

MINUTES
Regular Meeting of Briny Breezes Inc. Board of Directors
Wednesday December 13, 2017 at 9:30am
Briny Breezes Community Center

ALL STOCKHOLDER COMMENTS MUST BE LIMITED TO THREE (3) MINUTES PER AGENDA ITEM

- I. **Pledge of Allegiance** was recited and a moment of silence was observed
- II. **Call to Order; Roll Call.** President Oglesby called meeting to order at 9:32am. Roll call was taken by Pres. Oglesby. Present in the Community Center was: Directors Adams, Black, Brannen, Coyner, Goudreau, Gross and Oglesby. Present via phone was Director Weir. All eight members of the Board were present.
- III. **Proof of Notice** was posted Dec 8, 2017 at 4pm by GM Pussinen
- IV. **Approval of previous board meeting minutes - Regular Board Meeting November 8, 2017.** Secretary Weir moved that the reading of the minutes of the 11/8/2017 Regular and Special meetings be waived and approved as previously distributed to the Board members. *Seconded.*
Motion carried unanimously (8-0).Reading of Correspondence to the Board
- V.
 - a. Jan & Bob Schineller, B-1 : Cabana Roof
 - b. James Arena, Q-209: New Futures Club
 - c. Sue Gross, N-203 et al: Concern over new Futures Club
 - d. Art LeBlanc, L-210 et al: Lark Drive Drainage
 - e. **General Managers Report-** GM Pussinen reported that Fire Marshal inspection had no violations. Hurricane violations: 10 letters went out and they have 20 days to respond. Closing office 12:30 next Tuesday, December 19 for Staff Christmas lunch; Extra help in mailroom (Michele Leo) during season. EIN numbers, it is very important we get bank statements to Cindy; Harvel will be begin work on Java storm drain pipe in Jan2018.
 - f. **Report of Officers**
 - a. Treas. Gross reported as of Nov. 30 unaudited current assets \$507,733.57
AS OF November 30, 2017
UNAUDITED

OPERATING ACCOUNT ONLY:

CURRENT ASSETS AS OF 11/30/2017	\$507,733.57
PARK IMPROVEMENT CASH	\$183,942.02
CATASTROPHE CASH FUND	\$115,805.67
TOTAL OPERATING CASH	\$807,481.26

RESERVE CASH AS OF 11/30/2017 **\$388,557.51**

TOTAL OPERATING & RESERVE **\$1,196,038.77**

DELINQUENT ACCOUNTS TO DATE	\$26,980.33
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DELINQUENT YACHT BASIN TO DATE	\$7,159.24
TOTAL DELINQUENT	\$34,139.57
INCOME AS OF 11/30/2017	\$178,371.87
DISBURSEMENTS AS OF 11/30/2017	\$177,183.24

- g. **Police Report /Captain Yannuzzi** October 2017 212 calls from Briny, 9 calls for suspicious incidents; 2 parking citations; A reminder that you do not go to the Corporate office or the Town Hall for a parking citation. To contest the ticket, you have to go to the Delray courthouse and plead not guilty; Boynton Police Chief Katz is retiring 12/29, Kelly Harris will be taking over position and will try to be at next meeting.
- h. Town Liaison Report / Gene Adams Board reported that the Town is in process of offering the Town Manager position to one of the applicants; Don Faron (L-211) inquired as to the Town Manager’s hourly rate and number of hours worked. Director Adams said it was his understanding that he will work when town is open and salary is being negotiated.
- i. Committee Reports : None at this time.
- j. **Unfinished Business**
- A. **Consideration/approval – Update regarding Town compliance with terms Board Decision on 2017-18 Town Budget Contribution.** Oglesby; Discussion on the proposed letter to the Town from President Oglesby asking the Town to return 75K for widening sidewalk on A1A. Indicated that the corporation will be taking further action since it has not been returned. **President Oglesby made a motion to approve the letter as written.** Seconded. Discussion: Sue Thaler then spoke for town council. Said that she thought we needed to have a discussion about the decision of not widening the sidewalks now that our possible political connection was severed. VP Brannen reminded Town Council President Thaler that she at the Budget meeting said that the \$75 k would be returned and was budgeted previously to go into our Reserve account for Roads and Drainage. Oglesby reminded Town President Thaler that financial relationship between the Corporation and Town is based on a “pay as you go” concept and no bid to widen the sidewalks currently exists. Whether of not we decide to widen the sidewalk sometime in the future, the money must be returned on or before December 31, 2017 or the Corporation will recover its funds by underpayment of Town expenses by \$25k per month beginning in January. **Roll call vote: 2 yes votes (Goudreau, Oglesby) 6 No votes. Motion failed. Director Weir made a motion to approved letter omitting \$20K reference.** Seconded. **Motion passed unanimously (8-0).** Further discussion was deferred until January when to Final Budget will be discussed and approved.

XII New Business

- A. **Ratification/Approval - “consent agenda” items;**
 - 1. Sales & Rentals committee recommended the following for membership and transfer. Susan Brannen reported:
 - a. F019 Schlicher trust to Keith and Eva Harrah
 - b. G024 & G025 (combining lot) to be held as Cynthia and Philip Brackett
 - c. E001 Jack and Bernadine Taylor to the John D. Taylor Trust
 - d. F002 Bernadine Taylor Trust to the John D. Taylor Trust

2. GM expenditures - IDenticard photo equipment-\$3959.00 to update and complete pictures for our ID badges and a new office phone system \$3733.00 have been purchased. No exceptions were raised by the Board and no approval was required since these items have previously been approved by proper authority.

- B. **Consideration/approval - Changes in Committee Membership and Committees:** Director Oglesby asked the Stockholders for volunteers for the Seawall & Drainage committee which has been decimated by the untimely deaths of 2 members (Doug Long/former chair and Jack Lee). Then, ***Oglesby made a motion to reappointment Eileen Duffy on Voting and Oversight Committee as and make Patrick Duffy as an alternate and to add Michael Amaturto to the Parking Committee. Seconded.*** Motion passed unanimously.
- C. **Consideration/approval - Repair of Cordova “lease-line” wall:** VP Brannen reviewed a quote for repair of the Cordova cement wall. This wall has areas that are unsafe and certainly unsightly. To remove a portion and then repair entire length the quote was \$46,768.75. To repair entire \$101,640; ***Motion by Brannen to remove unsafe part and repair not to exceed \$50K from Capital Improvement. Seconded.*** Discussion that followed questioned why not do the whole fence given the price differential. ***Motion defeated 7 yes, 1 no (Brannen). Director Gross made and later amended a motion to rebuild the whole fence at a cost not to exceed \$105k and to survey and rebuild the fence in such a way at to demark or reclaim any property indicated as belonging to Briny by a survey. Seconded.*** Discussion followed. Gallacher, B-4 suggested a chain link fence with slats for privacy, easier to repair in future. Many spoke to the need to reclaim property as supported by a survey. ***Gross’ motion passed unanimously (8-0).***
- D. **Consideration/approval - 2018 Annual Meeting Ballot Items (1st Pass) / Oglesby;** President Oglesby went through each ballot item (attached to these minutes at the end of the document) and explained that he was asking the Board to approve that the concept/idea for each Propositions be placed on on the 2018 Annual Meeting Ballot and that the exact wording would be finalize for the Ballot in the January Regular Board Meeting and could be changed at that time.
1. *Oglesby’s motion to include Ballot item 1 on the 2018 Ballot was seconded.* Discussion followed. **The President’s motion passes 6-2 with NO votes from Directors Goudreau and Coyner.**
 2. *Oglesby’s motion to include Ballot Item #2 on the 2018 Ballot received a second. The motion passed unanimously (8-0).*
 3. *Oglesby then moved to include Ballot Item #3 on the 2018. The motion passed unanimously (8-0).*
 4. *Oglesby’s motion to include Ballot item 4 on the 2018 Ballot was seconded and passed unanimously (8-0) by the Board.*
 5. Before making a motion on Ballot Item 5, Oglesby shared the results to date of the Cabana Roof Replacement Survey (attached to these minutes) with the Board and Stockholders which showed that Tiki structure was the most popular choice. Then, *the President moved to include Ballot Item #5 recommending that the Cabana roofs be*

