



Second Notice for Annual Shareholder Meeting 2021

The second notice of annual meeting of shareholders Poplar Heights Recreation Association, Incorporated: notice is hereby given to all shareholders of Poplar Heights Recreation Association, Incorporated, that: Pursuant to Article II, Section 1 of Poplar Heights Recreation Association's (PHRA) By-Laws, its annual meeting of shareholders shall be held:

Tuesday, October 19, 2021, at 7:00 pm in a hybrid format: in person at the Shreveewood Elementary School Cafeteria (7525 Shreve Rd, Falls Church, VA 22043) and via Zoom.

For in person participation, the Fairfax County Public School policy for community use of school facilities is: "mask and social distancing measures are still expected for all indoor usage..." Otherwise, shareholders are invited to participate virtually by Zoom.

Instructions for joining the meeting virtually are in the mailed notice and can be found in the news section of the PHRA website.

Shareholders are invited to vote:

- a) by delivering your proxy to the Registrar at Shreveewood Elementary on October 19th
 - from 6:00-7:00 pm in front of the school, prior to the annual shareholder meeting OR
 - at the annual shareholder meeting
- b) by mailing your proxy to the Registrar (please mail no later than October 14).

There are six (6) board seats up for election and two agenda items that require a shareholder vote:

1. Approval of pool resurfacing at an expected cost not to exceed \$170,000 and to be funded by an assessment of \$500 per shareholder, due in two installments of \$250 each in December 2021 and March 2022.
2. Approval for heater replacements at an expected cost of \$53,000 and to be funded by current cash reserves.

The following individuals have declared their candidacy for the Board (an asterisk identifies an incumbent board member):

- | | |
|---------------------|----------------------|
| 1. Armstrong, Sue | 6. Neubig, Margaret |
| 2. Berry, James* | 7. O'Grady, Dan* |
| 3. Carnevale, Greg | 8. Reskusic, Nick* |
| 4. Grossmann, John* | 9. Robyak, Todd |
| 5. Nach, Jim* | 10. Thompson, Kelsey |

Check <https://poplarheights.org/news/> for statements from the candidates. The statements are also included in this mailing.



Per the by-laws in Article III, Section 5.c.

c. Second Notice of Election:

(i) Ten day prior to the Election, the Secretary shall (1) mail the Second Notice of Election to each Shareholder of Record ten days prior to the election and (2) post (or have posted) the Second Notice of Election on the PHRA Web Page and, when the pool is open for the season, the PHRA Bulletin Board at the pool's club house.

(ii) The Second Notice shall state the date of the Election.

(iii) The Second Notice shall briefly repeat that only Shareholders of Record may vote at the election.

(iv) The Second Notice shall state that the person whose name appears on the address label of the Second Notice is the Shareholder of Record. It shall repeat that if two names appear on the address label, then the two Shareholders may cast only one vote between them.

(v) The Second Notice shall repeat that only Shareholders of Record who have paid their current year's annual dues in full as of seven days prior to the election may vote.

(vi) The Second Notice shall again explain who is eligible to run for a vacant seat on the Board.

A Shareholder or record or a family member of the Shareholder of Record who is over the age of 21 is eligible to become a director, but only after the Shareholder of Record has been a member of the PHRA for at least one full year. (see Article III Section 5.b (ix))

(vii) The Second Notice shall identify the Candidates by first and last name.

(viii) The Second Notice shall also repeat that nominations may be accepted and/or candidacies may be declared up until the President closes the slate immediately prior to the Election.

(ix) The Second Notice shall identify the Agenda items requiring a vote of the Shareholders of Record.

(x) The Second Notice shall repeat that the PHRA provides a proxy system so that Shareholders of Record who cannot attend the Election may vote by a General or a Specific Proxy.



Proxy Form for Annual Shareholder Meeting 2021

Please read carefully. If you do not follow these instructions, your proxy cannot be counted.

Per the by-laws in Article III, Section 5.c.

c. Second Notice of Election:

xi). The Second Notice shall contain the Proxy Form, which shall state that:

1. Only Shareholders who are eligible to vote may execute a proxy. Shareholders are eligible to vote if their names appear on the Stock Transfer Book as of October 12, 2021, and they have paid their current year's annual dues (or inactive fee) as of October 12, 2021. October 12, 2021 shall be the date on which the Registrar closes the Stock Transfer Book and compiles a list of eligible voters, which occurs seven calendar days prior to an election;
2. All proxies must be received by the time the annual Shareholders' meeting convenes. Proxies that arrive after a candidate or issue have been voted on may not be counted toward that candidate or issue;
3. Candidates may not collect, deliver, and/or vote Proxies. Any Proxies collected and/or voted by a candidate shall be void;
4. All Proxies must bear the name and member number of the Shareholder granting the Proxy and must be filled in, signed, and dated in ink by the Shareholder granting the Proxy;
5. Proxies may not be granted verbally or by e-mail;
6. A Shareholder who has executed a Proxy, but subsequently attends the election may revoke his/her Proxy prior to the taking of any votes;
7. All Proxies shall be legible and unambiguous; and
8. Shareholders shall use the Proxy Form drafted by the PHRA for the purposes of the upcoming Election; Shareholders may not create their own proxy form;
9. No person shall collect, deliver, and/or vote more than three Proxies.

(xii). The Proxy Form shall provide for both a General and a Specific Proxy:

1. With respect to a General Proxy, the Form shall state that
 - A. The Shareholder shall identify in writing the first and last name of his/her family member or another Shareholder of Record (who is also eligible to vote) to whom he/she has conveyed the right to vote his/her share by General Proxy;
 - B. A General Proxy grants the individual identified on the General Proxy the authority to vote as he/she wishes;
 - C. Shareholders may not grant the Registrar the right to vote their General Proxies;
 - D. The immediate family member or Shareholder identified on the General Proxy to vote the issuer's General Proxy may hand-deliver the General Proxy to the Registrar at the Election; and



E. The Registrar shall distribute any General Proxies that are mailed to the Registrar to the individual designated on the General Proxy to vote that proxy. If no designee is identified or the designee does not attend the meeting, then the Registrar shall void the General Proxy. The voided General Proxy may not be counted to establish a quorum.

2. With respect to a Specific Proxy, the Form shall state:

A. A Specific Proxy is like an absentee ballot and provides very specific instructions as to how to vote;

B. A Specific Proxy shall be mailed or hand delivered by anyone to the Registrar;

C. The Registrar shall record the Shareholder's vote according to what is on the specific Proxy;

D. Shareholders of Record may add any candidates or issues to the Specific Proxy; and

E. The Specific Proxy shall refer to each issue requiring a vote of the Shareholders and the opportunity to vote for or against the issue. Thus, for example, Issue A shall have a box to check for a "yes" vote and for a "no" vote. A brief summary of each issue with the same reference letter or number (i.e. Issue A and Issue B) shall be attached to the Proxy Form.

(xiii). The Second Notice shall state that any Proxy Forms that are executed, collected, voted, and/or recorded contrary to these requirements shall be void; and

(xiv). The Proxy Form shall also be available on the Web Page and, during the pool season at the pool's club-house.