

Minutes

Regular Meeting of Briny Breezes Inc. Board of Directors Wednesday April 12, 2017 immediately following Special Board Meeting

I. **Pledge of Allegiance & moment of silence**

The pledge and moment of silence were waived due to previous observance as the preceding Special Board Meeting / Rule Changes.

II. **Call to order & Roll call**

The meeting was called to order by Vice President Brannen at 9:07 A.M. Roll call was conducted with Directors Gross, Weir, Goudreau, Oglesby and Coyner all present and constituting a quorum. Director Adams was absent with notice. President Gallacher joined the meeting shortly after approval of the correspondence to the Board was read and took over for VP Brannen.

III. **Proof of Notice**

The Notice for this meeting was posted (Proof of Notice) on April 7th, 2017 at 1pm and signed by GM Pussinen

IV. **Approval of previous board meeting minutes**

*Director Weir motioned to waive the reading and approve the minutes for the SPECIAL Meeting of Briny Breezes Inc. Board of Directors to consider Green Sheet Changes from Monday March 13, 2017 meeting. Minutes had previously been sent for review and director feedback. **The motion received a second and was approved unanimously 6-0** (Director Adams and President Gallacher absent.)*

V. **Reading of Correspondence to the Board**

The corporation has received 5 letters of correspondences that were read by Secretary Weir and Director Oglesby. The letters were from Stockholders Henry and Marge Dombroski (N Ibis Seawall), Beverly Moser (N Ibis Seawall), Pat Columbus (Briny Breezes Art Club Director), Jan Hoffmann (BBC-8) and Barbara Molina (G-10).

VI. **General Managers report**

General Manager Pussinen gave her report highlighted by reminding the stockholders that it is time to begin to plan to close their units for the summer.

VII. **Report of Officers**

Director Oglesby gave a brief update of the Board's work on the Greensheet amendments noting that on April 10th, the Board finished its preliminary review of working revisions to the Greensheet. The Board is still considering a few unresolved issues regarding the Building Code and some minor changes / improvements in wording and organization of the final draft document. These and any further changes that will be addressed in a future Board meeting to formally approve the version of the Greensheet that we will propose to the Town.

He also noted that the Stockholders should be mindful of the fact that none of the changes proposed for Greensheet have been approved by the Board. The Greensheet that was in use before this effort began is still the only valid document. You can get a copy in the office or look on the BrinyBreezes.us website under Rules / Appendix 2. Even after the Board votes on the

Greensheet changes, there will be a period of aligning our changes with the Town and its Ordinances before any new version of the Greensheet and its revised regulations will be approved for use.

The **Treasurer's Report** was read by General Manager Pussinen for Briny's Operating Account as of March 31, 2017 (unaudited).

CURRENT ASSETS	\$639,591.46
PARK IMPROVEMENT CASH	\$183,022.55
CATASTROPHE CASH FUND	\$115,295.99
TOTAL OPERATING CASH	\$937,910.00

RESERVE CASH AS OF 3/31/2017	\$229,231.08
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TOTAL OPERATING & RESERVE	\$1,167,141.08
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DELINQUENT ACCOUNTS TO DATE	\$2,074.34
DELINQUENT YACHT BASIN TO DATE	\$2,785.24
TOTAL DELINQUENT	\$4,859.58

INCOME AS OF 3/31/2017	\$176,816.53
DISBURSEMENTS AS OF 3/31/2017	\$187,500.00

VIII. Report – Boynton Beach PD (Captain Yannuzzi)

Captain Yannuzzi presented the February Boynton Beach Police Report. Some highlights follow:

- 186 extra patrols. 3 traffic crashes. 5 suspicious incident calls
- Discussion of text notifications project "everbridge". Plan to meet with Theresa and the town. Limited to health and safety issues. Readyabc.org is a website where users can sign up.
- Police is contracted by town to enforce town ordinances. They do not handle Building code enforcement . They can come and document, but not write tickets/issue fines.

IX. Town Liaison Report

President Sue Thaler Q-207 presented the report from the Town. Highlights follow.

