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November 28, 2022

VIA Email to bmyers@priestleymanagement.com
and Via US Mail to
Kinderton Village Residential Homeowners Master Association, Inc.
c/o Becky Myers
Priestley Management Company
1842 Banking Street
Greensboro, NC 27408

Re: Master Board Formation, Conduct, and Composition

Dear Ms. Myers :

This firm represents Kinderton Village Single Family Homeowner's Association, Inc. ("Association"). I am writing to address deficiencies in the Kinderton Village Residential Homeowners Master Association, Inc. ("Master Association") process for the election of directors. Please refer any correspondence regarding this issue to my attention.

The process for the election of directors for the Master Association is described in the Declaration of Covenants, Conditions and Restrictions for Kinderton Village Residential Master Association ("Master Declaration"), and the By-Laws of Kinderton Village Residential Master Association, Inc. ("Master Bylaws"). As you are aware, the Master Declaration indicates that every Sub-Association of Homeowners in Kinderton Village are the Members of the Master Association. Article III of the Master Declaration, Sections 1 and 2, provide that every Sub-Association is a member of the Master Association and the votes of each Sub-Association are based upon the number of Lots or Unit(s) in the Sub-Association. Further, the Sub-Associations elect or otherwise designate one (1) to vote on its behalf at all meetings of the Master Association and on all Master Association matters. Those representatives cast the number of votes for such Sub-Association. The Sub-Associations are also required to verify to the Master Board who the Sub-Association representative will be.

The election of directors is governed by the Master Bylaws, providing for staggered terms, and that there shall be appurtenant to each member that number of votes which equal the number of residential units within the sub-association. The Master Bylaws further provide that vacancies on the Board are filled by the remaining directors, and those appointed to the vacancy serve until the

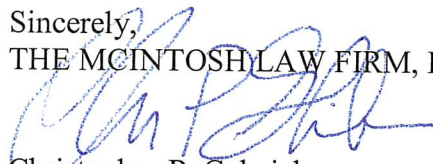
next annual meeting.

With this background in place, the Association has concerns, many of which have been voiced to the Master Board, about the selection of the Directors currently in place. The concerns include, but are not limited to, the selection of Sub-Association representatives by a Master Board member, and the filling of vacancies by one Master Board member. The Master Declaration and Bylaws clearly provide that a Master Board member cannot select a representative from a Sub-Association to attend and vote on Master Association business. Further, any vacancy on the Master Board must be filled by the remaining Master Board members, not just a single one. Deviation from the established processes results in questions of legitimacy of the Board and decisions made by that Board. These questions continue to linger without resolution. Also unresolved is the fact that the Association, which represents 80% of the residents in Kinderton Village, has been denied their right to representative vote on all Master Board action at all meetings, as required by the Master Association Bylaws.

As a result of the Master Board actions, the Association now demands that all members of the current Master Board tender their resignations, if not before the annual meeting, at such meeting, and further, that those resigning directors not seek election at the annual meeting. The Association requests confirmation of the Master Board's agreement to this demand within ten (10) days from the date of this correspondence. If the Master Board does not concede to this demand, the Association will take appropriate action to remove the current Master Board, which will include calling for a special meeting pursuant to the procedure set forth in the Master Bylaws. The purpose of that special meeting will be the removal of the current Master Board and election of a new Master Board.

The Association would like to resolve this matter amicably, and is hopeful the Master Board will comply without need for further action. Should you wish to discuss this matter, please do not hesitate to contact me.

Sincerely,
THE MCINTOSH LAW FIRM, P.C.



Christopher P. Gelwicks
Attorney at Law

CC: Kinderton Village Single Family Homeowner's Association, Inc.