

Minutes, Eagle Rock HOA Annual General Meeting, January 25, 2016

The Annual General Meeting of the Eagle Rock HOA was set for 10 AM on January 25, 2016 at 750 Rhapsody Rd., Sedona. The sole item on the Agenda was the election of Directors. Peter Flynn, President of the HOA, called the meeting to order at 10 AM. 25 of 26 Members were represented in person or by Absentee Ballot. Peter Flynn counted ballots and John Cantello served as scrutineer.

David Dahman attended in person, but chose not to cast votes because of his belief that the AGM was invalid. He cited two reasons for his belief that the AGM was invalid: Absentee Ballots are not a valid way to attend the AGM (and hence a quorum was not present), and the Secretary of the HOA was not physically present (the task of Scrutineer was performed by another Board Member, John Cantello). The provision in the HOA Bylaws and Arizona law relating to Planned Communities that specifically recognizes the ability of Members to participate in a Meeting of Members by Absentee Ballot was discussed. Mr. Dahman enquired how Members were advised of the AGM, and was provided with a second copy of the Notice of Meeting and Absentee Ballot that had been mailed to the Dahmans. The President affirmed that this information was sent to all Members by mail; it was noted that 24 return ballots by mail were further evidence of this.

Motion: Election of Directors

The Nominating Committee had solicited expressions of interest in serving as a Director. Only five individuals expressed an interest, and were nominated by the HOA Nominating Committee to serve as Directors, since the size of the Board is five Directors: John Cantello, Peter Flynn, Carsten Holm, Paul Scardina, and Steve West. The ballot included room for write in candidates. The final vote count was:

John Cantello	22
Peter Flynn	23
Carsten Holm	22
Paul Scardina	21
Steve West	23
David Brushwood (write in)	9

As per the bylaws, the five individuals receiving the most votes are elected Directors, and accordingly, John Cantello, Peter Flynn, Carsten Holm, Paul Scardina, and Steve West are elected.

There being no quorum for other business, the meeting was adjourned.

Prepared by: Peter Flynn
January 25, 2016

Subsequent to the meeting, Mr. Dahman asked that the attached document be appended.

**I just attended what has been labeled the
Annual General Meeting of the Eagle Rock HOA.**

**I contest the claim that the 2016 election was legal conducted for the following reasons:
(Referring to the 2015 Bylaws)**

Provision 3.3

Notice of the meeting was given on October 27, 2015 and the meeting was held on January 25, 2016. Thus the notice of meeting was/is over 50 days old and does not comply with the Bylaws. At the meeting I asked Peter Flynn to certify that the notices were given in accordance with the Bylaws. He refused to do so!

Provision 3.1

The notice of meeting claimed that "The agenda for the meeting is the election of five Directors for the HOA..." The notice did not recognize that there would be other business to come before the meeting. 3.1 states "...purpose for the meeting is the election of five Directors for the HOA to serve until their respective successors are elected and transacting such other business as my properly come before the meeting. The notice of the Annual meeting was misleading by representing that the only agenda item would be the election of five Directors. Therefore the meeting was not an Annual Meeting that is claimed to have been.

Provision 3.4

A quorum was not present at the meeting. The Bylaws state that "The presence in person or by absentee ballot at a properly noticed meeting of the Members... shall constitute a quorum..." This provision is inconsistent with Arizona Law. An absentee ballot does not constitute evidence that a quorum was present at the meeting. A properly notices meeting did not take place per 3.3.

Provision 5.2

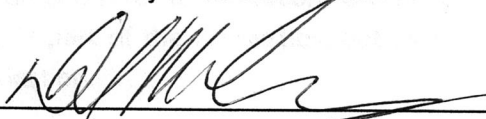
"Election of the Board of Directors shall be by secret ballot submitted to the president in writing or by an electronic means such as email and shall be subject to the scrutiny of the secretary." Carsten Holm is claimed to be the secretary. Carsten Holm was not present at the meeting. John Cantello and Peter Flynn were the only other members at the meeting. John was the Vice President not the Secretary. The Bylaws do not recognize John or Peter, as having the authority to scrutinize an election.

In addition to my objection to the 2016 annual meeting and election, I do not believe that the 2015 Bylaws were adopted by a legitimately elected Board of Directors. I recognize that Peter and Friends claim that the 2015 minutes are legitimate. I am calling for those who authored the 2015 Bylaws to address concerns and questions I have regarding these Bylaws a copy of which is attached for reference.

At the meeting, Peter said I should get a lawyer. It is not my responsibility to validate the actions of the Board. It is the Board's responsibility to validate that its actions are legal and legitimate? This is why I am calling for the Members to approve engaging an attorney to review all actions and elections that have taken place since 2009 when I claim Peter and Friends hijacked the Board.

Sincerely,

David M. Dahman



dated 1/25/15