



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

**Tuesday, June 17, 2020, 1:30 p.m.
Open Session, 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; Grant Schultz and Cheryl Silva

Others Present: Pat English (GRF), Annette Soule (GRF), Cush Bhada (Third)

1. Call Meeting to Order/Establish Quorum

President Margolis called the meeting to order at 1:31 p.m. and acknowledged that a quorum was present.

2. Approval of Agenda

Director Torng made a motion to approve the agenda as presented. Director Armendariz seconded the motion.

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

3. Member Comments

President Margolis gave an opening statement and went through the timeline events that have transpired to date on the PAC Maintenance Improvement project.

4. Resolution of the Board of Directors of United Laguna Woods Village to Call a Special Meeting of the Corporate Members of Golden Rain Foundation for the Purpose of Voting to Remove Directors Perak and English, and, if successful, to Vote to Fill the Vacancies Created by the Vote to Remove the Directors.

RESOLUTION 01-20-31
**RESOLUTION REQUESTING CORPORATE MEMBERS MEETING
TO RECALL DIRECTORS**

WHEREAS, the Golden Rain Foundation of Laguna Hills (“GRF”) is the trustee of the Golden Rain Foundation of Laguna Hills Trust Agreement (“Trust”);

WHEREAS, GRF is responsible for performing its duties and obligations subject to the terms and conditions of the Trust and GRF Bylaws;

WHEREAS, GRF approved, through a majority of its Directors, a Performing Arts Center project (“PAC”);

WHEREAS, the PAC consists of improvements exceeding \$500,000;

WHEREAS, the GRF Board, majority, approved the PAC in violation of the GRF Bylaws, Sections 2.1.4(4) and 2.1.6; and

WHEREAS, such conduct by those Directors exposes the Trust and trust property to undue risk of loss; and

WHEREAS, the Directors of this Board have a fiduciary duty to ensure GRF preserves the property of the Trust and otherwise abides by the Trust and GRF’s Bylaws;

WHEREAS, pursuant to Section 5.3 of the GRF Bylaws, a Special Corporate Member meeting may be called by a resolution approved by a majority of the Board of a Corporate Member;

THEREFORE, BE IT RESOLVED, June 17, 2020, that Village Management Services (“VMS”) is directed, by the United Laguna Woods Village Board, to call a special meeting of the Corporate Members no less than thirty (30) days from today, so that the Corporate Members may vote to remove, without cause, Patricia English, Beth Perak, **Annette Sabol Soule and Joe Fitzekam** from the GRF Board of Directors; and

BE IT FURTHER RESOLVED that the Corporate Members vote to fill the vacancies created by the removal, if successful, at the same meeting.

BE IT FURTHER RESOLVED that the officers and agent of this Corporation are authorized to carry out the purpose of this resolution.

Director Achrekar made a motion to approve the resolution to calling a Special Corporate Members Meeting recall Directors English, Perak, Soule and Fitzekam. The motion was seconded by Director Randazzo.

Discussion ensued among the directors.

President Margolis called for the vote and the motion passed by a vote 10-1-0 (Director

Skillman opposed).

5. Director's comments

- Director Randazzo commented about the funding for the PAC Maintenance Improvement Project and he asked if he could share the information he has from the Ad Hoc Committee.
- Director Addington commented about GRF Bylaw 2.1.4 and questions whether the project will all Maintenance Improvements for the PAC. We need to resolve the issues surrounding GRF Bylaw 2.1.4.
- Director Gilmore asked if there was a return on the investment.
- Director Torng commented the GRF Board underestimated the project. He commented about the failure of the Solar Project. He does not want to see the same thing happen with the PAC Maintenance Improvement project. He commented on his interpretation of GRF Bylaw 2.1.4.
- Director Bastani commented that we need to improve Clubhouse 3, but we do not want to spend the money. He asked if some of the improvement could be done at another time.
- Director Achrekar commented that GRF Board has been given too much power. He would like to see the Trust revised.
- Director Randazzo commented about the cost involved in rebidding the project.
- President Margolis will get a list together for the PAC Maintenance Improvement project and will send it to the Board Members before the meeting on Monday. She will work together with everyone to get the project done. She encouraged the board members to review the documents for the trust presentation on Tuesday.

6. Adjourn

The meeting was adjourned at 2:37 p.m.

Juanita Skillman

Juanita Skillman, Secretary of the Board
United Laguna Woods Mutual