replaced with a Tiki Hut structure. The motion received a second and discussion followed. The question was called and **Oglesby's motion passed (5-3) (YES votes were Directors Oglesby, Gross, Adams, Black and Coyner; NO votes – Directors Goudreau, Brannen and Weir)**

6. Vice President Brannen moved to include Ballot Item #6 on the 2018 Annual Meeting Ballot. Her motion was seconded and discussion followed. **Brannen's motion passed unanimously (7-0)** (Director Weir left meeting at 11:30am before this item was voted and all following votes are without Director Weir present).
 7. Treasurer Gross moved to include Ballot Item #7 on the 2018 Annual Meeting Ballot. His motion was seconded and discussion followed. **The motion passed unanimously (7-0)**
 8. Treasurer Gross next moved to include Ballot Item #8 on the 2018 Annual Meeting Ballot. His motion received a second. **The motion passed unanimously (7-0)**
 9. Treasurer Gross then made a motion to include Ballot Item #9 on the 2018 Annual Meeting Ballot. His motion was seconded. After the question was called, his **motion passed unanimously (7-0)**
 10. Treasurer Gross made a motion to include Ballot Item #10 on the 2018 Annual Meeting Ballot. #After the motion was seconded and the question called, **Gross' motion passed unanimously (7-0)**
 11. Treasurer Gross made a motion to include Ballot Item #11 on the 2018 Annual Meeting Ballot which was seconded. **His motion passed unanimously (7-0).**
 12. Finally, Treasurer Gross made a motion to include Ballot Item #12 on the 2018 Annual Meeting Ballot which was seconded. **Gross' motion passed unanimously (7-0).**
- E. **Consideration/approval - Approval of new estoppel certificate and fee schedule for such certificates** *President Oglesby made motion to approve a new estoppel certificate as required by state law and prepared by our Becker and Poliakoff attorney. He then read the formal motion prepared by our attorney as attached at the end of these minutes. The motion was seconded and discussion began. After Oglesby explained that an estoppel certificate was used to document and disclose the assessments and any fines owed or outstanding violations by stockholders of record when stock certificates and the associated unit are proposed for transfer/sale to new owners. The motion passed unanimously (7-0)*
- F. **Consideration /approval - Presentation of Survey of Briny Road Condition and priorities for future road re-paving priorities.** VP Brannen described briefly the process used in the road survey. **A motion was made by VP Brannen to consider the two bids received to date for repaving Flamingo and Lark Dr, to be paid from the Roads and Drainage Reserves. Her motion received as second as was discussed. GM Pussinen stated that the Interim Budget approved for Roads and Drainage is currently \$20k less than the cost of all projects considered for approval at this meeting if the low bid by Trident (\$195k) is approved as proposed. (Note: no increase in this reserve add is needed if the "f-type" curve is removed from the either bid). Brannen then added to her motion to commit to repaving Lark and Flamingo by increasing the amount of funding as necessary to support this work when the Board considers its Final 2017-18 Budget**

in January. Discussion included drainage issues, the silt that remains on the road and the fact that the road is in poor repair. **Brannen's compound motion was passed unanimously (7-0) by the Board.**

- G. **Consideration/approval - Install new Tiki Umbrella at north end of our beach-to be paid for by the Beach club.** VP Brannen reminded the Board that we received a letter from the Beach Club offering to install and pay the entire cost for a second Tiki Umbrella on the north side of our Beach. ***VP Brannen made a motion to include this proposal on the 2018 Annual Meeting Ballot for stockholder vote since it could be considered a material alteration of the Corporation's Common Elements. Her motion received a second and was approved unanimously (7-0) by the Board of Directors.***

- H. **Board discussion/approval – Purchase /Install power plant & propane tank for Corporate office.**

VP Brannen moved that we install a propane generator system capable of handling all the electrical needs of the Corporate office during a power failure/outage to be paid for out of Building Reserves at a cost not to exceed \$23.5k per the Assurance Power Systems proposal presented to the Corporation. The motion was seconded. President Oglesby pointed out that the Corporate office serves and the Hurricane/Disaster Command Center for both the Corporation and the Town and is the hub for all such activity during these times. FEMA activity is staged from the Corporate office as well. Gasoline and Diesel portable generators capable of powering the office are expensive to rent, if available during a disaster, additional fuel cannot be safely stored on our premises and may be unattainable after a severe hurricane. GM Pussinen reported that she was only able to find the one supplier in the area (APS) for the complete commercial (vs residential) system so she was unable to obtain a competitive bid unless we purchase the system components separately and installed ourselves. **The Board voted unanimously (7-0) to approve the Vice President's motion.**

- I. **Board discussion/approval - Purchase of a portable 220-volt, gasoline auxiliary generator for storm drainage pump back-up.** ***Vice President Brannen moved that the Corporation purchase the components of a portable generator system and assemble in house at a cost not to exceed \$15,000 for the generator and trailer, but only after we approve any increase funds needed for the repaving of Lark and Flamingo. This motion received a second and was discussed.***

Although we do not yet have a formal quote, a rough estimate of \$35,000 was provided. Briny's maintenance manager believes that this unit can be built in house buying only the generator. It will be able to serve all of the pumps and will be able to be moved easily from place to place in Briny as needed. Director Black asked if we could not buy such a generator in conjunction with the Town. There are grants available. Roger Bennett, current Town Mayor, said that we cannot mix and match funds and that such a grant can take years. He asked if this portable generator could not also be used for the office (already discussed above). The question was called and **the Board voted to approve VP Brannen's motion unanimously (7-0)**

- J. **Consideration/approval - Provide the group planning the 60th Anniversary Celebration with the \$2000 budgeted for Corporate Entertainment in the 2017-18 Interim Budget.** VP Brannen

noted that traditionally this corporate social fund was used for corporate affairs but added that we have not spend this money in several years. ***Brannen then moved that we provide these funds (Line Item 540) to the group working on the 60th anniversary celebration (Sue Gross, chair) and asked Ms Gross for a brief accounting of how the money was spent after the event. Her motion was seconded.*** The question was called and the Vice President's motion passed unanimously (7-0).

