

**Flint Ledge Estates Community Association, Inc.**  
**Minutes of Board Meeting:**  
**2316 McCormick Road**  
**November 20, 2007**

**Attendance:** Brian Rogers, Gayle Brooks, Sonia Rickman, Simone Seym-Nickel, John Nickell.

**Cliff Blondes, Dwayne Jenkins (City of Rockville), Mark Wessel (Rockville Department of Public Works), Don Jackson (Rockville Department of Public Works),**

**Meeting Agenda:**

**Finalize Meeting Minutes** from previous two meetings – Done.

City Rockville's legal department has completed reviewing the draft of the Revocable License Agreement. Staff from the Department of Public Works attended the meeting to review the document and answer questions.

**Questions for Discussion with City:**

- a) What changes were made by legal department? "The underlined or crossed out areas of the document reflect the changes." The document contains a sketch of the licensed areas.

What happens if our covenants indicate that we cannot take care of the area without annexing it? "The city will not give up the right to the area. It would be odd if you could not maintain the front area. Other areas have signs ..."

- b) Regarding improvement or maintenance of the wall, is there an alternative to this RLA if legal council decides that maintenance of the berm area is not permitted by our Declarations since we don't own this property? If nothing is done, the City will remove the ties and level the ground and landscape. The retaining wall is for beautification – unneeded. The ties are expensive and unnecessary. If we want the wall, we have to do it.

Who installed the ties originally? Nothing in the records to indicate who installed the ties. City of Rockville once replaced the ties; it should not have done (similar to the tree situation). To replace the ties with a wall, the community would have to sign the document and pay for the replacement. We could do a matching grant for the wall repair.

Our small community does not have the resources to replace the wall; we also don't want a dirt ball in the front entrance. The community said that it is "slim to none" that the City would one day remove the wall for any reason. If we decide to erect a wall, will the City remove it for some reason? "The guys take care not to disrupt, to put things back."

City will email a "red line" version of what was changed in the document.

Tree trimming – trees maintained by City until 2002. The City removed tree branches after this year's storm.

- c) Is entering into this agreement considered by the City as allowing us to annex this property? ("To incorporate into an existing political unit") Reference Section 10(a) of the Declarations.

**City** - Two street lights need to be replaced on Wootton Parkway, the ones on either side of McCormick Road. Could we have a lighted crosswalk for night-time safety near curve? Dwayne took notes.

**Update on Issues:**

Various improvements made in neighborhood. None requiring variance request to Board – Front entrance balanced and tree planted behind Cliff’s house; people have been improving their properties.

Surveyor – Brian contacted the surveyor as suggested by Walter Patterson who made the original plats (IPDS Ltd., Updated number 301-313-0760). Brian was initially told that they would have one of their surveyors contact him, but no contact has been made by them. Brian has called twice since then with no results. He gets only the answering machine. Brian and John worked with a metal detector with some frustration. They found a stake in ground. They have not made significant attempts at finding stakes with unknown location.

**Bill Messet** – Requested that we make payment on the 1<sup>st</sup> of the month. He would like to mail the bill directly to Treasurer. Cost of blocks for front entrance are approx. ½ total cost – approximately (\$20/ft<sup>2</sup> or \$1800). He has proposed to build a circular walls extending around further than current on Wootton Parkway side.

**Letter from Cliff:** Cliff drafted a letter to send to an attorney. The Board will get estimates from three to six expert attorneys in HOA law. Brian made a motion to send a copy of the letter to three to six attorneys after it has been revised. (Revisions due to Brian by December 2) Responses will be reviewed at the next meeting. Once the estimates are received and reviewed, a letter announcing a January Board meeting to discuss the issue will be mailed to the community with the dues.

What questions need to be asked of the legal council related to controlling documents and legal issues?

