

March 25, 1994

Ms. Rosemary Epler  
32452 Elizabeth Way  
Union City, CA 94587

Dear Rosemary:

Thank you for your letter dated March 10, 1994, which you left at the ROA office for me to pick up. I picked up this letter March 12, 1994. What enclosure did you forget to give to me, as addressed on the bottom of your letter?

Your first paragraph states you wish that I would put issues regarding my proposal in writing to address the Board thoroughly.

Following my conversation with you that weekend, you wanted your seven (7) questions answered.

**1. Legal challenge by owner.**

The Board asked me not to pursue RV HOLDING until the Board held a Special Meeting to vote on RULE changes.

The final tally of the Special Meeting was read aloud at the February 26, 1994 Board Meeting, after being challenged by an owner.

**2. Recommended a survey of ALL OWNERS, not just RV owners.**

This is supposedly being done in the ROA April newsletter. Please be aware, not ALL owners are moving their RV's and paying for RV storage. Only the 200+ owners who OWN RV'S.

**3. A layout drawn to scale. Since you did not see this, here it is, on 8-1/2 x 11 paper.**

**4. Your original recommendation....5 day holding as in the RULE book.**

We agreed to 5 days. The present standard is to move an RV on Sunday (the end of the 60-day stay). Then the RV is returned either on the following Friday, Saturday or Sunday. The 60-day count starts again on Monday.

**5. Requested a written proposal of how this area would be monitored. What will be the demands on staff?**

There is no increased demands on staff. The 5-day stay off R-Property is already being monitored. And we have 24 hour security.

See my proposal dated May 12, 1994, addressed to Ranch Manager, per his request for PROS and CONS:

THIS IS EXACTLY THE SAME ROTATIONAL SYSTEM UTILIZED ON THE RANCH CURRENTLY, except that R-RV's do not leave the Ranch for 5 days.

Ms. Rosemary Epler  
March 25, 1994

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6. *Stipulation that owner must be on Ranch when RV moved into or out of "HOLDING" area.*

Please see Napa County Police Department's requirement for private property.

22658 (1)(1) A towing company shall not remove a vehicle from PRIVATE PROPERTY without first obtaining written authorization from the property owner or lessee, or an employee or agent thereof, WHO SHALL BE PRESENT AT THE TIME OF REMOVAL.

Translated: Napa Police Department stated that in the situation of R-Ranch RV moving to and from a holding area, a written agreement between the property owner (RV Pardner) and towing person can be made. These individuals can remove R-RV's from the property or within R-Property WITHOUT THE PROPERTY OWNER BEING PRESENT.

If this is still unclear to you, call Kris Dern, Sergeant, Traffic Section Special Operations Division, NAPA CITY POLICE DEPARTMENT (707) 257-9550.

7. *Recommended a \$25.00 fine per week if RV not removed.*

THIS IS ALREADY A RULE!


Suggestion: The Board place signs, "Unauthorized vehicles will be moved at Owners's Expense" when not removed from the RV HOLDING area over 7 days.

*If owner refuses to pay or refuses to move unit from RV Holding Area.*

See June 26, 1983 Board Minutes: Paragraph 4: People storing boats in the storage lot will be required to sign a waiver so the ROA can move the boats, if necessary and also to sign in and out when parking and removing their boat.

Please contact Napa City Police Department with any further questions you have.

Sincerely,

  
Al Rowland  
Owner #607

Encl.: 8-1/2 x 11 layout, drawn to scale.

