

BAYSHORE GARDENS BOARD OF TRUSTEES MEETING MINUTES MAY 21, 2019

Items 1 through 3. Roll Call, Call to Order, Pledge to the Flag. At 7:00 PM Sharon asked for everyone's attention and a roll call was taken. Trustees in attendance were Jim Frost, Sandy McCarthy, Steve Watkins, Sharon Denson, Dan Rawlinson, Barbara Susdorf, Terry Zimmerly, and Jim Couey. A quorum was established. Sharon Denson called the meeting to order and a pledge to the flag was performed. Also in attendance were Jodie Lawman, Manager; Gwen Norris, scribe; and a list on the sign in sheet, plus Barbara Greenberg.

Item 4. Motion to move new business forward for Agenda items 5, 6, 7. Sharon asked for a motion to move the Agenda to move the Attorney forward on the Agenda. Steve Watkins moved to move the agenda forward as suggested. Sandy McCarthy seconded the motion. The motion was voted on and passed.

Item 5. Attorney to Speak to Bayshore Gardens. Sharon introduced Jim Dye, attorney for the Board of Trustees. She said she is turning the meeting over to Mr. Dye and said he has questions that were handed in by the Trustees and he will address them. Jim Dye said he was coming in for a general Q and A because there was so much material sent to him that he was not sure what was at the top of the importance list of the Board. Sharon suggested that each Trustee ask their questions.

1) Jim Couey said he is not prepared to ask a question at this time as he just came off vacation.

2) Terry Zimmerly asked a Question: The Board has okayed Resident/Tenants access to all District amenities because they are 'residents'. How can they vote in public elections if they are not property owners in Bayshore Gardens District? There was problems with the audience hearing so Terry went to the next question.

3) Terry Zimmerly asked the attorney 'Would you please put all correspondence in writing to the office to be distributed by the Manager to all Trustees'. She said 'This is what has been done in the past' and 'This will allow all of us to know exactly what you said instead of going through another person.' Sandy McCarthy said she found the question on Terry's second page of questions and it is not numbered. Jim Dye said he can prepare correspondence however they would like correspondence to be prepared. He said if they want it to a general mailbox to all the Trustees, or Manager for distribution, or to the Chair for distribution, however the Board would like it, it can be done.

4) Terry Zimmerly read 'Sharon said you wrote the current proposed amendment to our by-laws. Did you write it? Do we need it? Pertaining to special meetings.' Jim Dye said that there were a couple questions there. He said he worked off of a draft he had added additional language he thought clarified the existing Policy. He said he did that part. He said that whether you need it is up to the Trustees. He said what he added to it he thought were clarifications that were missing and those kinds of things. He said the reason he did that was in his experience a lot of a way to get off track of what you are trying to do is cause ambiguities so if he see an opportunity of an addition, for adding clarification you tend to eliminate ambiguities was his experience and that helps keep the Board on track with what they need to do.

5) Terry Zimmerly read her next question: 'Our screen room roof and screens need to be replaced at a cost of about \$10,000. Some would like to see it doubled in size but the Chair feels we cannot do that without a referendum. The cost of the new part would be under \$25,000 since that roof does not have to be attached to the existing building. Do we have to do this separately even though the cost would be higher?' Jim Dye said the Enabling Act allows your

spending power to \$25,000 without a vote approval by the electors. He said there is nothing in the Enabling Act that talks about doing projects in phases. He thinks that would be okay, however he does not think it would be appropriate to take a single project and split it up just to stay underneath the \$25,000 limit. Terry asked if replacing what we have would be just replacing it and we would not become under that at all, correct? She said the new part would be under 25,000. Jim Dye asked that he check the language because that is where everything starts. Terry asked: Should one member of the Board have you checking things like Tri Par Estates without the knowledge of all the board? Sharon said Jim Dye was trying to read and will answer her earlier question. Jim Dye read our Statute Enabling Act (in 2002-365 HB 997, Charter, Section 2 (7)) *'Notwithstanding any provisions to the contrary herein, the trustees shall not enter into any future contracts involving the purchase, lease, conveyance, or other manner of acquisition of real or tangible personal property in any instance where the cost, price, or consideration thereof exceeds \$25,000, including all obligations proposed to be assumed in connection with such acquisition, unless the trustees by twothirds vote approve the terms and conditions of such acquisition by written resolution'*... 'yatta yatta'... . He continued: presented it to the electors for approval by the electors.' He stated that if we take position that maintenance is not *'purchase, lease, conveyance, or other manner of acquisition of real or tangible personal property'* then yes, you can do maintenance for \$25,000 and then new construction for \$25,000. He said he is not sure he could buy into that because even if you are doing maintenance buying stuff you acquiring material that you are replacing and it does not say added, new footprint, or new expansion of the existing facility, it says acquisition. And the general role is that 'When in doubt be conservative'. He said you will never get in trouble for staying within the boundaries and being conservative especially in finance. He continued that he would say in reading our Enabling Act, it has been 17 years since it has been looked at, and in several instances including this one, where it may be appropriate for the policy level and say 'Does this still work for us now?' He said \$25,000 is not that much. He said if that becomes a Policy issue to be taken to the Trustees and the residents, is that something you want to approach the legislative delegation to say we need to update our Enabling Act because it might work fine in 2002 but it is no longer working 20 years later. He said that there are a couple other spots that could be looked at. He said his advice is always going to be with public money, don't push the envelope and we need to protect the public money.

6) Terry Zimmerly asked: Should one member of the Board have you checking things like Tri Par Estates without the knowledge of all the board at the districts expense? Jim Dye said when someone, at Trustee, calls him up and asks a question he tries to answer as best he can. He said if communication should be to the entire Board, like the first thing we talked about, it can be done that way. He said it is really 'What works best for the Board.' He said all of his emails and letters and such should go out to the entire Board individually, it can be sent out that way. He said what he generally have done, not only for Bayshore Gardens but other local districts or local governments he worked for is – the document comes into the office and then is distributed to the rest of the elected officials and be put into a reading file so everybody can see it. He said it is not intended to be private or anything like that, in fact it can't be. He restated 'How best to distribute that, how best to get that done, is a matter of logistics of things.

7) Terry Zimmerly read her next question: Sharon says all board members must have access to all areas of the Bayshore Recreation District property. This is not ever been a case. Does this have

to be 24/7 or could the access to the office be when the office staff is there? The staff feels uncomfortable if they're responsible for records to having nine people allowed 24/7 access to everything. Jim Dye said that there is nothing in the laws requiring 24 hour access. He said there is nothing in the law preventing 24 hour access. He said it is not a legal question, it is more of a policy question. He said he thinks it is a fair discussion to have because there could be competing interests, elected officials trying to do their duty by keeping their eye on things verses the professional staff are trying to keep things secure with the business. He said he thinks that is a discussion within the trustees should have. Sharon said it is on tonight's agenda.

8) Terry Zimmerly read her next question: Should the board be allocating funds in our budget that need a referendum in the future? Jim Dye said that that is not a legal question, it is a policy question. He said that is for the Trustees to wrestle with.

9) Terry Zimmerly read her next question: 'It has recently come to light that one board member has not paid his taxes for several years. Since our charter does not say that a board member needs to be in good standings could we amend our by laws so every board member must be in good standing? Many residents feel someone that is not paying his assessment should not be spending their assessment.' Jim Dye said he does not think you can amend the by laws to prevent that because it is the enabling act that the legislature has set up that conditions for trustee. He said that, again, if you want to take it to the legislature and ask it to be changed as discussion he had with one of the Trustees, the Enabling Act says you simply have to be a resident electorate of the district. Terry asked to go onto someone else.

10) Barbara Susdorf said she has one question. She said we had several meetings where people get heated and people get angry and asked what was the recourse on that and how can they prevent that from happening, protecting ourselves and other people. She said she was concerned about that. She repeated her question with the mic: We've had several meetings where people got heated, name calling, a lot of issues and she was a little disturbed by all of that. She said she was wondering what their recourse is, what should they do to prevent this from happening or what can they do, because they are here to make a better place. Jim Dye said in his experience when you are dealing with people's property and what they can do, you poke some ashes and it can get (heated). He said to keep it from being heated - it's personal level skills, trying to not to antagonize somebody. He said that goes from someone on the board to the board, to the audience, audience to audience, and it should be a respectful discussion. He said if it starts heating out of hand the Chair has tools, the Trustees have tools, and they can say 'Let's take a recess for 10 minutes' and chill out. He said in his experience that has been the best. It gives a breathing spell. He said it is allowed in the Robert's (law). He said any Trustee can say 'Point of Order, let's take five minutes.' Sharon said to not talk with each other during the five minutes.

11) Dan Rawlinson said he had three (pages of) listed questions but not all were put in the agenda. He said all were submitted on time. He read one of his questions. He said one of his questions was about what Terry said about the Tri Par issue. He said they sent him (Jim Dye) a check for \$360 and the board knew nothing about it. He asked why should we expect this will cost us again and why shouldn't the board know about it. He said it should have come across our plates. Jim Dye asked to back up a little bit and asked: What was it they did not know about. Dan said that they did not know about the district's actions in Tri Par Estates' law suit. Jim Dye said that they are not involved in a law suit with Tri Par or anybody like that. He said what happened was there was an issue with Tri Par district just like this one, and a lady living there

he thinks she was denied use of the facilities. He said he is not sure of the details, but she sued saying that under the special act, the special act says the board had the ability to pass rules and regulations but it did not have the ability to enforce the rules and regulations. He said it went to Hearing, it went to court, and the court said 'That is right, you can pass them but you can't enforce them.' He said that those who do this kind of work may think different but that is what said and we have to respect that. He said somebody anonymously sent emails to here and to him that said we should know about this. He said that they did not (know) so they looked into it. He spoke to the chair about it and other attorneys of districts like this one and said this would be a problem and they all agreed. He said he talked to Sharon and said that this is a legislative 'fix' because the court has spoken and it takes a change to the Enabling Act to get around the problem. He said it is not something you can do in court since the court has already spoken. He suggested Sharon to call counterparts of other districts and see if she can get some momentum going to talk with the legislative delegation. He said that was what happened; it was a lawsuit at another district that may have an impact on this district. Dan asked if the Chair can get us involved in these things costing money without the board knowing about it until the bill is paid. He said the \$360 for one and a half hours of his time was not directed by this board at all. Dan asked if Jim Dye worked for Sharon. Jim confirmed this. Sharon said that there was nothing to bring to the board because the attorney had asked for certain information. She said the Tri Par information was in the office for anyone to look at. Dan said as a board member he never saw it until he heard mention of the check for it. He said that means she is able to spend their money without coming to the board. He said this is going too far. Sharon said she did what the attorney instructed to do. There was some quiet unrecognizable speech from Sharon. Dan asked if Sharon thinks she can spend their money without anyone knowing about it. She said she did not say that. Dan asked why the board was not noticed. Sharon said they were. Debbie Korell asked why they were not told when it happened not afterwards. Sharon asked her please, to have some quiet. Jim Couey said he thought these people's money went to the 14 acres we have and asked if this is not true. He asked why we were getting involved with another person's trailer park that does not concern us at this property. He said he does agree. He said he did not think any of the board was notified of this. He said he wasn't. He said that he thought anything that happened in this district had to come through the board. He said it seems that anything that we do on the board has to wait 30 days and it did not seem that this had to wait 30 days. Steve Watkins said there was a copy of this issue on Tri Par in everybody's box. Someone said 'After the fact'. Steve said he pulled it out the other day and everyone had a copy of it with a picture and it explained it. Steve said that if you go to your box and pick up your stuff before the meeting you would have it. Jodie said that it was put in the box after the fact, after the charges were known. Sandy asked Jim Couey to use his microphone. Jim did a microphone check. Steve asked that if they are not talking on your microphone to please turn it off to stop the feedback. Jim Couey said he has gone to his mailbox every day since he came back off vacation on May 5th. He said he has every piece of paperwork that he received since May 5th and it is not in there. Sandy asked if this was what they were talking about (she held up a copy) and said it was in her box on 5/8/19. Sandy said she does know if it proves a point, but she did get the document. Steve said sometimes he does not get copies. Sharon asked that the attorney answer the question of 'how does this affect us'. Then there was a voice stating No, how the money was spent on our attorney before the board decided. Sharon asked 'please' to the audience. Jim Couey said the audience will have a chance

