

Powhatan Crossing Homeowners Association

C/O Brooks Real Estate, Inc. * 4071 Ironbound Road-Suite 200* Williamsburg, VA 23188*Office-757-229-1507 * Fax-757-220-3815

2020 ANNUAL MEMBERSHIP MEETING

Wednesday, October 21, 2020 – 7:00pm

Via Zoom

TO: Membership, Powhatan Crossing Homeowners Association
DATE: October 1, 2020

Powhatan Crossing Homeowners Association, Inc. will hold its Annual Membership Meeting as follows:

- **Date:** Wednesday, October 21, 2020 at 7:00pm
- **Location:** 4071 Ironbound Road, Ste. 200, Williamsburg, VA
It is requested that Owners do not attend the meeting in person.

Meeting Purpose:

- To elect two (2) persons to the Board of Directors for a term of 3 yrs.
- To appoint one (1) person to the Board of Directors for the remaining unexpired term of 2 yrs.
- To amend certain portions of the Declaration of Restrictions and Bylaws.

Meeting Platform:

- The entire 2020 Annual Membership Meeting will be held virtually. Owners can attend by phone or by computer. The location of the meeting is 4071 Ironbound Road, Williamsburg, VA 23188. **It is requested that Owners do not attend the meeting in person.**
- There will be no Board of Directors nominations made from the floor.
- Owners wishing to be placed on the ballot must submit the "intent to seek election" form NLT midnight on Wednesday, October 14, 2020. An update to the slate of candidates will be available on the PCHA website on Thursday, October 15, 2020 (if applicable).

Voting Process:

- In accordance with Powhatan Crossing Homeowners Association, Inc., Bylaws, **Section 5. PROXIES; VOTING.** Votes may be cast in person, by written proxy that may be submitted by mail or transmitted electronically, or by electronic or mailed-in ballot as permitted by the Board. The proxy must be duly executed by or on behalf of a Member. No proxy shall be revocable except by actual notice given by the Member to the person presiding over the meeting. A proxy must be filed with the Secretary or other representative designated by the Board of Directors before the meeting begins. When a Lot is owned by one or more than one person or entity, the Association shall deem by vote by one of the named Owners or a proxy signed and filed by one of the named Owners as a binding vote or proxy appertaining to the Lot. Appointment of a proxy is effective when received by the Secretary, other office or agent authorized to tabulate votes. Unless otherwise stated therein, any proxy shall become void eleven (11) months from the date of the same.

In accordance with the Bylaws voting can be done by:

- Voting may be done by assigning a proxy (complete attached proxy/ballot and return by midnight on Tuesday, October 20, 2020). Your proxy holder must be in attendance.
- Voting by electronic or mailed-in ballot (complete the attached ballot and return by 12:00pm midnight on Tuesday, October 20, 2020)

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Meeting Agenda

1. Call to order
2. Certification of Proxies
3. Approval of minutes of 2019 Annual Meeting Minutes (read silently)
4. Appointment of Nominating Committee
5. Budget adoption-*Operating Year: 2020*
6. Board of Directors Election
 - a. Nomination Committee-*3 Candidates*
 - i. Dave Daugherty
 - ii. Marie Ellender
 - iii. Ron Feigenbaum
7. Homeowners Forum (Questions, Discussion) *Speaker card must be filled out prior to start of Annual Membership Meeting and filed with the Secretary.*
8. Adjournment

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Instructions— *Member's Proxy* forms should be completed **IF YOU ARE NOT ATTENDING** the virtual Annual Membership Meeting.

- If you cannot attend the meeting, you may give authorization to another member, or a member of the Board to vote on your behalf, by completing the enclosed “proxy” and giving your proxy to that person.
- Your proxy is void if you do not check one of the following on the proxy form
(**Quorum Only** **Uninstructed Proxy** **Instructed Proxy**)
- In the absence of a named proxy holder the President shall submit your proxy on your behalf.
- Your proxy holder must be present at the annual meeting to cast your vote
- Return materials to the office of the Community Manager as soon as possible.

Complete a **Member's Proxy** if DO NOT plan on attending the virtual Annual Membership Meeting.

