

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

June 13, 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, June 13, 2014 at 10:00 A.M. at 24351 El Toro Road, Laguna Woods, California.

The following members were present at the meeting:

United Laguna Woods Mutual:	Pat English John Beckett Ken Hammer Bevan Strom Tony Dauer	Jack Bassler Ming-Lee Chang Jan LaBarge Don Tibbetts Anthony Liberatore
Third Laguna Hills Mutual:	Mike Straziuso Beth Perak Ray Gros Hank Gioia Won Chang	Kathryn Freshley Judith Troutman Rosemarie di Lorenzo Dickins Wei-Ming Tao Jim Juhan
Laguna Woods Mutual 50:	Ryna Rothberg Inesa Nord-Leth John Dalis	Alice Gokkes (via phone)
Golden Rain Foundation:	Larry Souza Pat Feeney Maxine McIntosh Margaret Klein Carol Moore	Marv Rosenhaft Ruth May Linda Wilson Mary Stone Richard Palmer
Directors Absent:	Bert Moldow-Third Laguna Hills Mutual, Chace Kendro-Mutual No. Fifty, Eva Lydick-United Laguna Woods Mutual, Heather Gerson-Golden Rain Foundation	
Staff Present:	Jerry Storage, Kim Taylor, Cris Robinson, Betty Parker, Pamela Bashline, Katy Howe, Christine Polek	
Others Present:	Inspectors of Election: Marion Levine, Ellen Dalrymple, Bob Hatch GRF and Mutual Legal Counselors: Bob Mulvihill, Jon Epsten, Mary Howell, Kelly Richardson, Steve Roseman, Jeff Beaumont, Dr. Bruce Bishop PhD, CP, CMA, professional parliamentarian	

CALL TO ORDER

Pat Feeney, First Vice President of the Golden Rain Foundation Board of Directors, chaired the meeting, called it to order at 10:00 AM., and established a quorum.

Mary Howell, Esq. provided an overview of the areas of contention referring to opinions provided to the Inspectors of Election by GRF, United and Third Mutuals Corporate Counsel. Ms. Howell further spoke of the roll of the Inspectors of Election.

The Directors and Members made comments.

Maxine McIntosh (68-C)
Stanley Feldstein (2403-1B)
Judith Troutman (3011-B)
Edward Tao (2306-B)
Pamela Grundke (2214-B)
Jonathan Addler (2315-B)
Kathryn Freshley (5490-N)
Lynne Dvorak (611-N)
Margaret Klein (3487-A)

Director Larry Souza commented on the anger in the Community and the hypocrisy among the Boards.

Director McIntosh moved to disallow voting via telephone. Director McIntosh was ruled out of order.

Chair Feeney 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 the removal of two Golden Rain Foundation Directors (Larry Souza and Heather Gerson), without cause, pursuant to Bylaws, Sections 5.4.4, 5.4.4.1.

Director Straziuso moved to follow the GRF Bylaws for the purpose of voting at this meeting. Director Gros seconded the motion.

Director English called 'Orders of the Day.' Director English was ruled out of order.

Directors Freshley, Straziuso, Moore, Strom and Dauer commented on the motion.

By a vote of 9-13-0 (Directors Straziuso, Perek, Gros, Gioia, Chang, Juhan, Rothberg, Gokkes, Nord-Leth in favor) the motion to follow the GRF Bylaws for the purpose of voting at this meeting failed.

Director Beckett moved to commence balloting. Director Dauer seconded the motion.

Inspector of Election Bob Hatch requested that the Mutual Attorneys speak to the issues providing the Members the opportunity to hear their opinions.

Mr. Jeff Beaumont Esq. provided his opinion on the issue of the Inspectors of Election stating that they should feel confident to make a decision and should move forward with the vote and chose not to speak to the issues.

Mr. Kelly Richardson Esq. spoke to the task of the Inspectors of Election and stated that the goal is to get to an answer that will hold. Mr. Richardson spoke to interpretation of the Bylaws and weighted delegate votes with regard to who are allowed to vote.

