

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

June 20, 2013

A Special Meeting of the United Laguna Woods Mutual Board of Directors, a California non-profit mutual benefit corporation, met on Thursday, June 20, 2013 at 10:00 A.M., at 24351 El Toro Road, Laguna Woods, California.

Directors Present: Phil Doran, Pat English, Erna Ferris, Jerren Auble, Jack Bassler (via telephone), Barbara B. Howard

Directors Absent: None

Staff Present: Jerry Storage, Cris Robinson, Kim Taylor

CALL TO ORDER

President Phil Doran chaired the meeting, stated that it was a special meeting held pursuant to notice duly given, and established a quorum. The meeting was called to order at 10:00 A.M.

A motion was made by Director Ferris, seconded by Director Howard, to direct staff to provide an analysis/study regarding a direct election of GRF Directors by district through a vote of the Community Membership.

Director English amended the motion to add that the analysis by staff would be completed within 30 days. Director Howard seconded the motion.

By a vote of 2-3-0 (Directors Bassler, Auble, Ferris opposed) the amendment to the motion failed.

By a vote of 3-2-0 (Directors Bassler and English opposed) the original motion carried.

Director Auble read a proposed resolution calling for a Special Corporate Members Meeting. Director English moved to call the Corporate Members meeting within 45 days on supporting a direct election of GRF Directors by district through a vote of the Community membership. Director Howard seconded the motion and discussion ensued.

Members Maxine McIntosh (68-C), Patrick Murphy (777-P), Heather Gerson (53-N), Pamela Grundke (2214-B), Mary Stone (356-C), and Lynn Hamm (747-C) commented on the motion.

By a vote of 5-0-0, the motion carried unanimously and the Board of Directors adopted the following resolution:

RESOLUTION 01-13-116

WHEREAS, GRF Bylaws §5.3 allows for the calling of a Special Meeting of the Corporate Members of the Golden Rain Foundation by way of a

resolution approved by a majority of the Board of a Corporate Member;
and

NOW THEREFORE BE IT RESOLVED, June 20, 2013, that the Board of Directors of this Corporation hereby calls a Special Corporate Members' Meeting, at a date to be determined **but within 45 days**, for the Corporate Members to vote on supporting a direct election of GRF Directors by district through a vote of the Community membership; 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.

Director Auble read the proposed resolution approving the Mutual Committee Appointments. Director Howard moved to approve the resolution. Director English seconded the motion.

By a vote of 5-0-0, the motion carried unanimously and the Board of Directors adopted the following resolution:

RESOLUTION 01-13-117

RESOLVED, June 20, 2013, that the following persons are hereby appointed to serve the Corporation in the following capacities:

Finance Committee

Pat English- Chair

Barbara B. Howard - Vice Chair

Jack Bassler

Advisors: Diane Casey, Florence Kleinfeld, Lou Skogen

Governing Documents Review Ad Hoc Committee

Barbara B. Howard, Chair

Pat English

Advisors: John Beckett, Bevan Strom

Landscape Committee

Jerren Auble – Chair

Erna Ferris – Vice Chair

Advisors: Cynthia Chyba

Maintenance and Construction Committee

Jack Bassler, Chair

Phil Doran, Vice Chair

Pat English

Advisors: Lynn Hamm, Judy Gaither

New Resident Orientation

Per Rotation List

Paint Colors Sub-Committee

TBD – The Board is putting this on hold for the time being.

Standards Sub-Committee

TBD – The Board is putting this on hold for the time being.

Traffic Hearing (quarterly)

Jerren Auble, Chair

Walkway Lighting Subcommittee

Jack Bassler, Chair

Erna Ferris, Vice Chair

Advisors: Doug Rook and Collette Siegman

Laguna Canyon Foundation

Erna Ferris

RESOLVED FURTHER, that Resolution 01-13-96, adopted June 11, 2013, is hereby superseded and canceled.

Director Auble read the proposed resolution approving the GRF Committee Appointments. Director Howard moved to approve the resolution. Director English seconded the motion.

By a vote of 5-0-0, the motion carried unanimously and the Board of Directors adopted the following resolution:

RESOLUTION 01-13-118

RESOLVED, June 20, 2013, 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

Phil Doran

Pat English

Recreation Master Plan Ad Hoc Committee

Erna Ferris

Phil Doran

Community Activities

Erna Ferris
Phil Doran

Finance

Pat English
Barbara Howard

Landscape Committee

Jerren Auble
Erna Ferris

Maintenance & Construction

Jack Bassler
Pat English

Media and Communication Committee

Phil Doran
Barbara B. Howard

Mobility and Vehicles Committee

Barbara Howard
Jerren Auble

Security and Community Access

Jerren Auble
Phil Doran

RESOLVED FURTHER, that Resolution 01-13-97, adopted June 11, 2013, is hereby superseded and canceled.

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

During its June 11, 2013 Regular Executive Session meeting, the Board reviewed and approved the minutes of the Regular Executive Session of May 14, 2013 as written; heard five disciplinary hearings and imposed fines totaling \$900 for violations of the Mutual's rules and regulations; and discussed contractual, and other member disciplinary issues.

During its June 20, 2013 Special Executive Session meeting, the Board discussed litigation and contractual matters.

With no further business before the Board of Directors, the special meeting was adjourned at 11:15 A.M.

Jerren Auble, Secretary