

MEMORANDUM OF UNDERSTANDING

This Memorandum of Understanding is made this 13th day of May, 1999 by and between Henderson Nor'wester Camp, a Washington non-profit corporation ("Nor'wester" or "Camp") and the Johns Island Property Owners Association, an incorporated association ("Association").

Recitals

A. Nor'wester is purchasing the former Nell Robinson Ranch located on the west end of Johns Island (the "Camp Property") and has been granted a Conditional Use Permit and a Shoreline Development Permit to operate a boys' and girls' summer camp on the Camp Property.

B. The Association has expressed concerns over the impact Nor'wester's operations on the Camp Property may have on the use and enjoyment of adjacent properties. To allay these concerns, Nor'wester has made certain commitments regarding its operations. In return, the Association has committed to respect Nor'wester's property rights. The parties desire to memorialize these commitments.

C. In an effort to foster open communication and understanding and to facilitate the resolution of issues that may arise, the parties have also reached agreement on a communication process and wish to memorialize this agreement.

Nor'wester's Good Faith Commitments

1. Compliance with Permits and Conditions. Nor'wester will operate in compliance with San Juan County's ordinances, the permits issued to it, and the conditions imposed on such permits by the Hearing Examiner's decision.

2. No Use of County Road. Scofield's Plats I and II reference a road easement which has been dedicated to San Juan County under the name St. John's Drive. Nor'wester will not use St. John's Drive for access to the Camp Property and will consent to the vacation of St. John's Drive, if requested by the Association.

3. Designation of Camp Property Boundary. Nor'wester will clearly identify the easterly boundary of the Camp Property with appropriate signage and other markings. If a fence is constructed along the boundary, it will be a low profile split rail (or similar) fence, to identify the boundary, not interfere with animal habitat. Nor'wester will educate its campers and staff concerning (i) the specific location of its easterly property line and (ii) Nor'wester's policy that campers and staff are not to cross the Camp's easterly property line except in the event of an emergency, a specific invitation or other special circumstances.

4. Buffer. Nor'wester will liberally honor the 200 foot vegetative buffer referenced in the Hearing Examiner's decision. Further, all significant buildings will be located west of the airstrip (buildings located east of the airstrip will be limited to a small pump house, a small storage building or two and a composting toilet). The specific location of the various unit sites (tipi circles) has not been established as of this date; however, Nor'wester will consider the Association's request that Nor'wester locate all unit sites westerly of the tree line on the easterly side of the airstrip.

5. Fire Management. Nor'wester will follow the fire management practices outlined for it by the San Juan County Fire officials. Nor'wester will also abide by the terms of the Department of Wildlife's Eagle Management Plan and take other reasonable steps to maintain wildlife habitat and protect bird nesting sites in the open fields, to the extent consistent with the fire management practices specified by San Juan County.

6. Construction Schedule and Mitigation Plan. When the specifics of Nor'wester's construction schedule become known (following the issuance of building permits), Nor'wester will provide the Association with a copy of its construction schedule. Nor'wester will also notify the Association of any significant changes to its construction schedule. Prior to commencing construction of buildings on the Property, Nor'wester will provide the Association with its plan for mitigating construction impacts on the adjacent properties. This plan will address, as appropriate, such issues as the hours when construction will be permitted (on weekdays and weekends); noise levels; construction access; refuse disposal; and habitat restoration.

7. Dock Use and Access to Camp Property. Nor'wester intends to be inclusive and good a neighbor. It expects the same from members of the Association. Based on this expectation, Nor'wester will permit members of the Association to use its permanent dock in the case of emergencies. Additionally, Nor'wester will establish a procedure for granting permission to members of the Association to use the dock, in response to specific requests for use, at times when such usage would not be inconvenient or conflict with Nor'wester's use. Nor'wester will also develop procedures and policies for permitting members of the Association (individually and in small groups) to walk on and enjoy the undeveloped portions of the Property in situations where such access would not interfere with the Camp's activities or facilities, while the Camp is not in session.

8. Aquatic Programs. Nor'wester will establish written and well posted guidelines for its aquatic programs (sailing, kayaking, canoeing) which will include the designation of certain areas as "off limits" to campers and staff. The "off limits" areas will include the water along the south shore of Johns Island, easterly of an extension of the Camp's east property line and shoreward of the outermost buoys maintained by members of the Association and Anchorage Cove on the north shore of John's Island.

9. Off Season Gatherings. Nor'wester's camp season extends from late June to late August. During the 30 day period before and after camp sessions, members of staff and other

authorized persons will be on the Camp Property performing "set up" and "take down" activities. During the remainder of the year, use of the Camp Property by persons other than the caretaker and Board Members, will be sporadic and limited to small, supervised groups constructing improvements, repairing and maintaining the Camp facilities and property, as well as camping and carrying on other predominantly outdoor activities consistent with the Conditional Use Permit.

Association's Good Faith Commitment.

10. The Association will take appropriate steps to advise its members and their guests that Nor'wester's Property and facilities are off limits, except when specific permission has been granted in compliance with the procedures established by Nor'wester.

Communication and Liaison Committee.

11. Invitation to Attend Nor'wester Advisory Committee Meetings. The Association will designate an appropriate person to attend meetings of the Camp Nor'wester Advisory Committee. The Association's representative shall receive written notice of such meetings in the same manner as Advisory Committee members. At the present time, the Advisory Committee meets once a month at a Board member's home in Richmond Beach. Advisory Committee meetings are generally scheduled as extensions of the monthly Board meeting. If the individual designated by the Association demonstrates a strong interest in youth education and in the operation of boys and girls summer camps, Nor'wester's Board of Directors will consider appointing that person to be a member of the Advisory Committee.

12. Invitation to Attend Association Meetings. Nor'wester will designate an appropriate person to attend the regular meetings of the Association. Nor'wester's representative will receive written notice of such meetings in the same manner as Association members.

13. Liaison Committee. Nor'wester and the Association will form a six person Liaison Committee. Each party will designate three members. Nor'wester's members will be:

Paul Henriksen
Bill Horder
Alison Voinot

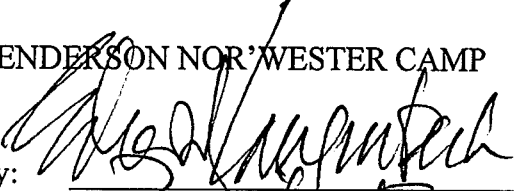
The Association's members will be:

Pat Pressentin
Dean Poor
John Duncan

The Liaison Committee will meet before, during and after each summer camp season, at specific

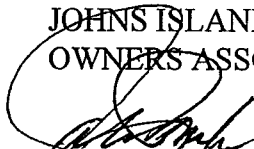
times and places determined by its members, to discuss schedules, answer questions and recommend solutions for issues that have arisen. The Liaison Committee will also work out the details of a phone connection between Nor'wester and the Association which can be used to deliver messages from either party to the other in situations which require a prompt response.

HENDERSON NOR'WESTER CAMP

By: 

Its: President

JOHNS ISLAND PROPERTY
OWNERS ASSOCIATION

By: 

Its: President

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