

**MINUTES OF THE REGULAR MEETING OF THE
BOARD OF DIRECTORS OF
LAGUNA WOODS MUTUAL NO. FIFTY
A CALIFORNIA NON-PROFIT MUTUAL BENEFIT CORPORATION**

February 19, 2009

The Board of Directors of Laguna Woods Mutual Fifty, a California non-profit mutual benefit corporation, met at 2:00 P.M. on Thursday, February 19, 2009 at 24055 Paseo del Lago West, Laguna Woods, California.

Directors Present: Dick Gray, Chair; Ruth Mervis; Keith Wallace; Richard Wurzel; and Herb Harris

Directors Absent: None

Others Present: Judie Zoerhof, Milt Johns, Patty Kurzet

1. Call to Order:

Dick Gray, Chair, stated that it was a regular meeting of the Corporation and that a quorum was present. The meeting was called to order at 2:00 P.M.

2. Pledge of Allegiance to the Flag:

Director Gray led the membership in the Pledge of Allegiance to the Flag.

3. Approval of the Minutes

Without objection, the minutes of the Regular Meeting of January 15, 2009 were approved as submitted.

4. President's Comments

No Comments were made.

5. Old Business

President Gray commented on the progress of the mechanical door lock installation and stated that staff has been instructed to move forward with the project.

Without objection, the Board directed staff to prepare a subject report for a storage unit on site for supplies in case of a disaster.

6. New Business

a. Approve Supplemental Appropriation for Monitor Speakers

The Secretary of the Corporation, Director Mervis, read a proposed resolution approving a supplemental appropriation to install monitor speakers in Lortscher Hall. Director Mervis moved to approve the resolution. Director Harris seconded the motion.

By a vote of 4-0-0, the motion carried and the Board of Directors adopted the following resolution:

RESOLUTION M50-09-10

WHEREAS, it is necessary to install a monitoring speaker system on the stage of Lortscher Hall so that performers on the stage can hear the music, or other voices on the stage;

NOW THEREFORE BE IT RESOLVED, February 19, 2009, that the Board of Directors of this Corporation on behalf of the Corporation hereby authorizes a supplemental appropriation in the amount of \$2,400 from the Capital Equipment Fund for the purpose of installing a monitoring speaker system on the stage of Lortscher Hall; and

RESOLVED FURTHER, that the Board further authorizes staff to single source the project to the provider already familiar with the room, the acoustics, and the sound system design; 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.

b. Approve Protocol for Food Credit Rebate

Director Mervis read the following proposed resolution approving the protocol for a food credit rebate:

RESOLUTION M50-09-

WHEREAS, Resolution M50-02-02 dated January 17, 2002 provides, as a part of the budget system to allow a \$2.85 per day food credit from the first day of the month subsequent to the vacancy when:

1. The manor is unoccupied;
2. The manor must be for sale or for lease; and
3. The manor is not the permanent address of the owner(s);

WHEREAS, there is confusion regarding the facts and timing on claims for the Food Credit,

WHEREAS, families and successor Trustees request the right to dine without a guest meal ticket purchase and still apply for the Food Credit;

NOW THEREFORE BE IT RESOLVED, April 16, 2009, the Board of Directors of this Corporation on behalf of the Corporation hereby approves the following policy criteria that must all be met in order to qualify for a Food Credit from the first day of the month subsequent to vacancy;

1. The manor is unoccupied;
2. The manor must be for sale or for lease;

3. The manor is not the permanent address of the owner(s);
4. Each eligible Member is responsible for applying for the food credit, and for providing proof that he or she meets each of the identified criterion;
5. Each eligible Member must provide application for the food credit by submitting all necessary information to support entitlement to the credit as well as the amount requested to the Towers Administration Office;
6. Non Resident owners who desire to dine at the Towers must sign a waiver attesting to the fact that they will not request the food rebate if they are planning to dine at the Towers;
7. No membership delinquent with regard to the monthly assessment is eligible for the Raw Food Rebate until and after the delinquency is brought current;

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

Director Mervis moved to approve the resolution. Director Wurzel seconded the motion.

President Gray announced that the resolution establishes a policy and that it is necessary that it go through the 30-day notification process.

Without objection, the Board postponed the resolution to the March Meeting to satisfy the required statutory thirty-day notice requirement.

c. Approve Recording of Delinquent Assessment Lien for Member ID 932-960-47

The Secretary of the Corporation read a proposed resolution approving the recording a delinquent assessment lien for Member ID 932-960-47. Director Mervis moved to approve the resolution. Director Harris seconded the motion.

