

## BRIGHTWATER ANNUAL MEETING MINUTES

2012

Date:

Location: McCarthy Cabin

Called to Order @ 9:00 A.M. Quorum Met

Proxies:

Judy Lambert gave proxy to Bob Lambert

Carol Holden gave proxy to Sarah Brassard

Su Johnson gave proxy to Eleanor Johnson

Chris Soderling gave proxy to Tom Bull

Bill Holcomb gave proxy to Margaret Holcomb

George Cameron gave proxy to Donald Cameron

Charles Lambert gave proxy to Bob Lambert

Attendance

Members: John Kelly, Barbara Kirkham, Donald Cameron, Eleanor Johnson, Debbie Leighton, Geoff Leighton, Tom Bull, Lael Schwabe, Nick Price, Peggy Mueller, Patricia Loney, Sarah McCarthy, Dennis McCarthy, Jim Price, Bruce Kirkham, Robert Lambert, Patricia Lambert, Margaret Holcomb, Margaret Blachly, Sarah Brassard, Charles Whitehead, Geof Hobart, Lori Hobart Kidger, Tom Whitehead, Alex Blachly

Friends: Barbara Bull, Mary Emily Cameron, Bill Holcomb Jr., Keith Kirkham, Peter Blachly

Change in Agenda: The order of items was changed and a statement by Debbie Leighton was added. Change was Moved, Seconded and Approved

Statement by Debbie Leighton:

Summary: Debbie spoke of her excitement over the last 2 years (learning so much about Brightwater, the trees, the ledges, the land). Debbie expressed of how special it has been for her as the community looks at preserving the land. Debbie also emphasized the opportunity she saw available to the community to preserve the land in perpetuity and to build a future together. Debbie stated she felt honored to be a part of this experience of learning and potential.

2011 Minutes presented and Approved

President's Report: Dennis McCarthy

Summary:

- Year of learning on two initiatives; Tree Growth and Single Entity

- Even though they both failed to pass, led to a period of thought and learning about the issues and ourselves
- “In order to go quick, we must go slow”
- We may have rushed to meet deadlines ( Peggy Loney’s objection to inadequate timing according to bylaws mentioned)

We must trust the process and continue to find ways to preserve Brightwater

Dennis expressed our shared sadness over the tremendous loss of Macy Whitehead Tom Whitehead, with the support of Heather and Harris, read a Memorial in Macy’s honor.

Margaret Holcomb gave us a positive update of Bill Holcomb’s health.

Membership Changes: No changes in membership this year. A reminder to check bylaws if this becomes necessary.

#### Treasurer’s Report

Geof Hobart reviewed the past year’s report. Report was Approved.

#### Caretaker’s Report

Dennis McCarthy gave informal report...mild year, Dick Giberson made many visits of the property. Dick will continue to be Caretaker for the next year.

#### Road Report

Charlie Whitehead reported that no money was spent on the roads this past year. He told the group that Ed Gray, the man we have trusted and hired for many years passed away and we will be looking for a new person to deliver gravel, grade the road, etc. Charlie expects that the prices will increase with the change. It was discussed that we will need some new culverts and professional repair of some area of ditches in the near future.

Work Day- Everyone needs to clear the ditches in front of their leaseholds. The Chipper Skipper, a.k.a. Jim Price, will put a sign on the mailbox if and when the chipper is available.

Jim and Jacquie Price have a spigot on the back of their home for anyone who needs to get water, as the spigot that Jim installed closer to the road is not currently working.

#### Old Business

Dennis summarized last year’s tasks:

- Reduce taxes was focus
- Committee was created to research option of Single Entity status (SE).
- The SE option did not pass by the necessary  $\frac{3}{4}$  vote of the Membership, but we did have 100% voter turn-out.

