



COURT OF CHANCERY  
OF THE  
STATE OF DELAWARE

JESSIE R. BENAVIDES  
MAGISTRATE IN CHANCERY

COURT OF CHANCERY COURTHOUSE  
414 FEDERAL STREET  
DOVER, DE 19901

February 20, 2026

**Via File&ServeXpress**

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RE: *Shawnte Billings v. Hickory Hollow Homeowners Association, et al.*  
C.A. No. 2025-1265-JRB

Dear Counsel:

Through this letter, I: (1) deny Petitioner's Motion for Temporary Restraining Order and Preliminary Injunction, filed on February 3, 2026 (the "Motion for TRO/PI");<sup>1</sup> and (2) grant Respondents' request for the Respondents to continue to Act as the Board of Directors ("Request for Authority to Act"), filed February 12, 2026, sought as relief in Respondents' Answer to Petitioner's Motion for Temporary Restraining Order and Preliminary Injunction ("Respondents' Answer").<sup>2</sup> My

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<sup>1</sup> Pet. Mot. for Temp. Restraining Ord. and Prelim. Inj., Docket Item ("D.I.") 38.

<sup>2</sup> Resp't Answ. To Pet. Mot. for Temp. Restraining Ord. and Prelim. Inj., D.I. 43, ¶ 21.

reasoning for each follows a brief recitation of the posture on which these requests come before me.

## **I. INTRODUCTION**

On November 3, 2025, Petitioner, Shawnte Billings (“Billings”), filed a Verified Emergency Petition for Injunctive Relief from Illegally Filed Amendment by the Hickory Hollow Board of Directors (the “BOD”).<sup>3</sup> Through her petition, Petitioner sought an injunction against the BOD from holding elections, and an order invalidating the two amendments at issue.<sup>4</sup> On or about February 3, 2026, Petitioner filed the instant Motion for Temporary Restraining Order and Preliminary Injunction to Enjoin the BOD from Acting or Holding General Elections Until Further Order by the Court.<sup>5</sup> Through that Motion, Petitioner seeks to enjoin Respondents from acting as the BOD on behalf of the Hickory Hollow Homeowners Association (the “HOA”), and the 2026 Annual Meeting, scheduled for February 17, 2026 be canceled, until legal authority of who can act as the Board is determined by the Court.<sup>6</sup> The Court held oral argument on this Motion on February 13, 2026.

## **II. BACKGROUND**

### **A. Facts**

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<sup>3</sup> Pet’r. Compl., D.I. 1.

<sup>4</sup> *Id.*

<sup>5</sup> Pet’r Mot. Temp. Restraining Ord. and Prelim. Inj., D.I. 38.

<sup>6</sup> *Id.* ¶ A-G.

This case arises from a dispute over alleged procedural violations by the BOD.<sup>7</sup> Petitioner is a resident of the Hickory Hollow community and member of the HOA.<sup>8</sup> In her verified emergency petition, Petitioner alleged that on or about June 5, 2024, the BOD amended and recorded the amendments to the Covenants, Conditions, and Restrictions of Hickory Hollow (“CC&Rs”) without community notice or approval.<sup>9</sup> These amendments imposed weekly fees to HOA members for non-compliance with the CC&Rs and prohibited HOA members from voting if they had any outstanding Architectural Review Committee (“ARC”) violations and fines.<sup>10</sup> On or about October 27, 2025, notice of a second amendment to the CC&Rs was filed to the Kent County Recorder of Deeds and this second amendment stated that the previous amendment was properly noticed to HOA members.<sup>11</sup>

Amidst the current litigation, on or about January 20, 2025, a Special Meeting and Election (“Special Election”) took place.<sup>12</sup> A vote was conducted for the purpose of removing the existing BOD.<sup>13</sup> As a result of the Special Election, Petitioner,

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<sup>7</sup> Pet’r. Compl., D.I. 1.

<sup>8</sup> *Id.* ¶13.

<sup>9</sup> *Id.* ¶12.

<sup>10</sup> *Id.* ¶19.

<sup>11</sup> *Id.* ¶21. At Oral Argument, there was much discussion about the recording of these amendments. Petitioner alleges that there were two amendments that were filed with the Recorder of Deeds. Respondent argued that only the voting amendment as recorded. The other amendment was withdrawn.

