



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

**Tuesday, May 12, 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 (arrived late)

Directors Absent: None

Staff Present: Jeff Parker, CEO; Siobhan Foster, COO; Carlos Rojas, Becky Jackson, Grant Schultz and Cheryl Silva

Others Present: VMS: Dorothy Pacella

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.

2. Acknowledge Media

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

3. Approval of Agenda

Director Armendariz made a motion to approve the agenda. Director Achrekar seconded the motion and the agenda was approved unanimously.

4. Approval of Minutes

- a. April 14, 2020—Regular Open Session

Director Randazzo made a motion to approve the minutes of April 14, 2020, Regular Open Session as presented. The motion was seconded by Director Achrekar.

Discussion ensued among the directors.

President Margolis called for the vote and the amended minutes were approved without objection.

5. Report of the Chair

President Margolis commented about the Governor guideline to re-open Laguna Woods Village and how we can comply with the guidelines. She welcomes suggestions from the residents.

6. Open Forum

Members made comments regarding the following:

- A Member commented about the operating losses;
- A Member requested that a dirt path near her manor be paved;
- A Member commented stolen property in the carports;
- A Member commented.

7. Responses to Open Forum Speakers

Directors responded to Member comments:

- Jeff Parker-CEO commented about paving the path and stolen property;
- Director Achrekar commented about adding cameras in the carports;
- Director Randazzo commented about the problem of adding cameras and enclosing carports and adding garage doors;
- Director Liberatore asked about Coronavirus testing;
- Jeff Parker-CEO commented there is very little testing being done in Orange County;
- Director Torng asked for a cost analysis on enclosing the carports and adding garage doors;

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

- Four residents commented during the open meeting;
- All essential VMS employees are required to wear face mask and gloves, maintain 6 feet distancing from residents, comply with the Orange County guidelines;
- Inspection of the area were conducted and no non-essential work was found;
- In March a letter to the community was sent from the CEO regarding proration of assessments and none will be done at this time;
- Review of 2020 business plan continues. United Mutual is looking at analyzing the budget on May 27, 2020.

8. Update from VMS – Director Pacella gave an update from the VMS Board. She updated the Board on Key Performance Indicators (KPI's). She reported on the KPI results from the first quarter of the year. Customer service survey is given to residents after work is completed.

9. CEO Report

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

- The Golf Course and Driving Range reopened on May 11th
- The Tennis Center will reopen on Monday, May 18th;
- We hope to open up more activities in accordance with the State of California guidelines;
- The County of Orange has not provided COVID-19 testing to the general public;
- Update that the numbers of individuals with COVID-19 are very low in the

Community. Staff is continuing to monitor the situation as business begin to reopen. Laguna Woods Village only has eight cases of COVID-19 reported. Staff is working with the Orange County Health Care Agency. Residents can check the Orange County Health Care Agency for updated information on COVID-19;

- Virtual Recreation Resources are now available online through the Laguna Woods website;
- Mobile RFID tags for new vehicles are issued by Resident Services by appointment only;
- Maintenance for emergency backup generator will happen on May 18, 2020;
- Reminder to participate in the 2020 Census either online, or by phone; census;
- Director Skillman commented that books and newspapers are available in front of the library. Please be considerate of other residents when you check out books, newspaper and puzzles;
- Director Bastani asked when Table Tennis will be opened. Jeff Parker-CEO commented that table tennis is not open at this time and this activity will be reviewed.
- Director Achrekar commented that the CEO & COO are doing an excellent job during these difficult times. He commented about HEPA filters.

10. Consent Calendar

10a. Recommendation from the Finance Committee:

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 March 2020, and such review is hereby ratified.

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

Discussion ensued among the directors.

President Margolis called for a roll-call vote on the Consent Calendar and the motion passed by a vote of 10-1-0 (Director Armendariz opposed).

