



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

**Tuesday, March 10, 2020, 9:30 a.m.
24351 El Toro Road, Laguna Woods, California**

Directors Present: Sue Margolis, Carl Randazzo, Andre Torng, Juanita Skillman, Elsie Addington, Cash Achrekar, Neda Ardani, Manuel Armendariz, Reza Bastani, Brian Gilmore, and Anthony Liberatore

Directors Absent: None

Staff Present: Jeff Parker, CEO; Siobhan Foster, COO; Eileen Paulin and Grant Schultz

Others Present: VMS: Dick Rader, Dorothy Pacella

1. Call Meeting to Order/Establish Quorum

President Margolis called the meeting to order at 9:30 a.m. and acknowledged that a quorum was present.

2. Pledge of Allegiance

Director Armendariz led the Pledge of Allegiance.

3. Acknowledge Media

Media was not present in person in the Board Room. The Village Television Camera Crew, by way of remote cameras, was acknowledged as present.

4. Approval of Agenda

Director Randazzo made a motion to approve the agenda. Director Armendariz seconded the motion and the agenda was approved without objection.

5. Approval of Minutes

a. February 11, 2020–Regular Open Session

Director Skillman made a motion to approve the minutes of February 11, 2020, Regular Open Session as presented. The motion was seconded by Director Armendariz and was approved without objection.

6. Report of the Chair

President Margolis commented about volunteer opportunities in the Community. Residents can help with cost saving opportunities in the Community. For example, sanitary wipe clog the pipes. She encouraged residents to show acts of kindness.

7. Open Forum

Members made comments regarding the following:

- A Member commented on the benefits of Laguna Woods Foundation, the foundation can help provide information about financial assistance programs. Completing the census data helps provide more services to seniors;
- A Member commented about moisture intrusion the member's Manor;
- A Member commented about the need for volunteers in the Community.

8. Responses to Open Forum Speakers

Directors responded to Member comments:

- CEO responded that staff will review the dry rot damage;

9. Update from VMS - Director Pacella

Director Pacella gave an update from the VMS Board. She gave a presentation about Landscape Department process improvements, Key Performance Indicators (KPIs), .

10. CEO Report

10a. Introduction of Carlos Rojas, Director of Security

Jeff Parker, CEO, introduced the new Director of Security, Carlos Rojas and gave the Board a brief background about Mr. Rojas.

CEO Jeff Parker and COO Siobhan Foster reported on the following subjects:

- Community Open Forums to meet the CEO continue on March 11, at Clubhouse 1;
- Because of the recent concerns about the spread of the coronavirus (COVID-19), staff is monitoring the situation and working with the County of Orange County Health Care Agency. Residents are encouraged to practice healthy hygiene habits, for Health Updates residents can call 800 564-8448;
- Rain procedures have been activated;
- 2020 Census in coming soon. In March residents will receive information on how to participate in the census;
- The gate improvements at the RV Lot have been completed.

11. Consent Calendar

11a. Recommendation from the Architectural Controls and Standards Committee

- (1) Recommendation to Approve – 326-D (Seville, 5) – Room Addition on Front Patio

RESOLUTION 01-20-15 **VARIANCE REQUEST**

WHEREAS, Ms. Judith A. Sepull of 326-D Avenida Carmel, a Seville (Plan

5) style unit, requests Board approval of a request to construct a room addition on her front patio;

WHEREAS, a Neighborhood Awareness Notice was sent to Owners of affected units on February 7, 2020, notifying them that an application to make an alteration to a neighboring Unit had been made and that comments or objections could be made in writing to the Architectural Controls and Standards Committee or in person at the Architectural Controls and Standards Committee Meeting on February 20, 2020.

NOW THEREFORE BE IT RESOLVED, on March 10, 2020, the Board of Directors hereby approves the request to construct a room addition on her front patio;

RESOLVED FURTHER, all costs for maintenance, repair, renovation, replacement or removal of the improvement, present and future, are the responsibility of the Shareholder at 326-D and all future Shareholders at 326-D.

