



SPECIAL OPEN SESSION

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

**Friday, May 31, 2024 at 10:00 a.m.
Board Room/Virtual Meeting
24351 El Toro Road
Laguna Woods, California**

Directors present: N. Cris Prince, Nathaniel Ira Lewis, Jim Cook, S.K. Park, Brad Rinehart, Mark Laws, Reza Karimi, Andy Ginocchio, Jules Zalon (left meeting at 10:58 a.m.), David Veeneman, Moon G. Yun

Directors absent: None

Staff present: CEO Foster, Paul Nguyen

Others present: Candidates: John Cornell, Andy Ginocchio, James Glassman, Ruth Johnson

Directors: James Hopkins, GRF; Alison Bok, United; Cush Bhada, GRF

1. Call Meeting to Order / Establish Quorum

President Laws called the meeting to order at 10:00 a.m. and established that a quorum was present.

2. State Purpose of Meeting – President Laws

President Laws stated the purpose of the meeting.

3. Approval of the Agenda

President Laws asked for a motion to approve the Agenda.

Director Park made a motion to approve the Agenda. Director Karimi seconded.

Hearing no changes or objections, the Agenda was approved by consent.

4. Members' Comments – None

5. Introduction of VMS Candidates

President Laws introduced the VMS Candidates:

- John Cornell
- Andy Ginocchio
- James Glassman
- Ruth Johnson

6. Candidate Opening Statements

The Candidates were given two minutes to give an opening statement.

7. Candidate Interviews

The Candidates were given 1-2 minutes to answer questions from the Board.

8. Candidate Closing Statements

The Candidates were given 2 minutes to give a closing statement.

9. Entertain a Motion to commence Balloting

President Laws asked for a motion to commence balloting.

Director Cook made a motion to commence balloting. Director Park seconded.

Hearing no changes or objections, the motion was approved unanimously.

10. Entertain a Motion to Cease Balloting

President Laws asked for a motion to cease balloting.

Director Park made a motion to cease balloting. Director Cook seconded.

Hearing no changes or objections, the motion was approved unanimously.

11. Tabulation of Ballots and Announce Results – Assistant Corporate Secretary

Assistant Corporate Secretary Paul Nguyen tabulated the ballots, with President Laws verifying the tally, and announced the results.

- John Cornell – 1 vote
- Andy Ginocchio – 4 Votes
- James Glassman – 8 votes
- Ruth Johnson – 7 votes

Director Glassman was elected to a remaining term ending in 2026.

Director Johnson was elected to a remaining term ending in 2024.

12. Entertain a Motion to Approve Update Committee Assignments

Resolution 03-24-55

Third Mutual Committee Appointments

RESOLVED, May 31, 2024, that the following persons are hereby appointed to serve on the committees and services of this Corporation;

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

Finance Committee (meets every other month)

Andy Ginocchio, Chair
Moon Yun
Brad Rinehart
SK Park
David Veeneman
Reza Karimi, Alternate

Architectural Control and Standards Committee (meets monthly)

James Cook, Chair
Brad Rinehart
Nathaniel Ira Lewis
Reza Karimi
David Veeneman
Andy Ginocchio, Alternate
Non-Voting Advisors: Mike Butler, Mike Plean, Lisa Mills

Landscape Committee (meets monthly)

~~Nathaniel Ira Lewis, Chair~~
Mark Laws, Chair
SK Park
Brad Rinehart
Reza Karimi
David Veeneman
Moon Yun, Alternate

Maintenance and Construction Committee (meets every other month)

Brad Rinehart, Chair
James Cook
Moon Yun
SK Park
Reza Karimi
Andy Ginocchio, Alternate

Resident Policy and Compliance Committee (meets monthly)

Mark Laws, Chair
Moon Yun
Andy Ginocchio

Cris Prince
Nathaniel Ira Lewis
SK Park, Alternate
Non-Voting Advisors: Stuart Hack, Theresa Keegan

Executive Hearings Committee (meets monthly)

Mark Laws, Chair
Jim Cook
Cris Prince
Andy Ginocchio, Alternate
SK Park, Alternate

Water Conservation Committee (meets quarterly)

Jules Zalon, Chair
Reza Karimi
Brad Rinehart
Nathaniel Ira Lewis
David Veeneman

Garden Villa Recreation Room Committee (meets thrice yearly)

SK Park, Chair
Moon Yun
David Veeneman
Voting Advisors: Stuart Hack, Lynn Jarrett
Non-Voting Advisors: Lorna Seung

Executive Committee (can attend Closed Meetings / Executive Sessions)

Mark Laws
Jim Cook
Andy Ginocchio
Cris Prince
Reza Karimi
Nathaniel Ira Lewis
Moon Yun
SK Park
Brad Rinehart
David Veeneman

Management Agreement Ad Hoc Committee (meets periodically)

Reza Karimi, Chair
Brad Rinehart
Andy Ginocchio
Nathaniel Ira Lewis
Cris Prince

RESOLVED FURTHER, that Resolution 03-24-42, adopted April 16,

2024, 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.

