

SPECIAL MEETING OF THE CORPORATE MEMBERS
OF THE GOLDEN RAIN FOUNDATION OF LAGUNA WOODS
A CALIFORNIA NON-PROFIT MUTUAL BENEFIT CORPORATION

February 6, 2006

The Special Meeting of the Corporate Members of the Golden Rain Foundation of Laguna Woods, a California non-profit mutual benefit corporation, met on Monday, February 6, 2006 at 10:00 A.M. at 24351 El Toro Road, Laguna Woods, California.

The purpose of the meeting was to discuss GRF Land Use Entitlements.

The meeting was open and telecast on Channel 6 television. The following members were present:

United Laguna Hills Mutual:	Ray Barrett	Mary Stone
	Charlene Sydow	Jim McNulty
	Burns Nugent	Beth O'Brien
	Connie Grundke	Linda Wilson
	Larry Dersh	Ken Hammer
	Don Tibbetts	

United Mutual Members Absent: None

Third Laguna Hills Mutual:	Jim Matson	Raymond Gros
	Gunter Vogt	Jim Keysor
	George Arnold	Dominic Burrasca
	Phyllis Fish	
	Robert Hatch	

Third Mutual Members Absent: Richard Moos, Larry Souza, Mark Schneider

Laguna Woods Mutual 50:	Richard Wurzel	Albert Sniderman
	Joe Schaefer	

Mutual 50 Members Absent: Ruth Mervis, Mollie Hayes

Golden Rain Foundation:	George Portlock	Marty Rhodes
	Jack Bassler	Ruth May
	Noel Hatch	Cynthia Chyba
	Maury Kravitz	

GRF Members Absent: Bob Miller, Bea McArthur, Joseph Heller, Mark Stein

Staff Present: Milt Johns, Patty Fox Jerry Storage, Marcel Bradley; Ron Pflugrath of RBF Consulting Urban Design Studio

Others Present: *Media:* Cheryl Walker of the News; TV Channel 6 camera crew

CALL TO ORDER

George Portlock, President of the Golden Rain Foundaiton Corporation acted as Chairman, called the meeting to order at 10:00 A.M., indicated that more than fifty-one percent of the voting power were present constituing a quorum, and stated that it was Special Meeting held pursuant to notice duly given to consider Mr. Ron Pflugrath's presentation on land use entitlements.

Chairman Portlock explained the format of the meeting.

The Corporate Members approved the minutes of the Annual Meeting of October 26, 2005 and the Special Corporate Members Meeting of December 16, 2005. United Board Member Charlene Sydow objected to the Minutes of December 16, 2005, explaining that they should have more detail.

President Portlock opened the floor to Mr. Milt Johns, General Manager who introduced Mr. Ron Pflugrath, Director of Planning and Design of RBF Consulting Urban Design Studio who provided a powerpoint presentation on GRF Land Use.

Mr. Pflugrath provided a summary of each of GRF Properties, and provided guideline principles and land use planning alternatives to maximize future development potential and to obtain entitlements per the Board's objectives. Mr. Pflugrath advised the Corporate Members that the purpose of the planning was to designate uses for Specific Plan purposes.

The Directors of the Corporate Members were given the opportunity to ask questions on the proposed land use plan. The general sentiment of the Corporate Members was that the information required more study and discussion in addition to the presentation given today. In response and by way of consensus, the Corporate Members agreed to hold another meeting to further discuss the proposed plan.

During the Good of the Order, the GRF Board Directors were given the opportunity to address Mr. Pflugrath with comments and concerns with the proposed plan. Directors advised that although GRF may choose to lease or sell property, they emphasized to the Corporate Members that there is no plan to sell the parcels at this time.

Chairman Portlock announced that the next Corporate Members meeting is tentatively scheduled for February 23, 2006.

Marty Rhodes left the meeting at 11:30 A.M.

United Mutual Members Mike Curtis (342-A) commented on the ADTs designated by the City and the proposed plan; Barbara Copley (410-D) read a letter from Leslie Keane on ADTs; Maxine McIntosh (68-C) addressed Mr. Pflugrath on ADTs; Pamela Grundke (2214-B) announced the next Resident Voice meeting; and Len Peverieri (76-P) commented on soil importation.

Chairman Portlock announced that the Corporate Members will adjourn into closed session to discuss contractual issues.

The meeting recessed for lunch at 11:45 A.M. and reconvened at 12:35 P.M.

ADJOURNMENT

There being no further business to come before the meeting, the meeting was adjourned at 1:07 P.M.

George Portlock, President
Golden Rain Foundation Board of Directors