- Executive Committee voted to continue the SE Committee with Tom Whitehead as chairperson, following the vote

Single Entity Report: Tom Whitehead

Summary:

- Tom reviewed some tax history that he learned during this process, such as
  1. We were taxed as a single entity from 1925 -1988
  2. We paid the same amount in taxes for many years, until 1955
  3. Thru the 1970's taxes doubled
  4. In 1976 the assessment went up 10 times the amount, from \$10,000 to \$110,000
  5. In 1986 taxes double again
  6. In 1988 leases were recorded with the town to protect individuals.
  7. At this same time there were new rules put in place stating that each property HAD to be assessed market value
- A town representative, Juanita Hennessy, proposed the idea of a 1 year lease, which the Club voted down
- Tom Kelly suggested an attorney. Tom Whitehead sent this lawyer a lot of information about the Club and the tax history
- On 6/5/12 there was a meeting with this attorney and Tom Whitehead sent the membership a summary of that meeting.
- John Cunningham, the attorney, wrote a letter at the request of Tom Whitehead.
- A meeting with John Cunningham and various members and club friends attended this meeting.
- Tom Whitehead offered a concise summary of the meeting and discussions with John Cunningham
  1. A 99 year lease is equivalent to ownership in the town's eyes
  2. Our bylaws offer us an "Out Clause" and although there are many conservationist statements, it allows us to change most of that with a ¾ vote from the membership.
  3. We are thus subject to being taxed like everyone else
- John Cunningham suggested:
  1. We do nothing
  2. We restructure with covenants that are bound to the land
  3. Find ways to reduce the real market value of the land
  4. Act relatively quickly...like the next couple of years
- Tom W. stated that this is an excellent time to come together as a group regarding the founding principles and how committed we are to them. He suggested we continue to work together to examine our mutual goals then proceed accordingly

Discussion Ensued regarding the town's obligation to tax us as they are and that the town is not the enemy.

Discussion Ensued regarding " Founding Principles"

- Alex Blachly stated he was "totally committed to them"

- Tom W reminded club that in 1966 Pearly Leighton lead the way in re-chartering so that we were in compliance with non-profit status
- Dennis McCarthy stated that our founding Mothers and Fathers created the “out clause”
- Peggy Loney Mueller wants the founding principles reaffirmed and that we continue to act as stewards of the land. She stated that she sees us here as borrowing the land from future generations and that we have common ownership. She stated she feels an obligation to pay the taxes, that we are privileged to be here and that we need to stay away from buying and selling. Peggy would like to hear from everyone about their thoughts about the Founding Principles
- Patty Loney spoke of living and working in Phippsburg and seeing the poverty in the town. She spoke of hardships in the school systems. She felt it was not proper to be going to the town and seeking ways to pay less in taxes
- Peter Blachly reacted to that view and stated he saw no lack of nobility in seeking lower taxes and that the town had offered suggestions on how that could be accomplished
- Tom W. stated that the town is a good partner. He also mentioned his personal thoughts about the Founding Principles...that we can look to our core beliefs and let those guide where we go from here
- Bob Lambert brought point of order to the floor; Motion to approve Tom Whitehead’s report

Further Discussion Ensued

Tom Whitehead’s report on the Single Entity Status was called, moved and Approved

Peggy Loney Mueller asked for Tom Whitehead’s recommendation. Tom recommended forming a committee to explore our options as they align with our Founding Principles.

Discussion Ensued:

- John Kelly spoke of focusing on our values and how ever the tax consequences fallout from there we need to accept. He mentioned that he appreciated Peggy Loney’s informal survey and thinks that is a good task of a new committee.
- Concerns raised about future urgent voting and the need to more face to face discussion
- Issue was raised about timelines for committee.
- Dennis took informal vote to get an idea from the membership regarding how timelines should be set up for a new committee.
- The Club voted 16 to 8 in favor of allowing for greater time for discussion and learning with unspecific timelines versus specific language and suggestions for the committee and goal of coming to a decision more quickly.

A motion was made, seconded and Approved to:

“Create a committee to explore options to restructure our legal status to align with the founding principles and to report and recommend for next year’s annual meeting which will include legal advice and tax consequences for each recommendation”.

