MINUTES OF THE REGULAR MEETING OF THE BOARD OF DIRECTORS OF THIRD LAGUNA HILLS MUTUAL A CALIFORNIA NON-PROFIT MUTUAL BENEFIT CORPORATION

February 15, 2011

The Regular Meeting of the Third Laguna Hills Mutual Board of Directors, a California non-profit mutual benefit corporation, was held on Tuesday, February 15, 2011 at 9:30 A.M. at 24351 El Toro Road, Laguna Woods, California.

Directors Present: Carol Moore, John Paulus, Kathryn Freshley, Carol Skydell, Dick

Palmer, Denny Welch, Isabel Muennichow, Rae Tso, Sy

Wellikson, Lucy Shimon, Dominic Burrasca

Directors Absent: None

Others Present: Jerry Storage, Kim Taylor

Executive Session: Jerry Storage, Kim Taylor, Sandy Meyer

CALL TO ORDER

Director Carol Moore, President of the Corporation, chaired the meeting and stated that it was a regular meeting held pursuant to notice duly given and that a quorum was present. The meeting was called to order at 9:30 A.M.

A moment of silence was held to honor the US Troops serving our country and those placed in harm's way.

PLEDGE OF ALLEGIANCE

Director Denny Welch led the Membership in the Pledge of Allegiance to the Flag.

ACKNOWLEDGEMENT OF PRESS

Ms. Claire Webb from the Laguna Woods Globe was not present at the start of the meeting, and the Channel 6 Camera Crew, by way of remote cameras, was acknowledged as present.

APPROVAL OF AGENDA

Without objection the Board approved the agenda as amended by removing 15(a) Entertain Motion to Approve Beam Replacement for Building 5519, returning it back to the Maintenance and Construction Committee; and by removing 12(a) Entertain Motion to Establish a Candidate Information Committee and returning it back to the Candidate Information Ad Hoc Committee for further review.

Director Welch made a motion to reverse the order of 13(b) Entertain Motion to Rescind Approval of Current Select Audit Committee Charter and 13(c) Entertain Motion to Approve Select Audit Committee Charter. The motion failed due to a lack of a second.

CHAIR'S REPORT-Carol Moore

President Carol Moore commented on land use and open space, reserves, the investment group BlackRock, the first Third Board Coffee held in February, and thanked Dr. Paulus for his efforts with the Community.

APPROVAL OF THE MINUTES

Without objection the Board approved the minutes of the Regular Meeting of January 18, 2011.

CONSENT CALENDAR

Without objection, the Board approved the Consent Calendar as presented, and the Board took the following actions:

Maintenance & Construction Committee Recommendations:

3014-A Approval to retain lattice modesty panels on balcony, with

contingencies

2393-1D Approval to reverse dry-down expense related to water heater

failure (Meet & Confer Meeting)

Landscape Committee Recommendations

No meeting was held.

Finance Committee Recommendations

No matters for the Consent Calendar.

GENERAL MANAGER'S REPORT

Mr. Jerry Storage updated the Board on ongoing GRF projects within the Community. Mr. Storage briefly provided an overview of the new golf building project, painting of the exterior at Clubhouse 3, installation of fiber line from Clubhouse 4 to the Golf Maintenance building, and the Moulton widening project. Mr. Storage also updated the Board on Third Mutual projects and provided an overview of replacement of beams at various buildings, upgrade of the fire alarm system in one building to serve as a pilot study, Water Conservation Pilot project, and the replacement of green indoor/outdoor carpet at 10 buildings.

President Moore described the Board decorum for Member Comments.

THIRD MUTUAL MEMBER COMMENTS and PUBLIC FORUM

- Linda Donnelly (3265-A) commented on the Equestrian Center with regard to land use and golf cart crossing from the Community Center to the Home Depot shopping area.
- Connie Matzenbacher (2401-3D) commented on Third's lawsuit against PCM and work regarding gutters.
- Lucie Falk (3377-A) commented on non-members using amenities in the Community.
- Bud Nesvig (2392-3H) commented on painting of three-story buildings and Third's lawsuit against PCM.
- Shari Horne (2354-3C) commented on recycling and thanked the Board for their participation.
- Mike Straziuso (4006-2E) commented on Third's lawsuit against PCM.
- Mike Matzenbacher (2401-3D) commented on receiving a beam replacement schedule.
- Art Harris (3244-1G) commented on land use and thanked the Board for their work.

