

Orlando City Soccer School Seminole  
Meeting Minutes – Draft  
Board of Directors

Chair: Caesar Lopez  
Vice-Chair: Judy Garber

Members: Bill Allen, Meg Bonos, Ian Fleming, Eric Sellick, and Mel Simon

Staff: Tanya Neidert and Paul Shaw

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November 9, 2022

2:00 PM

Virtual (via Zoom)

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(1) CALL TO ORDER – Meeting called to order by C. Lopez at 2:03.

(2) ROLL CALL – All members and staff were present.

(3) APPROVAL OF THE MINUTES –

C. Lopez requested minutes to approve from prior meeting. Meeting minutes from 10/24 AGM were not finalized for approval. Agenda item tabled for approval at 11/17 board meeting.

(4) APPROVAL OF THE AGENDA –

C. Lopez requested to approve the Agenda. Agenda was not circulated prior. Agenda items proposed were:

Old Business

- a. Financial review and approval
- b. Bylaw changes

New Business

- a. Discussion on lights
- b. Debt exposure to the club
- c. Staff relations

C. Lopez moved for the board to start with the financial review as the financial decisions have impacts in other relevant areas.

(5) OCSS SEMINOLE STAFF COMMUNICATION

- a. 2022-23 FINANCIAL REVIEW - T. Neidert provided an overview of the baseline budget that was prepared prior to the end of 2021-22 season. The accountants (Lanier and Company Accounting) have assisted with a re-categorization of accounts to assist with tax preparation. Taxes for the most recent tax year are being prepared for submission. Actuals through October 2022 were presented along with the current year's 2022-23 budget, which include the income from the OC Cup. Outstanding items are hotel rebates and collectibles of \$21,000 from two clubs who are in arrears that are not reflected.

B. Allen asked about any risks to the projected budget. T. Neidert discussed that there are fundraising dollars running through the operating budget. Staff recommends that there is a complimentary expense item that matches the fundraising revenue so that it is balanced on the income statement. T. Neidert stated that the February tournament should make-up for the revenue that would be pulled out associated with fundraising. M. Bonos noted that the

Draft as of 11/14/22 10:02 AM

sponsorship/scholarship dollars are also running through the operating budget and should be pulled out if the purpose was specific to something other than operations. B. Allen reiterated the question on where additional revenue will be generated to support the last six months of the year in light of the current year's one-time expense items as well as the non-operating revenue items that can't be sourced for operations.

M. Simon asked about the fees associated with the light rentals and where they are captured on the expense side as well as any expenses that may be incurred with staff-related liabilities. This question was tabled for new business with the lights and staffing issues. He also pointed out that in the past, recreational registrations made up shortfalls in the budget and those numbers are off for this year.

T. Neidert stated that the recreational program will be reviewed in November to look at costs of the program, adding in more volunteers, getting back to the basics so the programs are more cost effective and generating income. The Spring season will roll out the new structure. J. Garber asked for more income detail on the Spring tournament and T. Neidert stated that it could generate \$48,000 – 50,000. It was also communicated that organizational changes led to an expense saving of \$125,000 that is already reflected in the budget. Moving forward, there will be staff changes that will lower the expense base, the recreational program will be revamped for additional income, and there are one-time costs that will not be recurring.

M. Simon asked about prior debt obligations. It was reported that there was a FEMA loan from 2009 in the amount of \$447,000 dollars but there is approximately \$300,000 in principle remaining. There is also an EIDL loan as well. These interest payments are reflected in the budget as well.

M. Bonos requested that approval of the financial budget be postponed until 11/17 meeting to take revenue re-classification recommendations into account as well as to do a sensitivity analysis for the current and 2023-24 year. B. Allen also asked to see the revised budget projecting what the last six months of the year will look like with the revisions. C. Lopez requested prior year budgets for comparison purposes.

## (6) NEW BUSINESS

- a. LIGHTS DISCUSSION – M. Simon noted that the current light proposal from MSUCO is similar to the proposal that was received years ago but was not approved because of the lack of fundraising at the club. He inquired about ambient lighting for the parking lot as well and noted that the Stadium lights as well as E, F at Sylvan may be the same that MUSCO is recommending which is good for limiting light cast on the neighbors.

Jeff Collins joined the board meeting to discuss the lights. J. Collins has been the in-house lead working on lights and has been working on one proposal through MUSCO. The MUSCO proposal that was outlined included two options for types of lights in addition to a proposal with a lease-purchase option. The lease-purchase option may now be higher with the rise in interest rates. J. Collins recommended that a conference call be set up with MUSCO to answer questions and get an update.

M. Bonos requested that the board agree to move forward and approve lights and allow for a 45-60 day evaluation period to complete a vendor and financial review. She noted that

the membership has raised funds for the past two years with another strong year ahead and this approval will provide a positive message that progress is being made.

P. Shaw noted that this would be a key piece for the members who are eager to see progress with this process.

M. Simon requested that the prior analysis done on lights also be used for comparison to assist in this analysis. He agreed that time is needed before moving forward and the 60 days is prudent to review the terms. It was also mentioned the organization should be cautious with assuming additional debt because of the outstanding FEMA loan; lights will add an additional liability and possibly another outstanding employee contract issue that is unresolved.

B. Allen laid out the process that we should receive vendor proposals in 45 days with a final decision in 60 days. C. Lopez agreed with the timing noting that responsibilities should be shared with clear leads.

