

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

November 30, 2012

The Special Meeting of the Board of Directors of United Laguna Woods Mutual, a California Non-Profit Mutual Benefit Corporation, was held on Friday, November 30, 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 Cris Robinson

Others Present: Bob Mulvihill, Esq., Sandra Gottlieb, Esq., Kelly Richardson, Esq., and Steve Roseman, Esq., Directors of GRF, Third Mutual, and Mutual 50

CALL TO ORDER

Roger Turner, President of the Corporation, 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.

President Turner turned the meeting over to GRF President Lynne Dvorak who introduced Mr. Bob Mulvihill.

Mr. Mulvihill gave a presentation on the GRF Trust that establishes GRF as the Trustee and Third Mutual, United Mutual, and Mutual 50 as the Beneficiaries.

The Trust expires on its own terms on March 2, 2024, and at that time the GRF's assets need to be distributed according to Trusteed Sums unless the Trust is extended or a new Trust is enacted.

Mr. Mulvihill spoke to the Trust analysis prepared by Paul Hastings, and stated that there are no conflicts between the Trust and the GRF Bylaws, and if there was a conflict then one or the other would need to be modified, and if that is not possible, then filing a petition with the Court would be required.

Board Members and Mutual Corporate Attorneys were given the opportunity to ask questions of Mr. Mulvihill regarding the Trust.

Mr. Richardson asked to review all drafts of the Trust analysis in order to determine how Paul Hastings produced their final opinion on the Trust. GRF President Dvorak stated that the GRF Board will take his request into consideration.

GRF President Lynne Dvorak read written questions from the audience.

GRF President Lynne Dvorak asked that the Mutuals appoint members to an Ad Hoc Committee to analyze the GRF Trust and Bylaws.

MEETING RECESS

The Special Open Session Meeting recessed at 2:39 P.M. and reconvened into the Special Executive Session at 2:57 P.M.

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

During its November 13, 2012 Regular Executive Session Meeting, the Board reviewed and approved the minutes of the Special Executive Session of September 7, 2012, Regular Executive Session of September 11, 2012, Special Executive Session of September 19, 2012, Special Executive Session of September 21, 2012, Special Executive Session of October 5, 2012, and the Special Executive Session of October 22, 2012. The Board approved two write-offs in the total amount of \$320. The Board heard four disciplinary hearings and imposed fines totaling \$250 for violations of the Mutual's rules and regulations; and discussed litigation, contractual, and other member disciplinary matters.

During its November 29, 2012 Special Executive Session Meeting, the Board discussed contractual matters and member discipline.

ADJOURNMENT

With no further business before the Board of Directors, the meeting was adjourned at 4:00 P.M.

Charles Hammer, Secretary