



July 10, 2026

VIA EMAIL

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Cc: Board of Directors, Santa Rita Ranch III Homeowners Association

Re: Deficiency Notice And Cure Demand Regarding July 7, 2026 ARC Records Production

Dear Mr. Inskeep and Mr. Moynihan:

Thank you for the July 7, 2026 production. I acknowledge it as a **partial response** to my June 12 records request and my June 29 cure demand. Please copy the Board on this response. AAM's July 7 email concerns Board action, Board records, and the Board's asserted role as the Architectural Committee.

The production is useful because it narrows the dispute. AAM states that the Board of Directors is "concurrently serving as the Architectural Committee," identifies the current Board members as Jim Newberry and Kaitlyn Young, and states that architectural review is facilitated electronically by email. The produced application packets then show AAM or management personnel making recommendations, formulating stipulations, addressing recipients as "Santa Rita Ranch III Board Members," requesting Board-member votes by email, and issuing approval letters based on those email responses.

That production is **not a cure**. It supplies some application files, but it omits the records that should show whether the disclosed process is authorized, properly constituted, and properly memorialized. The issue is no longer abstract. The Association has now identified an AAM-managed, Board-email-vote process. The remaining question is whether the Association has the records required to support that process.

AAM's invocation of "Safe Harbor" for the Association and Board does not resolve the problem; on this record, it sharpens it. AAM's "Safe Harbor" language is difficult to reconcile with the produced record because the same production appears to show AAM facilitating Board-member votes by email. If those email approvals are Board or Association votes, *A Z N H* requires the Association to identify the open-meeting records and the member opportunity to speak before formal action. If they are not votes, the Association must identify the lawful procedural vehicle

that made them effective: written consents, committee action, delegated management authority, portal workflow, or some other record-based authority.

This letter does not ask the Association to create a new record, spreadsheet, legal memorandum, or narrative report. It asks for **existing records**. **No compilation is required**; production of the responsive records in the form in which they are maintained is sufficient. Every category below is a narrowed subset and continuation of the June 12 request and June 29 cure demand. It is **not a new request**, should not be treated as one, and does not restart the statutory clock under A.R.S. Section 33-1805.

For clarity, this letter principally refers to the following records recently provided or identified: AAM's July 7, 2026 production email; the application packets titled

[REDACTED]; the Resource Center screenshot showing a Meeting Minutes folder listing only "03-27-2025 Meeting Minutes"; the meeting-minutes document titled [REDACTED] the screenshot of the stale "Boards & Committees" page; the Santa Rita Ranch III Community Guidelines; and the AAM Management Agreement and Records Retention Policy. The accompanying exhibit packet includes AAM's July 7 production email as Exhibit A, my June 29 cure demand as Exhibit B, counsel's June 25 response as Exhibit C, my June 12 records request as Exhibit D, the March 27, 2025 Board minutes as Exhibit E, the Resource Center screenshot as Exhibit F, and the stale Boards & Committees screenshot as Exhibit G. The AAM-produced application packets are not duplicated in the exhibit packet; I refer to those by production filename.

The chronology is straightforward. On June 12, 2026, I served a records request concerning ARC open-meeting compliance, ARC authority, ARC membership, ARC meeting records, Board meeting records relating to ARC issues, written consents, and records showing how ARC decisions were made (Exhibit D). On June 25, 2026, counsel responded without producing the requested records or providing inspection dates (Exhibit C). On June 29, 2026, I sent a narrowed cure demand (Exhibit B). On July 7, 2026, AAM produced selected application packets and process materials by email (Exhibit A). This July 10, 2026 letter identifies the remaining deficiencies in that July 7 production.

The relief requested is equally narrow: produce the existing records identified below; produce Board/ARC meeting, consent, and final-action records from January 1, 2026 to the present; identify any records withheld or redacted and the legal basis for doing so; **state plainly if any category does not exist**; and preserve the related records while the dispute remains unresolved.

I. The Legal Significance Of AAM's Production

A.R.S. Section 33-1805 requires all financial and other Association records, including records of the Association and Board, to be made reasonably available for member examination. Records do not cease to be Association records merely because they are kept by AAM, a community manager, a Board member, a committee member, or a portal/workflow system used for Association business.¹

¹ A.R.S. Section 33-1805(A), (B) requires Association records to be reasonably available for examination, prohibits charging for review, separately caps copy charges, and limits withholding to specified categories. The agent-held-record point is also supported by the AAM Management Agreement ownership clause discussed below.