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.

11b. Recommendation from the Landscape Committee:

- (1) Recommendation to Approve Request for Tree Removal – 2183-P Via Mariposa (Italiano) – One Indian Laurel Fig Tree

**RESOLUTION 01-20-16
APPROVAL OF REMOVAL
OF ONE INDIAN LAUREL FIG TREE AT 2183-P VIA MARIPOSA**

WHEREAS, February 12, 2013, that the Board of Directors adopted Resolution 01-13-17 tree removal guidelines:

- Unless there is a purposeful reason, trees should not be removed merely because they are messy, or because of residents' personal preferences concerning shape, color, size, or fragrance.
- Trees should not be removed because of view obstruction.
- Trees on slopes should not be removed if the removal will contribute to the destabilization of that slope.
- Trees which are damaging or will damage a structure, pose a hazard, in failing health or interfering with neighboring trees, will be considered for removal.

WHEREAS; on February 13, 2020, the Landscape Committee reviewed a

request to remove one Indian Laurel Fig tree. The request was received from the Member at 2183-P, who cited the reasons as structural damage, litter/debris, overgrown, and the potential of root damage to the building foundation, and;

WHEREAS, the Committee determined that the tree meets the guidelines established in Resolution 01-13-17 and recommends approving the request for the removal of one Indian Laurel Fig tree located at 2183-P Via Mariposa.

NOW THEREFORE BE IT RESOLVED, March 10, 2020, the Board of Directors approves the request for the removal of one Indian Laurel Fig tree;

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

- 11c. Termination of United Laguna Woods Mutual Participation on Village Energy Task Force
- 11d. Consistent with its statutory obligations under Civil Code §5501, a subcommittee of the Board consisting of the Treasurer and at least one other Board member reviewed the United Laguna Woods Mutual preliminary financials for the month of January 2020, and such review is hereby ratified.
- 11e. Recommendation from the M&C Committee
 - (1) Defunding of Various 2020 Projects
- 11f. Approve a Revised Resolution for Committee Appointments

RESOLUTION 01-20-17

UNITED LAGUNA WOODS MUTUAL COMMITTEE APPOINTMENTS

RESOLVED, March 10, 2020, that the following persons are hereby appointed to serve the Corporation in the following capacities:

Architectural Control and Standards Committee

Elsie Addington, Co-Chair

Reza Bastani, Co-Chair

Brian Gilmore

Carl Randazzo

Non-Voting Advisors: Michael Mehrain, Janey Dorrell, Walt Ridley

Communications Committee

Juanita Skillman, Chair

Elsie Addington

Non-Voting Advisors: Maggie Blackwell

Finance Committee

Brian Gilmore, Chair
Elsie Addington
Sue Margolis
Carl Randazzo
Anthony Liberatore

Financial Review Task Force

Brian Gilmore
Neda Ardani

Governing Documents Review Committee

Andre Torng, Chair
Juanita Skillman
Manuel Armendariz
Sue Margolis
Neda Ardani
Non-voting Advisors: Bevan Strom, Mary Stone

Operating Rules Rewrite

Team 1 Juanita Skillman
Team 2 Andre Torng

Landscape Committee

Manuel Armendariz, Chair
Anthony Liberatore
Andre Torng

Maintenance and Construction Committee

Carl Randazzo, Chair
Cash Achrekar
Reza Bastani
Elsie Addington
Brian Gilmore
Non-voting Advisor: Ken Deppe, Walter Ridley, Janey Dorrell

Members Hearing Committee

Anthony Liberatore, Chair
Juanita Skillman
Andre Torng
Neda Ardani
Elsie Addington

New Resident Orientation

Per Rotation List

Resident Advisory Committee

Neda Ardani, Chair
Cash Achrekar
Juanita Skillman
Non-voting Advisors: Kay Anderson, Nancy Lannon

Handyman Task Force

Cash Achrekar, Chair
Juanita Skillman
Elsie Addington
Carl Randazzo
Anthony Liberatore
Non-voting Advisors: Nancy Lannon, Janey Dorrell and Ester Wright

RESOLVE FURTHER that all directors are considered alternate members of each committee "Alternate." Each Alternate may serve as a substitute for another director that is unable to attend a meeting ("Substitute"). Committee Member Alternates cannot substitute for more than two (2) consecutive meetings. This will allow any director to ask any other director to sit in their stead during a temporary absence or unavailability. Of course, we can modify this and structure this any way the Board feels is best. However, the concept is that the Board, in advance, will approve any director sitting on a committee on a temporary basis when necessary to fill in for another director.

