

MINUTES OF THE SPECIAL MEETING OF THE CORPORATE MEMBERS
OF THE GOLDEN RAIN FOUNDATION OF LAGUNA WOODS
A CALIFORNIA NON-PROFIT MUTUAL BENEFIT CORPORATION

March 7, 2014

The Special Meeting of the Corporate Members of the Golden Rain Foundation of Laguna Woods, a California non-profit mutual benefit corporation, met on Friday, March 7, 2014 at 10:00 A.M. at 24351 El Toro Road, Laguna Woods, California.

The purpose of the meeting was to vote on a proposed amendment to the GRF Bylaws. The following members were present at the meeting:

United Laguna Woods Mutual:	Pat English Bevan Strom Ming-Lee Chang Ken Hammer Jan LaBarge	Jack Bassler John Beckett Howard Klein Anthony Liberatore Eva Lydick
Third Laguna Hills Mutual:	Mike Straziuso Beth Perak Ray Gros Hank Gioia Won Chang	Kathryn Freshley Judith Troutman Rosemarie di Lorenzo Dickins Bert Moldow Wei-Ming Tao
Laguna Woods Mutual 50:	Ryna Rothberg Inesa Nord-Leth John Dalis	
Golden Rain Foundation:	Larry Souza Pat Feeney Maxine McIntosh Heather Gerson Carol Moore Mary Stone	Marv Rosenhaft Ruth May Linda Wilson Margaret Klein Richard Palmer
Directors Present by Proxy:	Mutual No. Fifty: Alice Gokkes, Chace Kendro United: Don Tibbetts Third: Jim Juhan	
Staff Present:	Jerry Storage, Kim Taylor, Cris Robinson, Betty Parker, Katy Howe, Christine Polek	
Others Present:	Inspectors of Election: Charles Nahas, Marion Levine, Ellen Dalrymple GRF and Mutual Legal Counselors: Jon Epsten, Steve Roseman, Matt Ober, Lisa Tashjian	

CALL TO ORDER

Larry Souza, President of the Golden Rain Foundation Board of Directors, chaired the meeting, called it to order at 10:15 AM., and stated that the purpose of the Corporate

Members meeting, as requested and submitted by the United Laguna Woods Mutual Board of Directors, was to vote to either approve or disapprove:

“We, the Trustors of the GRF Trust, hereby notify you, the Trustee, that you, your officers and agents are to stop work on all business or activities involving Clubhouse 2 and the Recreation Master Plan until you have obtained a majority vote of the Corporate Members, pursuant to Bylaw 2.1.6, as amended January 9, 2014.”

The Inspectors of Election certified that the Corporate Members were represented in person or by proxy, and more than fifty-one percent of the voting power were present constituting a quorum.

Third Board President, Mike Straziuso called ‘object to the consideration of the question’.

The Inspectors of Election requested to convene to come to a decision on how to proceed with the proxies regarding voting on motions not on the proxy ballot.

Mr. Nahas announced that the Inspectors of Election came to the consensus to accept all proxies presented and that the proxy holder may vote as the proxy holder deems proper.

Ms. Betty Parker explained the voting procedures, a yes vote means you don’t want to proceed with the meeting and a no vote means you do want to proceed with the meeting.

The Corporate Members voted on the prepared ballot forms.

The Inspectors of Election collected and counted the ballots. Mr. Storage announced that the required number of affirmative votes needed 8,533 (2/3rds) to pass the motion was not received and that the motion called, ‘Object to the consideration of the question,’ failed. The Tally Sheet is attached as Exhibit A.

The Inspectors of Election certified the vote count as follows:

	UNITED	THIRD	FIFTY	TOTALS
Yes	0	4,432	310	4,742
No	6,314	1,662	0	7,976

The Directors and Members made comments.

Barbara Marsh (3433-B)

Maggie Brown (468-D)

Corkey Ely (2401-2E)

Marc Bayer (796-B)

Stanley Feldstein (2403-1B)

John Gee (877-B)

Sally Sunderhaus (580-O)

John Beckett (364-Q)
Denny Welsh (5517-1C)
Faye Pearl (2238-F)
Maggie Blackwell (71-D)
Edward Tao (2306-B)
Pamela Grundke (2214-B)
Betty Salazar (40-O)
Ruby McClellan (3285-B)
Frank Wang (3145-N)
Maxine McIntosh (68-C)
Aloha Saxon (5539-C)
Rae Tso (3256-A)
Nancy Condon (546-B)
Efrain Dones (4012-2B)
Bert Moldow (3503-A)
Phillis Heflin (5519-2E)
Bevan Strom (30-A)
Howard Klein (888-B)

Due to a medical emergency, the Chair of the meeting, GRF President Larry Souza adjourned the meeting at 11:30 AM. to a day and time to be determined.

Linda Wilson, GRF
Secretary of the Board

GOLDEN RAIN FOUNDATION OF LAGUNA WOODS

Special Meeting of the GRF Corporate Members

Approve/Disapprove: Motion

7-Mar-14

	UNITED	THIRD	FIFTY	TOTALS
Yes	0	4,432	310	4,742
No	6,314	1,662	0	7,976
	0	0	0	0
	0	0	0	0
	0	0	0	0
	0	0	0	0
Withhold my Vote	0	0	0	0
GRAND TOTAL	6,314	6,094	310	12,718

Horizontal Total

12,718

Affirmative Vote Needed

8,533