<sup>12</sup> Resp’t Ltr., D.I. 29.

<sup>13</sup> Resp’t Ltr., Ex. A, D.I. 30.

Shawnte Billings, became the alleged sole remaining board member of the 2025 BOD.<sup>14</sup>

At Oral Argument on February 13, Ms. Billings testified in part of her case in chief that she was officially elected to the Board on December 5, 2024.<sup>15</sup> She testified that she was told by the BOD President, Beverly Pinckney that she was removed from the Board by a majority vote.<sup>16</sup> Ms. Billings also testified regarding her purported removal from the BOD and her sentiments regarding the same.<sup>17</sup> Ms. Billings testified that she sent around the Petition for Special Election because she and other community members had concerns the BOD would not adhere to the Court's rulings in this matter.<sup>18</sup>

Respondent called Beverly Pinckney, one of the Respondents and the president of the BOD to testify. She testified regarding her beliefs as to whether Petitioner was a member of the BOD and information relating to Petitioner's appointment and removal from the BOD.<sup>19</sup> Ms. Pinckney also testified that she did

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<sup>14</sup> Resp't Ltr., D.I. 29.

<sup>15</sup> Hearing on Mot. for Temp. Restraining Ord. and Prelim. Inj. Trans. 20:1-23:10; Pet. Ex. 1, D.I. 45.

<sup>16</sup> Hearing on Mot. for Temp. Restraining Ord. and Prelim. Inj. Trans. 24:12-26:04; Pet. Ex. 2, D.I. 45.

<sup>17</sup> *Id.*

<sup>18</sup> Hearing on Mot. for Temp. Restraining Ord. and Prelim. Inj. Trans. 29:09-35:07.

<sup>19</sup> *Id.* at 81:09-82:22.

not believe petition for the Special Election had the requisite 20 percent threshold and so the BOD did not hold a Special Election.<sup>20</sup>

## **B. Procedural History**

In her emergency petition for injunctive relief, Petitioner requested that the Courts declare the BOD-enacted CC&Rs amendments be invalidated, the election be rescheduled, with prompt notice to all HOA members and all fees and liens associated with the amendments be refunded or removed.<sup>21</sup> On November 5, 2025, Petitioner filed an *Ex Parte* Motion for Temporary Restraining Order to Prohibit the BOD from holding an “improper” election and prohibiting HOA members from voting in the same.<sup>22</sup> Plaintiff requested that the Court intervene to stop a meeting that the HOA was holding on November 5, 2025 to elect new members.<sup>23</sup> The Court denied the request and found that Petitioner had a colorable claim but she had not met her burden of establishing that she will suffer imminent, irreparable, non-speculative harm to warrant a temporary restraining order.<sup>24</sup>

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<sup>20</sup> *Id.* at 83:14-85:15.

<sup>21</sup> Pet’r Compl., D.I. 1, ¶ A-K.

<sup>22</sup> Pet’r Mot. for TRO, D.I. 6.

<sup>23</sup> *Id.* ¶ 17.

<sup>24</sup> Minute Ord., D.I. 7 (“Any action taken by the HOA prior to November 12 hearing can be undone. Additionally, the alleged imminent irreparable harm is speculative. The pleading does not set for the with specificity what, if any harm, the Petitioner mat face if the election moves forward and how that harm is irreparable.”).

Respondents were subsequently served<sup>25</sup> and filed several different entries of appearance for various attorney representatives.<sup>26</sup> The first hearing on the Expedited Motion for Preliminary Injunction was scheduled for November 12, 2025, but was continued for lack of service to Respondents.<sup>27</sup> The second hearing on that Motion was held on November 18, 2025. At that hearing, the parties represented they had an agreement, and the Court continued the matter to allow the parties time to reduce the agreement to writing.<sup>28</sup> The parties were unable to finalize an agreement, and the matter was set for a telephonic hearing on December 5, 2025. On or about December 5, 2025, Respondents filed an Answer to Petitioner's Emergency Petition for Injunctive Relief.<sup>29</sup>

At the telephonic hearing on December 5, the parties represented that an agreement had been reached and the Court memorialized that agreement in a Complex Order.<sup>30</sup> On December 9, Petitioner filed an Emergency Motion to Compel Cancellation of the General Election Scheduled for the December 10 as Petitioner had not received notice.<sup>31</sup> The Emergency Motion was denied as moot because the

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<sup>25</sup> Pet'r Aff., D.I. 9.

