August 9, 2026

Via Email

John D. Wood, President
Woodhaven Neighborhood Association, Inc.
Members of the Executive and Steering Committees

Re: Supplemental Notice of Incomplete Production and Request to Complete Member Record Inspection

John and Members of the Executive and Steering Committees:

Thank you for the August 8 response and for the records produced with it.

I have reviewed the production. It contains a number of responsive materials, but several basic categories of corporate governance, meeting, authorization, electronic-communication and financial records identified in my July 23 demand were not apparent in the materials provided.

This letter does not expand my July 23 demand. It narrows and identifies the principal outstanding items so that WNA can readily determine whether each record:

1. was already produced and can be identified by file name;
2. exists and remains to be produced;
3. does not exist; or
4. is being withheld on an identified legal basis.

I will not address the personal or political assertions contained in the August 8 response. They are unrelated to the Association's recordkeeping obligations or my rights as a WNA member.

Legal basis for the request

For clarity, my July 23 demand was **not** made under the Texas Public Information Act, and I have never asserted that WNA is a governmental entity. Nor was the demand made under the Texas Property Code.

The demand is based principally upon **Texas Business Organizations Code §22.351**, which provides that a member of a nonprofit corporation, upon written demand stating the purpose of the demand, is entitled to examine and copy at a reasonable time and for a proper purpose the corporation's books and records relevant to that purpose.

Texas Business Organizations Code **§3.151** separately requires a Texas filing entity to keep, among other things, books and records of account and minutes of proceedings of its members, governing authority and committees of those bodies.

Section **3.153** recognizes a member's examination right with respect to those records to the extent provided by the entity's governing documents and the law governing the entity.

I recognize that WNA may qualify for the exemption provided by **§22.355** from the separate requirements contained in §§22.352–22.354. I therefore **do not rely upon §22.352, §22.353 or §22.354 as a basis for this demand**. Section 22.355 does not eliminate the member inspection right established by §22.351 or the filing-entity recordkeeping requirements of §3.151.

Texas appellate authority further supports a nonprofit member's inspection right.

In **Citizens Association for Sound Energy (CASE) v. Boltz, 886 S.W.2d 283 (Tex. App.—Amarillo 1994, writ denied), cert. denied, 516 U.S. 1029 (1995)**, the court applied the predecessor to the current nonprofit member-inspection statute. The court held, among other things, that furnishing a corporate financial statement in lieu of the underlying original financial records was insufficient to satisfy the member's inspection right. The court also rejected the contention that antagonism or hostility between association leadership and the requesting members, standing alone, demonstrated an improper purpose.

Likewise, in **Gaughan v. National Cutting Horse Association, 351 S.W.3d 408 (Tex. App.—Fort Worth 2011, pet. denied)**, the Fort Worth Court of Appeals recognized the broader inspection right afforded to a nonprofit member. The records sought there included bank statements, employment contracts, payroll records and vendor-payment information. The court also recognized that legitimate attorney-client privilege, confidentiality and similar protections may appropriately limit disclosure or dissemination of particular information.

I recognize those limitations. I do not seek privileged attorney-client communications or unrelated personal information, and I am willing to accept reasonable redaction or appropriate protection of legitimately confidential information. Nor am I asking WNA to create records that do not exist.

I seek inspection of **existing WNA corporate records relevant to the proper purposes expressly stated in my July 23 demand**, including determining who governs WNA, how WNA positions are authorized, the factual basis for representations of member or neighborhood support, and how Association funds and resources are authorized, used and accounted for.

WNA's own bylaws independently make many of these records directly relevant. Among other things, the bylaws distinguish the Executive Committee from the Steering Committee; provide that the Steering Committee manages WNA's affairs; require monthly Steering Committee meetings open to members; require Executive Committee actions to be reported to the Steering Committee; require the Secretary to maintain minutes and notify Steering Committee members of scheduled meetings; require

Treasurer reports; provide for a written Auditing Committee report; and assign the Steering Committee authority concerning contracts and payments.

