

**MINUTES OF THE SPECIAL MEETING OF THE
BOARD OF DIRECTORS OF UNITED LAGUNA WOODS MUTUAL
A CALIFORNIA NON-PROFIT MUTUAL BENEFIT CORPORATION**

October 22, 2012

The Special Meeting of the Board of Directors of United Laguna Woods Mutual, a California Non-Profit Mutual Benefit Corporation, was held on Monday, October 22, 2012 at 1:00 P.M. at 24351 El Toro Road, Laguna Woods, California.

Directors Present: Roger Turner, Catherine Brians, John Dalis, Jack Bassler, Mary Stone, Barbara B. Howard, Charles Hammer, Phil Doran, Jerren Auble, Pat English, Erna Ferris

Directors Absent: None

Staff Present: Jerry Storage, Patty Kurzet, and Pamela Bashline

Others Present: Sandra Gottlieb of Swedelson & Gottlieb

CALL TO ORDER

Roger Turner, President of the Corporation, chaired and opened the meeting, and stated that it was a Special Meeting held pursuant to notice duly given. A quorum was established and the meeting was called to order at 1:00 P.M.

UNITED MUTUAL MEMBER COMMENTS AND PUBLIC FORUM

United Mutual Members were given the opportunity to speak and the Directors briefly responded to the comments.

CHAIR'S REMARKS

President Turner welcomed the new Board Members, and commented on the upcoming election for the membership to vote on changes to the Occupancy Agreement.

COMMITTEE APPOINTMENTS

The Board considered the following proposed Mutual Committee appointments:

RESOLUTION 01-12-

RESOLVED, October 22, 2012, that the following persons are hereby appointed to serve the Corporation in the following capacities:

Finance Committee

Mary Stone - Chair

John Dalis - Vice Chair

Barbara B. Howard

Pat English

Advisors: Diane Casey, Florence Kleinfeld

Joint GRF Bylaw Committee

Inactive at this time

Landscape Committee

Charlie Hammer – Chair
Catherine Brians – Vice Chair
Erna Ferris
Jerren Auble
Advisors: Barbara Copley, Heather Gerson, Cynthia Chyba

Joint Long Range Planning Committee

Inactive at this time

Joint Signage Ad Hoc Committee with GRF and Third Mutual

TBD

Maintenance and Construction Committee

Catherine Brians, Chair
Charlie Hammer, Vice Chair
Jack Bassler
Phil Doran
Advisors: Lynn Hamm, Barbara Copley, Judy Gaither

New Resident Orientation

Per Rotation List

Standards Sub-Committee

Inactive at this time

Traffic Hearing (quarterly)

John Dalis, Chair
Catherine Brians
Jerren Auble

Laguna Canyon Foundation

Erna Ferris

RESOLVED FURTHER, that Resolution 01-12-53, adopted March 13, 2012 is hereby superseded and canceled.

Director Hammer moved to approve the proposed Mutual committee appointments resolution. Director Brians seconded the motion and discussion ensued.

Director Stone amended the motion to remove Erna Ferris from the Finance Committee. Director Brians seconded the motion and discussion ensued.

Member Maxine McIntosh (68-C) commented on the amendment.

By a vote of 10-0-0, the amendment carried.

Director English amended the motion that Director Bassler Chair the Maintenance and Construction Committee. Director Doran seconded the motion and discussion ensued.

Members Pat Blomgren (563-A) and Marv Rosenhaft (823-A) commented on the amendment.

Ms. Gottlieb advised that the amendment is invalid due to the wording in the Bylaws that allow the President to make the appointments. The motion was withdrawn.

By a vote of 4-6-0, (Directors English, Bassler, Doran, Auble, Ferris, and Howard opposed), the motion to approve the Mutual committee appointments failed.

The Board considered the proposed GRF committee appointments. Director Hammer moved to approve the resolution. Director Brians seconded the motion. The appointments were read and discussion ensued.

