



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

**Tuesday, April 14, 2020, 9:30 a.m.
Virtual Meeting
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; Kurt Wiemann, Chris Langenour, Becky Jackson, Grant Schultz and Cheryl Silva

Others Present: VMS: Dick Rader
Select Audit Task Force: Elizabeth Roper
KPMG Auditors: Mark Thomas and Spencer Endicott

1. Call Meeting to Order/Establish Quorum

President Margolis called the meeting to order at 9:31 a.m. and acknowledged that a quorum was present.

Jeff Parker-CEO led the Pledge of Allegiance.

2. Acknowledge Media

The Village Television Camera Crew, by way of remote cameras, was acknowledged as present.

3. Approval of Agenda

Director Gilmore made a motion to approve the agenda as amended. Director Bastani seconded the motion and the agenda was approved unanimously.

4. Approval of Minutes

- a. March 10, 2020—Regular Open Session

Director Skillman made a motion to approve the minutes of March 10, 2020, Regular Open Session as presented. The motion was seconded by Director Ardani and was

approved without objection.

5. Report of the Chair

President Margolis commented about the adjustments everyone had made due to the COVID-19 emergency. She asked that everyone follow the guidelines set by the County of Orange and the State regarding social distancing. Due to the social distancing guideline, all board meeting will be virtual meetings and members can watch the meetings on Village Television and call (949-268-2020) or email (meeting@vmsinc.org) their member comments.

6. Open Forum

Members made comments regarding the following:

- A Member commented on that everyone, including employees, should follow the COVID-19 guidelines to wear a mask to protect everyone;
- A Member commented about construction going on near her manor and asked that non-essential construction be suspended during this time;
- A Member commented asked that association fees be waived during COVID-19 restrictions;
- A Member commented on the need to do extra sanitizing during this time.

7. Responses to Open Forum Speakers

Directors responded to Member comments:

- Jeff Parker-CEO commented that all employees are wearing masks when they are out in the community. He will look into the non-essential construction.
- Director Achrekar request that all the flags be raised at the clubhouses. The custodians are doing extra cleaning during this time;
- Director Randazzo commented about the non-essential construction;
- Director Ardani commented about the restrictions on showing open houses during the COVID-19 emergency;

Director Ardani gave a report of the member comments from March 2020:

8. Update from VMS – There was no VMS Meeting in March.

9. CEO Report

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

- Gave an update on the number of individuals infected with the COVID-19 virus in our area and in Laguna Woods Village;
- Commented on the furloughed employees. The furlough will last until June 1st;
- To slow the spread of COVID-19, the County of Orange is recommending that everyone wear mask when they are in public. Residents riding the bus must wear a mask;
- Thanks to the efforts of the Community, Staff and the Attorney, the Ayres Hotel reversed their decision to lease the hotel to the County of Orange to house homeless individuals that tested positive for COVID-19;
- Residents are encouraged to complete the 2020 Census;
- Orange County Mosquito and Vector Control encouraged residents to remove

standing water near their manor to help control mosquito larva from hatching.

10. Consent Calendar

10a. Recommendation from the Finance Committee:

- (1) Approval of Resolution to Record Lien against Member ID# 947-416-40

RESOLUTION 01-20-19
RECORD OF LIEN

WHEREAS, Member ID 947-416-40; is currently delinquent to United Laguna Woods 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, April 14, 2020, that the Board of Directors hereby approves the recording of a Lien for Member ID 947-416- 40 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.

- 10b.** 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 February 2020, and such review is hereby ratified.

- 10c. Recommendation from the Architectural Controls and Standards Committee**
(1) Recommendation to Approve a Variance Request – 729-D (Bastani, Cordoba, 1A4) – Room Addition on Front Patio

RESOLUTION 01-20-20
VARIANCE REQUEST

WHEREAS, Mr. Reza Bastani of 729-D Avenida Majora, a Cordoba style unit, requests Board approval for variance to add a second room in place of the existing front patio;

WHEREAS, a Neighborhood Awareness Notice was sent to Owners of affected units on March 6, 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. The Architectural Controls and Standards Committee

held a Special Meeting on April 2, 2020, and the Committee recommended approval for the variance request.

