

SANTA FE RANCH PROPERTY OWNERS ASSOCIATION, INC.

MINUTES

Emergency Board of Directors Meeting

February 23, 2006 (5:00 P.M.)

Held at Property Management Services Offices

1834 Highway 95

Bullhead City, AZ 86442

I. Call to Order

- A. The meeting was called to order by Board President Joan A. Johnson at the offices of Property Management Services, 1834 Highway 95, Bullhead City, Arizona.

II. Roll Call

- A. Board Members: Joan A. Johnson, Hal Fisher, Michael Sawhill, Jeremy Rynders, Chuck Bennett were present.
- B. Requested Guests: Owner, Jan Emming Ballot Monitor, Attorney Geri Miller and Accountant Ron Porter were present.
- C. Manager: Steve Buck and Vicky McKown from Property Management Services were present.

III. Waiver of Notice and establish a quorum

- A. All Board Members signed the Waiver of Notice Form, which will become part of the Minutes of the meeting.
- B. With all Members of the Board present, a quorum was established.
- C. A Motion made to go into executive session for advice of counsel in accordance with A.R.S. § 33-1804 (A).

IV. Executive Session

- A. The Board adjourned to Executive Session to receive legal advice from the Board's attorney for the purposes of discussing the legal alternatives and methodologies for handling the uncounted proxies.

V. Reconvened Open Session

- A. The Board asked all requested guests to return to continue with the meeting.

VI. Open Session

- A. The Ballot Monitors were directed to have both the directed and undirected proxies voted by the Proxy holders and the new totals added to the certified totals from Saturday.
- B. After the count was completed the results would reflect the final outcome of the election.
- C. The Board agreed that for the proxies that were directed to two proxy holders who were not present (Jim Rooney and David Bour-Beau) since all proxies they received were directed proxies, that it would be in the property owner's best interest if Attorney Geri Miller logged in the directed voting information so that those property owners votes would be counted.
- D. The Board members then signed in and voted their directed and undirected

proxies.

1. All Ballots were collected and given to Ballot Monitor, Jan Emming, and Board Accountant/Ballot Monitor, Ron Porter, for processing, the Board Members then left the room and the ballot counting began with total number of votes cast and counted added to the count received on Election Day, February 18, 2006.

2. The results of February 18th Election appearing first, and the additional votes added as of the 23rd, appearing second. The results as given by the Ballot Monitors were as follows:

- a. **Joan Johnson** received: 428+29 = **457** Total Votes
- b. **Harold Fisher** received: 363+ 37 = **400** Total Votes
- c. **Chuck Bennett** received: 350 + 29 = **379** Total Votes
- d. **Michael Sawhill** received: 299 + 29 = **328** Total Votes
- e. **Jeremy Rynders** received: 263 + 43 = **306** Total Votes
- f. **Sandra Patterson** received: 251 + 41 = **292** Total Votes
- g. **Mike Ellis** received: 184 + 4 = **188** Total Votes
- h. **Rick Crawford** received: 127 + 3 = **130** Total Votes
- i. **Anna Jennings** received: 63 + 6 = **69** Total Votes
- j. **Alan Houlihan** received: 47 + 2 = **49** Total Votes.

B. A MOTION was made by Mike Sawhill, seconded by Chuck Bennett and the Board unanimously approved to ratify the election results, as noted above.

C. A MOTION was made by Mike Sawhill, seconded by Chuck Bennett and the Board unanimously approved to ratify the election results that took place in the Board Meeting on February 18, 2006.

VI Adjournment

A. There being no other business to come before the Board of Directors, the meeting was adjourned.