<sup>26</sup> D.I. 10; D.I. 13-15.

<sup>27</sup> Jud. Action Form, D.I. 11.

<sup>28</sup> *Id.*; D.I. 12.

<sup>29</sup> Resp't Answ. to Emergency Pet. for Inj. Relief, D.I. 17.

<sup>30</sup> Complex Ord., D.I. 18.

<sup>31</sup> Pet'r Mot. to Compel, D.I. 19.

December 10 election had been postponed and Respondents had issued notice of the same to the community.<sup>32</sup> The parties agreed to a joint stipulation governing case schedule and were to continue to meet and confer per the Complex Order before the February 2, 2026 trial.<sup>33</sup> The composition of the BOD was to “remain unchanged except for as otherwise permissible by the HOA Bylaws and ARC.”<sup>34</sup>

Three days before the scheduled pretrial conference, on or about January 23, 2026, counsel for Respondents informed the Court a Special Election had been held by the HOA on January 20, 2026.<sup>35</sup> The Court held a telephonic pretrial conference on January 28, 2026.<sup>36</sup> The Court moved the trial to February 13, 2026 in light of the new concerns over the governance of the HOA stemming from the Special Election.<sup>37</sup>

Following the Pretrial Conference, the parties continued to file letters with the Court regarding the issue of governance.<sup>38</sup> On or about February 3, 2026, Petitioner then filed this Motion for Temporary Restraining Order and Preliminary Injunction

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<sup>32</sup> Minute Ord., D.I. 22. The election at the center of the Emergency Petition that was initially scheduled for December 10, 2025, was postponed. Respondents issued notice to the HOA community.

<sup>33</sup> Granted Joint Stip. and Ord., D.I. 24.

<sup>34</sup> Complex Ord., D.I. 18.

<sup>35</sup> Resp't Ltr., D.I. 29 (Parties agreed to schedule trial for February 2, 2026 and a pretrial conference for January 26, 2026.).

<sup>36</sup> Jud. Action Form, D.I. 35.

<sup>37</sup> *Id.*

<sup>38</sup> D.I. 37; D.I. 40.

to Enjoin the BOD from Acting and Holding General Elections Until Further Court Order (“Motion for TRO/PI”) at issue in this decision.<sup>39</sup> Petitioner sought to enjoin the Respondents from holding the scheduled February 17, 2026 election while the governance issue was being resolved by litigation.<sup>40</sup> Petitioner also sought to have the matter resolved “expeditiously” because the governance issues had caused the property management company to terminate its contract with the HOA, a budget could not be approved, and the HOA could not collect service fees, until the Court resolved the matter.<sup>41</sup>

In her Motion for TRO/PI, Petitioner alleges that on December 11, 2025, several HOA members sent a request to several BOD members, requesting a Special Meeting to remove them from the BOD.<sup>42</sup> Petitioner further alleges that this request was ignored and the HOA members notified the entire community of the Special Meeting, in accordance with the HOA bylaws.<sup>43</sup> The Special Meeting in question is the January 20, 2026 Special Election, in which Petitioner was the sole individual

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<sup>39</sup> Pet’r Mot. for Temp. Restraining Ord. and Prelim. Inj., D.I. 38. Also on February 3, 2026, Petitioner filed a letter, requesting that the Court deny Respondent’s February 2, 2026 continuance request because Respondents had already hired and fired two attorneys so they would need additional time to find counsel. Petitioner also requested that Respondents recognize the Special Election, held on January 20, 2026, in which HOA members voted to remove the then-existing BOD.

<sup>40</sup> Pet. Mot. for Temp. Restraining Ord. and Prelim. Inj., D.I. 38.

<sup>41</sup> *Id.*

<sup>42</sup> *Id.* ¶ 4.