- Pat Feeney (2399-1E) commented on a second fire station in the Community.
- Margaret Klein (3487-A) commented on a second fire station in the Community and litigation matters.

DIRECTORS' RESPONSES TO MEMBER COMMENTS

- Director Skydell commented on bringing member ideas to the Land Use Committee.
- Director Palmer commented on churches in the Community.
- Director Paulus commented on the gutter system program, beam schedule, and paint program.
- Director Welch commented on a golf cart path and the Land Use Committee.

OLD BUSINESS

The Secretary of the Corporation, Director Carol Skydell, read the following resolution approving a policy on planting fruit trees in common areas, which was postponed from last month to conform to the thirty-day notification requirements:

RESOLUTION 03-11

RESOLVED, March 15, 2011, that the planting of fruit trees in common areas managed by this Corporation shall be permitted under the following conditions:

- 1. Any fruit tree henceforth planted in a common area must be of the dwarf variety;
- 2. Any dwarf fruit tree planted must be planted either within the courtyard or directly adjacent to the manor or patio slab;
- 3. Any fruit tree presently planted in the common area must be marked by the installing resident, or his or her successor, with a yellow stake and fully maintained in a manner acceptable to the corporation; the same procedure shall apply to all dwarf fruit trees planted pursuant to this resolution;

RESOLVED FURTHER, that the managing agent is hereby authorized to remove any fruit tree located in a common area owned by this Corporation if the previously stated conditions are not met and the compliance process has been followed; and

RESOLVED FURTHER, that this resolution shall become in full force and effect on March 15, 2011; and

RESOLVED FURTHER, that the resolution M3-84-121 adopted on September 18, 1984, is hereby superseded and canceled; and

RESOLVED FURTHER, that the officers and agents of this Corporation are hereby authorized on behalf of the Corporation to carry out this resolution as written.

Director Skydell moved to approve the resolution. Director Tso seconded the motion and discussion ensued.

Members Barbara Marsh (3433-B), Lucie Falk (3377-A), and Art Harris (3244-1G) commented on the resolution.

Director Muennichow made a motion to postpone the resolution to the March meeting to satisfy the 30-day notification requirement. Director Shimon seconded the motion.

By a vote of 6-4-0 (Directors Palmer, Skydell, Burrasca, Wellikson opposed) the motion carried.

NEW BUSINESS

The Secretary of the Corporation read a proposed resolution to approve implementation of an Orange County Fire Authority Smoke Alarm Program. Director Skydell moved to approve the resolution. Director Wellikson seconded the motion and discussion ensued.

Members Shari Horne (2354-3C) and Bud Nesvig (2392-3H) commented on the resolution.

By a vote of 10-0-0, the motion carried and the Board of Directors adopted the following resolution:

RESOLUTION 03-11-12

WHEREAS, the Orange County Fire Authority (OCFA) has established a Smoke Alarm Program by which OCFA intends to install battery-operated smoke alarms where needed in Orange County homes of willing residents; and

WHEREAS, OCFA desires to provide awareness to help save lives by promoting the installation and maintenance of smoke alarms; and

WHEREAS, the program targets the risk group of residents who are over 65 years of age, less than six years of age, and homes built prior to 1988; and

WHEREAS, OCFA has identified Laguna Woods Village as a risk group; and

WHEREAS, smoke alarms should be installed on every level of a home; inside each sleeping area; in every hallway leading to sleeping areas; and should be replaced every 10 years; and

WHEREAS, OCFA will provide smoke alarms and batteries free of charge, and will train and certify volunteers to install smoke alarms properly; and

WHEREAS, Third Laguna Hills Mutual encourages and endorses the OCFA Smoke Alarm Program; and

NOW THEREFORE BE IT RESOLVED, February 15, 2011, that Third Laguna Hills Mutual agrees to permit OCFA to plan and coordinate with its Members the installation of smoke alarms in the manors of willing residents; and

RESOLVED FURTHER, that the officers and agents of this corporation are hereby authorized on behalf of the corporation to carry out the purpose of this resolution as written.

