

MEMO

To: All Homeowners - Piney Orchard Community Association, Inc. ("POCA")
From: Board of Directors

Re: Amended and Restated Declaration of Covenants, Conditions and Restrictions
Amended and Restated Bylaws

Date: May 28, 2019

Next year, POCA will celebrate its 30th anniversary. It is hard to imagine, but 30 years ago POCA was a large parcel of undeveloped land and a concept. Much has changed in the last 30 years and POCA is a thriving community of over 3,800 homes. However, POCA's Declaration of Covenants, Conditions and Restrictions (the "Declaration") and with the exception of 2 small amendments, its Bylaws, have remained unchanged for almost 30 years. We have determined that it was time to embark on a complete rewrite of both documents and engaged the services of POCA's attorney to assist with this process.

There are 3 main reasons why POCA's Declaration and Bylaws need updating. First, POCA, is both a Maryland non-stock corporation and a Maryland homeowners association. As such, it must comply with the Maryland Homeowners Association Act (the "Act"), as well as all relevant Maryland corporate law. Over the past 30 years, there have been many changes to these laws and, therefore, some provisions in the Declaration and Bylaws do not comply with current Maryland law. Second, these documents were drafted by POCA's developers, when the community was formed and, therefore, contain many provisions concerning the development of the property and the rights of the developer. These provisions are no longer relevant and their inclusion in the documents can be confusing and misleading to owners. Finally, the Declaration and Bylaws contain the developer's vision of how POCA would operate. Some of these concepts have worked well over the years and others have been tweaked to accommodate the changing times and how things are operating in reality verses in concept. Thus, the amendments are necessary to reflect POCA's current scheme of operation.

The primary focuses of the amended documents are to: (1) Eliminate all of the provisions addressing the developer and its rights; (2) Bring the documents into compliance with the Act and all other relevant Maryland and Federal laws; and (3) Provide for the efficient and smooth operation of POCA that comports with how POCA is currently conducting its affairs. The Amended and Restated Declaration of Covenants, Conditions and Restrictions (the "Amended Declaration") and the Amended and Restated Bylaws (the "Amended Bylaws") achieve all of these goals and we are pleased to present them to the community for a vote.

Amending the Declaration requires the vote of 51% of each class of members. Therefore, at least 2,031 of homeowners must vote in favor of the Amended Declaration. Amending the Bylaws requires the vote of a majority of a quorum of members present in person or by proxy at an annual or special meeting. Note that a quorum is 5% of each class of members. To assist with the voting process, please complete the enclosed proxy/ballot to cast your vote in favor on the Amended Declaration and the Amended Bylaws. Voting will begin on June 3, 2019 and will end on November 18, 2019, unless such date is extended by the board.

The Amended Declaration and the Amended Bylaws are designed to work in unison and were drafted with the intent that both documents would be approved by the requisite vote of the members. Therefore, the Amended Bylaws will not be enacted until after the Amended Declaration is approved.

The Amended Declaration and Bylaws, Proxy and this memo will be posted on Townsq and the POCA website on June 3rd. For those owners unable to retrieve the documents electronically, please contact management and POCA will send you a hard copy.

Piney Orchard Community Association, Inc.

Proxy/Ballot

The undersigned Owner(s) of a Lot within Piney Orchard Community Association, Inc., (the "Association") said Lot located at _____, hereby appoint(s) _____, or if no one is specifically appointed, then the Secretary of the Association as my/our Proxy for the purposes of casting my/our vote as indicated below and for attending the Special Meeting to be held to ratify the vote. My/Our Proxy shall have the authority to vote as I/we direct below and shall have authority to vote on my/our behalf on any other issues properly brought at the Special Meeting, as fully and with the same effect as if the undersigned(s) had been personally present at said meeting. If the Special Meeting is temporally adjourned, continued or recessed, this Proxy/Ballot shall remain valid until the Special Meeting, including additional meetings is finally adjourned. The Proxy/Ballot is irrevocable except by actual notice by the undersigned to the Secretary of the Association that it is revoked. Unless sooner terminated, this Proxy/Ballot shall terminate on May 3, 2020.

I/We hereby certify that I/we am/are authorized to execute this Proxy/Ballot on behalf of myself/ourselves and all other owners of the Lot, if any.

DIRECTED BALLOT

1) Amendment to the Declaration of Covenants, Conditions and Restrictions

_____ **Yes**, I vote in favor of the Amendment to the Declaration of Covenants, Conditions and Restrictions.

_____ **No**, I vote against the Amendment to the Declaration of Covenants, Conditions and Restrictions.

2) Amended Bylaws

_____ **Yes**, I vote in favor of the Amended Bylaws.

_____ **No**, I vote against the Amended Bylaws.

The undersigned(s) has/have executed this Proxy this _____ day of _____, 201__.

Signature of Owner

Signature of Owner

Please return Proxy/Ballot to:
Alan Van Grack, General Manager
Piney Orchard Community Association, Inc.
2400 Stream Valley Drive
Odenton, Maryland 21113