
Greater Imperial Board Association

Meeting Date: May 23, 2013

Time: 2:00 P.M.

Location: Bermuda Greens Clubhouse, Naples, Florida 34110

Purpose: Board of Directors Meeting

Present: Len Joyce, Martha Meyers, Pat Zewalk, Tom Harruff

Abbey on the Lake:	Warren Maccaroni (Absent)
Bermuda Greens:	David Bearse
Castlewood:	Martha Meyers
Charleston Square:	Marge Williamson
Estates:	Len Joyce
Golf Club:	Ed Goett
Imperial Gardens:	Judie Gibbs (By Proxy)
The Island:	Charlotte McCullough and Carolyn Farhet
Manors of Regal Lake:	Dennis Bergt (Absent)
Park Place:	Charles Yates
Park Place West	Joe Gagnier
Wedgfield:	Jackie Milot (Absent)
Westgate:	Penny Schulte
Weybridge:	Annette Smith

Also Present: Secretary Pat Zewalk, Amy Bruener and Kendra Byrne of Platinum Property Management and Anne Harruff of the Beautification Committee.

Certify Quorum: Representatives from 11 associations were present either in person or by proxy, thereby establishing a quorum.

Call to Order Len Joyce called the meeting to order at 2:00 PM.

Secretary Report: *Joe Gagner moved to accept the minutes of the April 25, 2013 board meeting as presented. Charlie Yates seconded the motion and the motion carried without objection.*

Treasurer's Report: GREATER IMPERIAL BOARD, INC – Treasurer's Summary Report for GIB Meeting 5/23/13.

Income and Expense Statement as of 4-30-13:

Income for April 2013 is over budget by \$1,336.67 and year to date by \$5,403.33. Total expenses were under budget for the month by \$3,498.02 primarily for two items. Legal Expenses-\$3,824.58 by posting the receivable from the IGC for reimbursement of the GIB's past legal expenses and also Smart Passes are under budget for the month but over budget year to date. The Reserve Expense from the Gate House Renovation account of \$674.16 was for the installation of the Key Board Arm Wall Mount that the GIB approved with a NTE of \$700.00. The GIB is under budget year to date 4-30-13 by \$1,197.38.

Platinum has not billed the GIB for their sharing of the receipts (\$10 per smart pass sold) since they started as our Property Manager in January 2013. Amy is aware of the smart pass sharing issue and will be working to expense for their share of the sale of smart passes. While Smart Pass expenses are under budget for the month they are over budget year to date based on the previous purchase of Smart Passes approved by the GIB. There is a lag between the purchase of the smart passes for inventory and the sale of those smart passes. A number of other expense items were over or under by smaller amounts some due to that monthly budget calculation and some due to timing of the expenditure. The Management Fee monthly over budget will continue for the length of the contract.

Balance Sheet Items as of 3-31-13:

1. Operating Checking Account: Net Cash on hand	\$19,169.34
2. Reserve Account Balance:	\$ 233,306.78
3. Other Assets, incl. Accts Rec and Prepays: IGC Receivable of \$3, 905)	\$7,546.44** (Included
4. Total Assets:	\$260,022.54
5. Total Current Liabilities:	<u>\$ 7,635.18</u>
6. Total Reserve Equity	\$233,306.76
7. Retained Earnings	\$7,683.22
8. Net Income	\$10,631.91
9. Total Equity:	\$252,387.36
10. Total Liabilities and Equity	\$260,022.54

Balance Sheet Discussion: We have adequate cash on hand to meet our monthly bills. Other Assets includes the \$3,905.00 Accounts Receivable from the Imperial Golf Club for reimbursement of the GIB's legal fees for the reserve issue.

General Comments: The Executive Committee will be obtaining bids for new computers for the Gate House and the Property Manager's Office based on the approval last month of computer replacement. The Electronic Computer Reserve was replenished in anticipation of the potential replacement of one or more our computers that were last replaced in 2008. Two bids have been received for a potential well to replace the lake water for GIB property irrigation received from Westgate and the Manors of Regal Lakes. Information is being gathered from Collier County and the SFWMD on permitting requirements. Well siting options are being evaluated.

Tom Harruff, GIB Treasurer
H - 239-591-8049
tomharruff@comcast.net

Annette Smith moved to accept the March 2013 Treasurer's Report as presented. David Bearce seconded the motion and the motion carried without objection.