Production status

For convenience, I have summarized the principal outstanding categories below.

Legal-basis key

- **A — BOC §22.351:** Member inspection of existing corporate books and records relevant to a proper purpose.
- **B — BOC §§3.151 and 3.153:** Books and records of account and minutes of members, governing authority and governing committees, together with the member-examination framework.
- **C — WNA Bylaws:** Records or corporate actions arising from WNA's own governance and recordkeeping provisions.
- **D — Boltz / Gaughan:** Texas appellate authority concerning nonprofit-member inspection, including underlying financial records and appropriate confidentiality protections.

Record or category	August 8 production review	Legal basis	Requested resolution
Current WNA officer roster	Partial information located	A, C	Identify responsive record or provide
Complete current Steering Committee roster	**Not apparent**	A, C	Produce/identify existing record or state none exists
Current standing committees and chairpersons	**Not apparent**	A, C	Produce/identify
Record establishing status of immediate past President	**Not apparent**	A, C	Produce/identify
2026 Annual Meeting minutes	**Not apparent**	A, B, C	Produce/identify
Complete 2026 election results or tabulation	Nomination material located; election result **not apparent**	A, B, C	Produce/identify

Record or category	August 8 production review	Legal basis	Requested resolution
Election/appointment records for current officers and committee chairs	**Not apparent**	A, C	Produce/identify
Records sufficient to establish Steering Committee composition and quorum	**Not apparent**	A, C	Produce/identify
Monthly 2025–2026 Steering Committee minutes	Limited meeting material located; monthly series **not apparent**	A, B, C	Identify each meeting and produce corresponding existing minutes
Steering Committee notices, agendas and attendance records	**Not apparent as a complete series**	A, C	Produce existing records
Executive Committee meeting/action records	Some material located	A, B, C	Identify complete set or produce remainder
Records showing Executive Committee actions reported to the Steering Committee	**Not apparent**	A, C	Produce/identify
Records of corporate action by email, electronic vote or written consent	**Not apparent as a complete category**	A, C	Produce existing responsive records
Records authorizing High Woods Trail sidewalks/traffic-calming as WNA priorities	**Not apparent**	A, C	Produce/identify or state no governing-body authorization occurred
Member notice concerning High Woods Trail proposals	**Not apparent**	A, C	Produce notice referenced or state none exists
Records authorizing WNA's advance-TIF-funding position	**Not apparent**	A, C	Produce/identify or state how position was adopted
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Record or category	August 8 production review	Legal basis	Requested resolution
Records supporting current claims of broad or overwhelming member/neighborhood support	Some historical voting material located	A	Identify records relied upon for current claims
Record authorizing WNA participation/co-branding of May 17 Econautics Sunset Social	**Not apparent**	A, C	Produce/identify
Financial records showing whether WNA paid/reimbursed Sunset Social expenses	**Not apparent**	A, B, D	Produce relevant records or state WNA made no expenditure/reimbursement
Other WNA/Econautics financial transactions or transfers of value	**Not apparent**	A, B, D	Produce if they exist or state none exist
Existing WNA-business text/group-message records documenting corporate action, authorization, member support or use of WNA resources	**None apparent**	A	Produce responsive corporate records, state none exist, or identify basis for withholding
Treasurer reports	**Not apparent as a complete series**	A, B, C, D	Produce/identify
2025 and 2026 Auditing Committee written reports	**Not apparent**	A, C	Produce/identify or state none was prepared
Auditing Committee membership/appointment records	**Not apparent**	A, C	Produce/identify
General ledger, check register or equivalent transaction register	**Not apparent**	A, B, D	Produce/identify
Bank statements relevant to requested period	**Not apparent**	A, B, D	Produce with appropriate redactions
Approved 2025 and 2026 budgets	**Not apparent**	A	Produce if they exist

Record or category	August 8 production review	Legal basis	Requested resolution
Records designating authorized account users/check signers/payment authority	**Not apparent**	A, C	Produce/identify
Invoices/receipts and supporting records for expenditures of $250 or more	**Not apparent as a category**	A, B, D	Produce relevant existing records
Supporting records for payments or financial benefits involving an officer or officer-affiliated organization	**Not apparent**	A, B, D	Produce relevant records or state none exist

If an item identified as "not apparent" was included in the August 8 production, identifying the specific file name will resolve that item. I am not requesting duplicate copies.

