

**MINUTES OF THE ANNUAL SHAREHOLDERS' MEETING
SEAL BEACH MUTUAL ELEVEN**

May 24, 2018

The Annual Meeting of the Shareholders of Seal Beach Mutual Eleven, a California corporation, was called to order by President Mandeville at 10:07 a.m. on Thursday, May 24, 2018, in Clubhouse Four.

PLEDGE OF ALLEGIANCE

President Mandeville led in the *Pledge of Allegiance*.

QUORUM

President Mandeville advised that a quorum was present, either in person or by ballot, and he declared the meeting officially in session.

SHAREHOLDER DECLARATION

At the March 15, 2018, Regular Board Meeting, Rosemaire Mandeville, Unit 278-B, declared that she would be voting cumulatively on her ballot.

CERTIFICATION OF NOTICE OF MEETING

Secretary French read the Certification Notice:

I, Shirley French, Secretary for Seal Beach Mutual No. Eleven, hereby certify that the Notice of Stockholders' Meeting and Ballots were mailed in accordance with Article IV, Section 4, of the Bylaws of said Corporation to all subscribers of common stock as of April 24, 2018.

**FURTHER, IN ACCORDANCE WITH THE BYLAWS, THE
CUMULATIVE VOTING PROCEDURE WILL BE USED.**

Accurate Voting Services will now explain the process of a write-in candidate and nomination of that write-in candidate.

BALLOTING

Ms. Cheryl Wilson from Accurate Voting Services explained the balloting procedure for the proposed Bylaws amendment change. She thanked the Mutual for the opportunity to provide this election procedure for the Mutual. They are the outside independent election service company that was selected to create the ballot, mail the ballot to the shareholders, and receive the return ballots to be opened today to determine whether the Bylaws Amendment passed or failed.

**ANNUAL SHAREHOLDERS' MEETING
SEAL BEACH MUTUAL ELEVEN**

May 24, 2018

BALLOTING (CONTINUED)

President Mandeville announced that the ballot boxes were closed and instructed any interested shareholders to accompany Accurate Voting Services to the counting area to observe the counting of the ballots. When the counting is completed, the Board will hold its Organizational Meeting to elect officers. The results of the election will be posted on the main doors of all the clubhouses.

INTRODUCTION OF CANDIDATES

The following candidates were introduced as follows:

Ron Baker (Incumbent) – absent	Guta Basner (New)
Brenda L. Hemry (Incumbent)	Geoff Davies (New)
John Newport (Incumbent)	Dominick “Dom” De Ceglie (New)
Mary Ruth Greer (New)	Pat Henehan (New)
Walter H. Toney (New)	

President Mandeville called for nominations from the floor. There being no further nominations, President Mandeville requested a motion to close the nominations. Upon a MOTION duly made by Jill Seeger, Unit 270-I, and seconded by Gerarda McNulty, Unit 271-D, it was

RESOLVED, That the nominations be closed.

The MOTION passed.

The assigned election observers were: Patricia Cortese, Pamela Sich and Jackie Hildebrant.

MINUTES

President Mandeville asked for a motion to dispense with reading the minutes of the last Annual Shareholders' Meeting held on May 25, 2017, and be approved as printed, and distributed. Upon a MOTION duly made by James Greer, Unit 281-K, and seconded by Betty Ballen, Unit 282-C, it was

RESOLVED, That the reading of the minutes of the Annual Shareholders' Meeting of May 25, 2017, be dispensed with and that they be approved as printed and distributed.

The MOTION passed.

INTRODUCTION OF CURRENT BOARD MEMBERS AND GUESTS

President Mandeville introduced the current 2017-2018 Board members:

Phil Mandeville, President
John Newport, Vice President
Shirley French, Secretary

Pam Baker, CFO
Ron Baker, Director (absent)
Brenda Hemry, Director

President Mandeville then introduced the Golden Rain Foundation Representative, Irma Heinrichs; Executive Director, Randy Ankeny; and Mutual Administration Director, Jodi Hopkins who was unable to attend the meeting.