RESOLVED FURTHER Resolution 01-20-12 adopted February 11, 2020, is hereby superseded and canceled.

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

RESOLUTION 01-20-18
GOLDEN RAIN FOUNDATION COMMITTEE APPOINTMENTS

RESOLVED, March 10, 2020, that in compliance with Article 7, Section 7.3 of the Golden Rain Foundation Bylaws, adopted September 29, 2014, the following persons are hereby appointed to serve on the committees of the Golden Rain Foundation:

GRF Business Planning

Sue Margolis
Manuel Armendariz
Brian Gilmore, Alternate

GRF Community Activities

Juanita Skillman
Andre Tornig

Elsie Addington, Alternate

GRF Finance

Sue Margolis
Brian Gilmore
Manuel Armendariz, Alternate

Purchasing Ad Hoc Committee (new)

Carl Randazzo
Cash Achrekar
Brian Gilmore, Alternate

GRF Landscape Committee

Manuel Armendariz
Andre Torng
Neda Ardani, Alternate

GRF Maintenance & Construction

Carl Randazzo
Reza Bastani
Brian Gilmore, Alternate

Clubhouse 1 Renovation Ad Hoc Committee

Sue Margolis
Brian Gilmore
Carl Randazzo, Alternate

PAC Renovation Task Force

Carl Randazzo
Juanita Skillman
Sue Margolis, Alternate

GRF Media and Communications Committee

Juanita Skillman
Elsie Addington
Neda Ardani, Alternate

GRF Mobility and Vehicles Committee

Elsie Addington
Reza Bastani
Neda Ardani, Alternate

GRF Security and Community Access

Neda Ardani
Cash Achrekar

Brian Gilmore, Alternate

Disaster Preparedness Task Force

Cash Achrekar
Andre Torng
Neda Ardani
Reza Bastani, Alternate

GRF Strategic Planning Committee

Andre Torng
Brian Gilmore
Sue Margolis, Alternate

Laguna Woods Village Traffic Hearings

Elsie Addington
Neda Ardani, Alternate

Town Hall Meetings

As Needed

Village Energy Task Force

Carl Randazzo
Brian Gilmore

RESOLVED FURTHER, that Resolution 01-20-13, adopted February 11, 2020, is hereby superseded and cancelled.

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

Director Ardani made a motion to approve the Consent Calendar as presented. The motion was seconded by Director Torng.

President Margolis called for the vote on the Consent Calendar and the motion passed by a vote of 11-0-0

12. Unfinished Business--none

13. New Business

13a. Entertain a Motion to Re-Introduce a Resolution to Require a Recognition Agreement for Lenders

Director Skillman read the following resolution:

RESOLUTION 01-20-XX
OBJECTIVE STANDARDS FOR APPROVAL
TO LOAN WITHIN UNITED LAGUNA WOODS MUTUAL

WHEREAS, United Laguna Woods Mutual (hereinafter United or Corporation), is a nonprofit mutual benefit corporation, existing under and by virtue of the laws of the State of California, organized for the purpose of providing its Members with housing on a cooperative nonprofit basis pursuant to the provisions set forth in its Occupancy Agreement, Articles of Incorporation, Bylaws and Board Resolutions (collectively referred to as the "Governing Documents");

WHEREAS, the Corporation's Amended and Restated Bylaws (Bylaws) provide that the purpose of the Corporation is to "manage, maintain, preserve, and administer the business of a common interest development, specifically, a stock cooperative" (Bylaws Article II, Section 1);

