

Briar Chapel Community Association Board of Directors Meeting

Teleconference, March 31, 2020

Minutes

Quorum was established.

I. Call to Order

- A special meeting was called to order on March 31, 2020 at 9:20 a.m. by Tom Speer, President. The meeting was held by teleconference because of COVID-19 virus restrictions.
- Members present:
 - Shelley Colbert, Vice President
 - Jerry Cole, Secretary/Treasurer
 - James Proper, Director
 - Jennifer Drake, Director
- Others present:
 - Rick Morang, Executive Director (Part of meeting only)
 - Christopher Neuhauser, Community Manager (Part of meeting only)
 - Hope Carmichael, HOA Legal Counsel

II. Old Business

a) Consideration of BCCA measures to help mitigate spread of the COVID-19 virus.

- A motion was made to adopt the guidance and directives in the message below as Rules and Regulations pursuant to NC Planned Community Act and to approve the distribution of the message to the community. The message is as follows:

Dear Residents,

Since our previous message to the community on March 17, federal, state, and local health authorities have continued to issue guidance and directives aimed at mitigating the spread of the COVID-19 virus. The most recent of these was Governor Cooper's Executive Order 121, which included a "stay at home order" that went into effect on Monday, March 30. The order limits the number of persons at any gathering, inside or outside, in a single space, to 10 persons and requires that "social distancing" be practiced.

Based on the existing guidelines and directives and adopted as Rules and Regulations pursuant to NC Planned Community Act, the Briar Chapel Community Association (BCCA) Board of Directors has extended the following directives and recommendations regarding to the use of BCCA amenities, which will remain in effect through at least April 30, unless revised:

- All Board meetings will be held by teleconference.
- All BCCA group activities and events are cancelled.
- The Club House, including the fitness center will remain closed until further notice.
- Public bathrooms and water fountains will remain closed until advised.
- Management company personnel, First Services Residential (FSR) may work from home at the discretion of the Executive Director. All existing telephone numbers and email communications will remain in use and will be monitored remotely if necessary.

- A lock box is provided outside the front door of the clubhouse for residents to drop of any documents or requests. FSR Management will check this lock box throughout the day.
- Access/ID cards, in person application and reservations remain suspended until amenities are reopened.

In addition the Board has adopted the following directives and recommendations, which are effective immediately:

- No more than 10 persons are allowed at any gathering in a single space and “social distancing” of 6 feet or more must be maintained.
- The use of the Sports Courts will be limited to Briar Chapel residents only. Please do not bring guests from outside the community. If it is determined that a resident has violated this policy, the Board may take the step of disabling the resident’s ID access card.
- Playing basketball is prohibited as it is not feasible to limit contact and maintain 6 ft. “social distancing.” However, using the basketball courts for shooting practice will be allowed with “social distancing.”
- It is recommended that tennis and pickleball be played as singles only, so as to limit contact. Please maintain “social distancing”.
- In accordance with Executive Order 121, the use of playground equipment is prohibited. All easily removable playground equipment (horseshoes and bocce balls or other loose equipment) will be put in storage.

Adherence to these directives and recommendations will allow the sports courts to remain open. However, they will be closed if violations are observed.

Currently, the BCCA swimming pools are schedule to open on May 11. Under Executive Orders 117 and 121, all swimming pools are to be closed until at least April 30. The Swimming Pool Complex Committee, FSR, pool management contractor, Aquatic Management, and the Board are striving to meet our planned swimming pool schedule. However, required inspections, delays in the delivery of necessary supplies and equipment, as well as further governmental actions may delay the pool opening

The Board urges all members to heed the advice of the public health community and practice “social distancing.” It is our hope that, with these measures, we can assist in the battle to minimize the effects of this pandemic on our community.

The Board will continuously monitor the public health guidelines issued by our federal, state, and local governments and will issue an interim report to the community on April 15.

