



**COMMONWEALTH OF KENTUCKY
PUBLIC PROTECTION CABINET
DEPARTMENT OF FINANCIAL INSTITUTIONS
ADMINISTRATIVE ACTION NO. 2024-AH-0018**

KENTUCKY DEPARTMENT OF FINANCIAL INSTITUTIONS	COMPLAINANT
v.	
BREEZY POINT ENERGY CORP.	RESPONDENTS

AGREED ORDER

PARTIES

1. The Kentucky Department of Financial Institutions (hereinafter, the “Department”) is responsible for administering the provisions of Kentucky Revised Statutes (KRS) Chapter 292, the Securities Act of Kentucky, as well as any applicable rules, regulations, and orders enacted pursuant to the Code.

2. Breezy Point Energy Corp. is a corporation formed in Montana, with a principal address at 64 Beachmont Terrace, North Caldwell, New Jersey 07006-4618.

STATEMENT OF FACTS

3. On April 28, 2023, the Department received an application for Breezy Point Energy Corp.’s claim of exemption under 808 KAR 10:210.

4. On May 1, 2023, the Department attempted contact by email to the SEC Form D filer on behalf of Breezy Point Energy Corp. concerning the absence of the required \$250 filing fee and requesting further information. The Department received no response. The Department followed up with emails regarding the same subject matter to the SEC Form D filer on May 22, 2023, and July 25, 2023. On August 2, 2023, the SEC Form D Filer responded that inquiries should be directed to Breezy Point Energy Corp.’s Issuer, to the attention of its CEO, Ari Goldstein.

5. On August 2, 2023, the Department contacted Mr. Goldstein by email, notifying of the failure to perfect Breezy Point Energy Corp.'s exemption claim, request for the filing fee, and request for further information. The Department received no response. The Department followed up with emails on August 28, 2023 and November 6, 2023, as well as sending a letter to Mr. Goldstein on January 8, 2024.

6. On July 16, 2024, Breezy Point Energy Corp. responded with its desire to resolve the issues in claiming its claim of exemption.

STATUTORY AUTHORITY

7. 808 KAR 10:210 states,

Section 1. (1) Pursuant to KRS 292.410(1)(q), an offer or sale of a security offered or sold in compliance with 17 C.F.R. 230.504 or 230.505, or an offer or sale made exempt by 17 C.F.R. 230.508(a) shall be exempt from KRS 292.340 to 292.390 if the offer or sale meets the requirements established in subsections (3) and (4) of this section.

...

(3) The exemption established in subsection (1) of this section shall apply if:

...

(c) 1. The issuer shall file with the office a notice on Form D (17 C.F.R. 239.500):

a. No later than fifteen (15) days after the first sale of a security from or into Kentucky in the case of a transaction pursuant to 17 C.F.R. 230.505; or

b. At least ten (10) business days prior to the first sale of a security from or into Kentucky in the case of a transaction pursuant to 17 C.F.R. 230.504.

...

3. A notice on Form D shall be manually signed by a person duly authorized by the issuer.

4. a. Information furnished by the issuer to an offeree shall be filed with the notice required by subparagraph 1 of this paragraph.

...

5. At the time of filing of the notice on Form D, the issuer shall pay to the commissioner a filing fee of \$250.

6. If the issuer files an additional document with the United States Securities and Exchange Commission subsequent to its initial filing, a copy of the document shall be filed with the office.

8. KRS 292.470 states, in pertinent part,

Whenever it appears to the commissioner that any person has engaged or is about to engage in any act or practice constituting a violation of any provision of this chapter or any rule or order under this chapter, the commissioner may in his or her discretion bring any or all of the following remedies:

...

Issue a final order, after notice and an opportunity for a hearing, containing findings of fact and conclusions of law, directing any person or persons found to have engaged in, or about to be engaged in, activity that constitutes a violation of this chapter or any rule or order under this chapter:

- (a) To cease and desist from the activity;
- (b) To perform any other reasonable mandates directed by the commissioner pursuant to an appropriate remedy fashioned by the commissioner and reasonably calculated to carry out the provisions of this chapter; or
- (c) To pay fines assessed under KRS 292.500(14) and costs assessed under KRS 292.500(15).

9. KRS 292.500(14) states,

The commissioner may impose civil fines against any person who violates any provision of this chapter or any rule or order or voluntary agreement entered into under this chapter. The fine shall not exceed twenty thousand dollars (\$20,000) per violation...