PRESIDENT'S REPORT

Mr. Mandeville presented his report (attached).

VICE PRESENT'S REPORT

Mr. Newport read his report.

SECRETARY'S REPORT

Ms. French presented her report (attached).

CHIEF FINANCIAL OFFICER'S REPORT

Ms. Baker presented her report (attached).

DIRECTOR'S REPORTS

Ms. Hemry presented her Emergency Information report (attached).

EXECUTIVE DIRECTOR'S REPORT

Mr. Ankeny presented his report (attached).

MUTUAL ADMINISTRATION MANAGER'S REPORT

Ms. Hopkins' report is attached.

RECESS1

President Mandeville called a break at 10:45 a.m. to 11:00 a.m., which was necessary to finish the counting of the ballots.

**ANNUAL SHAREHOLDERS' MEETING
SEAL BEACH MUTUAL ELEVEN**

May 24, 2018

ELECTION RESULTS

Accurate Voting reported the following results of the election to the shareholders present as follows: Guta Basner, elected with 131 votes, Geoff Davies, elected with 224 votes; Mary Ruth Greer, elected with 142 votes; Brenda L. Hemry, elected with 138 votes; John Newport, elected with 209 votes; Walter H. Toney, elected with 106 votes.

ADJOURNMENT

There being no further business to conduct, the meeting was adjourned at 11:04 a.m.



Attest, Brenda Hemry, Secretary
SEAL BEACH MUTUAL ELEVEN

lh: 5/25/18

Attachments

Condition of Mutual 11

2017/2018

Mutual 11 is about the shareholder. You see them sitting outside under a shade tree or on a patio with a cup of coffee or something stronger telling a story, enjoying the beauty of the many trees and fine-looking gardens and flowers. There are many dogs and cats taking long walks with their owners looking for a bench to stop for a rest. Pride in our mutual is evident everywhere.

Some people say Mutual 11 is similar to a park with so many green belts.

There's a lot of remodeling and improvements to the units including carport storage additions. We began re-piping buildings with new copper piping with 1/3 (8) of the buildings being completed this year. M11 also removed old solar panels on the laundry rooms and re-roofed.

Last Holiday season we visited as many shut in's as possible. Last fall we did a hands-on fire extinguisher drill along with defibrillator demo.

This spring we have 5 new CERT (Community Emergency Response Team) members from M11.

We held a great annual picnic with lots of food, prizes, and fun.

Safety: All bedrooms now have 10 year battery smoke alarms. Stoves all have stove top STOPS for fire. We are still installing smart burners.

New drains and sidewalk repairs have been completed and working well.

The Board of Directors and committees have worked very hard these past 2 years to take care of the property and buildings by inspecting, upgrading and beautifying.

Good Morning Everyone,

First I need to thank some of the people I have worked with that made my years on this board possible.

The ladies in maintenance that take the phone calls, the maintenance men. People in physical properties that set up all the new resident orientations and the ladies in stock transfer.

Jodie I cannot tell you how great it has been working with you and your staff. You have always been there for me. For that I thank you. It seems over the past few months we put you in some turmoil for that I'm sorry. At least everyone knows now with the help of Carolyn Miller that we are not going broke.

Brenda, it has truly been a pleasure working with you on the board. You are precise with everything you do. You are such an asset to Mutual 11, it will be a great loss if you are not on the board this coming term.

Pam, I really have enjoyed working with you. First you took on the landscaping, then before Brenda you had Emergency Preparedness then later took on CFO. Thank you for all you have done for Mutual 11.

Phil, you have done everything you could to make this mutual a safe and happy environment over the past five years. You had training on fire extinguishers you encouraged people to get involved and even became a certified Certs Trainer not only for our mutual but for all residents of Leisure World.

Thank you for all you have done.

I really enjoyed working with Ron. He was one of those guys no matter when I called him he always said don't worry I will take care of it, and he always did. Ron you are missed. Thank you for all you did.

Last I would like to thank all of you for always giving me your support.

