

MERIFIELD ACRES LANDOWNERS' ASSOCIATION
33rd Annual Meeting Minutes
October 10, 2009

Association President Ben Jackson called the 33rd Annual Meeting of the Merifield Acres Landowners' Association (MALA) to order at 1:45 p.m. There were approximately 72 lot owners present.

The minutes of the 32nd Annual Meeting held September 28, 2008, had been previously distributed to the membership via posting on the MALA website (www.kerrlake.com/mala). The minutes were approved as written.

Treasurer's Report. The Profit and Loss Budget vs. Actual (January through September 2009) was distributed. The Treasurer reported that the checking account will no longer earn interest. Late fees have been dropped as they are not legal. The motion to approve the Profit and Loss Budget was made, seconded, and carried without dissent.

Old Business:

President's Report. At the August 11, 2009, Board meeting held in the Clarksville Town Hall, the Board and the membership present agreed to seek legal opinion regarding the suggested revisions to the MALA Bylaws. An *ad hoc* Merifield Acres Committee was formed to make recommendations to the Board. The Virginia Property Owners' Association Act no longer applies to the Merifield Acres, Inc., mandatory declarations. The Committee to Unite MALA, chaired by Richard Wikle, is being formed.

Secretary's Report. No report.

Open Forum: The motion was made "requiring the Board of Directors to study and propose to the members of MALA changes that can be made to restrictive covenants of Merifield Acres, Inc., that would permit coverage under the VPOAA". The motion failed. Several persons rose to make statements concerning the maintenance and upgrading of Merifield Acres' 12.5 miles of roads.

Architectural Committee Report: Eight requests for Architectural approval were submitted for review this last year. All were approved. The previous year there were eighteen. To summarize, there were:

- 3 Houses
 - 2 Additions
 - 1 Detached Garage
 - 1 Swimming Pool
- 1 Shed

At the request of the MALA President and with his participation, the Architectural Committee held a meeting with the Aviation Committee in August regarding construction of hangars. Both construction on the airfield common ground and construction on private property were discussed. We provided a draft of proposed architectural guidelines for hangar design and construction to help with initial planning.

In regards to the Laurie Foote house, three letters have been written to her about the poor condition of her house that is on Merifield Drive and adjacent to the airfield. The second letter was developed with the advice of the MALA President and sent certified mail. No response to any of the letters has been received to date. No further action is planned by the Committee at this time. The Board was formally notified of this by letter.

Regarding the relationship between the MALA Board of Directors and the Architectural Committee over the last year: We have resolved the procedural issues of how the Board facilitates the annual election for the open Architectural Committee member seat. We have attended the bimonthly Board meetings and when necessary held meetings with standing committee members including our President. We now provide the Board with copies of all Architectural Committee correspondence including all approval letters.

There have been some issues that need to be handled in a more neighborly manner: As Architectural Chair, I have a seat on the Board as an *ex-officio* member. However in June, I was told during a Board meeting by a Governance Committee representative that I cannot vote. Leadership at the meeting did not comment. This is not in accordance with the voting right that was extended to previous Architectural Committee Chairs. Nor was it in compliance with Robert's Rules of Order, under which the meetings are supposed to be run. *Ex officio* means "by virtue of office or position". Robert's Rules go on to clarify "that without exception", *ex-officio* members of boards and committees have exactly the same right to vote. This right to vote needs to be supported by the Board.

Another example of some un-neighborly conduct has to do with the common ground at our airport. While working with the Aviation Committee to come up with some guidelines for hangar construction, we were told by MALA leadership that use of common land for hangars could possibly lead to a lawsuit from a landowner as was reportedly done in the Ponderosa Development over the issue of dock spaces. We contacted the folks in the Ponderosa Development. And we found out that this was not true. As far as we have determined, there has never been a lawsuit over a common land issue in the Ponderosa Development.

Next, it has been alleged that we were bound under the legal authority of the Virginia Property Owners' Association Act also known as the VPOAA. We have been told by MALA leadership that we may be subject to possible lawsuits if we did not join. We now know, based on independent legal opinion, that this is simply not true.

In conclusion, what I am trying to politely say is that we request that our MALA leaders completely investigate allegations and assumptions and correctly evaluate any impacts before trying to give recommendations to the Architectural Committee.

To that end, I look forward to my continued close working relationship with all the MALA Board members.

The Governance Committee member tried to explain that according to Robert's Rules an *ex-officio* member indeed enjoys full participation, unless provided otherwise by the organization's bylaws. It was not her place to decide, but the Board's and the membership's upon ratifying Bylaws changes. The President resolved the issue by granting the Architectural Committee Chair full participation in Board meetings.

The motion made that the Board as agent proceed on the Laurie Foote house issue with legal assistance up to \$2,500 without further Board permission was seconded and passed.

Standing Committee Reports:

Appearance and Beautification. Joanne Gilmore, Jane King, and Fran Townsend helped Barb Tierney spruce up the front entrance.