Peggy Loney Mueller made a motion to discuss ideas to reduce taxes.

Tom Whitehead made point of order recommendation that we postpone this discussion until after the report regarding Tree Growth.

Peggy withdrew motion.

Recess called

Dennis McCarthy summarized the Tree Growth Committee by stating that the vote in early March did not pass the proposal for a Forestry Plan, etc and that the Executive Committee then voted to continue the committee to help answer questions ,conduct further research and make recommendations.

Tree Growth Report: Jim Price

Jim started by summarizing the Committees work and what would be presented for vote at this meeting

- Studied regulations
- Consulted foresters
- Visited sites
- Made and posted videos
- Updated membership via many meetings
- 4 motions before the membership today. 2 of which have been changed since the agenda was released in early July, so these will need amending prior to vote.
- Motion to amend motions added to the agenda

Fact sheet and the printed 5 Forestry motions were handed out

Motion # 1

Discussion:

Jim Price stated that in people believe Mother Nature should take care of the forest, you will likely vote down all of the Amendments.

Lael Schwabe asked is there was a penalty for taking land out of Forever Wild (FW). Jim Price answered that there would not be if the land was transferred to Tree Growth (TG) and possibly if it gets transferred to Permanent Protected Open Space (PPOS). With TG we would be obligated to do forestry and this promotes industry in Maine and is looked on favorably.

Jim Price stated that with PPOS there is more flexibility but that there might be a 3<sup>rd</sup> party involved that makes sure each party involved lives up to the agreement. The two parties would be Brightwater and the Town.

Jim Price recommended postponing the first Motion until next year.

Peter Blachly voiced his concerns about the Red Pine problem (they are dying) and that he would like to see us act quickly and not postpone. He asked if we could vote conditionally pending the Town's approval about potential fines, etc.

Motion made to postpone Motion #1

Peggy Loney asked if we would have time to discuss ramifications with different land designations, etc

Jim Price withdrew motion to postpone Motion # 1 to allow for more discussion.

Jim stated that in 1999 we were not required to have a 3<sup>rd</sup> party agreement. He also shared that there are a lot of questions about savings, consequences, penalties of taking land out of FW. With a PPOS we will have to have a 3<sup>rd</sup> party agreement. The Town may require a 3<sup>rd</sup> party agreement with any new change or addition of land.

Bob Lambert asked what a 3<sup>rd</sup> party agreement was.

Jim Price explained that it is a contract with an organization such as Maine Heritage Trust or Phippsburg Land Trust so that land cannot be developed. It may also allow you to fix trails, clean up downed trees, etc. Changes would need to be agreed upon by both parties.

Tom Whitehead stated that a 3<sup>rd</sup> party safe guards the town and checks to make sure what was agreed upon is getting done.

Peggy Loney reaffirmed her conservation beliefs and that she does not want to change to Forever Wild status of the land because we made a commitment to the town. She does not believe that there are only 2 options...mother nature vs. selective/intensive cutting. She stated she feels that cutting is in opposition to what Brightwater is all about.

John Kelly stated he would not vote for transfer from FW to TG. He asked the question about what it means to be conversationalists. Can we, as a community, clean up and make trails, etc.

Tom Whitehead and Jim Price explained/clarified FW rules about maintaining existing trails but not making anything new.

Patty Loney stated that she read up on rules and that her understanding was that for safety and maintenance we are allowed to cut.

Jim Price stated that the Town makes the rules and what they have said is that we can not do anything in FW space.

Discussion ensued about what would happen if there were a fire in that space. Tom Whitehead read laws stating that the town would not actively put out a fire in Forever Wild space. More discussion ensued.

Jim Price made clarifications about question regarding which governing body had more power; State or Town. The Town can be more restrictive than the State. Jim suggested that FW is possibly more restrictive than we understood back in 1999 and that our motive then was a tax reduction.

