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Via Email frice@mpmlaw.com

Fulton S. Rice

Murray, Plumb & Murray

75 Pearl Street

PO Box 9785

Portland, ME 04104-5085

Re: Thomas Pond Improvement Association

Dear Mr. Rice:

With this letter, the Thomas Pond Improvement Association is responding to the August 8 letter sent by Patrick Brady. The Board is reviewing your September 28 letter and will respond in due course to that letter.

As an initial matter, the Board requests that you, on behalf of your clients, Steven Hazen, Robert Murch and Dana Watkins, provide proof of eligibility in the Thomas Pond Improvement Association ("TPIA").

In prior correspondence, (letters dated April 12, 2023 to DEP; May 24, 2023 to TPIA Board; June 1, 2023 to TPIA membership; and August 8, 2023 to TPIA Board) either directly from Messrs. Hazen, Murch, Watkins, or Patrick Brady, it is represented that Mr. Watkins and Mr. Murch are either an "owner of real property on the shores of Thomas Pond" or an owner with "rights of access" to Thomas Pond.

In the letter dated June 1, 2023, Mr. Watkins claims his right to TPIA membership eligibility as an owner "of real property on the shores of Thomas Pond at 825 Quaker Ridge Road", Casco, ME. The property on 825 Quaker Ridge Rd. does not appear to be on the shores of Thomas Pond nor does the deed appear to show right-of-way access. The Board of TPIA therefore requests that Mr. Watkins provide written documentation from the Cumberland County Registry of Deeds to include the Book Number & Page Number, and/or the Town of Casco or Raymond Tax Map Number & Lot Number of the real property on or with right-of-way to Thomas Pond which he owns that proves he is eligible for TPIA membership.

In the same letter, dated June 1, 2023, Mr. Murch claims his right to TPIA membership eligibility as owner "of real property on the shores of Thomas Pond" located at "70 Murch Point Road (title held by the Annie Susan Murch Kelsey Family Camp Thomas LLC, of which he is Manager)". The Board of TPIA requests that Mr. Murch provide a written copy of the agreement from the property located at 70 Murch Point Road stating that as manager he has authority to act on behalf of the LLC in matters related to TPIA as an eligible member of the association.

In the same letters of correspondence listed above, Mr. Hazen has either represented himself or has been represented as a property owner on or with right of way to Thomas Pond (letters dated May 24, 2023 and August 8, 2023) **or** as holding a Power of Attorney for two owners (Lloyd Locklear and Robert MacDonald) of real property on Thomas Pond (letters dated April 12, 2023 and June 1, 2023).

As regards the first representation, our research has not found evidence that Mr. Hazen owns property on or with right-of-way to Thomas Pond under his name; therefore, he is apparently not eligible for membership in TPIA. If Mr. Hazen does own such property, the Board of TPIA requests that he provide written documentation from the Cumberland County Registry of Deeds - the Book & Page Number of the property, and/or the Town of Casco or Raymond Tax Map Number & Lot Number of the real property owned by him that would make him eligible for membership in the TPIA.

Mr. Hazen attended the August 20, 2022 TPIA annual membership meeting as agent via Power of Attorney for Lloyd Locklear and Robert MacDonald, both of whom own property on or have right of way to Thomas Pond. Both Powers of Attorney authorized Mr. Hazen to speak or to refrain from speaking on TPIA matters at the annual meeting on their behalf. Item 6 of each Power of Attorney states, "The powers granted herein to my agent are limited to the purpose of attending the 2022 Annual Meeting of TPIA (currently scheduled for August 20, 2022) and acting on my behalf as specified herein at such Annual Meeting and, except as hereafter withheld by me, at any adjournment and convening thereof". The meeting was held in entirety on August 20, so there was no adjournment and reconvening. Our interpretation of that 2022 Power of Attorney given to Mr. Hazen by Mr. MacDonald and Mr. Locklear is that it was in effect for only that day and for that meeting on August 20, 2022. Thus, unless Mr. Hazen owns property on or with right-of-way to Thomas Pond, by what authority has he been making demands of TPIA between August 21, 2022 and June 8, 2023? We are aware that he received another Power of Attorney signed by Bob MacDonald on June 9, 2023. In addition, the June 1, 2023 letter from Messrs. Hazen, Murch, and Watkins states that Mr Hazen is representing both Mr. Locklear and Mr. MacDonald through Power of Attorney. Mr. MacDonald did not sign the new Power of Attorney until June 9, 2023, and the only Power of Attorney Mr. Locklear signed, that we are aware of, is dated August 19, 2022, which we believe was limited to the August 20, 2022 TPIA annual meeting.

The Board would like clarification/explanation of Paragraph 4 of the August 8 letter that lists five demands. We have reviewed TPIA's bylaws and the Maine NonProfit Corporation Act, and we do **not** believe that there is any legal requirement for demands "a" through "d". If there is another document that requires what is demanded, please let us know the source(s) and specific information. We acknowledge that TPIA's bylaws need to be revised, and the organization is working on doing so. As your clients probably know, it is the Board's intent to let each working group do its research, develop a plan, present this to the membership via the website and provide opportunity to the membership to give input and ultimately vote on any new bylaws at a special meeting or at the next annual meeting. We do not believe that it is legally required or necessary to have Board and committee meetings open at all times to general member attendance.

As regards to demand "e", we are perplexed as all TPIA members had equal opportunity to volunteer to serve on the three working groups that were announced at the June 17, 2023 meeting and subsequently formed on a first-come first-serve basis to a maximum size that we felt was manageable. It is our opinion that there was and is no unequal treatment based upon

substantive position or geographic location of any member. If your clients believe that there have been instances of unequal treatment based on either viewpoint or geographic location, please specify what and when this has occurred.

Regarding Brooke Hidell, we acknowledge that he has been unable to document any right-of-way to the lake, so we asked him to resign from the Board and he has done so. No one on the Board was aware of his ineligibility, and we appreciate your clients for pointing this out.

Finally, regarding the proxies, these were not available at the time of the prior document request, but we have no objection to **your** coming out to Thomas Pond to make copies of them at a mutually convenient time and location.

Very truly yours,

/s/ Philip M. Coffin III

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PMC/