AAM's own Management Agreement confirms the same point. The Agreement provides that the Association retains ownership of records involving Association business, whether directly or indirectly, regardless of whether the record was generated by AAM staff, Board members, Association members, vendors, or third parties, and it expressly includes Association-related emails, PDFs, text files, and other electronic records. Its records-retention policy separately identifies Board resolutions, membership meeting minutes, unanimous written consent actions, and architectural approvals/denials as Association records retained indefinitely, and also identifies Board packets and management reports as retained records. The Association therefore cannot avoid A.R.S. Section 33-1805 by characterizing the missing ARC email-vote records, written consents, approval records, management reports, or workflow records as AAM materials rather than Association records.²

AAM's "Safe Harbor" language is also difficult to reconcile with the produced record. The transmittal characterizes the Board of Directors as concurrently serving as the Architectural Committee. The attached records then use Board terminology and voting terminology, not merely committee-administration terminology. That distinction matters. **A vote by the Board, or formal action by the Association through its Board, is not insulated from A.R.S. Section 33-1804** merely because the subject matter is architectural review or because AAM collected the votes by email.

A.R.S. Section 33-1804 opens Board meetings and regularly scheduled committee meetings, requires advance Board notices and agendas after declarant control, and **requires the statute to be construed in favor of open meetings by those interpreting it, including Board members and community managers.** The statute also gives **members and their designated representatives the right to attend and speak at an appropriate time during open deliberations and proceedings.** For Board agenda items, the statute specifically protects the right to speak after Board discussion but before formal action.³

That right appears to be impaired if the Board is acting as the ARC and final ARC action is being taken by email. If final approval, denial, or approval with stipulations occurs by Board email vote, members have no meaningful opportunity to attend the deliberations, hear the matter discussed, or speak before formal action. If the Association contends the process is instead committee action, then the Association should produce the committee records, chairperson record, meeting records, or written-consent records that make that position **lawful and reviewable.**

A.R.S. Section 33-1817(B)(1) requires any design review committee, architectural committee, or similar committee to include at least one Board member serving as chairperson. A.R.S. Section 10-3801 provides that corporate powers are exercised by or under the authority of the Board. A.R.S. Section 10-3821 permits nonprofit directors to act without a meeting only if all directors take the action through written consents describing the action, signed by each director, and

² AAM Management Agreement Sections 3.10 and 3.13 and the Agreement's Exhibit B Records Retention Policy. The contract point is used only to confirm records ownership and retention, not to claim the contract itself authorizes the ARC email-vote process.

³ A.R.S. Section 33-1804(A), (E), and (F). The specific right to speak after Board discussion and before formal action is stated for Board agenda items; the committee-meeting right is framed more generally as the right to attend and speak at an appropriate time during open deliberations and proceedings.

included in the minutes filed with the corporate records. A.R.S. Section 10-3825 imposes corresponding creation, authority, and meeting/action rules for Board committees.⁴

The common shorthand is "fiduciary duties," but Arizona nonprofit law states the point more precisely. A.R.S. Section 10-3830 requires directors, including directors serving on committees, to **discharge their duties in good faith, with ordinary prudence, and in the corporation's best interests**. Directors may rely on management and counsel in appropriate circumstances, but reliance is not good faith if the director has knowledge making reliance unwarranted. Those statutory director duties are directly implicated by a process in which the Association cannot identify the authority, record, meeting, consent, or delegation by which architectural decisions are made.⁵

The Arizona Court of Appeals' recent decision in *A Z N H Revocable Trust v. Sunland Springs Village Homeowners Association*, No. 1 CA-CV 25-0424 (Ariz. Ct. App. Apr. 28, 2026), is directly relevant. The court held that **A.R.S. Section 33-1804 requires planned-community associations to vote and take formal action at open meetings**, and that closed-session "consideration" means thought, discussion, and formulation before final action, not the vote or formal act itself. The court also emphasized that agendas must provide information reasonably necessary to inform members of the matters to be discussed or decided. If Santa Rita Ranch III's Board is taking final ARC action, AZNH supplies the controlling construction of A.R.S. Section 33-1804 for formal Board or Association action.⁶

Arizona's planned-community statute does not separately define "meeting" in the definitional section. That absence does not make the term meaningless. A.R.S. Section 33-1804 itself treats Board meetings, open proceedings, telephonic Board-quorum meetings, emergency meetings, and informal Board-quorum discussions of Association business as meeting-regulated events. The public-body open-meeting statute is not controlling here, and I do not rely on it as if it governed a private HOA. It is useful only as a non-controlling Arizona-law analogy: **when Arizona has expressly defined "meeting" in the open-meeting context, it has included quorum action and deliberation through technological and electronic communications**. The narrower point is that the Association should not assume that moving Board/ARC votes into email eliminates the need for either open-meeting records or, if the action was taken without a meeting, written-consent records filed with the corporate records.⁷

⁴ A.R.S. Sections 33-1817(B)(1), 10-3801, 10-3821, and 10-3825. If the Association contends the email approvals are action without a meeting, Section 10-3821 and the Bylaws make written-consent and corporate-record filings directly relevant.

