

OCEAN PINES ASSOCIATION, INC.

Mission Statement: *Provide the governance, administration, facilities, services, and amenities that are necessary to make Ocean Pines an attractive, affordable, safe, and enjoyable place to live and work.*



BOARD OF DIRECTORS' REGULAR MEETING
AGENDA

Saturday, January 22, 2022

9:00 a.m., Board Room, Administration Building

Join Via Microsoft Teams:

https://teams.microsoft.com/l/meetup-join/19%3ameeting_YzE0M2RhNDctZmQyZi00MDU0LTg4NzYtNDNhNzlyMWQ

Call to Order – Colette Horn, President – **all cell phones must be silenced; board cell phones must be powered off and stowed away; emergency text-in or call-in number for Directors' families is 443-377-1079**

Pledge of Allegiance – All

Approval of Agenda – Board

Approval of Minutes –

December 11, 2021 – Regular Meeting
January 12, 2022 – Special Meeting

President's Remarks – Colette Horn

GM Report – John Viola

Treasurer's Report – Larry Perrone

Public Comments – **Members wishing to make comments must state their name and address. Time limit for comments is 5 minutes. Comments may be made on any topic of interest to the member that pertains to the mission of OPA (see above). Order for comments for hybrid meetings: 1st – members in attendance in-person; 2nd – MS. Teams Participants (use of "raise hand" function required to enter speaking queue); 3rd – members participating through the MS Teams call-in (audio only) function. To enter call-in queue, text Josh Davis at 443-377-1079. Chat function of MS Teams is for Public Comments only; all other comments in the chat function will be considered out of order, as will be speaking during the meeting without being given the floor by the Chair.**

Capital Purchase Requests – None

CPI Violations – None

Unfinished Business – None

New Business –

First Reading – Resolution M-09 – Colette Horn

Racquet Center Upgrades/Warming Hut – Amy Peck

Electronic Sign Initiative – Colette Horn

Motion – to adjourn to closed session for the purpose of consideration of the terms or conditions of a business transaction and for the purpose of consultation with counsel on legal matters; specifically pertaining to contracting with a search firm for the GM position and specifically pertaining to the court's ruling on the Farr vs. OPA lawsuit as permitted by the MD Homeowner's Association Act, Section 11B-111 (iii and vi) – Colette Horn

Appointments –

Ellen Hench – Chair – Aquatics Committee

Sharon Santacroce – Chair – Environmental & Natural Assets Committee

Robert Windsor – 2nd Term – Elections Committee

Announcement of next meeting date: February 23, 2022 at 11:00 a.m.

Adjournment to Closed Session



OCEAN PINES ASSOCIATION, INC.
BOARD OF DIRECTORS' REGULAR MEETING
Saturday, December 11, 2021
9 AM, Clubhouse Meeting Room

PRESENT: Larry Perrone, Colette Horn, Doug Parks, Frank Daly, Frank Brown, Josette Wheatley and Amy Peck.

ALSO PRESENT: John Viola, General Manager, 1 member of the press and approximately 18 Association members.

Call to Order – Larry Perrone called the meeting to order at 9 am with the Pledge of Allegiance.

Approval of Agenda

Mr. Parks moved to accept the agenda, Ms. Horn seconded, Mr. moved to amend the agenda, Ms. Horn added bulkhead purchase request, Mr. Perrone added Roy Foreman appointment to Recreation & Parks Committee. Ms. Horn moved to accept the amended agenda, Mr. Daly seconded, all in favor.

Approval of Minutes

October 11, 2021 – Closed Meeting – Ms. Horn moved to accept, Mr. Parks seconded, all in favor.

November 20, 2021 – Regular Meeting – Mr. Parks moved to accept, Mr. Daly seconded, all in favor.

November 20, 2021 – Closed Meeting - Ms. Horn moved to accept, Mr. Parks seconded, all in favor.

December 3, 2021 – Special Meeting - Ms. Horn moved to accept, Mr. Daly seconded, all in favor.

President's Remarks – Larry Perrone – Mr. Perrone thanked Michelle Bennett for her service to the Board and presented her an award on behalf of the Board.

Survey Results Presentation – Strategic Planning Committee – (attached)

GM Report – John Viola (attached)

Treasurer's Report – Doug Parks (attached)

Public Comments

Dave Tanner – 65 Skyline Ct.

