

# **BOARD OF DIRECTORS' CORPORATE RESOLUTION**

**OF**

## **TOWNHOMES OF BAYSHORE CONDOMINIUM ASSOCIATION**

Whereas, the Declaration Establishing a Plan for the Condominium Ownership for Townhomes of Bayshore Condominium Association, here in after referred to as "COA" does effectively provide in Section 1(a) of the Declaration of the COA, that the COA is submitted to the provisions of the Unit Property Act of the State of Delaware, 25 Del C Section 2201-2240 and herein called the "Act."

Whereas, the Declaration Establishing a Plan for the Condominium Ownership for the COA does effectively provide in Section 1(b) of the Declaration of the COA, that the COA is an integral part of Bayshore Property Owners Association herein called the "Master Association" and is subject to the "Master Association" Declaration and CC&R's.

Whereas, the Code of Regulations Establishing the Governance of the COA, does effectively provide in Section 3.3 of said Code of Regulations that the Council may employ a professional managing agent.

Whereas the Declarations of the Master Association provides in Section 4.7 that the Council of the COA shall not enter into a contract with a professional managing agent different than the firm or person providing such services to the Master Association.

Whereas on October 29, 2018 after a budget meeting, and with all COA Council Members Present, received verbal notice of termination by the Condominium's Professional Managing Agent here in called "Seascope" and that the Council would be receiving a letter from Seascope within days terminating their contract with the COA which provided professional managing agent services to the Condominium Association.

Whereas the Condominium Association was notified on Nov. 5, 2018 via email from Alex Faris, Attorney appointed by the Insurance Company to defend the COA in the law suit, Bragdon vs. Townhomes of Bayshore Condominium Association and one of the terms included in the settlement was the immediate termination of Seascope.

Whereas John M. Dill, Chairman of the COA Council did receive on Nov 7, 2018 via Certified Mail a written termination notice dated Nov 5, 2018 from Seascope, terminating their contract to provide professional managing agent services to the COA effective Nov.30 2018. Said termination letter was in conformity with the Seascope's right to cancel as provided in their contract declaring "Irreconcilable differences" and did not include a 10 day right to cure.

Whereas John M. Dill Chairman of the COA Council did inform via emails all members of the COA Council and all members of the Master Association Board of Directors and Alex Faris of the COA's receipt of the aforementioned termination letter from Seascope.

Whereas the Council found its self with having no professional property manager in less than 30 days, and after confirming that the Master Association was in fact continuing their contract with Seascope thereby prohibiting the COA from entering into a contract with any other professional managing firm as stated in the Master Association Declaration and referenced above and in attempting to observe the notice provisions of Sections 2241 of the "Act" and after supplying all 5 Condominium Council members with the information contained herein and receiving in writing via email 4 out of 5 COA Council members affirmations, that negotiating with SeaScape to extend their contract would not be in the best interest of the COA and in order to stay compliant with the Master Association Charter and the Act, The Council under the Chairman's direction began to prepare for the Councils Self-Management of the Condominium Association.

We, the undersigned, constituting all the Council of Townhomes of Bayshore Condominium Association (the "**Corporation**") and consenting at a meeting where notice was proper and quorum was met, **THEREFORE RESOLVE AS FOLLOWS:**

1. All actions of the Directors and Officers, taken on behalf of the Townhomes of Bayshore Condominium Association regarding the Self-Management of the Corporation since the last Council Meeting have been reviewed and adequately considered. Based on such review, the Council adopts, ratifies, and approves all of the Officers' actions taken to Self-Manage the Corporation since the last Council Meeting.
2. Unless otherwise specified in the Charter or restricted within the resolution, any one Director or Officer of Corporation is authorized to sign all documents and perform such acts as may be necessary or desirable to give effect to the above resolutions.
3. The Secretary is directed to update the corporate records with this resolution, as appropriate.
4. This resolution may be executed in counterparts. Facsimile or scanned signatures are binding and are considered to be original signatures.
5. This resolution is duly adopted on December 05, 2018.

Signatures

\_\_\_\_\_  YES  NO Date: \_\_\_\_\_  
John M. Dill, President

\_\_\_\_\_  YES  NO Date: \_\_\_\_\_  
Nestor Ortiz, Vice-President

\_\_\_\_\_  YES  NO Date: \_\_\_\_\_  
Jane Hohferr, Secretary

John Sciole  YES  NO Date: 12/5/18  
John Sciole, At Large

Patricia Hoffman YES  NO Date: 12-5-18  
Patricia Hoffman, At Large

**CERTIFICATE OF CORPORATE RESOLUTION**

I, Jane Hofherr, duly elected and qualified Secretary of Townhomes of Bayshore Condominium Association, hereby certify that the attached is a true, correct, and complete copy of the resolution that was duly adopted at a meeting of the Council on December 05, 2018.

I further certify that the aforementioned resolution is now in full force and effect without modification or rescission.

Signed this \_\_\_\_\_ day of \_\_\_\_\_, \_\_\_\_\_ (year).

\_\_\_\_\_  
Jane Hofherr, Secretary



Signatures

John M. Dill ✓ YES \_\_\_ NO Date: 12/5/18  
John M. Dill, President

\_\_\_ YES \_\_\_ NO Date: \_\_\_  
Nestor Ortiz, Vice-President

Jane W. Hofherr ✓ YES \_\_\_ NO Date: 12/5/18  
Jane Hofherr, Secretary

\_\_\_ YES \_\_\_ NO Date: \_\_\_  
John Sciole, At Large

Patricia Hoffman YES X NO Date: 12-5-18  
Patricia Hoffman, At Large

**CERTIFICATE OF CORPORATE RESOLUTION**

I, Jane Hofherr, duly elected and qualified Secretary of Townhomes of Bayshore Condominium Association, hereby certify that the attached is a true, correct, and complete copy of the resolution that was duly adopted at a meeting of the Council on December 05, 2018.

I further certify that the aforementioned resolution is now in full force and effect without modification or rescission.

Signed this 5<sup>th</sup> day of December, 2018 (year).

Jane Hofherr  
Jane Hofherr, Secretary