- Next Town Council meeting is on Thursday April 27th 4pm.
- Golf cart crossing. Draft of letter from Boynton Beach town engineers sent to Florida DOT requesting that they waive the requirement of widening the sidewalk along A1A and instead, allow installation of 2 pull overs for golf carts. Waiting on response
- There have been complaints about people fishing from our beach but there is little the Town can do since there is no Town Ordinance regarding fishing on our Beach. This will be discussed at the Town Meeting on April 27th.

X. Committee Reports

a. Director:Brannen Sales and rentals: reviewed all the forms. Committee will continue to meet monthly over the summer. She also discussed the Cordova wall project where the Board decided that no committee was needed for this project. Thus, the previously-established ad-hoc committee was eliminated by unanimous approval of the Board. Director Oglesby agreed to work with GM Pusinnen to outline our options and costs and report back to the Board.

a. Ken Gross – Landscape changes to master plan

Shareholder Gross provided update on Landscaping Master Plan.

b. Roger Klink – Fire watch

Firewatch report:

Roger Klink informed the Board that the issue of legal occupancy of the Auditorium that requires a Fire Watch is under discussion with the new Fire Marshall and may only be required if the occupancy is more than 212. There was only one event in the last 3 years that exceeded 212. Max occupancy is around 400 with no tables and chairs set up. For Curtain Raisers, occupancy was around 220 counting people on the stage. We should get something definitive on the occupancy number that will require a Fire Watch later this year.

XI. Unfinished Business

- A. Board approval** – Use of blast voicemail/text system for the telephone for emergencies
President Gallacher updated the Board on finding some inexpensive notification systems for distributing. There are several inexpensive services and the corporation will gather further details.

XII. New Business

A. Board Ratification/Approval – “consent agenda” items;

1. Sales and rentals committee decisions/recommendations

*Director Brannen moved to approve the 12 stock transfers recommended by the Sales and Rentals Committee to new or existing members: UNIT # R211 Sale from Brown to Oglesby; UNIT # O210 Metzger to Ferguson, Family Transfer; UNIT # L203 Sale from Coyner to Maud; UNIT # K201 Sale from Laue to Smith; UNIT # K014 Sale from Kouval to Goudreau; UNIT # I013/14 Sale from Laramee to Coz; UNIT # F009 Family Transfer from Paul to Andrews; UNIT # I012 Family Transfer Malchuski/Wells Partnership to M. Malchuski and R. Wells; UNIT # I011 Family Transfer of Malchuski/ Wells Partnership to R.Wells and J. Wells; UNIT # H010 Family Transfer Annis to Annis Trust; UNIT # G008 Family Transfer from Williams to Proffitt; UNIT # E206 Sale from Pisciotto to Coyner/Vickers. Director Brannen’s motion to approve all transfers **was seconded . The motion carried unanimously 7-0 (President Gallacher present and Director Adams absent).***

2. GM Pussinen presented the proposals for the following maintenance items:

- a. Two New Air conditioner unit/ Auditorium (\$6400)**
- b. Clubhouse appliances (refrigerator and microwave) (\$1714)**
- c. Auditorium Curtains fire prevention treatment (Max \$4990)**

*President Gallacher made a motion to approve all these expenditures at once: New A/C in the Auditorium - \$6400, clubhouse appliances \$1714, and a maximum of \$4990 for the auditorium curtains. **The President’s motion was seconded and the Board voted unanimously to approve these expenditures (7-0 Adams absent)***

B. Board discussion/approval – Painting of the town hall building

Approval of \$3150 paid for from line item 325 painting reserve of Town Hall. Competitor came in at \$4860. Board agreed to keep the color yellow. *Motion to approve painting not to exceed \$3200 (from painting reserves) made by President*

Gallacher was seconded and the approved unanimously . (7-0, Director Adams absent) by the Board.

C. Board discussion/approval – Marina Slip price increase (minimal) for non-shareholders)

President Gallacher moved to increase the marina slip rental rate for non-shareholder Marina Slips by 5% at the next billing date (September 2017). The motion received a second and discussion began.

