From:	Tami Riddle
To:	trinity@2sistersquilting.com; Mark Wetzel; Bridge Tower
Subject:	Re: [1] Bridgetower HOA Incorporation Update; 16 May 2023 MISLEADING INFORMATION TO HOMEOWNERS
Date:	Friday, May 19, 2023 2:54:14 PM
Attachments:	Outlook-a1xdzmz5.png Outlook-kdryrcho.png

Hi Trinity,

We are in receipt of your email, and we have sent to the board of directors. We will have a reply to you on Monday.

Have a good weekend.

Thank you,

Tami Riddle, CMCA
Director of Community Managers

Association Management Inc

3140 W. Belltower Dr.
Meridian, ID 83646
(208) 385-9650
triddle@amihome.net
Business Hours: Mon – Friday 9 AM – 5 PM

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From: Trinity@2sistersquilting.com <bommer1@2sistersquilting.com> on behalf of trinity@2sistersquilting.com <trinity@2sistersquilting.com>
Sent: Thursday, May 18, 2023 3:03 PM
To: Tami Riddle <triddle@amihome.net>; Mark Wetzel <mwetzel@amihome.net>; Bridge Tower <bridgetower@amihome.net>
Subject: FW: [1] Bridgetower HOA Incorporation Update; 16 May 2023 MISLEADING INFORMATION TO HOMEOWNERS

Hi Tami,

I thought that maybe communications with BOD and AMI would be trying to calm the issues and start working toward a mutual common ground. However, your last email is very confusing and misleading to the homeowners.
First you say you had a homeowner email "some questions"… yet you totally ignored the many questions you demanded be sent before the Town Hall meeting. Which was in itself a disaster and left our community even more confused and divided!
I have given my responses and clarifications to your comments are in Blue Text.

Trinity Burak
(208) 871-4639
trinity@2sistersquilting.com

From: AMI <Email_Alert@calibersoftware.email>
Sent: Tuesday, May 16, 2023 4:03 PM
To: Yuri Itzhakov <trinity@2sistersquilting.com>
Subject: Bridgetower HOA Incorporation Update; 16 May 2023

> During that time, the HOA LLC had a board of advisors who could advise AMI on HOA issues but had no authority to make independent decisions. This is correct. However, AMI has always treated the Advisory Committee as a Board. Projects, and decisions outside of the day-to-day business have always been discussed with the Advisory Committee.
>
> > **The "Advisory Committee" was NOT treated as a BOD! A BOD makes decisions and communicates with homeowners. This communication was NEVER done. AMI had complete control over every expenditure, even to giving themselves raises in fees, all without any "discussion" with the homeowners.**
>
> Also, during this time, all common areas were held by Bridegtower HOA LLC which was controlled by the developer and managed by AMI. Correct. However, they are

being transferred over, explained below.

The common areas have NOT been legally transferred out of the defunct LLC. It also should be relayed to the homeowners that the litigation currently underway, should the Plaintiff prevail, would make the common areas subject to possible question of ownership. This would mean that AMI/ELC would be spending money to transfer and then possibly re-transfer those titles. It also should be mentioned that the common areas since the inception of the LLC were "tax exempt" as they were supposed to belong to a nonprofit HOA. They are now and were never owned by a nonprofit and as such might be subject to back taxes from the LLC.

In 2020 the HOA LLC expired/ended due to the agreements in place over the years. Correct. This started the "winding down phase" according to the attorneys. We were presented with the option to restart the LLC or incorporate the HOA into a non-profit.

The homeowners are continually confused as AMI/ELC keeps referring to the LLC as our "HOA"… Homeowners in Bridge tower subdivision were NEVER legally members of the LLC. Homeowners were duped into believing that they were members by AMI and ELC for 20+ years!

This new corporation, a nonprofit HOA, was started on February 22, 2023. There was never a discussion with the homeowners prior to this date that "presented the option" as is described above. The new corporation has NO LEGAL status on the homeowners unless each homeowner individually gives consent to become a member of the new corporation. ELC has tried to skate over this issue and confuse homeowners into falsely believing that they are automatically members. In ELC's own legal opinion they refer to the fact that their firm has in fact litigated this issue and determined that membership MUST be with individual homeowner consent. Why are you not presenting the true facts

concerning Idaho law on this issue?