⁵ A.R.S. Section 10-3830. This letter relies on statutory director-duty language and does not assert personal liability; the point is that director and committee action should be traceable to lawful authority and records.

⁶ *A Z N H Revocable Trust v. Sunland Springs Village Homeowners Association*, No. 1 CA-CV 25-0424 (Ariz. Ct. App. Apr. 28, 2026). The case is used for formal Board or Association action under A.R.S. Section 33-1804, not for the unsupported proposition that every ARC email is automatically an open meeting.

⁷ A.R.S. Section 38-431 is cited only by analogy. It governs public bodies, not private planned-community associations. The operative authorities for this letter remain A.R.S. Sections 33-1804, 33-1805, 10-3821, and 10-3825, together with the Association's governing documents.

The Court of Appeals' decision in *McNally v. Sun Lakes Homeowners Association #1, Inc.*, 241 Ariz. 1, 382 P.3d 1216 (App. 2016),⁸ is not an ARC-records case, and I do not use it as one. Its relevance is narrower but important: Arizona nonprofit governance does not permit a committee theory to obscure the Board's statutory management duties or the real source of corporate authority. If the Association relies on an ARC or committee theory here, the committee must be real, authorized, and documented; if it relies on Board action, the Board action must be traceable to the proper meeting, consent, or corporate record.

II. The Email "Vote" Language Matters

AAM's statement that the governing or supporting documents do not mandate ARC meetings does not answer the records issue. The Community Guidelines state that committee meetings "shall be open to community Members pursuant to A.R.S. Section 33-1804," and that the Board appoints Architectural Committee members. I understand that this "shall be open" language may not, standing alone, compel a separate live committee meeting for every application. But it does compel openness if meetings occur, and it does not authorize the Association to replace the required records of Board, committee, written-consent, or delegated action with an undocumented email workflow. Review without individualized owner hearings is not the same thing as undocumented Board action, undocumented committee action, or unrecorded management action.

The produced emails make this more than a semantic dispute about the word "meeting." They repeatedly use the Association's own vocabulary of voting. In the packets titled

[REDACTED] AAM addresses the recipients as "Santa Rita Ranch III Board Members," states that management recommends approval with stipulations, says "we are requesting your vote," instructs the recipients to reply with a vote of "Approved" or "Not Approved," states that unanimous approval by email is required, and states that failure to obtain unanimous electronic approval will move the item to an in-person vote requiring a simple majority. **Those are not stray words. They are the operational language of Board decision-making.** Under AZNH, "consideration" may include thought, discussion, and formulation before final action; it does not include the vote or formal action itself. An **email asking "Board Members" to cast "your vote" of "Approved" or "Not Approved" is plainly more than mere consideration** if the Association treats the resulting email approvals as effective final action.

That language is significant. It is not the language of clerical routing. It conflicts with any attempt to recast the production as only informal ARC administration. If the email approvals are votes or formal Board action, AZNH requires the Association to identify the open-meeting records and the member opportunity to speak before formal action. If the Association contends the emails are not meetings but are action without a meeting, then A.R.S. Section 10-3821 and the Bylaws require written consents describing the action, signed by the required directors and filed with the minutes or corporate records. If the Association contends the emails are neither votes nor written consents, then it must identify the separate legal act by which each application was finally approved, denied, or approved with stipulations.

⁸ *McNally v. Sun Lakes Homeowners Association #1, Inc.*, 241 Ariz. 1, 382 P.3d 1216 (App. 2016). The case involved director exclusion and nonprofit governance, not ARC records or open ARC meetings specifically; it is used only for the narrower principle that committee labels must be consistent with statutory Board authority.