NOW THEREFORE BE IT RESOLVED, on April 14, 2020, the Board of Directors hereby approves the request for a room addition on the front patio with the conditions stated in Appendix A;

RESOLVED FURTHER, all costs for maintenance, repair, renovation, replacement or removal of the improvement, present and future, are the responsibility of the Shareholder at 729-D and all future Shareholders at 729-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.

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

Discussion ensued among the directors.

President Margolis called for the vote on the Consent Calendar and the motion passed by a vote of 9-2-0 (Director Achrekar, Armendariz opposed).

11. Unfinished Business

11a. Entertain a Motion to Adopt a Resolution to Require a Recognition Agreement for Lenders

Director Skillman read the following resolution:

RESOLUTION 01-20-21
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, credit union or financial institution;

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, credit union or financial institution.
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.

SEPTEMBER Initial Notification, NOVEMBER referred back to Committee, MARCH Re-Introduced:
28-day notification for Member review and comment to comply with Civil Code §4360 has been satisfied.

Director Skillman made a motion to adopt a resolution to require a recognition agreement for lenders. The motion was seconded by Director Torng.

Discussion ensued among the directors.

A Member spoke in favor of having more options for loans.

Director Torng made an amendment to add financial institutions to the resolution. Director Skillman seconded the amendment and the amended passed by a vote of 9-1-1 (Director Achrekar opposed, Director Addington abstained).

President Margolis called for the vote on the motion as amended passed by a vote of 10-1-0 (Director Achrekar opposed)

11b. Entertain a Motion to Adopt the Handyman Program Phase II-Maintenance Chargeable Services

Director Randazzo read a synopsis of the following resolution:

RESOLUTION 01-20-22
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, April 14, 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

28-day notification for Member review and comment to comply with Civil Code §4360 has been satisfied.

Director Randazzo made a motion to adopt a resolution for the Handyman Program Phase II-Maintenance Chargeable Services. The motion was seconded by Director Achrekar.

Discussion ensued among the directors.

Siobhan Foster-COO commented that the handyman program will not begin until after the furloughed period.

President Margolis called for the vote and the motion passed by a vote of 9-1-1 (Director Liberatore abstained, Director Bastani abstained).

12. New Business

12a. Entertain a Motion to Authorize COVID-19 related General Services and Landscape Department Budget Reallocations for Custodial Services and Mulch Program

Kurt Wiemann, Director of Landscape, discussed the mulch program. Chris Langenour, Director of General Services, gave an update on the extra custodial services.

Director Achrekar made a motion to authorize reallocations of funds for additional custodial services and mulch program in United Mutual. The motion was seconded by Director Addington.

Discussion ensued among the Directors.

President Margolis called for the vote and the motion passed by a vote of 7-3-1 (Director Liberatore, Tornig, Armendariz opposed, Director Randazzo abstained).

12b. Entertain a Motion to Accept the 2019 Audit Report

Elizabeth Roper of the Select Audit Task Force gave an update about the audit

process. The Select Audit Task Force worked with KPMG to complete the 2019 Audit.

Director Gilmore made a motion to accept the 2019 Audit Report. The motion was seconded by Director Ardani.

Betty Parker, Director of Finance, made a comment that we received a positive audit report from KMPG. Spencer Endicott joined the meeting to answer questions from the Board.

Discussion ensued among the directors.

Director Armendariz made a comment about corrections in the audit report. Betty Parker asked Director Armendariz to send her the corrections to review.

Sue Margolis called for the vote on the 2019 Audit Report and the motion passed by a vote of 9-1-1 (Director Armendariz opposed; Director Bastani abstained)