The Secretary of the Corporation read the proposed changes to the Mutual Committee Appointments. Director Skydell moved to approve the resolution. Director Wellikson seconded the motion and discussion ensued.

Member Mike Straziuso (4006-2E) commented on the resolution.

By a vote of 10-0-0, the motion carried and the Board of Directors adopted the following resolution:

RESOLUTION 03-11-13

RESOLVED, February 15, 2011, that the following persons are hereby appointed to serve on the committees and services of this Corporation; and

RESOLVED FURTHER, that each committee chair in consultation with the vice chair may appoint additional members and advisors with interim approval by the President subject to the approval of the Board of Directors:

Board Operating Rules Ad Hoc Committee (Committee of the Whole)

Carol Skydell, Chair Sy Wellikson, Vice Chair Non-Voting Advisors, Pat Feeney, Stanley Feldstein

Community Revitalization (Committee of the Whole)

Lucy Shimon, Chair Carol Moore

Non-Voting Advisors: Debra Green, Bea McArthur

Exterior Paint Colors Ad Hoc Committee

Isabel Muennichow, Chair

Non-Voting Advisors: Ann Souza, Nina Brice, Debra Green

Finance (Committee of the Whole)

Kathryn Freshley, Chair Rae Tso. Vice Chair

Non-Voting Advisors: Wei Ming Tao, Rosemarie diLorenzo Dickins, Margaret Klein

Garden Villa Recreation Room Ad Hoc Committee

John Paulus, Chair Denny Welch, Vice Chair

Non-Voting Advisors: Harry Curtis, Shari Horne, Jeanne Barnett

<u>Information Access Ad Hoc Committee (Committee of the Whole)</u>

Denny Welch, Chair Carol Skydell, Vice Chair

Non-Voting Advisors: Pat Feeney, Mary Robertson, Faye Pearl

Laguna Canyon Foundation Representative

Sy Wellikson

Landscape (Committee of the Whole)

Lucy Shimon, Chair

Isabel Muennichow, Vice Chair

Non-Voting Advisors: Barbara Marsh, John Dudley, Shari Horne, Mike

Matzenbacher

Long Range Planning (Committee of the Whole)

Isabel Muennichow, Chair Denny Welch, Vice Chair

Joint Long Range Planning

Isabel Muennichow, Chair Denny Welch, Vice Chair

Maintenance and Construction (Committee of the Whole)

John Paulus, Chair

Sy Wellikson, Vice Chair

Non-Voting Advisor: Art Harris, Rosemarie DiLorenzo Dickins, Margaret Klein

Management Agreement Ad Hoc Committee (Committee of the Whole)

New Resident Orientation

Per Rotation List

Plumbing Ad Hoc Committee (Committee of the Whole)

Sy Wellikson, Chair John Paulus, Vice Chair

Problem Solutions Ad Hoc Committee (Committee of the Whole)

John Paulus, Chair Sy Wellikson, Vice Chair

Resident Problem Resolution Services

John Paulus, Chair Dominic Burrasca, Vice-Chair

Smoking Complaint Ad Hoc Committee (Committee of the Whole)

Denny Welch, Chair Isabel Muennichow. Vice Chair

Standards Sub-Committee (Committee of the Whole)

Denny Welch, Chair John Paulus, Vice Chair

Select Audit

Kathryn Freshlev Rae Tso

Traffic

Dominic Burrasca, Chair Rae Tso. Vice-Chair 3rd Person Per Rotation List

Water Conservation Ad Hoc Committee (Committee of the Whole)

Richard Palmer, Chair Carol Skydell, Vice Chair

Non-Voting Advisor: LeLeng Isaacs

Water Heater Electrical Requirements Ad Hoc Committee

John Paulus Dick Palmer Kathryn Freshley Carol Moore

RESOLVED FURTHER, Resolution 03-10-169, adopted November 16, 2010 is hereby superseded and canceled.

FINANCE REPORT

Director Kathryn Freshley gave the Treasurer's and the Finance Committee Reports, and commented on the Resale & Lease Activities.