Thank you,

Briar Chapel Community Association, April 1, 2020

MSC (Cole, Proper), Unanimous, Motion Passed.

b) BCCA Emergency Board of Directors Policy

- A motion was made to adopt a resolution of the BCCA Board of Directors as follows:

THAT WHEREAS, the Declaration of Covenants, Conditions and Restrictions for Briar Chapel was recorded at book 1370, page 1020 of the Chatham County Register of Deeds on or about 16 November 2007 and, as applicable, other amendments to the Declaration (“the Declaration”);

WHEREAS, the Briar Chapel Community Association, Inc. (“the Association”) was incorporated in 2007 with the North Carolina Secretary of State;

WHEREAS, the Amended and Restated Bylaws for the Briar Chapel Community Association, Inc. were recorded at book 2062, page 73 of the Chatham County Registry (“the Bylaws”);

WHEREAS, on March 10, 2020, the Governor of North Carolina issued Executive Order No. 116 which declared a State of Emergency to coordinate the State’s response and protective actions to address the Coronavirus Disease 2019 (COVID-19) public health emergency and to provide for the health, safety and welfare of residents and visitors located in North Carolina (“Declaration of a State of Emergency”); and

WHEREAS, on March 11, 2020, the World Health Organization declared COVID-19 a pandemic; and

WHEREAS, on March 13, 2020, the President of the United States declared the ongoing COVID-19 outbreak a pandemic of sufficient severity and magnitude to warrant an emergency declaration for all states, tribes, territories, and the District of Columbia pursuant to Section 501(b) of the Robert T. Stafford Disaster Relief and Emergency Assistance Act, 42 U.S.C. 5121-5207; and

WHEREAS, on March 13, 2020, the President of the United States pursuant to Sections 201 and 301 of the National Emergencies Act, 50 U.S.C. § 1601, *et seq.* and consistent with Section 1135 of the Social Security Act, as amended (42 U.S.C. § 1320b-5), declared that the COVID-19 pandemic in the United States constitutes a national emergency, retroactive to March 1, 2020; and

WHEREAS, the Governor of North Carolina issued Executive Order Nos. 117 – 120 for the purposes of protecting the health, safety and welfare of the people of North Carolina, and thereafter, Executive Order 121 which is effective 30 March 2020 for thirty (30) days in order to curb the spread of COVID-19; and

WHEREAS, on March 25, 2020, the President of the United States, pursuant to Section 401 of the Stafford Act, approved a Major Disaster Declaration, FEMA-4487-DR, for the State of North Carolina; and

WHEREAS, on March 27, 2020, the North Carolina Department of Health and Human

Services (“NCDHHS”) has documented 764 cases of COVID-19 across 61 counties, and has identified the occurrence of community spread of the virus in 31 of such counties; and

WHEREAS, hospital administrators and health care providers have expressed concerns that unless the spread of COVID-19 is limited, existing health care facilities may be insufficient to care for those who become sick; and

WHEREAS, the Association is a non-profit corporation chartered under N.C.G.S. §55A-1-01 et seq.

WHEREAS, an emergency exists pursuant to N.C.G.S. §55A-3-03 (d) such that the Board may not readily be able to be physically assembled to conduct the business of the Association in the next thirty (30) days;

NOW, THEREFORE, BE IT RESOLVED, that in light of the Declaration of a State of Emergency in the State of North Carolina, the Board of Directors of the Association may meet without being physically present, conduct business remotely without a unanimity requirement in voting, modify the lines of succession to accommodate the incapacity of any director, officer, employee, or agent relocate the principal office, designate alternative principal offices or regional offices, or authorize the officers to do so; notice meetings of the board of directors to those directors it is practicable to reach and may be given in any practicable manner, including by publication, email, text and/or radio; one or more officers of the Association present at a meeting of the board of directors may be deemed to be directors for a meeting and any other action reasonably necessary and expedient to continue to conduct the business of the Association which may not strictly comply with the Bylaws and procedural requirements of internal Association governance. Including and not limited to changing the emergency meeting agenda during the meetings. Any corporate action taken in good faith during the effective dates of this resolution, to further the ordinary affairs of the Association, binds the Association and the fact that the action is taken pursuant to this section shall not be used to impose liability on a corporate director, officer, employee, or agent.

This resolution shall be effective at 5:00 p.m. on 31 March 2020 and continue for so long as a Declaration of a State of Emergency is effective in North Carolina.