Likewise, WNA is not being asked to create records that never existed. A written statement that a particular record does not exist will resolve that item.

Current governing authority and 2026 election

Your August 8 response expressly states that your authority as President is established by the bylaws and by "the election results" and states that those election results were included in the responsive documents.

I located your nomination form. I also located the January 21, 2025 Annual Meeting minutes, which record the election of **Brad Anderson as President**, Keith Larson as Vice President, Uyen Nguyen as Treasurer and Vicki Zangara as Secretary, together with the 47–18 vote concerning ZC-24-147.

I did not locate 2026 Annual Meeting minutes, a 2026 ballot tabulation, election certification or comparable corporate record establishing the results of the election in which you became President.

A nomination form does not establish the result of an election.

If the 2026 election record was included in the production and I overlooked it, please identify the file name.

The production also leaves several questions concerning the composition of WNA's governing bodies.

Brad Anderson. The bylaws provide that the immediate past President is an ex-officio member of the Steering Committee. Please produce or identify the existing WNA records reflecting Mr. Anderson's current status and his notification of or participation in 2026 Steering Committee meetings. If no such records exist, a statement to that effect will resolve the request.

Keith Larson. The February 19 TIF 13 letter includes Mr. Larson among recipients identified as "WNA Executive Board members," although the bylaws define the Executive Committee as the four officers. A separate April 23 communication directs that information be shared with "the WNA executive committee and Keith," apparently treating him separately from the Executive Committee. Please produce or identify the existing WNA record establishing Mr. Larson's current WNA office, Steering Committee position, committee chairmanship or delegated role, if any.

Gordon Jackson. The produced July 20 notes refer to a "last minute meeting" involving WNA officers and Mr. Jackson and state that he volunteered to moderate a subsequent WNA meeting. Please produce or identify any existing WNA record establishing a governing, committee or delegated role held by Mr. Jackson and any record identifying the nature of that July gathering if it was treated as official WNA business.

Finally, the February 18 minutes describe the four officers as the **"executive Board (Steering Committee)."** Because the bylaws define the Executive Committee and Steering Committee differently, please identify the corporate record showing which body actually met on February 18 and the governing-body composition used for that meeting.

Actual Steering Committee meetings

Your August 8 response states that your relationship with Econautics has been disclosed at every public meeting WNA has hosted and refers specifically to several meetings I did not attend.

Because those meetings are being relied upon as evidence of disclosure, please identify each such meeting by date and produce or identify the corresponding existing notice, attendance record and minutes reflecting the disclosure.

More generally, please identify each actual Steering Committee meeting held from January 1, 2025 through the present and produce the corresponding existing minutes.

One example illustrates the issue.

On March 5, 2026, WNA sent members notice of a March 17 Steering Committee meeting. The notice stated:

"Location: TBD (depends on # of turnout)"

and instructed members who wished to attend to contact WNA.

I received no subsequent notice providing a meeting location, and no March 17 Steering Committee minutes were apparent in the August 8 production.

Please identify the existing records showing whether that meeting occurred and, if it did, its final location, attendance and minutes. If no March 17 Steering Committee meeting occurred, a statement to that effect will resolve this item.

For clarity, this request concerns **actual meetings of WNA's governing bodies**. WNA-sponsored yard sales, holiday celebrations, block parties, Sunset Socials, National Night Out activities and other social or neighborhood events are not substitutes for the monthly Steering Committee meetings contemplated by the bylaws.

If no Steering Committee meeting occurred in a particular month, please simply identify that month. No nonexistent minutes need be created.

Authorization of positions represented as WNA positions

I am not disputing that the bylaws designate the President as WNA's public voice.

The records question is different:

What corporate action, if any, established a particular substantive position as a WNA position before it was communicated as one?

