

MINUTES OF MEETING
REGULAR BOARD OF DIRECTORS MEETING, BRINY BREEZES INC.
Wednesday February 11, 2015, 9:00A.M.
COMMUNITY CENTER

A Regular Meeting of the Briny Breezes Inc. Board of Directors was called to order at approximately 9:00am on February 11, 2015 by Board 2nd Vice President Paul Stewart. The Pledge of Allegiance was recited and a Moment of Silence observed.

Secretary Oglesby called roll and recorded that five Directors (Gross, Brannen, Stewart, McMorrow, and Oglesby) were in attendance at the meeting, thus establishing a quorum. President Gallacher and Director's Coyner and Long were absent with notice. GM Pussinen was also absent with notice. Maintenance Supervisor Omar Valazquez filled in for the General Manager.

Vice President Stewart confirmed that Proof of Notice for the meeting was posted on Friday, February 6, 2015 at 1:00 p.m. and witnessed by Corporation President, Michael Gallacher, President of the Board of Directors, Briny Breezes Inc.

Approval of Minutes

Secretary Oglesby told the Board that the minutes being considered for approval at this meeting were those from the three Special Meetings held on February 4th, 2015. Director Oglesby then called for amendments to these minutes as written and sent to each Board Member by email prior to the meeting.

As there were no motions for amendments, ***Secretary Oglesby moved to waive reading of the minutes and to approve these minutes as written and distributed to the Board members previously by email.*** The motion received a second, there was no discussion and the question was called. **The Board approved the aforementioned minutes unanimously (5-0) by voice vote.**

Reading of Correspondence to the Board

The Secretary announced that he had not received any correspondence addressed to the Board since the last Board Meeting.

Report – Chief of Police

Acting Chief of Police Hal Hutchins told the Board that Ocean Ridge will appoint a new Chief of Police in March. He noted that there were 11 parking citations issued last month in Briny.

The interim Chief reminded Briny residents to remain vigilant for con artists / scammers who typically move south for the winter and come to our area looking for potential victims. He asked that Briny residents continue to call the Police if they see anything in the Park that looks suspicious.

Finally, Sargent Hutchins advised the Board and stockholders that there will be charity bicycle event, "Ride for Orphans" passing through Briny Breezes this weekend.

Report of Officers – President & Treasurer.

No President's report was given.

Vice President Stewart called on Secretary Oglesby, in the absence of a Treasurer and the General Manager, to provide an update to the Board on the Corporation's unaudited financial status as of January 31, 2014.

Secretary Oglesby read the following information:

- Operating Cash on Hand is \$349.7k
- Park Improvement Fund stands at \$236.2k
- Catastrophe Fund contains \$114.8k

Total Operating Cash totals \$700.7k

Reserves Cash (not reduced for encumbered funds) - **\$366k**

Total Operating Cash + Reserves - \$ 1,066,700

As of January 31, 2015.

- Income was \$149k.
- Disbursements were \$140k

Accounts in arrears as of February 11, 2015 included”

- \$30.7k (34 units) in assessments due
- \$4.3k (4 renters) are overdue for Yacht Basin slip leases
- 1 Delinquent account (>2 months in arrears) has been turned over to our attorneys for collection.

Report General Manager – Theresa Pussinen

GM Pussinen was away from Briny so no report was given at this meeting.

Town Liaison Report

Town Council President, Sue Thaler was out of town so no report was provided at this meeting.

Committee Reports

Bulkhead/Seawall and Flooding Committee

Committee Liaison Oglesby informed the Board that Qualmann has completed the Dock Drive Seawall Project and its work to repair and seal District 4 seawalls. He added that the check valves or “one-way” valves have been installed on the storm drainage pipes draining the low-lying areas of District 3 & 4 (with the exception of the drain pipes exiting near the pumps on Flamingo and Dock Drive that were sealed years ago to prevent Intracoastal water from entering this storm drainage system).

During the rainstorm last week, Oglesby visited the Districts 1 & 2 and saw what the residents of A-Row have endured for some time. Even moderate rainfalls like the one last week resulted in significant standing water in the area of the Briny Breezes Boulevard. He noted zero indication of any drainage into the culvert that was covered by the standing water. The Director told the Board that President Gallacher authorized the clean-out of this drainage pipe and that the vendor, Culpepper, was scheduled today to clean out this drain pipe and as much of the Briny drainage system as could be completed in the 4-hour minimum charge period, beginning with District 1 & 2 drain system. Oglesby asked the residents of A-Row to let the office know if this work has provided any improvement in handling runoff after heavy rains.