Richard Malone – 65 Nottingham Lane

Dutch Oostveen – 12 Lord Guy Terrace

Capital Purchases Requests

Public Works – 2022/23 Bulkhead Replacement Program – Ms. Horn moved to accept the recommendation, Mr. Daly seconded, all in favor.

CPI Violations – None

Unfinished Business – None

New Business –

Discussion – Live video for Board meetings/Town Halls – Amy Peck
Discussion – By-Laws & Resolutions Committee – Search Committee
Recommendations – Colette Horn

Appointments –

William Barnard – 1st Term – Recreation & Parks
Roy Foreman – 1st Term – Recreation & Parks

The above nominations were approved unanimously.

At 10:52 am Mr. Daly moved to adjourn, Mr. Parks seconded, all in favor.

Respectfully submitted:
Josette Wheatley, Secretary



OCEAN PINES ASSOCIATION, INC.
BOARD OF DIRECTORS' SPECIAL MEETING
Wednesday, January 12, 2022
10:00 a.m., Clubhouse Meeting Room

PRESENT: Larry Perrone, Colette Horn, Doug Parks, Frank Daly, Frank Brown, Josette Wheatley, and Amy Peck.

ALSO PRESENT: Richard Farr, John Viola (General Manager), 2 members of the press, and approximately 30 Association members.

Call to Order – Larry Perrone called the meeting to order at 10:00 a.m. with the Pledge of Allegiance.

Approval of Agenda

Mr. Perrone moved to amend the agenda to move Public Comments to after the Appointments. Ms. Horn moved to accept the amended agenda, Ms. Wheatley seconded, all in favor.

President's Remarks – Larry Perrone – Mr. Perrone stated the reason for the meeting is to vote on the results, sit new board members, and elect the new officers.

2021 Election Committee Report – Carol Ludwig announced the election results. The Board approved the report.

Mr. Perrone congratulated Mr. Farr and thanked Mr. Brown for his service.

Election of Officers –

President – Ms. Wheatley nominated Mr. Perrone, who declined the nomination. Mr. Perrone nominated Ms. Horn, who accepted the nomination. Mr. Farr nominated Mr. Parks, who accepted the nomination. Ms. Horn was elected as President with a 5-2 vote in favor.

Vice-President – Ms. Wheatley nominated Mr. Daly, who accepted the nomination. There being no further valid nominations, and by proclamation, Mr. Daly was elected Vice President.

Secretary – Ms. Horn nominated Ms. Wheatley, who accepted the nomination. There being no further valid nominations, and by proclamation, Ms. Wheatley was elected Secretary.

Treasurer – Mr. Farr nominated Mr. Parks, who accepted the nomination. Ms. Wheatley nominated Mr. Perrone, who accepted the nomination. Mr. Perrone was elected as Treasurer with a 5-2 vote in favor.

Appointments –

Assistant Secretary – Linda Martin (interim), all in favor.

Assistant Treasurer – Steve Phillips, all in favor.

Legal Counsel – Lerch, Early and Brewer, all in favor.

Auditors – TGM, all in favor.

Parliamentarian – Jeremy Tucker (Lerch, Early and Brewer), all in favor.

Public Comments –

Tom Janasek – 17 Lookout Point
Kelly Miller – 103 Pinehurst Road
Slobadan Trendic – 20 Drawbridge Road
Tom Schwartz – 198 Ocean Parkway
Dutch Oostveen – 12 Lord Guy Terrace
Ken Montville – 41 Brandywine Drive
Kathy Toth – 40 Watergreen Lane
Doug Parks – 16 Sailors Way
Josette Wheatley – 36 Carriage Lane
Richard Farr – 21 Birdnest Drive
Amy Peck – 109 White Horse Drive
Pat Stevens – 171 Nottingham Lane

New Business

The Board approved the following schedule for Board Meetings for the remainder of 2022, to accommodate the presentation of the financials (13th workday of the month), to accommodate employee availability and to allow for participation by Association members. The following meeting will all be held at 11:00 a.m.:

February 23rd
March 23rd
April 20th
May 25th
June 22nd
July 27th

Ms. Horn will be conferring with Jeremy Tucker on conducting the orientation for the 3 new directors. The date for the orientation will be determined.

