

MINUTES OF MEETING
SPECIAL BOARD OF DIRECTORS MEETING, BRINY BREEZES INC.
Wednesday, September 3, 2014, 9:30 A.M.
COMMUNITY CENTER

A Special Meeting of the Briny Breezes Inc. Board of Directors was called to order at approximately 9:30 AM on September 3, 2014 by President Michael Gallacher. The Pledge of Allegiance was recited and a Moment of Silence was observed.

Secretary Oglesby called roll and noted that all eight of the Directors were in attendance for the meeting, establishing a quorum. Directors Gallacher, Stewart and Gross were present at the Community Center in Briny and Directors Elble, Coyner, Long, Oglesby and Brannen attended by conference phone link. (Secretary's Note: Director Long called in shortly after roll call.)

President Gallacher confirmed that Proof of Notice for the meeting was posted on Friday, August 29, 2014 at 9:00 AM and signed/witnessed by General Manager Theresa Pussinen.

Approval of Minutes

President Gallacher informed the Board that the minutes being considered for approval at this meeting were those for the Special Board Meeting held on July 30, 2014. Secretary Oglesby then called for amendments to the minutes as written.

As there were no motions for amendments, ***Secretary Oglesby moved to waive reading of the aforementioned minutes and approve the minutes as written.*** The motion received a second, there was no discussion and the question was called. **The Board approved the minutes unanimously (8-0) by voice vote.**

Reading of Correspondence to the Board

There were no letters to the Board received in advance of the meeting.

Report of Officers – President & Treasurer

No reports of officers were presented at this meeting although the following financial information was provided by GM Pussinen to the Board in advance of the meeting.

July 31, 2014
UNAUDITED

OPERATING ACCOUNT ONLY:

OPERATING CASH AS OF 7/31/14	\$ 390,286.78
PARK IMPROVEMENT CASH	\$ 236,158.73
CATASTROPHE CASH FUND	\$ 114,663.68
TOTAL OPERATING CASH	\$ 741,109.19

RESERVE CASH AS OF 7/31/14 \$ 612,407.89

TOTAL OPERATING & RESERVE \$ 1,353,517.08

DELINQUENT ACCOUNTS TO DATE	\$ 21,193.57
DELINQUENT YACHT BASIN TO DATE	\$ -
TOTAL DELINQUENT	\$ 21,193.57

INCOME AS OF 7/31/14 \$ 1,438,926.92
DISBURSEMENTS AS OF 7/31/14 \$ 1,437,816.78

Committee Reports

No Committee reports were presented at the Special Meeting

Unfinished Business

There was no Unfinished Business.

New Business

1. Approval of Emergency Roof Repairs to Art Building Quonset Hut, Not to Exceed \$4,000.00 to be paid out of the roof reserve account.

Director Elble moved to approve Emergency Roof Repairs to the Art Building Quonset Hut, not to exceed \$4,000.00 to be paid out of the Roof Reserve Account. The motion received a second and was discussed.

President Gallacher noted that the GM had received three bids for this work and had a third party professional evaluate the proposals as to cost and material used. The professional recommended the Rhino proposal, the lowest bid received, as the not only the best value but the best material (CFS Silicon) for the job. The cost estimate was for a total of \$3844 including \$750 for coating the flat roof with silicon and painting the door and walls of the Quonset hut with Sherwin Williams exterior house paint. The GM later verified that the incremental cost for the painting in the estimate was only \$50.

Director Stewart noted that a leak in the auditorium kitchen has been identified. He asked if we could add money to the current motion for the Art Club roof repair for this repair. President Gallacher advised that this was not possible since the auditorium leak was not on the agenda. Director Oglesby stated that the Board has the responsibility to act on a timely basis to make any repairs necessary to protect the integrity of corporate assets and that if the cost exceeded the GM's authority, the expense could be approved, as needed, after the fact at the next Board meeting. No Board member took exception to this statement.

