

Okehocking Hills Civic Association
Board Meeting Minutes
August 24, 2020, 5:30PM
Conference Call

1) Introduction

- a) Board Meeting convened via conference call.
- b) In attendance were Leslie Petruzzi, Roe Mizas, Annie Thorne and Brian Mackrides

2) Recap of Prior Discussions

- a) The Association's *Covenants and Restrictions* expire in May 2021. A majority of homeowners may vote to extend the document for a period not to exceed 10 years.
- b) In Summer 2019 the Board solicited input from all homeowners and a committee was formed. This committee met several times and concluded that the document should be renewed and, if possible, updated before expiration.
 - i) Desired updates include modernizing language to bring in compliance with current law, clarifying ambiguous language, and adding new restrictions and a fee structure for noncompliance.
 - ii) The committee received informal legal advice indicating that a simple majority was required to extend/renew the document as-is, but unanimous support would be required to add any additional restrictions.

3) Choosing a Lawyer

- a) The Board interviewed two potential lawyers on August 19, 2020: Susan Line Boswell and Thomas Wyler.
 - i) Susan proposed spending 10 hours to review the documents and possibly take the project through to a simple renewal of the expiring Covenants. But 10 hours was a rough estimate without having seen the documents.
 - ii) Thomas proposed spending 1-2 hours on a targeted reading of our documents in order to produce a bullet point list of areas of concern and a better estimate of what time/effort is involved in the renewal and update process.
 - iii) All Board members present on the call agreed to proceed with having Thomas Wyler conduct a review of the documents. We will wait to hear from Mark before contacting Thomas.

4) Proceeding with Thomas Wyler

- a) Leslie agreed to be the point person to communicate with Tom. The Board can produce an engagement letter or similar authorization if Tom needs it.
- b) We will send the following documents to Tom for review:
 - 1. *Covenants and Restrictions for Okehocking Hills*, May 28, 1981
 - 2. *By-Laws*, May 28, 1981
 - 3. *By-Laws*, Revised April 28, 1993
 - 4. *Okehocking Hills Civic Association Covenants Committee Meeting – Changes Discussed 9/5/19*

c) We will also provide the following **Targeted List of Questions** to Tom as he reviews our documents:

1. After reviewing our documents, do any major red flags stand out that might stand in the way of us renewing the *Covenants*?
2. Are there areas of the *Covenants* that must be updated to comply with current law before we renew them?
3. What would the process be to clarify ambiguous language as part of the *Covenants* renewal?
4. What would the process be to add restrictions and/or consequences for non-compliance as a part of the *Covenants* renewal?
5. Once the new document is in place, how can changes be made? Will changes to the *Covenants* always require unanimous approval moving forward?
6. Regarding the Association's *By-Laws*:
 - a. There is some confusion as to whether a 1993 revision was ever formally recorded with the County. What version of the Okehocking Hills *By-Laws* is on record? (Original 1981 or revised 1993?)
 - b. What would the process be to update our *By-Laws* to current boilerplate language? (i.e., simplify language, acknowledge email communication, etc.)

5) Adjournment

Respectfully submitted,

Annie Thorne, Secretary