

**CORPORATE RESOLUTION
OF BOARD OF DIRECTORS
OF GLASTONBURY LANDOWNERS ASSOCIATION**

The undersigned, being the Directors (“Directors”) of Glastonbury Landowners Association (“GLA”), hereby adopt the following resolutions following the formal meeting taking place on October 6, 2021:

RECITALS

WHEREAS, Petitioners Dennis Riley et al filed a Petition for Judicial Dissolution of a Nonprofit Corporation in Montana Sixth Judicial District Court, Park County, in June 2021, seeking the judicial dissolution or separation of the Respondent.

WHEREAS, Respondent Glastonbury Landowners Association, Inc., (“Glastonbury”) answered on or about July 29, 2021 with general denials and affirmative defenses.

WHEREAS, the Court ordered the parties to mandatory mediation by that order dated August 13, 2021.

WHEREAS, the parties met for mediation with Tracy Axelberg in Bozeman, Montana on October 4, 2021 for a full day mediation pursuant to the Court’s Order. Petitioners Dennis and Wendy Riley, Mark Seaver, Andrea Sedlak, John and Martha McAlister, Jerry and Jeff Ladewig attended with attorney Nick Lofing. Charlotte Mizzi, Newman Brozovsky, Claudette Dirkers, and Gerald Dubiel attended on behalf of Respondent Glastonbury with attorney Ryan Jackson.

WHEREAS, after significant consideration of various options and deliberation throughout the day of mediation, and over the months leading up to mediation, the parties agreed that it was in their best interests, and the best interests of the GLA, not to proceed with litigation, but to reach a compromised settlement agreement.

RESOLUTION

The GLA Board, by and through its Directors, and pursuant to the authority granted it by the GLA Bylaws and Covenants, agree and resolve as follows:

- 1. Recitals.** The Recitals are incorporated as set forth in full herein.
- 2. Resolution to Separate to Successor Associations.** It is in the best interests of the GLA and its membership not to proceed with litigation, where there exists a risk of

corporate dissolution, and therefore the Board resolves to adopt the settlement agreement entered on October 4, 2021, which is attached as Exhibit A and incorporated as if set out in full herein.

Dated as of the 6th day of October, 2021.

DIRECTORS:

Jerry Ladewig

John McAlister

Andrea Sedlak

Charlotte Mizzi

Newman Brozovsky

Claudette Dirkers

Gerald Dubiel

Tim Brockett

Aija-Mara Accatino

Exhibit A

**Settlement Agreement
October 4th, 2021**

Dennis Riley et al v. Glastonbury Landowners Association, Inc.
DV-21-0101-DX
Settlement Conference
October 4, 2021

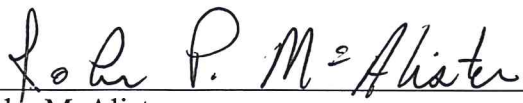
- 1) Petitioners Dennis Riley et al filed a Petition for Judicial Dissolution of Nonprofit Corporation in Montana Sixth Judicial District Court, Park County, in June 2021, seeking the judicial dissolution or separation of the Respondent.
- 2) Respondent Glastonbury Landowners Association, Inc., (“Glastonbury”) answered on or about July 29, 2021 with general denials and affirmative defenses.
- 3) The Court ordered the parties to mandatory mediation by that order dated August 13, 2021.
- 4) The parties met for mediation with Tracy Axelberg in Bozeman, Montana on October 4, 2021 for a full day mediation. Dennis and Wendy Riley, Mark Seaver, Andrea Sedlak, John and Martha McAlister, Jerry and Jeff Ladewig attended with attorney Nick Lofing. Charlotte Mizzi, Newman Brozovsky, Claudette Dirkers, and Gerald Dubiel attended on behalf of Glastonbury with attorney Ryan Jackson.
- 5) The parties agreed that it was in their best interests, and the best interests of Glastonbury, not to proceed with litigation, but to reach a compromised settlement agreement, as follows:
 - a. The parties’ attorneys will develop this memorandum of agreement into a resolution to be implemented by the Board at a specially called meeting, as soon as possible after drafted, reviewed, and approved by the parties’ attorneys.
 - b. The Board will review and approve the resolution, with those Board members present at the mediation agreeing to support and join the resolution.
 - c. The GLA membership shall be provided the opportunity to object or support the resolution by filing its objection or support with the Court in writing and the Board resolution will provide the membership with a deadline upon which to object or support.
 - d. The resolution will provide in substance that the Board is proposing to the membership the following:
 - i. The parties’ attorneys will form two successor entities, named GLA-North and GLA-South, or reasonable substitutes.
 - ii. The boundaries of the new entities will be those provided as Exhibits A and B, respectively, to the Glastonbury Association.
 - iii. Each entity will be recognized and identified as the successor entity to Glastonbury, and each party will execute all necessary documents to form the successor entities and assign the respective duties and obligations to make each effective.
 - iv. Common properties – the North and the South will execute mutual easements for the other and the others’ members, consistent with historic uses and practices.
 - v. Funds/accounts – Funds and accounts receivable will be allocated according to the assessments/accounts attributable to properties within the North and South, as described herein.