Aviation. Research for the site of the hangars is still in progress. The Chairman has met with the Architectural Committee on materials and plans for the building of the hangars. The hangars' appearance is to blend into the surrounding area. Site proposed is a section of land beyond the apple orchard.

Common Areas and Facilities. Crutchfield and Associates surveyed for the additional ten feet at the entrance on the left as one enters. Letter was mailed to Curtis Pope, Army Corps of Engineers, requesting easement on June 16, 2009. This easement will allow us to erect wall/columns for lights and Merifield Acres' brass plaque.

The Committee met with Maintenance Contractor Ralph Moore and cut down many dead trees on MALA property this past year. Dead trees will be a continuing problem due to the pine bark beetles.

Community Events. [The following notice has since been canceled.] The Annual MALA Fall Hayride is set for Sunday, October 25, at 1:00 p.m. at Oak Park. Hot dogs and drinks provided by MALA. Please bring a dessert or side dish to share. RSVP to Jill Allen (374-0399) or Nancy Dahl (374-2161), or volunteer as a trick-or-treat stop on the hayride. Costumes welcome. Bring a bag for trick-or-treating. (Rain date November 1).

Deer Control. Bow-and-arrow hunting has started.

Finance. Chair reports that the Bank of America CD that matured in August 2009 stands at \$48,452.00, after deducting \$15,000.00 for the road fund. The Bank of America Investment Account has recovered to \$70,337.00.

Governance. The Governance Committee's relationship to the MALA Board of Directors is advisory. Between December of 2008 and to date, the Committee has met eight times, rotating among the six Committee members the chair and meeting place. The work of the Committee has been reported on in its bimonthly reports to the Board, in the October and March Merifield Acres Newsletters, and in the bimonthly Board minutes emailed to Board members and posted on the MALA Website. Hard copies of working documents have been hand delivered to Board members', the Architectural Committee Chair's, and others' homes for review. Governance Committee accomplishments during 2008-2009:

Together with the President and the Treasurer, two Committee members participated in the Orientation Seminar held October 22, 2008, for new Board members and other interested lot owners. Merifield Acres is composed of ten successive developments, all of which have covenants, basically three sets—the earliest deed-form covenants, Fielding and Holly Park, and Merifield Acres, Inc. The earlier and smaller units have no mandated annual assessment; Merifield Acres, Inc., the last and by far the largest development, has a mandated annual assessment.

Working from a draft provided by the President, the Roads and Maintenance and Common Areas and Facilities Chairs, and the Maintenance Contractor, the Committee followed through on MALA Dangerous Tree Rules and Regulations with First and Second Letters of Notification to Merifield Acres, Inc., lot owners and a Letter of Notification to Non-Merifield Acres, Inc., lot owners.

Working from a draft again provided by the President, and in collaboration with the Aviation Committee Chairman and others, the Committee followed through on MALA Runway Safety Rules and Regulations. Both proposed documents were published on the MALA Website and appended to Merifield Acres Newsletters for lot owners' information and comment before being finalized by the Board of Directors.

The Committee has prepared, with input from the Architectural Committee, a draft Architectural Committee and MALA Internal Complaint Process that will be distributed to the Board for review before the December 2009 Board meeting, then published on the Website and in the Newsletter for lot owners' information and comment.

The Committee prepared several letters to the Commonwealth of Virginia-mandated Common Interest Community Ombudsman. In response to requests in June of this year for assistance with the proposed realignment of the inclusive Merifield Acres governance, the Ombudsman replied that it is unethical for her to render legal opinion: MALA should seek competent legal advice.

The Committee has expended countless hours researching the record in attempting to find a right fit between Merifield Acres, Inc., and the non-mandatory units and suggesting revisions to the 2007 MALA Bylaws accordingly. Legal opinion sought and rendered during August of this year concludes that 1) because in the Merifield Acres, Inc., Covenant 10 the obligation to maintain is only voluntary and not mandatory, MALA does not come under the Virginia Property Owners' Association Act (VPOAA); 2) Merifield Acres has two kinds of members, mandatory and voluntary; 3) mandatory lot owners who are under contract to pay an annual assessment are subject to a warrant in debt and a consequent judgment; and 4) the practice on the part of some voluntary lot owners of withholding equivalent annual contributions to road maintenance is "not fundamentally equitable".

At the April 14, 2009, Board meeting, the Committee had advised the Board to consider creating a new standing committee, a Non-Mandatory Units Committee that would enforce the respective non-mandatory units' covenants, manage their financial affairs, increase equivalent contributions to the expenses of the inclusive Merifield Acres, and develop policies and rules and regulations specific to the non-mandatory units. The motion made and carried that the Board members representing the non-mandatory units might consider forming a Committee for the Non-mandatory Units has since developed into the *Ad hoc* [temporary] Merifield Acres Committee composed of both mandatory and non-mandatory members.

