

**MINUTES OF THE ANNUAL SHAREHOLDERS' MEETING
SEAL BEACH MUTUAL ELEVEN
July 23, 2020**

The annual meeting of the shareholders of Seal Beach Mutual Eleven, a California corporation, was called to order by President Henry at 9:59 a.m. on Thursday, July 23, 2020, in Clubhouse Four.

PLEDGE OF ALLEGIANCE

Shareholder, Cliff Vander Wall, led the *Pledge of Allegiance*.

QUORUM

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

SHAREHOLDER DECLARATION

At the May 21, 2020, regular board meeting, Grace Holdway of, Unit 283-A, declared her intent to vote cumulatively at this Annual Shareholders' Meeting.

CERTIFICATION OF NOTICE OF MEETING

Secretary Gary Adelman read the certification notice:

I, Gary Adelman, 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 July 23, 2020.

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

INTRODUCTION OF CANDIDATES

The 2020–2021 candidates were introduced as follows:

Gerald Adelman	(Incumbent)
Guta Basner	(Incumbent)
Denis Craig	(New Candidate)
Geoff Davies	(Incumbent)
Brenda Henry	(Incumbent)
Patrick T. Henehan	(Incumbent)
Leslie Martin Juchna	(New Candidate)
John W. Neal, Jr.	(New Candidate)

**ANNUAL SHAREHOLDERS' MEETING
SEAL BEACH MUTUAL ELEVEN
CLOSING OF NOMINATIONS**

July 23, 2020

President Hemry called for nominations from the floor. There being no further nominations, President Hemry requested a motion to close the nominations.

Upon a MOTION duly made by Phil Mandeville of, Unit 278-B, and seconded by Shirley French of, Unit 263-I, it was

RESOLVED that the nominations be closed.

The MOTION passed.

BALLOTING

Ms. Cheryl Wilson, Accurate Voting Service, Inc., 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 Mutual Eleven's new directors.

President Hemry announced that the balloting was now closed. She informed shareholders that they were welcome to observe the counting process on the monitors. She also informed shareholders that the counting of the ballots would be shown live on YouTube.

POSTING RESULT

President Hemry stated that within 15-days of the election, the Board will publicize the results of the elections in a communication directed to all shareholders. Results of the elections would also be posted on the main doors of all clubhouses upon completion of the final tally of ballots.

MINUTES

President Hemry asked for a motion to dispense with reading the minutes of the last Annual Shareholders' Meeting held on May 23, 2019, and be approved as printed, and distributed.

Upon a MOTION duly made by Phil Mandeville of, Unit 278-B and seconded by Betty Smith, Unit 280-G, it was

RESOLVED that the reading of the minutes of the Annual Shareholders' Meeting of May 23, 2019, be dispensed with and that they be approved as printed and distributed.

The MOTION passed.

INTRODUCTION OF CURRENT BOARD MEMBERS AND GUESTS

President Hemry introduced the current 2019-2020 Board members:

Brenda Hemry, President
Geoff Davies, Vice President
Gary Adelman, Secretary

Guta Basner, CFO
Patrick Henehan, Director

President Hemry then introduced Ms. Irma Heinrichs, GRF Representative; Mr. Randy Ankeny, Executive Director; Mutual Administration Director Jodi Hopkins and Mutual Recording Secretary, Kristal Givehand.

PRESIDENT'S REPORT

Ms. Hemry presented his report. (attached).

VICE PRESIDENT'S REPORT

Mr. Davies presented his report. (attached)

SECRETARY'S REPORT

Mr. Adelman did not present a report.

CHIEF FINANCIAL OFFICER'S REPORT

Ms. Basner presented her report (attached).

GRF REPRESENTATIVE

Ms. Heinrichs presented her report. (attached)

EXECUTIVE DIRECTOR'S REPORT

Mr. Ankeny presented his report. (attached)

MUTUAL ADMINISTRATION MANAGER'S REPORT

Ms. Hopkins presented her. (attached)

A brief recess was called from 10:29 a.m. to 10:51 a.m., to complete the tabulation of votes.

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

July 23, 2020

ELECTION RESULTS

Accurate Voting Services, Inc., reported the following results of the election to the shareholders present. With 208 members representing 66% of the total voting power in Seal Beach Mutual No. Eleven the following candidates were elected for the 2020-2021 term of office Gary Adelman, elected with 87 votes, Guta Basner, elected with 150 votes; Denis Craig, elected with 212 votes; Geoff Davies , elected with 229 votes; Brenda Henry, elected with 187 votes; Pat Henehan, elected with 133 votes and Leslie Martin Juchna, elected with 135 votes and John W. Neal, elected with 54 votes.