By a vote of 4-0-0, the motion carried and the Board of Directors adopted the following resolution:

RESOLUTION M50-09-11

WHEREAS, Member ID 932-960-47 is currently delinquent to Laguna Woods Mutual Fifty with regard to the monthly assessment; and

WHEREAS, a Notice of Delinquent Assessment (Lien) will be filed upon adoption of this resolution following at least a majority vote of the Board (with no delegation of such action by the Board), acting in an open meeting, and for which the Board's vote is recorded in the minutes;

NOW THEREFORE BE IT RESOLVED, February 19, 2009, that the Board of Directors hereby approves the recording of a Lien for Member ID 932-960-47; 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.

d. Approve Recording of Delinquent Assessment Lien for Member ID 932-962-94

The Secretary of the Corporation read a proposed resolution approving the recording a delinquent assessment lien for Member ID 932-962-94. Director Mervis moved to approve the resolution. Director Harris seconded the motion.

By a vote of 4-0-0, the motion carried and the Board of Directors adopted the following resolution:

RESOLUTION M50-09-12

WHEREAS, Member ID 932-962-94 is currently delinquent to Laguna Woods Mutual Fifty with regard to the monthly assessment; and

WHEREAS, a Notice of Delinquent Assessment (Lien) will be filed upon adoption of this resolution following at least a majority vote of the Board (with no delegation of such action by the Board), acting in an open meeting, and for which the Board's vote is recorded in the minutes;

NOW THEREFORE BE IT RESOLVED, February 19, 2009, that the Board of Directors hereby approves the recording of a Lien for Member ID 932-962-94; 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.

e. Approve Appointments to the Nominating Committee

The Secretary of the Corporation read a proposed resolution approving the Nominating Committee appointments. Director Mervis moved to approve the resolution. Director Harris seconded the motion.

Ms. Judie Zoerhof explained that even though there won't be a director election in 2009, the committee is necessary to recruit candidates should there be any vacancies to fill during the year.

By a vote of 4-0-0, the motion carried and the Board of Directors adopted the following resolution:

RESOLUTION M50-09-13

WHEREAS, Laguna Woods Mutual No. Fifty Bylaws, Article IX Section 1 states in part: "The Nominating Committee shall consist of three (3) or (5) Mutual Members of the Corporation to hold office to the end of the calendar year in which appointed and until a successor has been elected and qualified."

NOW THEREFORE BE IT RESOLVED, February 19, 2009 that the Board of Directors of this Corporation hereby appoints the following members to serve on the Nominating Committee:

Jack Hammen, Chair

Stan Skafte

Mina Landy

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.

f. Ratify Action Without A Meeting re Lien Against Member 932-961-50

Director Mervis read a proposed resolution ratifying an action without a meeting. Director Mervis moved to approve the resolution. Director Harris seconded the motion.

By a vote of 4-0-0, the motion carried and the Board of Directors adopted the following resolution:

RESOLUTION M50-09-14

WHEREAS, Laguna Woods Mutual No. Fifty Bylaws, Article VII, Section 13 states in part: "Any action required or permitted to be taken by the Board may be taken without a meeting if all members of the Board, individually or collectively, consent in writing to that action. Such action by written consent shall have the same force and effect as a unanimous vote of the Board. Such written consent or consensus shall be filed with the minutes of the proceedings of the Board; and

WHEREAS, Member ID 932-961-50 was delinquent to Laguna Woods Mutual Number Fifty with regard to the monthly assessments; and

WHEREAS, a Notice of Delinquent Assessment (Lien) needed to be filed upon action by a resolution following at least a majority vote of the Board;

NOW THEREFORE BE IT RESOLVED, February 19, 2009, that the Board of Directors of this Corporation on behalf of the Corporation hereby ratifies the

Action Without a Meeting, dated January 13, 2009, which approved the recording of the Notice of Delinquent Assessment (Lien) for Member ID 932-961-50; 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.

g. Ratify Action Without A Meeting re Lien Against Member 932-962-35

Director Mervis read a proposed resolution ratifying an action without a meeting. Director Mervis moved to approve the resolution. Director Harris seconded the motion.

By a vote of 4-0-0, the motion carried and the Board of Directors adopted the following resolution:

RESOLUTION M50-09-15

WHEREAS, Laguna Woods Mutual No. Fifty Bylaws, Article VII, Section 13 states in part: "Any action required or permitted to be taken by the Board may be taken without a meeting if all members of the Board, individually or collectively, consent in writing to that action. Such action by written consent shall have the same force and effect as a unanimous vote of the Board. Such written consent or consensus shall be filed with the minutes of the proceedings of the Board; and

WHEREAS, Member ID 932-962-35 was delinquent to Laguna Woods Mutual Number Fifty with regard to the monthly assessments; and

WHEREAS, a Notice of Delinquent Assessment (Lien) needed to be filed upon action by a resolution following at least a majority vote of the Board;

NOW THEREFORE BE IT RESOLVED, February 19, 2009, that the Board of Directors of this Corporation on behalf of the Corporation hereby ratifies the Action Without a Meeting, dated January 13, 2009, which approved the recording of the Notice of Delinquent Assessment (Lien) for Member ID 932-962-35; 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.

h. Ratify Action Without A Meeting re Lien Against Member 932-962-36

Director Mervis read a proposed resolution ratifying an action without a meeting. Director Mervis moved to approve the resolution. Director Harris seconded the motion.