to ask the questions and to keep it civil and conduct it nicely. Jim Dye addressed Sharon's question. He stated the reason the Tri Par Estates' is worrisome is because Tri Par's Enabling Act is almost identical to Bayshore Gardens'. He said so when the court says that Tri Par has the ability to pass rules but does not have the ability to enforce them, that ruling is going to apply to this district also which means any rule you pass regarding swimming, or whatever, you don't have the ability to enforce it. He said that is a big deal and that is why he spoke to Sharon and said we need to take interest in this and figure out how to address it. He said it happened quickly because they were getting anonymous emails which indicates to him in his experience that there is somebody out there that is going to cause this, you know and we needed to be on top of it, ahead of the curve. He said as it turned out, there wasn't much we could have done judicially so it came to the legislature issue at that point. He thought this district and districts like this district could work together to deal with it. Jim Couey asked if he did not think we could have saved \$350 by bringing that to the board first. He said he did not mind him making money but it seemed like a question like that... He continued with 'what goes on at my neighbor's house is none of his business'. He said with the district we are supposed to spend our money/their money, but my money, too, but he still doesn't understand why we have to be concerned with someone over here, He said that Tri Par is not in our district. Jim Dye said the language in Tri Par's (Enabling) Act that was held invalid is the same in ours and that is why it is a problem. Sharon said the other part of that is the person that we could not identify was emailing here constantly. She said the target was on our back. Barbara said the whole thing is that we were being proactive and trying to prevent a major problem to turn into something way more than a \$340 fee. She said sometimes, as everyone you knows, we need to be proactive on things and if you don't someone would say 'Why don't you do this?'. Barbara continued that if the attorney recommends that we proceed and get a hired out, I think that we should do it. Sharon said that there has nothing to bring forward because nothing has happened other than our attorney, talking to the other attorneys with information and asking her to set up meetings. She said two of us (the board members) cannot go to a meeting in another district as it is Sunshine violation. She said if someone would like to meet with the other districts that would be fine, but at this point that is not happened. She said there has been no other involvement other than where we are now, and as soon as there is a meeting there will be something to report. She said there were emails back and forth and demanding public records from us. She said there were numerous requests. She said they starting sending the court decision which she read as a threat and she said she thinks Mr. Dye did too. She said that is all that has been done other than to protect the residents of the district from litigation that we don't want to go through. Jodie Lawman asked to make a statement. Sharon said no, it is the Trustees' time. Dan asked for her to speak and said Jodie is the Manager and knows more than they do. Dan said his question was not answered 'why wasn't the board informed of that?' He said all of them should have known it and Sharon is out of control. Steve asked if he had checked his box. Sharon asked for quiet and said nothing was done in a sinister way. She said our attorney did what he thought was right and directed her to do and she did. Sharon said she apologizes if he did not get the notification, but everything was available. Steve said Sharon has been trying to protect us and there is no statute of limitations in these access cards. He said do you want to get on board? The games is over. He said if access was taken away 18 years ago they can do the same thing here. Sharon asked Mr. Dye if there is a statute of limitation and if her access was taken ten years ago can she file an action if she finds that her

rights have been violated. Jim Dye said he is not sure what rights you have with an access card, that is a starting point, and why was it taken away, was it proper or not proper. He said that almost everything has a statutes of limitations on it, most things have four, maybe five years.

12) Dan Rawlinson asked 'Mr. Dye, can you explain to the Board Chair what her position involves as Chairman? Jim Dye said a Chairperson for a body like this does not have superior or inferior powers of all the members. H said everybody has one vote and it takes a majority of the board to make something happen. He said what the Chair does is act as a traffic cop for meetings, maintains order, calls on people to speak, and keeps the agenda on track so that you can run through your meeting in a timely way. Jim Dye said he thinks not just here but at any elected body the Chair ends up being kinda the focal point and it doesn't come with more authority, it is just somebody has to be the receiving portal for things that are going on and that typically is the Chair. He said it does not have to be. He said it is up to the board to say First Chair or Vice Chair is 'corresponding secretary' or something like that. He said in his case it is typically the Chair. Dan stated that she is a coordinator, not the boss. Jim Dye said 'correct'.

13) Dan Rawlinson read another question: 'It has been stated by the Chair that you have reviewed and approved the 95 new policies of the District, is that correct? Have you reviewed and approved the new District contracts?' Sharon said no one has made that statement and does not know who he is talking about. She said many of the Policies that we have now were simply put in format where we could find them. She said the bylaws and policies that the board wanted to go to the attorney for review were sent. She said when you have a policy that says 'we must notice our meeting seven days ahead' it is copied out of the statute and there seems little reason to ask the attorney to review it. She said any one that the board wanted sent to the attorney was sent. She said the board decided when they were discussed and passed.

14) Dan Rawlinson read question #3 'Chair Denson stated that you wrote and recommended the proposed Amendment to the Bylaws, Article IV, Section 5, is that correct?What problems, if any, do you see with Section 5 of the existing bylaws regarding Special Meetings?Why is a change needed?' Jim Dye said that was the one we discussed earlier.

15) Dan Rawlinson read his next question 'Should all board members have access to the district office where moneys, safe combinations, contacts, and confidential records are stored? The District Manager is our Custodian of Records. Does this make her liable if records or confidential information is missing or abused?' Jim Dye said we discussed that item, too. He said there is nothing in the Enabling Act saying board members should have access or the board members should not have access. He said it is a discussion for the entire board. He said it the best way to handle that. He said there are competing interest on that as one is as a elected official you have an obligation to make sure things are going well and one of the ways to do that is making free access to entire ground. He said on the other hand there are security issues you are bringing up are also important. He said you have competing interests there and when that happens that is a Policy matter you need to work out among the board, as to 'is full access worth it or is full access risky'.

16) Dan Rawlinson asked his next question: 'Can the board deny a homeowner, who lives outside the District, the right to use the district facilities?'

17) Dan Rawlinson read his next question: 'Can a trustee earn compensation from selling Banner ads, considering he is the appointed Banner chair? Do you consider this a conflict of interest?' Jim Dye said typically elected officials cannot work for companies the board/district has contracts with. He said it would be a conflict of interest. He said there is an exception in the

Statutes that says if the compensation is under \$500 a year with a business that has a contractual relationship with. Jim Dye expanded that simply that it is allowed does not mean it is smart. He said what is legal is bare minimum and you can go beyond that. Jim Couey said it is in our bylaws.

18) Dan Rawlinson asked his next question: 'Can the District Manager sue the District for libel and slander? Does this abuse of power by the Chair expose the tax payers of this district to a possible lawsuit?' Jim Dye said somebody can sue somebody for anything but it does not mean they are going to win and does not mean you are going to lose.

19) Dan Rawlinson asked his next question: He said the Chairman oversees all of the Committees and does not meet with the Committees and does not check with them and he does not believe that she has that power as we are all equal here. He said when he asked why she (Sharon) wrote her (Jodie) up and did not talk with him, she says she does not have to talk with him. Sharon said we can't talk about something outside a board meeting. He said that Sharon should have referred to him. Jim Dye said when you are on a body like this, it is called a collegial a body as it takes a group of you to do things and you can't talk to each other outside of a meeting about the business of the board. Dan said when there is a problem of Personnel and Salaries that should have come through him as Personnel Chair. He said it should have been referred by her (Chair). He said that was the way it has always been on this board and he has been on the board more than two years. He continued that the people that have the Chairs (of the Committees) are the ones that tackle the problem first. He said if that does not happen then it becomes her (Sharon's) problem, but the Chairs normally take care of it. Jim Dye said that is kind of a structure the board comes up with. How you structure the board. He said if that works for you then that is the way it should work, if it is not working for you, then you have the ability to change it. Dan said the only way to change it would be to vote her out of the chair. Jim Dye said that is inside baseball and not sure that it is a legal question. Dan asked if members can vote her out of the Chair. Jim Dye said he saw it happen once, not here. A voice in the audience said it happened here fifteen years ago. Jim Dye said under the rules of procedure there are ways to revisit the vote. He said it applies to any position, if you want to have another election for Chair. He said it is obscure and he has never seen it to be successful. A majority of the vote would make it successful. There was discussion on why the other two pages of questions from Dan were not included in the agenda. Sharon said there were two papers given to her separate with no names on them and did not know what they were because it was unusual to start 'page 2' with 'Question 1'. Jodie said they were numbered for that purpose.

20) Dan Rawlinson read question 3. 'Why were the April 2009 By-laws that were adopted by property owner ignored when the board of trustees amended and significantly changed the bylaws in April 2018?' Jim Dye said the ability to adopt by-laws lays with the board. He said that it is in the Enabling Act. He said the older By-laws allowed the homeowners and residents to give public approval of the by-laws. He said it was done as far as he knows in '07. He continued the board voted in a new set of by-laws in 2018 which is allowed to do and can ask homeowners to approve a set of by-laws but you can't take away that authority from yourself. Jim Dye said if the board decides that they want to go a different way it has the authorized power to do it, the board can do that.

21) Dan Rawlinson read his next question (1): 'Why is the board of trustee Steven Watkins being allowed to continue to knowingly violate the code of ethics for public officers and employees?'

Steve Watkins is the Chairman of the Bayshore Banner, Committee, a member of Bayshore Gardens Parks and Recreation District Board of Trustees and an Advertising Agent of the Bayshore Banner. ' Dan said we just discussed that issue. Dan said some to the questions we already talked about.

22) Dan Rawlinson continued to read his question (1): *'Why is Chairman Denson directing the board of trustees to misuse their public position and violate the code of ethics for public officers and employees? Sharon asked 'What is the violation?'* Dan read quietly. He said he took questions from the residents, too since they would not have a voice unless he did it for them. Dan continued reading *'No public officer... shall corruptly use or attempt to use his or her official position of any property or resource which may be within his or her trust, or perform his or her official duties, to secure a special privilege, benefit, or exemption for himself, herself, or others.'*

He said the only thing he can think of is the questions on Steve and it was already asked.

Sharon said to please be specific because ethic charges are serious. Someone asked if Dan would read the questions and get the answers. Dan said this may be worded differently but we have pretty much covered the issues already. He said some were a club matter and not for here. Dan told Sharon she gets involved in everything and club matters and he likes her very much but she is a rogue member and she trying to do a lot by herself and she should not be doing that. He said we have eight other members on the board that should be deciding on policies and she doesn't let them do it. Sharon said there has not been one policy approved that has not been before the board and that has not gone through the committee, work shop and board for a vote and she is not sure what he is talking about. Dan said that the honeymoon is over and he, personally, will not vote on anything that he does not have in black and white in front of him. He said many times, like with the minutes, the (\$360 of) money spent for the Tri Par wasn't even in the minutes. He said there are so many things that they are running head and leaving them out of it and they don't know what you want. He continued - If you tell us what you want and you have only one person doing it, you are out of luck. There was applause. Barbara Susdorf said that they had not discussed at any of the Committee or Work Shop of any of this stuff going on. She said she comes to the meeting and everyone is in an uproar and she does not even know why. She said that she has not been informed and obviously he is very upset but she did not know anything about how upset he was. She said she thought everything is moving along and things are progressing and Dan is really upset and she would have liked something at a Work Shop and discuss what the problems are. She said if we don't know we can't come to the board to fix something. Dan said he likes her (Barbara) very much but sometimes she doesn't come to the meetings and when she gets here she is more concerned about landscaping than the general stuff. Barbara said she had hurt her foot and missed two times. Barbara said landscaping is her committee, just like his committee is personnel. She continued that the bottom line is with somebody this upset, we should all be meeting in a work shop or committee to try to resolve this before (the mic went out) and airing dirty laundry. She said they could resolve this she is sure if they just talk as a group. Dan said since Sharon became Chairman we have had 48 meetings a year to go to here so what is another ten for a get together storming mission. Barbara said that the accusations were such and such isn't being done correctly and she did not know, she assumed it was done correctly. She said she missed two meetings because she broke her foot and other than that she has been there every week. She said she comes to at least a board meeting and one other one. She said from now on she would like to know if there is a lot of stuff going on, then we need to set in a group and try to

resolve. She said if Jodie is upset we need to help her, if you (Dan) is upset we need to help you. She said we have got to work together to make this work. There was a voice stating 'What about all of the people here with the problems, they don't listen to them, and you don't listen'. Barbara said she is listening and trying to resolve. She said there are problems she never knew about.