cc: Board of Directors

SUTRANCE ROAD

FENCE

SUTRANCE ROAD

FENCE

BOATS 18 FT OR LESS - 10 FT WIDE  
6 TRAILERS IN LOT, USE  
FOR THIS AREA

10' x 10' LOT

100 FT

HARVEZ TRAIL IN FRONT OF BOATS

27 FT  
27 BOATS  
10 FT WIDE

170 FT

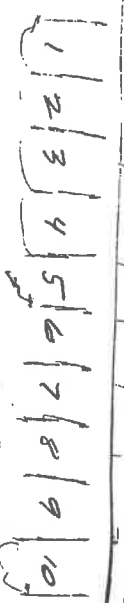
8 BOATS  
10 FT WIDE  
80 FT WIDE

CAN ALSO STORE MORE BOATS  
IN THIS AREA IF NEEDED

252 FT  
12 FT 215 BOATS (RV HOLDINGS)  
WIDE

3 BOATS OR MORE 8' 30" x 40' FT  
5 BOATS OR LESS 5' 20" x 20' FT

HILL



105 BOATS 10 FT X 10' 100 FT

OFFICE

WIDE LOT

CANOEES + BOATS AND TRAILER

3 STEEL BOATS

10 FT BOATS 10 FT WIDE

110 FT

100 FT IF NEEDED

HILL  
EAST CHALKS

GATE OPENING

100 FT  
EAST CHALKS

FLASH-FAX	TO: R-RANCH GARRY BLEMMER FAX #: 707-252-0143	FROM: S. ROWLAND	DATE: 3/14/94
		FAX #:	PHONE #:

TOPS 14800

NO. PAGES INCLUDING THIS PAGE 2

TO  
FROM  
DATE  
RE

BOARD OF DIRECTORS, R-RANCH AT THE LAKE, ROA

SANDRA ROWLAND, #607  
*Sally P. Mc Dermott #1009*  
*[Signature]*

MARCH 12, 1994

ELECTION PROCEDURES

PURSUANT TO CALIFORNIA CORPORATE NONPROFIT MUTUAL BENEFIT CODE SS 7520, YOU ARE REQUESTED TO PUBLISH IN THE ROA NEWSLETTER, SOLICITATION FOR NOMINATIONS OF DIRECTORS, <sup>ELECTIONS</sup> HELD ANNUALLY IN AUGUST.

PLEASE NOTE "GIVEN THE SIZE AND NATURE AND OPERATIONS OF THE CORPORATION."

THIS ISSUE WAS NOT MENTIONED AT FEBRUARY 26, 1994

BOARD OF DIRECTORS MEETING. DEADLINE FOR ROA INSERTION IS MARCH 15, 1994.

CC: ATTORNEY KNUTSEN

**is Based on Legislative Committee Summary:**  
 variety of reasons, such as poor record-keeping or inactivity for an extended period, some nonprofit corporations are unable to obtain a quorum of members or directors, identify accurately their members or directors, or comply with various provisions of corporate articles or bylaws. This section allows a mutual benefit corporation, upon obtaining court approval, to extricate itself from this situation and restore regularity in its organizational structure and operations.

**References:**  
 Jur 2d Corporations §§ 707 et seq.

**SUGGESTED FORM**

**Member of Mutual Benefit Corporation—Failure of Corporation to Hold Meeting**

**Prayer and Cause]**

resides at \_\_\_\_\_ [address], in the City of \_\_\_\_\_ County of \_\_\_\_\_ California, and is a member in good standing of \_\_\_\_\_ [mutual benefit corporation],

it is a nonprofit mutual benefit corporation duly organized and existing under the laws of the State of California, with its principal office located at \_\_\_\_\_ [address], in \_\_\_\_\_ County of \_\_\_\_\_ State of California, and whose general purpose is \_\_\_\_\_ [specify].

its \_\_\_\_\_ [name] and \_\_\_\_\_ [name] are the duly elected and acting members of the board of directors of respondent corporation. The above-named respondents are the \_\_\_\_\_ [names] of the County of \_\_\_\_\_ State of California.

*[Set forth facts supporting allegation that it is impractical or impossible for plaintiff to call or conduct a meeting of its members].*

It is the \_\_\_\_\_ [practicality or impossibility] of calling a meeting of the members of the corporation above, the members of respondent corporation have been deprived of the opportunity to participate in the management and operation of respondent corporation and to exercise their rights as members of the corporation. The above-named respondents are the financial position of respondent.

Plaintiff prays:

That each of them, be cited to appear and answer this petition; That the court, in accordance with the provisions of Section 7515 of the Corporations Code of California, issue its order designating the time and place for the next annual meeting of resident corporation, and the form of notice of such meeting; *[Set forth any further relief requested, such as authorization for a written ballot or of obtaining the vote of members].*

That further relief as the court may deem just and equitable.

