



## **EXHIBIT**

### **GVR Attorney Recommendation: Establish Ad Hoc 'Governing Documents Committee'**

**GVR Board of Directors Meeting  
March 22, 2016**

**From: Wendy Ehrlich [mailto:wehrlich@comcast.net]  
Sent: Thursday, March 10, 2016 1:42 PM  
To: Kent Blumenthal <KBlumenthal@gvrec.org>  
Subject: Legal Audit**

As we discussed in our telephone conference yesterday, the legal audit is an enormous project and only the first step in what may be a 3 – 5 year process of bringing all of GVR's governing documents into compliance with state law and making them internally consistent. And, due to its nature (working with three documents at once), it requires large blocks of my time which, at this time of year, is difficult given other GVR legal matters that arise on a weekly basis and work for other of my clients. While I have started on the project, it is unlikely that I will complete it prior to this summer.

In thinking about how to approach this enormous task – and be able to communicate my findings effectively – I have decided on creating a chart (similar to an Excel spread sheet) that can later be used to draft the amended documents.

**I also recommend that given the complexities that the chart will likely involve, the Board establish an ad hoc "Governing Documents Committee" that will have the primary responsibility of meeting with me to discuss the chart and making recommendations to the Board regarding the amendment process. The committee should consist of no more than three individuals who are best suited for the task and willing to serve on the committee for the next couple of years, if necessary, with the goal of seeing the process through to conclusion.**

If you have any additional questions or concerns regarding the legal audit, please let me know.

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