

VINCENT F. GONZALEZ

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FAX NUMBER UPON REQUEST

February 3, 2009

Sandy Smith - First Vice-President
Tremont West Development Corp.
2406 Professor Avenue
Cleveland, Ohio 44113

Dear Ms. Smith:

Please be advised that I have been retained by Tremont neighbors regarding the issue of Tremont West's recent aborted election.

I am enclosing herewith letters which I have directed to Mr. Cook as well as Mr. Garland, as Executive Director. Needless to say, this letter goes to you in your role as First Vice-President and Convener of the proposed special Board meeting scheduled for February 5, 2009.

I suspect that the memo to convene the special Board meeting was not your idea, but rather, was drafted under your name since the office of President is currently vacant. .

I am confident that you are aware that the annual meeting held on January 29, 2009, did not have a quorum necessary to hold the election for President and Trustees. As such, the meeting should have been adjourned until such time as you could secure a quorum for the elections. Whose idea it was to continue the meeting rather than adjourn is not at issue, but rather, the issue is that there was no quorum to hold the elections.

I have reviewed the By-Laws, and your attempt to appoint trustees and a President is not provided for under the By-Laws, nor under Ohio law. Article IV: Board of Trustees, Section 4(A) and (B). Rather than trying to circumvent and violate the By-Laws, a more appropriate action would be to call a special election meeting, with notice to all who attended your January meeting, reconvened as the annual election meeting and hold the meeting with a quorum. Needless to say, notice would have to go to all of your membership.

As First Vice-President and acting in lieu of the vacant office of President, you have a responsibility to both the membership and the Board to guide the organization within the bounds of the law and your By-Laws. As such, you should consult counsel and advise your Board that what they are contemplating is illegal and subject to challenge and a lawsuit to remove improperly-appointed officers and trustees.

**Sandy Smith - First Vice-President
Tremont West Development Corp.**

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I trust that you will reconsider your planned actions and, instead, call a membership meeting promptly and avoid any further issues in these regards.

Sincerely,

VINCENT F. GONZALEZ

VFG:mmp