The missing public record trail is not limited to ARC packets. My screenshot of the Association's Resource Center shows a Meeting Minutes folder listing only "03-27-2025 Meeting Minutes" (Exhibit F), and the corresponding minutes document is titled "[REDACTED]"

[REDACTED] (Exhibit E). I am not asserting here that Arizona law independently requires Board minutes to be posted on the website. The point is narrower: the ordinary member-facing records location does not show 2026 Board or ARC minutes or identify where they may be examined. If Board or ARC minutes from January 1, 2026 to the present are posted, stored, or otherwise available elsewhere, please identify where and make them available. If they are not, the absence matters. Board minutes are the natural place to find Board-as-ARC authorization, committee appointments, chairperson designation, written-consent filings, ratifications, delegations to management, and discussion of the ARC email-vote process.⁹

The member-facing website also appears stale in another material respect. A screenshot of the Association's "Boards & Committees" page still identifies Erica Moskal as Board President, Tory Schwartz as Board Vice President and Treasurer, and James Newberry as Board Secretary (Exhibit G). AAM's July 7 response, by contrast, identifies the current Board members as Jim Newberry and Kaitlyn Young. If the website is outdated, that is not merely cosmetic. It means members cannot reliably determine from the ordinary portal who holds Board authority, who holds committee authority, or who may be acting as the Architectural Committee. That reinforces the need for current Board, ARC, appointment, chairperson, and authority records.

III. The Association Must Choose And Document Its Theory

The Association therefore needs to **choose and document its theory**. Each lawful theory has records:

1. If the Board acted as the ARC, produce the Board records showing that authority and the open-meeting, agenda, minutes, vote, or written-consent records for the final actions.
2. If an Architectural Committee or similar committee acted, produce the committee roster, Board-member chairperson designation, appointment records, committee authority records, and meeting or written-consent records.
3. If AAM acted only ministerially, produce the Board or ARC decision records that AAM was carrying out.
4. If AAM or another agent exercised substantive delegated authority, produce the delegation records, written operating authority, workflow authority, and oversight records.
5. If the Association contends no responsive records exist for any of these categories, state that unequivocally.

IV. Existing Records Demanded

For avoidance of any later claim that this is a new or different records request, the categories below are narrowed continuations of the June 12 request and June 29 cure demand. The July 7

⁹ The Bylaws require the secretary to keep minutes of Board and member meetings and to have charge of Association books, records, and papers. A.R.S. Section 33-1805 requires Association records to be made reasonably available. This letter uses the website screenshots as evidence of unclear member access, not as an independent claim that the website itself is the legally required repository for minutes.

production supplied application packets, some approval letters, some email-routing records, and some evidence of how AAM collected Board-member responses. That partially responds to one slice of the prior request. It does not cure the following deficiencies:

1. The request for **Board/ARC authority and appointment records** narrows the prior requests for the ARC roster, Board-member chairperson, appointment records, ARC procedures, and delegation/authority records. The July 7 production states that the Board is "concurrently serving as the Architectural Committee," but it does not produce the records showing who has been legally authorized to exercise ARC authority from January 1, 2026 to the present, how that authority was created, appointed, changed, delegated, or ratified, or who served as the required Board-member chairperson during that period. What was provided: application packets and AAM's process explanation. What remains: the authority, appointment, roster, chairperson, resolution, minutes, consent, transition, or ratification records.
2. The request for **meeting, written-consent, and final-action records** narrows the prior requests for 2026 ARC notices, agendas, minutes, attendance records, decision records, written consents, Board meeting records, and method-of-decision records. The July 7 production shows AAM requesting Board-member "votes" by email, but it does not produce open-meeting records, written consents filed with minutes, corporate-record filings, or member-facing minutes showing where final ARC action was lawfully taken. What was provided: selected email approvals and approval letters. What remains: the records showing whether those approvals were open-meeting votes, written consents, committee actions, ratifications, or some other legally effective final action.
3. The request for **AAM authority and workflow records** narrows the prior request for ARC procedures, operating instructions, design-review process records, and written delegations to AAM, management, the Board, or another agent. The July 7 production shows AAM recommending stipulations, requesting votes, tracking unanimous email approval, invoking an in-person-vote fallback, issuing approval letters, and invoking "Safe Harbor," but it does not produce the record authorizing AAM to perform those functions. What was provided: AAM's description and examples of its workflow. What remains: the delegation, management instruction, contract provision, Board authorization, SOP, portal-workflow authority, or other record that makes that workflow lawful.
4. The request for a **withholding or nonexistence statement** repeats the prior instruction to say plainly if records do not exist and to identify the legal basis for any withholding or redaction. The July 7 production does not state, category by category, whether the missing authority, appointment, meeting, written-consent, corporate-record, delegation, or workflow records do not exist, were omitted, or are being withheld. What was provided: personal-contact redactions and a production of selected files. What remains: a category-by-category statement of production, withholding, redaction basis, or nonexistence for the records previously demanded.

Please make the following existing records available without further delay under A.R.S. Section 33-1805, and in any event **no later than July 16, 2026**. That cure date is **not a concession** that a new statutory period has begun. It is a practical deadline for curing the incomplete July 7 production.