With input from MALA Officers, Architectural Committee members, Board members, candidates for election, the Committee edited the letter of notification to the membership of the 2009 Association Annual Meeting.

With data provided by the Treasurer and Database Assistant Treasurer, the Committee assisted the Secretary in mailing out the letter of notification and validating the returned ballots.

The Committee assists the Secretary in continually updating the MALA Disclosure Packet and in September updating the Board of Directors' Notebooks.

The Governance Committee continues to be most appreciative of constructive collaboration toward a just and fiscally healthy and peaceable neighborhood. Committee members welcome comments from Board members and lot owners on mutual concerns.

To repeat, the Governance Committee's relationship to the Board of Directors is advisory. Committee work for 2009-2010 may include helping to find the right fit among the ten developments collectively known as Merifield Acres; following through on the Internal Complaint Process; recasting the MALA Disclosure Packet; encouraging the Board to settle the purview of authority of the Merifield Acres, Inc., Architectural Committee; encouraging the revision of the MALA Roads Policies (including the conversion of the Impact Fee to the Road Damage Charge); following through on the letter to area broker owners that clarifies Merifield Acres' mandatory and non-mandatory units but was hung up August of 2008 over road maintenance; revisiting the draft Committee Descriptions for Governance, Finance, and Community Events; and safeguarding MALA records.

Political and Environmental. FEMA has released new flood plain maps. One Merifield Acres property needs flood insurance. If a property is in a flood plain, a Letter of Map Amendments (LOMA) is required to change the status of the property. The President has ordered new flood plain maps.

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Roads and Maintenance.

The following roads were paved in 2009 with 1 inch of asphalt:

Ridge Road

Elm Court

Longmeadow Drive

Stacey Court

The following were paved with 1 ½ inch of asphalt:

Occoneechee Drive from Merifield Drive to just beyond Hiddenwood Drive.

Merifield Drive from the entrance up to and including the intersection with Lakepoint Drive. Merifield was also widened by two or more feet and the drop-off area at the entrance was increased.

Security. During the last year, we have had five burglaries. Police identified the people involved in four of these and the Chair does not know the fifth. There were various complaints about golf carts and dogs and speeders. The front entrance was vandalized.

Welcoming. Four years ago, the Welcoming Committee reported welcoming thirteen families, then in 2007 and 2008 six families each year. This year, the Committee has greeted eight full-time families—with potted houseplants or outdoor perennials, a 2009 Merifield Acres Directory, and recent Merifield Acres Newsletters, if not already received. Fran Townsend also calls on the family with a homemade

cake. The Committee mails the current Merifield Acres Directory to new part-time families. Correct contact information is requested and communicated to the Treasurer, Assistant Database Treasurer, and Email Manager. If you like, kindly leave surplus plant pots and saucers at Martha Day's garage door. More important, as you become aware of a new neighbor, please notify her, including the newcomers' telephone number if possible. Since the August 11 Board meeting, the Committee has welcomed Debbie DeVault on Merifield Drive.

Communication:

Directory. 2009 Merifield Acres Directories, as well as the notification of this Annual Meeting, have recently been provided to new part-time homeowners. Early November to early December and with the able help of the Database Assistant Treasurer and a Co-editor who wishes to remain anonymous, the 2010 Merifield Acres Directory will be prepared, printed, and mailed to *all* Merifield Acres homeowners. For all lots with a dwelling, the Directory will include name(s), PO Box if desired, street address, telephone number, Unit and lot number. Standing Committee Chairs will very shortly be asked to update their respective section in the front pages of the Directory. Any homeowner aware of an error or omission will be asked in the October Newsletter to bring the necessary correction to the attention of Co-editor Martha Day.

Email. E-mail addresses are being updated. There are 186 members with e-mail addresses.

Newsletter. The Merifield Acres Newsletter, Vol. XV, No. 2, will be mailed to *all* Merifield Acres lot owners and posted on the MALA Website as soon as possible following this Association Annual Meeting. Anyone wishing an item of general interest to the community included should give it to Editor Martha Day no later than this Wednesday, October 14. Upon the mailing of the October 2009 Newsletter, the position of Editor will fall vacant. Before the March 2010 Newsletter, a new Newsletter editor is asked to volunteer.

Website. The MALA Website is up to date and has been upgraded with a new server. The Merifield Acres Newsletter is now in pdf form.

New Business:

A wide majority voted in favor of the MALA Fiscal Year 2010 Budget. Elected to three-year terms on the Board of Directors were property owners Nola Adler, Chris Crouse, Clint Dalton, Martha Day, Mike Gupton, and Bill Smith. Elected to a three-year term on the Architectural Committee was Peter Klimas.

Two motions were made, the first to commend President Ben Jackson for working hard to "get things right" and the second to commend Board and committee members on the work that has been accomplished. Both motions were applauded.

There being no further business, the meeting was adjourned at 5:15 p.m.

Respectfully submitted,

Cathy D'Amato, Secretary

Chris Henry, Assistant Secretary

