listed on the deed to the house. D. Jimenez confirmed. R. Winter asked why the previous change was made in primary members.

The motion passed unanimously.

F. Chelsea Violation 1.

D. Jimenez made the following motion: "To suspend Member XXXX – the owner, their tenants (Member XXXA), their guests or invitees for 30 days. Member XXXA – transfer member booked a tee time for his wife and then substituted his wife for a guest the day of play which violates our Chelsea rules." The motion was seconded by R. Donatuti. J. P. Shepherd confirmed that this person received a tee time that he would not have received in the absence of the violation, and we have historically issued 30-day suspensions for Chelsea violations. The owner will serve the balance of the suspension not served by the transfer member. R. Jackson stated that this transfer member provided a written response to the alleged violation notice, and it is inconsistent with the facts.

The motion passed unanimously.

G. Chelsea Violation 2.

D. Jimenez made the following motion: "To suspend Member XXXX for 30 days for booking tee times with a member and then substituting a guest for the member on the day of play which is a violation of our Chelsea rules." The motion was seconded by R. Winter. This member did not respond to the alleged violation notice and received a benefit from the violation.

The motion passed unanimously.

H. Chelsea Violation 3.

D. Jimenez made the following motion: "To suspend Member XXXX for 30 days for booking tee times with a member and then substituting a guest for the member on the day of play which is a violation of our Chelsea rules." The motion was seconded by P. Hanson. This member provided a response to the alleged violation. J.P. Shepherd stated that this member received a benefit by obtaining a 9:42 a.m. tee time on a crossover day and was able to have a guest before 11 a.m. in season.

The motion passed unanimously.

10. Management Report:

Simon stated that, in the future the names of the members subject to discipline will be set forth, as the Legislature is pushing for more transparency with Associations and our counsel recommends doing so. Simon also stated that the results of the Players's 1st Survey are very positive. There was a 41% response rate and the Net Promoter Score was 35, which is a great improvement from last year (17) and higher than the

Troon Prive benchmark in nearly every category. Simon thanked all members, Committees, and the Board.

11. Golf Member Comments: There were no additional golf member comments.
12. Member Online Questions: There were no online questions regarding the Agenda.
13. Adjournment: R. Donatuti made a motion to adjourn; seconded by D. Jimenez. The motion passed unanimously at 5:51 p.m.

Approved March 25, 2025
Robert Jansson, Secretary