The correct term for the ending of an LLC in Idaho is "winding up" not "winding down" and should be described in actual terms to the homeowners. This should have been done in 2015 and at the very latest December 31, 2020. In fact, 2011, the LLC was "administratively dissolved" April 11, 2011 and it was reinstated by AMI, not the developer, so the question of when the LLC became defunct is still in question.

The winding up is to end its activities and affairs. How is AMI/ELC contending that the developer, LLC, still winding up his defunct LLC? Can you show homeowners anything that would make the LLC still winding up after all this time? What business has the LLC been performing for the subdivision? Or is this just another legal maneuver to confuse and dupe the homeowners into believing that AMI/ELC has homeowner's best interests moving forward?

When the expiration of the contracts/HOA LLC was discovered, AMI worked with the developer to create the new non-profit HOA Incorporation. In the new Bridgetower HOA INC, two of the previous HOA LLC's advisors were appointed as directors and a new director was appointed by those two directors. This change gave the Board of Directors decision-making authority over the HOA. AMI worked with various attorneys, the developer, and the Advisory Committee on this change. Two of the three Advisory Committee members were previously elected by the Bridgetower homeowners. One advisory member stepped down in 2022 and the remaining two advisory members appointed Jeff Wolff in accordance with the governing documents. Jeff Wolff has been on the ACC committee for the past 5 years. Moving forward with the previously elected board provides continuity during this transitional year until next year's board election.

The appointed BOD for the new corporation have not performed their duties to date. It has been several months since their appointment and the homeowners are still under the rule of AMI. The BOD had not had even one meeting that they have held for the the homeowners input without AMI or ELC present. The homeowners,

should the new corporation want their support and consent to membership, have repeatedly asked for an election of BOD and AMI denied that request. The information that AMI has been sending out to homeowners is a one-sided attempt to skew the facts to once again dupe the homeowners into believing they are part of an HOA. AMI continues to control the news and discussion by not allowing conversation between homeowners that have independent attorney consultation that directly opposes that of AMI and ELC.

AMI and ELC withheld the "discovery" of the illegitimate paperwork created by the LLC and AMI from the homeowners. Yet falsely stated at the Town Hall that "no one knew"… AMI was informed of the importance of a meeting of the homeowners before the December 31, 2020 date by at least one homeowner and refused to alert the homeowners.

Around this same time, the HOA fees increased. Yes. The HOA Assessment increase was not influenced by changing from a Manager-Run community (LLC) to a Board-Run community (Incorporating). A Reserve Study Update was started in the Summer of 2022 and the initial report came out in the November/December timeframe. Advanced Reserve Solutions (ARS) was selected to do the update. A Reserve Study is a comprehensive report where ARS spent many hours analyzing the community by performing on-site visits and reviewing the original 2017 Reserve Study. A Reserve Study is a road map for the HOA leadership, to consider upcoming requirements and how to fund them in the future. The decision to raise funds was a decision by the Advisory Committee members and AMI. The two Reserve Studies can be found on the Bridgetower Portal.

Currently, the current Board of Directors will serve 1, 2, or 3 year terms. Each year, homeowners will have an opportunity to vote to keep or replace one of the directors. This is true. The one-year term will be up for election at the next Annual Meeting, in February of 2024. This ensures continuity on the Board. This election rotation is common in most communities and helps maintain continuity on the board.

Homeowner: I have been following Friends of Bridgetower over the last several months. Here are their concerns as I understand them. Please feel free to address these concerns.

1. **The new non-profit HOA is not legitimate because we as homeowners never**

opted in. - This is incorrect. When a person purchases a home in Bridgetower, they sign paperwork regarding the HOA. In it, the purchaser agrees to the terms and conditions of the HOA and "any successors". The attorneys also confirmed that The Governing Documents give authority to form a nonprofit HOA without requiring additional paperwork directly from the homeowners.

Independent attorneys have confirmed that the CC&Rs, governing document, singular, does not allow for a nonprofit corporation to be made. There is no mention of how the homeowners would be transitioned into a new corporation. The new nonprofit HOA is a legitimate corporation, that is true, but, that new HOA is not governing to the homeowners without consent of membership. If ELC thinks different now than what was written to AMI in February and are now contradicting their own opinion, please provide documentation to support this 180° position.

