

**SPECIAL Meeting of Briny Breezes Inc. Board of Directors
Monday September 14, 2015 at 9:30am
Briny Breezes Community Center
Minutes**

- I. Pledge of Allegiance was recited and a Moment of Silence observed.
- II. Meeting was call to order by President Gallacher at 9:31. Roll call was completed with Directors Brannen, Coyner and Long present via phone; Directors Gallacher, Gross, McMorro, Oglesby and Stewart were present at the Community Center. GM Theresa Pussinen was present.
- III. Proof of Notice was posted on August 28, 2015 by President Michael Gallacher and published in the Sept 1 Bugle
- IV. Approval of previous board meeting minutes –none
- V. Reading of Correspondence to the Board – if directly relates to “special agenda items”

Since this meeting was related to the ongoing installation of AT &T, it was decided that the following correspondence it would be read: Marcia Malchuski’s letter expressed a concern regarding the need for each shareholder to sign up for the ATT cable service. Malchuski maintained that the stockholders should only need to do this if we wanted extra services. She suggested that this was not consistent with By-Law 13.10. Board response was that this is the only way to have cable in 2015; it is consistent with statutes and ordinances. AT&T needs sign-up information from the stockholders because it is providing lots of equipment. This is also why they need a credit check- the Board suggested providing your driver’s license number rather than your social security number for the credit check.

Stockholder Steven French sent a letter on August 13, 2015, referencing a suspected emergency meeting held on July 31, 2015 to discuss a change in rental rules and shared a letter written on 1/7/2012 concerning the renting of a second rental. This is support for renting a second unit. A written response was provided to Shareholders French. Response from Director Gross indicated that a Board can decide to follow the rules.

- VI. Committee Reports – none for special meeting
- VII. Unfinished Business- None
- VIII. New Business

A. Director Oglesby made a motion to consider the following amendment to Rule C. Sales and Rentals 2. Procedures as follows. A second was received. Consider Amendments to Rule (~~strikethru=delete;~~

underline=addition)

~~Stockholders who have acquired a second two or more units will be permitted to only rent one unit per season.~~

“Stockholders who have an ownership interest in more than one unit, as such ownership interests are defined in Article 3.70 of the Bylaws as amended from time to time, are only permitted to rent one unit at a time.”

Discussion included the information that the change does not alter the intent of the Rule as written in March of 2012 but makes the rule clearer

and stronger. By-Law 3.70 continues to allow for acquiring up to 4 contingent leases in District 1 & 2. Question regarding why this amendment was not first reviewed in committee. The request for an amendment to this rule had been reportedly sent to committee 2 months ago but had no response; there is an urgency to this rule change. It was posted with the Agenda and in the 9/1/2015 Bugle. *Question was called. Vote was unanimous. Motion passed.*

B. Motion made by Director Oglesby to delete the text in Section C.1 Sales “Limitation on Ownership” as shown below: (This portion of rule conflicts with recently amended By-Law 3.70) A second was received.

~~Limitation On Ownership: No Stock Certificate Lease may be conveyed, (sub) leased or otherwise transferred to a corporation, partnership, or other entity of any kind except for trustees of trusts or corporations where all of the stock is owned by the members of a single family where such trust or corporation was formed for the purpose of estate or financial planning. This provision is not applicable to the acquisition of Stock Certificates Leases by the Corporation. Notwithstanding the provisions above regarding the acquisition of title by an entity, any entity acquiring title to a Stock Certificate Lease through the foreclosure of a mortgage or other lien or by deed in lieu of foreclosure may hold title, but any person taking occupancy of the Lot while title is held by such entity shall be subject to the prohibitions in this section applicable to leases.~~

This portion of the Rules conflicts with the By-Laws and it is not appropriate to include this in the rules. The By-Law states no corporations may hold stock in Briny. No further discussion. Question was called. *Vote was unanimous. Motion carried.*

C. Consider Ira Friedman proposal for removable shelter on SE corner of Briny property.

Director Gross made a motion to allow Ira Friedman to erect a temporary structure on the SE corner of the Briny property that could be removed. Seconded. Discussion- Ira Friedman, the shareholder who is building this thanked everyone; project is a stand alone; the EPA said they are willing to give us a permit if we use woodrft pilings in the ground rather than concrete if and no larger than 12 x 12” structure; this will help protect Briny (demonstrate that this area belongs to Briny); the design has been pared down; portable enough to take down especially for hurricane time; a variety of funding possibilities and costs were discussed; the cost was estimated at about \$3500 for a permanent structure; this will look great giving a “crowning touch”; concerns are the corporation does not have responsibility for this structure; We will authorize only until May at which time we should have gathered community input. It will need to be removed for Hurricane season; some other questions and concerns re: more trespassing or if we

mark it, perhaps trespassing will be reduced; the area looks messy so this would be a nice improvement; again we need to involve shareholders; is it a material alteration is a question that needs to be addressed; it is not a permanent change; concern that Ira is paying for it out of pocket; concern about blocking the beach view of some shareholders; could be a point of contention between Brinyites and the general public; support of one project over another, e.g. the Fountain; **Director Gross asked to amend his own motion to approve the building of a temporary structure on the SE corner for a trial 6 month period November 1st through to May 1st without the support of the corporation except for no more than 1 day of maintenance staff assistance.** A second was received. Discussion included the time period. What is the right time to put it up November Board meeting to May meeting; it is in the Chislars and will need to be removed shortly. Let us make sure we have an orderly way to collect their feedback. A comment book or box in the office. Can we approve \$1500 to support the costs? Contributing stockholders' money for an individual person's project is unusual and requires more shareholders' feedback. Let's support shareholders' ideas. **Vote by roll call was 7 yes, 1 No (Coyner) Motion passed.**

A motion was then made by Director Stewart to fund up to \$1500. towards this temporary structure. A second was received. Discussion re: pros and cons of using Corporate money for this and not for the Foundation project. Let's try the donation route. The question was called. **Vote was 3 yes votes (Brannen, Stewart and McMorrow) to 5 no votes Coyner, (Long, Gross, Gallacher, Oglesby. Motion failed.**
(Shareholders are welcome to make personal donations out to Ira Friedman.)

