

1 MAYER BROWN LLP
Christopher J. Kelly (SBN 276312)
2 cjkelly@mayerbrown.com
Anne M. Selin (SBN 270634)
3 aselin@mayerbrown.com
Cristina A. Henriquez (SBN 317445)
4 chenriquez@mayerbrown.com
Two Palo Alto Square, Suite 300
5 3000 El Camino Real
Palo Alto, California 94306-2112
6 Telephone: (650) 331-2000
Facsimile: (650) 331-2060

ENDORSED FILED
SAN MATEO COUNTY

MAR 13 2018

Clerk of the Superior Court
By BROOKE N. JIMENEZ
DEPUTY CLERK

7 Attorneys for Applicant IRENE LAUDEMAN
8

9 **SUPERIOR COURT OF THE STATE OF CALIFORNIA**

10 **COUNTY OF SAN MATEO**

11 IRENE LAUDEMAN, an individual,

12 Applicant,

13 v.

14 PALO ALTO PARK MUTUAL WATER
COMPANY, a California corporation,

15 Respondent.
16
17
18
19

Case No.

18CIV01274

**NOTICE OF APPLICATION
PURSUANT TO CORPORATIONS
CODE § 601(C) FOR AN ORDER
SUMMARILY DIRECTING THE
GIVING OF THE NOTICE OF A
SPECIAL SHAREHOLDERS'
MEETING**

Date: March 28, 2018

Time: 9:00 a.m.

Dept: LM

[Filed concurrently with Application,
[Proposed] Order, Affidavit of Shannon
Pekary, and Affidavit of Irene Laudeman]

1 To the Palo Alto Park Mutual Water Company (“Company”), all parties herein and their
2 representatives:

3 PLEASE TAKE NOTICE that on March 28, 2018, at the hour of 9:00 a.m., or as soon
4 thereafter as the matter may be heard in Department _____ of the above-entitled court, located at
5 400 County Center, Redwood City, CA 94063, Applicant Irene Laudeman will, and through the
6 accompanying Application does, apply to this Court pursuant to section 601, subdivision (c), of
7 the Corporations Code for an order summarily directing the Company, through its officers and
8 representatives, to:

- 9 1. Convene and hold a shareholders’ meeting on Saturday, April 14, 2018, at 12:00
10 p.m., at the Executive Office of the Company, located at 2190 Addison Avenue, East
11 Palo Alto, California, 94303;
- 12 2. Allow Company shareholder Shannon Pekary to conduct the shareholders’ meeting
13 according to the following agenda:
 - 14 • Opening remarks;
 - 15 • Presentation and counting of proxies;
 - 16 • Confirming the existence of a quorum;
 - 17 • Voting on the removal of the current members of the Board of Directors
18 (“Board”);
 - 19 • Nominating candidates for the Board, including the following:
 - 20 1. Shannon Pekary;
 - 21 2. Norman Picker Jr.;
 - 22 3. Delphine Hill;
 - 23 4. Ramiro Macias; and
 - 24 5. Kumar Chaudhari;
 - 25 • Electing Board members;
 - 26 • Considering and voting on amendments to the Company’s Bylaws;
 - 27 • Announcing the first meeting of the newly elected Board;
 - 28 • Adjourning; and

1 3. Issue the following notice on or before April 2, 2018 by first-class mail to the
2 Company's shareholders of record—the Company's record shareholders as of the
3 date next preceding the date the notice is sent:

4 **NOTICE OF SPECIAL SHAREHOLDERS' MEETING**
5 **TO ELECT THE BOARD OF DIRECTORS**
6 **FOR THE PALO ALTO PARK MUTUAL WATER COMPANY**

6 Dear Shareholder:

7 The Palo Alto Park Mutual Water Company hereby gives notice that a meeting of the
8 shareholders will take place as follows:

9 Location: Executive Office of the Palo Alto Park Mutual Water Company
10 2190 Addison Avenue
11 East Palo Alto, CA 94303

11 Date: Saturday, April 14, 2018

12 Time: 12:00 p.m.

13 Shareholder Shannon Pekary will conduct the meeting pursuant to the following meeting agenda:

- 14 • Opening remarks;
- 15 • Presentation and counting of proxies;
- 16 • Confirming the existence of a quorum;
- 17 • Voting on the removal of the current members of the Board of Directors
18 (“Board”);
- 19 • Nominating candidates for the Board, including the following:
 - 20 1. Shannon Pekary;
 - 21 2. Norman Picker Jr.;
 - 22 3. Delphine Hill;
 - 23 4. Ramiro Macias; and
 - 24 5. Kumar Chaudhari;
- 25 • Electing Board members;
- 26 • Considering and voting on amendments to the Company's Bylaws;
- 27 • Announcing the first meeting of the newly elected Board; and
- 28 • Adjourning.

1 No other business will be transacted at the meeting.

2 The grounds for this Application are straightforward. Pursuant to section 601,
3 subdivision (c), of the Corporations Code, on December 14, 2017, Ms. Laudeman submitted a
4 written request to the Company to cause notice of a special meeting of the shareholders to be
5 given to the Company shareholders. (Affidavit of Irene Laudeman (“Laudeman Aff.”) ¶ 7, Ex.
6 F.; Affidavit of Shannon Pekary (“Pekary Aff.”) ¶ 3.) By statute, the Company was then
7 required to give notice of such a meeting within 20 days after receipt of the request. (Corp.
8 Code, § 601, subd. (c).) It did not do so. (Laudeman Aff. at ¶ 8; Pekary Aff. at ¶ 4.) Indeed, it
9 has been over two months since the request was delivered and the Company has not offered any
10 response or indication that it will issue a notice. (Laudeman Aff. at ¶ 8.)

11 Pursuant to section 305, subdivision (c), of the Corporations Code, the hearing of this
12 Application shall “take precedence over all other matters not of a similar nature pending on the
13 date set for the hearing.” (Corp. Code, § 305, subd. (c).)

14 The Application is based on this Notice of Application, the accompanying Memorandum
15 of Points and Authorities, the Affidavits of Irene Laudeman and Shannon Pekary, the
16 accompanying exhibits thereto, any oral argument, any matters of which the Court may take
17 judicial notice, and such other matters as this Court may consider.

18
19 Dated: March 13, 2018

MAYER BROWN LLP
Christopher J. Kelly
Anne M. Selin
Cristina A. Henriquez

20
21
22
23 By: Christopher J. Kelly
Christopher J. Kelly
24 Attorneys for Applicant IRENE LAUDEMAN