

NASH RANCH ROAD ASSOCIATION

P. O. Box 400
Philo, CA 95466

April 12, 1993

DEAR NASH RANCH PROPERTY OWNERS;

With the rainy season about at an end and road work starting we feel it is time to give a report on the status of the Road Association and it's activities.

As of the 1st of April the Association has received approximately \$7500 from the Nash Ranch Owners and \$1320 from the Clow Ridge Owners. This is 78% of what was requested from the Nash owners and 52% of what was requested from the Clow Ridge owners. We thank those who have paid and hope we will soon hear from those who have not yet done so. As we are funding the Lower Nash Mill Road separately from the remainder of the roads, the low participation of the Clow Ridge owners will result in less work on that portion of the road than we had anticipated.

We have hired Bill Holcomb to maintain the roads this year and he has done some grading already. We have also done some brush removal. Diane Paget has prepared a detailed report on the maintenance effort thus far and it is attached.

The plan to form a Non Profit Corporation turned out to be more complex than anticipated and we have decided to form a non profit Association instead. It will have the same liability insurance protection as the corporation would have had and we plan to provide organizational procedures very similar to those required for a corporation. A non profit corporation has many advantages, but we feel we can do almost as well with a non profit Association. Also, forming an association is less expensive than forming a corporation

A draft of the By Laws of the Association has been prepared and we will distribute it in advance of the annual meeting which has been scheduled for August 7, 1993. More information on the meeting will be provided later.

Several questions have been asked and comments made and you might be interested in our responses.

Question: "Is it true that the Association is changing the name of Nash Mill Road?"

Answer: Absolutely not. The Association has neither the authority nor the desire to change road names. The only purpose of the Association is to maintain the roads.

Exhibit 2.5

Question: "I've made my payment but my neighbor has not. What is the Association going to do to make my neighbor pay?"

Answer: As the Steering Committee we continue to hope that all owners will recognize that this is a cooperative effort of the owners and that every owner will do his or her part. We do not believe the members of this committee have authority to do more. Once the Association is formally set up and has adopted a set of Bylaws it will be up to the members of the Association to decide what if anything should be done about non-payment. We have attempted however to design a sharing scheme which would be accepted as fair by a court should the Association decide to place liens on non-paying properties in accordance with the California Statutes.

Question: Logging trucks can cause major wear and tear to the roads. How does the Association plan to obtain compensation?

Answer: We are currently studying what other road associations charge when association roads are used for logging purposes and we plan to propose a formula for adoption by the members at the annual meeting. Until then we believe any owner contemplating logging should negotiate a fair payment to be made to the Association by the logger for road use. Please call Diane Paget for more specific information.

Question: "I bought my property because it was remote and I want it to stay that way. I don't want the roads maintained."

Answer: We don't want to force road maintenance on anyone and we have said in our earlier letters that any owner or group of owners could assume maintenance (or non-maintenance) of roads in their own area and reduce the payment to the Association accordingly. We do feel though that it is fair to ask each owner to contribute to the maintenance of the roads from Highway 128 to that point at which the owner or owners assume responsibility for their own roads.

Overall we believe the Association is off to a very good start and we appreciate the cooperation of those who have paid their assessments and those who have done actual work on the roads. It will take time, but we feel in a few years the roads will be demonstrably better, possibly allowing reduced annual payments.

If you have suggestions or would like to discuss any specifics of the Association or it's activities please call Diane Paget at 707-895-2966 or John Wild at 510-837-2824.

THE STEERING COMMITTEE

The active members of the Nash Road Association Steering Committee have spent well over one hundred hours of volunteer time developing maps and ownership lists, talking with contractors and others, including Tom Schott of the Soil Conservation Service, about how to develop and maintain an economical, environmentally safe road. (Silty runoff from poorly maintained ranch roads is an important factor in the destruction of Salmon and Steelhead habitat in Northern California rivers.) Almost everyone we talked to advised us to narrow the road to approximately 24 feet in width and rock it. This, however, is a long term project. As the road is narrowed, it must be recontoured to direct the runoff over the edge or into ditches, since the recontouring may bury the rock that is on the road, it can only be done as we can afford to put rock on the reworked parts.

This year as a first step we are going to grade the road and clear the ditches. Many of the ditches have not been cleared in a number of years and are very overgrown with trees and brush. We have had to cut away the brush growing in the ditches and the overhanging branches that were in the way of the grader. On the main road from Hiway 128 to just beyond the Wilds' place on Hungry Hollow Road this work was contracted out and paid for by the road association. Most of the clearing on the roads ending at the Butts, Nelson, and Seekins properties was done with the donated labor of persons living on and using those roads. Much of the rest of Hungry Hollow Road is badly overgrown. We had neither the time nor the money to clear it this Spring. We also know that some of the users of that road may want it left as it is. If the property owners who use that part of the road could decide among themselves how they want to do it and clear it this summer, the ditches could be graded in the Fall.

We have selected Bill Holcomb, who has been grading Clow Ridge and Holmes Ranch Roads, to do the grading for at least this year. He has told us that because the road and the ditches are in such poor repair it will take him longer to do the grading for the first year or two. By the third year grading should be a smaller share of the cost of maintenance, allowing more to be spent on rock.

One of the things that we discovered as we investigated the condition of the road is that many of the culverts are old, rusted out and in need of replacement. We will be doing this as we can afford to, in some cases we may have to put away money for several years to be able to replace some

of the larger culverts. Some of the monies that are designated for Lower Nash Mill Road will be saved for the eventual replacement of the culvert in the big dip just after the cattle guard as you are going out after the Clow Ridge junction. If we can afford to this year, we will rock the road near Hiway 128 to deal with the pothole problem.