WHEREAS, the Board of Directors of the Corporation is authorized to establish policy and perform various administrative activities (Bylaws Article II, Section 3);

WHEREAS, United is a stock cooperative housing development and holds title to all property and structures in United wherein each Shareholder-Member has ownership of one share in the Cooperative and is granted the right to occupy a specific unit pursuant to an Occupancy Agreement provided each Shareholder-Member meets the age requirement and the financial qualifications set forth in the Financial Qualifications Policy (rev. 09-10-19);

WHEREAS, pursuant to the above authority or otherwise contained in the Governing Documents, included among the Board of Directors' management responsibilities is the vetting of lenders seeking to loan money to Shareholder-Members secured by property within United, in order to ensure the continued solvency of the Corporation;

WHEREAS, the Board of Directors requires a lender to sign its Recognition Agreement, giving United Mutual first right of refusal and agreeing to pay assessments when due in the event the member defaults in its obligation to pay assessments;

WHEREAS, through counsel, the Board of Directors has enumerated objective criteria lenders must satisfy in order to loan to Shareholder- Members within United, including that the prospective lender is either a state or federally chartered bank or credit union;

NOW THEREFORE BE IT RESOLVED, April 14, 2020, that the following resolution is adopted by the Board of Directors:

1. **Acknowledging and Approving Qualified Lenders.** The Corporation,

by and through its Board of Directors, is authorized to approve lenders based on confirmation of satisfaction that the prospective lender is either a state or federally chartered bank or credit union.

2. **Further Acts.** The Board of Directors may do and perform such other acts and things as may be reasonably necessary and proper in order to carry into effect the provisions of this Resolution.

BE IT FURTHER RESOLVED, that the officers, directors and agents of this Corporation are authorized to carry out the purpose of this Resolution.

MARCH Initial Notification

Should the Board endorse the proposed revisions, Staff recommends that a motion be made and seconded to accept the resolution and allow discussion to ensure that the resolution reads to the satisfaction of the Board. Staff then recommends that a Board Member postpones the resolution to the next available Board Meeting no less than 28-days from the postponement to comply with Civil Code §4360.

Director Skillman made a motion to re-introduce a resolution to require a recognition agreement for lenders for 28-day review. The motion was seconded by Director Torng.

Discussion ensued among the directors.

President Margolis called for the vote and the motion passed by a vote of 9-2-0 (Director Randazzo and Achrekar opposed).

13b. Entertain a Motion to Introduce the Handyman Program Phase II-Maintenance Chargeable Services

Director Achrekar read a synopsis of the following resolution:

RESOLUTION 01-20-XX
REVISED CHARGEABLE SERVICES

WHEREAS, the Board established a "Chargeable Maintenance Services Policy" by way of Resolution 01-04-28; and

WHEREAS, the Board amended the policy on June 12, 2007 to remove single fixture stoppages as a chargeable service; and

WHEREAS, the Board amended the policy further by way of Resolution 01-17-104 to establish a charge of \$50.00 for a Missed Maintenance Appointment to be charged to resides who are a no-show during their scheduled appointment time frame or do not cancel/reschedule 24 hours prior to their scheduled appointment; and

WHEREAS, in order to provide additional services to residents upon the

cancellation of the Handyman Services Program, the list of non-emergency maintenance chargeable services has been revised to add maintenance to authorized member alterations; and

WHEREAS, additional chargeable services have been added for electrical, carpentry, plumbing and painting services as shown on the attached approved list.

NOW THEREFORE BE IT RESOLVED, [DATE], 2020, that the Board of Directors hereby approves the attached new policy and list chargeable services; and

RESOLVED FURTHER, that the service charge for all Maintenance chargeable services shall remain \$10; and

RESOLVED FURTHER, the \$25 permit processing fee for work that requires a City of Laguna Woods building permit if VMS pulls the permit shall remain in effect; and

RESOLVED FURTHER, the \$50 service charge for when the Mutual Member (or representative) is not home for a scheduled appointment and fails to cancel in advance shall remain in effect; and

RESOLVED FURTHER, that Resolution 01-04-28 adopted February 10, 2004 and Resolution 01-17-104 adopted on September 12, 2017 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 the purpose of this resolution.

