

**MINUTES OF MEETING**  
**SPECIAL BOARD OF DIRECTORS MEETING, BRINY BREEZES INC.**  
**BOARD OF DIRECTORS**  
MONDAY, MARCH 25<sup>TH</sup>, 2013, 9:00 A.M.  
COMMUNITY CENTER

The March 25<sup>th</sup>, Special Board Meeting of the Briny Breezes Inc. Board of Director was called to order at approximately 9:00 AM by Board President Coyner.

Secretary Oglesby called the roll to document that a quorum was present. Roll call indicated that all Directors (as listed below) were present at the meeting:

Director Koplen	Director Coppola
Director Oglesby	Director Coyner
Director Stewart	Director Malchuski
Director Long (by conference call)	Director Gallacher

Secretary Oglesby confirmed that Proof of Notice for the meeting had been posted and dated on March 21, 2013, as witnessed by the General Manager, Carl Forrest.

In his President's Report, President Coyner explained that the President does not vote on a motion unless there is a tie vote. Next, President Coyner read the following from the Rules of Briny Breezes, Inc. as approved April 9, 2008. "We are justly proud of our community. We work in harmony to make and keep Briny the kind of place that is comfortable to live in and one that we can be proud to show to our friends. To that end, we thank you for your cooperation in cheerfully obeying the following rules."

Secretary Oglesby stated that the Minutes of the last Regular Board Meeting of March 13, 2013 were not available to be read or approved at this time.

**ORDERS OF THE DAY**

**Committees – Agenda Item A**

President Coyner read the names of the Chairs of the 2013-14 Board Committees, as reflected in Appendix II (attached)

Director Malchuski read the names of all committee members selected by the Chairs of each of the 2013-14 Committees. These are also listed in the Appendix II. Director Gallacher recommended that the Chair of each committee give consideration to the principle of having one member from each District on each committee.

*A motion was made by Director Malchuski to approve the committees as they now stand (per Attachment II) with the addition of Stockholders who sign up for committees between now and April 5 (2013) and that we publish in the Bugle, on the BBC 8 Scroll and on the Office bulletin board that we are looking for committee members for all committees.*

The motion was seconded and carried 6 to 1 with Director Gallacher voting against the motion and President Coyner not voting since his vote would not change the outcome. The final list of 2013-14 committee members will be confirmed by the Board at a meeting after April 5<sup>th</sup> 2013.

General Manager Forrest received the President's approval to send the list of the current committee members to Briny's liability insurance company to ensure that they are covered by the Corporation Liability ("D&O") Insurance Policy.

### **Approval of Rules - Agenda Item B**

*Director Coppola made a motion to approve the new version of the Briny Breezes Rules document, as submitted by the Rules and By-Laws Committee with the intent that his Committee will take the stockholders comments and the concerns of Sue Thaler and Director Oglesby into consideration over the next two weeks. Director Oglesby expressed his understanding of the motion on the floor that at the next Board Meeting on April 10th, the Board would have the opportunity to propose changes or amendments for a vote of the Board, before the new Rules are published and become effective. President Coyner confirmed Oglesby's understanding of the motion. The motion received a second and was carried unanimously by the Board.*

### **Proxy for Flamingo Seawall and Amendment to Section 13.25 of the By-Laws – Agenda Item C**

*Under Agenda Item C, Director Coppola made a motion to rescind the Board's decision at the March 13, 2013 Regular Board Meeting to send a proxy to shareholders recommending (1) to repair, strengthen and raise of the Flamingo seawall and (2) to amend By-Law Section 13.25 to allow the Board of Directors, upon the Finance Committee's recommendation, the option to use any excess operating fund at the end of the fiscal year to reduce the next year's operating and/or reserves assessments billed to the stockholders. The motion failed with Directors Gallacher, Stewart, Long and Oglesby voting against rescinding and Directors Coyner, Koplen, Malchuski, and Coppola voting for rescinding.*

### **Posting of Committee Agendas**

Resident Sue Thaler raised a concern regarding the 5-day waiting period for a committee agenda to be posted after being received by the office. She further expressed concern regarding the potential that this policy would impede the progress of the Bulkhead/Seawall and Drainage Committee. *Director Oglesby made a motion that the office post committee agendas within 24 hours after they are received. The motion received as second and was carried unanimously, excluding the abstention from Director Koplen which does not count as either a*

yes or no vote and effectively reduced the number of votes necessary for passmark from 5 votes to 4 votes, consistent with Robert Rules.

### **Letter to the DBPR**

Under the same item, *Director Gallacher made and amended a motion stating that within the next 24 hours and after Board review, the office (General Manager) will send a "Request for a Declaratory Statement" to the Department of Business and Professional Regulation (DBPR) asking for a ruling on whether or not By-Law Sections 7.50 and 7.51 require the Board to seek stockholder approval before making repairs and improvements to our seawalls, if the cost of those repairs equals or exceeds \$30,000.* The draft version of the declaratory letter was read by the Secretary. The motion received a second and passed unanimously.