2. **The common areas are not all legally transferred from the HOA LLC (owned by the developer) to the new non-profit HOA (owned by homeowners).** – We are in the process of deeding these to the corporation. AMI identified over 140 parcels of common area, working with the Ada County Recorder's office to compare all parcels on maps. The parcels are now with the attorney in the process of being deeded over to the Bridgetower HOA. We hope to transfer all the parcels of common areas before mid-June.

As stated above, the common areas are included in litigation. Any attempt to transfer the deeds will be noticed "Lis pendens" so it would seem better to let the court decide the property issue before any changes are made and more money is spent with ELC to make these changes. And a side note, the transfer of deeds requires only a quit claim conveyance, no lawyer needed.

3. **When the common areas are legally transferred, (State Farm) or an alternate insurance company should have proper coverages in place to protect homeowners from liabilities in the common areas.** Kathy Chambers, of State Farm Insurance, has confirmed that the common areas are appropriately insured and will continue to be after the transfer is complete.

4. **All 18 sections of Bridgetower should be included in the HOA.** All sections of Bridgetower are included in the HOA. Bridgetower has two sub-communities. These homeowners still pay assessments to Bridgetower like all other homeowners. These assessments go toward all the expenses such as the pools, clubhouse, and the maintenance of the 67 acres of Bridgetower common areas. Verona 2 is a small 20-home community that

pays additional fees for landscaping around their homes. Villa Rosa is the second community made up of 57 homes which receives landscaping and limited snow removal. The Villa Rosa homeowners also pay additional fees for these services. Verona 2 has an independent board of 3 members and Villa Rosa has 2 Advisory Committee members. These groups manage their communities' special requirements.

Again the truth should be told to the homeowners concerning the new HOA corporation documents that were so hastily thrown together by ELC. There is only one (1) of the mini-subdivisions that are included in the new HOA, all other mini-subdivisions are NOT included. The lack of inclusion of the mini-subdivisions will require a 75% vote to change the Articles of Incorporation.

A note here also is that the Bylaws also contain errors that will require the same 75% vote to amend.

If AMI truly wanted to make these documents legal and properly amended they would have brought the issue of the LLC to the homeowners and worked WITH homeowners to amend the CC&Rs to allow for the transition to a nonprofit HOA and include the homeowners in the drafting of these documents so that they would have been correct from the start. Instead these documents were sloppily drafted and are error ridden. This lack of transparency only added more money into the pockets of ELC.

5. **The Board of Directors should be empowered to make all decisions regarding the HOA management including oversight of the financials.** Under the new HOA structure, the Board of Directors has final decision-making authority on HOA issues and has oversight of the financials. This is the most common management style in other communities AMI manages in the valley.

The BOD told homeowners that they could see AMI and AtoZ's contracts yet AMI refuses, so who exactly has the power? Seems like AMI still wants to control the BOD and the homeowners.

6. **Movement should be made towards updating the CC&Rs.** A homeowner initiated the idea to create a review committee. The Advisory Committee agreed and voted to move forward with the CC&Rs Review Committee. The Board had a sign-up sheet at the

Annual Meeting. The committee has been organized and they have met.

The Friends of Bridgetower have included the expertise of Randy Spiwak, a local Idaho professional specializing in the setting up and training of BOD in new HOAs. So now there are two different committees working on the CC&Rs only with different objectives. AMI should NOT be involved in the amendments to the CC&Rs, the homeowners should.

The Board of Directors and AMI hope this helps with your questions.

AMI should NOT be sending out ANY information written or intended for the homeowners other than irrigation or pool closures. The BOD should be acting as a BOD, not the same Advisory role as before!

If homeowners have additional comments or questions, please contact the Board or AMI at bridgetower@amihome.net.

ALL the questions submitted to the BOD/ELC/AMI for the Town Hall should openly be addressed with also the homeowners ability to have a voice of dispute. Now only AMI is censoring our questions and deciding what they will say without any regards to the homeowners that are paying their wages. Enough is enough.

Tami and Mark
Your AMI Community Managers
(This email has been approved by the Bridgetower Board of Directors)

Exactly who on the BOD "approved" AMI's email?

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