

Regular Meeting of Briny Breezes Inc. Board of Directors
9:00 A.M. ~ Wednesday December 9, 2015
Briny Breezes Community Center

Minutes

- I. The Pledge of Allegiance was recited and moment of silence observed.
 - II. Meeting was called to order at 9:02 A.M. by President Gallacher. Roll call was taken by Secretary Brannen. Present in the community Center were Directors Brannen, Coyner, Gallacher, Long, McMorrow, Stewart. Present via phone was Director Oglesby. Absent with notice Director Gross. General Manager Pussinen was also present.
 - III. Proof of Notice was posted Friday December 4, 2015 at 3:45 PM
 - IV. **Secretary Brannen moved that we waive the reading of the previously distributed minutes and approve the minutes from the Regular Board meeting on November 12, 2015 and Special Board meeting held on November 19, 2015.** Second was received. ***Vote was taken and was unanimous.*** Motion passed.
 - V. Reading of Correspondence to the Board
 - a. Q-201 Pailine Bailey re: R-211 and a steel railing/safety issues
 - b. V-203 Bruce Jensen re: drones
 - c. V-203 Bruce Jensen re: Security/surveillance cameras and safety.
 - VI. General Managers report: Ms. Pussinen reported about the newly installed impact doors in the park office that provide increased hurricane safety; there are two trees concerns, an Australian Pine on the beach and a Norwegian pine on the intra-coastal, she has a meeting with an arborist to determine if they can be saved; please note under Manager news in Bugle you will find an inquiry about the organ in the clubhouse; new guest badges, please be sure you have these as needed as these are the proper ID for guests; return the old ones to the office; police cannot enforce the badges only if the person seems suspect; reminder of the pick ups for trash, debris by 8 A.M; and recycling is for plastic, cans and glass- nothing else.
 - VII. Report of Officers
 - a. Treasurer: Stewart reported the following as of November 30, 2015: **Operating Cash** \$455,778; Park improvement \$236,371; Catastrophe \$114,998. Total Operating \$807,147. **Reserve Cash** \$365,210 (with about \$120,000 due to Qualman for Bay Dr.) for a total cash of \$1,172,358. Delinquent accounts: Assessments \$10,891; Yacht Basin \$11,652. Total delinquent at \$22,543. Income \$178,882 and disbursements at \$167,413. Noted that delinquencies are¹ about 50% reduced from last month; yacht basin is billed out for 6 months at a
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time. Shareholder question on how they are reported restricted accounts VS reserves VS operating accounts

- VIII. Report – Chief of Police: Chief Hutchins was not present.
- IX. Town Liaison Report: Election qualifying time is over for the March election; not more than one person for each position so will not need an election; golf cart crossing- contacted the person who had done the study and expect to hear by mid-January; an addition re: trash in the recycling bins results in a cost to the corporation by the waste management company; currently staff is removing it which is both time and money but if they did not we would see our waste management prices increase; Old Ocean expect to approve an agreement with regional DOT re: Old Ocean early in 2016.
- X. Committee Reports
- a. Sales and Rentals- Director Brannen processed 22 rentals on Tuesday December 8 ; 2 sales and 3 family transfers.
 - b. Bulkhead Seawall & Drainage Committee: Update on Bay Drive Seawall Project / Oglesby Doug Long Committee Chair surveyed this morning saw no problems in District I or II. Last week, a submersible pump was installed in the culvert connected to the eastern storm drain system that drains the low area of Bay Drive. The new pump in concert with the new seawall cap is significantly mitigating the tidal and storm water flooding that has plagued the low areas of District 3 south of the marina for many years. The contracted work on the Bay seawall project is not complete. The concrete marina seawalls need to be sealed with hydraulic cement and the cement bag seawall cap east of the marina still needs to be poured. Also, the rip-rap at the end of the canal is to be covered with concrete to minimize erosion, as was done on the north side of the canal. We are still evaluating the separated storm drain pipe in the western storm drainage system close to the new seawall. We are planning to scope the storm drain pipe throughout its extent before initiating any repairs to see if there are any other areas where the pipe may have separated. Omar has proposed a new idea that bears merit, that instead of reconnecting the separated pipe, we could build a culvert at the location of the break that could be used for an additional submersible pump, if needed in the future – an excellent alternative in Oglesby’s opinion. Finally, the work on the finger pier project on the south side of the Marina should resume this week, weather permitting. Note of clarification by Gallacher: the previously-approved storm drain basin repair at the end of Dock drive was on hold but now, have asked Harvel to move forward; the system is not equipped to drain all of the water at once but over a short period of time; also potential problem in Hibiscus; Question re: the installation of the pump south side of District 3; the pump has been installed just recently; people are building their own dykes around their trailers which causes problems for others; Shareholder: studies done what about Lark Drive; it has been flooding for years and there has been no attempt to mitigate; worse than District 1 and 2.
 - c. Director Coyner made 2 announcements re: the Garden Club meeting time. Thursday, 12/10/15 at 8:30 in the West Clubroom

