

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

**October 16, 2007**

The Regular Meeting of the Third Laguna Hills Mutual Board of Directors, a California non-profit mutual benefit corporation, was held on Tuesday, October 16, 2007 at 9:30 A.M. at 24351 El Toro Road, Laguna Woods, California.

Directors Present: Stanley Feldstein, Carol Moore, Dominic Burrasca, Cynthia Conners, John Paulus, Don Lippert, Jim Matson, Gunter Vogt, Isabel Muennichow, Larry Souza

Directors Absent: Bob Hatch

Others Present: Milt Johns, Patty Fox, Janet Price (10:12 A.M. – 10:23 A.M.)  
*Executive Session:* Milt Johns, Patty Fox, Cris Trapp

**CALL TO ORDER**

Director Stanley Feldstein, 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.

**PLEDGE OF ALLEGIANCE**

Director Carol Moore led the Membership in the Pledge of Allegiance to the Flag.

**ACKNOWLEDGEMENT OF PRESS**

Cheryl Walker from the Laguna Woods Globe, and by way of remote cameras, the Laguna Woods Village Channel 6 Camera Crew was acknowledged.

**APPROVAL OF AGENDA**

The Agenda was approved as amended by revising the wording under the Maintenance and Construction Committee Consent Calendar for 3526-B; and adding under New Business "Appoint Member to City's Blue Ribbon Committee," and "Proclamation to Inspectors of Election."

**APPROVAL OF THE MINUTES**

Director Cynthia Conners made a motion to waive the reading of the Minutes of the Regular Meeting of September 18, 2007. Director Don Lippert seconded the motion. The motion carried by a vote of 9-0-1 (President Feldstein voted in favor and Director Vogt abstained).

Director Conners made a motion to waive the reading of the Minutes of the Special Meeting of September 28, 2007. Director Carol Moore seconded the motion. The motion carried by a vote of 9-0-1 (President Feldstein voted in favor and Director Vogt abstained).

Director Conners made a motion to approve the minutes as written. The motion was seconded and carried unanimously.

## **MEMBER COMMENTS**

- Barbara Marsh (3433-B) commented on PCM achievements and cost savings for the Community
- Jerry Sheinblum (3488-C) announced the next CCA Meeting Town Hall Meeting
- Denise Welch (5517-1C) wished the new Board good luck and congratulated the old Board on its accomplishments over the year
- Corkie Eley (2401-2E) wished the new Board well and requested that it looks into the Community's CC&Rs
- Lucie Falk (3377-A) welcomed the new Board Members
- Pamela Grundke (2399-3C) welcomed the new Board Members and invited them to attend the next Residents' Voice Meeting
- Ruth Stuebing (3242-1E) commented on the cost of living increases and thanked the PCM for keeping the Community beautiful
- Kay Margason (510-C) thanked the Board for allowing her to speak and addressed the Board on appointing staff to be officers of the Board
- Virginia Templeton (3242-1E) urged the new Board members to build partnerships with the other Boards and to treat staff with respect, and wished them good luck
- Delsie Zuzak (674-A) thanked the Board for allowing residents to speak
- Connie Grundke (2214-B) commented on cost savings

## **CHAIRMAN'S REPORT – Stanley Feldstein**

President Feldstein opened the floor to Director Connors who addressed rumors regarding her status on the Board and confirmed her intent to continue her current service.

President Feldstein commented on his goals for the Board.

## **GENERAL MANAGER'S REPORT**

Mr. Johns updated the Board on GRF's Community and Recreation Needs Assessment Plan and gave highlights on its specific phases, and announced that there will be workshops open to the Community.

Ms. Janet Price entered the meeting at 10:12 A.M.

## **TREASURER'S REPORT**

Director John Paulus reported on the Treasurer's Report and Resale & Lease Activities.

Ms. Price left the meeting at 10:23 A.M.

## **OLD BUSINESS**

A discussion was held relative to hiring a "Board Coach." Director Gunter Vogt made a motion to not entertain such prospect at this time. Director Connors seconded the motion and discussion ensued. By a vote of 9-0-0 the motion carried.

## **NEW BUSINESS**

Director Vogt made a motion to allow appointed committee chairs and vice chairs to appoint board members to their respective committee for approval by the President.

Director Conners amended the motion to add language to the resolution by adding: **RESOLVED FURTHER**, that each committee chair in consultation with the vice chair may appoint additional members and advisors with the approval by the President subject to the approval of the Board of Directors. The amendment was seconded and carried unanimously.

