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Via Email (pcoffin@verrill-law.com)

August 8, 2023

Board of Directors, Thomas Pond
Improvement Association
c/o Philip M. Coffin, III, Esq.
Verrill Dana LLP
One Portland Square
Portland, ME 04101

Re: Demand for Observation of Committee Meetings of the Thomas Pond Improvement Association ("Association") and Proxy Requests

Dear Phil:

As you know, this law firm represents Steven Kelsey Hazen, Dana Watkins and Robert Murch (collectively, our "Clients"), each of whom, pursuant to Article Fifth of the Articles of Incorporation of the Thomas Pond Improvement Association (the "Association"), qualify as members of the Association, as previously outlined in correspondence to the Association.

The Board of Directors established three (3) distinct "working groups" at the 2023 Annual Meeting and immediately began soliciting volunteers to serve on such groups. These "working groups" are effectively committees of the Board of Directors. It was further stated at the 2023 Annual Meeting that these committee meetings would not be open to all members of the Association.

A policy of closed-door committee meetings is contrary to the organizational documents of the Association and applicable law. Please note that Section 709 of the Maine Nonprofit Corporation Act (the "Act") expressly states that "the provision of this chapter relating to the conduct of meetings of the board of directors shall govern meetings of the executive or other committees." No one, whether it be you or any member of the Association or a director of the Association, can credibly argue that Association members are not entitled to attend meetings of the Board of Directors. That right is inherent in the Act, the Bylaws of the Association (which are further incorporated into the Act by the Act's reference to the bylaws), the Articles of Incorporation of the Association, and accepted practice by Maine corporations. Therefore, because the right of members to attend meetings of the Board of Directors of the Association is well established, that

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right must be similarly applied to committee meetings and, thus, members shall be entitled to attend committee meetings.

Accordingly, we hereby demand (a) that each and every meeting of the committees announced at the 2023 Annual Meeting, and any other committee of the Association, be open to all members of the Association; (b) that advance notice of each such meeting be made by publication not less than fourteen (14) days to the Association's website; (c) that each committee provide summaries to all members by way of publication to the Association's website promptly, but in no event later than seven (7) days following such committee meeting, as to specific matters being considered by such committee; (d) that all members be afforded the opportunity to provide input, in person or in writing or both, at any meeting of any committee of the Association; and (e) that all Members be treated equally by the committee and by its chair, without reference to substantive position or geographic location of such member.

On a separate but related matter, we continue to have great concern over the Board's administration of the eligibility and quorum requirements of the Association, both at a Board and member level. In particular, Mr. Brooke Hidell has on various occasions confirmed orally that he does not own property on the shores of Thomas Pond and does not have a deeded right of access to Thomas Pond. Accordingly, Mr. Hidell is not qualified to be a member of the Association nor serve on the Board of Directors. Yet, he is now an elected member of the Board of Directors. Please be advised that you are hereby on notice of such fact, and we expect that appropriate investigatory and compliance action will promptly be taken in accordance with the organizational documents of the Association and the Act.

In addition, we note in our review of the minutes of the 2023 Annual Meeting that 49 members were represented by proxy. No proxies were produced in the earlier production of Association records. Please provide copies of these proxies.

We reserve all rights to challenge any action taken that is impacted by these apparent defects.

Sincerely,

/s/ Patrick Brady

Patrick Brady

CC: Steven Kelsey Hazen

Dana Watkins

Robert Murch