By a vote of 9-1-0 (Director English opposed), the motion carried and the Board of Directors adopted the following resolution:

RESOLUTION 01-12-181

RESOLVED, October 22, 2012, that, in compliance with Article 7, Section 7.3 of the Golden Rain Foundation Bylaws, adopted July 13, 2012, the following persons are hereby appointed to serve on the committees of the Golden Rain Foundation:

Business Planning

Roger Turner
Mary Stone

Clubhouse 2 Renovation Ad Hoc Committee

Mary Stone
Jack Bassler

Community Activities

John Dalis
Erna Ferris

Finance

Mary Stone
John Dalis

Landscape Committee

Charlie Hammer
Jerren Auble

Maintenance & Construction

Catherine Brians
Jack Bassler

Media and Communication Committee

Phil Doran
Barbara B. Howard

Mobility and Vehicles Committee

John Dalis
Phil Doran

Security and Community Access

John Dalis
Phil Doran

RESOLVED FURTHER, that Resolution 01-12-32, adopted February 14, 2012, is hereby superseded and canceled.

Ms. Gottlieb stated that not approving the Mutual committee appointments is unadvisable in that no Board business would be considered and suggested that the Board reconsider the appointments again to move forward with Board business.

Director Brians moved to reconsider the Mutual committee appointments resolution. Director Stone seconded the motion and discussion ensued.

Members Pamela Grundke (2214-B), Pat Blomgren (563-A), and Barbara Hammer (923-B) commented on the motion.

By a vote of 10-0-0, the motion to reconsider carried.

Director Brians moved to approve the Mutual committee appointments. Director Howard seconded the motion.

By a vote of 8-2-0 (Directors Doran and Bassler opposed), the motion carried and the Board of Directors adopted the following resolution:

RESOLUTION 01-12-182

RESOLVED, October 22, 2012, that the following persons are hereby appointed to serve the Corporation in the following capacities:

Finance Committee

Mary Stone - Chair
John Dalis - Vice Chair
Barbara B. Howard

Pat English
Advisors: Diane Casey, Florence Kleinfeld

Joint GRF Bylaw Committee

Inactive at this time

Landscape Committee

Charlie Hammer – Chair
Catherine Brians – Vice Chair
Erna Ferris
Jerren Auble
Advisors: Barbara Copley, Heather Gerson, Cynthia Chyba

Joint Long Range Planning Committee

Inactive at this time

Joint Signage Ad Hoc Committee with GRF and Third Mutual

TBD

Maintenance and Construction Committee

Catherine Brians, Chair
Charlie Hammer, Vice Chair
Jack Bassler
Phil Doran
Advisors: Lynn Hamm, Barbara Copley, Judy Gaither

New Resident Orientation

Per Rotation List

Standards Sub-Committee

Inactive at this time

Traffic Hearing (quarterly)

John Dalis, Chair
Catherine Brians
Jerren Auble

Laguna Canyon Foundation

Erna Ferris

RESOLVED FURTHER, that Resolution 01-12-53, adopted March 13, 2012 is hereby superseded and canceled.

Ms. Pamela Bashline provided a presentation on the Board's duty to review and approve resale packages, occupancy agreements, transfers, and caregiver applications. Board members were given the opportunity to ask questions.

Ms. Bashline left the meeting at 3:03 P.M.

DIRECTORS' FORUM

- No comments were made

MEETING RECESS

The Special Open Session Meeting recessed at 3:04 P.M. and reconvened into the Special Executive Session at 3:15 P.M.

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

During its October 5, 2012 Special Executive Session Meeting, the Board held a Delinquent Assessment Meet and Confer, heard three disciplinary hearings and imposed fines totaling \$1,000 for violations of the Mutual's rules and regulations; and discussed potential litigation, contractual, and other member disciplinary matters.

ADJOURNMENT

With no further business before the Board of Directors, the meeting was adjourned at 4:44 P.M.

Charlie Hammer, Secretary