Director Oglesby ended his report with an anecdote about the drainage system on Cordova Avenue and our long-time vendor, Harvel, who has been working on Briny roads, drainage and sewage pipes for thirty years or so. The owner of Harvel made an important discovery on Cordova a couple of weeks ago. Based on a childhood recollection that there used to be a pipe to drain storm waters from Cordova to RuthMary, he located a culvert that had been covered with concrete and discovered that such a drain pipe was already in place. Tests indicate that the pipe is functioning properly, although we may need to install a pump to make sure that

storm waters are removed quickly enough to significantly mitigate local flooding in the low areas of Cordoba. The Director concluded that this is a reminder that long term relationships with capable and honest vendors can pay dividends.

Sales and Rentals Committee:

Director Brannen, Board Liaison for the Committee, reported that the Sales and Rental Committee met on Feb 9, 2015 and reviewed 2 rental applications. The Committee approved 1 of these for a 2 month period, bringing the total of approved rentals to 102 in Briny so far this season. The Committee plans to hold a special meeting to review the pending application when the office notifies us that it is ready for reconsideration.

The Director also informed that, at the meeting, the Committee recommended the approval of 6 transfers of Stock Certificates/Memberships while referring an additional request for membership to the Board for further consideration. These recommendations were reviewed and approved by the Board under New Business, Agenda Item D below.

Unfinished Business

A. None to be discussed. Parking will be discussed at March meeting

New Business

A. Board ratification/approval of committee member changes (additions/deletions)

Director Oglesby moved to ratify the approval of the Landscape and Pest Control Committee members named and approved at the February 4th Special Board Meeting as well as the addition of Committee Member Joanne Long, who was inadvertently left of the list of Committee Members read at the February 4th meeting. The motion received a second. After discussion, the question was called.

The Board approved Oglesby's motion unanimously (5-0) by voice vote.

B. Board ratification/approval and acceptance of finalized audit 2013/14

Director Gross moved to ratify, approve and accept the finalized Audit Report for Fiscal Year 2013-14 as provided by Hafer and Company. The motion received a second. There was no discussion and the question was called.

The Board voted unanimously (5-0) by voice vote in favor of Director Gross' motion to approve and accepted the Briny Breezes 2013-14 Audit Report prepared by Hafer and Company.

C. Ratification of manager expenditure for Old Ocean Street Light shields

Director Brannen moved to ratify the expenditure of up to \$800 by GM Pussinen to install light shields on three Old Ocean Blvd street lights so that they could remain on during sea turtle nesting season. The motion received a second and was discussed.

Director Brannen and Maintenance Supervisor Omar Valazquez advised the Board that these shields would remain in place year-round and that it was their understanding that the shields would be installed by Florida Power and Light.

After discussion, the question was called and **the Board approved Director Brannen's motion unanimously (5-0) by voice vote.**

D. Board approval sales/rentals, also review/discussion committee request for clarification on rental rule issues. (Possibly refer to rules committee)

The Sales & Rentals Committee Board Liaison, Director Brannen, informed the Board there were 7 transfers of Stock Certificates reviewed by the Sales and Rentals Committees on February 9, 2015 as listed below:

1. UNIT # K002
SELLERS NAME:Larson
BUYERS NAME: Larson Family Trust – Family Transfer
2. UNIT # Q206
SELLERS NAME: Abounader
BUYERS NAME: Lori L Keller Living Trust (Lori and Brad)
Committee Notes: Approval dependent upon an action plan- none included. Will review at the special meeting; seller already contacted.
3. UNIT # P210
SELLERS NAME: Murray and McGovern
BUYERS NAME: Robert and Patricia Brogan
Committee Note: Seller to fix primary concern with exterior electric.
4. UNIT # K208
SELLERS NAME: Propp
BUYERS NAME: Michael and Amy Antonino
Committee Notes: Seller present and has already started fixing necessary items from inspection; will be complete prior to closing.
5. UNIT # B209
SELLERS NAME: Heiermann
BUYERS NAME: Eugene and Carol Marmann
Committee Notes: Action plan included but vague. Requesting approval pending signatures on a more specified action plan to address electric and plumbing issues as primary.
6. UNIT # J7
SELLERS NAME: Mulgannon
BUYERS NAME: Robert Thomassin
Committee Notes: Many “deficiencies” uncovered in the report. Potential owners sent a broad, non-specific action plan. We are recommending approval with signatures on an addendum to the plan indicating that electric, water and termites need to be prioritized on top.
7. UNIT # R207
SELLERS NAME: Laramée
BUYERS NAME: Javier and Berta Souto & Laura Laramée
Committee Notes: Needed clarification of membership - 2 different application forms completed differently; Souto already owns unit in District 2.

The Director informed the Board that the Committee asked the Board to review the request for the sale/membership transfer #7 : UNIT # R207 from SELLERS: Laramée to BUYERS: Javier and Berta Souto & Laura Laramée because, if approved, it would be in violation of Section 3.70 of the By-Laws which restricts stockholders to holding an interest in only one unit.

Director Brannen moved that the Board approve the transfer of all 7 stock certificates. The motion received a second and was discussed.

