

Minutes

VOTING OVERSIGHT COMMITTEE

Briny Breezes Inc.

Tuesday February 27, 2018 1:00 pm

Briny Breezes Auditorium

- I. **Call to order & Roll Call:** The meeting was called to order at 1:38 pm. Roll call was taken and all Committee were members present.
- II. **Proof of Notice:** Proof of notice was posted at Sunday, February 25 at 9 am by 1st VP Susan Brannen.
- III. **Approval of previous minutes:** None
- IV. **Unfinished Business:** None
- V. **New Business:**
 1. Review/improve Voting Oversight Team vote certification and tabulation process for 2018 Stockholders Annual Meeting (with voting for Directors)
 2. Oglesby made a motion to approve final process to be used for Annual Meeting. His motion was seconded and unanimously approved/adopted by the Committee.
 3. Practice voting data entry in spreadsheet for vote recording/tabulation and voting results form on laptops provided.
- VI. **Adjournment:** Oglesby made a motion to adjourn. Motion was seconded and passed unanimously. Meeting adjourned at 3:10 pm.

Respectfully submitted,

Tom Oglesby Chairman of Voting Oversight Committee

Date Approved: February 28, 2018

NOTICE

VOTING OVERSIGHT COMMITTEE MEETING

Tuesday February 27, 2018 1:00 pm

Briny Breezes Auditorium

AGENDA

- I. Call to Order
- II. Proof of Notice
- III. Roll Call
- IV. Approval of Minutes - None
- V. Old Business - None
- VI. New Business:
 - A. Training for 2018 Annual Meeting Work
- VII. Adjournment

All Stockholders are Welcome

This notice is dated and posted: Sunday, February 25 at 9 am by

Susan Brannen, 1st Vice President, Briny Breezes Inc

FEB 28, 2018 – VOTING OVERSIGHT COMMITTEE PROCESS
(FOR MEETINGS WHERE STOCKHOLDERS VOTE FOR DIRECTORS)

The process starts at 7:30 am with the opening the locked Ballot Box in the Auditorium, removing all envelopes and placing them on the sorting table. With the help of Office Staff, District VCOs identify the envelopes for their District and carry them over to their station.

7:30am-9:30am FEB 28 - VOTE CERTIFICATION OFFICIALS (VCOs) ONLY

1. Vote Certification Officials **sort/organize** the Limited Proxy envelopes by Unit number, and in the case of D-4, Director Ballot outer envelopes by unit number. Inform Election Coordinator of any duplicate ballot envelopes.

DO NOT OPEN ANY ENVELOPES AT THIS TIME! NO ENVELOPES CAN BE OPENED UNTIL THE ANNUAL MEETING IS CALLED TO ORDER AND THE POLLS CLOSED.

1. **D-4 ONLY:** Any Outer Envelope (for District 4 Director voting) not signed by one of the stockholders of record **must be marked “DISREGARD”** by the VCO and the Ballots for Directors (District 4) shall not be counted by the Voting Commissioners but be put aside, ultimately to be returned to the office for our files.
2. **ALL VCO’s:** Verify the stockholder information **on the outside of each Envelope** and make a check mark by the number of shares in the appropriate location on the registration/certification sheet. **Voting commissioners are asked to assist your VCO with this process.**
3. VCOs & Voting Commissioners work together to total the number of shares with check marks for their District and double check the totals.
4. Once verified, the office staff will total the shares represented on the outer envelopes for all four Districts, verify the total / report the total to the Election Coordinator, Chuck Foland.
5. The Election Coordinator will inform the President of the Board regarding the total number of shares represented by the information outside the envelopes. If more than 8008 shares, the President will inform the stockholders that a quorum is likely present and that the business of the Stockholder Meeting will be initiated.
6. When stockholders arrive to attend the Annual Meeting, have them sign Voter Sign-in / Certification List in the indicated place verifying their presence at the meeting and to determine if they have previously voted by proxy-ballot.
7. If the stockholder has not already voted, provide her/him with an Annual Meeting Ballot(s) and envelopes as appropriate (Director ballots and inner & outer envelopes for District 4 only) to be voted and then delivered back to the appropriate VCO and the shares will be added to the total for shares for estimated quorum prior to the Annual Meeting being called to order.