And, finally, we will not be grading those parts of the road on which no one has paid a user fee.

NASH RANCH ROAD ASSOCIATION

P. O. Box 400
Philo, CA 95466

December 1, 1993

Dear Nash Ranch Road Association Members:

Enclosed is a copy of the "Bylaws of the Nash Ranch Road Association" which was approved at the first annual meeting of the Association held on August 14, 1993. Also enclosed (and attached to the Bylaws) is a revised map of the area covered by the Association showing the roads to be maintained. This map is slightly different from the map distributed earlier in that several parcels have been deleted from the Northwest and Northeast corners.

The owners of the deleted parcels have indicated that they preferred not being in the Association and that they did not want the roads graded all the way to their properties. By deleting these properties and roads we can somewhat reduce our insurance costs. Owners of the deleted parcels wishing to use Association Maintained Roads will be expected to compensate the Association for such use in accordance with Article IV of the Bylaws.

As the map is a part of the Bylaws, and the Bylaws can only be changed by a vote of the members, we have enclosed a pre paid post card ballot which we ask that you review, indicate thereon your preference, and return to the Association not later than December 10, 1993.

The rains have begun in Mendocino County and with them comes increased risk on the roads and to the roads. We ask that all owners be particularly aware that there are several areas which become very slippery when wet and a lot of damage can be caused both to the car and to the road if someone is careless or drives too fast. We hope to get some gravel on parts of the lower road soon, but caution is still the safest policy. We also ask that each owner assume responsibility for responding to problems. If a culvert is blocked or water is running down the road instead of off to the side - do something about it. Get a shovel and clear it out or redirect the water. Or get help. Call Andy Taylor (707-895-3053) or Diane Paget (707- 895-2966) and tell them about the problem.

The Association is trying to maintain the roads at the highest level possible, but we all need to do what we can. What we do not do as volunteers we will have to pay someone to do - and usually after damages are significant. Sometimes a small immediate repair can avoid a much larger one later on.

Exhibit 2.6

On another subject, budgets and assessments for next year are currently being reviewed by a subcommittee consisting of Diane Paget, (707-895-2966), Daniel Sicular, (510-843-6738) and Glen Gasaway (no phone). If you have suggestions, they would appreciate hearing from you.

Our intention is to send out Road Assessments in late January or possibly early February. We will probably at the same time send out a semi-annual newsletter, another issue to be sent out with the Annual meeting announcement in the summer. If you have anything you would like to include in the newsletter, contact Diane Paget.

Please return your ballots promptly and do what you can to help the roads through the winter.

NASH RANCH ROAD ASSOCIATION

BYLAWS OF THE NASH RANCH ROAD ASSOCIATION

ARTICLE I

PLACE OF BUSINESS

The principal office for the transaction of the activities, affairs, and business of the Nash Ranch Road Association, an unincorporated association, (referred to as the "Association") is located in Philo, California and its mailing address is P. O. Box 400, Philo, CA 95466. The Board of Directors (Board) may change the principal office from one location to another. Any change of location of the principal office shall be noted by the Secretary on these bylaws or this Article may be amended to state the new location.

ARTICLE II

PURPOSE OF THE ASSOCIATION

The Association is formed for the purpose of managing, maintaining, preserving, and repairing certain roads in the Anderson Valley, Mendocino County, California; calculating assessments to be paid by owners of land served by the roads being maintained, and by others, collecting funds in accordance with the assessments, and disbursing funds as required to accomplish the purposes of the Association.

The roads to be managed, maintained, preserved and repaired are those shown on the attached map (which is a part of these bylaws) as Association Maintained Roads.

Clow Ridge Road, with the exception of approximately 100 yards adjoining Nash Mill Road, will not be maintained by the Association.

Annual road assessments will be determined by the Board and will be calculated utilizing a Base fee payable by all owners of land within the outline of Nash Ranch as it is shown and defined on the attached map, plus a Use fee payable by each owner who uses any part of the Association Maintained Roads, calculated in accordance with the distance of the road used and the frequency of its use by the owner.

Owners on whose land logging operations are conducted shall make payments to the association as prescribed by the Board of Directors if such operations involve use of Association Maintained Roads.

ARTICLE III

MEMBERS AND VOTING RIGHTS

Each owner of land on Nash Ranch (as it is defined on the attached map) shall be a Member of the Association and shall be entitled to one vote. There shall be three classes of Members, designated as full time Member-owners, part time Member-owners, and Member-owners. All Members shall have the right to vote, as set forth in these bylaws, on the election of Directors, on any merger and its principal terms and any amendment to those terms, and on any election to dissolve the Association, provided that all road maintenance assessments levied on a Member prior to the date of the vote have been paid.

ARTICLE IV
OTHER USERS

Clow Ridge owners who own land beyond the Association maintained portion of Clow Ridge Road shall not be members of the Association.

The Board will determine a fair basis for allocating annual costs of maintenance to non-member users of the road system and will exercise due diligence to collect Use Fees and, if appropriate, logging and other fees, from all non-member users.

The Board will allocate use fee generated funds for maintenance of Lower Nash Mill Road (that portion of Nash Mill Road lying between Highway 128 and it's intersection with Clow Ridge Road) based upon an equal contribution of funds by Clow Ridge Road owners collectively and Nash Ranch Road owners collectively.

ARTICLE V
ASSESSMENTS

Each member shall pay, within the time and on the conditions set by the board, the road assessments in amounts to be fixed from time to time by the Board. The per mile assessments shall be equal for all members of each class, but the board may, in it's discretion, set different per mile assessments for each class.

ARTICLE VI
GOOD STANDING

Those members who have paid the required assessments in accordance with these Bylaws shall be members in good standing.