Definitions

- Quorum-** the minimum number of Units that must be represented - in person or by proxy- at the meeting in order to conduct business
Powhatan Crossing Homeowners' Association bylaws require quorum is established by: The presence at the meeting of members entitled to cast, or of proxies entitled to cast, one-eighth (1/8) of the votes of the membership shall constitute a quorum for any action except as otherwise provided for in the Articles of Incorporation, the Declaration or Bylaws.
- Quorum only –** provided for the **SOLE PURPOSE OF ESTABLISHING A QUORUM** so business may be conducted at the Annual Meeting. *You are not voting in the election or on any agenda items, but wish to be counted as present to ensure a quorum for the meeting is established and the meeting can proceed.*
- Instructed Proxy -** provides instructions as to how you want your Proxy to vote. Your proxy will cast your vote at the Annual Meeting as you have indicated.
- Uninstructed Proxy –** gives the proxy holder complete discretion to act as he/she wishes with your vote – If you do not assign a proxy the Board President will cast your vote. Your proxy may be anyone who is attending the meeting. *Note: An uninstructed proxy allows the Proxy full authority to vote on the owner(s) behalf as he/she wishes*

Please fax, mail or email the completed **Member's Proxy** to the Community Manager as soon as possible if you are NOT attending the VIRTUAL Annual Membership meeting on Wednesday, October 21, 2020.

Brooks Real Estate, Inc.
Attention: Melissa Sabb
4071 Ironbound Rd Suite 200
Williamsburg, VA 23188
melissa@brooks-re.com
Fax # 757 345 5108

Board of Directors

Ken Owens	Term Expires	April 2020(not seeking re-election)
David Daugherty	Term Expires	April 2020 (intends to seek re-election)
Margaret Steele	Term Expires	April 2021
Tony Cerilli	Term Expires	April 2021
Vacancy-Resigned Position	Term Expires	April 2022
Janice Feigenbaum	Term Expires	April 2022

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Proxy/Ballot

(One vote per residential unit owned)

This appointment of Proxy revokes any prior appointment of Proxy and shall be effective only for **Wednesday, October 21, 2020** Annual Membership Meeting of Powhatan Crossing Homeowners Association, Inc. or at a subsequent meeting called due to failure to obtain a quorum at the meeting on **Wednesday, October 21, 2020**. This proxy shall become void eleven (11) months from the date of the same.

The undersigned, Member(s) in good standing of Powhatan Crossing Homeowners' Association, Inc., possessing an ownership in _____ Williamsburg, VA 23188, and entitled to vote at any special or annual meeting of said Association Membership, is hereby represented at the Wednesday, October 21, 2020 , Annual Membership Meeting for quorum and voting by _____ (or current Board President if left blank) representing the undersigned member(s) in attendance at the **Wednesday, October 21, 2020 , Annual Membership Meeting** of said Association,

- Quorum Only** - I do not wish to vote on agenda matters (election, amendment), but want to be counted for quorum purposes. This proxy is provided for the sole purpose of establishing a quorum so Association business can be conducted at the 2020 Annual Membership Meeting of Powhatan Crossing Homeowners Association, Inc., on **Wednesday, October 21, 2020** , or a subsequent meeting called due to failure to obtain a quorum at the meeting on **Wednesday, October 21, 2020** , (1/8 of the voting membership, or their proxy required for a quorum)
- Uninstructed Proxy** - gives the proxy holder complete discretion to act as he/she wishes with your vote – If you do not assign a proxy the Board President will cast your vote. Your proxy may be anyone who is attending the meeting. *Note: An uninstructed proxy allows the Proxy full authority to vote on the owner(s) behalf as he/she wishes*
- Instructed Proxy** - provides instructions as to how you want your Proxy to vote. Your proxy will cast your vote at the Annual Meeting as you have indicated below

Controlling Documents (Declaration & Bylaws) Proxy Vote

- Yes No Question 1: Shall the Declaration be revised to change Section 5.1
- Yes No Question 2: Shall the Declaration be revised to add text to Section 6 to facilitate appropriate enforcement of said Declaration Controlling Documents-Bylaws
- Yes No Question 3: Shall the BYLAWS be revised to change Article III, Meeting of Members, Section 1.
- Yes No Question 4: Shall the BYLAWS be revised to change Article VI, Meetings of Directors, Section 1.
- Yes No Question 5: Shall the BYLAWS be revised to change Article VII, Powers and Duties of Board of Directors, Section 2. Subsection J:

Board of Directors Election Proxy Vote

- Dave Daugherty Ron Feigenbaum Marie Ellender

SIGN

X _____
Member Signature

Date

X _____
Member Signature

Date

Under the provisions of Article III, Section 5 of the Bylaws for Powhatan Crossing Homeowners' Association: Votes may be cast in person, by written proxy that may be submitted by mail or transmitted electronically, or by electronic or mailed-in ballot as permitted by the Board. The proxy must be duly executed by or on behalf of a Member. No proxy shall be revocable except by actual notice given by the Member to the person presiding over the meeting. A proxy must be filled with the Secretary or other representative designated by the Board of Directors before the meeting begins. When a Lot is owned by more than one person or entity, the Association shall deem a vote by one of the name Owners or a proxy signed and filed by one of the name Owners as a binding vote or proxy appertaining to the Lot. Appointment of a proxy is effective when received by the Secretary, other officer or agent authorized to tabulate votes. Unless otherwise stated therein, any proxy shall become void eleven (11) months from the date of the same.