The Secretary of the Corporation read a proposed resolution rescinding Resolution 03-09-25, Select Audit Committee Charter. Director Skydell moved to approve the resolution. Director Freshley seconded the motion and discussion ensued.

By a vote of 9-1-0 (Director Welch opposed), the motion carried and the Board of Directors adopted the following resolution:

RESOLUTION 03-11-14

WHEREAS, the Board of Directors of this Corporation approved the Select Audit Committee Charter by way of resolution 03-09-25; and

WHEREAS, the Board of Directors of this Corporation desires changes to that Charter;

NOW THEREFORE BE IT RESOLVED, February 15, 2011, that Third Laguna Hills Mutual Board of Directors hereby rescinds resolution 03-09-25 adopted March 17, 2009, thereby withdrawing its approval of the existing Laguna Woods Corporations' Select Audit Committee Charter; and

RESOLVED FURTHER, that the officers and agents of this Corporation are hereby authorized on behalf of the Corporation to carry out this resolution as written.

The Secretary of the Corporation read a proposed resolution to approve a new Select Audit Committee Charter. Director Skydell moved to approve the resolution. Director Freshley seconded the motion and discussion ensued.

Director Freshley made a motion to amend the resolution by removing the words "purpose" and "Charter for said committee." Director Shimon seconded the motion and the amendments carried without objection.

By a vote of 8-2-0 (Directors Tso and Welch opposed), the motion carried and the Board of Directors adopted the following resolution as amended:

RESOLUTION 03-11-15

WHEREAS, the Select Audit Committee has been established pursuant to Article VII, Section 1 of the bylaws of this Corporation; and

WHEREAS, the purpose mission of the Select Audit Committee is to assist the Village corporations' oversight of:

- The independent public accounting firm's qualifications and independence.
- The performance of the independent public accounting firm and its relationship with the managing agent's accounting function.
- The managing agent's responsibilities to assure that there is in place an effective system of controls reasonably designed to:
 - Safeguard the assets and revenues of the corporations.

- Assure the integrity of the financial statements of the corporation's by ensuring all operating and reserve expenditures have been appropriately recorded and effectively presented to the corporate boards.
- Maintain compliance with the ethical standards, policies, plans and procedures of the four corporations and with all applicable laws and regulations; and

WHEREAS, membership is determined by the Corporate Presidents, subject to approval by the respective boards. It is suggested that appointees be individuals who are well-qualified in related fields.

NOW THEREFORE BE IT RESOLVED, February 15, 2011, that the Board of Directors of this Corporation hereby adopts the following: Charter for said Committee:

LAGUNA WOODS VILLAGE SELECT AUDIT COMMITTEE CHARTER

- 1. Meet as often as it determines is necessary to accomplish its duties and responsibilities.
- 2. Direct the preparation of Requests for Proposal for the annual audits of the financial statements of the Laguna Woods Village Corporations and determine firm to be engaged.
- 3. Recommend the scope of any additional audit activities not already provided for in corporations' budgets as deemed necessary and appropriate.
- 4. Have oversight of the selected accounting firm engaged for the annual audit of the four Laguna Woods Village Corporations and the engaged audit firm shall report directly to the Select Audit Committee.
- 5. Ensure the engaged audit firm submits to the Committee annually a formal written statement delineating all relationships between the audit firm and the managing agent including its subsidiaries.
- 6. Receive from auditors any concerns regarding accounting, internal controls or audit matters, including the confidential anonymous submission by any managing agent employee regarding questionable accounting or auditing matters.

- 7. Discuss with the managing agent and the engaged auditor any disagreements regarding the financial reporting, audit problems or difficulties, and the agent's response thereto.
- 8. Review and discuss with the managing agent and the auditors, the audit reports for each corporation, in respect to any significant accounting, financial reporting policies, issues or judgments made in connection with preparation or audit of each of the Village corporation's financial statements and other financial or informational reports provided to the Village corporate boards.
- Recommend to the Village corporations' Finance Committees any appropriate action in connection with the audit reports received, reviewed and discussed.
- Annually review the Committee Charter and propose any changes deemed appropriate by the Committee to the Village Boards for approval.
- 11. Perform such other tasks as are assigned by the Laguna Woods Village Boards.

