

**Minutes of Lakewinds Natural Foods Cooperative
Board of Directors' Special Meeting
Monday, December 9, 2013**

Doug Engen, President
Taiha Wagner, Vice President
Brenda Pfahnl, Treasurer*
Dale Woodbeck, General Manager

John DePaolis
Caroline Hermes
Tracy Kochendorfer
Fred Ladner*
Stephanie Matz
Tim Reese

**absent*

The board members identified above assembled at 5:00 p.m. at the Eden Prairie Headquarters meeting room. Amy Campbell and Mike Metzger from Lakewinds marketing department presented an overview to board members of progress being made on a Lakewinds rebranding initiative. The marketing department is working with the highly-regarded Zeus Jones branding firm to create a cohesive and comprehensive strategy and implementation for Lakewinds' image in the marketplace in order to better resonate with our target markets. Surveys were conducted among Lakewinds owners and others to gain input on the look of a potential new logo. The rebranding effort is in the early stages and is being undertaken to better define and differentiate our coop in a crowded marketplace, and to create a cohesive and consistent freshened image and message with heightened appeal to up-and-coming generations of potential owners and shoppers.

After Amy and Mike were thanked and departed, the President called the special meeting to order at 6:33p.m. on Monday, December 9, 2013 in the Eden Prairie headquarters meeting room.

Member Loan Program - Nonresident Owners of Lakewinds Stock

As a follow-up to last month's discussion about the member loan program, Dale presented further information from our corporate legal counsel concerning Lakewinds continuing compliance with a securities exemption permitting sales of stock in the cooperative without registration under the state and federal securities laws. Dale will do some additional inquiry with CDS Consulting and coops having members in multiple states to further inform the board about the practices of other coops concerning acceptance of nonresident share purchases and payments of patronage dividends to nonresident owners.

Election of Officers

The following proposed slate of officers for the 2013-2014 term was presented to the board for consideration:

President: Doug Engen

Vice President: John DePaolis
Treasurer: Brenda Pfahl
Secretary: Tracy Kochendorfer

In addition, a new position was proposed to be created that will focus on owner engagement, and meet in conjunction with the Executive Committee. Taiha Wagner has expressed interested in serving in that role for 2013-14.

A motion was made and seconded to appoint the officers identified above to serve in the positions identified above for the 2013-2014 board year or until their successors are elected and have qualified, and that Taiha Wagner be appointed as a member of the Executive Committee focusing on ownership engagement for the 2013-2014 board year. All voted in favor.

The meeting was adjourned at 6:55 p.m.