8. Any stockholder who has already voted by proxy-ballot but wishes to withdraw her/his proxy-ballot and vote before the Annual Meeting polls are closed (beginning of meeting) should also be given a Ballot and be directed to inform their District Voting Commissioners of their intention to withdraw their proxy-ballot and vote using the Annual Meeting Ballot. If a voter wants to withdraw their proxy-ballot, write “Proxy-Ballot withdrawn” on the outside of the Limited Proxy envelope, have the stockholder initial and date and give the withdrawn ballot to the office staff.

FEB 28 AFTER PRESIDENT CLOSES POLLS (~9:40am) AT ANNUAL MEETING

1. Shortly after the Annual Meeting is called to order, the President will announce that the polls are closed. At that time, **do not accept any more stockholder Proxy-Ballots or Director Ballots**. However, **continue to process the ballots already submitted**.
2. **VCOs** begin to open all **Limited-Proxy Envelopes** and for **D-4 VCOS**, open **ONLY Outer Director Ballot envelopes** that have not been marked “DISREGARD. (see above)
3. **DISTRICT 4 VCO / DIRECTOR BALLOT ENVELOPES:** AFTER OPENING A DIRECTOR BALLOT OUTER (RETURN) ENVELOPE AND **BEFORE** PLACING THE INNER ENVELOPE IN THE BALLOT BOX, it is **ABSOLUTELY CRITICAL** that you **write the NUMBER OF SHARES(ONLY)** as shown on the outer envelope **ON THE BOTTOM LEFT CORNER OF THE INNER ENVELOPE**. The Election Coordinator should periodically check to see that is occurring for each Director Ballot (District 4 only). Then, **place ONLY the inner and unopened Director Ballot in the Ballot Box provided by office staff**. When all inner envelopes are all in the box, office staff will carry the box over to the District 4 Voting Commissioner table to be opened and counted (entered on the spreadsheet provided) immediately by the **District 4 Voting Commissioners**. Double check the totals with a calculator as needed.
4. **ALL VCOs / PROXY ENVELOPE:** Open and check all PROXY-BALLOTS for Proxy-designation, stockholder(s) of record names/signatures, unit number and shares. If there is a Proxy-election form, staple the proxy election page to the back of the Proxy-Ballot after opening each proxy envelope. If there is no proxy election form and if the stockholder has signed in, note that we received a valid 2018 Annual Meeting Ballot, and note that stockholder(s) have voted on your registration list. Once certified, **write your initials in the top left corner of first voting page** of the Proxy-Ballot. **SAVE ALL ENVELOPES AND RETURN TO OFFICE STAFF** at end of day.
 - a. **If the proxy designated by the stockholder is Secretary Mike Weir** (no box marked = Mike Weir), staple the proxy-designation page to the back of the Ballot have the Election Coordinator, certify the ballot.
 - b. **If the Proxy designated is for another stockholder**, ask the VCO from that District if the proxy is in attendance. **If so, initial in the upper left corner the Proxy Designation page.**
 - c. Then, determine if each Proxy-Ballot is signed by a valid stockholder of record **ON THE LAST PAGE OF THE 2018 ANNUAL MEETING BALLOT** below

Proposition 13 by comparing the information to the voter Sign-in / Certification form.

- d. If the Proxy-Ballot is signed by a valid Stockholder(s), verify the **unit number** and **number of shares of stock** written on the proxy-ballot. **Correct the unit number and shares of stock if necessary. Initial all corrections.**
 - e. Deliver any Proxy-Ballots that cannot be verified or where the designated **Proxy is not in attendance to our Election Coordinator (Chuck Foland) who will verify your conclusion and then notify the President.**
5. When you have opened and certified five or so Proxy-Ballots, **ask an Office Staff to carry the 2018 Annual Meeting Ballots over to your District's Voting Commissioner table** for counting and tabulation. Continue to certify all Proxy-Ballots and periodically have them delivered to your respective Voting Commissioners.
 6. **ALL VCOS:** When all Proxy-Ballots shares are certified on the registration forms, total the number of shares for your District and ask your fellow Vote Certification Official to check your totals. (i.e. District 1 checks District 2 totals and visa-versa. Same for District 3 & 4)
 7. Once verified, the Office Staff will total the shares for all four Districts, verify the total and report the total to the Election Coordinator, Chuck Foland.
 8. The Election Coordinator will inform the President of the Board regarding the total number of shares voted. If more than 8008 shares, the President will inform the stockholders that a quorum has been confirmed.