Resolution 03-24-56

GRF Committee Appointments

RESOLVED, May 31, 2024, that in compliance with Article 7, Section 7.3 of the Golden Rain Foundation Bylaws, the following persons are hereby appointed to serve on the committees of the Golden Rain Foundation:

Community Activities Committee (meets monthly)

SK Park (Third)
Andy Ginocchio (Third)
Reza Karimi, Alternate (Third)

Finance Committee (meets every other month)

Andy Ginocchio (Third)
David Veeneman (Third)
Moon Yun, Alternate (Third)

Landscape Committee (meets every three months)

Nathaniel Ira Lewis (Third)
SK Park (Third)
Reza Karimi, Alternate (Third)

Maintenance & Construction Committee (meets every other month) SK

Park (Third)
Brad Rinehart (Third)
Reza Karimi, Alternate (Third)

Media and Communications (meets every other month) Jim

Cook (Third)
Cris Prince, (Third)
Moon Yun, Alternate (Third)

Broadband Ad Hoc Committee (meets every month)

Cris Prince (Third)
Jim Cook (Third)
Reza Karimi, Alternate (Third)

Mobility & Vehicles Committee (meets as scheduled)

SK Park (Third)

Moon Yun (Third)
Reza Karimi, Alternate (Third)

Security and Community Access Committee (meets every other month)

SK Park (Third)
Reza Karimi (Third)
David Veeneman, Alternate (Third)

Disaster Preparedness Task Force (meets every other month)

SK Park (Third)
Moon Yun (Third)
David Veeneman, Alternate (Third)

Laguna Woods Village Traffic Hearings (meets every month)

SK Park (Third)
David Veeneman, Alternate (Third)

Information Technology Advisory Committee (ITAC) (meets monthly)

Mark Laws (Third)
SK Park (Third)

Space Planning Ad Hoc Committee (meets as scheduled)

Reza Karimi (Third)
Andy Ginocchio (Third)
SK Park (Third)

Select Audit Committee (meets as scheduled)

David Veeneman (Third)

RESOLVED FURTHER, that Resolution 03-24-52, adopted May 21, 2024, 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.

President Laws asked for a motion to approve the updated committee assignments.

Director Veeneman made a motion to approve the resolutions for Third Mutual Committee Assignments and GRF Committee Assignments. Director Reinhart seconded.

Hearing no changes, the motion was called to a vote and passed unanimously as amended. Director Zalon left the meeting at 10:58 a.m. and was not present for the vote.

13. **Entertain a Motion to Approve a Resolution for Recording Lien Against Member ID #934-900-63**

Assistant Corporate Secretary Nguyen read the following resolution:

Resolution 03-24-57

**BOARD OF DIRECTORS - RESOLUTION TO RECORD A LIEN
California Civil Code § 5673**

WHEREAS, Civil Code section 5673 requires the Board of Directors ("Board") of Third Laguna Hills Mutual ("Association") to authorize, in an open meeting, the recording of liens against the separate interests of owners with delinquent assessments;

WHEREAS, the Owner(s) of Assessor's Parcel No.: 934-900-63 remain delinquent in the payment of his/her assessments, late fees, interest charges, and collection costs;

WHEREAS, the Board hereby certifies that the following has occurred in compliance with California Civil Code section 5673:

1. The Board of Directors individually voted on this Resolution and did not delegate approval to any third party or agent of the Association.
2. The vote occurred in an open meeting of the Board at which a quorum was present, and thereafter the vote was recorded in the minutes of that meeting of the Board that was open to all members.
3. A majority those Board members present constituting a quorum has voted in favor of recording a lien for delinquent assessments, late fees, collection fees, and attorney's fees and costs, on the property described above.
4. A copy of this resolution must be attached and made part of the Board's meeting minutes. And the vote to file a Lien against the property listed above has been recorded in the Board meeting minutes.
5. ACES, Inc. is authorized to execute and record a lien on the Board's behalf.