<sup>43</sup> *Id.* ¶ 5.

allegedly not removed from the BOD and all Respondents were voted removed from the BOD.<sup>44</sup> Respondents, according to Petitioner's motion, did not accept the results of the Special Election and instead sent out information pertaining to nominating and voting in the General Election Meeting, scheduled for February 17, 2026.<sup>45</sup> This statement was supplemented at oral argument, on February 13, when Petitioner argued that, given the shared history, the HOA lacked confidence in the BOD to act according to the December 12, 2025 Court Order, so Petitioner and a group of unidentified HOA members took matters into their own hands.

On February 4, 2026, Petitioner filed a Motion for Leave to File Amended Petition.<sup>46</sup> Petitioner sought the Court to update the allegations in the original petition to include the parties' recent governance disputes.<sup>47</sup> At the request of counsel, the Court held another teleconference on February 4, 2026. At that teleconference, the Court converted trial on February 13, 2026 to a hearing on the instant motion.<sup>48</sup> On February 12, 2026, Respondents filed an Answer ("Respondents' Answer"), responding to the instant Motion for TRO/PI.<sup>49</sup> Respondents disputed that they have been removed from BOD in satisfaction of the

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<sup>44</sup> *Id.* ¶ 6-10.

<sup>45</sup> *Id.* ¶ 8-16.

<sup>46</sup> Pet. Mot. for Leave to File Amend. Pet., D.I. 41.

<sup>47</sup> *Id.*

<sup>48</sup> Minute Ord., D.I. 42.

<sup>49</sup> Resp't Answ. To Pet. Mot. for Temp. Restraining Ord. and Prelim. Inj., D.I. 44.

special election requirements.<sup>50</sup> Removal of the Respondents as members of the BOD is to be determined at a separate summary proceeding.<sup>51</sup> Respondents were agreeable to the Court ruling on the need to reopen the nomination period, as part of the determination of this instant motion.<sup>52</sup>

Oral argument on the instant Motion was held on February 13, 2026. At the beginning, the parties represented to the Court that they had reached an agreement to postpone the February 17 general election until further order of the Court or by mutual agreement of the parties.<sup>53</sup> At oral argument, Petitioner testified and argued that she had met her burden for the Court to grant the TRO and PI. Petitioner argued that if the Court did not enjoin Respondents from acting as the BOD, the communal confidence in the HOA would suffer and the voting rights of each individual HOA member would be harmed. After Petitioner made her presentation, Respondents moved to dismiss the Motion on the basis that Petitioner had not met her burden of proof for a TRO or PI, there was no reasonable probability of prevailing on the motion, and failed to demonstrate irreparable harm at that stage.<sup>54</sup> The Court found

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<sup>50</sup> *Id.* ¶ 4.

<sup>51</sup> *Id.* ¶ 4, 11.

<sup>52</sup> *Id.* ¶ 13.

<sup>53</sup> This agreement was reduced to an order of the Court as a Minute Order issued on February 13, 2026. D.I. 47.

<sup>54</sup> Hearing on Mot. for Temp. Restraining Ord. and Prelim. Inj. Trans. 66:16-76:18.

that Petitioners satisfied the threshold to warrant denying Respondents request to dismiss.

In their oral argument presentation, Respondents argued that no HOA member was prevented from voting in the General Election scheduled for February 17, 2026.<sup>55</sup> Respondents requested an annual assessment be permitted so that HOA can continue normal operating procedures, while the governance issues are resolved.<sup>56</sup> At oral argument, Respondents further stated that through requesting permission to act on behalf of the HOA, such as to conduct the annual assessment, a relief of status quo-type order on this ability to act was being sought.

### **III. ANALYSIS**

#### **A. Petitioner's New Arguments will not Be Considered.**

Before proceeding, the Court will address the new arguments presented by Petitioner during the February 13, 2026, hearing on the Motion for TRO/PI. These new arguments, as pled by Petitioner, will not be considered towards the Court's analysis on the present matter.<sup>57</sup>

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<sup>55</sup> Resp't Answ. To Pet. Mot. for Temp. Restraining Ord. and Prelim. Inj., D.I. 44, ¶ 15.

