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ENDORSED FILED
SAN MATEO COUNTY

MAR 13 2018

Clerk of the Superior Court
By: ANTONIO R. GERONIMO
Deputy Clerk

SUPERIOR COURT OF THE STATE OF CALIFORNIA

COUNTY OF SAN MATEO

IRENE LAUDEMAN, an individual,

Applicant,

v.

PALO ALTO PARK MUTUAL WATER
COMPANY, a California corporation,

Respondent.

Case No. **18CIV01274**

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

Date: March 28, 2018

Time: 9:00 a.m.

Dept: _____

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

1 Applicant Irene Laudeman hereby alleges:

2 1. Mrs. Laudeman is an individual who now, and at all times mentioned in this
3 application was, a resident of San Mateo County, California. (Affidavit of Irene Laudeman
4 (“Laudeman Aff.”) ¶ 1.)

5 2. Respondent, the Palo Alto Park Mutual Water Company (“Company”), is now,
6 and at all times mentioned in this application was, a corporation organized and existing under the
7 laws of the State of California, with its principal place of business in San Mateo County,
8 California. (*Id.*, Ex. A.)

9 3. Mrs. Laudeman is now, and at all times mentioned in this application, was the
10 owner of record and holder of 2.16 shares of the Company’s common stock. (*Id.*, Ex. B.)

11 4. Mrs. Laudeman is now, and at all times mentioned in this application, was a
12 proxyholder with the authority to act for shareholders holding over one-third of Company shares.
13 (*Id.* at ¶¶ 6-7, Exs. E & G.)

14 5. On December 14, Mrs. Laudeman called a special meeting of the Company’s
15 shareholders by making a written request to the Company. (*Id.* at ¶¶ 6-7, Ex. F.) Shannon
16 Pekary, another Company shareholder, personally delivered that written request to Jabari Loudd,
17 the Company’s Assistant General Manager, requesting that notice be given to the Company’s
18 record shareholders that a meeting would be held on Saturday, January 20, 2018. (Affidavit of
19 Shannon Pekary (“Pekary Aff.”) ¶ 3.) Along with that request, Mr. Pekary, on behalf of Mrs.
20 Laudeman, also submitted copies of proxies for 673.38 shares, forty-three percent (43%) of all
21 outstanding Company shares. (*Id.*)

22 6. Even though more than twenty (20) days passed since the Company received Mrs.
23 Laudeman’s request, the Company did not issue the requisite notice of the special shareholders’
24 meeting that Mrs. Laudeman called. (Laudeman Aff. at ¶ 8; Pekary Aff. at ¶ 4).

25 Thus, Mrs. Laudeman hereby applies to this Court, pursuant to section 601, subdivision
26 (c), of the Corporations Code, for an order summarily directing the Company, through its
27 officers and representatives, to:

28

- 1 1. Convene and hold a shareholders' meeting on Saturday, April 14, 2018, at 12:00
2 p.m., at the Executive Office of the Company, located at 2190 Addison Avenue, East
3 Palo Alto, California, 94303;
- 4 2. Allow Company shareholder Shannon Pekary to conduct the shareholders' meeting
5 according to the following agenda:
 - 6 • Opening remarks;
 - 7 • Presentation and counting of proxies;
 - 8 • Confirming the existence of a quorum;
 - 9 • Voting on the removal of the current members of the Board of Directors
10 ("Board");
 - 11 • Nominating candidates for the Board, including the following:
 - 12 1. Shannon Pekary;
 - 13 2. Norman Picker Jr.;
 - 14 3. Delphine Hill;
 - 15 4. Ramiro Macias; and
 - 16 5. Kumar Chaudhari;
 - 17 • Electing Board members;
 - 18 • Considering and voting on amendments to the Company's Bylaws;
 - 19 • Announcing the first meeting of the newly elected Board;
 - 20 • Adjourning; and
- 21 3. Issue the following notice on or before April 2, 2018 by first-class mail to the
22 Company's shareholders of record—the Company's record shareholders as of the
23 date next preceding the date the notice is sent:

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

24 Dear Shareholder:

25
26 The Palo Alto Park Mutual Water Company hereby gives notice that a meeting of the
27 shareholders will take place as follows:
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Location: Executive Office of the Palo Alto Park Mutual Water Company
2190 Addison Avenue
East Palo Alto, CA 94303

Date: Saturday, April 14, 2018

Time: 12:00 p.m.

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

- Opening remarks;
- Presentation and counting of proxies;
- Confirming the existence of a quorum;
- Voting on the removal of the current members of the Board of Directors (“Board”);
- Nominating candidates for the Board, including the following:
 1. Shannon Pekary;
 2. Norman Picker Jr.;
 3. Delphine Hill;
 4. Ramiro Macias; and
 5. Kumar Chaudhari;
- Electing Board members;
- Considering and voting on amendments to the Company’s Bylaws;
- Announcing the first meeting of the newly elected Board; and
- Adjourning.

No other business will be transacted at the meeting.

Dated: March 13, 2018

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

By: 
Christopher J. Kelly
Attorneys for Applicant IRENE LAUDEMAN