My July 23 demand therefore requested existing records showing whether WNA positions were approved by the Steering Committee, Executive Committee or membership; any motion, vote, written consent or delegation supporting the position; and the factual basis for representations of membership or neighborhood support.

High Woods Trail

The produced **Woodhaven Neighborhood Association Improvements list** identifies sidewalks on High Woods Trail and traffic-calming measures—including possible speed bumps or cushions—as WNA priorities and includes City service-request numbers associated with those proposals.

The February 18 minutes subsequently state that the "WNA steering committee submitted requests for" sidewalks and traffic calming on High Woods Trail.

Please produce or identify the existing corporate record showing when and how those proposals were adopted as WNA priorities, including any Steering Committee or Executive Committee vote, written consent, member notice, survey or consultation that was maintained as a WNA record.

At the recent July member meeting, residents questioned the proposals after it was stated that members had previously been notified. Please produce or identify the member notice being referenced.

If no such notice exists, please state that fact.

If the proposals originated as an initiative of one or more individual officers and were not separately adopted by a WNA governing body or membership, a statement to that effect will resolve the authorization question.

TIF 13 advance funding

The February 18 minutes state that WNA expressed the position that TIF funds should be allocated to **infrastructure**.

The following day, WNA sent Councilmember Peoples a formal letter advocating the more specific position that TIF funds could be **advanced to a developer rather than provided on a reimbursement basis**. The letter also advocated potential TIF acquisition of portions of the former golf-course property.

Please produce or identify the existing WNA corporate record showing when and by whom the advance-funding position was considered or adopted, including any Steering Committee or Executive Committee vote, written consent or electronic corporate action.

If the position resulted from Executive Committee action, please also produce or identify the existing record showing when that action was reported to the Steering Committee as required by the bylaws.

If no governing-body action occurred and the position was formulated and communicated solely pursuant to the President's general authority, please state that fact.

Claims of membership or neighborhood support

Your August 8 response refers to "overwhelming" member support.

The production contains the January 2025 vote showing **47 votes in support and 18 opposed regarding ZC-24-147**.

If that vote is the basis for particular current WNA positions, please identify the positions for which WNA presently relies upon that vote.

If WNA relies upon any additional vote, survey, petition, poll, membership consultation or tabulation when representing a current proposal as having broad membership support, neighborhood support or community consensus, please produce or identify the existing corporate record relied upon.

WNA resources and Econautics

Your August 8 response states that your relationship with Econautics has been repeatedly disclosed. My request does not assume otherwise.

The separate records question concerns WNA's use of Association resources in connection with an organization founded and led by its President.

On May 8, 2026, WNA used its official Association email account to distribute a jointly branded **"Econautics & Woodhaven Neighborhood Association Sunset Social"** invitation. The invitation stated that Woodhaven families were being invited to learn more about **"the mission of Econautics,"** identified the location as the Econautics site, advertised food, beverages and activities, welcomed contributions and volunteer assistance, and directed residents to you, identified as WNA President, through an Econautics email address.

The event subsequently occurred and was publicized through WNA's Facebook page.

Please therefore produce or identify existing WNA records showing:

1. any Association authorization for WNA's participation in, co-branding of or use of Association communications for the May 17 Sunset Social;
2. any WNA expenditure, payment, reimbursement or purchase associated with the event;
3. any receipt, invoice or transaction record showing WNA payment or reimbursement for food, beverages, equipment, supplies or other event expenses; and
4. any payment, reimbursement, sponsorship, in-kind contribution or other transfer of value between WNA and Econautics in connection with the event.

If WNA made **no expenditure or reimbursement whatsoever** in connection with the event, a written statement to that effect will resolve the financial portion of this item.

Please likewise produce or identify any existing WNA corporate records reflecting another contract, transaction, expenditure or financial arrangement between WNA and Econautics during the requested period, or state that no such corporate record exists.

If an actual WNA contract or transaction implicated Texas Business Organizations Code §22.230, the records concerning disclosure and authorization of that transaction are relevant to the proper purposes stated in my original demand.