1. **Board/ARC authority and appointment records.** Existing records from January 1, 2026 to the present showing who was authorized to exercise ARC authority at any point during that period, including any Board resolution, minutes, written consent, appointment record, resignation/removal/replacement record, policy, ratification, ARC roster, Board-member chairperson designation under A.R.S. Section 33-1817(B)(1), or other record showing whether the Board itself was serving as the ARC or whether a separate ARC/Architectural Committee was serving. This includes current records and records reflecting any change in Board/ARC composition, chairperson designation, authority, appointment, delegation, or ratification during that period.
2. **Meeting, written-consent, and final-action records.** Existing Board or ARC notices, agendas, minutes, attendance records, written consents, email-consent records, corporate-record filings, website-posting records, or records identifying where Board minutes are posted or otherwise made available, for any meeting, written consent, or other proceeding from January 1, 2026 to the present at which ARC authority, ARC procedure, ARC applications, stipulations, variances, delegation, or final ARC action was discussed, approved, denied, ratified, or otherwise decided. This category is limited to meeting, consent, corporate-record, and final-action records; it does not expand this cure demand into a renewed request for every owner-specific application file from January 1 forward.
3. **AAM authority and workflow records.** Existing records authorizing or describing AAM's ARC role, including any written delegation, management instruction, ARC standard operating procedure, portal workflow record, management contract provision, Board authorization, or other record authorizing AAM to screen ARC submissions, formulate stipulations, request votes, determine unanimous electronic approval, move items to in-person votes, issue approval letters, or otherwise participate in the ARC decision process.
4. **Withholding or nonexistence statement.** If any category does not exist, state that plainly. If any responsive record is withheld or redacted, identify the category withheld or redacted and the statutory, privilege, or other legal basis relied on. Administrative burden, inconvenience, or legal expense is not a withholding category under A.R.S. Section 33-1805.

This request includes responsive records kept by or on behalf of the Association, the Board, any ARC/Architectural Committee, AAM, the community manager, Board members, committee members, and any portal or workflow system used for ARC applications.

I request **electronic production** of the responsive records. If the Association will not produce a category electronically, I request in-person examination of that category, specific inspection dates and available windows, and the ability to purchase copies on request subject to the statutory copy-fee cap. If in-person examination is offered for any category, I intend to use my phone to photograph or scan records made available for review. A.R.S. Section 33-1805(A) prohibits charging for making records available for review, while separately allowing a copy charge only when copies are requested from the Association. Personal photographs taken during inspection are part of examination, not a request that the Association make copies. If the Association contends there is a specific lawful basis to prohibit photographing or scanning during inspection, please identify it before the inspection date. If the Association contends information must be withheld or redacted, it should make those redactions before inspection so

the remaining nonprivileged records can be meaningfully reviewed and photographed without delay.

Please also **preserve all ARC-related records** from January 1, 2026 to the present, including authority records, appointment records, Board and committee minutes, agendas, notices, written consents, native emails, attachments, portal records, audit logs, metadata, approval letters, denial letters, stipulation drafts, AAM notes, Board/ARC communications, counsel communications subject to any privilege claim, redaction records, and withholding records.

The Association should not treat this as an invitation to provide another non-answer at the end of a deadline. If AAM is the access point, AAM should identify records, production logistics, inspection windows, and any claimed nonexistence or withholding position now. If counsel controls the response, counsel should do the same. **A phone call or informal discussion is not records access.** Nor is a partial document dump a substitute for identifying the records that authorize and memorialize the process the Association has now disclosed.

If the Association is genuinely concerned about administrative burden and legal expense, that concern should weigh in favor of prompt records compliance and against avoidable litigation over basic governance records. The request has been narrowed repeatedly to make evasion more difficult and compliance easier: identify the decision-maker, produce the records showing the authority and final action, redact protected personal details where legally required, and say plainly what does not exist.

James Madison wrote in 1822 that "[a] popular Government, without popular information, or the means of acquiring it, is but a prologue to a Farce or a Tragedy; or perhaps both." The setting here is more modest, but the premise is familiar: governance procedures are not private conveniences for those exercising authority. Arizona's planned-community statutes require records to be reasonably available, meetings and formal action to be open where required, and corporate action to be traceable to an authorized decision-maker.

Please cure these deficiencies by the July 16 deadline. If the Association maintains that the July 7 production is complete, **say so expressly and state, category by category**, whether each remaining record does not exist, is being withheld, was omitted inadvertently, or will be produced. If the Association again declines to provide the records, inspection access, or a clear nonexistence or withholding position, I will treat the records process as exhausted and consider available remedies, including a petition under A.R.S. Section 32-2199.01 and judicial relief as appropriate