23) Sharon Denson said - what this said is the Chairman gets in his head that keys and fobs issued to each trustee to provide trustees full access to the district. Sharon said she is not having anything done tonight (with the Policy). She said we will have a policy discussion on it tonight for a vote. She said all of the fobs were shut off. She said if you want to shut off access we have a board approved policy to follow. Jodie said that was not the case and said she blatantly lied about what occurred and she (Sharon) is reflecting her, she will speak up. Jodie said 'Do not misrepresent the facts. You know that trustees were not shut off, for a fact'. Sharon said she does not know that for a fact because hers does not work. Steve said his was shut off. Sharon said it should have been brought to the board. Jodie said it was brought to the board on numerous occasions about the CrimeWatch harassing the employees and harassing the residents at the marina. Steve said it was a lie. Jodie said she brought it to the attention of this board and this board failed to do something about it under her (Sharon's) direction, because she failed to bring it to the table.

Sharon said we are taking a five minute break (7:52 PM). She asked the Trustees to please do not talk among each other. Sharon asked everyone to take their seats (7:54 PM)

(Revisiting #21). Sharon Denson said she has a couple more questions for Dan because of the seriousness of the charges concerning the ethics charges. Sharon asked Dan for details of the accusations on the questions that Dan submitted. Sharon said she needs to know where the \$3600 a year came from and how does he come by the money. Dan said he did not know and it is a club mater. Sharon said this is an ethics charge and she is trying to get... Dan asked if it was his questions. Sharon said she was told it was. Dan said he was not aware of that. Sharon said that it is on the two pages he said that were left out. Dan asked if it is money Steve made from CrimeWatch for working on the Banner. Sharon said she is trying to find out and that is she is asking from him. Dan said if it is money he made on the Banner he should not have done it as he had control of which accounts he took. Sharon said the paper said \$3600 in delivery fees, \$3600 in delivery fees, and \$1500 in delivery fees for this year. Dan said he does not know what that is about. Dan said all except for one check from that (deliveries) has gone into the Banner and only one check went into the bank (CrimeWatch) and then Steve took the cash out the next morning. Dan said he took the account. Steve said Dan took the money out of the bank account also. Dan said he did not do the questions. Sharon said she was told he did and those were his questions. She said she is asking because these are very serious matters. Allan Riga stated that it was a typo as it should be \$3000 not \$3600. Sharon said if these things happened, we will have to go forward but she has to know where they came from to do anything about them. Sharon read '\$110.07 in 2017 in commissions, and \$3600 in delivery fees'. Dan said it would not be delivery fees because that would be the Banner and nothing to do with this. He said it should only pertain to whatever he is doing with the Banner, not CrimeWatch, nothing with the Banner, and nothing with delivery fees. Sharon said the \$3600, \$3600 and \$2500 should not be on the paper. Dan concurred and said he did not ask the question, those two (Barbara Greenberg and Allan Riga) asked the question. Sharon said the question had Dan's name on it and is what he gave us. She was wanting to clarify it. Dan said the trustees are allowed to make .

\$500 and should take care of the question. Sharon said what he has in the question are \$3600 in delivery fees. Dan said it was an error. Sharon said that is what she needs to know, so those don't count and we don't have to worry about it. Dan said he is finished with his questions.

24) Jim Frost said he is waiting for now to ask questions.

25) Sandy McCarthy said she did not have any questions so she submitted questions from residents. She said if she says something in the questions, don't think that it is her charge. She said she is utilizing her role as a representative of the residents. Sandy read her question #1 - 'Please define, according to our Charter, who are allowed to be the "qualified electors/residents"?' Jim Dye said that there are a couple things, first the short answer is the electors can be found under state law, under the election code. He said it is not specific to this district, it is specific to anybody that can vote in the state of Florida. He said it depends on where you live and that kind of thing and that is how you become an elector. Jim Continued with the second thing as an aside, observation, the Enabling Act uses several different terms for, he thinks, the same thing. He said it uses 'residents', 'elector', in some instances it says 'property owners', and that is the kind of thing that causes confusion. He said there should be one term, one agreed upon defined term for who these people are. He said for example he thinks that when you pass the budget you do it at an open meeting and it is the majority of the property owners attending. He said he thinks it is a throwback to an earlier era when property owners did have special election rights. He said he does not think the State of Florida does that anymore. He said the elector is basically somebody who can vote and lives within the jurisdiction, and it does not have to be a homeowner or property owner or anything like that. He said it can be a renter, a homeless person, in fact. He said that is one of the things that should be straightened out, should be cleaned up when you go through the Enabling Act.

26) Sandy McCarthy read the second question 'In BOT affairs can any one member act independently on district business, without the knowledge or approval of a majority of the other BOT members?' She said that has been covered.

27) Sandy McCarthy read the third question 'If there is meeting of the community organization that is conducted by a non-board, Bayshore resident, and 3-5 trustees show up, is this legal?' Jim Dye said that they can show up but they cannot talk to each other about business that may come before the Board. He said if they are coming to a club that has to do with model boat building they can talk to each other about model boat building, but they can't talk to each other about whether the board should set aside a part of the marina for a model boat sail. He said you have to understand where the margin, where the border is, and not step over it. He said that they can do that if they notice it as a Board Meeting and go with formal steps and say we are going to have a model boat club meeting and four board members are going to be there, but we are going to consider it a board of trustees meeting with notice and opportunity for comment and take minutes. He restated that as long as they avoid business that may come before the board they can talk to each other. Sandy thanked Mr. Dye.

28) Sandy McCarthy said the fourth question has been answered. She read the fifth question 'What can be done when sunshine law requests are ignored?' Someone added 'as a resident'. Jim Dye said there is a couple of things. He said he is interpreting it as Request for Public Record. Jim said Sunshine means to meet in the open with notice and opportunity for the public to attend and take minutes. He said Public Records means asking for copies, public documents. He said if it is being ignored that is not a good thing. He said there was industry in the state of Florida that where people would go around in small districts like this one, come into the front office

and say they would like to copy of who signed in to use the pool last Thursday and the person working the desk would get flustered because it is such an unusual request and they say they would get back to them and turn around and sue you. He said that is the first step that someone with bad intent would take. He said they want to enforce the Public Records Law with a lot of vigor, they could bring a lawsuit. He said they do that for attorney fees and some of them have good motives in making sure the laws are enforced. He said as a resident he thinks the first thing to do is try to find out what is going on and ask 'Where are my documents'. He said 'let me say this', the Public Records Law isn't just asking for copies, it is the right to inspect and get copies. He said when you first come in you could say 'I would like to inspect the document' and sometimes that is a little bit easier than getting a copy of it. He continued then the person inspecting it may say 'I would like a copy of this' and ask the counter person if they could make a copy of 'this' for him. He said there shouldn't be any approval process or anything like that, it should just happen automatically. He said you are allowed to make sure that there aren't any confidential information in it like a social security number for instance. He said you are allowed to check it to make sure none of that is there. Jim Dye said there are some obscure confidential categories, for example he thinks police and firefighters addresses are confident, so if police or firefighter lives in the district and his or her address shows up in a document, you can take that out. He said if it is somebody intentional... you can sue or you can work it in the chain of command, talk to the office manager, talk to a Trustee and ask what the requester can do. Sandy thanked Mr. Dye and said that is all her questions. Jim Couey asked if he could ask Belle's question for her, (but Terry had already offered). Sharon said Steve is next.

29) Steve Watkins read his first question 'Does any one of the nine Trustees have any more power or authority over any of the others, including the Board Chairman?' Others said this has been answered. Jim Dye offered to answer it again. Jim Dye stated that all trustees are equal, neither superior nor inferior, all equal. He continued stating trustees, like all elected officials, answer to voters, they don't answer to each other. He said voters hire and fire trustees. He said the voters are the boss.

30) Steve Watkins read his next question 'Does any employee of the District have the authority to change the decision of another Trustee?' Jim Dye said that is a tricky one because a decision of the trustee takes five out of the nine for a decision so an individual trustee cannot change the decision of the majority. He said trustees by themselves have no authority, trustees have to act as a body. Steve asked about reference to an employee. Steve said there was a case where he as Banner Chair worked an hour and a half make bullet comments for the Banner from the minutes. He said the District Manager decided that she did not like for people to come in and pay for the minutes so she put all of the minutes, total 12 pages, in the Banner. He said it was her decision and he had no decision making process in it. Several people said 'transparency' and applauded.

Sharon called for a 5 minute break (8:17 PM). Sharon asked people to please take their seats (8:23 PM) and asked Steve if he was finished with his questions.

31) Steve Watkins said he had one more question to read 'Can any Trustee assume signature authority to authorize an employee of the District to go against approved Policy or Procedure? Steve repeated the question when some said they could not hear him. Jim Dye asked to understand the question. He asked if the district has an established policy, a trustee signs a document and tells somebody 'Don't worry about that policy we can do it some other way', is that it? Steve added 'and I'll authorize you to do it and you can do it in my name and I will sign

for it'. Jim Dye said no, a trustee cannot do it if it's an adopted policy. Steve said it is probably the most important question here. Sharon asked if Steve was finished. Steve said yes.

32) Sharon Denson asked Jim Couey to ask Belle Baxter's questions but he said he got undermined by Terry Zimmerly. Terry said she asked first and read Belle Baxter's questions: 'Are you now, or have you ever been an attorney for another Special District? If yes, where?' Jim Dye stated 'yes' and said he represented this district, Mosquito Control, West Manatee Fire Rescue District, East Manatee Fire Rescue District, and Myakka City Fire Rescue District. He said he has done special counsel board for some special taxing districts in Sarasota County that was kind of a one off thing and the Palms of Terra Cia District he has done one off work for them too.

33) Terry Zimmerly read Belle's next question 'Please define the scope of your representation of Bayshore Gardens Park & Recreation District.' Jim Dye said he would say he is the general counsel for Bayshore Gardens Park & Recreation District. He said he does the legal work he is asked to do by the district.

34) Terry Zimmerly read Belle's next question 'If a Trustee has a legal question can we call you directly or must we go through the Chair?' Jim Dye said that he personally does not have an objection to a trustee calling him directly and he knows some districts like to maintain control of cost and have calls to the attorney go through a process. He said to him that is an in-house process. He said he sees the representation as advising the district and the district is governed by its Board of Trustees and if the Trustees think they need to call him directly he is fine with that. He said he thinks that if there is a restriction, it comes out of the board, if the board says they can have only one person or however/whatever the restriction is, if he knows about it he will respect it. Sharon Denson asked to clarify that. She said any Trustee can call the attorney anytime they chose and don't need permission from anyone, it is in the Policy. She suggested that before they call there is a book (in the office) of attorney opinions that we already have before they go and call the attorney, and suggested you might take a look at that and see if we already asked that question. Sharon said the Policy says they may call at any time they chose. Someone asked if that included the District Manager. Sharon said 'no'. Someone asked 'why'. Sharon said the board is speaking right now, please. Jim Couey was asked to turn on his microphone. Jim Couey said the rules and responsibilities of a Trustee says we should get together and try to solve our own problems before we call the attorney. Sharon asked where it said that since the Policy does not say that which was approved by the Board. Jim Couey was talking without a mic about it at least called for that and asked what Jim Dye asked what he charges per hour. Jim Couey said he is from Alabama and they always solve their own problems, maybe the way you do it is where you all are from. Jim Couey said he did not see why we can't solve our own problems or why were they on the Board in the first place and they are supposed to better this district, not calling a lawyer every time someone found they are out of corn cobs in the outhouse. There was chuckling.

35) Terry Zimmerly read Belle's next question 'If a resident is unhappy with the Board or any of its members, what recourse do they have? Other than an election.' Jim Dye said they have a lot of recourse. He said they can pick up the phone and call the Trustee, they can come to the meeting and make a public comment, they can write an email. He said he thinks those are the most obvious,

36) Terry read Belle's next question 'Would you be willing to attend Board meetings?' Jim Dye said 'If the Board wants me here I will be here.' He said he does what the client wants him to do. Jim Dye continued "Let me say this, I give legal advice. A lot of issues that have come up tonight

are minor policy issues to be hashed out among board members, such as fobs you brought up a couple times.” He said it would be legal to go either way so that would be the extent of his legal advice, either have fobs or not have fobs, those are legal. He said ‘what is the better/best way?’ that is a discussion among the board members.

