



September 10, 2020

Association of Angel Fire Property Owners, Inc.
Attn: Board of Directors
Post Office Box 21
Angel Fire, NM 87710

Re: AAFPO Board's Failure to Maintain a Quorum

Mses. Davey, Ham, Rupp and Trom,

As prior to the Board's August 13th meeting, I am again writing to establish a clear record of the Resort's position, as well as my own position as ex-officio member, that the Board has failed to maintain its quorum necessary to operate lawfully pursuant to its governing documents.

The legal bases and rationale for this position are detailed in my letters to the Board dated August 13, 2020 and August 21, 2020, as well as recent correspondence from Resort Executive General Counsel Dan Rakes answering a Finance Committee request, with which I agree. Until late Tuesday, the Board had chosen to substantively disregard these communications. We acknowledge receipt of a letter from AAFPO's new counsel Donald Walcott disagreeing with the position it failed to maintain its quorum. While we welcome Mr. Walcott's participation, we disagree with AAFPO's position set forth in his letter.

We note the agenda for the September 10, 2020 regular meeting lists Messrs. Hamons, Miller, Rennar and Ms. Trott as Directors. The Resort respects and appreciates the enthusiasm of these members to serve on the Board, but that does not ratify their unlawful appointments. It is reckless of the Board to attempt to move forward before its legal status is determined. The Amended Joint Plan of Reorganization and Supplemental Declaration clearly require the Resort and AAFPO to work together in good faith. The Board's attempt to circumvent these documents belies this requirement of good faith and does a disservice to the membership.

The Resort recognizes the Board's tumult of the last ten weeks, which saw the resignation of six Directors. We understand the Board is in an untenable position; however, the eagerness of certain remaining Directors to advance their agenda is not a substitute for the Association's Bylaws, parliamentary procedure and the law. It is precisely at such a critical juncture that an organization must rely on its governing documents to ensure an unrepresentative group does not act with the cloak of authority to the organization's detriment.

This Board's recent approach has been to ignore matters of importance, which explains the position in which it finds itself. For the third time, we request you produce all ex parte communications concerning Ms. Lagasse's resignation, from which you excluded the former ex

officio member, and we again remind you of the duty imposed under the Bylaws to preserve such materials.

The Board owes obligations of efficacy and propriety to the membership; obligations predecessor Boards repeatedly acknowledged in the form of 7, 8 and 9 Director quorums going back many years. The Resort has received numerous inquiries as to the Board's composition and inability to act from AAFPO members. In lieu of the attempted appointments, which appear to some members as cronyism, the Resort encourages the Board to explore the ready solution of a properly-noticed election to fill its five vacant seats. Should Messrs. Hamons, Miller, Rennar and Ms. Trott wish to serve, let them be duly elected by the membership they hope to represent.

The Resort, and I personally, look forward to working with Mr. Walcott and a properly constituted AAFPO Board in the near future.

Best regards,

ANGEL FIRE RESORT OPERATIONS, LLC



Mark E. Manley
AAFPO ex-officio Board member

Cc: Donald Walcott, AAFPO Counsel