<sup>56</sup> *Id.* ¶ 20. Respondents also argue that a vote of HHOA members is not required to approve the annual assessment for 2026 because it is not more than 20% above the assessment for 2025.

<sup>57</sup> *Jung v. El Tinieblo Int'l, Inc.*, 2022 WL 16557663, at \*9 (Del. Ch. Oct. 31, 2022) (“Defendants waived this contractual argument by failing to raise it in their opening brief. Whether a party waived an argument is a matter of discretion. Generally, the failure to raise an argument in one’s opening brief constitutes a waiver of that argument.”); *Cent. Mortg. Co. v. Morgan Stanley Mortg. Cap. Holdings LLC*, 2012 WL 3201139, at \*14 fn. 112 (Del. Ch. Aug. 7, 2012).

The main objective of motion practice “is to ‘test the sufficiency of the allegations’ contained in the complaint.”<sup>58</sup> Common practice is to provide the other party notice of one’s claims so that the other party may “draw all reasonable inferences in the [petitioner’s] favor, and deny” the claims made towards the motion.<sup>59</sup> During the February 13, 2026, Petitioner introduced new arguments which were not reflected within Petitioner’s papers and/or filings.<sup>60</sup> For example, Petitioner introduced arguments regarding alleged retaliation between parties,<sup>61</sup> alleged terrorization of the Hickory Hollow community,<sup>62</sup> and improper construction of election nomination forms.<sup>63</sup> These arguments are new; they are not represented within the writings of Petitioner’s present motion. “The general rule... that a party waives any argument it fails properly to raise shows deference to fundamental

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<sup>58</sup> *Doe 30's Mother v. Bradley*, 58 A.3d 429, 445 (Del. Super. Ct. 2012); *Chester Cnty. Employees' Ret. Fund v. New Residential Corp.*, 2016 WL 7011350, at \*3 (Del. Ch. Dec. 1, 2016).

<sup>59</sup> *CLP Toxicology, Inc. v. Casla Bio Holdings LLC*, 2020 WL 3564622, at \*9 (Del. Ch. June 29, 2020); *Dillon Gage Inc. of Dallas v. Umicore Precious Metals USA Inc.*, 2025 WL 3779149, at \*2 (Del. Super. Ct. Dec. 30, 2025) (citing *Boissonneault v. Delaware Podiatric Med., P.A.*, 2024 WL 5055538, at \*3 (Del. Super. Ct. Dec. 9, 2024); *In re Genelux Corp.*, 126 A.3d 644, 672 (Del. Ch. 2015).

<sup>60</sup> See *Asbestos Workers Loc. 42 Pension Fund v. Bammann*, 2015 WL 2455469, at \*20 (Del. Ch. May 21, 2015) (“At Oral Argument, for the first time, the Plaintiff raised an argument that collateral estoppel should not apply because its Complaint was filed after five agency decisions adverse to the Company had been made. ... the briefing did not contend that these agency decisions separated the issue before me from those decided in the New York Actions, precluding collateral estoppel, and the Defendants had no meaningful opportunity to respond to such an argument. Accordingly, I find that any such argument was waived.”).

<sup>61</sup> Hearing on Mot. for Temp. Restraining Ord. and Prelim. Inj. Trans. 68:11-18.

<sup>62</sup> *Id.* at 70:2-4.

<sup>63</sup> *Id.* at 75:22-24.

fairness and the reasonable notion that, to defend a claim or oppose a defense, the adverse party deserves sufficient notice of the claim or defense in the first instance.”<sup>64</sup> “Thus, to the extent [Petitioner] ha[s] attempted to bolster [her] pleading with factual matters not actually contained within the amended complaint... the Court will not consider these extraneous facts when addressing” Petitioner’s Motion for TRO/PI nor will it consider new legal arguments.<sup>65</sup>

**B. Petitioner’s Motion For TRO/PI is DENIED.**

The issue before the Court is whether to grant Petitioner’s Motion for TRO/PI. To rule in Petitioner’s favor, the Court must find that Petitioner has met her burden for a Temporary Restraining Order (“TRO”) or a Preliminary Injunction (“PI”). The Court finds that Petitioner has not met either burden and denies the Motion for TRO/PI.