37) Terry Zimmerly said the next question was been answered so she continued to Belle’s next question ‘The Recreation Committee has been approached by the YMCA for partnering opportunities. The Y might provide us with instructors for various classes, or provide other services, such as discounts for our resident. You reaction, please.’ Jim Dye stated his reaction is - it as a business transaction. He said it depends on what they are offering and what you get out of it and does it make sense. He said it is legal, you can enter inter into agreements with other entities, including a private company like the YMCA.

38) Terry Zimmerly said this one adds to the Tri Par ‘In light of the Tri Par decision would you advise/suggest that the Board suspend creating policies?’ Jim Dye stated ‘no’.

39) Terry Zimmerly asked Belle’s next question ‘How can we, as a board, work with Tallahassee to become empowered to enforce our procedures/rules?’ Jim Dye said the squeaky wheel gets the grease. He added there is strength in numbers, work with other districts like this one, and other organizations with special districts, and he thinks having a higher profile is very persuasive. He said he thinks the final thing is to be patient because sometimes the most important issues on the table may take two or three legislative sessions to get addressed.

40) Terry Zimmerly read Belle’s question ‘I’ve heard you’re not in favor of social media. While this form of communication can spread gossip, I’ve seen it work in positive ways. If we could create a social media page would you suggest guidelines to be followed?’ Sharon Denson said that the opinion was from Attorney Mark Barnaby, not Mr. Dye. She said the reason was: you create a social media and the Trustees start interacting and you end up with Sunshine (problems). Jim Dye said social media is... he joked he heard ‘this Facebook thing was going to take off’. He said it can be very helpful, an important tool, and it also can be a source of mischief, so it has to be managed. He said he does not recommend social media unless you have a software to capture the pages, comments, anything you put out because everything generated by this district on a social media page, even a Facebook page or website is a Public Record, so it has to be available for inspection and copy for a long as the Secretary says you have to keep it. He said the IT industry is getting better at working with public entities, there are different programs that capture that kind of thing. He said what Terry was saying about board inadvertently interacting with each other is a concern. He said with anything with social media there is a certain amount of skill you develop the more you use it and you have to be able to step away from the keyboard when appropriate. He said his biggest concern, while he recognize there is a lot of value there is a lot of benefit getting the word out to the people of this district through social media, because everybody is on it, but as a lawyer he has to look at the dark side of the law and he does not want to see anybody to get sued because they accidentally deleted a text off you phone or something like that. He said that is where the concern was. He said there are programs out there, they are getting better at capturing. He said he has a text capture on his phone. He said he tells people to not text if they are an elected official or in the public eye, do not text, if someone texts - print it out. He said if you need the skills - develop them, if you need the resources - get them.

41) Terry Zimmerly read Belle’s next question ‘You had confirmed you would be attending a work session on May 1. At that meeting Ms. Denson advised you would not be attending – please

explain why you changed your mind.' Jim Dye said he was asked by a Trustee and when then was told that there was a process that was supposed to be followed for one of those meetings that was not followed in that instance. Someone asked what the process was. Terry said that is her question right now. Sharon Denson said Mr. Dye called her the day before because he had not been advised by anyone as to what the expectations were for him to come and nobody had asked for him to be put on the agenda, and it was too late to add him to the agenda. She said she told him it was fine with her if he chose to come, but in the discussion, having every Trustee know and have an opportunity to participate overrode the coming for one night when nobody really knew what was going on and he had no idea what the expectations were. She continued that this meeting was determined to be a better format, that would better serve all of the Trustees instead of one, where only one Trustee was asking and nobody had any idea what it was about or what was the purpose. She said that is how it came about, the call came to her and that was the discussion. Dan Rawlinson said that meeting was properly requested because he did it 8 days ahead of time and the office will have that record. Sharon said it was Sandy McCarthy that asked for that meeting May 1st. Dan said he asked for one too.

42) Terry Zimmerly said the last question she has from Belle is 'How was the format for tonight's meeting determined?' Jim Dye said the agenda was prepared by the Chair he understands he did not have any participation on preparing the format or agenda. Sharon Denson said the discussion they had on May 1st, to refresh his memory, he told her that he came to a meeting over the Enabling Act and the Trustees requested ahead of time worked very well. She said she then wrote it all up and distributed to everyone so everyone would know how this would take place, so everyone could participate in the meeting. She said basically the discussion between Mr. Dye and her and was distributed to all of the Trustees. SteveWatkins said he has a question for Mr. Dye. He asked if attorneys in general like to be blindsided. Jim said he hasn't come across any yet, personally he doesn't.

43) Terry Zimmerly said Jim Couey has a question Belle also wrote. Jim Couey said he has one question. He asked who decides what goes on the agenda for board business and what is not. He continued if the Chair is given that task, then okay, otherwise board business decisions are already being made by one board member. He said it is signed by a resident. Jim Dye said that his understanding is that the district has a policy on how agendas are set up as for timeframes for putting things on the agenda, those kind of things he thinks the Chair is the right person for making that happen, but it is set up by policy. He said he never worked on it personally, so he is pulling off what his recollection is. Sharon asked to clarify. She said in order to put something on the agenda - because we cannot have a discussion without it - there is a form you (Trustees) fill out and turn it into the office if you want something on the agenda. She said it has to be 8 days ahead of time because by law we must post the agenda seven days ahead on the website. She said it has to be completed by then. She said any trustee can fill it in. She said she picks them up or Jodie emails them to her and they are put on the agenda. She said that is our process.

44) Jim Couey asked if it is okay for board members and residents with a board member to come in and attack our secretary that we have hired to do a job and it seems other people want to go in there and tell her how to do her job and tell her this and tell her that. He said if that is going on he thinks we ought to fire her for the simple fact we are giving her money that y'all people aren't letting her earn. Jim Couey said the question is - are board members and residents allowed to go in there and attack her while she is doing her job, answering a bunch of

questions for board members that taking up her time and why does she have to feel afraid to be in that office when an officer has to tell her 'if you don't feel safe in here, lock the door'. He said that is a pretty bad working environment. There was applause. Sharon said she never heard of this. Jim said she asked for a report on it. Sharon said that was never in a report she got. Jim said she was given the report from the police department. Sharon said that there is nothing that she received, a statement, incident report, or police report, that told her that so she had no way of knowing. There was applause. Jim Couey said he has it right here if she wants to see it. Applause again. Jim asked if the residence wanted to hear it. Some residents want to hear it. Jim Couey said he believes the residents have 'spoke' and proceeded to read it. Sharon said if he wants to read it, go ahead. She said she doesn't know anything about it so they will be hearing it for the first time.

(Revisiting #43) Jodie Lawman said she would like to make a statement that he had asked earlier about the agenda. She said our bylaws Article 3, says the Secretary 'Will oversee the preparation of the agenda with the District Manager.' She said that is in our bylaws. She said that is not being done. Sharon said when we started and Jodie tried to do the agenda, it did not work. Jodie said she never tried to do the agenda and she never gave her the opportunity to do the agenda. Sharon said if Jodie wants to take over doing the agenda, it is fine with her because it is a lot of work for her to get it done. Jodie said she is aware of that and was just asking why we were not operating in accordance with our bylaws. Sharon said we are because when things are turned into the office, the Chair has the final say on the agenda, which is just putting the stuff together. Jodie said she thought the board had the 'say' on agenda items. Sharon said we have gone with the Chairman because someone has to put the whole thing together and make sure it is there and that is the Chairman's job. She said it is being done that way, if Jodie wants to gather everything together and put the agenda together, it is fine. Jodie said no, she is just asking why we don't operate in accordance with our bylaws. Sharon said we are. Sharon said Jodie is collecting everything and have it there and when she (Sharon) get it all together, it is the agenda. Sharon said if she (Jodie) wants to put the agenda together. Jodie again said no, what she is asking is it is the Secretary's job to take the minutes, which you have put this lady in place to do because the Secretary is not doing the job, so she (Sharon) has self-appointed this individual without board permission, she (Sharon) is doing the agenda. There was some 'wow' comments from the residents. Jodie egged the residents with 'collusion, collusion' and some residents said 'transparency'.

Sharon called for a 'five minute break' (7:45 PM). Sharon asked everybody to take their seat please (7:50 PM). She said we have one more set of questions, meeting come back to order. Sharon said they were waiting for Gwen Norris to get back to record the meeting. She arrived at 7:71 PM. Sharon said we have another set of questions to go through and then we have two motions we need. She said 'let get started.

45) Sharon Denson asked Jim Dye 'Who specifically do you work for? -The Board, the District, a combination of the two, the District Office.' She asked him to be specific. Jim Dye said this can be a tricky question. He said the client is Bayshore Gardens Park and Recreation District, a special district in the State of Florida. He said the affairs and management of the district is entrusted in the board of trustees, his loyalty, his duty, his advice goes to an entity, not to any one board member. He said once he gives advice it is typically up to the majority of the board to follow it or reject it.

46) Sharon Denson said he kind of answered these questions, but we will go over them very quickly. 'What document determines voting rights in Bayshore Gardens and can we override Enabling Act with the bylaws?' Jim Dye asked to be clear. He said the Enabling Act is the governing document. He said there are other Statutes out there that may affect what happens, but ground zero is the Enabling Act. He said the bylaws cannot conflict with the Enabling Act.

47) Sharon Denson read her next question 'What document determines who serves as a Trustee and who votes for Trustee?' Jim Dye said, as he mentioned earlier, is kind of loose in some of its language, and in some instances it says 'residents' some instances it says 'voters', some instances it says 'elector' but really what it boils down to is electors of the land within the Bayshore Gardens Park and Recreation District have the ability to vote for Trustees.

48) Sharon Denson asked he next question 'What document determines who can use the facilities and who does that document authorize to use it?' Jim Dye said the said there is some language in the Enabling Act as to residents of the District and their guests and others as allowed by the Board of Trustees. He thinks this is the phrase. He continued that who can use it and under what conditions is up to the trustees as far as managing the hours and the conditions of which the facilities are used. He said it is a baseline, very basic 'these are the people that can use the facilities' and depending on what the policies of the trustees are, it can be a pretty good size group of people. He said the trustees are basically in charge of the specific terms and condition of what the use looks like.

49) Sharon Denson said the question about the 2018 bylaws she believes has been put to bed. She said the current bylaws we have were approved in 2018 are the bylaws we are operating under. Sharon asked her next question 'Is it mandatory to notice the Board/Budget meetings in a newspaper of general circulation?' Jim Dye said that is a kind of thing you look up rather memorize. He said there is a specific condition. He believes it does require noticing it in the newspaper. He said about how far ahead of time he does not recall. Sharon said he is correct, it is in S189. She said there has been a lot of questions about that, but we are required by law to have it on our website seven days ahead, and we are required by law to notice our meetings. She said we can do it quarterly, annually, every meeting, however we have to do it in the newspaper of general circulation.

50) Sharon Denson asked a question 'Can one trustee give any employee the authority to violate a Board of Trustee policy?' Jim Dye said we covered that previously.

51) Sharon Denson asked a question 'Are clubs and organizations subject to the Sunshine Laws?' Sharon said we kind of covered that. Others said 'no'. Jim Dye said clubs as far as he knows are just clubs, they are not government entities and they don't have to follow Sunshine Laws. Debbie Korell asked what if the club has a business relationship with the district such as the district was paying a club to do work, that is a business relationship. Sharon asked to let Jim Dye deal with the questions. She said if you have a contractual agreement with a club to provide a service, now would that change the club's 'Sunshine'? Jim Dye said there was a law passed several years ago requiring companies that were doing government work on contract basically follow the same Public Records Law as government agencies have to follow. He said it depends on what kind of work is being done is basically a substitute for government work. He said for example if you hire a company that would run payroll, for example, that may qualify it to maintain public records just like it was a government agency. He said a lot of those questions are very specific as to the details, the facts, what kind of contract, what was the contractor required to do, that kind of thing. Jim said the general answer is 'it depends', it depends on

what the work is and what the contract says. Sharon said the one that we had a lot of questions about is the CrimeWatch has an agreement, she said she has never seen a contract with the district to deliver Banners, which is our monthly paper. Steve Watkins said there was not contract. Sharon continued – for a set fee. She said they deliver the papers and they get paid that set amount and there is nothing else the club does or has anything to do... She said they also close the gate but they get paid for doing that specific job, they don't have any decision making authority at all other than picking up the Banners, and delivering them. Allan said Crime Watch is a corporation under Florida Law. Jim Dye said clearly if there is a contract there is a public record. Jim Dye questioned if delivering the Banner an essential government service, he did not know. He said the post office does it and is a government agency. He said it would depend. He said a lot of times these answers aren't clear and his advice typically –when in doubt, consider the public, and you can stay out of trouble that way.