MSC (Cole, Proper) 4 in favor, 1 opposed (Colbert) Objects to need for this action and contends it is overreaching and subject to abuse. Motion passed

c) Land Disturbance Authorization to Chatham County for ONSWC Remediation

- A motion was made to approve signing a land disturbing permit renewal application as follows:

Whereas, Old North State Water Company (ONSWC) is required to remediate damage to land caused by its Briar Chapel SD East Forcemain Project, and:

Whereas, Briar Chapel Community Association (BCCA) is the owner of some of the property to be remediated by ONSWC, and:

Whereas, BCCA is not financially responsible for the remediation, and:

Whereas, BCCA must sign the Land Disturbing Permit Renewal Application in order for the remediation to be carried out,

Therefore, it is Resolved that the President of the BCCA be authorized to sign the Land Disturbing Permit Renewal Application Permit Number: 2018-01352 as worded below:

Project: Briar Chapel SD East Forcemain Project
Permit Number: 2018-01352

By the authorized signature below, the Briar Chapel Community Association, Inc. ("BCCA") signs this Permit Renewal Application for purposes of Section 164.12(H) of the Chatham County Soil Erosion and Sedimentation Control Ordinance: (1) to acknowledge only that the BCCA is the owner of some of the real property subject to the Project, and (2) with the understanding from the County that the BCCA is not the Financially Responsible Person for the Project under Section 164.3 of the Ordinance and that Old North State Water Company is the Financially Responsible Person for the Project.

Signed: this the ____ day of _____ 2020.

Thomas Speer, President of the BCCA Board

MSC (Cole, Drake) 4 in favor, 1 opposed (Speer), Motion passed

d) Message to Community on NCUC Intervention Request and Response to ONSWC's PR Campaign

- A motion was made to send the following communication to the community:
Dear Residents,
BCCA continues to oppose the interconnection of the BC wastewater treatment facility to Fearington Village and any other neighboring community or future development. Just this week, BCCA's lawyers have filed a motion to intervene in the public evidentiary hearing by the NC Utilities Commission (NCUC), scheduled for June. The community may rest assured that, if our request to intervene is granted, BCCA will present all the facts, fully and transparently, about Old North State Water Company's (ONSWC's) past failures in providing services and responding to complaints over the past two years. Recently, we were advised of the existence of a new website, operated by ONSWC. The website is part of a public relations (PR) effort by the utility to overcome its very negative image among its Briar Chapel customers, including the Briar Chapel Community Association (BCCA). While we would welcome improved communications from ONSWC, our reading of the content of the website and, in particular the Q&A sections, leads us to the conclusion that ONSWC intention is not to improve communications, but to continue to promote misleading and self-serving statements and excuses about its operations. . The BCCA intends to answer the utility's misleading claims through testimony and participation the NCUC public hearing, where rules of evidence apply.

In the meantime, we advise that residents maintain a wary skepticism of ONSWC's claims and excuses. If ONSWC wants to dialogue with Briar Chapel residents, using BCCA property, they will have to apply for a permit like every other vendor—which, so far they have not done. The BCCA Board of Directors will meet with ONSWC when it suits our mutual interests. But we are not interested in providing platforms for ONSWC's PR efforts.

BCCA Board of Directors

MSC (Cole, Drake) Unanimous, Motion Passed

III. New Business

a) Formation of a Working Group to Begin Preparation of FSR Performance/Contract Review

- A motion was made to create a work group made up of 2 board members (Jerry Cole and Jim Proper) to prepare recommendations on FSR performance and contract. The following tasks will be undertaken by the work group:
 - Attend FSR Executive session on April 14 with BCCA President Tom Speer and Attorney Hope Carmichael
 - Identify and add a liaison with Finance and Covenants committees
 - Identify and add a legal rep from Jordan Price to review FSR Contract and offer guidance on protocol.
 - Prepare a draft protocol and interviewing process
 - Develop a standard questionnaire to be used during interviews
 - Conduct 1:1 interviews using the standard questionnaire as a template to document interviews
 - Interview Board members
 - Committee Chairs
 - Others (as needed)
 - Assemble the performance review report
 - Submit recommendations (needed by April 28)

- A motion was made to amend the previous motion to include all members of the Board of Directors in the FSR Executive session on April 14 with BCCA President Tom Speer and Attorney Hope Carmichael

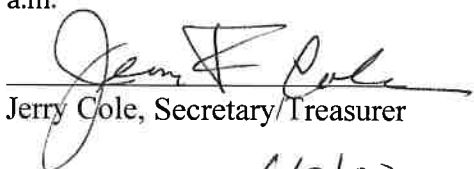
MSC(Speer, Drake) 4 in favor, 1 opposed (Cole) Motion Passed

On the previous motion as amended:

MSC(Speer, Drake) 4 in favor, 1 opposed (Colbert) Motion, as Amended Passed.

IV. Adjournment

- A motion was made to adjourn the meeting at 10:34 a.m.
MSC (Speer, Drake) Unanimous, Motion Passed.


Jerry Cole, Secretary/Treasurer
6/3/20