ARTICLE VII
TERMINATION OF MEMBERSHIP

A membership will terminate at such time as property authorizing the membership is sold to another party. Each owner is requested to advise the Association of an ownership change.

ARTICLE VIII
TRANSFER OF OWNERSHIP

A membership shall be transferred to another person meeting the qualifications of membership. Should the transferring member's road assessment(s) not have been paid in full at the time of the transfer, they shall remain due and payable, and collection efforts shall be at the discretion of the Board.

ARTICLE IX

MEETINGS OF MEMBERS

Meetings of the members shall be held at a place designated by the board. Written notice shall be given to each member entitled to vote at that meeting.

ARTICLE X

ANNUAL MEETING

An annual member's meeting shall be held on the second Saturday of August of each year at 2 pm unless the board fixes another date or time and so notifies the members as provided in Article IX of these bylaws.

ARTICLE XI

SPECIAL MEETINGS

A special meeting of the members may be called at any time by the Chairman of the Board, or by any 2 directors, or by 20% or more of the members. No business, other than the business the general nature of which was set forth in the notice of the meeting, may be transacted at a special meeting.

ARTICLE XII

QUORUM

Twenty (20) percent of the voting power shall constitute a quorum for the transaction of business at any meeting of the Members. If a quorum is present, the affirmative vote of the majority of the voting power represented at the meeting, entitled to vote and voting on any matter, shall be the act of the members.

ARTICLE XIII

PROXIES

Each person entitled to vote shall have the right to do so either in person or by an agent authorized by a written proxy, signed by the person and filed with the Secretary of the Association. Any such proxy shall indicate the date of the meeting for which the proxy is to be effective, and it shall be effective for no other meeting or date. In the event of a shared ownership, any member of the shared ownership group may cast the single vote to which the group is entitled.

ARTICLE XIV

ELECTION OF DIRECTORS

The Chairman of the Board shall by July 1 of each year appoint a committee to select qualified candidates for election to the Board. Individual members may also place names in nomination by

contacting the Chairman of the Board prior to July 1. Evidence of a candidate's agreement to serve shall be furnished before a name will be placed on the ballot.

Balloting shall be by mail. Ballots will be mailed to all members in good standing by the 15th of July of each year. Ballots must be returned by mail to the Association Post Office Box prior to the Annual Meeting or presented personally to the Chairman of the Board at the Annual Meeting. Ballots will be tallied and results will be announced at the Meeting.

ARTICLE XV

DIRECTOR'S AUTHORITY

The Association's activities and affairs shall be managed, and the Association's power shall be exercised, by or under the Board's direction.

ARTICLE XVI

ELECTION OF DIRECTORS AND TERMS OF OFFICE

The authorized number of directors shall be five who shall serve for three year terms, except for the first years of the association during which one director shall serve for 1 year, two shall serve for 2 years, and 2 shall serve for 3 years. The board shall at all times include at least 2 directors who shall be full time member owners. Vacancies on the Board may be filled by a majority of the directors then in office and any director so appointed shall serve for the period of time the originally elected director would have served.

ARTICLE XVII

MEETINGS OF DIRECTORS

Immediately following each Annual Meeting of the Members, the Board shall hold a regular meeting for purposes of organization, election of officers, and the transaction of other business. Other meetings may be called at any time by the Chairman of the Board or any two directors. A majority of the authorized number of directors shall constitute a quorum and every action taken or decision made by a majority of the directors present shall be the act of the Board.

ARTICLE XVIII

OFFICERS OF THE ASSOCIATION

The officers of the Association shall serve for 1 year terms and shall be a President, who shall also be the Chairman of the Board, a Secretary and a Treasurer, both of whom shall also be Directors of the Association. The offices of Secretary and Treasurer may be held by the same person. The board shall appoint a Maintenance Committee, the chairman of which shall be a member of the board who may also serve in any other board capacity at the same time. Other members of the Maintenance Committee may be selected from the members of the Association. The Board may appoint other committees that the Association may require and these positions may be held by any member in good standing of the Association.

ARTICLE XIX

RESPONSIBILITIES OF OFFICERS

A. The President and Chairman of the Board shall preside at board and member meetings, be the General Manager of the Association, and shall supervise, direct, and control the Association's activities.

B. The Secretary shall keep a book of minutes of all meetings, proceedings and actions of the board and of member's meetings. The Secretary shall keep a copy of the Bylaws as amended to date, and a record of the Association's members, showing each member's name, address and class of membership.

C. The Treasurer shall keep adequate and correct books and accounts of the Association's activities, shall calculate and distribute the annual assessment statements to the members in accordance with the Board's direction, shall deposit all funds received in the name and to the credit of the Association in an appropriate bank account and disburse funds as directed by the board. The Treasurer shall prepare a financial and operational statement to be presented at the annual meeting for the Members which shall include a description of work done on the roads during the previous year and a proposal for work to be accomplished in the following year with an estimate of the cost.

ARTICLE XX

INSURANCE

The association shall purchase and maintain insurance on behalf of its members, officers, directors, employees and agents if any, against any liability asserted against or incurred by any member, officer, director, employee, or agent or arising out of the member's, officer's, director's, employee's, or agent's status as such.

