

**POA**  
**TELLICO VILLAGE**  
**PROPERTY OWNERS ASSOCIATION**

August 13, 2010

Mr. Rich Anklin  
120 Coyatee Circle  
Loudon, TN 37774

Re: Document Request dated May 10, 2010

Mr. Anklin,

I am in receipt of your recent letter dated August 1, 2010 as well as your June 18, 2010 response letter concerning clarification of the purpose of your document request of May 10, 2010. After further review of your original document request and our correspondence relating to this matter, I must inform you that your May 10, 2010 document request regarding the various legal and Board of Directors expenses for all of 2009 and portions of 2010 shown in General Operations Department #010 is denied. It is my determination that your stated purpose:

“[T]o understand the expense charges accumulated against the Board and the Legal line items, shown in the General Operations – Dept #010, of the monthly financial reports for 2009 totaling \$32,759.07 for the Board Expenses and \$144,193.98 for Legal & Professional Services respectfully. And the 2010 expenses of \$9,188.23 and \$28,538.39 for each YTD.”

is not a valid purpose under the POA's Document Access Rules, which are based on the document access requirements of the Tennessee Nonprofit Corporation Act (the "Act").

In making my determination, I have also considered your correspondence dated June 18, 2010, wherein you clarified that your document request seeks to determine "whether there has been any breach of fiduciary duty by any Director or Officer of the corporation in how these accumulated expenses are being identified, binned and accounted for..." You have repeatedly used such a broad suggestion of malfeasance as a justification for your document requests without specifying any factual basis for your suspicion. The particular language you have employed was taken directly from the Tennessee Court of Appeals case of Phillips v. Cumberland Mountain Retreat Property Owners Association, Inc. 2007 Tenn. App. Lexis 473 (Tenn. Ct. App. July 27, 2007). However, the document request in the Phillips case is clearly distinguishable from your requests as the request submitted in the Phillips case included a narrowly tailored purpose designed to elicit information related to a very limited area of investigation that was triggered by specific allegations of corporate malfeasance. To the contrary, your document requests have been based merely upon innuendo and suggestions of potential malfeasance that have never been substantiated in any manner. You have distorted the language from the Phillips decision in an attempt to justify a broad and limitless investigation of TVPOA documents that can only be characterized at this juncture as a fishing expedition. Your broad suggestion of malfeasance without any specific factual basis or area of investigation fails to establish a proper purpose in accordance with the holding of the Phillips decision and the requirements of the Act and POA's document access rules.

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Further, it appears that your actual objective in this document request is to obtain some greater understanding of TVPOA's accounting practices for your own personal edification. It is evident that you are not attempting to verify the validity of the subject expenditures but rather to comprehend the accounting procedures implemented by TVPOA to categorize such expenses incurred. The information that you have requested is not directly connected with your apparent purpose and therefore is not subject to disclosure under the Act.

Finally, the itemized invoices from legal counsel that you requested contain privileged information that is protected from disclosure based upon the attorney client privilege and attorney work product doctrines. Under Tennessee law, information deemed privileged in accordance with these doctrines is protected from disclosure under document requests made pursuant to the Act.

My determination was made in accordance with the Document Access Rules adopted by the POA Board of Directors on May 20, 2009. Section 4 of those Rules provides that certain "access requests for POA records must be made in good faith by the member and for a valid purpose". Section 4 of the Rules also provides that the POA General Manager is authorized to determine whether such records access requests meet the good faith and valid purpose requirements. These requirements mirror the same requirements contained in the Act, which are codified at T.C.A. § 48-66-102.

Please be advised that in accordance with the Document Access Rules Section 6, any decision or action taken by me may be appealed to the POA Board of Directors in writing within thirty (30) days of the decision or action being appealed. The POA Board of Directors shall act promptly to determine such appeals.

Sincerely,

A handwritten signature in black ink, appearing to read "Winston Blazer", written in a cursive style.

Winston Blazer  
General Manager

WB/ss