Director Oglesby reminded the Board that the stockholders will be voting at the February 25th Annual Meeting on an amendment to By-Law Section 3.70 that, if approved, would allow stockholders the right to purchase and hold an interest up to two units/stock certificates. Further, this Board and past Boards have allowed other stockholders to purchase an interest in a second unit/stock certificate. Oglesby then recommended the approval of the Laramée transfer as proposed.

The question was called and **the Board voted unanimously (5-0) by voice vote to approve Director Brannen's motion to approve all transfers.**

E. Board approval Harvel sewer drain cap raising/stabilization D3/ D4 - +/- \$5,000.00

Maintenance Supervisor Omar Valazquez explained that the purpose of this Agenda item was to approve the funding needed to raise four storm grates that are in various stages of collapse and. If necessary, repair/replace a pipe connected to one of the catch basins. The storm drains/catch basins are located on:

- NW Corner of North Ibis and Banyan - \$550
- O208 South Heron Dr - \$850
- Q207 North Heron Dr -\$1350
- Marine Way and Palm Dr- \$950 (additional \$1200 if pipe needs replacing)

Valazquez stated that this work is needed to repair collapsing storm drain catch basins to insure that they continue to function properly and that the pipes connected to these culverts are not damaged (further).

Vice President Stewart moved to approve up to \$5000 to cover the potential cost of repairing the four catch basins listed above. The motion received a second and was discussed.

Supervisor Valazquez explained to the Board that the new proposal of Feb 4, 2015 found in the Board folders is for the replacement of the 10" concrete storm drain pipe on the west side of Marine Way from Palm Drive to Dock Drive with 10" PVC pipe at an estimated cost of \$13,500. However, this work is not included under this Agenda item and is under consideration by the GM and Maintenance Staff for a possible recommendation at a future Board meeting.

The question was called and **the Board voted unanimously (5-0) by voice vote to approve Director Stewart's motion to approve up to \$5000 cover the potential cost of raising and repairing the four catch basins listed above.**

F. Board review/discussion – Marina Committee Request for NO COST trailer storage

Vice President Stewart made a motion to table this matter until the full Board can consider what action should be taken. The motion received a second and was discussed.

After the question was called, **the Board, by voice vote, unanimously (5-0) approved tabling the discussion on trailer storage for Briny slip lessors until a meeting when all Directors are present.**

G. Board review/discussion – rule regarding fences/gates (possibly send to committee to clarify)

Director Brannen explained that the Violations and Fining Committee, after considering an alleged rules violation regarding a gate in District 3 and finding that the gate in question had been in place for a long as 20 years determined that the gate, which the owners modified so it could easily be opened from either side, was not in a place that was well traveled and could remain in place. However, any new gate could be a violation of Rule B.5.c that prohibits any permanent fences.

Director Brannen moved to refer the matter of "gates in Briny" to the Rules and By-Laws Committee to review Rule B.5.c to see if it needs to be amended to make the intent and extent of the rule better fit the Stockholder needs in the various Districts in Briny. The motion received a second and was discussed.

After the question was called, **the Board, by voice vote, unanimously (5-0) approved referring the rule on gates (Rule B.5.c) to the Rules and By-Laws Committee to review to see if the rule needs to be amended to better serve the Stockholders.**

Adjournment

Director Oglesby moved to adjourn. The motion received a second and was approved unanimously, 5-0, by the Board by voice vote. Vice President Stewart adjourned the meeting at approximately 9:50 am.

Respectfully submitted,

Tom Oglesby
Secretary, Briny Breezes Inc.
Approval Date: February 25, 2015

NOTICE

Attachment 1

**Regular Meeting of Briny Breezes Inc. Board of Directors
Wednesday February 11, 2015, 9:00 am
Briny Breezes Community Center**

AGENDA

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

- 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. Report – Ocean Ridge Police
- VII. Report of Officers
- VIII. Report General Manager – Theresa Pussinen
- IX. Town Liaison Report
- X. Committee Reports

- XI. Unfinished Business
- A. None to be discussed. Parking will be discussed at March meeting
- XII. New Business
- A. Board ratification/approval of committee member changes (additions/deletions)
- B. Board ratification/approval and acceptance of finalized audit 2013/14
- C. Ratification of manager expenditure for Old Ocean Street Light shields
- D. Board approval sales/rentals, also review/discussion committee request for clarification on rental rule issues. (possibly refer to rules committee)
- E. Board approval Harvell sewer drain cap raising/stabilization D3/ D4 - +/- \$5,000.00
- F. Board review/discussion – Marina Committee Request for NO COST trailer storage
- G. Board review/discussion – rule regarding fences/gates (possibly send to committee to clarify)

- XIII. Adjournment

All Stockholders are Welcome

This notice is dated and posted: Friday February 6, 2015 at 1:00 p.m.

Michael Gallacher, President Board of Directors, Briny Breezes Inc.