Tom Bull stated that he believes that we aren't going to get the most tax benefit from either PPOS or TG, but the other legal structuring that will create lowered Fair Market Value will be most

beneficial. He also stated that he thought we should look at land issues out of concern for the forest.

Peggy Loney stated she thought changing the status of the FW land is unethical. She stated that we agreed to forever and it has only been 15 years.

Peter Blachly stated that it cost \$20,000 to clean up blow down at Sheep Island and that he is in favor of Forest Management.

Billy Holcomb stated we cannot guarantee there will be no fires even if we cut down some trees.

Patty Loney stated that the only fire that has happened in Brightwater history was man-made.

Motion made to postpone action on Motion 1 until next year.

Vote taken: Defeated 16 to 13

Proceed to Vote on Motion # 1.

More discussion ensued:

Bruce Kirkham asked if we could amend the motion again to include PPOS if there were no penalties and no 3<sup>rd</sup> party agreement requirement.

Tom Bull stated we didn't have enough information to vote on PPOS.

Bob Lambert stated that we are simply voting on entering into a conversation with the town.

Peter Blachly stated his concern over invasive species and diseased trees.

Tom Whitehead disagreed with the alarm over the concern regarding diseased trees and invasive species. He stated his contacts did not notice the same immediate concerns and that blow downs are complicated with many differing opinions about how to prevent and reduce risk.

Nick Price stated he believes that the town will insist on a 3<sup>rd</sup> party.

Bruce Kirkham said he would like to withdraw his request for the 3<sup>rd</sup> party exemption to the amended amendment to the Motion.

Amended Motion #1 was read and passed.

Tom Whitehead found information online stating that a penalty would be enforced if we changed status of land in FW.

Jim Price brought a question forward in regards to the vote on Motion 1; whether we needed  $\frac{3}{4}$  vote or not.

Bruce Kirkham explained the Robert's Rules of re-taking the vote in which there are 4 steps.

- 1) Jim Price made motion to reconsider the previous vote. Motion was passed with 23 Yes votes
- 2) Vote to suspend Robert's Rules (2/3 needed). Passed Unanimously

- 3) Questions put before Membership: "Do we want  $\frac{3}{4}$  vote rather than majority of members present"?
- Yes passed unanimously
- 4) Revote with the  $\frac{3}{4}$  vote of members as rule
- 17 voted Yes which is not  $\frac{3}{4}$ , Motion failed to pass on 2<sup>nd</sup> vote

Motion # 2- Withdrawn by Forestry Committee

Motion #3 Establishing Forestry Committee

Jim Price moved to amend the amendment put forth in Motion # 3.

Discussion Ensued

Vote to amend the amendment passes with 17 Yes votes.

Vote on adopting the amended amendment to the Brightwater rules failed with 12 Yes votes.

Motion # 4

Jim Price read amendment to the amendment in Motion # 4.

Discussion Ensued

- Peggy Loney stated she believes we need better policies for tree cutting
- Patty Loney stated she believes we would need a formal survey
- Tom Whitehead spoke out against the amendment because of its inclusion of a Forestry Management Plan that the club has already voted down.
- Jacquie Price spoke about why she is in favor of using a lot or a few lots with an arborist to see what the plan would look like on a smaller scale
- Tom Whitehead wants to treat all the land as if it is all of ours jointly
- Peggy Loney stated she has questions about the Forestry Plan and that she would need more information before she felt comfortable voting. She also expressed concerns with the possibility of widening the road.
- Jim Price stated that Barry Briscilla's plan calls for 40% clearing of internal land and would work with leaseholders.
- Tom Whitehead stated he still believes we need to resolve deeper issues of sharing the land

Vote on amendment to the amendment on Motion # 4.

Amended amendment to Motion # 4 failed to pass with only 11 Yes votes.