The standard for a TRO is such that: a movant must demonstrate that she has stated a colorable claim; that the movant faces imminent, irreparable harm in the absence of a TRO; and that the balance of the equities favors temporary injunctive relief.<sup>66</sup> “[I]f imminent irreparable harm exists, a TRO is ordinarily proper ‘unless:

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<sup>64</sup> *PharmAthene, Inc. v. SIGA Techs., Inc.*, 2011 WL 6392906, at \*2 (Del. Ch. Dec. 16, 2011).

<sup>65</sup> *Doe 30's Mother v. Bradley*, 58 A.3d 429, 445 (Del. Super. Ct. 2012); *See Emerald Partners v. Berlin*, 2003 WL 21003437, at \*43 (Del. Ch. Apr. 28, 2003), *aff'd*, 840 A.2d 641 (Del. 2003); *Emerald Partners v. Berlin*, 726 A.2d 1215, 1224 (Del. 1999).

<sup>66</sup> *Wagner v. BRP Grp., Inc.*, 316 A.3d 826, 857 (Del. Ch. 2024).

(1) the claim is frivolous; (2) granting the remedy would cause greater harm than denying it; or (3) the plaintiff has contributed in some way to the emergency nature of the need for relief.”<sup>67</sup> A PI resembles the standard for a TRO, but with a greater burden on the movant, intensifying the required showing on the merits “from a colorable claim to a reasonable probability of success.”<sup>68</sup> The Court of Chancery often describes TROs and PIs as ‘extraordinary relief’ because, if granted, the court would provide relief at a preliminary stage, before a final adjudication is made.<sup>69</sup> “The purpose of a TRO is ‘to protect the status quo and to prevent imminent and irreparable harm from occurring pending a preliminary injunction hearing or final resolution of a matter.’ Thus... [a] TRO is rarely appropriate where it grants the plaintiff all relief to which it might be entitled after a full trial on the merits.”<sup>70</sup> Similarly, for a PI, “if there is no threat of irreparable harm, then the matter can be addressed through the final remedy. And as with a TRO, if there is no threat of imminent and irreparable harm, then there is no need for the court to act before the remedial phase.”<sup>71</sup>

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<sup>67</sup> *Anew Ventures II, LLC v. Terra Glob. Inv. Mgmt., LLC*, 2025 WL 1934097, at \*1 (Del. Ch. July 11, 2025).

<sup>68</sup> *In re COVID-Related Restrictions on Religious Servs.*, 285 A.3d 1205, 1227 (Del. Ch. 2022).

<sup>69</sup> *Id.*; *Aquila, Inc. v. Quanta Servs., Inc.*, 805 A.2d 196, 202–03 (Del. Ch. 2002).

<sup>70</sup> *Arkema Inc. v. Dow Chem. Co.*, 2010 WL 2334386, at \*3 (Del. Ch. May 25, 2010).

<sup>71</sup> *In re COVID-Related Restrictions on Religious Servs.*, 285 A.3d 1205, 1228 (Del. Ch. 2022).

As conceded by Respondents in Respondents' Answer, and reaffirmed as mutually agreed by both parties during the hearing on February 13, 2026, the General Election, scheduled for February 17, 2026, will be postponed and shall continue to be postponed until the merits of the pending matter, and the related governance issues, are resolved.<sup>72</sup> Therefore, the claim regarding the General Election is moot and not be addressed.

As to Petitioner's request for the Court to enjoin Respondents from acting on behalf of the Hickory Hollow HOA, pending the Court's determination of the Special Election held on January 20, 2026, Petitioner has met the burden to prove a colorable claim exists. "[A] colorable claim exists so long as the complaint states 'a non-frivolous cause of action.' The Court need not 'determine the merits of the case or even the sufficiency of the pleadings' to find a claim is colorable."<sup>73</sup> The Court finds that Petitioner has met this standard. However, Petitioner has not sufficiently demonstrated the presence of imminent and irreparable harm. "Without a showing of irreparable harm, there is no need for the court to act at an early stage of the

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<sup>72</sup> Resp't Answ. To Pet. Mot. for Temp. Restraining Ord. and Prelim. Inj., D.I. 43, ¶ 17, 18; Hearing on Mot. for Temp. Restraining Ord. and Prelim. Inj. Trans. 8:7-9.

