


Declaration of Jim Cook

The below email exchange between Director Jim Cook and Attorney Rochelle Doyea on June 26, 2024 is a true and correct copy of the email sent and received. Jim Cook, Carol Anderson, and Ron Claus are directors of the Eastsound Water Users Association. Rochelle Doyea is the attorney of record for Eastsound Water Users Association.

I am over the age of 18 years, have personal knowledge of the contents of this statement and am competent to testify about it."



Jim Cook

26 Jun 24

Date
Eastsound, WA

From: Rochelle Doyea <RDoyea@cairncross.com>
Date: June 26, 2024 at 3:42:01 PM PDT
To: jkccook <jkccook@yahoo.com>
Cc: Carol Anderson <carol-ann-anderson@usa.net>, Ron Claus <rwclaus@gmail.com>
Subject: RE: Recall and proxy review

Hi Jim,

The proxy forms appear to have all the information statutorily required. The statute does not require much, and it largely defers to what your Bylaws require. And the form of this proxy does seem to comply with those requirements as well. But then again, your Bylaws are pretty vague: it just states that the proxy form must be approved. So that gives the Board quite a bit of discretion to approve or deny the form, though you are correct, Board Members are generally obligated to exercise discretion in good faith. If they deny the proxy form, it would be appropriate to ask that they provide a reason why.

But I cannot evaluate whether the majority has a good faith basis for rejecting since I do not know what reason they may have for rejecting it. Good faith reasons could include legitimate concerns over the sufficiency of the notice, the process, or how these proxies are being conveyed or used. But I have no idea if any of those issues are at play here.

Nor can I really get in the middle of that particular issue. I've said this to the other Board Members as well, but as the Association attorney, I cannot be involved in the underlying recall or any other disputes *between* the Board Members themselves. So while it's appropriate for me to give the Board guidance on whether this proxy form meets the statute's requirements (which I'm happy to

do), I don't think it'd be appropriate for me to opine on whether either side is acting in good faith in connection with approving of the form itself. I hope that makes sense.

Thanks,

Rochelle

Rochelle Doyea

Attorney

Pronouns: she/her/hers

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From: jkccook <jkccook@yahoo.com>

Sent: Wednesday, June 26, 2024 2:11 PM

To: Rochelle Doyea <RDoyea@cairncross.com>

Cc: Carol Anderson <carol-ann-anderson@usa.net>; Ron Claus <rwclaus@gmail.com>

Subject: Recall and proxy review

Rochelle,

As you know, 3 (Carol Anderson, Ron Claus and meself) of the 7 board members have initiated a petition/recall process. As you might imagine, the majority is doing what it can to impede the legitimate efforts of the minority. Could you give me your opinion regarding the validity of the proxy we sent to you and whether the majority is acting in good faith by rejecting it? Perhaps you have an opinion on what we can do as a minority to have the proxy validated and to set up a neutral/independent election inspector.

Thanks in advance for your help.

Jim