At 11:02 a.m., Ms. Horn moved to adjourn, Ms. Wheatley seconded, all in favor.

Respectfully submitted:
Josette Wheatley, Secretary

**RESOLUTION M-09
CANDIDATE SEARCH PROCESS FOR OPA
BOARD ELECTIONS**

1. **Purpose.** This Resolution establishes the formation, roles and responsibilities of the Search Committee and the procedures for candidate search.
2. **Authority.**
 - a. The candidate application process is described in Section 5.02 of the By-Laws.
 - b. Section 5.02(b) of the By-Laws requires that a Search Committee (Committee) be appointed by the President and approved by the Board not later than February 1st each year.
3. **Search Committee.**
 - a. Each Committee term shall extend until the appointment of the succeeding Committee, or February 1st of the election year, whichever is the first to occur.
 - b. No Committee member shall serve more than three consecutive terms.
4. **Candidate Application Form Due Date.** If the Association offices are not open on May 10 or are not open for a full business day, Candidate Applications are then due no later than the end of the next full business day of the Association offices.
5. **Roles.**
 - a. The role of the Committee is to stimulate community interest in the forthcoming Board election, solicit candidates from a broad spectrum of the Ocean Pines membership, provide information to, or otherwise assist potential candidates with the application process. The Committee shall verify that all applications received are sent to the Secretary of the Association (Secretary) for validation of eligibility. The Secretary will forward the list of all eligible candidates to the Elections Committee who will conduct the election itself. All of the above participants shall be actively supported by Association Management and Staff.
 - b. The President of the Association shall appoint a Director to serve as liaison to the Committee. The liaison shall not be a Director that is eligible for reelection.

6. **Search Committee Responsibilities.** The Committee shall:
- a. Hold meetings that are public and announced in advance to association members in accordance with Resolution C-01.
 - b. Work with appropriate OPA Staff to publicize the coming Board election and search for candidates, in Association and local media. This notification shall include eligibility requirements, Board duties and responsibilities, where, when and how to obtain and submit applications, and typical election events and timelines.
 - c. Contact individuals who may have an interest in becoming a candidate. This includes, but is not limited to, persons who have served on Ocean Pines Association committees, have been active in community organizations or affairs, or recommended by another member. The Committee goal is to cast as broad a net as practical and not to form any advance judgments on who may or may not be the best candidate. Validation of eligibility shall be the responsibility of the Secretary after all applications are received by the deadline date.
 - d. Work with the GM and appropriate OPA staff to establish locations in the Administration Building where applications can be obtained and submitted. Committee members may also provide interested members with application forms directly or they may be printed from the OPA web page. However, all completed applications must be submitted to a Search Committee box in the Administration Office. The applications will be time-stamped, dated and stored in a secure location by an assigned staff member who is designated by the General Manager. Attachments A and B to this resolution comprise the current application form.
 - e. Monitor the incoming applications and ensure that the Secretary is provided with all candidate applications as soon as received, but no later than the date specified in the By-laws. The Committee shall submit a list of candidate applications to the Secretary no later than May 15th.
 - f. Access to the Search Committee box shall be limited to the Search Committee, assigned staff member and Secretary.
 - g. While nothing will preclude an individual candidate from announcing their intention at any time, the Committee is not authorized to release any applicant, potential candidate, or candidate information to the public.

- h. Submit a Committee Report to the Board of Directors no later than June 30th. This report shall include:
 - i. A summary of Committee activities during the search process.
 - ii. Problems encountered.
 - iii. Recommendations for improving the search process.
 - i. Materials selected by the Committee, including a confidential list of the people contacted and their possible future interest shall be retained for the next Committee. The materials shall be stored in a manner that is accessible only to the Committee as well as those Association staff members designated by the General Manager. The General Manager is responsible for making suitable storage space available. Materials that have been stored may be destroyed after one (1) year.
7. **Staff Assistance.** The Association General Manager shall designate such staff personnel as may be necessary to assist the Committee in the performance of its responsibilities. The Secretary shall provide the list of candidates to the Association for release to the membership and public upon completion of candidate verifications. The Committee may destroy stored files after one (1) year.
8. **Candidate Search Responsibilities of Secretary.** The Secretary is responsible for verifying the eligibility of candidates in accordance with 5.02(d) of the By-Laws.
- a. Candidate eligibility under 5.02(a), (c), and (d) of the By-Laws is defined as:
 - i. Owner of record of real property in the subdivision since the first day of January in the year of the election. **The secretary shall use the Worcester County land records and/or State Department of Assessment and Taxation records to verify property ownership.**
 - ii. No unpaid annual charges as of May 15th of the year of the election.
 - iii. The Board of Directors has not suspended the member's vote under the provisions of 5.13(e) of the By-Laws, as of May 15th of the year of the election.
 - iv. The candidate has completed the **Candidate Registration Form** (application form) required by 5.02(c) of the By-Laws and is

included as an attachment to this Resolution, and has provided attachments required by the Candidate Registration Form

