

Board of Governors
Black Point Beach Club Association
March 29, 2022

Re: Letter received from a group of BPBCA Members dated March 2023

To the BPBCA Members:

The above referenced letter questioned the policy, procedures and legality by the Board in filling the vacancy on the Board of Governors. As such, Board Chairman, Janet Bonelli, asked Board Member, John Cellino, to contact the Black Point Beach Club Association's general counsel, Mark K. Branse of Halloran & Sage, to address the letter and to render a legal opinion, where necessary. Attorney Branse's response letter to Janet Bonelli, Chairman, Board of Governors (attached), has been reviewed, endorsed and voted on for distribution to the members of the BPBCA.

The Board, in summary to both attached letters, would note, as to the various issues raised, the following:

1. Procedure utilized to fill the Board's vacancy. As noted in the letters, the Board did follow the procedures granted to it in the BPBCA's Charter. The Board would also like to note, this past May 2022, four individuals ran for the Board and three were elected. In September 2022, Mr. Mastria, one of the newly elected Board Members resigned. In mid-February, it became quite evident to Chairman Bonelli, the Board was overwhelmed and needed to fill this vacant position immediately, as the days and weeks preceding Memorial Day are the busiest for the Board. The individual selected was the only other person who volunteered to run in May 2022, so it was natural for the Board to consider that individual. Additionally, this Board Member is well qualified as being a homeowner in Black Point, being in his 30's, having a wife that is active in BP, having two children who participate in BP's Kid's Club, being part of a large family that are, and have been, Black Pointers for decades, plus professionally being a practicing lawyer in Connecticut.
2. Composition of the Board. As stated in Attorney Branse's letter (item #2), family members, business associates and/or friends being involved on boards, committee's etc. is not uncommon, especially in smaller communities. In addition, there is nothing in our Charter or By-laws that preclude such.
3. Alleged "Conflict of Interest". The letter infers a real or apparent conflict between the Board's new Member, as an attorney with a firm that the Board has hired for review consultation on certain lawsuits. Please see #3 of Attorney Branse's letter. Except for voting to hire, fire and approve his firm's invoice, our new Member is free to enter into discussions, express his opinions, make and second motions, vote on motions and have

the same status as any other Board Member in relationship to any matters involving his firm.

4. Request for the Board to “unwind and reverse its actions.” Except for cause, there is no provision in our Charter and/or Bylaws that allows such an action. Further, our newest Board Member is a fine, upstanding member in Black Point. We are privileged to have such a qualified Board Member offer to donate his time to better our community.

Lastly, the Board makes themselves available and accessible to BPBCA Member’s questions and/or comments, yet, on this issue, except for one individual who signed the letter, no other signers contacted a Board Member who voted to appoint our newest Board Member for an explanation. BPBCA Members could have asked for an explanation prior to signing the letter so a more fully informed opinion could have been made considering both sides.

The Board, for complete transparency, wanted the entire BPBCA Membership to receive the Member’s letter, along with the BPBCA’s general counsel’s letter and this, the Board’s response.

Sincerely,

Board of Governors
Black Point Beach Club Association

Attachments: Halloran & Sage letter, dated March 22, 2023
Revised Member Letter received via email on March 19, 2023, (original letter received via email on March 18, 2023)