RESOLVED FURTHER, that the officers and agents of this Corporation are hereby authorized on behalf of the Corporation to carry out this resolution as written.

The Secretary of the Corporation read a proposed resolution to promote EZPay sign-ups with a one-time payment reduction. Director Skydell moved to approve the resolution. Director Welch seconded the motion and discussion ensued.

Director Wellikson made a motion to amend the resolution to add the language: the participant must remain in the system for one (1) year to receive a one-time credit of \$20.00. The motion failed due to a lack of a second.

Mr. Bryan English entered the meeting at 11:40 AM.

Members Rosemarie di Lorenzo Dickins (4015-2G), Pat Feeney (2399-1E), and Margaret Klein (3487-A) commented on the resolution.

By a vote of 10-0-0, the motion carried and the Board of Directors adopted the following resolution:

RESOLUTION 03-11-16

WHEREAS, the Third Laguna Hills Mutual offers its members an option, known as EZPay, to make their monthly assessment payments electronically as a direct debit from their bank accounts; and

WHEREAS, the EZPay program is less expensive to administer, both in terms of bank fees and staff time; and

WHEREAS, the Board of Directors of this corporation wishes to promote the EZPay program in order to reduce its cost of collecting assessments;

NOW THEREFORE BE IT RESOLVED, February 15, 2011, that the Board of Directors of this Corporation hereby directs that any member who signs up for EZPay after January 1, 2011 will receive a one-time credit of \$20.00 on the first month's assessment payment made via EZPay, and

RESOLVED FURTHER, that the officers and agents of this Corporation are hereby authorized on behalf of the Corporation to carry out this resolution as written.

Mr. Bryan English left the meeting at 11:50 AM.

COMMITTEE REPORTS

Director Lucy Shimon reported from the Landscape Committee.

Member Lucie Falk (3377-A) commented on mulching and committee meetings.

Director John Paulus reported from the Maintenance and Construction Committee.

The Secretary of the Corporation read a proposed resolution to approve the replacement of five (5) cluster mailboxes. Director Skydell moved to approve the resolution. Director Wellikson seconded the motion and discussion ensued.

By a vote of 10-0-0, the motion carried and the Board of Directors adopted the following resolution:

RESOLUTION 03-11-17

WHEREAS, four (4) cluster mailboxes on Via La Mesa and one (1) cluster mailbox nearby on Avenida Sosiega West have been found to require replacement;

NOW THEREFORE BE IT RESOLVED, February 15, 2011, that the Board of Directors of this Corporation hereby authorizes a supplemental appropriation in the amount of \$6,400 to be funded from the Unappropriated Expenditures Fund to replace the four cluster mailboxes on Via La Mesa and the one cluster mailbox nearby on Avenida Sosiega West with new cluster mailboxes at their same locations; and

RESOLVED FURTHER, that the officers and agents of this Corporation are hereby authorized on behalf of the Corporation to carry out this resolution as written.

The Secretary of the Corporation read a proposed resolution to approve replacement of the fluorescent chandelier in the lobby of Building 2403 with a Sylvan Park nine-light chandelier and replace the incandescent bulbs in the chandelier in the lobby at Building 3242 with fluorescent candelabra bulbs. Director Skydell moved to approve the resolution. Director Shimon seconded the motion and discussion ensued.

Members Pat Feeney (2399-1E) and Bud Nesvig (2392-3H) commented on the resolution.

By a vote of 10-0-0, the motion carried and the Board of Directors adopted the following resolution.

RESOLUTION 03-11-18

WHEREAS, there are chandeliers in the lobbies of each of the 53 Garden Villa buildings, most of which use incandescent bulbs; and

WHEREAS, the Mutual has received complaints about the appearance and the required frequency of replacement of the bulbs in the current chandeliers, and the current incandescent bulbs do not emit as much light, use more electricity, and do not last as long as fluorescent lights; and

WHEREAS, in 2010, the Mutual replaced the original chandeliers in three Garden Villa lobbies (Buildings 2403, 2404, and 2405) with new light fixtures that used fluorescent lights as part of a pilot program to save energy and maintenance costs; and

WHEREAS, in 2010, the Mutual received negative feedback from residents regarding the style of the pilot program light fixtures, especially the fixture at Building 2403;

NOW THEREFORE BE IT RESOLVED, February 15, 2011, that the Board of Directors of this Corporation hereby authorizes a supplemental appropriation of \$1,300 to be funded from the Unappropriated Expenditures Fund to replace the fluorescent chandelier in the lobby of Building 2403 with a Sylvan Park nine-light chandelier and replace the incandescent bulbs in the chandelier in the lobby at Building 3242 with fluorescent candelabra bulbs; and

RESOLVED FURTHER, that the officers and agents of this Corporation are hereby authorized on behalf of the Corporation to carry out this resolution as written.