By a vote of 4-0-0, the motion carried and the Board of Directors adopted the following resolution:

RESOLUTION M50-09-16

WHEREAS, Laguna Woods Mutual No. Fifty Bylaws, Article VII, Section 13 states in part: "Any action required or permitted to be taken by the Board may be taken without a meeting if all members of the Board, individually or collectively, consent in writing to that action. Such action by written consent shall have the same force and effect as a unanimous vote of the Board. Such written consent or consensus shall be filed with the minutes of the proceedings of the Board; and

WHEREAS, Member ID 932-962-36 was delinquent to Laguna Woods Mutual Number Fifty with regard to the monthly assessments; and

WHEREAS, a Notice of Delinquent Assessment (Lien) needed to be filed upon action by a resolution following at least a majority vote of the Board;

NOW THEREFORE BE IT RESOLVED, February 19, 2009, that the Board of Directors of this Corporation on behalf of the Corporation hereby ratifies the Action Without a Meeting, dated January 13, 2009, which approved the recording of the Notice of Delinquent Assessment (Lien) for Member ID 932-962-36; 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.

i. Approve Select Audit Committee Charter

The Secretary of the Corporation read a proposed resolution approving the Select Audit Committee Charter. Director Mervis moved to approve the resolution. Director Wurzel seconded the motion.

By a vote of 4-0-0, the motion carried and the Board of Directors adopted the following resolution:

RESOLUTION M50-09-17

**LAGUNA WOODS VILLAGE CORPORATIONS
SELECT AUDIT COMMITTEE CHARTER**

RESOLVED, February 19, 2009, that the Boards of Directors of this Corporation hereby assigns the duties and responsibilities of this Committee, as follows:

1. Direct the preparation of Requests for Proposal for the annual audits of the financial statements of the Laguna Woods Village Corporations, recommend a firm(s) to be engaged, and recommend the scope of work for the engagements.
2. Serve as liaison between the Finance Committees of the Laguna Woods Village Corporations and the independent auditors with respect to the annual audit of the financial statements of the corporations.
3. Review reports from the auditors and recommend to the Finance Committees any appropriate action in connection therewith.
4. The committee shall perform such other tasks as are assigned by the Presidents of Boards; 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.

7. Discussion Items

President Gray announced that the next Open House will be held on February 24, 2009 at 11:00 A.M.; and commented on the protocol for the use of dining rooms regarding dress codes for guests and the use of the salad bar.

Member Herb Parker (308) commented on monitoring residents' use of the salad bar.

8. Members' Comments

- No comments were made.

9. Financial and Budget Report:

Director Wallace stated that due to the closing of the financial books, there was nothing to report.

10. City of Laguna Woods:

No one reported on behalf of the City of Laguna Woods.

11. Standing Committee Reports:

- a. **Activities Committee:** Lorna Ingram reported on behalf of the Activities Committee.
- b. **Business Planning Committee:** Director Wallace did not report on behalf of the Business Planning Committee.
- c. **Information and Orientation Committee:** Freda Sullivan reported on behalf of the Information and Orientation Committee.
- d. **Architectural Control Committee:** No one reported on behalf of the Architectural Control Committee.

- e. **Marketing Ad Hoc Advisory Committee:** Director Mervis reported on behalf of the Marketing Ad Hoc Advisory Committee.

Without objection, at the recommendation of the Ad Hoc Marketing Committee, the Board agreed to single source marketing and public relations of the Towers to Quinn-Tweedie.

12. GRF Committees:

- a. **Community Activities Committee:** No report was given.
- b. **Broadband Services Committee:** Director Wallace reported on behalf of the Broadband Services Committee.
- c. **Government and Public Relations Committee:** No report was given.
- d. **Bus Services Committee:** Director Harris reported on behalf of the Bus Services Committee.
- e. **Select Audit Committee:** No report was given.
- f. **Finance:** Director Harris reported on behalf of the Finance Committee.
- g. **Security Committee:** No report was given.

13. Golden Rain Foundation

Mr. Milt Johns reported on the February 3, 2009 Golden Rain Foundation Board Meeting.

14. Resale and Leasing Reports

Mr. Milt Johns reported on the year-to-date resale and leasing activity.

Member Lorna Ingram (1161) addressed Mr. Johns on his report.

15. Administrator's Report

Judie Zoerhof reported on the positive responses to the parking survey.

16. Directors' Forum

Director Harris commented on his tour of the Kitchen and the food services

Recess

The meeting recessed at 3:00 P.M. and reconvened into Executive Session at 3:07 P.M.

During its January 15, 2009 Regular Executive Session Board Meeting, the Board reviewed and approved the Minutes from the November 20, 2008 Regular Executive Session; considered two foreclosure sale dates; accepted deeds to two units; approved the recording of a Notice of Default for Member ID 932-962-26 and Member ID 932-962-39; and discussed contractual matters.

During its February 6, 2009 Special Executive Session Board Meeting, the Board discussed contractual matters.

There being no further business to come before the Board, the meeting was adjourned at 3:26 P.M.

Ruth Mervis, Secretary