### **Vote on Qualmann's Bids for Flamingo and Dock Drive and Kimley-Horn's Proposal - Agenda Item D**

*Director Coppola made a motion that was seconded to vote on Qualmann's Bids for Flamingo and Dock Drive and Kimley-Horn's proposals. After some members of the Board stated that they did not understand what is being proposed in Director Coppola's motion, Director Oglesby made the motion that Agenda Item D be tabled and sent to the Bulkhead, Drainage and Seawall Committee for further consideration.* The motion was seconded and passed 6-2 with Directors Malchuski and Coppola voting against the motion.

### **Adjournment**

Director Coyner made a motion to adjourn the meeting. The motion was seconded and unanimously carried by the Board. The meeting was adjourned by President Coyner at 12:00pm.

Respectfully submitted,

Tom Oglesby  
Secretary, Briny Breezes Inc.  
March 30<sup>th</sup>, 2013

Approval Date: April 10, 2013

# **ATTACHMENT I**

## **NOTICE**

**SPECIAL BOARD MEETING  
BRINY BREEZES, INC.  
BOARD OF DIRECTORS  
MONDAY, MARCH 25, 2013, 9:00 A.M.  
COMMUNITY CENTER**

### **SPECIAL AGENDA**

***STOCKHOLDERS MAY SPEAK ONCE FOR A MAXIMUM OF 3  
MINUTES ON EACH AGENDA ITEM***

- 1. PLEDGE OF ALLEGIANCE & MOMENT OF SILENCE**
- 2. CALL TO ORDER/ROLL CALL**
- 3. PROOF OF NOTICE**
- 4. PRESIDENT REPORT**
- 5. APPROVAL OF PREVIOUS MINUTES (IF AVAILABLE)**
- 6. ORDER OF BUSINESS:**
  - A. APPROVAL OF COMMITTEES (ADDITIONAL NAMES RECEIVED AFTER POSTING OF AGENDA WILL BE ANNOUNCED AT MEETING)**
  - B. APPROVAL OF RULES SUBMITTED BY RULES COMMITTEE**
  - C. CONSIDERATION OF POSTPONMENT OF VOTE FOR TWO ISSUES AS PROPOSED AT 3/13/2013 BOARD MEETING FOR SEAWALL REPAIR OF FLAMINGO AND AMENDMENT OF 13.25 BOARD OF DIRECTORS AUTHORITY RE: EXCESS OPERATING FUNDS.**
  - D. VOTE ON QUALMANN'S BIDS FOR FLAMINGO AND DOCK DRIVE AND KIMLEY-HORN'S PROPOSAL**
- 7. ADJOURNMENT**

**ALL STOCKHOLDERS WELCOME**

**THIS NOTICE IS DATED AND POSTED: THURSDAY, MARCH 21, 2013,  
9:00 A.M.**

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Carl Forrest, General Manager

## ATTACHMENT II

### 2013-14 Committee Members as Read by Director Malchuski

Finance: Sally Long - Chair Paul Stewart - Co-Chair

Members: Paul Roup, Jack Taylor, Don Faron

Technology: Paul Stewart - Chair Members: Dan Statt & Sue Thaler

Communications: Sally Long - Chair

Members: Mary Kate Leming, Nancy Aceto, Loryn Lougheed, Roger Bennett

Social: Paul Stewart - Chair

Marina & Watercraft: Frank Coppola - Chair

Members: Ray Wiersema, Tom Byrnes, Doug Baumgarten, Lynn Deniston

Landscape & Pest Control: Joe Coyner - Chair

Members: Mike Gallacher Gary Gasco, Darlene Lozuaway, Ken Gross, Eileen Duffy

Maintenance: Bruce Koplen - Chair Frank Coppola - Co-Chair

Members: Tom Roop, Paul Stewart

Voting & Oversight: Tom Oglesby - Chair

Violation & Fining: Marcia Malchuski - Liaison

Members: Sue Thaler

Welcoming: Paul Stewart - Chair Michael Gallacher - Co-Chair

Members: Joanne Long, Chuck Foland

Rules & By-Laws: Frank Coppola - Chair

Members: Grace Frezza, Dan Statt, Marcia Malchuski

Insurance: Michael Gallacher - Chair Members: Steve French, Linc Musto

Architectural Review: Marcia Malchuski - Chair Michael Gallacher - Co-Chair

Members: Frank Coppola, Bruce Koplen, Chuck Foland

Bulkhead/Seawall & Flooding: Frank Coppola - Chair Tom Oglesby - Co-Chair

Members: Linc Musto, Don Faron, Doug Long

Legal Search: Michael Gallacher - Chair Marcia Malchuski - Co-Chair

Members: Paul Stewart