Thank you so much.

Shirley French

A handwritten signature in cursive script that reads "Shirley French". The signature is written in black ink and is positioned below the typed name.

MUTUAL ELEVEN CFO REPORT

May 24, 2018

This is my last report as CFO. I want to thank Phil Mandeville for being a great President, great leader, like a brother to me, very supportive, thoughtful always there for me. John Newport thank you for helping me with the Budget. Shirley French thank you for being like a big sister, always can ask questions, talk about things about our mutual, letting me do some of the orientations, I loved meeting the new people that move in here. Brenda Henry thank you for your support, going to a few meetings with me & for me. Shirley & Brenda thank you also for helping with the Fire Inspections that Ron would have done. I also want to thank my husband Ron Baker for a great job as Physical Property Director, he worked very hard for this mutual, many hours which you all know and he loved it. Thank you Mutual 11 for all the Sympathy cards, kind words, hugs, support that I have received for my husband.

The financial April report shows our expenses was \$1,064.00 under budget for the month.

Restricted Reserve Accounts

	March	Funding	Deductions	April
Appliance	\$13,352.82	\$5,833.33	\$3,644.39	\$15,541.76
Painting	\$125,070.28	\$1,083.33	-0-	\$126,153.61
Roofing	\$1,404,903.87	-0-	-0-	\$1,404,903.87
Emergency	\$133,261.31	-0-	-0-	\$133,261.31
Infrastructure	\$37,338.73	\$25,000.00	-0-	\$ 59,857.03
Total	\$1,713,927.01	\$31,916.66	*\$6,126.09	\$1,739,717.58

The Mutual shares the cost of utilities which was \$1,027.00, under budget. Electricity which was \$375.00 under budget and Water was \$600.00 under budget. The income from the laundry room was \$302.00 over budget.

The \$3,644.39 from Appliance was for one Oven, one Bathroom Basin, Faucet and four Bath Fan Heaters.

*Project Commitment for install light fixture at Bldg 272 for \$2,481.70

Thank you, Pam Baker CFO

Annual Report 2018
Emergency Information Director
Brenda Hemry

If you attended our Board Meeting in April, you heard what I thought was my last opportunity to address this mutual. If you missed the meeting, here are the highlights of my comments:

- Thank you, Phil Mandeville, for pushing me on and supporting my vision for serving our mutual and for adding your own vision as well with the CERT training, fire extinguisher drills and positive interactions with our stockholders. Thank you for the time you dedicated to serving the mutual, you went over and above the call of duty.
- Thank you, Shirley French for keeping a sharp eye on the board minutes and keeping us on task. She has done a wonderful job. She distributes agendas and minutes in a timely manner so that the stockholders have the information they need to see the board is doing their job. Shirley, you were my rock when I needed it. Thank you for your words of support.
- Thank you, Pam Baker for sharing your knowledge of the financial operation of the mutual. She has done a great job keeping our feet to the fire. Pam, I admire your resolve even under pressure.
- Thank you, John Newport, for volunteering to serve the mutual by serving on this board even though you have a busy schedule taking depositions.
- Ron Baker, you have earned your eternal rest. You did a great job and we all thank you.
- Thank you, to all our Building Captains, (please stand). You are the glue that is so needed in this community. You truly make a difference.

With the help of these 5 people, my accomplishments have been to acquire some new supplies for our emergency sheds, i.e. two propane burning stoves to provide hot water, during a disaster; update a new-owner manual and have it available on a Power Point Presentation or hard copy handout. I assisted Phil with the lettering and installing of the notification signs to announce a Mutual event, attended Emergency Information Council meetings, and became CERT trained and assisted in a CERT drill that included the Drone Club. I held two lunch training sessions for our Building Captains. My main job was to help YOU prepare yourself for any disaster that may affect your home here in Mutual 11. Possibly the single most important event that I was involved in was the fire extinguisher demonstrations. Remember "PASS". Taking care of the laundry rooms at 280 and 269 gave me the opportunity to meet and talk to many Mutual stockholders. That opportunity, was a treasure. I truly enjoyed talking with each and every one of them.

