**Bayport Marina Association**

**Board of Directors Meeting Minutes**

**January 20, 2022**

|  |  |  |  |
| --- | --- | --- | --- |
| **Member** | **Present** | **Remote** | **Absent** |
| Curt Gray (Commodore) |  x  |  |  |
| Rachael Harvey (Vice Commodore) |  x |  |  |
| Meredith Pederson (Treasurer) |  x |  |   |
| John Gagich (Secretary) |  x |  |  |
| Bob Reilly (Chair) |   |  | x |
| Jason Fabio (Chair) |   |  | x |
| William Given (Chair) |  x |  |   |
| Bryan Wilkinson (Chair) |   |  | x |
| Erik Westgard (Chair) | x  |  |  |
|  |  |  |  |
| **BMA Staff/Guests** | **Present**  | **Remote** | **Absent** |
| Kori Derrick-Cisewski (General Manager) |  x |  |  |
| Ellsa Ohmann (Office Manager) |   |  |   |

**Business Meeting**

1. **Call to Order/Opening Comments/Check-in**
2. The BMA board meeting was called to order at 6:37 pm by the Commodore, Curt Gray. It was confirmed that a quorum was in attendance for approval of business items.
3. Opening comments: Will start with Check-in then Consent Agenda.
4. Check-In - A round table discussion and check-in conversation of what’s on everyone’s mind was conducted. No specific discussion recorded for this meeting. This was a pre Call to Order chat**.**
5. **Postpone Business Case Analysis (Bryan not present) – to next service building expansion stewardship circle meeting and then next board meeting.**
6. **Consent Agenda – discussion/approval: November minutes, November financials and GM Report**
7. Rachael – made a motion to approve November Minutes and December Financials, Bill seconded – No discussion, Motion approved and carried.
8. GM report – Kori – See Addendum 1
9. Kori– MN DNR BIG Grant– identified a possible grant from the State of MN for the Clubhouse (bathrooms) initiatives due to BMA having transient dockage. More research needed.
10. Business Insurance Coverage for Slip Covers(Kori) – Storm from September 17th, 2021. Covers were evaluated, one of the slip owners believed they had damage from the storm. The insurance company stated they would cover but could not come to the marina due to a backlog of work. Pictures were requested. Kori would like to review the policy for meeting a replacement of slip covers due to age or other circumstance. Another windstorm came through in December, one slip B-49 received damage. Would like direction on how to determine slip covers that may be at end of life vs. damaged from the storm. Should we restrict life of cover for insurance claims? Deductible cost is $5000. Option, determine if there could be a separate insurance rider that would be focused on slip covers. Estimated life of a cover is approximately 8 – 10 years (rare circumstances 11). Define a policy that sets limit of coverage based on end of life of the cover, cover will be covered up to stated limit. And, address the initial three slips that are in question at this time. Potentially offer to the three slip owners to cover 1/3.
11. **Motion: put a policy in place, end of life up to 9 years – inform owner – to pay to replace slip cover after end of life period if damage is incurred or if marina management deems the slip cover needs to be replaced. For the three owners, offer to pay up to 1/3 the cost for the slip covers in question. Rachael motion, Bill seconded. Discussion, motion carried.**
12. **Potential uses of cash** – Stewardship Circles – see Curt’s board meeting discussion slide – Addendum 2
13. **Member Survey Results Review** – Themes that emerged, statistical results, proposed next steps for February and March Board Meetings – see Curt’s board meeting discussion slides
14. **Stewardship Circle Report-Outs:**
	1. Service Expansion (Bob/Rachael)
		1. Sarah Taylor, city of Bayport, reviewed Concept drawings provided by Derrick Construction. Will need to review dimensions and green space. Will need a survey of the property before approvals. Obtain survey cost estimate. Meeting will be scheduled with the city after survey is complete.
		2. Circle will need to work with Bryan to review and discuss business case analysis.
		3. Full board to discuss stewardship circles recommendations and business case analysis during February or March Board meetings and in the context of the overall CI initiative portfolio and other potential uses of cash.
	2. Dredging (Kori)
		1. No new updates. On pause until boating season begins
		2. Further discuss in the context of the overall CI initiative portfolio and other potential uses of cash during the February and March Board meetings.
	3. Landscaping (Meredith) – repair and maintenance initiative not capital improvement
		1. No new updates. Working on proposal and costs for overall plan. Present recommended plans during February or March board meetings.
		2. Need to work with Bryan to continue with business case analysis.
		3. Further discuss in the context of the overall CI initiative portfolio and other potential uses of cash during the February and March Board meetings
	4. Dock Ramp/ADA access (Eric P./Bob S.)
		1. No new updates. Stewardship circle leaders not present. Present recommended plans during February or March board meetings.
		2. Need to work with Bryan to continue with business case analysis.
		3. Further discuss in the context of the overall CI initiative portfolio and other potential uses of cash during the February and March Board meetings
	5. Clubhouse remodel (Jason)
		1. No new updates.
		2. Stewardship circle leader not present. Present recommended plans during February or March board meetings.
		3. Need to work with Bryan to continue with business case analysis.
		4. Further discuss in the context of the overall CI initiative portfolio and other potential uses of cash during the February and March Board meetings
15. **Other Business**
	1. Next Board meeting, will be Thursday, February 17th – meetings are 3rd Thursday of each month. Depending upon attendee health and the pandemic status, we prefer the Feb and March meetings to be held in person.
16. **Executive Session** (if needed) – Not needed.
17. **Adjournment – 8:32 PM.**