Landscaping Committee meeting tomorrow 12/10/15 at 1 PM in West Clubroom. Expect updates from these groups at the next regular meeting.

XI. Unfinished Business

A. Board Approval - Beach Structure – temporary (south end) requiring permit; Director **McMorrow moved to allow the temporary beach structure to be completed and the Board to sign green sheets as an Owner/Builder of the structure.** Seconded. Board shared some view points; most in favor; creative; unusable land we have revived; enhance our enjoyment; Shareholder’s comments: CD-6- opposed to project; stating that some teenagers will enjoy it as intended others will demonstrate illegal behaviors; liability issues; legal term attractive nuisance; Question is it corporate property? answer it is clearly corporation’s land; CD1 the Board has taken a step like never before; where are the permits; what about the liability; finance committee; insurance; it is possible the State will fine us; President Gallacher is reluctant to sign this as owner/builder; He supports the project as a” temporary” structure. He will not sign given his background and his licenses; how else can we do this since it requires Architectural Chair signature; an alternative is to complete this under a licensed contractor to build it or supervise it; liability will be an issue; A-17 surveillance cameras or supervision; **Director McMorrow amended the original motion to include the necessity to have some other member of the Architectural Committee other than the current chair sign as Architectural Committee/Corporation representative.** Question called by roll call. **Vote was 7-0 in favor.** Motion carried. Tom Oglesby will sign the necessary papers.

B. Board Discussion/Approval – credit card machine usage and fees; we need cash out of the office, but there is a fee of 3.6%. **President Gallacher moved that we accept credit cards for incidentals up to \$250 and also to pay for the marina slips.** (Not assessment fees.) Seconded. Discussion: if folks used their debit cards the fee to the corporation would be less; why would we allow the marina customers pay with credit cards and not our own stockholders for assessment fees? Currently in the State of Florida, we cannot charge a “convenience fee” which would essentially be the cost of processing the credit card. There has been some discussion but no resolution at this time. Motion was withdrawn. **President Gallacher then made a motion to accept credit cards (Visa and Mastercard) for everything and make our office a cashless one and if the Florida legislature changes the law we can then charge a convenience fee.** Discussion: this has the potential to be very costly and we need to follow it closely. Question was called. **Vote was 6 in favor and 1 (Oglesby) opposed.** Motion carried.

XII. New Business

A. Board Ratification/Approval –“Consent Agenda Items. **Gallacher moved the following consent agenda items.** No one objected. A second was received.

1. Manager leasing new copy machine \$172.00 monthly (\$2064. Annual) Discussion re: is it cheaper; with all of the maintenance required yes.

2. Sales & Rentals committee recommendations: Sales J-24 Ursone to J. Tagliareni; N-206 Trust for Margene Roth to Holly Reitnauer; Transfer CD-8 Terence and Barbara Dugan to Barbara Dugan; E-15 Katherine and Anton George Szabo to Anton George Szabo; V-201 Mary Johnson or Leo Johnson to the Mary G. Johnson Trust

Question was called on the consent agenda. **Vote was unanimous.** Motion passed.

