

Minutes of December 1, 2018 Organizational Meeting

KEYES FERRY ACRES MAINTENANCE ASSOCIATION, INC.

The Organizational Meeting of Keyes Ferry Acres Maintenance Association, Inc., was held at 10:00 am on Saturday, December 1, 2018, at the office of Snyder Environmental Services, Inc., 270 Industrial Blvd., Kearneysville, WV 25430. The Organizational Meeting was called pursuant to notice issued October 31, 2018 by Oak Meadow, L.L.C., as the Incorporator and Organizer of the Corporation pursuant to WV Code §31E-8-820, 31E-7-702 and 7-702(a).

The duly noticed purpose of the Meeting was nomination and election of the initial Board of Directors for the Corporation. Steven M. Prunty, an attorney of Reeder & Shuman, and scrivener of the Governing Documents of the Corporation was designated by the Incorporator and Organizer to Chair the Meeting which was called to order at approximately 10:10 am.

The first order of business was determination of a quorum and call the roll. Mr. Prunty announced that a quorum required to conduct business at the meeting is 20% of the Lots pursuant to Section 8.13 of the Bylaws. The meeting was attended in person or by proxy, by the Lot Owners listed on Exhibit A who represented 413 total Units constituting a quorum. It was also announced that the quorum was comprised of 372.5 Oak Meadow, 3 Keyes Crossing owned Lots, 37.5 Lots (not Oak Meadow) for which an owner was present, and 3 Lots (Bouvier) not owned by Oak Meadow for which a written Proxy was delivered appointing Lee Snyder. Mr. Prunty noted that an additional written proxy was submitted for 2 Lots (Hunt) but it failed to designate a Proxy Agent and was therefore invalid.

There was approximately 90 minutes of discussion relating to the duties of the Corporation to maintain and insure the Common Areas in behalf of the Lots, the role of Officers, Directors and committees. Mr. Prunty reported that the Lots elect the Directors who thereafter appoint Officers and Committee Members to serve at the will of the Board. He suggested that the purpose of the structure was to involve a large group of people in the management of the community and to diversify projects to Lot owners based on expertise, experience or subjective interests to assist the Board in performing its functions. Mr. Prunty suggested that the first committees should be for roads and/or drainage. In response to an inquiry whether the Board would be audited, he explained that the West Virginia Non-Profit Corporation's Act and Bylaws both permit Lot Owners to inspect the financial records of the Association and the Act requires that the Board furnish a financial statement to the Lot Owners not less than annually. He also observed that a full audit was anticipated to cost \$6000 or more and suggested that the Board should consider budgeting for 3rd-party accountant review of finances, publish regular financial updates to the members, and permit interested members to review the records and then make determinations on the need to make an expenditure for a full audit if needed or demanded by the members. He also suggested a finance committee for the oversight purpose.

In response to inquiry regarding the Common Areas, Mr. Prunty reported that he had already drafted a deed for Oak Meadow to convey the parks, ponds and river access parcels to the Association. He also reported that the new Board would be responsible for approving and recording the deed. That led to discussion of the river frontage parcel and the desire to have a

river access committee. It was recommended, motioned, seconded and unanimously approved that river access would be limited to parties who had already paid their annual assessments.

There was discussion regarding payments and collections and Mr. Prunty explained the statutory process to secure a judgment for non-payment which would attach to all real estate in the County of the debtor and could also be recorded in other Counties or States. It was generally decided that discussion of non-payment remedies should wait until after the initial budget and assessment were passed.

Several Lot owners identified specific maintenance concerns and there was a general discussion that the Board of Directors would need to prioritize repairs and maintenance projects and plan to address the same in stages over a number of budgets and years. Mr. Prunty suggested that the concerned owners volunteer to serve and participate in the management functions of the Association. It was generally agreed that the Board's first order of business after election was to propose a budget sufficient to permit it to insure and maintain the Common Areas.

With regard to election of Directors Mr. Prunty observed that the Association has a five (5) member Board of Directors with Directors serving staggered terms. He also observed that Oak Meadow represented approximately 90% of the Lots/Votes present at the meeting and suggested that in a typical election Oak Meadow would be able to select all five (5) Board members based on sheer number of votes. He then suggested that Oak Meadow instead limit its votes to only three (3) Directors who would each serve a 1-year term and permit the 34.5 votes of the Lot Owners in attendance to elect two (2) Directors who would each serve a 2-year term. He explained that by not casting any votes for two (2) Directors, Oak Meadow would increase the voting power of the Lots in attendance with the ultimate objective of getting resident participation in the Board of Directors in contemplation of a time when Oak Meadow would no longer own the majority of Lots. Upon motion duly made by Rose Benton, seconded and unanimous carried, all present agreed to conduct the election as recommended.

Eight Lot Owners/residents volunteered to serve and each made a brief presentation to their neighbors after which, upon motion made, seconded and unanimously carried, James Nelson and Suzanne Koenig were elected as the highest vote getters. Oak Meadow appointed John Womack, Emily McFarland and Lee Snyder to serve as the other three (3) directors serving 1-year terms.

Benjamin Crutchley, Rachel Jackson and Joe Hamlette volunteered to serve on a River Access Committee, Rachel Jackson and Heather Hamlette volunteered to serve on a Roads and Drainage Committee, Susanne Koenig and Rachel Jackson, Benjamin Crutchley volunteered to serve on a Parks/Landscaping/Mailboxes and Signs Committee and Rhonda Crutchley volunteered to serve on a Finance Committee.

The meeting was adjourned at approximately 1pm.