After discussion, **the Board unanimously (8-0) approved, by a roll call vote, the Rhino Roof Protection Systems bid for Roof Repairs to the Art Building Quonset Hut in an amount not to exceed \$4,000.00 to be paid out of the Roof Reserves Account.**

2. Board Ratification/Approval – sales & rentals

A. Board review for Approval – Family Transfer request of Maier, Bigelow, St. Onge, Evans without inspection follow-up plan.

Director Brannen moved to approve the family transfer of membership request of Maier, Bigelow, St. Onge, Evans without any new inspection or follow-up plan, consistent with current rules. The motion received a second and a brief discussion ensued.

It was established that in spite of several safety and health concerns identified in a prior inspection of the unit in question, the requested action to change the membership documents to reflect a death in the Evans' family could not be denied based on the condition of the unit, according to our Rules. It is believed that the intent of the stockholders for this unit is to sell in the near term. The Board agreed that the best approach was 1) for the office to determine if the unit has any current Rules violations and to take action as appropriate and 2) require a plan of action when the stock shares are ready for transfer under a sales contract.

The question was called and **the Board approved the family transfer request of Unit K-207 - Maier, Bigelow, St. Onge, Evans unconditionally, by a roll call vote of 8-0 in favor of Director Brannen's motion.**

B. Board Ratification of Presidential Approval for Membership Transfer related to Sale of Units

Although not required for Presidential final approval (Procedure for Corporate Approval of Membership Applications of 4-28-14), **President Gallacher asked the Board to ratify the following membership applications** (#s i-vi below) **associated with sales that were recommended for approval by the Sales and Rental Committee on August 29, 2014.**

- i. UNIT # N207 SELLERS NAME: Moon BUYERS NAME: Michael Amaturro and Diane Arnold
- ii. UNIT # F008 SELLERS NAME: Prophet BUYERS NAME: Kelly
- iii. UNIT # A006 SELLERS NAME: Becker BUYERS NAME: Sarah Susan Gordon
- iv. UNIT # CD-2 SELLERS NAME: Brady BUYERS NAME: Becker
- v. UNIT # O207 SELLERS NAME: Devine BUYERS NAME: Michael Weir and Kristine Weir
- vi. UNIT # I24 (Family Transfer) SELLERS NAME: Strank BUYERS NAME: Joseph, Kathy and Chris Strank

The Board voted unanimously (8-0) by voice vote to ratify President Gallacher's decision to approve the above sales.

The President added that he intends to continue the procedure of seeking Board ratification of all new membership applications recommended for approval by the Committee and approved by the President.

3. Board Approval of New Parking Sticker Distribution Process & Parking Passes as Established by Parking Committee and General Manager

Director Elble moved to approve the new Parking Sticker Distribution Process & Parking Placards as established by the ad hoc Parking Committee and General Manager. The motion received a second and was discussed.

President Gallacher summarized the process being considered by the Board before the subsequent amendments (indicated by strike-thrus and added words in colored font):

Parking Stickers

1. As per our Rules, only one parking decal will be issued per unit. Shareholder must prove ownership of vehicle. This decal is free of charge.
2. A second parking decal will be issued for only two reasons
 - a) Shareholder pays for an additional parking space from the Corporation **or**
 - b) Shareholder can provide proof of space to park a second vehicle on their lot. This area must take into consideration whether the shareholder also has a golf cart and has room for all three vehicles. The District Rep must sign off on this application and a \$10 fee will be applied.
3. If a new car is purchased, return of old decal will be required prior to issuance of new decal. ~~and the \$10 fee will be applied.~~ **Failure to return the old decal will require that the stockholder provide proof of sale for the previously-owned vehicle and pay a \$10 fee for the new decal.**
4. Decal must be returned with the sale of Unit prior to final stock transfer.
Administrative note: If a shareholder just asks for two stickers as they "may" drive a different car to Briny, they will have to remove old sticker and apply it to current car or return decal and ask for a replacement decal and pay the \$10 fee.