52) Sharon Denson asked 'If you would, define malfeasance and misfeasance.' Jim Dye said generally misfeasance is doing things poorly and malfeasance is doing things illegally. Dan Rawlinson asked which one applies for not telling the board about the Tri Par Estates thing. Jim Dye said that he would call a booby trap. Dan said the other problem they have is whenever they ask her a question she says 'oh the attorney says, the attorney says', like that document he (Dan) gave him (Jim), his (Jim's) name is on it but he (Jim) did not sign it. Dan said that they never know if he (Jim) really said it or some attorney she heard on the internet say it. Sharon told Dan that 'that' document had Mr. Dye's email attached when it was first distributed. She said it is not there now, it has already been distributed, and this is just for a decision tonight. She said Mr. Dye told him several time that he did it and she is not sure why... Dan questioned why she says he does this and they don't see proof that he did it. Sharon said she will give him a copy of it, it was distributed with the email. Dan said she always says 'I talked to the attorney and he said...' or 'the attorney called me'. Dan asked if they have a time of day that he will call, because when there is an important decision he seems to call you on that particular day. Dan asked if it in the circumstances or do you have a set agenda? Sharon said you will have to ask the attorney that, she can't tell him. Dan asked Mr. Dye why he called her. Mr. Dye he calls typically to discuss business of the district. Dan asked if Mr. Dye was aware the board doesn't know what she is doing. Dan said that she does not share these things until after the fact, 'the attorney said, the attorney said', honestly if the Treasurer had not signed the check we wouldn't know today that we were involved in that. Dan said that he feels that should have been brought to the board, even in passing, she should have said 'Hey, guys, this is coming up and it is going to cost us some money'. Dan said he thinks we paid him \$360, that is money, and it won't stop there, will probably use money for who knows when, and how far will it go? Dan said that they could have said 'no' but they did not get the chance and he feels they should have had a chance to say that. Dan said it should have been brought to all nine members 'Here is the problem, what should we do, should we do this, should we do that', but no, she made a decision that we would do that and cut them (the board) right out of it. Sharon said she took a phone call from our attorney and he tells me something of what was going on, and he tells her what he wants her to do about it, and that is what... Dan asked if Mr. Dye directed her not to tell the board. Dan said she said that. Sharon asked Dan to not put words in her mouth. Dan said she said 'he told me what to do'. Sharon said he gave her direction and she followed it. She said nothing else has been done at this point, no other money is being spent, there is nothing going on other than the original request from the attorney. She said she believes Mr. Dye

talked with the other attorneys that were involved throughout Manatee and Sarasota County. She said she was asked to contact the other ones, which cost this district nothing, and was asked to contact... Jim Couey asked she did not call the board. Sharon said the information.... There was a request to answer the question from someone.

Sharon asked for a five minute break (9:04 PM). There was others that said 'no' and other complaints. Jim Frost moved to not take this break due to the lateness of the hour. There was applause. Dan seconded the motion. 'Transparency' came from some. There was a call to be civil. Jim Frost moved again to not 'break' for reasons of the lateness of the hour and wasting everyone's and the attorney's time. Jim Couey seconded the motion. Steve asked for a vote. Sharon said you can't vote on something when not in session, however we will call it back into session and out attorney is going to answer that question (9:05 PM).

Jim Dye stated the issue was... there are two things going on, one – there was a series of anonymous emails saying 'look at the Tri Par decision' and it was a pseudonym, obviously a fake name, and it came to this district and he thinks to Trailer Estates and other special districts and it was cryptic, kind of, he would not call it a threat, but it was not friendly. Mr. Dye said he read the case and the case said districts don't have the ability to enforce their rules. He said that was a significant issue. He said he was kind of flabbergasted and he spoke to the Chairman and some of his counterparts in other districts asking if they saw it and if they agree with the interpretation. He said after discussion on the interpretation they all agreed was very potentially damaging to special districts. He said to have the ability to pass a rule but not the ability to enforce it, can be a problem. Mr. Dye said he spoke to the Chairman and said they don't know what this anonymous emailer is up to, were they planning some kind of mischief, let's see if they can get out in front of it. Mr. Dye said the reason the best he knows it was not broadcast because we did not know who this person was and we did not want to let on that there was vulnerability in the governance of the district was being conducted. He spoke to the Chairman of the Board. Someone said that the Chairman did not talk to the other Trustees and they have to make a decision together and if they don't make a decision together it should be null and void, its collusion and he is a lawyer. Someone said it was a collegial body. Mr. Dye said he respects their point. Someone said the question is after he talked with Sharon, why did Sharon not get in contact with the other board members whether by phone calls or email or whatever, she could say 'I talked with a lawyer and we are going to address this, let's get together', that did not occur. Steve Watkins said it did not occur because it would have been a Sunshine violation. Several people said it would not have. Someone said that she could have called each separately and that is not a Sunshine violation, it is coordinating a meeting so you can address the problem, the issue. Someone said to work together for the greater good. Steve Watkins said this whole process is out of control and he has been on the Board years ago, before, and he has never seen anything like this. He said that nothing in his stack of papers has nothing in there that has to do with improving the community or getting something done for the community for the residents, it is all of this attack and insinuations, and he does not know why they are doing it. Debbie Korell asked why Steve was on the floor, and said the question was directed to Sharon. Dan Rawlinson said the Chair did not contact the board members and bring it before the board and they are all nine members equal, the attorney as said so, and she (Sharon) chose to be the front runner like she does a lot of things. He said Sharon jumps out there and do things and tell them after the fact and when questioned say 'the attorney said, the

attorney said' and we have no proof of that, which he says he said before needs addressing here, but he thinks he is going to make a motion.

Dan Rawlinson moved that Sharon's Chairmanship be set aside and they elect a new Chair. Jim Couey seconded the motion. Sharon said the motion is out of order and will not be recognized. There was objection from several. Sharon asked if they are throwing away the bylaws of the Board of Trustees. There were more protesting. There were several people talking over each other. Jodie Lawman said to ask the attorney. Sharon said we would go on with the meeting. Several asked Mr. Dye to answer the question. Mr. Dye asked for the question. Sharon said they want to make a motion to remove her as Chairman. Jim Couey said they would like to be polite and just asks her to stand up for herself and resign. SteveWatkins said he would like to make a motion to remove Dan Rawlinson. Sharon asked him to please don't do that. Steve asked for a second on the motion. Sharon said no. Jim Frost said there is already a motion on the floor, do one at a time. Jim Dye said the proper way to do it... what in essence you are doing is visiting a decision they make the Chair the Chair. He continued the way to do that is a motion to rescind the previous action. He asked if it was a full board tonight. The answer was a quorum (Belle Baxter is not present). Jim Dye said it is critical that a full board is present when you rescind a previous action you need to give notice to the whole body that it is going to be taken, unless the full body is present at the time. He said because the full body is not present they could say 'We will take this up at the next meeting' and that is your notice that they want to rescind this action at the next meeting that way everybody has the notices that this will take place. Jim Couey said that if that is true maybe they should not have gotten rid of Joanne (previous Office Manager). Jim Dye said that 'that' is an employment issue, not a trustee issue.

Jim Couey said he would read (the report) and said that Ms. Denson said a minute ago that she did not know anything about this incident here. He said if Sharon did not know anything about it why did she ask Jodie for a report and... Dan Rawlinson said he rescinds his motion and he will be bringing it up next month. There were protests. Sharon told Mr. Couey that she was going to answer his question. Jim Couey said she can't answer his question as she does not know what he is going to say, here. Sharon asked Jim Couey to go ahead. Jim commented he gets migraines every time he comes to these board meetings, yes, break out the moonshine. He said he got so upset he forgot what his question was. Sharon said the question, before she interrupted him and she apologizes, was 'If I did not know anything about it, why did I ask for a copy?' She said she would be glad to answer that question. Sharon said she got a call from our attorney. Jim Couey asked if the police called him. She said she did not say that, she got a call from our attorney asking her what was going on and she told him 'I had no idea'. She said the attorney suggested that she get hold of the incident report and get it to him as soon as she could get it. She said that is what she did. Jim Couey said that is not even a private club that she is not a member of. Sharon asked what club she is not a member of. Jim Couey said Neighborhood CrimeWatch, she got up and walked out of the meeting, everybody wanted to join signed on a piece of paper. Sharon said she signed on that sheet and Dan said she was a member. Jim asked Dan if she signed. Dan said we will go over that again. Sharon said she asked Dan if she needed to re-apply and Dan said no. Jim Couey said she could have asked Jodie, almost told her that you wanted the incident report. Jim Couey said this is a private club, and asked 'should it involve the board at all?' Jim said if you want to hear what happened he would be glad to read it to you later. Sharon said it involved the... Jim Couey said it involved Jodie being nervous, and Gia being nervous to go in that office. Jim said two young girls in there... 'if you ain't got something nice to

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say to somebody, you need to stay on the other side of that door'. He continued 'and you don't go in there'. He said we did not hire her to be a damn doormat. He continued 'that is what is happening and if she resigned right now... He said Steve Watkins and Gassie go in there and harass her, something needs to be done, now about that. Don Gassie said it is on the camera and said to go look there, and if you weren't there you don't know anything. Steve Watkins agreed. There were people talking over each other. Sharon asked to please 'We need to keep some order'. She said she is hearing these things for the first time tonight. She said she did not know, and only knows what was in the written report and it does not say.... She said it does not tell her that they were told to barricade themselves, so she does not know where he is getting that. Jim Couey said after we voted Steve out, we also decided to change to the locks on the (CrimeWatch) door. Jim said he was coming down next to the gate, he (Steve) would not open the door. Steve said nobody knocked on the door. Jim Couey said 'Steve, I got the floor, buddy'. People were talking over each other. Sharon asked for them to please stop and let Jim speak. Jim Couey said (Steve) barricaded himself in there from 8:30 to 1:00. Jim Couey asked if our maintenance guy was here and asked him if he did not go to the door and ask him (Steve) and tell him that he was going to change the locks. Austin said he called. Jim said he still did not come out. There was a side argument between Jim and Steve and Steve said he was not telling the truth. Sharon asked Steve to let Jim speak. Jim Couey told Steve the police said they could 'trespass you' or Jim could ask him to leave. Jim said they say forethought is a good thing, but he thought he'd be nice to him. Jim Couey said he asked Steve to leave. Jim continued saying Steve came back and he was harassing Jodie with Gassie saying Steve had... Don Gassie said there is no proof of that and he thinks Jim is lying. Sharon asked 'please'. Jim Couey told Don Gassie if he calls him a liar one more time... Sharon again said 'please, please, Mr. Gassie, please. Jim Couey read 'Mr. Watkins left the premises at the request of the deputies. The locks were changed at approximately 3:50 PM Don Gassie and Steve Watkins came to the District Office requesting access to the CrimeWatch room'. Jim Couey said that they had already voted Steve off (Crime Watch) the month before. Jim Couey continued reading 'As stated by the manager and advised by the board, the Board Chairman...' Don Gassie said Jodie told him to come in to get his stuff, he got the email. Jim read 'As stated by the Manager and advised by the Board Chairman, this is a private club and an issue of the members of this club. It is in the best interest of the district should not become involved in this matter. The office personnel once again stated to Watkins and Gassie that this matter did not concern the office, nor do we want to be involved. We contacted the current members of Crime Watch to gain access and make arrangements for removal of personal items. I reiterated this to Watkins and Gassie that this matter does not involve the office. They continued to press the office on this matter. This is when maintenance intervened and asked them to leave the office. Were harassing office personnel. They have been told the office should not be involved with this... Don Gassie said the officer said 'badger' not 'harass'. Someone asked to get back to the meeting. Sharon said she would like to. Jim said that he does not think they have to work in an office where they feel threatened by the board of the residents. He said it is not a safe work happening here.