13. Committee Reports

- 13a.** 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 May 26, 2020, 1:30 p.m. in the Sycamore Room.
- 13b.** Report of the Architectural Control and Standards Committee – Director Addington gave a report from the last Committee meeting. The Committee met on February 20, 2020 and a Special Meeting was held on April 2, 2020; next meeting TBA.
- 13c.** Report of the Communications Committee – Director Skillman commented that the next Breeze Newsletter should be out in a couple of weeks. The next meeting is TBA.
- 13d.** Report of Member Hearings Committee – Director Liberatore gave a report from the last Committee meeting. The Committee met on February 27, 2020; next meeting TBA.
- 13e.** Report of the Governing Documents Review Committee – Director Torng gave a report from the last Committee meeting. The Committee is working on Election Rules. The Committee met on February 20, 2020; next meeting will be April 16, 2020, 1:30 p.m. as a virtual meeting.
- 13f.** Report of the Landscape Committee – Director Armendariz gave a report from the last Committee meeting. The Committee met on February 13, 2020; next meeting TBA.
- 13g.** Report of the Maintenance & Construction Committee – Director Randazzo gave

a report from the last Committee meeting. The Committee met on February 26, 2020; next meeting June 24, 2020 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.

13h. Report of the Resident Advisory Committee – Director Ardani gave a report from the last Resident Advisory Committee. The Committee met on March 12, 2020; next meeting TBA.

14. GRF Committee Highlights

14a. 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. as a virtual meeting.

14b. Report of the Community Activities Committee – Director Skillman gave highlights from the last Committee meeting. The Committee met on April 9 2020; next meeting May 14, 2020, 1:30 p.m. as a virtual meeting.

(1) PAC Task Force – Director Randazzo gave a report from the PAC Task Force. The Task Force met on April 13, 2020. The Task Force reviewed and voted against the bids presented.

14c. Report of the Landscape Committee – Director Armendariz gave highlights from the last Committee meeting. The Committee met on February 12, 2020; next meeting will be May 13, 2020, 1:30 p.m. as a virtual meeting.

14d. Report of the Maintenance & Construction Committee – Director Randazzo gave highlights from the last Committee meeting. The Committee met in closed session on April 8, 2020; next meeting will be June 10, 2020, 9:30 a.m. in the Board Room.

14e. Report of the Media and Communication Committee – Director Skillman gave highlights from the last Committee meeting. The Committee met on February 19, 2020; next meeting will be April 20, 2020, 9:30 a.m. as a virtual meeting.

14f. 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 June 3, 2020, 1:30 p.m. in the Board Room.

14h. Report of the Security and Community Access Committee – President Ardani gave highlights from the last Committee meeting. The Committee met on February 24, 2020; next meeting TBA.

14i. Laguna Woods Village Traffic Hearings – Director Addington. The hearings were held on February 19, 2020; next hearings TBA.

- 14j.** Disaster Preparedness Task Force – Director Achrekar gave highlights from the last Task Force meeting. The Task Force met on January 28, 2020; next meeting will be on April 16, 2020.

15. Future Agenda Items

- 15a.** Committee Advisor Qualifications, Procedures and Policy
15b. Alternative Heat Source Policy
15c. Resolution for a Directors Code of Conduct (Referred back to Governing Doc. Review Committee)
15d. Orange County Mosquito and Vector Control District Presentation

16. Director's Comments

- Director Liberatore commented about the trash expense in the GRF Budget;
- Director Gilmore commented he will ask about the trash expense;
- Director Bastani commented that Dry Rot inspection should be added to all presale inspection. President instructed him to add this item to next ACSC agenda for discussion & recommendation;
- Director Armendariz commented on the need for more landscape budget information. He feels the GRF budget could be tightened up;

- 17. 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 11:25 a.m. into the Closed Session.

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

During the March 10, 2020, Regular Executive Session, the Board:

Approval of Agenda

Approval of the Following Meeting Minutes;

(a) February 11, 2020—Regular Closed Session

Discussed Member Disciplinary Cases

Discussed Personnel Matters

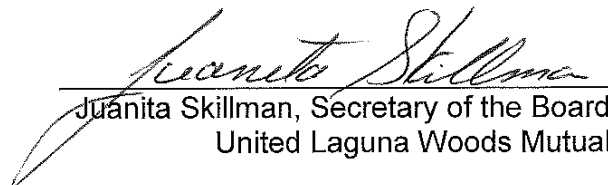
Discuss and Consider Contractual Matters:

Award of Contract for a 201 Reserve Study Update

Discussed and Considered Litigation and Legislative Matters

18. Adjourn

The meeting was adjourned at 3:15 p.m.


Juanita Skillman, Secretary of the Board
United Laguna Woods Mutual