Text messages and electronic corporate records

No text messages, group-message communications or comparable messaging records were apparent in the August 8 production, although my July 23 demand expressly requested relevant electronic communications and requested preservation of text messages and messaging applications.

To be clear, I am **not asserting that every personal communication on an officer's private device is automatically a WNA corporate record**.

This portion of the request is limited to existing electronic communications that constitute or document WNA business relevant to the stated proper purposes—for example, corporate decisions or votes, authorization of WNA positions, use of WNA resources, or the factual basis for representations of membership or neighborhood support.

Please confirm whether existing responsive WNA-business communications in text-message, group-message or comparable messaging applications were included in the records search.

If responsive corporate records exist, please produce them.

If no responsive records exist, please state that fact.

If responsive corporate records existed but are no longer available, please identify the relevant custodian and, to the extent reflected in WNA records, when or how they became unavailable.

If responsive records are being withheld, please identify the category being withheld and the legal basis for withholding it.

Financial and accounting records

The financial portion of my request rests on **§22.351, §§3.151/3.153, WNA's bylaws and the proper purposes stated in my July 23 demand—not upon §22.352**.

Section 3.151 requires a filing entity to maintain books and records of account. Section 22.351 gives a nonprofit member the right, upon proper written demand, to inspect existing corporate books and records relevant to a proper purpose.

Texas appellate authority also confirms that production of summary financial information does not necessarily substitute for a member's inspection of the underlying corporate financial records.

In **CASE v. Boltz**, the nonprofit provided computer and financial-report summaries but did not provide all of the underlying records requested by its members. The Amarillo Court of Appeals stated that furnishing a financial statement in lieu of the original financial records was insufficient to satisfy the member's right to inspect the corporate books.

In **Gaughan**, the records sought by a nonprofit member included bank statements, payroll information, vendor-payment records and contracts. The Fort Worth Court of Appeals recognized the broader inspection right afforded to members while also recognizing that legitimate confidentiality and privilege concerns may appropriately be protected.

Accordingly, the year-end financial information already produced does not, by itself, resolve my request for existing underlying corporate records relevant to determining how WNA funds were received, authorized, spent and recorded.

The remaining financial request is therefore limited to the existing records identified in the table, including:

- Treasurer reports;
- written Auditing Committee reports required by the bylaws;
- the general ledger, check register or equivalent transaction-level accounting record;
- relevant bank statements;
- approved budgets, if any;
- records designating persons authorized to access accounts, sign checks or make payments;
- invoices and receipts supporting material expenditures; and
- records supporting payments or benefits involving officers or officer-affiliated organizations.

I will accept reasonable redaction of complete account numbers, unrelated personal identifying information and other legitimately protected information.

Completing the production

I am not asking WNA to create records or reconstruct events for which no record exists.

For each item in the production table, the outstanding issue can be resolved in one of four ways:

Already produced — identify the file name.
Exists — produce the record or arrange inspection.
Does not exist — state that fact.
Withheld — identify the record or category and the legal basis for withholding it.

My July 23 demand requested production by **5:00 p.m. Central Time on August 13, 2026**.

Because this supplemental letter narrows and clarifies categories already contained in that demand rather than adding new categories, I continue to request production of the available outstanding records by that date.

If a particular existing category cannot reasonably be produced by August 13, please produce the records that are available, identify the outstanding category and provide a reasonable proposed date for completion or inspection.

Please continue to preserve potentially responsive WNA paper and electronic records, including emails, relevant WNA-business text or group messages, meeting records and financial records, while this member inspection request remains pending.

My purpose remains straightforward: to inspect the existing corporate records necessary to determine **who is governing WNA, how Association positions are authorized, what evidence supports representations of membership or neighborhood support, and how Association resources are being used and accounted for.**

I hope the table and narrowed descriptions above make it easier to identify and resolve any remaining production issues promptly.

Sincerely,

Erika Graham
Member
Woodhaven Neighborhood Association, Inc.