

Steven Kelsey Hazen / Robert Long Murch / C. Dana Watkins

All Members
The Thomas Pond Improvement Association
(mailing list provided by the TPIA)

June 1, 2023

re 2023 Thomas Pond Improvement Association

Dear Members:

Two of the undersigned are owners of real property on the shores of Thomas Pond: Robert Murch at 70 Murch Point Road (title held by the Annie Susan Murch Kelsey Family Camp Thomas LLC, of which he is Manager) and Dana Watkins at 825 Quaker Ridge Road. The third signatory (Steven Hazen) holds a Durable Power of Attorney for two owners of real property on Thomas Pond or with deeded rights of access to it (Lloyd Locklear and Bob MacDonald). Steve is also the son of the initial manager of the Dingley Brook Dam (Franklin Hazen) when it was transferred to the TPIA in 1990 by the Maine Department of Environmental Protection (the "DEP").

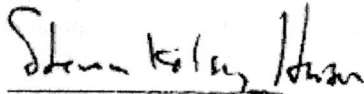
In that context, this notice is provided in response to the undated Notice of Annual Meeting of the TPIA on June 17, 2023 at 9:00 a.m. EDT. Specifically, we propose that the following topics be included in the Agenda of that meeting and will so request prior to adoption of the approved Agenda at that meeting (the ones shown on the original notice of the meeting are identified as numbers 1, 2, 3, 10, 9):

- 4 Report on Communications with the DEP (J. Colby Wallace, Bernstein Shur, acting for the undersigned).
- 5 Status of May 8, 2023 Request for Information and for Production of Documents by the undersigned under the Maine Freedom of Access Act (J. Colby Wallace).
- 6 Request dated May 24, 2023 by the undersigned (through Bernstein Shur) for information from the TPIA (J. Colby Wallace).
- 7 Need to Update Membership List and Conform it to Requirements of 1990 DEP Order.
- 8 By-Law Proposals (see attached).

Please note that the undersigned propose to add an item 11 to the approved Agenda for New Business. If items 4-8 have not been completed by 11:15 a.m. EDT, the undersigned will request that the meeting be recessed until 9:00 a.m. EDT on August 19, 2023 at a location to be determined and notices thereof given all Members by not later than August 1, 2023.

Copies of the current By-Laws (marked to show changes made if all the Proposals are approved), and of the Articles of Incorporation, will be made available at the Annual Meeting. Copies of letters by the undersigned to the DEP included in Items 4 and 5 above will also be made available there. PDF copies of all such documents will also be provided by email to any Member who so requests them by sending an email message to one or all of the undersigned.

Sincerely,



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Attachments (*Proposals to Amend the TPIA By-Laws*)

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The current By-Laws of the TPIA were reportedly adopted in 2018, possibly when the TPIA was administratively dissolved. In addition, some uncertainties are present in both the Articles of Incorporation of the TPIA as to the authority and responsibilities of the Board of Directors and the role of the Members. In that context, we propose the following:

RESOLVED (FIRST), that the By-Laws of the Association identified as having been adopted in 2018 (the "2018 By-Laws") be and they hereby are ratified and approved, effective as of the earlier of (i) the date of this meeting, or (ii) the date of approval of the 2018 By-Laws if the TPIA was not administratively dissolved at that time.

RESOLVED (SECOND), that the TPIA Board of Directors be and it hereby is directed to prepare a proposed amendment of the TPIA Articles of Incorporation to clarify that the purposes of the corporation are to implement and fulfill the obligations of the TPIA under that certain "Board Order of the Department of Environmental Protection dated April 25, 1990 in the matter of the TPIA" recorded in the Cumberland County Registry of Deeds in Plan Book 9240 Pages 0021 – 0049.

RESOLVED (THIRD), that a separate vote shall be taken by Members of the TPIA on each of the following revisions to the 2018 By-Laws.

- A. The text of Article 4 is deleted in its entirety and references in the By-Laws to "Paid Members" are modified to read "Members". Limiting voting to Members who have paid Dues is inconsistent with the last sentence of Article Fifth of the Articles of Incorporation.
- B. The last phrase of the first sentence of Article 6 ("and up to five (5) at-large Members") is deleted. In lieu thereof the following is inserted "provided, however, that in no event shall the number of members of the Board (including Officers) be greater than the number specified in the Articles of Incorporation of the TPIA" [9 from the inception of the TPIA].
- C. The existing text of Article 9 is deleted and replaced by the following text: "Annual meetings of the TPIA Members and those eligible for membership will be held within the town boundaries of Raymond, Maine or Casco, Maine at 9:00 a.m. on the third Saturday of August as long as written and dated notice thereof is deposited (postage paid) with the U.S. Postal Service not later than 14 calendar days prior to such meeting. Notwithstanding the foregoing, an annual meeting of the TPIA Members may be held on any Saturday during June, July or August as long as written and dated notice thereof has been deposited (postage paid) with the U.S. Postal Service not later than 35 calendar days prior to such meeting. A certificate signed by the Secretary or President of the TPIA under penalty of perjury and confirming the date that any such notice has been deposited with the U.S. Postal Service shall be evidence that the applicable notice period has been satisfied. Five percent (5%) of all TPIA Members shall constitute a quorum for any votes taken at such meeting.
- D. The existing text of Article 11 is deleted. The following text is added in lieu thereof: "Amendments to these By-Laws may be proposed in writing signed by any ten (10) Members or by vote of the Board acting on its own. Any such proposal shall be approved and effective upon majority written vote of a quorum at any annual or special meeting of Members. Any amendments to the Articles of Incorporation will also be subject to approval by majority written vote of a quorum of the Members at such meeting.
- E. The final sentence of Article 12 is moved to between the existing 1st and 2nd sentences of Article 13. If Proposal D is approved, the text of the current 2nd sentence of Article 13 is amended to specify the same standard notice period for annual meetings as set forth in Article 9 for Annual Meetings than one held on the third Saturday of August. The words "special meetings of the Association" are changed to read "special meetings of the Members of the Association."

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