

Subject: Re: Invalid Vote

From: Howdy Pierce <howdyp@gmail.com>

Date: 9/17/23, 1:58 PM

To: webstercash2@gmail.com

CC: OOHA Board <board@oohaboulder.org>, John C Dean <johncdean@aol.com>

Thanks for the note, Web.

One point, we were definitely not aware of this issue until Wednesday. That cover letter was reviewed by many people, including our lawyer. In any event, we are looking into what we need to do here, so please stay tuned. We may or may not have a resolution by Tuesday, just to set expectations.

—Howdy

On Sep 17, 2023, at 1:34 PM, <webstercash2@gmail.com> <webstercash2@gmail.com> wrote:

Dear OOHA Board

Upon first reading the documents that the board has sent out for final approval by the neighborhood, I was concerned. It seemed overly antagonistic and litigious. But the cover letter stated that some of the changes were legally required. I came to last Wednesday's (9/13/23) meeting hoping for clarification of which changes were legally required and why. I was genuinely surprised to learn that none of the changes were "legally required". I was told in the meeting that the board had "made an error". They appeared to already be aware of the error, but had not disclosed it. Today's (7/17/23) email would indicate that the board intends to continue with the vote despite the "error".

This is not a trivial error. It changes entirely the whole tenor and purpose of the vote. If even one stakeholder objects, the vote must be restarted with a full disclosure of the exact legal circumstances around the vote. I am a stakeholder, and I object.

I am a scientist, not a lawyer. So I called an experienced corporate lawyer, familiar with Colorado law, that I know. After I read to him the paragraph in question, he concurred that the vote was "invalid". He stated that, under law, corporate officers have a legal obligation to present only the truth to stakeholders. Any inadvertent falsehoods must be immediately withdrawn and replaced with corrections. Any actions taken under the false information must be invalidated and compensated for. Otherwise the corporate officers themselves are legally liable for any damages downstream. In other words, if you, the board, proceed, now that it is known that there was false information provided, you will get sued. And the stakes are large. In this country, you can get sued for anything, anytime. And there will be financial incentive for somebody to sue you. It won't be me, but it is very likely to happen, given that a significant fraction of the neighborhood objects to the document.

What I suggest you do is use the zoom meeting on Tuesday to announce that, due to an error brought to light in last week's meeting, the vote could easily be considered invalid, and consequently, it must be withdrawn. Then apologize for any inconvenience you may have caused your neighbors. Any actions after that should be taken subject to consensus in the neighborhood. You stated at the meeting that once the voting has started you cannot stop it.

That is incorrect when an irregularity has been identified.

I really don't have a dog in this fight. And maybe I'm wrong. I am writing because I am concerned that the neighborhood could, unnecessarily, descend into a litigious mess and you, my friends and neighbors on the board, could be severely impacted financially.

PLEASE stop the voting. And please contact me directly if you would like to discuss this further with me, non-lawyer that I am.

Sincerely yours,

Web Cash

4323 30th St
Professor of Astrophysics
University of Colorado, Boulder