

Tangerine Bay Club Association Inc.,

A Not-For-Profit Corporation

Minutes of The Meeting of The Board of Directors

Wednesday, March 1, 2023

A scheduled meeting of the Board of Directors was held via the Zoom online platform on March 1, 2023

The meeting was called to order at 2:05pm by the President, Clare Villari. Clare stated that no one had provided advance notice of their intent to record the meeting. The Association announced the meeting would not be recorded.

A quorum was established. All Board Members except for Karen Wiltsie were present in the online meeting along with General Manager Michael Canacari.

Proof of notice was posted per Association Bylaws and Florida Statutes 718.

Board Actions:

- 1. Minutes of prior scheduled meetings** – no comments. **Motion to approve minutes** February 1, 2023 meeting made by Dave and seconded by Jim. All Approved. Michael will post. **Motion to approve minutes** of Feb 9 Closed Board Meeting made by Dave and seconded by Mike. All approved with one abstain (Andy who did not attend meeting). Minutes to be posted.
- 2. Establish Legal Committee** – Clare proposed creation of a Legal Committee of owners as an advisory committee to the Board. Would function like Finance and Insurance Committees -- an advisory committee of owners some of whom are licensed to practice law will help the Board better understand and resolve legal matters.
 - 1.** Currently, there are no lawyers who serve as Board Members. A Legal Committee will add value to Board discussions and offer potential to reduce expenses.
 - 2.** Legal Committee members would be authorized to attend Closed Board Meetings with the Association's legal counsel and to meet with the Association's legal counsel with or without Board Members attending. Qualified owners would be appointed by the Board President to serve on the Committee -- members would not have decision-making authority which remains solely with the Board. All matters discussed with the Legal Committee will be confidential and protected by attorney/client privilege in the same manner as the Board.
 - 3.** Call for questions – Does D&O insurance cover committee members? Will follow up.
 - 4.** Clare called for a motion that the Board approve a Resolution & Charter for a Legal Committee, written by our Association's outside general counsel. Moved by Mike and seconded by Dave. All approved.
- 3. EV Chargers** – There has been growing interest in and demand for EV chargers. Some condo associations consider charging stations as an amenity. TBC should begin to understand requirements, owner needs, and constraints regarding EV chargers. Andy Schaer and Jeff Spalter have offered to lead an ad hoc committee of Owners along with GM Michael to explore EV chargers and advise the Board. Owner participation on the committee is encouraged.

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4. **Soffits** – At 1/25 meeting there was a detailed discussion regarding our soffits and need for replacement. Michael was to look for an engineering firm and has now found Socotec to do the engineering work for the soffit for \$6550. The contract has been reviewed by the Board. Motion to approve the soffit engineering contract made by Jim and seconded by Andy. All approved.

5. **GM Report** -- Tennis court is complete, windscreens on the way for both tennis and pickleball courts. Landscaping around pickleball court is underway. The March 1 special assessment for storm damage is due today, \$7,500 – 27 owners still missing; reminder to be sent. Gatehouse staffing issue is being worked. Annual meeting is 3/24 at 1PM. Pickleball court will cost \$7k to repaint and \$30k to resurface. Plan is to repaint and resurface in future aligned with capital plan. Additional umbrellas for the pool island are still on order as well as umbrellas for the patio area at the pickleball courts.

No further questions from owners.

Motion to adjourn meeting made by Dave seconded by Andy. Meeting adjourned at 2:41PM.

Jeff Spalter, Secretary, Tangerine Bay Club Association Inc. Board of Directors