

# License Agreement Amendment

Section 8.0 SALE OF MBOC MEMBERSHIP and the entire prior mendment are replaced completely by the following:

## 8.0 SALE OF AN MBOC MEMBERSHIP

The MBOC docking facilities in the Permit area are the property of the MBOC. All MBOC memberships shall be owned only by Moorings Condominium unit owners. MBOC members are assigned a boat slip on the MBOC metal dock when they join the club. MBOC memberships may be bought and sold. All sales of MBOC memberships shall adhere to the process described in this section 8.0, except that in certain events a membership may revert to the MBOC, and the MBOC may sell the membership. In such case the MBOC will have the same standing as that of an individual selling a membership for the purposes of this Agreement.

### 8.1 Bidders List

Unit owners who wish to have an opportunity to purchase an MBOC membership shall so notify the MHOA and the MBOC in writing delivered by hand or by US mail or e-mail to the Presidents of the MHOA and the MBOC, and the President of the MHOA shall confirm receipt of the notice in writing to the Unit owner and the President of the MBOC by the same means. The President of the MHOA will maintain a list of all such unit owners (the Bidders List). Unit owners wishing to have their names removed from the Bidders List shall likewise notify the MHOA and MBOC, with receipt of the notice likewise confirmed by the President of the MHOA. The list will not be posted on the MHOA or MBOC websites. The list will be disclosed only to unit owners, upon reasonable request and after agreement between the MHOA and MBOC Presidents.

### 8.2 Sale of an MBOC Membership Concurrent With the Sale of a Moorings Condominium Unit

An MBOC member selling his or her Moorings Condominium unit may convey the membership at the time of the sale of the unit to the new unit owner, provided the new unit owner meets the MBOC membership requirements. Such conveyance must be concurrent with the closing of the sale of the unit. The price of the MBOC membership is to be arrived at between the buyer and the seller with no restrictions or influence by the MBOC or the MHOA.

The selling MBOC member shall have the right to advertise that the unit is available with a private boat slip. The member shall provide reasonable notice to the Presidents of the

MBOC and the MHOA by email or other writing of his or her intent to attempt to convey the MBOC membership concurrent with the sale of the unit.

### 8.3 Sale of a Moorings Condominium Unit Without Conveyance of the MBOC Membership

If an MBOC member sells his Moorings Condominium unit without conveying the membership at the time of the sale, then the new unit owner may have his or her name added to the Bidders List according to the provisions of Section 8.1 above, if he so wishes. The MBOC member shall then follow the procedures described in Section 8.4 below. (see note 1)

#### 8.4.0 Sale of an MBOC Membership Without the Sale of a Moorings Condominium Unit

An MBOC member wishing to sell his or her membership shall notify the President of the MHOA in writing delivered by hand or by US mail or by e-mail, with a copy to the President of the MBOC. The President of the MHOA shall promptly confirm receipt of the notice in writing or by email to the MBOC member and the President of the MBOC. The copy of the notice sent to the MHOA President will include a description of the lift, the asking price for the membership, the selling MBOC member's telephone number and, if available, an email address where he or she can be reliably reached.

#### 8.4.1 Sale When There Are One or More Unit Owners on the Bidders List

Within three working days of MHOA's receipt of the membership sale notification, the President of the MHOA will contact all the MHOA members then listed on the Bidders List by email or in writing delivered by hand or US mail, telling them the name and contact information of the seller, a description of the lift, the asking price, and information on how to access the MBOC charter, bylaws, rules, and schedule of membership fees to assist in making this decision.

A unit owner submitting a bid is to deliver the amount of his or her bid in a sealed envelope to the President of the MHOA, in a separate sealed envelope marked as "SEALED BID" on the outside of the envelope. The envelope will also contain the name of the bidder, his or her telephone number and, if available, an email address where her or she may be reliably reached. Only one bid will be accepted for each bidding unit owner. The bid may be less than, equal to, or more than the seller's stated asking price. Bids may be submitted any time after the MHOA receipt of the membership sale notification, but in no event received by the MHOA President later than ten working days following the MHOA's receipt of the membership sale notification. The MHOA President will notify the MBOC President and the seller of the receipt of any such bids or the lack thereof, and the name of each person submitting a bid.

Twelve working days from the MHOA President's receipt of the membership sale notification, the sealed bid(s) will be opened in the presence of a member of the MBOC Board of Directors, a member of the MHOA Board of Directors, and the selling unit owner. The selling member may be present by a telephone conference. If there is at least one bid at the asking price or higher, the selling member must proceed in good faith to complete the sale to the highest bidder. If there are identical highest bids, the selling member may sell to any one of the highest bidders at his/her discretion. If none of the bids are at least as high as the asking price, the selling member is free to negotiate a sale at whatever price is agreeable as long as the purchaser is a unit owner meeting MBOC membership requirements. Prior to the opening of the bids, the selling member may withdraw the offer to sell, and any bidding unit owner may withdraw his or her bid. If there is no sale as a result of this bidding process, then for a period of at least ninety days, or until there are unit owners on the Bidders List and a period of ninety days has elapsed since the opening of the sealed bids, the MBOC member is free to negotiate the sale of his or her membership to any unit owner meeting MBOC membership requirements.

#### 8.4.2 Sale When There Are No Unit Owners on the Bidders List

If there are no members on the Bidders List at the time the selling MBOC member provides the notice described in section 8.4.0 above, the MBOC member is free to negotiate the sale of his or her membership to any unit owner meeting MBOC membership requirements. If names are subsequently added to the Bidders List, the MHOA President will so notify the selling MBOC member, who may initiate or re-initiate the sale process described in Section 8.4.1 in order to effect a sale.

#### 8.4.3 Failure to Close the Sale

If a sale resulting from the bidding process described in Sections 8.4.1 and 8.4.2 is not consummated, the MBOC member is free to negotiate the sale of his or her membership to any unit owner meeting MBOC membership requirements for a period of at least 90 days. If there are names on the Bidders List and at least 90 days has elapsed since the notice of Section 8.4.0 was given, the selling MBOC member may re-initiate the sale process described in Section 8.4.1 in order to effect a sale.

#### 8.4.5 Representatives of the Presidents of the MHOA and the MBOC

In order to meet the deadlines of this Section 8.0, it may be necessary for the President of the MHOA or the President of the MBOC to designate a member of their respective Boards of Directors to act in their behalf to effect some or all of the actions required of them by this Section 8.0. In such event, the name of such designated member

shall be communicated promptly to all interested parties by the most prompt and effective means available.

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Note 1: If an MBOC member sells his condominium unit but does not convey the MBOC membership at the time of sale, he or she becomes an inactive member of the MBOC with rights and responsibilities as spelled out in the MBOC bylaws.

Note 2: The complete timeline for the events of Section 8.4 is as follows:

Day 0: MHOA President and MBOC President receive notice that an MBOC member wishes to sell.

Day 3: MHOA President has contacted all members of the Bidders List.

Day 10: Last day for sealed bids to be delivered to MHOA President.

Day 12: Bids are opened.

ALL DAYS ARE WORKING DAYS; MONDAY THROUGH FRIDAY

Note 3: There is a 2008 Memorandum of Understanding between the MHOA and the MBOC describing the general terms of administering the MHOA/MBOC relationship in the event there is sufficient interest in constructing a second private boat dock in the MHOA Permit area. This MOU is available on the MHOA website.

This amendment has been approved by the Boards of both the MBOC and the MHOA as indicated by the signatures of the Presidents below:

**For The Moorings Association**

Oscar R. Beaman, President

**For The Moorings Boat Owners Club**

Michael H. Hardman, President