Director Isabel Muennichow made a second amendment to make the Maintenance and Construction Committee a Committee of the Whole. Director Moore seconded the motion and the second amendment carried unanimously.

The Secretary of the Corporation, Director Cynthia Conners, read the proposed resolution on Mutual Committee Appointments as amended. Director Conners made a motion to approve the resolution. Director Lippert seconded the motion and discussion ensued. Directors were requested to provide names to the Chair before the next board meeting.

Without objection, the Board added President Feldstein and Director Bob Hatch to the Select Audit Committee.

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

**RESOLUTION 03-07-96**

**RESOLVED**, October 16, 2007 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:

**Finance**

John Paulus, Chair  
Stanley Feldstein, Vice Chair  
*Advisors: Allen Cohen, Ernestine Hewitt*

**Laguna Canyon Foundation Representative**

None

**Landscape**

Gunter Vogt, Chair  
Carol Moore, Vice Chair

**Long Range Planning**

Cynthia Conners, Chair  
Isabel Muennichow, Vice Chair  
Carol Moore

**Maintenance and Construction**

Jim Matson, Chair  
Don Lippert, Vice Chair  
*Advisor: Rich Haskell*

**New Resident Orientation**

Per Rotation List

**Plumbing Ad Hoc Committee**

Dominic Burrasca, Chair  
Larry Souza, Vice Chair

**Resident Information Services**

John Paulus  
Dominic Burrasca

**Select Audit**

Stanley Feldstein  
Bob Hatch

**Standards Sub-Committee**

Don Lippert, Chair  
Jim Matson, Vice Chair

**Traffic**

Dominic Burrasca  
Larry Souza  
Don Lippert

**RESOLVED FURTHER**, Resolution 03-07-34, adopted April 17, 2007 is hereby superseded and canceled.

The Secretary of the Corporation read a proposed resolution on GRF Committee Appointments. Director Connors made a motion to approve the resolution. Director Lippert seconded the motion. Discussion ensued and changes were made.

Mutual Member Denise Welch (5517-1C) addressed the Board on the appointments.

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

**RESOLUTION 03-07-97**

**RESOLVED**, October 16, 2007 that, in compliance with Article 7, Section 7.3 of the Golden Rain Foundation Bylaws, adopted May 2006, the following persons

are hereby appointed to serve on the committees of the Golden Rain Foundation:

**Business Planning**

John Paulus  
Bob Hatch

**Bus Services Committee**

Dominic Burrasca  
Jim Matson

**Broadband Services Committee**

Larry Souza  
Don Lippert

**Community Activities**

Isabel Muennichow  
Carol Moore

**Finance**

John Paulus  
Bob Hatch

**Government and Public Relations**

Isabel Muennichow  
Dominic Burrasca

**Landscape Committee**

Gunter Vogt  
Carol Moore

**Maintenance and Construction**

Jim Matson  
Don Lippert

**Security and Community Access**

John Paulus  
Dominic Burrasca

**RESOLVED FURTHER**, Resolution 03-07-35, adopted April 17, 2007 is hereby superseded and canceled.

A discussion was held relative to obtaining laptops for the Board for the purpose of conducting business. Without objection the Board directed staff to research and draft a subject report for the Board's review, and appointed Director Lippert to work with staff to that end.

Mutual Member Virginia Templeton (3243-1E) addressed the Board on the discussion.

Director Paulus made a motion to retain independent counsel on behalf of Third Laguna Hills Mutual and to that end, that an Ad Hoc Committee be appointed to interview several law firms to determine their availability, the terms of engagement that each firm offers, including fees, and to report to the Board at the next regular Board meeting to be held on November 20, 2007. Director Moore seconded the motion and discussion ensued.

Director Connors indicated that it may be appropriate to retain second counsel on an ad hoc basis when a second opinion is needed, but expressed her concerns about Third Mutual having its separate counsel.

Mutual Members Jerry Sheinblum (3488-C) and Barbara Marsh (3433-B) addressed the Board on the motion.

President Feldstein relinquished the chair to Director Moore so that he could speak on the need for independent counsel.

Mr. Johns invited the Board to entertain a meeting with its current corporate counsel to discuss their issues.

Mutual Member Katherine McDaniel (3379-N) addressed the Board on the motion.

Director Souza made a motion to table the matter to next month. Director Muennichow seconded the motion.

President Feldstein ruled the motion out of order, indicating that the motion should not interrupt an ongoing discussion.

Mutual Members Ernestine Hewitt (2289-B), Virginia Templeton (3242-1E), and Gene Ryan (3361-O) addressed the Board on the motion.