<sup>73</sup> *Anew Ventures II, LLC v. Terra Glob. Inv. Mgmt., LLC*, 2025 WL 1934097, at \*2 (Del. Ch. July 11, 2025).

case.”<sup>74</sup> As such, imminent and irreparable harm is not only a primary factor in the Court’s analysis, but a necessary element to issue a TRO or PI.<sup>75</sup>

It appears from the Motion that Petitioner’s asserted irreparable harm will arise from the BOD, as configured prior to January 20, 2026, being able to act on behalf of the HOA and holding an election to elect new members of the BOD, with particular concern towards the general election scheduled for February 17, 2026.<sup>76</sup> The concern arises from the fact that the BOD, as alleged by Petitioner, is now differently configured, with allegedly only one Board Member, Petitioner, remaining after January 20, 2026, and the original BOD no longer having the authority to act.<sup>77</sup>

Petitioner does not allege with sufficient detail what imminent and irreparable harm she will face absent the issuance of a TRO or a PI. Petitioner claims that “these individuals are completely disregarding the voting and the results from a validly held special election. The alleged irreparable harm is that the votes and the rights of the individuals who voted, specifically Petitioner, ... their votes are completely being ignored.”<sup>78</sup> A party seeking relief through a TRO or PI “must point to a threat of

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<sup>74</sup> *In re COVID-Related Restrictions on Religious Servs.*, 285 A.3d 1205, 1227 (Del. Ch. 2022).

<sup>75</sup> *Anew Ventures II, LLC v. Terra Glob. Inv. Mgmt., LLC*, 2025 WL 1934097, at \*1 (Del. Ch. July 11, 2025).

<sup>76</sup> Pet. Mot. for Temp. Restraining Ord. and Prelim. Inj., D.I. 38, ¶ 6, 21.

<sup>77</sup> *Id.*

<sup>78</sup> Hearing on Mot. for Temp. Restraining Ord. and Prelim. Inj. Trans. 70:14-71:1.

harm that is both irreparable in the sense of not fixable during the remedial phase and imminent in the sense of likely to happen before a later stage of the case.”<sup>79</sup>

Absent immediate and irreparable harm, interim injunctive relief, such as a TRO and PI, are not necessary.<sup>80</sup> The Court does not find that Petitioner’s description of the alleged imminent and irreparable harm meets its burden, as required by the standard for TROs and PIs. The issue of the votes at the special election being “disregarded” does not amount to an irreparable harm as it can be fixed by further order of this Court if Petitioner is successful on her governance related claims in a Section 225 action.

Furthermore, although the Court finds for no imminent, irreparable harm, had the Court made such a finding, Petitioner would have been precluded from injunctive relief due to Petitioner’s contribution to the emergency nature of the need for relief.<sup>81</sup> It is apparent from the testimony presented at oral argument that Petitioner along with a group of others sought to circumvent the December 5, 2025 order by holding a special election that would have a significant impact on the ability of the BOD for HOA to operate. The Court is unmoved by claims that the special election was necessary because of distrust some individuals have towards the BOD. Petitioner

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<sup>79</sup> *In re COVID-Related Restrictions on Religious Servs.*, 285 A.3d 1205, 1225 (Del. Ch. 2022).

<sup>80</sup> *Id.*

<sup>81</sup> *Anew Ventures II, LLC v. Terra Glob. Inv. Mgmt., LLC*, 2025 WL 1934097, at \*1 (Del. Ch. July 11, 2025).

has complained about concerns with how the annual fees will be collected, who will maintain the property, who will and can hire a new property manager, and other issues relevant to operating an HOA by the BOD. Yet, these issues would have been avoided had there been no special election. Petitioner does not have a legitimate basis to seek relief from the chaos and uncertainty her own actions have helped to create. But for the Special Election held on January 20, 2026, Petitioner would not need to seek to enjoin the BOD from acting, particularly as trial was originally set for February 2, 2026, and a general election was scheduled for February 17, 2026.

