

Tangerine Bay Club Association Inc.,

A Not-For-Profit Corporation

Minutes of The Meeting of The Board of Directors

Wednesday, August 14, 2024

A scheduled meeting of the Board of Directors was held via the Zoom online platform and in person on August 14, 2024.

The meeting was called to order at 2:04 PM by the President, Clare Villari. Clare stated that no owners had provided advance notice of their intent to record the meeting. However, the Board will record the meeting solely for the purpose of generating minutes after which the recording will be deleted.

A quorum was established. Board Members present in the meeting were Clare Villari, Jeff Spalter, Mike Wells, Karen Wiltsie, Andy Schaer, Rick Henry. General Manager Michael Canacari was also present.

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

Board Actions:

1. Approval of: Minutes of prior Board meetings

- a) **6/19 Board Meeting** – Comments received and incorporated. **Motion to approve minutes** made by Mike; seconded by Rick. All Approved. GM Michael will post.
- b) **7/11 Special Board Meeting** – Comments received and incorporated. **Motion to approve minutes** made by Karen; seconded by Andy. All Approved. Michael will post.

2. Approval of: Contract with Myers and Brettholtz for 2023 financial audit – Karen provided an update – 2023 was year that Owners were not asked to approve to waive an outside audit. Due to the change from Lighthouse as the Association’s management company, there was significant disruption to our preparation for an audit and our ability to prepare financials for 2023. Three firms were requested to provide audit proposals – only one did as the others were either no longer handling condos or out of capacity. Myers, based in Ft. Myers, provided a proposal. Karen provided an overview of the engagement process and plan to commence work in early September if we approve contract. Estimated fee is \$7800 which is deemed reasonable. Brief discussion about potential for additional cost due to potential gaps in documentation available from Lighthouse – but nothing we can do about that. There is potential for a limited opinion if necessary documents can’t be provided – but we think low risk.

Mike Wells referred to a discussion at a previous Board meeting regarding there being no negative financial impact to the Association from the changeover away from Lighthouse. Clare and Karen confirmed that the Association’s financial assets were successfully moved in full from the bank that Lighthouse partnered with in Texas to Cadence Bank in Sarasota.

Motion: Clare moved that we approve the hiring of Myers & Brettholtz to conduct an independent financial audit of the Association’s fiscal year 2023 financial records under the terms to be negotiated in the engagement letter; second by Andy. All approved.

3. Approval of: Envera Security Gatehouse System QR code capability – Clare shared some additional functionality that can be purchased from Envera to generate QR codes that can be

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stored on phones and shared with guests to facilitate gate access. A new scanner will have to be purchased to add this capability. A couple of other communities who had this capability were contacted and very pleased. The scanner cost is \$2278 including installation with an additional \$50/month for operating costs. There was discussion regarding how the QR code operates for owners.

Motion: Mike moved to approve a contract with Envera for the purchase, installation, and ongoing operation of QR code scanning technology at TBC; seconded by Rick. All approved.

- 4. Approval of: Fitness Center Utilization:** Jeff provided background on Amenities Committee discussions regarding protocols for Fitness Room utilization and steps taken to develop this recommendation. A simple survey was conducted, several discussions happened, with the intent to find an equitable solution for overall community. Some owners need private time due to medical/physical conditions or limitations and this must be accommodated. Other owners prefer private time but not for medical type needs. The fitness center is a community asset, so when one owner reserves time the other 89 owners are blocked from using the asset. The Committee was asked to find an equitable solution between open access and allowing reserved time. With all of the above in mind, the recommendation was made to allow reservations during a 3-hour period (1PM – 4PM) Monday – Friday with no requirement that this be limited to only those with medical/health needs. All other time is open.

Time on cardio equipment will be limited to 30 minutes if someone is waiting. The 30-minute usage period begins when the equipment is put into use, not when another user arrives. A sign up sheet will be provided.

Resident guests will have the same access to the Fitness Center as owners.

Discussion ensued regarding allocation of 'prime time', the need for owners who use a personal trainer to be able to schedule time, request that we monitor usage for reassessment in the future, etc.

Motion: Clare made the motion to approve the following Fitness Room reservation protocol to be codified as a revision to TBC Rule XXV to be effective after a 30-day period for comment by owners. Time can be reserved between 1-4PM Monday through Friday (3 hours of reserved time per day); seconded by Mike. Five approved; one disapproved. Motion passed 5 to 1.

Clare will work with Jeff to ensure the final language in the rule revision is correct.