- K. **Consideration/approval – Install footers in the area of washouts underneath two seawall locations and repair of 26 cracked T-piles by Qualmann. Cost: \$6840 \$4500 Reserves: \$2340 Op Seawall Main / Oglesby. *Oglesby made motion made to to pour footers in two areas (S Ibis and S Heron) where washouts were found underneath the seawall at these locations and repair 26 T-piles on S Heron at a cost not to exceed \$6840 (\$4500 Reserves and \$2340 Operating Seawall).* Motion was seconded and discussion followed.** In response to a question from the Board, Oglesby pointed out that the repairs of the T-piles will be done as part of our annual maintenance program which has been budgeted for in the operating budget for at least the last three years. Director Gross suggested that the Corporation should have routine inspections with divers so we can plan appropriately for this expense. **Oglesby's motion passed unanimously (7-0)**
- L. **Consideration/approval – Purchase and install two industrial capacity pumps in new pump basin in Bay Drive serving Cardinal. *President Oglesby made a motion to purchase and install two new pumps at a cost of \$5020 from Roads and Drainage Reserves to double the pump capacity of the new pump basin on Bay drive which serves Cardinal Drive. The motion received a second and was discussed.*** It was pointed out that grouping Roads and Drainage in one Reserves drains funds needed to repave our roads is problematic. This issue may be address at a future Board Meeting. **Oglesby's motion was approved unanimously (7-0) by the Board.**
- M. **Consideration/approval – Increase the maximum amount of Petty Cash in the office from \$540.00 to \$1,000.00. *A motion was made by Treasurer Gross to approve increasing the petty cash fund in the office from \$540 To \$1,000. His motion was seconded and passed unanimously (7-0) by the Board.***
- N. **Consideration/approval – Corporate truck disposition, safety issue.** VP Brannen discussed the corporate truck and what it is used for including the recycling efforts of the Boating and Fishing Club, the Bazaar and other special projects. She noted that, if the truck were safe and reliable, , that we could use it to pick up supplies as needed rather than have maintenance staff use their own vehicle. ***An amended motion was made by Brannen to replace the current truck with a safe and reliable truck at a cost not to exceed \$10K paid for out of Capital Assets Reserves.*** *Her motion received a second and was discussed.* The current truck is 20 years old and it is critical that we locate and purchase a safe and reliable truck in good working condition to replace the current vehicle. **The Board passed the Vice President's motion unanimously (7-0)**
- O. **Board discussion/approval-**
1. **Violation for unit I-5:** Background: Owners Calcanes have a daughter and her friend living in unit. The Corporation has made several requests for background checks over the last 3

months. The Calcanes have refused to submit the requested background check stating it was not necessary. Both a warning letter and a violation letter were sent to the Calcanes by GM Pussinen. ***A motion was made by Director Goudreau to fine the I-5 owners \$100/days for 10 days(\$1000.) per violation for not complying with rules for a total fine of \$2000. However, if the owners pay for the required background checks (\$90) by the close of business today (Dec 13, 2017), the fine would be reduced to \$25/days for 10 days(\$1000.) per violation totaling \$500.*** The motion was seconded and discussed. Pat Calcanes, shareholder and owner of I-5 noted they have owned this unit for over 20 years and her daughter has been there off and on for years. She added that the *school where her daughter works* has called Briny and vouched for the daughter and her friend. The owner doesn't want to spend the money charged by the Corporation for two new background checks. VP Brannen reminded the Board and stockholders that this process is costly in terms of time and money. They must comply by close of business today. Brannen withdrew her original motion for \$1000/day. ***Director Goudreau made motion to impose \$25 per day for 10 days for each violation and must receive \$90 for background checks today.*** *Seconded.* **Director Goudreau's motion passed 5-2. The yes votes came from Directors Adams, Gross, Goudreau, Brannen and Oglesby. Voting against the motion were Directors Coyner and Black**

2. **Violation for unit H-8.** VP Brannen explained that the H-8 shareholders submitted application for incoming renters 2 days prior to their arrival. This is violation of the rules governing rentals which require applications be submitted to the Corporation office 30 days in advance. These shareholders have rented this unit for several years, so the owners are familiar with the process and should be aware of the rules that govern renting of Briny units. ***VP Brannen made motion to fine owners for this reason \$100/day for 10 days (\$1000 total).*** ***After the motion was seconded, the Board voted and the motion passed unanimously (7-0).***

A letter will be sent to owners of I-5 and H-8 explaining they can appeal the fine at a future Appeals Committee meeting if they chose.

k. Shareholder Forum

- a. Don Faron (L-211): notes that there are many rule violations occurring in the park such as the requirement that units, awning, railings etc must be white and asked what the Board of Directors are doing about these violations in their districts?
- b. Kathy Gross (F-025) asked the Board to consider purchasing new washing machines in laundromat - lots of breakdowns (new machines are on the way)
- c. Roger Bennett: (I-008) Thanked the Board for drafting and proposing the By-Law amendments related to Nuisances and the new requirements for the Family Resident Guests. He expressed concern the establishment of Sober Homes in Briny.
- d. Gail Elble (H-210) requested that board comment on BBC-8's hard work and effort to get the TV station up and running. She stated that BBC8 people have put a lot of energy into this and wants the Board to reconsider financial support of BBC-8.
- e. Brannen thanked BBC-8 and hopes they can continue to do it.

- I. **Adjournment:** President Oglesby made a motion to adjourn which received a second. The motion passed unanimously and the President adjourned the meeting at 1:33pm.

Respectfully Submitted

Mike Weir, Secretary Briny Breezes Inc.

Date Approved: January 10, 2018

NOTICE

Regular Meeting of Briny Breezes Inc. Board of Directors
Wednesday December 13, 2017 at 9:30am
Briny Breezes Community Center

AGENDA

ALL STOCKHOLDER COMMENTS MUST BE LIMITED TO THREE (3) MINUTES PER AGENDA ITEM

- I. Pledge of Allegiance & moment of silence
- II. Call to order & Roll call
- III. Proof of Notice - Dec 8, 2017 at 4pm by GM Pussinen
- IV. Approval of previous board meeting minutes - Regular Board Meeting November 8, 2017
- V. Reading of Correspondence to the Board
- VI. General Managers report
- VII. Report of Officers
- VIII. Police Report / Captain Yannuzzi
- IX. Town Liaison Report / Town President Sue Thaler
- X. Committee Reports
- XI. Unfinished Business
 - B. Consideration/approval – Update regarding Town compliance with terms Board Decision on 2017-18 Town Budget Contribution. Further action, as agreed / Oglesby
- XII. New Business
 - A. Ratification/Approval - “consent agenda” items;
 1. Sales & Rentals committee decisions / Brannen
 2. GM expenditures - IDenticard photo equipment-\$3959.00 & Office phone system -\$3733.00/Pussinen
 - B. Consideration/approval - Changes in Committee Membership and Committees /All
 - C. Consideration/approval - Repair of Cordova “lease-line” wall / Brannen
 - D. Consideration/approval - 2018 Annual Meeting Ballot Items (1st Pass) / Oglesby
 - E. Consideration/approval - Approval of new estoppel certificate and fee schedule for such certificates / Oglesby
 - F. Consideration /approval - Presentation of Survey of Briny Road Condition and priorities for future road re-paving priorities. Repave Lark and Flamingo Drive (if 2 proposals in house) / Brannen
 - G. Consideration/approval - Install new Tiki Umbrella at north end of our beach-to be paid for by the Beach club. / Brannen
 - H. Board discussion/approval – Purchase /Install power plant & propane tank for Corporate office / Brannen & Pussinen
 - I. Board discussion/approval - Purchase of a portable 220-volt, gasoline auxiliary generator for storm drainage pump back-up / Brannen & Pussinen (if 2 proposals in house)
 - J. Consideration/approval - Provide the group planning the 60th Anniversary Celebration with the \$2000 budgeted for Corporate Entertainment in the 2017-18 Interim Budge / Brannen
 - K. Consideration/approval – Install footers in washouts underneath two seawall locations and repair of 26 cracked T-piles by Qualmann. Cost: \$6840 \$4500 Reserves: \$2340 Op Seawall Main / Oglesby
 - L. Consideration/approval – Purchase and install two industrial capacity pumps in new pump basin in Bay Drive serving Cardinal. \$5010 from Roads and Drainage Reserves / Oglesby