VIOLATIONS

10. In contravention of 808 KAR 10:210, Breezy Point Energy Corp. filed an SEC Form D without including the requisite \$250 filing fee.

AGREEMENT AND ORDER

11. To resolve this matter without litigation or other adversarial proceedings, the Department and Breezy Point Energy Corp. agree to compromise and settle all claims arising from the above-referenced factual background in accordance with the terms set forth herein.

12. In the interest of economically and efficiently resolving the violations described herein, it is hereby **AGREED** and **ORDERED**:

i. Breezy Point Energy Corp. agrees to pay its **two hundred and fifty dollar (\$250.00)** filing fee to the Department, which shall be due and payable within thirty (30) days of the entry of this Order;

ii. Breezy Point Energy Corp. agrees to pay a civil fine in the amount of **five hundred dollars (\$500.00)** for the violations described herein, which shall be due and payable within thirty (30) days of the entry of this Order;

iii. All payments under this Order shall be in the form of an ACH payment made via secure website, pursuant to instructions provided to Breezy Point Energy Corp., or by a certified check or money order made payable to "Kentucky State Treasurer" and mailed to the Department of Financial Institutions, Securities Division, 2024-AH-0018, 500 Mero Street, Frankfort, Kentucky 40601;

iv. Breezy Point Energy Corp. waives the right to demand a hearing at which it would be entitled to legal representation, to confront and cross-examine witnesses, and to present evidence on its behalf, or to otherwise appeal or set aside this Agreed Order;

v. Breezy Point Energy Corp. consents to and acknowledges the jurisdiction of the Department over this matter and that this Agreed Order is a matter of public record and may be disseminated as such;

vi. In consideration of execution of this Agreed Order, Breezy Point Energy Corp. for itself, and for its successors and assigns, hereby releases and forever discharges the Commonwealth of Kentucky, the Department, Office of Legal Services, and each of their members, agents, and employees in their individual capacities, from any and all manner of actions, causes of action, suits, debts, judgments, executions, claims and demands whatsoever, known and unknown, in law or equity, that Breezy Point Energy Corp. ever had, now has, may have or claim to have against any or all of the persons or entities named in this paragraph

arising out of or by reason of this investigation, this disciplinary action, this settlement or its administration;

vii. By signing below, the parties acknowledge they have read the foregoing Agreed Order, fully understand its contents, and that they are authorized to enter into and execute this Agreed Order and legally bind their respective parties; and

viii. This Agreed Order shall constitute the Final Order in this matter.

SO ORDERED on this the 4th day of September, 2024.

/s/ Marni Rock Gibson

MARNI ROCK GIBSON
COMMISSIONER

Consented to:

On behalf of the Department of Financial Institutions.

This 4th day of September, 2024.

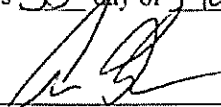
Chad Harlan

Assistant Director, Division of Securities
Department of Financial Institutions

and

On behalf of Breezy Point Energy Corp.,

This 30 day of August, 2024.



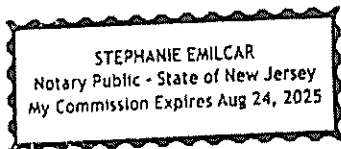
Ari Goldstein
Breezy Point Energy Corp.

ACKNOWLEDGEMENT

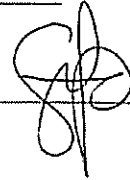
STATE OF New Jersey)
)
COUNTY OF Essex)

On this the 30 day of August, 2024, Ari Goldstein, in my presence, acknowledged himself to be the authorized representative of Breezy Point Energy Corp. and, being authorized to do so, did enter into and execute the foregoing instrument, on behalf of Breezy Point Energy Corp., for the purposes therein contained, acknowledging the same.

My Commission Expires: 8/24/2025



Notary Public



CERTIFICATE OF SERVICE

I certify that a true and correct copy of the foregoing Agreed Order was sent on this the 4th day of September, 2024, by the method(s) described below to the following:

Via electronic delivery:

Ari Goldstein
BREEZY POINT ENERGY CORP.
64 Beachmont Terrace
North Caldwell, New Jersey 07006-4618
Respondent

Via electronic delivery:

Brandon Adcock, Staff Attorney III
DEPARTMENT OF FINANCIAL INSTITUTIONS
500 Mero Street
Frankfort, KY 40601
brandon.adcock@ky.gov
Counsel for Department of Financial Institutions

Kentucky Department of Financial Institutions

Name: *Brandon Adcock*

Title: *Executive Staff Attorney*