

VILLAS OF WINDMILL POINT II POA., INC.

273 SW STERRETT CIRCLE, PORT ST. LUCIE, FLORIDA 34953-3325

WEBSITE: YWP2.COM

EMAIL: POA@YWP2.COM

PHONE: (888) - POA-VWP2
(TOLL-FREE) - (888 - 762-8972)

FAX: (888) - FXX-VWP2
(888 - 399-8972)



NOTICE OF ANNUAL MEETING OF OWNERS AND ELECTION OF THE BOARD OF DIRECTORS

NOTICE IS HEREBY GIVEN by the Board of Directors of the Villas of Windmill Point II Property Owners Association, Inc. that the Annual Meeting of Owners and Election to the Board of Directors will be held at 7:30 pm on Friday, December 22nd, 2017 at the pool-patio area of our Corporate Office at 273 SW Sterrett Circle, Port St. Lucie, Florida 34953. All registered owners of record are being mailed a Ballot, Ballot Envelope, Instructions/Information, this Notice, a Limited PROXY, and a master Return Envelope to the last known registered owner and address on record with the POA. The Ballot must be returned to the POA no later than 11:59 pm, Thursday, December 21st, 2017 by mail or in person, (or by fax or email with special advance arrangements), and must be accompanied by a PROXY if not cast in person to be counted. A PROXY may be submitted without a Ballot however, by any unit to help establish a quorum aside from units owned by the POA itself if possible.

The meeting agenda will include continued discussion of the LTP (Long Term Plan) of the POA obtaining title to each unit to be able to insure under a Master Policy that is not allowed now, and converting to a For-Profit Corporation to own and manage existing POA units and pay the POA its fair share. This arrangement would delay any forced sales under a 'condo conversion' after an 80% ownership by the POA. The POA currently owns 51 units and is pursuing agreements with 20 to 24 privately owned units at this time. A second entity will also be able to insure units that it owns versus the inability explained last year with mixed status right now.

The agenda will include deferment of a second \$9,000 Special Assessment for the re-capitalization of the Reserve Account for 2018, and alternatively, to offer a payment plan on the 2017 one after the Court has ruled for and allowed foreclosing lenders to AVOID PAYING it and other special assessments, which actions the POA intends to appeal as much as they can because it only increases the burden on the remaining units which is not fair. The Agenda will also include ratification of the 2018 Proposed Annual Budget, the BRRs, waiving of Reserve Account minimums, approval of compensation of third party vendors who are also volunteering as Directors or Officers, clarifications to the LTP and assessment strategy of units owned and not owned by the For-Profit Corporation and continuation to a 'Green Community', appointments to committees, setting of next year's meeting(s) and any other old or new business at time allows.

NOTICE OF BOARD OF DIRECTORS MEETING

NOTICE IS HEREBY GIVEN that immediately following the above meeting, the Board of Directors shall convene an organizational meeting to appoint Officers of the Corporation for the next year and any compensation for separate vendor services, ratify actions from the owners meeting, and discuss collection and legal actions, and any other old or new business as time allows.

This notice mailed to all owners of record on 12/8/17 and posted to the POA website and around the complex shortly thereafter.

A handwritten signature in black ink, appearing to read "MCDONALD STOREY".

MCDONALD STOREY, POA Vice President

A handwritten signature in black ink, appearing to read "Richard B. Mottley".

RICHARD MOTTLEY, CORP SECRETARY



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LIMITED PROXY

I, _____, the undersigned registered owner
(Print Name)

of UNIT # _____ in the Villas of
(Street Address)

Windmill Point II POA., Inc., do hereby authorize and appoint the following individual as my PROXY representative for voting, and any and all business conducted at the Owners and Annual Meeting of the POA on Friday, December 22nd, 2017 at 7:30 P.M., at the pool patio area of the Corporate Office at 273 SW Sterrett Circle, Port St. Lucie, Florida 34953.