M. Consideration/approval – Increase the maximum amount of Petty Cash in the office from \$540.00 to \$1,000.00

N. Consideration/approval – Corporate truck disposition, safety issue / Pussinen

O. Board discussion/approval-

1. Violation for unit I-5

2. Violation for unit H-8

XIII. Shareholder Forum

XIV. Adjournment

All Stockholders are Welcome

This notice is dated and posted 8 December, 2017, 4pm

Theresa Pussinen, General Manager, Briny Breezes Inc.

**RESOLUTION OF BOARD OF DIRECTORS OF
BRINY BREEZES, INC.
APPROVAL OF FEE FOR PREPARATION OF ESTOPPEL CERTIFICATE**

WHEREAS, Section 719.108, Florida Statutes (2017), requires that boards of directors of cooperative associations adopt a resolution in order to charge a fee for the preparation of estoppel certificates requested by a stockholder, a stockholder mortgagee or their respective designee; and

WHEREAS, the Corporation, the Corporation's management company, or an authorized designee, expends considerable time, effort, and money in the preparation of such estoppel certificate; and

WHEREAS, the Corporation desires to charge a fee in connection with the preparation of estoppel certificates as provided for in the statute;

NOW, THEREFORE, in order to comply with the provisions concerning estoppel certificates, as provided in Section 719.108, Florida Statutes (2017), the Board of Directors adopts and approves the following resolution:

BE IT RESOLVED, that the Corporation, the Corporation's management company, or any authorized designee, is hereby authorized to charge a fee for the preparation of an estoppel certificate in accordance with Section 719.108, Florida Statutes (2017), in the following amounts provided that the Estoppel Certificate is delivered within ten (10) business days from receipt of a written or electronic request for an Estoppel Certificate from a stockholder or the stockholder's designee, or a unit mortgagee or the unit mortgagee's designee:

- \$250.00 if the Unit is not delinquent in any monies owed to the Corporation;
- An additional \$150.00 if there are delinquent monies owed to the Corporation.
- An additional \$100.00 if the requestor asks for the Estoppel Certificate within three (3) business days.

The maximum fee the Corporation may charge when it receives simultaneous requests for Estoppel Certificates for multiple units owned by the same person and there are no past due monetary obligations owned to the Corporation is as follows:

- For 25 or fewer units, \$750.00
- For 26 to 50 units, \$1,000.00
- For 51 to 100 units, \$1,500.00
- For more than 100 units, \$2,500.00

A request will not be deemed received by the Corporation until the fee is received by the Corporation or its designee. The Corporation shall have no obligation to respond to requests on an expedited basis, but may do so in its discretion. Attorneys' fees incurred by the Corporation in connection with delinquent Units, including but not limited to attorneys' fees incurred to prepare "Payoff Letters," are not included in the above-stated fees.

BE IT FURTHER RESOLVED that the Corporation adopts the form Estoppel Certificate attached hereto, which may be completed by the persons or entities referenced above. Ministerial changes to the form may be authorized by the person authorized to complete said form without need for Board action.

BE IT FURTHER RESOLVED that requests for Estoppel Certificates shall be sent as follows:

Briny Breezes, Inc.
Attn: Bookkeeper
5000 North Ocean Blvd.
Briny Breezes, FL 33435

BE IT FURTHER RESOLVED that the attached Estoppel Certificate shall be posted on the Corporation's website: Brinybreezes.us.

THIS RESOLUTION was considered at a meeting held the 13th day of December 2017, at which a quorum of Directors was present. There are 8 total Board members. The number of Board members who voted in favor of this Resolution is _____. The number of Board members who voted against this Resolution is _____. The vote of each Director is reflected in the minutes of the meeting at which this Resolution was adopted.

Dated: _____

BRINY BREEZES, INC.

By: _____

_____, Secretary

Briny Breezes, Inc.
5000 North Ocean Blvd.
Briny Breezes, FL 33435
brinybreezesgm@gmail.com

ESTOPPEL CERTIFICATE

1. Date of issuance: _____, 20__
2. Name(s) of Stockholder(s) as reflected in the books and records of the Corporation:

3. Unit Designation (Number) and Address: _____

4. Parking or garage space identification for this Unit: _____ N/A.

There are no garages in Briny Breezes and every Shareholder is assigned a parking space.
5. Is Account in collection with Attorney? Yes or No
 Attorney Name: _____
 Attorney Contact Information: _____
 Payoff information may be requested at: _____
6. Fee for the preparation and delivery of this Estoppel Certificate: \$250.00 if account not delinquent; additional \$150.00 for delinquent accounts; \$100.00 for expedited requests (the Corporation does not undertake to agree to expedited requests). Please note: The Estoppel Certificate request will not be processed until the required processing fee has been paid to the Corporation. Make check payable to "Briny Breezes, Inc." The fee applicable to this Estoppel Certificate is \$_____. Please note that when an account has been placed with legal counsel, legal fees required for the issuance of Payoff Letters are in addition to the fee payable for the preparation of this Certificate.
7. Name of the requestor: _____
8. Assessment information and other information:

Assessment Information

- a. The regular periodic assessment levied against the Unit is:
\$_____ per Month, Quarter, Year, Other_____
- b. The regular periodic assessment is paid through: _____, 20__
- c. The next installment of the regular periodic assessment is due _____, 20__ in the amount of \$_____
- d. An itemized list of all assessments, special assessments and other moneys owed on the date of issuance to the Corporation by the Stockholder for a specific Unit is (*two boxes may be checked if applicable*):

 Attached hereto

Available from the collection attorney referenced above

None

- e. An itemized list of any additional assessments, special assessments and other moneys that are scheduled to become due for each day after the date of issuance for the effective period of the Estoppel Certificate is **(two boxes may be checked if applicable)**:

Attached hereto

Available from the collection attorney referenced above

None

Other Information

- f. Is there a Capital Contribution Fee? Yes or No

Is there a Resale Fee? Yes or No

Is there a Transfer Fee? Yes or No Amount: \$100.00

See Section 3.90 of the By-Laws, which provides that the Corporation may charge up to \$100.00 for administrative expenses for each transfer of membership.

- g. Is there any open violation of the Governing Documents, including the By-Laws, Proprietary Lease or Rules or Regulations, for which notice has been given to the Stockholder and where such notice is reflected in the Corporation official records? Yes or No

- h. Do any of the Governing Documents, including the By-Laws, Proprietary Lease or Rules or Regulations of the Corporation applicable to the property require approval by the Board of Directors of the Corporation for the transfer of the stock? Yes or No

See Section 3.90 of the By-Laws, which provides that a member may sell his Stock Certificate-Lease to any person approved by the Board of Directors for membership in the Corporation. *See also* Section 7.80(i) of the By-Laws, which provides that all tenants and occupants of units may be screened by the Board of Directors; such screening may include but not be limited to criminal, financial, employment and residential histories.