Director Connors amended the motion to strike the clause "retain independent counsel on behalf of Third Laguna Hills Mutual and to that end." Director Moore seconded the motion and discussion ensued.

By a vote of 8-0-1 (Director Muennichow abstained) the amendment carried.

By a vote 6-3-0 (Director Vogt, Muennichow and Souza opposed) the main motion as amended carried.

Larry Souza made a motion recommending that the Board interview its current corporate counsel, HKC, in a special open meeting so the Board can question the firm on various issues and that the Board members shall prepare a list of topics and submit questions to counsel to answer prior to meeting. Director Moore seconded the motion and discussion ensued.

By a vote of 10-0-0 the motion carried unanimously.

Director Muennichow addressed the Board on the City of Laguna Woods' Blue Ribbon Committee to talk about the sustainability and global warming and requested that a Board member attend the Committee meetings. Without objection the Board appointed Director Carol Moore to the Committee.

Director Lippert read a proclamation of gratitude and admiration to the Inspectors of Election who conducted the 2007 Director Election on September 28, 2007.

### **CONSENT CALENDAR**

Absent objections, the Consent Calendar was approved as amended by revising the wording for 3526-B, and the following actions were taken:

#### Maintenance & Construction Committee Recommendations:

2132-F	Denial of disputed service charge
3291-A	Approval of modifications to existing rear patio enclosure, with contingencies
3357-C	Approval to extend rear patio slab and install wrought iron fence and gate, with contingencies
3358-B	Approval to extend rear patio slab extension and install two-foot high slumpstone wall and wrought iron gate, with contingencies
3526-B	Approval to retain square pavers behind manor and brick pavers installed adjacent to grass at side yard and installed between garage and room addition exterior entry doors, with contingencies
5064	Approval to replace existing concrete walkways with interlocking pavers and construct rear patio extension with interlocking pavers, with contingencies
5294	Approval of disputed service charge and waive service charge
5311	Approval to extend rear patio slab and install patio cover, with contingencies
5568-A	Approval to perform master bedroom closet addition, with contingencies

#### Landscape Committee Recommendations

No Meeting was Held

#### Finance Committee Recommendation

### **RESOLUTION 03-07-98**

**WHEREAS**, Member ID 931-470-92 is currently delinquent to Third Laguna Hills Mutual 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**, October 16, 2007 that the Board of Directors hereby approves the recording of a Lien for Member ID 931-470-92; 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.

#### **RESOLUTION 03-07-99**

**WHEREAS**, Member ID 931-710-23 is currently delinquent to Third Laguna Hills Mutual 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**, October 16, 2007 that the Board of Directors hereby approves the recording of a Lien for Member ID 931-710-23; 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.

#### **COMMITTEE REPORTS**

Director Jim Matson reported from the Maintenance and Construction Committee.

Director John Paulus reported from the Standards Sub Committee.

Director Carol Moore reported from the Plumbing Ad-Hoc Committee.

Director Gunter Vogt reported from the Landscape Committee.

Director Cynthia Conners reported from the Third Long Range Planning Committee.

Director John Paulus reported from Resident Information Services.

Director Dominic Burrasca reported from the Traffic Committee.



### **GRF COMMITTEE REPORTS**

Director John Paulus reported from the GRF Finance Committee.

Director Jim Matson reported from the Maintenance & Construction Committee.

Director Carol Moore reported from the Community Activities Committee.

Director Gunter Vogt reported from the Landscape Committee.

Director Isabel Muennichow reported from the Government and Public Relations Committee.

Director John Paulus reported from the GRF Security and Community Access Committee.

Director Isabel Muennichow reported from the Broadband Services Committee.

Director Dominic Burrasca reported from the Bus Services Committee.

### **DIRECTORS COMMENTS**

- Due to time constraints, the Directors waived their comments

The meeting recessed at 12:33 P.M. and reconvened into Executive Session at 1:07 P.M.

The Traffic Committee of the Board met in Executive Session on September 26, 2007 to discuss member disciplinary issues.

During the September 18, 2007 Regular Board Meeting, the Board reviewed and approved the Minutes of the Regular Executive Meeting of August 21, 2007, the Special Executive; heard three (3) Regular Disciplinary Hearings; approved the recording of Notices of Default for Member ID 931-371-11, Member ID 932-721-18, and Member ID 933-190-43; discussed other member disciplinary matters; and discussed contractual and litigation issues.

With no further business before the Board of Directors, the meeting was adjourned at 4:36 P.M.

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Cynthia Conners, Secretary