11. Unfinished Business--none

12. New Business

12a. Entertain a Motion to Introduce the Membership and Election Vote Policy

Director Skillman gave a synopsis of the following resolution:

RESOLUTION 01-20-XXX
MEMBERSHIP ELECTION & VOTING POLICY

WHEREAS, Senate Bill 323 also known as the new election laws has amended sections of California Civil Code § 5100, 5110, 5115, 5125, 5145 and 5200 and added section 5910.1 relating to common interest developments; and

WHEREAS, the Board recognized that need to amend the Election Rules to align with the current California Civil Code;

NOW THEREFORE BE IT RESOLVED; [date], 2020, that the Board of Directors of this Corporation hereby approves the amended Election Rules, as attached to the official minutes of this meeting and renames it the Membership Election & Voting Policy; and

RESOLVED FURTHER, that Resolution 01-15-33 adopted March 10, 2015 is hereby superseded in its entirety and cancelled;

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 Skillman made a motion to introduce the membership and election vote policy for 28-day review. The motion was seconded by Director Addington.

Discussion ensued among the Directors.

President Margolis called for the vote by roll call and the motion passed without objection.

12b. Entertain a Motion to Introduce the Appeal Policy

Director Tornig gave a synopsis of the following resolution:

RESOLUTION 01-20-XXX
APPEAL POLICY

WHEREAS, United Laguna Woods Mutual's ("United") Governing Documents require a Member to seek approval from the Board of Directors ("Board") on various matters of Corporate business by way of the Committee structure for review of a question that may/will ultimately be determined by the Board;

WHEREAS, while decisions made by various Committees or Management may be subject to appeal by an Member to a Committee or to the Board of Directors as may be permitted by the Governing Documents, certain decisions on United matters, including without limitation, architectural requests, landscape requests, variance requests and disciplinary matters, may be heard directly by the Board for its decision;

WHEREAS, Civil Code Section §4765 provides that decisions made by the Board or of a committee having the same composition as the Board relating to a Member's architectural and/or landscape request that occur in an Open Session Board meeting in compliance with the requirements of Civil Code §4900 et seq. (the Open Meeting Act) may be final, without the right of an Member to appeal said decision;

WHEREAS, committee decisions regarding disciplinary/confidential matters that are made in Executive Session meetings are subject to appeal to the United Board by the Member in accordance with United's Governing Documents;

NOW THEREFORE BE IT RESOLVED; [date], that the Board of Directors of this Corporation hereby establishes and adopts the attached Appeal Policy pertaining to the rights of Members to appeal decisions of Committees of the Board and, as applicable, by the Board regarding certain Corporate business, for this Corporation;

Notwithstanding the foregoing, if new information is brought to the Board's attention relating to a matter previously decided by the Board, the Board may, in its sole discretion, revisit such decision due to extraordinary circumstances, but it shall have no obligation to do so and no Member shall be entitled to such reconsideration as a matter of right. The SME (Subject Matter Expert) will review any extraordinary circumstances for consideration if submitted within 30 days in writing from the Board's determination.

RESOLVED FURTHER, that Resolution 01-13-182 adopted October 28, 2013 is hereby superseded in its entirety and cancelled;

RESOLVED FURTHER, that this Appeal Policy and the mechanisms for appeals of decisions described herein shall supersede any prior or contrary appeal procedure or right of Members on the decisions subject to this Appeal Policy as may be found in United's Governing Documents, as may be applicable;

RESOLVED FURTHER, that the foregoing Appeal Policy shall apply to decisions on matters heard and decided by the Board as described therein, but shall not otherwise affect the ability of Members to appeal committee and/or management decisions on matters not heard by the Board as may otherwise be provided for in United's Governing Documents; 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.

Director Torng made a motion to introduce the appeal policy for 28-day review. The motion was seconded by Director Achrekar.

Discussion ensued among the directors.

Director Armendariz made an amendment that the member may be allowed to appeal be added to the resolution. Director Addington seconded the

amendment.

Discussion ensued among the directors about the amendment.

President Margolis called for the vote on the amendment and it passed without objection.

President Margolis called for the vote on the motion as amended by roll call and the motion passed by a vote of 10-0-1 (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. as a virtual meeting.
- 13b.** Report of the Architectural Control and Standards Committee – Director Bastani gave a report from the last Committee meeting. The Committee met on February 20, 2020; next meeting TBA.
- 13c.** Report of the Communications Committee – Director Skillman commented that the next Village Breeze Magazine is out and was distributed to residents. 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 linking the California Civil Code 2eblink to the Laguna Woods Village website, election rules, operating rules, appeal policy and review of the management agreement. The Committee met on April 16, 2020; next meeting will be May 21, 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 will be June 11, 2020 at 9:30 a.m. location 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 May 15, 2020 at 1:00 p.m. as a virtual meeting.
- 13h.** Report of the Resident Advisory Committee – Director Ardani. The Committee met on March 12, 2020; next meeting TBA.