Thank you, Don Hemry, for your landscaping vision 5 years ago. Our Mutual looks amazing. We have a beautiful park for a front yard everywhere in the Mutual. You and the Architectural & Landscape committee have put our Mutual on top.

Thank you, Rosemarie Mandeville, for giving up so much of your husband's time to serve this mutual. You deserve the biggest thanks of all. You get to have him back for now. P.S. I'm sure you gave up more than just his time!

I wish to thank our GRF staff for their endless amount of work on behalf of the Mutual. I am sure they don't pay you enough, but they don't pay us at all so what can I say.

I hope you all have a wonderful summer. As for Don and me, we are going fishing.



Executive Director's Annual Meeting Report

To the President, Directors, and Shareholders of Mutual 11,

It's been five years since I joined the Golden Rain Foundation of Seal Beach (GRF). I am truly honored and delighted to report our community is running well, and our over 230 staff members are working diligently to insure smooth and fully transparent operations of GRF and the 16 Mutual Corporations to whom we provide service. This is due to our collective commitment to protect the value of Trust property and the enhancement of lifestyle. We collectively strive to create a foundation of accountability, responsible partnership and leadership. At its most basic, we endeavor to do truly meaningful work for our community, our Shareholder/Members, our Boards. We are committed as an organization to serving our community the highest ethical standards, finding thoughtful, effective and innovative ways to support the varied and diverse community needs, while retaining focus on efficiency, respect, teamwork, innovation, and integrity.

The strength of our community continues to come through, by collectively working together with a firm commitment to safety and risk mitigation. Our efforts have been recognized again with a notice of achievement by Philadelphia Insurance Companies for "Outstanding Risk Management"; this recognition is evident in the reduction (emphasis added) in insurance premiums for this policy period.

This speaks highly of everyone who unselfishly volunteers their time to serve on a Board. The compassion you show to those we serve, is an inspiration for us all. I've noticed how you treat everyone with respect and kindness, no matter what the situation is. We both know how stressful it can be at times; however, your words and actions have gone a long way in your collective accomplishments in helping and serving our community. Your work does not go unnoticed. The key to our success rests in you, who embody the spirit of community by unselfishly saying "what may I do for you". You are the heart and soul of Seal Beach Leisure World.

Community means strength that joins our strength to do the work that needs to be done. Arms to holds us when we falter. A circle of healing. A circle of Friends. Someplace where we can be free.

Starhawk

We look forward to working with the Boards to ensure that our community continues to prosper and thrive for the mutual benefit of all Shareholders and Members.

Thank you for allowing my staff and I to be part of your community and your lives.

Respectfully submitted,

Randy Ankeny,
Executive Director
for the Golden Rain Foundation

Annual Mutual Shareholders' Meeting 2018

Mutual Administration Director's Report

It has been a great year, all thanks to everyone's talent and unwavering effort. One of the greatest gifts you can give is your time. A Mutual nurtures the community spirit through it's volunteers. Volunteers are the lifeblood of any community. The work you have accomplished emphasizes the values and priorities of your community.

Thank you to this Mutual Board of Directors. We know that for you this is an add-on to the many things you do including your career, your family, other volunteer opportunities and your social life. Thank you for always taking our calls, answering our emails and bringing your passion, intellect, insight, experience and resources to the job of making life better for all of us.

Please join our team of staff members, along with the new or returning Mutual Directors, in continuing the legacy that was set by others many years ago. Let us also continue the growth of our community by incorporating everyone and working for the good of all.

Thank you to the Golden Rain Foundation (GRF) Board of Directors, more specifically your GRF Representative.

Thank you to our Executive Director, Randy Ankeny - working with you is a privilege. With your leadership, we look forward to the next year working with the Board to continue to provide an outstanding community.

Thank you to everyone for your part in our journey.

Respectfully,

Jodi Hopkins

Jodi Hopkins
Mutual Administration Director