Tom Byrne raised concerns about having a large increase cautioning about penalizing small boats. Sue Thaler Q-207 suggests that to charge extra for credit card fee but it is illegal to do so. James Arena Q-209 asked to be at the top of the list for any opening in the Marina. Doug Baumgarten responded that Shareholders are always at the top of the list. New rates will start when bills go out for next cycle / October 1. President Gallacher asked the Marina Committee to consider its slip overall pricing structure and advise the Board. Last pay increase, five years ago, was \$30. **The President's motion was approved unanimously (7-0) by the Board.**

D. Board discussion/approval – Replacement of Bathhouse Roof in District 2

Motion to replace D-2 bathhouse roof not to exceed \$8000 (JM Properties) and funded from roof reserves, line item 327 made by Director Brannen. was seconded. Discussion began. President Gallacher asked GM Pussinen to seek other bids to better understand the difference in the work planned for the higher bid of \$14,600 vs the low bid of \$8000 (before contracting for the work. **BOD approved unanimously (7-0).**

E. Board discussion/approval – Landscape Committee proposals for fountain remodel - Phase 1

Motion by Director Oglesby to approve fountain project/Phase 1 was seconded. Ken Gross, Committee Chair presented the key aspects of Phase 1 work to the Board. Discussion began with Don Faron (O-211) asking about how far the current plan for the fountain renovation departs from the original plan. Committee Chair Gross advised that Board that they did not have enough funds from donations at this time to go forward with the project. The original quote was around <\$40k for the Committee-approved project. He also asked about how much. Currently, the project has between \$26-27k which has been donated to date and may need another \$20 in contributions to complete the project as envisioned. The Landscape committee will seek a bid/proposal before returning to the Board and will adjust if contributions are insufficient to fund the current plan. No Board decision was requested/required at this meeting so **President Gallacher asked for and received unanimous approval to table Oglesby's motion until the Landscape Committee was ready to move forward.**

F. Board discussion/approval – Landscape request to become a Club approve bylaws/charter

Alan Saxton (S-208), who would serve as President of the proposed Landscape Club, asked for Board approval to form a Landscape Club to handle the donations for the fountain project. President Gallacher advised Saxton that they would need to provide the Board with the Club's By-Laws and Charter before we could consider such a motion. Ken Gross, Committee Chair, responded that Committee is still in the process of raising the money needed for Phase 1 of the Fountain Project. Currently there is around \$26,000 in the fund which currently is held in a stockholders private bank account. At this point, Gross told the Board that the Committee will need to raise another \$20k to meet the anticipated project cost. Ken Gross plans to return to the Board when the requested information is available.

This Board was not clear as to what was the best approach to manage these funds. President Gallacher suggested that the accountant needs to be consulted to understand how to best handle the donations.

President Gallacher made a motion to approve the Landscape Committee establishing an account in the Corporate EIN number for donations for Phase 1 of the Fountain project pending advice from our accountant that there no issues. Don Faron pointed out that the issue is whether a Committee of the Board can collect donations for a project and then turn the money over to the Corporation to fund the project. **The Presidents motion was seconded and approved unanimously, (7-0).**

G. Board discussion/approval – BBC8 request to become a Briny Club approve bylaws/charter

VP Susan Brannen moved to approve the request for BBC-8 to become a club. The motion received a second and was discussed. Jan Hoffman, President and spokesperson for BBC 8 presented the proposal to make BBC 8 a club. Director Brannen pointed out that BBC-8 had given the Board a Charter and By-Laws. The Board was uncertain how the relationship with BBC-8 would work if BBC-8 became a club. Hofmann indicted that BBC-8 is more or less self-sufficient except for the purchase of the sound board and the scroll. She indicated that if BBC-8 was going to continue to broadcast Board Meetings, they would expect something in return.