MARCH Initial Notification

Should the Board endorse the proposed revisions, Staff recommends that a motion be made and seconded to accept the resolution and allow discussion to ensure that the resolution reads to the satisfaction of the Board. Staff then recommends that a Board Member postpones the resolution to the next available Board Meeting no less than 28-days from the postponement to comply with Civil Code §4360.

Director Achrekar made a motion to introduce a resolution for the Handyman Program Phase II-Maintenance Chargeable Services for 28-day review. The motion was seconded by Director Bastani.

Discussion ensued among the directors.

Members spoke in favor of this resolution.

President Margolis called for the vote and the motion passed by a vote of 10-0-1 (Director Liberatore abstained).

14. Committee Reports

- 14a.** Report of the Finance Committee / Financial Report – Director Gilmore showed a presentation on the Treasurer’s Report and reviewed the resale and lease reports. The Committee met on January 28, 2020; next meeting will be March 31, 2020, 1:30 p.m. in the Sycamore Room.
- 14b.** Report of the Architectural Control and Standards Committee – Director Bastani gave a report from the last Committee meeting. The chair is looking for an advisor with an architectural background. The Committee met on February 20, 2020; next meeting will be March 19, 2020, 9:30 a.m. in the Elm Room.
- 14c.** Report of the Communications Committee – Director Skillman gave a report from the last Committee meeting. The articles were collected for the next issue of the Village Breeze, which will come out in April. The next meeting is TBA.
- 14d.** Report of Member Hearings Committee – Director Liberatore gave a report from the last Committee meeting. The committee handled two delinquent accounts, five area damage re-imbusement accounts, and four disciplinary accounts. The Committee met on February 27, 2020; next meeting will be March 26, 2020, at 9:00 a.m. in the Sycamore Room.
- 14e.** Report of the Governing Documents Review Committee – Director Tornng gave a report from the last Committee meeting. The committee discussed the influence that S.B. 323 would have for United Mutual and potential revisions to the Recognition Agreement. The Committee met on February 20, 2020; next meeting will be March 19, 2020, 1:30 p.m. in the Sycamore Room.
- 14f.** Report of the Landscape Committee – Director Armendariz gave a report from the last Committee meeting. The Committee received two requests for tree removal, one was accepted and the other one was denied. In addition, the Landscape budget was discussed. The Committee met on February 13, 2020; next meeting will be April 9, 2020, 9:30 a.m. in the Board Room.
- 14g.** Report of the Maintenance & Construction Committee – Director Randazzo gave a report from the last Committee meeting. The committee discussed the viability of carport infrastructure upgrades and Phase I and II of the Handyman Task Force. The Committee met on February 26, 2020; next meeting April 22, 2020 at 9:00 a.m. in the Board Room.
 - (1) Handyman Task Force—Director Achrekar gave a report for the Handyman Task Force. The Task Force met on February 7, 2020. Director Achrekar stated he would like for the Task Force to meet one more time before dissolution to discuss future steps.

- 14h.** Report of the Resident Advisory Committee – Director Ardani gave a report from the last Resident Advisory Committee. The Committee met on February 13, 2020; next meeting will be March 12, 2020, 4:00 p.m. in the Sycamore Room.