B. **Board Approval- to add the Corporation’s President and Treasurer to those TD Bank accounts identified using the Corporations’ EIN# that are not using a specific current Club’s name or that have been inactive.**

Director Brannen moved that we add the President and Treasurer to those TD bank accounts that are reportedly inactive and or are not held in a current Club specific name reflecting possible corporate general accounts to include: Five accounts under the title of Briny Breezes, Inc; one account listed as Briny Breezes Park; inactive accounts to include one listed as Briny Breezes Park, one as Curtain Raisers, one as Swim Club, one as Travel Club, and one as the Historical. Seconded. The purpose is to identify these accounts and if they belong to the Corporation to move said monies to the appropriate accounts; if they belong to a specific club assist that club in renaming such account and submitting the necessary receipts and bank statements now required by the auditor. If an inactive account has money, assist the appropriate club in obtaining those funds for their use. Question was called. **Vote was unanimous.** Motion carried.

C. Board Discussion/Approval – new sound equipment – capital asset reserve funds; Director Gross has been working on this but was unable to attend this meeting to lead the discussion. Do not have sufficient information to discuss; Tabled; Director Brannen offered a recommendation to determine what it is we need and want and not entertain multiple proposals for what we may not need; the sound board from BBC-8 could be used and then we could share the costs; we have heard that BBC-8 may not want to do this; need something portable; has been a lot of discussion on this especially prior to the cable discussion by the Communication Committee and an extensive study on what we need etc. but has not been brought to the Board; we have conflicting information; appoint a Board Ad Hoc committee to bring it to the Board. Do we want to set the objectives- a single system or 2 systems; **Gallacher moved that we form an Ad Hoc committee (Brannen, Gross, Long, Oglesby) to**

decide what the needs of the Corporation are and if needed form a committee for the specifics. Seconded. **Vote was unanimous.** Motion passed

D. Board Discussion/Approval – BBC8 required additional equipment and expenses; tabled due to lack of information

E. Board Discussion/Approval – office security, increased surveillance etc.: this was tabled, not ready to discuss.

F. Board Discussion - Initial Consideration of ballot initiatives Inc. Amendments of By-Laws and preliminary wording for Annual Meeting Ballot, Feb 2016; **President Gallacher made a motion that we open it up for Board discussion.** Need to resolve the inconsistencies between rules and the by-laws relative to rentals; need to strengthen the By-laws; fountain project on the ballot not a By-Law change; currently there is a \$30,000. limit to make improvements; can we get rid of this or increase the spending cap? If it applies to new project the By-Law would hold. Need clarification of material alterations; want a shareholder vote on using park improvement fund to replace impact windows in the OCH instead of doing it piecemeal; the proposed by-law from last year allowing for a plurality of the votes cast rather than the majority of the total shares; all proposed changes must be written to be clearer to everyone; administering a sales process clearly spelled out with a Board approved process for Orientation; private Corporation must be approved to buy shares; **Gallacher moved to Establish an Ad Hoc committee to gain clarity and finality for the February annual meeting to meet with constituents; one from each district; Directors Oglesby (Chair), McMorrow, Gallacher and Brannen.** Seconded. Question called. **Vote was unanimous.** Motion passed.

G. Board Discussion – Initial consideration of additional income generating opportunities i.e. District 5, clubhouse rentals etc. possibly forming an ad-hoc committee for recommendations

Gallacher moved that we form an Ad Hoc Committee chaired by Director McMorrow for recommendation for additional income opportunities.

Seconded. **All in favor;** Motion passed.

H. Board Approval - Changes/Updates to Committee Membership

a. **Director Brannen moved to add Doug Baumgarten to the Violations and Fining committee representing District 3.** Seconded. Discussion: Shareholder asked if this Board still considered it is a committee's charge to come up with ideas and then bring them to the Board? Question called. **Passed unanimously**

- I. Board Discussion/Approval-Recoat roof of 5000 No. Ocean Building not to exceed \$22,000-Roof reserve funds. **President Gallacher moved that we re-coat roof of 5000 North Ocean Blvd. not to exceed \$22,000 to be funded through the roof reserve.** Seconded. Question Use park improvement funds? Roof is leaking so cannot wait. **Passed unanimously.**
- J. General Comments
 - a. Drones-Outstanding request; The Committee decided that It is a Town Problem however not shared with the Board
 - b. Blue Book- update needs to go to print; please
- XIII. Adjournment: Motion to adjourn by President Gallacher. The motion was seconded and the meeting was adjourned at 10:41 AM.

Respectfully submitted,

Susan J. Brannen, Secretary, Briny Breezes, Inc.

Approved 12/22/2015