

SUSMAN, STERN, AGATSTEIN & HEIFETZ

ATTORNEYS AT LAW

7733 FORSYTH BOULEVARD

SUITE 2201

ST. LOUIS, MISSOURI 63105

(314) 862-0900

HENRY H. STERN
LOUIS B. SUSMAN
HENRY H. STERN, JR.
GARY S. HEIFETZ
JEFFREY A. ROSENBLUM
RICHARD J. SHEEHAN
RONALD U. LURIE
JACOB W. REBY
GERARD F. HEMPSTEAD
CHARLES G. MISKO
PAT L. SIMONS
MICHAEL LAZAROFF

COUNSEL

SYLVAN AGATSTEIN
MORTON R. BEARMAN

WASHINGTON OFFICE
1025 CONNECTICUT AVE., N. W.
SUITE 900
WASHINGTON, D. C. 20036
(202) 659-1960

October 14, 1976

Trustees of Westminster Place
c/o Mr. James Murray
5109 Westminster Place
St. Louis, MO 63106

Gentlemen:

After attending your meeting, hearing the comments and suggestions, and further reviewing the deeds of restrictions of various areas, Gerry Hempstead and I believe that no amendment of the Westminster Place Deed of Restrictions is necessary or advisable now.

In reaching our views, we reviewed the questions and suggestions in Fritz Faerber's letter which you delivered to us. The questions therein were commented upon and responded to at the Trustees' meeting and from that discussion we have concluded that our restrictions are both broad and specific enough to accomplish your purposes. It is true that no particular provision authorizes amendments and therefore amendments may be made only with the written consent of all the parties to the Deed or their successors. If suggested amendments were to be of materiality, importance or substance, it may be possible to acquire all of the necessary signatures. We recognize, however, that to do so could be an arduous task, but we would nevertheless recommend this if any amendments are reasonably required.

The only respect in which the restrictions might be changed or supplemented would be to further define the duties and powers of the Trustees. But in our opinion Section 6 (pages 5 through 8) is wholly adequate to accomplish the purposes of the restrictions. It is clearly stated that the Trustees shall have the right, power and authority to do any or all things necessary

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or incidental or which they may deem advisable to the maintenance, preservation and improvement of the area.

To add additional specific powers, such as to enter upon any of the properties to effectuate repairs, maintenance, or removal of nuisances (which we felt would have been objectionable to some of the property owners when the restrictions were submitted to them twenty years ago) would place upon the Trustees such burdensome rights or duties as to create reluctance or disinclinations to perform such duties.

The discretionary powers now given the Trustees do not give them a free hand but their actions would have to be reasonable and in conformity with usual Trustees' duties. To specify further duties seems to us to be to limit rather than extend their authority.

We have also reviewed the insurance policies covering the Trustees. In the schedule designated as Personal Injury Liability Coverage, the only relevant provision is "Group C". This we believe would protect the Trustees if they should trespass upon or otherwise interfere with the private property or premises covered by the restrictions. There is a description and reference to "Streets, Roads or Highways, etc." on the page relating to comprehensive general liability. We believe that it would afford protection if suit is filed against the Trustees alleging damage as the result of the Trustees' negligence in the maintenance or repair of the street or roads, or alleging injuries that conceivably could result from the "road bumps" which are intended to cut down speed.

We would suggest that you consider asking the three property owners who have not as yet signed the Deed of Restrictions to sign them. It is possible that the property has changed hands since 1957 and the new owners may be willing to sign them, particularly if they are interested in maintaining and preserving the area. We will prepare the necessary forms to accomplish this if you want to accept this suggestion.

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The Westminster Place Association appears to be primarily a social organization and has no real duty or obligation to enforce the Deed of Restrictions. The powers given to the Trustees under the Deed of Restrictions are clearly stated and it would not be practical for the Association to attempt to enact by-laws which would list the duties of the Trustees since the Association does not have the power to enforce them.

If you have any questions or if we can be of any further assistance, please call us. We are returning the policy of insurance sent to us by Mr. Krueger.

Yours truly,


Sylvan Agatstein

SA/rgf