- v. The Secretary may seek information from an applicant regarding the registration form but may not grant time to complete the form or correct information on the form that has been submitted. The Secretary will attach to the application supplemental information that resolves any questions.
- b. The verification of the eligibility of additional candidates, if there are any such applications under 5.02(e) of the By-Laws, shall be the same as in the preceding subparagraph 8.a.
- c. The Secretary shall notify each applicant of the acceptance or rejection of the candidate's application prior to submitting the list of eligible candidates to the Elections Committee ~~public release of candidate's names~~ not later than June 1. The reason for a rejection shall be included with the notification.
- d. When the list of eligible candidates has been submitted to the Elections Committee the following shall be released to the members and the public by the Association:
 - i. The list of eligible candidates.
 - ii. The Registration Form (Attachment B) of each eligible applicant.

Effective Date: _____

Approved by the Board of Directors on: _____

President: _____ Attest: _____ Secretary

Review History
General Manager: _____ Date: _____

Legal _____ Date: _____

By-Laws & Resolutions Adv. Committee: _____ Date: _____

ATTACHMENT A

OCEAN PINES ASSOCIATION, INC. BOARD OF DIRECTORS ELECTION INFORMATION & CANDIDATE APPLICATION FORMS

Attached is the OPA Candidate Registration Form. To be considered by the OPA, this form must be completed and returned to the OPA General Manager's office at the Administration office at 239 Ocean Parkway to the attention of the Search Committee no later than the end of Association business on May 10th of the year of election. If Association offices are not open on May 10th, or not open for a full business day, Candidate Registration Forms are then due no later than the end of business the next full business day of the Association offices.

For your convenience, additional information is provided that gives a brief description of Board responsibilities. Additional corporate documents are available for review at the OPA Administration Office. The OPA Elections Committee supervises the election process and will provide further instructions to all candidates in addition to that below.

Board Responsibilities

- The Ocean Pines Association is governed by a seven-member Board of Directors elected by the lot owners who make up membership in the homeowners association.
- Section 5.13 of the By-Laws establishes the Powers of the Board. Section 15.14 establishes the duties of the Board.
- The Board determines operational and fiscal policy and assesses property owners at a rate set annually. These assessments provide the funds for the operation of the Association.
- The Board sets a meeting schedule for the coming year at the Organization Meeting after the election of directors. A Board member who misses three consecutive regular meetings is subject to removal for cause.
- Board members do not receive monetary compensation for their service.
- Board members serve three-year terms on a staggered basis. Directors cannot seek reelection after serving two consecutive terms.
- A Board candidate must be an owner of record on January 1st of the year of the election and not have unpaid annual charges or vote suspended by the Board as of May 15th of that year.
- Board members may be assigned as Board liaison to Advisory Committees.

Elections Committee

- The Elections Committee has the responsibility for administering the election process. See Board Resolution M-06 Elections and Referendums Procedure. The Committee will provide further instructions and information for all candidates.
- Candidates will be requested to supply information, which will be distributed to the media and included with ballots sent to Association members. This includes biographical information, and answers to questions prepared by the Elections Committee. Candidates will be asked to participate in a Candidates Forum.



ATTACHMENT B
OCEAN PINES ASSOCIATION, INC.
BOARD OF DIRECTORS [YEAR] CANDIDATE REGISTRATION FORM

1. Applicant's Full Legal Name: _____
(Attach a copy of a state issued ID)

Property Owned

I have owned property in Ocean Pines since (date): _____

List of all Ocean Pines property addresses for which I have an ownership stake:

(If your legal name as provided on your state issued ID does not appear on the property deed(s) listed, attach supporting documentation for proof of ownership. Corporate entities including but not limited to a Corporation, LLC, Partnership or agency are not allowed.)