ARTICLE XXI

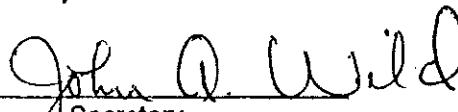
AMENDMENT OF BYLAWS

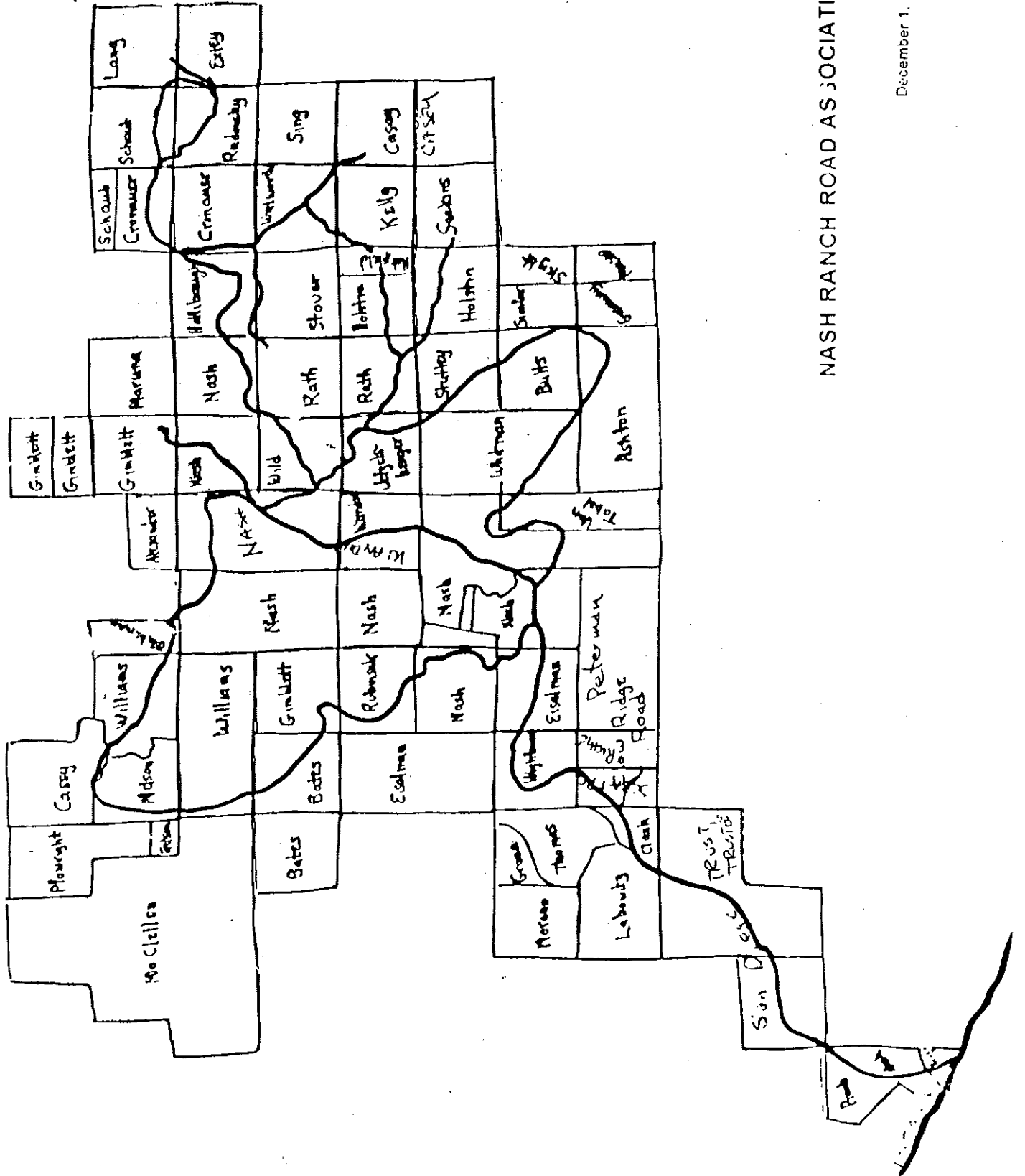
New bylaws may be adopted or these bylaws may be amended or repealed by approval of the members.

CERTIFICATE OF SECRETARY

I certify that I am the duly elected Director and Secretary of the NASH RANCH ROAD ASSOCIATION, an unincorporated association, that the above bylaws, consisting of ARTICLES I through XXI are the bylaws of this association as adopted by the members on the 14th day of August, 1993, amended by membership ballot effective December 1, 1993, and that they have not been amended or modified since that date.

Executed on the 15th day of Jan, 1994, at Philo, California.


Secretary



NASH RANCH ROAD ASSOCIATION

December 1, 1993

NASH RANCH ROAD ASSOCIATION NEWSLETTER

WINTER 1994

For the Owners and Users of Nash Mill Road

In October, members of the Road Association Board talked with most of the full time road users and decided to use the \$3000 we had left from the 1993 assessment for rock rather than grading. We hoped to have the rocking done in November, but a combination of rain and illness postponed it until mid February. We choose to rock from the top of the first hill down, until our money ran out, because that stretch was very slick and dangerous when it was wet. As you will notice, \$3000 worth of rocking, doesn't go very far. But we hope we will be able to extend the rock up around those very rutted curves soon.

We have inherited a road with many **culverts** that can't wait much longer to be replaced. During the summer, Andy Taylor and Glenn Gasaway spent a day surveying our culverts. There are over 40 of them, about half of which are rusted or collapsing and need to be replaced. As we can afford to the Association intends to begin replacing the worst ones. Both of the large culverts, the ones at Mill Creek and the one in the dip on the highway side of Clow Ridge Road, need to be replaced. Both have collapsed from above, narrowing their diameter. We have an estimate from Dale Gaitlin, a Civil Engineer and Nash Road property owner, that it *could* cost as much as \$68,000 to replace the Mill Creek culverts. *We will of course be trying to find more economical ways to do it.*

Many parts of the road have so little **rock** on them that they wash and rut badly in every rain. If we want a safe road that keeps its surface through the winter, from year to year, and isn't adding unnecessary silt to our creeks and rivers, we will have to put 6, not 2, inches rock on it. This will of course take time. Rock is expensive, but we can save on costs if we can find it nearby. We have talked to several Nash Ranch landowners about buying rock from them and would like to hear from anyone else with rock they would like to sell.