If yes, has the Board approved the transfer of the stock certificate-lease? Yes No Pending

- i. Is there a right of first refusal provided to the members or the Corporation?

Yes or No

If yes, have the members or the Corporation exercised that right of first refusal?
 Yes No N/A

- j. Is there more than one association/corporation to which the Stockholder of this property is a member?

Yes or No

If yes, please provide contact information:

Association name: _____

Contact name: _____

Contact number: _____

Association name: _____

Contact name: _____

Contact number: _____

k. Names, addresses and phone numbers for all insurance maintained by the Corporation:

(NOTE: The above information is the contact information for the Corporation's insurance agent. Copies of insurance policies are on file with the Corporation and are available for inspection and copying as provided by law.)

9. Is there any other type of fee? Yes or No

(LIST ALL OTHER FEES OR MONEYS THAT ARE DUE FROM THE STOCKHOLDER(S) AND/OR UNIT AND/OR WHICH ARE CHARGED IN CONNECTION WITH STOCK TRANSFERS)

	Type of Fee	Amount	When Due/Payable
1.			
2.			
3.			

10. Does the Corporation have any outstanding loans? Yes or No

THE ABOVE INFORMATION IS TRUE AND CORRECT. EXCEPT AS SPECIFICALLY PROVIDED BY LAW TO THE CONTRARY, THE CORPORATION DOES NOT WAIVE OR INTEND TO COMPROMISE ANY LEGAL RIGHTS IT MAY HAVE BY THE COMPLETION OF THIS CERTIFICATE. THE RESPONSES HEREIN ARE MADE IN GOOD FAITH AND TO THE BEST OF MY ABILITY AS TO THEIR ACCURACY.

BRINY BREEZES, INC.

By: _____

Date: _____

Print Name: _____

Phone: _____

If this Estoppel Certificate is hand delivered or sent by electronic means, it is effective for thirty (30) days from the date hereof, as set forth immediately above. If this Estoppel Certificate is sent by regular mail, it is effective for thirty-five (35) days from the date hereof, as set forth immediately above.

1st DRAFT BALLOT
2018 BRINY BREEZES, INC ANNUAL MEETING
9:30AM FEBRUARY 28, 2017

THE BOARD RECOMMENDS A YES VOTE FOR BALLOT ITEMS EXCEPT # 1

1. Should the Board of Directors initiate the marketing of Briny Breeze for a minimum period of one (1) year and submit offers to the shareholder for approval that results in a net gain on sale after taxes by the Corporation of at least \$500 million dollars, include a non-refundable payment of 1% of the purchase price due upon stockholder approval and require closing six months after said stockholder approval? See accompanying BALLOT INFORMATION DOCUMENT.

YES NO

2. Should the reserves required by Section 719.106(1)(j)(2), Florida Statutes, be reduced for the 2018 fiscal year (Oct 1, 2017 – Sept 30, 2018) to an amount determined by the Board of Directors? See accompanying BALLOT INFORMATION DOCUMENT.

YES NO

WAIVING OF RESERVES, IN WHOLE OR IN PART, OR ALLOWING ALTERNATIVE USES OF EXISTING RESERVES MAY RESULT IN UNIT OWNER LIABILITY FOR PAYMENT OF UNANTICIPATED SPECIAL ASSESSMENTS REGARDING THOSE ITEMS.

3. Should the Corporation approve a new By-Law Section 3.24 governing Nuisances in Briny as shown in the accompanying BALLOT INFORMATION DOCUMENT?

YES NO

4. Should the Corporation amend By-Law Section 5.10 to provide for one alternate Director to sign checks for if President or Treasurer is unavailable as shown on the accompanying BALLOT INFORMATION DOCUMENT?

YES NO

5. Should the Corporation approve a Material Alteration to replace the pre-existing, steel-sheet, Cabana Roofs and support structure on either side of the Ocean Clubhouse that were blown-off by Hurricane Irma with a safer ?? roof and/or structure?. See accompanying BALLOT INFORMATION DOCUMENT.

YES NO

6. Should the Corporation approve an Amendment to our By-Laws adding subsection (vi) to Section 7.80 that defines the term "Family Resident Guests: and sets forth the requirements and criteria for family resident guests who wish to live in Briny for more than thirty (30) days during a year as shown on the accompanying BALLOT INFORMATION DOCUMENT?

YES NO

7. Should the Corporation approve an amendment to By-Law Section 7.80 (a) which will prohibit stockholders who have not paid their assessments or fines owed to the Corporation or Stockholder(s) with two (2) or more uncorrected violation pertaining to rentals (time period??) on their unit(s) from renting these units until such assessment(s) or fine(s) are paid in full and/or the rental rule violation(s) are corrected or resolved to the satisfaction of the Board of Directors as described on the accompanying BALLOT INFORMATION DOCUMENT?

YES NO

8. Should the Corporation approve a new By-Law, Section 3.21, that will require title (for mobile homes), lease, stock certificates and ownership documents be held in the same name(s) or by a trust as permitted in Section 3.70 of our By-Laws as shown in the accompanying BALLOT INFORMATION DOCUMENT?

YES NO

9. Should the Corporation amend Section 7.10 of the By-Laws clarifying the limitations of stockholder petitions related to Board powers consistent with Florida Statutes as shown in the accompanying BALLOT INFORMATION DOCUMENT?

YES NO

10. Should the Corporation amend Section 3.10 of the By-Laws to document to requirements and responsibilities for Board-authorized Briny Breezes Clubs as shown in the accompanying BALLOT INFORMATION DOCUMENT?

YES NO

11. Should the Corporation amend Section 7.80 (d) of the By-Laws as shown in the accompanying BALLOT INFORMATION DOCUMENT?

YES NO

12. Should the Corporation approve a Material Alteration to install one Tiki umbrella on our Beach as shown in the accompanying BALLOT INFORMATION DOCUMENT?

YES NO

Pass-marks for all Ballot Items are 51% of outstanding shares.

Dated: _____

Shares of Stock: _____ Unit Number: _____ District (1,2,3,4) _____

SIGNATURE(S) OF STOCKHOLDER(S) _____

Print Full Name of at least one Stockholder of Record: _____

2018 BALLOT INFORMATION DOCUMENT (BID)

Ballot Item 1: Should the Board of Directors initiate the marketing of Briny Breeze for a minimum period of one (1) year and submit offers to the shareholder for approval that results in a net gain on sale after taxes by the Corporation of at least \$500 million dollars, include a non-refundable payment of 1% of the purchase price due upon stockholder approval and require closing six months after said stockholder approval?

In Plain Language

Do stockholders who own 51% of the outstanding shares of Briny Breezes Inc stock want the Board of Directors to take action to market the Corporation for a marketing period of at least one year? If the answer is yes, and the Board receives an offer that would result in a sale of the Corporation and / or its assets that would result in a net gain after taxes to the Corporation of \$500 million dollars or more, the Board will bring such offers to the stockholders for a vote. This proposition also means that no offers will be sent to the stockholders for approval unless the prospective buyer commits to paying the Corporation a non-refundable 1% of the agreed purchase price to the Corporation upon stockholder approval and the remaining 99% of the agreed purchase price within 6 months after stockholder approval at closing.

