

CHRISTOS J. DIKTAS*
CHRISTINE GILLEN*
ROBERT A. SCHANDLER*

DIKTAS SCHANDLER GILLEN

ATTORNEYS AT LAW

DENISE K. ZEVALLOS
BRIAN P. JAKULEVICIUS*
MICHAEL HONIG

A PROFESSIONAL CORPORATION

381 PARK AVENUE SOUTH
SUITE 701
NEW YORK, NEW YORK 10016

MICHAEL L. KINGMAN
STEVEN A. COCHRANE
JON S. PLEVITIS*
OF COUNSEL

596 ANDERSON AVENUE
P.O. BOX 2199
CLIFFSIDE PARK, NEW JERSEY 07010

REPLY TO:

(201) 943-8020

X NEW JERSEY
NEW YORK

JAMES F. MADDEN (1921-2004)
JAMES J. DEER (1930-1995)

TELECOPIER (201)943-8838

E-MAIL WRITER MLKESQ@AOL.COM

*MEMBERS OF NJ & NY BARS

April 23, 2007

For A Better Galaxy
7004 Blvd. East
Guttenberg, NJ 07093

**Re: OPINION LETTER CONCERNING MARCH 28, 2007 ANNUAL
MEETING OF UNIT OWNERS**

Dear Gentlemen and Ladies:

I have been requested to review the conduct of the annual meeting of unit owners of the Galaxy Towers Condominium Association which was held on March 28, 2007. It is my legal opinion that, as the result of the action of the Association's attorney Mr. Buckalew and President Mr. Ellinger, unit owners were deprived of their legal and democratic rights. The reasons for this opinion are as follows.

Initially, I should note that, although I was provided with a notarized power of attorney from a unit owner to attend the meeting in that owner's place, Mr. Buckalew refused to allow me to enter the meeting room. No valid reason for denying a unit owner's legal representative to attend was given by Mr. Buckalew, and when he was questioned at the meeting his publicly stated justification for refusing me admittance was both factually and legally inaccurate. In addition, a court reporter I retained to attend and record the meeting was not only prevented from attending, but was physically escorted from the premises by security at the direction of Ms. Fitzpatrick. It is reasonable to conclude that these individuals attempted to prevent any legal record of the meeting, or any challenge to the opinions given by Mr. Buckalew, for reasons which became clear later in the meeting.

A unit owner, duly recognized and called upon by Mr. Ellinger, made a motion to remove certain members of the Board of Directors, including Mr. Ellinger. The motion was duly seconded and the question was called. However, after a private discussion with Mr. Buckalew, Mr. Ellinger stated that a vote would not be permitted.

Mr. Buckalew opined that such a vote would be "unlawful". In my opinion, not only would such a vote have been lawful, it was in fact required, and the failure to allow the vote was a violation of the Association's By-Laws as well as of New Jersey law. Further, an appeal of the ruling of the President was made, which itself required a vote, but no vote was permitted. The actions by the President and Board counsel were, in my opinion, violations of fundamental rules of procedure, New Jersey law, and the democratic process.

Article IV, Section 5 of the Association By-Laws expressly provides that one or more Directors may be removed with or without cause by a majority of the unit owner votes present at any special or regular meeting. Mr. Buckalew stated at the meeting that advance notice of the motion was required. In fact, the By-Laws and Master Deed do not require such advance notice, and neither does New Jersey law. Proposed amendments to the By-Laws which would have required such advance notice were circulated, voted upon, and rejected several years ago by the unit owners. I understand Mr. Buckalew was the attorney for the Association at the time, and in fact drafted the proposed revisions. If, as Mr. Buckalew claimed, such a requirement already existed under New Jersey law, why would he recommend those amendments a few years ago? And, since he knew, or should have known, that the amendments requiring advance notice of an intended motion to remove had been rejected, how could he now claim such notice was necessary? Perhaps the reason I was illegally barred from the meeting was to prevent raising these very questions.

Following the statements that a vote on the motions for removal would not be permitted, nor would a vote on such a ruling be permitted, the meeting was arbitrarily and abruptly adjourned by Mr. Ellinger, without even the pretext of any lawful authorization to do so. No one, at that point, had the right to simply declare the meeting at an end without a motion, properly made, seconded, and voted upon. Moreover, since Mr. Ellinger himself was the subject of the motion to remove, he was obligated to surrender the conduct of the meeting to another. At that point, under New Jersey law, "inspectors" (or, as referred to in the By-Laws, "Judges") should have been selected to conduct the balloting. Instead, the unit owners were denied their fundamental right to be heard and to vote, a direct violation of New Jersey law.

In my opinion, the rights of the unit owners of the Association to due process, a democratically run meeting, and the expression of their free will, were grossly and blatantly violated.

Very truly yours,



MICHAEL L. KINGMAN

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