

MINUTES OF THE SPECIAL MEETING OF THE  
BOARD OF DIRECTORS OF THE GOLDEN RAIN FOUNDATION  
A CALIFORNIA NON-PROFIT MUTUAL BENEFIT CORPORATION

**February 28, 2012**

A Special Meeting of the Golden Rain Foundation Board of Directors, a California non-profit mutual benefit corporation, was held on Tuesday, February 28, 2012 at 2:00 P.M. at 24351 El Toro Road, Laguna Woods, California.

GRF Directors Present: Lloyd Foster, Ken Hammer, Don Tibbetts, Bevan Strom, Lynne Dvorak, Ray Gros, Patrick Murphy, Linda Wilson, Marv Rosenhaft, Maxine McIntosh, Pat Feeney

GRF Directors Absent: None

Staff Present: Jerry Storage, Patty Kurzet

Others Present: Third Mutual Directors: Isabel Muennichow, Rae Tso, Carol Moore, Denny Welch, Dick Palmer, Lucy Shimon, Mike Straziuso, Kathryn Freshley, John Paulus

United Mutual Directors: Ron Beldner, Catherine Brians, Paul Vogel, John Dalis, Barbara Copley, Heather Gerson, Jack Bassler, Barbara Howard, Mary Stone

Mutual 50 Directors: None

### **CALL TO ORDER**

President Lloyd Foster served as Chair of the meeting and stated that it was a special meeting with the Directors of the Corporate Members held pursuant to notice duly given and that a quorum was present. The meeting was called to order at 2:00 P.M.

### **Member Comments**

- None

President Foster stated that the Powerpoint presentation on the proposed Dual Hub Bus System will not be given.

### **GRF ISSUES**

President Foster announced that the Specific Plan has been filed with the City and negotiations are ongoing, and provided an update on the Moulton Widening project.

President Foster provided an update on the GRF Trust, and stated that the final analysis will be received by the end of the week which will be submitted to the Board Presidents for distribution to their Board members after the GRF Board has reviewed it.

Director Dvorak stated that the liquor license for the Village Greens is still in the process of being approved.

## **UNITED ISSUES**

President Beldner commented on the upgrades to CDS 67 and the lighting project.

Director Brians spoke to the changes that were made in 2011 to the GRF Bylaws, specifically to Bylaw §6.5.9 that allows Mutual Members to attend GRF closed session meetings, and addressed her concern that the GRF Board is not following its Bylaws and continues to disallow Mutual Board members to attend GRF's closed sessions.

President Foster reminded the Board members that their attorney advised that GRF Bylaw §6.5.9 is illegal and goes against the Davis-Stirling act and stated that the Board needs to follow the advice of its legal counsel. He further reminded the Board that HKC has asked United's counsel to provide proof as to why she considers §6.5.9 to be legal, and no response has been received.

## **THIRD ISSUES**

Director Straziuso stated that the Board is making progress on the following issues: epoxy program, 2010 flood issues, and non-emergency chargeable services.

## **MUTUAL 50 ISSUES**

No comments were made.

## **Member Comments**

- Pamela Grundke (2214-B) commented on a corporation's right to have a closed session meeting.
- Ruth May (671-B) commented on the length of the meeting and the content of the agenda.

## **Summary of Previous Closed Session Meetings per Civil Code Section §1363.05**

During its Regular Executive Session Meeting of February 7, 2012, the Board reviewed and approved without objection the minutes of the Regular Executive Session of January 3, 2012 and the Special Executive Session of January 12, 2012; and discussed contractual and litigation matters.

During its Special Executive Session Meeting of February 9, 2012 and February 16, 2012, the Board discussed contractual matters.

With no further business before the Board of Directors, the special meeting was adjourned at 2:28 PM.

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Maxine McIntosh, Secretary