Reason for Vote

Given the level of interest on the part of some of our stockholders in the marketing and possible sale of Briny Breezes, the Board of Directors has decided to ask the stockholders if they want the Board to put the Corporation and its assets up for sale. If so, the Board will begin such activity by seeking a qualified entity to market Briny.

What Your Vote Means

- A **YES** vote means the Corporation will take steps necessary to market Briny for a period of at least 1 year.
- A **NO** vote means no marketing of the Corporation or its assets will be undertaken at this time.

Ballot Item 2: Should the reserves required by Section 719.106(1)(j)(2), Florida Statutes, be reduced for the 2018 fiscal year (Oct 1, 2017 – Sept 30, 2018) to an amount determined by the Board of Directors?

Reason for Vote

Florida Statute 719 requires a majority vote of the Stockholders to allow the Corporation to “partially fund” its reserves. The Board of Directors has proposed an amount of **\$292,860** (update in Jan 18 - excluded \$75,000 transferred from the Town back to the Corporation in November 2017) referred to as Partial Funding (see table below) to fund Briny’s 2017 Fiscal Year Reserve Accounts. (2017 FY = Oct 1, 2016 – Sept 30, 2017). This funding level is significantly less than the “Full Funding” amount of **\$882,898** (update in Jan 18) for this FY as determined by *Reserve Advisors*, a third-party professional company that updated its “Reserves Study” for Briny in 2015. **If Item 1 does not pass, the Board will be required by Florida Statute to assess the stockholders based on the “Full Funding” level of \$882,898.**

The table below documents the levels of Full Funding, Partial Funding and the difference between the two alternatives for each Briny 2016 FY Reserve Account. (Update Table after 2017 Reserves Study data received)

Briny Breezes Reserves Accounts	2016-17 Statutory Full Funding (based on 2017 Reserves Study)	Board Recommend Partial Funding (Approved 2017 FY Budget)	Partial Funding Full Funding (negative values represent amount of underfunding)
PAINT	\$14,408	\$11,777	\$1,295
ROOFS	\$176,275	47,109	-\$144,869
ROADS & DRAINAGE	\$272,636	\$94,218	-\$178,418
YACHT BASIN	\$7,338	\$36,086	\$28,748
LAUNDRY	\$4,774	\$1,600	-\$3,174
SEAWALL	\$126,502	\$78,515	-\$47,987
POOL	\$9,045	\$7,582	-\$9,045
CAPITAL ASSETS	\$101,292	\$0	-\$101,292
BUILDINGS	\$170,628	\$47,109	-\$139,222
TOTALS	\$882,898	\$367,860	-\$515,449

What Your Vote Means

- Vote **YES** if you want the Corporation to assess the stockholders for \$292,860 for the funding of its Reserve Accounts for Fiscal Year 2016-17.
- Vote **NO** if you want the Corporation to assess the stockholders to “Fully Fund” it’s FY 2016-17 Reserve Accounts for **\$882,898** (update w/ 2017 Reserves Study data).

Ballot Item 3: Should the Corporation approve a new By-Law Section 3.24 governing Nuisances in Briny as shown in the accompanying BALLOT INFORMATION DOCUMENT as written below?

Section 3.24: NUISANCE. Neither the Corporate property nor any mobile home site (including but not limited to the use of the mobile home) shall be used for any improper or unlawful purpose and no use thereof or behavior by those residing in or visiting Briny Breezes shall be allowed which will create a public or private nuisance or threaten the safety or security of its residents or employees; nor shall such behavior, actions, or activities unreasonably interfere with the quiet possession and/or enjoyment of the Corporate property or any mobile home site or become a source of annoyance to other residents.

All lease and mobile homes shall be kept in a neat and orderly manner.

The Common Areas of the Corporation shall be used for the purpose of furnishing services and facilities as herein provided for the welfare and enjoyment of its residents and their guests. The Corporate property and the mobile home sites shall be used in accordance with all federal, state, Corporate governing documents and local laws and ordinances, and no use shall be permitted which will increase the Corporation’s insurance rates, or affect its insurability. (Has been reviewed and recommended by Becker and Poliakoff)

In Plain Language

This Nuisance By-Law will strengthen the Corporation’s ability to pursuing legal remedies when necessary to deter and remove, as necessary, those few people in our community that chose to create disturbances or threaten the safety and security of their neighbors or prevent our stockholders and/or their guests or renters from being able to enjoy their time living in Briny.

This provision also includes attractive nuisances. Examples of such nuisances are those which might attract children and cause them harm (such as a trampoline set up on the property) and/or could increase the cost of liability insurance which is paid by our stockholders.

Reason for Vote

The Corporation’s lawyers have recommended that we add this nuisance provision to our By-Laws to improve our chances of prevailing in any legal action needed to remove those who disrupt the community by their behavior, cause their neighbors fear for their safety or security, or whose activities make it difficult to enjoy their homes and the community.

What Your Vote Means

- A **YES** vote means that proposed By-Law Section 3.24 will be added to the By-Laws
- A **NO** vote means that that proposed By-Law Section 3.24 will be added to the By-Laws

Ballot Item 4. Should the Corporation amend By-Law Section 5.10 to provide for one alternate to sign checks for if President or Treasurer is unavailable as shown by words below?

TREASURER: The Treasurer shall have custody of the funds and assets of the Corporation and shall keep proper books of accounts, and shall submit a financial statement to the Board of Directors monthly. The Treasurer shall disburse the funds of the Corporation under the direction of the Board of Directors, and shall be authorized to sign all checks and financial papers jointly with the President. The Board of Directors may appoint one additional Director authorized to sign checks and financial papers in lieu of either the President or the Treasurer if either will not be in Briny Breezes, Inc. for more than five (5) consecutive days or is otherwise incapacitated.

In Plain Language

The Board needs to have an alternate Director with the authority to sign checks and other financial papers for the Corporation when either the President or Treasurer is not in Briny or is incapacitated for an extended period, in order for the Corporation to be able to conduct its financial affairs such as paying its bills in a timely manner, avoiding late fees or execute time-sensitive corporate documents.

Reason for Vote

We need to authorize this alternate signer in our By-Laws.

What Your Vote Means

- Vote **YES** to allow the Board to approve an alternate Director authorized to sign checks and other documents when either of the President or Treasurer is not available for an extended period of time.
- Vote **No** to require all checks and financial documents to be signed only by the President and Treasurer.

Ballot Item 5: Should the Corporation approve a Material Alteration to replace the pre-existing, steel-sheet, Cabana Roofs on either side of the Ocean Clubhouse that were blown-off by Hurricane Irma with a safer ??_ roof and/or structure?

In Plain Language

This item is to allow the Corporation to install _____ roofs or coverings on the Ocean-front Cabana that are more resistant to hurricane forces winds, and if removed by high winds, would be less likely to constitute a significant risk to near-by mobile homes and other structures and/or to people in the area of the Cabanas.

Reason for Vote

While repair of damaged common element is one of the duties of the Corporation and its Board, the decision to replace the former corrugated metal Cabana roofs with _____ roofs or coverings for safety and improved hurricane-sustainability considerations could be considered a material alteration of our common elements per our By-Law Section 7.52 which requires approval by 51% of the outstanding shares of our Corporation for such an alteration.