BYLAWS AMENDMENT VOTE

With a majority needed of 157 "yes" votes, the measure of *Amendment and Restatement of Bylaws* failed with 130 "yes" votes and 68 "no" votes and four (10) abstentions.

ADJOURNMENT

There being no further business to conduct, the meeting was adjourned at 10:54 a.m.

Attest, Leslie Martin Juchna, Secretary
SEAL BEACH MUTUAL ELEVEN
kg 07-23-2020

Attachments

Shareholders Meeting Mutual Eleven July, 2020

Mutual Eleven is unique and our shareholders know it. We are told by new residents moving in that they selected Mutual Eleven because they had walked around looking at the property and were struck by the beauty of the green belts and trees, and well-maintained landscape and many beautiful patios. It did not go without mention how friendly the residents were in the Mutual, whether walking their dogs, riding a bike, or just out for a stroll, they always speak to one another.

Mutual Eleven continues to promote Earthquake Preparedness while other mutuals are shying away from the practice. We promote self-activation and readiness, and we understand that we will be on our own during a major quake, and are mindful of that every day.

In October, we held a luncheon/meeting with our Building Captains to share the latest CERT training information and upcoming process for the Great California Shake-Out. Mutual Eleven has 15 trained CERT shareholders and a wonderful group of Building Captains. Thank you all.

We are an active living community and Mutual Eleven Shareholders can be seen enjoying a lively discussion on one or more of the beautiful patios throughout the community. We have complete strangers stop and comment on how wonderful it is to see us enjoying life here in Leisure World.

- This past year our board has completed the re-piping all 26 buildings and replacing each unit's water heater.
- We renewed our contract with Total Landscape and had them remove 21 bottle brush trees and planted more than 25 new trees. They also, trimmed over 40 trees.
- New, soft glow, LED lights were installed around all the carports and laundry rooms.
- We are in the process of taking bids for the re-roofing of 3 to 5 buildings.
- Because of the shut down, due to Covid-19, our fire inspections were postponed. We put up signs reminding shareholders to physical distance and wear a mask. Put up signs on the laundry room doors reminding users to sanitize before and after using. Our yard signs were changed to remind shareholders of meetings as a way of always keeping shareholders informed.
- Our board adopted a new Occupancy Agreement, and Rules and Regulations were revised.

Our Holiday/Christmas dinner was a success with music, food and entertainment. Our caroling was rained out this year.

Our board worked hard alongside our attorney and a committee of shareholders to improve the restated By-laws. This was a difficult task but a very necessary undertaking. It has consumed many man hours while we have been taking care of Mutual business.

Our Landscape and Architectural Review Committee has done an outstanding job of keeping our Mutual looking its best and approving new gardens and patio areas.

As a board, we have been very budget minded this year and will be leaving Mutual Eleven in great shape for the future.

I want to personally thank Geoffrey Davies for his support and guidance. I could not have done this job without him. Geoffrey was the voice of reason when I wanted to quit. Thank you to Guta Basner for managing our budget with a tight fist and for always maintaining a level head during a year of stressful events that made it difficult to cope. Thank you, Gary Adelman, for staying the course even when you thought you were not suited to be a secretary. You filled the job beautifully and learned quickly that the job was more than just a pretty face. I am proud of Patrick Henehan for stepping up to be our Physical Property director and keeping us up on what needs to be done to maintain our buildings going forward. He has not had an easy year, but never complained once. Phil Mandeville, thank you for your guidance and support and thank you for improving the Mutual's Emergency Preparedness by training 15 shareholders as CERT members and for teaming up with Pete Whelan to start generators and fill water tanks. Much appreciated. Congratulations on your appointment with the Orange County Senior Citizen Advisory Council Board, 2n District. Thank you, Irma Heinrichs, for serving on the GRF Board representing Mutual 11. One person representing 560 different opinions cannot be easy. Thank you.

Thank you, Randy Ankeny, for your support and faith in me when I was really down.