Management Report: May 2013

Smart Pass
Sales

	2012	2013	2013 Hard passes return
	smart pass/wand	smart pass/wand	
January	43/5	54/6	3
February	25/10	22/6	2
March	52/3	26/1	
April	35/1		
May	22/1		
June	36/5		
July	44/4		
August	48/0		
September			
October			
November			
December			

305

102

Smart
Passes

29

13

Wands

Resident Contact: Residents calling with additions and deletions of visitor's. Several new owners have been entered.

General Items: Received updates from some of the Management Companies, following up on the rest to get updated rosters. Ordered Supplies for front gate.

Beautification Report:

1. Greenspire Contact - Fertilize Turf-6-0-16, Palms 12-3-12.
2. All Window Boxes replanted by Greenspire - April 30, 2013.
3. Information related to Relocation of GIB Irrigation System - Gatehouse, Front Island, Back Island, both sides of the Boulevard. Two Bids received relating to well drilling. Working with Sean – Greenspire, and Collier County to gather all necessary information, and implement a plan, and proposal. The GIB has 6 months to vacate the lake water irrigation from West Gate /Manors and establish our own Irrigation system.
4. Lift Station - Behind Indian Restaurant - Shopping Center - Per Steve Nagy - Collier County – The upgrade to the Lift Station is being accomplished and green slatted inserts will be installed in the fence enclosure similar to the one at the Manors and also at the four way stop in the Estates. There will not be any plantings around the lift station due to the fact that irrigation is not available.
5. Thank you to the GIB Board, for the beautiful Orchid Plant which I received after my successful Kidney surgery.
Anne Harruff, Beautification Chair-GIB

Executive Committee Action- Ratification

Tom Harruff proposed GIB accept Greenspire's new Landscape Contract at an increase of \$120.00 per month including the new north side grass.

MOTION: Joe Gagnier made a motion to accept Greenspire's Landscape Contract. Ed Goett seconded the motion. All were in favor. Motion passed unanimously.

Gate House Report: Gate House Sewer Backup- The invoices received so far have been submitted to the county for costs associated in the initial repair and cleanup. We have received a quote for the construction repair and mold mitigation for and will begin this work soon. This will also be submitted to the county for reimbursement. Total cost will likely be in the range of \$6000 for cleanup and repair.

New Gate House Computer- We are still working with TEM on final specification for the new computer. They have proved to be fairly difficult to work with, but we want them to install due to it is *their software currently on our computers.*

Gate House- Over the past 4 weeks we had a total of 67,738 vehicles pass through the gate. There were 46,058 through the resident lane and 21,780 through the non-resident lane. This was an approximately 17% drop from the previous month. We are already seeing the drop in traffic due to seasonality. There were no gate arms knocked down and Gate House operated satisfactorily.

Old Business:

Agreement and By-Law Amendments:

President Joyce reported on the amendments. Discussion was held.

MOTION: A motion was made by David Bearce to vote on Amendment to 4.7 Quorum, Article 7 of the By-Laws and Article III D. of the Agreement of the GIB and to vote separately on 4.10 Board of Directors Action and Article III C. of the Agreement of the GIB . Motion was seconded by Charlie Yates. Motion passed unanimously.

4.7 Quorum A quorum for a Board of Director's meeting where an agenda item (e.g. annual budget, special assessment, capital improvement over \$50,000, or amendment of the GIB Agreement) calls for a Weighted Vote in the GIB's Governing Documents shall consist of the presence of a Weighted Vote count based on the most demanding criteria specified in the Governing Documents to approve an item on the agenda. Directors may be present either in person, by a designated alternate, or by a written proxy who is authorized to cast the Members vote on behalf of their Governing Body. A quorum for all other Board of Director's meeting shall be by a majority of all Directors present either in person, by a designated alternate, or by a written proxy who is authorized to cast the Director's vote. Provided that a quorum is present, absent Directors may participate in any Board of Director's meeting by means of a conference telephone call whereby all Directors present can hear and speak to all other persons.

PLEASE NOTE: This is a complete rewrite of this paragraph to make the quorum requirement of the GIB By-Laws compatible with the revised quorum wording in the proposed amendment of the GIB Agreement. Both Amendments (GIB By-Laws and GIB Agreement) must be approved for the two documents to be compatible.

Article 7 of the By-Laws of the Greater Imperial Board is amended as indicated in the paragraph below:

7. AMENDMENT OF THESE BY-LAWS.

These By-laws may be amended at any time by action of the GIB's Board of Directors taken by majority vote at any annual or monthly meeting where a quorum was present, if the proposed amendment was provided to the GIB's Board of Directors for their review at least 48 hours prior to the meeting.