Guest Parking Placards

There are two types of placards, each of a different color

1. Seasonal Guest Pass will be issued semiannually and is used for the occasional guest to the shareholders home, but not for overnight parking **in quest parking spaces.**

2. Guest Parking Pass for all overnight guests will be issued as needed by the office. This pass will have the name of the guest written on the pass and is valid for up to two weeks.

Director Gross moved to approved the new procedures as proposed in Director Elble motion but to amend the Guest Parking Placards, Seasonal Guest Pass language by adding “in quest parking spaces” to the end of the sentence (as shown above in blue font). The motion was **seconded and discussed. The question was called and **Director Gross’ motion was approved unanimously (8-0) by the Board of Directors by voice vote.****

Next, **Director Elble moved to amend the new procedures as proposed by Director Elble and amended by Director Gross, except to further amend the language of the Parking Stickers Rule #3 by rewording the sentence to read “If a new car is purchased, return of old decal will be required prior to issuance of new decal. Failure to return the old decal will require that the stockholder provide proof of sale of the previously-owned vehicle and pay a \$10 fee” (amended as indicated above in green font). The motion was **seconded** and discussed. The question was called and **Director Elble’s motion was approved unanimously (8-0) by the Board of Directors by voice vote.****

Off the Agenda Discussion

Director Stewart pointed out that dock boxes that were previously attached to the old dock would materially detract from the appearance of the new dock and should be prohibited. He recommended that the office instruct Qualmann not to attach two by fours to the new seawall for the purpose of attaching these dock boxes to the seawall.

Although no motion could be made during this meeting, it was understood that this action would not delay completion of the seawall and dock project. The Board appeared to provisionally support Director Stewart’s proposal, pending Director Elble conferring with the Marina Committee Chairmen and Dockmaster to determine if there were any significant issues with taking this action.

Should the Board decide to eliminate dock boxes in the Marina, the rule regarding dock boxes must be amended by the Board at a future meeting called with due notice. This rule is copied below from Attachment 4 to the Rules “SPECIFIED IN MARINA RULES AS THE ADDENDUM TO THE SLIP LEASE AGREEMENT” for the Board’s convenience.

7. Any dock box installed or replacement requires permission of the Dockmaster. No new dock boxes exceeding 4' x 2'6" x 2' in size will be permitted. Dock boxes must be white. Dock boxes on the south side of the Marina must not hang over the seawall cap on the sidewalk or roadway side, after it is installed. The box can hang over the Intracoastal side of the seawall cap. Standard size dock boxes, which are wider than the sea wall cap, can be used on the south side. Dock boxes must be numbered the same as lessee's slip and they must be firmly attached to the concrete at all times.

Adjournment

Director Gross moved to adjourn. The motion received a second and was approved unanimously (8-0).

President Gallacher adjourned the meeting at approximately 10:45 AM.

Respectfully submitted,

Tom Oglesby
Secretary, Briny Breezes Inc.
Approval Date: Sept 18, 2014

Attachment 1

NOTICE

SPECIAL MEETING

Briny Breezes Inc. Board of Directors

Wednesday September 3rd, 2014 at 9:30 A.M.

Briny Breezes Community Center

AGENDA

ALL SHAREHOLDER 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 of Officers
- VII. Committee Reports
- VIII. Unfinished Business
 - a. NONE

VIII. New Business

1. Approval of Emergency Roof Repairs to Art Building Quonset Hut, Not to Exceed \$4,000.00 to be paid out of roof reserve account
2. Board Ratification/Approval – sales & rentals
3. Board Approval of New Parking Sticker Distribution process & parking passes as established by parking committee and general manager

X. Adjournment

All stockholders are welcome

Theresa Pussinen, General Manager ~ Briny Breezes Inc.

This notice is dated and posted: Friday August 29, 2014 at 9:00 a.m.