Sharon asked if anyone else had any questions for the attorney so they could go on to the two items that she would like to have him here for us discuss. She said she is talking about the Trustees, right now and when the board is done we can go to other people.

Jim Couey said that it is really bad when the police have to tell you to lock the door if you don't feel safe. Sharon said this is the first she has heard of this. Jim said that Sharon is in there half of the time

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taking up half of Jodie's day so where she can't do her job. Jim Couey said 95 policies in a year. Jim said he is the only one telling the truth around here, and the rest know it. There was applause.

53) Jodie asked to speak. Sharon said yes, she just wanted to know the Trustees were finished. Jodie addressed Mr. Dye and said she would like to know if it is proper conduct of one Trustee bring a document into the office and direct the Office Manager that it not be distributed by the Office Manager nor discussed with any other trustee, she said that includes printing and putting it in the trustees' boxes. She asked if she can take direction from one Trustee not to disclose information to the other Trustees. Mr. Dye said any document, most documents, probably 99% of the documents that come through the office would be public records, it would be controlled by the Public Records Act. He said if somebody wants to see it and copy it, they are allowed to do so. Jim Dye said if somebody come in and say please don't hand this out, yes they can say that, but you would have to follow the Public Records Act. He continued if the public or a member of the board wants to see it, it has to be disclosed. Jodie said what she specifically asked was 'can one trustee direct me as District Manager not to disclose information to other Trustees'. Sharon said it wasn't 'disclose' it was 'distribute'. Jodie said she is not asking Sharon and she is not speaking to her. Jim Dye said his legal advice is it is Public Record and it has to be treated as such. He said if she is asking him to opine on how to manage the office functions, they are outside his purview. Jim Dye said somebody can ask you not to distribute it, yes. Jodie said it changed, a trustee asked her not to distribute a document to the other trustees. Jim dye said a trustee can ask you to do that, but you are not bound by that however. Jodie asked if Mr. Dye considers that unethical, that one trustee is attempting to do something and they want me not to let the other trustee know what they are doing. Mr. Dye said here is the frustration is that he is kind of the mallet of the whack-a-mole contest, you know, and we are trying to use his legal device to settle personal scores, it sounds like. Jodie spoke 'no sir' over Mr. Dye talking and she said these are the questions she needs answers to. Mr. Dye said he can give legal advice, he cannot give management advice, he cannot give personal relationship advice. He said the legal question is if you get a document that is a Public Record you are required to treat it as a Public Record, meaning if somebody wants to copy it and inspect it they are allowed to do so. He said if somebody says 'Hey, I did this, don't hand it out yet' that may be a proper request depending on the circumstances and he does not know what the circumstances are so he can't really say whether it is proper or not. Jim said he can tell her though that if somebody says 'Let me see every document you received today', that as a Public Record you are obligated to and that out. Jodie said she does not feel that he is answering her question directly. Jim Dye said he thinks she is asking a question does not go into the legal realm that is why.

54) Jodie asked 'Can one Trustee direct me to not tell other Trustees information'. Jim Dye said 'yes they can' but she is not bound by it. Jodie agreed they can tell her and asked if it is unethical or illegal to tell her that. Jim Dye said it is bad form and he cannot tell her it is unethical or illegal, but he thinks her duty runs the entire board of trustees... Jodie interrupted with 'Absolutely' and if one trustee comes in and states 'Jodie I want you to do this for me, but you are not to tell the other Trustees. She asked 'Doesn't that put me in a very difficult situation?' Jim Dye said he thinks the proper response is 'I can't do that'. Jodie said 'That is exactly what I stated' 'that I will not conduct myself in that manner'. There was applause. Jim Couey said he had a question. Sharon said she has a statement first. Sharon addressed Jodie and said 'You were not told to not to disclose it, you were asked not to distribute it because it had some things in there

that had to do with checking on statements that were made here that have been now been withdrawn. She continued that the 'not distributing' has been a practice in the office, for example we planned a meeting without half of the board know that we were planning a meeting and they found it out on social media, so not everything that is coming in is being distributed by the office to all of the trustees, and that has been a practice that has been going on. Jodie said that 'that' is not correct, 'You are once again trying to justify your actions and that is not a proper statement and you know it'. Sharon said Jodie wanted a meeting and she got four trustees in the office to sign a statement, the other five trustees did not know anything about it. Sharon said she did not (know) and other trustees did not know. Jodie said that is not what is relevant right now. She continued 'See how you just try and justify your action, your other action'. There were people talking over each other. Jodie said 'no, that was a special meeting per the bylaw that four trustees could call a special meeting'. Sharon asked 'by our current bylaw, I don't think...' Sharon stated that we are moving on. There were voices talking over each other. Sharon said 'We are going on'. There was more accusations on answering or not answering questions. Sharon said we need to get through the questions for the attorney and we have two things we need to get through.

55) Barbara Greenberg said she knows that there are many individuals here that would like to ask questions of Mr. Dye and she can start, she has three quick questions. Barbara's first question is the definition of a qualified elector [for serving as and voting for Trustees.] Sharon's definition and the 2018 by-laws are contrary to the definition of a qualified elector in the *State of Florida Department of Economic Opportunity Special District Accountability Program Special District Handbook* which defines what a qualified elector is for popular votes. She continued 'Special independent districts of which we are one, and that means you have to be eighteen years of age, a US citizen, a permanent resident of Florida, a freeholder or property owner in the district or a freeholder's spouse, a resident of the special district, and registered to vote in the county. Barbara continued stating that 'the information that you [Sharon] gave me defines what an elector is in a county election'. She said we are not governed by the county, we are governed by the State of Florida, the legislature created the special district as it has all special districts. She said that takes president. She stated that a qualified elector is the only person who can run as a trustee and vote in elections, so your bylaws are wrong and they should be changed. She said if you have questions she suggests they talk Jack Gaskin or you talk to Jodie who went to training that Jack Gaskin supports through the Florida Association of Special Districts, they work hand in hand. Sharon Denson asked 'Specifically what is the document you are referring to'. Barbara said it is a thick 300 page on-line document that the State of Florida put together, it's from the Florida Department of Economic Opportunity Special District Accountability Program, and it gives the definition of a qualified elector for the independent special district that is governed by a popular vote. She continued that Jack Gaskin said he would talk to the lawyer and clarify it for you. Barbara said Allan Riga gave her his three minutes.

56) Barbara Greenberg stated in our law of Florida in our Charter it says 'Trustee shall not receive any compensation for their services, but shall be entitled to reimbursement from funds of the district for travel and Per Diem. Barbara said she worked for state government for many many years and the special Per Diem is for meals and lodging. She said she did not think paying someone to deliver the Banner or sell ads falls under Per Diem. She said it is an ethics violation. There were voices talking over each other.

57) Barbara Greenberg asked why were the original bylaws that were voted on by the qualified electors back in 2009 were completely discarded when you implemented your new bylaws.

She said the old bylaws were by a vote of qualified electors. She said the 2018 by-laws completely ignored property owners. She wants to know why. She asked Mr. Dye if he recommends to all of his clients to forget the bylaws in effect and make up your own because that doesn't sound right to her. She said the bylaws are bylaws, you have to follow them. She said if you want the qualified electors to not vote on future bylaws put it in your bylaws that the board would decide, not you folks. There was talk off mic recapping the previous questions.

Jim Couey said the they are saying one trustee does not have power over another and they had to come up here to sign papers to call for the special meeting, how can one trustee just throw it out of the window. He said four trustees asked for a special meeting and one person just threw it right out of the window. He said he did not think that was legal that one person tell four other trustees that they can't have their special meeting. Sharon addressed Jim Couey and said it did not happen 'Jodie cancelled the meeting and let everybody know'. Sharon said she was told to go ahead with the meeting, it was up to her and she decided to cancel the meeting. Sharon said she had nothing to do with that. Jodie said Sharon told her that she did not do that properly in accordance with the bylaws, that's how that transpired. Sharon said Jodie said she did not have her things ready and you were going to.... Jodie interrupted 'Can I please finish a statement for God's sake'. Jodie said she was going to state 'yes, in fact it was a mutual decision'. Sharon said 'now Jodie, I...'. Jodie said 'Please give me the courtesy of completing a sentence.' Sharon said Mr. Couey made a very very derogatory remark about something that were not true and the decision to cancel the meeting was left up to Jodie. She said she agreed with it, that was fine, but she (Sharon) did not cancel her meeting.

58) Debbie Korell asked Mr. Dye 'Does the District Manager report directly to the Sharon as her one and only boss and that the District Manager has to do whatever Sharon tells her to do, whenever Sharon tells her to do it and however Sharon tells her to do it, or does the District Manager have the responsibility to run the day to day operations of the district with oversight from the board at meetings. Debbie asked if everyone hear her. The answers were 'yes'. Jim Dye said the model that most local government entities follow is that the board hires some kind of a chief officer and that person answers to the board. He continued 'that person is given the authority and direction from the board to conduct the day to day operations of the entity'. Debbie chimed in 'that would be the collegial board not the Chair. The Chair cannot say I am your boss and you have to do what I say. True?' Jim Dye asked if that was the question. Debbie said yes. Jim answered, 'Like I said the board hire and fires the manger in this case'. Debbie followed with the question 'If the District Manager receives such instruction can the District Manager say no that is not within you jurisdiction and I don't need to do that?' Jim Dye said 'The proper response I would think would be the board hasn't given direction for that or the board has given direction in a different way on that issue.' Debbie asked if the correct answer is to say 'no, the board has not supplied the direction I am not copping for you to be directing.' Debbie asked Jodie if that was understood and was that your question that you wanted clarified. Jodie said she knows what is proper, that the board is the governing body, not one individual, not one individual can 'write up' the District Manager solely with the 63 page disciplinary report. Debbie said that that was her next question.

59) Debbie Korell asked 'Would the Chair of Personnel and Salaries be the person responsible for meeting the charge of writing up a performance evaluation on the district Manager, or would that be a task for the Chairman would take unto herself and decide it was to be done? Steve

Watkins said he hated to interrupt but her three minutes are up. Debbie said 'Call the police on me'. Jim Couey asked Steve if he is the Chairman now and said he is not running the meeting. Debbie said she has received 3 minutes from a person. There were a lot of people talking over one another. Jim Dye said the answer is 'I don't know because that is part of the district's internal working and I don't get involved in that. Or I had not been involved in that.' Debbie asked Jodie if there were any other questions that she wanted asked. Jodie said she thinks they have been addressed and thanked her. Debbie said to Jodie 'Seeing the board would not let you ask your questions yourself I was delighted to do it for you.' Jodie said thank you. Debbie, Debbie said your welcome, Jodie.

60) Suzanna Young went to the podium. Sharon said while Suzanna gets the mic to work she wanted to say that Steve has been asked to time the speakers because she does not have any way to do the timing for us. Suzanna Young said Barbara presented the question about a qualified elector and all of the qualifications of a qualified elector in Bayshore Gardens. She said her question is if a resident is a tenant resident and not a freeholder in Bayshore Gardens District, if an absent owner is not a resident, but he owns the property, how do either one of these qualified electors. Jim Dye said he is going to get kind of 'wonky', and he is going to go into the 'weeds.' He said he has to get kind of detailed on this this time. Jim Dye said Bayshore Gardens is not a freeholder district, fact it is not even a taxing district. He said it raises money through assessments which means that you don't pay money (tax) based upon the value of your property, the budget is prorated and divided equally among the number of parcels within the district. He said it is an assessment, not a tax, so it does not matter if it is a freeholder or not. Suzanna said since that is the language of the Enabling Act a resident/tenant can be a qualified elector. Jim Dye said what the Enabling act says you have to be an elector, which means you have to be a resident not necessary an owner, otherwise qualify to vote. Suzanna said he answered her question.