What Your Vote Means

- A **YES** vote the Corporation can replace the roofs of the picnic area cabanas alongside of the Ocean Clubhouse that were removed by Irma with a _____ roof/structure.
- A **NO** vote means that we will not be able to replace the cabana roofs with anything other than corrugated metal sheets. Without the approval of the stockholders, Board can only replace these Cabana roofs with corrugated metal sheets without a ruling from Florida’s DPBR finding that replacing the roofs with another type of roof or structure is NOT a material alteration due to safety concerns.

Ballot Item 6: Should the Corporation approve an Amendment to our By-Laws adding subsection (vi) to Section 7.80 that defines the term “Family Resident Guests: and sets forth the requirements and criteria for family resident guests who wish to live in Briny for more than thirty (30) days during a year as shown below?

Section 7.70 e (vi)

Family Resident Guests are members of the immediate family to the shareholders as indicated on the Stock Certificate. Immediate family includes siblings (sharing at least one parent), children (biological, step, and adopted), parents (including step-parents), and grandchildren and respective spouses if accompanied by the immediate family member. The immediate family member must reside in the owner’s unit), without cost and must register and complete an application 30 day prior to occupancy with the legal documentation asserted the relationship, have a background check if they are to stay longer than 30 days in any 12 consecutive months and receive for a fee, a badge that allows them access to common property. They may receive mail in the owner’s mailbox. These residents may have privileges of clubs, social events and certain Board committees. Shareholders, understand, acknowledge and accept that Briny Breezes, Inc. may demand the removal of any immediate family member who becomes a nuisance and/or violates the provisions of the Corporation’s Articles, Bylaws, or Rules and Regulations. If the Shareholder fails to remove the immediate family member upon thirty (30) days written notice, the Corporation will seek their removal in the Circuit Court and the Shareholder will be responsible for the Corporations Attorney’s fees and costs at all trial, administrative, appellate, and bankruptcy levels. (Has been reviewed and recommended by Becker and Poliakoff)

In Plain Language

This addition to our By-Law allows the Corporation to verify the relationship of the Family Resident Guest by requesting birth certificates, adoption papers, marriage licenses etc. that document the claimed familial relationship to the Stockholder. This also changes the definition of Family Resident Guest so that only children (including step or adopted children) and parents of the stockholders of record are considered Family Resident

Guests and are entitled to live in Briny year-round as long as they do not pay rent. Requesting the 30-days' notice provides the opportunity to process the necessary paperwork prior to occupancy. (Anyone can have a guest for 2 weeks only without the shareholder present.) Unlike our current Rule, this By-Law strengthens the Corporation's position to remove a Family Resident Guest if the Family Resident guest is unable or unwilling to abide by our governing documents.

Reason for Vote

In the past, a few stockholders have used the Family Resident Guest rule as a way to rent their units year-round. This new By-Law will also give the Corporation a way to determine if the claimed family relationship is valid and will simplify processing and enforcing the requirements for Family Resident Guests.

What Your Vote Means

- A **YES** vote means family resident guests will be restricted to immediate family where the stockholder can demonstrate this relationship by producing a copy of a legal document so indicating. If the By-Law Amendment is approved, Briny Rule A.1.c will be rescinded to avoid any potential conflict.
- A **NO** vote means that resident guests criteria and enforcement will continue to be governed by the current Briny Rule A.1.c which may be revised from time to time by the Board of Directors.

Ballot Item 7: Should the Corporation approve an amendment to By-Law Section 7.80 (a) which will prohibit stockholders who have not paid their assessments or fines owed to the Corporation or Stockholder(s) with two (2) or more uncorrected violations pertaining to rentals (time period??) on their unit(s) from renting these units until such assessment(s) or fine(s) are paid in full and/or the rental rule violations are corrected or resolved to the satisfaction of the Board of Directors as shown below?

Section 7.80:(a) The term "sublease" shall be interchangeable with the term "rent" and shall mean the agreement by which the Shareholder transfers occupancy of mobile home site to a Tenant or Lessee. Any shareholders with outstanding fines or delinquent fees will not be allowed to offer or rent their units until all fines/assessments are paid in full. All rental rules and procedure must then be followed once these fines or fees have been paid. Further those shareholders who have 2 or more violations of the Rules pertaining to rentals (over a reasonable time period??) forfeit the right to rent for one -year (12 consecutive months) and after the payment of all debts.

In Plain Language

Shareholders who have outstanding fines and or are delinquent is paying their assessments will not be able to offer their units for rent until all fees and fines are paid in full. The existing rules and procedures for the rental of units in Briny (e.g. 30 days prior to the start of the rental) continue to be applicable. Further, for shareholders who are delinquent in assessments or fines, they, their renters or their guests will be prohibited from our common elements thus limiting their access into buildings, pool, ?beach?, etc.

Reason for Vote

- Given the change in Florida's Statutes in 2015, we are no longer able to put a lien on assessments for fines. If someone chooses not to pay a fine levied by the Board of Directors and upheld by the Appeals Committee, we need to follow a legal process costing the corporation and hence its stockholders. This new By-Law will, at least, penalize those who have been fined and continue to be delinquent in paying those fines. Our By-Laws already address situations where stockholders are delinquent in assessment fees and allow the Board to deny access to common property in those case. This will extend the penalty to

those stockholders who do not pay Board-assessed fine that have been supported by the Violations and Fining Committee.

What Your Vote Means

- A **YES** vote means that if someone has outstanding assessments or fines) they will not be allowed to rent their unit or have access to our common elements until such time these debts have been paid.
- A **NO** vote means if a stockholder(s) have not paid assessments or fines duly-levied by the Corporation, that stockholder(s) may continue to rent their unit(s).

Ballot Item 8: Should the Corporation approve a new By-Law, Section 3.21, that will require title (for mobile homes), lease, stock certificates and ownership documents be held in the same name(s) or by a trust permitted in Section 3.70 of our By-Laws? The exact wording of the proposed By-Law follows.

Section 3.21: Any mobile or qualified modular home existing on a lot or to be placed on a lot Corporate land must be titled in the same name(s) or trust allowed in Section 3.70 of these By-Laws that appear(s) on the stock certificate and lease. A copy of the title or for a qualified modular, ownership documents, shall be furnished to the Corporation within thirty days of closing. In the event of title changes, a copy of the new title must be furnished to the Corporation. All stockholders not in compliance on the date of approval of this By-Law (2-28-18) must take action necessary within sixty (60) days to change these documents to comply with the above provision (no grandfathering).

In Plain Language

Proposed Section 3.21 to our By-Laws is similar to the existing Rule C.1.3. (vi) requiring title, lease and ownership documents be held in the name of the same persons or allowed trust. This By-Law, if approved by the Stockholders, will require any stockholders not in compliance to make changes to their ownership documents, title, lease and/or stock certificates so that all these documents and the same owner(s) and lessors within 60 days after the By-Law is approved. Rule 1.C.c (vi) states that: *“A mobile home placed on a lot must be titled in the same name(s) as appears on the stock certificate/lease for that location unless a waiver is provided to the Corporation signed by any person whose name is on the mobile home title but not on the stock certificate. A copy of the title shall be furnished to the Corporation. In the event of title changes, a copy of the new title must be furnished to the Corporation.”*

Reason for Vote

Some stockholders in Briny hold title/ownership to their unit(s) in different names/trusts than appear on the leases and stock certificates related to their unit(s). This complicates legal and other actions necessary to enforce compliance with our Rules, By-Laws and Lease provisions.