I especially want to thank Jodi Hopkins. She has probably had the hardest year of all. She is a one-woman, circus ring leader and with constantly training new staff and orchestrating 16 Mutual's business, during the lock down, caused by Covin-19, Jodi still came to work putting herself at risk every day. She has that spirit of human kindness that we all need to emulate. Thank you, Jodi and thank you to your hardworking staff.

We as a board, did our best even though we know we did not please all the people all the time. The important thing is that we did please some of the people some of the time.

Stay Safe!

Brenda Hemry, President

VICE PRESIDENT'S COMMENTS, ANNUAL MEETING JULY 2020

Hi there fellow Shareholders, what a year it has been.

It began last May when the Revised Bylaws, although gaining the majority of the votes cast, failed to reach 50% +1 of the total vote available and were not approved. I hope we have more success this year, the majority of the present Board have certainly worked hard to that end.

The next disappointment was a very rainy December which caused the cancellation of what had become our traditional Christmas sing along to those we affectionately call our 'shut ins' who, I am sure, felt the same sadness as did our ever growing group of singers.

However without doubt our biggest challenge since early March, in both Mutual11 and Leisure World as a whole, has been the battle against Covid -19. I believe it is fair to say that an extremely high percentage of residents, GRF Employees and Contractors have behaved responsibly resulting in low numbers of cases and, so far, one death occurring within our walls. Everyone should be congratulated, it has not been easy to continue to function under the severe restrictions placed upon us but I am sure you will all agree the effort has been worth it.

Personally I would like to say it has been a pleasure and a privilege to work with President Brenda Hemry and alongside her team of Directors. I can assure you that the hours and hours of dedicated service that they have put in throughout the year are well above the call of duty.

As Chairman of the Landscape and Architectural Advisory Panel I must say that without the help, powers of observation and advice of Jackie Clarkson, Daphne Guertin, Ed Jablonski, Don Hemry, Grace Holdaway, Susan Shaver, Pam Sich, Barbara Simundza and Jerry Thomas my life this year would have been far more difficult and I thank each and every one of them most sincerely.

Whilst the Panel know we can't please all of the shareholders all of the time I am led to believe from the comments of many of you we have succeeded more times than we have failed and can assure you we will continue to try to raise the standards of Landscaping throughout the Mutual.

We should all take satisfaction in the many comments heard saying that Mutual 11 is one of, if not the most, attractive places in Leisure World and we hope you enjoy living here.

Although we can't see all of the shareholders attending this meeting we thank you for taking the time and trouble to join us and we look forward to once again meeting you in person in the not too distant future.

Please take care and stay safe.

Geoff Davies Vice President M11 2019/2020

**Mutual 11
Financial Report
July 2020**

We finished 6 month on budget!

Last year we completed re-piping, replaced all water heaters, and where needed removed/replaced trees. Currently we are getting bids for reroofing and electric panels cover replacement. We also completed Reserve Study, a road map for capital improvements.

Account	Actual	Budget	Details
Taxes & Insurance	8,653	7,712	On 10 month schedule
Utilities	8,779	9,126	Bellow budget
Outside Services	19,482	21,741	Below budget
Total Operating Expenses	38,749	39,497	Below budget
Reserve Contribution	36,298	36,297	On budget
Total Expenses	119,003	126,684	On budget

This year is traumatic for everyone and to us, as directors it added an extra layer of stress. We needed to adapt to the “new normal” and that included finding alternative to office visits, meetings, and communications. We are resilient and we adapted!

Mutual 11
Financial Report
July 2020

As current board term is coming to the end I want to say thank you to Pam Sich, David Steffen, Anna Sturdivant, Susan Shaver, and Jill Seeger Building captains in my designated area for their great work! Brenda Hemry our current president who worked 24/7 (including vacation times) to make sure everything was running smoothly! Geoff Davies, Patrick Henehan, and Gary Adelman who were doing extraordinary work quietly without complain or reservation to ensure our buildings, grounds and documents were in order! It was an honor and pleasure to work with you!

I wish all of you stay healthy and enjoy life!

Thank you, Mutual 11

CFO - Guta Basner

GRF Representative's Report

As a result of the unprecedented COVID-19 crisis, which has fundamentally affected all of us, Annual meetings of the members have been delayed until now. I want to thank everyone for the opportunity to serve Mutual Eleven. I am proud of the way that the GRF Board and the Board of Mutual Eleven have taken action to support the community, our Mutual and our fellow Shareholder/members.