I HEREBY APPOINT: _____ as my PROXY REPRESENTATIVE / AGENT, or, IF BLANK, I hereby appoint and authorize the President, Tom Lesko as my PROXY and Representative.

SIGNED: _____ DATED: _____

Return this EXECUTED PROXY in the pre-addressed "RETURN ENVELOPE" provided by the POA. DO NOT enclose it in the BALLOT envelope. Only the Ballot goes into the Ballot envelope and then that separate envelope and this loose Proxy goes into the "RETURN ENVELOPE".

IF THE PROXY HOLDER NAMED ABOVE CANNOT ATTEND, THAT PERSON MAY LEGALLY RE-ASSIGN THIS PROXY ONE TIME BELOW: (Not the Owner, only the Proxyholder)

(ATTN. OWNER: DO NOT FILL IN THIS PART BELOW- IT IS FOR YOUR PROXY HOLDER ONLY!)

SUBSTITUTION OF PROXY

I, _____, the above named appointed PROXY HOLDER of the Owner, do hereby appoint and authorize the following SUBSTITUTION OF PROXY to: _____.

SIGNED: _____ DATED: _____

VILLAS OF WINDMILL POINT II POA., INC.

273 SW STERRETT CIRCLE, PORT ST. LUCIE, FLORIDA 34953-3325

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OFFICIAL BALLOT FOR ELECTION TO THE BOARD OF DIRECTORS OF THE VILLAS OF WINDMILL POINT II P.O.A. INC. FOR DECEMEBER 22, 2017

Every owner whose account is current with the POA, or, has an acceptable payment plan or arrangement, or, a pending Inversion Agreement is entitled to cast one voting ballot, per villa owned. If there is a Voting Certificate on file with the POA then that designated person must be the voting member of a unit owned by more than one individual. Delinquent accounts have been suspended by the Board and may not cast a ballot. Any such ballot cast will be void. However, ANY owner may still attend the Annual Meeting and Election in person or by PROXY to help achieve a quorum of owners for the meeting, regardless of their payment status, and regardless of whether they return a ballot.

This ballot MUST be returned in person or by mail (or fax or email with advance approval and arrangement for secrecy) to the POA office by 11:59pm, Thursday, December 21st, 2017 to be counted for the election. Proxies may be received up to the end of the meeting itself. There are three (3) board positions up for election. Two existing, incumbent Directors are listed on the ballot and are willing to re-serve, although one, the VP, has nominated a last minute replacement for himself in an effort to moot legal challenges to the POA election process, after the Board held a Nominating Committee meeting and two Director Meetings to seek qualified nominations for this ballot.

PICK ONLY THREE (3) NAMES TO THE RIGHT →

After you make 3 selections, PLACE **THIS BALLOT ONLY** INTO THE SEPARATE ENVELOPE MARKED "**BALLOT ENVELOPE**", seal it and sign the outside of it on the back and put IT into the master, "Return Envelope".

The existing Board's recommendations and endorsements are marked with an *, and a brief description of the candidates is on the back of this ballot.

_____ Steven Goldfarb*

_____ Jessica Lesko*

_____ Tom Lesko*

_____ Joseph Kevin Mabe

_____ McDonald Storey

_____ Write-In # 1 _____

_____ Write-In # 2 _____

_____ Write-In # 3 _____

DON'T FORGET TO ALSO SIGN A "LIMITED PROXY", AND RETURN IT LOOSE, IN THE ENVELOPE MARKED "RETURN ENVELOPE" or your ballot won't count. (Even if you do not return a Ballot and Ballot Envelope, WE NEED YOUR PROXY TO MAKE A QUORUM for the Annual Meeting!)

12-22-17 BALLOT INFORMATION

The POA has received a questionable legal challenge from a 1/3 owner of a non-homestead unit and a 1/2 owner of a rental unit regarding the removal of Jessica Lesko from the Board without a full owner vote in February, and not having full election procedures and processes, so the POA is conducting the whole process to moot those challenges in the following ways: The POA owns 51 units and the current Board of Directors and President legally casts the vote for those units and can simply re-elect themselves or any one, however, they are holding open the option of allowing resignation of any such voted individual(s), for one of the other candidates, if a significant number of the other 38 ballots indicate other preferences.

