

MINUTES OF MEETING
SPECIAL BOARD OF DIRECTORS MEETING, BRINY BREEZES INC.
MONDAY, April 3rd, 2013, 9:00 A.M.
COMMUNITY CENTER

The April 3 2013, Special Board Meeting of the Briny Breezes Inc. Board of Director was called to order at approximately 9:00 AM by Board President Coyner.

Secretary Oglesby called roll to document that a quorum was present. Roll call indicated that all Directors (as listed below) were present at the meeting:

Director Koplen	Director Coppola
Director Oglesby	Director Coyner
Director Stewart	Director Malchuski
Director Long	Director Gallacher

Secretary Oglesby confirmed that Proof of Notice for the meeting had been posted at 1:00pm on March 29, 2013, as witnessed by the General Manager, Carl Forrest.

ORDERS OF THE DAY – Special Business

President Coyner turned the Board's attention to the business of the meeting, being the further consideration of modifying the previously-approved motion of the March 13th 2013 Regular Board Meeting to send resolutions to the stockholder for a vote to spend \$76,300 to repair/upgrade the Flamingo Seawall and to amend Section 13.25 of the By-Laws.

Director Oglesby made a motion which received a second to ask the Division of Florida Condominiums, Timeshares, and Mobil Homes (a division of DBPR) to clarify the meaning of the following sentence in the Division's criteria for Declaratory Statements: "Additionally, if other owners will be affected by the decision, then the division will not be able to issue a declaratory statement." The motion failed 7-1, with only Oglesby voting for his motion. Later in the meeting, General Manager Forrest was able to obtain clarification from the Becker and Poliakoff that the sentence was only meant to deal with disputes between stockholders, not the case in the Board's request.

The Board members considered the possibility of sending the proxy to stockholders to approve repairing, raising and strengthening the Flamingo seawall without jeopardizing the request for a declaratory statement by the Division of Florida Condominiums, Timeshares, and Mobil Homes to determine if there was a way keep both actions moving forward..

Sending the Flamingo proxy to the stockholders before receiving a response from the Division of Florida Condominiums, Timeshares, and Mobil Homes will prevent the Division from issuing a declaratory statement on the question the Board posed. It became apparent to the Board that

delaying the proxy by adding conditional provisions was difficult since the provisions added would need to address the range of uncertainties in the timing and findings of the declaratory statement. For these reasons, *Director Oglesby made a motion to rescind the approved motion of March 13, 2013 for a shareholder vote on the Flamingo Seawall work and the amendment of By-Law Section 13.25. The motion received a second and was unanimously approved.*

Director Gallacher made a motion to move forward as soon as possible with the Kimley-Horn proposal for Tasks 1 and 2 only for a total cost of \$12,050. The motion received a second and passed unanimously. General Manager Forrest read from the Kimley-Horn proposal of March 19th, 2013 to clarify Director Gallacher's motion:

- Task 1 is to evaluate Dock Drive bulkhead, survey and soil investigation.
- Task 2 is to develop performance requirements for the bulkhead replacement.

It was agreed that once the recommendation of the engineering firm is received, the Board should attempt to obtain three competitive bids to perform the work recommended in the engineering specifications or RFP (Request for Proposals) delivered by Kimley-Horn.

Adjournment

Director Long moved to adjourn. The motion received a second and was passed unanimously by voice vote. President Coyner adjourned the meeting at approximately 10:30 AM.

Respectfully submitted,

Tom Oglesby
Secretary, Briny Breezes Inc.
March 30th, 2013

Approval Date: 7/17/2013

ATTACHMENT I

**NOTICE
SPECIAL MEETING OF THE BOARD OF DIRECTORS
BRINY BREEZES, INC.
WEDNESDAY, APRIL 3, 2013
AT 9:00 A.M. COMMUNITY CENTER**

**ALL STOCKHOLDERS WILL BE LIMITED TO SPEAKING ONCE PER AGENDA ITEM FOR
A MAXIMUM OF 3 MINUTES**

- I. PLEDGE OF ALLEGIANCE & MOMENT OF SILENCE
- II. CALL TO ORDER & ROLL CALL
- III. PROOF OF NOTICE
- IV. CONSIDERATION OF MODIFICATION OF APPROVED STOCKHOLDER'S VOTE FOR REPAIRS TO FLAMINGO SEAWALL AND AMENDMENT OF ARTICLE 13.25 BOARD OF DIRECTORS USE OF EXCESS OPERATING FUNDS.

POINTS FOR CONSIDERATION:

- WAIVE THE OBTAINING OF TWO ADDITIONAL ESTIMATES FOR SEAWALL REPAIRS DO TO NO COMPANIES INTERESTED IN BIDDING.
- INCREASE COST OF REPAIRS TO FLAMINGO DRIVE AND
- INCLUDING REPAIRS TO DOCK DRIVE IN ABOVE VOTE OF STOCKHOLDERS
- APPROVAL OF ENGINEERING PROPOSAL IN REGARD TO SEAWALLS AND FLOODING AS PRESENTED BY KIMLEY-HORN.

- V. ADJOURNMENT

All Stockholders are Welcome

This notice is dated and posted: Friday, March 29, 2013 at 1:00 p.m.

Carl J. Forrest, General Manager