President Gallacher pointed out that BBC-8 was originally established to provide services to the stockholders such as broadcasting Board meetings and the scroll and that such services should not be contingent on Board funding. Director Oglesby expressed concerns regarding the Corporation giving up control of BBC 8 if BBC 8 became a club because he thinks that BBC-8 is owned by and operated for all the stockholders and should not be controlled by a small group of the stockholders that happen to be in the club. In response to a question by Cindy Bracket (G-25), it was pointed out that the BBC-8 equipment is on Corporate books although much of the equipment was bought by donations from shareholders. Hoffman proposed that all the equipment be transferred to club after formation. Director Gross suggested that the Corporation would own the equipment necessary to broadcast BBC-8 to the

stockholders and a BBC-8 club would contribute cameras, lights and programming for the station. Sue Alter (Q-210) pointed out the importance of maintaining the scroll. Gallacher mentioned that the Corporation and Office still do not have access to the scroll. Jack Taylor provided a summary of the history of BBC-8, how it was formed and how it had worked over the years. Gallacher and Gross agreed that forming a BBC-8 Club would not address the problem of repairing, replacing and augmenting the system needed to keep BBC-8 on the air. Chuck Foland pointed out that the people who do the work of broadcasting the programs on BBC-8 are all long-time volunteers and there have been no new volunteers willing to do this work. He added that forming a club will not fix this situation.

The question was called and **the Board voted unanimously (7-0) against the motion of approving the Committee to become or form a Club** and the motion was defeated.

The President asked Director Brannen to meet with Jan Hoffmann, Ted Gross, Jack Taylor and Chuck Foland to come up with a solution that addresses the problem of maintaining the BBC-8 broadcast equipment and ATT connections that does not require constant GM meetings/involvement. If a solution can be found, Gallacher agreed to call a Special Meeting at the end of the month.

H. Board discussion/approval – N Heron Seawall cap/repair/seal – Motion to rescind March 8 2017 Board decision not to fund this work

Director Brannen-asked that before we discuss Items H & I, we need to know that adequate funds exist to pay for the project. Oglesby stated that there is currently a little more than \$86k unencumbered in Seawall Reserves so there are adequate funds available for the \$50k project costs. *Director Weir pointed out that new information has come forward and made a motion to rescind the March 8 2017 Board decision not to fund the N. Heron Seawall cap. Motion was seconded and carried unanimously (7-0).*

I. Board discussion/approval – N Heron Seawall cap/repair/seal

Director Oglesby made a motion to approve the N Heron Seawall cap/repair/seal project at a cost of no more than \$50k paid from Seawall Reserves. He repeated that the Corporation had sufficient funds to cover these cost, as confirmed by GM Pussinen. Motion seconded. Director Weir presented pictures describing the new information and current state of seawall overtopping effecting the decision to approve raising the N Heron seawall. He also pointed out that delaying the project until 2017 would force stockholders that currently experience significant and prolonged flooding of their leases during period King tides that recur during the Fall of each year. Then, he showed pictures that documented seawall overtopping during King tides. There was extensive shareholder discussion both supporting and against the motion. Stockholder Sue Thaler summarized the argument against moving forward with raising the N Heron seawall at this time by expressing her concerns

about the height of the new seawall and uncertainty about whether raising the seawall will matter if the infiltration of ground water was not addressed before moving ahead with the raising of the seawall. Stockholder Richard Alter (Q-210) pointed out that if the Corporation was going to force N Heron stockholders to remove decks for the excavation and sealing project prior to raising the seawall, it made more sense to raise the seawall as soon as possible after the excavation project rather than waiting another year before these stockholders could rebuild their docks and decks. In response to a question from Q-Row stockholder Mary Ann Sperazza, President Gallacher stated that although there is not a rule prohibiting walking on the seawalls, the seawalls are not walkways and are not for the purpose of walking from one location to another. Stockholder Thaler asked the Board to reconsider the height of the seawall.

The Board voted unanimously (7-0) in favor of Oglesby's motion to approve the project to raise, repair and seal the N Heron seawall.

J. Board discussion/approval – raising rates of ‘bull-pen’ RV Parking, also preliminary discussion moving “bull-pen” spots to D5 for 2017/18 season.