**Addendum 1**

**General Manager Report – January Board Meeting**

**Report Published: 1/14/22**

**BMA Staff**

* Unfortunately, we have had a number of Covid cases and illness (negative for Covid) over the past two weeks.
* We are in the midst of a lot of work right, so we are all kind of in our “Off-Season Grind”.

**BMA Financials**

**Profit and Loss Budget vs Actual – December 2021**:

* Total Income: $281,955; up $36,070 vs budget; up $54,862 vs last year
* Total Expense: $356,123; down $51,570 vs budget, up $65,293 vs last year
* Net Ordinary Income: -$74,168; up $87,640 vs budget; down $10,430 vs last year

**Balance Sheet as of December 2021**:

* Total assets: $5,726,071; up $97,010 vs last year
	+ Cash: $814,908
* Total liabilities: $322,953; down $92,262 vs last year
	+ BMRP loan balance is $269,933
	+ With $30K paydown on 1/10 balance went to $239,933!!

**AR Aging Summary as of January 14, 2022:**

* Total A/R Balance: $41,417
* Over 30 days A/R balance: $13,997 (primarily 31-60 days).
* Ellsa actively working on collecting these balances.

**Operations**

* Ellsa and Kori are preparing for the Minneapolis Boat Show, because of the increase in Covid, we are assuming the show may not be well attended. MarineMax is not exhibiting at the show.
* The yard crew is progressing on the siding. We just rented the lift so we could start work on the second story.
* The winter work in the shop continues to progress. There is a LARGE bottom job that is taking a significant about of time and staff; after we complete that one we should be able to move through boats at a quicker pace. This is an example of a winter when we don’t have a lot of overlapping department jobs, so we are struggling to get enough space for all the boats.
* Mike and Kori have worked to set up Kenect (texting from our phone number) and will begin rolling this communication in February/March before boating season.
* We met with our apparel vendor to pick out merchandise for 2022, including the much-requested sun shirts!
* All slips (on A, B & C) are rented as of 1.13.22!

**Thought Work/Decisions**

**Covers – Updated**

During the early morning of September 17th a hail and wind storm came through Bayport. Fortunately, the staff did not discover any damage to our facility, just a lot of leaves and sticks on the ground. However, about a week later I was contacted by Dick Fuller, saying he believes his cover was damaged during the storm and he wanted to know if Marina insurance would cover it. Previously, during the week of August 23, Kori had walked to the dock with Dave Scheuerman to evaluate the covers for replacement, Dick’s cover had already been noted as absolutely needing replacement (previously replaced in 2010 and they typically have an 8-11 year life). He noted that two other individuals also thought the storm had damaged their covers; however, these also were covers noted as needing replacement (one 8 years old and one 9 years old).

Kori reached out to our insurance company to file a claim so we could determine how these covers would be evaluated and how replacement would be handled due to different ages and if they were deemed damaged. Unfortunately, due to the short time between the storm and needing to roll the covers, an adjustor could not come to BMA before they were rolled, so we were instructed to photograph the covers that I had been told about.

The MOL insurance coverage is $9 million, and the insurance company would cover up to 100%; however, we don’t know if there are more covers that have damage or if the damage only happened due to the covers already needing replacement (age). **I believe we are in a position where we need to clearly define our policy of when the Marina insurance will pay for replacement of cover due to age and circumstance.** The marina insurance did cover the replacement of covers in 2013 when a windstorm ripped covers off of the structures. Covers (with installation) cost roughly $2500 - $5200 depending on size. There are a total of 75 covers in the marina. As a note, in 2021 we had to switch insurance companies because our previous insurance company declined to renew coverage because of the number of claims we had (specifically the settlement with Lemanskis regarding their hull and the risk from the death in the marina, even though we did not end up having any liability).