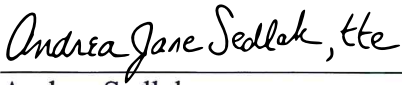
Roads – existing contracts will remain in place and be paid, prior to allocation/division of the funds/accounts.

- vi. The parties will attend the hearing and support the board resolution as provided herein.
- 6) Subject to order by the Court implementing the Board's Resolution (as consistent with this agreement), each North and South will self-organize and hold an election to fill offices and carry out their business.
- 7) Pending court hearing on this agreement, the issue of who holds the separate offices will be held in abeyance, and during this time, the highest uncontested officer, John McAlister, will conduct the business of Glastonbury and officiate the board meetings. In other words, the Glastonbury Board will undertake no business, other than essential functions to include only the following:
 - a. Payment of due bills
 - b. Prosecution/defense of pending lawsuits and assessments
 - c. Approval of necessary road maintenance and snow plowing agreements
 - d. Project approval by landowners
- 8) The pending litigation in Park County (Cause DV - No. 21-52), seeking that the Court order an election, shall be stayed pending acceptance or rejection of the Board Resolution by the Court.

// signatures to follow //

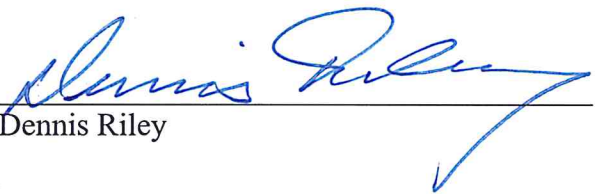

Jerry Ladewig


John McAlister


Andrea Sedlak



Jeff Ladewig

Martha McAlister


Dennis Riley

Wendy Riley


Charlotte Mizzi


Newman Brovsky
ZOV

Claudette Dirkers

Gerald Dubiel

Nick J. Lofing

From: Mark Seaver <markseaver@verizon.net>
Sent: Monday, October 4, 2021 5:42 PM
To: Nick J. Lofing
Subject: Re: [EXTERNAL]

This Message originated outside your organization.

Nick I have read the attached document and approve. Mark Seaver

(even though I'm not on the list of signees....big grin & chuckle)

Mark

> On Oct 4, 2021, at 7:16 PM, Nick J. Lofing <njllofing@GARLINGTON.COM> wrote:
>
> <doc08349620211004171116.pdf>

Jerry Ladewig
Jerry Ladewig

John P. McAlister
John McAlister

Andrea Sedlak

Jeff Ladewig
Jeff Ladewig

Martha McAlister

Dennis Riley
Dennis Riley

Wendy Riley
Wendy Riley

Charlotte Mizzi
Charlotte Mizzi

Newman Brovsky
Newman Brovsky
Zov

Claudette Dirkers

Gerald Dubiel

Jerry Ladewig
Jerry Ladewig

John P. McAlister
John McAlister

Andrea Sedlak

Jeff Ladewig
Jeff Ladewig

Martha McAlister
Martha McAlister

Dennis Riley
Dennis Riley

Wendy Riley

Charlotte Mizzi
Charlotte Mizzi

Newman Bronsky
Newman Bronsky
Zov

Claudette Dirkers

Gerald Dubiel

4/4