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Ballot

Voting will be done through electronic transmittal or by mail if electronic transmittal is not an option

Voting will be accepted through 12:00 midnight on Tuesday, October 20, 2020 (if attending virtually).

Williamsburg, VA 23188,

Controlling Documents (Declaration & Bylaws) Vote

- Yes No Question 1: Shall the Declaration be revised to change Section 5.1
- Yes No Question 2: Shall the Declaration be revised to add text to Section 6 to facilitate appropriate enforcement of said Declaration Controlling Documents-Bylaws
- Yes No Question 3: Shall the BYLAWS be revised to change Article III, Meeting of Members, Section 1.
- Yes No Question 4: Shall the BYLAWS be revised to change Article VI, Meetings of Directors, Section 1.
- Yes No Question 5: Shall the BYLAWS be revised to change Article VII, Powers and Duties of Board of Directors, Section 2. Subsection J:

Board of Directors Election Vote

- Dave Daugherty Ron Feigenbaum Marie Ellender

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Letter of Intent to Run for Election

Powhatan Crossing Homeowners Association Board of Directors

This letter is to serve as formal notification that the undersigned is officially submitting his/her name to be placed on the ballot for election to the Board of Directors for the Powhatan Crossing Homeowners Association.

Full Name of Powhatan Crossing Homeowners Association Member

As part of this Letter of Intent, I also agree to the duties and functions expected of me in this position that include, but are not limited to:

- 1. Making every effort to attend the meetings.*
- 2. Remain in good standing with the association.*
- 3. Adhere to and sign the Confidentiality Statement*
- 4. Perform the duties and responsibilities of Director/Officer as outlined in the Bylaws.*
- 5. Comply with the Board of Directors Code of Conduct and Board of Directors Confidentiality and Conflict Disclosure statement. (As applicable)*

If elected, I am fully aware and understand the importance of my full participation as a productive and effective Director during my tenure on the Powhatan Crossing Homeowners Association Board of Directors, and I agree to the terms and conditions set forth above.

Member Signature

Date

****This form must be submitted by midnight on Wednesday, October 14, 2020****

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Proposed amendments to PCHA Declaration of Restrictions.

Question 1: Shall the Declaration be revised to change Section 5.1 to read as follows:

“5.1 Parking restrictions enacted by James City County, **Section 13-36, Restricted parking in certain areas (and any amendments thereto)**, are hereby incorporated into this Declaration of Restrictions.

Question 2: Shall the Declaration be revised to add the following text to Section 6 to facilitate appropriate enforcement of said Declaration:

“Section 6.7 Abating and Enjoining Violations. The violation of or the breach of any provision of the Governing Documents including but not limited to Rules and Regulations promulgated by the Board of Directors shall give the Association the right, in addition to any other rights set forth in the Governing Documents: (1) to enter the portion of the Property (excluding the interior of any occupied dwelling) on which, or as to which, such violation or breach exists and summarily to abate and remove, at the expense of the defaulting Owner, any structure, thing or condition that may exist therein contrary to the intent and meaning of the provisions of the Governing Documents and the Association shall not thereby be deemed guilty in any manner of trespass; (2) to use self-help to remove or cure any violation of the Governing Documents on the Property; or (3) to enjoin, abate or remedy by appropriate legal proceedings, either at law or in equity, the continuance of any such breach; provided, however, that before any construction may be altered or demolished (except in emergencies) judicial proceedings shall be instituted.

Section 6.8 Legal Proceedings. Failure to comply with any of the terms of the Governing Documents including but not limited to Rules and Regulations promulgated by the Board of Directors shall be grounds for relief, including without limitation an action to recover any sums due for money damages, injunctive relief, foreclosure of the lien for payment of all assessments by judicial proceeding or as set out in §55.1-1833 of the Act, as it may be amended or repealed from time to time, any other relief provided for in the Governing Documents and any other relief afforded by applicable law, all of which relief may be sought by the Association, or, if appropriate, by any aggrieved Owner or member of the Association and shall not constitute an election of remedies. Before injunctive relief may be sought, the Owner against whom such action would be brought shall be given an opportunity to be heard and to be represented by counsel, at such Owner's expense, if such Owner so desires before the Board of Directors of the Association, in accordance with the provisions of Subsection (6) hereof.

