

Subject: 2024 Annual Meeting of the Apes Hill Club Homeowners Association Inc ("HOA")

Dear Fellow Members of the HOA:

The Annual Meeting of the HOA was held as a ZOOM webinar on August 13th, 2024. The Meeting appears to have been attended by at least 10 members of the HOA in “Good Standing” who elected Dereck Foster as a purported Director of the HOA while C. Anthony Audain, Sunil Chatrani and Roddy Carr, who were first appointed to Board of the HOA in 2021 by Apes Hill (Barbados) Inc, a fellow member of the HOA, continued in office as purported Directors of HOA.

The request for information that is set forth below that was sent on August 27th to Mr. Audain, who Chaired the Meeting, in the hope that the purported Directors of the HOA would be able to explain to the members of the HOA, how they are operating the HOA in compliance with the Bylaws of the HOA and in the best interests of the 200+ members of the HOA.

Yours faithfully,

Paul L. Lamb

President of the Apes Hill Benevolent Society, Inc.

Dear Mr. Audain:

As you know, I attended the August 13th ZOOM Annual Meeting of the HOA on behalf of two Limited Liability Companies owning homes in the Garden Wall Section of the Apes Hill Development and that I have commenced on their behalf in 2023 an action in the High Court seeking, amongst other things, a Declaration that the present Board of Directors of the HOA is not validly constituted and that any action that it has purported to take since February 3rd, 2020, the date all of the properties owned by Apes Hill Development SRL (“Developer”) were sold in foreclosure to Plantation Sanctuary Inc, now known as Apes Hill (Barbados) Inc (“Plantation”) is invalid, null and void ab initio.

With regard to footnote 11 of the 2023 Financial Statements of the HOA, entitled Non-Compliance with the Companies Act, that is attached hereto as [Exhibit A](#), and was presented at the 2024 Annual Meeting, and from the searches I have asked my Attorneys-at-Law to conduct, the current Registered Directors of the HOA are Sir Charles O. Williams (deceased), Teddy Williams and Gerry Barton (deceased). The records at the Barbados Corporate Affairs and Intellectual Property Office do not

reflect that a notice of change of directors has been registered for you, Sunil Chatrani, Roddy Carr and Dereck Foster.

If and when are you going to be able to provide proof to the members of the HOA, that you, Sunil Chatrani, Roddy Carr and Dereck Foster are the registered Directors of the HOA, and if not, why are you unable to do so?

As I understand it, you are a Director of Plantation and a purported Director of the HOA. You also chair the Membership Meetings of the HOA. Therefore, I request that you and the rest of the purported Board of Directors of the HOA call a Special Meeting of all members of the HOA to elect a new Board of Directors of the HOA and that the Special Meeting be conducted by independent counsel that is competent to do so and has no affiliation with Plantation, you, Sunil Chatrani, Roddy Carr and Dereck Foster.

Are you and the rest of the purported Board of Directors of the HOA going to call a Special Meeting of all members of the HOA to elect all Directors of the HOA, and if not, why are you and the rest of the purported Board of Directors of the HOA refusing to do so?

At the 2024 Annual Meeting I reminded you that I had filed with the HOA the attached written Objections to the 2023 Annual Meeting, attached hereto as [Exhibit B](#); that those Objections were never responded to by the HOA; and that they were omitted from the Minutes of the 2023 Annual Meeting. I therefore renewed those Objections at the 2024 Annual Meeting; again requested they be included in the minutes of the 2023 Annual Meeting; again requested a written response from the HOA to the Objections; and requested that the Objections be set forth in the minutes of the 2024 Annual Meeting.

Are you going to file my Objections in the minutes of the 2023 and 2024 Annual Meetings and cause the HOA to respond to them, and if not, why are you refusing to do so?

I note that the ZOOM sign in page for the 2024 Annual Meeting properly characterizes the Meeting as a Webinar where only selected members of the HOA in “good standing” are allowed to attend the Meeting, to raise their hands and if recognized ask questions, where there is no provision to raise a point of order, debate, make a motion or vote upon a matter being discussed at the Meeting and certainly no procedure allowing the members of the HOA to elect a Board of Directors for the HOA.

Are you going to allow future membership meetings of the HOA to be conducted by independent counsel in a manner that allows the election of a new Board of Directors by all members of the HOA, and if not, why are you refusing to do so?

The Bylaws of the HOA provide for the First Directors to fill the vacancy of the First Directors with a Director selected by the said First Directors if they so choose until the Turnover Date has passed. Thereafter, Directors of the HOA are to be elected at a duly called meeting of the membership. They do not provide for the appointment of Directors by the Developer or a member of the HOA. Accordingly, I must once again object to the purported election of one Director at both the 2023 and 2024 Annual meetings while three Directors appointed by Plantation remain in office.

What is the provision in the Bylaws of the HOA allowing the HOA Board of Directors to consist of three Directors appointed by a member of the HOA and one Director elected by members of the HOA?

What is the definition of Turnover Date as set forth in the Bylaws of the HOA?

Is the Turnover Date February 3rd, 2020, and, if not, why is February 3rd, 2020, not the Turnover Date defined in the Bylaws of the HOA?

I support the idea of the HOA holding regular Town Hall meetings *via* ZOOM so that, among other things, Homeowners who are also members of the Apes Hill Club, a private golf club owned by Plantation, can get to know and understand the concerns of Homeowners who object to being mandatory dues paying members of the Apes Hill Club pursuant to the 2021 amended Rules of the HOA. Notwithstanding the fact, that there does not appear to be a current list of names and addresses of the current members of the HOA available to all members of the HOA, thus making it almost impossible for all members of the HOA to communicate with each other, I understand that:

- (1) the concerns of members of the HOA regarding mandatory dues paying membership in the Apes Hill Club are also shared by the owners of vacant lots;
- (2) the vacant lot owners are the investors who funded most of the initial construction costs for the golf course, and constitute the majority of the members of the HOA;
- (3) they have no obligation to build homes on their vacant lots;
- (4) they object to being mandatory dues paying members of Apes Hill Club if they want to sell their properties to future purchasers who may wish to join the Apes Hill Club, a club that some of the current vacant lot owners can't afford or otherwise use because they are not resident in Barbados or play golf;
- (5) they don't think that they should be charged the same HOA dues determined by Plantation, as the Homeowners; and

(6) they don't think that they should have to sell their properties through the brokerage services of Plantation and upon terms and conditions acceptable to Plantation.

Since there is no provision in the Bylaws of the HOA authorizing the exclusion of members of the HOA from Membership Meetings for failure to pay dues, by what authority were members deemed "not in good standing" excluded from the 2024 Annual Meeting of the HOA?

Since the auditor for the HOA continues to be unable to confirm unpaid members balances due and owing to the HOA, by what authority is the HOA filing liens against such member properties on the basis of unconfirmed balances?

What are the current names and addresses of all members of the HOA?

Do the purported 2021 Rules of the HOA, which were enacted by you, Sunil Chatrani and Roddy Carr still provide that all members of the HOA are also members of the Apes Hill Club? If the answer to this question continues to be yes, how can future members of the HOA be excluded from membership in the Apes Hill Club simply because the vacant lot or villa they purchased was owned by a member of the HOA who, for one reason or another, was not a member of Apes Hill Club?

Please give these questions your early attention. If I don't hear from you within 10 days from the date of this email, I will assume that the HOA is continuing to refuse to answer my questions.

Yours Faithfully,

Lambchop Properties, LLC

By Paul L. Lamb

RMJE Properties, LLC

By Paul L. Lamb