Liability **insurance** has turned out to be much more expensive (in excess of \$1800) than we had

anticipated. If any members are in a position to help us find less expensive insurance next year, please let one of the Board members know.

We, on the Board, have listened to you, read your letters and given a lot of thought to all of this, and *we feel that we have no alternative to increasing our fees.* Even with the increase in fees, we are going to have to suggest that for the present time the Association will be responsible for a yearly grading in the Spring, and some regrading if it is necessary in the Fall, and for rock and culvert replacement on the Main Road from Hwy 128 to the Forks at the top of Stump Hollow. We are afraid that rock and culverts on the other roads will have to be the responsibility of the property owners that use them, although we would be glad to help people arrange for the work to be done. A number of full time owners have already begun installing culverts and putting rock on parts of their roads this year at their own expense. Work undertaken by individuals can not be deducted from their assessment.

Those of you who come here part time or not at all will note that you are being asked to pay a proportionally larger share of the cost than you were last year. Most of the increase in costs is to enable us to repair the road infrastructure. And this will effect the value of all of our property equally. Once it has been rocked, and wash board, not rain, is the major problem we will want to look at this again.

Many of you are probably wondering if we are going to be raising the rates like this every year. *We certainly don't think we will.* Last year we only had six months in which to compile maps, ownership lists and get estimates on road work costs. This year we have gone through a full cycle of maintenance and seen how much it cost, and have had time to assess the long term infrastructural needs of the road. We believe that if everyone pays the revised fees and there are no major disasters, this assessment *will* allow us to maintain and gradually fix the road.

HOW MUCH DOES THIS STUFF COST?

Insurance: Annually	\$ 1800
Grading: All the roads that were graded in Spring 1993	\$ 3500
Rock: it takes 2346 yards of rock to rock a mile of road 24' wide and 6" deep; if quarried on the ranch, it would cost about \$8 a yard	\$ 18,768/ mile
Culverts: assuming we need 60' of culvert to cross the current road in most places (3 20' lengths, plus two couplings)	
18" culvert	\$ 580
3' culvert	\$ 1125
5' culvert	\$ 6100
Plus backhoe time for installation	

REVISED FEE SCHEDULE

BASE FEE

The fee schedule consists of a base fee for all Association members, plus a user fee for everyone, including members, who use the road. The base fee for 1994 is \$150 per year. This is up from \$50 for last year, because *insurance and deferred maintenance are costlier than we had anticipated*. At the present time, the base fee is levied on each owner, not each parcel. It is intended to cover costs of maintaining the infrastructure of the road, including the costs of insurance (over \$1,800), a fund for culvert replacement (\$2,000), rock (\$3,500) and a contingency fund of \$1,000.

USER FEES

User fees, on the other hand, are intended to pay for the general upkeep of the roads, including grading, ditching, culvert cleaning, brushing, removing obstructions and other emergencies (\$6500). The user fees are different for people who live at their Nash Ranch property full time, and use the road on a regular basis; and those who use their property, and the road, only part of the time. Property owners who rent a dwelling on their property will be charged a user fee for each renter's use of the road. There is also a different fee structure for the lower one-and-a-half miles of the road (from Highway 128 to the Clow Ridge Road turn off) and the upper part of the road. This reflects the fact that there are more users

of the Lower Road.

User fees are as follows:

Part time : Lower road: \$2 per 1/10 mile
Upper road: \$4 per 1/10 mile

Full time : Lower road: \$3 per 1/10 mile
Upper road: \$6 per 1/10 mile

Clow Ridge owners will be assessed only the user fee for the lower portion of the road, according to their residence status. Owners who never visit their properties will not be assessed a user fee (Nash Ranch owners will still be assessed the base fee).

COMMERCIAL USE

Trucks hauling heavy loads are hard on a road. For this reason it is customary for private roads to charge a use fee when logs are hauled over them. It was suggested to the Board that it would be more equitable if other commercial uses were also charged. The Board has decided on the following schedule of charges for the commercial use of the road:

Hauling Timber: \$1 per 1000 board feet per mile of road traversed

Hauling grapes and other commercial produce: \$.50 per ton per mile

Commercial deliveries and shipments: \$.25 per delivery per mile

Others: on a case by case basis

Nash Ranch Road Association Board

Diane Paget, Chair & Newsletter Editor John Wild, Secretary Daniel Sicular, Treasurer
Glenn Gasaway, Maintenance Committee Burt Clark, Maintenance Chair

**NASH RANCH ROAD ASSOCIATION
NEWSLETTER**

SUMMER 1994

ANNUAL MEETING

2 pm, Saturday, August 13, 1994
at the home of Glenn Gasaway and Nancy Mayer

Bring the whole family, your swim suit, food (for an early potluck dinner) and drinks to share.

Board of Directors Election

We will be replacing one Director, Diane Paget, this year (which Director served the one, two and three year terms was decided by drawing straws at the first Board meeting last year).

To be eligible to vote, you must own property on Nash Mill Road, as defined on the map attached to the By Laws you received, and have paid "all road maintenance assessments levied on a Member prior to the date of the vote". Some people (living on Clow Ridge and at the ends of some other branches of Nash Mill Road, but not within the boundaries of the Road Association map), pay a use fee, but not a base fee, to the Association and are not considered members and eligible to vote.

