

Oakton Mill Estates HOA

BOARD SPECIAL MEETING – October 4, 2023, 7 pm Oakton Library

In Attendance:

- **In person Board Members:** Ed Hanlon, Chris Lanks, Rob Halbach, Rebecca Greene, Christine Foreso, Iman Elkbery, Lucas Black, David Buss, Nick Butler
- **In person HOA Lot Owners:** Carl Hahn, Ann Balch, Kwang Han, Ralph Lucian, Dotty Bogutski, Steven Hollo, John Pi, Bill Bogutski, Josh Foreso, Faiz Bashir, Diego Cerutti, Sarah ??
- **By Zoom:** Rebecca Chanin, Alan Gilbert, Lauren Crum, Barbara Hanlon, Jessica Liu-Dorner, John Ambler

Voting for New Board Members:

- The homeowners voted for David Buss and Nick Butler to become members of the Board of Directors. Ed noted that people who are attending in-person at the meeting do the actual voting. All attendees at the meeting received a ballot, with one ballot form per lot counted.
- Ann Balch asked a question about whether we can vote at a special meeting rather than the annual meeting, and why we needed additional members on the Board.
- Ed responded that the governing documents note that voting for new Board members can occur at a meeting of the full HOA called for the purpose of voting on new Board members. Ed noted that in the invitational note sent to all HOA lot owners of the special meeting, notice was provided noting that voting would occur for David Buss and Nick Butler to become members of the Board of Directors. Ed asked Sara, HOA attorney, whether there was any minimal or maximum number of Board Members allowed. Sara noted the governing documents clarify that not less than 8 as a minimum and not more than 18 members of the Board of Directors are needed. Ed also noted that last year, Judy, Marcia and Bob retired, thus resulting in the need for additional Board members. Ed also noted that it was preferential to have more Board members than less in order to achieve quorum at Board meetings.
- Iman tallied the eighteen voting ballots submitted. All eighteen ballots were unanimous in voting yes for David and Nick to be on the Board. The Board unanimously affirmed the voting result.

Discussion on Provisions of Amendments to our HOA's recorded Declaration of Covenants, Conditions and Restrictions ("Declaration") in our HOA's 'Governing Documents'

- David reviewed PowerPoint slides, first providing an overview of the voting consent form that had four proposed amendments. The first amendment on garages is to increase the maximum number of vehicles in the garage, and the second amendment would permit installation of a shed, where you can install a freestanding shed on the property. Amendment 3 is to require lot owners to apply to the Board for exterior modifications and provided the Board authority to adopt design standards. Amendment 4 provided application requirements for exterior modifications.

- David noted that if the amendments for sheds and garages pass, there will be minimum design standards for them to meet as indicated in the construction requirements document that was posted on the HOA website. Once the design standards are adopted by the Board, they can be modified by the Board without having to go through a special meeting and having to change the language of the covenants. If the sheds and/or garage voting passed and there are minimal design standards, HOA membership has the ability to petition the Board to change those requirements and overall standards. The Board can change those standards without having to go through another full HOA voting process.
- David summarized the rules and details regarding all four amendments.
 - Only one voting consent form per lot within the HOA is allowed.
 - HOA lot owners submitting the voting consent form may vote Yes or No to each of the 4 Proposed Amendments.
 - Since there are 83 lots owned within the Oakton Mill Estates HOA, $83 \times .6 = 49.8 = 50$ lot owners must vote 'yes' for a Proposed Amendment to pass and be accepted.
 - If either or both of Proposed Amendments 1 or 2 passes and is accepted, then Requirements for Construction for those Proposed Amendments would be adopted by the HOA Board.
 - The Requirements for Construction are posted on the HOA's website
 - If any or all of the four Proposed Amendments passes and is accepted, then the Oakton Mill Estates HOA Declaration would be amended to allow that option to be constructed and/or implemented.
 - The language changes to the Declaration associated with all four Proposed Amendments are noted within the voting consent form
- The Covenant Committee—David Buss, Ed Hanlon, John Sherman, Chris Lanks all worked together in developing the proposed amendments, with input from our HOA attorneys and with periodic reviews by the Board.
- Sara Ross is our HOA attorney. Sara would be involved in recording the language changes with the governing documents with the County if any/all amendments pass.
- All the documents are on the HOA website. The background document includes factors to consider, voting option details, and a less detailed set of requirements. The background document provides a summary of actions the Board and Covenant Committee conducted and considered over the last 16 months to get to this point.
- On August 3 the Board did a mailing and emailing notice to lot owners with the consent form and notice of the special meeting. Some lot owners did not have email addresses so we used direct mail.
- On August 22 there were corrections that needed to be made to consent form, and rescheduled this special meeting for today. On Sept. 20 Ed sent out a reminder email for those who hadn't submitted consent forms yet, and on September 26 a reminder mailing notice went out to all the lot owners with a full copy of the four-page consent form to any lot owners who didn't submit at that stage. Not every lot owner got a hard copy initially, Ed sent an email to the home owners, if he didn't receive a response then he sent a hard copy in the mail two weeks ago. Everyone received a hard copy who did not submit a signed form by September 26.
- We placed signs on Oakton Ridge Court, Melanie Lane and Samaga 10 days in advance of this meeting.

