



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

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

Date of meeting: December 9, 2024

Time of meeting: 9:00 a.m.

- 1. Call to Order:** Rich Donatuti, President on December 9, 2024 at 9:00 a.m.
- 2. Certification of Quorum:** Robert Jackson, Secretary
- 3. Proof of Notice:** Cecilia Podley, Assistant GM, Troon Management

Attendees: R. Donatuti, President (Via Telephone)
P. Hanson, Vice President
R. Jackson, Secretary
N. Oliver, Treasurer
D. Jimenez, Director
R. Winter, Director
Cecilia Podley, Assistant GM, Troon Management
W. Weber-Brunson, Troon Management
J. Ellis, Golf Course Superintendent
Absent: T. Casey, Director

- 4. Old Business: Motion to Approve BNGC Declaration of Covenants, Conditions and Restrictions and Bylaw Changes**

Donna Jimenez summarized the proposed changes and requested Jamie Fisher to make a brief presentation. J. Fisher explained the great deal of time, effort, and thought the Governance Committee members devoted to this matter as well as the process followed to arrive at the proposed changes, including many meetings, a Town

Hall with the Board and all golf members, and consultations with the Finance Committee and legal counsel.

J. Fisher stated that the HOA membership approved a joint enforcement provision which would provide the HOA Board with the opportunity to discipline golf members who had been disciplined by the Golf Board. The proposed joint enforcement provision would allow the Golf Board to discipline golf members who had been disciplined by the HOA Board. If the golf membership approves the proposed joint enforcement provision, then a policy would need to be created and approved by both the HOA and Golf Boards to implement these joint enforcement provisions.

Due to the HOA's adoption of a joint enforcement provision and recent Florida statutory changes, the Governance Committee recommended the addition of a joint enforcement provision to the golf governing documents as well as a review of the Declarations and Bylaws that had not been updated since 2021.

Bob Pacheco, Vice Chair of the Finance Committee, added that the proposed change to Section 8.10 of the Declarations is designed to have the amounts received by BNGC for resale capital contributions and interest on capital reserves be non-taxable.

Annette Bellissimo explained the process that will be followed to seek golf member approval of the proposed changes:

- On December 16, 2024, the membership will be sent a summary of the proposed changes and a red-lined version of the Declarations and Bylaws setting forth all of the changes proposed.
- On December 30, 2024, the membership will be sent the EZVote materials as to the proposed changes. The summary of the proposed changes and red-lined version of the proposed changes will be attached. Voting will begin that day and will be available until January 20, 2025.
- On January 20, 2025, voting will close.
- At the Board's Regular Meeting on January 27, 2025, the membership will be advised of the results of the voting.
- Golf members will be able to either vote for all of the proposed changes, vote against all of the proposed changes, or vote on each of the proposed changes individually.

D. Jimenez made a motion to approve the changes to the Declarations of Covenants, Conditions and Restrictions and Bylaw changes and to provide 14 days' notice to the membership of these changes and then go out for a membership vote to approve. The motion was seconded by P. Hanson.

R. Jackson received confirmation that the summary of proposed changes, and the red-lined version showing all of the proposed changes, will be sent to all golf members on December 16 and again on December 30. In addition, R. Jackson received

confirmation that none of the Declarations and Bylaw changes proposed by the HOA which were defeated earlier this year are being suggested as to the BNGC Declarations and Bylaws. Also, B. Pacheco confirmed that the proposed changes to Section 8.10 of the Declarations will save BNGC a great deal of money each year.

The motion passed unanimously.

5. New Business – To Approve the Contract for the Putting Green and Driving Range

N. Oliver made a motion to approve the hiring of GCID, Inc. for the renovations of the putting green expansion, cart path relocation, and driving range regrassing. The cost for this renovation will be \$406,824.35. Work begins April 28, 2025, and will be completed within 60 days based on the contractual terms agreed to by the BNGC, Inc. and GCID, Inc. The funding will come from capital reserves. D. Jimenez seconded the motion.

R. Jackson noted that this project was approved by our golf membership last month, and he thanked Simon Coulls and Jason Ellis for negotiating and drafting a contract that protects BNGC's interests.

In response to member questions, Jason Ellis stated that the new grass for the driving range will be a slightly different and more durable variant of Bermuda grass that is being used in other local golf clubs, such as West Bay, Babcock National, and Imperial. The drawings for the renovations are on display boards in the clubhouse lobby and, during construction, the chipping green will be available for practice putting.

The entire Board thanked Jason Ellis for his fantastic service to BNGC, are sad to see him leave BNGC, but wished him well in his new position. All present applauded Jason.

The motion passed unanimously.

6. Golf Member Comments. See above.

7. Member Online Questions. None.

R. Jackson reminded the membership that the next meeting of the Board is a Regular Meeting on Friday, December 20, 2024 at 4:00 p.m. in the Aerobics Room.

8. Adjournment: R. Donatuti made a motion to adjourn; seconded by R. Jackson. The motion passed unanimously at 9:48 a.m.

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Approved December 20, 2024
Robert Jackson, Secretary