How to vote

Mark the ballot at the bottom of this page. Return it to the Association either in person at the Annual Meeting or by mail (P O Box 400, Philo, CA 95466) in time for it to have been received before the Meeting. The Ballot **must be enclosed in an envelope with your name (as it appears on the address label of this newsletter) on it**, so that we can verify your eligibility to vote.

Votes will be counted and the election results announced at the Annual Meeting.

**ELECTION FOR ONE SEAT ON THE BOARD OF DIRECTORS
OF THE NASH RANCH ROAD ASSOCIATION**

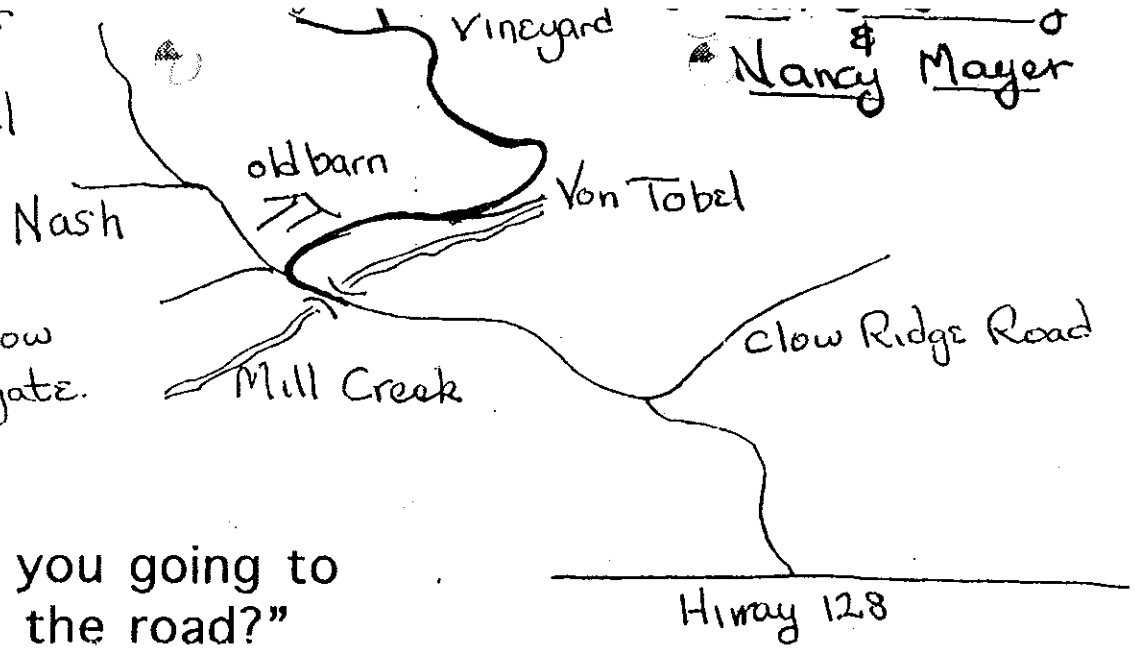
AUGUST 13, 1994

Vote for one candidate

Doug Nelson

This ballot must be received by 2 pm, August 13, 1994 to be counted

Turn right after
 Mill Creek
 and go up the hill
 until you reach
 the vineyard on
 your right. Turn
 right again & follow
 the fence to a gate.



“When are you going to grade the road?”

The most important factor for a good grading is the water content of the top four inches of the road. In the Spring, the day or two after the last big rain of the season, and at least a week before the next storm, would be the perfect time. Of course no one knows when that is going to be, so we try to get as close to those ideal conditions as we can. This year we were lucky, what looked like a disaster, grading over a month since the last good storm (which had been unexpectedly early in the season) so that the road was dusty and lots of traffic from large trucks was creating even more dust, became a blessing when the perfect storm arrived with just the right amount of rain to help compact the surface without reopening the ruts. And giving us just the right conditions to add couple more tenths of a mile of rock.

We know that a lot of people wondered why we didn't grade earlier since the road was so badly rutted. We have to wait until it is unlikely to rain much after the grading for two reasons: with so little rock on the road still, a couple of days of light rain after grading could turn the surface into impassable slush; and too hard of rain would recreate all of the ruts and we won't have enough money in reserve to regrade if that happens.

Wash Board

The single most important factor in creating wash board is SPEED. The faster we drive, the more wash board we will have. Need we say more!

The Annual Meeting

The ballots for the election of a new member to the Board of Directors will be counted. Then there will be a short business meeting followed by a party and potluck supper. This is a formal chance to have your say about road matters, but more than that it is a chance to meet and socialize with your Nash Mill Road neighbors.

There are two issues about which the Board would like to hear the opinions of more of the membership.

What should the Association's Policy be regarding nonpayment of Road Maintenance Assessments or Commercial Use Fees?

Should the Base Fee (this year \$150) be leveled on an ownership basis (a single base fee irrespective of the number of parcels owned), or on a parcel basis (a separate base fee on each individually saleable parcel).

If you have strong feelings about either of these issues, come to the Annual Meeting. If you can't make it, write or call a Board member and let them know how you feel.

NASH RANCH ROAD ASSOCIATION

P. O. Box 400
Philo, CA 95466

August 13, 1994

The Annual Meeting of the Association was held on August 13, 1994. A quorum was not present and no formal action was taken.

After introductions of the members present The Treasure's Report was presented. It follows:

Balance as of 9-1-93	\$5,249.53	
Receipts since 9-1-93	\$12,270.38	
	Total Receipts	\$17,167.91
Expenses		
Insurance	\$1,885.14	
Grading, Rocking, Clearing,	\$9,425.00	
Miscellaneous Expenses	\$62.21	
Bank Service Charges	\$22.00	
	Total Expenses	\$11,394.35
	Cash Balance	\$5,773.56

As of 8-9-94, 72.1% of the 1994 Assessments had been paid.