Please note: New language indicated by underling; deleted text indicated by strike thoughts.

Article III D. of the Agreement of the Greater Imperial Board is amended as indicated in the paragraph below:

III D. A quorum for a Board of Director's meeting where an agenda item (e.g. annual budget, special assessment, capital improvement over \$50,000, or amendment of the GIB Agreement) calls for a Weighted Vote in the GIB's Governing Documents shall consist of the presence of a Weighted Vote count based on the most demanding criteria specified in the Governing Documents to approve an item on the agenda. Directors may be present either in person, by a designated alternate, or by a written proxy who is authorized to cast the Members vote on behalf of their Governing Body. A quorum for all other Board of Director's meeting shall be by a majority of all Directors present either in person, by a designated alternate, or by a written proxy who is authorized to cast the Director's vote. Provided that a quorum is present, absent Directors may participate in any Board of Director's meeting by means of a conference telephone call whereby all Directors present can hear and speak to all other persons.

PLEASE NOTE: This is a complete rewrite of this paragraph to make the quorum requirement of the GIB Agreement compatible with the revised quorum wording in the proposed amendment of the GIB By-Laws. Both Amendments (GIB By-Laws and GIB Agreement) must be passed for the two documents to be compatible.

Vote Count:

Bermuda Greens:	Yes
Castlewood:	Yes
Charleston Square	Yes
Imperial Golf Estates:	Yes
Imperial Golf Club:	Yes
Imperial Gardens:	Yes
The Island	Yes
Park Place:	Yes
Park Place West:	Yes
Westgate:	Yes
Weybridge:	Yes

All associations represented at the meeting voted to approve the three above amendments. The vote to approve the GIB Agreement Amendment passed by a 92% weighted vote and the vote on the By-Law Amendments passed by greater than a majority (79%) of a vote of the Directors.

Article 4.10. of the By-Laws of the Greater Imperial Board as amended in Amendment One is amended as indicated in the paragraph below:

4.10. Board of Directors Action Any action or resolution of the Board of Directors shall be by a majority vote of the Directors, present either in person, by a designated alternate or by proxy, at an annual, monthly or special meeting called pursuant to these By-Laws at which a quorum of Directors is present, except where the GIB Agreement provides otherwise (e.g. annual budget, special assessment, or capital improvements exceeding \$50,000, or amending the GIB Agreement) or by a weighted vote, if requested by a Director, for the election of officers when more than one candidate is proposed for any officer position. A 2/3s majority weighted vote is required to elect an officer when a weighted vote has been requested by a Director before the officer position vote is called.

PLEASE NOTE: This Amendment to the GIB's By-Laws does away with calling for a weighted vote for most actions or resolutions of the GIB except where a weighted vote is called for in other parts of the GIB By-Laws or the GIB Agreement and for the election of officers where more than one candidate is proposed for any officer position. This By-Law Amendment must be approved with the corollary GIB Agreement Amendment for these two documents to be compatible.

Article III C. of the Agreement of the Greater Imperial Board is amended as indicated in the paragraph below:

III C. Corporate action or resolution of the Board of Directors shall be by a majority vote of the Directors, present either in person, by a designated alternate or by proxy, at an annual, monthly or special meeting called pursuant to these By-Laws at which a quorum of Directors is present, except where the GIB Agreement provides otherwise (e.g. annual budget, special assessment, or capital improvements exceeding \$50,000, or amending the GIB Agreement) or by a weighted vote, if requested by a Director, for the election of officers when more than one candidate is proposed for any officer position. A 2/3s majority weighted vote is required to elect an officer when a weighted vote has been requested by a Director before the officer position vote is called.

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Irrigation Report:

We have received two quotes from well drilling companies. We are reviewing their proposals for final selection. We met with Golden Gate late this morning, and will be meeting with H2O tomorrow to discuss well location and other issue to have our own well for irrigation. We have investigated the permit requirements and it looks good based on our yearly requirements.

New Business: Marge Williamson requested that BOD members emails not be distributed. Ed Goett reported the Clubhouse will be open for dining in the summer and distributed flyers.

Next Meeting Date: Thursday, June 27, 2013 at 2:00 PM at Bermuda Greens Clubhouse.

Adjournment: *On a motion from Joe Gagnier and a second from Ed Goett the meeting adjourned at 3:00 pm.*