

**FAIRLINGTON VILLAGES, A CONDOMINIUM ASSOCIATION
MINUTES OF THE
SPECIAL MEETING OF THE BOARD OF DIRECTORS
COMMUNITY CENTER
October 5, 2022**

Directors Present:

Melanie Alvord	President and Ward VI Director
Ed Stollof	Vice President (Non-Voting)
Anne Wasowski	Secretary and At-Large Director
Harry Reem	Treasurer and Ward III Director
Philip Brown	Ward V Director (Via Zoom Tele/Video)
Kate Lankford	Ward I Director
Karen Weaver	At-Large Director
Joe Torres	At-Large Director (Via Zoom Tele/Video)

Also Present:

Gregory B. Roby	General Manager
Miguel Galvez	Facilities Manager
Mark Johnson	Operations Manager
Victoria Gomillion	Office Administrator (Via Zoom Tele/Video)
Wil Washington	Chadwick, Washington – Legal Counsel
Dave Bush	Recording Secretary

President Alvord announced that the Special Meeting was called upon the requisite 3 days' Notice to Members due to Mr. Stollof's resignation from his seat the preceding Sunday, October 2, 2022. The special meeting was being conducted in person and via Zoom Video.

I. Residents' Comments

Mr. Stollof spoke read a written statement during the Residents' Comments.

II. Call to Order

At 6:49 p.m. President Alvord called the regular agenda to order.

III. Establishment of Quorum

President Alvord noted there was a quorum with seven members present either in person or by Tele/Zoom Video connection. She reported that Ward IV Director Larry Straub was not present.

IV. Board Vacancy

President Alvord announced that the reason for the special meeting was to appoint a Member of the Board to represent Ward II due to the resignation of Edward Stollof from his position as an elected Member of the Board. She reported that Mr. Stollof, for reasons to be explained during the course of

this meeting, had submitted his resignation as an elected Member, but not from his office of Vice President on Sunday, October 2, 2022. She then recognized Mr. Stolof who delivered prepared remarks to address the Board. A copy of those remarks for attachment to these minutes was not provided by Mr. Stolof.

President Alvord then recognized General Manager Gregory Roby to introduce a compendium of By-Law sections pertinent to the evening's business as well as a summary of Management's findings after conducting an internal investigation into the fact of how Mr. Stolof came to be recognized as a Titled Unit Owner in the Association's Book of Record. A copy of the Compendium is attached to these Minutes as Exhibit 1.

Appointment of Board of Directors Member

Turning to the only item of business on the Agenda for the Special Meeting, President Alvord called for a motion to appoint a Unit Owner to fill the vacancy in the Ward II Director seat through to the 2023 Annual Meeting, at which point the seat will be open for election of a Unit Owner to fill the unexpired remainder of the term (1 year.)

Ms. Lankford moved the Board appoint Edward Stolof as a Member of the Board of Directors to serve as the Representative for Ward II until the 2023 Annual Meeting. Seconded by Mr. Reem and passed (5-2-0) on a Roll Call Vote with President Alvord, Secretary Wasowski, Treasurer Reem and Directors Brown and Lankford in favor; and Directors Weaver and Torres opposed.

Discussion centered around the following:

Mr. Roby was asked to affirm the findings from his internal investigation and to affirm that there was no evidence of deceit on Mr. Stolof's part when he first submitted himself in nomination for the Ward II seat in 2018. Mr. Roby was then asked to affirm his understanding that Mr. Stolof had resigned his position upon advice of Counsel in an attempt to correct the error. Mr. Brown pointed out that per the Bylaws at Article IV, Section 1: "The President and Treasurer, but no other officers, shall be required to be members of the Board of Directors." - Mr. Stolof was then asked to confirm his intention to retain the Vice Presidency upon resignation from his seat on the Board.

In response to a question from Mr. Reem, Association Counsel Wil Washington stated his opinion that on their face, the By-Laws ambiguously define "Unit Owner" as one or more persons who are the owner(s) of a Unit, but in any case the error has been rectified by the filing of the necessary documents to establish Mr. Stolof as an Owner of Record of the unit in which he resides. Mr. Stolof is now fully and unambiguously qualified to serve on the Board of Directors. He noted that if there are any questions about the validity of his past claims of ownership interest, only a court could render a final decision.

In support of her motion, Ms. Lankford stated that she understood the position Mr. Stolof found himself in because she was not an Owner of Record when she became a candidate for election to the Board, having lived in the unit at Fairlington Villages for a much shorter time after marrying her husband, who owned their unit prior to their marriage. She urged the Members of the Board, and all owners and residents, to think on how they conduct themselves in dealing with matters.

President Alvord then recognized Karen Weaver, who spoke to the circumstances leading to her discovery that Mr. Stolof was not an Owner of Record and her reasons for her actions, stating that she felt she had no choice as a sitting Member of the Board, but to eventually report a matter which might lead to future problems because of her belief that a Board Member was not validly elected and participated in the deliberating and voting on matters ultimately affecting the community. She felt she was duty bound to submit a complaint so as not to be accused of participating in what the less informed might incorrectly refer to as a cover-up sometime in the future.

