

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

June 20, 2012

A Special Meeting of the Golden Rain Foundation Board of Directors, a California non-profit mutual benefit corporation, was held on Wednesday, June 20, 2012 at 10:30 A.M. at 24351 El Toro Road, Laguna Woods, California.

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

GRF Directors Absent: None

Staff Present: Cris Robinson, Kim Taylor

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, Mary Stone

Mutual 50 Directors: Ryna Rothberg, Erwin Levy, Inesa Nord-Leth

Bill Hart of HKC

CALL TO ORDER

President Lloyd Foster called the meeting to order at 10:40 A.M. and confirmed that a quorum was present.

MEMBER COMMENTS

- Barbara Copley of 410-D commented on Broadband auto pay
- Mary Wall of 239-D commented on the Connexion auction
- Lucy Falk of 3377-A commented on Broadband
- Clara Eley of 2401-2E commented on Broadband and the Trust

The Secretary of the Corporation read a proposed resolution approving the request of the Historical Society to partner with GRF in hosting the Inaugural Laguna Woods Village Anniversary Golf Tournament. Director Rosenhaft moved to approve the resolution. Director Wilson seconded the motion and discussion ensued.

Director Strom moved to amend the first RESOLVED FURTHER in the resolution to state: that all GRF fees shall be waived contingent upon the written consent of the Corporate Members exercising two-thirds of the voting power of GRF for use of any facilities by persons other than Members, as provided by the amendment to the Trust Agreement recorded October 13, 1971 and the Bylaws of GRF. Director Hammer seconded the motion.

Members Mary Wall of 239-D, Clara Eley of 2401-2E, Bob Ring of 5530-B, John Dalis of 8-P, Isabel Muennichow of 5285, and Barbara Copley of 410-D commented on the amendment.

By a vote of 7-3-0 (Directors Gros, Rosenhaft and Wilson opposed) the amendment carried.

By a vote of 9-0-1 (Director Rosenhaft abstained), the motion carried and the Board of Directors adopted the following resolution as amended:

RESOLUTION 90-12-77

WHEREAS, the Historical Society would like to partner with GRF in hosting the Inaugural Laguna Woods Village Anniversary Golf Tournament and Dinner following at Clubhouse Two benefiting the Laguna Woods Village 50th Anniversary Celebration on the first Thursday after Labor Day, September 6, 2012 and to be repeated on the first Thursday after Labor Day in 2013, and 2014; and

WHEREAS, the event is intended to raise money to subsidize the 50th anniversary books, celebration gala and related events so they can be offered to residents at an affordable price;

NOW THEREFORE BE IT RESOLVED, June 20, 2012, that the Board of Directors of this Corporation hereby approves the request of the Historical Society to partner with GRF in hosting the Inaugural Laguna Woods Village Anniversary Golf Tournament and Dinner following at Clubhouse Two on the first Thursday after Labor Day, September 6, 2012 and to be repeated on the first Thursday after Labor Day in 2013, and 2014; and

RESOLVED FURTHER, that all GRF fees shall be *waived contingent upon the written consent of the Corporate Members exercising two-thirds of the voting power of GRF for use of any facilities by persons other than Members, as provided by the amendment to the Trust Agreement recorded October 13, 1971 and the Bylaws of GRF*; and

RESOLVED FURTHER, that the 50th Anniversary logo as presented is hereby adopted and its use shall begin with the Golf Tournament; and

RESOLVED FURTHER, that the officers and agents of this Corporation are hereby authorized on behalf of the Corporation to carry out the purpose of this Resolution.

The Board discussed the analysis of the GRF Trust as prepared by Paul Hastings and Bill Hart of HKC answered questions from the Members.

Members Ruth Treeson of 860-Q, Clara Eley of 2401-2E, Carol Moore of 3399-A, Kathryn Freshley of 5490-N, Sy Wellikson of 5026, Barbara Copley 410-D, Mary Stone of 356-C,

Roberta Berk of 933-B, Lucy Shimon of 3228-D, Larry Souza of 5077, and Dick Palmer of 3031-O commented on the Trust.

President Foster deferred the discussion on the proposed changes to the GRF Bylaws, to be voted on at the July 13, 2012 Corporate Members meeting, to the July 13, 2012 Corporate Members meeting.

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

During its Regular Executive Session Meeting of June 5, 2012, the Board reviewed and approved without objection the minutes of the Regular Executive Session of May 1, 2012, the Special Executive Session of May 11, 2012, the Special Executive Session of May 18, 2012, the Special Executive Session of May 22, 2012, the Special Emergency Executive Session of May 23, 2012, the Special Executive Session of May 29, 2012, and the Special Executive Session of June 1, 2012. The Board discussed contractual issues regarding the Moulton Parkway Widening Phase II project, use of the Equestrian Center, Connexion, Third Mutual flood mitigation, Ware Disposal, and the former Community name. The Board held one disciplinary hearing and discussed the following litigation matter: Larry Badgwell v. GRF.

During its Special Executive Session Meeting of June 11, 2012, the Board discussed contractual issues regarding Connexion.

With no further business before the Board of Directors, the special meeting was adjourned at 12:25 P.M.

Lloyd Foster, President