Director Skydell reported from the Board Operating Rules Ad Hoc Committee.

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Director Palmer reported from the Water Conservation Ad Hoc Committee.

Director Paulus reported from the Resident Problem Resolution Services.

Director Welch reported from the Information Access Ad Hoc Committee.

The Secretary of the Corporation read a proposed resolution to approve the Information Access Ad Hoc Committee Charter. Director Skydell moved to approve the resolution. Director Welch seconded the motion and discussion ensued.

Director Skydell made a motion to amend the resolution by deleting number 4, "*Develop new ways to keep the community informed*." Director Freshley seconded the motion. The motion to amend the resolution was approved by a vote of 7-3-0 (Directors Muennichow, Tso and Welch opposed).

Member Pat Feeney (2399-1E) commented on the motion.

Director Wellikson made a motion to amend the resolution by deleting number 5, "Perform such additional functions as may be assigned or referred to this community by the Third Mutual Board; and". Director Skydell seconded the motion. The motion to amend was approved by a vote of 7-3-0 (Directors Muennichow, Tso, and Welch opposed).

By a vote of 7-3-0 (Directors Muennichow, Tso, and Welch opposed) the motion carried and the Board of Directors adopted the following resolution as amended:

RESOLUTION 03-11-19

WHEREAS, pursuant to 7.1.2 of the Bylaws, the Information Access Ad Hoc Committee is hereby established as an Ad Hoc Committee of this Corporation;

NOW THEREFORE BE IT RESOLVED, February 15, 2011, that the Board of Directors of this Corporation hereby assigns the duties and responsibilities of this Committee as follows:

- 1. Establish standards for accessing Third Mutual documents.
- 2. Develop standards for accessing Third Mutual documents.
- 3. Implement standards for accessing Third Mutual documents.
- 4. Develop new ways to keep the community informed.
- 5. Perform such additional functions as may be assigned or referred to this community by the Third Mutual Board; and

RESOLVED FURTHER, that Resolution 03-09-133, adopted October 20, 2009 is hereby superseded and cancelled; and

RESOLVED FURTHER, that the officers and agents of this Corporation are hereby authorized on behalf of the Corporation to carry out this resolution as written.

Director Burrasca reported from the Traffic Committee.

Director Muennichow reported on the Long Range Planning Committee.

GRF COMMITTEE REPORTS HIGHLIGHTS

There were no committee reports or highlights.

DIRECTORS' COMMENTS

There were no Directors' comments.

The Board recessed at 1:15 P.M. and reconvened into Executive Session at 2:00 P.M.

Summary of Previous Closed Session Meetings per Civil Code Section §1363.05

During its Regular Executive Session meeting of January 18, 2011 the Board reviewed and approved the minutes of the Regular Executive Session Meeting of December 21, 2010, the January 6, 2011 Special Executive Session, and the January 11, 2011 Special Executive Session; heard four (4) disciplinary hearings; approved three (3) delinquency write-offs; approved filing seventeen separate Small Claims Cases of \$2,500 (or less); discussed the legal matters of Ellen Moss v. Third Mutual; Victoria Pullman v. Third Mutual; Third Mutual v. PCM, Inc.; Elliot Nesvig v. Third Mutual.; and Milt Johns (Cross Complainant) v. Professional Community Management, Inc. et al.; and discussed other member disciplinary and legal matters.

The Traffic Committee of the Board met in Executive Session on January 26, 2011 to discuss member disciplinary issues.

With no further business before the Board of Directors, the meeting was adjourned at 5:50 P.M.

Carol Skydell, Secretary