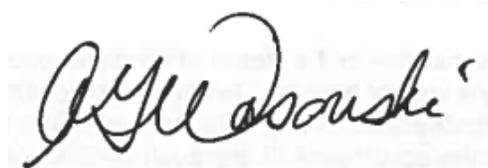
Mr. Joe Torres, after being recognized by the President, stated plainly his personal belief that Mr. Stolof, and those in charge of executing and administering the Association's election rules, may not have followed proper procedure and that Mr. Stolof should not benefit from that those actions if eventually found to be improper. He did not agree that Mr. Stolof should be allowed to continue as Vice President, and he urged the Board to select someone other than Mr. Stolof to represent Ward II and serve out the year.

President Alvord then closed debate, without objection, and called for a vote on the underlying motion at hand. Upon his successful appointment to serve as the Ward II Representative, Mr. Stolof retook his seat at the table as a Member and Vice President of the Board.

V. Adjournment of Meeting

Mr. Brown moved the Board adjourn the special meeting of October 5, 2022. Seconded by Mr. Reem and passed (8-0-0).

President Alvord adjourned the meeting at 7:25 p.m.



Secretary
Fairlington Villages, a Condominium Association



Fairlington Villages
A Condominium Association

BOARD OF DIRECTORS SPECIAL MEETING

October 5, 2022 - 7:00 P.M.

Memorandum

To: Board of Directors
From: Gregory Roby, PCAM, GM
Re: Relevant Authority and Background for Special Meeting
Date: October 5, 2022

For easy reference and informational purposes, Management has compiled the following compendium of relevant Authority from the Association's Bylaws pertinent to this evening's Special Meeting as well as a brief statement of the results of its internal investigation in the circumstances that led to Mr. Stollof's qualification as a candidate for nomination to the Board of Directors in 2018 and again in 2021.

Bylaws Article III, Board of Directors

Section 4. Unit Owners of Units within a Ward shall elect one Director from that Ward who must a Unit Owner of a Unit within the Ward.

Section 6. Vacancies. Vacancies in the Board of Directors caused by any reason other than the removal of a director by a vote of the Unit Owners Association shall be filled by a vote of a majority of the remaining directors at a special meeting of the Board of Directors held for that purpose, promptly after the occurrence of any such vacancy, and each person so elected shall be a member of the Board of Directors until a successor shall be elected at the next annual meeting of the Unit Owners Association.

Bylaws Article IV, Officers

Section 1. Designation. The principal officers of the Condominium shall be the President, Vice President, the Secretary, and the Treasurer, all of whom shall be elected by the Board of Directors. The Board of Directors may appoint an assistant treasurer, and assistant secretary, and such other officers as in its judgment may be necessary. The President and Treasurer, but no other officers, shall be required to be members of the Board of Directors.

Bylaws Article V, Liability and Indemnification of Officers and Directors

Section 1. Liability and Indemnification of Officers and Directors. The Unit Owners Association shall indemnify every officer and director of the Condominium against any and all expenses,

3001 S. Abingdon Street, Arlington, Virginia 22206 (703) 379-1440 fax: (703) 379-1451
www.fairlingtonvillages.com office@fairlingtonvillages.com service@fairlingtonvillages.com

including counsel fees, reasonably incurred by or imposed upon any officer or director in connection with any action, suit or other proceeding (including settlement of any suit or proceeding if approved by the then Board of Directors of the Condominium) to which he may be made a party by reason of being or having been an officer or director of the condominium whether or not such person is an officer or director at the time such expenses are incurred.

The officers and directors of the Condominium shall not be liable to the Unit Owners for any mistake of judgement, negligence, or otherwise, except for their own individual willful misconduct or bad faith. The officers and directors of the Condominium shall have no personal liability with respect to any contract or other commitment made by them, in good faith, on behalf of the condominium project

Conclusion of Initial Investigation

Historically, the Secretary of the Board has relied upon the Management to confirm the ownership status of individuals submitting their nomination for election to the Board. Management relies on the Association's Book of Record (C-3 Database) which lists Owners and Occupants of a Unit separately. Persons are placed in an ownership position in the Database by the Managing Agent upon presentation of appropriate settlement documents evidencing title for new purchases. An appropriate deed, Court Order, or other document of legal sufficiency may be submitted which will authorize an employee of the Managing Agent to remove or add owners in subsequent transactions to the same account. Fairlington Village employees are permitted to perform name changes to owners in an existing account.

The owners of the Unit at 3005 South Columbus Street presented at the office together and individually on two or more occasions to update the records of ownership for the Unit*. One order of business was the removal of a previous owner. The other order of business was the addition of a new Owner. The standard procedure for a change in ownership to the same account requires *deletion* of the prior additional owner and the insertion or addition of the new owner. What the audit trail of the software reveals, however, is that what transpired in the changes made to database was a mere change of the first and last name of the prior/existing second owner from the name of the previous owner to Edward Stollof. The audit procedures for verification of a change of ownership were not triggered and the error remained uncorrected until its discovery this past week.

*The transaction was conducted by then relatively new-hire Victoria Gomillion under the supervision of then Assistant General Manager John Williams.