What Your Vote Means

- A **YES** vote means that all ownership, lease and stock certificate documents must be held by the name of same person(s) or trust as defined in Section 3.70.
- A **NO** vote means the Corporation will continue to rely on Rule 1.C.c (vi) to enforce compliance of the requirement to hold every stock certificate, lease, and ownership document related to a Briny lot per Rule C.c (vi) until such a time that Board choose to amend this rule.

Ballot Item 9: Should the Corporation amend Section 7.10 of the By-Laws making clear the limitations of stockholder petitions related to Board powers consistent with Florida Statutes and as shown below?

SECTION 7.10: POWERS OF THE BOARD OF DIRECTORS:

The Board of Directors shall have control of the affairs of the Corporation, with authority to negotiate and enter into agreements with any person, firm or corporation. (moved to beginning) Subject to the direction of the Stockholders given by resolution adopted at any Regular or Special Meeting and in accordance with applicable statutes, the Management of the Corporation shall be in the Board of Directors. However, no such resolution can usurp or alter the powers given solely to the Board of Directors in these By-Laws.

In Plain Language

This amendment will make it clearer to our stockholders that any stockholder petitions that attempt to usurp the powers and authority granted solely to your Board of Directors by our By-Laws and/or Florida Statutes are illegal and cannot be presented to the Stockholders for approval. This should help preclude spending time and effort on stockholder petitions that are in-actionable.

Reason for Vote

To make it clear that the powers and authority granted to your elected or duly-appointed Board of Directors cannot be usurped by anyone or any group of stockholders.

What Your Vote Means

- A **YES** vote means that, in the future the stockholders will be well-informed that stockholders petitions as permitted under our By-Laws cannot usurp the legal authority and powers granted to solely your Board.
- A **NO** vote means the Board may have to spend money and time to address petitions that are in-actionable based on our By-Laws and Florida Statutes.

Ballot Item 10: Should the Corporation amend Section 3.10 of the By-Laws to document the requirements and responsibilities for Board-authorized Briny Breezes Clubs as shown in the accompanying BALLOT INFORMATION DOCUMENT??

~~SECTION 3.10: BRINY BREEZES, INC. shall carry on its their social activities under the name of Briny Breezes Club~~
The Board of Directors may approve clubs for the purpose of carrying on social and charitable activities that are not otherwise represented. Such approval must be documented in the minutes of a duly called Regular or Special Meeting of the Board of Directors each fiscal year.

1. All clubs authorized by the Board of Directors must first present a club charter that delineates its purpose and its operating procedures and a list of officers who are current stockholders (including at a minimum, a President and Treasurer) for review and approval by the Board of Directors
2. Only such authorized and formally-recognized Briny Breezes Clubs may use the Corporate EIN (Employee Identification Number) for Bank accounts for their respective clubs.
3. All such Briny Clubs must submit statements of income and expense receipts with their bank statement to the Corporation on a monthly basis to remain a Corporate-approved, Briny Breezes Club.

In Plain Language

Existing By-Law section has no value since there is no approve Briny Club named “the Briny Breezes Club” and it fails to address the currently Board-approved clubs carrying on activities in Briny Breezes. The proposed amendment to By-Law 3.10 provide the criteria for Board-approve clubs that are permitted to use the Corporate EIN to open club bank accounts. Every club using the Corporate EIN must submit statements of income and expense receipts with their bank statement to the Briny Bookkeeper each month in order for the

Corporation provide this compliance information to our accountants for the preparation and filing of Corporate tax returns, as necessary.

Reason for Vote

No such requirements are documented in our By-Laws or Rules.

What Your Vote Means

- A **YES** vote means the Corporation will have documented the requirements for Briny-Board sanctioned clubs
- A **NO** vote means requirement for such clubs will either not be documented or be documented in Corporate or Board Procedure that can be changed at any time by the Board of Directors and are not readily available to stockholders or Board members.

Ballot Item 11: Should the Corporation amend Section 7.80 (d) of the By-Laws as shown below?

SECTION 7.80: SUB-LEASING: All sub-leasing or renting of mobile home sites and the mobile homes thereon shall be governed by the following provisions. *(as amended 2/24/16 and 2-28-17)*

- d. No Shareholder acquiring stock certificates and a Corporate lease to a lot in Briny Breezes and or a title or ownership documents to a mobile or modular home on that lease ~~or~~ after the effective date of this amendment may sublease ~~the his or her~~ mobile home on that lease for a period of one (1) year [twelve (12) consecutive calendar months] from the date that the lease is approved ~~title is acquired~~. This one (1) year moratorium period shall run from the date of recording of any instrument transferring any ownership interest in ~~title~~ to the lot upon which the mobile home is situated, except for transfers to add members of the Stockholder's Unit Owner's immediate family as titleholders with the Stockholder ~~Unit Owner~~ or to a trust where such transfers were undertaken for the purpose of estate planning. The only other exceptions to the foregoing moratorium are for stock certificates, leases, and Mobile or Modular Homes Units obtained by beneficiaries or heirs of the previous unit owner when title was acquired through inheritance or devise. This restriction shall not apply to Units acquired by the Corporation while the Units are owned by the Corporation. If at the time of transfer of any interest in title to a mobile home or/and a mobile home site that is already sub-leased pursuant to a sub-lease agreement entered into by the previous Shareholder/owner, the aforementioned one (1) year period during which the mobile home may not be sub-leased shall commence at the expiration of the current term of the existing sub-lease which may not be renewed, extended, or sub-subleased.

In Plain Language

This amendment insures that the original intent of Section 7.80 of our By-Laws to require a 1-yr moratorium on renting for any transfer of a unit and/or stock certificates and leases where none of the new owners are in common with the prior owners, lessors or stockholders is carried out.

Reason for Vote

Because the current language in the By-Law only applied to only reference the title to a mobile home, the By-Law needs to be amended to include ownership documents for Modular homes which are not titled by the Florida Department of Motor Vehicles and to reflect the original intent that changing the names on the Stock Certificates, Lease and/or Title and Ownership Documents in a way that none of the former owners are include on the new documents reflecting a transfer of ownership trigger the 1-year moratorium.

What Your Vote Means

- A **YES** vote means that any change in lease, stock ownership or title/ownership of a unit that does not include at least on former owner will not be able to rent for a period of one year.
- A **NO** vote means that this 1-year moratorium requirement will be more problematic to enforce.

Ballot Item 12: Should the Corporation approve a Material Alteration to install one Tiki umbrella on our Beach to be paid for by the Beach Club as shown in the accompanying BALLOT INFORMATION DOCUMENT

In Plain Language

The Beach Club has offered to pay for a new Tiki umbrella (similar to the existing one) to be purchased and installed on the Corporation’s beach. If approved, this will be done at no cost to the stockholder.

Reason for Vote

It is possible that this addition could be considered a material alteration of our common elements per our By-Law Section 7.52 which requires approval by 51% of the outstanding shares of our Corporation for such an alteration.

What Your Vote Means

- A **YES** vote means that the Corporation can work with the Beach Club to purchase and install a tiki umbrella on our beach at a mutually agreeable location.
- A **NO** vote means that the Corporation will not be able to take advantage of the Beach Club’s offer.

*******END OF 2018 BALLOT INFORMATION DOCUMENT*******