VOTING COMMISSIONERS (AFTER POLLS ARE CLOSED)

1. **All:** Record the votes as marked on the certified proxy-ballot by entering **the number of shares** owned by the unit stockholder in **either** the **YES or NO** column on the District Vote Tabulation Form on your laptop (or Vote Tabulation Sheet if laptop not used) for each Ballot Item 1-13 next to the stockholder(s) name/unit number.
2. **D-4 ONLY:** When you receive the Ballot Box with Director-Ballot envelopes for District 4, open the box and begin to open the Director Ballot envelopes. **IT IS CRITICAL TO WRITE THE NUMBER OF SHARES ON THE ACTUAL BALLOT BEFORE RECORDING THE SHARES VOTED FOR THE CANDIDATES ON THE DIRECTOR VOTE TABULATION SHEET FOR DISTRICT 4 DIRECTORS.** Return any outer envelopes to D-4 VCO for opening. **IT IS CRITICAL NOT TO OPEN ANY DIRECTOR BALLOT ENVELOPES THAT DISCLOSE THE NAME OR UNIT NUMBER OF THE VOTER. INFORM ELECTION COORDINATOR TO HANDLE SUCH CASES.**
3. After all votes for Annual Meeting Ballot Items / Propositions and Directors (D-4 only) have been entered the spreadsheet(s) on your laptop (or if no laptop, written on the vote tabulation forms provided), and, if using a laptop, save your spreadsheet onto a thumb drive provided and give the USB to office staff for printing. Use the print or hard copy tabulation form to double check the totals for each proposition with a calculator.

2018 ANNUAL MEETING VOTING RESULTS FORM

1. **SPREADSHEET**: After all votes are counted and totaled for each District, the **Election Coordinator and Vote Certification Official(s)** for each District visit the Voting Commissioner's tables for each District and **record/enter the voting results totals (number of shares voting for and against = Yes or No) for each Ballot Item in the appropriate box and, in District 4, the votes for each of the Director candidates on the 2018 Annual Meeting Voting Results spreadsheet**. (Any doubts about totals, verify with a calculator if needed). Then, **enter or write "Pass" or "Fail" where indicated below each Ballot Item using the Passmark guides** provided (8009 shares or more voting YES = Pass). If the spreadsheet was used, print a copy of the **2018 Annual Meeting Voting Forms**.
2. **PAPER COPY**: If using a hard copy of the Voting Results Form, The Election Coordinator, assisted by VCOs and Office staff as needed, add the totals for each Ballot Item and Director Shares Voted for each District 4 candidate and write the total in the appropriate boxes on the **2018 Annual Meeting Voting Results form**. Then, enter or write **"Pass" or "Fail"** where indicated below each Ballot Item using the Passmark guides provided (8009 shares or more voting YES = Pass).
3. **VCOs and Election Commissioner Sign the 2018 Annual Meeting Voting Results form** in the spaces provided for their names.
4. **If time allows**, calculate and record turnouts as percentages of total possible shares voted (Yes votes + No votes / 15703) for each Ballot item and for the Annual Meeting (largest turnout on any one Ballot Item) on the Voting Results Form. The spreadsheet will do this automatically, but you will need to copy the highest turn-out recorded to past in the space for 2018 turnout.
5. When the **Voting Results Document** is completed and signed, the Election Coordinator delivers the Annual Meeting Results Form to the President who announces results to the Stockholders. (*Maybe in a sealed envelope for dramatic effect?*)

AFTER THE VOTING TEAMS WORK IS COMPLETE, PLACE VOTING MATERIAL IN DESIGNATED ENVELOPES AND RETURN TO OFFIC STAFF WHO WILL PLACE THE MATERIAL IN THE BALLOT BOX FOR TRANSPORT TO OFFICE. THIS MATERIAL MUST BE RETAINED BY THE CORPORATION FOR ONE YEAR ACCORDING TO STATE STATUTE.

YOUR BOARD OF DIRECTORS THANKS-YOU FOR YOUR INVALUABLE SERVICE!!