- (1) Handyman Task Force—Director Achrekar gave a report for the Handyman Task Force. There is not activity on phase 1 or 2 of the program. The Task Force met on February 7, 2020.

14. GRF Committee Highlights

- 14a.** Report of the Finance Committee – Director Gilmore gave highlights from the last Committee meeting. The Committee met on April 22, 2020; next meeting will be June 24, 2020, 1:30 p.m. location TBA.
- 14b.** Report of the Community Activities Committee – Director Skillman gave highlights from the last Committee meeting. The committee is working on the backstroke flags, golf club charitable event, and the results of the club presidents survey, The Committee met on April 9 2020; next meeting May 14, 2020, 1:30 p.m. as a virtual meeting.
- 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 August 12, 2020, 1:30 p.m. location TBA.
- 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. location TBA.
 - (1) PAC Task Force – Director Randazzo gave a report from the PAC Task Force. The Task Force met on April 13, 2020; next meeting May 14, 2020 (closed meeting) at 9:00 a.m. The Task Force is reviewing the contract bids.
- 14e.** Report of the Media and Communication Committee – Director Skillman gave highlights from the last Committee meeting. Laguna Woods Village alert is available. Updates are given on Village Televisions. The Committee met on April 20, 2020; next meeting will be May 18, 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. location TBA.
- 14g.** Report of the Security and Community Access Committee – President Ardani. The Committee met on February 24, 2020; next meeting June 22, 2020 at 1:30 p.m. location TBA.
- 14h.** Laguna Woods Village Traffic Hearings – Director Addington. The hearings were held on February 19, 2020; next hearings TBA.
- 14i.** Disaster Preparedness Task Force – Director Achrekar. The Task Force has been distributing masks to the Community. The Task Force met on January 28, 2020;

next meeting TBA.

President Margolis reported on the new GRF Strategic Planning Committee.

15. Future Agenda Items

15a. Orange County Mosquito and Vector Control District Presentation

16. Director's Comments

- Director Achrekar thanked staff for all their work during the pandemic. He asked staff to consider installing HEPA filters to combat the Coronavirus. He commented about the carport analysis;
- Director Addington complemented staff on all their work during the pandemic. She commented about the inventory of vacant properties in the Village;
- Director Ardani thanked the residents for following the stay-at-home rules;
- Director Armendariz commented about the bids for the PAC. He asked if the PAC could be used until the PAC can reopen;
- Director Bastani asked that meeting notes are recorded and inspected;
- Director Liberatore asked about the COVID-19 testing;
- Director Randazzo commented about the carpool enclosure and garage doors. Commented about the next PAC meeting this week;
- Director Skillman commented about problems with the GoToMeeting. She asked staff if the Board Room could be reconfigured so that the Board can start meeting in the Board Room. In addition, she commented that directors should not be concerned about the sale of units.
- Director Torng commented he is using his stimulus money to purchase more mask for the United Mutual. He asked if staff could help with the distribution of the mask. He also commented about adding enclosed carports with garage doors.

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 11:15 a.m. into the Closed Session.

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

During the April 14, 2020, Regular Executive Session, the Board:

Approval of Agenda

Approval of the Following Meeting Minutes;

(a) March 9, 2020—Regular Closed Session

Discussed Member Disciplinary Cases

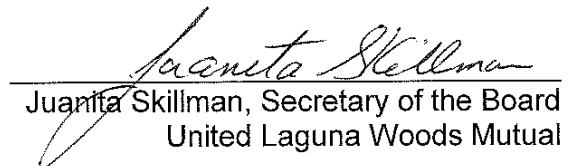
Discussed Personnel Matters

Discuss and Consider Contractual Matters for

*Turf Aeration Services
Discussed and Considered Litigation and Legislative Matters
COVID-19 Issues*

18. Adjourn

The meeting was adjourned at 2:00 p.m.



Juanita Skillman, Secretary of the Board
United Laguna Woods Mutual