Contact Information: Home Phone _____ Mobile Phone _____

Primary Phone to use: Home Phone _____ Mobile Phone _____

Email Address: _____

Mailing address if different from above: _____

2. A response to the following questions is mandatory. A "YES" answer to any of the following questions makes you ineligible as a candidate for the Board of Directors pursuant to the Ocean Pines By-Laws:

- Are you an incumbent Director completing a second consecutive full term of office?.....YES ___ NO ___
- Do you have a familial relationship through marriage, or parentage; or are you a sibling of any member currently serving on the Board of Directors?.....YES ___ NO ___
- Are you ineligible to vote under section 3.01(c) of the Ocean Pines By-Laws?.....YES ___ NO ___
- Are you currently an employee of the Ocean Pines Association?.....YES ___ NO ___

3. Comments on the following questions are not mandatory. However, be advised, these issues have proven to be of interest to voters and may become known as part of the candidate vetting process.

- Have you been convicted of a felony within the past 5 years?
- Are you currently under investigation by Local, State, or Federal Agencies for any alleged crime?
- Have you ever served on any HOA Board of Directors where you were forcibly removed?
- Are any other owners of the property listed above currently serving on the Board of Directors?
- If the property listed above is part of a Trust, are any members of that Trust, representing any other real property in Ocean Pines, currently serving on the Board of Directors?



ATTACHMENT B
 OCEAN PINES ASSOCIATION, INC.
 BOARD OF DIRECTORS [YEAR] CANDIDATE REGISTRATION FORM
 (Continued)

4. The following types of information is suggested, but optional. Attach related information to this application as you desire:

- Memberships in social clubs and/or organizations
- Service on any OPA Advisory Committees
- Chairmanship of any committees
- Service on executive board of any organizations in Ocean Pines
- Service in other communities where you have resided
- Education
- Work Experience

5. Disclosures and agreements

You agree:

- that you will immediately notify the Secretary should any of the information provided on this form change at any time prior to the reading of the votes
- that should any of the information provided on this form be found to be incomplete or inaccurate at any time prior to the reading of the votes, the Board shall have cause to consider rescinding your eligibility as a candidate for the Board of Directors
- that should any of the information provided on this form be found to be incomplete or inaccurate after your election to the Board, the Board shall have cause to consider removing you
- that if you are approved as a candidate for the Ocean Pines Board of Directors, information provided on this form will be available to the association members, the public and the media
- that if elected, you will familiarize yourself with the Ocean Pines community governing documents, uphold them, and honor the fiduciary responsibility to all association members.

I meet the Director eligibility requirements of Section 5.02 of the Association By-Laws and am willing to serve as Director if elected. To be considered by the OPA, this form must be completed and returned with all attachments to the OPA General Manager's office at the Administration building at 239 Ocean Parkway to the attention of the Search Committee no later than the end of Association business on May 10th of the year of the election. If Association offices are not open on May 10th or not open for a full business day, Candidate Registration forms and attachments are then due no later than the end of the next full business day of the Association offices.

Required Attachments:

1. Copy of a State Issued Identification
2. Supporting documentation of Proof of ownership as required by Section 1

Optional Attachments:

1. Response to any non-mandatory questions of Section 3
2. Desired Biographical work experience information per Section 4

Applicant Signature _____

Date _____

For Office Use Only:

Received by OPA Date: Signature: OPA Designee	Received by Association Secretary Date: Signature: OPA Secretary	Verification of Property Ownership Section 1 Above Date: Signature: OPA Secretary	Verification of candidacy pursuant to Ocean Pines By-Laws Section 2 Above Date: Signature: OPA Secretary
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OCEAN PINES ASSOCIATION, INC.
Proposed Topic for Discussion
by Board of Directors

DATE: January 14, 2022

TOPIC: Racquet Center Upgrades/Warming Hut

FOR INCLUSION IN MEETING HELD ON: January 22, 2022

SUBMITTED BY: Amy Peck

TOPIC: Warming Hut Proposal from Racquet Sports Advisory Committee.

CONCISE STATEMENT: The Committee proposes to replace the existing shed-style hut on Platform Tennis Grounds. The new warming hut would allow players to view all courts of play, increase player capacity, elevate the appearance of the entire facility and attract new members and hosting tournament opportunities.

