



DLA Piper LLP (US)  
701 Fifth Avenue, Suite 7000  
Seattle, Washington 98104-7044  
www.dlapiper.com

John M. Steel  
john.steel@dlapiper.com  
T 206.839.4833  
F 206.494.1792

October 4, 2017

Ms. Emily Studebaker, Esq.  
Hall Render Killian Heath & Lyman, P.C.  
600 108th Ave NE, Suite 320  
Bellevue, WA 98042

Dear Ms. Studebaker:

Thanks for your letter dated September 28, 2017, in which you offered your legal rationale for requesting the video recording of the special member meetings. Considering how much effort went into preparing your legal analysis, we have gone back and re-checked our own analysis and support for the position we have taken in our prior correspondence. Having done so, our position remains unchanged.

Your analysis relies heavily on certain wording changes that were made to RCW 24.03.135 in 2004. Under your interpretation, the 2004 Legislature intended to broaden the scope of the member-inspection right to include any "[corporate] information inscribed on a tangible medium or contained in an electronic transmission" that is owned by the corporation. In other words, you argue that virtually every bit of information that a corporation possesses and has recorded in any form was intended to become subject to inspection rights.

But the 2004 legislative history reveals an extremely narrow purpose for the statutory changes enacted that year – namely, to facilitate electronic communications between a corporation and its members. There is no suggestion in the legislative history that the Legislature intended to vastly broaden the scope of the member-inspection right in the manner you argue for, which would make the Washington non-profit corporations statute an outlier compared to other corporate laws and other states. While I suppose we can argue over whether the words chosen clearly effected the Legislature's intent, we don't think there's any chance that a court would find that the Legislature intended to make the sweeping change you are trying to infer.

So, we again respectfully decline to provide the video to your client. As before, we again assure you that we do intend to preserve the video so that it will be available in the event litigation/discovery require its production. We suggest you advise Dr. Larson not to show up at our offices on October 16, since his trip would be fruitless.



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Your letter also requested a copy of the current Bylaws. We are still working on a revised version of the Bylaws that will reflect the votes taken by the members and the directors' responses. I will be happy to send you a copy of those revised Bylaws when they are ready.

Very truly yours,

**DLA Piper LLP (US)**

A handwritten signature in black ink, appearing to read 'John M. Steel'.

John M. Steel

JMS:mjh

Enclosure

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