*Director Goudreau moved to raise the rates charge for RV Bull Pen parking to \$30 per night for stockholder-owned RVs and \$60 per night for other-owned RVs. He pointed out that the proposed \$30 is cheaper than any other fee in RV parks in the state. The motion was seconded by Vice President Brannen. There was extensive stockholder and board discussion both for and against the increase in fees including a recommendation that the Office requiring a non-refundable deposit in advance of confirming reservation. **The question was called and the motion carried unanimously (7-0).** Note: Discussion of District 5 as a RV park is not included since such discussion was not covered by the motion or the Agenda item.*

K. Board discussion/approval –

1. Violation for unit G-10 Occupant

Unit owner Barbara Molina disclosed to the office that she allowed the former owner of the unit to continue to reside in Molina's new unit after the transfer of ownership for a period of a month and a half at no cost and as a Guest. This period was approximately 15 days beyond the 30-day period allowed for guests during the moratorium period. Guest was registered with the office and followed all other Rules. Given Molina's self-reporting prior to Corporate discovery of the Rules violation, *Oglesby made a motion to fine stockholder Molina \$10 and extended the rental moratorium for the unit another one and ½ months beyond prior end of the moratorium period corresponding the time that the former owner lived in the unit during the moratorium period. **Motion seconded by Gallacher and approved unanimously (7-0).*** Fine can be appealed to the Violations and Fining Committee at their next noticed meeting.

2. Violation for unit K-29

Renter of K-29 continued to live in unit without lease / rental request being submitted to office for a period that greatly exceeded 10 days after approved rental period expired. Office discovered this violation and notified owner Steve and Mary French. *Director Brannen moved to fine the owner \$1000 based on failure to follow Rule C. 2. RENTALS*

Application Process – The following information must be received at least 30 days prior to occupancy so there is adequate time to review and approve applications. If a renter arrives in Briny Breezes and the Corporation has not received the following items, there will be a penalty to the Owner in accordance with the Violation and Fining Process in Appendix I.

a) Owners Application to Rent completed by the owner (current application – copies from previous years will NOT be accepted).

b) Rental Application completed by the renter – this should be returned to owner and submitted with the rental package (current application – copies from previous years will NOT be accepted).

c) Administration Fee at current rates payable to Briny Breezes, Inc.

d) Copy of the signed lease agreement including dates (a minimum of two months –maximum nine months. No rentals July - September)

*A second was received. **The Board voted unanimously (7-0) to levy a fine of the maximum amount \$1000 for the violation** which can be appealed to the violations at the next noticed hearing scheduled for May 19, 2017 at 9 a.m.*

L. Board discussion/approval – Adoption of Ethics Policy for Board and employees (establish ad hoc committee of board members to design.

*Motion by Oglesby for the board to adopt an Ethics Policy seconded by Secretary Gross. Policy could apply to Board members only or to Board Members and Employees – to be decided when proposal is made to the Board. Given Director Adams extensive experience and abilities in this area, the Director would be asked to lead the development of a draft proposal over the summer. **Oglesby’s motion passed unanimously (7-0) with Director Adams absent.** However, he subsequently agreed to lead this project and begin work this summer.*

M. Board discussion/approval – Necessary repairs & remodel Fish Cleaning Station Inc. repair/stabilize concrete slab and repair slope, consider strengthen structure & roof etc.

*Director Oglesby made a motion to remodel the fish cleaning station with a new structure and a new roof (Seminole Thatched Roof Structure) costing approximately \$3000 excluding the cost of demolishing the current structure and concrete slab and work to stabilize the Intracoastal Slope bordering the structure. **Motion seconded by President Gallacher.** Discussion focused on the fact that a remodeling project is entirely for cosmetic reasons and that the current structure can be stabilized and can be continued to be used without significant safety issues. By definition, this makes the project a material alternation that needs Stockholder approval before it can be approved by the Board. Oglesby withdrew his motion. *President Gallacher made a**

motion to table further discussion on this project which received a second. The Board voted and Gallacher's motion to table was unanimously (7-0) approved.

N. Board discussion/approval - Committee updates additions/deletions etc.

Oglesby moved that the following nominations for Committees and other Committee changes be approved by the Board.