BACKGROUND: The existing 11x14 hut was previously the South Gate Guard Shack that Was placed at the facility before courts 3&4 and 5&6 were built. Paddle sports through their initiatives have increased membership adding 31 players to the courts in 2021. The present shed no longer meets the groups' needs.

DISCUSSION: The proposed expense is approximately \$17,000.00. How does this impact membership and increase revenues? What are the long term plans for the facility.



OCEAN PINES ASSOCIATION, INC.
Proposed Topic for Discussion
by Board of Directors

DATE: 1/14/2022

TOPIC: Electronic Information Signs

FOR INCLUSION IN MEETING HELD ON: 1/22/2022

SUBMITTED BY: Colette Horn

TOPIC: To discuss the Board's wishes with respect to going forward with the initiative to place two electronic information signs, one at the North Gate and one at the South Gate

CONCISE STATEMENT: To determine next steps in consideration of replacement of information signs within the community with electronic signs.

BACKGROUND: The Association worked with Worcester County to pass a text amendment that allows electronic information signs within the boundaries of Ocean Pines. The objective was to replace as many as 8 of the older signs that require manual insertion of the letters for the messages. The goal is to make it easier to maintain current information on the signs through the use of electronic transmission rather than manual message placement. This will aid in getting public safety information as well as other less urgent information to the public in a timely manner. Consideration must be given to the findings from the Member Survey, which indicated that both safety and community appearance are high priorities. The use of electronic signs has the potential to impact safety because of its utility for getting public safety information out in a timely manner. Electronic signs also may impact community appearance, and consideration should be given to night-time light pollution and other factors that may be less desirable vs. the aesthetics of the signs that are currently in place. Cost is another consideration, as a high-level estimate of the cost 2 signs installed is \$90-100K.



**OCEAN PINES ASSOCIATION, INC.
MOTION TO ADJOURN TO
CLOSED SESSION**

At a meeting of the Board of Directors of Ocean Pines Association, Inc., held on this 22nd day of January, 2022, at 9:00 a.m. in the Assateague Rm. Of the Ocean Pines Community Center the Board voted to adjourn to closed session for the purpose of consideration of the terms or conditions of a business transaction and for the purpose of consultation with counsel on legal matters; specifically pertaining to contracting with a search firm for the GM position and specifically pertaining to the court's ruling on the Farr vs. OPA lawsuit as permitted by the MD Homeowner's Association Act, Section 11B-111((iii) and (vi)).

Motion made by: Colette Horn. Motion seconded by: _____

Discussion:

VOTE TO CLOSE SESSION for the above purpose only:

Director	In Favor	Opposed
Larry Perrone		
Colette Horn		
Doug Parks		
Josette Wheatley		
Amy Peck		
Frank Daly		
Richard L. Farr		

As allowed by the Maryland Homeowner's Association Act, Section 11B-111(4 & 5).

- (4) A meeting of the board of directors or other governing body of the homeowners association or a committee of the homeowners association may be held in closed session only for the following purposes:
- (i) Discussion of matters pertaining to employees and personnel;
 - (ii) Protection of the privacy or reputation of individuals in matters not related to the homeowners association's business;
 - (iii) Consultation with legal counsel on legal matters;
 - (iv) Consultation with staff personnel, consultants, attorneys, board members, or other persons in connection with pending or potential litigation or other legal matters;
 - (v) Investigative proceedings concerning possible or actual criminal misconduct;
 - (vi) Consideration of the terms or conditions of a business transaction in the negotiation stage if the disclosure could adversely affect the economic interests of the homeowner's association;
 - (vii) Compliance with a specific constitutional, statutory, or judicially imposed requirement protecting particular proceedings or matters from public disclosure;
 - (viii) Discussion of individual owner assessment accounts; and
- (5) If a meeting is held in closed session under paragraph (4) of this section:
- (i) An action may not be taken and a matter may not be discussed if it is not permitted by paragraph (4) of this section; and
 - (ii) A statement of the time, place, and purpose of a closed meeting, the record of the vote of each board or committee member by which the meeting was closed, and the authority under this section for closing a meeting shall be included in the minutes of the next meeting of the board of directors or the committee of the homeowners association.

Josette Wheatley, Secretary, Ocean Pines Association, Inc.