

# Proposal for the sale of Coconut Park

The undersigned are Supervisors of the Brooks of Bonita Springs Community Development District and the Brooks of Bonita Springs II Community Development District (collectively the "CDDs"), Board Members of The Commons Club ("TCC"), Finance Committee members of TCC and the General Manager of TCC. Collectively we have been asked to explore whether a sale of Coconut Park ("Park") from the CDDs to TCC on mutually beneficial terms is practical. Pursuant to that request we met together on October 13, 24, 27 and 30.

During our first meeting we agreed on several guiding principles including:

- Each of us are residents, friends, or neighbors of the owners within the Brooks and as such agree to treat each other with respect and dignity and at all times remaining congenial,
- As stated by the facilitator at the October 4, 2023, CDD workshop, the interests of the CDDs and TCC are aligned as we all seek what is best for our community,
- We agree to commit all necessary time and effort to determine if a sale is feasible,
- Our situation is unique as it is not a "zero-sum game" or a traditional "arm's length" transaction. Any proposed sale must be beneficial and equitable to the CDDs, TCC, and most importantly to the owners within The Brooks, and
- If for any reason we cannot come to an agreement, we will walk away as friends and refrain from commenting negatively about any failure to reach agreement.

We believe a sale is practical, and present the following proposed terms:

1. The CDDs agree to sell and TCC agrees to purchase the Park with a closing at a mutually agreeable date and location on or before December 31, 2023.
2. Sales price is \$1,012,500 payable in full at closing.
3. The TCC agrees not to sell the Park for a period of 5 years after closing.
4. Conveyance to TCC will contain a right of first refusal in favor of the CDDs using the language currently in place and a restriction that as long as TCC retains ownership, the Park will be used for recreational and leisure purposes consistent with the goals and purposes of TCC.
5. TCC agrees that the Park and its amenities, including pickleball, will be a "Bronze" level membership within its existing membership structure. After closing, access to the Park will be restricted solely to members of TCC and their authorized guests.
6. As an incentive to entice owners of the Brooks who are not already members, TCC agrees to freeze Capital Contribution rates at existing levels until March 1, 2024.
7. The CDDs agree to replace the roof on the existing restroom located in the Park, currently scheduled to start in November of 2023 with an expected completion time of 1-2 weeks.
8. At a cost not to exceed \$19,000, the CDDs agree to repair the existing pickleball court lights so that they are in good working condition and to repair the potential trip hazard on pickleball court #1 with all work completed prior to closing. If any of these repairs remain uncompleted at closing, the balance of funds will be escrowed until such time as repairs are complete.
9. TCC agrees to further expand the pickleball amenity after closing. TCC further agrees that the property is required for members to enjoy the improvements included in the Club Facilities.
10. At its cost, the CDDs agree to cancel any lease agreements for ice machines.

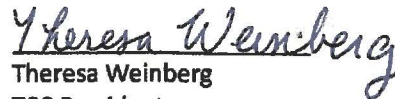
11. The CDDs agree to assign to TCC all rights to any building permits, civil engineering plans, sound studies, and to the extent possible any other warranties (e.g., new roof on the restrooms, lighting on the pickleball courts, etc.) acquired during its ownership of the Park.
12. CDD attorney Dan Cox will draft the contract for sale, proposed deed, and contemplated escrow agreement. TCC reserves the right, at its own expense, to have an attorney of their choice review the proposed documents.
13. Estimated closing cost, excluding title insurance, total approximately \$7,200 with the CDDs and TCC agreeing to split those costs. Should TCC desire to purchase title insurance it may do so at its own expense.
14. Final terms of the contract, deed, and escrow agreement to be agreed by upon by the undersigned no later than November 13, 2023, so that they may be presented for approval by the CDDs at their meeting scheduled for November 15, 2023, and to TCC at their meeting scheduled for November 16, 2023.

Finally, we acknowledge that we have no ability to bind either the CDDs or TCC and as such submit this only as a well-reasoned proposal. That being said, we unanimously believe it is in the best interest of all to approve that proposal as written.

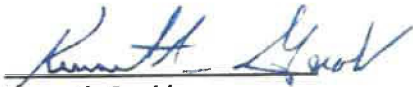
Signed October 30, 2023.



David Garner  
Supervisor, Bonita Springs CDD



Theresa Weinberg  
TCC President



Kenneth Gould  
Supervisor, Bonita Springs II CDD



Jennifer Smyth  
TCC Vice President



Robert Lienesch  
TCC Finance Committee Member



Joseph Archazki  
TCC General Manager