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Lawrence R. Clough

September 15, 2009

Town of Falmouth, Maine  
c/o William Plouffe, Esq.  
DRUMMOND WOODSUM  
84 Marginal Way Suite 600  
Portland, ME 04101-2480

Re: Falmouth on the Green Homeowners Association

Dear Sirs:

We have acted as counsel to Falmouth on the Green Homeowners Association, a Maine nonprofit corporation ("FOGHA") in connection with an Agreement between the Town of Falmouth (the "Town") and FOGHA and dated August 24, 2009 providing for the transfer of the common sewer system and Winn Road force main to the Town as a public sewer (the "Agreement") pursuant to an Easement Deed and Bill of Sale dated September 15, 2009 from FOGHA to the Town (the "Deed") tendered to the Town for acceptance as a part of the Town's public sewer system.

We have examined the Agreement and Deed together with:

1. The Articles of Organization of FOGHA filed with the Maine Secretary of State on June 19, 1987;
2. The Bylaws of FOGHA;
3. General Declaration of Covenants and Restrictions dated June 8, 1987 and recorded in the Cumberland County Registry of Deeds in Book 7832, Page 177, as modified by a Supplementary Declaration of Covenants and Restrictions dated November 13, 1987 and recorded in said Registry of Deeds in Book 8066, Page 258 as further amended the 2001 Amendment recorded in said Registry of Deeds in Book 18054, Page 65 and further amended by the 2003 Amendment approved by the FOGHA membership at the meeting duly noticed and held on September 22, 2003 recorded in said Registry of Deeds in Book 20364, Page 224 (collectively the "Declaration");
4. A copy of the minutes of the FOGHA Board of Directors meeting held on June 23, 2009; and
5. Such other documents and records as we deemed necessary in connection with the rendering of this opinion.

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We have examined either original, certified copies or copies otherwise authenticated to our satisfaction of such other documents as we have deemed it necessary or advisable to examine in order to furnish the opinions herein expressed. We have made such other examinations as to matters of fact and law as we have deemed necessary in order to enable us to give the opinions hereinafter expressed.

As a condition precedent to your acceptance of the Deed, you have required that we, as counsel to FOGHA, render our opinion as to various aspects of the transaction.

Based upon the foregoing, we advise you that it is our opinion that:

- A. FOGHA is a nonprofit corporation duly organized and validly existing under the laws of the State of Maine.
- B. The execution by FOGHA of the Agreement and Deed by Joseph Bousquet in his capacity as President and the performance by FOGHA of its obligations thereunder have been duly authorized, and such authorization is in conformity with the Articles of Incorporation, Bylaws and the Declaration.

Sincerely yours,

Lawrence R. Clough

LRC/w

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