



**Minutes of Lakewinds Natural Foods
Special Board of Directors' Meeting
Monday, August 19, 2013**

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

Cheryl Ahlcrona
Caroline Hermes
Tracy Kochendorfer

The President called the meeting to order at 6:30 PM Monday August 19, 2013 in the Eden Prairie conference room.

The sole purpose of the special meeting was to discuss and vote on two resolutions:

1. Resolution authorizing the Board President or General Manager to close on the Richfield Purchase Agreement as approved by the Board and signed between Lakewinds and Lyndale Gardens, LLC on December 11, 2012 with amendments as detailed in the resolution (attached).
2. Resolution approving the loan transaction to finance the Richfield location and authorizing the Board President or General Manager to execute appropriate documents (resolution attached).

There was a motion to approve the resolution for closing on the purchase agreement. After discussion, a vote was taken. The resolution was approved by a unanimous vote (6-0).

There was a motion to approve the resolution approving the loan transaction. After discussion, a vote was taken. The resolution was approved by a unanimous vote (6-0).

It is noted that two board members (Masha Yevzelman and Tim Reese) that could not attend the special meeting previously submitted signatures to a proposed Written Action in support of both resolutions. Board Member Fred Ladner removed himself from discussion citing a potential conflict of interest.

The meeting was adjourned at 6:50PM.