

MINUTES OF THE SPECIAL OPEN MEETING OF THE  
BOARD OF DIRECTORS OF UNITED LAGUNA WOODS MUTUAL  
A CALIFORNIA NON-PROFIT MUTUAL BENEFIT CORPORATION

July 6, 2016

A Special Open Meeting of the United Laguna Woods Mutual Board of Directors, a California non-profit mutual benefit corporation, met on Wednesday, July 6, 2016 at 8:00 AM at 24351 El Toro Road, Laguna Woods, California.

Directors Present: Lenny Ross - Chair, Thomas Sirkel, Jack Bassler, Juanita Skillman, Pat English, Don Tibbetts, Barbara Copley, Ming-Lee Chang, Eva Lydick, Jan LaBarge

Directors Absent: None

Staff Present: Kim Taylor, Zohra Cronin, Guy West, Mark Stal, Rodger Richter

Others Present: Maureen McDonald from Johnson Controls Inc.

**CALL TO ORDER**

Lenny Ross opened the meeting and stated that it was a Special Meeting held pursuant to notice duly given. A quorum was established and the meeting was called to order at 8:00 AM.

**(3) APPROVAL OF THE AGENDA**

Director Skillman moved to approve the agenda as written. Director Sirkel seconded the motion. By a vote of 7-2-0 (Directors LaBarge and English opposed) the motion carried.

**(4) MEMBER COMMENTS**

Maxine McIntosh (68-C) asked what the cost recovery time is with regard to the solar project.

Roberta Berk (933-B) commented on United Mutual spending and solar panels.

Steve Leonard (969-D) commented on JCI and expenditures.

Director Pat English requested to speak as a Member and spoke to her opposition to the Board approving the solar project with JCI.

**(5) DIRECTOR RESPONSE TO MEMBER COMMENTS**

Directors Eva Lydick, Jack Bassler, Jan LaBarge, Barbara Copley, and President Ross responded to Member Comments.

President Lenny Ross reviewed the solar talking points that he distributed at the beginning of the meeting.

Members Maxine McIntosh, Roberta Berk, Mary Stone, and Andre Torng commented on the talking points and the proposed solar project.

**(6) Entertain Motion to Approve the Proposed Solar Energy Performance Contract with Johnson Controls Inc., with a Guaranteed Maximum Price (GMP) of \$3,794,951, to be funded from the Contingency Fund**

Secretary of the Board, Director Juanita Skillman, read the following proposed resolution approving the proposed Solar Energy Performance Contract with Johnson Controls Inc.,

with a guaranteed maximum price (GMP) of \$3,794,951, to be funded from the Contingency Fund:

**RESOLUTION 01-16-53**

**WHEREAS**, at a special executive session of the United Laguna Woods Mutual Board on June 14, 2016, a motion carried to accept a proposal by Johnson Controls for a solar energy contract; and

**WHEREAS**, the Board desires to proceed with the project by approving a funding source and executing the contract; and

**NOW THEREFORE BE IT RESOLVED**, on July 6, 2016, the Board approves the proposed solar energy performance contract with a Guaranteed Maximum Price (GMP) of \$3,794,951, to be funded from the Contingency Fund; and

**RESOLVED FURTHER**, the Board authorizes the initial payment required at the time of executing a Notice to Proceed, in the amount of 35% of GMP for mobilization, project development, and material procurement; and

**RESOLVED FURTHER**, remaining payments will be made per contract terms, with monthly progress payments based upon percent of work completed as defined by the project schedule of values for work; and

**RESOLVED FURTHER**, that the officers and agents of this Corporation are directed on behalf of the Corporation to carry out this resolution.

Director Skillman moved to approve resolution. Director Lydick seconded the motion. Discussion ensued.

Director English requested that the vote be a roll call vote, without objection the Board agreed.

Roll Call Vote:

Ayes: Directors Skillman, Copley, Lydick, Chang, Sirkel, Tibbetts and Ross

Nays: Directors LaBarge, English and Bassler

By a vote of 7-3-0 the motion carried and the Board approved the resolution as written.

**(7) ADJOURNMENT**

With no further business before the Board of Directors, the meeting was adjourned at 9:12 AM.

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Juanita Skillman, Secretary  
United Laguna Woods Village