- Chairman of ARC – Oglesby replaced Gallacher who remains the D-1 ARC member
- Eliminate the Cordova Wall committee since it is not needed at this time
- Add Cindy Holbrooke (B-22) to alternate for Voting Oversight Committee

After receiving a second, all proposed changes were approved unanimously (7-0) by the Board.

O. Shareholder Forum (questions or suggestions)

Tom Burns (F-208) and Ken Gross (N-203) advised the Board that the Town is in the process of developing an ordinance to allow the Town to hire a Magistrate to adjudicate Building Code violations in lieu of establishing a Board of Appeals composed on Town residents. Town Council President and Alderman Sue Thaler explained that the Town envisions the hiring of a magistrate

Tom Giradoulis (M-210 Lark) read his letter expressing his feelings and financial impact of receiving a \$1000 fine for turning in rental application paperwork more than 10 days late.

Director Gross departed the meeting at 1:30pm.

XIII. Adjournment

Motion to adjourn made by Director Oglesby and seconded Motion passed unanimously (6-0). Meeting adjourned at 1:41pm.

Respectfully submitted,

Michael Weir, Secretary Briny Breezes Inc

Approved: July 25, 2017

Attachment 1

NOTICE

**Regular Meeting of Briny Breezes Inc. Board of Directors
Wednesday April 12, 2017 immediately following
Special Board Meeting (rule changes) at 9am.
Briny Breezes Community Center**

AGENDA

ALL STOCKHOLDER COMMENTS MUST BE LIMITED TO THREE (3) MINUTES PER AGENDA

ITEM

- I. Pledge of Allegiance & moment of silence
- II. Call to order & Roll call
- III. Proof of Notice
- IV. Approval of previous board meeting minutes
- V. Reading of Correspondence to the Board
- VI. General Managers report
- VII. Report of Officers
- VIII. Report – Boynton Beach PD (Captain Yannuzzi)
- IX. Town Liaison Report
- X. Committee Reports
 - a. Ken Gross – Landscape changes to master plan
 - b. Roger Klink – Fire watch
- XI. Unfinished Business
 - A. Board approval – Use of blast voicemail/text system for the telephone for emergencies
- XII. New Business
 - A. Board Ratification/Approval – “consent agenda” items;
 - 1. Sales and rentals committee decisions/recommendations
 - 2. New Air conditioner unit Auditorium
 - 3. Clubhouse appliances (refrigerator and microwave??)
 - 4. Auditorium Curtains fire prevention treatment
 - B. Board discussion/approval – Painting of the town hall building
 - C. Board discussion/approval – Marina Slip price increase (minimal) for non-shareholders)
 - D. Board discussion/approval – Replacement of bathhouse D2 Roof
 - E. Board discussion/approval – Landscape committee proposals for fountain remodel phase 1

- F. Board discussion/approval – Landscape request to become a Club approve bylaws/charter
- G. Board discussion/approval – BBC8 request to become a Briny Club approve bylaws/charter
- H. Board discussion/approval – N Heron Seawall cap/repair/seal – Motion to rescind March 8 2017 Board decision not to fund this work
- I. Board discussion/approval – N Heron Seawall cap/repair/seal (if rescind item F is approved)
- J. Board discussion/approval – raising rates of ‘bull-pen’ RV Parking, also preliminary discussion moving “bull-pen” spots to D5 for 2017/18 season.
- K. Board discussion/approval –
 - 1. Violation for unit G-10 Occupant
 - 2. Violation for unit K-29 Occupant
- L. Board discussion/approval – Adoption of Ethics Policy for Board and employees (establish ad hoc committee of board members to design.
- M. Board discussion/approval – Necessary repairs & remodel Fish Cleaning Station Inc. repair/stabilize concrete slab and repair slope, consider strengthen structure & roof etc.
- N. Board discussion/approval - Committee updates additions/deletions etc.
- O. Shareholder Forum (questions or suggestions)

XIII. Adjournment

All Stockholders are Welcome

This notice is dated and posted Friday April 7th, 2017 at 1pm:

**Theresa Pussinen, General Manager
Briny Breezes Inc.**