Draft Letter:

Dear Attorney Schild:

Thank you for your letter dated September 27, 2007. As may have been discussed with you, our small 64 member HOA is in need of legal guidance on a number of issues. As you may know, one of our members found out about your expertise from the MSBA Real Property Listserv. I mention that we are small because we do not have a large budget to work with and have to be frugal with our income. Fortunately, we never have had to file liens for dues. Notwithstanding, the Board of Directors is of the opinion that we no longer can avoid getting legal counsel and, therefore, need to find out about the cost of accomplishing our goals.

Our HOA was created in the mid-80's with the help of the Miller Miller and Canby law firm. Needless to say, we need to find out what, if any, changes are recommended to bring our governing documents up-to-date and in conformance with subsequently enacted legislatures, rules and judicial fiat. In addition, we have some specific issues that continually come up for which we need legal guidance.

Would you please provide us with an estimate of the cost for you to review our attached

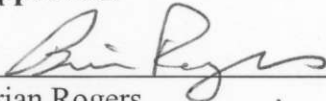
governing documents and address the issues outlined below. We are aware that this would be an estimate and that the final cost will be a function of the amount of time you ultimately spend at our direction. If possible, please provide a cap for the review and written report.

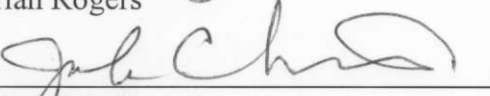
1. **Quorums:** Alternatives since always difficult to have quorum present at annual meeting requiring adjournment to another day with lower quorum requirement.
2. **Electronic balloting:** How accomplished and whether practical.
3. **Open meeting requirements:** Whether Board members can have any discussions outside of open Board meeting? May decisions be made outside of an open meeting, e.g., action on architectural control variance requests?
4. **Determining what is HOA property:** Do we need a survey and, if so, what level of detail? The HOA owns no structures other than playground equipment. It maintains the common area and is responsible for certain parking areas and sidewalks. It is not clear where the HOA boundary lines begin and end. This may affect who is responsible for certain expensive repairs to concrete and maintenance of trees.
5. **Capital Reserves:** Recommendations as to adequate levels in light of near-future sidewalk and curb repair and/or replacement.
6. **What may the HOA spend money on:** Is this restricted to only things owned by the HOA? May HOA funds be spent on non-HOA things that the Board deems will benefit the HOA? If so, what is the standard to determine if it so “benefits” the HOA? May HOA funds be spent to maintain trees located on private property that are close to the edge of the street?
7. **Whether the City of Rockville can be “forced” to continue the maintenance of trees and the entrance area:** Since the community was built up until a few years ago, the City of Rockville has maintained the trees next to the street in community. About two years ago the City announced that the trees belonged to the individual homeowners and, therefore, no longer were going to be maintained by the City. Again, since the community was built, the City has maintained the railroad ties in the berm area of the entrance. This year, the City announced that it no longer would do so and would remove the railroad ties. Are there equitable estoppel arguments that might be successful in convincing/forcing the City to retract its announcements and continue maintaining these items.
8. **Front Entrance Area - whether the HOA may enter into a licensing agreement with the City of Rockville whereby the HOA is allowed to maintain the entrance area.** What legal liability issues are presented, e.g., liability for injury, responsibility to rebuild if City or easement owners need to move improvements in order to access the easement area.
9. **Allocation of Costs for Sidewalk and Curb Repair and/or Replacement:** Do the governing documents allow a special assessment against just the townhouse members for these costs and, if so, what procedures need to be followed?
10. **Split-Up of HOA into a separate HOA for each the single family homes and town-homes:** How would this be accomplished?


11. **Personal Liability of Board Members:** What is the exposure if the governing documents, statutes, rules, etc. are not followed.
12. **Conflict of Interest for Board:** Need defined, especially when dealing with financial issues when a member of the Board also is a dues paying member of the HOA.


Next Meetings: December 18 at Brian's house; January 29 at John's house.

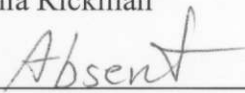
**Approved:**

  
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Brian Rogers

  
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John Nickell

  
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Simone Seym-Nickel

  
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Sonia Rickman

  
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Gayle Brooks