IT IS HEREBY RESOLVED THAT, the Board has adopted this Resolution to place a lien on this property for the delinquent amounts and any late fees, interest charges, and other collection-related amounts, and that it is signed by a member of the Board vested with the authority to do so. This Resolution was adopted by the Board at an open meeting.

ADOPTED BY: Mark W. Laws PRESIDENT
Signature of Authorized Board Member Title
MARK W. LAWS 6-6-24
Print Name of Authorized Board Member Date

President Laws asked for a motion to approve the recording of the lien.

Director Cook made a motion to approve the Resolution for Recording Lien Against Member ID #934-900-63. Director Park seconded.

Hearing no changes, the motion was called to a vote and passed unanimously. Director Zalon left the meeting at 10:58 a.m. and was not present for the vote.

14. Entertain a Motion to Request a Meeting of GRF Corporate Members

Assistant Corporate Secretary Nguyen read the following resolution:

Resolution 03-24-58

**Request a Special Corporate Members Meeting of
Golden Rain Foundation of Laguna Woods**

WHEREAS, on January 18, 2021 the Golden Rain Foundation of Laguna Woods (GRF) adopted Amended Bylaws (Bylaws), which sets out the purposes, powers, and governance of the GRF;

WHEREAS, Section 5.3 of the GRF Bylaws provides, in pertinent part, "A special meeting of Corporate Members may be called by... ***a written resolution approved by a majority of the Directors of any Mutual Board.***" (Emphasis added);

WHEREAS, Section 2.4.16 of the GRF Bylaws provides the definition of Mutual, as follows, "The housing Mutual Corporations, which are Corporate Members of this Corporation.";

WHEREAS, Section 2.4.9 of the GRF Bylaws provides the definition of Corporate Members, which reads as follows, "The Mutual Corporations at Laguna Woods Village Laguna Woods, as represented by the Directors of their respective Boards. As of the date of these Bylaws, the Corporate Members are: United Laguna Woods Mutual, ***Third Laguna Hills Mutual***, and Laguna Woods Mutual Fifty." (Emphasis added);

WHEREAS, Section 5.4.4.1 of the GRF Bylaws provides that a special meeting of the Corporate Members may be called for removal of a director without cause and Section 6.4.1.3 provides that a majority of a quorum of the voting power of the Corporate Members can remove a GRF Director or Directors;

WHEREAS, based on the foregoing sections of the GRF Bylaws, a special meeting of the corporate members for the removal of a director or directors

without cause may be called by the Board of Directors of Third Laguna Hills Mutual by way of a written resolution documenting that a majority of the directors of Third Mutual approve the calling of the special meeting;

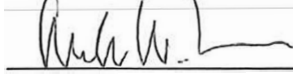
WHEREAS, a majority of the directors of the Third Mutual Board of Directors has approved to call a special meeting of the Corporate Members of the GRF for the removal of the following director or directors of the GRF Board: James Hopkins and Yvonne Horton; and

NOW, THEREFORE, BE IT RESOLVED, on May 31, 2024, that a majority of the directors of the Third Mutual Board of Directors has approved to call a special meeting of the Corporate Members of the GRF for the removal of a director or directors of the GRF Board; and

RESOLVED FURTHER, that the Third Mutual Board of Directors has directed its President Mark Laws to request that GRF Board President schedule a Special Corporate Members' Meeting with the purpose of discussing and voting on whether or not to remove a director or directors of the GRF Board.

This resolution was adopted by the Board in open session.

ADOPTED BY:



Signature of Authorized Board Member

MARK W. LAWS

Print Name of Authorized Board Member

Title PRESIDENT Date: 6-5-24



Signature of Authorized Board Member

N. CRIS PRINCE

Print Name of Authorized Board Member

Title SECRETARY Date: 6-5-2024

President Laws asked for a motion to approve the request for a meeting of the GRF Corporate Members.

Director Park made a motion to approve the resolution to request a meeting of the GRF Corporate Members. Director Lewis seconded.

Hearing no changes, the motion was called to a vote and passed unanimously.

Director Zalon left the meeting at 10:58 a.m. and was not present for the vote.

15. Directors' Comments

- Director Karimi thanked the candidates and welcomed the new directors to the VMS Board.

16. Adjournment

The meeting was adjourned at 11:21 a.m.

DocuSigned by:
N. Cris Prince
5431FC1E051842C
N. Cris Prince, Secretary of the Board
Third Laguna Hills Mutual