Every non delinquent/non suspended voting unit also has the right to "Write-In" up to 3 different or other candidates NOT listed on the ballot if they wish. **HOWEVER ONLY 3 NAMES MAXIMUM CAN BE CHECKED, ANY MORE THAN 3 WILL VOID THE BALLOT.** Less than 3 is fine.

Therefore the POA held two Directors Meetings and a Nominating Committee meeting on 11/18 and 11/28 to obtain nominations of ANY interested candidate. A candidate does not need to be an owner to be nominated or to serve (such as the current tenant-Vice President, McDonald Storey). The President, Tom Lesko had offered to resign if the attending owners felt that he should or his services be stopped, but no one had objections, and rather a surprising number of owners and individuals have supported him through his personal adversities this year, and strongly recommended that he stay due to his 21 years of experience with the POA and to keep it on the ten year track of its Long Term Plan (LTP) voted on by the super majority of owners who kept re-electing him through the years. So, his name remains on the ballot and is endorsed by the current Board.

After the first of the three meetings, one onsite owner nominated himself, Joseph Kevin Mabe, who briefly served in 2011 and resigned in February 2012 without notice, advance warning or explanation to this day, and is listed on the ballot per his request.

Jessica Lesko, who has served as a Director since late 2013, and a volunteer for a decade in various capacities, was removed by the Board in February, until an internal review has now confirmed that there were no intentional improper actions, and she is strongly endorsed by the Board for re-election, hopefully repelling legal challenges of her supporters.

The President, Tom Lesko, had a severe auto accident on 11/24/16, then a separation and divorce that began January 2nd which involuntarily separated him from legal-related POA files and records all year. The POA hired an outside accountant, Steve Goldfarb, in late March to audit, and help rebuild, any incomplete records and files. Then he was slammed with a September surprise. When Hurricane Irma was 185 mph and forecasted to rip up the center of the State, putting PSL on the BAD, NE Corner to be obliterated and told to evacuate, the POA moved its records and files to a secure, gated, surveillanced and air conditioned CBS 24/7 self storage facility in Fort Pierce that had a large enough unit available in the area, and for the first time in its history it severely flooded after a record 22 inches of rain in 14 hours, destroying many POA records. Mr. Goldfarb has dedicated his services full time ever since for the POA, and vowed to stay with us for as many months and probably years as necessary to rebuild and reconstruct any thing possible, and take over current bookkeeping needs. So, the VP, McDonald Storey, who is an onsite resident, though not an owner, remains on the ballot, but has nominated Steve to take his place on the Board, and to take over as Treasurer as a neutral third party to continue to help the POA and since he is being compensated, both felt it was only fair that he should VOLUNTEER SOME time back, just like the VP has done for a decade and Mr. Lesko did as a paid consultant for two decades. Mr. Storey would still stay a Corporate Officer as VP and continue his specialty in the rental unit acquisitions and repairs.

And Richard Mottley, an onsite resident, and an investor with the POA, doubly serving as Corporate Secretary-Treasurer, would continue as Secretary, and assistant Treasurer, and, is willing to step in as a Director in an emergency, or as a replacement, and, as a Write In with his decade long experience with the POA and countless hundreds of hours of volunteer services over the years.

Therefore, the current Board strongly endorses and recommends that the first three alphabetically listed candidates be selected and elected by the voting owners for the 2018 year.

" BALLOT ENVELOPE"

Insert your BALLOT ONLY with 3 selections maximum into this envelope.

DO NOT INSERT PROXY into THIS envelope.

PRINT NAME: _____ UNIT#: _____

SIGN HERE: _____

**Seal this envelope and insert it into the Master, "Return Envelope"
Put the single-paper, signed Proxy into the Return Envelope also.**