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A T T O R N E Y S A T L A W

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September 25, 2015

Sent via email and regular mail
jeggleton@orr-reno.com

Jeremy Eggleton, Esq.
Orr & Reno, P.A.
45 S. Main Street
Concord, NH 03302

Re: Property Owners' Association at Suissevale, Inc.

Dear Attorney Eggleton:

It is my understanding that you serve as counsel to the Owners' Association at Suissevale. I have been retained by Suissevale homeowners Deborah A. Canty (a recently elected Board Member), her husband Michael A. Howlett, and others to review their concerns regarding governance decisions at the community. The homeowners first approached me prior to your engagement and it is their hope that the retention of your firm as legal counsel will help steer the Association in the correct direction moving forward.

My clients, most specifically, are concerned with the validity of past Board decisions due to an apparent failure to follow the procedures outlined in the recorded controlling documents of the property. Secondly and compounding the procedural issues, past and current Boards appear to consist, at least partially, of non-record owners at the property. As the Association seeks to embark on the major water project, it is of obvious importance, and concern to my clients, that the Board a) consists of members with clear standing to serve and b) the procedures as outlined in the controlling documents are followed. In the past, significant decisions which legally require an association wide vote appear to have been made and / or attempted to have been made unilaterally, including the amendment of the property's bylaws. As you are aware, New Hampshire Courts interpret Declarations and Bylaws as contracts which must be followed like any other contract.

My clients do not assume bad intent on the part of past Boards but merely seek that the letter of the law be followed moving forward. It is their hope that this letter results in a mutually agreeable plan to immediately correct the following prior to the Association further embarking upon the water project or conducting any further business:

- 1) The Board needs to immediately be reconstituted with the removal of members who are not record homeowners at the property and a new election to place proper members on the Board must immediately be scheduled. As the Association embarks on a project as

significant as the water project, it is particularly important that all actions of the Board are valid. An improperly constituted Board, cannot, by definition bind the Association.

- 2) Immediately cease all spending on the water project until the project is properly approved by the members of the Association. To date, there is no record of a proper vote approving the project. The project exceeds the definition of a repair and thus needs approval by the members of the Association. Moreover, even if the Board had the authority to unilaterally approve the project, which they do not, the Board is improperly constituted (as pointed out in item 1 above).
- 3) Immediately conduct all business, including the election for a new board as discussed in item one, in accordance with the Bylaws and Articles of the Association.

Please respond to this letter with a response and offer of settlement on how to resolve these issues within 30 days. My clients have discussed the possibility of filing suit and reserve the right to do so but it is their hope that these issues are resolved in an amicable fashion for the good of the Association.

Very truly yours,



Eric Tolbert Kilchenstein

cc: client