- Regarding the process to tally the votes, all consent forms must be received through mail or in person by the date of the special meeting (10/4/23). Anything postmarked or sent by email after today would not be accepted. Two Board members have been tasked with cross checking and sorting by address all signed voting consent forms received, to see who voted and who didn't vote and to tally the voting results per amendment.
- One Lot Owner wished to provide comments during the meeting (Carl Hahn). Carl said that this project is long overdue, and that the approach taken by the Board is a more logical and structured way to handle the topic of allowing sheds or third-car garages (i.e., by developing construction requirements for sheds and third-car garages that would be adopted if passed). Carl asked a few questions. Carl noted that the documents said that construction guidelines will be adopted—Carl asked if that was an automatic process or is there a time period to look at construction guidelines and adopt them? The Board responded that we can petition for changes and have this assessed on a case by case basis.
- Ed said that we have not yet talked about a process to formalize construction requirements. The process for this is that the Board would be asked to adopt the guidelines we posted onto the website. Ed noted that if he sent the draft construction requirements to the Board in an email, all members of the Board need to agree in order to adopt those requirements. If Ed asked the Board at a Board meeting to adopt the requirements, then a majority of Board members need to agree and the resolution is adopted.
- Ed noted he received comments from two or three lot owners about concerns they saw in construction requirements document that they wanted the Board to consider. If amendments 1 or 2 pass, those two amendments are the amendments tied to the proposed construction requirements. Once the vote is considered final, then Sara's formal approval change in the county records would occur. Ed noted an option was that he could send a notice out to homeowners saying here is the construction requirements document for a one-month review. Ed asked the Board if they agreed this would be an acceptable approach. The Board unanimously agreed this would be an acceptable approach, and thus Ed noted he would proceed to do this once the voting results were considered final. Ed noted after Lot Owners submitted comments on the construction requirements document, the covenant committee would review the comments and adjust the construction requirements document as needed, and then the Board would vote and adopt it.
- David noted that homeowners could make a request to the Board's Architectural and Environmental Control Committee ("AECC") to request at any time that they would like to change a specific construction requirement. David noted the Board would consider the change. We'll make this the plan for moving forward if either shed or garage amendments pass.

HOA Member Voting

- Several Lot Owners submitted their signed voting ballots to Ed at the meeting.

Discussion on Results of Voting

- Regarding 'What are the results of the voting?': Ed noted he checked with Sara our HOA attorney, who advised that we inform lot owners that the ballots are still being tabulated, as there have been last minute additions. Once the votes have been tabulated and

certified, the Association will send out notice of the voting results. Sara did not recommend giving out preliminary results, even if we are highly confident.

- Once the votes have been tabulated and certified, the association will send out a notice on results. As of this evening, approximately 15 lots did not vote, and 68 lots voted. The last day to send a U.S. mailing of a signed ballot is today – thus all U.S. mailed-in ballots must be postmarked today. Mailed in ballots will be accepted three mail days from today’s postmarking; thus, Saturday’s mail is the last day to accept mailed-in votes. Ed must receive by midnight tonight, by email or drop off at his house, any other signed ballots.
- Next, Chris and Iman will independently look at the results, as well as Ed. After that then we go to Sara, she has a form that needs to be signed by Ed, and if any of the four amendments passed, she will confirm the votes. The Board will provide Sara with all the signed ballots, and when we know which amendments passed, she will send the amendment document with the signed consent forms and the form to be signed by Ed to the County for recording. She will record with land records with Fairfax County, and this can be done electronically.

Additional Future Proposed Amendments to HOA Governing Documents

- David noted that in October, Ed plans to send out an additional email/mailing to all lot owners, with additional proposed amendments to our HOA’s Declaration.
- David noted that our HOA attorney has advised that these proposed amendments would provide additional necessary protections for our HOA and elected officers, in light of recent changes in Virginia law, and to ensure that the Association continues to function in accordance with the current provisions of the Virginia Property Owners’ Association Act.
- David noted this was mentioned in the email notice that lot owners received. He noted that the Board decided not to include all 14 amendments in our vote, since it was complicated to get through sheds and garages.
- Ed noted that the Board was currently reviewing the language of the ten amendments, and that there was another Board meeting next Wednesday, on October 11, 2023, where the Board would review these ten amendments. Once the Board okays the language of the draft amendments then Ed will send another ballot out to the full HOA for review. The plan is to send each ballot in regular U.S. mail so every lot owner will get a hard copy. We sent it in an addressed stamped envelope so that lot owners don’t have to print anything out, which is a better approach.

Without any further questions, the meeting was adjourned at 7:55 pm.

Respectfully Submitted,
Rebecca Greene, HOA Secretary