Mr. Steve Roseman Esq. stated that he has not had the authorization from the Mutual No. 50 Board to comment on the issues, and further stated that if the vote were to be challenged he would then seek the Board's approval to discuss an opinion.

Ms. Mary Howell Esq. provided an overview of the opinion provided to the Inspectors of Election by Epsten, Grinnell & Howell and reiterated the firms opinion.

Director Straziuso moved to recess for one half hour. Director Rothberg seconded the motion. The motion failed.

Director English moved to commence balloting and tabulate the count using a majority (50+1.) The motion was ruled out of order.

By a vote of 13-11-0 the original vote to commence balloting carried.

Mr. Jerry Storage explained the voting procedures.

The Corporate Members voted on the prepared ballot forms.

The Inspectors of Election collected and counted the ballots.

Inspector of Election Bob Hatch requested to caucus with the other Inspectors of Election.

After deliberation with all Mutual Corporate Counsel, Inspector of Election Bob Hatch announced that the Inspectors decided to hire Special Counsel on behalf of the Inspectors of Election, to decide on the issue/s that were presented to the Inspectors of Election, if the Corporate Members won't agree to go to binding arbitration and suggested Berding & Weil as the Mediators.

Chair Feeney asked Mr. Hatch if the Inspectors are able to certify that Director Souza and Director Gerson have been recalled, Inspector Hatch replied that the Inspectors could verify the number of votes cast, but could not certify the recall.

The meeting was adjourned at 12:55 PM.

Pat Feeney, GRF
First Vice President

GOLDEN RAIN FOUNDATION OF LAGUNA WOODS

Special Meeting of the GRF Corporate Members

Approve or disapprove the removal of Golden Rain Foundation Director Larry Souza, without cause.

Souza

13-Jun-14

	UNITED	THIRD	FIFTY	TOTALS
Yes	5,740	2,216	0	7,956
No	0	3,324	248	3,572
	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	5,740	5,540	248	11,528

Horizontal Total 11,528

Affirmative Vote Needed	5,765
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LAGUNA WOODS MUTUAL NO. FIFTY

**SPECIAL OPEN MEETING OF THE CORPORATE MEMBERS OF THE
GOLDEN RAIN FOUNDATION OF LAGUNA WOODS**

OFFICIAL BALLOT

June 13, 2014

The purpose of this Corporate Members' vote is to either approve or disapprove: **The removal of Golden Rain Foundation Director Larry Souza, without cause.**

INSTRUCTIONS: Please do not mark your ballot until instructed to do so by the Inspectors of Election.

As a Director of Laguna Woods Mutual No. Fifty you are authorized to cast 62 votes.

-
- | | |
|--------------------|--|
| Larry Souza | <input type="checkbox"/> Yes
Approve Removal of Director |
| | <input type="checkbox"/> No
Disapprove Removal of Director |
| | <input type="checkbox"/> Withhold my Vote |

A **"Yes"** vote will be a vote to **approve** the removal of Golden Rain Foundation Director Larry Souza.

A **"No"** vote will be a vote to **disapprove** the removal of Golden Rain Foundation Director Larry Souza.

A **"Withhold"** vote will count toward quorum purposes only.

LAGUNA WOODS MUTUAL NO. FIFTY

**SPECIAL OPEN MEETING OF THE CORPORATE MEMBERS OF THE
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OFFICIAL BALLOT

June 13, 2014

The purpose of this Corporate Members' vote is to either approve or disapprove: **The removal of Golden Rain Foundation Director Heather Gerson, without cause.**

INSTRUCTIONS: Please do not mark your ballot until instructed to do so by the Inspectors of Election.

As a Director of Laguna Woods Mutual No. Fifty you are authorized to cast 62 votes.

Heather Gerson

- Yes**
Approve Removal of Director
- No**
Disapprove Removal of Director
- Withhold my Vote**

A "**Yes**" vote will be a vote to **approve** the removal of Golden Rain Foundation Director Heather Gerson.

A "**No**" vote will be a vote to **disapprove** the removal of Golden Rain Foundation Director Heather Gerson.

A "**Withhold**" vote will count toward quorum purposes only.