**C. Respondents' Request for the Authority to Act/Status Quo Is GRANTED.**

Echoed by Respondents' presentation during the hearing on Petitioner's motion, the request for relief sought in Respondents' Answer would require for the Court to issue an order enabling the Respondents to continue to act as the BOD, in essence to resume the status quo of the BOD as of December 5, 2025. Respondents "request that the annual assessment be permitted to be issue[d] so the normal operating procedures of Hickory Hollow Homeowners Association can continue while the governance issues are resolved."<sup>82</sup> This request requires that the BOD, as

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<sup>82</sup> Resp't Answ. To Pet. Mot. for Temp. Restraining Ord. and Prelim. Inj., D.I. 43 ¶ 21.

composed as of December 5, 2025, maintains the ability to act, pending the resolution of the present litigation and the Section 225 complaint.

To find in favor of issuing a status quo order, Respondents must “demonstrate that: (1) ‘the order will avoid imminent irreparable harm’; (2) the movant has ‘a reasonable likelihood of success on the merits’ of [their] claim; and (3) the harm to the movant absent an order outweighs any harm from granting the order.”<sup>83</sup>

Respondents argue that a status quo is needed because: “bills have to be paid, insurance has to be paid, assessments have to be paid... someone has to run this organization... otherwise things are going to create problems for everyone until the governance issue is resolved.”<sup>84</sup> Respondents further add that due to the property manager submitting his resignation, subject to vest around mid-late March, there are particular concerns regarding maintenance of the property’s needs.<sup>85</sup>

The Court finds that Respondents have met the burden to demonstrate how the order will avoid imminent, irreparable harm. Respondents’ presentation has also demonstrated a reasonable likelihood of success on the merits of this request for relief via status quo. The Court finds that the equities require a certain intervention in order to allow for the community to function. In the interim, pending resolution

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<sup>83</sup> *Soleimani v. Hakkak*, 2024 WL 2186292, at \*3 (Del. Ch. May 15, 2024).

<sup>84</sup> Hearing on Mot. for Temp. Restraining Ord. and Prelim. Inj. Trans. 6:4-20, 8:4-9.

<sup>85</sup> *Id.* at 88:10-16.

of this case, the needs of the Hickory Hollow community must take precedence. Therefore, the Court finds that the harm to the Hickory Hollow community absent an order of status quo, by permitting the Respondents as the BOD to act on behalf of the community while this case proceeds forward, outweighs any harm from granting the order.

The Court grants Respondents' request for relief by order of status quo. In granting the order of status quo, the Court rules that the status quo shall reflect the state of affairs as of December 5, 2025. The Board as it was constituted as of December 5, 2025 shall remain the BOD pending further order of this Court or mutual agreement of the parties. As once stated by Chancellor Chandler, this "is a binding order of this Court. It binds the parties and it binds counsel. ... If there are any violations of that order, then I expect contempt applications to be made."<sup>86</sup>

This is not a determination or finding as to the validity of the January 20, 2026 Special Election or any other issue relating to governance of the HOA. The Court understands Petitioner's argument relating to community members having concerns about the BOD respecting their wishes and carrying out their duties effectively, but the actions undertaken by Petitioner and other community members has served to

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<sup>86</sup> *R & R Cap. LLC v. Merritt*, 2013 WL 1008593, at \*3-4 (Del. Ch. Mar. 15, 2013), *aff'd*, 69 A.3d 371 (Del. 2013).

create more problems rather than resolve any. Petitioner has since filed a Section 225 complaint and concerns relating to the Special Election and any other related governance issues will be addressed and resolved through that matter.

#### **IV. CONCLUSION**

For the reasons explained above, I deny the Petitioner's Motion for TRO/PI and grant Respondents' request for the Authority to Act through a status quo order. The status quo shall be restored to that as of December 5, 2025 and the Respondents shall have the authority to act as the BOD for the HOA pending final resolution of this matter or mutual agreement of the parties. This is a magistrate's report pursuant to Court of Chancery Rule 144. All exceptions are stayed pending a final report adjudicating the case on the merits absent leave of the magistrate.

IT IS SO ORDERED.

Respectfully,

*/s/ Jessie R. Benavides*

Jessie R. Benavides  
Magistrate in Chancery