

SUPERIOR COURT OF WASHINGTON FOR THURSTON COUNTY

KENT L. and LINDA DAVIS; and SUSAN
MAYER, derivatively on behalf of OLYMPIA
FOOD COOPERATIVE,

Plaintiffs,

v.

GRACE COX; ROCHELLE GAUSE; ERIN
GENIA; T.J. JOHNSON; JAYNE KASZYNSKI;
JACKIE KRZYZEK; JESSICA LAING; RON
LAVIGNE; HARRY LEVINE; ERIC MAPES;
JOHN NASON; JOHN REGAN; ROB
RICHARDS; JULIA SOKOLOFF and
JOELLEN REINECK WILHELM,

Defendants.

No. 11-2-01925-7

DECLARATION OF JAMES
HUTCHEON

I, James Hutcheon, declare as follows:

1. I am a member of the Olympia Food Coop and Vice President of its Board of Directors. I am currently serving a 2-year term from 2017 to 2018.
2. Attached hereto is a true and accurate copy of a resolution that was unanimously passed by the Olympia Food Coop Board of Directors at our November 16, 2017 meeting. I was present at the meeting and witnessed and participated in adoption of the resolution.
3. None of the individuals listed as defendants above is currently on the Board of Directors.

4. The resolution was passed as a way for the Board of Directors to formally express its displeasure with the continuation of the present lawsuit and the adverse impact it has had on the organization.

I declare under penalty of perjury under the laws of the State of Washington the foregoing is true and correct and based on personal knowledge.

Executed at Olympia, Washington, this 29th day of November, 2017.


James Hutcheon

EXHIBIT A

The Board of Directors of the Olympia Food Cooperative finds that:

1. The lawsuit *Davis V. Cox* was filed without the approval of the Co-op or its Board.
2. The plaintiffs in the suit are not acting under any authority delegated by the Board, past or present.
3. The plaintiffs chose to litigate their concerns rather than pursuing redress through the channels outlined in Co-op's bylaws, including the member-initiated ballot process.
4. The ongoing litigation initiated and maintained by the plaintiffs has imposed significant burdens upon the Co-op, to the Co-op's detriment. These burdens include the expenditure of staff time to respond to voluminous discovery requests, difficulty in recruiting volunteers to serve on the Board due to active litigation, and a chilling effect on the Co-op's ability to engage with related issues and move forward in a spirit of reconciliation.

Therefore, the Board resolves that:

1. The Board rejects the claim that the plaintiffs are acting in a derivative capacity on behalf of the Co-op.
2. The Board believes the lawsuit should be dismissed.
3. The Board authorizes one or more Directors to submit declarations to the court or otherwise testify to this resolution in support of the lawsuit's dismissal.