61) Suzanna Young said the other question she had is, has been asked a couple of times and she never got a clear idea, she asked 'Can a board member act outside the board on his own, independently, representing himself, doing board business without the board's knowledge, is that fall under the Sunshine Law. Is is legal?' Jim Dye said an individual board member has no ability or authority to bind or represent the district unless the board has given that board member that ability previously. Suzanna thanked him. Suzanna asked if he has taken action and there is a result or repercussion or something, and the board finally get wind of it, can he at the next meeting, can the board amend that saying 'what you did was fine with us. Jim Dye said yes, if the entire board approves that they can go back and basically adopt what the individual did. Suzanna asked if nothing was amended, then it was an illegal or an act out of Sunshine. Jim Dye said what the lawyers say is polaris ultra vires, meaning without authority, outside the scope their ability to do it. He said if someone goes out and says he has the authority to sign a contract on the behave of Bayshore Gardens and they don't got that authority then it means it is a null, it's not a binding contract. Suzanna said this is an inaction and there might be repercussion she asked is the board still liable because that board member acted on his own. Jim Dye said this a matter of talking without knowing details, no.

62) Suzanna said she had one more and it is a policy thing 'Is it wise idea to have your District Manager unable to contact legal advice?' Suzanna added the Manager is in the front and center, they are the ones that greet the public and handle contract and stuff coming in and is it wise that they don't have the ability to contact legal advice like if they need it the spot or just

going through a contract or something. Jim dye said he used to give advice on wisdom but it rarely went over well. He said he can only give legal advice. He said it is legal to do it that way, whether it is smart, or wise, or good, or bad, that is a policy issue.

Dan said by answering Suzanna's question, the Tri Par issue, you (Sharon) are at fault, you didn't consult the board. Sharon said she didn't do anything, nothing has been done. Dan said money has been spent something has been done. Sharon said the next time the attorney calls me I will tell him to call you.

63) Rhonda Ruff said she has an observation and a question. She said her observation is it appears that some of these relationships on this board are severed beyond repair. She said her question would be 'When or how can we, as residents, ask for a new election or some relationship therapy for this board to work together for a greater good of this community.' She said they are here and put an amazing amount of time into this, things just seem to be argued about. She asked 'Is there a way that we can have a board that all works together? Whether it be an election, a resignation, or somebody to come in see about some personality conflicts.' Barbara Susdorf said she is exactly right, that is the problem, half of what is going on... until I come to this meeting She did not know what was going on. She said the bottom line is we should be able to work together. She said we are all here for one reason – to make it a better place. Barbara said personalities are – there is a big conflict here, you can see it, and it is unfortunate because it makes it community... unpleasant for us also. She said Rhonda hit the nail on the head, there are personality conflicts. Rhonda said maybe meet a board and resolve those, if that means some personalities need to go down, some personalities need to go up, whatever the solution is, and they have our support, thank you. Dan said if you work on the Board it would be a lot better. Others agreed. Steve said the Chairman like the previous Chairman worked very hard to try to keep the community safe, provide services. He said we are working on a boat ramp right now, getting ready to do the marina, this has all been discussed years ago and it wasn't until this board that this actually come to fruition. Debbie Korell said that's not true, the previous board got hard work done for so all you have to do is bid it out.

64) Fergus Kenny said he put a poll on Nextdoor for Bayshore Gardens residents and got 49 responses as of 5:00 today, which is more than the Banner survey as he understands. He said the question was 'Do you want to see the Bayshore Gardens Trustee Meetings, to see how you tax dollars are spent on line, the website, or on YouTube'. He said the said that they can watch it at their leisure. He said the potential answers for those who voted were 'No I don't care' at 2%, 'Yes, I don't read the Banner' 2%, , 'No, I read the Banner' (Those who don't want it broadcast) 20%, and 'Yes, it would make it easier to stay up on things' 75%. He said he thinks that utilizing, other than the Banner, if we utilized the internet this board would be reaching a lot more residents of Bayshore Gardens. He asked if that is something we can do. Sharon Denson said it is something that could be done, it would take equipment we don't have and some other things, but it could be done. Fergus Kenny said it doesn't take a lot as Lenny is using a phone tonight. Sharon asked she did not know if Lenny would want to come to every meeting and do it on his phone. She said it could be done as a district. Fergus said it can be done by anyone and uploading it onto the Bayshore Gardens site or YouTube, which would make it available for someone to sit and watch any morning or Wednesday night, at their leisure. Jim Frost asked if he is talking about loading it on the website or YouTube. Fergus Kenny said you could do both. Someone said to just make it available. Steve Watkins asked Lenny if he would be willing to volunteer to do this at the board meetings. Lenny said he is not sure about the

volunteer part. Lenny confirmed that he has a Facebook page also. Sharon asked if Lenny would let the board know what equipment was needed to do this. Sharon said other districts do this and she knows there's equipment they have to use, so if he could get that, she would really appreciate it. Lenny said yes. Sharon said she is not a techie person, or what is needed, but thinks it is a real good idea. Steve said Trailer Estates does it on their own closed circuit TV system for every trailer. He said they can pull it up 'live' or they can go into YouTube and watch it. Sharon said they have a different Charter than Bayshore and they are allowed to do that and they have a closed circuit that they purchase with television and internet for everybody in their district so they can get it 'out'. Jim Couey asked if there were two more things we had to vote on.

65) Jerry Gordon said he had a question for Jodie. He said she made a reference to a 60 page 'write up' of disciplinary action proposed against her. He asked if he misunderstand that. Jim Couey said it was a 63 page 'write-up'. Jerry asked Jodie to elaborate on that and commented that if she was such a misfit that it took 63 pages, he thinks she should resign and throw herself under the train. Jodie said the ironic thing is the Chair of Personnel and Salary gave her an annual review on 1-4-2019, and she had an exemplary review and also got a raise. She said approximately two and a half months later she received a 'write-up' from the Board Chair, personal decision, which had a one page 'write-up' with a 62 page attachment of purported infractions. She said she took the liberty of defending herself. She said most of these were fraudulent accusations, very unwarranted, and in her belief is it was very much a retaliatory maneuver by the Chair because she told her that she didn't ... her actions were not in accordance with the bylaws. Jodie said since she does not agree with the Chair, and state her opinion, she feels it was completely retaliatory and it was very slanderous. Jodie said yes, she does take it personally because she takes pride in her job. She said she has lived in this community for fifteen years and she chose to accept this position in the District Office because she deeply cares about this community and the residents as she likewise live here. Don Gassie said Jerry is an illustrious prior Trustee who served many years as he (Don) did and they are on parole now. Jerry addressed Ms. Denson and suggested it was a laborious task to 'write-up' all of that. Sharon said there wasn't that much 'write-up' and they know she doesn't have a lot of time on her hands. She said some of the things that came up as a result of this, some of the documents... for example, the swimming pool - that we have to have a lifeguard in the swimming pool and we sent this to Mr. Dye for an opinion. She said we are a 'water attraction park' by definition by the State of Florida, and all of those documents back and forth, because I don't take this lightly. She asked the State and asked them the questions, they sent her the answers, they sent her the documentation, and told us what we needed to do. Sharon said the board took that information and developed a policy based on what the State of Florida told us. She said the opinion that Mr. Dye gave us was absolutely correct for a 'swimming pool', but because of the climbable structures the State determined we were a 'water attraction park' and the rules are different. Sharon said the documentation, part of that Jodie got, was all of that 'back and forth', because she wasn't at the meetings, she didn't know how the policy came about and why we did it, so those were given to her so she would have the background in why we did things. Jodie said that it was irrelevant. Jerry said we went way over his three minutes. Sharon said that is okay she said she is not taking up his time. Jerry said it seems to him that... he asked why Sharon she didn't fired her. Sharon said that you normally do a 'write-up', the person... at the time she was 'written-up' something had happened and you normally do a

'write-up' in order to try to correct the problem. She continued stating you don't, she doesn't start up firing somebody, she wanted to give the right information so that they can process it and understand and she would have liked to have sat down with her, but she chose not to, to discuss it in hopes of getting things back on track. She said that is what it was about. She said the 'write-up' was very short, but the documentation, again, was to help her understand why the board made the decisions they did. Several voices said the board did not make the decision. Sharon said there were board policies passed by the Board. She said there are not policies passed at a board meeting that are not supported by the minutes of that meeting. Jerry Gordon said it seems to him that she (Sharon) goes out of her way to micromanage, he thinks that is the problem and he thinks we have a good manager. Jerry said he worked with many managers. He said he was on the Board of Trustees for eleven years and Treasurer for four years and he worked with a lot of managers, and he thinks this is a top notch manager. There was applause. Jerry continued, to be left alone by oversight and be a liaison between the office and the Board of Trustees, but don't micromanage. Sharon said nobody is micromanaging the office. She said Jodie is allowed to her work, she is allowed to do her job. Sharon said she has been in there once this week and she is not in there micromanaging and she never will, but when we have board policies she does expect our employees to abide by them. Jim Couey asked if we could hear Jodie's opinion on this. Sharon said we are going forward, we have business to attend. Jim Couey said Sharon spoke and he wants to hear what Jodie has to say, it concerns her and it concerns the Board. There was voices and some claps.

Sharon said that we have some business we have to get to and after that, yes, we can listen to whoever wants to speak, but we gotta get through some of these items because they're necessary, we have a swimming program we want to get started on swimming instruction, and we can't until the Board establishes that policy. Dan asked if was got rid of our swimming board why do we need lifeguards. Sharon asked if we want get rid of our lifeguards, that is the only thing that changed. There were voices saying 'yes' and someone said we want access to the pool all of the time, we don't care if there is a lifeguard there, we are grown ups'. Sharon said that's not the issue. Sharon said the Board will have to decide if they want... the pool should be open pretty much now all the time. Jim Couey said 'except for your lap swimmers in the morning.' Sharon said they are not her lap swimmers, she doesn't swim laps. Sharon said we were trying to get enough lifeguards to have them form 8:00 in the morning until 'close' at night. She said when... Jim Couey asked if she didn't come into the office this week how many did you hire. Sharon said that is Jodie's job and she has been given all the tools she needs to do it. She said we raised the rates, and told them we will have pool attendants and train them to be lifeguards and pay for the service and education. She said we are doing everything we can to have somebody at that pool all day so everybody can swim all day. Jodie said three more lifeguards were hired this week so we should have sufficient coverage to have lifeguards from 8:00 AM until 8:00 PM, when the hours do change effective June 1st. Sharon said as long as we have lifeguards everybody can swim and the pool is only closed when we don't have lifeguards there. She said that was one of our goals to get enough lifeguards hired. She said we had a terrible time last year, but we raised the pay and she hopes we have taken care of it. She said we want the pool open, the Board wants the pool open. She said we have no interest in keeping it closed other than protection and safety of the residents.

Jim Couey made a motion that we get the last two things voted on and he has walked out on the board before and not to think he won't do it again. Sharon said the Marina Contract (Item 12. Revision to the Marina vessel contract 1005C), that can wait. She said Item Numbers 5 (Attorney to speak to Bayshore Gardens), 6 (Amendment to Bylaws), and 16 (Swimming lessons 1010SP, 1010 SLID, 1010 Pay Scale Revision) need to be taken care of tonight. She corrected herself – Items 6 and 7 (Facility access for Trustees), not 5 and 6.