Lastly, the storm that came through December 15,2021 resulted in the cover on B-49 being ripped off of the structure and thrown onto the top of B-48, the cover on B-49 was replaced during the summer of 2021. Thankfully, none of the structure was damaged.

**I am seeking discussion and a consensus of how to handle insurance claims on the vinyl portion of the cover if is damaged as the result of weather or at the hands of BMA (not damage as the result of a boater). Do we create a policy that insurance coverage does not apply after covers are deemed needing replacement or do we file a claim for all damage? Additionally, assuming there may be other damage resulting from the storm, do we communicate this to membership and expect more claims?**  See #4 below in the Boat Slip Cover Maintenance Agreement Addendum regarding their responsibility in replacing the covers.

For the time being, the estimates for replacing covers are still being done by our vendor and will communicate with the individuals the costs associated with replacing the covers if it becomes their responsibility. I will communicate that we are still determining if there is coverage.

***BOAT SLIP COVER MAINTENANCE AGREEMENT ADDENDUM***

 *THIS AGREEMENT is entered into in this \_\_\_ day of \_\_\_\_\_\_\_, 20\_\_ by and between the BAYPORT MARINA ASSOCIATION, INC., A Minnesota non-profit corporation, (hereinafter referred to as “BAYPORT MARINA ASSOCIATION”) and \_\_\_\_\_\_\_\_\_\_\_\_\_ an individual member of the association (hereinafter referred to as “MEMBER”).*

 *WHEREAS:*

 *1. MEMBER has the right to the exclusive use of the Boat Slip \_\_ on the \_\_ Dock.*

 *2. A cover frame and canvas had previously been installed over the Boat Slip \_\_ on the \_\_ Dock.*

 *3. In order to protect the interests of BAYPORT MARINA ASSOCIATION and the collective interests of all its MEMBERS, it is necessary for BAYPORT MARINA ASSOCIATION to regulate and control the maintenance and use of slip cover frames and canvases at the marina.*

 *NOW THEREFORE, in consideration of the mutual promises set forth below, the parties to this agreement hereby agree as follows:*

 *1. BAYPORT MARINA ASSOCATION will allow the boat slip to remain a covered slip.*

 *2. The canvas cover over the boat slip will be rolled and stored on its frame during the winter months. BAYPORT MARINA ASSOCIATION shall arrange to have the canvas covers rolled up during the month of October and rolled down during the month of May of each calendar year, to the extent scheduling permits.*

 *3. MEMBER agrees to reimburse BAYPORT MARINA ASSOCIATION the cost which BAYPORT MARINA ASSOCATION incurs in the rolling and unrolling of the canvas cover. BAYPORT MARINA ASSOCIATION shall invoice the MEMBER at the MEMBER at the time of invoicing the membership assessment.*

 *4. MEMBER acknowledges that MEMBER will also be subject to special assessments for the cost incurred by the BAYPORT MARINA ASSOCIATION in replacing the canvas cover periodically as it wears out over time. The General Manager of BAYPORT MARINA ASSOCIATION can advise and enforce the replacement of the canvas cover.*

**Schedule**

Below is the proposed schedule for the 2022 boating season. Dates in the spring are always weather and water dependent. Please review and provide any feedback. Also, we will communicate that we are interested in volunteers for hosts for any marina related events, such as additional Saturday morning breakfasts, wine tastings, painting/charcutier board/etc. classes, etc.

**2022 CALENDAR OF EVENTS - BAYPORT MARINA**

DATE EVENT LOCATION & TIME

March 1 Assessments & Rent Due

March 14 Launch Paperwork Due

April 18 Projected First Day of Launch

TBD\* Cover Roll Down

TBD\* Water to Docks

May 28 Coffee & Donut Saturday Clubhouse 8:30 – 10:30 AM

June 15 BMA Annual Shareholders Meeting Clubhouse or Zoom 6 PM

June 17 BMA Commodore Ice Breaker BMA Grounds

July 2 Coffee & Donut Saturday Clubhouse 8:30 – 10:30 AM

August 23 Haul-Out Paperwork Due

Sept 3 Coffee & Donut Saturday Clubhouse 8:30 – 10:30 AM

Sept 26 First Day of Haul-Out

Week of 10/17 Cover Roll

October 17 Water Turned Off 8 AM

\*Weather and water dependent

**Addendum 2**

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