The adaptation of processes and strategies by the Mutuals, the GRF Board and the staff have been critical to the recovery ahead. The COVID-19 pandemic reminds us that the operating environment can shift abruptly, but our focus remains on the safety of our residents and our community.

I am pleased to present the GRF Annual Report: a statement of who we are, what we can do and how we are succeeding.



2019/2020 Executive Directors Annual Report

“There are far better things ahead than we leave behind”

C.S. Lewis

What a heartening quote to sum up the optimism our community feels regarding the effect the of the COVID-19 pandemic- “...there are far better things ahead...” The 2019/2020 Board term has truly been courageous in our collective fight against COVID-19 and in recognizing that we have reached that point in the communities life where we can no longer just place another coat of paint over our problems, but must make the difficult decisions to renew and rebuild, constructing a new, stronger foundation to serve our community well into the future.

Throughout this term, during periods of challenges and change, we have shown our resiliency. Together we are enduring a world changing event; with Coronavirus, we planned, we stayed calm and, most importantly, we are standing together as a community of friends and neighbors.

There are turning points in the life of a community, especially as a community ages past the fifty-year point. Many communities begin to fail and fall into disrepair with depreciating values, simply because Boards have not planned and could not respond to needed change. They could not meet a challenge. They could not change their current trajectory. They could not break free of old commitments and obligations. They did not have the strength.

Strength is a vital component to serve on a Board. We are blessed with caring volunteers who freely give their time to serve their fellow shareholder/members. Our Board members worked together establishing prudent financial planning, creating greater strength, greater courage, greater self-confidence, and greater transparency in what must done to protect and enhance the lifestyle and property values of our community.

Our strength is in working together, building consistency, building consensus regarding the tasks that had to be done, building the resolve to take risks, building the resolution to communicate with people and to unwaveringly address difficulties and dilemmas, building the skill to maintain community responsibilities even when the

actions may impinge upon a few, comprehending that it's the mutual benefit of a majority of the members that counts. This is foundation building for our future and the challenges that will be met and overcome together.

I want to express my sincere gratitude to the Mutual and GRF Board members for your service. Board service is the toughest volunteer role and you took on your Board duties with dedication, grace, and commitment.

My team and I are proud to be part of your community and your lives. Daily I see resilient, strong, and very compassionate people all working together.

We currently are facing times of uncertainty, but also a time of great promise. Yes, there are far better things ahead.

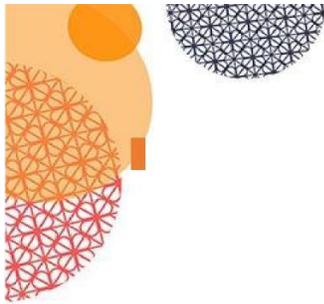
Best Regards,



Randy Ankeny, Executive Director

GRF, Seal Beach, CA

Together
We're making
a difference



Annual Mutual Shareholders' Meeting 2020

The GRF provides an enhanced quality of life for our active adult community of Seal Beach Leisure World.

Give me a platform and I am going to pick a few moments to celebrate our successes over the last year: please feel free to cheer with us because this has been by far the most difficult year. This pandemic has been an eye-opener for all of us. Moving into uncharted territory as we begin to reopen services requires innovation from us all. If it were not for technology, we would not have learned a new platform zoom; it was difficult at first and we are experts now! It has been a survival kit for us to continue to conduct the Mutual business. How reassuring it has been to know that we can count on all our efforts.

The greatest gift you can give is your time. Volunteers give their time and are the lifeblood of any Community. The work you have accomplished emphasizes the values and priorities of your Community.

Thank you to the Mutual Board of Directors, always answering our calls, responding to our emails, and bringing your dedication, loyalty, commitment, experience, and resources to the job of making life better for all of us.

Our team of staff members, along with the new or returning Mutual Directors, are willing to take on another year to continue the growth of our Community by incorporating everyone and working for the good of all. We will continue to have many successful years.

Thank you to the GRF Board of Directors, more specifically, your GRF Representative.

Thank you to our truly outstanding Executive Director, Mr. Randy Ankeny – whose leadership and vision steered us from day one. Thank you for your extraordinary ability and leadership to guide us always. We appreciate the efforts made by you. With your guidance we are ready to meet the coming challenges.

In closing, my sincere appreciation and gratitude. Thank you to everyone for your part in our journey.

Sincerely,

Jodi Hopkins, Mutual Administration Director