D. Discussion of Schwebke - Shiskin and Associates Inc Proposal: Director Gross made a motion to review where the resources would come from to accept the Schwebke - Shiskin and Associates Inc Proposal as written to perform Civil Engineering Services related to The Town of Briny Breezes Stormwater Master Plan. A second was received. Discussion; This is a long term plan for storm water drainage; this will allow us to prepare and survey to make a master plan; how to optimize drainage to mitigate flooding; it would be a complete plan which the Corporation would need to break down into sections and put that out to bid; it would avoid us patching problems rather than having a clear vision of what is needed. Further we also have drinking water and sanitation problems; need some comprehensive plan; we would need a shareholder's vote since the proposal is well over \$30,000. The point is long term comprehensive planning VS band-aids. Is this the correct way to spend \$218,000.00?; letting things crumble underground is not prudent; we are not properly reserved; we need to focus on the bigger picture; fearful about raising assessments; need to special assess just for the plan; look into surveyors for opinions. **After discussion the motion was withdrawn. Further investigation is required.**

E. Board discussion/approval – fencing/railing needed for Bay Drive seawall ramp– capital improvement reserves? (\$7,500 +/-) We thought we were going to need to use Reserve funding for this project. It was completed with in-house materials. No additional funding needed.

F. Discussion on changing time of Regular Board meetings to 1pm;

Director Gross made a motion to change Regular Board meetings to 1 pm; Seconded. He supported his motion by stating that he needs to work on Wednesday mornings; it will facilitate the process of shortening our meetings; need to modify our agenda if we are going to do this; we have to stop thinking of Briny as a Retirement Community; President Gallacher indicated that he needs to leave by 4 pm for family reasons; way too tight on time; this is the business of the corporation; we want to hear from shareholders; we could have a meeting of just 4 members; closed meetings are only for personnel or with attorney for potential litigation; our meetings allow for sharing information and knowledge; we already have problems finding Board members; convenience for shareholders; are we going to continue to see our community as a seasonal community or acknowledge the full time residents. The Board does need to hold shorter meetings. Could we have agenda meetings? These meetings would need to be noticed and minutes recorded. This seems like 2 board meetings instead of one. Try using the consent agenda process. Question was called by roll call. Roll Call: **Vote was 4- Yes, (Coyner, Gross, McMorro, Stewart), 4- No (Brannen, Long, Gallacher, Oglesby) Motion failed.**

The following items are for ratification. We do not technically need to approve them.

G. President Gallacher made a motion to approve additional sidewalk paint/refinish (\$2,200). A second was received. **Vote was unanimous. Motion passed.**

H. Motion made by President Gallacher to approve manager's request to replace office front door/windows with impact windows to match pharmacy/office to be funded through the Line item #541 and the other half through building reserve. Total cost \$6966.14. Seconded. It was explained that as they re-did the sidewalk in front of the office they removed the "tie-down" for the hurricane covers. They would need to drill through the new sidewalk to replace it. The office personnel are often the last people to evacuate so this makes it quick and easier. **Vote was unanimous.**

I. President Gallacher made a motion to approve an awning over the office door area that would be both aesthetic and provide the necessary signage. The Bazaar funds would cover the cost. This was seconded. This would match what the pharmacy was doing also. Several Board members thought it would look out of character and really was an awning under an over hang and would look a bit strange; we need a sign not an awning. Question was called. **Vote was 6 Yes -2 No (Gross, McMorro) Motion carried.**

J. Director Oglesby moved that the Board approve the filing of the By-Laws per legal counsel following our next annual meeting at a cost of \$300. Seconded. This is not required by statute but recommended by Becker and Poliakoff. Question was called. **Vote was unanimous. Motion carried.**

K. President Gallacher moved Board ratification/approval of landscape contract renewal including added debris pick-up (included in budget) for a total cost of \$66,800.00. This was seconded. It was noted that last contract the company removed the debris collected within the community

from shareholders free for about 9 months and then started to charge. Apparently we collect a lot of landscape debris. Question was called. **Vote was unanimous. Motion carried.**

L. Director Oglesby asked for approval for the following changes to our committee membership and structure. Addition of Nancy Yocum to Sales and Rentals; the removal of Eileen Duffy from Orientation Committee; the verification of Rules and By-Laws is represented as an Ad Hoc and re-establishment of its members; the dissolution of the Ad Hoc on Beach Safety as the work has been completed. This was seconded. Discussion focused on the change from a standing committee to an Ad Hoc. And the need to be more pro-active in the Orientation of new members and renters. Question was called. **Vote was unanimous. Motion carried.**

VII. **Director Oglesby moved to adjourn the meeting at 12:02.** This was seconded. **Vote was unanimous in favor of the motion**

Respectfully submitted by

**Susan J. Brannen, Board Secretary
Adopted: November 12, 2015**