Section 6.9 Charges and Suspension of Rights. The Association has the power to assess charges in the case of an Owner found to be responsible for a violation of the Governing Documents including but not limited to Rules and Regulations promulgated by the Board of Directors. An Owner's responsibility extends to the violations for which the Owner or his family members, tenants, guests, or other invitees are responsible. Such Owner may be assessed charges in an amount not to exceed Fifty and No/100 Dollars (\$50.00) for a single violation or Ten and No/100 Dollars (\$10.00) per day for any violation of a continuing nature, or such other amounts as may be specified in §55.1-1819 of the Act as it may be amended or repealed from time to time. The total charges for any violation of a continuing nature shall not be assessed for a period exceeding ninety (90) days, or such other number of days as may be specified in §55.1-1819 of the Act as it may be amended or repealed from time to time. No charge may be imposed for failure to pay an assessment except as otherwise provided in the Declaration. Charges are individual assessments and shall be collectible as such and shall also constitute a lien against a Lot for purposes of this Declaration and §55.1-1833 of the Act as it may be amended or repealed from time to time. The Association shall also have the power to suspend the right of an Owner or the rights of such person's household, tenants or guests, to use the Common Areas for a reasonable

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period, not to exceed sixty days for any violation of any provision of any of the Governing Documents, or for any period during which any assessment against an Owner's Lot remains unpaid. No charge shall be imposed and no construction altered or demolished until the person charged with such a violation has been given notice and an opportunity for a hearing as set forth in Subsection (6) below. In addition, voting rights and the right to use Common Area may not be suspended until the person charged with the violation has been given notice and an opportunity for a hearing as set forth in Subsection (6) below, unless such rights are suspended due to non-payment of assessments, in which case the person charged with the violation is not entitled to notice and an opportunity for a hearing.

Section 6.10 Due Process. The Association, before imposing any charge or before taking any action affecting one or more specific Owners pursuant to Subsection (5) above, shall afford such person the following due process rights:

- a) Each respondent shall be given prior written notice of any action (except when an emergency requires immediate action) and, if notice is of default or violation, an opportunity to cure which is reasonable under the circumstances, prior to the imposition of any sanction. The notice shall also state that the respondent is entitled to a hearing, if a hearing is required. Notice of any violation or of any hearing shall be hand delivered or mailed by registered or certified mail, return receipt requested, to the Owner at such Owner's address of record with the Association at least fourteen days prior to such hearing.
- b) If the respondent is entitled to a hearing, before any such charges or suspension may be imposed each such Owner shall be given an opportunity to be heard and to be represented by counsel before the Board of Directors of the Association. Each Owner so appearing shall have the right to be represented by such Owner's counsel, at such Owner's own expense.
- c) Within seven (7) days of any such hearing, the hearing result shall be hand delivered or mailed by registered or certified mail, return receipt requested, to the Owner at such Owner's address of record with the Association.
- d) The procedures described in this Subsection (6) are intended to comply with §55.1 -1819 of the Act, as it may be amended or repealed from time to time. In the event at any time the Act requires additional or different procedures, the Association shall comply with such procedures."

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Proposed amendments to PCHA BYLAWS.

Question 3: Shall the BYLAWS be revised to change Article III, Meeting of Members, Section 1. to read as follows:

Section 1. ANNUAL MEETINGS. The regular Annual Meeting of the members shall be held in April each year, at a date and time established by the board. The Annual Meeting shall:

- a. elect Directors of the Association.
- b. review budget for the calendar year as adopted by the board.
- c. transact such other business as may properly come before it.”

Question 4: Shall the BYLAWS be revised to change Article VI, Meetings of Directors, Section 1. to read as follows:

Section 1. REGULAR MEETINGS. Regular meetings of the Board of Directors shall be held a minimum of four (4) times per year, without notice, at such place and hour as may be fixed from time to time by resolution of the Board.”

Question 5: Shall the BYLAWS be revised to change Article VII, Powers and Duties of Board of Directors, Section 2. to add Subsection J as follows:

“adopt and publish rules and regulations for the enforcement of the PCHA Declaration of Restrictions including, but not limited to, provision for non-compliance charges for violations of said Restrictions. Such rules and regulations shall comply with the Virginia Property Owners Association Act (§ 55.1-1819, et seq. of the Code of Virginia).”