19, 18

*[Signature]*

*in, see form set out under CCP § 446.]*

**ARTICLE 2**

**Additional Provisions Relating to Election of Directors**

Additional provisions relating to election of directors, including provisions relating to election procedures, shall be set forth in the articles of incorporation and the bylaws of corporations with 5,000 or more members. **Nominations of directors:** Corporations with 5,000 or more members: Nominations

§ 7523. Equal access to corporate publications: Vote solicitations in corporate publications

§ 7524. Election material: Mailings: Requests by nominees: Payment of costs

§ 7525. Refusal by corporation to publish or mail material: Prohibitions: Liability of corporation or officers for material supplied by nominee: Actions to relieve corporation from publication and mailing obligations

§ 7526. Use of corporate funds to support nominees: Prohibitions

§ 7527. Actions attacking validity of election, appointment or removal of director: Nine month statute of limitations

**§ 7520. Nomination and election procedures**

As to directors elected by members, there shall be available to the members reasonable nomination and election procedures given the nature, size and operations of the corporation. The procedures shall include:

(a) A reasonable means of nominating persons for election as directors.

(b) A reasonable opportunity for a nominee to communicate to the members the nominee's qualifications and the reasons for the nominee's candidacy.

(c) A reasonable opportunity for all nominees to solicit votes.

(d) A reasonable opportunity for all members to choose among the nominees.

Added Stats 1978 ch 567 § 6, operative January 1, 1980.

**Comments Based on Legislative Committee Summary:**

Recent cases dealing with the election of directors of nonprofit corporations have found that election procedures were unfair in that the members did not have a real voice in the election of directors. The nonprofit law codifies case law by requiring that there shall be available to the members reasonable nomination and election procedures given the nature, size, and operations of the corporation, including a reasonable means of nominating persons for election as directors, a reasonable opportunity for a nominee to communicate to the members the nominee's qualifications and the reasons for the nominee's candidacy, a reasonable opportunity for all nominees to solicit votes, and a reasonable opportunity for all members to choose among the nominees. These general concepts are dealt with in particular sections (§§ 7520-7527) dealing with nominations, mailing election material to members, and providing reasonable treatment in corporate dissemination of material soliciting votes for nominees.

**Cross References:**

Rights of inspection of membership lists: § 8330 et seq.  
 Meetings and voting under transition provisions: § 9920.

**Collateral References:**

19 Am Jur 2d Corporations §§ 624, 625.  
 6 Am Jur Legal Forms 2d, Corporations, § 74:981.

**§ 7521. Nomination procedures: Corporations with 500 or more members**

Except for directors who are elected as authorized by Section 7152, or

MARC Brown  
Don Jones  
Rosemary  
Ellie  
Barry  
Jeff

MAR 7 1994  
Sent  
R

"RV HOLDING"

Pardners: At the Annual Meeting held in August, 1993, a proposal was made by an owner to "hold" R-RV's on R-Property. This is not considered storage.

Napa County Environmental Management called the State Housing and Urban Development Department in Sacramento to determine if there were any laws which required that RV Pardners to move their RV's off their property. There are no such laws.

Proposal: Instead of moving R-RV's off premises, they remain on the premises in a designated "holding area" for the 5 days as written in R-Rulebook. Two sites have been proposed. RV-Holding I is adjacent to the rear entrance, next to the boats. RV-Holding II is the non-electrical campsites. 50 sites are available between the two sites.

The ownership is being solicited for your approval and survey. Please answer the following two questions:

I understand the above proposal and approve "RV Holding."  
Yes \_\_\_\_\_ No \_\_\_\_\_

I plan to purchase an RV in the future.  
Yes \_\_\_\_\_ No \_\_\_\_\_

Name \_\_\_\_\_ Owner # \_\_\_\_\_

Signature \_\_\_\_\_

Please see Pardner Al Rowland, #607, if you have any questions, at Campground Space #146.