Vote on originally written Amendment to Motion # 4. Failed to pass with 0 Yes votes

Motion # 5 Resolution

Jim Price read Motion # 5. He explained that the purpose of this is to have 40,000 square feet "drawn" around each cabin (and an additional 40,000 square feet drawn on lots with only one cabin to



plan for a potential second building) so that the land below the boulevard that was not included in the 40,000 sq. ft. area could potentially put into PPOS or Open Space. Jim explained this could afford the club a substantial tax savings, as our most valuable land is below the boulevard. The Motion is not to go forward with this idea, but to suggest it to the town.

#### Discussion Ensued

- Patty Loney asked if we would need to have the property professionally surveyed. She stated she thought it should be.
- John Kelly suggested the formation of an ad hoc Forestry Committee and ask them to work with individual members regarding their lots.
- Billy Holcomb asked for clarification between TG and PPOS and the benefits of a 3<sup>rd</sup> party being involved.

Dennis McCarthy called the Vote.

The Motion passed Unanimously

#### Other Options” Committee: Debbie Leighton

##### Summary given by Debbie

- Sees our conservation intentions moving toward perpetuity. This would take 100% agreement and a lot of work
- Recommends attending a meeting at Leighton Cabin on August 14<sup>th</sup> at 6:30. Brenda Cummings and David Dowd from Phippsburg Land Trust.
- Debbie mentioned that this kind of agreement can be flexible about conditions and that harvesting can be a possibility if it is something that is put into an agreement
- Phippsburg Land Trust in interested in Brightwater due to the history as well as its location being near the basin
- Debbie was very encouraged by the attendance at her house for an earlier meeting. Debbie has a handout with information about Conservation Easements
- Tom Whitehead stated that the handouts are downloadable from the Maine Coast Heritage Trust website
- Debbie encouraged everyone to get touch with her and to be involved

#### New Business

##### Rental Questions:

- John Kelly brought up the issue of Rental Rules. He had general questions about liability and wanted clarification about the Club’s stance on advertising for renters.

- Tom Whitehead mentioned our policy of notifying the Brightwater Community about renting and some information about the renters (names, times they will be there) and to make sure renters understand the Brightwater philosophy
- Geof Hobart stated he would look into our insurance policy about liability

#### Blachly Property:

- Peggy Loney asked about the status of the cutting at the Blachly leasehold
- Dennis McCarthy answered and summarized what has happened, what has been discussed and agreed upon between the Executive Committee and the Blachly Family. He also stated that Lee Rainey has been involved and has been working with Brightwater and the Blachly Family in regards to the corrective measures that must be taken.
- Tom Whitehead explained that Lee Rainey got involved when he discovered the excessive cutting by the shore and around the septic area
- Dennis stated that the club could have been fined \$35,000 for the illegal cutting and that the Blachly's will be covering all costs associated with the mandatory replanting. The Blachly's have agreed to finalize replanting this fall and to follow the direction of Lee Rainey and the Club in all regards.

#### Codes:

- Dennis McCarthy stated that members of Brightwater need to govern themselves in regard to getting their cabins and property up to Code as required by the town. (septic systems, etc)

#### Pump Organ:

- Tom Whitehead suggested we create a fund in honor of Macy Whitehead to repair the old Pump Organ. Tom will research costs, etc.

#### Creation of Committee to ...

Tom Whitehead, Donald Cameron, Peter Blachly, Alex Blachly, John Kelly, Peggy Loney Mueller, Bob Lambert, Debbie Leighton, Tom Bull

#### 2012 Budget: Geof Hobart

Geof stated that we need to fund the newly formed Committee. Geof suggested that we add \$1000 into this year's budget and use the \$19,000 we have in surplus for any additional legal fees.

Geof reviewed each budget item.

Budget passed unanimously

#### Nominating Committee

The report was read and the President accepted the slate. Executive Committee will remain the same.

New Nominating Committee called for by Dennis McCarthy.

Nick Price (chairman), Lael Stabler Schwabe and Sarah McCarthy appointed to Nominating Committee.

Next Year's Meeting will be held on August 3<sup>rd</sup> at 9:00 A.M. at the McCarthy Cabin

Meeting Adjourned at 2:48 P.M.