We have an insurance payment due January 1 for approximately \$2,000. By keeping \$1,000 as a reserve, we have approximately \$3,500 for grading this fall.

The Road Maintenance Committee reported on the year's activities. The Association spent \$5740 for rock this year plus the cost of spreading it. It is apparent that heavy use and fast driving are causing significant wash boarding on the roads. The heavy traffic of logging operations, both the logging trucks themselves and the traffic incidental to the operations, have taken a particularly heavy toll on the road surfaces this year. In some areas what appeared to be adequate gravel coverage has virtually disappeared this summer.

Doug Nelson was elected Director to replace Diane Paget.

New Business: Two issues were presented for discussion.

Non payment of assessments and fees: Those present overwhelmingly recommended that the Board attempt to collect unpaid assessments by filing suit in Small Claims Court.

Exhibit 2.9

There was an open discussion of the Commercial Fee and the Board's position that an owner making a profit from the use of the Association maintained roads should be obligated to make a Commercial Fee payment to the Association. One objecting owner was present and one letter of objection had been received. The majority of the members present indicated support for the Board position.

Should the Base fee assessment be based on an ownership basis (as it is now) or on a parcel basis? After a lengthy discussion it was apparent that there was no consensus. It was suggested that the Board might try to develop a compromise between the two.

There being no further business the meeting was adjourned and a pot luck dinner was enjoyed by all.

NASH RANCH ROAD ASSOCIATION

b:\mnaag13

NASH RANCH ROAD ASSOCIATION

P. O. Box 400
Philo, CA 95466

Fax: 510 855 1174

March 13, 1995

Dear Nash Ranch Road Association Property Owner:

It probably goes without saying that the recent rains have been very hard on the roads that the Association maintains.

Fortunately we put quite a bit of gravel on the Lower Nash Mill Road (from Highway 128 to Clow Ridge Road) in the spring of '94. That portion of the road came through the rains fairly well.

The portion of the Lower road that did not get gravel in the spring of '94 became almost impassable in January of '95. Parts of the Upper Road did become impassable. Dr John Grubb, a Nash Ranch owner, provided gravel for use on both the lower and upper roads for emergency repairs and both roads survived the most recent rains in fairly good shape.

Road assessments for 1995 are now due. Enclosed is a statement covering your share. The lower road assessment is slightly larger than last year and the upper road slightly smaller.

In the two years of the Association's existence we have spent more than \$10,000 on maintenance of the lower road, while collecting less than \$8400 from lower road users. During the same time period we collected over 89% of what we billed for the lower road from both the Clow Ridge and Nash Ranch users and will continue efforts to bring the percentage up to 100.

Although we keep separate records on costs and revenue for the upper and lower roads, we feel we should put our resources where they are most needed and sometimes one road can "owe" the other. This occurred this year and is the reason for the higher 1995 assessment for the lower road. It is the same as it was in 1993, \$50 per mile for fulltime users and \$40 per mile for part time users.

We have again reviewed the subject of the Base Fee which is used for certain fixed expenses unrelated to use and have decided to reduce it to \$100. The Use fee for the upper road remains as it was in 1994, \$60 per mile for fulltime users and \$40 per mile for part time users.

Base and Use Fee collections have been quite good. For the upper road we have collected over 90% of our billings for the first two years and hope to improve the percentage this year. Commercial Fee collections have not been as successful but we are continuing our efforts.

We will appreciate you early attention to the enclosed statement.

Very truly yours

NASH RANCH ROAD ASSOCIATION

nrlet313

Exhibit 2.10

NASH RANCH ROAD ASSOCIATION

P. O. Box 400
Philo, CA 95466
Fax: (510) 855-1174

Directors:

Burton Clark
Glenn Gasaway
Doug Nelson
Dan Sicular
John Wild

July 1, 1995

Dear Association Members:

It is time for the Annual Meeting of the Association. It will be held at 2pm on Saturday, August 5th on Glenn Gasaway's property. A map showing the location is enclosed.

The only formal business will be the election of 2 members of the Board of Directors. Glenn Gasaway's term will expire this year and Max Stoval has agreed to run for the position. Dan Sicular's term will also expire but he has agreed to stay on for a while longer. We enthusiastically encourage anyone interested in serving on the board to let us know.

The Annual meeting is a great opportunity for the part time owners to get acquainted with the other owners of property on the ranch. This year we hope to keep 'business' discussions to a minimum and have time for a general discussion of what you would like to see done with the roads.

Financially we are in pretty fair shape and we can discuss the details at the meeting. Also, we have prepared a series of maps of the area, including Clow Ridge, and copies will be available to order at the meeting for those interested. The enclosed is an example, others are available in larger scale showing property lines, ownership, etc.

We will conclude with a pot luck dinner. Bring something if you wish to partake, and liquid refreshment if you so desire.

We hope to see each of you on August 5th.