- 5. Landscape & Grounds Committee:** Andy advised that the committee is working on 2 main areas – the area around the moat at the east end of the pool island that is being rebuilt, and the area behind the 380 and 340 buildings where drainage is very poor. The pool island east end will be

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relandscaped and the committee will meet to develop a plan for the vegetation that will go in there. The area behind the 380 and 340 buildings along the Bay will have the drainage enhanced and then will be revegetated and new walkways will be installed. Lighting also to be replaced along the walkways.

- 6. Approval of: Emergency Storm Vendor Contract** – Discussed service contract with Teasdale Fenton to act as first responder for certain storm categories. Teasdale was the first responder to TBC after Hurricane Ian in October 2022. Michael had arranged for this service in advance. Teasdale was staged with people and equipment in northern FL through the storm, ready to travel to TBC asap. Teasdale was onsite within 2 hours of LBK reopening and began recovery work – other condos waited days for recovery assistance. We are considering a time and material contract for 2024 and 2025 to respond to TBC in case of a major storm (category 3 or above). Costs appear to be about 3% higher than 2022. Board Members were supportive of the contract based on past high level past performance. Discussion around what storm category to contract for – Teasdale will mobilize based on category and TBC will pay for some mobilization if storm hits but Teasdale is not needed. If Teasdale mobilizes, the minimum estimated cost is \$35k. Discussion ensued about our ability to track costs – Michael is very comfortable with his methodology to monitor labor hours and equipment quantities to ensure invoices are correct.

Some owners have separate contracts with Wrightway for Unit storm remediation – there was discussion regarding protocol as to when owners should contact Wrightway directly vs through GM Michael.

Motion: Karen moved to approve the service contract for 2024 and 2025 with Teasdale Fenton, an emergency and disaster response company, for property and Unit remediation as needed after Category 3 storms or greater. Seconded by Mike. All approved.

- 7. Approval of: Contract with Socotec** to prepare a project specification and installation manual for window installation at TBC. This item was added to agenda because of problems recently discovered created by poor window installation leading to significant exterior stucco repair work. Owners and their window contractors would be required to follow these specs on window installation moving forward. Contract cost is \$5550.

Motion: To approve hiring of Socotec to develop a window installation procedure and spec manual for \$5500 subject to final revisions due to issues brought forward by Mike Wells. Moved by Karen; seconded by Mike. All approved.

- 8. Approval of: Purchase of high lift** – Discussion ensued regarding the purchase of a lightweight high lift – 2 models under consideration: a 2019 model for \$82.5k and a much lighter weight 2024 model for \$143k. A lighter weight model minimizes grounds damage and allows for a window washing program. The Association expects to sell current lift for about \$10k - \$15k to offset the

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cost of the new lift. It is also possible that TBC could charge contractors to use the lightweight lift for their work on the property. And, the lift would enable building window washing and power washing to be done in-house at significant savings compared to use of outside vendors.

An owner expressed concern regarding drawing the Reserve Fund down too far. Clare requested a more detailed financial analysis on financing vs outright purchase and the net cost of a purchase.

- 9. Approval of: Exterior Glass Block wall replacement** – Glass block exterior walls have failed in three buildings and, due to the age of the buildings, it is suspected that more failures will come to be known. These exterior walls are the responsibility of the Association. The craftspeople to replace this kind of wall are no longer available. GM Michael is looking into alternatives. In the latest failure in 350B, a reasonable alternative is a solid exterior wall with a translucent glass transom to allow natural light in. The location of this latest failure is on the west side of 350B and is not visible from the roadside or the poolside. Consensus was that each situation will be handled on a case-by-case basis to assess an optimal solution.

Motion: to replace the deteriorated exterior glass block wall of Unit 214 with an exterior solid wall that includes a 12 inch transom of obscure glass at the top. Estimated cost is \$12k-\$14k for Association's account. Moved by Karen; seconded by Rick. All approved.

- 10. Cabana Roof Replacement** – The Cabana roof is due to be replaced in 2025. It is ~30 years old. The plan to hire an architect to design the replacement roof. Current roof is dated with empty planter boxes and the slope collects water, debris etc. Drawings will be available for owner input. Reserve has an \$85k placeholder for this work.

- 11. General Manager Update** – Lots of damage due to Debby – 34 in total and 2 units badly damaged that still have dry out equipment. New roofs and soffits held up well – prevented damage. Storm shutters on Units were very helpful. Discussion around steps that need to be taken to prevent 30 or more units being damaged after each storm. Owners suggested that the Board develop a recommendation regarding how to make watertight the entry points to all Units – storm shutter, impact glass, etc. based on expert advice.

- 12. Motion:** To adjourn made by Andy; seconded by Rick. All approved. Meeting ended at 4:25 PM.

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