

September 10, 2024

RE: Apes Hill Homeowners Association, Inc. ("HOA") Annual Meeting held on August 13, 2024

FORWARDED ON BEHALF OF PAUL L. LAMB, ESQ.

Dear Fellow Members of the HOA:

The HOA was established in 2006 by First Directors, Gerald Barton, Roger Gooding, and Charles O. Williams and operated until February 3rd, 2020, by one or more of its First Directors and allegedly by one Director, Teddy Williams, appointed by a First Director, after Roger Gooding left the Board. Since then, it has been operated by three purported Directors appointed by a member of the HOA, Apes Hill (Barbados) Inc ("Plantation"). Last year, a Director was also elected by members of the HOA who are deemed by the purported Directors to be in "good standing." The purported Directors of the HOA have not provided the members of the HOA with any provision in the Bylaws of the HOA authorizing anyone but the First Directors to appoint a Director of the HOA or authorizing the election of Directors by only members deemed to be in "good standing" by the Directors of the HOA.

C. Anthony Audain chairs the Annual Meetings of the HOA and is a member of the Board of Directors of Plantation which is the owner of the Apes Hill Club, and the purchaser at foreclosure on February 3rd, 2020, of all of the properties owned by Apes Hill Development SRL, the Developer of the Development named in the Bylaws of HOA.

As is their custom, the questions I asked Mr. Audain on behalf of the HOA in [my email dated August 25th, 2024](#) have not been answered. One wonders by what authority Mr. Audain and the other purported Directors of the HOA, continue to refuse to answer member questions and continue to conduct the Annual Meetings of the HOA as webinars rather than as Annual Meetings where the business of the HOA can be conducted by members of the HOA in accordance with the Bylaws of the HOA and where proofs of service are presented to ensure that Notice of the Meeting is given to all members, and not just to those deemed by the purported Directors to be in "good standing."

In light of the position maintained by the purported Board, it is disappointing but hardly surprising that the purported Board of Directors of the HOA continues to be unwilling or unable to explain to the members of the HOA:

- (1) Why they have been unable to become the registered Directors of the HOA.
- (2) Why they refuse to call a Special Meeting of all members of the HOA to elect all of the Directors of the HOA.

(3) Why they are refusing to file Objections to the holding of 2023 and 2024 Annual Meetings in the minutes of the 2023 and 2024 Annual Meetings and refusing to answer those Objections.

(4) Why they refuse to allow independent counsel to conduct the Annual Meetings of the HOA in a manner that allows members of the HOA to conduct the business of their HOA and elect a new Board of Directors for the HOA.

(5) Why they refuse to acknowledge that there is no Bylaw of the HOA authorizing the HOA Board of Directors to consist of three Directors appointed by Plantation and one Director elected by only members deemed by the purported Directors to be in "good standing."

(6) Why they refuse to acknowledge that the "Turnover Date" is defined in the Bylaws of the HOA "as the date on which the Developer completes the sale of the last residential lot in the Development."

(7) Why the "Turnover Date" defined in the Bylaws of the HOA did not occur on February 3rd, 2020.

(8) Why they refuse to acknowledge that there is no authority in the Bylaws of the HOA allowing the Board of Directors of the HOA to exclude members of the HOA from attending Annual Meetings of the HOA who they deem to be not in "good standing."

(9) Why they fail to provide the current names and addresses of all members of the HOA to a member of the HOA, upon request.

(10) And why, since all members of the HOA are members of the Apes Hill Club under the purported 2021 Rules of the HOA enacted by Plantation appointed Directors of the HOA, future members of the HOA are excluded from membership in the Apes Hill Club if the vacant lot or villa to be purchased is owned a member of the HOA who, for one reason or another, is not a member of the Apes Hill Club.

Yours faithfully,  
Paul L. Lamb  
President of the Apes Hill Benevolent Society, Inc.