

5. HOMEOWNERS ADVISORY COUNCIL

5.1 Establishment and Composition

- (a) The Homeowners Advisory Council (HAC) exists for the purpose of performing the architectural review and other functions assigned to the HAC in these Regulations. The Homeowners will elect their representatives to the HAC.
- (b) The HAC shall consist of at least three (3) Homeowners holding leasehold interests in more than 50 percent of their respective Parcels.
- (c) Elections consist of a vote among the Homeowners for the purpose of selecting members of the HAC. At such election, only Homeowners other than the ASC shall be permitted to vote.
- (d) All members of the HAC shall be appointed or elected for staggered terms of two (2) years (provided that one of the initial members shall have a one year term) and shall be subject to removal during their terms by the ASC, only for cause. Members may be appointed to serve successive terms.

5.2 Vacancies

If any vacancy shall occur in the membership of the HAC by reason of death, resignation, removal, or otherwise, the remaining members shall continue to act and shall, within thirty (30) days after such vacancy occurs, appoint a successor member to fill the balance of the unexpired term. Any member may resign at any time by written notice to the ASC, and such resignation shall take effect upon receipt thereof by the ASC unless the notice itself specifies some other effective date.

5.3 Officers and Compensation

- (a) The members of the HAC shall appoint a Chairman from among their number and may appoint from among their number such other officers and committees as may be required by law or as they shall from time to time determine.
- (b) The members of the HAC shall serve without compensation, provided that the ASC may reimburse the members for reasonable out-of-pocket expenses incurred in the performance of their duties as members to the extent that such expenses are not reimbursed by the HAC from the fees charged for its services pursuant to Section 4.8 of these Regulations. The foregoing shall not be construed as prohibiting or limiting the payment of compensation or expenses to any person who is a member of the HAC for services rendered to the ASC or the HAC in any other capacity.

5.4 Conflicts of Interest

No member of the HAC may participate in any decision of the HAC on a matter in which he has a direct or indirect financial or professional interest, or on a matter in which he or any firm with which he is associated has provided professional consultative services for a fee to any party whose application is before the HAC, provided that if two (2) or more members may not participate in the making of a decision because of disqualification as provided herein, the ASC shall name substitute members to act only on the matter resulting in the disqualification. For a period of one (1) year after his service on the HAC, no former member may represent any person before the HAC where that former member has previously participated in decisions affecting such person. Each member of the HAC shall inform the HAC in writing of any direct or indirect financial or familial relationship which he may have with any applicant within University Gables or with such applicant's builder or architect. Such disclosure shall be made within fifteen (15) days of any action by an applicant that makes the disclosure relevant, and shall be available for inspection by the ASC and by each Homeowner.

5.5 Powers and Responsibilities of the HAC

The HAC shall review all applications for changes to the exterior of Structures and, if it recommends approval of such application, forward the application to the ASC for approval. In addition, the HAC, on behalf of the Homeowners, shall bring any matters related to University Gables to the attention of the ASC for consideration.

5.6 Operations of the HAC

- (a) The HAC shall maintain both a record of votes and minutes for each of its meetings. The HAC shall routinely forward copies of all such records and minutes to the ASC and shall, additionally, make them available at reasonable places and times for inspection by each Homeowner.
- (b) In carrying out its functions under these Regulations, the HAC and the ASC shall be governed by the Architectural Guidelines described in Section 5.7 of these Regulations. In applying such Architectural Guidelines, the HAC shall, as required, make findings, determinations, rulings and orders with respect to the conformity with such Guidelines of plans and specifications submitted for approval to the ASC pursuant to these Regulations. The HAC shall, as required, make recommendations, which may include specified requirements or conditions, pursuant to these Regulations.
- (c) The HAC shall be required to render recommendations on matters pending before it, within forty-five (45) days after the receipt by the HAC of such a request or application submitted by a Homeowner or prospective Homeowner, which request or application is complete in

all respects under the requirements of these Regulations and the Architectural Guidelines. If the HAC fails to act upon any request or application within the above-stated time period, such request or application shall be deemed recommended.

- (d) Any applicant receiving a recommendation of the HAC and decision by the ASC, which he deems to be unsatisfactory may file a written request to have such decision reviewed by the ASC. Such request shall be filed with the ASC Director of Property Development within ten (10) days after the applicant's receipt of notice of such decision of the HAC. If the ASC, in its sole and absolute discretion, determines to review the HAC decision as requested, it shall conduct a hearing at which the applicant, the HAC and the ASC shall be invited to present their respective positions. The decision of a majority of the members of the ASC Board, after such hearing, shall be final and binding with respect to any issue accepted for review.
- (e) The HAC may, from time to time, prepare and recommend for approval to the ASC any amendments to the Architectural Guidelines that the HAC believes necessary or desirable to implement the provisions of these Regulations.