15. GRF Committee Highlights

- 15a.** Report of the Finance Committee – Director Gilmore gave highlights from the last Committee meeting. The Committee met on February 19, 2020; next meeting will be April 22, 2020, 1:30 p.m. in the Board Room.
- 15b.** Report of the Community Activities Committee – Director Skillman gave highlights from the last Committee meeting. The Committee met on January 9, 2020; next meeting March 12, 2020, 1:30 p.m. in the Board Room.
- 15c.** Report of the Landscape Committee – Director Armendariz gave highlights from the last Committee meeting. The committee discussed the update on Aliso Creek. The Committee met on February 12, 2020; next meeting will be May 13, 2020, 1:30 p.m. in the Board Room.
- 15d.** Report of the Maintenance & Construction Committee – Director Randazzo gave highlights from the last Committee meeting. The main topics of discussion were the Gate 16 Driving Range Improvements Project, Maintenance Service Center Light Project, and Clubhouse 1 Renovations. The Committee met on February 12, 2020; next meeting will be April 8, 2020, 9:30 a.m. in the Board Room.
- 15e.** Village Energy Task Force Charter – President Margolis gave a report from the last Task Force meeting. The main topic of discussion was Microgrids. The Task Force met on March 4, 2020. The Task Force is now dissolved and will be formed into a research group.
- 15f.** Report of the Media and Communication Committee – Director Skillman gave highlights from the last Committee meeting. Broadband equipment has been replaced with newer equipment and Ms. Paulin, Marketing and Communications Director, introduced new staff. The Committee met on February 19, 2020; next meeting will be March 16, 2020, 9:30 a.m. in the Board Room.
- 15g.** Report of the Mobility and Vehicles Committee – Director Addington gave highlights from the last Committee meeting. The Committee met on February 5, 2020; next meeting will be April 1, 2020, 1:30 p.m. in the Board Room.
- 15h.** Report of the Security and Community Access Committee – President Ardani gave highlights from the last Committee meeting. The main topics of discussion were RV Lot B access request, fencing of Aliso Creek, Gate Access Project, and employee accolades for the Security Department. The Committee met in February 24, 2020; next meeting will be April 27, 2020, 1:30 p.m. in the Board Room.

- 15i.** Laguna Woods Village Traffic Hearings – Director Addington summarized the frequently repeated violations heard at the traffic hearings, Parking violations were the most common violation. The hearings were held on February 19, 2020; next hearings will be on March 18, 2020, 9:00 a.m. in the Board Room and 1:00 p.m. in the Sycamore Room.
- 15j.** Disaster Preparedness Task Force – Director Achrekar gave highlights from the last Task Force meeting. The new Security Director, Carlos Rojas, will head up the Task Force. The Task Force met on January 28, 2020; next meeting will be on March 31, 2020, 9:30 a.m. in the Board Room.

16. Future Agenda Items

- 16a.** Committee Advisor Qualifications, Procedures and Policy
16b. Alternative Heat Source Policy
16c. Resolution for a Directors Code of Conduct (Referred back to Governing Doc. Review Committee)

17. Director's Comments

- Director Liberatore asked why new vehicles are being purchased to do utility work;
- Director Skillman commented about the 2020 Census;
- Director Armendariz commented about Civil Code §5501 requirements;
- Director Achrekar commented on handyman assistance;
- Director Bastani commented about the aging building in the Community.
- Director Ardani spoke on the member's comments regarding moisture intrusion.

18. Recess - *At this time the Meeting will recess for lunch and reconvene to Closed Session to discuss the following matters per California Civil Code §4935.*

The meeting recessed at 11:15 a.m. into the Closed Session.

Summary of Previous Closed Session Meetings per Civil Code Section §4935

During the February 11, 2020, Regular Executive Session, the Board:

Approval of Agenda

Approval of the Following Meeting Minutes;

(a) January 2, 2020 – Special Closed Meeting

(b) January 14, 2020—Regular Closed Session

Discussed Member Disciplinary Cases

Discussed Personnel Matters

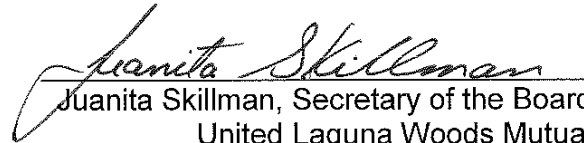
Discuss and Consider Contractual Matters:

Award of Contract for Landscape Maintenance Services

Discussed and Considered Litigation and Legislative Matters

19. Adjourn

The meeting was adjourned at 3:05 p.m.



Juanita Skillman, Secretary of the Board
United Laguna Woods Mutual