NASH RANCH ROAD ASSOCIATION

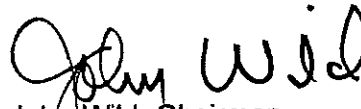
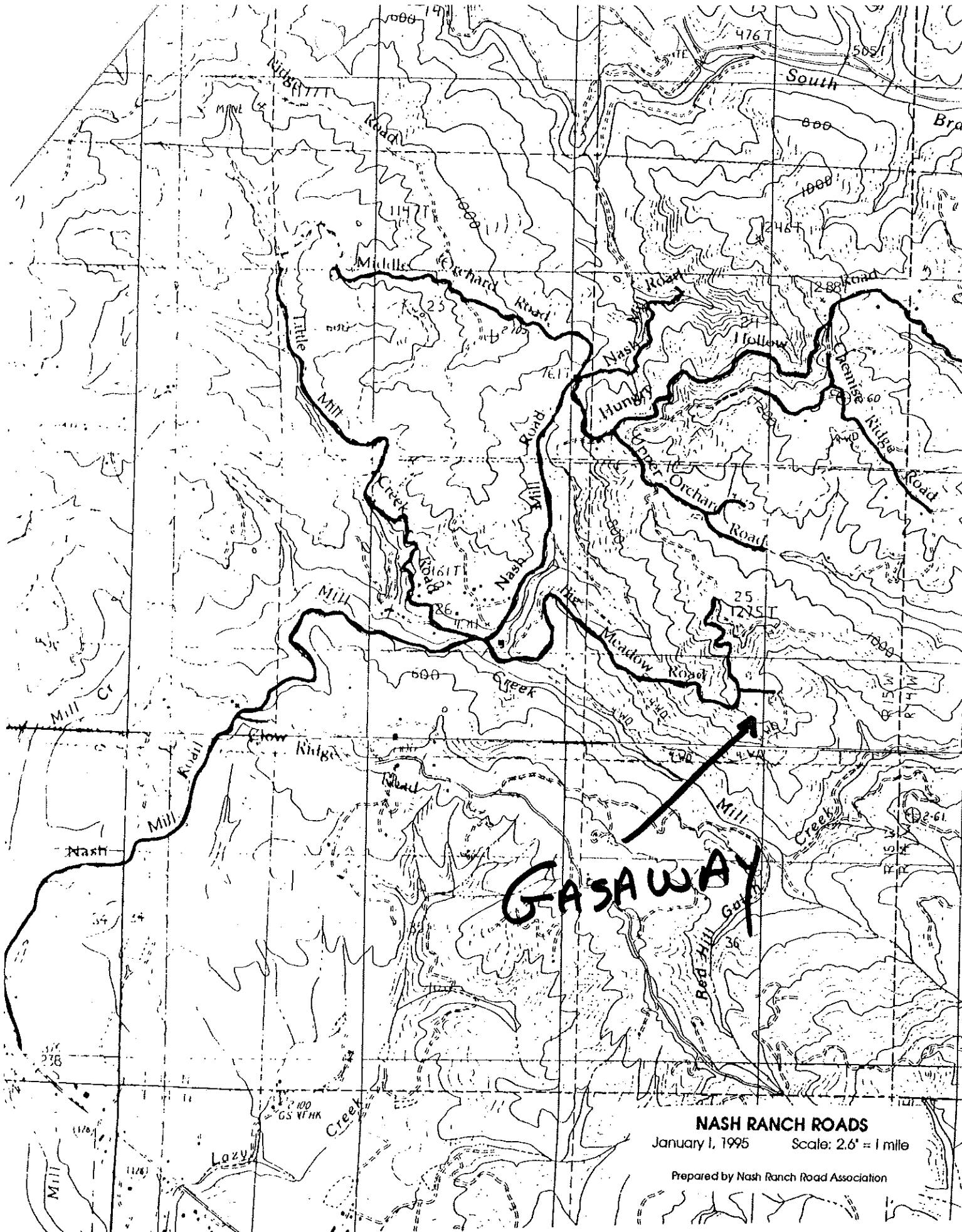

John Wild, Chairman

Exhibit 2.11



NASH RANCH ROADS

January 1, 1995 Scale: 2.6" = 1 mile

Prepared by Nash Ranch Road Association

NASH RANCH ROAD ASSOCIATION

ROAD MAINTENANCE FUNDING POLICY

The Nash Ranch Road Association maintains a private road system in the Anderson Valley, Mendocino County, California, collects fees and disburses funds related thereto.

The roads maintained by the Association begin at that point at which Nash Mill Road intersects Highway 128, continue along Nash Mill Road past the point at which Nash Mill Road intersects Clow Ridge Road and extend along several secondary roads to include approximately 13.5 miles of roadway.

The portion of Nash Mill Road running from Highway 128 to that point at which Nash Mill Road intersects Clow Ridge Road (referred to as the "Lower Road") is financed separately from that portion of the road system which runs beyond the point at which Nash Mill Road intersects Clow Ridge Road (referred to as the "Upper Road").

There shall be a common bank account for both roads, however accounts shall be maintained in such a manner that collections and disbursements for each of the roads shall be identifiable and only funds collected from users of each of the roads will be used for the maintenance of the respective road. There may be temporary imbalances, but the accounts will be returned to balance as soon as practicable.

Lower Road Financing:

The Lower Road is approximately 1.5 miles long. All part time users, both Nash Ranch and Clow Ridge Road, are charged Use Fees at the same rate per mile for Lower Road use. Both Nash Ranch and Clow Ridge Road full time users are charged Use Fees at the same rate per mile for Lower Road use.

Use Fees collected from users of the Lower Road shall be used to maintain the Lower Road. Commercial Fees paid by Clow Ridge Owners shall be used for maintenance of the Lower Road.

Base fees are not used for Lower Road maintenance.

Upper Road Financing:

The Upper Road, which is made up of several different roads, covers approximately 12 miles.

Base fees and Use fees paid for Upper Road Use shall be used to maintain the Upper road.

Commercial Fees paid by Upper Road Owners shall be shared by the Lower Road and the Upper Road in the same ratio as the mileage utilized by the Commercial activity is shared.

Insurance and other fixed charges shall be shared in the same ratio as is the mileage maintained on each of the roads.

Reserve and Contingency accounts shall be maintained for each road.

July 1, 1995