



## **Minutes of the Meeting of the Board of Directors March 5, 2018**

### **Call to Order**

The meeting, held at 1 Dogwood Ridge Road, was called to order at 5:03 PM. In attendance were: Lynn Barnard, Lou Anne Brown, Rex Cowdry, and Brian Johnson in person; Jeff Alpert, Fred Craig, Alan Reyner, Shawn Smith, and Cooper Young by telephone.

### **Consent Agenda**

The agenda was **ADOPTED**, with the addition of a report on interim actions of the Board.

The minutes of the February 5, 2018 meeting were **APPROVED** after minor changes in the attendee list and the description of the role of the Bald Head Association architectural review staff at Middle Island ARC meetings.

Between monthly meetings, the Board held a meeting by email and **UNANIMOUSLY APPROVED** the payment of \$10,500 from the operating funds to Southeastern Road Treatment for the application of up to 5000 gallons of calcium chloride to the gravel roads for dust suppression and soil consolidation. Barge transport and ICE fees were also approved.

### **Finance Committee**

The Assistant Treasurer summarized the account balances and the 2018 dues received to date.

### **Middle Island Architectural Review Committee and Use of the Middle Island Racquet and Swim Club Property**

Members reported on a meeting with Chris McCall to discuss whether Village Zoning Ordinance had provisions that would affect the use of the Racquet and Swim Club property. Middle Island is primarily a residential community. The RSC property has existing zoning approval as a private club, a conditional non-residential use of the property. The property cannot simultaneously have both a residential use and a non-residential use. If it were a residence, it could not also have a conditional non-residential use as a club. That said, as a non-residential property, the Club could have a residential unit for transient part-time use, since that would probably be regarded as an accessory use that serves the primary use as a club.

The Board discussed the provisions of the turnover agreement relating to the RSC, the letter received from John Bruffey, and architectural review issues that may be related to a proposed sale of the property. The issue of whether the Middle Island Architectural Review Committee reviews proposed non-residential structures was discussed and will be researched.

The agreement with the Bald Head Association regarding architectural review, as amended by the BHA Board, was discussed.

A **MOTION** to approve the agreement as modified was made, seconded and unanimously **APPROVED**.

### **Nominating Committee**

A **MOTION** to appoint Lou Anne Brown, Alan Reyner, and Charles Rowe as the members of the Nominating Committee was unanimously **APPROVED**.

### **Bylaws Amendments**

The proposed amendments to the Bylaws were presented for discussion. These set the date of the annual meeting, clarify the timeline for publication to the membership of candidates nominated for the Board of Directors, and require annual election of officers by the Board. Greater flexibility in setting an alternate Annual Meeting date was suggested; as now revised, a 2/3 vote of the Board can postpone the Annual Meeting until as late as December 31. A hearing will be held at the April meeting, after notice to all property owners; amending the bylaws by this method requires seven of nine votes in favor.

### **Committees and Working Groups**

The proposed functions of the standing committees and working groups were discussed. Several members suggested that large standing committees such as the Infrastructure Committee and Executive Committee may reduce meaningful discussion of options in the full governing Board and pre-empt the authority of the full Board. Others felt that committees are important either to develop proposals for the full Board or to establish clear responsibility for ongoing tasks such as maintenance of the infrastructure.

A **MOTION** to abolish the Executive Committee and the Infrastructure Committee was made, seconded, and **APPROVED** with six votes in favor and two opposed.

The Working Groups will now report directly to the Board. The membership of the working groups was reviewed and is attached.

### **Infrastructure Committee Update**

The **Dock Ramp Working Group** reported on the status of the dock and ramp procurement. A site meeting was held with the engineer. Near final plans have been circulated. The sealed plans will be available shortly, although the sealed ramp plans may lag behind the dock plans. The Board discussed whether the bid request should be a single bid or separate bids for the dock and ramp.

Challenges posed by the CAMA restriction on ramp work between April 1 and November 1 may require performance of the contract in two phases. Several members asked that the project be bid at one time so we will know the total project cost, even if performance will be in two phases, and asked about the status of the Final Project Proposal and any additional bid specifications that should be in the bid request. The bidding timeline was reviewed. No votes were taken, pending receipt of a final proposal that will clarify these issues.

The **Gravel Road and Chip Seal Working Group** reported on the outcome of the gravel road maintenance project and on the effect of that project on our estimates of operating and reserve fund expenditures. For the chip seal option, the working group has contacted a potential second contractor to provide an estimate.

For interim maintenance of our gravel roads, aggregate appropriate for repairs, composed of fines and smaller stones, will be needed.

- **MOVED THAT** the Board authorizes the expenditure of up to \$2500 including all truck, barge, and ICE fees, payable to Island Contracting on delivery of a roughly 20T truckload of a mixture of fines and smaller crushed stones. **APPROVED** unanimously.

The **Asphalt Paving Working Group** is nearing completion of the cost estimates on the asphalt paving options. Fred Craig will provide a list of specific tasks that may or may not have been part of Barnhill's and other estimates. Rex Cowdry, working with Lou Anne Brown, will contact Barnhill to clarify what tasks were included in Barnhill's previous cost estimates, and whether those estimates are still reasonably current.

A preliminary discussion of cart repair estimates contained in a letter from Always Ready Cart Care was held. Concerns about the wording of the real estate agent survey were noted. Discussion was postponed until the Board's next meeting, when responses to the survey will be available.

Discussion of the process the Board will follow in developing a presentation to property owners was also deferred.

### **Property Manager Benefits**

Following up on discussion in the previous Board meeting:

**MOVED THAT** the Association purchase the heavy duty utility trailer from David Ward for \$1000 and that he be reimbursed up to \$40/month for cell phone service, to be paid from operating funds as a reimbursable expense on presentation of a quarterly request for reimbursement. Unanimously **APPROVED**.

When the budget for 2019 is developed, a cost of living increase will be considered.

### **East Beach Drive Lake**

Two alternative routings for the drainage pipe were presented as a prelude to negotiations with the abutting property owner. Funds of up to \$5,000 for the project have previously been approved, but

the landscaper's bid was over \$1500 higher. Joint funding with the property owner for a project including placement of timber curbs in the MIPOA right of way will be pursued, as will the use of horizontal directional boring to place the pipe.

**Website**

Discussion of options for website maintenance was deferred.

**Adjournment**

The meeting was adjourned at 6:56 PM.

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**ATTACHMENT A**

**REVISED COMMITTEES**

**ARCHITECTURAL REVIEW COMMITTEE**

Chair: Melanie Robbins

Committee Members: Brian Johnson, Elayne Bennett, Ronnie Willis

**FINANCE COMMITTEE**

Chair: Shawn Smith Co-Chair: Jeff Alpert

Committee Members: Geoff Chatas, Lou Anne Brown, Rex Cowdry

**NOMINATING COMMITTEE**

Co-Chairs: Lou Anne Brown and Alan Reyner

Member: Charlie Rowe

**REVISED WORKING GROUPS**

**Cape Creek Dock & Ramp Replacement Working Group**

Chair: Alan Reyner; Co-chair: Jeff Alpert

Members: Cooper Young

**Card/key Management Working Group for crab dock and beach access**

Rex Cowdry

**Asphalt Paving and Road Dedication Working group**

Chair: Lou Anne Brown

Members: Melanie Robbins, Richard Mesaris

Consultant: Fred Craig

**Gravel Roads and Chip Seal Working Group**

Chair: Rex Cowdry

Members: Fred Craig, Cooper Young