Item 6. Amendment to the bylaws. Sharon said we kind of talked in depth. She said the reason for it we have already discussed, but there is some other things we need to think about before doing this. She said when she hears a request for a Special Meeting it goes to the attorney, she doesn't make that decision and she is not going to because that is not something she wants to do. She said a Special Meeting tells that something has happened that cannot wait until a Board Meeting. She said if it can wait it should not be called a Special Meeting. She continued that they are required to notice their meetings in advance. She said if a board is allowed to call Special Meetings whenever they feel like it we can put out the agenda ahead of time with one of two things on it and then start calling our Special Meetings to take care of things we don't know all of you to know about and that is her concern and some of our attorney's concern who reviewed the bylaws last time and he told her that we needed to fix this because our Special Meetings we were calling did not fill the bill of what a Special Meeting was. She asked Mr. Dye to correct her if she is wrong, and said the biggest difference in a Special Meeting and an Emergency Meeting is the amount of time you have to notice the meeting, or not notice it, but it is not for something that... if it does not do irreparable damage, we should not holding Special Meetings unless there is something that's a real good reason to do it. She continued that something has happened that causes great harm if we let it go. Mr. Dye said it is supposed to fit that spot between a Regular Meeting and an Emergency Meeting and there is a circumstance that needs attention but it doesn't rise to the level of emergency, but it needs to be acted on prior to the next Regular Meeting, that would be a Special Meeting. Sharon asked Mr. Dye for an example of a Special Meeting. Some said the Tri Par situation, a perfect example. Mr. Dye said that it's the rub is that the Special Meeting in the eyes of one Trustee would not be a Special Meeting in the eyes of the other Trustee. He said the rule is set up with no filtering, it is like when someone comes in and says 'We need a Special Meeting' and don't follow procedures and a Special Meeting is called, and as it unfolds you may find out it wasn't that important an issue, which may come out at the meeting that's held, as result of the call. He said there really should be kind of a process ahead of time and if a Trustee believes that it requires a Special Meeting than the Trustee has the authority to put that... As an example, Mr. Dye said maybe somebody discovered a contract was about to run out that is an important contract and it can't wait until the next Regular Meeting, so you call a Special Meeting to redo the contract. Sharon read (a portion of) the rules in the amendment 'agenda ... shall be reviewed by the Chairman who shall determine if it meets the requirements of this' section prior to being sent to the newspaper and published on the website. Sharon said she thinks that is what they are concerned about. There were comments off mic. Sharon said she did not write it. Sandy McCarthy asked if this is the discussion time. Sharon said yes. Sandy said everybody knows she is new and does not want to do anything improper. Mr. Dye said that Policy should work for you guys, just because he threw out some language for them that is their starting point that is not your end point. Sharon said this has been through a couple of workshops. Dan Rawlinson said he does not think that you (Sharon) should be the one to decide. Sharon said to not say 'you' because it... Dan said it says 'Chairman'. Sharon said it does, but you don't put names on a policy. She said she had not made a decision on a (Special) Meeting without the advice of our attorney. Jim Couey asked how they know she didn't write the policy. Sharon said Mr. Dye wrote it. There was discussion off mic.

Steve Watkins said he knows that Sharon has mentioned several times. Sandy McCarthy asked if this is the time to say that they agree or disagree. Sharon said we can send it back to Committee, send it back to a Workshop, we can do all kinds of things, but we have to deal with it because our attorney as.... Jim Frost interrupted asking 'Who can call for a Special Meeting any board member, right?'. Sharon said 'right'. Jim Frost continued 'But then a Chairman can amend that all together, according to this as Chairman can say it does not have to happen and it won't happen, right?' Sharon said that is basically what it says, it says if we can wait, we are not going to call a Special Meeting. Jim Frost said that is giving more power to the Chair and the Chair is saying they can't have Special Meeting. There were people agreeing, talking over others. Sharon said that is what it says, but it was written by our attorney not by herself. There was more over talk. Jim Frost asked that instead of saying 'reviewed by the Chairman' to determine it meets requirements of the section, can it be the District Manager, can it be the anybody else. Sharon said the District Manager can't determine whether a Board Meeting can be held, it is the board that determines that. Jim Frost asked if four members can. She said that it would be a Sunshine violation. Jim Frost said he can call her up and say 'Can we have a Special Meeting'. Sharon said you can do that as long as you're don't... Jim interrupted and said 'If four of us went in and did something that needs a Special Meeting that supposed to mean it should happen because four people need it. Sharon said you only need one because if you have four, and she is sure Mr. Dye will agree, that four people getting together to make this decision, that is a Board Meeting and that is a violation. Sandy McCarthy reminded the board members that there is already a Section 5 on Special Meetings. She asked if everyone had a copy of our bylaws and know what it already says. She suggested they talk about the proposed amendment. Sharon said the only reason it came forward is our attorney suggested it after the last time we had to re-do our bylaws because it's vague and it needs being addressed. Jim Frost asked Mr. Dye if he could explain why he felt the amendment needed to be done, what his opinion was, what was he thinking when he did this. Jim Dye said mostly, as he said earlier his suggestions were to tighten up the processes already in place, for example defining what a Special Meeting is. He added 'and in just giving some guidance and direction as to what a Special Meeting is called and how to make it happen, that is really the...' Jim Frost interrupted said 'He was just trying to ensure, I understand'. Steve asked Jim Dye to say if he is correct that the Statute explains about an Emergency Meeting in detail, but does not touch on the Special Meeting. Jim Dye said there is a statute on Emergency Meetings but he doesn't recall exactly what it says at this point, but Emergency is supposed to be something that allows you to shortcut the notice to parties because something immediate is happening that you have to take action on. Jim Dye gave an example of an 'evacuation order'. Jim Frost stated loss of life, injury, property catastrophic damage, those are used. Sandy said to make an example of herself, on her first day on the board she emailed all the board members to say she did not know what was going on and wanted to know and she wanted to call a Special Meeting and she did not know what she was doing and reacting to rumors and innuendos and once she talked with Mr. Dye he said to make sure you know what you are doing. She said she is the one that improperly called for a Meeting and maybe she spurred the proposed amendment, she was not sure. She said she is admitting to that and backed off when she that she did not have the facts, yet. Several said she is allowed the mistake. Sharon asked if they would like to table the amendment and take it back and do some more thinking and discussion, or go forward. Several agreed to table it. Jim Frost moved to make the amendment go to work shop one more time to make sure we are clear on what we need. Sharon said it will be put on the agenda for the Committee Meeting for next week and then it will have the work shop after that. Jim Frost agreed. There were several simultaneous discussions on the bylaws. Sharon said we did not make a motion to pass it so it just drops

anyway. Suzanna Young requested to give input on the amendment. Several trustees said to email it to them.

Item 7. Facility access for the Trustees (1036). Sharon Denson said this a procedure for access for Trustees and is pretty short and sweet. Sharon said it basically says that 'The trustees have the duties and responsibilities for the property of the District including its security. The Trustees shall have 24/7 access to all properties whether by key or fob. Individual Trustees may request the access that they feel the need from the District Office. The District Office shall issue the keys/fobs as requested by the individual Trustee. A record shall be kept by the District Office for each key/fob issued to a Trustee and the keys/fobs shall be returned to the District Office upon the ending of a term or the resignation of a Trustee. Sharon said she does not have all the keys, nor wants them. She said the policy does not say who needs or who does not need access and explained that it would only be for the access that the Trustee feels they need. Sharon said right now her (fob) access is cut off, she said she had to be here for the insurance company and ADA guy and when some things were going on the pool and she does not have access. Sharon said to let this go another month with the Trustees locked out... Jodie said they are not (locked out), they are all active. Jodie confirmed that all Trustees have 24/7 access for their fob. Sharon asked when this change. Jodie said it never changed, it was CrimeWatch, and the Trustee's (fob) were never shut off. Sharon said she does not know if she has a Trustee or a CrimeWatch fob. There was a lot of talking over each other. Jodie said the Trustees fobs were never effected. Sharon said then the proposed policy goes along with what we are doing right now. Jodie said except for offering keys to the District Office. Sharon asked Mr. Dye to help her with this with who has access and who doesn't. Jodie said that that was a reckless saying considering that there is a lot of cash in there, safe codes, confidential records, social security numbers. Sharon noted these are Trustees, not people off the street. There was laughter. Steve suggested adding another sentence 'only these persons are allowed, the Chairman, the Office Assistant, Office Manager are allowed'.

Steve said he doesn't want it. He was glad the Office access was brought up because Friday night he was called by a resident at about 10:45 PM because he saw the lights on in the office so he went to the back of the office and he saw Gia. He said Gia is authorized. Steve said he also saw another man that he did not know. He said he guesses they were looking at the monitors and not on the 'floor' monitoring. Steve said they were in there Friday night, and Saturday night. Steve said that man should not be in that office for the reasons Jodie mentioned. Jodie said the 'Hall Monitor' broke her leg so we did not have a whole lot of prior notice to fill the position and Gia offered to do the Hall Monitoring. Jodie said it is a busy season, Friday, Saturday, and Sunday. Jodie said between Todd with maintenance and Gia, they have stepped up to the plate to fulfil the Hall Monitor position. Jodie said Sally may be 'out' for a while. Jodie said the man was Gia's husband. Jodie said the safe is locked. She said the only reason they were in there, as you know, Steve, there is an issue of the board Room lights going out, so, Gia is in there (the office) to monitor the Hall event. Steve was concerned the office door was unlocked and the event was going on in the hall not the office and could monitor from somewhere else. Jodie said Gia was monitoring from the monitors and was doing an excellent job and she thanked her for stepping up to the plate. Steve said he had no problem with Gia in the office, he had a problem with someone not authorized to be in there. Steve asked for others opinions and there were several. Sharon asked if Sally monitors from the office. Jodie said Sally does not monitor from the office, she typically sits in the Board Room or kitchen. Jodie said the electrician is coming tomorrow to look at the board Room lights. Jodie said it is not feasible to sit in the kitchen because you are in the way of the renters. There was comments of the places Sally sits. Jodie told Steve that she hates to make a big issue out of nothing. Steve said he is not because if Joanne would be upset if someone was in the office after hours. Jim Frost

said we trust Gia to be in the office during the week. There was discussion on the husband being there and why. Jim Couey asked to table this issue. Sharon said we can take this (policy) back and look at it, but she is concerned of having someone in the office that is not an employee of the district and she thinks we need to take a look at that. There was a lot of over talking. Don Gassie mentioned Sally, paid Hall Monitor, being Jim Couey's wife and wondered if there is a problem with a Trustees wife being paid on salary with the District. Don added that Jim Couey does not supervise Sally. Sharon said Mr. Dye has requested that the particulars be sent to him and he will give a ruling on it. Jodie noted that Sally was employed prior to Jim Couey joining the board.

Jim Frost asked if he can make a motion to adjourn. Sharon said we have to deal with the Swimming Instructor documents to have these kids learn to swim. Sharon asked if we want to table the access policy 1035. Many said yes. Sharon said that it will be taken up in next week's Committee Meeting. Sharon said if no one else has anything for Mr. Dye he would like to leave. Several people thanked Mr. Dye. Mr. Dye left at 10:29 PM. Jim Couey asked to move to adjourn. Sharon said we have to address the swimming lessons. Sharon said she will email Mr. Dye on the employee question and told the boards that anytime the attorney writes a decision it goes in their box. Sharon said they did not approve minutes but she thinks it can wait. Sharon noted that the Treasurer's Report were in the Trustees packet and for those who look on the website, all of the financials were included in the agenda attachments this time and hopefully that will help everybody. She said they had not done that before and it was kind of cumbersome but it is there for you.

Item 16. Swimming lessons 1010 SLP, 1010 SLID, (1010PS Pay scale revision). Sharon said she would like to have a motion on the Swimming Lessons Policy (1010 SLP), Instructor Job Description (1010 SLID), and the Pay Scale (1010 PS). She said it is Item 16 on the Agenda. Sharon said it is okay to accept all three at one time and we talked about it at several meetings. Terry Zimmerly moved to accept 1010 PS which is the Pay Scale, 1010 SLIP which is the Job Description for the Swimming Instructor, and 1010 SLP which is the policy for Swimming Lessons. Steve seconded the motion. Discussion: Sharon said basically it establishes swimming instructor program, our resident can get swimming instructions for free, and there is no charge to our residents. She continued if there are any openings they can bring a guests. She said we can't 'bump' a resident out for a guest to come in for the lesson. Sandy McCarthy asked about liability insurance. Sharon said that was on the other policy that we are not going to deal with tonight. She thinks that can wait, but she doesn't think this one can. Sharon said we have a motion and a second for the swimming instructor and asked for any other discussion. Sharon said she is thrilled to be able to do this and thinks it is fantastic. There was not more discussion. Sharon asked for a vote. The vote passed with all yeses.

Sharon said the rest of the agenda will be added to the next BOT Meeting. Sharon asked if they want ask Mr. Dye back to the next meeting. There was over talk about the questions answered and things they learned and what could be on the internet. Sharon counted and said the majority said no. Steve said yes. Some were wondering what the hourly fee was. Sharon said it was \$225.

Jim Frost moved to adjourn. Terry Zimmerly seconded the motion we adjourned at 10:35 PM.

A handwritten signature in blue ink, followed by the date "7-23-19" also in blue ink.