

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

April 14, 2011

A Special Meeting of the Golden Rain Foundation Board of Directors, a California non-profit mutual benefit corporation, was held on Thursday, April 14, 2011 at 10:30 A.M. at 24351 El Toro Road, Laguna Woods, California with the Directors of the Corporate Members.

GRF Directors Present: Jim Matson, Lloyd Foster, Ken Hammer, Don Tibbetts, Bob Hatch, Ray Gros, Lynne Dvorak, Patrick Murphy, Ruth May, Bevan Strom, Burns Nugent

GRF Directors Absent: None

Staff Present: Cris Robinson, Tim Huval, Patty Kurzet

Others Present: Cora Newman of Government Solutions, Inc.; Joe Faust, Austin-Faust – Traffic Engineer; Bob Reicher – Valuation Market Consultant; Bob Mulvihill of HKC; and Claire Webb of Laguna Woods Globe

CALL TO ORDER

President Jim Matson called the meeting to order at 10:30 A.M., established a quorum, and announced that the purpose of the meeting is to discuss and consider the GRF Land Use Ad Hoc Committee Land Planning Recommendations.

President Matson entertained a motion to discuss the recommendations.

Director Hammer made a motion to accept Alternative A. Director Foster seconded the motion and discussion ensued.

The Directors expressed their sentiments with the planning process.

Director Hatch reported on the goals of the Ad Hoc Committee and commented on the misunderstandings of the need to implement a Specific Plan on behalf of the Community.

President Matson asked Third Board President Carol Moore and United Board President Gail McNulty what the consensus of their Board is. It was stated that their Boards' would like GRF to approve Alternative A.

Members Herb Harris (454) commented on GRF's responsibility to act on behalf of its constituents; Denny Welch (5517-1C) commented on calculating the ADTs; Mary Robertson (5184) commented on fiduciary duties and allowing the Corporate Members to vote on what is developed; Barbara Copley (410-D) commented on Alternative A and reserving for the future; Pamela Grundke (2214-B) commented on preserving the land for the future and not selling or leasing the land; Pat Feeney (2399-1E) commented that the Corporate Members should be able to vote to sell the land; Marv Rosenhaft (823-A) commented on Alternative C and preserving as many options available to the Community; Doug Rook (30-F) commented on the

need to maximize as many options available for use; Myrna Sheinblum (3488-C) commented on Alternative C and the need to maximize as many options available for future use; Carol Price (5017) commented on developing the land for high-density usage; Linda Wilson (816-P) commented on Alternative C and locking in the best use options.

Director Dvorak amended the motion to change the Ad Hoc Committee recommendation for 8b and zone it for light industrial; and to maximize the square footage for Parcels 2A, 2B, 3. Director May seconded the motion and discussion ensued.

The motion carried unanimously.

The original motion as amended carried by a vote of 6-4-0 (Directors Hammer, Foster, Tibbetts, Strom, Dvorak and Hatch vote in favor and Directors Murphy, Gros, Nugent and May opposed) and the Board approved the following:

Parcel 1

- Approve placing a fire station at the lower tip of Parcel 1.
- Approve the remainder of Parcel 1 as high density residential.
- Approve combining Garden Centers One and Two.

Parcel 8b

- Approve keeping the Maintenance Center, RV Lot, and Recycling Center where it is and adding Light Industrial zoning.

Parcels 2A, 2B, 3

- Approve to combine Parcels 2a, 2b, and 3 and zone as Community Service and maximize the square footage.

Parcels 4, 5

- Approve Parcel 4 and a portion of Parcel 5 for the Equestrian Center.

Parcel 9

- Approve open space zoning on Parcel 9.

Parcels 7a - 7d

- Approve combining Garden Centers One and Two and place on Parcels 7a and 7c, as shown in all three Alternatives.
- Approve designating Parcel 7b as Open Space.
- Approve designating Parcel 7d as Open Space.

Parcel 8a

- Approve designating Parcel 8a as Open Space.

MEETING RECESS

The regular open meeting recessed at 11:42 A.M. and reconvened into Executive Session with at 11:50 A.M.

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

During its Regular Executive Session Meeting of April 5, 2011, the Board reviewed and approved the minutes of the Special Executive Session meeting of February 22, 2011, the Special Executive Session meeting of February 25, 2011, and the Regular Executive Session meeting of March 1, 2011. Approved GRF Security and Community Access Committee Recommendations for RV Lot Violations; discussed contractual, litigation, and other member disciplinary matters.

With no further business before the Board of Directors, the special meeting was adjourned at 12:32 P.M.

Lynne Dvorak, Secretary