J. Collins will take the project lead and requested M. Simon be on board with assisting. M. Simon was in agreement.

M. Bonos, along with J. Garber and T. Neidert, will present at a future date the fundraising plan that will help meet the capital budget needs for the lights and other projects.

M. Simon also requested a cost review of those projects that were “emergencies” that may require need additional funds. T. Neidert will supply these projects from the past.

The board voted and all were in agreement to approve lights for Fields 1 & 2 with a final vendor and financial review set within 45 days. Final vote set within 60 days for the vendor.

#### OLD BUSINESS

- a. BYLAW CHANGES – it was discussed that a special voting member meeting needed to be scheduled for voting on the changes to the Articles of Incorporation and restructuring of the board in early 2023 as proposed at the AGM in October.

C. Lopez noted that we should outline a process; it will take a lot of work to overhaul the process to ensure it is done in a professional fashion. He suggested that the board do a review of who they are, in addition to addressing the structure. Both C. Lopez and B. Allen recommended that we have a series of checkpoints along the way for reviewing the structure of the bylaws.

J. Garber noted she had reached out to a legal firm and would like to move at a faster pace to achieve the bylaw revisions as desired. The legal firm, should they be retained, will be paid (through a member) to assist with the legal review of the intent on the structure of the bylaws.

M. Simon recommended that we needed red-lined versions from old/new versions to properly review the proposed changes. He also requested a face-to-face meeting for the by-law revisions to be discussed.

M. Bonos suggested a bylaw committee be formed to ensure the process stays on track and moves forward. Kim Ouellette was nominated to head the committee working with Bill Allen and leveraging Caesar Lopez and his team as well as Judy Garber and the law firm she has a relationship with.

J. Garber suggested that the bylaw committee should meet weekly and report back to the board with progress/questions.

E. Sellick outlined that the proposed intent was to keep the board structure with seven board members, two parent members, one Orlando City member and four at-large members. He mentioned the process for voting in the members and their terms, the election of the chair, and the roles for board members be discussed, evaluated and re-written. He would also like the Board to address its core value/mission for the OCSS Seminole Soccer School.

C. Lopez requested that in the changes, Orlando City SC would like to retain two board seats but is open to changes to the nomination of the Chair of the board. After careful discussion, Orlando City felt it would be happy and beneficial to OCSS Seminole to continue to have two board seats.

#### (7) ADDITIONAL BUSINESS

- a. FIELD MAINTENANCE CONSULTATION – M. Bonos stated that William Piacenti, member of the Parent Advisory Committee, has engaged UF and the Superintendent of Alaquá/Heathrow Golf Course for a site visit to the Seminole Soccer Complex fields to offer a consultation on the fields.

M. Simon requested to be involved in these visits/consultations.

J. Garber also noted she contacted FPL as well as the horse farm about the drainage into our property to see if we can have discussions about how to work better to solve our water problem.

- b. SEMINOLE COUNTY ENGAGEMENT – J. Garber stated that Eric Sellick, Paul Simino and herself have been in dialogue with the County to form a partnership to assist us with our fields and for the County to gain additional use to our fields.

The County requested that we put together a Memorandum of Understanding of what we want from them and present it to them for discussion. The County was also going to prepare a list of what they're in need of.

M. Bonos asked to be involved in these discussions. C. Lopez detailed his background in working with County partnerships with Seminole and Osceola County and would also like to be involved. He said we need to ensure we are very detailed and on point with our discussions with the County.

- c. FIELD UPKEEP/ATTENTION – P. Shaw discussed that Field 1 was highlighted as being in very good quality because of the verti-cutting, slicing and topdressing. This should happen twice a year and will be done now before the over-seeding before the two major tournaments in January. This is a request to be performed again in the summer. It was also

requested that a field checklist be re-drawn to ensure the fields are taken care of in the proper manner.

- d. STAFFING ISSUES – The staff will be evaluating the hiring of an additional resource for the Seminole fields over the next 6 months timeframe and evaluating the current staffing maintenance efforts to ensure proper attention to the fields and maintenance.

Another employee relations issue was brought forward by J. Garber. It was concluded by J. Garber that there were no findings and that the matter can't be pursued without additional information.

- e. POSSIBLE EMPLOYEE LITIGATION – J. Garber was contacted by an attorney for a former employee of OCSS Seminole requesting a settlement for their termination due to breach of contract. She indicated the employee was terminated with cause and that if the employee felt there was a breach of contract they should inform the board in writing. The board has not been contacted in the past two weeks as of the date of this meeting.
- f. FACILITY CELL TOWER REVIEW – J. Garber reached out to the local company who owns the cell tower on the Seminole property. She is researching whether we can bring in additional companies on the tower and garner additional revenue for the tower and renegotiate the contract. We don't currently get any revenue from the cell phone company on the tower.

J. Garber has drafted board responsibilities to be reviewed and agreed upon by all board members. T. Neidert will send out the Board Code of Ethics and responsibilities to the board members. T. Neidert will also send out the cell phone company documents as well.

- g. ENDOWMENT FUND – M. Bonos proposed the addition of an endowment fund to the suite of offerings for sponsorships and fundraising. She noted there are specific donors that may solely donate for scholarships and we need to offer this for those specific donors. Timing is very important here with year-end giving.

T. Neidert mentioned that D. Nolan was also introducing this into his sponsorship deck as a possibility for donors.

## (8) ADJOURNMENT

J. Garber adjourned the meeting at 4:14 pm.